

**BYLAWS**  
**OF**  
**CONNECTICUT ASSOCIATION FOR INFANT MENTAL HEALTH, INC.**

Adopted \_\_\_June, 18\_\_\_\_\_, 2008.

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OF  
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ARTICLE I  
*General*

These Bylaws are intended to supplement and implement applicable provisions of law and of the Certificate of Incorporation (the “*Certificate of Incorporation*”) of CONNECTICUT ASSOCIATION FOR INFANT MENTAL HEALTH, INC. (the “*Corporation*”).

ARTICLE II  
*Offices*

The principal office of the Corporation shall be located within or without the State of Connecticut, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall continuously maintain within the State of Connecticut a registered office at such place as may be designated by the Board of Directors.

ARTICLE III  
*Board of Directors*

Section 3.1 *Power of Board and Qualification of Directors.* All corporate powers shall be exercised by or under the authority of, and the activities, properties and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. A Director need not be a resident of the State of Connecticut.

Section 3.2 *Number of Directors.* The number of Directors constituting the entire Board of Directors shall be not fewer than three (3) nor more than fifteen (15). The number of Directors constituting the Board of Directors shall be the number prescribed by the Directors within the foregoing range or, if no such number has been prescribed, shall be the number of Directors elected at the last annual meeting of the Board of Directors of the Corporation. The number of Directors may be increased or decreased by action of the Board of Directors.

Section 3.3 *Ex-officio Directors; Election and Term.* Although not directors, the following persons may participate in all meetings of the Board of Directors on an ex-officio basis, without vote: (a) the immediate past-President of the Corporation; (b) the chairpersons of all Standing Committees; (c) the individuals appointed to serve as the Corporation’s liaison to any State committees; and (d) any liaisons from State agencies and associations. Each ex-officio Director shall act as such for so long as he or she holds an office which gives rise to ex-officio status; provided, however, that an immediate past-President of the Corporation shall hold office as ex-officio Director for a term of two (2) years.

Section 3.4 ***Election and Term of Directors.*** As provided in the Certificate of Incorporation, the initial Directors shall be appointed by the Incorporator. Thereafter, at each annual meeting of the Board of Directors, the Board of Directors shall elect Directors based on a slate of candidates prepared by the Membership/Nominating Committee. Except for Directors initially appointed by the Incorporator for a shorter term, each Director shall hold office for a term of three (3) years and until his or her successor has been elected and qualified. Terms shall be staggered so that approximately one-third (1/3) of the Directors are elected each year.

Section 3.5 ***Removal of Directors.*** Except as may otherwise be provided in the Certificate of Incorporation, any one or more of the Directors may be removed with or without cause at any time by vote of two thirds (2/3) of the Board of Directors. A Director may be removed only at a meeting called for that purpose, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the Director.

Section 3.6 ***Resignation.*** Any Director may resign at any time by delivering written notice to the Board of Directors or the Secretary of the Corporation. Such resignation shall take effect when such notice is so delivered unless the notice specifies a later effective date.

Section 3.7 ***Newly-Created Directorships and Vacancies.*** Newly created directorships, resulting from an increase in the number of Directors, and vacancies occurring in the Board of Directors for any reason, may be filled by (a) the Board of Directors, or (b) if the Directors remaining in office constitute fewer than a quorum of the Board of Directors, the vote of a majority of the Directors remaining in office. A Director elected to fill a vacancy shall hold office until the next annual meeting of the Board of Directors and until his or her successor is elected and qualified.

Section 3.8 ***Meetings of the Board of Directors.*** An annual meeting of the Board of Directors shall be held each year at such time and place as shall be fixed by the Board, for the election of Directors and officers and for the transaction of such other business as may properly come before the meeting. Regular meetings of the Board of Directors shall be held at such times as may be fixed by the Board. The Board shall hold not fewer than four (4) regular meetings during each calendar year. Special meetings of the Board of Directors may be called at any time by the President, or upon written request of one-third (1/3) of the Directors. Regular and special meetings of the Board of Directors may be held at any place in or out of the State of Connecticut. Notice of each regular meeting of the Board shall include the date, time and place of the meeting and shall be given not less than ten (10) days before the date of the meeting and shall state the purpose or purposes for which the meeting is called. Notice of each special meeting of the Board shall include the date, time and place of the meeting and shall be given not less than twenty (20) days before the date of the meeting and shall state the purpose or purposes for which the meeting is called.

A Director may waive any notice required by law, the Certificate of Incorporation or these Bylaws before or after the date and time stated in the notice. Any written or electronic waiver of notice, signed by the Director entitled to notice and delivered to the Secretary of the Corporation, whether before or after the time stated therein, shall be deemed equivalent to notice. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless at the beginning of such meeting, or promptly upon his or her arrival, such Director objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action

taken at the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the directors or members of a committee of directors need be specified in any written or electronic waiver of notice.

**Section 3.9 *Quorum of Directors and Voting.*** Unless a greater proportion is required by law or by the Certificate of Incorporation or these Bylaws, a majority of the number of Directors prescribed in accordance with Section 3.2 or two Directors shall constitute a quorum for the transaction of business or of any particular business, and, except as otherwise provided by law or by the Certificate of Incorporation or these Bylaws, the vote of two-thirds (2/3) of the Directors present at the meeting at the time of such vote, if a quorum is then present, shall be the act of the Board.

**Section 3.10 *Action without a Meeting.*** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. Such action shall be evidenced by one or more written consents describing the action taken, shall be signed by each Director and shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 3.10 is the act of the Board of Directors when one or more consents signed by all the Directors are delivered to the Corporation. The consent may specify the time at which the action taken there under is to be effective. A Director's consent may be withdrawn by a revocation signed by the Director and delivered to the Corporation prior to delivery to the Corporation of unrevoked written consents signed by all the Directors.

**Section 3.11 *Meetings by Conference Telephone.*** Any one or more members of the Board of Directors may participate in any meeting of the Board by, or conduct the meeting through the use of, any means of conference telephone or similar communications equipment by which all Directors participating in the meeting may simultaneously hear each other during the meeting. A Director participating in a meeting by such means is deemed to be present in person at the meeting.

**Section 3.12 *Compensation of Directors.*** The Corporation may pay compensation in reasonable amounts to Directors for services rendered. The Board of Directors shall determine the amount of the compensation that shall be paid or shall adopt policies in accordance with which the amounts of compensation shall be determined. Notwithstanding any provisions of these Bylaws or the Certificate of Incorporation, the Corporation shall not pay compensation to any government official.

**Section 3.13 *General Standards of Conduct for Directors.*** A Director shall discharge duties as a Director, including duties as a member of a committee: (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) in a manner the Director reasonably believes to be in the best interests of the corporation. In discharging duties, a Director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

- (a) one or more officers or employees of the corporation whom the Director reasonably believes to be reliable and competent in the matters presented; (
- (b) legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or
- (c) a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence. A Director is not acting in good faith if the Director has knowledge concerning the matter in question that makes reliance otherwise permitted by the preceding sentence unwarranted.

ARTICLE IV  
*Committees*

Section 4.1 ***Committees***. The Board of Directors shall create an Executive Committee and a Membership/Nominating Committee, and may create one or more other standing committees as set forth in Section 4.2, and may also create ad hoc or special committees from time to time as it shall deem appropriate to conduct the activities of the Corporation. The Directors shall define the powers and responsibilities of such committees except that no committee may be created to perform the functions of a standing committee without the consent of a standing committee, and each non-standing committee shall disband upon completion of the work for which it was created.

Section 4.2 ***Standing Committees***. The Directors shall establish an Executive Committee and a Membership/Nominating Committee which shall have the duties and responsibilities described herein or by resolution of the Directors.

(a) The Directors shall appoint an Executive Committee consisting of not less than five (5) and not more than nine (9) persons, including the officers of the Corporation and such additional Directors as may be determined from time to time. The Executive Committee may exercise all powers of the Directors (within limits proscribed by the Connecticut Revised Nonstock Corporation Act) or may have such specific powers and responsibilities as determined by the Directors. The President shall act as Chairperson of the Executive Committee. Individuals who are not Directors of the Corporation may participate in Executive Committee meetings upon the invitation of the Chairperson.

(b) The Directors shall appoint a Membership/Nominating Committee consisting of not less than three (3) individuals, of whom at least one (1) shall be a Director. A Director shall act as Chairperson of the Membership/Nominating Committee. The Membership/Nominating Committee shall recommend annually, and from time to time upon the request of the Directors, candidates for the Board of Directors and for officers of the Corporation. The Membership/Nominating Committee shall present a slate of candidates for election to the Board, officer positions, and Committee memberships at least forty-five (45) days prior to the date of the annual meeting of the Board of Directors. In preparing a slate of candidates, the Membership/Nominating Committee shall consider each candidate's qualifications and commitment to the Corporation. The Membership/Nominating Committee shall also attempt to prepare a slate of candidates in a manner which promotes diversity by considering candidates who are geographically, racially, and ethnically diverse and who represent a variety of professional disciplines.

Section 4.3 ***Special Committees***. Special committees may be created for a specified term by the President with the concurrence of the Directors, for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the tasks for which it is appointed and shall have no power to act except as specifically conferred by action of the Directors. Upon completion of the tasks for which it was created, a special committee shall stand discharged.

Section 4.4 ***Election; Term of Office; Removal of Committee Members***. Committee chairpersons shall be appointed by the Directors. Each committee chairperson shall be responsible for selecting other members of the committee from the slate presented by the Membership/Nominating Committee. All committee appointments shall be subject to approval by the Directors. All committee members shall serve for a one (1) year term or until their successors are duly elected. All committee members and committee chairpersons shall be subject to removal at any time by vote of a majority of the Directors then in office. The membership of committees, except the Executive Committee, may

include individuals who are not Directors.

Section 4.5 ***Committee Procedures in General.*** A majority of the members of each committee present in person shall constitute a quorum for the transaction of business, and the act of a majority of the members of any committee present at a meeting at which a quorum is present shall be the action of the committee. Each committee shall report to the Directors regarding its deliberations, recommendations, and activities since the last meeting of the Directors. Reasonable notice of the meetings of any committee shall be given to the members thereof and to the President, who shall have the right to attend and participate in the deliberations of all committees. The President or the committee chairperson may invite to any committee meeting such individuals as they may select who may be helpful to the deliberations of the committee. Each committee may operate through the establishment of one or more subcommittees to be composed of such members of the committee and to have such duties and responsibilities as shall be delegated to the subcommittee by the committee. Each committee may adopt rules for its own operations and for the operations of its subcommittees not inconsistent with these Bylaws or the policies of the Board of Directors.

## ARTICLE V ***Officers, Agents and Employees***

Section 5.1 ***Officers; Eligibility.*** The Board of Directors shall elect a President, Vice-President, Secretary, Treasurer, and such other officers as determined by the Board of Directors. The same individual may simultaneously hold more than one office. Any officer may serve simultaneously as a Director of the Corporation; provided, however, that the President must also be a Director of the Corporation.

Section 5.2 ***Term of Office and Removal; Vacancies.*** The President shall hold office for a term of two (2) years and until his or her successor has been appointed and qualified. Each other officer shall hold office for a term of one (1) year and until his or her successor has been appointed and qualified. All officers shall be appointed at the annual meeting of the Board of Directors or at any other meeting of the Board as the Board may determine. Any officer may be removed by two-thirds (2/3) of the Board of Directors at any time with or without cause. Reelection or appointment of an officer shall not of itself create any contract rights in the officer or the Corporation. In the event of a death, resignation, removal or other inability to serve of any officer, the Directors shall appoint a successor who shall serve until the expiration of the normal term of such officer and until his or her successor has been appointed and qualified; except that in the event of a vacancy in the office of President, the Vice President shall serve as the acting President for the remainder of the term of office.

Section 5.3 ***Resignation.*** Any officer may resign at any time by delivering written notice to the Corporation. Unless the written notice specifies a later effective time, the resignation shall be effective when the notice is delivered to the Board of Directors or the Secretary of the Corporation.

### ***Section 5.4 Powers and Duties of Officers.***

A. ***President.*** The President shall serve as the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors and, subject to the supervision of the Board, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board.

B. ***Vice-President.*** In the absence of the President or in the event of his or her inability

or refusal to act, the Vice-President, if any, shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. If there is more than one Vice President, the Board of Directors shall determine which of them shall so perform the duties of the President under such circumstances. The Vice-President shall accept and review Chapter applications and perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Directors.

C. *Secretary.* The Secretary shall be responsible for preparing and maintaining custody of minutes of all meetings of the Board of Directors and for authenticating and maintaining the records of the Corporation, and shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, and he or she shall have authority to affix the same to any instrument requiring it, and, when so affixed, it may be attested by his or her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his or her signature.

D. *Treasurer.* The Treasurer shall have the custody of, and be responsible for, all funds and property of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks, trust companies or other depositories as the Treasurer may designate, subject to approval of the Board of Directors. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He or she shall at all reasonable times exhibit the books and accounts to any officer or Director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board. The Directors shall arrange for the financial records of the Corporation to be reviewed by a certified public accountant promptly after the end of each fiscal year.

Section 5.5 *Agents and Employees.* The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 5.6 *Compensation of Officers, Agents and Employees.* The Corporation may pay compensation in reasonable amounts to officers, agents and employees for services rendered. The Board of Directors shall determine the amount of the compensation that shall be paid or shall adopt policies in accordance with which the amounts of compensation shall be determined. The Board may require any officers, agents or employees to give such bond or security for the faithful performance of their duties as the Board of Directors may determine, for which they shall be reimbursed.

## ARTICLE VI *Directors' Conflicting Interest Transactions*

Any "Director's conflicting interest transaction," as defined in Section 33-1127 of the Connecticut General Statutes, may be effected by the Director concerned and the Corporation

may proceed to effect such transaction only as set forth in Section 33-1127 et seq. of the Connecticut General Statutes relating to such conflicting interest transactions. Further, notwithstanding compliance with the above statute, such transaction may be undertaken by any Director or the Corporation only to the extent such transaction does not constitute an excess benefit transaction, as defined in Section 4958 of the Internal Revenue Code.

## ARTICLE VII *Miscellaneous*

Section 7.1 ***Fiscal Year.*** The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 7.2 ***Budgets.*** The Directors shall have prepared and shall approve the annual operating and capital expenditure budgets of the Corporation. The Directors shall approve any expenditures not listed in the annual budget in excess of three hundred dollars (\$300).

Section 7.3 ***Notices.*** Any notice required or permitted by these Bylaws shall be given personally, by telephone, electronic mail or other form of wire or wireless communication, or by mail or private carrier not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notices may also be given by electronic transmission, which for purposes of these Bylaws shall mean any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process. Notices delivered by electronic transmission shall be deemed given when directed to an electronic mail address at which the director or other person receiving notice has consented to receive notice.

Section 7.4 ***Corporate Seal.*** The corporate seal shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words “Corporate Seal” and “Connecticut” and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board of Directors.

Section 7.5 ***Checks, Notes and Contracts.*** The Board of Directors shall determine who shall be authorized from time to time on the Corporation’s behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 7.6 ***Books and Records.*** The Corporation shall keep at its office correct and complete books and records of the accounts, activities and transactions of the Corporation, the minutes of the proceedings of the Board of Directors and any committee of the Corporation, and a current list of the Directors and officers of the Corporation and their business addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 7.7 ***Amendments to Bylaws.*** Subject to the notice requirements of Section 3.9, the Bylaws of the Corporation may be adopted, amended or repealed in whole or in part by the affirmative vote of two-thirds (2/3) of the Directors present at a meeting of the Board of Directors at which a quorum is present; provided that notice of the proposed amendment, including a brief description, is given to the Board of Directors at least thirty (30) days prior to

the date of the meeting at which the proposed amendment will be considered. Amendments must be consistent with the purposes of the Corporation.

**Section 7.8 *References.*** Reference in these Bylaws to a provision of the Internal Revenue Code is to such provision of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any subsequent federal tax law. Reference in these Bylaws to a provision of the Connecticut General Statutes or any provision of Connecticut law set forth in such statutes is to such provision of the General Statutes of Connecticut, Revision of 1958, as amended, or the corresponding provision(s) of any subsequent Connecticut law. Reference in these Bylaws to a provision of the Connecticut Revised Nonstock Corporation Act is to such provision of the Connecticut Revised Nonstock Corporation Act, as amended, or the corresponding provision(s) of any subsequent Connecticut law.