

# NEW YORK COALITION FOR ASIAN-AMERICAN MENTAL HEALTH

## BY LAWS

*Adopted: November 16, 2006*

### A. MEMBERSHIP

Section 1. There will be two categories of membership: agency and individual members, as defined by these By-Laws. Membership is open to any individual or organization with an interest in promoting the quality of mental health services of the Asian-Americans.

Section 2. The fiscal year shall be defined as the period beginning January 1<sup>st</sup> and ending December 31<sup>st</sup>. All members are required to meet the annual dues obligation. . Membership year shall be the calendar year.

Any individual or agency that pays their membership dues beginning on Nov 1 will be considered a member in good standing for the period that extends to December of the following calendar year.

Notification of dues payment will be sent to all those on the current mailing list maintained by the Coalition on or about November 1<sup>st</sup>.

### B. OFFICES

Section 1. The principal office of the Coalition shall be in New York County, State of New York. The Coalition may also have offices at such other locations within the State of New York as the Executive Committee may determine appropriate.

### C. VOTING

Section 1. There shall be one vote for each member represented at each meeting at which a vote is required. In the event several attendees are present from an agency member their consensus vote will be considered as a single vote. The Secretary will maintain a list of all members who have paid dues for the purpose of voting at Coalition meetings.

### D. MEETINGS

Section 1. General membership meetings of the Coalition shall convene on a bi-monthly basis at such times and place as the Coalition may determine appropriate

Section 2. Meetings of the Executive Committee (see below) shall convene on a bi-monthly basis at such times and place as the Coalition may determine appropriate. Attendance of at least  $\hat{A}1/2$  of the members of the Executive Committee shall be necessary to constitute a quorum.

Section 3. Guests may attend meeting if brought in by a member.

### E. OFFICERS

Section 1. The Officers of the Coalition shall be a President, a Vice President, a Treasurer, and a Secretary.

Section 2. Duties of the President:

The President shall be the Chief Executive Officer of the Council and shall preside at all meetings of the general membership of the Coalition and all Executive Committee meeting, in addition the President shall be Ex-Officio of all other Coalition Committees.

#### Section 3. Duties of the Vice President:

In the absence of the President, the Vice President shall preside over meetings of the Coalition. The Vice President will act on behalf of the President in his/her absence and may be assigned by the Executive Committee to serve as Chairperson of one or more committees, or such duties in connection with the coalition. If the office of the President becomes vacant, the Vice President shall perform the duties of the President until an election can be held.

#### Section 4. Duties of the Treasurer:

(1) The Treasurer shall have jurisdiction over receipt and custody of all monies of the Coalition, and shall maintain adequate records thereof.

(2) The Treasurer shall present to the Executive Committee, at such intervals as the Executive Committee may require, financial statements of the Coalition and establish and maintain such bank account as the Executive Committee may from time to time authorize.

(3) The Treasurer may assume other duties in connection with the Coalition as the Executive Committee may assign.

#### Section 5. Duties of the Secretary:

The Secretary shall be responsible for maintaining minutes of Coalition Member meetings, handling such correspondence as deemed necessary and maintaining proper custody of contracts or other official documents. The Secretary may also be assigned by the Executive Committee to serve as Chairperson of any rulings or such other duties in connection with the Coalition.

### **F. EXECUTIVE COMMITTEE**

#### Section 1. Duties of the Executive Committee:

The Coalition will include an Executive Committee which will manage the affairs of the Coalition between regular meetings. The members of the Executive Committee will be the elected Officers of the Coalition and 5-8 members of the Coalition elected by the membership to serve as Executive Committee members.

The Executive Committee shall have general power to control and manage the affairs of the Coalition subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation. The Executive Committee is responsible for developing and implementing policy and operational issues of the Coalition, reviewing and approving all projects prior to acceptance by the Coalition, ensuring compliance with Coalition By Laws and transacting all business of the Coalition as have been delegated to it by the Coalition.

The Executive Committee may:

a) Appoint and discharge staff, consultants and advisors who have skills necessary or helpful to the Coalition.

b) Exercise all other powers necessary to manage the affairs and further the purposes of the Coalition in conformity with the Certificate of Incorporation and these By-Laws.

## **G. COMPENSATION**

Section 1. No compensation of any kind shall be paid to any Officer or Executive Committee member for the performance of his/her duties as an Officer or Executive Committee member. Subject to Conflict of Interest (see below) provided that there is full disclosure of the terms of such compensation and the arrangement has been approved by the Executive Committee. This shall not in any way limit reimbursement of or payment for services provided to the Coalition by an Officer or Executive Committee member in any capacity separate from his or her responsibilities as an Officer or Executive Committee member.

## **H. CONFLICT OF INTEREST**

Section 1. Prior to election of any Officer or Executive Committee member, and thereafter on an annual basis, all Officers or Executive Committee member shall disclose in writing, to the best of their knowledge, any Interest (as defined below) such Officer or Executive Committee member may have in any corporation, organization, partnership or other entity which provides professional or other goods or services to the Coalition for a fee or other compensation, and any position or other material relationship such Officer or Executive Committee member may have with any other not-for-profit corporation with which the Coalition has an attorney-client or other business relationship. A copy of each disclosure statement shall be available to any Officer or Executive Committee member on request.

Section 2. If at any time during his or her term of service, an Officer or Executive Committee member acquires any Interest or otherwise a circumstance arises which may pose a Conflict of Interest, that Interest or other Conflict shall be promptly disclosed in writing to the Executive Committee.

Section 3. When any matter for decision or approval comes before the Executive Committee in which an Officer or Executive Committee member has an Interest or other Conflict, that Interest or other Conflict shall be immediately disclosed to the Executive Committee by that Officer or Executive Committee member.

Section 4. Definition of "Interest". Whether a Officer or Executive Committee member has an Interest in an entity shall be determined by whether that Officer or Executive Committee member would derive a significant individual economic benefit, either directly or indirectly, from any transaction or relationship involving such entity or any decision on a matter involving such entity by the Officer or Executive Committee member. The fact that an entity may take positions on legislative matters of general impact shall not constitute an Interest or Conflict.

Section 5. Voting. No Officer or Executive Committee member shall vote on any matter in which he or she has a Conflict of Interest.

Section 6. Non-Participation. Any Officer or Executive Committee member who has a Conflict of Interest in a matter shall leave the room in which discussion regarding that matter is carried on, if so requested by the Executive Committee; provided, however, that the interested Officer or Executive Committee member may participate in any discussion regarding his or her absence.

Section 7. Attempts to Influence. Officer or Executive Committee member shall not attempt to influence other Officer or Executive Committee members regarding matters in which they have a Conflict of Interest, without first disclosing that Conflict of Interest.

## **I. ELECTION OF OFFICERS/EXECUTIVE COMMITTEE**

Section 1. Officers and members of the Executive Committee shall be elected for a two year term at the Annual meeting of the Coalition by majority vote of those members present. All members of the Coalition are eligible to serve as an Officer or Executive Committee member. Nominations for Officers and Executive Committee member shall take place at the meeting prior to the Annual meeting. Notification of the accepting of nominations and the anticipated date of the Annual meeting must be sent to all members of record at least 30 days prior to each of these meetings.

Section 2. All vacancies occurring among the Officers and members of the Executive Committee from any cause other than expiration of the term for which such officers have been elected, shall be filled for the unexpired term by recommendation of the President and approval by the Executive Committee.

**J. ATTENDANCE REQUIREMENTS FOR OFFICERS/EXECUTIVE COMMITTEE MEMBERS**

Section 1. All elected Officers and Executive Committee members must attend at least nine of the twelve official meetings scheduled annually to maintain their position as Officers or Executive Committee member. Failure to attend the required number of meetings will require formal review by the Executive Committee to determine whether the individual should continue in their official capacity.

**K. REMOVAL OF OFFICERS/EXECUTIVE COMMITTEE MEMBERS**

Section 1. Officers and members of the Executive Committee may be removed by a 2/3 majority vote of the Coalition members present at the membership meeting. Any motion for removal must be communicated at least 30 days prior to the date of vote to all members of record.

**L. AMENDMENTS**

Section 1. These By-Laws may be amended by an affirmative vote of 2/3 majority of the Coalition members at the meeting at which the vote to amend is scheduled. Any recommendation of amendment must be submitted to the President in writing to be distributed to all Coalition members 30 days prior to the meeting at which the matter of amendment is to be voted upon.

Adopted: \_\_\_\_\_

Peter Yee, President

Date: \_\_\_\_\_