



NATIONAL
COUNCIL
for Mental
Wellbeing

BYLAWS

Approved by the National Board, December 15, 2025
Vote completed by the membership, approved, February 11, 2026

BYLAWS

ARTICLE I

Name

Section 1. Name. The name of this organization shall be the National Council for Behavioral Health (doing business as the National Council for Mental Wellbeing as of 2021), herein referred to as the National Council.

ARTICLE II

Purpose and Goal

Section 1. Purpose. The purpose of the National Council shall be:

- A. To promote a unified network of community mental health and substance use providers, organizations, and individuals on the national, state and local levels;
- B. To provide national representation, leadership and direction for policy development and program implementation;
- C. To promote the concept, financing and delivery of community-based mental health and substance use health services.
- D. To promote the delivery of quality care through education, information, and training programs;
- E. To provide national leadership by supporting research and design of models for both the promotion of mental health and substance use, and the prevention of mental health and substance use illnesses;
- F. To promote increased public understanding of mental health and substance use;
- G. To promote increased public concern for mental health and substance use illnesses.

Section 2. Goal. The goal of the National Council shall be the establishment and maintenance of effective and comprehensive community behavioral health programs for all persons in the United States.

Section 3. Diversity. National Council and its Board of Directors are committed to incorporating the values of diversity, equity, and inclusion (“DEI”) in the governance and operations of this corporation. These values shall be codified in a DEI policy adopted by the Board.

ARTICLE III

National Council Membership

Section 1. Classification. The National Council Board of Directors (National Board) shall establish from time to time, such membership categories, dues and benefits of membership, as it deems appropriate.

Section 2. Members. A member of the National Council shall be any entity or association of entities that joins the National Council and is in good standing, that directly or indirectly provides behavioral healthcare services and subscribes to the vision and mission statement of the National Council.

A. Voting Members. Any entity or association of entities that directly provides mental health or substance use treatment services and subscribes to the vision and mission statements of the National Council. Any member from within a 100% Association/100% State shall carry forward their voting status as determined by the Association/State.

Section 3. Membership Section. The National Board may choose to establish special interest membership sections with related structure, dues and benefits as it deems appropriate. Section purpose, membership eligibility, eligibility for voting, number of National Board seats, and term length, as applicable, are to be established at the time the section is created.

A. National Council Membership Types

a) 100% Association/100% State: An association of entities that directly or indirectly provides behavioral healthcare services, or a state agency that directly or indirectly provides behavioral healthcare services. All members of the association or agencies within the state are considered National Council members. Membership dues are paid by the Association/State to the National Council. Dues for 100% Associations/100% States are set annually by the National Board.

b) Non-100% Association/State: An association/state that joins the National Council directly and does not purchase the 100% membership for all their members/agencies. Only the association/state staff and community board members have access to member benefits. Members of the association and/or local agencies of the state may join the National Council as Stand-Alone Members. Dues for Non-100% Associations are set annually by the National Board.

c) Stand Alone Member: Any entity that directly provides behavioral healthcare services and subscribes to the vision and mission statements of the National Council. Any member from within a 100% Association/100% State shall carry forward their voting status as determined by the Association/State.

Section 4. Membership is established upon receipt by the National Council of dues payment, where relevant, complete organizational contact information, to include name, phone, and email address of the CEO/Executive Director and/or other designated primary contact.

ARTICLE IV
National Board
Composition & Eligibility

Section 1. Powers and Duties. The National Board shall act as agent of the full National Council with authority to manage and control the property and affairs of the National Council. All the corporate powers, except as are otherwise provided for in these bylaws and in the laws of the District of Columbia, shall be and hereby are vested in and shall be exercised by the National Board. The National Board shall establish the policies of the National Council and shall create such committees as it deems necessary. Minutes of regular and special meetings of the National Council shall be available to all National Council members.

Section 2. Board of Directors Diversity. The National Council Board shall maintain a Board comprised of talented and dedicated directors with a diverse mix of expertise, experience, skills and backgrounds. The skills and backgrounds collectively represented on the Board should reflect the diverse nature of the business environment in which the National Council operates. For purposes of Board composition, diversity includes, but is not limited to, business and lived experience, geography, age, sexual orientation, disability, gender, race and ethnicity.

Section 3. Good Standing. National Council Board members shall remain in good standing to support the mission and goals of the National Council, which shall include, but not be limited, participation in meetings, the setting of policy and to also ensure, if applicable, payment of its organization's membership dues are up to date and timely provided.

Section 4. Composition. All individuals elected to serve as Voting members of the National Board, except for At-Large Directors, as set forth below, shall be either: Employed as staff of a National Council voting member organization, or a community board member of a National Council voting member organization.

All board members shall be bound by all applicable policies as established and adopted by the National Board. All terms begin July 1st, unless otherwise stated. The National Board is comprised of:

- A. Officers. Board Chair, First Vice Chair, Second Vice Chair, and Secretary-Treasurer.
- B. Regional Directors. Two (2) board members shall be elected from each of ten (10) regions. The two (2) Regional Directors should be, but are not required to be, located in different states within the respective region. In choosing candidates for Regional Directors in each region, it is strongly urged that community board members, as well as staff members, be considered for these positions.
- C. 100% Association/State Directors. Four (4) board members shall be elected from the Association Executives Committee and serve as National Council Board members to represent member Associations/States as follows:
 - a. The Association Executives Committee Chair and Vice Chair.

- b. Two (2) 100% Association Executive At-Large Representatives.
- D. The Public Policy Committee Chair shall serve as a National Board member.
- E. At-Large Directors. The National Board may create the At-Large Director Board seat, for a specified term, which shall not exceed two consecutive three (3) year terms. The National Board will reserve a maximum of six (6) additional member seats, who need not necessarily be affiliated with a National Council voting member, but each of whom shall possess a particular background or expertise and shall add to the commitment of the Board for diversity, equity and inclusion of its Directors, all of which shall help to advance the goals of the National Council. At-Large Directors shall be voting members of the National Board. The election process for the At-Large Director Board seat shall be as follows:
- a. Nomination forms completed by, or on behalf of the Nominee shall include biographical data;
 - b. The nomination shall be forwarded to the Executive Committee of the Board for consideration and if approved;
 - c. The Executive Committee shall submit the Nomination to the full National Council Board for a vote.
 - d. A majority vote from the National Council Board is needed for the appointment of the At-Large Director.
 - e. The Nominating Committee shall be charged with overseeing the nomination and election process.
- F. The Immediate Past Chair shall serve as a voting member of the National Board and as part of the Executive Committee at the discretion of the Chair. The term of the Immediate Past Chair will align with the term of the Board Chair. However, if the Immediate Past Chair is no longer eligible and/or able to serve on the National Board, the position shall remain vacant.

Section 5. Eligibility.

- A. With the exception of At-Large Directors, National Board members shall be a Board member or staff person affiliated with a National Council voting member organization. (pursuant to Article IV, Section 2). Board membership is limited to one (1) Board seat per National Council member organization, regardless of state/region. For purposes of Board membership, a National Council member organization, shall be interpreted to include any and all other corporations, limited liability companies, partnerships, or other organizations with which the member organization is affiliated, wherever located, regardless of the direct or indirect nature of the affiliation, percentage of ownership, degree of direct or indirect control, for profit/not for profit status, or any other factors. As used herein, an affiliate of a

member organization is one which has any ownership in, any control of, or is under common control with, the member organization. The Association Executive Committee Chair, Vice Chair and two (2) 100% Association Executive At-Large Representatives must be serving as the Chief Executive Officer or Executive Director of a 100% Association. The exception would be when there is no paid CEO/Executive Director, and the 100% Association has identified another individual to represent the organization.

- B. Any individual elected to the National Board as a Membership Section Director shall be affiliated with a National Council voting member in addition to their affiliation with the membership section.

Section 6. Selection.

- A. Officers. The election of officers is set forth in *Article V (Officers)/Section 2 (Selection)*.
- B. Regional Directors. Twenty (20) Regional Directors shall be elected by a ballot of the National Council voting members of the respective regions. Such elections shall be completed at least thirty (30) days prior to the beginning of all board terms (July 1st).
- a. During the year in which a Regional Director's term expires, the Nominating Committee shall direct staff and the other Board member(s) in the respective region to solicit nominations for the position from among the National Council voting members. Each member organization being limited to one (1) nominee for each position. The Nominating Committee shall also notify the Association Executives of the vacancy, in order to solicit nominations. If no more than one (1) person is nominated for any position, that person's election shall be presumed, and the committee shall then certify the Board member's election.
- b. If more than one (1) person is nominated for a specific Regional Director position, the Nominating Committee shall submit a ballot to all National Council voting members in the region, listing all nominees, together with access to the nomination form completed by/for nominee, which shall include biographical data. Each National Council voting member in the region shall have one (1) vote. All communications and voting may take place electronically. The Nominating Committee shall then certify the election and bring to the National Board for final approval.
- C. 100% Association/State Directors. Four (4) board members shall be elected by the Association Executives Committee. *Article VIII (Association Executives Committee), Section 1 (Composition, Election, and Term)*
- D. The Public Policy Committee Chair shall be elected by the Public Policy Committee. *Article XIII (Public Policy Committee), Section 1 (Composition, Election, and Term)*
- E. At-Large Directors. Election of At-Large Directors is to be completed by a majority vote of the National Board. At-Large Director positions may be filled at any meeting

of the National Board other than the two (2) semi-annual meetings regularly scheduled. Candidates for At-Large Directors are to be presented by the Nominating Committee, in consultation with the Executive Committee, and voted on by the full National Board.

- F. Elections Challenge. Any challenge regarding the outcome of an election shall be addressed to the Nominating Committee, within fifteen (15) days after the certification and announcement of election results. If any such challenge is received by the Nominating Committee, the Committee shall investigate the challenge, review the elections process to ensure all procedures were followed, and report the findings and conclusions of its investigation to the Executive Committee with any proposed action, to take place within fifteen (15) days after the date the challenge was received. The Executive Committee shall have full authority to make the final determination with regard to the challenge, and to take any appropriate actions, but it may, in its sole discretion, defer any such determination to the full National Board. The Nominating Committee shall also report back to the member with any action taken.

Section 7. Term.

- A. Officers. The election of officers is detailed in *Article V (Officers), Section 2 (Selection)*.
- B. Regional Directors. Each Regional Director shall serve a three (3) year term. The term of each Regional Director shall be staggered as determined by the National Board so that, within each region, the terms of each Regional Director do not expire during the same year. The term of office for each Regional Director shall commence July 1st of the year in which an election is held; if said election is held after July 1st, then the Regional Director's term of office shall commence immediately upon election. The Regional Director's term of office shall continue for three (3) years or until a qualified successor is elected. A Regional Director shall serve no more than two (2) complete three (3) year terms in succession.
- C. 100% Association/State Directors. The Association Executives Committee Chair and Vice Chair shall each serve a two (2) year term and be limited to two (2) consecutive two (2) year terms. The two (2) 100% Association Executive At-Large Representatives shall each serve a three (3) year term and be limited to two (2) consecutive three (3) year terms.
- D. The Public Policy Committee Chair shall serve no more than two (2) consecutive two (2) year terms.
- E. At-Large Directors. Terms for At-Large Directors shall be determined by the National Board at their time of creation, but shall not exceed two consecutive, three (3) years terms.
- F. Election to Leadership Positions. If elected into a leadership position, the Board member relinquishes their previous Board position, and an election will be held to fill the vacancy.

- a. If any Board member is elected as an officer and less than one (1) year remains on their term, the election to fill that seat will take place during the next regularly scheduled elections cycle. If more than one (1) year remains, a special election will be held, the timeframe to be determined by the Executive Committee.
- b. This applies to all leadership positions, including Regional Directors, Association/State Directors, Membership Section Directors, and the Public Policy Committee Chair, etc. A leadership and non-leadership position should not be held concurrently.

Section 8. Regional Director Vacancy. A vacancy occurring in a board member's position shall be filled by an election within the respective region, following the procedure set forth in *Article IV (National Board), Sections 5 (Eligibility), and 6 (Selection)*. If the unserved balance of the term is one (1) year or less, the election will be for a term combining the unexpired term and the following complete three (3) year term. If the unserved balance of the term is more than one (1) year, the election shall be to fill the unexpired term only.

- A. Temporary Vacancy. In the event a board member is incapacitated, representatives of the region affected may petition the Board Chair for an emergency appointment. The Executive Committee, after consultation with the affected region's other board member, may appoint an Interim Director representing the same category (community or staff) to serve no more than thirty (30) days, although the interim term may be renewed by the Executive Committee, if deemed appropriate and in the best interests of the National Council. The Interim board member may vote in all matters before the National Board.
- B. The Nominating Committee shall oversee the process to fill any vacancies on the National Board.

Section 9. Removal of a Board Member. An action seeking to remove a Board member may be initiated for any of the following reasons:

- A. Ceasing to meet the qualifications for eligibility as a Board member as set forth in [*Article IV (National Board), Section 3 (Eligibility)*];
- B. Absence from three (3) consecutive meetings of the National Board; or
- C. For conduct detrimental to the interests of the National Council.
- D. It is the responsibility of a Board member to notify the Board Chair or Nominating Committee Chair of any change in status that may affect their eligibility to serve. The Nominating Committee shall review the issue and provide recommendations to the Executive Committee for any action to be taken.
- E. An action to remove a National Board member may be initiated -

- a. By any National Council member organization, in writing to the Executive Committee; or
 - b. By a majority vote of the Executive Committee. Any such written request shall specify the reasons for the request.
- F. Once a request has been initiated, the Executive Committee shall review the issue and provide recommendation to the full Board for a vote, if necessary. The Executive Committee may suspend participation in Board activities for the Board member sought to be removed, as necessary, until any action is completed. The issue will be assigned to the agenda of a particular Board meeting and notice will be sent to the Board, as well as to the Board member in question. The Executive Committee's response will be distributed to the full National Board prior to any call for a vote.
- G. Any Board member proposed to be removed shall be entitled to a written notice, including thereasons for said action, sent by certified mail, return receipt requested, at least fifteen (15) days prior to any regularly scheduled meeting at which such removal is to be voted upon, and the Board member shall be entitled to present either a written response to the alleged reason for removal, or to be heard at such meeting. At any such proceeding, the Board member sought to be removed shall be eligible to vote on the issue. The results of any action taken bythe board will be communicated in writing to the board member sought to be removed within seven (7) days of said action. A Board member may be removed from office by a vote of not less than two-thirds (2/3rds) of the membership of the National Board present.

Section 10. Executive Committee.

- A. The Executive Committee shall consist of the Board Chair, First Vice Chair, Second Vice Chair, Secretary-Treasurer, Immediate Past Chair and other National Board members whomthe Board Chair may designate.
- B. The Executive Committee shall exercise the power of the National Board in matters requiring action between meetings of the National Board, and in such other matters as may be designated by the National Board or these bylaws. A report of all actions taken shall be submitted to the National Board in the form of minutes of Executive Committee meetings.

Section 11. Executive Session. While all meetings of the National Board and its committees are generally open to all National Council members, the National Board may meet in Executive Session, during which non-National Board members are excluded. The National Board may go into Executive Session upon a motion to do so, properly seconded, and upon a vote of the majority of members present. Matters to be discussed in any Executive Session are limited to the following:

- A. Pending or possible litigation, or pending or possible administrative inquiry or similarinvestigation;
- B. Contracts,

C. Real estate transactions, including leases, and

D. Personnel matters involving National Board members and/or National Council staff.

A motion to go into Executive Session shall specify the nature of the business to be discussed. Minutes of the Executive Session shall be recorded and shall reflect any actions taken during that meeting. Attendance during any Executive Session shall be limited to the members of the National Board, and such staff and other persons as the Board Chair may request to be present.

Section 12. Board Meetings. The National Board shall hold not less than two (2) regular meetings each year. The Board Chair shall notify each National Board member not less than thirty (30) days before the date of a meeting. The Board Chair may call special meetings of the National Board and shall call a special meeting upon written request of seven (7) members of the National Board. At least ten (10) days' notice shall be given for special meetings. Notice of special meetings shall be communicated to each Board member. Board members are required to confirm attendance or non-attendance, and staff shall ensure a response has been received from all Board members. All regular and special meetings of the National Board, or any of its committees, may be held either in person, by conference call, or by any means of communication by which all persons participating in the meeting are able to hear and communicate with one another, and such participation shall constitute "in-person" presence at the meeting.

Section 13. Quorum of the National Board. At all meetings of the National Board, a majority of the National Board shall be necessary to constitute a quorum for the transaction of business. Any action taken by a majority of the National Board present at any meeting at which there is a quorum shall be the act of the National Board, except as may be otherwise specifically provided by statute or these Bylaws.

Section 14. Voting of the National Board.

A. Each Board member shall possess one (1) vote in matters brought before the National Board.

Section 15. Compensation. National Council Board members shall not receive any stated salary for their services as such, but by resolution of the National Board a fixed sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the National Board. The Board shall have the power in its discretion to contract with and authorize payment or special compensation to board members rendering unusual or exceptional services to the National Council, appropriate to the value of such services.

Section 16. Conflict of Interest. In their capacity as directors, the members of the National Council Board of Directors must act at all times in the best interests of the National Council and its membership. The purpose of this policy is to assist the Board in its understanding of what constitutes a conflict of interest, assist the Board in identifying and disclosing actual and potential conflicts, and help ensure the

avoidance of conflicts of interest where necessary. This policy is consistent with the principals of the Board's Code of Ethics. This policy may be enforced against individual Board members as described below.

- A. Board members have a fiduciary duty to conduct themselves without conflict to the interests of the National Council. In their capacity as Board members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of the National Council.
- B. A conflict of interest is a transaction or relationship which presents or may present a conflict between a Board member's obligations to National Council and the Board member's personal, business or other interests.
- C. All conflicts of interest are not necessarily prohibited or harmful to the National Council. However,
 - a. Full disclosure of all actual and potential conflicts, and a determination by the disinterested Board or
 - b. Executive Committee members – with the interested Board member(s) recused from
 - c. participating in debates and voting on the matter – are required.
- D. All actual and potential conflicts of interests shall be disclosed by Board members to the National Council Executive Committee through the annual disclosure form and/or whenever a conflict arises. The disinterested members of the National Council Executive Committee shall make a determination as to whether a conflict exists and what subsequent action is appropriate (if any). The Executive Committee shall inform the Board of such determination and action. The Board shall retain the right to modify or reverse such determination and action and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.
- E. On an annual basis, all Board members shall be provided with a copy of this policy and required:
 - a. to complete and sign the acknowledgment and disclosure form.
 - b. All completed forms shall be provided to and reviewed by the National Council Executive Committee (or designees), as well as all other conflict information provided by Board members.

Section 17. Indemnification. The National Council shall indemnify each of its National Board members, officers and employees, as well as former National Board members, officers and employees, and any person who may have served at the request of the National Board as a National Board member or officer of another corporation, whether for profit or not-for-profit (the "Indemnitees"), pursuant D.C. Code, Sec. 29.306.51 and

29.406.51 or any successor thereto, to the full extent permitted thereby. In each and every situation where the National Council may do so under such section, the National Council hereby obligates itself to so indemnify the Indemnitees, and in each case, if any, where the National Council must investigate on a case-by- case basis prior to indemnification, the National Council hereby obligates itself to do so. The National Council also agrees to indemnify the Indemnitees to the fullest extent permitted by law at any time and from time-to-time for any liabilities actually and necessarily incurred or imposed in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which an Indemnitee may become or be made a party by reason of being or having been such National Board member, officer, employee or other designated Indemnitee. Indemnification shall not be provided to the Indemnitee should said liability result from the Indemnitee's own willful misconduct, gross negligence, fraud, bad faith or violation of law.". The provisions of this Section shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption thereof.

Indemnification shall include the reasonable attorneys' fees and other out-of-pocket expenses incurred by any Indemnitee who is a party to a proceeding against it arising from or attributable to its relationship with the National Council (except a proceeding brought by the National Council directly against it) in advance of the final disposition of the proceeding if the Indemnitee furnishes the National Council (i) a written affirmation of its good faith belief that it has met the standard of conduct set forth herein and (ii) a written undertaking to repay any advances if it is ultimately determined that it is not entitled to indemnification under this Agreement. Notwithstanding the foregoing, the National Council shall not be required to advance any funds for the benefit of any person whose actions or omissions are alleged to constitute fraud or willful misconduct but shall reimburse such person for such expenses only upon a final disposition finding that the actions or omissions of the person did not constitute fraud or willful misconduct.

The National Board may authorize the purchase of insurance of behalf of any National Board member, officer, employee or other agent against any liability asserted against or incurred by him which arises out of each person's status as a director, officer or employee, or out of acts taken in such capacity, whether or not the National Council would have the power to indemnify the person against that liability under law.

Section 18. Governance Policies.

- A. The National Board shall establish governance policies that define the scope and limitations under which administrative policies and procedures are developed.
- B. Policy decisions may be made by the National Board at any regular or specially called meetings and shall be effective if adopted by a majority vote of the National Board.

Section 19. Agents and Representatives. The National Board may appoint such agents and representatives of the National Council, with such powers and to perform such acts or duties on behalf of the National Council, as the National Board may see fit.

Section 19. Signature Authority Policy. The National Board shall establish signature authority limits. The Secretary-Treasurer is designated by the National Board to sign all standard banking resolutions on behalf of the corporation and to approve all staff persons designated as a staff signatory for investment or asset accounts. The Executive Committee may act on behalf of the entire National Board in accordance with its delegated duties.

ARTICLE V Officers

Section 1. Eligibility. Any member of the National Board, eligible as a staff or community Board member, affiliated with a National Council voting member organization, and in good standing at the time of the election, shall be eligible for election to any office.

Section 2. Selection. During any year in which officers are to be elected, the National Board shall meet and shall elect the following officers: Board Chair, First Vice Chair, Second Vice Chair, and Secretary-Treasurer.

- A. Each year in which an election is to be held, the Nominating Committee shall communicate with the Board regarding the process and timeline of officer elections and shall confirm candidate eligibility. The Nominating Committee shall put forward a ballot for a vote by the National Board. If requested by a Board member, the election of officers shall be by secret ballot. Nominations may be made from the floor at the National Board meeting provided that the nominee has given written consent and provides written and provides the completed nomination form containing biographical data. The winner of the election for each office shall be by the person receiving a majority of the votes cast at said meeting. If there is a tie vote for any office, additional ballots shall be taken until a candidate for the office receives a majority of the votes cast.
- B. If any Board member elected as an officer relinquishes their previous position, an election will be held to fill the vacancy. *Article IV (National Board), Section 5 (Term)*.
- C. A vacancy occurring in an officer's position shall be filled by a current board member and shall be elected by majority vote of the National Board. In the event of absence, resignation, disability or death of the Board Chair, the First Vice Chair shall automatically succeed to the office of Chair without the requirement of an election and shall possess all the powers and perform all duties of the office of Board Chair, until such time as the National Board shall elect a successor. Should further succession be required prior to election by the National Board, the order of succession to the office of Board Chair shall be: First Vice Chair, Second Vice Chair, Secretary-Treasurer.
- D. Officers shall not be elected to consecutive complete terms of the same office.

- E. In order to encourage a continuity of leadership, it is expected that a succession will exist from First Vice Chair to Board Chair. There is no other direct succession plan among board officers.

Section 3. Terms.

- A. Officers shall serve a two (2) year term. The respective terms of office shall commence on July 1st of the year in which the election takes place, provided that the election has occurred prior to that date. If no election for that year has been held prior to July 1st of any given year, then the newly elected officer's term shall begin on the date when the election is completed. In either event, the respective terms of office shall end on June 30th of the second year of the respective terms.
- B. Partial Terms. An Officer may not be elected to consecutive complete terms of the same office, unless completing a partial term. An Officer serving a partial term is eligible to be elected to the same position in order to complete the term. Partial terms of office will also end on June 30th of the second year of the full two terms.

Section 4. Duties. All officers shall serve as officers of the National Board and as officers of the corporation.

- A. The Board Chair shall preside at all meetings of the National Council, the National Board and the Executive Committee; call such meetings as shall be deemed necessary and as required by these bylaws; appoint committee chairs unless otherwise provided within these bylaws; oversee the affairs of the organization; be an ex-officio member of all committees except the Nominating Committee; and perform such other duties as the National Board may direct.
- B. The First Vice Chair and Second Vice Chair shall perform such leadership roles and duties as the Board Chair, or the National Board may direct.
- C. The Secretary-Treasurer shall be responsible for assuring minutes are kept of all meetings of the National Council, the National Board and the Executive Committee, and shall supervise the custody of all records and funds of the organization. To the extent possible, the Secretary-Treasurer will have substantial experience with financial statements and reports, as well as the operation of non-profit organizations with budgets comparable to that of the National Council. The Secretary-Treasurer shall assure funds are disbursed as directed by the National Board; present financial reports at the National Board's scheduled meetings and, when requested by the National Board, at the annual membership meeting; serve as Chair of the Finance & Administration Committee; and perform such additional duties as the Board Chair or the National Board may direct.

ARTICLE VI Meetings

Section 1. All meetings are open to all interested members, unless any meeting, or any portion of a meeting, is properly called into executive session, pursuant to standards set

forth herein.

Section 2. Annual Membership Meeting. The National Board shall set the date, time, and location of the annual meeting of the membership. Notice of the time and place of the annual meetings shall be communicated to the membership at least thirty (30) days prior to the meeting.

Section 3. Special Meetings of the Membership. Special meetings of the membership of the National Council shall be called by the Board Chair upon:

- A. Majority vote of the National Board; or
- B. Written request by twenty percent (20%) of the voting membership, representing at least two (2) regions, whose request must state the purpose of the meeting.

No business may be transacted in any special meeting except such business as shall be specified in the notice of the meeting. A special meeting of the membership shall be scheduled within thirty (30) days after a request has been received. In the event of the failure or refusal of the Board Chair to call a special meeting, responsibility shall accrue to the First Vice Chair, then Second Vice Chair, and Secretary- Treasurer upon the failure or refusal of each higher elected official to so do.

Section 4. Quorum of the National Council Membership. The members present at any regular or special meetings of the National Council, as called by the National Board, shall constitute a quorum.

ARTICLE VII Committees

Section 1. Creation. The National Board shall create such standing committees, ad hoc or other temporary committees, task forces, and/or study councils as it deems appropriate. The National Board shall specify the purpose, composition and duration of any such entity.

Section 2. Authorization to Reorganize/Dissolve. Further, the National Council Board shall have the authority to reorganize or dissolved such standing committees, ad hoc or other temporary committees, task forces and/or study councils, that it deems no longer fulfils the specify purpose for which the committee was created.

Section 3. Standing Committees. Standing committees of the National Board include the Association Executives Committee, Audit Committee, Finance & Administration Committee, Membership Committee, Nominating Committee, Addiction Committee, and Public Policy Committee.

Section 4. Composition and Terms. The Board Chair shall appoint a chair person and members to each such entity, unless otherwise provided within these bylaws. All committee chairs shall be current members of the National Board. Any such committee, task force, or study council shall consist of at least two (2) National Board members but may also include individuals not currently seated on the National Board, although each

committee member shall be affiliated with a National Council member organization. Terms of service for any non-board appointee shall automatically expire with the term of the Board Chair. The Board Chair may also appoint committee members unaffiliated with a National Council member organization for special purposes, if approved by a majority vote of the Executive Committee. Committee members, unless elected pursuant to these bylaws, are not deemed to be members of the National Board.

Section 5. Committee Quorum and Voting. A majority of the members of the committee shall constitute a quorum. All committee members are eligible to vote on matters before the committee, regardless of their standing as National Board members, or their affiliation with a National Council member organization. Any matters requiring the vote of the full board must be brought as recommendations from the committee.

ARTICLE VIII Association Executives Committee

Section 1. Composition, Election, and Term. The Association Executives Committee is composed of the executives of all member Associations/States, or representatives determined by each Association/State if there is no paid executive. Four (4) members of the Association Executives Committee are elected by the Association Executives Committee to serve as National Board members as follows:

- A. The Committee Chair and Vice Chair are elected by all members of the Committee;
- B. Two (2) 100% Association Executive At-Large Representatives are elected by members of the Committee from 100% Associations/100% States.

Election of the Committee Chair will take place in the same year as the election of board officers. Election of the Vice Chair will take place in the off year. The term of each 100% Association Executive At-Large Representative shall be staggered as determined by the Nominating Committee so that the terms do not expire during the same year.

The Association Executives Committee Chair and Vice Chair shall each serve a two (2) year term and be limited to two (2) consecutive two (2) year terms. The two (2) 100% Association Executive At-Large Representatives shall each serve a three (3) year term and be limited to two (2) consecutive three (3) year terms.

Section 2. Duties. The Association Executives Committee provides a forum for the discussion of priority issues facing the behavioral healthcare sector and makes recommendations to the National Board regarding public policy, workforce development, practice improvement, and other issues relevant to National Council member organizations. The Committee also advises National Council staff in outreach and communication efforts within individual states, and of issues that impact National Council member organizations across state and regional boundaries.

ARTICLE IX

Audit Committee

Section 1. Composition Election, and Term. The Audit Committee Chair and Vice Chair shall be Board members other than the Secretary-Treasurer or other board officers. The Committee Chair and Vice Chair shall be appointed by the Board Chair, may not serve more than two (2) consecutive two (2) year terms. Audit Committee members shall be recommended by the Executive Committee and voted on by the full National Board. A majority of the Audit Committee members shall be members of the National Board. The Committee shall also include at least one (1) non- Board member. At least one (1) Audit Committee member should have substantial experience in matters relating to financial statements, reports, and accounting practices, to evaluate the work of the auditor and management.

Section 2. Duties. The Audit Committee shall be responsible for selecting the National Council's auditors, meeting with them to review the scope of work, and reviewing the audit results and recommendations. The Audit Committee has the authority to engage other advisors as it deems necessary.

ARTICLE X

Finance & Administration Committee

Section 1. Composition Election, and Term. The Finance & Administration Committee Chair shall be the Secretary/Treasurer of the National Board. Finance & Administration Committee, whose term is set by the Officer election process, allowing for one (1) two (2) year term. Members shall be appointed by the Board Chair and shall be members of the National Board.

Section 2. Duties. The Finance & Administration Committee recommends the annual budget for adoption by the National Board, and monitors, on behalf of the board, the financial status of the National Council. In coordination with the Membership Committee, the Finance & Administration Committee makes recommendations to the Board regarding member dues and makes recommendations to the Board regarding human resource policies and employee fringe benefits.

ARTICLE XI

Membership Committee

Section 1. Composition Election, and Term. The Committee Chair, Vice Chair and members of the Membership Committee shall be appointed by the Board Chair. Membership Committee, Chair, Vice Chair and members shall be members of the National Board. The both the Committee Chair and Vice Chair may not serve more than two (2) consecutive two (2) year terms of office.

Section 2. Duties. The Membership Committee advises staff in creating and implementing a membership work plan. In coordination with the Finance & Administration Committee, the Membership Committee shall recommend annual dues rates for National Council

membership and brings recommendations for dues increases to the National Board. The Membership Committee shall assist staff in member recruitment and retention, as well as communication and outreach to existing member organizations.

ARTICLE XII Addiction Committee

Section 1. Composition, Election and Term. The Addiction Committee may be composed of all members of the National Board and the Association Executives Committee. The Chair of the Addiction Committee shall be appointed by the Board Chair. The Vice Chair shall also be appointed by the Board Chair. Both the Chair and Vice Chair may not serve more than two (2) consecutive two (2) year terms of office.

Section 2. Duties. The purpose of the Committee is to focus on substance use treatment prevention and recovery related issues and to engage with the National Board and staff to continue to grow the National Council's portfolio in this area.

ARTICLE XIII Nominating Committee

Section 1. Composition, Election and Term. The Nominating Committee shall consist of six (6) members of the National Board. The Executive Committee shall solicit suggestions for committee members and shall propose a slate of candidates to the full National Board for a vote, including recommendations for the Nominating Committee Chair and Vice-Chair. Both the Committee Chair and Vice Chair shall be National Council Board Members. The full Board shall vote. Written consent shall be obtained from all nominees. Election of the Nominating Chair, Vice Chair and Committee members shall be conducted by the National Board in the same manner as the election of officers. The Nominating Committee Chair, Vice Chair and Committee members shall serve a two (2) year term with no limit on re-election for subsequent terms.

Section 2. Duties.

- A. Election of Officers. The Nominating Committee Chair shall solicit suggestions for nominations for the officer positions. The committee shall obtain written consent to serve from nominees for all National Board officer positions. *Article V (Officers), Section 2 (Selection).*
- B. Election of Regional Directors and Membership Section Directors. The Nominating Committee Chair shall work with staff and the other Board member in the region in which an election is to occur, to manage regional elections. The Nominating Committee will also work with staff and any membership sections regarding the election of Membership Section Directors.
- C. Election of the Association Executives Committee Chair, Vice Chair, and 100% Association Executive At-Large Representatives, and the Public Policy Committee Chair. The Nominating Committee Chair shall communicate with the Association Executives Committee

Chair and the Public Policy Committee Chair regarding the election of Board members from these groups.

- D. Election of At-Large Directors. The Nominating Committee Chair shall work with the Board Chair, Executive Committee, and staff to determine the qualifications and desirability of any candidate to be considered for an At-Large Director position on the National Board. Candidates for At-Large Directors are to be presented by the Nominating Committee and voted on by the full National Board.
- E. Election Challenges. Any member wishing to contest the results of any election may bring their concern to the Board Chair or Nominating Committee Chair. *Article IV (National Board), Section 4 (Selection).*
- F. Removal of a Board Member. Regarding any issue related to the removal of a board member, the Nominating Committee Chair shall direct the staff to review any issue and provide recommendation to the Executive Committee for any action to be taken. *Article IV (National Board), Section 7 (Removal of a Board Member).* Board Vacancies. The Nominating Committee shall oversee the process to fill any vacancies on the National Board.

Section 3. Report to Membership. Each year the Nominating Committee shall communicate with the National Council membership regarding the positions open for election that year. The Nominating Committee also certifies all election results and shall communicate these to the full membership prior to the start of the new board term (July 1st).

ARTICLE XIV Public Policy Committee

Section 1. Composition Election, and Term. The Public Policy Committee composed of all members of the National Board and the Association Executives Committee. The Public Policy Committee Chair shall be elected by all members of the Committee and shall serve as National Board member. The Committee also elects a Vice Chair, who does not serve as National Board member, but shall serve in place of the Chair in the event the Committee Chair is not present at a meeting of the Public Policy Committee. Neither Committee Chair nor Vice Chair may serve more than two (2) consecutive two (2) year terms of office. Election of the Committee Chair shall take place in the same year as the election of Board Officers. Election of the Vice Chair shall take place in the off-year.

Section 2. Duties. The Public Policy Committee acts as an advisory body to the National Board and staff, assisting with the implementation and monitoring of the legislative network, advising and making recommendations on legislative and other public policy matters.

ARTICLE XV Staff

Section 1. President and Chief Executive Officer. The National Board shall hire a President/Chief Executive Officer, responsible for development and implementation of policies and procedures established and adopted by the National Board and required for effective daily operations of the organization. All administrative policies and procedures shall be developed within the guidelines established by the governing policies of the National Board. The operational affairs of the National Council shall be the responsibility of the President/Chief Executive Officer and administered by him/her with the assistance of staff. The responsibility for selection, placement, hiring and firing of personnel shall be vested in the President/Chief Executive Officer. The National Board, individually and collectively, shall refer promptly all criticisms, complaints and suggestions called to its attention, to the President/Chief Executive Officer for review and recommendations. Except when present in person at National Board or Committee meetings, communication between the President/Chief Executive Officer and the National Board should be through the Board Chair.

Section 2. Staff. The President/Chief Executive Officer may employ or otherwise provide such staff as may be necessary to carry out the purposes of the National Council, consistent with the policies, priorities and guidelines of the National Board, and consistent with the budget approved by the National Board. At no time may an employee concurrently serve on the National Board nor at any time may an employee be entitled to vote as a representative of a member.

Section 3. Financial Management Policy. The President/Chief Executive Officer shall be responsible for annual financial planning in coordination with, and with approval of, the National Board and for maintaining adequate and appropriate internal practices and controls which assure effective use of all corporate resources and assets.

ARTICLE XVI Bylaws Amendments

Section 1. Procedure. The Board Chair and Executive Committee are authorized to initiate amendments to the Board Bylaws with the vote of the full National Council Board, such amendments shall then be provided to the National Council membership for a full vote. The procedure for bylaw amendments are as follows:

- A. Text of any proposed bylaws amendment(s) shall be submitted to the Executive Committee, clearly stating the purpose of the proposed amendment, the existing section to be amended, and the exact language of the proposed amendment. Once a request has been initiated, the Executive Committee shall have at least thirty (30) days to review the proposed amendment(s) and provide recommendation to the full Board for a vote, if necessary. Bylaws amendments shall be approved by a two-thirds (2/3rds) majority of the National Board. All communications can take place electronically, provided the systems utilized have been deemed secure.
- B. Once the National Board has approved the proposed amendment(s), they shall be communicated to the National Council membership for approval, clearly stating the purpose of the proposed amendment, the existing section to be amended, and the exact

language of the proposed amendment. Said communication shall also include the timeframe and method for voting. Voting for the bylaws amendment(s) shall remain open for thirty (30) days from the date the membership is notified. Each National Council voting member shall be eligible to cast one (1) vote. Any proposed bylaws amendment(s) shall be approved by a majority vote of those National Council members voting. At the completion of voting, the results of the vote shall be communicated to the membership. All communication, including membership voting, can take place electronically, provided adequate efforts have been made to communicate with all members, and the systems utilized have been deemed secure.

- C. The Nominating Committee shall be charged with overseeing the Bylaw amendments, making recommendations to the Executive Committee and full Board prior to proceeding with the full National Council membership vote.

ARTICLE XVII Board Policies and Procedures

Section 1. Board Policy and Procedure. The National Council Board shall develop policies and procedures which shall serve to provide guidance and clarification of the bylaws as needed, and to articulate and define important objectives, principals, values, roles, responsibilities and authority of the Board pursuant to the Bylaws.

Section 2. Policy and Procedure Updates. The policies and procedures of the Board shall be reviewed periodically by the Nominating Committee at the request of the Board Chair and/or Executive Committee. If the Nominating Committee recommends revisions/updates to the policies and procedures, to provide further guidance, clarification and or best practices pursuant to the intent of the bylaws, such recommendations shall be submitted to the Executive Committee of the Board for review. If the Executive Committee is in agreement with the recommendations of the Nominating Committee, final approval of the revisions shall be reviewed with by the National Council Board. A vote by the majority of National Council Board members present is needed in order approve any revisions of the policies and procedures.

ARTICLE XVIII Parliamentary Authority

Section 1. Authority. The rules contained in Robert's Rules of Order Newly Revised shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.