



## BYLAWS Maternal Mental Health Leadership Alliance, Inc.

### Article I Name and Offices

1. **Name.** The name of the Corporation is Maternal Mental Health Leadership Alliance, Inc. (MMHLA)
2. **Offices.** The principal office of the Corporation shall be located in Arlington County, Virginia. The principal office of the Corporation may be located at such place as may be established from time to time by the Board.

### Article II Purpose

The Corporation shall be operated to help women (and their families) experiencing perinatal mood and anxiety disorders (i.e. depression and/or anxiety during pregnancy or the first year postpartum).

### Article III Membership

The Corporation shall have no members.

### Article IV Directors

1. **Number and Term of Directors.** The affairs of the Corporation shall be conducted by the Board. The number of Directors constituting the Board shall be not less than one. The initial Board shall be appointed by the incorporator. A Director shall serve on the Board for a term of two years, which term may be renewed by the Board, not to exceed six consecutive years, whether serving as Director or an officer, or until said Director resigns or is removed. After serving any six consecutive years, a Director is not eligible for election for a period of 12 months.
2. **Resignation.** Any Director may resign at any time by giving written notice of such resignation to the Chair of the Board.
3. **Vacancies and Nominations.** Any vacancy in the Board occurring during the year may be filled by vote of the current Directors at the annual meeting, or at another time determined by the Board. In the same manner the Board may also fill any new seat created by enlarging the Board during the year. Nominations for Director seats shall be made by the Chair, with the advice and consent of the Board, or with the advice and consent of any relevant Committee or subset of Directors as determined by the Board. See Article IV(6) for quorum voting requirements.
4. **Regular Meetings.** There shall be an annual meeting of the Board for conducting business as may be necessary to carry out the Corporation's purposes and functions. Additional regular meetings shall be held by the Board as the Board may determine from time to time.

**5. Notice of Meetings.** Notice of all Directors' meetings except as otherwise provided herein shall be provided electronically at least one month before the meeting, except in extenuating circumstances, to each Director. Any business may be transacted at any Directors' meeting.

**6. Quorum.** At all meetings of the Board, a simple majority of the current Board shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting, including participating via electronic means, at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute or by these Bylaws.

**7. Powers.** All the corporate powers, except as are otherwise provided for in these Bylaws and in the laws of the Commonwealth of Virginia, shall be exercised by, and are hereby vested in, the Board. The Board may by general resolution delegate to others such powers as they see fit.

**8. Rules of Order.** Meetings of the Board may be governed by parliamentary rules as set forth in Robert's Rules of Order.

**9. Meetings.** The meetings of the Board, or any of its Committees, shall be open to Directors, officers, staff designated by the Executive Director, guests of the Chair, and individuals designated by the Board who are not voting Directors.

**10. Compensation.** Directors, as such, will not receive any stated salary for their services. But nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation for such services, provided that this compensation is fully disclosed and does not present a conflict of interests. By resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board.

## **Article V Officers**

**1. Number of Officers.** The officers of the Corporation shall be such officers with such powers and duties not inconsistent with these Bylaws as may be created and determined by the Board. Examples of Board officer positions may include voting positions such as Chair, Vice Chair, Treasurer, and Secretary, and may also include non-voting positions such as Immediate Past Chair, or Chair Emeritus, subject to the concurrence of the Board.

**2. Term of Office and Qualification.** All officers shall be appointed with the concurrence of the Directors at the annual meeting of the Board. The same individual may simultaneously hold more than one office. An officer is limited to serving two consecutive two-year terms. Directors holding an officer position shall remain subject to the term limits in Article IV(1), in addition to limitations on term of office.

**3. Vacancies and Nominations.** In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, such vacancy shall be filled by the vote of a majority of the Directors present and voting at a regular or special meeting of the Board at which a quorum is present. Nominations for officer positions shall be made by the Chair of the Board of Directors, with the advice and consent of the Board, or with the advice and consent of any relevant Committee or subset of Directors as determined by the Board.

**4. Removal.** Any officer may be removed from office by the vote of two thirds (2/3) of all the Directors at any regular or special meeting called for that purpose, with or without cause. Any such officer proposed to be removed shall be entitled to at least five days' notice in writing of the meeting of the

Board at which time such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.

## **Article VI Employees, Agents, and Representatives**

**Employees, Agents, and Representatives.** The Board will recruit and appoint the Executive Director. The Board will approve all Corporate Officers and Managers as recommended by the Executive Director. All non-management related employees, agents, and representatives will be approved by the Executive Director. All employees, agents and representatives, including senior management, will be hired in accordance with all Board approved budgetary guidelines, and based upon a written description of duties, level of authority, and required skill sets required to perform the necessary acts or duties on behalf of the Corporation, so far as may be consistent with these Bylaws and to the extent authorized or permitted by law.

## **Article VII Contracts and Trusts**

The Board, except as Bylaws otherwise may provide, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or render it pecuniarily liable for any purpose or to any amount.

## **Article VIII Committees**

**1. Special Committees.** The Board may appoint from their number, or from among persons as the Board sees fit, one or more advisory Committees, and at any time may appoint additional members thereto. The members of any such Committee shall serve at the pleasure of the Board. Such advisory Committees shall advise and aid the Board in all matters designated by the Board of Directors. Each such Committee may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of meetings of the Committee and other matters relating to its procedure.

**2. Other Committees.** There shall be such other Committees as the Board may determine. Committee Chairs are appointed by the Chair of the Board of Directors and approved by the full Board.

**Article IX  
Fiscal Year**

The fiscal year of the Corporation shall commence on January 1st of each year and end on December 31th of the same year.

**Article X  
Prohibition Against Sharing in Corporate Earnings**

No Director, officer, employee, or a member of a Committee of, or person connected with, the Corporation, or any other private individual shall receive at any time any net earnings or pecuniary profit from operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board; and no such person or persons shall be entitled to share in the distribution of any assets of the Corporation upon the dissolution of the Corporation. All members of the Board shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board may determine or as may be determined by a court of competent jurisdiction upon application of the Board, exclusively to charitable, religious, scientific, testing for public safety, literary or education organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, provided that the Board shall endeavor to distribute, transfer, convey, deliver, or pay over said assets to an organization the purpose of which is to help women (and their families) experiencing perinatal mood and anxiety disorders (depression and/or anxiety during pregnancy or the first year postpartum).

**Article XI  
Expressions of Views, Opinions and Beliefs**

1. The Corporation's designee, or an assignee, shall express the policy of the Corporation as determined by the Board. No other member or employee of the Corporation may represent the Corporation before any legislative body, court or governmental agency unless specifically authorized by the Board.
2. Nothing in these Bylaws shall be construed to limit a Director from adopting or expressing, on the Director's own behalf, and without consultation with the Corporation or the Board, any views, opinions, or beliefs that may differ from those of the Corporation, so long as the Director clearly identifies that such views are not expressed on behalf of the Corporation.
3. Any Board Member who fails to comply with Sections 1 and 2 of this Article is subject to removal.

**Article XII  
Amendments**

These Bylaws may be amended at any regular meeting or at any special meeting called for that purpose by a two thirds (2/3) vote of the Directors. The Chair, or an assignee, shall keep records of amendments adopted to these Bylaws, referenced by date of adoption.

**Article XIII  
Exempt Activities**

Notwithstanding any other provision of these Bylaws, no member, Director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

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**History**

Updated and approved by the Board of Directors December 20, 2022	James Gelfand, JD / Board Secretary
Updated and approved by the Board of Directors October 21, 2021	James Gelfand, JD / Board Secretary
Approved and adopted by the Board of Directors December 3, 2019	James Gelfand, JD / Board Secretary