

**BYLAWS
of
MENTAL HEALTH CORPORATIONS OF AMERICA, INC.**

A Florida Corporation Not for Profit

ARTICLE I. NAME

This Corporation shall be known as Mental Health Corporations of America, Inc., a Florida Corporation not for profit.

ARTICLE II. PURPOSES

The purposes of this Corporation are as follows:

- To provide meetings, seminars and other forums for members to share and gain information on behavioral health and related activities at least on a quarterly basis.
- To provide training and education services to behavioral health centers on new developments and trends in the health care industry.
- To share programmatic and financial data between and among behavioral health centers aimed at improving the productivity and effectiveness of service delivery of community behavioral health centers.
- To provide national and regional advertising programs aimed at educating the general public to services offered by behavioral health centers.
- To provide technical assistance in program development, management and cost allocation to behavioral health centers.

ARTICLE III. MEMBERSHIP

Section 1. Qualifications of Membership. The membership of this Corporation shall consist of behavioral health organizations that meet the criteria established by the Board of Directors. The criteria will be reviewed periodically so that new members are compatible with the goals and purposes of mhca and with current members.

Section 2. Admission to Membership. The decision to extend membership shall be in accordance with the procedures established by the Board of Directors.

Section 3. Initiation Fees and Annual Dues. Each member shall pay in advance an initiation fee established by the Board of Directors payable upon approval of membership. Annual membership dues shall be established by the Board of Directors.

Section 4. Termination of Membership. Membership may be terminated by the Board of Directors whenever, in the judgment of the Board, the best interests of the Corporation will be served thereby, with a three-fourths vote of the Board of Directors.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the membership of this Corporation shall be held during the first quarter of the calendar year at a time designated by the Board of Directors at the principal place of business of the Corporation or at any other place designated by the Board of Directors. The first annual meeting of the Corporation shall be held in 1986.

Section 2. Special Meetings. Special meetings may be held at the call of the Chair or by written request of one-third of the members of the Board of Directors.

Section 3. Notice. At least five days' notice, in writing, of each meeting, whether annual or special, shall be e-mailed to each member of the Corporation at the current mailing address on file with the Corporation.

Section 4. Proxies. Any member shall be permitted to vote at any meeting by a proxy in writing, submitted to the Secretary of the Corporation before or at the time of the meeting.

Section 5. Quorum. A majority of the members in person or by proxy shall constitute a quorum for the transaction of business.

Section 6. Voting. Every member of the Corporation shall have the right and be entitled to one vote, in person or by proxy, upon every proposal properly submitted to vote at any meeting of the Corporation.

Section 7. Action by Members Without a Meeting. Any action required by law, these Bylaws, or the Articles of Incorporation of this Corporation to be taken at any annual or special meeting of the membership or any action which may be taken at any annual or special meeting of the membership may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by members having not less than the minimum number of votes which would be necessary to authorize or to take that action at a meeting at which all members entitled to vote were present and voted, as is provided by law.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Qualifications of Directors. A director must be the executive director, chief executive officer or top behavioral health officer of a member.

Section 2. Restrictions on Representation: When organizations are part of a group of related Corporations with shared management control or shared governance, only one member from that group may serve on the Board of Directors at any one time.

Section 3. Number and Term of Directors. The business, property and affairs of the Corporation shall be managed by a Board of Directors composed of 19 persons. Each director shall hold office for the term for which he or she is elected and until his or her successor is elected and qualified.

Section 4. Classification of Directors. At the first annual meeting of the membership following the approval of these Bylaws, the members of the Board of Directors shall be divided into three classes, a first and second class of six members each and a third class of seven members. The members of the first class shall hold office for a term of two years; the members of the second class shall hold office for a term of three years; the members of the third class shall hold office for a term of four years. At all annual

meetings beginning with the annual meeting in 1988, a class of directors shall be elected by the membership for a term of three years, to succeed the class of directors whose terms then expire.

Section 4a. Term Limits

Directors may serve a maximum of two consecutive three year terms, with exception for key officers as noted below. After sitting out for one year an individual may be elected again to a maximum of two consecutive three year terms. To help ensure leadership continuity directors occupying the role of Chair or Vice Chair when their term expires will not be subject to re-election or term limits. These individuals may continue their leadership succession from Vice Chair to Chair to Past Chair. When their term as Past Chair ends if they have served on the Board for six or more consecutive years they will exit the Board and not be eligible for re-election to the Board until they have met the requirement of sitting out for at least one year. If when their term as Past Chair ends they have served less than six consecutive years they will be eligible for election to a three year term.

Section 5. Duties of the Board. The Board of Directors shall be responsible for all business of the Corporation. The President shall be responsible for transacting the day to day business of the Corporation in accordance with policies and actions approved by the Board.

Section 6. Quorum. The presence of a majority of all the directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of directors present at a meeting when a quorum is present shall be the act of the Board of Directors. Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by this means shall constitute presence in person at a meeting.

Section 7. Time of Meeting. Annual meetings of the Board of Directors shall be held immediately following the annual meeting of the members each year, at such time thereafter as the Board of Directors may fix, and at other times upon the call of the Chair or by one-third of the directors. Notice of each special meeting shall be given by the Secretary to each director not less than five days before the meeting, unless each director shall waive notice thereof before, at, or after the meeting. Notice may also be deemed given to members of the Board of Directors at their respective e-mail address. Such notice shall be deemed given when sent five days in advance of the meeting time to the e-mail address on file with the Corporation at the time of the notice.

Section 8. Emergency Meetings. Emergency meetings may be called by the Chair, President, or one-third of the Board with only 48 hours notice to members of the Board prior to the appointed time, place or manner of meeting.

Section 9. Action by Directors Without a Meeting. Any action required to be taken at a meeting of the Board of Directors or of one of its committees may be taken without a meeting if a consent in writing, setting forth the action to be taken and signed by all the directors, or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board or of the committee. The consent shall have the same effect as a unanimous vote.

Section 10. Vacancies. Vacancies will remain unfilled until the next annual election provided however that the Board shall never have fewer than three members.

Section 11. Power to Elect Officers. The Board of Directors, following the Fall meeting and prior to their Annual Meeting, shall elect a Chair, a Vice Chair, a Secretary, and a Treasurer. The Board of Directors shall have the power to appoint such other officers and employees as the Board may deem

necessary for the transaction of the business of the Corporation. The Board shall have the power to fill any vacancy in any office, occurring for any reason whatsoever.

Section 12. Removal of Directors, Officers and Employees. Any director, officer, or employee may be removed by the Board of Directors whenever, in the judgment of the Board, the best interests of the Corporation will be served thereby, by a three-fourths vote of the Board of Directors. Failure to attend two consecutive meetings without a valid excuse shall constitute cause for the removal of a director. Failure to sign the adopted Conflict of Interest Form shall constitute cause for the removal of a director.

Section 13. Power to Appoint Executive Committee. The Board of Directors shall have the power to appoint an Executive Committee composed of the officers of the Corporation, the Immediate Past Chair of the Corporation, a Director-at-Large, and the President of the Corporation, who shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation between meetings of the Board.

Section 14. Investments. All investments of funds of the Corporation shall be first approved by the Executive Committee.

Section 15. Annual Reports. The Chair and Treasurer shall present their respective reports of the operation of the Corporation for the preceding year, at the annual meetings of the membership and the Board of Directors.

ARTICLE VI. OFFICERS OF BOARD OF DIRECTORS

Section 1. Officers. The officers of the Board of Directors shall be the officers of this Corporation. They shall consist of the Chair, Vice Chair, Secretary, and Treasurer. Each officer shall be elected to hold office for a period of one year.

Section 2. Chair. The Chair shall:

- a. preside at all meetings of the Board of Directors and at all meetings of the Executive Committee;
- b. be a member ex-officio of all committees;
- c. be chairman of the Executive Committee;
- d. perform all other duties usually pertaining to the office of Chair.

Section 3. Vice Chair. The Vice Chair shall:

- a. preside at all meetings of the Board of Directors and at all meetings of the Executive Committee in the absence of the Chair;
- b. perform such duties as may be delegated by the Board of Directors and by the Executive Committee;

c. perform all such other duties usually pertaining to the office of the Vice Chair.

Section 4. Secretary. The Secretary shall perform or ensure the performance of the following functions:

- a. record the minutes of all meetings;
- b. transcribe the minutes following the meeting;
- c. confer with the Chair for possible omissions;
- d. send duplicate copy of minutes to Chair;
- e. have custody of the seal of the Corporation;
- f. give notices of all meetings required by statutes, bylaws, or resolutions;
- g. take attendance record at meetings;
- h. maintain committee reports;
- i. carry on all necessary correspondence of the Corporation;
- j. perform such other duties as may be delegated by the Board of Directors and by the Executive Committee.

Section 5. Treasurer.

a. The Treasurer shall perform or ensure the performance of the following functions:

- 1) be custodian of all funds and securities of the Corporation;
- 2) keep a record of the accounts of the Corporation and report thereon at each regular meeting of the Board of Directors;
- 3) make report at annual meetings and special reports when requested;
- 4) deposit all monies of the Corporation in a bank or banks selected and designated by the Board of Directors, subject to withdrawal for authorized purposes, upon the signatures required by Board resolution;
- 5) prepare and file reports and returns required by all governmental agencies.

b. The detailed bookkeeping shall be performed by a qualified accountant.

c. The Treasurer's accounts and the accountant's records shall be audited annually by a firm of certified public accountants at the expense of the Corporation.

ARTICLE VII. COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Executive Committee. The Executive Committee shall be composed of the officers of the Board of Directors, the Immediate Past Chair of the Board of Directors, a Director-at-Large selected by

the Board of Directors, and the President of the Corporation. This Executive Committee shall have full authority to take action in any emergency arising between regular meetings, and shall assist the President in formulating plans and making recommendations to the Board. It shall meet at least quarterly at a time and place designated by the Committee Chair.

Section 2. Audit Committee: The Executive Committee shall act as the Audit Committee for the Corporation.

Section 3. Standing Committees. The Executive Committee shall create within one month of the annual meeting of the Board of Directors all standing committees that the Executive Committee deems necessary to promote the purposes and carry on the work of the Corporation. In addition to standing committees, the Executive Committee may create special committees as the need arises. The Executive Committee shall determine the term of all committees, and shall appoint the members and chairs from the membership.

Section 4. Executive, Standing and Special Committee Quorums. A quorum shall be a majority of the committee members. Committee members may participate in a committee meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by this means shall constitute presence in person at a meeting.

ARTICLE VIII. STAFF

Section 1. President. The Board of Directors shall employ a President upon the recommendation of the Executive Committee. The President shall be the chief executive officer of the Corporation. The President shall be responsible to the Board of Directors and the Executive Committee for the performance of the duties connected with his or her office and shall be the administrative head responsible for all staff, subject to the approval of the Board of Directors. In such capacity, the President shall be responsible for the efficient operation of the Corporation, shall represent the Corporation at conferences and conventions, either with Board members or as the sole representative; shall be present at regular or specially-called Board meetings without vote. All other staff members shall recognize their responsibility to the President. The President shall keep the Executive Committee informed in the selection and termination of personnel and shall be an ex-officio member of all committees.

Section 2. Compensation. Compensation of all employees shall be in accordance with the annual operating budget reviewed by the Executive Committee and approved by the Board of Directors.

ARTICLE IX. FISCAL YEAR

The fiscal year of the Corporation shall be January 1 to December 31.

ARTICLE X. RULES OF ORDER

"Robert's Rules of Order" shall be the parliamentary authority for all matters or procedures not specifically covered by these Bylaws.

ARTICLE XI. LIABILITY AND INDEMNIFICATION

Section 1. An officer or director of this Corporation is not personally liable for monetary damages to any person, including but not limited to this and other Corporations and entities, for any statement, vote,

decision or failure to take action, regarding organizational management or policy by an officer or director, unless:

- a. the officer or director breached or failed to perform their duties as an officer or director; and
- b. the officer's or director's breach of, or failure to perform, their duties constitutes:
 1. a violation of criminal law, unless the officer or director had reasonable cause to believe their conduct was lawful or had no reasonable cause to believe their conduct was unlawful.
 2. a transaction from which the officer or director derived an improper personal benefit, either directly or indirectly; or
 3. recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

For the purposes of this section, the terms "recklessness", "director", and "officer" shall have that meaning defined in Section 617.0834 Florida Statutes (1990 Supp.), and the term "improper personal benefit" shall have that meaning defined in Section 607.0831 (3)(4)(5) Florida Statutes (1989).

Section 2. For Purposes of this Article XI, the following terms shall have the following meanings:

- a. "Expenses" includes, without limitation, all costs, expenses, attorneys fees, and paralegal expenses incurred by the director or officer in, for or related to the Proceeding or in connection with investigating, preparing to defend, defending, being a witness in or participating in the Proceeding, including such costs, expenses, attorneys fees and paralegal expenses incurred on appeal. Such attorneys fees shall include without limitation:
 1. attorneys fees incurred by the director or officer in any and all judicial or administrative Proceedings, arising out of or relating to the Proceedings;
 2. attorneys fees incurred in order to interpret, analyze, or evaluate that person's rights and remedies in the Proceedings or under contracts or obligations which are the subject of such Proceeding; and
 3. attorneys fees to negotiate with counsel for any claimants, regardless of whether formal legal action is taken against them.
- b. "Liability" includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed to any employee benefit plan), and expenses actually and reasonably incurred with respect to a Proceeding.
- c. "Proceeding" includes any threatened, pending, or completed action, suit or other type of proceeding whether civil, criminal, administrative, or investigative and whether formal or informal to which the person is a party by reason of the fact that they are or were a director or officer of the Corporation or is now or was serving at the request of the Corporation as a director or officer of another Corporation, partnership, joint venture, trust, or other enterprise.

Section 3. This Corporation shall indemnify to the fullest extent permitted by law and shall advance expenses therefor, to any director or officer who was or is a party to any Proceeding against liability incurred in connection with such Proceeding, including any appeal thereof; provided, however, that no indemnification under this section shall be made if the officer or director breached or failed to perform their duties as an officer or director and the person's breach of or failure to perform their duties constitutes:

- a. a violation of a criminal law unless the officer or director had reasonable cause to believe their conduct was lawful or had no reasonable cause to believe their conduct was unlawful; or
- b. a transaction from which the officer or director derived an improper personal benefit, either directly or indirectly; or
- c. recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

Section 4. This Corporation shall purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against them and incurred by them in any such capacity or arising out of their status as such, whether or not the Corporation would have the power to indemnify them against such liability under the provisions of this article.

Notwithstanding anything that may be to the contrary, nothing herein shall be construed to mean that this Corporation may not either:

- a. purchase any insurance it is required to purchase on a claims made basis, or
- b. change insurance carriers, even if such purchases or changes shall have the effect of deleting some or all coverage for past officers or directors.

Section 5. The rights of an officer or director hereunder shall be in addition to any other rights such person may have under the Corporation's Articles of Incorporation or the Florida General Corporation Act or otherwise, and nothing herein shall be deemed to diminish or otherwise restrict such person's right to indemnification under any such other provision. It is the intent of this Bylaw to provide the maximum indemnification possible under applicable law. To the extent applicable law or the Articles of Incorporation of the Corporation, as in effect on the date hereof or at any time in the future, permit greater indemnification than is provided for in this Bylaw, the indemnitee shall enjoy the greater benefits so afforded by such law or provision of the Articles of Incorporation, and this Bylaw and the exceptions to indemnification set forth herein to the extent applicable, shall be deemed amended without any further action by the Corporation to grant such greater benefits.

This article shall be interpreted to permit indemnification to the fullest extent permitted by law. If any part of this article shall be found to be invalid or ineffective in any action, suit, or proceeding, the validity or effect of the remaining part thereof shall not be affected. The provisions of this article shall be applicable to all Proceedings commenced after the adoption hereof, whether arising from acts or omissions occurring before or after its adoption.

Nothing contained herein shall be construed to limit the discretion of the Board of Directors to authorize such indemnification of employees or agents of this Corporation as may be allowed by law.

Section 6. The Corporation is authorized to enter into individual agreements with officers or directors providing for such indemnification as may be allowed by law.

ARTICLE XII. AMENDMENTS

The Board of Directors may later amend, revise, add to, repeal, or rescind these Bylaws and adopt new Bylaws at pleasure by a majority vote of all the members of the Board of Directors at any meeting of the Board of Directors, provided that notice of the proposed alteration, amendment, revision, addition, repeal or rescission of the Bylaws or adoption of new Bylaws shall have been given at least ten days preceding the meeting.

Approved as amended by the MHCA Board of Directors – May 15, 2009

Approved as amended by the mhca Board - February 21, 2014