

**BYLAWS**

**OF**

**AMERICAN MENTAL HEALTH ALLIANCE OF OREGON, INC.**  
**An Associate Chapter of AMHA-USA**

**Preamble**

American Mental Health Alliance of Oregon, Inc. ("AMHA-Oregon") is a nonprofit mutual benefit corporation established by various mental health professionals from Oregon to provide an organization and management structure for its member professionals ("members") in order to support the marketing efforts of those members to provide quality, cost-efficient mental health services. Each member of AMHA-Oregon's multi-disciplinary team shall work individually and collectively toward implementing the objectives of AMHA-Oregon.

AMHA-Oregon shall, through the guidance of its Board and member committees develop and maintain various strategies to provide public education concerning mental health issues and individual rights to choice and privacy; professional education for members; community building among members; education for members in the procedures and processes required to practice in the rapidly changing health care services arena. AMHA-Oregon shall develop marketing projects, facilitate marketing of self-pay services by members; develop and coordinate peer consultation groups and facilitate other programs as desired by members to meet the purposes of AMHA.

AMHA-Oregon shall also, through the guidance of its Board and member committees, adopt Rules and Regulations, the purpose of which shall be to encourage and support members to work in a collaborative manner in the delivery of mental health services to their patients under contracts with private and public payor programs; shall establish, when and where appropriate, clinical protocols, transparency of services and practice patterns all with the aim and purpose of assisting patients with their mental health care needs, accessing community and social support services and resources to reduce unnecessary use of emergency services and to interact with their patients' primary care providers to obtain/maintain the optimal degree of mental health services needed and appropriate under each circumstance of care.

AMHA-Oregon will attempt to attract and administer a variety of mental health service contracts with private and public payor programs.

Membership in AMHA-Oregon is restricted to individual participating mental health professionals. Members do not own capital stock, and therefore, do not have an investment interest in the corporation. Participating professional agreements have no value as an investment, will not increase in value and cannot be transferred or sold because membership is nontransferable. To the extent feasible, AMHA-Oregon will seek mental health service

contracts which will allow all members to participate therein and provide mental health services. Membership in AMHA-Oregon is nonexclusive. Members are free to participate in other alternative health care delivery systems whether or not AMHA-Oregon is a party thereto. AMHA-Oregon shall act as the members' representative with the American Mental Health Alliance USA Inc. (AMHA-USA)

Because AMHA-Oregon Inc. is affiliated with AMHA-USA Inc. and because each corporation conducts business in the competitive and dynamic market of health care services, the leadership and membership of the corporations may want to adopt a form and structure that permits positive growth opportunities and adaptation to significant changes in that market. Therefore, AMHA-Oregon should be permitted to undergo such modifications limited only by the approval of the membership and adherence to the law. Further, these Bylaws must comply with the general guidelines set forth by American Mental Health Alliance USA (AMHA-USA) to the extent allowed by law.

## **ARTICLE I Offices**

**1.1 Business office.** The principal office of the corporation shall be located at any place within the state of Oregon as designated in the corporation's most current annual report filed with the Oregon Secretary of State. The corporation may have such other offices, either within or without the State of Oregon, as the board of directors may designate or as the business of the corporation may require from time to time. The corporation shall maintain at its principal office a copy of certain records, as specified in ORS 65.771. The address of the principal office may be changed from time to time. The present principal office of AMHA-Oregon in the State of Oregon is located at 818 NW 17<sup>th</sup> Avenue, Portland, Oregon 97209

**1.2 Registered office.** The registered office of the corporation, required by ORS 65.111, shall be located within Oregon and may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time. The initial registered office shall be that address so designated in the corporation's original articles of incorporation.

## **ARTICLE II Membership Application**

**2.1 General.** Membership in AMHA-Oregon shall be by invitation from the board of directors only. Prospective member professionals must submit a completed membership application and meet the criteria set forth in **Section 3.9** of these Bylaws.

**2.2 Application requirements and procedures.** Application requirements and procedures for prospective members shall first be approved by the corporation's board of directors. The criteria and procedure used to review applicants shall be set forth in the rules and regulations.

**2.3 Approval of applicant.** If an applicant meets the criteria for membership, then the board of directors shall vote to determine whether the applicant will be offered membership in the organization. An applicant will be offered membership if he or she receives affirmative votes from an absolute majority of the then current board of directors.

**2.4 Provisional membership.** New members shall hold "provisional membership" status for a period of one year before full membership is granted.

**2.5 Affiliated members.** If an application is submitted by an individual who is a shareholder, partner, employee, etc. of a practice consisting of other shareholder/partner/employee professionals, all qualified professionals within such practice (including professionals then existing and any shareholder, partner, employee professionals which become affiliated thereafter) must apply for membership in AMHA-Oregon. If one or more qualified professionals within the practice are denied membership, or membership is later terminated, all remaining professionals within the practice will have their applications denied or membership terminated; provided that, such remaining professionals may petition the board of directors in writing for waiver of this provision. The board of directors may waive this provision upon satisfactory proof that any professional whose application was denied or membership was terminated will be prohibited from providing mental health services to patients through AMHA-Oregon.

### **ARTICLE III Member Professionals**

**3.1 Annual and regular meetings.** The member professionals of the corporation shall hold an annual membership meeting on or about the second week of September at a place and time designated by the board of directors for the purpose of the transaction of such business as may come before the meeting. The business of the annual meeting shall include, but not be limited to the following: (1) a report of the year's activities; (2) a financial report; and (3) a proposed budget for the next year. In addition to the annual meeting, the members may hold regular meetings throughout the year at a time and place to be announced by the board of directors.

**3.2 Special meetings.** Unless otherwise proscribed by statute, special meetings of the members may be called for any purpose or purposes, by the president, the vice president or by a majority of the board of directors, and shall be called by the president at the request of not less than one-tenth (1/10th) of all the members of AMHA-Oregon entitled to vote at the meeting.

**3.3 Place of meeting.** The board of directors shall determine the place of meeting for all annual and special meetings of the members. In the absence of any such determination, all meetings of the members shall be held at the principal office of AMHA-Oregon.

**3.4 Notice of meeting.** Unless the Bylaws require otherwise, the corporation shall give fair and reasonable notice of any meeting of the members set forth under this article. Notice is fair and reasonable if: (1) the corporation notifies its members of the place, date, and time of the meeting no fewer than seven days, or if notice is mailed by other than first class or registered mail, no fewer than 30 nor more than 60 days before the meeting; (2) notice of an annual or regular meeting includes a description of any matter or matters which must be approved by the members under the Act; and (3) notice of a special meeting includes a description of the purpose or purposes for which the meeting is called.

**3.5 Quorum requirements.** Members entitled to vote who are physically present at a meeting for which notice has been given pursuant to Section 3.4 shall constitute a quorum.

**3.6 Voting requirement.** Unless otherwise required by law, if a quorum is present, the affirmative vote of a majority of the votes represented and entitled to vote is the act of the members.

**3.7 Proxies.** Except where action by written ballot is authorized, members must be physically present at a meeting in order to vote and may not vote by proxy.

**3.8 Action by written ballot.** Any action which may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. A written ballot shall set forth each proposed action, and provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds a majority of the members, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting. All solicitations for votes by written ballot shall: (1) indicate the number of responses needed to meet quorum requirements; (2) state the percentage of approvals necessary to approve each matter; and (3) specify a reasonable time by which a ballot must be received by the corporation in order to be counted. A written ballot shall be accompanied by two envelopes, one for enclosure of the ballot and the other to be pre-addressed to the Secretary of AMHA-Oregon and into which the sealed envelope containing the ballot may be placed.

**3.9 Membership criteria.** Every member of AMHA-Oregon must fulfill the following criteria:

- a. A member must maintain an unrestricted professional license from the appropriate State of Oregon administrative agency which regulates psychiatrists, psychologists, nurse practitioners, clinical social workers, licensed professional counselors, or licensed marriage and family therapists.
- b. A member must carry professional liability coverage in such amounts as may be set from time to time by the board of directors. To facilitate participation in any participating professional agreement the member's insurer must supply AMHA-

Oregon with a certificate of insurance which shall state that such insurance coverage shall not be terminated or reduced without ten (10) days' prior written notice to AMHA-Oregon. As a minimum, each member shall have professional liability coverage of at least \$1,000,000 per occurrence and \$3,000,000 aggregate.

- c. A member must abide by all aspects of the participating professional agreements, the Bylaws, and Rules and Regulations of AMHA-Oregon as they may be amended from time to time; cooperate with AMHA-Oregon and its members in the implementation of the corporation's policies and objectives; pay assessments when due; adhere to the professional ethics and codes of conduct pertaining to his or her licensed profession; and follow the laws of the county and state where he or she is practicing.
- d. A member shall not make any misrepresentation to patients concerning the policies of AMHA-Oregon or any misrepresentation regarding the provision of mental health services.
- e. All applicants for membership shall deliver to AMHA-Oregon adequate information for a proper evaluation of competence, training, character, and other qualifications as required in the member appraisal and reappraisal process. Material misrepresentations or omissions in an application shall be grounds for denial or revocation of membership. All applicants shall be approved by the board of directors.
- f. To the extent a member's services are contemplated in any mental health service contract AMHA-Oregon administers, the member will be obligated to comply with the terms of such contract and accept a reasonable number of patient-enrollees for which the member will be compensated for services provided at the rates set forth in the contract.
- g. Members shall not discuss with other members the fee structure, financial terms, or service pricing of any non-risk-sharing agreements members enter into or consider entering into, including whether or not a specific member has accepted or rejected a specific non-risk-sharing agreement.
- h. A contracted member must comply with the care integration, quality guidelines, electronic records standards, utilization standards, screening and outcomes measures required by participating plans and/or established by AMHA-Oregon and participate in, accept the results of and comply with the requirements of the utilization review process as required by the participating professional agreement, these Bylaws and the Rules and Regulations of AMHA-Oregon. Failure to do so may result in termination of a member's rights to participate in contracts.

**3.10 Authorization for informational investigation.** Every person who applies for membership in AMHA-Oregon shall authorize the board of directors and its agents and representatives to consult with professionals, county and state medical societies, and others who may have information bearing on the applicant's competence as a professional as well as his or her moral and ethical qualifications. The applicant shall release AMHA-Oregon, its board of directors, officers, agents, and representatives from any liability for their acts or their statements made in good faith and without malice in connection with evaluating the applicant during the application process. Each applicant shall execute a separate authorization and release for the purpose of conducting such informational investigation.

**3.11 Release from liability for good faith acts.** Applicants and members release from liability AMHA-Oregon, its board of directors, officers, agents, and representatives for their acts or statements made in good faith and without malice in connection with any evaluation, appointment, reappointments, hearings, disciplinary or corrective actions, sanctions, termination of membership, and other activities as provided for in the Bylaws and/or Rules and Regulations of AMHA-Oregon. This release is intended to and does hereby extend to individual members and nonmember professionals who participate in the above activities.

**3.12 Termination of membership rights.** The membership rights of any member of AMHA-Oregon (except provisional members who may be terminated pursuant to Section 3.13 hereof) may be terminated as provided below:

- a. Automatically if a member dies, retires, is adjudicated incompetent or has his or her professional license suspended or restricted without reinstatement;
- b. At the discretion of the board of directors if a member fails or refuses to comply with any of the criteria set forth in subparagraphs (a) through (h) of Section 3.09 hereof; or
- c. Pursuant to the criteria and procedures set forth in AMHA-Oregon's Rules and Regulations (hereinafter "Fair Hearing Plan").

**3.13 Termination of provisional members.** During the one year period of provisional membership, provisional members may have their membership rights terminated by the board of directors without cause, provided that if the basis for termination arises from the provisional member's professional conduct or competence, the provisional member shall have a right to a hearing as provided in the Fair Hearing Plan.

**3.14 Voluntary termination of membership rights.** Subject to any continuity of care requirements of any plan with which AMHA-Oregon has contracted and subject to the limitations on voluntary termination of a member's participating professional agreement set forth in such agreement, a member may terminate his or her membership in AMHA-Oregon upon sixty (60) days written notice to the board of directors. AMHA-Oregon may terminate a

member's membership in AMHA-Oregon and the member's Participating Provider Agreement upon sixty (60) days written notice, with or without cause. No membership assessments paid previous to such notice of voluntary termination shall be repaid to such member.

**3.15 Assessments.** From time to time the board of directors may determine and levy assessments against each member of AMHA-Oregon to pay expenses incurred by the corporation. Notice of assessments shall be mailed to each member. Assessments shall be payable within thirty (30) days after the date of the notice. Failure to pay any assessment is cause for termination of a member's membership rights.

**3.16 Transfer of membership.** Membership in AMHA-Oregon is nontransferable. No member shall sell or offer to sell or otherwise transfer his or her membership.

## **ARTICLE IV Board of Directors**

**4.1 General powers.** The business and affairs of AMHA-Oregon shall be managed by its board of directors. The board of directors shall have the authority to represent AMHA-Oregon on all professional and nonprofessional aspects of the corporation's business including representation as an associate member chapter of AMHA-USA.

**4.2 Number, tenure, and qualifications.** The board of directors shall consist of at least five (5) but no more than nine (9) persons who are members of AMHA-Oregon. The initial term of office for the directors shall be fixed in such a manner as to assure staggered terms of office (i.e., one director, one year, one director, two years, etc.). At the expiration of the initial term of office of each director, a successor shall be appointed to serve a term of three (3) years. Directors shall serve three (3) year terms thereafter. Directors may serve two consecutive terms. If a director serves two consecutive terms, he or she must resign at the end of his or her second term and shall be precluded from serving on the board of directors for one year. Thereafter, he or she may again serve on the board of directors if elected. Each director shall hold office until the successor shall have been appointed and qualified, unless sooner removed from office as hereinafter provided.

**4.3 Nominations and elections.** When the term of a director is about to expire, the board of directors shall give written notice to the members requesting written nominations for a successor director. The notice and request for nominations so given must be mailed no less than sixty (60) days prior to the date such director's term expires and must state the deadline for receipt of nominations. Successor directors shall be elected at the annual meeting of members unless the board of directors requests elections by written ballot pursuant to Section 3.8 of these Bylaws. Each member shall have the right to cast one vote for the nominee of his or her choice, for each director position to be filled. The nominee who receives the most votes shall be appointed as the successor director upon the expiration of the predecessor director's term.

**4.4 Regular meetings.** An annual meeting of the board of directors shall be held immediately after the annual meeting of the members. Notice with an agenda shall be provided to each director two (2) weeks prior to the meeting date. The board of directors may provide by resolution the time and place for the holding of additional regular meetings.

**4.5 Special meetings.** Special meetings of the board of directors may be called by or at the request of the president or any one director.

**4.6 Notice and waiver of notice.** Notice of special meetings shall be given at least five (5) days prior to the date of the meeting in writing mailed to each director at his or her business address, or by telephone, or in person at least seventy-two (72) hours prior to the time set for the meeting. If mailed, such notice shall be deemed to be delivered after it is deposited in the United States mail addressed to the director, with postage thereon prepaid. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any meeting of the board of directors need to be specified in the notice or waiver of notice of such meeting. A written waiver of notice of a meeting signed by the directors entitled to such notice, whether before or after the time stated therein, shall be equivalent to valid notice.

**4.7 Quorum.** Unless otherwise required by these Bylaws, a quorum of the board of directors consists of a majority of the number of directors prescribed by Section 4.2, but shall be at a minimum three (3) directors.

**4.8 Manner of acting.** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless otherwise provided by these Bylaws, and further provided that approval of any mental health service contract under consideration shall require an affirmative vote of an absolute majority of the then current board of directors. The directors present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum. At any meeting of the directors, if any issues not set forth on a meeting agenda are approved by less than an absolute majority of the board of directors, any director who dissents to such action may require that such action be "shelved" until the next meeting of the board of directors, at which time such issue must again be voted upon by the board of directors before it can be adopted.

**4.9 Vacancies.** If a vacancy occurs on the board of directors, the board of directors shall appoint a replacement until the next annual member meeting, at which time the members shall vote to fill such vacant position for the remainder of the unexpired term. Nomination for such appointment shall be made at a regular meeting of the board and the board will delay action to approve or disapprove appointment of the nominee(s) until the subsequent regular meeting.



**4.10 Presumption of assent.** A director who has the right to vote and who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the minutes of the meeting, unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the final approval of such minutes by the board of directors. Such right to dissent shall not apply to a director who voted in favor of such action.

**4.11 Removal of directors.** Any or all directors may be removed by a vote of two-thirds (2/3rds) of the then current directors of AMHA-Oregon. Any director who is absent for three (3) consecutive regular board meetings without reasonable excuse shall, upon approval of an absolute majority of the board of directors, be removed from the board of directors.

**4.12 Informal action by directors.** Unless these Bylaws provide otherwise, action required or permitted by the Act to be taken at the board of directors' meeting may be taken without a meeting if the action is taken by all the members of the board of directors. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records. Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date.

**4.13 Telephonic or Electronic meetings.** Meetings of the board of directors, or of any committee designated by the board of directors, may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and/or have visual and immediate access to and an opportunity to respond to other board member's statements, and such participation shall constitute presence in person at the meeting.

**4.14 Conflicts of interest.** A director of AMHA-Oregon may not be interested in, or a director or officer of, another corporation which conducts business with AMHA-Oregon without the express consent of the remaining members of the board of directors or as otherwise required by ORS 65.361(3). Any director individually may be a party to or interested in any contract or transaction with AMHA-Oregon provided all the following criteria are met:

- a. The interest of the director is disclosed to the board of directors;
- b. The interested director may not vote on any resolution regarding the transaction and his or her presence may not be counted toward a quorum; and
- c. The board of directors approves the transaction at a regular or special meeting.

**4.15 Non disclosure of proprietary information.** Information obtained by persons who serve on the board of directors which pertains to any aspect of AMHA-Oregon, is considered proprietary and may not be disclosed to nonmembers except as necessary to conduct the business and affairs of the corporation.

**4.16 Compensation.** Compensation, if any, for duties performed as a director shall be fixed by the members of AMHA-Oregon.

**4.17 Open Meetings.** All meetings of the board of directors shall be open to members, except for meetings, or portions of meetings, specifically designated as closed by a majority vote of the board.

## **ARTICLE V Committees**

**5.1 General.** All committees shall be established and members appointed by the board of directors. Each committee shall report to the board of directors with written minutes of all meetings. All voting members of committees must be members of AMHA-Oregon unless expressly provided otherwise herein. The executive, review, and quality assurance committees shall be deemed as standing committees.

**5.2 Executive committee.** The board of directors may by resolution designate the president and any other member(s) of the board of directors to constitute an executive committee of not less than two (2) persons, and delegate to such committee, subject to applicable law and the control of the board of directors, any of its powers. The board of directors, by resolution, may at any time modify or revoke any or all of the authority so delegated to such committee, change the number of members of this committee and fill vacancies in the committee from the members of the board of directors.

**5.3 Review committee.** A review committee shall be selected from members in good standing to review applications for membership status, to request supplementary data on applications, to recommend to the board of directors actions on applications, to meet with applicants individually to see if they are dedicated to the Principles of AMHA-USA, of quality mental health services and to carry out the duties with regard to summary suspension as provided for in the Fair Hearing Plan, and such other functions as the board of directors may direct.

**5.4 Quality Assurance committee.** The members of the Quality Assurance (QA) committee shall be appointed by the board of directors. The QA committee may include members and nonmembers (including contract professionals). The QA committee shall set standards for the participation of AMHA-Oregon members in multi-disciplinary peer consultation or supervision groups and/or other structured clinical consultation.

With the clear understanding that the relationships between patients and member professionals should be confidential to the fullest extent of the law and that the operating principals of AMHA-Oregon protect that confidentiality, it shall be the policy that records reviews will be conducted only when structured clinical consultation methods have provided inadequate quality assurance. In such circumstances this committee shall be responsible for

review of medical records of hospitalized patients and/or of outpatients and any other patient(s) whose treatment was provided by a member pursuant to contracts directly entered into with any plan or other organization, as well as review of members' office records if necessary.

The QA committee shall be responsible for initiation of corrective action and investigatory actions as provided for in the Fair Hearing Plan, and shall also recommend to the board of directors, corrective and disciplinary actions for members who engage in inappropriate conduct and/or fail to comply with standards set by the committee and these Bylaws.

**5.5 Hearing committee.** The members of the hearing committee shall be appointed by the board of directors for the special purpose of acting as a hearings panel pursuant to the Fair Hearing Plan. The members need not be members of AMHA-Oregon. No member of the Hearing committee may be in economic competition with the member who is the subject of the hearing nor shall have previously considered the matter.

## **ARTICLE VI Officers**

**6.1 Number.** The officers of AMHA-Oregon shall be a president, a vice president, a secretary, a treasurer, and other such officers as may be designated by the board of directors. Officers must be member professionals of AMHA-Oregon. The same individual may simultaneously hold more than one office in the corporation.

**6.2 Appointment and term of office.** The officers shall be appointed annually at the first meeting of the board of directors held after each annual meeting of the members. If the officers are not appointed at such meeting, such appointment(s) shall be made as soon thereafter as may be convenient. Each officer shall hold office until a successor shall have been duly appointed and shall have qualified or until the officer's death or resignation or shall have been removed in the manner hereinafter provided.

**6.3 Removal.** Any officer or agent appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of AMHA-Oregon would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed or the right of such person to remain a member of AMHA-Oregon.

**6.4 Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

**6.5 President.** The president shall be the principal executive officer of AMHA-Oregon and, subject to the control of the board of directors, shall in general supervise and

control all the business and affairs of the corporation. The president shall preside at all meetings of the members, of the executive committee, and of the board of directors. The president shall be an ex officio member of any committee of the corporation. The president may sign, with the secretary or any other proper officer of AMHA-Oregon authorized by the board of directors, any deeds, mortgages, bonds, contracts or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these Bylaws to some other officer or agent of AMHA-Oregon or shall be required by law to be otherwise signed or executed; and in general the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

**6.6 Vice president.** In the absence of the president, or in the event of the president's death, inability or refusal to act, the vice president shall perform all the powers of and be subject to all the restrictions upon the president. The vice president may, with the secretary or treasurer, sign documents on behalf of AMHA-Oregon and shall perform such other duties as from time to time may be assigned by the president or by the board of directors.

**6.7 Secretary.** The secretary shall:

- a. Keep the minutes of the members' meetings and of the board of directors meetings in one or more record systems provided for that purpose;
- b. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- c. Keep a register of the post office address of each member which shall be furnished to the secretary by every such member;
- d. In general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the board of directors.

**6.8 Treasurer.** The Treasurer shall:

- a. Have charge and custody of and be responsible for all funds and securities of AMHA-Oregon; receive and give receipts for monies due and payable to AMHA-Oregon from any source whatsoever, and deposit all such monies in the name of AMHA-Oregon in such banks, trust companies or other depositories as shall be selected by the board of directors.

- b. In general, perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the board of directors.
- c. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the board of directors shall determine.

**6.9 Salaries.** The salaries, if any, of the officers shall be fixed from time to time by the board of directors and no officer shall be prevented from receiving such salary by reason of the fact that the officer is also a director of AMHA-Oregon. The board of directors shall disclose to the members the compensation paid to officers of AMHA-Oregon.

**6.10 Non disclosure of proprietary information.** Information obtained by persons who serve as officers which pertains to any aspect of AMHA-Oregon, is considered proprietary and may not be disclosed to nonmembers of AMHA except as necessary to conduct the business and affairs of the corporation.

**6.11 Regular Interactions with AMHA-USA.** The AMHA-Oregon board of directors shall

- a. Delegate its President or other board member to participate in all meetings of AMHA-USA; representing the interests of AMHA-Oregon's members and development of local and national objectives.
- b. Report at least semi-annually to AMHA-USA concerning the budgets and fiscal condition of AMHA-Oregon.
- c. Routinely update and record the credentialing of its members and maintain a membership list with names, addresses, phone numbers, and e-mail addresses, in spreadsheet form and in the on-line professionals' data base of AMHA-USA.
- d. Appoint or employ a web administrator to participate in management of content information on web domains which pertain to AMHA-Oregon that AMHA-USA has established and may establish to support AMHA-Oregon's marketing, contracting, professional and public communication purposes.
- e. Require of AMHA-USA routine accounting of payments made by AMHA-Oregon members via the collaborative AMHA membership site and the agreed disbursements of those funds to AMHA-USA for web services fees, credentialing services, chapter assessments, etc. as well as and disbursement of funds collected for AMHA-Oregon. Financial & Services agreements between AMHA-Oregon and AMHA-USA will be reviewed at least annually.

**ARTICLE VII**  
**Contracts, Checks, and Deposits**

**7.1 Contracts.** The board of directors may specifically authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of AMHA-Oregon. Such authorization shall be obtained from the board of directors prior to the execution of each and every contract/instrument.

**7.2 Checks, drafts, etc.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of AMHA-Oregon shall be signed by such officer or officers, agent or agents of AMHA-Oregon and in such manner as shall from time to time be determined by resolution of the board of directors.

**7.3 Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of AMHA-Oregon in such banks, trust companies, or other depositories as the board of directors may select.

**7.4 Accounting Services** The board of directors shall determine, on an annual basis, the level of financial accounting services required, and select an independent accounting professional, if necessary, to render such services, to maintain fiscally sound internal controls and accurate financial accounting.

**ARTICLE VIII**  
**Indemnification**

**8.1 Indemnification.** To the fullest extent permitted by the Act, the corporation shall indemnify any director or officer of the corporation made a party to a proceeding because the person is or was a director or officer of the corporation against liability incurred in that proceeding; provided, however, no indemnification pursuant to this provision shall indemnify any director or officer from or on account of: (1) any breach of the director's or officer's duty of loyalty to the corporation; (2) acts or omissions not in good faith or involving intentional misconduct or a knowing violation of the law; (3) any unlawful distribution; (4) any transaction from which the director or officer derived an improper personal benefit; and (5) any act or omission in violation of ORS 65.361 to 65.367.

**8.2 Advancement of expenses.** The corporation may, but shall not be required to, pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of the final disposition of the proceeding to the fullest extent permitted by the Act.

**8.3 Certain definitions.** For the purposes of this article, the terms director, expenses, liability, officer, party, and proceeding shall have the meanings given to them in ORS 65.387 as in effect as of the date the articles of incorporation were filed.

**8.4 Purchase of insurance.** AMHA-Oregon may purchase any insurance coverage(s) AMHA-Oregon deems necessary for the conduct of its business, including an endorsement insuring against antitrust liability, covering persons who serve or have served as directors or officers of the corporation or for general liability of the corporation. The amount of coverage shall be initially determined, and may be increased or decreased from time to time, by the board of directors.

**8.5 Release of liability.** All members of AMHA-Oregon expressly agree to release all officers and directors of Associate from their good faith acts or actions and, in the event any member brings a claim or files suit against an officer or director of AMHA-Oregon, the release of liability may be pled as an absolute defense to any such claim.

## **ARTICLE IX Amendments**

**9.1 Amendment by directors.** These Bylaws may be altered, amended, or repealed by an absolute majority vote of the board of directors. Suggested changes must be mailed to the directors at least thirty (30) days prior to any meeting called for the purpose of voting thereon.

**9.2 Amendment by members.** Members may revoke or amend any bylaw provision adopted by the board of directors if an affirmative vote for the revocation or amendment is cast by seventy-five (75) percent of the members.

**9.3 Procedure for proposing amendment.** An amendment may be proposed by any member of the board of directors, or by written initiative presented to the corporate secretary signed by at least five (5) percent of the members of AMHA-Oregon.

## **ARTICLE X Contract Negotiation**

**10.1 Independent consultant.** AMHA-Oregon shall retain the services of an independent third party consultant who has no financial interest in the corporation, to evaluate and negotiate the terms and fee structure of mental health service contracts offered to AMHA-Oregon and its members. Information gathered by or submitted to the consultant shall remain in his or her possession throughout the term of his or her relationship with AMHA-Oregon, provided that such information is the property of and shall be turned over to the board of directors upon the termination of the consultant's relationship with AMHA-Oregon. Such consultant shall be reimbursed for services rendered to AMHA-Oregon, solely by AMHA-Oregon and no other source.

**10.2 Negotiations of and participation in contracts.** AMHA-Oregon intends to attract and administer a number of contracting opportunities for its members. The consultant shall evaluate individual contracts and recommend to the board of directors whether or not

negotiations should be entered into on behalf of AMHA-Oregon members. If the board of directors determines that a contract should be pursued, the consultant shall negotiate the terms of such contract. ***Members whose services are contracted within the terms of a given contract and who refuse to participate in and/or comply with the terms thereof shall have their membership in AMHA-Oregon terminated.***

**ARTICLE XI  
Rules of Order**

**11.1 Roberts Rules of Order.** All meetings of the members, board of directors, and committees will be conducted according to the most recent edition of Roberts Rules of Order.

**ARTICLE XII  
Rules and Regulations**

**12.1 Rules and Regulations.** The Rules and Regulations of AMHA-Oregon consist of the member appraisal and reappraisal process, Fair Hearing Plan, and such other matters as the board of directors shall approve.

**Revision adopted August 23, 2013**



Marc Hess, LCSW  
**President**



Dolores Maggiore, LCSW  
**Secretary**