

National Association of State Mental
Health Program Directors (NASMHPD)
Older Persons Division (OPD)
By-Laws

Last revised: May 7, 2014

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ARTICLE I
ESTABLISHMENT
NAME

The name of the division is NASMHPD Older Persons Division, a Division of the National Association of State Mental Health Program Directors (NASMHPD).

NASMHPD's Older Persons Division is established to support NASMHPD on issues as they specifically relate to older adults, and to provide opportunities to Division members to exchange information and ideas that may be relevant to state members in accord with and subject to the amended by-laws of NASMHPD. While the primary focus is on older persons with mental health needs, the Division will share and educate with regard to the whole health and wellness of older persons, including addictions, multi-occurring and primary health care needs.

ARTICLE II
MEMBERSHIP

SECTION 1.

There shall be Active Members and Associate Members, with qualifications and rights as set

forth in these By-Laws:

- (a) Active Members shall be the officially designated representatives of the Division responsible for older adult mental health services/programs within the public mental health system as identified and appointed in writing to the NASMHPD Division Administrator by the commissioner/director of the state mental health agency. The Active Member shall have one vote and be entitled to hold office.
- (b) Associate Members shall be public mental health agency employees or other state/territory agency employees, as approved in writing to the NASMHPD Division Administrator by the commissioner/director of the state mental health agency, or who are appointed to participate in the Division in specific areas as identified by the members or Executive Committee of the Division. Associate Members may chair and/or serve on committees, but may not hold office and shall not have the right to vote unless a signed proxy by the Active Member is submitted prior to the actual vote taking place.

ARTICLE III
EXECUTIVE COMMITTEE

SECTION 1. DEFINITION. The Executive Committee shall consist of nine members and shall include the Chairperson, Vice Chairperson, Secretary, four Regional Coordinators, the past Chairperson, and a Member-at-Large.

SECTION 2. TERMS OF OFFICE. All members of the Division's Executive Committee shall be elected for two year terms and shall be staggered, except as reduced terms are needed to maintain the staggering of terms. All terms of office will commence on January 1 of the calendar year following the election and end on December 31 two years following commencement. Elections will take place at the Business Meeting of the Division's Annual Membership Meeting or by mail ballot in the event that an Annual Membership Meeting is not convened in a given year. The Past-Chairperson's term shall run concurrently with the terms of the Chairperson and Vice-Chairperson.

SECTION 3. STAGGERED TERMS. Staggered terms for Officers of the Executive Committee shall be that the Secretary's term be staggered from the other Officers terms. The four Regional Coordinator positions shall be staggered so that each year two Regional Coordinators are recommended and elected. The Northeast and South Regions shall be elected in even years and the

Midwest and West Regions shall be elected in odd years.

SECTION 4. SUCCESSION. All elected or appointed officials may succeed themselves except that the Chairperson, having served two full terms in that office may not succeed himself/herself or be re-elected to that position until two years has elapsed from the date of his/her leaving that office.

SECTION 5. REMOVAL. Any member of the Executive Committee may be removed for cause during their term by a vote of two-thirds of the authorized votes at a regular or special meeting of the Division, or two-thirds of the entire membership in a mail ballot. Call for such removal shall be by action of the Executive Committee or written petition of at least ten members submitted to the Chairperson or Secretary. In the event of such a call, the balloting will be conducted within 45 days at a regular or special meeting that falls within this period or by email if no such meeting is to be convened.

SECTION 6. MEETINGS. Meetings of the Executive Committee shall be held at such time and place as the Chairperson may designate, but at least semi-annually. Meetings may be held face-to-face, by telephone or other electronic means.

SECTION 7. QUORUM. A majority of the Executive Committee shall constitute a quorum for the transaction of business at any meeting. The Executive Committee will act by majority vote of those present.

SECTION 8. VACANCIES. Any vacancy occurring prior to annual elections among Officers or other members of the Executive Committee, with the exception of the Chairperson, shall be filled by appointment by the Chairperson with the approval of a majority of the Executive Committee. The appointee shall serve until the next regular election takes place and the commencement of the newly elected person begins his/her term on January 1 following the election. Offices shall be filled by appointment from among the active designated members of the Division. When a vacancy occurs in the office of Chairperson, the Vice Chairperson shall become Chairperson and serve for the balance of the unexpired term of the Chairperson.

SECTION 9. CHAIRPERSON OF THE EXECUTIVE COMMITTEE. The Chairperson of the Division shall serve as Chairperson of the Executive Committee.

SECTION 10. AUTHORITY TO CONDUCT BUSINESS. The Executive Committee shall have the authority to conduct the business of the division between meetings of the members, and such other authority as is specifically granted in these By-Laws.

SECTION 11. COMMITTEES AND TASK FORCES. The Executive Committee shall have the authority to create such committees and task forces, consistent with the Divisions' approved strategic/work plan, necessary to carry out the purposes and concerns of NASMHPD. The Executive

Committee may designate the Chairperson of the Committee or Task Force and delegate power to select other members of the Committee or Task Force from among the Active and/or Associate Members of the Division for such periods as the Executive Committee may determine.

ARTICLE IV
OFFICERS

SECTION 1. DEFINITION. The officers of the Division shall be a Chairperson, Vice Chairperson, and a Secretary.

SECTION 2. CHAIRPERSON. The Chairperson shall perform the usual duties of the presiding Officer at all meetings of the Division and of the Executive Committee. The Chairperson may distribute informational and programmatic documents in the name of the Division as authorized by the Executive Committee. Any proposed policy, position statements, memoranda of understanding, recommendations, etc. being considered for public release must be presented to the Division Administrator and/or Executive Director of NASMHPD for review and approval and/or determination of disposition prior to adoption. This shall be done in consultation with the Board Liaison and Commissioner Advisor assigned to the Division.

SECTION 3. VICE CHAIRPERSON. The Vice Chairperson shall perform such duties as may be assigned by the Chairperson or the Executive Committee and shall assume the office of Chairperson in the event it is vacated, consistent with Article III, Section 4 of these by-laws, and shall perform the duties vested with all the powers and duties of the Chairperson in the case of his/her temporary disability or absence.

SECTION 4. SECRETARY. The Secretary shall be responsible for ensuring that minutes are produced from membership meetings, Executive Committee sessions, and other functions, as appropriate, for maintaining copies of such minutes, and providing a copy of such minutes to the NASMHPD Division Administrator. The Secretary shall also give or cause to be given notice of all meetings to the Division members and have powers to perform such other duties as may be prescribed by the Executive Committee or by the by-laws.

ARTICLE V
OTHER MEMBERS OF THE
EXECUTIVE COMMITTEE

SECTION 1. REGIONAL COORDINATORS. The Older Persons Division Executive Committee shall include one Regional Coordinator from each of the four NASMHPD regions (Northeast, South, Midwest, and West), comprised of the states and territories of each geographical area. The Regional Coordinator shall coordinate meetings of the Older Persons Division members in his/her region and develop systems to keep the members of their region informed of information from the Division Chairperson, the Division Executive Committee and/or NASMHPD; and shall preside at the meeting of the region at each annual meeting of the Division. The regions are configured as described below:

Northeast Region - Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont

South Region - Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, Puerto Rico, South Carolina, Tennessee, Texas, Virginia, Virgin Islands, West Virginia

Midwest Region - Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, Oklahoma, South Dakota, Wisconsin

West Region - Alaska, American Samoa, Arizona, California, Colorado, Guam, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming

SECTION 2. PAST-CHAIRPERSON. The Past-Chairperson shall provide the continuity related to Executive Committee and Division business and shall serve as consultant to the current Chairperson. The Past-Chairperson will also substitute when personal appearances are necessary and neither the current Chairperson nor Vice Chairperson is available.

SECTION 3. MEMBER-AT-LARGE. The Member-at-Large is the ninth member of the Executive Committee and shall serve those purposes as deemed appropriate by the Chairperson.

ARTICLE VI
MEETINGS OF THE
MEMBERSHIP

SECTION 1. REGULAR MEETINGS. Regular meetings of the Division membership shall be held at such time and place as the Executive Committee shall designate, but not less than annually.

SECTION 2. SPECIAL MEETINGS. Special meetings may be called by the Executive

Committee. Special meetings shall be called if requested, in writing to the Chairperson, by at least ten members of the Division. Such meetings may be held face-to-face, by telephone or other electronic means.

SECTION 3. NOTICE. Notice of regular or special meetings shall be sent by email or other electronic means to the entire membership by the Division Administrator upon request by the Executive Committee at least ten days in advance of such meeting.

SECTION 4. CONDUCT OF MEETINGS. The Chairperson shall preside at all meetings of the members and of the Executive Committee, and the meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE VII
VOTING AND ELECTIONS

SECTION 1. VOTING RIGHTS. In all voting, other than elections, of the Division, each state/territory shall have one vote expressed by the designated OPD representative in person or by their signed proxy and may conduct such vote at any meeting of the membership or by other means and process directed by the Executive Committee, provided that the means and process selected must give all Active Members at least 10 calendar days in which to vote.

SECTION 2. PROXIES. In the event a regular voting member cannot attend a meeting, that member may assign a proxy to cast votes on agenda items requiring a vote, on his or her behalf. The Proxy assignment must be submitted to NASMHPD and/or the chair of the Division in writing on or before the date of the meeting.

SECTION 3. QUORUM/MAJORITY. When OPD designations have been made in all states and territories, there are 54 potential voting members. Twenty Active Members of the Division or their signed proxies shall constitute a quorum for the transaction of business when all 54 designations are current and up to date according to the roster maintained by NASMHPD and posted to the NASMHPD website. If/when there are fewer than 54 potential voting members due to vacancies, then 37% of the potential voting membership shall constitute quorum at the time of any meeting. All votes shall be decided by simple majority of the votes or ballots cast, except that removal from office for cause and amendment or other action regarding these by-laws shall be as specified in other articles.

SECTION 4 ELECTIONS. An annual election shall be conducted during the Division Business Meeting to elect such members of the Executive Committee as may be required due to expiration of terms of office, resignations or other circumstances. The election for Regional

Coordinators shall occur at each annual Division meeting during the Regional Meetings session. The Active Members of each region in which the Regional Coordinator's term is expiring shall elect one member to serve as Regional Coordinator.

SECTION 5 NOMINATIONS. The Chairperson, in advance of each election, may appoint a Nominations Committee to present nominations for each vacancy among the members of the Executive Committee, with the exception of Regional Coordinators. The Nominations Committee shall make nominations for reduced terms of office for Executive Committee members as needed to provide that Committee membership has appropriately staggered terms. An Officer, Member-at-Large, or Regional Coordinator member whose term is not expiring may be nominated for another office. Additional nominations for Officers may be proposed from the floor during the election.

SECTION 6 NOMINATIONS COMMITTEE. The process for nominations is as follows:

The Chairperson of the Nominations Committee in advance of each election may poll the Division membership for recommendations and willingness to serve as Officers of the Executive Committee.

The Chairperson of the Division, in consultation with the Nominations Committee, in advance of each election shall notify the regions as defined in Article VI, Section 1 of these by-laws to seek recommendations and willingness of active members of their respective regions to serve as Regional Coordinators on the Executive Committee.

The Nominations Committee shall:

make its nominations such that the Executive Committee Officers are representative of the diversity related to state mental health programs;

make nominations for reduced terms of office for Officers and recommended Regional Coordinators as needed to provide that Executive Committee membership has appropriately staggered terms;

determine the offices and positions to be elected as needed to maintain a nine member Executive Committee;

advise the Chairperson of the Division which regions are eligible to recommend a new Regional Coordinator in connection with the stipulations to maintain staggered representation.

Any member of the Executive Committee whose term is not expiring may be nominated for another office. In such case, the Nominations Committee shall determine the vacancies and terms to be filled to maintain an appropriate structure of the Executive Committee. Additional nominations may be proposed by a designated representative of the Division from the floor at the time of the election.

ARTICLE VIII
BY-LAW AMENDMENTS

SECTION 1. These by-laws shall be effective upon approval of the NASMHPD Executive Director.

SECTION 2. These by-laws may be altered, amended, or repealed and new by-laws may be proposed, by a two-thirds vote of the membership present and voting at any duly constituted meeting of the membership, provided that at least 30 calendar days prior written notice is given of the intention to propose altering, amending, or repealing these by-laws at such meeting and that the text of such proposed modifications shall be distributed to the membership at least 10 calendar days prior to the date of the meeting. The proposed changes will then be forwarded to the NASMHPD Executive Director for consideration and final approval.

Date Approved: _____May 7, 2014_____by OPD_____

By: _____
(Executive Director, NASMHPD)