

THE WORLD ASSOCIATION FOR INFANT MENTAL HEALTH, INC.

Founded

1980 as the World Association for Infant Psychiatry (WAIP)

Incorporated

1985 in Washington, DC, USA as the World Association for Infant Psychiatry and Allied Disciplines (WAIPAD)

Bylaws

Adopted in 1985

Bylaws amended:

- September 12, 1992; and corporation named changed to World Association for Infant Mental Health (WAIMH) as the result of the merger of the World Association for Infant Psychiatry and Allied Disciplines (WAIPAD) and the International Association for Infant Mental Health (IAIMH).
- November 30, 1997
- January 10, 2001
- February 10, 2008
- June 10, 2020

Bylaws of the WORLD ASSOCIATION FOR INFANT MENTAL HEALTH, INC.

ARTICLE I

NAME

The name of the ASSOCIATION is World Association For Infant Mental Health, Inc., (hereinafter called the "ASSOCIATION").

ARTICLE II

PURPOSES

Section 1

The ASSOCIATION has been organized to operate exclusively for scientific, charitable and educational purposes as follows: To operate exclusively for charitable, scientific and educational purposes, and more specifically to research and study throughout the world, the mental development and mental disorder in children from conception through three years of age; To facilitate international cooperation among individuals concerned with promoting conditions that will bring about the optimal development of infants and infant-caregiver relationships; To encourage the realization that infancy is a sensitive period in the psychosocial development of individuals; To promote education, research, and study of the effects of mental development during infancy on later normal and psychopathological development; To promote research and study of the mental health of the parents, families and other caregivers of infants; To promote the development of scientifically based programs of care, intervention, and prevention of mental impairment in infancy.

Section 2

To conduct meetings, workshops, institutes, symposia, conferences and congresses throughout the world:

- 1) to disseminate research (original, basic and applied) from a wide variety of disciplines on infancy;

2) to discuss and share questions, problems, issues, information, and theories regarding the mental health of infants, their families, parents and other caregivers,

3) to advance the study of infancy and to educate health care professionals who study and/or care for infants.

Section 3

To publish and communicate through print and electronic media the proceedings (including abstracts and scientific papers) of the aforementioned workshops, institutes, symposia, conferences or congresses. To publish and disseminate research on infancy through newsletters, books, monographs, reports, studies, and other periodicals, in any language, and also to make the foregoing available through electronic media.

Section 4

The ASSOCIATION recognizes that the specialized study of infancy and the earliest years of development should take place within the context of the entire life cycle, including succession of generations. The ASSOCIATION recognizes also that many contributions to an understanding of infancy come from a wide variety of disciplines and that such understanding will be enriched by transdisciplinary discussions of research from many countries and contrasting cultures throughout the world.

Section 5

To exercise all the powers conferred upon ASSOCIATIONS formed under the District of Columbia Nonprofit Corporation Act in order to accomplish the ASSOCIATION'S purposes, including but not limited to the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

Section 6

Notwithstanding any other provision of these Bylaws, the ASSOCIATION shall not carry on any activity but permitted to be carried on by a corporation exempt, from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent Federal tax law).

ARTICLE III

EARNINGS AND ACTIVITIES

Section 1

At all times and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the ASSOCIATION, voluntary or involuntary or by operation of law, or any other provision hereof:

A. The ASSOCIATION shall not possess or exercise any power or authority, either expressly, by interpretation, or by operation of law, that will or might prevent it at any time from qualifying and continuing to qualify as a ASSOCIATION described in Section 501(c)(3) of the Internal Revenue Code of 1954 (hereinafter referred to as "the Code"), nor shall the ASSOCIATION engage directly or indirectly in any activity that might cause the loss of such qualification under Section 501 (c) (3) of the Code.

B. No part of the assets or net earnings of the ASSOCIATION shall ever be used, nor shall the ASSOCIATION ever be organized or operated, for purposes that are not exclusively for educational or charitable purposes or for the promotion of the common business interests of the ASSOCIATION'S members.

C. The ASSOCIATION shall never be operated for the primary purpose of carrying on a trade or business for profit.

D. At no time shall the ASSOCIATION engage in any activities that are unlawful under the laws of the United States, the District of Columbia, or any other jurisdiction where its activities are carried on.

E. No solicitation of contributions to the ASSOCIATION shall be made, and no gift, bequest, or devise to the ASSOCIATION shall be accepted, upon any condition or limitation that in the opinion of the ASSOCIATION may cause the ASSOCIATION to lose its Federal income tax exemption.

F. Pursuant to the prohibition contained in Section 501(c)(3) of the Code, no part of the net earnings, current or accumulated, of the ASSOCIATION shall ever inure to the benefit of any private individual.

ARTICLE IV

REGULATION OF INTERNAL AFFAIRS

Section 1

The ASSOCIATION shall seek such sources of support, including the solicitation of grants from governmental units and direct or indirect contributions from the general public, as will enable it to qualify as a publicly supported organization as defined in Section 170(b)(1)(A)(vi) and 509(a)(1) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent Federal tax law). However, for any period during which the ASSOCIATION is a private foundation as defined by Section 509 of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent Federal tax law), the ASSOCIATION shall be subject to the following restrictions and prohibitions:

The ASSOCIATION shall make distributions for each taxable year at such time and in such manner as not to become subject to the tax imposed on undistributed income by Section 4942 of the Internal Revenue Code of 1954, or any corresponding provision of any subsequent Federal tax law.

The ASSOCIATION shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or any corresponding provision of any subsequent Federal tax law.

The ASSOCIATION shall not retain any excess business holdings which will subject it to tax under Section 4943 of the Internal Revenue Code of 1954, or any corresponding provision of any subsequent Federal tax law.

The ASSOCIATION shall not make any investments in a manner such as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or any corresponding provision of any subsequent Federal tax law.

The ASSOCIATION shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or any corresponding provision of any subsequent Federal tax law.

ARTICLE V

DISSOLUTION OR LIQUIDATION

In the event of the dissolution or final liquidation of the ASSOCIATION, none of the property of the ASSOCIATION nor any proceeds thereof shall be distributed to or divided among any of the Directors or Officers of the ASSOCIATION or inure to the benefit of any individual.

After all liabilities and obligations of the ASSOCIATION have been paid, satisfied and discharged, or adequate provisions made therefor, all remaining property and assets of the ASSOCIATION shall be distributed to one or more organizations designed (i) pursuant to a plan of distribution adopted as provided for in the District of Columbia Nonprofit Act, or (ii) if there be no appropriate plan of distribution, as a court, pursuant to the provisions of the District of Columbia Nonprofit Corporation Act, may direct; provided, however, such property shall be distributed only to organizations which shall comply with all of the following conditions:

(a) Such organization shall be organized and operated exclusively for charitable, scientific or educational purposes;

(b) Transfers of property to such organization shall, to the extent then permitted under the statutes of the United States, be exempt from Federal gift, succession, inheritance, estate or death taxes (by whatever name called);

(c) Such organization shall be exempt from Federal income taxes by reason of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent Federal tax law); and

(d) Contributions to such organizations shall be deductible by reason of Section 170 of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent Federal tax law).

ARTICLE VI

OFFICES AND REGISTERED AGENT

The ASSOCIATION shall have and continuously maintain in the District of Columbia a registered office and a registered agent, whose office is identical with such registered office, and may have other offices within or without the District of Columbia, as the Board of Directors may from time to time determine.

ARTICLE VII

BOARD OF DIRECTORS

Section 1: General Powers of Board of Directors

The affairs of the ASSOCIATION will be managed by its Board of Directors (which may be also referred to as the Board of Trustees), and all corporate powers shall be exercised by the Board of Directors, except as otherwise expressly required by the Articles of Incorporation, these Bylaws and by law. Four directors shall be elected by the members of the ASSOCIATION. Two directors shall be elected by the Affiliate Council, namely the Chair of the Affiliate Council and another Affiliate Council representative. A President's Executive-At-Large shall be appointed by the President with the approval of the Board of Directors and the following will serve ex officio as non-voting directors: the current Program Chair of the next World Congress; the Past Program Chair of the most recent World Congress; the Past President of WAIMH; the current Editor of the Infant Mental Health Journal and the current Editor of the Perspectives in Infant Mental Health. All members of the Board of Directors shall be members of the ASSOCIATION. Ballots shall be mailed or delivered by any form of electronic media to the Active Members at least 90 days prior to the World Congress.

Section 2: Number, Tenure, and Qualifications of Directors

The number of Directors shall be twelve (12). The number of Directors may be increased or decreased from time to time by amendment to these Bylaws, but in no event shall the number of Directors be less than three (3). Each Director shall hold office for four years, or until his or her successor shall have been elected and qualified. The Directors constituting the initial Board of Directors at the time of incorporation shall be as specified in the Articles of Incorporation and shall serve as Directors until they resign, die, are unable to serve for any reason whatsoever or until the next meeting of Active Members, whichever shall first occur; provided, however, that any Director may be removed from office, with or without cause, by the vote of a majority of the Directors then in office

Section 3: Regular Meetings

A regular Annual Meeting of the Board of Directors shall be convened at the principal offices of the ASSOCIATION or at another designated place including online meetings without other notice than this Bylaw. The Board of Directors may provide by resolution the time and place, either within or without the District of Columbia, for the holding of regular meetings including Online meetings of the Board without other notice than such resolution.

Section 4: Special Meetings

Special Meetings of the Board of Directors may be called by or at the request of the President or at least one-third of the Directors. The person or persons authorized to call Special Meetings of the Board may fix any place, either within or without the District of Columbia, as the place for holding any Special Meeting of the Board called by them.

Section 5: Scientific Meetings

Scientific Meetings may be held on an international level and may be called by a majority of the Executive Committee (as hereinafter defined). The Executive Committee, with the advice of the Affiliate Council, standing committees, and special committees, may convene scientific meetings at the local, regional, or national level and may sponsor such meetings in collaboration with WAIMH Affiliates and with other scientific and professional organizations.

Section 6: Notice

Notice of any Regular Meeting of the Board of Directors shall be given at least thirty (30) days prior thereto by written notice delivered personally or sent by mail, or any form of electronic media to each Director at his or her email or other address as shown by the records of the ASSOCIATION. If mailed, such notice shall be deemed to be delivered when deposited in the mail in a sealed envelope so addressed, with postage prepaid thereon.

If notice be given by mail, or any form of electronic media, such notice shall be deemed to be delivered when the other form of electronic media delivery has been completed. Any Director may waive 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 at, nor the purpose of any regular meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by these Bylaws or by law.

Section 7: Quorum

Fifty percent (50%) of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than fifty percent (50%) majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 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, except where otherwise provided by law or by these Bylaws.

Section 9: Parliamentary Rules

The usual parliamentary rules as laid down in Roberts' "Rules of Order" shall govern all deliberations when not in conflict with these Bylaws.

Section 10: Vacancies

Any vacancy occurring in the Board of Directors occurring between biennial meetings of the Active Members, including a vacancy resulting from an increase in the number of Directors, may be filled by the affirmative vote of a majority of the then Directors though less than a quorum of the Board of Directors, provided that the President's Executive-At-Large shall be appointed by the President with approval of the Board of Directors, and the Chair of the Affiliate Council and the representative of the Affiliate Council shall be elected by the Affiliate Council.

Section 11: Compensation

Directors as such shall not receive any salaries for their services, provided that nothing herein contained shall be construed to preclude any Director from serving the ASSOCIATION in any other capacity and receiving compensation therefor.

Section 12: Resignations

Any Officer or Director may resign at any time by giving written notice to the Board of Directors or to the President or the Secretary-Treasurer. Any such resignation shall take effect at the date of receipt of such notice or at any later time therein specified, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 13: Action without a Meeting

Any action which is required to be taken, or which may be taken, at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the Directors. Such consent shall have the same force and effect as an unanimous vote.

Section 14: Committees

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution or in the Bylaws of the ASSOCIATION, shall have and exercise the authority of the Board of Directors in the management of the ASSOCIATION. Other committees not having and exercising the authority of the Board of Directors in the management of the ASSOCIATION may be designated and appointed by a resolution adopted by a majority of the Directors present at a meeting at which quorum is present.

Section 15: Executive Committee

[Part 1: Composition]

The Executive Committee shall be composed of the four elected members of the ASSOCIATION, the President's Executive-at-Large, the Chair of the Affiliate Council, the Affiliate Council's elected representative, the Past President, the Executive Director and the Associate Executive Director. The Past President, the Executive Director and the Associate Executive Director shall serve in as ex officio, and are non-voting members.

[Part 2: Function]

The property, affairs, and business of the ASSOCIATION shall be managed by the Executive Committee except as otherwise provided by these Bylaws.

Section 16: Advisory Committees

The Board of Directors may appoint advisory committees to the Board of Directors who shall not be deemed to be Directors, Officers, or Employees of the ASSOCIATION and whose functions shall not include participation in the operating management of the ASSOCIATION. The advisory committee shall meet at such times as the Board of Directors shall determine. The advisory committee shall consider, advise upon and make recommendations to the Board of Directors with respect to such matters of policy relating to the conduct of the ASSOCIATION'S affairs as may be submitted to it by the Board of Directors.

ARTICLE VIII

OFFICERS

Section 1: General

The Officers of the Corporation shall be a President, a President-Elect, a Secretary-Treasurer, a President's Executive-At-Large, the Chair of the Affiliate Council, and the Affiliate Council's elected representative. All Officers must be Directors and must also be Active Members of at least one year's standing. The Board of Directors may elect or appoint such other Officers, including Honorary Presidents, Regional Vice-Presidents, Assistant Secretaries, or Assistant Treasurers, as it shall deem desirable, such Officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President, Secretary-Treasurer, and the President's Executive-At-Large.

Section 2: Election and Term of Office

The officers of the ASSOCIATION shall be elected by the Board of Directors at the regular meeting of the Board of Directors held during the World Congress of the Association, with the exception of the President's Executive-At-Large, who shall be appointed by the President, with the approval of a majority of the Board of Directors, and election of the Affiliate Council Chair and the Affiliate Council's elected representative. The latter two individuals shall be elected by a majority of voting members of the Affiliate Council. If the election of Officers shall not be held during the World Congress of the Association, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 3: Removal

Any Officer or Agent elected or appointed by the Board of Directors may be removed, with or without cause, by the Board of Directors whenever in its judgment the best interest of the ASSOCIATION would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4: Resignations

Any Officer may resign at any time by giving written notice to the Board of Directors or the President or the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 5: 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, with the exception of a vacancy of the office of the President's Executive-At-Large which shall be filled by the President, and the office of the Chair of the Affiliate Council and the Affiliate Council's elected representative which shall be filled by a majority of voting members of the Affiliate Council.

Section 6: President

The President shall be the principal executive Officer of the ASSOCIATION, shall be the "Presidents" of the ASSOCIATION within the meaning of Section 29-524 of the District of Columbia Code, and shall in general implement and supervise all of the business and affairs of the ASSOCIATION, subject, however, to the control of the Board of Directors, and of any duly authorized committee of Directors. The President shall, if present, preside at meetings of the Board of Directors and the Executive Committee. In addition, the President shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 7: President-Elect

The President-Elect shall succeed the President. The President-Elect shall perform the duties of the President in the event of the President's disability or absence from meetings, and shall have such other duties as the President or the Board of Directors shall assign.

Section 8: Secretary-Treasurer

The Secretary-Treasurer shall ensure that the minutes of the meetings of the Board of Directors and of committees having any of the authority of the Board of Directors be accurate and kept in one or more books provided for that purpose; see that all notices are duly given in accordance with these Bylaws or as required by law; ensure that the corporate records and the seal of the ASSOCIATION are secure; and ensure that the seal of the ASSOCIATION is affixed to all documents, the execution of which on behalf of the ASSOCIATION is duly authorized in accordance with the

provisions of these Bylaws; and in general perform other duties as from time to time may be assigned by the President and/or by the Board of Directors. The Secretary-Treasurer shall also be responsible for overseeing financial operations of the Association, reviewing financial reports and in general performing other duties as from time to time may be assigned by the President and/or the Board of Directors.

Section 9: The President's Executive-At-Large

The President's Executive-At-Large shall assist the President and shall perform such tasks as are defined by the President, subject to approval of a majority of the members of the Board of Directors.

Section 10: Executive Director

The Executive Director shall serve as the officer of the Board of Directors. This office (and individual) shall be responsible for conducting and managing the business affairs of the ASSOCIATION and shall report to the Board of Directors. The Executive Director shall supervise the operations of the Central Office of the Association, shall receive and give receipts for monies due and payable to the ASSOCIATION from any source whatsoever, and deposit all such monies in the name of the ASSOCIATION in such banks, trust companies or other depositories as shall be selected in accordance with Article XI of these Bylaws; shall prepare a report twice a year and annual financial reports for presentation to the President and to the Secretary-Treasurer, shall prepare the annual budget, shall oversee the development of Affiliate associations, shall represent the variety of disciplinary interests within the ASSOCIATION and shall perform such other duties as from time to time may be assigned by the Board of Directors.

Section 11: Associate Executive Director

The Associate Executive Director shall serve as the officer of the Board of Directors. This office (and individual) shall be responsible for conducting and managing the congress affairs of the ASSOCIATION and shall report to the Board of Directors. The Associate Executive Director shall assist the operations of the Central Office of the Association and shall perform such other duties as from time to time may be assigned by the Board of Directors. The Associate Executive Director shall perform the duties of the Executive Director in the Executive Director's absence.

Section 12: Chair of the Affiliate Council

The President, with the advice of the Executive Committee, may appoint an individual to function as the Affiliate Representative for the 2000-2002 time period. Thereafter, the Chair of the Affiliate Council will be elected by the Affiliate Council. The Chair of the Affiliate Council shall serve as a key liaison between Affiliate Council and the WAIMH Board of Directors. The Chair of the Affiliate Council shall organize and conduct meetings of the Affiliate Council at the time of the World Congresses of the ASSOCIATION and at other such times as may be convenient or necessary.

Section 13: Affiliate Council Representative

After the initial period 2000-2002, the Affiliate Council Representative will be elected by the Affiliate Council. The Affiliate Representative actively supports the Affiliate Council Chair with liaising between the WAIMH Board of Directors and the Affiliate Council (Article IX Section 1). The Affiliate Representative will deputise for the Chair as needed, and will serve as secretary at Affiliate Council meetings and prepare the Minutes of the AC meeting for review. The Affiliate Representative will also assist the Chair of the Affiliate Council and the WAIMH Board of Directors to support the development of new Affiliates.

Section 14: Honorary Presidents

The title of "Honorary President" may be conferred to honor a distinguished person who has made an outstanding contribution to the interdisciplinary field of Infant Mental Health. An Honorary President is privileged to attend WAIMH Board meetings.

ARTICLE IX

ADVISORY COMMITTEES

Section 1: Affiliates Council

The Affiliates Council shall consist of the Presidents of the WAIMH Affiliates from around the world, and be chaired by Chair of the Affiliates Council who will be elected by the Presidents of the WAIMH Affiliates and who will also serve on the Board of Directors. The Secretary of the Affiliates Council will be the Affiliate Representative, who will also be elected by the Presidents of the WAIMH Affiliates and who will also serve on the Board of Directors. The purpose of the Affiliates Council is to advise and guide the Executive Committee regarding the activities, needs, and opportunities of the regions served by WAIMH and its many affiliate, infant mental health associations. It shall attend to matters of scientific information exchange, education, and training with respect to clinical infant mental health throughout the world and it may suggest initiatives with respect to workshops, regional meetings, and other activities to be facilitated by WAIMH. The Affiliates Council will also work with the Board of Directors to foster the development of new Affiliates.

Section 2: Standing and Special Committees

Standing Committees - There shall be the following Standing Committees chaired by board members:

- (a) Membership Committee - the Membership Committee to be chaired by the Secretary, and shall consists of Executive Director and Administrative Assistant, who shall receive, review, and make recommendations upon applications for membership.
- (b) Program Committee - the Program Committee shall plan, supervise, and implement all scientific programs to be presented in scientific meetings of the ASSOCIATION.
- (c) Publications Committee - the Publications Committee shall oversee all publications sponsored by the ASSOCIATION and shall make recommendations to the Executive Committee regarding publications deemed in the best interests of the ASSOCIATION.
- (d) Bylaws Committee - the Bylaws Committee shall maintain, review, and submit recommendations for necessary changes in the Bylaws.
- (e) Nominating Committee - the Nominating Committee shall consist of three members appointed by the President and shall after soliciting suggestions from the membership, propose a slate of candidates for the Board of Directors and a slate of candidates for elective office in the ASSOCIATION.
- (f) Awards Committee to be chaired by the President Elect shall plan, supervise and implement the award process in connection with biannual congresses.

Section 3: Special Committees

The President may designate Special Committees for particular purposes in the furtherance of the goals and objectives of the ASSOCIATION.

ARTICLE X

MEMBERSHIP

Section 1: Eligibility

Professional achievement and dedication to transdisciplinary study of infancy, including, but not limited to, child psychiatrists, child psychoanalysts, parent-infant specialists, pediatricians, psychologists, child development researchers, perinatologists, neonatologists, nurses, social workers, linguists, infant care workers, and others whose educational and vocational credentials demonstrate scientific and vocational expertise in the field of infancy. Anyone with a Bachelor of Arts or equivalent degree in any discipline relating to infant mental health is eligible to apply for Active Membership in the ASSOCIATION.

Section 2: Class of Membership

There shall be one class of membership in the ASSOCIATION, that of Active Member. Active Members are entitled to one vote each and to other benefits as recommended by the Executive Committee and as approved by the Active Members.

Section 3: Membership Application Procedure

The Membership Committee shall formulate an Application for Membership, shall review applications as they are submitted, and shall make recommendations to the Executive Committee regarding acceptance or rejection of applications for membership.

Section 4: Dues and Assessments

Amount - Upon the recommendation of the Secretary-Treasurer, the Executive Committee shall be empowered to determine the amount of annual dues and assessments. The amount of such dues shall continue in force until modified by the vote of the Executive Committee.

Delinquent Dues - Any member delinquent in the payment of dues or assessments for one year shall be so notified by the Secretary-Treasurer. Subsequent failure to remit dues within two months of such notice shall be brought to the attention of the Executive Committee for appropriate action.

Section 5: Meetings of the Membership

The membership meeting will be held during each World Congress of the World Association for Infant Mental Health.

Section 6: Termination of the Membership

Membership in the ASSOCIATION shall terminate for any member who fails to pay the applicable membership Dues in two sequential years.

ARTICLE XI

CONTRACTS BANKING AND GIFTS

Section 1: Contracts and Other Documents

The Board of Directors, except as otherwise required by law, the Articles of Incorporation, or these Bylaws, may authorize any officer or officers, Agent or Agents of the ASSOCIATION, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the ASSOCIATION and such authority may be general or confined to specific instances.

Section 2: Checks, Drafts, Loans

All checks, drafts, loans or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the ASSOCIATION and in such manner as shall be from time to time determined by the Board of Directors. In the absence of such determination, such instruments shall be signed by the Executive Director and/or President, or by any other officer so designated by the Board of Directors.

Section 3: Deposits

All funds of the ASSOCIATION shall be deposited to the credit of the ASSOCIATION in such banks, trust companies or other depositories as the Board of Directors may from time to time select.

Section 4: Gifts

The Board of Directors may accept on behalf of the ASSOCIATION any contribution, gift, bequest or device for the general purpose or for any special purpose of the ASSOCIATION.

ARTICLE XII

BOOKS AND RECORDS

The ASSOCIATION shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors, shall keep at its principal office a record giving the names and addresses of the Board of Directors. All books and records of the ASSOCIATION may be inspected by any Director, or its agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the ASSOCIATION shall begin on the first day of January and end on the last day of December in each calendar year.

ARTICLE XIV

INDEMNIFICATION

The ASSOCIATION shall indemnify any Director or Officer or former Director or Officer of the ASSOCIATION, or any person who may have served at its request as a Director or Officer of another ASSOCIATION, whether for-profit or not-for-profit, against expenses actually and necessarily incurred by it in connection with the defense of any action, suit, or proceeding in which it is made a party by reason of being or having been such Director or Officer, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. The indemnification provided by this Article XIV shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled under any By-law, agreement, vote of Board of Directors or otherwise.

ARTICLE XV

AMENDMENT TO THE BYLAWS

Upon recommendation of the Board of Directors these Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a simple majority vote of the Active Members of the ASSOCIATION present at any regular or at any special meeting of the ASSOCIATION, or by mail ballot provided that ballots are mailed or delivered in any form of electronic media ninety (90) days in advance of the stated deadline for receipt of the ballots.

Amendment 1: Number of Directors

The number of Directors shall be nine until the first quadrennial meeting of the Active Members, at which time the number of Directors shall be eight when the positions of WAIPAD Past President and IAIMH Past President are replaced by the position of WAIMH Past President.

Amendment 2: Affiliate Infant Mental Health Associations

Section 1: Application

Individuals who wish to organize a national or regional Affiliate of the ASSOCIATION shall apply to the Executive Director of the ASSOCIATION. Application shall include the names of the members and officers, a copy of the Affiliate By-laws which shall be consistent with the By-laws of the ASSOCIATION, and a one-time, non-refundable processing fee. Affiliates of the ASSOCIATION may collect dues and conduct all other business consistent with the purposes and By-laws of the ASSOCIATION. Upon recommendation of the Executive Director applications for AFFILIATE status will be acted on by the Executive Committee.

Section 2: Relationship to the ASSOCIATION

Affiliates of the ASSOCIATION are autonomous organizations, with the exception that their By-laws must be consistent with those of the ASSOCIATION. The ASSOCIATION shall have no legal responsibility for the financial status of an Affiliate. Affiliates shall have initially, and shall maintain, a minimum of 10 members who also are Active Members of the ASSOCIATION in accordance with Article X of the ASSOCIATION's By-laws.

Affiliates shall use the ASSOCIATION's logo on all correspondence, brochures, and other public documents and may represent themselves as an "Affiliate of the World Association for Infant Mental Health."

Section 3: Affiliate Membership

Individual membership in an approved Affiliate of the ASSOCIATION shall not constitute membership in the ASSOCIATION. Only individuals approved for membership in the ASSOCIATION as defined in Article X of these By-laws shall be members of the ASSOCIATION.

Section 4: Withdrawal of Affiliate Status

The ASSOCIATION shall withdraw Affiliate status if a WAIMH Affiliate violates any provision of the ASSOCIATION Bylaws, especially those By-laws that define the purposes of the ASSOCIATION. Action to withdraw Affiliate status shall be initiated by the Executive Director and shall be acted on by the Executive Committee of the ASSOCIATION.