



COMMUNITY MENTAL HEALTH AUTHORITY
CLINTON • EATON • INGHAM

BYLAWS

Community Mental Health Authority of Clinton, Eaton, Ingham Counties (revised and approved on June 16, 2011)

PREAMBLE

The Community Mental Health Authority of Clinton, Eaton, Ingham Counties is a formal collaboration of three counties realized through implementation of Board policies designed to deliver mental health services and funding as mutually agreed through the auspices of the Clinton, Eaton, Ingham Community Mental Health Authority Board of Directors.

It is the intent of the Clinton, Eaton, Ingham Community Mental Health Authority Board of Directors to respectfully consider the specific needs and desires of each county related to the delivery of mental health services in the spirit of partnership and consistent with good public policy and stewardship of public resources.

Therefore, the following Bylaws are adopted to govern the structure and operation of the Clinton, Eaton, Ingham Community Mental Health Authority Board of Directors in order to properly fulfill the duties and responsibilities required by Michigan law and expressed in the Mission Statement and Strategic Plan adopted by the Board of Directors.

ARTICLE I

Name of Organization

The name of this organization shall be the Community Mental Health Authority of Clinton, Eaton, Ingham Counties (hereinafter referred to as the "Board").

ARTICLE II

Powers and Duties

SECTION A: The Board derives its authority, and is created pursuant to the Mental Health Code, MCL 330.1100 et seq.; MSA 14.800 (100) et seq., and shall fulfill the responsibilities and duties required by the Mental Health Code.

SECTION B: The Board shall appoint and employ an executive director in accordance with the Mental Health Code. The executive director serves at the pleasure of the Board in accordance with a formal employment agreement based on professional qualifications and ability to perform according to approved job specifications.

ARTICLE III

Membership

SECTION A: Except as otherwise required by the State of Michigan Mental Health code, the membership of the Board shall consist of twelve (12) members. Membership shall be representative of service providers, consumers, professionals, and the general public having knowledge of mental health services. One consumer representative shall be an appointee of Ingham County.

One consumer representative shall be an appointee of Clinton County or Eaton County.

SECTION B: Appointment to the Board shall be by majority vote of the Board of Commissioners of the county making the appointment, pursuant to the recommendations made at the annual organizational meeting of the Boards of Commissioners.

SECTION C: Membership of the Board for each of the counties shall be divided among the counties in proportion to each county's population, except that each county shall be entitled to at least one member.

SECTION D: Not more than four (4) members of the Board may be county commissioners. Not more than one (1) county commissioner may serve from Clinton and Eaton Counties. Not more than two (2) county commissioners may serve from Ingham County.

SECTION E: Board members shall be a resident in the county he/she represents.

SECTION F: Employees of the Department of Community Health, a County program, or an employee or representative of an agency having a contractual relationship with the Board may not be appointed, nor shall he/she serve on the Board, unless specifically authorized by law.

SECTION G: Terms of office shall be three (3) years from April 1st of the year of appointment, except that of the members first appointed, four (4) shall be appointed for a term of 1 year, four (4) for a period of 2 years, and four (4) for 3 years. Vacancies shall be filled for unexpired terms in the same manner as original appointments.

SECTION H: Members may be removed from office by the appointing authority for either neglect of official duty or misconduct in office after being given a written statement of reasons and an opportunity to be heard.

SECTION I: Members shall be paid an established per diem for meetings attended. Members shall not receive more than one per diem per day. Members shall receive mileage reimbursement at a rate not in excess of the rate determined by the State Officer's Compensation Commission. Members may also receive reimbursements for conferences, seminars, or other related Board activities.

Non-Board members who are appointed to participate as members of a Board committee shall be paid an established per diem for meetings attended. Non-Board appointed members shall not receive more than one per diem per day.

ARTICLE IV
Executive Committee

SECTION A: There shall be an Executive committee composed of one county commissioner from each county who is a member of the board, and three Board officers. A member of the Executive Committee may be both a County Commissioner and an officer, but shall have only one vote. If the Board of Directors is without representation of a county commissioner from a county, then **Board appointees from such county may designate one of themselves** to serve as a member of the Executive committee. Decisions of the Executive committee shall require a majority vote of those serving on the committee. A committee member must be present at a committee meeting to vote. The Executive committee is empowered to perform only the duties stated in Section B of this article. Executive committee meetings are open to the public, but may be closed in accordance with the provisions of the Michigan Open Meeting Act, 1976 PA 267; MCL 15.261, et seq; MSA 4.1800, et seq..

SECTION B: The Executive committee shall:

1. Appoint the members and chairperson of the standing committees in April. Note: The newly appointed Executive committee shall make the appointments. If the Executive committee fails to make any of these appointments by the end of the Board meeting held one month after the **Chairperson** is elected, the **Chairperson** shall make those appointments.
2. Appoint Board representatives to other organizations.
3. Recommend a slate of officers at the start of the regular Board meeting in March **for terms that begin on April 1 of that year.**
4. Have the power to remove appointed members from Board committees pursuant to Article VII, Section B.

ARTICLE V
Officers

SECTION A: The officers of this Board shall be Chairperson, Vice-Chairperson, and Secretary.

SECTION B: The officers shall be elected for terms of one (1) year, or until such time as their successors are duly elected. The Chairperson is limited to two consecutive terms as Chairperson.

SECTION C: The officers shall be elected by a majority vote of the total members of the Board at an organizational meeting which shall take place at the regular March business meeting. The officers shall take office on April 1st **of that year.**

SECTION D: The Chairperson shall preside at all meetings of the Board. He/she shall perform such other necessary and reasonable responsibilities as pertain to the office of Chairperson. He/she is an ex-officio member of all committees. If a Board representative to another organization position becomes vacant, the Chairperson may make an interim appointment, which shall be in effect until the Executive Committee next meets. **The Chairperson may make interim committee appointments pursuant to Article VII, Section H of these Bylaws. The Chairperson may establish ad hoc committees pursuant to Article VII, Section J of these Bylaws.**

SECTION E: The Vice-Chairperson shall assume the responsibilities and duties of the Chairperson in his/her absence. If the Chairperson is incapable of performing the functions of office, the Vice-Chairperson shall succeed to the office of chairperson. The office of Vice-Chairperson will be filled at the next regular meeting of the Board in the same manner as originally selected.

SECTION F: The Secretary shall attend all meetings of the Board and shall ensure that accurate and complete minutes of all proceedings are preserved in books. He/she will assume the responsibilities and duties of the Chairperson in the absence of the Chairperson and the Vice-Chairperson.

SECTION G: Contracts or other documents approved and authorized by the Board without specification of the executing officer may be executed by any officer of the Board or by the Executive Director in the name, and on behalf of, the Board.

SECTION H: Officers of the Board may be removed for neglect of duty or misconduct in office. Removal shall require a vote of 2/3 of members appointed and voting.

ARTICLE VI Meetings

SECTION A:

The Board will meet monthly on a schedule set at the October, November, or December meeting for the following calendar year. The Board may modify the adopted schedule so long as the Board approves the new meeting date at a prior Board meeting.

SECTION B: Members of the Board shall have an agenda at a prior date and time that is effective for conducting business.

SECTION C: **A special meeting** of the Board may be called by the Chairperson, at his/her discretion, or upon the written request of four (4) members of the Board to the Chairperson. Notice of a special meeting may be made personally or by mail, and shall state the purpose of the meeting, and be received by, or delivered to, each Board member not less than eighteen (18) hours in advance.

SECTION D: A quorum shall consist of a majority of the members appointed and serving. The Chairperson shall be allowed to participate in discussion, and may vote on all issues.

A majority of the Board members appointed and serving shall be required to approve any of the following items:

1. an amendment to these Bylaws (see ARTICLE VIII);
2. the hiring and dismissal of an Executive Director;
3. the sale or purchase of real estate; or
4. the approval of the annual budget and/or plan.

SECTION E: The following agenda items require a majority vote of a quorum of the Board in order to be passed:

1. an item reported to the Board by a standing or ad hoc committee;
2. an item properly placed on the agenda mailed to Board members;
3. an item defeated by a vote of a standing committee or an ad hoc committee, if placed on the Board agenda by a committee member who voted in favor of the item.

All other items placed before the Board for action require a two-thirds vote of a quorum of the Board.

SECTION F: Board members must be present to vote at Board and/or committee meetings. No Board member shall have a proxy vote.

SECTION G: No Board members shall be allowed to abstain from voting at Board and/or committee meetings, except in the case of conflicts of interest referenced in Board Policy 1.1.1, Paragraphs F, G, and H. Members desiring to abstain must request permission to do so from the Chairperson.

SECTION H: The Chairperson shall conduct the meeting in accordance with the Open Meetings Act, 1976 PA 267, MCL 15.261, et. seq. All meetings of the Board and meetings of the committees and subcommittees shall operate under Robert's Rules of Order Revised, except that committee procedures in these Bylaws shall take precedence over Robert's Rules of Order Revised where conflicts occur.

The director, or his/her designee, shall advertise and post the time and place of all meetings in conformance with the Open Meetings Act, 1976, PA 267, MCC 15261, et seq.

SECTION I: The order of business shall be as follows:

1. Call to Order
2. Roll Call
3. Previous Minutes - Approval
4. Approval of Agenda
5. Public Comment on Agenda Items - time limit shall be three (3) minutes per person

6. Director's Report
7. Committee Reports
8. Old Business
9. New Business
10. Public Comment - time limit shall be three (3) minutes per person

SECTION J: The public may comment, as stated above, upon recognition by the Chairperson. The time limit shall be three (3) minutes per person per topic, or as indicated by the Chairperson.

ARTICLE VII Committees

SECTION A:

1. The standing committees of the Board shall be as follows: Human Resources, Finance, Program and Planning, and Recipient Rights. The number of persons on these committees shall not be fewer than five (5) per committee, with the exception of the Recipient Rights committee which shall consist of not fewer than six (6) nor more than eight (8) persons, at least one half of whom will be Board members and at least one third of whom shall be primary consumers.
2. Community member appointments to the Recipient Rights committee shall be for one (1) year beginning May 1st of the year of appointment. Such appointments are limited to six (6) consecutive terms. Members appointed to the Recipient Rights Committee shall complete Recipient Rights training as required under the Mental Health Code prior to participating in an appeal to be heard by the Appeals Committee.
3. Recipient Rights will assure: recipients are treated with dignity and respect; protect the rights guaranteed under federal and state laws and rules; review and recommend rights-related policies; protect the Office of Recipient Rights from pressures that could interfere with the performance of its functions; and perform other duties as set forth in the Michigan Mental Health Code. Members of the Recipients Rights Committee who have completed the Appeals Training shall be designated as the Appeals Committee, which provides a final level of administrative review of Recipient Rights investigations. When the Recipient Rights Appeals Committee is meeting to hear an appeal, the Recipient Rights Committee will be referred to as the Recipient Rights Appeals Committee given that it is serving in an administrative rather than a governance capacity, and the provisions of the Open Meetings Act do not apply to these meetings. For all other meetings of the Recipient Rights Committee, it is acting as a Committee within the Board governance structure, and the provisions of the Open Meetings Act do apply.

(Note: The Recipient Rights Committee is a Committee of the Board of Directors with powers afforded them, therefore does not act in the role of advisory.)

SECTION B: Non-Board and Board committee members may be removed from a committee of the Board for misconduct at committee meetings, failure to carry out committee

duties or too many absences from committee meetings. Three consecutive absences or four absences within a one year period from a committee's meetings may be grounds for removal from that committee.

SECTION C: The duties and responsibilities of the standing committees are:

1. Program and Planning committee will assess community needs; develop a strategic plan which addresses assessed needs, priority populations, service design, goals and activities, infrastructure, and evaluation; and review and recommend new program proposals and related contracts.
2. Finance will assure sound financial management of the agency's resources; review, recommend for approval, and monitor the agency budget(s) and rate schedules; and recommend fiscal policy(ies) and procedures.
3. Human Resources will assure agency compliance with federal and state laws and rules relating to employment; set parameters for union and non-union salaries and benefits; monitor agency compliance with staff development goals and activities; serve as part of the grievance process; and approve Boardwide personnel policies.
4. Recipient Rights will assure: recipients are treated with dignity and respect; protect the rights guaranteed under federal and state laws and rules; review and recommend rights-related policies; protect the Office of Recipient Rights from pressures that could interfere with the performance of its functions; and perform other duties as set forth in the Michigan Mental Health Code. Members of the Recipients Rights Committee who have completed the Appeals Training shall be designated as the Appeals Committee, which provides a final level of administrative review of complainants' appeals.
5. If the action of any committee, other than the Finance committee, could incur revenue or expense in excess of any line item of the approved annual budget, that committee will refer the item to the Finance committee for consideration before presentation to the full Board. The Finance committee will report such items to the full Board, acknowledging the position of the originating committee and the Finance committee's subsequent action.
6. Any committee can refer an item to another committee for consideration. When such a referral is made, the last committee to consider the item will report the item to the full Board, acknowledging the position of the originating committee and the latter committee's subsequent action.

SECTION D: A quorum shall consist of a majority of the members of the committee.

1. Special Quorum: For certain limited purposes, a quorum at a regularly scheduled meeting of the committee may consist of the Chairperson of the committee and whatever members of the committee are present. This special quorum shall be empowered only to vote on items that were on the published agenda, and only to approve recommendations to the full Board by unanimous vote. No action may be taken by special quorum other than procedural actions and recommendations to the full Board.

SECTION E: The Chairperson of the Board, an ex-officio member, has all the privileges, including the right to vote, but none of the obligations of membership on committees. The Chairperson shall only be counted toward reaching a quorum when less than a quorum of regular committee members are present, so that business may be conducted.

SECTION F: Committees shall choose their own Vice-Chairperson and the vote shall be by a majority vote of the committee members. Any member may nominate any other member, including him/herself, for committee Vice-Chairperson. Nominations for Vice-Chairperson do not require a second.

SECTION G: Each committee shall approve the minutes of the previous meeting at the next meeting, or as soon thereafter as practicable.

SECTION H: If a standing committee position becomes vacant, the Chairperson may make an interim appointment to the committee, which shall be in effect until the Executive Committee next meets.

SECTION I: Each Board member shall serve on at least one standing committee.

SECTION J: The Board Chairperson may establish Ad Hoc committees as needed, which may include Board members, staff, and others.

ARTICLE VIII
Amendments

SECTION A: These Bylaws can be amended at any regular meeting of the Board by an affirmative vote of a least a majority of the Board members appointed and serving provided that any amendment be submitted in writing at the previous regular meeting, and due notice of consideration of such a proposed amendment be given to all Board members.

ARTICLE IX
Superior Powers

If an article, section, or sentence of these Bylaws is in conflict with the Mental Health Code, the Mental Health Code shall supersede these Bylaws.

Amended and approved on July 17, 2008 by the Board of Directors of the Community Mental Health Authority of Clinton, Eaton, Ingham Counties.

Board Chairperson Signature

Date