

**CASS COUNTY COMMUNITY MENTAL HEALTH
AUTHORITY BOARD BY-LAWS**

SECTION 1. NAME: The name of the Board shall be **Cass County Community Mental Health Authority Board**, d/b/a Woodlands Behavioral Healthcare Network Board (the “Board”).

SECTION 2. PURPOSE: The purpose of the Board shall be to serve the citizens of Cass County by implementing the provisions of the Mental Health Code (Act 258 of the Public Acts of 1974, as amended).

SECTION 3. MEMBERSHIP OF THE BOARD as specified in the Mental Health Code:

- A) Twelve (12) members appointed by the Board of Commissioners.
- B) At least four (4) members must be consumers, or their family members, of mental health services and of those at least two (2) must be primary consumers. “Primary consumer” means an individual who has received or is receiving services from the Department of Health and Human Services (the “Department”) or the Authority, or services from the private sector equivalent to those offered by the Department or a community mental health services program.
- C) All members must have his/her primary place of residence in Cass County.
- D) All members shall be eighteen (18) years of age or older.
- E) Not more than four (4) members may be county commissioners.
- F) Not more than one half ($\frac{1}{2}$) of the total members may be state, county or local public officials. Public officials are defined as individuals serving in an elected or appointed public office or employed more than twenty (20) hours per week by an agency of federal, state, city or local government.
- G) No employee of the Department or the Authority may be appointed to or serve on the Board.
- H) No party to a contract with the Authority or administering or benefiting financially from a contract with the Authority may be appointed or serve on the Board except for a party to a contract between a community health services program and a regional entity or a separate legal or an administrative entity created by two (2) or more community mental health services programs under the Urban Cooperation Act of 1967.
- I) No individual shall be appointed to or serve on the Board if he/she is

serving in a policy-making position with an agency under contract with the Authority except for an individual serving in a policy-making position with a joint board, commission, or a regional entity to provide community mental health services.

SECTION 4. TERM OF MEMBERS; VACANCY; REMOVAL FROM OFFICE; EXPENSES; COMPENSATION

- A) The term of office of a board member shall be three (3) years from April 1st of the year of appointment.
- B) A vacancy shall be filled for an unexpired term in the same manner as the original appointments.
- C) A Board member may be removed from office by the appointing County Board of Commissioners for neglect of official duty or misconduct in office after being given a written statement of reasons and an opportunity to be heard on the removal.
- D) A Board member shall be paid a per diem no larger than the highest per diem for members of other county advisory boards set by the County Board of Commissioners and be reimbursed for necessary travel expenses for each meeting attended. The mileage expense fixed by the County Board of Commissioners shall not exceed the mileage reimbursement as determined by the state officers compensation commission. A Board member shall not receive more than one (1) per diem payment per day regardless of the number of meetings scheduled by the Board for that day.

SECTION 5: APPROVAL OF BOARD MEMBERS CLAIMS for PER DIEMS, MILEAGE and TRAVEL EXPENSES: Each Board member may submit a signed claim for per diems, mileage and travel expenses on a form prepared by the Executive Director. Each claim shall be reviewed by the Chairperson of the Board, or another board member appointed by the Chairperson. Upon approval of the written claim, the claim shall be paid.

SECTION 6: OFFICERS AND SELECTION THEREOF: The officers of the Board shall be a Chairperson, Vice Chairperson, Secretary, and Treasurer, to be selected by a majority vote of the membership of the Board. The Chairperson, Vice Chairperson, Secretary, and Treasurer will serve one (1) year terms and be term limited to three (3) years in office. Once completed they may run again for these offices after a period of one (1) year. Elections hereafter shall be held at the regular meeting in March of each year with officers taking their respective positions starting on April 1st of each year. Officer resignations will be filled by a vote of the Board and will last from the date of resignation to the following April 1st.

SECTION 7: DUTIES OF THE CHAIRPERSON: The Chairperson shall conduct the meetings of the Board, and with Board approval, appoint such committees as deemed appropriate by the Board. He/she shall have the overall responsibility to

direct and coordinate the activities of the Board and/or any agents or employees thereof so as to most effectively assume and carry out the duties of the Board as prescribed by P.A. 258, 1974, as revised. He/she will be the main contact person between the Board and the Executive Director. In addition, He/she is the only Board member authorized to speak to the media on behalf of the Board related to Board actions and/or deliberations.

SECTION 8: DUTIES OF THE PAST CHAIRPERSON: It will be the responsibility of the past Chairperson, or other person designated by the Chairperson, to find and develop recommendations for potential persons interested and qualified to sit on the Board and to bring those recommendations to the County Board of Commissioners.

SECTION 9: DUTIES OF THE VICE CHAIRPERSON: The Vice Chairperson shall preside at all meetings of the Board in the absence of the Chairperson and shall perform such other duties as may be prescribed by the Board. The Vice Chairperson chairs the Policy Committee.

SECTION 10: DUTIES OF THE SECRETARY: The Secretary shall attend all meetings of the Board and shall be responsible for ensuring complete minutes of all the proceedings of such meetings. The Secretary chairs the Administrative Committee.

SECTION 11: DUTIES OF THE TREASURER: It will be the responsibility of the Treasurer to review the expenditures and payments prior to the Board meeting, report any concerns, and recommend authorization for those which appear to be in order. The treasurer will review the annual budget proposal prior to budget hearing as well as monthly financial statements prior to Board meetings. The Treasurer chairs the Finance Committee.

SECTION 12: DUTIES OF THE BOARD: The duties of the Board shall be as prescribed in the P.A. 258 of 1974, as amended, subject to the provisions of said act and the rules and regulations of the Michigan Department of Community Health (the "Department"):

- A) Conduct a needs assessment annually to determine the mental health needs of individuals with developmental disabilities, serious mental illness or serious emotional disturbance, and devise plans to meet these identified needs.
- B) Review and approve the Authority's annual plan, budget, and request for new funds. The format and documentation of the annual plan, budget, and request for funds shall be specified by the Department.
- C) Advertise and conduct a public hearing on the needs assessment, annual plan and budget submission by the date specified to the Department, following the process stated in P.A. 258 of 1974, as revised. This submission shall constitute the Authority's official application for State funds. The public hearing shall take place prior to this submission.

- D) Provide a copy of the needs assessment, annual plan, budget, and request for funds to the County Board of Commissioners.
- E) Take actions deemed necessary, appropriate to secure private, federal, and other public funds to help support the Authority.
- F) Approve and authorize all contracts for the provision of the Authority's services.
- G) Using specific written performance criteria and standards, review and evaluate the quality, effectiveness and efficiency of services provided by the Authority, and make the evaluation available for public inspection.
- H) Appoint an Executive Director of the Authority who meets standards of training and experience established by the Department.
- I) Establish general policy guidelines within which the Executive Director shall execute the Authority's programs.
- J) Require the Executive Director to appoint a psychiatrist as Medical Director to advise the Executive Director on medical policy and treatment issues.
- K) The Executive Director is responsible for supervising all employees. Board and Executive Director mutually agree to terms and conditions of employment including tenure of service in a written contract.
- L) The Executive Director, per the Michigan Mental Health Code, functions as Chief Executive and Administrative officer in accordance with the approved annual plan and budget, and within the guidelines of policy established by the Board, applicable governmental procedures, and the Department.
- M) The Board shall have a standing Finance Committee, Administrative Committee and Policy Committee. The Finance Committee is to be chaired by the Treasurer, the Policy Committee by the Vice Chairperson and the Administrative Committee by the Secretary. Each of these committees will be composed of three (3) members of the Board. The Chairperson is a non-voting member of each of these committees. The purpose of these committees is to review information, proposals, and staff recommendations, and provide recommendations to the full Board. These committees are to generally meet directly before the regularly scheduled board meetings, provided they have committee business to review.

SECTION 13: MEETINGS OF THE BOARD: The Board shall hold regular meetings each month at such times and places as the Board shall determine. Notice of such meetings, committee meetings and special meetings shall be in compliance with the Open Meetings Act. Special meetings of the Board may be held at the call of the Chair or, in his/her absence, the Vice-Chair, or by a majority of the members of the Board.

SECTION 14: QUORUM: A simple majority of the members of the Board shall constitute a quorum for the transaction of business.

SECTION 15: ORDER OF BUSINESS: Meetings shall be conducted in accordance with Roberts Rules of Order.

SECTION 16: AMENDMENT OF BYLAWS: These Bylaws may be amended as follows:

Notice of a proposed amendment shall be specified in a written notice given at least five (5) days prior to first reading at a regular meeting, by ordinary mail and by posting of such a notice at the Cass County Courthouse building and at the principal office of The Authority. Amendment will be adopted by the affirmative vote of a majority of the Board at its next regular monthly meeting.

SECTION 17: ETHICAL BEHAVIOR: Members are expected to behave ethically in consideration of all matters which come before the Board. This includes expectations to:

- A) Perform their duties in such a way to protect the rights, general well-being, and best interests of recipients of the Authority's services.
- B) Actively promote public confidence and maintain a positive image in order to pass constant public scrutiny.
- C) Not accept anything of value from any source which is offered to influence his/her action as a Board member.
- D) Comply with any ethical standard adopted by the Board.

SECTION 18: CONFLICTS OF INTEREST AND DISCLOSURE: A member with any duality of interest or possible conflict of interest shall:

- A) Disclose the interest or conflict to the Board and make it a matter of record when the interest becomes a matter of Board action or through an annual procedure if one exists.
- B) Not vote or use his/her personal influence on the matter. He/she should not be counted in determining the quorum for the meeting, even when permitted by law. The meeting minutes should reflect that a disclosure was made, the abstention from voting and the quorum situation. The member may briefly state his/her position in the matter. The member may also answer pertinent questions from other Board members.
- C) A Board member who is a partner, member, employee or stockholder in a firm, nonprofit corporation or other organization which sells or leases real or personal property to the Authority must disclose this interest under this section.

Reviewed/Revised/Approved:
7/88, 8/92, 5/95, 10/96, 11/97, 5/03,
4/05, 11/06, 1/10, 2/12, 2/13, 2/14,
2/15, 1/16, 1/17, 2/20, 2/23, 06/23