

SANILAC COUNTY COMMUNITY MENTAL HEALTH AUTHORITY

ADMINISTRATIVE POLICY

NUMBER: BA001

NAME: BY-LAWS OF SANILAC COUNTY COMMUNITY MENTAL HEALTH AUTHORITY BOARD

INITIAL APPROVAL DATE:	03/29/1994	BY: Sanilac CMH BOARD
(LAST) REVISION DATE:	10/19/2023	BY: Executive Committee
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DISCONTINUED DATE:	N/A	REPLACED BY: N/A

BY-LAWS

OF

SANILAC COUNTY

COMMUNITY MENTAL HEALTH AUTHORITY

Sanilac County Community Mental Health Authority Policy

BY-LAWS
OF THE
SANILAC COUNTY
COMMUNITY MENTAL HEALTH
AUTHORITY

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Revised	June 28, 2016
Revised	July 25, 2017
Revised	March 30, 2021
Revised	August 30, 2022
Revised	November 28, 2023

Section 1: NAME

The name of the Board shall be "Sanilac County Community Mental Health Authority Board".

Section 2: AUTHORITY

This Board succeeded an earlier Board organized by a resolution of the Sanilac County Board of Commissioners on August 6, 1975, Volume 18, Pages 249-257 of the Sanilac County Commissioners' Minutes. Public meetings were held on August 4, 5 and 6, 1975, as required under Public Act 258 of 1974. The Authority was created by a resolution of the Sanilac County Board of Commissioners on July 7, 1998; Resolution HS-018-97, creating the Community Mental Health Authority, Book 25, pages 378-387 and HS-018-97(A) Amendment Book 25, page 392 from the Board of Commissioners Minutes of Wednesday, August 27, 1997 and Wednesday, September 10, 1997.

This Board succeeded an earlier Board organized on March 11, 1971, under Public Act 54 of 1963.

Nothing in the By-Laws shall be interpreted or be confused or take precedence over the Mental Health Code, Act 290 of Public Acts of 1995, as amended; specifically section 205 MCL330.1205 of Act 290 and MCL 330.1001 et seq. as amended in 1996. The Authority shall have all of the authority, powers, duties and responsibilities under the Code.

The Open Meetings Act, Act 267 of Public Acts of 1976 as amended and the Freedom of Information Act, Act 442 of the Public Acts of 1976 as amended except as otherwise provided by the Code, the U.S. Constitution, U.S. Congressional Legislation or Michigan Public Acts.

Section 3: PURPOSE

The purpose of the Board shall be to implement the provisions of Act 290 of the Public Acts of 1995, the Michigan Mental Health Code as amended and to promote related mental health services.

Robert's Rules of Order Revised shall be used as the authoritative guide in matters not specifically addressed by these By-Laws or the Administrative Manual for the By-Laws of Sanilac County Community Mental Health Authority.

Section 4: POWERS AND DUTIES OF THE BOARD

The powers and duties of the Board shall be as prescribed in Act 290 of the Public Acts of 1995 Michigan Mental Health Code, Section 204, as amended.

The Board shall:

Function as a policy governance board that has accountability for insuring organizational performance of all services and funding under their responsibility. That is, to provide a clear framework of concepts and principles that is consistent as well as powerful in dealing with whatever practical situations arise. That includes:

1. Determining Board philosophy, its accountability and its job responsibility and limitations.
2. Its Mission and the related policies written with a long-term perspective.
3. Places executive limitations or constraints on executive authority, which establishes prudent and ethical boundaries within which all executive activity and decisions must take place.
4. Establishes a governance process whereby specifications of how the Board will conceive, carry out and monitor its own tasks.
5. Establishes a Board-CEO relationship that shows how power is delegated and its proper use monitored; the CEO Role, authority and accountability.
6. Its values, its long and short-term goals for both the organization and the individuals it serves and a means to measure or evaluate their success toward reaching those goals.

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7. Renew and approve all documents that shall be legally binding on the Mental Health Services Authority.
8. Ensure that new board members know the method of governance used by the Board and maintain a continuing education program that will enhance all members' level of knowledge and functioning.
9. Clearly articulates what it expects of the organization and then approves a plan that produces what it wishes to occur.
10. Take such deliberate actions as are necessary and appropriate as a Board to secure private, Federal and other funds that help support the programs and services approved by the Board.

Section 5: MEMBERSHIP OF THE BOARD

The membership of the Board shall consist of twelve (12) members appointed by the Sanilac County Board of Commissioners, in accordance with Section 212 and 222 of Public Act 290.

The Board composition will be consistent with the Mental Health Board requirement that at least one third of the membership of the CMH services program Board shall be primary consumers or family members and at least one half of the one third members must be primary consumers. An individual shall not be appointed to and shall not serve on the Board if he or she meets one or more of the criteria specified in the "Conflict of Interest" portion outlined in Section 222 of Act 290 of the Mental Health Code.

Section 6: TERMS OF OFFICE, VACANCIES, REMOVAL

- a. The term of office and filling of vacancies shall be as stated in the Mental Health Code, Section 224.
- b. Any Board Member of the Sanilac County Community Mental Health Authority Board may be recommended by a two-thirds vote of the Mental Health Board for replacement by the Sanilac County Board of Commissioners for either of the following reasons:
 1. Neglect of official duty
 2. Misconduct in office
- c. Neglect of official duty shall refer to a Board member's continued failure to meet the attendance or organizational responsibility consistent with their role.

Misconduct shall refer to any action exhibited by a Board member that diminishes or is contrary to the Agency mission and goals. Examples of misconduct include but are not limited to:

1. Unidentified conflict of interest
2. Actions that diminish the dignity, rights and individuality of people served
3. Lapses in moral or ethical character that reflect negatively on the Board of Directors or the reputation of the organization
4. Disruptive or unruly behavior inconsistent with reasonable rules of conduct at Board related meetings or functions
5. Actions inconsistent with the guidelines established in Board By-Laws and Administrative Rules

Section 7: OFFICERS OF THE BOARD

The officers of the Board shall be a Chairperson, Vice Chairperson, Secretary and Auditor.

Election of officers shall be done at the April meeting.

Section 8: DUTIES OF THE CHAIRPERSON

The Chairperson shall:

- a. Be responsible for carrying out the powers and duties of the Board.
- b. Have overall responsibility to direct and coordinate the activities of the Board and its agents or employees to fulfill the purposes for which the Board was established.
- c. Be the chief executive officer of the Board.
- d. Be the chief spokesperson for the Board of Directors.
- e. Conduct all regular and special meetings of the Board.
- f. Call all regular and special meetings of the Board and meetings of the Executive Committee.
- g. With Board approval, appoint all standing committees.
- h. Be responsible for insuring consistency with the membership requirement for CMH Board composition as required under Section 222 of the Mental Health Code.
- i. Have ex-officio status on all standing committees of the Board.
- j. Sign approved minutes.
- k. Have a right to vote on all issues coming before the Board. The Board Chair by design should always vote last.
- l. Have the opportunity to serve in a governance role on the Region 10 PIHP Governance Board consistent with the By-Laws adopted by the member boards of the Pre-Paid Inpatient Health Plan (PIHP). If the Chairman declines this appointment, a representative will be chosen by the Board as a whole.
- m. The Chairman may serve in an ex-officio status on any standing committees or boards on which this Board may have representation. In those cases where a Committee member is absent, the visiting Chairman may qualify as a member when determining a meeting quorum. Further, the visiting Chairman may vote as a regular member on that Committee whenever a regular Committee member is absent. However, if all the Committee members are present the Chairman will have no voting rights.
- n. In the unexpected absence of the CEO, or his/her designee, the Chairman will be responsible for delegating the responsibility for the continued operation of the Agency.

Section 9: DUTIES OF THE VICE-CHAIRPERSON

The Vice-Chairperson shall:

- a. Preside at all meetings of the Board in the absence of the Chairperson.
- b. Be conversant with the duties of the Chairperson and the operations of the Agency, and shall act as Chairperson in the absence of the Chairperson.
- c. Perform such other duties as may be prescribed by the Board or the Chairperson.

Section 10: DUTIES OF THE BOARD SECRETARY

The Secretary shall:

- a. Attend all meetings of the Board and shall ensure the preservation in books, true and complete minutes of all proceedings of such meetings as prepared by the Recording Secretary.
- b. Be responsible for minutes of closed meetings as prescribed by the Open Meetings Act, Section 7, Items 1 and 2.
- c. Be assisted by a qualified staff person by acting as recording secretary.
- d. See that proposed minutes are prepared.
- e. Sign approved minutes.

Section 11: DUTIES OF THE AUDITOR

The Auditor shall:

- a. Be the permanent Chairperson of the Audit Committee.
- b. Be knowledgeable of all financial functions of the Agency and be responsible to the Board for the following nonexclusive activities:
 - 1. Ensure through the CEO the preparation of all budgets, spending plans, reports and records as required by the Agency, Board, Department of Health and Human Services and other related agencies.
 - 2. Ensure that the Board receives a report on the financial status of the Agency at each regular Board Meeting.
 - 3. Make recommendations to the Board necessary to meet legal and budgetary requirements.

Section 12: MEETINGS OF THE BOARD

The Board shall:

- a. Schedule regular monthly meetings at such times and places as the Board shall, from time to time, determine with proper legal notice being given.
- b. Hold special meetings of the Board at the call of the Chairperson; or, in his/her absence, the Vice-Chairperson; or, a majority of the members of the Board, following established procedures.
- c. Allow attendance via remote participation (Zoom, video conference, teleconference, etc.), provided the quorum is met with those physically present, to no more than 3 Board meetings per year. An exception can be granted by prior approval from the Board Chairperson.
 - 1. Roll call votes will be taken for all votes if there are members present remotely. The votes of members participating remotely will not be counted in the vote tally.
 - 2. The method used to allow remote access by members must allow the remote participant and the members of the public present for the meeting to adequately hear and be heard at the meeting.
 - 3. Remote participation is granted without exception to any member who is absent due to military duty (2020 PA 228).

Section 13: QUORUM

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A minimum of seven (7) members of the Board shall constitute a quorum to conduct business, provided at least two (2) officers of the Board are present.

Section 14: COMMITTEES

- a. The Committee structure may be amended by two-thirds majority of the Board. In addition, there shall be standing committees of the Board as needed. These currently include an Executive Committee; an Audit Committee; a Prevention and Public Education (formerly Marketing) Committee; a Personnel Committee, a Program Committee, and a CCBHC Committee.

The Chairperson, with Board approval, shall appoint members of the standing Committees annually and special committees as may be necessary from time to time. The Auditor shall be elected by the Board as a whole consistent with Section 2 of the Administrative Manual for the By-Laws.

The Executive Committee membership is determined in Section 15.

With the exception of the Executive Committee and the Chairperson of the Audit Committee, each committee shall elect a Chairperson and Vice Chairperson.

In the event of extraordinary circumstances that temporarily limit a committee Chairperson's abilities to completely fulfill their committee responsibilities, the Board Chairperson may, with the Board's approval, elevate a committee Vice Chairperson to committee Co-Chairperson status for as long as the Board Chairperson deems appropriate. In such instances, the Co-Chairperson will fulfill the committee Chairperson's role whenever necessary. Also, in such instances, the committee Co-Chairperson, as well as the committee Chairperson when present and able, will be formal members of the Executive Committee of the Board. When no longer necessary, the Board Chairperson will, with Board approval, return the status of committee Co-Chairperson to committee Vice Chairperson.

No committee meeting shall be held where a majority of the Board members are in attendance.

Committee recommendations and findings are advisory, having authority only when followed by Board action.

Committees may be given assignments with power to act upon specific Board action. The only exception is the Audit Committee, which may be given decision approval for purchases at the Board approved rate.

- b. The Chairperson, with Board approval, shall appoint at least one Board member to the Recipient Rights Advisory Committee annually and appropriate non-Board members to the Recipient Rights Advisory Committee consistent with Section 3 of the Recipient Rights By-Laws.
- c. The Board Chairperson, with Board approval, shall appoint at least one Board member and appropriate non-Board members to the Parent Advisory Council and the Consumer Advisory Board.

The Board Chairperson, with Board approval, shall appoint members to Ad Hoc Committees that are single focused and temporary in nature.

- d. All formal board action should first go through the appropriate Board Committee(s) unless there is extenuating circumstances that necessitate immediate Board attention. Formal proposals for new programs or services should routinely follow the regular Board process. That is be presented

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in written form to the appropriate Board committee(s) and contain an outline of the problem statement, population to be served, anticipated outcome of the proposal as well as cost estimates before a recommendation can be made to the full Board.

- e. Allow attendance via remote participation (Zoom, video conference, teleconference, etc.) to no more than 3 Committee meetings per year. An exception can be granted by prior approval from the Board Chairperson.

Section 15: THE EXECUTIVE COMMITTEE

The Executive Committee shall:

- a. Consist of the officers of the Board and the Chairpersons of the following standing committees: Personnel and Program.
 - i. In the event that the Committee Chairperson is also a Board Officer, the Committee Vice Chairperson shall be an Executive Committee member.
- b. Be responsible for investigating unresolved complaints in Board or Agency policies and practices.
- c. Be responsible for conducting an annual evaluation of the CEO.
- d. Take on additional responsibilities as requested by the Board.

Section 16: THE AUDIT COMMITTEE

The Audit Committee shall:

- a. Be responsible for all financial matters that pertain to the Board or the Agency, and the monitoring thereof.
- b. The Vice-Chairperson of this committee shall maintain full knowledge of the Audit Committee responsibilities and functions and shall act for the Board Auditor in his/her absence.
- c. Make recommendations for needed policy additions or amendments regarding financial matters.
- d. Shall have bill-paying approval up to the limit that the sitting Board has approved.
- e. Shall be responsible to annually review the Agency's insurance coverage, Risk Management Plan and the IT Replacement Plan.

Section 17: THE PERSONNEL COMMITTEE

The Personnel Committee shall:

- a. Be responsible for the monitoring of all personnel policies and practices as authorized by the Board and implemented by the Agency.
- b. Make recommendations for needed policy additions or amendments regarding Agency personnel.
- c. Be kept abreast of all Grievances and dispositions.
- d. In the selection of an CEO, develop and structure the process by which such a selection shall be made. With Board approval, the Executive Committee shall use this process in recommending a selection of candidates to its Board.

Section 18: THE PREVENTION AND PUBLIC EDUCATION (formerly Marketing) COMMITTEE

The Prevention and Public Education Committee shall:

- a. Be responsible for monitoring the Agency’s community advocacy efforts regarding services provided at the Agency (billboards, radio spots, Annual Report, newspaper articles, community event tables).
- b. Review the community education programs schedule provided to the community (Mental Health First Aid, Suicide Prevention Activities, etc.)
- c. Monitor and provide input on Anti-Stigma activities (CMH plays, prevention walk, etc.)

Section 19: THE PROGRAM COMMITTEE

The Program Committee shall:

- a. Be responsible for the monitoring of consumer needs, Agency program development and review, audits and other program-related matters.

Section 20: THE CCBHC COMMITTEE

The CCBHC Committee shall have the primary responsibility to provide input and oversight of the CCBHC program and consist of both Sanilac CMH Board and community members meeting the outlined parameters:

- a. Consist of 51% Individuals who receive Services and/or Family Members.
- b. Consist of no more than three (3) Board Members who are not Individuals who receive services and/or family members.
- c. Consist of no more than three (3) Board Members who are Individuals who receive services and/or family members.
- d. Have at least one (1) member who also represents the Medical Field.
- e. The committee will be representative of the County in regard to racial and sexual orientation.

Section 21: AMENDMENT OF BY-LAWS

Request to amend these By-Laws shall be submitted to the Executive Committee and shall be made at least 30 days prior to final action by the Board and deliberation by Board members.

These By-Laws may be amended by an affirmative roll call vote of two thirds of the Board members present and voting at any regular or special meeting of the Board.

Section 22: LAST ITEM

Authorized and adopted by the Sanilac County Community Mental Health Authority Board in regular session.

Board Chairperson Date

CEO Date