



## BOARD BY-LAWS

September 09, 2024, Revision

**SECTION 1: NAME** - The name of the Board shall be "Shiawassee County Community Mental Health Authority" d.b.a. "Shiawassee Health and Wellness a.k.a. "Shiawassee Health and Wellness Services Board."

**SECTION 2: PURPOSE** - The purpose of the Authority shall be to implement the provisions of Act No. 258 of the Public Acts of 1974 as amended by the State of Michigan, to promote related mental health services and to raise local funds to be used toward the financing of the program.

**SECTION 3: MEMBERSHIP OF THE AUTHORITY** - The membership of the Authority shall consist of twelve (12) members appointed by the Shiawassee County Board of Commissioners, in accordance with provisions of Act 258 as amended.

**SECTION 4: TERMS OF OFFICE, VACANCIES, REMOVALS** - The term of office of each member of the Shiawassee Health and Wellness Board shall be as set forth in said Act 258 as amended.

- Vacancies shall be filled for the unexpired term in the same manner as original appointments.
- Any member of the Authority may be removed by the appointing authority for neglect of duty, misconduct or malfeasance in office, after being given a written statement of charges and an opportunity to be heard thereon.
- Unexcused absence from three (3) consecutive meetings of the Authority or unexcused absence from six Authority and/or committee meetings to which the member is assigned in any twelve-month period shall be deemed an automatic resignation from the Authority, unless at the time of the absence, the Authority, by motion and affirmative vote, shall excuse the member absent.
- A leave of absence can be approved for a period of three (3) months based on circumstances. The leave of absence must be approved by the Board Chair and will be reviewed after the three (3) month period. Three (3) consecutive excused or unexcused absences will lead to the Board Chair determining if a leave of absence is necessary.

**SECTION 5: OFFICERS AND SELECTION THEREOF** – The officers of the Authority shall be selected from the Authority membership and shall consist of a Chairperson,

Vice-Chairperson, Secretary, Treasurer, and other officers of the Authority as the Authority shall deem necessary, all to be elected by a majority vote of the Authority membership. Their respective terms are to be for a period of one (1) year each from the April meeting or for such other terms as shall from time to time be decided by a majority vote of the Authority membership. Elections hereafter shall be held at the regular meeting in April of each year. If an officer position is vacated during the one year period, at the next Board meeting the vacant officer position will be elected by a majority vote of the Authority membership.

The Authority membership shall elect two SHW Board Members to the Mid-State Health Network (MSHN) Board. At least one (1) board member shall be a primary consumer or family member of a primary consumer as defined in the Michigan Mental Health Code. The term of office for a MSHN Board member shall be three (3) years from May 1st of the year of appointment. At any time, the Authority may appoint, remove, or replace its appointees to the MSHN Board without cause. If a MSHN Board position is vacated mid-term, the Authority membership will elect a replacement at the next Board meeting.

A. Duties of the **Chairperson** –

- The Chairperson shall preside over and conduct all full Authority meetings and its members.
- He/she shall have the power to appoint or remove standing and special committees and membership of such committees and shall be an ex-officio member of all committees.
- The Chairperson position will have a three (3) consecutive year term limit, at which time the individual serving in the position may remain a board member, but must vacate the chair position.

B. Duties of the **Vice-Chairperson** –

- The Vice-Chairperson shall preside at all meetings of the Authority in the absence of the Chairperson and shall perform all duties of the Chairperson in his/her absence.
- In the event the Chairperson cannot fulfill his/her duties, the Vice-Chairperson shall assume the duties of and become the Chairperson, on motion and affirmative vote of the Authority taken within 45 days of the vacancy's occurrence, and shall serve in such capacity until the next regular election of officers.
- The Vice-Chairperson shall function as the Chair of the Governance Committee.

C. Duties of the **Secretary** –

- The Secretary shall attend all full board meetings of the Authority and shall ensure that accurate and complete minutes of all proceedings are preserved in books.
- The Secretary shall take attendance at the Board Meetings and complete roll call as needed.
- A copy of the minutes shall also be uploaded on the Board Portal through DropBox for all members of the Authority at least five (5) days prior to the next regularly scheduled full Authority meeting, together with an agenda for such meeting.
- Further, a copy of the minutes shall be kept on file at the Authority office by the Executive Assistant.

D. Duties of the **Treasurer** –

- The Treasurer shall ensure that an annual audit of the Authority's finances are presented to the Authority for review and approval.
- He/She shall ensure that regular financial statements and variance reports are reviewed and approved by the Authority.
- The Treasurer shall function as the Chair of the Finance Committee.

**SECTION 6: CHIEF EXECUTIVE OFFICER** - The Board shall appoint and contract with a Chief Executive Officer who shall have full managerial control of the services provided by the Authority. His/her duties and qualifications shall be in compliance with Act 258 of P.A. 1974, as amended.

**SECTION 7: DUTIES OF THE AUTHORITY** - The duties of the Authority shall be as such as are prescribed by Act 258 of P.A. 1974, as amended, together with the duties prescribed by these By-Laws and the Regulations of the Michigan Department Health and Human Services, presently as follows:

- A. Examine and evaluate the mental health needs of the county.
- B. Appoint a Chief Executive Officer of the Community Mental Health Authority who shall meet standards of training and experience established by the Michigan Department of Health and Human Services.
- C. Establish general policy guidelines within which the Chief Executive Officer shall execute the Mental Health Program.
- D. Review, approve, and submit an annual plan and budget for the Mental Health Program. The format and documentation of the annual plan and budget

shall be specified by the Michigan Department of Health and Human Services.

- E. Provide and advertise a public hearing on the annual plan and budget.
- F. Submit to the County Board of Commissioners an annual request for county funds to support the Mental Health Program based on amount allocated in the Authority Resolution Language.
- G. Take such actions as it deems necessary and appropriate to secure private, federal, and other public funds to help support the Mental Health Program.
- H. Approve and authorize all contracts for the providing of services.
- I. Review and evaluate the quality, effectiveness, and efficiency of the mental health services provided.
- J. All Authority policy statements shall be reviewed for updating purposes annually as outlined in the Annual and New Policy Review policy.
- K. All new Authority policy statements shall be reviewed as outlined in the Annual and New Policy Review policy.

**SECTION 8: COMMITTEES** - The committees shall be as follows: Finance and Facilities Committee, Governance Committee, Human Resources Committee, Nominations Committee, Program Committee, Recipient Rights Advisory Committee, and any other committees the Authority Chairperson may deem necessary. Each respective committee shall perform such duties as assigned in the By-Laws and/or by the Chairperson of the Authority. The Chairperson of the Authority shall appoint the committee Chairpersons and the members on the committees.

Any scheduled committee meeting may be canceled or rescheduled after consultation between the Chief Executive Officer and committee chairperson. The decision to cancel a meeting will be the responsibility of the committee chairperson.

#### **A. DESCRIPTION OF THE COMMITTEES**

##### Finance and Facilities Committee

Purpose: To ensure that the Authority is fiscally and programmatically successful. Duties:

1. Review monthly financial statements including variances, respond to

recommendations from the Chief Financial Officer and/or Chief Executive Officer, and make recommendations.

2. Review audited financial statements annually.
3. Review all reports required by the Michigan Department of Health and Human Services and/or affiliation hub Boards.
4. Review all forms of liability against the Authority.
5. Review all requests for proposals and contracts.
6. Review all policies related to administration and finance.
7. Review key indicators.
8. Oversee capital purchases
9. Oversee building and grounds changes
10. Oversee fleet of vehicles
11. Oversee purchases and maintenance of vehicles

Committee Membership: The committee is comprised of five (5) Authority members with one member being the Treasurer. Other participants include the Chief Executive Officer, Chief Financial Officer and department managers as invited.

Regularity of Meetings: This committee meets one time per month; however, additional meetings may be called based on contract and/or financial obligations of the Authority.

### Governance Committee

Purpose: To increase collaboration between the Board, staff, and consumers; to focus on community relations, to promote the agency to the community, politicians, and fundraising; to provide for board member orientation and training, board education and board development. To provide leadership to the Board.

Duties:

1. Strategic planning.
2. Assist the Nominations Committee with recruiting new Board members.

3. Evaluate Board composition.
4. Evaluate the performance of the Board and of individual members.
5. Review By-Laws at least annually.
6. Review Governance policies annually.
7. Regularly reviews publications, media plan(s), and public communications (such as annual reports) and provides input to administration;
8. Identifies opportunities to strengthen board presence and participation in agency sponsored or relevant community-wide events;
9. Participates in new board member orientation and provides mentorship to new board members;
10. Identifies the need for board education, training, or development opportunities, encourages board member participation in BoardWorks; assists with planning and implementing board training and development content.
11. Assign duties and committees as determined by agency need.

Committee Membership: The committee is comprised of the Board Vice-Chairperson and the chairperson from each of the other Board committees. The Board Vice-Chairperson shall act as Chairperson of this committee. Other participants include the CEO.

Regularity of Meetings: This committee meets quarterly or as needed.

#### Human Resources Committee

Purpose: To provide oversight of employee matters of the Board.

Duties:

1. Oversee the recruiting process of Chief Executive Officer when needed.
2. Review all policies related to Human Resources.
3. Review employee data related to quality.
4. Oversee the annual CEO evaluation.
5. Annually review the CEO job description

Committee Membership: The committee is comprised of five (5) Authority members. Other participants include the Chief Executive Officer and the Director of Human Resources.

Regularity of Meetings: The committee meets quarterly. In addition, the committee meets when required for recruitment of the Chief Executive Officer.

### Nominations Committee

Purpose: To make recommendations to the County Commissioners for appointment to the Authority for filling any vacancy.

Duties:

1. Monitor for openings on the Authority Board.
2. Identify/recruit/recommend potential candidates for Authority positions based on diversity of the community and consumer requirements as specified in the Mental Health Code.
3. Communicate with the designated person for the County Commissioners to ensure candidates are provided in a timely manner.

Committee Membership: The committee is comprised of three (3) Authority members, one (1) being a County Commissioner. No committee member shall serve on this committee if he/she is being considered for re-appointment to the Board. In this case the Board Chairperson shall appoint another person to this committee for that meeting only.

Regularity of Meetings: This committee meets on an as needed basis to fill any vacancies of the Authority and at least annually for the recommendation of officers.

### Program Committee

Purpose: To determine how effectively the Authority is meeting the treatment needs of the community. To reduce stigma.

Duties:

1. Oversee community needs assessments.
2. Consider significant program development and changes.
3. Receive and monitor consumer satisfaction surveys.
4. Responsible for acquiring the basic understanding of services we provide.
5. Bridging the gap between community needs and resources available.

Committee Membership: The committee is comprised of five (5) Authority members.

Regularity of Meetings: The committee meets every other month.

### Recipient Rights Advisory Committee

Purpose: To ensure that the rights of SHW consumers are protected. Duties:

1. Maintain a current list of committee members' names to be made available to individuals from the public upon request.
2. Maintain a current list of categories represented by committee members to be made available to the Michigan Department of Health and Human Services.
3. Protect the Office of Recipient Rights from pressures that could interfere with the impartial, even-handed, and thorough performance of its functions.
4. Recommend candidates for Director of the Office of Recipient Rights to the Chief Executive Officer and consult with the Chief Executive Officer regarding any proposed dismissal of the Director of the Office of Recipient Rights.
5. Serve in an advisory capacity to the Chief Executive Officer and the Director of the Office of Recipient Rights.
6. Review and provide comments on the report submitted by the Chief Executive Officer to the Community Mental Health Services Program Board under Section 755.
7. Serve as the appeals committee for a recipient's appeal under Section 784.

Committee Membership: The membership of the committee shall be broadly based so as to best represent the varied perspectives of the community mental health services program's geographic area. At least 1/3 of the membership shall be primary consumers or family members, and of the 1/3, at least 1/2 shall be primary consumers. Three (3) Authority members serve on this committee. Members on the committee who are not Authority members will serve three-year terms. Members on the committee who are not Authority members will be appointed by the Board Chair and Recipient Rights Advisory Committee Chair through an application process. Members who are appointed to the committee after November 23, 2020 will begin the three-year term at that time, members who served prior to November 23, 2020 terms will expire March 31, 2021.



Members with terms expiring can re-apply for membership. Vacancies shall be filled for the unexpired term in the same manner as original appointments.

Regularity of Meetings: The Recipient Rights Advisory Committee shall meet semi-annually.

**SECTION 9: MEETINGS OF THE AUTHORITY** - The Authority shall hold regular meetings each month at the Shiawassee Health and Wellness building or at such other times and places as the Authority shall from time to time determine. Meetings shall be conducted in accordance with Robert's Rules of Order and in compliance with The Open Meetings Act.

Notice in writing of each regularly scheduled meeting shall be given by e-mail to each member at least five (5) days prior to such meetings. This notice shall state the date, time, agenda, and place of such meetings. However, any regular Authority meeting may be cancelled or rescheduled by a majority vote of the Authority. Special meetings of the Authority may be held at the call of the Chairperson, or in his/her absence, the Vice-Chairperson, or by a majority of the members of the Authority. The method by which meetings may be called is as follows:

- A. Oral or written request to the Chief Executive Officer by the Chairperson (or in his/her absence, the Vice-Chairperson) who may notify the Authority members directly so long as every effort is made to notify all Authority members.
- B. Written request to the Chief Executive Officer, signed by a majority of Authority members, setting forth the date and purpose of such proposed special meeting.
- C. Except in the case of a direct notice by the Chairperson (or in his/her absence, the Vice-Chairperson) or his/her agent, all notices of special meetings shall be in writing and by e-mail to the Authority members by a member of the staff, except where the request for such meetings waives the written notice.

**SECTION 10: QUORUM** - Over half of the current Board members shall constitute a quorum for transaction of Authority business. When no officer shall be in attendance, those present shall select Chairperson Pro tem. Over half of the current committee, who are also Board members, shall constitute a quorum for committee meetings.

Per Public Act 254 of 2020, after December 31, 2021, only members absent due to military duty can participate remotely.

This participation is valid for all governing board regular and special meetings and committee meetings. Members participating via these means have full rights and responsibilities as a member of the governing board.

**SECTION 11: APPROVAL OF BILLS AND CLAIMS** - The Chief Executive Officer shall check and approve all bills and claims and approve for payment. A voucher summary of the bills and claims the CEO approved for payment shall be presented to the Board of Directors for consideration. The Board members shall review such vouchers (for bills and claims already paid) and vote to approve. All bills and claims made against the Board must be approved by a majority of Board members present at the meeting.

**SECTION 12: APPROVAL AND EXECUTION OF DOCUMENTS** - Any contract or letter of agreement must be approved by a majority of the Board members unless a majority of the Board members present at the meeting shall delegate the power to approve. The exceptions are for services less than \$5,000.00 or agreements that do not involve money that is routine in nature.

**SECTION 13: EXECUTION OF CHECKS** – Checks shall be signed by two parties. The Chief Executive Officer, Chief Financial Officer, Board Secretary, Board Treasurer, or Board Chairperson shall be the sole persons authorized to sign checks.

**SECTION 14: AMENDMENT OF BY-LAWS** - These By-Laws shall be amended or repealed by the affirmative vote of two-thirds of the members of the Board present at any regular or special meeting of the Authority if notices of the proposed amendment or repeal are contained in the written notice of the meeting, such notice to be given at least five (5) days prior to such a meeting by ordinary mail. Said By-Laws may also be amended, without notice, by a three-fourths (3/4) vote of the Board members.

If these By-Laws are mute on an issue, the Authority is to follow Robert's Rules of Order.

**SECTION 15: AUTHORITY COMPENSATION** - An Authority member shall be paid a per diem as voted by the Board of Directors of the Authority. The amount shall be in keeping with amounts paid by other CMH organizations and the County Board of Commissioners. A Board member of the Authority shall be reimbursed for necessary travel expenses to any approved meetings at the current rate as indicated by the IRS.

A Board member shall receive per diems consistent with the Shiawassee County Board of Commissioners. SHW reimburses for travel not otherwise reimbursed. SHW requires Board Members to report the number of miles reimbursed by another entity

for the same trip. SHW Administration staff will subtract the miles reported from the total round trip miles (home to meeting) on file when processing payments. An Authority Board member shall be paid per diems and mileage reimbursements for regular and special Authority meetings, meetings of standing committees of which they are assigned by the Board Chairperson, and other business when requested by the Chief Executive Officer and authorized by the Board Chairperson. Authority Board members may receive a per diem and mileage reimbursement for service on special committees authorized by the Authority Board and appointed by the Board Chairperson. If a Board Member attends two meetings in one day, they will be paid per diem for each meeting, and mileage for each trip made. If only one trip was made as the meetings were back-to-back, only one mileage payment will be made.

Authority Board members who attend meetings of committees of which they are not members at the request of the Board or the Board Chairperson may receive a per diem payment and travel reimbursements.

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