MCC:MH MCO Policy 5-004

(was MCCMH Policy 1-01-010)

Chapter:
Title:

ADMINISTRATION BOARD BYLAWS

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MACOMB COUNTY COMMUNITY MENTAL HEALTH SERVICES BOARD BYLAWS

ARTICLE I - NAME

Section 1

The name of the organization is the Macomb County Community Mental Health Services (MCCMH) Board (hereinafter referred to as the "Board").

ARTICLE II - PURPOSES

Section 1

The purpose of the organization, authorized by the provisions of the Michigan Mental Health Code at 1974 PA 258 and the rules and regulations of the Michigan Department of Health and Human Services (MDHHS), shall be to:

Review and evaluate community mental health supports and services provided pursuant to the provisions of the Michigan Mental Health Code, Certified Community Behavioral Health Clinic (CCBHC) Handbook, and approve additional services and facilities, consolidation of services and facilities, or such other action as warranted to protect and improve the delivery of behavioral health services in Macomb County.

a. Promote, arrange and implement working agreements with other social service agencies, both public and private, and with other educational and judicial agencies, and promote public support from any or all levels of government.

Plan and assist in the development and expansion of community mental health services.

b. Review and approve the Board's annual program and budget.

ARTICLE III - MEMBERSHIP

Section 1. - Appointments and Terms of Office

The Macomb County Board of Commissioners shall appoint the members of the Board for three-year terms, effective in April of each year. The Board shall consist of twelve members.

Section 2. - Vacancies

Vacancies shall be filled for an unexpired term in the same manner as original appointments.

Section 3. - Composition of the Board

a. The composition of the Board shall be adults who are representative of providers of mental health services, recipients or primary person served of mental health services, agencies and occupations having a working involvement with mental health services, and the general public. At least one-third [1/3] oshall be primary person served or family members, and of that one-third [1/3], at least two [2] board members shall be primary person served and no more than one-half (50 percent) of the board members may derive more than 10 percent of their annual income from the health care industry

b. All board members shall be 18 years of age or older and shall have Macomb County as their primary place of residence. Not more than four [4] of the members can be County Commissioners; not more than one-half [1/2] of the members can be public officials.

c. An individual shall not be appointed to and shall not serve on the Board if he or she is one [1] or more of the following:

1. Employed by MDHHS or MCCMH;
2. A party to a contract with MCCMH or administering or benefitting financially from a contract with MCCMH; or
3. Serving in a policy-making position with an agency under contract with MCCMH.

d. If a Board member is an employee or independent contractor in other than a policy-making position with an agency with which the Board is considering entering into a contract, the contract shall not be approved unless all of the following requirements are met:

1. The Board member shall promptly disclose his or her interest in the contract to the Board;

2. The contract shall be approved by a vote of not less than two-thirds [2/3] of the

membership of the Board in an open meeting without the vote of the Board member in question; and

3. The official minutes of the meeting at which the contract is approved shall contain the details of the contract, including but not limited to the names of all parties and the terms of the contract, and the nature of the Board member's interest in the contract.

e. On an annual basis, Board members shall review the Macomb County Code of Ethics and these Bylaws, and sign a written declaration attesting to compliance with the applicable ethical requirements and conflict of interest provisions contained therein. In addition, each member shall also sign a Confidentiality/Non-Disclosure Agreement.

Section 4. - Removal

Any member of the Board may be removed by the appointing authority for neglect of duty, misconduct or malfeasance of office, after being given a written statement of charges and an opportunity to be heard by the appointing authority.

Section 5. - Evaluation of the Effectiveness of the Board and of Individual Members

Evaluation of the effectiveness of the Board of Directors (entire Board and individual members) shall be conducted in the manner and frequency determined by the Board on an annual basis, and shall include the completion of a MCCMH Board Self-Evaluation. Compliance with the Bylaws shall form the basis of the evaluation.

Section 6. - Orientation and Education of Members of the Board

Board members shall be oriented to the vision, mission, strategic direction, values, ethics, practice and policies, etc., of the Board. Member education and development, through Community Mental Health Association of Michigan (CMHAM) board's sponsored training modules, presentations, speakers, and other methods as applicable, shall be ongoing. External advisors or resources may be consulted, as needed, for program operations.

ARTICLE IV - OFFICERS AND DUTIES

Section 1. - Officers and Executive Committee

a. The Officers of the Board shall consist of a Chairperson, Vice-Chairperson, and Secretary-Treasurer and any others as may be established by resolution of the Board.

b. The Executive Committee of the Board shall consist of the three Officers of the Board and the Standing Committee Chairpersons. In the event of an emergency requiring immediate

action, a meeting of the Executive Committee may be called by the Chairperson or, in his/her absence, the Vice-Chairperson. A quorum of the Executive Committee shall have the power to act. A quorum shall consist of a majority of those appointed. All recommendations and/or actions shall be reported to the Board at the following meeting.

Section 2. - Nomination and Election of Officers

a. Any member of the Board may nominate him/herself or another member for the office of Chairperson, Vice-Chairperson, or Secretary-Treasurer of the Board.

b. Nominations for officers may be made by any of the following means:

   1. In writing, to the Chairperson of the Nominating Committee, directly or through the office of the Board's Chief Executive Officer, prior to the annual meeting for the election of officers, or,

   2. Orally, on the floor, at the annual meeting for the election of officers.

c. Acceptance of the nomination by a nominee may be made orally or in writing, prior to the annual meeting, to the Chairperson of the Nominating Committee, to another member of the Board, or through the office of the Board's Chief Executive Officer; or in person, at the annual meeting, to the members of the Board.

d. The Chairperson, Vice-Chairperson and Secretary-Treasurer shall be elected annually by a majority vote of those present and voting.

e. In the event of vacancy in any office, the Board shall elect a successor to serve the balance of the term.

Section 3. – Duties of Officers

The Chairperson shall be the presiding Officer at all meetings of the Board; shall appoint the Vice-Chairperson, Secretary-Treasurer, and members of the standing and special committees, subject to the approval of the Board; shall call meetings of the Board; shall sign and execute in the name of the Board; and shall perform such other duties as are required by the Board. The Chairperson shall be a voting member of all committees.

a. The Vice-Chairperson, in the event of the incapacity or absence of the Chairperson, shall assume the duties prescribed to the Chairperson.

b. The Secretary-Treasurer shall sign vouchers on behalf of the Board; and shall record, or cause to be recorded, the minutes of the Board meetings and shall send these minutes to the Board members, the County Board of Commissioners, and the County Executive Office

following each meeting; and shall send notice of meetings as prescribed in the Board Bylaws.

ARTICLE V - COMMITTEES

Section 1. - Standing Committees

The Board shall establish the following Standing Committees: Program and Budget; Legislative and Policy; Nominating; Personnel; and Recipient Rights Advisory. The Recipient Rights Advisory Committee shall serve as the Appeals Committee for individuals who wish to appeal the findings of Office of Recipient Rights Investigative Reports. The Standing Committees shall perform such functions and duties as are designated by the Board.

Section 2. - Special Committees

The Board may establish such other committees by resolution, as it deems proper.

Section 3. - Appointment of Committees

The Chairperson of the Board shall appoint the Vice-Chairperson, Secretary-Treasurer, and members of the Standing Committees, who shall be members of the Board. The Chairperson of the Board shall appoint the Chairperson, Vice-Chairperson and members of special committees who need not be members of the Board. These appointments are subject to the approval of the Board.

Section 4. - Committee Meetings

All standing and special committees shall meet upon the call of the committee Chairperson to consider whatever appropriate business is before said committee in order to report back to the Board. Notice and materials shall be distributed one week prior to the meeting in order that members of the committees shall be prepared for the meeting.

Section 5. - Meetings Other Than Board and Committee Meetings

Individual Board members may not represent the Board in an official capacity at meetings other than Board or committee meetings, without prior approval and authorization by a majority vote of the Board or the Executive Committee at a regular or special meeting.

a. Should it be necessary for a Board member to attend a meeting other than a committee meeting of the Board prior to a regularly scheduled or special Board meeting, authorization to attend can be made by the Chairperson, or, if unavailable, by the Vice-Chairperson.

b. Board per diem payments will be made only for those meetings, conferences, etc., authorized and documented pursuant to the Board Bylaws.

ARTICLE VI - MEETINGS

Section 1. - Meeting Schedule and Attendance

a. The Board shall meet at least once monthly, at a time and place designated by the Board. Members of the Board shall be sent notice of meetings, and the public shall be given notice as required by. the Open Meetings Act, 1976 PA 267.

a. The Board shall report the attendance of the Board members to the Chairperson of the County Board of Commissioners when requested by the Board of Commissioners.

Section 2. - Notice of Meetings

b. All notices of meetings of the Board shall be in accordance with Sections 4 and 5 of the Open Meetings Act, 1976 PA 267.

c. The Secretary-Treasurer shall be responsible for Board compliance with the provisions of posting Public Notice of all Board and Committee meetings as outlined in Sections 4 and 5 of the Open Meetings Act, 1976 PA 267.

Section 3. - Annual Organizational Meetings

The Annual Organizational Meeting shall be held in April of each year for the purpose of:

a. Election of Officers of the Board.

Section 4. - Special Meetings

Special meetings of the Board may be held at the call of the Chairperson or, in his/her absence, by the Vice-Chairperson, or upon written notice of four (1/3) members of the Board. The notice shall designate the time, date, place, and purpose of the special meeting. Notice of such special meetings shall be given to all members of the Board at least 48 hours prior to the meeting. Only such matters as are designated in the notice and are considered so urgent that action cannot be delayed to the regular meetings, shall be considered at any special meeting.

Section 5. – Quorum and Voting

A quorum is necessary to transact business.

a. A quorum of the Board shall consist of seven members.

b. A quorum of all committees shall consist of a majority of its members.

c. In the event of lack of a quorum, an authorized meeting may be conducted as scheduled at the option of those members in attendance for consideration and informational purposes only.

d. Lack of a quorum shall not preclude per diem payments to those Board members in attendance at an authorized meeting.

e. The Board shall act by resolution which is signified as a majority of the Board votes cast on a motion.

f. A Board Member who recuses herself for a Board action is not counted toward a quorum on that action.

Section 6. - Per Diem and Travel Expenses

a. Members of the Board shall be reimbursed at the same rate of per diem and travel as provided by the members of the Macomb County Board of Commissioners.

Other expenses may be authorized by the Board in line with specific assignments which are carried out by members of the Board.

ARTICLE VII – CONDUCT OF MEETINGS

Section 1. - Parliamentary Procedure

Robert's Rules of Order shall govern the sessions of the Board, unless the Board Bylaws conflict therewith, in which event the Board Bylaws shall supersede as long as they are not in conflict with the Constitution and Laws of the State of Michigan. A technical departure from Robert's Rules of Order shall not invalidate a Board action so long as the meeting is compliant with the Open Meeting Act, a quorum is present, and a majority of votes are cast in favor of the lawful action.

Section 2. - Board and Committee Agendas

Any individual may request to appear on the agenda of a Board or committee meeting by forwarding the request in writing to the Board's Administrative Office, no later than two weeks prior to the meeting. The request shall include the subject matter to be discussed and pertinent material in support of same. Inclusion on the Agenda is at the discretion of the Chairperson.

Section 3. - Hearing of the Public

All Board and committee meeting agendas shall have designated "Hearing of the Public" at which time any individual in attendance may address the Board. Such address shall be limited to five minutes per speaker unless the limit is specifically waived by the Board.

Section 4. - Suspension of Bylaws

Having met the quorum requirements of Article VI, Section 5, to facilitate the accomplishment of its legal objectives, the Board, at a regular meeting, may temporarily suspend the Board Bylaws, in whole or in part, by two-thirds [2/3] approval of the members present.

ARTICLE VIII – ADMINISTRATIVE ORGANIZATION

Section 1. - Appointment of Chief Executive Officer

The Chief Executive Officer shall be appointed by formal action of the Board, in accordance with applicable state law. Action for termination shall be conducted pursuant to the terms of the contract between the Board and the Chief Executive Officer.

Section 2. - Responsibilities of Chief Executive Officer

a. The Chief Executive Officer, acting within the policy direction of the Board, shall be responsible for the overall operation of the Community Mental Health program, including recruitment and direction of staff, and the control, utilization and conservation of the program's financial resources. The Chief Executive Officer shall make sufficient resources available, within the constraints of funding, to assure that Community Mental Health agencies are able to provide appropriate and adequate services to citizens.

b. The Chief Executive Officer shall be responsible for establishing administrative rules and procedures for all Board-funded services and shall provide the clinical and administrative staffs with the authority and freedom necessary to carry out their responsibilities within the overall framework of the organization and the policy direction of the Board.

c. The Chief Executive Officer shall sign contracts for the Board that have been approved by the Board. The minutes of the Board meeting for the date of approval shall reflect exact information including the name of the contractor, the amount of the contract, and other pertinent information as determined by the Board. In addition, the Chief Executive Officer shall approve and authorize individual professional service contracts with psychiatrists, psychologists, etc., and which reflect rates approved by the Board and are within the Board's spending plan.

Section 3. - Evaluation of the Executive Director

A formal written evaluation of the performance of the Chief Executive Officer by the Board shall be conducted in the manner and frequency determined by the Board on an annual basis. Overall

corporate performance, individual performance, professional development, accomplishments, and opportunities, are among the considerations for the evaluation.

Section 4. Review of Policies

Section 4. Review of Policies

Board governance policies, including these Bylaws (MCCMH MCO Policy 5-004), MCCMH MCO Policies 5-005, "Board Committees;" 5-006, "Mission Statement;" 5-007, "'Vision Statement;" and 5-000, "Succession Plan,"" shall be reviewed annually.

ARTICLE IX -AMENDMENTS

The Board Bylaws may be amended by a majority vote of the Board. All proposed amendments shall be sent in writing to each Board member at least one week prior to the date of the meeting in which they are to be acted upon.

These revised Board Bylaws, adopted on 10-28-2026 supersede all previous versions of the Board Bylaws.