

Policy Name Board of Director By-Laws **Issuing Director** Chief Executive Officer

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Irene O'Boyle 12/12/19
Board Chairperson **Date**

[Signature] 12/12/19
Chief Executive Officer **Date**

I. Purpose

It is the purpose of Gratiot Integrated Health Network (GIHN) Board of Directors to implement the provisions of Act No. 258 of the Public Acts of 1974, as amended, of the State of Michigan, and to provide a comprehensive array of mental health services appropriate to conditions for individuals who reside within Gratiot County.

II. Policy

It is the policy of GIHN's Board of Directors to adopt a set of by-laws with periodic review to govern Board operations.

GRATIOT INTEGRATED HEALTH NETWORK BY-LAWS

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GRATIOT INTEGRATED HEALTH NETWORK BOARD

By-Laws

ARTICLE I
NAME OF THE ORGANIZATION

Section I.I: **NAME:** The name of the Board shall be "Gratiot Integrated Health Network Board", a community mental health authority as defined by the P.A. 258 of 1974, as amended also known as the Michigan Mental Health Code (hereinafter MHC), section 330.1205

ARTICLE II
PURPOSE OF THE ORGANIZATION

Section II.I: **PURPOSE:** The purpose of Gratiot Integrated Health Network Board shall be to implement the provisions of Act No. 258 of the Public Acts of 1974, as amended, of the State of Michigan, and to provide a comprehensive array of mental health services appropriate to conditions of individuals who reside within Gratiot County.

Section II.II: **MISSION:** The mission of Gratiot Integrated Health Network as adopted is:

Empowering the lives in our community by providing education and services.

Section II.III **VISION STATEMENT:**

To provide care through integration, collaboration, innovative services and community outreach.

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ARTICLE III STRUCTURE OF THE ORGANIZATION

Section III.I:

STRUCTURE: This community mental health authority shall operate as a separate, governmental entity authorized to function as a community mental health services program.

MHC, Section 330.1205

ARTICLE IV MEMBERSHIP OF THE BOARD

Section IV.I

MEMBERSHIP: Board membership shall consist of twelve (12) individuals appointed by the Gratiot County Board of Commissioners. Membership shall be representative of the geographic area of providers of mental health services, recipients or primary consumers of mental health services, agencies and occupations having a working involvement with mental health services, and the general public. At least one-third of the membership shall be primary consumers or family members and of that one-third at least two members shall be primary consumers. All Board members shall be eighteen (18) years of age or older, and shall be legal residents of Gratiot County. Not more than 4 members of the Board may be elected or appointed public officials. 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. No person shall be denied membership because of race, religion, color, national origin, age, height, weight, sex, familial or marital status, or any other protected status as required by law.

MHC, Section 330.1222

Section IV.II:

TERM OF OFFICE: The term of office of a Board member shall be three (3) years from April 1 of the year of appointment.

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Section IV.III:

DUTIES OF MEMBERSHIP: Members of the Board are required to attend all monthly board and committee meetings to which they are assigned. The Chairperson may excuse any Board member from attendance. Members shall notify the CEO's designee of an absence prior to scheduled meetings, failure to do so shall result in an unexcused absence. Extraneous circumstances surrounding the absence shall be considered by the Chairperson

A Board member shall act as the fiduciary and guardian of the organization's assets, review and approve the budget, establish goals as part of the strategic planning process, assess progress toward goals, assume stewardship responsibility for the organizations finances and sets policies for the overall management and operation. Board members shall attend regularly scheduled meetings, participate in committee work, become informed about the policies and programs offered by the organization, participate in board orientation activities and act as an informed advocate.

Section IV.IV:

VACANCIES: When a vacancy occurs on the Board, either by resignation, completion of term, removal, or death, the vacancy shall be reported to the Gratiot County Board of Commissioners who will fill the vacancy for the unexpired term, or new term in the same manner as original appointments.

MHC Section 330.1224

Section IV.V:

NEGLECT OF DUTIES: Any member of the Board may be removed from office by the Gratiot 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.

The Board may by majority roll call vote, recommend to the Gratiot County Board of Commissioners for reconsideration of a Board member appointment if the Gratiot County Community Mental Health Services Board of Directors deems it necessary as a result of poor attendance, misconduct, noncompliance with duties, or violation of governance standards by a particular Board member.

MHC, Section 330.1224

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Section IV.VI:

RESIGNATION: A Board member may resign by submitting a written notice to the Chief Executive Officer. The Chief Executive Officer or designee will contact the Gratiot County Board of Commissioners when a vacancy occurs. The resignation shall take effect upon receipt, unless otherwise specified in the resignation. Acceptance of the resignation shall not be necessary to make it effective.

Section IV.VII:

COMPENSATION: Each Board member shall be entitled to receive reasonable compensation for services performed in connection with membership on the Board in accordance with the Mental Health Code. Reasonable compensation shall be deemed to be the per diem rate established by the community mental health authority. Board members shall be compensated (per diem and mileage reimbursement) for attendance at committee meetings for which they are duly appointed. A Board member shall not receive more than one per diem payment, per day regardless of the number of meetings scheduled by the Board for that day. MHC Section 330.1224

ARTICLE V OFFICERS OF THE BOARD

Section V.I:

OFFICERS: The officers of the Board shall be a Chairperson, Vice-Chairperson, Secretary, Treasurer and Past Chairperson and such other officers as the Board shall deem necessary. Newly elected officers will assume leadership responsibilities immediately.

Section V.II:

NOMINATIONS: At the regular meeting of the Board held in February, a Nominating Committee shall be appointed by the chairperson. It shall be the duty of this committee to nominate candidates for the offices to be filled at the April meeting. Before the election at the April meeting, additional nominations from the floor shall be permitted. Election of officers shall be the first order of business on the Agenda at the April meeting.

Section V.III:

SELECTION: The officers shall be selected by a majority vote of the membership of the Board present, their respective terms to be for a period of two

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years each from April 1. Election thereafter shall be by majority vote of the Board members present, and shall be held at the meeting in March of each year.

ARTICLE VI POWERS AND DUTIES OF THE OFFICERS

Section VI.I:

DUTIES OF OFFICERS:

Chairperson -

The Board Chairperson shall preside at all meetings of the Board of Directors and the Executive Committee ensuring the effective action of the Board in governing and supporting the organization, guiding the Board in the enforcement of all policies and regulations and in initiating a regular review of the strategic plan and mission. The Board Chairperson shall assure meeting agendas are closely followed, that every Board member has the opportunity to participate in discussions, and the Board uses proper decision-making procedures. The Board Chairperson shall act as the representative of the Board as a whole and promote the work of the organization in conversations, speeches, interviews and other activities.

The Chairperson will assure the Board has opportunities to reflect regularly on how well it is meeting its responsibilities by overseeing an annual board self-assessment and individual board member assessments prior to the end of the Board member's term. The Board Chairperson possesses the power to sign with the Chief Executive Officer, in the name of the organization, all contracts authorized either generally or specifically by the Board.

The Chairperson shall serve as an ex-officio member of all committees of the Board, appoint the chairs of all committees and task forces of the Board and perform other duties as may be assigned by the Board. The Chairperson shall recommend the committees to be established, work with the committee chairs to ensure their work is carried out and identify, if necessary, committee recommendations that should be presented to the full Board.

The Chairperson shall work with the Executive Committee to identify and recruit new Board members who bring important skills and knowledge to the Board and ensure that orientation of new Board members occurs. The Chairperson shall

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oversee efforts to build and maintain a strong Board by setting goals and expectations for the Board and cultivating leadership among individual Board members.

The Board Chairperson serves as the chair of the search and selection committee for hiring a Chief Executive Officer, convenes Board discussions on evaluating the CEO, negotiates the compensation and benefits package for the CEO, conveys information to the CEO, assists the CEO in interpreting Board policy and develops a succession plan for the CEO's position.

Vice-Chairperson: The Vice-Chairperson shall fill in for absences or the vacancy of the Chairperson until a successor shall be elected by the Board. The Vice-Chairperson shall also perform such other duties as applicable to the office of Vice-Chairperson or as may be assigned by the Board.

In the absence of the Board Chair, the Vice-Chair shall perform the duties of the Chair. The Vice-Chair shall carry-out special assignments as requested by the Board Chairperson, understand the responsibilities of the Board Chairperson and be able to perform these duties in the Chairperson's absence. The Vice-Chair shall participate as a vital part of the board leadership by assisting the Board Chairperson in the execution of duties. In the absence of the Chairperson, the Vice-Chairperson will provide a report at each board meeting of his or her activities since the previous board meeting. The Vice-Chairperson shall serve as a member of the Executive Committee.

Secretary: The Secretary shall assure that actions of the Board are documented. In advance of meetings, the Secretary shall assure the provision of written agendas for the Board meetings and committees meetings are prepared and made available to Board members one week prior to the meeting. The Secretary shall assure the provision of written minutes to Board members, file the approved minutes, keep the original or amended bylaws, and maintain the official list of Board members. The Secretary shall serve as the custodian of the records, performs all duties incident to the office of the Secretary and such other duties as may be required by law, the by-laws, or which may be assigned from time to time by the board. The Secretary shall serve as a member of the Executive Committee.

Treasurer: The treasurer shall ensure that the financial accounts of the agency are kept in accordance with generally accepted accounting principles that adequate measures are taken to avoid misuse of funds, and that appropriate financial reports are prepared for the Board. The Treasurer shall assure that an

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audit is performed annually by a certified public accounting firm, that the results of that audit are brought to the Board, and appropriate action is taken in response to recommendations from the auditors.

The Treasurer, jointly with the Board Chairperson, ensures that current records are maintained, reflecting the financial condition of the organization; serves as Chair of the Finance Committee, manages with the Finance Committee the Board's review of and action related to the Board's financial responsibilities. The Treasurer works with the Chief Executive Officer and Chief Financial Officer to ensure that appropriate financial reports are made available to the Board on a timely basis, assures that the assets are protected and invested according to policy, that the organization complies with statutory reporting requirements, comprehensive financial reports to the Board are prepared in a timely and accurate manner, and performs all duties incident to the office of Treasurer. The Treasurer shall serve as a member of the Executive Committee.

Past Chairperson:

The Past Chairperson shall serve as a member of the Executive Committee and advises the Chairperson of issues for which continuity is of particular importance.

Section VI.II:

SUCCESSION:

In the event of a vacancy in the office of the Chairperson, Vice-Chairperson, Secretary or Treasurer a special election will be held at the next regularly scheduled Board meeting.

Section VI.III:

INDEMNIFICATION: Gratiot Integrated Health Network Board shall indemnify and hold harmless all Board members against expenses actually and necessarily incurred by them in connection with the defense of any action, lawsuit, or proceeding in which they are made parties by reason of being or having been a Board member; except in relation to matters as to which any such member shall be adjudged in such action, lawsuit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. The foregoing right to indemnification shall not be exclusive of other rights to which a member may be entitled. MHC 330.1205(3)(b).

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Section VI.IV:

REMOVAL OF OFFICERS:

Any member of the Executive Committee may be removed from office by the Gratiot 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.

The Board may by majority roll call vote, request removal of an Officer from the Executive Committee as it deems necessary as a result of poor attendance, misconduct, noncompliance with duties or violation of governance standards. MHC, Section 330.1200.

Section VI.V

DUTIES OF THE MENTAL HEALTH AUTHORITY: The duties and responsibilities of the Community Mental Health Authority shall be such as prescribed by Act No. 258 of Public Acts of 1974, as amended, for providing a comprehensive array of mental health services for residents of Gratiot County. MHC Section 330.1226

ARTICLE VII

MEETINGS OF THE BOARD OF DIRECTORS

Section VII.I:

MEETINGS: The Board shall hold regular meetings each month at a date, time and place determined by the Board. Notice in writing of each meeting shall be given by ordinary or electronic mail to each member, at least five (5) days prior to the meeting; the notice shall state the date, time, place and agenda of such meeting.

Special meetings of the Board may be scheduled at the discretion of the Chairperson, or in his or her absence, the Vice-Chairperson, or by a majority of the members of the Board when it is necessary to deal with an emergency or other special issue(s) that cannot wait until the next scheduled general meeting. Upon receipt of a statement in writing or a telephone call, setting forth the date and objectives of such proposed special meeting, the secretary shall assure that notices, when applicable are communicated not less than 18 hours prior to the meeting.

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All regular and special meetings of the Board shall be open and public meetings, conducted in compliance with Act No. 267 of the Public Acts of 1976 (Open Meetings Act). The Board may meet in closed sessions for the purposes permitted under Act No. 267.

MHC Section 330.1205(9)

Section VII.II:

CLOSED MEETING: The Board shall hold a closed meeting provided two-thirds (2/3) of the Board members' present vote affirmatively in a roll-call. The purpose for closing a meeting shall be cited in the minutes. Closed meetings with a two-third (2/3) vote may be held for the following: To consider the purchase or lease of real property; to consult with an attorney about pending litigation, when an open meeting would have a detrimental effect on the Board's position; to review the Chief Executive Officer's performance evaluation; discussions of personnel related issues; or to consider material exempt from discussion or disclosure by State or Federal Statute. All proceedings should be held as confidential.

Minutes of a closed meeting shall be recorded although they are not available for public inspection, and will only be disclosed if required by a civil action. These minutes may be destroyed one year and one day after the minutes of the regular meeting in which the closed session was approved.

Section VII.III:

QUORUM: A quorum for transaction of business at any regular or special meeting shall consist of a majority of the members of the Board, which is determined to be seven. Approval of any action by the Board Executive Committee shall require a majority vote of those members constituting the quorum, which is determined to be three.

Section VII.III:

PARLIAMENTARY AUTHORITY: Meetings shall be conducted in accordance with the current edition of Robert's Rules of Order, except as specified in these By-laws.

Section VII.IV:

PUBLIC COMMENTS: The agenda shall include time for citizen input. The time limit shall be three (3) minutes per person per topic, or as indicated by the Chairperson.

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Section VII.V:

MEETING MINUTES: Minutes of all Board and committee meetings shall be maintained by the Executive Assistant of the Agency after each meeting, along with the monthly agenda and shall be available for public inspection in accordance with the Open Meetings Act.

ARTICLE VIII COMMITTEES OF THE BOARD

Section VIII.I:

APPOINTMENT: The Chairperson, with the approval of the Board, may establish additional committees beyond the standing committees listed herein. The Executive Committee is automatically constituted by virtue of office and committee appointments.

Section VIII.II:

STANDING COMMITTEES: The standing committees of the Board shall be as follows: Executive, Finance, Program, and Recipient Rights Advisory. The number of persons on these committees shall not exceed five (5) Board members per committee. Committee member appointments shall be based upon the strengths of the Board member.

Section VIII.III:

EXECUTIVE COMMITTEE:

There shall be an Executive Committee composed of the officers of the Board, Chief Executive Officer and Chief Finance Officer. The Chairperson of the Board shall serve as the Chairperson of the Executive Committee. A simple majority of the voting members of the Executive Committee shall constitute a quorum which is three. The Executive Committee shall have the authority to act on behalf of the Board between meetings of the Board. The Executive Committee will meet when an emergency situation demands, make decisions for the board during an emergency, notifying the full board of the emergency as soon as possible of any actions taken and decisions made.

The Executive Committee serves as the primary support for the Chief Executive Officer. The Executive Committee shall review all policies of the organization and approve any changes necessitated by changes in the law, recommend adjustments to the salary schedule and employee benefits. The Executive Committee shall be responsible for taking the lead in the recruitment of the Chief

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Executive Officer, review the performance of the Chief Executive Officer, conduct the research necessary to determine an appropriate salary and salary negotiation for the CEO, determine the appointment of an interim Chief Executive Officer and make recommendations for a replacement. The Executive Committee will participate in the development of the strategic planning process.

All action by the Executive Committee shall be reported by the Board Chairperson at the next Board meeting. Any member of the Executive Committee may require that an item brought to the Executive Committee for action be deferred and brought to the full Board for action.

Section VIII.IV:

FINANCE COMMITTEE: This Committee shall be responsible for monitoring the financial operation of the Agency to include the accurate and timely preparation of financial reports, examining the quarterly expenditure and revenue reports, reviewing and recommending the proposed annual budget and revisions, and reviewing and maintaining a system of controls adequate to safeguard the assets of the organization. Reviews and accepts the annual audit of the financial operations, ensures that the organization is adequately insured and that complete financial records are maintained. This Committee shall consist of the Treasurer and members appointed by the Chairperson.

Section VIII.V:

PROGRAM COMMITTEE: The Program Committee will assess community needs; develop and approve the strategic plan which addresses the assessed need of the priority populations, including the utilization of evidence based, best and promising practices, goals and activities, infrastructure and evaluation.

Section VIII.VI:

RECIPIENT RIGHTS ADVISORY COMMITTEE: The Board shall appoint a Recipient Rights Advisory Committee. The appointment of members and the responsibility of the committee shall be consistent with the Mental Health Code. The Committee will also serve as the Recipient Rights Appeals Committee.
MHC Section 330.1757

Section VIII.VII:

AD HOC COMMITTEE: When a matter of sufficient complexity, duration, or importance requires attention beyond that normally attainable in a regular Board or Committee meeting, the Board may establish an ad hoc committee. Special committee membership may include non-members of the Board. All non-

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members shall serve in a voluntary capacity and will not be entitled to any of the powers of Board members. The ad hoc committee shall review and make recommendations regarding a specific matter. Upon completion of the work and presentation of a final report the committee shall be formally dissolved.

Section VIII.III:

NEGLECT OF COMMITTEE MEMBER'S DUTIES: 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 for three consecutive absences or four absences within a one year period from a committee's meetings may be grounds for removal from that committee.

ARTICLE IX AMENDMENT OF BY-LAWS

Section IX.I:

AMENDMENTS AND REVISIONS: These by-laws may be amended, altered, changed, added to or repealed by the affirmative vote of a two-thirds (2/3) majority membership of the Board which is determined to be nine with written notice in writing. These by-laws shall be reviewed periodically by the Executive Committee

ARTICLE X CONFLICT OF INTEREST

Section X.I:

CONFLICT OF INTEREST: No member of the Board of Directors shall vote on matters which create a conflict of interest with the organization. A member that is a parent or guardian shall not be considered as having a conflict of interest. No member of the Board of Directors shall be an employee of the organization. Board members shall annually sign an attestation acknowledging their acceptance of the Conflict of Interest standards expected of Board members.

A conflict shall be declared when any Board member who considers himself/herself in conflict declares that conflict and abstains from voting. Any Board member may raise the question of conflict of interest, and the presiding

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officer of the Board shall make a declaration prior to the vote being taken. MHC
Section 330.1222

III. Addendums

- A. Board Member Job Description

IV. References

- A. Act No. 258 of the Public Acts of 1974 (Mental Health Code)
- B. Act No. 290 of the Public Acts of 1995
- C. Act 267 of the Public Acts of 1976 (The Open Meetings Act)
- D. Robert's Rules of Order
- E. Section 561 and 562 of the Michigan Nonprofit Corporation Act
- F. Elliott-Larson Civil Rights Act
- G. Handicappers' Civil Rights Act