

# **NORTHERN LAKES COMMUNITY MENTAL HEALTH AUTHORITY BY-LAWS**

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## **ARTICLE 1: NAME AND AUTHORITY**

### SECTION 1. NAME

The name of the organization is the Northern Lakes Community Mental Health Authority, (hereinafter called "Northern Lakes").

### SECTION 2. AUTHORITY

Northern Lakes was established under Public Act 258 of 1974 as amended (Michigan Mental Health Code), and the 2003 Enabling Resolutions adopted by the counties of Crawford, Grand Traverse, Leelanau, Missaukee, Roscommon, and Wexford.

## **ARTICLE 2: PURPOSE AND FUNCTIONS**

### SECTION 1. ORGANIZATIONAL PURPOSE

Northern Lakes is a Community Mental Health Services Program as defined in Public Act 258 as amended. As a CMHSP Northern Lakes is responsible to manage and provide a comprehensive array of mental health services and supports. Northern Lakes is a MI Choice provider. Northern Lakes is a member of the Northern Michigan Regional Entity (NMRE) along with AuSable Valley Community Mental Health Authority, Manistee-Benzie Community Mental Health Organization (d/b/a Centra Wellness Network), North Country Community Mental Health Authority, and Northeast Michigan Community Mental Health Authority. The NMRE is the Prepaid Inpatient Health Plan for the twenty-one counties served by these five Community Mental Health Service Programs. As the PIHP the NMRE contracts with the Michigan Department of Health and Human Services to manage the Specialty Services Waiver Programs approved by the Federal government and implemented concurrently by the State of Michigan to provide a comprehensive array of Medicaid mental health and substance abuse services and supports effective January 1, 2014.

### SECTION 2. BOARD PURPOSE

The purpose of the Board of Directors, hereinafter called the "Board", shall be to establish policy and to carry out the powers and duties identified in Public Act 258 of 1974 as amended.

## **ARTICLE 3: BOARD MEMBERSHIP**

Membership of the Board, appointed by the county commissions, shall be consistent with that required by Public Act 258 of 1974 as amended and as specified in the Enabling Resolution.

**ARTICLE 4: TERMS OF OFFICE, VACANCIES AND REMOVAL**

SECTION 1. TERMS

The term of office of a Board member shall be three years from April 1 of the year of Appointment other than identified initial appointments as specified in the Enabling Resolution creating Northern Lakes. Any member whose term expires will remain seated until a new member is appointed unless this provision conflicts with policy of the appointing county commission.

SECTION 2. VACANCIES

The Board shall assist the respective County Boards of Commissioners in recruitment of board member candidates to fill vacancies. This will help assure that any new appointment would meet eligibility requirements in order for the Board to remain compliant with composition requirements.

SECTION 3. REMOVAL

The Board may recommend, to the respective County Board of Commissioners, removal of any member for neglect of duty or misconduct in office. Such recommendation shall take place only after the Board member in question has had an opportunity to be heard thereon.

**ARTICLE 5: OFFICERS AND DUTIES**

SECTION 1. OFFICERS

The officers of the Board shall be a Chairperson, Vice Chairperson, Secretary, and any other officers the Board may deem necessary. Terms of office shall be for a period of one year beginning with the May Board meeting and ending when the new officers assume their duties at the following May Board meeting other than the year in which Northern Lakes was established when the term shall be for a period of eighteen months beginning from October 1. However, officers shall remain in office until their successor is elected.

SECTION 2. ELECTION OF OFFICERS

Officers shall be initially elected at the October organizational meeting of the year Northern Lakes is created and then subsequently at the May Board meeting. The Nominating and Leadership Development Committee, at the April Board meeting, shall nominate a slate of candidates for each office. Nominations may also be submitted from the Board floor. The Nominating and Leadership Development Committee shall consist of a minimum of one Board member from each county the Board represents.

**SECTION 3. SPECIAL ELECTIONS**

In cases of departure from office, the Board may hold special elections for a successor officer.

**SECTION 4. DUTIES**

- A. The Chairperson shall preside at all meetings of the Board, is responsible to assure the integrity of board process, and occasionally represents the Board to outside parties. Additionally the Chairperson will (with the approval of the Board) appoint members to Board standing or special committees and task forces; The Chairperson has the right to vote on issues.
- B. The Vice Chairperson shall preside at all Board meetings in the absence of the Chairperson, perform all duties of the Chairperson during the absence or inability of the Chairperson to act, perform all duties as prescribed by the Chairperson and shall assume the responsibilities of the Secretary in her/his absence.
- C. The Secretary shall attend all meetings of the Board and shall assure accurate minutes of all Board meetings are taken as required by the Open Meetings Act. The Secretary shall sign, after Board adoption and approval, a copy of all Board minutes and shall perform all duties of the Chair in the absence or inability of the Chairperson and Vice Chairperson to act.

**ARTICLE 6: COMMITTEES**

The Board may establish a committee structure by which to assist it in meeting Board responsibilities. The Chairperson may establish special committees or task forces as necessary. Special committee or task force membership may include non-members of the Board. All non-members shall serve in a voluntary capacity, although may receive a per diem, travel, and other expenses necessary. Non-members will not be entitled to any of the powers that come through Board membership.

**ARTICLE 7: MEETINGS****SECTION 1. MEETINGS OF THE BOARD**

The Board shall hold regular meetings each month at such times and places as the Board shall from time to time determine. The agenda and materials shall be provided to each member of the Board at least five (5) calendar days prior to each meeting and shall state the date, time, and place of such meeting. Public notice of regular meetings shall be given once for each calendar year and shall show the regular dates, time, and place of meetings. That notice shall be posted in a place visible to the public at all facilities directly operated by the Board. All notices shall comply with the Open Meetings Act. Committee meetings will also be posted as required by the Open Meetings Act.

SECTION 2. SPECIAL MEETINGS

Special meetings of the Board may be held at the call of the Chairperson, or in his or her absence, the Vice Chairperson or if requested by a combination of one board member from each of the six counties. The method by which meetings may be called is as follows:

- A. Upon receipt of specifications in writing (written communication by email or other), setting forth the date, time, place and objects of such proposed special meeting, the Secretary or Designee shall notify each Board member at least thirty-six (36) hours in advance.
- B. Further, the Secretary or Designee shall prepare a certificate stating that notice was given thirty-six (36) hours before the meeting or, in the alternative, the Board member shall sign an acknowledgment that he or she received such notice, or sign a waiver of receipt of such notice.
- C. Public notice of a special meeting or a rescheduled meeting shall be given by posting in a prominent place in all Board directly operated facilities and shall comply with the Open Meetings Act.

SECTION 3. MEETING ATTENDANCE

Board members shall attend all Board meetings as they are able. In the event of an absence advance notification is requested.

SECTION 4. QUORUM

The majority of all seated members of the assembly constitutes a quorum for the transaction of business. Whenever a majority is not present during the meeting, formal action will not be taken. For the final passage or adoption of any measure or resolution, the majority of all members must be present.

A majority of the entire membership is required to elect the Chief Executive Officer.

**ARTICLE 8: CONDUCT OF MEETINGS**

SECTION 1. ROBERT'S RULES

Robert's Rules of Order shall govern the sessions of this Board unless the by-laws conflict therewith, in which event the by-laws shall supersede as long as they are not in conflict with the Constitution and Laws of the State of Michigan.

SECTION 2. SUSPENSION OF RULES

These Roberts Rules may be temporarily suspended by a 2/3 vote of those present at any regular meeting of the Board if a quorum is present to facilitate the accomplishment of the legal objectives of the Board.

**ARTICLE 9: POWERS TO CONTRACT**

SECTION 1. AGENTS

The Board shall be authorized to employ agents to carry out its purposes consistent with the training and experience established by the Michigan Department of Health and Human Services.

SECTION 2. CONTRACTS

The Board shall be authorized to enter into contracts, consistent with the budget, not exceeding the funding period, as it deems necessary to carry out its purposes. Contracts, agreements, and other documents as approved by the Board may be executed by signature of the Board Chairperson; or by the signature of the Chief Executive Officer; or by the signature of both.

**ARTICLE 10: POWERS TO HOLD ASSETS**

SECTION 1. FINANCIAL

The Board shall be authorized to establish such bank accounts as may be necessary to carry out its purposes.

SECTION 2. PROPERTY

The Board shall receive and hold interest in such real or personal property as may in any manner be acquired, bequeathed, conveyed, granted, or given, or in any way invested in the Board in trust for its purposes.

**ARTICLE 11 - CONFLICT OF INTEREST**

SECTION 1. CONTRACT

Any Board member who shall in any way be a contractor for purposes of remuneration from this Board or its contracting agencies will make full disclosure of such fact before discussion and will refrain from discussion of and voting on any Board decision relating to that relationship.

SECTION 2. EMPLOYMENT

Employment by Northern Lakes of a Board member is prohibited.

**ARTICLE 12: BY-LAWS**

SECTION 1. AMENDMENTS

These By-Laws may be amended at any time by a 2/3 vote of the total Board at any regular meeting of the Board, provided that written notice of the proposed amendment shall be given to all members not less than five (5) calendar days prior to such meeting.

SECTION 2. DISSOLUTION

In the event it is deemed advisable that the Northern Lakes Community Mental Health Authority should be dissolved the dissolution shall be pursuant to any and all laws governing the counties served, and the Enabling Resolution.

REFERENCE AND LEGAL AUTHORITY:

Public Act 258 of 1974 as amended (Michigan Mental Health Code)  
2003 Enabling Resolutions

SUPERSEDES

<u>POLICY #</u>	<u>DATE</u>
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<u>APPROVED BY:</u>	<u>DATE:</u>
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Board of Directors	October 2, 2003
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REVIEW HISTORY:

Board of Directors	January 20, 2005
Board of Directors	March 16, 2006
Board of Directors	April 20, 2006
Board of Directors	January 15, 2009
Board of Directors	April 15, 2010
Board of Directors	May 20, 2010
Board of Directors	January 20, 2011
Board of Directors	January 19, 2012
Board of Directors	January 17, 2013
Board of Directors	February 20, 2014 Revised
Board of Directors	February 19, 2015 Revised
Board of Directors	February 18, 2016 Revised
Board of Directors	February 16, 2017 Revised
Board of Directors	January 18, 2018
Board of Directors	February 21, 2019
Board of Directors	January 16, 2020
Board of Directors	January 21, 2021
Board of Directors	January 20, 2022
Board of Directors	June 15, 2023 Revised