

**NORTHERN LAKES COMMUNITY MENTAL HEALTH AUTHORITY
BOARD BYLAWS**

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BOARD BYLAWS

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BOARD BYLAWS

ARTICLE 1: NAME AND AUTHORITY

SECTION 1. NAME

The name of the organization is Northern Lakes Community Mental Health Authority, (hereinafter referred to as NLCMHA).

SECTION 2. AUTHORITY

NLCMHA was established under Public Act 258 of 1974 as amended (Michigan Mental Health Code), and the 2003 and 2023 NLCMHA Enabling Agreements, respectively, as adopted by the member counties of Crawford, Grand Traverse, Leelanau, Missaukee, Roscommon, and Wexford.

ARTICLE 2: PURPOSE AND FUNCTIONS

SECTION 1. ORGANIZATIONAL PURPOSE

NLCMHA is a Community Mental Health Services Program (CMHSP) as defined in Public Act 258 as amended. As a CMHSP, NLCMHA is responsible to manage and provide a comprehensive array of services for residents in the region with mental health, substance use disorders (SUD), and/or intellectual/developmental (IDD) services and supports. NLCMHA is a member of a 21-county region referred to as the Northern Michigan Regional Entity (NMRE), which is the Prepaid Inpatient Health Plan (PIHP) established in 2014. This larger region includes AuSable Valley Community Mental Health Authority, Manistee-Benzie Community Mental Health Organization (d/b/a Centra Wellness Network), North Country Community Mental Health Authority, NLCMHA, and Northeast Michigan Community Mental Health Authority. As the PIHP the NMRE contracts with the Michigan Department of Health and Human Services (MDHHS) 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 mental health, SUD, and IDD services and supports to the priority populations identified by the Michigan Mental Health Code in the 21-county region.

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 each of the NLCMHA member county commissions, shall be consistent with that required by Public Act 258 of 1974 as amended and as further clarified NLCMHA Enabling Agreement.

ARTICLE 4: TERMS OF OFFICE, VACANCIES AND REMOVAL

SECTION 1. TERMS

The term of office for NLCMHA Board members shall be three years, consistent with the policies and procedures established by each of the NLCMHA member counties. Any NLCMHA Board member whose term expires will remain seated until a new member is appointed unless this provision conflicts with the policy of the appointing county commission.

SECTION 2. VACANCIES

The NLCMHA Board may assist the respective member County Boards of Commissioners in the recruitment of board member candidates to fill vacancies. This will help ensure that any new appointment would meet eligibility requirements for the Board to remain compliant with the Michigan Mental Health Code composition requirements.

SECTION 3. REMOVAL

The NLCMHA 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 by the NLCMHA Board.

SECTION 4: QUALIFICATIONS OF BOARD MEMBERS

The composition of the NLCMHA Board shall be representative of primary and secondary consumers of mental health, addiction, or I/DD services, County Commissioners from each of the NLCMHA counties, agencies and occupations having a working involvement with behavioral health services, and the general public. Five (5) of the Board members shall be primary consumers or family members, and of those five (5) Board members at least three (3) of the Board members shall be primary consumers. All Board members shall be 18 years old or older. Additional requirements for Board membership include the following:

- Six (6) members of the NLCMHA Board are required to be County Commissioners per the 2023 NLCMHA Enabling Agreement. No more than half of the total Board members may be state, county, or local public officials. For purposes of this section, public officials are defined as individuals serving in an

elected or appointed public office or employed more than 20 hours per week by an agency of federal, state, city, or local government.

- A Board member shall have his or her primary place of legal residence in the county he or she represents.
- An individual shall not be appointed to and shall not serve on the Board if he or she is one or more of the following:
 - Employed by MDHHS or the Authority.
 - A party to a contract with the Authority or administering or benefiting financially from a contract with the Authority.
 - Serving in a policy-making position with an agency under contract with the Authority.
- The Authority will notify each county of their respective vacancies on the NLCMHA Board within thirty (30) days of receiving notification of a Board member's departure. NLCMHA will also confirm to that county what type of vacancy needs to be filled, e.g., primary or secondary consumer, county commissioner, etc. The intent is to allow the rotation of the required types of appointments among the participant counties consistent with MDHHS requirements.
- If a Board member is an employee or independent contractor in other than a policy-making position with an agency with which the Authority is considering entering into a contract, the contract shall not be approved unless all of the following requirements are met:
 - The Board member shall promptly disclose his or her interest in any contract presented to the Board, which will result in personal benefit to the Board member or his or her immediate family.

SECTION 5: CONFLICT OF INTEREST

In the event that there is a NLCMHA Board member that has a conflict of interest, as discussed in section four, with a NLCMHA contract under review, the NLCMHA Board member will notify the Board chair and the NLCMHA CEO immediately. Further, any decisions made by the NLCMHA Board regarding that conflicted contract shall be approved by a vote of not less than eleven (11) of the membership of the Board in an open meeting without the vote of the Board member in question.

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, the terms of the contract, and the nature of the Board member's interest in the contract.

ARTICLE 5: OFFICERS AND DUTIES

SECTION 1. OFFICERS

The officers of the NLCMHA 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. NLCMHA Board officers shall remain in office until their successor is elected, whenever possible.

SECTION 2. ELECTION OF OFFICERS

Officers shall be elected at the at the May Board meeting. At the April Board meeting, the Nominating and Leadership Development Committee 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, and is responsible to ensure 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 the Board's standing committees, Ad hoc, special committees, and task forces.
- 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 ensure 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.
- D. The Treasurer (adopt paragraph)

ARTICLE 6: COMMITTEES

The Board may establish a committee structure by which to assist it in meeting Board responsibilities. The Chairperson may establish Ad hoc committees, 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 they 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 AND TRAINING

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, 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. BOARD MEMBER ATTENDANCE

It is required that all appointed NLCMHA Board members be available for the regular monthly meetings of the Board. All members of the NLCMHA governing board, including elected officers, shall be permitted three absences of regular Board meetings in a continuous 12-month period. Each NLCMHA Board member is to notify the NLCMHA Chair of the Board prior to the called meeting. Absences will be recorded by the Secretary in the minutes of the meeting. The Secretary shall maintain an attendance record for each meeting.

If there is an excess of three absences in a twelve-month (12) period, the NLCMHA Board Chair or his/her designee will notify the applicable county to determine if a new appointment should occur.

SECTION 4. TRAINING AND DEVELOPMENT

NLCMHA Board members agree to participate in ongoing training and development.

- A. New Board Member Orientation:** New Board members will attend an initial orientation and training session delivered by the CEO, the Chair of the NLD, or their designee prior to their first regularly scheduled Board meeting or as soon as possible thereafter. Throughout the orientation and training, new Board members will receive the following documents for review and consideration:
- Information on CMHA
 - Mission Statement and Core Values
 - Board of Director's Governance Policy Manual
 - Organizational Chart
 - Access to Board Approved Operating Policies, including Personnel and Finance
 - Board Bylaws and Enabling Agreement
 - Access to minutes of meetings for the last year
 - Most recent audit and financial statements
 - Current list and contact information of all Board Members
 - History/Brochures/Program Descriptions
 - List of Commonly Used Acronyms
 - Training on OMA and FOIA
- B. In-services for Board Members:** Continuing educational opportunities for Board members are essential for Board development. NLCMHA will also pay reasonable travel and meeting expenses to encourage Board members' maximum participation in industry-related conferences.
- C. Travel expenses will be reimbursed according to NLCMHA's Board Policy.** Board members who attend conferences will make a presentation at the next Board meeting of the new ideas and insights gained at the conference.

Ongoing Board Development: The primary Board development strategy is through materials and presentations made at a regular or special Board meeting. Such items may be included in the agenda of Board meetings. A speaker may be invited to the meeting or a Board or staff member may update the Board on a relevant topic. In addition, Board members who attend regional, state, or federal training/policy-oriented programs that are sponsored by NLCMHA will be asked to report to the full Board a summary or highlights of what they learned at those meetings.

SECTION 5. QUORUM

The majority of all seated members of the assembly constitute 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.

SECTION 6. TRANSPARENCY, PERFORMANCE, AND QUALITY ASSURANCE

The NLCMHA CEO shall provide to the NLCMHA Board the following documents:

- An Annual Report by January 1st of each year covering the prior fiscal year,
- Quarterly and annual electronic copies of the Michigan Mission-Based Performance Indicator System Reports (MMBPIS) outlining the performance of all of the Michigan CMH entities,
- A monthly Key Performance Indicator Report and, as requested,
 - Any information provided by the Northern Michigan Regional Entity (NMRE) pertaining to the NLCMHA region (e.g., outcomes, audits, etc.) will also be provided.
 - Any and all information related to the operations of NLCMHA, including, but not limited to, audit reports, corrective action plans, etc.

The NLCMHA's CEO will notify the Board and County Commissioners as soon as practical and no later than ten (10) business days from when the CEO first becomes aware of any of the following circumstances:

- Loss of insurance.
- Qualified opinion on financial audit or financial review.
- Pending or successful litigation claim against Provider.
- Loss of SUD treatment, prevention, or DEA license or MDHHS certification.
- Any change in state licensure, accreditation, or certification, including but not limited to termination, revocation, suspension, or investigation.
- IT Breach

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

Roberts Rules of Order may be temporarily suspended by a vote of at least ten (10) of the Sixteen (16) member Board.

ARTICLE 9:

DISPUTE RESOLUTION PROCESS

Occasionally, disputes may arise between NLCMHA, the NLCMHA, and member counties that cannot be resolved through amicable discussion. Any dispute related to the Bylaws of the NLCMHA or to the NLCMHA Enabling Agreement must be resolved in accordance with the NLCMHA Enabling Agreement and as outlined in the NLCMHA Board Bylaws documented in this section. Any other disputes between NLCMHA's Board and participating counties will be resolved as follows:

The Chief Executive Officer of the NLCMHA will attempt to resolve the dispute through discussion with the NLCMHA Board first.

If the dispute remains unresolved, one or more of the following parties may present the dispute to the Dispute Resolution Committee:

- The Board Chair or CEO of the NLCMHA,
- Any of the County Administrators and/or the Board Chairs of the NLCMHA member counties.

The Dispute Resolution Committee will discuss the documented dispute presented and render a written decision within thirty (30) days of receiving the (written) dispute. The Dispute Resolution Committee will have seven total members. The composition will consist of one designee from each of the participating NLCMHA counties, with the exception of Grand Traverse County, which will have two members. The Dispute Resolution Committee will select a Chair and a Vice Chair by simple majority vote of the seven voting members annually in January. Decisions rendered by the NLCMHA Oversight Committee require a majority vote of 5 (five).

If the dispute continues to be unresolved to the satisfaction of the Board Chairs, CEO of NLCMHA, the County Chairs, or Administrators of the NLCMHA member counties, those afore-mentioned parties are allowed to provide an alternative written description of a possible solution to the NLCMHA Dispute Resolution Committee. The NLCMHA Dispute Resolution Committee will have thirty (30) calendar days to review the alternative documented solution. Another vote of the NLCMHA Dispute Resolution Committee will be conducted consistent to the parameters described in the previous paragraph. The NLCMHA Dispute Resolution Committee may elect to provide the same written decision or provide a documented revision.

Notices of the meeting will be posted by each of the members of the NLCMHA Dispute Resolution Committee in their respective counties. The Dispute Resolution Committee meetings will be subject to the Open Meetings Act and will be open to public attendance. Parties to a dispute retain the right to pursue all legal remedies allowed by law.

ARTICLE 10: POWERS TO CONTRACT

SECTION 1. CONTRACTS

The Board shall review, approve, and 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, renewals, and other documents as approved by the Board may be executed by the signature of the Board Chairperson, the signature of the Chief Executive Officer, or by the signature of both.

ARTICLE 11: POWERS TO HOLD ASSETS

SECTION 1. FINANCIAL

The Board shall be authorized to establish such bank accounts and/or credit/debit cards 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 12: 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

NLCMHA Board members are prohibited from serving as employees of the organization.

ARTICLE 13: CONFLICT OF PROVISIONS

If there is any conflict between these Bylaws and the Michigan Mental Health Code, as existing or as subsequently amended, the Mental Health Code shall prevail, and those provisions of these Bylaws inconsistent therewith shall be deemed of no effect.

ARTICLE 14: HIRING OF THE NLCMHA CEO

The NLCMHA Board is required to have a minimum of eleven (11) out of sixteen (16) of the Board members—for any candidate presented for consideration to serve as CEO of NLCMHA.

ARTICLE 15: BYLAWS

SECTION 1. AMENDMENTS

These By-Laws may be amended at any time by a vote of at least ten (10) of the sixteen (16) member 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 thirty (30) calendar days prior to such meeting.

SECTION 2. DISSOLUTION

In the event it is deemed advisable that the NLCMHA 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)
- 2023 NLCMHA Enabling Agreements

APPROVED BY:

Board of Directors

DATE:

April 18, 2024

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	April 18, 2024, Revised