

BAY-ARENAC BEHAVIORAL HEALTH POLICIES AND PROCEDURES MANUAL

Chapter: 6	Medication Management		
Section: 1	Operational		
Topic: 3	<u>Med. Boxes—Transferring Medications Delivery</u>		
Page: 1 of 2	Supersedes Date: Pol: 3-18-04 Proc: 2-17-04	Approval Date: Pol: 8-19-10 Proc: 8-19-10	<hr style="border: 0; border-top: 1px solid black;"/> <i>Board Chairperson Signature</i> <hr style="border: 0; border-top: 1px solid black;"/> <i>Chief Executive Officer Signature</i>
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Policy

Bay-Arenac Behavioral Health Authority (BABHA) is committed to carrying out its services in a manner consistent with its Mission, Vision, Values and Strategic Plan, including adherence to a high standard of patient or consumer safety practices, ~~which includes the transfer of medications prescribed by a licensed prescribing professional into a Med Box by a Nurse.~~

Purpose

This policy and procedure is established to ensure that appropriate standards and practices are maintained and enforced regarding Med Boxes by the Michigan Public Health Code (MPHC).

Applicability

- All BABHA Staff
- Selected BABHA Staff, as follows: All Clinical, Clinical Management, Ancillary Care
- All Contracted Providers: Policy Only Policy and Procedure
- Selected Contracted Providers, as follows:
 - Policy Only Policy and Procedure
- BABHA's Affiliates: Policy Only Policy and Procedure
- Other:

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SUBMISSION FORM				
AUTHOR/ REVIEWER	APPROVING BODY/COMMITTEE/ SUPERVISOR	APPROVAL /REVIEW DATE	ACTION (Deletion, New, No Changes, Replacement or Revision)	REASON FOR ACTION - If replacement list policy to be replaced
M. Bartlett	M. Bartlett	08/17/09	Revision	Format updated
M. Bartlett	M. Bartlett	06/22/10	Revision	To reflect all prescribing professionals.
S. VanParis	J. Kreiner	06/01/15	No Changes	Triennial Review
K. Plamer	K. Palmer	10/12/18	No Changes	Triennial Review
S. Van Paris	K. Palmer	8/31/2021	No changes	Triennial Review
S. Van Paris	HPC	8/21/24	Revision	Changes to reflect current process

**BAY-ARENAC BEHAVIORAL HEALTH AUTHORITY
POLICIES AND PROCEDURES MANUAL**

Chapter: 4	Care and Treatment Services		
Section: 15	Emergency Services		
Topic: 12	Miranda		
Page: 1 of 1	Supersedes Date: Pol: Proc:	Approval Date: Pol: 3-18-04 Proc: 2-16-09	<hr/> <i>Board Chairperson Signature</i> <hr/> <i>Chief Executive Officer Signature</i>
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<small>Policy applies to: 4-15-1, 4-15-12, 4-15-14, 4-15-15, 4-15-16, 4-15-17, 4-15-18, 4-15-19, 4-15-20, 4-15-21, 4-15-22, 4-15-23, 4-15-24, 4-15-25, 4-15-26, 4-15-27, 4-15-28</small>			

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Policy

It is the policy of Bay-Arenac Behavioral Health Authority (BABHA) that the philosophy, services, and basic procedures for Emergency and Access Services (EAS) will be established and delineated.

Purpose

This policy and procedure is established to ensure that all individuals have their treatment rights explained to them prior to preadmission screening by EAS staff. EAS staff will recite the Miranda statement (either Voluntary or Involuntary) verbatim to all individuals presenting for preadmission screening.

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AUTHOR/ REVIEWER	APPROVING BODY/COMMITTEE/ SUPERVISOR	APPROVAL /REVIEW DATE	ACTION (Deletion, New, No Changes, Replacement or Revision)	REASON FOR ACTION - If replacement list policy to be replaced
A. Folsom	M. Swank	02/16/09	Revision	Created procedure for Miranda rights. Created protocol into current Policy and Procedure format
K. Withrow K. Moore	M. Swank	09/16/13	Revision	Triennial review: Updated job title
M. Dixon K. Moore		6/11/18	No Change	Triennial Review.
S. Krasinski	J. Hahn	8/20/21	Revision	Triennial Review, minor changes
<u>S. Krasinski</u>	<u>J. Hahn</u>	<u>9/30/24</u>	<u>Archive</u>	<u>Policy is no longer relevant and applicable.</u>

BAY-ARENAC BEHAVIORAL HEALTH AUTHORITY POLICIES AND PROCEDURES MANUAL

Chapter: 4	Care and Treatment Services		
Section: 14	North Bay Center		
Topic: 9	Medication Changes		
Page: 1 of 2	Supersedes: Pol: Proc: 9-30-06, 2-17-04, 9-22-99	Approval Date: Pol: 3-18-04 Proc: 11-1-18	<hr/> <i>Board Chairperson Signature</i>
<small>Policy applies to: 4-14-1, 4-14-2, 4-14-3, 4-14-4, 4-14-6, 4-14-9, 4-14-10, 4-14-11, 4-14-13, 4-14-14, 4-14-15, 4-14-17, 4-14-18, 4-14-19, 4-14-21, 4-14-23, 4-14-27, 4-14-28, 4-14-29</small>			
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DO NOT WRITE IN THE SHADED AREAS ABOVE

Policy

It is the policy of Bay-Arenac Behavioral Health Authority (BABHA) that procedures are established for the North Bay Center.

Purpose

This policy and procedure was established to ensure a safe procedure for medication dispensing.

Education Applies to

- All BABHA Staff
- Selected BABHA Staff, as follows: Direct Care (e.g. respite, day prog.)
- All Contracted Providers: Policy Only Policy and Procedure
- Selected Contracted Providers, as follows:
 - Policy Only Policy and Procedure
- Other:

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P. Carlson	E. Albrecht	09/16/13	No Changes	Triennial review: no changes to policy and procedure.
C Pennell	K. Amon	11/1/18	Revision	Triennial Review
<u>H. Beson</u>	<u>C. Pinter</u>	<u>9/24/24</u>	<u>Archive</u>	<u>This policy is being archived due to no longer being in effect.</u>

BAY-ARENAC BEHAVIORAL HEALTH AUTHORITY POLICIES AND PROCEDURES MANUAL

Chapter: 4	Care and Treatment Services		
Section: 14	North Bay Center		
Topic: 14	Infection Control/Safety and Health		
Page: 1 of 2	Supersedes: Pol: Proc:5-5-10, 9-30-06, 2-17-04, 9-22-99	Approval Date: Pol: 3-18-04 Proc: 11-1-18	<hr/> <i>Board Chairperson Signature</i>
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Policy

It is the policy of Bay-Arenac Behavioral Health Authority (BABHA) that procedures are established for the North Bay Center.

Purpose

This policy and procedure was established to ensure a safe, clean environment at the North Bay Center.

Education Applies to

- All BABHA Staff
- Selected BABHA Staff, as follows: Direct Care (e.g. respite, day program), Clinical Staff and Clinical Management
- All Contracted Providers: Policy Only Policy and Procedure
- Selected Contracted Providers, as follows:
 - Policy Only Policy and Procedure
- Other:

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AUTHOR/ REVIEWER	APPROVING BODY/COMMITTEE/ SUPERVISOR	APPROVAL /REVIEW DATE	ACTION (Deletion, New, No Changes, Replacement or Revision)	REASON FOR ACTION - If replacement list policy to be replaced
P. Carlson	P. Carlson	05/05/10	Revision	Updated to Person First Language

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P. Carlson	E. Albrecht	09/16/13	Revision	Triennial review: No substantive changes to policy and procedure – only minor word changes.
C. Pennell	K. Amon	11/1/18	Revision	Triennial review
H. Beson	C. Pinter	9/24/24	Archive	This policy is being archived due to no longer being in effect.

**Bay-Arenac Behavioral Health
Proposed MSHN Bylaw Revisions
10-9-24**

Executive Summary

1. Changes to Preamble, pg.1
Remove language suggesting that the Operating Agreement takes precedence over the Bylaws
2. Changes to Powers, 3.1.1, pg. 2
Add reference to MSHN responsibility for substance use disorder funding
3. Changes to Powers, 3.1.3, pg. 3
Delete the following: "...including without limitation a contract..."
4. Changes to Quorum and Voting, 4.12, pg. 5
Revise to reflect most current Open Meeting Act requirements
5. Changes to Compliance with Laws, 4.15, pg. 6
Revise to include reference to additional anti-discrimination laws
6. Changes to 5.10, 5.11 and 5.12, pgs. 7-8
Deletion of duplicate parliamentary references

1 **MID-STATE HEALTH NETWORK BYLAWS**

2 **ARTICLE I**
3 **FORMATION**

4
5 **Preamble.** The Entity is formed for the purpose of carrying out the provisions of
6 the Mental Health Code as set forth in these Bylaws and the Operating Agreement,
7 relative to serving as a prepaid inpatient health plan, as defined in 42 CFR 438.2
8 (“PIHP”), to manage the Medicaid Specialty Support and Services Concurrent
9 1915(b)/(c) Waiver Programs (“Medicaid”); ensuring a comprehensive array of services
10 and supports as provided in the PIHP Medicaid Contract with MDCH; and exercising the
11 powers and authority set forth in these Bylaws and the Operating Agreement. The
12 Entity’s primary mission is to organize its actions in a manner that preserves the local
13 public community mental health safety net, ensure access to Medicaid services for all
14 citizens, and support the delivery of locally accountable health care services by the
15 participating members. ~~If there is any conflict between the Operating Agreement and~~
16 ~~these Bylaws, the Operating Agreement shall apply.~~ The Operating Agreement is
17 incorporated by reference herein and attached hereto as Attachment 1.
18

Commented [JS1]: Recommend removal of this sentence as bylaws properly supersede operating agreement as well as reinforced as a CMHSP reserved power any change to the operating agreement per 2.3.2 below.
Commented [TP2R1]: Concur with deletion for reason stated.

19 **Definitions.**

20
21 The definitions contained in the Operating Agreement shall be incorporated by
22 referenced here.
23

24 **ARTICLE II**
25 **THE CMHSP PARTICIPANTS**

26
27 2.1 **CMHSP Participants.** The CMHSP Participants of the Entity shall be community
28 mental health services programs, organized and operated as a community mental health
29 authority, county community mental health agency or community mental health
30 organization, whose designated service areas are within the Service Area and who have
31 entered into the Operating Agreement.
32

33 2.2 **CMHSP Participant Vote.** The CMHSP Participants of the Entity will each have
34 one (1) vote on those matters reserved to the CMHSP Participants in Section 2.3. The
35 CMHSP Participant’s vote shall be conveyed in the form of duly adopted written
36 resolutions of the governing body of each of the CMHSP Participants.
37

38 2.3 **CMHSP Participant Reserved Powers.** Each CMHSP Participant shall possess
39 the powers and rights retained and reserved to the CMHSP Participants under these
40 Bylaws which shall include the power to approve the following:
41

42 2.3.1 All amendments, restatements or adoption of new bylaws;

43
44 2.3.2 The Operating Agreement, any amendment thereto and its termination;

- 45
46 2.3.3 Any proposal of the Entity related to merger, consolidation, joint venture or
47 formation of a new organization;
48
49 2.3.4 The termination of the Entity and distribution of assets and liabilities, if any;
50
51 2.3.5 The issuance of debt which exceeds certain threshold amounts established
52 for the Entity by the CMHSP Participants in the Operating Agreement;
53
54 2.3.6 Secured borrowings and unsecured borrowings in excess of amounts
55 established in the Operating Agreement by the CMHSP Participants; and
56
57 2.3.7 The sale, transfer or other disposition of substantially all of the assets of
58 the Entity.
59

60 2.4 **New CMHSP Participants.** New CMHSP Participants to the Entity may be added
61 pending written support from the State for purposes of preserving the community mental
62 health system. If addition of these new CMHSP Participants to the Entity is not required
63 by the State, it is seen as within the sole discretion of the existing CMHSP Participants.
64 Thus when not required by the State, the addition of new CMHSP Participants to the
65 Entity requires the approval of two-thirds (2/3) of the governing bodies of the existing
66 CMHSP Participants, conveyed via a duly adopted written resolution of these governing
67 bodies. New CMHSP Participants added to the Entity will be entitled to any membership
68 or governance rights in the same manner as the existing CMHSP Participants. Any new
69 CMHSP Participants added under this section will forward any claims to existing
70 Medicaid risk reserves to the Entity on a pro-rated basis upon date of admission as
71 negotiated with MDCH.
72

73 **ARTICLE III**
74 **POWERS**
75

76 3.1 **Powers.** Except as otherwise stated in these Bylaws, the Entity's powers are
77 limited to the following, all of which are provided under MCL 330.1204b(2):
78

79 3.1.1 The power to contract with the State to serve as the Medicaid specialty
80 service prepaid inpatient health plan and as the Department-designated
81 community mental health entity for substance use disorder services coordinating
82 agency for the Service Area including the responsibility and authority to ensure
83 compliance with related federal and State contract requirements;
84

85 3.1.2 The power to accept funds, grants, gifts, or services from the federal
86 government or a federal agency, the State or a State department, agency,
87 instrumentality, or political subdivision, or any other governmental unit whether or
88 not that governmental unit participates in the Entity, and from a private or civic
89 source;
90

Commented [JS3]: Confirm whether all powers listed in 1204(b) are included in these bylaws.

Commented [TP4R3]: The powers expressly stated in MCL 330.1204b(2)(b) - (e) are included. The power expressed in MCL 330.1204b(2)(a) is not stated in the Bylaws, which could be added to state: "The power, privilege or authority that the CMHSP Participants share in common and may exercise separately." Even so, MCL 330.1204b(2)(a) states that this power applies whether or not that power, privilege or authority is specified in the bylaws.

Commented [JS5]: Confirm whether this term exists any longer; information is that is has been replaced by the term "designated community mental health entity" to refer to PIHPs obligations to administer and manage the SUD benefit(s) in the region.

Commented [TP6R5]: Should be revised as set forth to comport with statutory changes.

91 3.1.3 The power to enter into contracts ~~including without limitation a contract~~ with
92 a CMHSP Participant for any service to be performed for, by, or from the CMHSP
93 Participant;

94
95 3.1.4 The power to create a risk pool and take other actions as necessary to
96 reduce the risk that the CMHSP Participants otherwise bear individually;

97
98 3.1.5 The power to review, alter and approve annual capital and operating
99 budgets and strategic plans of the Entity; and

100 3.1.6 The power to appoint and remove the Chief Executive Officer of the Entity.
101

102
103 3.2 **Entity Actions.** The manner by which the Entity's purposes will be accomplished
104 and powers will be exercised shall be through the actions of the CMHSP Participants as
105 provided in Article II and through the actions of the Board as set forth in these Bylaws or
106 as delegated by the Board to officers, committees or other agents.

107
108 3.3 **CMHSP Participant Retained Powers.** CMHSP Participants shall retain all
109 powers, rights and authority afforded community mental health services programs,
110 organized and operated as county mental health authorities, agencies or organizations
111 under the Mental Health Code. Only the powers and authority specifically delegated to
112 the Entity under these Bylaws and as further defined under an Operating Agreement to
113 be entered into by the CMHSP Participants are transferred to the Entity.
114

115
116 **ARTICLE IV**
117 **ENTITY BOARD OF DIRECTORS**
118

119 4.1 **General Powers.** The business, property, and affairs of the Entity shall be
120 managed by the Board.

121
122 4.2 **Number.** There will be twenty-four (24) Entity Board members.
123

124 4.3 **Appointment.** The CMHSP Participants shall appoint members of the Entity
125 Board. Each CMHSP Participant will appoint two (2) members to the Entity Board. The
126 appointment becomes effective upon receipt by the Entity Board of a duly adopted
127 written resolution of the CMHSP Participant's governing body.
128

129 4.3.1 A Board member shall have his or her primary place of residence in the
130 CMHSP Participant's Service Area;

131
132 4.3.2 A Board member shall not be an employee of the Department of
133 Community Health or a community mental health services program;
134

Commented [JS7]: Confirm whether the phrase "including without limitation" is in 1204(b) and if not, what is the rationale for including it?

Commented [TP8R7]: The phrase is not stated in MCL 330.1204b(2), and may be deleted.

135 4.3.3 A Board member shall not be a party to a contract with a community mental
136 health program or administering or benefitting financially from a contract with a
137 community mental health services program;
138

139 4.3.4 A Board member shall not serve in a policy making position with an agency
140 under contract with a community mental health services program;
141

142 4.3.5 At least one (1) board member from each CMHSP Participant shall be a
143 primary consumer or family member of a primary consumer as defined in the
144 Michigan Mental Health Code;
145

146 4.3.6 If the Entity is a Department-Designated Community Mental Health Entity,
147 as defined in Section 100a(22) of 2012 P.A. 500, the Board shall also consist of
148 representatives of mental health, developmental or intellectual disabilities and
149 substance use disorder services as required under Section 287 of 2012 P.A. 500;
150 and
151

152 4.3.7 Notwithstanding anything to the contrary in these Bylaws, any board
153 member of the CMHSP Participants may also serve on the Entity Board.
154

155 4.4 **Term.** The term of office for an Entity Board member shall be three (3) years from
156 May 1st of the year of appointment. The initial Entity Board appointments will be
157 staggered into one (1) year, two (2) year and three (3) year terms.
158

159 4.5 **Removal.** At any time a CMHSP Participant may appoint, remove, or replace its
160 appointees to the Entity Board without cause. The removal becomes effective upon
161 receipt by the Entity Board of a duly adopted written resolution of the CMHSP
162 Participant's governing body.
163

164 4.6 **Resignation.** An Entity Board member may resign at any time by providing
165 notification to the appointing CMHSP Participant. The resignation will be effective upon
166 receipt of the notice by the CMHSP Participant or at a later time as designated in the
167 notice.
168

169 4.7 **Board Vacancies.** A vacancy on the Entity Board may occur through death,
170 removal or resignation of the Board member. A vacancy shall be filled for an unexpired
171 term by the CMHSP Participant in the same manner as the original appointment.
172

173 4.8 **Annual Meeting.** An annual meeting of the Entity Board of Directors will be held
174 each year at such time and place as designated by the Board.
175

176 4.9 **Regular Meetings.** The Entity Board of Directors will hold regular meetings on at
177 least a quarterly basis at a time and location as determined by the Board. Notice in
178 writing of each meeting shall be given to each Entity Board member by email or U.S.
179 Mail at least five (5) days prior to each meeting and include the date, time and place of

180 such meeting. Proper notice shall be given to the public pursuant to the Open Meetings
181 Act, 1976 P.A. 267, as amended.

182
183 4.10 **Special Meetings.** Special Meetings of the Entity Board of Directors may be held
184 at the discretion of the Chairperson or Vice Chairperson in the Chairperson's absence.
185 Notice in writing of each special meeting shall be given to each Board member by email,
186 fax, or U.S. Mail at least 48 hours prior to each meeting and include the date, time,
187 agenda topics and place of such meeting. The MSHN Executive Assistant shall post at
188 least 18 hours before the special meeting a public notice, as required by 1976 P.A. 267.

189
190 4.11 **Waiver of Notice.** The attendance of an Entity Board member at a Board meeting
191 shall constitute a waiver of notice of the meeting, except where a Board member attends
192 a meeting for the express purpose of objecting to the transaction of any business
193 because the meeting is not lawfully convened. In addition, the Entity Board member may
194 submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

195
196 4.12 **Quorum and Voting.** The presence of thirteen (13) members of the Board of
197 Directors shall constitute a quorum for the transaction of business by the Entity Board.
198 Actions voted on by a majority of Entity Board members present at a meeting where a
199 quorum is present shall constitute authorized actions of the Board, excepting, however,
200 to adopt a budget, to hire/fire/discipline the CEO or to recommend changes to the
201 Bylaws or Operating Agreement, it shall require thirteen (13) votes. Board members are
202 considered present for the purposes of voting (a) if they are physically present during the
203 meeting, or (b) if not physically present due to military duty, or as otherwise permitted
204 under the Open Meetings Act, are present via telephone, teleconference,
205 videoconference, or other similar means, through which all Board members participating
206 can communicate with each other, for the entire duration of the discussion which is the
207 subject of the motion and/or vote, subject to the following requirement:

208
209 **A. Physical Presence.** A Board member may participate in a Board meeting
210 without being physically present only if a quorum of the Board of Directors is
211 physically present at a duly constituted Board meeting and the board member
212 meets the exceptions codified in the Open Meetings Act.

213
214 4.13 **Compensation and Expenses.** Entity Board members shall be paid per diem
215 and mileage expenses as fixed by the Entity Board.

216
217 4.14 **Conflict of Interest Policy.** The Entity Board of Directors shall adopt and adhere
218 to a conflict of interest policy which shall require, among other things, the disclosure to
219 the Board Chairperson and any committee chairperson any actual or possible conflicts of
220 interest. All Board members will annually disclose any conflicts of interest while serving
221 on the Board.

222
223 4.15 **Compliance with Laws.** The Entity and its CMHSP Participants, Board, officers
224 and staff shall fully comply with all applicable laws, regulations and rules, including

Commented [JS9]: Recommend revisions to update to current OMA status or for more generic language such as "comply with the OMA"

Commented [TP10R9]: Recommend updating language to comport with current state of the law, with flexibility if further change allows for broader remote participation.

Commented [JS11]: Consider adding the following: MSHN and the Counties, as required by law, shall not discriminate against any Board member or applicant for appointment to the Board because of race, color, religion, sex (including gender identity or expression, sexual orientation and pregnancy), genetic information, national origin, age, disability, veteran status, marital status, or any other characteristic protected by law that is unrelated to the individual's ability to perform the duties of a particular job. Breach of this section shall be regarded as a material breach of this Agreement.

Commented [TP12R11]: This language is statutorily mandated for contracts, but is not necessary or appropriate for bylaws. You could add reference to the applicable civil rights laws.

225 without limitation 1976 P.A. 267, as amended (the "Open Meetings Act"), ~~and~~ 1976 P.A.
226 422, as amended (the "Freedom of Information Act"), 1976 P.A. 453, as amended (the
227 "Elliott-Larsen Civil Rights Act"), and 1976 P.A. 220, as amended (the "Persons With
228 Disabilities Civil Rights Act"). The Entity shall develop compliance policies and
229 procedures. In the event that any noncompliance is found, immediate corrective action,
230 as defined in the Operating Agreement, shall be taken by the appropriate source to
231 ensure compliance.

232
233 **ARTICLE V**
234 **COMMITTEES**

235
236 5.1 **Powers.** The Entity Board of Directors, by resolution adopted by vote of the
237 majority, may designate one (1) or more committees, each committee shall consist of
238 one (1) or more Board members and other appointed members. A committee designated
239 by the Entity Board of Directors will be given proper instructions necessary to discharge
240 the committee's responsibilities. All committees will forward any recommendations to the
241 full Board for consideration.

242
243 5.2 **Type of Committees.** All committees authorized by the Entity Board of Directors
244 will be considered Ad Hoc and time-limited to discharge the identified responsibilities.
245 The Chairperson of the Entity Board will designate individual appointments to
246 committees and membership may include any interested individuals considered
247 necessary to fulfill the responsibilities of the committee.

248
249 5.3 **Meetings.** Committees shall meet as directed by the Entity Board and meetings
250 shall be governed by the same rules of order and documentation requirements as the
251 Board of Directors. Minutes shall be recorded at each committee meeting and shall be
252 presented to the Entity Board of Directors.

253
254 5.4 **Parliamentary Authority.** Robert's Rules of Order, shall govern all questions of
255 procedures which are not otherwise provided by these Bylaws, or by State law.

256
257 5.5 **Convening Of Committees And Minutes Requirements.** Meetings of a
258 committee, sub-committee or special committee (hereinafter referred to as "committee")
259 may be convened by its chairperson or by a majority of its members at any time upon
260 reasonable notice to its members (but not less than 48 hours prior notice given to each
261 member by personal delivery, email, mail or fax) and to the chairperson of the Board,
262 provided said notice complies with the requirements of the Open Meetings Act, 1976
263 P.A. 267. All committee meetings shall be open to the public, with the exception of
264 closed meetings as provided by the Open Meetings Act, 1976 P.A. 267. Each committee
265 shall prepare an agenda.

266
267 Minutes shall be kept on file in the office of MSHN. Every committee shall provide
268 an opportunity for the public to be heard at the beginning and end of the agenda.
269 Members of the public may address the Board or Committee for up to three (3) minutes.
270 Individuals desiring to speak shall be required to identify themselves.

271
272 5.6 **Order of Precedence of Motions.** When a motion is seconded and before the
273 Board and/or a Committee, no other motion shall be received except the following:

- 274
275 a. To fix the time to which to adjourn
276 b. To adjourn
277 c. For the previous question
278 d. To lay on the table
279 e. To postpone indefinitely
280 f. To postpone to a date certain
281 g. To refer
282 h. To amend

283
284 These motions shall have precedence in the order as above named.

285
286 5.7 **Motions to Adjourn.** A motion to adjourn shall always be in order except while a
287 vote is being taken on any other motion already before the Committee or Board, or
288 when a member has the floor; provided, that there shall be other intervening business or
289 a change in the circumstances between the two motions to adjourn.

290
291 5.8 **Motions to Reconsider.** A motion for the reconsideration of any question shall
292 be in order if made on the same day or at the Committee or Board meeting next
293 succeeding that on which the decision proposed to be reconsidered was made;
294 providing, however, that a second reconsideration of any question or a reconsideration at
295 a later date may be had with the consent of two-thirds (2/3) of the members elected and
296 serving, but in such event the moving member shall file written notice of his/her intention
297 to move for a reconsideration in the office of the MSHN at least one day before making
298 such a motion.

299
300 5.9 **Reports and Motions Requiring Signatures.** All reports of Committees shall be
301 in writing and the names of the members of such Committees concurring in such reports
302 shall be noted thereon. Every written resolution or motion shall have noted the name of
303 the member or members introducing the same.

304
305 ~~5.10 **Division of Question.** Upon request by any member, any question before the~~
306 ~~Committee or Board may be divided and separated into more than one question;~~
307 ~~provided, however, that such may be done only when the original is of such a nature that~~
308 ~~upon division, each of the resulting questions is a complete question permitting~~
309 ~~independent consideration and action.~~

310
311 ~~5.11 **Appeal From Decision Of Chairperson.** When an appeal is taken from the~~
312 ~~decision of the Chairperson, the member taking the appeal shall be allowed to state~~
313 ~~his/her reason for doing so. The question shall be then immediately put in the following~~
314 ~~form: "Shall the ruling of the Chairperson be sustained?" The question shall be~~
315 ~~determined by a majority vote of the members present, except the Chairperson, upon the~~
316 ~~request of any member, shall not preside over such a vote.~~

317 ~~5.12 **Motion To Clear The Floor.** If, in the judgment of the Chairperson, there is a~~
318 ~~confusion of parliamentary procedure existing, the Chairperson shall have the right to~~
319 ~~request a "motion to clear the floor" which motion, if made and seconded, shall be~~
320 ~~undebatable, shall take precedence over all other motions, shall be forthwith put by the~~
321 ~~Chairperson, and, if carried, shall clear the floor completely and with the same effect as if~~
322 ~~all matters on the floor were withdrawn. The motion to clear the floor shall not be~~
323 ~~reconsidered; but its passage shall not limit the right of any member to move the~~
324 ~~reconsideration of any other matter in the same manner as, but for the passage of the~~
325 ~~motion to clear the floor, would be in accordance with these Rules.~~

Commented [JS13]: Confirm whether these parliamentary provisions are required in the bylaws, recommended, or can be removed.

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ARTICLE VI

OFFICERS

6.1 **Officers.** The officers of the Entity shall be elected by the Board of Directors and shall also be members of the Board. The initial officers shall be a Chairperson, Vice Chairperson, and a Secretary. Officers will be annually elected by authorized vote of the Board of Directors. The Entity Board may choose to elect other officers as the Board deems appropriate and necessary to complete the business of the Board. At any given time, either the Chairperson or Vice Chairperson of the Entity Board shall be a primary consumer or family member of a primary consumer as defined in the Michigan Mental Health Code.

6.2 **Appointment.** The election of officers of the Entity will occur during the annual meeting of the Board of Directors. The Entity Board will appoint a nominating committee for the annual meeting for the purpose of recommending officer candidates to the full Board to serve during the next twenty-four (24) month period.

6.3 **Term of Office.** The term of office of all officers will commence upon their election and continue for a two (2) year term without limitation on an officer's possible re-election to office. An officer may resign at any time upon written notice to the Entity Board of Directors. Notice of resignation is effective on receipt or at a time designated in the notice.

6.4 **Vacancies.** A vacancy in any office for any reason may be filled by the Entity Board of Directors. The acting officer shall fill the unexpired term of the vacancy until the next annual meeting of the Entity Board.

6.5 **Removal.** An officer elected by the Entity Board of Directors may be removed from office prior to completion of the annual term with cause by two-thirds (2/3) majority vote of the Entity Board.

6.6 **Chair.** The Chairperson shall preside at all Entity Board meetings. The Chairperson shall have the power to perform duties incident to the office.

Commented [TP14R13]: Sections 5.10 - 5.12 are not required, and may be removed. They may not be necessary, as the Bylaws designate Robert's Rules of Order as parliamentary authority in Sec. 5.4. The provisions in Secs. 5.10 and 5.11 are covered by Robert's Rules, but there is additional specificity in Sec. 5.11 as to the Chairperson presiding over an appeal. The provision of Sec. 5.12 may not have a clear parallel in Robert's Rules. Deletion of one or more of these sections is a matter of the Board's discretion.

363 6.7 **Vice Chair**. The Vice Chairperson shall have the power to perform duties of the
364 Chair if the Chairperson is absent or unable to perform his or her duties until otherwise
365 directed by the Entity Board.
366

367 6.8 **Secretary**. The Secretary shall ensure completion of minutes of the Entity Board
368 meetings, ensure that the notice of meetings is given to Board members as required by
369 law or these Bylaws, ensure the safe storage of Entity records, ensure the maintenance
370 of a register of names and addresses of all Board members and ensure the completion
371 of all required administrative filings as required by the Entity's legal structure, including
372 compliance with the Open Meetings Act.
373

374 6.9 **Other Officer Employment and Positions**. An officer of the Board elected by
375 the Board of Directors may concurrently hold another office with a CMHSP Participant's
376 governing body. An officer of the Board may not hold more than one (1) office with the
377 Entity at any time.
378

379
380 **ARTICLE VII**
381 **STAFF POSITIONS**
382

383 7.1 **Chief Executive Officer**. The Chief Executive Officer of the Entity will have full
384 managerial and operational authority of the Entity as delegated to that position by the
385 Entity Board of Directors. The Chief Executive Officer will be appointed by the Board of
386 Directors and may be a paid employee of the Entity. The Chief Executive Officer shall
387 have the power to perform duties incident to the office as may be assigned by the Entity
388 Board.
389

390 7.2 **Chief Financial Officer**. The Chief Financial Officer of the Entity shall serve as
391 the fiscal officer as defined in MCL 330.1204b. The Chief Financial Officer shall have
392 charge and custody over Entity funds and securities, maintain accurate records of Entity
393 receipts and disbursements, deposit all moneys and securities received by the Entity at
394 such depositories in the Entity's name that may be designated by the Board and perform
395 all duties incident to the office and as assigned by the Chief Executive Officer. The Chief
396 Financial Officer has the responsibilities set forth in MCL 330.1204b and will be
397 responsible for receiving, depositing, investing and disbursing the Entity's funds in the
398 manner authorized by these Bylaws and Board of Directors in accordance with the
399 Entity's Operating Agreement.
400

401 7.3 **Other Positions as Approved by the Board**. The Chief Executive Officer will
402 recommend other staff positions for the Entity as necessary to fulfill the managerial
403 responsibilities of the Entity. The Board of Directors will retain the authority to approve or
404 disapprove any positions recommended by the Chief Executive Officer which are not
405 budgeted.
406

407 7.4 **Restrictions.** While serving as the Entity's Chief Executive Officer or the Chief
408 Financial Officer (or the Chief Operating Officer or Chief Information Officer if any), those
409 individuals shall not hold any position with any CMHSP Participants.

410
411 7.5 **Other Administration Activities.** The Entity Board and/or its designee will, on
412 an ongoing basis, consider possible administrative efficiencies where appropriate.

413
414 **ARTICLE VIII**
415 **REPORTS/CONTRACTS**

416
417 8.1 **Authority for Entity Documents.** All entity documents (including
418 agreements, insurance and annuity contracts, qualified and nonqualified deferred
419 compensation plans, checks, notes, disbursements, loans and other debt obligations)
420 shall not be signed by any employee, contractual staff, officer, designated agent or
421 attorney-in-fact unless authorized by the Entity Board of Directors, adopted policies and
422 procedures or these Bylaws. When the execution of any contract or other instrument has
423 been authorized by the Board without specification of an executing officer, the
424 Chairperson, Secretary or Chief Executive Officer may execute the same on behalf of
425 the Entity. The Entity Board shall have the authority to designate other officers and
426 agents who will have authority to execute any instrument or document on behalf of the
427 Entity. The entity documents referenced in this section include, but are not limited to, a
428 contract involving the acquisition, ownership, custody, operation, maintenance, lease, or
429 sale of real or personal property and the disposition, division or distribution of property
430 acquired through execution of the contract.

431
432 8.2 **Financial Accountability.** On an annual basis, after the completion of each
433 fiscal year, the Entity Board will engage an independent public accounting firm to
434 conduct an independent audit of all of the Entity's receipts and disbursements.

435
436 8.3 **Reports.** All reports included in these Bylaws or otherwise required by the
437 Board from time to time will be presented to the Board by delivery of same to the Chief
438 Executive Officer, who shall be responsible for distributing such reports to the Board of
439 Directors. Each report will be presented by the Chairperson to the Entity Board of
440 Directors at a meeting of the Board for discussion and approval or other actions as may
441 be required. In addition, the Chief Executive Officer of the Entity on behalf of the Board
442 will provide an annual report of its activities to each CMHSP Participant.

443
444 **ARTICLE IX**
445 **IMMUNITY/LIABILITY/INSURANCE**

446
447 9.1 **Governmental Immunity.** All the privileges and immunities from liability and
448 exemptions from laws, ordinances, and rules provided under MCL 330.1205(3)(b) of the
449 Mental Health Code to county community mental health services programs and their
450 Board members, officers, and administrators, and county elected officials and employees
451

452 of county government are retained by the Entity and the Entity's Board members,
453 officers, agents, and employees, as provided in MCL 330.1204b(4).

454
455 9.2 **Liability.** Liability insurance shall be maintained at all times to cover the Board of
456 Directors, the organization, its employees, and its officers. Such coverage shall be in an
457 amount acceptable to the Board.

458 9.2.1 Each CMHSP Participant and the Regional Entity will obtain its own legal
459 counsel and will bear its own costs including judgments in any litigation which may
460 arise out of its activities to be carried out pursuant to its obligations under these
461 Bylaws or any agreement between the CMHSP Participants or the CMHSP
462 Participants and the Entity. It is specifically understood that no indemnification will
463 be provided in such litigation.

464 9.3 **Insurance.** The Entity may purchase and maintain insurance on behalf of any
465 person who is or was an Entity Board member, officer, employee or representative of the
466 Entity, against any liability asserted against the person and incurred by him or her in any
467 such capacity or arising out of his or her status as such, whether or not the Entity would
468 have power to indemnify the person against such liability under these Bylaws or the laws
469 of the State of Michigan.

470
471 **ARTICLE X**
472 **FISCAL YEAR**

473
474 The fiscal year of the Entity shall be from October 1 through September 30.

475
476 **ARTICLE XI**
477 **AMENDMENTS**

478
479 Any action by the CMHSP Participants to amend or repeal these Bylaws, or adopt new
480 Bylaws will require approval by two-thirds (2/3) vote of the existing CMHSP Participants
481 in the form of duly adopted written resolutions from their respective governing bodies, to
482 be binding upon the Entity. Notice setting forth the terms of the proposed amendment or
483 repeal shall be given in accordance with any notice requirement for a meeting of the
484 Entity Board of Directors. No amendment to these Bylaws shall be effective until filed as
485 provided in Article XII.

486
487 **ARTICLE XII**
488 **FILING BYLAWS**

489
490 These Bylaws, including any amendment, shall be effective only after being duly adopted
491 in accordance with MCL 330.1204b(1) and subsequently filed with the clerk of each
492 county in which the CMHSP Participants are located and with the Michigan Secretary of
493 State.

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