

MEMORANDUM

To: Bylaw Committee

From: Sara K. McRae, Executive Assistant to the CEO

Date: November 12, 2025

Re: 2025 Bylaw Review Process

The Bylaws Committee meet on June 11, 2025 to begin the 2025 Bay Arenac Behavioral Health Authority (BABHA) Bylaws review process in accordance with BABHA bylaws section XXIII. The Committee asked leadership to follow up with information on the following topics:

- Succession of Board Officers
 - June 11, 2025 Bylaws Committee meeting minutes note this matter was discussed and decided to leave status quo. Please see the attached.
 - Robert's Rules of Order is silent on the succession of officers. However, in chapter XVIII, Bylaws, section 65, Content and Composition of Bylaws, relevant to officer terms suggestions are offered that BABHA could consider including:
 - Adding language to ensure BABHA does not have times where there are officer vacancies. For example, when the April 2025 board meeting is not exactly one year from the April 2026 board meeting. Officer terms are currently stated as "for a term of one year" so adding language "and until their successor is elected" would close this gap.
 - Adding language limiting the eligibility to serve to a certain number of consecutive terms since a reasonable rotation in officers is desirable in organizations. For example, "No person shall be eligible to serve more than (a determined number such as three) consecutive terms in the same office" for board chair, vice chair, treasurer, and secretary.
- Additional Public Comment at the Discretion of the Board Chair
 - The Committee inquired about allowing additional public comment at the discretion of the Chairperson
 - Chapter IV, Meeting and Session, section 8, Meeting, Session, Recess, Adjournment, notes public comments are invited under the control of the presiding officer subject to relevant rules adopted by the body, and time limits are placed on speakers and relevance is monitored. BABHA could consider the following approaches:

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- Add public comment sections at the beginning and end of each meeting (My recommendation would also include adding the agenda format into the BABHA Bylaws as previously recommended by legal counsel with this approach).
 - Increase the time allotted for of public comment in the BABHA Bylaws from 3 minutes to X minutes as determined by the Committee.
 - The committee/board can pass a motion (at any time) to allow additional time under public comment (this is a motion to suspend the rules; a 2/3 majority vote is required).
- Possibility of Combining Finance and Audit Committees?
 - Further discussion needed.

BABHA can also provide parliamentary training for the new committee chairpersons and all members to help with meeting and organizational structure. Please see attached.

The Committee can request leadership do more research on topics, make/provide draft amendment language to the Bylaws, or forward the Bylaws to the full Board. Please let us know how the Committee wishes to proceed.

MINUTES

BAY ARENAC BEHAVIORAL HEALTH BOARD OF DIRECTORS SPECIAL BYLAW COMMITTEE MEETING

Wednesday, June 11, 2025 at 5:33 pm
Room 225, Behavioral Health Center, 201 Mulholland Street, Bay City, MI 48708

Committee Members:	Present	Excused	Absent	Present	Excused	Absent	Others Present:
Tim Banaszak, Ch	X	_____	_____		X	_____	BABH: Chris Pinter, Marci Rozek, and Sara McRae Legend: M-Motion; S-Support; MA-Motion Adopted; AB-Abstained
Sally Mrozinski, V Ch	X	_____	_____	X	_____	_____	
Richard Byrne	X	_____	_____	X	_____	_____	
Jerome Crete	X	_____	_____	X	_____	_____	
Christopher Girard	X	_____	_____	X	_____	_____	
				Kathy Niemiec			
				Pam Schumacher			
				Pat McFarland, Ex Off			
				Robert Pawlak, Ex Off			

	Agenda Item	Discussion	Motion/Action
1.	Call To Order & Roll Call	Committee Chair, T. Banaszak, called the meeting to order at 5:00 5:33 pm.	On motion of J. Crete and support of C. Girard, K. Niemiec was excused. The motion passed unanimously.
2.	Public Input (Maximum of 3 Minutes)	There were not any members of the public present.	
3.	Nomination & Elections 3.1) Committee Chair 3.2) Committee Vice Chair	3.1) Committee Chair, T. Banaszak, asked for nominations for Committee Chair. P. McFarland nominated T. Banaszak for Committee Chair. P. Schumacher supported the nomination. Hearing no other nominations, Committee Chair, T. Banaszak, closed nominations. The Committee elected T. Banaszak as Chair for a term of one year. 3.2) Committee Chair, T. Banaszak, asked for nominations for Committee Vice Chair. R. Byrne nominated S. Mrozinski for Committee Vice Chair. J. Crete supported the nomination. Hearing no other nominations, Committee Chair, T. Banaszak, closed nominations. The Committee elected S. Mrozinski as Vice Chair for a term of one year.	
4.	Unfinished Business	There was not any unfinished business presented to the committee.	

5.	<p>New Business 5.1) 2025 BABHA Bylaw Review Process</p>	<p>5.1) S. McRae reported it is the time of year for the annual review of the BABHA Bylaws and noted a few topics board members have brought up in discussions including succession of officers, additional public comment periods, and combining the Finance and Audit Committees. C. Pinter reported the idea of having board officers progress from secretary to chair has been discussed previously. There were general discussions regarding the positives and negatives of officer succession including training, maintaining a knowledge base, the reappointment process, and deterring some individuals to serve because they might be willingly to serve in one role but not necessarily the other roles. The committee is not requesting any specific changes to the officer selection process at the present time. There were general discussions regarding combining the Finance and Audit committees, timing and coordination with the Board Office, the Board Office process, increased efficiency, staff time, board member time, discretion of committee chairpersons, legal requirements, overlapping committee tasks, and that BABHA is a policy making board. The committee requested leadership prepare a proposal, including public comment options, for the committee's review in September.</p>	<p>5.1) No action was necessary</p>
6.	<p>Adjournment</p>	<p>On motion of R. Byrne and support of P. McFarland, the meeting adjourned at 6:05 pm. The motion passed unanimously.</p>	


 Tim Banaszak, Committee Chair

Robert's Rules of Order
The Basics for Small Boards

Parliamentary procedure is a set of rules for conducting orderly meetings that accomplish goals fairly. The three main themes for a chairperson is to maintain order, ensure business is conducted, and to remain fair and impartial.

Benefits & Basic Principles of Parliamentary Procedure:

- Justice and courtesy for all
- A quorum must be present for business to be conducted
- All members have equal rights, privileges, and obligations
- No person should speak until recognized by the chair
- Personal remark or side discussions during debate are out of order
- Only one questions at a time may be considered, and only one person may have the floor at a any one time
- Members have a right to know what the pending question is and to have is restated before a vote is taken
- Full and free discussion of every main motion is a basic right
- Majority decides a question except when basic rights of members are involved or a rule provides otherwise
- Silence gives consent
- The Chair should always remain impartial
- Maintain order, ensure all sides get heard, conduct business professionally
- Majority rules
- Protection of the rights of all members including the minority

Basic Definitions:

- **Motion** – a formal proposal made to bring a subject before an assembly for its consideration and action. Begins with “I move that...”
- **Second/Support** – a statement by a member who agrees that the motion made by another member be considered. Simply stated as “Second” or “I second the motion”
- **Amendment** – before the vote is taken on a motion, it may be amended by”
 - Striking out words
 - Inserting or adding words
 - Striking out words and inserting others in their place
 - Substituting paragraphs
 - NOTE: there is a difference in modifications to motions versus amendments. BABHA typically uses modifications
- **Presiding Officer/Chair** – The individual who facilitates the meeting. In the absence of the Chair, the Vice Chair is next. If neither are present, the Board Chair or Vice Chair appoint a chair pro-tem (BABHA Bylaws)

Role of the Chair:

- Introduce business in proper order per the agenda
- Items introduced at the meeting are placed as the last item under new business
- Maintain order to ensure basic rights of members are honored
- Recognize speakers
- Determines if a motion is in order
- Keep discussion focused on the pending motion/question
- Does not participate in making motions
- Does not participate in debate/deliberations
- Restates the pending question to open debate and before the vote
- Note: Some assemblies require all motions/proposals to be submitted in writing for the chair to easily repeat or amend as needed (BABHA practice: prompting/draft motion on agenda)
- Calls for a vote on the motion and announces results

Rules for Handling a Main Motion and General Rules of Debate for Small Boards

- A member must obtain the floor by being recognized by the chair
- Member makes the main motion/question to the assembly for debate/deliberation
- A motion must be seconded by another member before it can be considered/debated
 - Second implies the member agrees the question should come before the assembly, not necessarily that the member favors the motion/question
- If the motion is in order, the chair will restate the motion and open debate
- The maker of a motion has the right to speak first in debate
- The main motion is debated along with any secondary motions that are debatable
- Debate on subsidiary, privileged, and incidental motions take precedent over debate on main motion and must be decided before debate on main motion can continue
- Debate is closed when: 1) discussion has ended or 2) if a member moves the previous question
- All discussion must be germane to the immediate pending question
- No members should speak more than twice (limited to 10 minutes each time) to each debatable motion and the second time is after everyone wishing to debate the motion has had an opportunity to speak once
- All remarks should be addressed to the chair; no cross debate is permitted
- Debate must address issues not personalities
- When possible, the Chair should allow the floor to alternate between those speaking in support and those speaking in opposition to the motion
- Members may not disrupt the assembly
- Rules of debate can be changed by 2/3 vote or general consent without objection

Helpful Motions

- “Move the previous question” or “call the question” – stops all debate and forces the vote on the pending question; requires 2/3 vote
- “Move to postpone the question” – delays the vote on the pending question to a certain time, typically the next meeting; requires 2/3 vote
- “Point of order” or “raise a question of order” – questions whether the rules have been broken. Meeting/debate stops while the chair addresses the point of order by the member. Members does not need to be recognized by the chair (example a member should call point of order when the chair states a question then opens debate when the question has not been seconded or if the debate goes off topic); the chair rules and members can appeal the chair ruling

- “Request for information” or “point of information” – member states their request for additional information. Member does not need to be recognized by the chair (example requesting specific budget information relating to the question/proposal)
- “Point of Parliamentary Inquiry” – question about parliamentary procedure to the chair (example is this the appropriate time to call the question?)
- “Question of privilege” – for items of comfort and safety such as if a member cannot hear, needs a window open, etc.
- “Call the question” or “move the previous question” – ends the debate/deliberations and brings the pending motion to an immediate vote
- “Division of house” – to request a roll call vote
- “Adjournment” – to close the meeting. Usually a privileged motion, it is not debatable or amendable, because there is a fixed meeting schedule, motion takes precedence over a pending question, closes the meeting immediately. Main motion when it is qualified such as setting a time to adjourn, time for adjourning is established by program such as in bylaws, etc., or when the assembly is dissolved with no provision for another meeting

Types of motions

- 5 types of motions - main; subsidiary; incidental; privileged; and motions that bring a question before the assembly
 - Main motions (original and incidental) Original main motions bring business before the assembly. Incidental main motion relates to the business of the assembly
 - Subsidiary motions take precedence over main motions and assist the assembly in treating or disposing of a main motion (example is motion to amend, refer to committee, or postpone indefinitely)
 - Incidental motions do not fall within the list of precedence and must be decided when they arise (example request for information or parliamentary inquiry)
 - Privileged motions have precedence over most motions (example point of order, motion to recess or adjourn)
 - Motions that bring a question before the assembly and can be made when no business is before the assembly

Helpful Terminology

- Recommendations, bylaws, rules, resolutions, budgets, and audits are adopted
- Reports are filed
- Resignations are accepted
- Bills and minutes are approved
- If corrections are made, the items is approved as corrected
- Motions are recorded as adopted or lost

BAY-ARENAC BEHAVIORAL HEALTH

BYLAWS ~~2024~~ 2025

I. NAME

The name of the organization shall be “Bay-Arenac Behavioral Health” hereinafter referred to as “Authority”, and with a DBA for “Bay Arenac Behavioral Health Authority”. The organization shall be governed by a Board of Directors, hereinafter “Board”, constituted and operating according to these Bylaws.

II. ESTABLISHING RESOLUTIONS

The Authority was established in 2001 by Resolution 2001-133, as amended, and adopted by the Bay County Board of Commissioners and Resolution 01-06-12, as amended, and adopted by the Arenac County Board of Commissioners. The creating resolutions were later amended in 2004 to account for the designation of public employees by adoption of Resolution 2004-078 by the Bay County Board of Commissioners and Resolution 2004-07 by the Arenac County Board of Commissioners. The Authority was created by the governing County Boards of Commissioners in Bay and Arenac Counties pursuant to the Mental Health Code, PA 258 of 1974, as amended, where the Authority’s power and duties are defined in section 205 (MCL 330.1205).

III. PURPOSE

The purpose of the Authority shall be to implement the provisions of Public Act (PA) 258 of the Public Acts of 1974 as amended (hereinafter the “Mental Health Code”) by the State of Michigan, to promote related mental health and substance use disorder treatment services and to raise local and other funds to be used toward financing of the program.

IV. MEMBERSHIP OF THE AUTHORITY

The membership of the Authority shall consist of twelve (12) members appointed as directors in accordance with provisions of the Mental Health Code.

A. Method of Appointment

Board members shall be appointed by the Arenac and Bay County Boards of Commissioners. According to state statute, membership shall be divided among the counties in proportion to each county’s population in accordance with section 214 of the Mental Health Code (MCL 330.1214). Membership proportionally shall be established every ten (10) years with the release of the United States census.

B. Vacancies

According to state statute, in the event of a vacancy prior to the expiration of the term, the vacancy shall be filled in the same manner as an original appointment.

V. TERMS OF OFFICE AND REMOVALS

The term of office of each Director of the Authority shall be as provided for in section 224 of the Mental Health Code (MCL 330.1224). Any Director of the Authority may be removed by the appointing Board of Commissioners for neglect of duty, misconduct, or malfeasance in office, after being given a written statement of charges and an opportunity to be heard thereon pursuant to section 224 of the Mental Health Code (MCL 330.1224). Unexcused absence from three (3) consecutive meetings of the Authority or five (5) consecutive Authority and committee meetings shall be deemed an automatic resignation from the Authority, unless at the time of absence, the Authority, by motion duly voted upon, shall excuse the member absent.

VI. OFFICERS AND SELECTION THEREOF

The officers of the Board shall be members of and selected by the full Board and shall consist of a Chair, Vice Chair, Secretary, Treasurer, and other officers as the Board shall deem necessary, all to be elected by a majority vote of the full Board. Their respective terms are to be for a period of one (1) year commencing from the April full Board meeting, or in the event of a special election to fulfill an office vacancy until the next annual meeting. Elections shall be held each year at the April regular full Board meeting.

A. Duties of the Chair

The Chair shall preside over and conduct all full board meetings. He/she shall have the power to appoint members and non-voting members of standing and special committees and shall be an ex-officio member of all committees, except Nomination Committee. The Chair may approve the attendance of Board members at a committee to which they are not a member. The Chair shall serve as a signatory along with the Chief Executive Officer (CEO) and/or Chief Financial Officer (CFO) on all instruments of the Authority.

B. Duties of the Vice Chair

The Vice Chair shall preside at all meetings of the Board in the absence of the Chair and shall perform all duties of the Chair in his/her absence. The Vice Chair shall also be an ex-officio member of all Committees, except Nomination Committee.

C. Duties of the Secretary

The Secretary shall verify with the CEO that accurate and complete records and minutes of the proceedings of the Board of Directors and its committees having any authority of the Board of Directors are preserved. The CEO shall assign an employee to take accurate and complete records and minutes of the Authority as required by law.

D. Duties of the Treasurer

The Treasurer shall ensure that an annual audit of the Authority's finances is presented to the full Board for review and approval. He/she shall ensure that regular financial statements and variance reports are reviewed, and appropriately acted upon by the Authority. The Treasurer shall also be an ex-officio member of the Finance and Audit Committees.

VII. CHIEF EXECUTIVE OFFICER (CEO)

The Board shall appoint and contract with a CEO who shall have full managerial control of the services provided by the Authority as well as the authority and responsibility for supervising all employees pursuant to the Mental Health Code. In addition, his/her duties and qualifications shall be in compliance with the Mental Health Code.

VIII. STAFF POSITIONS

The CEO shall appoint a Chief Financial Officer (CFO) for the Authority. The CEO and CFO shall be considered the officer staff positions of the Authority relative to signing legal and financial documents for the Authority.

Pursuant to the Mental Health Code, the CEO shall appoint a Medical Director and a Recipient Rights Officer. The Medical Director must be a psychiatrist. The Recipient Rights Officer and his/her office are subordinate to the CEO only.

IX. BOARD MEMBER RESPONSIBILITIES

Board members of the Authority are responsible for completing required training and documents once appointed by their respective County Commission.

A. Training

1. New Board Member Orientation within 30 days of original appointment
2. Annual Recipient Rights Training
3. Annual Corporate Compliance Training
4. New Committee Chair and Vice Chair Parliamentarian Training

B. Documentation

1. Required attestations and/or related documents
2. Payroll forms upon original appointment

X. DUTIES OF THE AUTHORITY

The duties of the Authority are prescribed in the Mental Health Code, and in the State of Michigan Department of Health and Human Services Administrative Rules, as these may exist from time to time, but generally as follows:

- A. Examine and evaluate the mental health needs of the counties.
- B. Establish general policy guidelines within which the CEO shall execute the powers of his/her office and the Mental Health program.
- C. Review, approve, and submit an annual plan and budget for the Mental Health Program. The format and documentation of the annual plan and budget shall be specified by the Michigan Department of Health and Human Services.

- D. Provide and advertise a public hearing on the annual plan and budget.
- E. Submit to governing Boards of County Commissions an annual request for County funds to support the Mental Health Program based on amount allocated in the Authority resolution language.
- F. Take such actions as deemed necessary and appropriate to secure private, federal, state, local, and other private or public funds to help support the Mental Health program.
- G. Approve and authorize all contracts for implementing the program.
- H. Review and evaluate the quality, effectiveness, and efficiency of the mental health services provided.

XI. NOMINATION COMMITTEE

Purpose:

To ensure the Board membership and officers meet the requirements of the Mental Health Code and possess the expertise to provide quality oversight for the Authority.

Duties:

- a) Monitor membership for openings on the Board and notify governing Boards of County Commissioners.
- b) Provide guidance and assistance to the Arenac and Bay County Commissions relative to potential candidates for Board openings based on Mental Health Code requirements including specific consumer requirements (primary and secondary), agencies and occupations having a working involvement with mental health services, general public, and compliance with limitations as defined in the Mental Health Code.
- c) Coordinate with designated person for the County Commissions to ensure candidate information is provided in a timely manner to meet commission schedule timelines for appointment of Board members.
- d) Recommend officer nominations to full Board for consideration at the annual meeting or in the event of an officer vacancy.

Membership:

The Committee is comprised of five (5) Board members elected by a majority of the full Board at the annual meeting in April, after all other elections and appointments, and excludes any ex-officio members. Non-voting participants may include the CEO or other staff members or subject matter experts at the discretion of the Committee Chair in consultation with the CEO.

Regularity of meetings:

The Committee shall meet on an as needed basis to provide assistance to Arenac and Bay County Commissions in filling openings on the Board or to recommend officer candidates to the full Board.

XII. STANDING COMMITTEES

The Standing Committees of the Authority shall be as follows: Recipient Rights Advisory and Appeals Committee, Facilities and Safety Committee, Finance Committee, Bylaws Committee, Program Committee, Audit Committee, Personnel and Compensation Committee, Corporate Compliance Committee, and any other committees the Board Chair may deem necessary.

The Chair of the Board shall appoint each Board member to his/her standing committee assignments. Each Committee shall elect a Chair and Vice Chair after the April Board meeting each year. In the event neither the Committee Chair or Vice Chair are in attendance, the Board Chair or in his/her absence the Board Vice Chair, will select a chair pro-tem.

Each respective Committee shall perform such duties as prescribed in these Bylaws and/or by the Chair of the Board. Any scheduled Committee meetings may be canceled or rescheduled after consultation between the CEO and Committee Chair. The decisions to cancel or reschedule a meeting will be the responsibility of the Committee Chair.

A. Committee Descriptions

1. Finance Committee

Purpose:

Ensure the fiscal integrity of the organization through financial planning, budgeting, procurement, and investment activity.

Duties:

- a) Review and recommend for approval the Authority budget and any budget amendments.
- b) Review all forms of liability against the Authority.
- c) Review and recommend approval of all contracts proposed between the authority and service providers, vendors, or other contractors or subcontractors.
- d) Review all facility/building lease schedules of the Authority and recommend appropriate action.
- e) Review key measures and strategic initiatives related to financial services on a quarterly basis.
- f) Review and make recommendations to the full Board for the annual Strategic initiatives relative to financial services.

- g) Review and make recommendations to the full Board on agency plans required by the accrediting body and the MDHHS contract such as The Risk Management Plan

Membership:

The Committee is comprised of Board members. appointed by the Board Chair. Non-voting participants may include the CEO, CFO, and other staff members of subject matter experts at the discretion of the Committee Chair in consultation with the CEO.

Regularity of Meeting:

Monthly

2. Recipient Rights Advisory and Appeals Committee

Purpose:

To advise the Authority and its CEO on matters pertaining to protecting and promoting the rights of recipients of behavioral health and to ensure that the rights of persons served by the Authority are appropriately protected. To respond to recipient appeals in accordance with section 784 of the Mental Health Code (MCL 330.1784).

Duties:

- a) Protect the Authority's Office of Recipient Rights from pressures that could interfere with the impartial, even-handed, and thorough performance of its functions.
- b) When there is a vacancy for the Authority-designated Recipient Rights Officer, the Recipient Rights Committee will advise the CEO regarding replacement candidates.
- c) Consult with CEO regarding any proposed dismissal of the Recipient Rights Officer.
- d) Serve in an advisory capacity to the CEO and the Recipient Rights Officer.
- e) Review and provide comments on the report submitted by the CEO under section 755 of the Mental Health Code (MCL 330.1755).
- f) Serve as the Appeals Committee for a recipient's appeal under section 784 of the Mental Health Code.
- g) Respond to appeals as necessary and in accordance ~~to~~ with section 784 of the Mental Health Code.

- h) Review key measures for Recipient Rights operations.
- i) Review and make recommendations to the full Board on agency plans required by the accrediting body and the MDHHS contract such as The Accessibility Plan.

Membership:

The membership of the Committee shall be broadly based so as to best represent the varied perspectives of the Authority's geographical area. The Committee is comprised of Board members and consumers appointed by the Board Chair. The consumer appointments made by the Board Chair must comply with the consumer membership requirements per section 757 of the Mental Health Code (MCL 330.1757). At least three (3) of the members will be non-Board member appointments, each for three-year staggered terms. Non-voting participants may include the CEO, Recipient Rights Officer, subordinate staff to the Recipient Rights Officer, and/or other staff members or subject matter experts at the discretion of the Committee Chair in consultation with the CEO.

Regularity of meetings:

Monthly and as necessary when the Recipient Rights Advisory and Appeals Committee Chair grants an appeal request pursuant to section 784 of the Mental Health Code.

3. Bylaws Committee

Purpose:

To ensure that Bylaws provide a structured process for the Board to operate and comply with laws, regulations, and parliamentary procedures.

Duties:

- a) Review Bylaws at least annually.
- b) Make recommendation to the full Board for revision to Bylaws as changes with external or internal policy, accreditation bodies or law occur.

Membership:

The Committee is comprised of Board members. appointed by the Board Chair. Non-voting participants include the CEO, CFO, and other staff members or subject matter experts at the discretion of the Committee Chair in consultation with the CEO.

Regularity of meetings:

The Committee shall meet on an as needed basis in the second quarter of the calendar year to complete the annual bylaw review process as required in Section XXIII of the BABH Bylaws.

4. Program Committee

Purpose:

Ensure that services offered to persons meet the needs of the community within the limitations of resources available according to state and federal requirements.

Duties:

- a) Review components of annual submission.
- b) Review key measures and strategic initiatives for clinical services and health care improvement on a quarterly basis.
- c) Review and make recommendations to the full Board for the annual Strategic initiatives relative to clinical services and health care improvement.
- d) Review outcomes of stakeholder, employee, and consumer surveys.
- e) Review and make recommendations to the full Board on the Quality Assessment/Performance Improvement Plan and receive regular status reports.
- f) Review and make recommendations to the full Board relative to agency policies and procedures.
- g) Review performance of the Authority programs in relation to contracts for grant funds.
- h) Review community education and prevention activity.
- i) Review and support implementation of evidence-based practices.
- j) Receive information on promotion of recovery and self-determination.
- k) Review and make recommendations on requests for clinical privileges for Psychiatrists, Fully Licensed Psychologists, Nurse Practitioners, and Physician Assistants.
- l) Review and make recommendations to the full Board on agency plans required by the accrediting body and the Michigan Department of Health and Human Services contract such as The Infection Control Plan and the Medical Staff Plan

Membership:

The Committee is comprised of Board members appointed by the Board Chair. Non-voting participants include the CEO, and/or other staff members or subject matter experts at the discretion of the Committee Chair in consultation with the CEO.

Regularity of meetings:

Monthly

5. Corporate Compliance Committee

Purpose:

To ensure the success of the Authority's Corporate Compliance Program by educating individuals on internal controls, regulations, and reporting procedures to minimize and uncover fraudulent practices with internal operations and external providers.

Duties:

- a) Review key measures reports for Corporate Compliance System, Medical/Electronic Health Records, Strategic Planning, and Information Systems on a quarterly basis.
- b) Review and make recommendations to the full Board on the annual Strategic Plan initiatives and bi-annual reports relative to Compliance and Information Systems.
- c) Oversee the Corporate Compliance Program by making recommendation to the full Board on the annual Corporate Compliance Plan and receiving regular reports of organizational activities to guard against fraud and abuse.
- d) Review the annual litigation report submitted to the Michigan Department of Health and Human Services.
- e) Review and make recommendations to the full Board on agency plans required by the accrediting body and the MDHHS contract such as The Information Management/Data Analytics Plan

Membership:

The Committee is comprised of Board members appointed by the Board Chair. Non-voting participants may include the CEO, Director of Health Care Accountability, and other staff members or subject matters experts at the discretion of the Committee Chair in consultation with the CEO.

Regularity of meetings:

Quarterly beginning in February of each calendar year

6. Facilities & Safety Committee

Purpose:

Ensure that all physical plants meet safety standards and accommodate the needs of all Authority employees, Board members, visitors, and individuals receiving services.

Duties:

- a) Review and make recommendations to the full Board on any new facility/building leases or real property acquisitions proposed by administration.
- b) Oversight of improvement and major maintenance of properties used for administration or the delivery of services.
- c) Review and make recommendations to the full Board for the annual Strategic initiatives relative to physical plant needs and the safety and security of all BABH sites.
- d) Review key safety measures and strategic initiatives for physical plants on a quarterly basis.
- e) Review and make recommendations to the full Board on agency plans required by the accrediting body and the MDHHS contract such as The Emergency Preparedness Plan.

Membership:

The Committee is comprised of Board members appointed by the Board Chair. Non-voting participants include the CEO, CFO, and/or other staff members or subject matter experts at the discretion of the Committee Chair in consultation with the CEO.

Regularity: Quarterly beginning in March of each calendar year

7. Personnel and Compensation Committee

Purpose:

Ensure that the organization recruits and retains the highest quality staff within the confines of available funds.

Duties:

- a) Annually reviews and makes recommendations to the full Board for staff compensation and benefits.

- b) Reviews employment and vacancy trends.
- c) Negotiates contract with CEO and makes related recommendations to the full Board, and recruits new CEO as needed.
- d) Conduct the performance evaluation of the CEO and consult with the full board for feedback during this process.
- e) Reviews employment contracts and makes recommendations to the full Board.
- f) Reviews key measures and strategic initiatives for Training and Human Resources on a quarterly basis.
- g) Review and make recommendations to the full Board on agency plans required by the accrediting body and the MDHHS contract such as The Cultural Competency and Diversity Plan.

Committee Membership:

The Committee is comprised of Board members appointed by the Board Chair. Non-voting participants include the CEO, Human Resources Director, and/or other staff members or subject matter experts at the discretion of the Committee Chair.

Regularity:

Quarterly beginning in January of each calendar year

8. Audit Committee

Purpose: To ensure fiscal integrity of the organization through internal controls and practices up to and including inspection of disbursements, paid health care claims, and financial statements.

Duties:

- a) Review and make recommendations to the full Board on the disbursements and claims paid by the Authority each month.
- b) Review monthly financial statements including variances and make recommendations to the full Board
- c) Arrange for an annual independent audit Financial Statement Audit, and Compliance Audit for subsequent review and approval by the full Board.
- d) Review and make recommendations to the full Board on the electronic fund transfers made by the Authority each month.

Membership:

The Committee is comprised of Board members appointed by the Board Chair. Non-voting participants include the CEO, CFO, and/or other staff members or subject matter experts at the discretion of the Committee Chair in consultation with the CEO.

Regularity:

Monthly

XIII. Appointments by Board Chair

A. Parliamentarian

The Chair, during the April regular Board meeting, shall appoint a Board Parliamentarian to serve a term of one (1) year. The CEO will provide administrative and/or legal support as necessary to assist the Board in carrying out this function.

B. MidState Health Network (MSHN) Regional Board of Directors

The Chair shall appoint two (2) Board members meeting the criteria in Mental Health Code section 222 (MCL 330.1222) to serve on the MSHN regional Board of Directors for a period of three (3) years. At least one (1) Board member shall be a primary consumer or family member of a primary consumer as defined in the Mental Health Code. Pursuant to the MSHN Bylaws and MSHN Board Compensation Policy, per diems for the MSHN Regional Board members are paid directly to appointed Board members in an amount as established by MSHN.

C. Bay County Retirement Board of Trustees

The Chair shall appoint one (1) Board member to serve as the Authority representative to serve on the Bay County Retirement Board of trustees. This appointment must comply with Bay County Ordinance No. 35, Employees' Retirement System.

D. Community Mental Health Association of Michigan (CMHAM)

The Chair shall appoint two (2) Board members to serve as voting delegates when needed for the CMHAM Member Assembly Meetings.

E. MSHN Consumer Advisory Council

The Chair shall appoint up to three (3) representatives to serve on the MSHN Consumer Advisory Council. The appointed representatives will reflect the regional population served and include those living with intellectual/developmental disabilities, mental illness, substance use disorders, and serious emotional disturbance. Pursuant to the MSHN procedures, per diems for the MSHN Consumer Advisory Council members are paid directly to appointed Council members in an amount as established by MSHN.

F. RR Advisory & Appeals Non-Board Member Appointments

The Chair shall appoint three (3) non-Board member representatives, each with a three-year staggered term, to the Recipient Rights Advisory & Appeals Committee in accordance with

consumer membership requirements per section 757 of the Mental Health Code (MCL 330.1757).

XIV. MEETINGS OF THE AUTHORITY

A. Schedule of Regular Meetings

The Authority shall hold regular meetings each month. The location of the regular board meeting will alternate between the administrative offices of the Authority in Bay County, and the clinical services site in Arenac County, based on the board membership proportion as established in section IV A, or at such other times and places as the Board shall from time to time determine. Meetings will be called to order promptly at the posted time and conducted in accordance with the most recent edition of Robert's Rules of order and in compliance with the Open Meetings Act, 1976 PA 267. Monthly calendars containing the schedule of meetings shall be distributed electronically to each Board member. Any regular Board meetings may be canceled or rescheduled by a majority vote of the Board.

B. Special Meetings

Special meetings of the Board may be held at the call of the Chair, or in his absence, the Vice Chair, or by agreement by a majority of the Board members. The Open Meetings Act, 1976 PA 267, must be complied with in calling special meetings. The methods by which meetings may be called are as follows:

1. Oral or written request to the CEO by the Chair (or in his/her absence, the Vice Chair) who shall notify all Board members directly by phone, email, or in person.
OR
2. Written request to the CEO, signed by a majority of Board members, setting forth the date and purpose of such proposed special meeting.
OR
3. Except in the case of a direct notice by the Chair or, in his/her absence, the Vice Chair or, in his/her absence, his/her agent, all notices of special meetings shall be in writing and emailed to the Board members by a member of the staff, except where the request for such meetings waives the written notice.

C. Remote Participation

In accordance with the Open Meetings Act, 1976 PA 267, remote/virtual participation is only permitted for Board members during meetings who are active military per section 263a (MCL 15.236a). The Authority shall also consider requests from members of the public for remote

participation in meetings due to a disability in accordance with the Michigan Attorney General Opinion No. 7318 dated February 4, 2022.

D. Public Comment

All meetings of the Authority shall include time for public comment. The public will be permitted to address the Authority at the beginning of each meeting, directly following roll call on the agenda. Individuals who wish to address the Authority shall state their first and last name for the public record and limit comments to a maximum of three (3) minutes. Board members are not considered members of the public.

E. Electronic Meeting Procedure

All meetings of the Authority will utilize paperless electronic media to conduct official business. This will include portable computers or tablets and a monitor for the public's viewing where available. All meeting materials will be posted on the Authority website for public inspection. All meeting materials for regular full Board meetings will be available 24 hours before the scheduled meeting.

F. Electronic Communications

All electronic communications including emailing and texting are not permitted during a meeting of the Authority on matters that are scheduled for consideration by the Board. All electronic communications of a personal nature are discouraged during meetings of the Authority.

XV. QUORUM

Over half of the current Board members present shall constitute a quorum for transaction of Authority business. When the Board Chair or Vice Chair is not in attendance, those present shall select a chair pro-tem. Over half of the current committee shall constitute a quorum for committee meetings. Any board members participating remotely as permitted under the Open Meeting Act, 1976 PA 267, as amended, will be considered "present" for quorum and voting purposes.

XVI. VOTING PROCEDURES

All Board members are expected to participate in the regular Board and committee meetings including all actions under consideration for adoption. Unless otherwise specified in these Bylaws, a simple majority of the quorum members present during a duly constituted Board meeting is sufficient to approve an action under consideration. The method of voting on actions at Board or committee meetings will be done by voice; a roll call vote may also be used at the discretion of the chairperson or at request of a Board member.

XVII. CONFLICT OF INTEREST

All Board members and officer staff positions of the Authority are subject to federal and state conflict of interest statutes and regulations including, but not limited to 18 USC 207, 18 USC 208, and 1978 PA 566.

Board members are expected to recuse themselves from any question or action under consideration in which he/she has a direct personal or pecuniary interest not common to other members of the Board and/or as otherwise stipulated in applicable federal or state conflict of interest requirements.

If a Board member is an employee or independent contractor with an agency with which the Board is considering entering into a contract, the following criteria must be met pursuant to section 222(5) of the Mental Health Code (MCL 330.1222):

1. The Board member promptly discloses their interest in the contract to the Board
2. The contract must be approved by a vote of at least 2/3 of the membership of the Board excluding the vote of the Board member in question
3. The official minutes of the meeting approving the contract must note the contract details including, but not limited to, names of all parties and the terms of the contract and the nature of the Board member's conflict of interest

These requirements do not apply in context of a Board member serving on a regional entity established under section 222(6) of the Mental Health Code (MCL 330.1222).

XVIII. BOOKS AND RECORDS

The Authority shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and its Committees having any of the authority of the Board of Directors. All books, records, and minutes of the Authority may be inspected by, or copies provided to the public in accordance with the Freedom of Information Act, 1976 PA 442, and the Open Meetings Act, 1976 PA 267.

XIX. BOARD MEMBER RECOGNITION

Board members who retire or pass away during tenure shall receive a plaque of recognition. Length of time served to which this rule would apply will be at the discretion of the Board members. The plaque will be presented to the retiring Board member or the family of the deceased Board member at a regular Board meeting.

XX. FISCAL YEAR

The fiscal year of the Authority shall be October 1 through September 30.

XXI. APPROVAL AND EXECUTION OF CONTRACTS AND RELATED DOCUMENTS

Any contract must be approved by a majority of the quorum of Board members present unless a majority of the quorum of Board members present at the meeting delegate the power to approve. The exceptions are for services or agreements less than \$10,000.00, agreements that do not involve a financial obligation, services that are routine in nature, or in the case of an urgent situation. In an urgent situation, The CEO has the discretion to approve services necessary for the care of an individual needing services for an amount up to \$20,000.00 with the contingency that the matter is presented to the Board for consideration and retroactive approval at the next regular scheduled meeting, providing justification that awaiting Board approval could potentially cause harm to the individual.

XXII. EXECUTION OF CHECKS OR ELECTRONIC FUND TRANSFERS

The CEO, CFO, and Board Chair shall be the sole persons authorized to sign checks or electronic fund transfers (EFTs). Facsimile signatures or the aforementioned persons are acceptable.

A. Check Signatories

Checks for purposes of accounts payable functions shall be signed by two (2) of three (3) eligible parties. Checks for routine payroll/benefits functions shall be authorized by one of the three (3) eligible parties.

B. EFT Authorizations

Routine EFTs shall be authorized by one of the three (3) eligible parties. Non-routine EFTs shall be authorized by two (2) or the three (3) eligible parties. EFTs require Board approval each month in accordance with section 3 of the Electronic Transactions of Public Funds, 2002 PA 738 (MCL124.303)

XXIII. REVIEW AND AMENDMENT OF BYLAWS

These Bylaws shall be reviewed the second quarter of the calendar year by the Bylaws Committee. If as a result of this review, the Bylaws require amendment or repeal, the Bylaws and Policies Committee will provide copies of the proposed revised Bylaws to all Board members at least five (5) days prior to the Board meeting at which action will be taken on any Bylaws revisions. Changes in Bylaws require affirmative vote of 3/4 of the Board members.

XXIV. AUTHORITY COMPENSATION

A Board member shall be paid a per diem as voted by the majority of the Board. The amount shall be in keeping with amounts paid by other CMHSPs within the State of Michigan and the appointing County Board of Commissioners. A person appointed to the Board may also elect to serve as an

unpaid/volunteer Board member. A Board member selecting this option will forgo receiving per diems for meeting attendance but retains all other rights and privileges as a Board member.

A Board member may be reimbursed for necessary travel expenses to any approved meetings at the rate equal to the Internal Revenue Service (IRS) mileage reimbursement rate. This includes attendance at offsite conferences and events authorized by the Board Chair. Board members attending conferences will comply with the same requirements as all other employees related to appropriate expenses for accommodations, meals, incidental charges, and cancellation fees.

A Board member shall not receive more than one per diem or one meeting travel reimbursement per day regardless of the number of meetings scheduled by the Authority or Committee Chair for that day. A Board member shall be paid per diems for regular and special Board meetings, meetings of Standing Committees to which they are assigned by the Board Chair, and other business when requested by the CEO and authorized by the Board Chair. Board members may receive a per diem and mileage reimbursement for service on special committees authorized and appointed by the Board Chair.

Board members who attend meetings of committees of which they are not members may receive travel reimbursement and, if approved by the Board Chair, a per diem.

Requisition for payment of Board members per diem and travel reimbursements must be approved by the Board and signed by the Board Treasurer.

XXV. PROHIBITED AFFILIATIONS AND/OR EXCLUSION OR CONVICTION

The Authority will not knowingly hire or engage an individual, or other entity, or an affiliate who is suspended or excluded from participating in, or who is under sanctions by, any federal or state health care program, including without limitations Medicare or Medicaid, or debarred from any procurement activities under applicable Federal Acquisition Regulations or non-procurement activities under the regulations issued under Executive Order No. 12549, nor shall it have such an individual on its governing Board.

The Board members shall annually complete attestation forms and are responsible for disclosing any prohibited affiliations, exclusions, or convictions to administration when they arise.

Any conflicts between these Bylaws and state statutes, the state statute shall take precedent.



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Due: 12/31/2025

TO:

Sara K. McRae
201 Mulholland St
Bay Arenac Behavioral Health
Bay City, MI 48708-7693 US

ADDITIONAL CONTACT INFORMATION:

Email: smcrae@babha.org
PHONE: (989) 895-2348

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TOTAL DUE			114.00 USD
BALANCE DUE:			114.00 USD