



# **MCMHA Board of Directors Bylaws**

## **ARTICLE I: NAME OF ORGANIZATION**

Section A The name of the organization shall be the “Monroe Community Mental Health Authority (“MCMHA”).

## **ARTICLE II: PURPOSE OF ORGANIZATION**

Section A The purpose of the Authority shall be to provide a comprehensive array of integrated health services (behavioral and physical) appropriate to conditions of individuals who are located in Monroe County.

Section B Services shall promote the best interests of the individual and shall be designed to increase independence, improve quality of life, and support community integration and inclusion. The Authority shall advocate for consumers to ensure adequate funding for the public mental health system, provide quality services and supports, and eliminate stigma.

Section C Mental health services are defined in the Michigan Medicaid Manual and include, but are not limited to, behavioral health, substance use disorder, jail diversion, and developmental disabilities.

## **ARTICLE III: BOARD POWERS AND DUTIES**

Section A The MCMHA Board of Directors (the “Board”) derives its authority and is created pursuant to Act 258 of the Public Acts of 1974, as amended (the “Mental Health Code”), and shall fulfill the responsibilities and duties required by the Mental Health Code.

## **ARTICLE IV: BOARD MEMBER DUTIES**

Section A Each Board Member shall comply with these Bylaws, the Board Governance Policy Manual, Board orientation materials, applicable law, and Board member personal development.

Section B The members of the Board shall be indemnified to the extent allowed by law.

## **ARTICLE V: BOARD OFFICERS**

Section A The officers of this Board shall be the Board Chairperson, Board Vice-Chairperson, and Board Secretary.

Section B Officers are elected for terms of one (1) year, or until such time as their successors are duly elected. An officer may be removed by a two-thirds (2/3) vote of the serving Board.

Section C The officers shall be elected by a majority vote of the serving members at the May board meeting. Nominations for such positions shall be received from the Nominations Committee and the floor. The officers shall take office upon the next regular board meeting. A board member shall have served one (1) year on the Board and shall have completed the required board member training before being eligible for election as an officer.

- Section D The Chairperson shall preside at all meetings of the Board. The Chairperson shall appoint members of all committees, their chairpersons, and representatives to organizations. The Chairperson shall be an ex-officio member of all committees. The Chairperson ensures the integrity of the Board and that the Board acts in compliance with its written policies. The Chairperson shall perform such other duties as defined in the MCMHA Board Governance Policy Manual.
- Section E The Vice-Chairperson shall assume the responsibilities and duties of the Chairperson in his/her absence.
- Section F The Secretary shall ensure accurate and complete minutes of board meetings. Minutes shall include the names of the members absent and present. The Secretary shall assume the responsibilities and duties of the Chairperson in the absence of the Chairperson and Vice-Chairperson. The Secretary shall review and submit monthly board reimbursements to the Authority.
- Section G In the event of a vacancy in the position of Chairperson, Vice-Chairperson, or Secretary, nominations and elections shall be held at the next regularly scheduled board meeting. Any board member elected to a vacancy shall serve the remainder of the term.

#### **ARTICLE VI: MEETINGS**

- Section A All regular, special, and committee meetings of the Board shall be posted and conducted in accordance with the Open Meetings Act and comply with the Americans with Disabilities Act.
- Section B Board members shall be notified of all regular, special, and committee meetings.
- Section C Agendas and supporting documentation for regular board meetings shall be provided within five (5) days prior to the meeting.
- Section D Special meetings of the Board may be called by the Chairperson or upon the request of four (4) members of the Board. Notice of special meetings shall be provided to all Board Members.
- Section E A quorum shall consist of a majority of the members serving on the Board. Approval of an item before the Board shall require a majority of the members present.
- Section F Meetings shall be conducted, as closely as practicable, in accordance with the latest edition of Robert's Rules of Order Newly Revised unless otherwise specified in these Bylaws.

#### **ARTICLE VII: BOARD COMMITTEES**

- Section A Standing or ad-hoc committees may be authorized by resolution passed by a majority of the Board. The powers conferred upon any committee shall be as determined by the Board.
- Section B Committee membership shall be appointed by the Board Chair annually at a July Board Meeting.
- Section C The Chairperson may from time to time authorize the establishment of ad-hoc committees subject to ratification by the Board.
- Section D Committee minutes shall be maintained and distributed to the rest of the Board. Each committee shall review and recommend to the full Board such actions or undertakings as are appropriate.
- Section E The composition of the Executive Committee shall be the officers of the Board. This committee is responsible for the preparation and distribution of an agenda prior to board meetings in consultation with the Chief Executive Officer.
- Section F Committee meetings shall be held at the call of the committee chair and at the availability and convenience of the majority of committee members.

## **ARTICLE VIII: COST OF GOVERNANCE**

Section A Board Members are eligible to receive compensation for attendance at meetings and other agency functions in accordance with Board Governance Policy Manual and MCMHA's standards.

## **ARTICLE IX: APPOINTMENT OF A BOARD MEMBER**

Section A Board members are appointed to the MCMHA Board by the Monroe County Board of Commissioners in accordance with the Mental Health Code, including MCL 330.1212 and MCL 330.1222.

Section B Upon vacancy of a Board Term, the Monroe County Board of Commissioners shall be notified.

Section C Consistent with MCL 330.1222(3), all Board members must maintain residency in the County of Monroe, Michigan.

## **ARTICLE X: REMOVAL OF A BOARD MEMBER**

Section A Consistent with MCL 330.1224 or other applicable law, a Board Member may be removed from office by the Monroe County Board of Commissioners for neglect of official duty or misconduct in office after being given a written statement of reasons and an opportunity to be heard on the removal.

Section B The Board may recommend to the Monroe County Board of Commissioners that a member be removed from the Board as provided by law, including for the following reasons:

- 1) Neglect of official duty; or
- 2) Misconduct in office

## **ARTICLE XI: CHIEF EXECUTIVE OFFICER**

Section A The Board shall appoint and employ a Chief Executive Officer in accordance with the provisions of the Mental Health Code. The duties of the Chief Executive Officer shall be specified by the Mental Health Code and such other duties as may be set forth in the job description, MCMHA Board Policy Manual, and contract for Chief Executive Officer services.

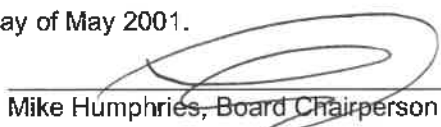
## **ARTICLE XII: AMENDMENTS TO BYLAWS**

Section A These Bylaws may be suspended, rescinded, or amended by a vote of two-thirds (2/3) of the serving Board members and will be amended consistent with applicable changes to federal or state law.

Section B These Bylaws shall be reviewed annually and revised as necessary. The Bylaws shall be signed to indicate the date of review and/or revision.

Adopted the sixteenth day of May 2001.

Revised:

  
Mike Humphries, Board Chairperson

April 23, 2025  
Date

  
Ken Paperhagen, Board Secretary (Pro-Tem)

April 23, 2025  
Date

## Amendments:

<u>Reviewed/ Amended</u>	<u>Date</u>	<u>Article</u>	<u>Section</u>
Amended	April 23, 2025	VII	Board Committees (Section B)
Amended	August 28, 2024	I	Name of Organization
Amended	August 28, 2024	II	Purpose of Organization (Section A, C)
Amended	August 28, 2024	III	Board Powers and Duties
Amended	August 28, 2024	IV	Board Member Duties (Section A)
Amended	August 28, 2024	V	Board Officers (Section A, C, D, F, G, H)
Amended	August 28, 2024	VI	Meetings (Section C, F)
Amended	August 28, 2024	VII	Board Committees (Section B, E)
Amended	August 28, 2024	VIII	Cost of Governance
Amended	August 28, 2024	IX	Appointment of a Board Member (Section A, B, C, D)
Amended	August 28, 2024	X	Removal of a Board Member (Section A, B)
Amended	August 28, 2024	XI	Chief Executive Officer
Amended	August 28, 2024	XII	Amendments to Bylaws
Amended	June 6, 2017	II	Purpose (Section A)
Amended	June 6, 2017	V	Officers (Section C, F, G, H)
Amended	June 6, 2017	VII	Board Committees (Section A, B, C, D, E, F)
Amended	September 6, 2016	V	Officers (Section C, H)
Amended	September 6, 2016	VI	Meetings (Section E)
Amended	July 7, 2015	XI	Amendments to Bylaws (Section A)
Amended	July 8, 2014	IV	Board Member Duties (Section A)
Amended	September 29, 2011	VI	Meetings (Section A, B, C, D, E, F)
Amended	September 29, 2011	VII	Board Committees (Section B, D, E)
Amended	September 29, 2011	VIII	Cost of Governance (Section A, B)
Amended	May 13, 2009	VII	Board Committees (Section E)
Amended	September 17, 2008	VII	Board Committees (Section E)
Amended	February 27, 2008	VIII	Cost of Governance (Section A)
Amended	January 10, 2008	III	Board Powers and Duties
Amended	January 10, 2008	IV	Board Member Duties (Section A, B, C, D)
Amended	January 10, 2008	VI	Meetings (Section B, E)
Amended	January 10, 2008	VIII	Cost of Governance (Section B)
Amended	January 10, 2008	IX	Removal (Section B)
Amended	January 10, 2008	X	Executive Officer
Amended	January 10, 2008	XI	Amendments to Bylaws
Amended	July 25, 2007	VII	Committees (Section D)
Amended	July 25, 2007	III	Board Powers and Duties (No. 3, 4, 5)
Amended	December 19, 2006	VIII	Added section VIII: Cost of Governance
Amended	June 26, 2006	Title	Title
Amended	June 26, 2006	III	Powers and Duties (No. 1,2,3,4,5,6,7,8,9,10,12,13)
Amended	June 26, 2006	VI	Meetings (Section B)
Amended	June 26, 2006	VII	Committees (Section D)
Amended	May 5, 2005	I	Name of Organization
Amended	May 5, 2005	II	Purpose
Amended	May 5, 2005	III	Board Powers and Duties (No. 2, 3, 4, 10, 11)
Amended	May 5, 2005	IV	Membership (Section A, B, C, D)
Amended	May 5, 2005	V	Officers (Section A, B, D, E)
Amended	May 5, 2005	VI	Meetings (Section A, B, D, E)
Amended	May 5, 2005	VII	Committees
Amended	May 5, 2005	VIII	Removal (Section A, B)
Amended	May 5, 2005	IX	Chief Executive Officer
Amended	May 5, 2005	X	Public Notice of Meetings
Amended	May 5, 2005	XI	Amendments to Bylaws (Section A, B)

Amended	August 20, 2003	III	Heading, 2, 11
Amended	August 20, 2003	VI	A
Amended	August 20, 2003	VII	A, C
Amended	August 20, 2003	VII	Selection of a Board Member