

BY-LAWS
of
ST. CLAIR COUNTY
COMMUNITY MENTAL HEALTH AUTHORITY

SECTION I. NAME

The name of the Board shall be the “St. Clair County Community Mental Health Authority Board” hereinafter referred to as the Board.

SECTION II. MISSION STATEMENT

The overall mission of the Board is two-fold: 1) to implement the provisions of Public Act 258 (1974), as amended, commonly referred to as the Mental Health Code, within St. Clair County; and 2) to provide opportunities for health, wellness, and connection.

SECTION III. PURPOSE

The purpose of the Board shall be to ensure a comprehensive array of mental health and substance use disorder services appropriate to conditions of individuals who are located within its geographic service area, regardless of an individual’s ability to pay.

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.

SECTION IV. MEMBERSHIP OF THE BOARD

- A. The Board shall consist of 12 members.
- B. The composition of the Board shall be representative of providers of mental health services, individuals that do or have received mental health services, agencies and occupations having a working involvement with mental health services, and the general public.
- C. At least one-third (1/3) of the membership shall be individuals that do or have received mental health services or family members of those individuals, and of that one-third (1/3) at least two (2) members shall be individuals that do or have received mental health services.
- D. Board members shall have their primary place of residence in the County they represent and must provide immediate notification of any change in address.

SECTION V. TERM OF OFFICE; VACANCY; COMPENSATION; ATTENDANCE

- A. The term of office of a Board member shall be three (3) years beginning April 1 of the year in which the member is appointed.
- B. A vacancy shall be filled for an unexpired term in the same manner as an original appointment.
- C. A Board member shall be paid a meeting fee and reimbursement for necessary travel expenses as outlined in policy 01-001-0020, Board Members: Attendance, Meeting Fee, Travel, and Expense Reimbursement, in accordance with the Open Meetings Act, Public Act 267 of the Public Acts of 1976, as amended.
- D. Board members will notify the CMH Executive Assistant when they are unable to attend a meeting. The Chairman of the Board shall be notified by the CMH Executive Assistant of non-attendance by a Board member of two (2) unaccounted for consecutive Board meetings or four (4) unaccounted for Board meetings in a year. The Executive Committee shall meet and determine what action, if any, needs to be taken. If action is warranted, a recommendation will be made to the full Board. If a Board vacancy occurs, the County Board of Commissioners shall be notified of the vacancy.

A member may only participate in a meeting electronically, by telephonic or video conferencing, in accordance with the Open Meetings Act, Public Act 267 of the Public Acts of 1976, as amended. A member participating by remote communication in accordance with the Open Meetings Act, will not be considered present for the purposes of a quorum and will not be entitled to vote.

- E. A Board member may be removed from office by the appointing 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 VI. OFFICERS AND ORGANIZATION OF THE BOARD

A. Officers

The officers of the Board shall be the Chairman, Vice-Chairman, Secretary/Treasurer and such other officers as the Board shall deem necessary, to be selected by a majority vote of the membership of the Board in attendance, their respective terms to be for a period of one (1)

year from the date of election until elections are next regularly held, or to fill vacancies which might develop during the year.

B. Nominations

At a regular meeting held in February, a Nominating Committee of three (3) members shall be appointed by the Board Chairman. In April following appointments to the Mental Health Board by the County Board of Commissioners, this committee shall nominate candidates for the officer positions. Additional nominations from the floor shall be permitted. Elections will take place at the first meeting in April and the candidates selected shall assume their office immediately thereafter.

C. Vacancies

In the event of a vacancy in any office, a Nominating Committee of three (3) members shall immediately be appointed to suggest candidates for the office. The Board shall, within two (2) months, elect a successor to serve the balance of the term.

SECTION VII. DUTIES OF THE CHAIRMAN

The Chairman shall conduct the meetings of the Board, appoint all standing and special committees, and shall be an ex-officio member of all committees. The Chairman shall have the overall responsibility to direct and coordinate the activities of the Board so as to most effectively assume and carry out the duties of the Board as prescribed by Section 226 of said Act 258 of the Public Acts of 1974, as amended.

The Chairman shall sign, or at their discretion may delegate authority to the Chief Executive Officer to sign, in the name of the Board, any deeds, contracts, leases, grant applications and other instruments authorized by the Board; and the Chairman shall perform such other duties as are required by the Board.

SECTION VIII. DUTIES OF THE VICE-CHAIRMAN

The Vice-Chairman shall assume all duties and responsibilities of the Chairman in his absence.

SECTION IX. DUTIES OF THE SECRETARY/TREASURER

The Secretary/Treasurer shall:

- A. Record or have recorded the minutes of all meetings, financial transactions, orders, resolutions and other proceedings of the Board in proper records, to be kept at the Board office.
- B. Give or cause to be given prescribed notice of meetings and elections of the Board.
- C. Conduct meetings in absence of the Chairman and Vice Chairman.

SECTION X. DUTIES OF THE PAST CHAIRMAN

- A. The Past Chairman provides continuity and historical perspective to the Board, serving as a resource regarding prior board actions and decisions.

SECTION XI. ROLE AND DUTIES OF THE BOARD

A. Role:

The primary role of the Board is that of making policy to ensure that CMH achieves its purposes. Administration of those policies rests in the Office of the Chief Executive, whose duties have been determined and assigned by the Board.

B. Duties:

The Board shall:

- A. Appoint a Chief Executive Officer of the Community Mental Health Services Program who meets the standards of training and experience established by the Michigan Department of Health and Human Services.
- B. Establish general policy guidelines within which the Chief Executive Officer (CEO) shall execute the Community Mental Health Services program.
- C. Annually ensure a needs assessment is conducted to determine the mental health needs of the residents of the County.
- D. Annually review and approve the needs assessment report, annual plan / strategic plan, and other if needed.
- E. Provide and advertise a public hearing on the needs assessment annual plan / strategic plan and any request for new funds.

- F. Submit the needs assessment report and annual plan to the Michigan Department of Health and Human Services and to the Board of Commissioners.
- G. Annually approve the Community Mental Health program operating budget for the year.
- H. Take those actions it considers necessary and appropriate to secure private, federal, and other public funds to support the community mental health services program.
- I. Approve and authorize all contracts for the provision of services in accordance with applicable policy and procedures (07-001-0005).
- J. Review and evaluate the quality, effectiveness, and efficiency of services being provided by the Community Mental Health Services programs.

SECTION XII. CHIEF EXECUTIVE OFFICER

The CEO shall execute and administer the program in accordance with the approved annual plan / strategic plan and operating budget, the general policy guidelines established by the Board, the applicable procedures and policies, and the provisions of the Mental Health Code. The CEO has the authority and responsibility for supervising all employees. The terms and conditions of a CEO's employment, including tenure of service, shall be mutually agreed upon by the Board and the CEO and shall be specified in a written contract. The CEO shall appoint a Medical Director who is a psychiatrist. The Medical Director shall advise the CEO on medical policy and treatment issues.

SECTION XIII. MEETINGS

A. Regular Meetings

The Board shall hold regular meetings which shall be preceded by public notice according to law. The Board's regular meeting calendar shall be placed on the St. Clair County Community Mental Health Authority Website for the Calendar Year following its approval by the Board at the December Board meeting.

B. Special Meetings

Special meetings may be called and notice of those meetings given in accordance with the Open Meetings Act, Public Act 267 of the Public Acts of 1976, as amended.

C. Closed Sessions

Closed Sessions may be called in accordance with the Open Meetings Act, Public Act 267 of the Public Acts of 1976, as amended.

D. Public Participation in Regular Board Meetings

Public comment by citizens shall be permitted during the public participation portion of the agenda. Persons requesting to publicly address the Board shall be required to fill out the Citizens Wishing to Address the Board card available at the meeting. To be permitted comment time, the Citizens Wishing to Address the Board card must be turned into the Executive Assistant or Board Chair prior to the meeting being called to order.

A maximum of three (3) minutes shall be granted to each person desiring to make a public comment. Time may not be yielded to others.

SECTION XIV. QUORUM

Seven (7) members of the Board constitute a quorum. In the event of an unfilled Board vacancy, a quorum shall be $\frac{1}{2}$ plus one (1) of the current Board membership.

The Community Mental Health Board shall conduct all official board business exclusively during duly called and noticed board meetings. No official decisions, deliberations, or actions of the Board shall occur outside of such meetings.

SECTION XV. COMMITTEES

A. Executive Committee

1. The Executive Committee shall consist of the following members:

- a) Board Chairman
- b) Board Vice-Chairman
- c) Board Secretary/Treasurer
- d) Past Chairman

The Executive Committee shall be chaired by the Board Chairman. The CEO or his/her designee shall be the staff person assigned to work with this Committee.

2. The Executive Committee shall make recommendations to the Board, shall have general supervision of the affairs of the Board between regular monthly meetings, and shall perform such other duties as are specified in these Rules. The Executive Committee shall be subject to the orders of the Board as a whole, and none of its acts shall conflict with the action taken by the Board.
3. Special meetings of the Executive Committee can be called by the Chairman or by the request of three (3) members of the Executive Committee.

C. Standing Committees

The Board shall establish standing committees as it may deem necessary. The functions and duties of these committees shall be designated by the Board.

The Board shall not gather in numbers constituting a quorum on any committee or subcommittee. As the CMH Board Chairman is an ex-officio member to all Committees.

The maximum number of Board Members who may be appointed to a Committee shall be determined as follows:

When the Board Chairman is appointed as a listed member of a Committee: The number of Board Members serving on the Committee shall not exceed one (1) less than a quorum of the Board.

When the Board Chairman is not appointed as a listed member of the Committee: The number of Board Members serving on the Advisory Council shall not exceed two (2) less than a quorum, recognizing that the Board Chairman serves as an ex-officio member of all committees.

These composition limits are intended to ensure compliance with the Michigan Open Meetings Act (MCL 15.261 et seq.) and to preserve the Advisory Council's advisory function without constituting a quorum of the Board.

1. Advisory Council

SCCCMH Board Member Requirement:

The Advisory Council shall include no fewer than one (1) Member of the St. Clair County Community Mental Health Authority Board of Directors.

The maximum number of Board Members who may be appointed to the Advisory Council shall be determined as follows:

- a. When the Board Chairman is appointed as a listed member of the Advisory Council: The number of Board Members serving on the Advisory Council shall not exceed one (1) less than a quorum of the Board.
- b. When the Board Chairman is not appointed as a listed member of the Advisory Council: The number of Board Members serving on the Advisory Council shall not exceed two (2) less than a quorum, recognizing that the Board Chairman serves as an ex-officio member of all committees.

These composition limits are intended to ensure compliance with the Michigan Open Meetings Act (MCL 15.261 et seq.) and to preserve the Advisory Council's advisory function without constituting a quorum of the Board.

2. Corebridge Financial

SCCCMH Board Member Representative: One (1).

3. Recipient Rights Advisory Committee

SCCCMH Board Member Requirement: Minimum of three (3) CMH Board Members needed, maximum of one (1) less than quorum.

The Board shall appoint a Recipient Rights Advisory Committee consisting of at least six (6) members. Membership of the committee shall be broadly based so as to best represent the varied perspectives of the community mental health services program's geographic area. At least one-third (1/3) of the membership shall be individuals that do or have received mental health services or family member of an individual who does or has ever received mental health services and of that at least one-half (1/2) shall be individuals that do or have received mental health services

4. Region 10 PIHP Board (Board Chair & Board Rep.)

SCCCMH Board Member Requirement: Two (2) CMH Board Members.

5. SCCCMH Board Annual Awards Recognition Committee

SCCCMH Board Member Requirement: Minimum of three (3) CMH Board Members.

6. SCCCMH Board Finance Committee

SCCCMH Board Member Requirement: Minimum of three (3) CMH Board Members.

7. SCCCMH Board Personnel Committee

SCCCMH Board Member Requirement: Minimum of three (3) CMH Board Members.

8. SCCCMH Board Policy Committee

SCCCMH Board Member Requirement: Minimum of three (3) CMH Board Members.

D. Ad Hoc Committees

The Board may establish such other Special or Ad Hoc Committees as it deems necessary and proper.

SECTION XVI. PARLIAMENTARY PROCEDURES

Unless otherwise provided in the Board's By-Laws, the Board shall conduct all its meetings in accordance with Robert's Rules of Order, as revised.

SECTION XVII. AMENDMENT OF BY-LAWS

These By-Laws may be amended, altered, changed, added to, or repealed by two-thirds (2/3) vote of the current Board membership, if notice of the proposed amendment, alteration, change, addition or repeal be contained in a written notice of the meeting, such notice shall be given at least 14 calendar days prior to such meeting by email

SECITON XVIII. SUSPENSION OF BY-LAWS

These By-Laws may be temporarily suspended at any time by unanimous consent of the members present to facilitate the accomplishment of any legal

objective of the Board, so long as the number of members present constitutes a quorum as previously defined.

SECITON XIX. CODE OF ETHICS

This code of ethics establishes clear standards of integrity, accountability, and respect that is essential of a St. Clair County Community Mental Health Board member. It ensures that board members prioritize the well-being and dignity of the individuals served by St. Clair County CMH, while promoting transparency.

1. Agency Alignment

Share in the Mission, Vision, and Values of St. Clair County Community Mental Health Authority

2. Act as One Body

Board members recognize that authority rests with the Board as a whole, not with individual members. All decisions are made collectively, and members shall respect and support the decisions of the Board once determined by majority vote.

3. Representation and Public Statements

Only the Board Chair (or their designee) is authorized to speak on behalf of the Board. Individual members shall not speak on behalf of the Board. Individual members shall not present personal views as official Board positions and must avoid actions that could be misinterpreted as representing the Board without authorization or speaking as a Board representative.

4. Integrity and Accountability

Board members shall perform their duties honestly, responsibly, and with transparency. They must disclose potential conflicts of interest and abstain from participation in decisions where such conflicts exist.

5. Respectful Conduct

Board members shall treat one another, staff, and community members with professionalism, courtesy, and respect, even in times of disagreement.

6. Stewardship of Resources

Board members shall act as prudent stewards of public resources, ensuring that financial and organizational decisions are made in the best interest of the individuals served by the organization.

7. Upholding Public Trust

Board members shall serve with the highest level of integrity, avoiding actions that may erode public trust in the Board or its mission.

SECTION XX. CONFLICT OF INTEREST

1. Impartial Conduct

The Board shall make decisions that are fair, honest, and in the best interest of the community when it makes decisions that might benefit the private interest, especially a private financial interest, of a board member, an officer, a member of the SCCCMH leadership team, or their close family member.

2. What Counts as a Conflict

A conflict of interest happens when a board member, staff member, or one of their close family members could personally benefit — financially or otherwise — from a decision the Board makes. Even the appearance of such a conflict should be treated seriously.

3. Stepping Back from Decisions

If a board member has an actual or possible conflict of interest related to a decision under discussion, they must disclose the existence of the conflict to the other members and be given the opportunity to disclose all material facts of the conflict. After the member's disclosure, the board members may discuss and determine unanimously that a conflict of interest does or does not exist. If members do not agree unanimously on whether a conflict does or does not exist, the member with the potential conflict shall step out of the board meeting, and the remaining members shall discuss and determine by a majority vote whether a conflict exists.

A member determined to have a conflict of interest must step out of a meeting during a discussion or vote on decisions related to the conflict. The remaining board members must exercise due diligence to determine if SCCCMH can obtain, with reasonable efforts, a more advantageous transaction or arrangement with another person or entity which would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible, the board shall determine by a majority vote of the disinterested members, whether the transaction or

arrangement is in SCCCMH’s best interest and whether it is fair and reasonable.

All efforts shall be made by the board to keep an arms-length status of the transaction or arrangement, including withholding SCCCMH confidential information regarding the transaction or arrangement from the conflicted member.

4. Gifts

Board members should not accept gifts or favors that could influence, or appear to influence, their judgment in Board matters.

5. Commitment

By following this policy, the Board shows its commitment to honesty, fairness, and serving the best interests of the community.

6. Violation

If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the reason for such belief and give the member an opportunity to explain the alleged failure to disclose.

If after hearing the member’s response and after making further investigation as necessary under the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate action, which may include removal from the Board.

REVISIONS & ADOPTIONS:

Date	Change
September 6, 2016, CMH Board Meeting	Section V. Term of Office; Vacancy; Compensation; Attendance
July 18, 2017, CMH Board Meeting	Section XIII. Quorum
October 17, 2017, CMH Board Meeting	Section XII.D. Meetings
August 6, 2019, CMH Board Meeting	Section V. Term of Office; Vacancy; Compensation; Attendance; Section XII. Meetings
November 2, 2020, CMH Board Meeting	Section V. Removal from Office; Section X. Duties of the Board; Section XI. Chief Executive Officer; Section XII. Meeting Participation; Section XIV. Recipient Rights Advisory Committee
March 2, 2022, CMH Board Meeting	Section VI. Officer and Organization of the Board
November 1, 2022, CMH Board Meeting	Section V. Open Meetings; Section XII. Open Meetings; Section XIII. Quorum; Section XIV. Committees, Recipient Rights Advisory Committee
August 12, 2025, CMH Board Meeting	Section V. Term of Office; Vacancy; Compensation; Attendance
November 18, 2025, CMH Board Meeting	Section II. Mission Statement; Section IV. Membership of the Board; Section V. Term of Office; Vacancy; Compensation; Attendance; Section X. Duties of The Past Chairman; Section XI. Role and Duties of the Board; Section XIII. Meetings; Section XIV. Quorum; Section XV. Committees; Section XVII. Amendment of By-Laws; Section XIX. Code of Ethics; Section XX. Conflict of Interest
April 14, 2026, CMH Board Meeting	Section XI. Role and Duties of the Board; Section XII. Chief Executive Officer