

## HEALTHWEST BOARD BY-LAWS

### ARTICLE I

#### Section 1 – Name

The name of this organization is HealthWest (hereinafter referred to as the Board).

#### Section 2 – Service Area

The primary service area of the Board shall consist of the County of Muskegon. However, the Board is authorized to provide regional developmental disabilities residential services via contract.

#### Section 3 – Legal Basis

These by-laws are adopted in accordance with the provision of the Michigan Mental Health Code as amended by P.A. 258 of 1974, providing for the establishment and administration of county community mental health programs.

### ARTICLE II – PURPOSES AND GOALS

The purpose and goals of this Board, subject to the provisions of the Michigan Mental Health Code as amended by P.A. 258 of 1974 and the rules and regulations of the Department of Mental Health, shall be to:

A. Annually conduct a needs assessment to determine the mental health needs of the residents of the county or counties it represents and identify public and nonpublic services necessary to meet those needs. Information and data concerning the mental health needs of individuals with developmental disability, serious mental illness and serious emotional disturbance shall be reported to the department in accordance with procedures, and at times, established by the department, along with plans to meet identified needs. It is the responsibility of the community mental health services program to involve the public and private providers of mental health services located in the county or counties served by the community mental health program in this assessment and service identification process. The needs assessment shall include information gathered from all appropriate sources, including community mental health waiting list data and school districts providing special education services.

B. Annually review and submit to the department a needs assessment report, annual plan, and request for new funds for the community mental health services program. The standard format and documentation of the needs assessment, annual plan, and request for new funds shall be specified by the department.

C. Obtain approval of its needs assessment, annual plan and budget, and request for new funds from the board of commissioners of each participating county prior to submission of the plan to the department. In the case of a community mental health organization, provide a copy of its needs assessment, annual plan, request for new funds, and any other document specified in accordance with the terms and conditions of the organization's inter-local agreement to the board of commissioners of each county creating the organization. In the case of a community mental health authority, provide a copy of its needs assessment, annual plan, and request for new funds to the board of commissioners of each county creating the authority.

- D. Submit the needs assessment, annual plan, and request for new funds to the department by the date specified by the department. The submission constitutes the community mental health services program's official application for new state funds.
- E. Provide and advertise a public hearing on the needs assessment, annual plan, and request for new funds before providing them to the county board of commissioners.
- F. Submit to each board of commissioners for their approval an annual request for county funds to support the program. The request shall be in the form and at the time determined by the board of commissioners.
- G. Annually approve the community mental health services program's operating budget for the year.
- H. Take those actions it considers necessary and appropriate to secure private, federal, and other public funds to help support the community mental health services program.
- I. Approve and authorize contracts for the purchase of mental health services and property lease arrangement with private or public agencies or individuals.
- J. Review and evaluate the quality, effectiveness, and efficiency of services being provided by the community mental health services program. The board shall identify specific performance criteria and standards to be used in the review and evaluation. These shall be in writing and available for public inspection upon request.
- K. Appoint an executive director of the community mental health services program who shall meet standards of training and experience established by the department.
- L. Establish general policy guidelines within which the executive director shall execute the community mental health services program.
- M. Require the executive director to select a physician, a registered professional nurse with a specialty certification issued under section 17210 of the public health code, Act No. 368 of the Public Acts of 1978, being section 333.17210 of the Michigan Compiled Laws, or a licensed psychologist to advise the executive director on treatment issues.

## **ARTICLE III – MEMBERSHIP**

### **Section 1 – Membership**

The composition of the Board shall be representative of providers of mental health services, recipients or primary consumers of mental health services, agencies and occupations having a working involvement with mental health services and the general public. At least one-third (1/3) of the membership shall be primary consumers or family members, and of that one-third (1/3) at least two (2) members shall be primary consumers. All Board members shall be eighteen (18) years of age or older.

## **Section 2 – Appointment**

The County Board of Commissioners shall appoint members to serve on this Board, of which not more than four of the twelve members may be County Commissioners and not more than half of the Board may be state, city or local public officials. Members must have their primary residence in Muskegon County. Individuals employed by the Department, or the Community Mental Health Services Program or who are a party to a contract with the Community Mental Health Services Program or administering or benefiting financially from a contract with the program, or are serving in a policy making position with an agency under contract with the Community Mental Health Services Program shall not be appointed to serve on this Board. If the Board Member is an employee or independent contractor in other than a policy-making position with an agency with which the board is considering entering into a contract, the contract then shall not be approved unless all of the following requirements are met:

- (a) The board member shall promptly disclose his or her interest in the contract to the board.
- (b) The contract shall be approved by a vote of not less than 2/3 of the membership of the board in an open meeting without the vote of the board member in question.
- (c) The official minutes of the meeting at which the contract is approved contains the details of the contract including, but not limited to, names of all parties and the terms of the contract and the nature of the board member's interest in the contract.

## **Section 3 – Term of Office**

The term of office of a Board member shall be three years from April 1st of the year of appointment. However, a Board member's term may continue until the first annual meeting beyond his or her three-year term.

Vacancies shall be filled for unexpired terms in the same manner as original appointments. Board vacancies shall be communicated to the County Commission Board Chair. The HealthWest Executive Assistant to the Board of Directors will send all HealthWest Board applications received to the County Commission Board Chair for their review. The County Commission Board Chair will review HealthWest Board Applications, conduct interviews based on those that meet the required HealthWest Board demographic needs and the requirements of the Mental Health Code. Upon completion of the HealthWest Board applicant interviews, the County Commissioner Chair shall present an applicant to the County Commission Board for their voting and appointment.

Any Board members appointed to serve on this Board as a County Commissioner shall not have membership beyond their elected term of office.

## **Section 4 – Removal of Board Members**

A Board member may be removed from office by the Muskegon 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 5 – Compensation**

A Board member shall be paid a per diem no larger than the highest per diem for members of other county advisory boards set by the County Board of Commissioners and be reimbursed for necessary travel expenses for each meeting attended. Meetings include monthly full board and committee meetings, as well as conference attendance at the three (3) Community Mental Health Association of

Michigan sponsored events each year. A Board member shall not receive more than one per diem payment per day, regardless of the number of meetings scheduled by the Board for the day.

## **ARTICLE IV – OFFICERS AND DUTIES**

### **Section 1 – Officers**

The officers of this Board shall consist of a Chair, Vice-Chair, Treasurer, Secretary, and any others as may be established by resolutions of the Board.

### **Section 2 – Selection of Officers**

The Board shall elect its own officers by a majority vote of the Board.

In the event of a vacancy in any office, a nominating committee shall be immediately 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 3 – Duties of Chair/Vice-Chair**

The Chair shall be the presiding officer at the meetings of the Board, shall appoint the Chair or Vice-Chair, of the standing and special committees; shall call meetings of the Board; and shall be an ex-officio member of all committees. The Chair shall sign, or delegate authority to the county mental health director to sign, in the name of the Board, any or all deeds, contracts, leases, grant applications and other instruments authorized by the Board; and shall perform such other duties as are required by the Board.

The Vice-Chair, in the event of the incapacity or absence of the Chair, shall assume the duties prescribed to the Chair. In the event of the incapacity or absence of both the Chair and Vice-Chair, the Secretary shall assume the duties as prescribed in Article 4, Section III, above.

## **ARTICLE V – COMMITTEES**

### **Section 1 – Standing Committees**

The Board shall establish the following Standing Committees: Program, Personnel, and Finance.

### **Section 2 – Responsibilities of Standing Committees**

The Program Committee shall be responsible for programmatic activities related to the agency and other activities as designated by the Board.

The Personnel Committee shall be responsible for personnel activities related to the agency and other activities as designated by the Board.

The Finance Committee shall be responsible for finance and facilities related to the agency, as well as other activities as designated by the Board.

### **Section 3 – Special Committees**

The Board may establish such other committees as it deems proper.

#### **Section 4 – Appointment of Committees**

The Chair of the Board shall appoint the Chair and Vice-Chair and members of the Standing Committees, who shall be members of the Board. The Chair of the Board shall appoint, subject to full Board confirmation, the Chair and members of Special Committees, who need not be Board members. The Board shall confirm such appointments.

Annually, the Chair shall appoint a Nominating Committee, who shall present a slate of officers to be elected at the annual meeting. Members of the Nominating Committee shall be members of the Board. Officers, once elected, shall serve until the next annual meeting, or for a term of one year.

### **ARTICLE VI – MEETINGS**

#### **Section 1 – Annual Meeting**

The annual meeting and all meetings of the Board shall be conducted in conformance with the Open Meetings Act and shall be held in April of each year for the purpose of receiving program reports and electing Board officers as well as other duties that may be, from time to time, required.

#### **Section 2 – Special Meetings**

The Chair of the Board may call special meetings.

Upon petition of four (4) members, the Chair is required to call a special meeting.

#### **Section 3 – Meeting Attendance**

Each Board member must attend at least one Board or Committee meeting per month or provide the Board Chair with a suitable excuse or else the Board may request their replacement by the appropriate appointing authority.

#### **Section 4 – Frequency of Meetings**

The Board shall meet once monthly at a time and place designated by the Board.

#### **Section 5 – Meeting Notices**

The Board shall adopt a yearly calendar for the upcoming year at their December meeting. In addition, the CMH Administrative Secretary shall be responsible for sending a monthly calendar to all Board members each month throughout the year.

Notice of special meetings shall be given to all members of the Board in advance as far as practicable, but always shall be given at least 18 hours prior to the meeting date and time.

#### **Section 6 – Quorum**

A majority of the Board shall constitute a quorum for all Board meetings.

#### **Section 7 – Closed Session**

The Board may meet in closed session for the following purposes:

- a) To consider the dismissal, suspension, or disciplining of, or to hear complaints or charges brought against, or to consider a periodic personnel evaluation of, a public officer, employee, staff member, or individual agent, if the named person requests a closed hearing. A person requesting a closed hearing may rescind the request at any time, in which case the matter at issue shall be considered after the rescission only in open sessions.
- b) For strategy and negotiation sessions connected with the negotiation of a collective bargaining agreement if either negotiating party requests a closed hearing.
- c) To consider the purchase or lease of real property up to the time an option to purchase or lease that real property is obtained.
- d) To consult with its attorney regarding trial or settlement strategy in connection with specific pending litigation, but only if an open meeting would have a detrimental financial effect on the litigating or settlement position of the public body.
- e) To review and consider the contents of an application for employment or appointment to a public office if the candidate requests that the application remain confidential. However, except as otherwise provided in this subdivision, all interviews by a public body for employment or appointment to a public office shall be held in an open meeting pursuant to this act. This subdivision does not apply to a public office described in subdivision (j).
- f) To consider material exempt from discussion or disclosure by state or federal statute.

A 2/3 roll call vote of Board members elected must be obtained in order to convene a closed session for any purpose with the exception of (a) and (b) above.

No vote shall be taken during a closed session on matters considered in the closed session. Any action taken on such matters shall occur in an open meeting and recorded in the minutes of said meeting.

### **Section 8 – Expenses**

Reimbursement of expenses may be authorized by the Board in line with specific assignments which are carried out by members of the Board.

## **ARTICLE VII – CONDUCT OF MEETINGS**

The business of the Board shall be conducted in accordance with the Roberts Rules of Order, Newly Revised Edition, unless the by-laws conflict therewith, in which event the by-laws shall supersede as long as they are not in conflict with the Constitution and the laws of the State of Michigan.

## **ARTICLE VIII – CONFLICT OF INTEREST**

Where a business relationship exists, or appears to exist, between a Board member and HealthWest, said member shall abstain from participating in decisions that could be influenced by his/her business interests. Annually each board member shall sign a statement indicating that he or she will abstain from voting on any issue that has, or appears to have, a possible conflict of interest (See the “Statement of Members of Board of Directors Concerning Possible Conflict of Interest”).

## **ARTICLE IX – AMENDMENT**

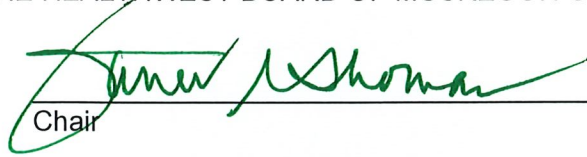
These by-laws may be amended, altered, changed, added to or repealed by a majority vote of the Board at any regular or special meeting of the Board. All amendments shall be sent in writing to each Board member two (2) weeks prior to the date of the meeting.

**ARTICLE X – SUSPENSION OF RULES**

These by-laws may be temporarily suspended at any time by a quorum of the members present to facilitate the accomplishment of any legal objective of the Board.

ADOPTED BY A MAJORITY VOTE OF THE HEALTHWEST BOARD OF MUSKEGON COUNTY.

Date: July 26, 2024

  
Chair

  
Secretary