

BY - LAWS

ARTICLE I NAME

The name of this corporation shall be the MICHIGAN ASSOCIATION OF COMMUNITY MENTAL HEALTH BOARDS, a Michigan non-profit corporation, operating under the assumed name of COMMUNITY MENTAL HEALTH ASSOCIATION OF MICHIGAN, hereinafter referred to in these By-Laws as the "Association."

ARTICLE II PURPOSE

The Association shall be an independent organization that represents community mental health services programs (CMHSPs), the Medicaid prepaid inpatient health plans (PIHPs) and affiliate members. Its purpose is to promote collective action to improve funding, governmental relations, public awareness, education, training, cultural competency, development of community-based services and advocacy on behalf of consumers and providers of mental health, intellectual and developmental disabilities and substance use disorders services.

ARTICLE III MEMBERSHIP

(A) Eligibility:

Any CMHSP duly established under the provisions of P.A. 258 of 1974 as amended, and PIHP as defined by Federal Law, shall be eligible for membership in this Association. Any other agency, organization, or individual interested in mental health services, and whose objectives are not in conflict with the purposes of this Association, may be eligible for Provider Alliance or affiliate status membership in this Association.

(B) Membership Classifications:

The following are the membership classifications of the Association:

1. Full Member Status

Full member status with voting and other appropriate rights shall be extended only to CMHSPs as described in the Michigan Mental Health Code and PIHPs as defined by Federal Law, and confirmed by the payment of annual membership dues or fees. It should be noted that while the CMHSP or PIHP as a legal entity is the member, it is represented as specified in Subsection (D) below.

2. Provider Alliance Status

Provider Alliance status may be extended to any agency, organization, corporation, or individual whose purpose is the delivery and/or support of community mental health services and whose activities and goals are consistent with guidelines adopted by the Member Assembly under Article III (A) and confirmed by the payment of annual membership dues or fees.

3. Affiliate Status

Affiliate status may be extended to any non-provider agency, organization, corporation, or individual interested in mental health services, and whose activities and goals are consistent with guidelines adopted by the member assembly under Article III (A) and confirmed by the payment of annual membership dues or fees.

(C) Membership Dues/Fees:

Dues for the CMHSP and Affiliate membership shall be based on a formula approved by the Member Assembly. Annual fees (in lieu of dues) for the PIHPs shall be based on a formula developed to calculate the costs of providing the services and supports provided to the PIHPs through the Association and its staff.

(D) Voting Privileges of CMHSPs and PIHPs:

Voting privileges in the meetings of the Member Assembly shall be composed as follows:

1. Three (3) delegates from each member CMHSP: two (2) board members and one (1) CMHSP executive director (except for CMHSP that are stand-alone PIHPs, whose voting privileges will be as detailed in 3. below).
2. Three (3) delegates from each member Regional Entity PIHP: two (2) board members and one (1) PIHP executive director.
3. Five (5) delegates for each member Stand Alone PIHP: four (4) board members and one (1) PIHP executive director.

The executive director vote may not be reassigned to any other individual. Voting by proxy is expressly prohibited.

(E) Rights and Duties of Membership:

1. Persons representing full member status CMHSPs or PIHPs described in Article III (B) 1 shall be:
 - (a) Eligible to hold office, serve as a member of the Board of Directors, and/or as chairperson or member of any committee;
 - (b) Entitled to participate in the meetings of the Member Assembly, regional meetings, or other meetings of the Association;

- (c) Entitled to vote in the election of officers, regional representatives, members-at-large of the Board of Directors, and on any matters of business coming before the membership at any meeting of the Member Assembly, according to the provisions of Article III (D) of these By-Laws;
 - (d) Entitled to receive mailings and publications of the Association;
 - (e) Entitled to attend and participate in programs sponsored by the Association;
 - (f) Entitled to participate in and receive services provided by the Association; and
 - (g) Entitled to receive and process data information requests provided by the Association.
2. All affiliate members described in Article III (B) Sections 2 and 3 shall be entitled to:
- (a) Receive mailings and publications of the Association;
 - (b) Attend and participate in designated programs sponsored by the Association;
 - (c) Attend meetings of the Member Assembly;
 - (d) Attend meetings of Standing Committees to provide input on the range of issues addressed by these committees. However, they are not voting members and, at the discretion of the co-chairpersons, attendance at a meeting or portion thereof may be limited to CMHSP, PIHP, and designated “at large” provider representatives.
 - (e) Subject to guidelines adopted by the Member Assembly, receive services provided by the Association; but
 - (f) Excludes the privileges of voting, holding office, serving as standing committee co-chairs, or Board of Directors membership except as described in Article III (E) 3.
3. Certain affiliate members as described in Article III (B) 2 shall be designated as “at large” provider representatives. These “at large” representatives shall be identified through a process determined by meetings of the affiliate provider membership. Both the process for identifying designees and the recommended designees shall be subject to approval by the Board of Directors.

Individuals who serve as elected or appointed officers of advocacy organizations shall not be eligible to serve as such representatives.

- (a) Four (4) “at large” representatives as described in Article III (E)3 shall be designated as voting members to the Association’s Member Assembly meetings. These four designees, from four separate organizations, shall represent:
 - (1) Providers of services to children with serious emotional disturbances
 - (2) Providers of services to adults with psychiatric disorders
 - (3) Providers of services to persons with intellectual/developmental disabilities.
 - (4) Providers of services to persons with substance use disorders

- (b) Four (4) “at large” provider representatives as described in Article III (E)3 shall be designated as voting members of the Board of Directors. These four designees, from four separate organizations, shall represent:
 - (1) Providers of services to children with serious emotional disturbances
 - (2) Providers of services to adults with psychiatric disorders
 - (3) Providers of services to persons with intellectual/developmental disabilities.
 - (4) Providers of services to persons with substance use disorders.

- (c) Four (4) “at large” representatives as described in Article III (E)3 shall be designated as voting members of each of the Association’s standing committees as described in Article X. Standing Committees. These four designees to each standing committee, from four separate organizations, shall represent:
 - (1) Providers of services to children with serious emotional disturbances
 - (2) Providers of services to adults with psychiatric disorders
 - (3) Providers of services to persons with intellectual/developmental disabilities.
 - (4) Providers of services to persons with substance use disorders

(F) Termination of Membership:

- 1. Membership in the Association shall be automatically terminated for failure to pay dues/fees within 120 days of the beginning of the Association's fiscal year. Any exception to this policy requires approval of the Board of Directors.
- 2. Any member may resign by submitting a letter of resignation to the Association Secretary.
- 3. Affiliate members may be terminated for cause based on conduct that is injurious to the Association or is contrary to or destructive of the purpose of the Association as described in Article II.

Termination for cause as described above may only occur upon a motion for termination approved by two thirds vote of the Board of Directors. Such a motion shall only be made following a fair and reasonable procedure by which the affiliate member has the opportunity to defend the action(s) which form the basis for termination.

- 4. No portion of dues/fees paid by a member who resigns or whose membership is terminated is refundable.

ARTICLE IV
MEETINGS OF THE MEMBER ASSEMBLY

(A) Function and Authority

The Member Assembly is the final authority for all matters before the Association related to policy making, goal setting and overall management of the organization and its resources and shall approve the Association strategic plan.

(B) Voting

Each Member CMHSP/PIHP shall designate its voting delegates to vote on matters coming before the Association, in accordance with Article III (D), each of whom shall have one vote. Each “at large” provider representative, in accordance with Article III (E)3(a), shall have one vote.

(C) Meetings of the Member Assembly:

The Association shall hold at least one (1) meeting of the Member Assembly annually. The sites of the meetings shall be at such locations within the State of Michigan as the Board of Directors shall determine. Additional Member Assembly meetings can be called as outlined in Section IV (D) of the by-laws below.

(D) Special Meetings of the Member Assembly:

Special meetings of the Member Assembly may be called by the President or by a majority vote of the Board of Directors or by a petition signed by at least a majority of member CMHSPs/PIHPs.

(E) Notice:

1. Written notice of the meetings of the Member Assembly shall be by mail, posted at least thirty (30) days prior to said meeting.
2. The notice of any special meeting or adjourned meeting shall be by the most expedient method possible and must be in a manner calculated to reach each member CMHSP/PIHP/”at large” Provider Representative at least seven (7) days prior to said meeting.
3. The notice of any meeting shall state the time and place of the meeting, and the purpose or purposes of the meeting. No action taken at such a meeting shall be invalid for want of notice if duly waived by two-thirds (2/3) of the member organizations present and eligible to vote.

(F) Quorum:

The presence of a majority of the member organizations eligible to vote shall constitute a quorum for the transaction of business at any meeting of the Member Assembly and the members may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

(G) Meeting Agenda:

1. An agenda of the items to be considered at each meeting of the Member Assembly shall be established by the Board of Directors and mailed to each member CMHSP/PIHP/”at large” Provider Representative not less than fifteen (15) days preceding a regular scheduled meeting. Items not on a regular agenda may be considered only with the approval of two-thirds (2/3) of the member organizations present and eligible to vote.

2. Special Meeting Agenda:

The agenda for any special meeting called by the President, Board of Directors or Association petition, shall be sent by electronic notification, or alternate method when requested, with the

notice of such meeting at least seven (7) days prior to said meeting. The agenda of a special meeting may not be amended nor added to by vote of the membership present.

- (H) It shall be the intent of the Association to provide the membership with the opportunity for input on all issues affecting CMHSPs/PIHPs/”at large” Provider Representatives when the time frames for the resolution of issues and providing a system response allow for that input.

ARTICLE V **REGIONS**

- (A) It is the intention of the Association to support a strong regional structure to facilitate local input to Association decision making and to identify and bring to the Association problems, issues and concerns. Regions may also function as informational forums and decision-making bodies for issues unique to their region. A CMHSP or PIHP Director may make a request to the Board of Directors that it be transferred to another region. Such a transfer will be effective when approved by a majority vote of the Board of Directors. When the Board of Directors approves a transfer, Addendum A will be adjusted to reflect the new regional alignment.

- (B) The regions are defined as follows:

1. Northern
2. Central
3. Western
4. Southeast
5. Metro
6. Upper Peninsula

- (C) For purposes of regional designation, PIHP directors shall be in the region that contains their PIHP main office (as designated by the PIHP director).

See Addendum A for regional membership by CMHSP.

- (D) Each region shall be responsible for the following on an annual basis:

1. Electing a regional chairperson to preside over all regional meetings.
2. Electing a regional secretary to take minutes of all regional meetings and to be responsible for all regional correspondence on Association matters.
3. Electing regional representatives to the Board of Directors and selecting alternates for those representatives as described in Article VII (C) to present positions; raise issues identified by regions as having Association-wide impact; and report to the region on the Board’s activities.
4. Appointing two regional representatives as liaisons to each of the Standing Committees of the Association as specified in Article X (C), and representatives to any special task forces, workgroups or ad hoc committees as requested by the President of the Association to present regional positions; participate in an Association-wide process of resolution and decision making;

and report to the region of the group's activities.

5. Electing regional representatives to the Nominating Committee, By-Laws Committee, the Budget & Finance Committee and certain Related Organizations (see Addendum B).

ARTICLE VI **OFFICERS**

(A) Officers:

Officers of this Association shall be a President who shall be a CMHSP or PIHP board member, a First Vice-President who shall also be a CMHSP or PIHP board member, a Second Vice-President, a Treasurer, a Secretary and the Immediate Past President, all of whom, except for the Immediate Past President, must be CMHSP or PIHP board members or Executive Directors of CMHSPs or PIHPs. Not more than two (2) of the following officers shall be from the same Association region as designated in Article V (B) and (C): President, First Vice-President, Second Vice-President, Treasurer, and Secretary.

(B) President:

The President shall preside at all meetings but may, at the President's discretion, arrange for presiding officers at any meetings. The President shall appoint the co-chairpersons of all Standing Committees and be a member thereof. The President may appoint ad hoc committees as needed. The President shall notify the membership of the committee appointments upon completion thereof. The President shall be Chairperson of the Personnel Committee. The President shall be chairperson of the Board of Directors and Steering Committee. The President shall perform such duties as are usually incumbent upon the office of President, or as may be authorized by resolution of the membership.

(C) Vice-Presidents:

1. In the absence of the President, the First Vice-President shall perform the duties of the President. Other duties of the Vice-Presidents will be at the discretion of the President
2. In the absence of the President and the First Vice-President, the Second Vice-President shall perform the duties of the President.

(D) Treasurer:

The Treasurer, in partnership with the Budget and Finance Committee, the Board of Directors, and the CEO shall assure that:

- all funds are received and disbursed or otherwise accounted for, that an accurate accounting of all financial transactions is maintained, and;
- an audit report of the association's financial operations is conducted and presented to the Board of Directors on an annual basis;
- that an annual budget is developed for review by the Budget and Finance Committee, the Board of Directors, and the Member Assembly
- that a periodic financial report is submitted for review by the Budget and Finance Committee and the Board of Directors.

The Treasurer shall serve as chairperson of the Budget and Finance Committee.

(E) Secretary:

The Secretary shall assure that minutes of the official proceedings are kept and shall be responsible for records and files of the Association and the Board of Directors. The Secretary shall assure that notices of all meetings will be sent to the membership of the Association and the Board of Directors. The Secretary shall perform such duties as are usually incumbent upon the office of Secretary or as may be prescribed by the President, the Board of Directors or the membership.

(F) Immediate Past President:

After completing their role as President, they will become Immediate Past President and maintain that role until the President fulfills their position, regardless of whether this person is a Board member of a CMHSP or PIHP. They will maintain a CMHA officer position with all rights and privileges therein. If the person stepping down from their role as President is unable or unwilling to take on the role of Immediate Past President, the person filling the Immediate Past President role at that time will continue in the role until the President succeeding the President who is stepping down completes their term and can assume the role of the Immediate Past President.

(G) Election and Term of Office:

Officers shall be elected by a vote of the official delegates present and representing Member CMHSPs/PIHPs/"at large" Provider Representatives as defined by Article III (D) at the annual meeting of the Member Assembly designated for the election of officers and shall take office at the adjournment of the electoral conference, unless the election of the officer(s) is at a meeting resulting from the death or removal of an officer, constituting the need for a special election. In those instances, that officer shall assume office at the adjournment of that meeting. Officers shall serve one term or until their successors have been elected. A vacancy occurring in any office shall be filled by a majority vote of the Board of Directors. The candidate so elected shall serve the unexpired balance of the term. Officers may serve no more than two consecutive terms in the same office.

For all offices except President, a Board Member or Director (CMHSP or PIHP) can serve no more than four (4) consecutive terms as an Association officer, as elected by the membership, (excluding any time served when appointed to fill a vacancy by the Board of Directors and years served as immediate Past President).

For election to the office of President, a Board Member must serve in at least one other officer position but not more than 6 consecutive terms as an officer, including the position of President.

In addition, officers of the Association are prohibited from simultaneously serving as a co-chairperson of any Standing Committee.

Terms for Officers shall be defined as two (2) years.

(H) Election of Officers:

1. Nominations:

The President shall appoint the chair of the Nominating Committee. Each region shall designate

one member to serve on the Committee. The Committee shall solicit from each CMHSP and PIHP suggestions for nominations for the officer positions beginning at least three months before the election. Nominations for office from individual CMHSPs and PIHPs shall be sent to the regional chairperson and to the Association office. All regions will consider nominations made by CMHSPs and PIHPs in their regions and recommend a roster of candidates to be nominated. Each region may nominate a candidate for each of the officer positions to be elected. The region shall send their roster of candidates to the Nominating Committee for submission to the membership. Persons may also be nominated for office by individual CMHSPs and PIHPs. If the individual has not been selected as part of the regional roster, they shall be reported to the membership.

2. Notice:

The Nominating Committee shall mail a slate listing all nominees together with biographical data to all members at least forty-five (45) days prior to the annual meeting of the Member Assembly designated for the election of Association officers and the slate shall be presented to the membership at that meeting.

3. Election:

Officers shall be elected in the following order: President, First Vice-President, Second Vice-President, Treasurer, Secretary. There shall be no absentee or proxy voting.

(I) Removal from Office:

An elected officer may be removed from his or her position for misfeasance or nonfeasance when a two-thirds (2/3) vote of a meeting of the Member Assembly indicates that it would be in the best interests of the Association to do so. The Board of Directors by majority vote may remove any elected officer who has accumulated three (3) unexcused absences at regular or special Board of Directors meetings, or meetings incumbent upon his or her official duties within the elected officer's term of office.

(J) In the event that a candidate for an Association officer position is the only candidate for the position and that person resigns from the Association Board of Directors after the nominations period for officer positions is closed but before the election of officers is held, the incumbent, holding the position at the time, retains that position for the next year until the next regularly scheduled election of officers. This process shall be followed regardless of election, term, or other conditions outlined in other section of the Association's by-laws.

ARTICLE VII **BOARD OF DIRECTORS**

(A) The Board of Directors has the charge and authority to manage the organization and act on behalf of the organization in a manner which is consistent with the policy, goals and purpose established by the full membership in meetings of the Member Assembly. The Board of Directors shall implement and ensure the actions of the strategic plan. At the direction of the President and Board of Directors, all policies will be reviewed on an annual basis.

(B) There will be a Board of Directors consisting of: the officers of the Association; regional representatives composed of three (3) representatives from each of the regions, one of these representatives shall be an Executive Director and two (2) shall be board members; Standing Committee co-chairpersons; four (4) representatives of the PIHPs (collectively), as designated by the PIHPs, and four “at large” provider representatives, in accordance with Article III (E)3(b). Voting membership on the Board of Directors is limited to the above.

(C) Regional Representatives:

1. Regional representatives to the Board of Directors shall be elected by delegates in each region for three-year terms. One-third of the regional representatives shall be elected each year.

2. Vacancy:

The unexpired term of a regional representative to the Board of Directors shall be filled in the manner as provided in this Article. When a regional representative resigns or is removed from office before his or her term expires, the appropriate regional alternate shall serve the remainder of the unexpired term. Should the alternate be unwilling or unable to serve, the region may elect a new regional representative to serve for the remainder of the unexpired term at its next regularly scheduled meeting or at a special regional meeting which may be called at the discretion of the regional chairperson. The new regional representative shall assume the duties of the regional representative he or she replaces immediately upon election.

The unexpired term of a PIHP representative to the Board of Directors shall be filled by the PIHPs as designated. The new PIHP representative shall assume the duties of the PIHP representative he or she replaces immediately upon designation.

3. Removal:

A regional representative may be removed from his or her position for misfeasance or nonfeasance when a two-thirds (2/3) vote of the Association decides that it would be in the best interests of the Association to do so. The Board of Directors by majority vote may remove any regional representative who has accumulated three (3) unexcused absences at Board of Directors meetings, regular or special, within the regional representative's term of office.

A PIHP representative to the Board of Directors may be removed from his or her position for misfeasance or nonfeasance when two thirds (2/3) vote of the Association decides that it would be in the best interests of the Association to do so. The Board of Directors by majority vote may remove any PIHP representative who has accumulated three (3) unexcused absences at Board of Directors meetings, regular or special, within the PIHP representative's term of office.

(D) Each region shall be represented by its designated representatives or their alternates. Each region shall select an alternate board member and an alternate Executive Director who may vote on matters before the Board of Directors in the absence of the regional representative for whom they are designated as an alternate.

(E) The co-chairpersons of all Standing Committees shall be members of the Board of Directors and shall report on the recommendations of their respective Committees at each meeting of the Board of Directors.

(F) Board of Directors Meetings:

1. Meetings:

The Board of Directors will meet at least six (6) times annually, at such time and in such place as it shall direct. Meetings of the Board of Directors may be called by the President or by written notice signed by one-half (1/2) of the members of the Board of Directors. Meetings may be conducted in person, by audio or video conference, or by a combination of the above.

2. Notice:

All meetings of the Board of Directors shall be called by means of actual notice, written or oral, to each Board of Directors member, at least seven (7) days prior to a meeting, stating the time, date, place and purpose of the meeting. No action taken at such a meeting shall be invalid for want of notice if duly waived by two-thirds (2/3) of the Board of Directors.

3. Quorum:

The presence (including audio or video conference participation) of a majority of the members of the Board of Directors eligible to vote shall constitute a quorum for the transaction of business at any meeting of the Board of Directors and the members may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

ARTICLE VIII
STEERING COMMITTEE

(A) The Steering Committee shall consist of the Association officers, Standing Committee co-chairpersons, and four (4) PIHP representatives (collectively) [as designated in Article VII (B)]. The presence (including audio and video conference participation) of a majority of the members of the Steering Committee shall constitute a quorum for the transaction of business at any meeting of the Steering Committee and the members may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

(B) The Steering Committee may make decisions during months when the Board of Directors is not meeting that would normally be made by the Board of Directors. The Steering Committee may act upon recommendations made by Standing Committees and make decisions regarding Association positions when time does not allow for a greater level of membership input. The Steering Committee shall receive updates from the Executive Directors' Forum and may refer the recommendations to the appropriate committee.

ARTICLE IX
ADMINISTRATIVE COMMITTEES

(A) The Administrative Committees shall exist in the areas of Budget & Finance, Personnel, Executive and By-Laws.

- (B) Budget & Finance Committee: On an annual basis, each region and the PIHPs (collectively) shall be responsible for electing a representative to the Budget & Finance Committee. The Association officers will also serve on the Committee. The Association's Treasurer shall serve as chairperson. The Budget & Finance Committee will develop and monitor the budget for each fiscal year, which shall be October 1 to September 30 and shall recommend this budget and the annual dues to be levied to the Board of Directors for approval and referral to the Member Assembly. The Committee shall also oversee financial operations of the Association.
- (C) Personnel Committee: The Association officers will serve as the Personnel Committee. The President shall serve as chairperson. The Personnel Committee will conduct an annual evaluation of the CEO, establish the CEO goals for the following year (based on the strategic plan), and the CEO compensation package based on input from the Board of Directors, and present to the Board of Directors for approval.
- (D) Executive Committee: The Officers will serve as the Executive Committee. The Executive Committee functions to support the work of the Association's Board of Directors by fulfilling the following roles:
1. Receiving information in advance of the Board of Directors and membership, so as to assure that the Association's leadership have the background needed to answer questions of other Board members and association members. This advance notice will be provided when the information that will be shared with the Board and/or CMHA membership holds significant importance for the organization, will be highly visible to the CMHA Board and full membership, and which differs from previous information provided or previously announced plans of the association.
 2. Providing guidance to staff when sought by staff typically on issues of significant gravity and requiring a short turn around but not a formal vote. This guidance must align with the direction already provided to staff and the Association by past Board actions and align with CMHA policy positions and stances.
 3. Making binding decisions when a decision must be made by the Board of Directors or Steering Committee but the timeframe for making this decision does not fit with the schedules of a regular meeting of the Board of Directors or Steering Committee and the timeframe is too short to call a special meeting of the full Board of Directors or the Steering Committee. This is expected to be a rare circumstance, with the Board of Directors or Steering Committee seen as the proper bodies for making the bulk of the decisions that bind CMHA. Requests for a decision by the Executive Committee in these cases, would be, when needed, are brought to the Executive Committee for a decision by the CMHA CEO or his/her designee. In some cases, when the decision is, in the view of the Executive Committee, within the authority and responsibility of the CEO, the decision will not be made the Executive Committee, but by the CEO or his/her designee, with guidance from the Executive Committee. All binding decisions made by the Executive Committee must be brought to the next meeting of the organization's Board of Directors or Steering Committee for information and, in some cases, for ratification.
- (E) By-Laws Committee: On an annual basis, each region and the PIHPs (collectively) shall be responsible for electing a representative to the By-Laws Committee. The Association officers will also serve on the Committee. The President shall appoint the chair of the Committee. The By-Laws Committee will meet once, at a minimum, each year to discuss any revisions to the By-Laws.

ARTICLE X

STANDING COMMITTEES

- (A) Standing Committees shall exist in the areas of Contract and Financial Issues, Member Services, Legislation & Policy, and Children’s Issues to provide a focused and formal setting for resolution of issues that have been identified by the membership as having Association-wide impact. A Standing Committee must meet the stipulation that its topic/interest withstands the test of time. Each Standing Committee shall have a statement of purpose, scope and function which is approved by the Board of Directors and shall develop an annual plan for its activities. This annual plan shall be consistent with the strategic plan and be approved by the Board of Directors.
- (B) Participation on all Association Standing Committees is encouraged. Every CMHSP and PIHP is entitled to a maximum of three votes at any meeting. Executive Directors may assign CMHSP and PIHP staff to attend Standing Committee meetings or subcommittees.
- (C) Committee decisions at meetings will generally be made by consensus of the voting members attending. In cases where a vote is deemed necessary, the decision will be made by a vote of the voting members attending. If the meeting is conducted by audio or video conference, decisions will be made in the same manner.
- (D) All regions shall appoint one board member and one Executive Director to each of the Standing Committees. The co-chairpersons of each committee shall be appointed by the President with the advice and input of the Board of Directors. Each Standing Committee may have one co-chairperson who is a board member and one co-chairperson who is an Executive Director of a member CMHSP or PIHP.
- (E) The co-chairpersons of each Standing Committee shall have the authority to appoint subcommittees and assign chairpersons to those subcommittees as needed. Any subcommittees that are established shall make a report on a regular basis to the Standing Committee under whose authority they are formed. Standing Committee co-chairpersons may speak officially for the Association when specifically approved by the Board of Directors, either in Board-approved committee annual plans or by specific Board action.
- (F) Standing Committee co-chairpersons shall be members of the Steering Committee and the Board of Directors to enable them to report recommendations regarding matters that require immediate attention and to determine issues which may properly be placed before the Member Assembly in a timely manner. Standing Committees may not make any representations on behalf of the Member Assembly, unless the positions taken on the issue at hand have been affirmed by the Steering Committee at a minimum.
- (G) Standing Committees may direct the Association Executive Director to represent committee positions in preliminary work on issues affecting the community mental health system and to engage in preliminary research or follow-up on issues properly before each committee.
- (H) At the first Standing Committee meeting following the annual election of officers, each Standing Committee shall elect one vice co-chairperson from the committee who is a board member and one vice co-chairperson from the committee who is an Executive Director of a CMHSP or a PIHP.
- (I) Committee and other workgroup members (including sub-committee members, delegates to joint

committees with DHHS, etc.) are named as advisors. As such they have the responsibility to offer their experience and knowledge to the group and to communicate discussions, recommendations and their own positions back to the Association. They may not speak officially for the Association unless such a delegated or redelegated responsibility is clearly spelled out by the Board of Directors.

ARTICLE XI **STAFF**

The Board of Directors will employ or otherwise provide for an Executive Director (CEO), who will employ other such staff as may be necessary to implement the purpose, policies, and goals of the Association within the approved budget. At no time may any Association staff serve as a delegate to the Association nor be entitled to vote as a representative of a member CMHSP.

ARTICLE XII **RESOLUTIONS**

Resolutions which are submitted to the Association Secretary a minimum of sixty (60) days prior to the meeting of the Member Assembly will be considered by the membership at that meeting. In such cases, the resolution must be mailed to member CMHSPs, PIHPs, and "at large" Provider Representatives at least forty-five (45) days prior to the meeting.

ARTICLE XIII **AMENDMENTS**

Amendments to these By-Laws may be made at any meeting of the Member Assembly [Association] by vote of the member CMHSPs, PIHPs, and "at large" Provider Representatives, provided the proposed amendments have been submitted to the member CMHSPs, PIHPs, and "at large" Provider Representatives not less than forty-five (45) days prior to such meeting in order to allow adequate time for regional review. Such amendments shall be adopted by two-thirds (2/3) of the delegates present and eligible to vote. Approval is not required from the By-Laws Committee or Member Assembly for name changes contained within Addendums of the Association By-Laws.

ARTICLE XIV **PARLIAMENTARY AUTHORITY**

The rules contained in the most recent version of Robert's Rules of Order Revised shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws. The Association may suspend Robert's Rules of Order Revised by a two-thirds (2/3) vote of the delegates present and eligible to vote. The Association may also establish its own "rules of order" to facilitate the functioning and inter-facing of the various substructures of the Association. These rules of order may be established or revised at any meeting of the Member Assembly by two-thirds (2/3) vote of delegates present and eligible to vote but would not require prior review -- although such prior review would be desirable if possible.

ARTICLE XV

RELATED ORGANIZATIONS

The Association may establish such subsidiaries and other related organizations as are necessary to effectively carry out its purpose. Changes to the Related Organizations, which are described in Addendum B, shall be approved by the Board of Directors.

ADDENDUMS:

- A. Association Regions
- B. Related Organizations

Revised December 3, 1993; January 25, 1994; May 26, 1996; February 3, 1999; October 14, 2003; March 1, 2006; October 23, 2007; May 20, 2009; May 18, 2011; October 16, 2012; October 28, 2014; May 20, 2015; May 11, 2016; May 15, 2017; October 21, 2018; June 10, 2019; August 13, 2020; October 24, 2021; October 23, 2022; June 9, 2025

ASSOCIATION REGIONAL STRUCTURE

By-Laws
Addendum A

CENTRAL REGION

BAY-ARENAC BEHAVIORAL HEALTH
CMH FOR CENTRAL MICHIGAN (Clare, Gladwin, Isabella, Mecosta, Midland and Osceola Counties)
GRATIOT INTEGRATED HEALTH NETWORK
HURON BEHAVIORAL HEALTH
LAPEER COUNTY CMH SERVICES
ST. CLAIR COUNTY CMH SERVICES
SAGINAW COUNTY CMH AUTHORITY
SANILAC COUNTY CMH
TUSCOLA BEHAVIORAL HEALTH SYSTEMS
REGION #10 PIHP DIRECTOR

METRO REGION

DETROIT WAYNE INTEGRATED HEALTH NETWORK
MACOMB COUNTY CMH SERVICES
OAKLAND COMMUNITY HEALTH NETWORK

NORTHERN REGION

CENTRA WELLNESS NETWORK (Manistee & Benzie Counties)
NORTH COUNTRY CMH AUTHORITY (Antrim, Charlevoix, Cheboygan, Emmet, Kalkaska & Otsego Counties)
NORTHEAST MICHIGAN CMH AUTHORITY (Alcona, Alpena, Montmorency & Presque Isle Counties)
NORTHERN LAKES CMH AUTHORITY (Crawford, Grand Traverse, Leelanau, Missaukee, Roscommon & Wexford Counties)
WELLVANCE (Iosco, Ogemaw & Oscoda Counties)
NORTHERN MICHIGAN REGIONAL ENTITY PIHP DIRECTOR

SOUTHEAST REGION

CMH AUTHORITY OF CLINTON-EATON-INGHAM COUNTIES
GENESEE HEALTH SYSTEMS
LENAWEE CMH AUTHORITY
LIFEWAYS (Hillsdale & Jackson Counties)
LIVINGSTON COUNTY CMH SERVICES

MONROE COUNTY CMH AUTHORITY
SHIAWASSEE HEALTH & WELLNESS
WASHTENAW COUNTY CMH
MID-STATE HEALTH NETWORK PIHP DIRECTOR
CMH PARTNERSHIP OF SOUTHEAST MI PIHP DIRECTOR

U.P. REGION

COPPER COUNTRY CMH SERVICES (Baraga, Houghton, Keweenaw & Ontonagon Counties)
GOGEBIC CMH AUTHORITY
HIAWATHA BEHAVIORAL HEALTH (Chippewa, Mackinac & Schoolcraft Counties)
NORTHPOINTE BEHAVIORAL HEALTHCARE SYSTEMS (Dickinson, Iron & Menominee Counties)
PATHWAYS (Alger, Delta, Luce, Marquette Counties)
NORTHCARE NETWORK PIHP DIRECTOR

WESTERN REGION

BARRY COUNTY CMH SERVICES
BERRIEN MENTAL HEALTH AUTHORITY (d/b/a Riverwood Center)
CASS COUNTY CMH AUTHORITY (d/b/a Woodlands Behavioral Health)
HEALTHWEST (Muskegon County)
INTEGRATED SERVICES OF KALAMAZOO
MONTCALM CARE NETWORK
NETWORK180 (Kent County)
NEWAYGO COUNTY MENTAL HEALTH CENTER
ONPOINT (Allegan County)
CMH OF OTTAWA COUNTY
PINES BEHAVIORAL HEALTH SERVICES (Branch County)
CMH & SUBSTANCE ABUSE SERVICES OF ST. JOSEPH COUNTY
SUMMIT POINTE (Calhoun County)
THE RIGHT DOOR FOR HOPE, RECOVERY AND WELLNESS (Ionia County)
VAN BUREN COUNTY MENTAL HEALTH AUTHORITY
WEST MICHIGAN CMH SYSTEM (Lake, Mason and Oceana Counties)
LAKESHORE REGIONAL ENTITY PIHP DIRECTOR
SOUTHWEST MICHIGAN BEHAVIORAL HEALTH PIHP DIRECTOR

ADDENDUM B RELATED ORGANIZATIONS

(A) Michigan Coordinated Behavioral Healthcare

1. Michigan Coordinated Behavioral Healthcare (MCBH) is a wholly-owned subsidiary of the Michigan Association of Community Mental Health Boards, operating under the assumed name of Community Mental Health Association of Michigan. Its purpose is to support CMHSPs and PIHPs in promoting, maintaining and improving a comprehensive range of community-based mental health services. It is able to offer services to members such as pension, health care and other fringe benefit plans.
2. MCBH shall be governed by a board of directors consisting of one member elected from each Association region plus the co-chairpersons of the Member Services Committee. Staff members of the Association shall serve as the officers of this subsidiary as defined in its **articles** [acts] of incorporation.
3. MCBH shall report at least annually to the Association Board of Directors.

(B) Executive Directors' Forum

1. The Executive Directors' Forum is an informal grouping of the Association's executive directors. The purpose of the Executive Directors' Forum is to provide a venue for all CMHSP and PIHP executive directors to meet, discuss and agree on joint actions related to issues of current import.
2. The Executive Directors' Forum shall meet several times a year and elect its own officers.
3. The Forum may vote recommendations and other comments to be presented to the Association Board of Directors or Steering Committee.

(C) CMH*PAC

1. CMH*PAC is a political action committee established by the Association under the Campaign Finance Act (P.A. 388 of 1974) and registered with the Michigan Secretary of State.

The Education & Advocacy Fund serves as a vehicle for corporate/organizational contributions on behalf of the Association membership in accordance with Section 501(c)(4) of the Internal Revenue Code, which allows a tax-exempt social welfare organization to engage in a certain amount of issue advocacy activities to promote or oppose issues without expressly advocating for their passage or defeat.

2. The purpose of the CMH*PAC is to solicit voluntary contributions from CMH, PIHP, and Affiliate board members, executive directors and eligible employees to support Association lobbying activities. Expenditures from these contributions provide campaign support to state and

federal legislators who are familiar with and supportive of the public mental health and substance abuse system or who hold committee assignments having jurisdiction over health/mental health issues or positions of leadership.

The purpose of the Education & Advocacy Fund is to allow the Association to participate in certain political activities, such as sponsoring issue advocacy advertisements, donating to caucus committee corporate accounts, or donating to independent expenditure political committees. Contributions to this fund may be made from the operating budget or other funds of the Association.

Expenditures for both funds will be consistent with goals and procedures established and expenditures shall not exceed the amount established in the annual budget without approval of the Board of Directors.

3. The CMH*PAC and Education & Advocacy Fund shall be governed by a board consisting of the Executive Director and Associate Director of the Association, one member elected annually by each region, and up to three at-large members appointed annually by the President of the Association. The Executive Director shall chair this board. This board shall meet at least two (2) times annually to review CMH PAC and Education & Advocacy Fund related issues.
4. A full report of CMH*PAC and Education & Advocacy Fund contributions and expenditures shall be provided at every Association Member Assembly and Board of Directors meeting.