



BYLAWS

	<u>PAGE</u>
ARTICLE I. THE DISTRICT	2
ARTICLE II. PURPOSE AND MISSION	2
ARTICLE III. BOARD OF DIRECTORS	2
ARTICLE IV. MEMBERSHIP	2
ARTICLE V. MEETINGS	4
ARTICLE VI. DUTIES AND RESPONSIBILITIES	5
ARTICLE VII. ORGANIZATION	7
ARTICLE VIII. CHIEF EXECUTIVE OFFICER	11
ARTICLE IX. INDEMNIFICATION AND INSURANCE	13
ARTICLE X. REVIEW, AMENDMENTS OR REPEAL OF BYLAWS	14
ARTICLE XI. NON-DISCRIMINATION	14

ARTICLE I. THE DISTRICT

The Alcohol, Drug Addiction and Mental Health Services Board of Cuyahoga County ("Board) served by a Board of Directors, as defined herein, and is a district organized, created and existing pursuant to the authority found in Ohio Revised Code, Section 340.02 as amended on September 15, 2014.

ARTICLE II. PURPOSE AND MISSION

Section 1: Bylaws. The purpose of these Bylaws is to provide a structure and procedure for the Board's operations, until such time as they may be amended by the Board.

Section 2: Mission. Promote and enhance the quality of life for residents of our community through a commitment to excellence in mental health, alcohol, drug, and other addiction services.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Authority of Board. Except as otherwise provided by law, or in these Bylaws, the District shall be governed and all authority of the District shall be exercised by the Board. Any authority of the Board may be delegated by it, through a Board Resolution, to such persons or committees as it may determine. No member of the Board shall be required to furnish any bond or surety for the faithful performance of his duties. All members of the Board shall take the Oath of Office at the Regular Board meeting, following their appointment, prior to participating in any official voting processes at the regular Board or committee meetings.

Section 2. Appointing. Members shall be appointed by their respective appointing authority.

Section 3. Employees. No paid employee of the Board may be appointed to the Board while so employed and for one year thereafter.

ARTICLE IV. MEMBERSHIP

Section 1: Definitions. The Alcohol, Drug Addiction and Mental Health Services Board of Cuyahoga County shall herein, for the purposes of these Bylaws, be referred to as the Board.

Section 2: Compliance. The Board shall comply with any current relevant sections of the Ohio Revised Code, and/or any future changes.

Section 3: Membership. The Board shall be composed of eighteen (18) members, ten (10) appointed by the Cuyahoga County Executive and eight (8) appointed by the state appointing authority. The County Executive and State appointing authority shall make their appointments consisting of nine members interested in mental health programs and facilities and nine other members interested in alcohol, drug or gambling addiction services. The membership of the Board shall, as nearly as possible, reflect the composition of the population of the service district as to race and sex and, the membership composition is subject to the provisions of ORC §340.02. Members shall be residents of the service district.

Section 4: Terms of Office. Members shall serve four-year terms, except as enumerated in the initial term appointments. No member shall be allowed to serve more than two (2) consecutive full terms (not to exceed eight years) or ten (10) years pursuant to ORC §340.02.

Section 5: Required Members. At least one member shall fill each of the following categories per ORC §340.02.

- a. A clinician with experience in the delivery of mental health services;
- b. At least one person who has received or is receiving mental health services;
- c. At least one person who is a parent or other relative of a person who has received or is receiving mental health services;
- d. A clinician with experience in the delivery of addiction services;
- e. At least one person who has received or is receiving addiction services;
- f. At least one person who is a parent or other relative of a person who has received or is receiving addiction services;
- g. A single member who meets both qualifications may fulfill the requirements for a clinician with experience in the delivery of mental health services and a clinician with experience in the delivery of addictions services.

Section 6: Vacancies. When a voluntary or end-of-term vacancy occurs or will occur on the Board, the Board shall notify the appropriate appointing authority by certified mail. The Board shall submit written recommendations to the State appointing authority for vacant State position(s) and written recommendations to the County Executive for vacant County positions. The recommendations shall be based upon the requirement to appoint nine (9) members interested in mental health programs and facilities and nine (9) other members interested in alcohol and other drug programs.

Section 7: Conflict of Interest. All Board of Directors shall comply with the Ohio Ethics Law and related statutes that are found in ORC Chapter 102 and §2921.42 and §2921.43. Generally, these laws prohibit public officials and employees from misusing their official positions for their own personal benefit or the benefit of their family members or business associates. Specifically, all Board of Directors are prohibited from the following, but not limited to:

- Participating in their public role in any action that involves the direct interests of the official, or those of a family member, or another with whom the official has an ongoing private business relationship;

- Authorizing, or using a public position to secure, a public contract or the investment of public funds in any security that benefits the official, a family member, or a business associate;
- Improperly profiting from a public contract;
- Soliciting or accepting substantial and improper things of value, including, outside employment or consultation fees, gifts, or travel, meals and lodging, from those dealing with the public agency;
- Unauthorized disclosure or use of information deemed confidential by law;
- Representing others before any public agency in a matter in which the official or employee was involved, both during, and for a period of time (at least one year) after, leaving public service

In addition, all Board of Directors and employees shall adhere to the conflict provisions enumerated in ORC §340.02.

Section 8: Removal. Any member may be removed from office by the appointing authority for: any conflict of interest as described in Section 7, and who has not terminated such interest or resigned; neglect of duty, misconduct or malfeasance in office. Annually, the Board shall provide the appointing authority with a report of attendance for the State fiscal year at Board meetings.

Section 9: Removal Process. When any member is to be removed pursuant to the authority set forth in Sections 7 and 8 of this Article IV, the Board shall inform the appropriate appointing authority in writing of the violation and request that the appointing authority commence the removal procedures. Pursuant to the requirements of the ORC §340.02 the Board shall notify the appointing authority when a member is absent from either four Board meetings; or two Board meetings without prior notice within one State Fiscal Year. The appointing authority may vacate the appointment and appoint another person to complete the member's term.

ARTICLE V. MEETINGS

Section 1: General Meetings. No fewer than ten general meetings of the Board shall be held annually. As a general rule, meetings will be held on Wednesdays beginning at 4:00 p.m., unless otherwise specified. At least four (4) days prior to the meeting, a written notice, which may include electronic transmission, of the location of the meeting and an agenda outlining the business of the meeting will be issued, along with any relevant documents or information when feasible. Meetings shall be guided by Robert's Rules of Order (Current Edition) and the adopted Standing Rules.

Section 2: Special Meetings. Special meetings of the Board may be called by the Chairperson of the Board ("Chair" hereinafter), the Executive Committee or by written request, which may be accomplished by electronic transmission, to the Chair signed by five or more members. An agenda for the meeting shall be issued at least four (4) days in advance of such a meeting. If a meeting is scheduled in fewer than four (4) days from notice thereof, an agenda shall be made available as soon as possible.

Section 3: Annual Meeting. The Board may hold an annual meeting with the community each year at the time, date and place to be established by the Board of Directors.

Section 4: Quorum. A quorum must be constituted in order to conduct any business. A majority of the sitting Board members shall constitute a quorum for the General Board Meetings. Three, or a majority, of voting members whichever is smaller based upon Committee size, shall constitute a quorum for committee meetings.

Section 5: Voting. Only duly appointed members attending in person will be permitted to vote. Members not physically in attendance will not be permitted to participate in any discussion or vote by any other means including but not limited to the use of a conference call. The majority of the members present at a board meeting or a committee meeting, for which there is quorum, shall determine its action.

Section 6: Open Meeting Act. All business shall be conducted according to the Open Meeting Act, Ohio Revised Code § 121.22. The public shall be reasonably informed of all public meeting dates and locations. An agenda shall be available to the public at each meeting. Pursuant to Ohio law, executive sessions may be held during a public meeting for very limited valid reasons which include discussions regarding the following matters:

- a. Certain personnel matters
- b. Property
- c. Pending or imminent litigation
- d. Collective Bargaining
- e. Matters required to be kept confidential pursuant to federal law, federal rules or state statutes
- f. Security Matters
- g. County Hospital Trade Secrets

During executive sessions, the Board is only permitted to discuss those legitimate executive session topics that have been approved by the roll call vote.

ARTICLE VI. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Board shall be as follows:

- a. Evaluate the need for programs, services, and facilities for alcohol and other drugs and mental health for which Federal, State, and local funds are designated.
- b. Assess the community needs in the area of alcohol, drug addiction and mental health, set priorities and develop plans for the operation of alcohol, and other drugs and mental health services, programs, and facilities in cooperation with other local and regional planning and funding bodies.
- c. Develop and submit to the Director of the Ohio Department of Mental Health & Addiction Services (OhioMHAS) the respective plans for alcohol and other drugs and mental health services, programs, and facilities for Cuyahoga County each year at the time indicated by these Departments.

- d.** Comply with regulations promulgated by OhioMHAS.
- e.** Review applications for residential facility licenses and recommend to ~~ODMH~~ OhioMHAS approval or disapproval of applications.
- f.** Establish, to the extent resources are available, a community support system which provides for treatment, support and rehabilitation services and opportunities which includes the essential elements as delineated in ORC §5119.06.
- g.** Promote, arrange, and implement working agreements with social service agencies, criminal and juvenile justice agencies, institutions of higher education, local school districts and any other appropriate agency or organization which will promote the purposes of the Board.
- h.** Designate the treatment program, agency, or facility for each person involuntarily committed to the Board pursuant to ORC Chapter 5122. Establish a method for evaluating referrals for involuntary commitment and affidavits filed pursuant to ORC §5122.11 in order to assist the probate division of the court of common pleas in determining whether there is probable cause that a respondent is subject to involuntary hospitalization and what alternative treatment is available and appropriate, if any.
- i.** Establish fringe benefits for employees of the Board.
- j.** Employ qualified program, administrative and fiscal staff that will carry out the purposes and mission of the Board, and insure that the Board is in compliance with any appropriate Federal, State, or local laws or regulations.
- k.** Review, evaluate and conduct program audits of any services, programs, or facilities funded in whole or in part by the Board on an annual basis. These findings will be used to evaluate continued funding for any service provider, and to determine if any changes in program priorities are needed.
- l.** Conduct a financial audit, pursuant to guidelines established by the Auditor of the State of Ohio, at least annually, of all services, programs or facilities funded by the Board, and submit the audit to the Auditor of the State of Ohio and OhioMHAS as required. In so doing, the Board may contract the services of a private auditor or auditing firm.
- m.** Recruit and promote local financial support for alcohol and other drugs and mental health services from private and public resources.
- n.** Enter into contracts with public and private agencies for the provision of alcohol and other drugs and mental health services and programs.

- o. Approve fee schedules and related charges, or adopt a unit cost schedule for contract agencies.
- p. Submit to the Director of the OhioMHAS and the County Executive an annual report of the services, programs, and facilities under the jurisdiction of the Board, including fiscal accounting.
- q. Establish such rules, operating procedures, standards, and Bylaws, and perform such duties as may be necessary or proper for the effective conduct of the mission and purposes of the Board and required by relevant legislation, including but not limited to Ohio's Sunshine Laws.
- r. Ensure that apartments or rooms built, subsidized, renovated, rented, owned, or leased by the Board have been approved as meeting minimum fire safety standards and that persons residing in the rooms or apartments are receiving appropriate and necessary services, including culturally relevant services, from a community mental health agency.
- s. Establish a mechanism for involvement of consumer recommendation and advice on matters pertaining to alcohol, other drugs and mental health services in the District.
- t. Conduct an annual evaluation of Board of Director's performance.

ARTICLE VII. ORGANIZATION

Section 1: Officers. The officers of the Board shall consist of the Chair, Vice Chair, Second Vice Chair, and any other such officers that may be deemed necessary to the proper conduct of business.

Section 2: Election of Officers. The slate of officers shall be presented at the full Board meeting in May by the Nominating Committee. Nominations from Board members, who are not on the Nominating Committee, may also be presented at the May meeting; all subject to the same Nominating Committee requirements of all nominees. No further nomination will be accepted after the full Board meeting in May. The officers shall be elected by a majority of the vote of the members present at the full board meeting in June.

Section 3: Committee Chairs. Committee Chairs shall be appointed by the Chair of the Board of Directors.

Section 4: Term of Officers. The following outlines the individual terms of office:

- a. The Chair shall serve for a term of two years, but not more than two consecutive terms.
- b. The Vice Chair shall serve for a term of two years, but not more than two consecutive terms.

- c. The Second Vice Chair shall serve for a term of two years, but not more than two consecutive terms.
- d. Committee Chairpersons shall serve for a term of two years, with, but not more than two consecutive terms.
- e. In the event of an officer vacancy, a special election shall be held at the next regularly scheduled meeting after the vacancy is made known to fill the remainder of the term of office.
- f. If at the end of any officer term, it is not possible to determine the successor, then the officer in the position shall continue to serve until the election can be held.
- g. For current Board Officers serving as of April 15, 2016, any previous terms begun within the last two years shall be counted as terms for purposes of calculating the permissible length of a term under this Section.

Section 5: Acting Chair. In the event that the Chair, the Vice Chair, and the Second Vice Chair are not present at a regular or special meeting of the Board, an Acting Chair may be elected from the membership present to conduct said meeting.

Section 6: Duties and Qualifications of Officers. The duties and qualifications of the officers are as follows:

a. Chair - The Chair shall preside at all regular meetings and special meetings of the Board, call special meetings as may be required, appoint subcommittees and chairs, and represent the Board in all matters. The Chair shall execute legal instruments when authorized by the Board. The Chair shall be an ex-officio member of committees and subcommittees and shall appoint all committee members thereof. The Chair reserves the right to vote at general and committee meetings.

b. Vice Chair - The Vice Chair shall assume the duties of the Chair and act in the Chair's stead in the Chair's absence, and assume any other duties as may be required by the Board.

c. Second Vice Chair - The Second Vice Chair shall perform such other duties as the Chair or the Board of Directors prescribes. The Second Vice Chair shall perform the duties of the Chair in the absence of the Chair and the Vice Chair.

Section 7: Committees. The Board shall have the following standing committees and each Director shall serve on a minimum of one standing committee:

- a. Executive Committee
- b. Finance and Operations Committee
- c. Planning and Oversight Committee
- d. Community Relations and Advocacy Committee
- e. Nominating Committee
- f. Faith-based Outreach Committee

g. Other Committees

Committee Membership in General: Committees shall be composed of Board Members; however, for both the Planning and Oversight Committee and the Faith-Based Outreach Committee membership may consist of both Board members and not more than two (2) non-Board member residents of the service district.

Section 8: Authority and Function of Committees. The following outlines the charges and functions of the individual committees:

a. Executive Committee

(a) Membership. The Executive Committee shall be composed of the Chair, the Vice Chair, the Second Vice Chair, the Chairs of the standing Committees, and the Immediate Past Chair, if this individual is still a member of the Board.

(b) Powers. The Executive Committee shall provide a focal point of communication for the officers of the Board and Board Committee chairs, for the purpose of familiarizing them with the issues that are presented at the next public meeting of the Board.

The Executive Committee shall provide direction of issues and problems related to the following: functioning of the committees and subcommittees; consultation and direction for the Chief Executive Officer, personnel matters and a forum for the Chief Executive Officer to provide information to the Executive Committee on specific contract, agency, and community issues.

Between the meetings of the Board, the Executive Committee, shall have, and may exercise, the authority of the Board, except as such authority is limited by statute. The Executive Committee shall have only such power and authority of the Board between meetings of the Board as shall be necessary to address crisis situations of the Board, and any such action taken by the Executive Committee between meetings of the Board shall be subject to ratification or modification by the Board at its next regularly scheduled meeting. For the purposes of this section, “crisis situations” shall include the following:

- (i) Litigation or claims (pending, threatened or anticipated); matters requiring board action or board decision that cannot be delayed;
- (ii) Public relations matter that cannot be delayed;
- (iii) Natural disaster issues, (e.g. floods, fire, tornadoes, etc.);
- (iv) Workplace violence, sabotage, systems security/failures, computer hacking, data destruction or alteration;
- (v) Staff/volunteer theft, fraud or mismanagement;

- (vi) Financial decisions requiring board action or board decisions that cannot be delayed.

b. Finance and Operations Committee: The Finance and Operations Committee shall monitor and review, on a periodic basis, expenditures and receipts of all sources of monies of the Board. This committee shall systematically evaluate whether expenditures are in conformity with service contracts and other relevant regulations.

The Finance and Operations Committee shall be responsible for all budgetary and monetary matters and shall recommend to the Board appropriate fiscal, risk management, quality improvement, and regulatory compliance policies. The committee shall also monitor and review, on a periodic basis, the performance of providers under service contracts for compliance with fiscal management and other regulations; and recommend actions to the Board for the resolution of contractual noncompliance and other nonperformance issues.

c. Planning and Oversight Committee: The Planning and Oversight Committee shall develop and recommend strategic plans and direction and develop and recommend programming priorities. The committee will oversee progress in implementing various plans and ensure the achievement of goals and objectives. The committee is responsible for planning, recommending, and overseeing the Board's research, grant-related, and development efforts. This committee shall also set standards for evaluating service program categories and service providers with respect to meeting the service terms of contracts, program goals and objectives, and the quality of service, and periodically monitor and review provider status. This committee will establish procurement strategies and criteria that service providers must meet to continue and/or receive funding.

The Planning and Oversight Committee shall be comprised of board members and two (2) residents of the service district who are not members of the Board but are qualified, pursuant to ORC §340.02 to serve as members of the Board. These two Non-Board members shall be appointed by the Board to four-year terms of office as committee members and may be reappointed to not more than one subsequent term of office. These two Non-Board members have a right to vote on matters presented to the Planning and Oversight Committee; however, they do not have a right to vote at any general meetings of the full Board.

d. Community Relations and Advocacy Committee. The Community Relations and Advocacy Committee shall work to establish alcohol and other drug services and mental health as a permanent civic priority, enhance the public's perception of people with addictions and mental illness, increase community support and future funding opportunities, and broaden communication, cooperation and partnerships with consumers, family members, organizations, other governments and the public. The committee also reviews, recommends and oversees the Board's public information and training activities.

e. Nominating Committee. The Nominating Committee shall have the responsibility to prepare, recommend, and nominate candidates for election as officers to be submitted to the Board of Directors at its May meeting, after soliciting names of candidates from the members of the Board after which the nominations shall be closed. The Nominating Committee shall convene, consider, and recommend to the Board candidates for vacant officer positions and shall act by a majority vote of its members.

The Nominating Committee also is authorized to help enlist qualified and committed individuals who are demographically representative of the population of Cuyahoga County, and to convene, consider and recommend these candidates for Board of Director vacant seats to the full Board for recommendation to the State appointing authority.

h. Faith-based Outreach Committee. The Faith-based Outreach Committee shall work on its mission to recognize and advocate spirituality in the recovery process; to collaborate the spiritual perspective with other interventions and best practices; and to promote the concept that treatment works and people recover. The committee's goals are to 1) increase awareness and understanding of mental health/addiction in the faith community and to address societal stigma surrounding the illness; 2) incorporate spirituality as a component of treatment (optional); 3) educate the faith community about mental health/addiction in order to help the congregation and overall community; and 4) develop language and boundaries to clarify scope of practice for faith-based leaders/professionals within the treatment community and treatment professionals within the faith community.

The Faith-based Outreach Committee may consist of both board members and not more than two (2) residents of the service district who are not members of the Board but are qualified, pursuant to ORC §340.02 to serve as members of the Board. These two Non-Board members shall be appointed by the Board to four-year terms of office as committee members and may be reappointed to not more than one subsequent term of office. These two Non-Board members have a right to vote on matters presented to the Faith-Based Outreach Committee; however, they do not have a right to vote at any general meetings of the full Board.

e. Other Committees. The Board of Directors may provide for such other standing or special committees, or subcommittees, as it deems appropriate and discontinue any such committees as it, in its discretion, deems appropriate. Such committees may be composed of Board members, staff members or any other person that the Board deems qualified to serve on such committee or subcommittee. Each such committee shall have such powers and perform such duties, not inconsistent with law, as may be delegated to it by the Board of Directors through a Board Resolution. Vacancies in such other committees shall be filled by the Board of Directors or as the Board of Directors may provide.

ARTICLE VIII. CHIEF EXECUTIVE OFFICER

Section 1. Title. Chief Executive Officer shall be used in referring to the Executive Director.

Section 2. Duties. The Chief Executive Officer shall perform the duties as described in ORC §340.04 and other duties lawfully prescribed or delegated by the Board of Directors, including the ability to execute legal instruments. In general, the Chief Executive Officer shall carry out the daily functions of the Board operations and the management of routine affairs of the district. Each year, the Board shall conduct an evaluation of the Chief Executive Officer.

Section 3. Executive Officer of the Board. Pursuant to ORC §340.04, the Chief Executive Officer shall serve as the executive officer of the Board and, as such, shall be the custodian of all of the Board's records. The Chief Executive Officer shall also ensure that minutes of all Board meetings and committee meetings are kept and that all notices of said meetings are properly made.

Section 4. Recruitment, Hiring and Compensation of Chief Executive Officer.

1. Recruitment and Hiring:

- a.** Upon notice of the Chief Executive Officer's resignation, removal or non-renewal of contract, the Executive Committee shall begin a recruitment process to employ a new Chief Executive Officer. So as to ensure adequate representation of the community, the Chair may appoint up to three (3) additional Board Members on an *ad hoc* basis to serve on the Executive Committee for the sole purpose of participating in the recruitment and hiring of the Chief Executive Officer. Such additional *ad hoc* members shall vote as members of the Executive Committee only on matters relating to recruitment and employment of the Chief Executive Officer, and their respective appointments to the Executive Committee shall terminate upon the hiring of a new Chief Executive Officer.
- b.** The Executive Committee may appoint an interim Chief Executive Officer to serve during the recruitment and hiring process.
- c.** The Director of Human Resources shall assist the Executive Committee in the recruitment and hiring processes of a new Chief Executive Officer, including but not limited to, identifying consulting or executive search firms, drafting and placing advertisements, drafting job description, screening resumes, scheduling interviews.
- d.** The Board may contract with a consulting or executive search firm to assist with the recruitment and hiring of the Chief Executive Officer.
- e.** As a minimum, the Chief Executive Officer shall be either a qualified mental health or alcohol or drug addiction services professional with experience in administration OR a professional administrator with experience in mental health or alcohol and other drug services.
- f.** The Executive Committee shall make a recommendation to the Board of Directors regarding the selection of the Chief Executive Officer and the negotiated contract. The Board of Directors shall vote to approve or disapprove the selection and contract.

2. **Compensation** The Board of Directors shall fix the compensation of the Chief Executive Officer as authorized in ORC §340.032. In determining the compensation of the Chief Executive Officer, the Board may consider the compensation of other similar positions in Cuyahoga County, of other Chief Executive Officers of similarly-sized boards in the State of Ohio, and any other factor in arriving at a reasonable compensation.

Section 5. Removal of Chief Executive Officer

- a. Pursuant to ORC §340.032, the Board of Directors, by a majority vote of the full membership, may remove the Chief Executive Officer for cause, upon written charges, after an opportunity has been afforded him for a hearing before the Board on request.
- b. The Board may negotiate a waiver of the provisions contained in ORC §340.032 with the Chief Executive Officer at the time of contract negotiations.

ARTICLE IX. INDEMNIFICATION AND INSURANCE

Section 1. Indemnification

The Board shall indemnify a board member or employee as follows:

(a) for any action or inaction in his or her capacity as a board member or employee or at the request of the Board, whether or not the action or inaction is expressly authorized by Ohio Revised Code, Section 340 or any other section of the Revised Code, if:

(i) the board member or employee acted in good faith and manner that he or she reasonably believed was in or was not opposed to the best interests of the Board; and

(ii) with respect to any criminal action or proceeding, the board member or employee had no reason to believe his or her conduct was unlawful.

(b) against any expenses, including attorneys fees, the board member or employee actually and reasonably incurs as a result of a lawsuit or other proceeding involving the defense of any action or inaction in his or her capacity as a board member or employee or at the request of the Board, or in defense of any claim, issue, or matter raised in connection with the defense of such an action or inaction, to the extent that the board member or employee is successful on the merits or otherwise.

The Board shall not indemnify a board member or employee for punitive damages.

Section 2. Liability Insurance

The Board shall procure a policy or policies of insurance insuring board members and employees of the Board against liability arising from the performance of their official duties. If the liability insurance is unavailable or the amount the Board has procured or is able to procure is insufficient to cover the amount of a claim, the Board may indemnify a board member or employee directly as set forth in Article IX, Section 1.

ARTICLE X. REVIEW, AMENDMENTS OR REPEAL OF BYLAWS

Section 1. Review of Bylaws

The Board shall review these Bylaws at least once every three (3) years and determine if any modifications need to be made pursuant to the procedure specified in Article X, Section 2.

Section 2. Amendments or Repeal of Bylaws

These Bylaws may be amended or repealed by the Board by a 2/3 affirmative vote of the full sitting membership of the Board at a meeting called for such purpose. The membership must be given 21 days written notice as to the proposed amendment of these Bylaws.

ARTICLE XI. NON-DISCRIMINATION

All services and facilities on programs contracted by the Board of Directors shall be made available without discrimination on account of race, religion, national origin, ancestry, color, age, sex, sexual orientation, disability, handicap, familial status, and ability to pay or any legally impermissible basis. No professional qualified person shall be discriminated against with respect to employment on account or race, relation, national origin, ancestry, color, age, sex, sexual orientation, disability, handicap, familial status or any legally impermissible basis.