

**BY-LAWS OF THE
THREE C RECOVERY AND HEALTH CARE NETWORK**

A Council of Governments

Version 3B
May 15, 2012

Adopted August 2, 2012

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Article 1. PRELIMINARY RECITALS

The Alcohol, Drug and Mental Health Board of Franklin County (Franklin Board), the Hamilton County Mental Health and Recovery Services Board (Hamilton Board) and the Alcohol, Drug Addiction, and Mental Health Services Board of Cuyahoga County (Cuyahoga Board), referred to collectively as BOARDS, have entered into an agreement establishing a regional council of governments pursuant to R.C. Chapter 167, known as the THREE C RECOVERY AND HEALTH CARE NETWORK ("Council"). The following provisions, having been duly adopted and amended by the members of the Council, shall constitute the By-Laws of the Council.

Article 2. AUTHORITY OF COUNCIL

The Council has all the powers vested in regional councils of government by R.C. Chapter 167 and the Organizing Agreement.

Article 3. MEMBERSHIP

3.1 Definition of member

For purposes of these By-Laws, Council members include the Franklin Board, the Hamilton Board and the Cuyahoga Board and any Member that has joined the Council and is in good standing as defined in these By-Laws (a "Member").

3.2 Original Members

The Franklin, Cuyahoga and Hamilton Boards shall be the original Members of the Council.

3.3 Admission of Additional Members

3.3.1 Any board in the State of Ohio operating pursuant to Chapter 340 of the Ohio Revised Code shall be eligible for membership in the Council.

3.3.2 Upon petition presented to all existing Members, a new Member may be admitted to the Council only upon unanimous approval of all Council Members in good standing at the time of the vote.

3.4 Meetings of Board of Directors

3.4.1 The Board of Directors shall meet at least once each year during the first quarter of the calendar year and no later than March 31. The Board of Directors shall determine the location and time of the initial meeting.

3.4.2 Any subsequent meetings shall be held quarterly or as determined by a majority of the Board of Directors. The location and time of any subsequent meeting shall be

determined by the Board of Directors present at the preceding meeting.

3.4.3 All meetings shall be conducted in accordance with the requirements of Article 7.

3.4.4 Each member shall have one vote in matters coming before the membership.

3.5 Suspension of Membership

The Board of Directors may suspend a Member upon a finding by the Board of Directors of any of the following, subject to the requirements of these By-Laws:

3.5.1 A Member failed to pay dues and/or other assessments or contract charges within thirty (30) days of billing;

3.5.2 Fraud;

3.5.3 Failure by a Member to participate in meetings of the Council or to otherwise participate in Council business as described in Section 7.3; or

3.5.4 Any act by a Member which the Board of Directors determines is contrary to the Council Agreement, the Council By-Laws, or to the best interests of the Council, as may be determined by the Board of Directors by majority vote.

3.6 Reinstatement from Suspension.

The Board of Directors may reinstate a Member from suspension upon its determination that such Member has timely and reasonably corrected the issues giving rise to the suspension or demonstrated a good faith effort in making corrections.

3.7 Expulsion from Membership.

The Board of Directors may expel any Member from the Council, for any reason set forth in section 4.5, by majority vote of the Board of Directors.

3.8 Notice of Intent to Suspend or Expel

The Board of Directors shall provide written notice of intent to suspend or expel a Member for any reason set forth in section 3.5 within forty-five (45) days prior to the projected date of removal. The Member being considered for suspension or expulsion shall be given the opportunity to make a statement prior to the vote being taken.

3.9 Procedures after Expulsion

Any Member expelled under these By-Laws shall be subject to the requirements of Article 9.

Article 4. BOARD OF DIRECTORS

4.1 Composition of Board of Directors

The Board of Directors shall include the Cuyahoga, Franklin and Hamilton Boards, and such other Members in good standing as the membership shall determine at the first quarterly meeting of each calendar year.

4.1.1 The Franklin Board, Hamilton Board and the Cuyahoga Board shall appoint the following individuals to serve as the Board of Directors for the Council: The Chief Executive Officer of the Franklin Board, the President/Chief Executive Officer of the Hamilton Board and the Chief Executive Officer of the Cuyahoga Board; and one member each from the governing board of the Franklin Board, Hamilton Board and Cuyahoga Board. Such Board of Directors shall act as the authorized voting representatives at Council meetings and in all Council business for their respective organizations.

4.2 Duties of the Board of Directors

The Board of Directors shall be the governing body of the Council. The Board of Directors may exercise all authority of the Council which is permitted under Ohio and Federal law in the management and conduct of Council affairs, including, without limitation, the following:

- 4.2.1 Elect Officers in accordance with the requirements of these By-Laws.
- 4.2.2 Approve an annual budget.
- 4.2.3 Hire an executive director or such other staff as may be necessary and proper in the discretion of the Board of Directors.
- 4.2.4 Purchase and/or lease supplies, materials, equipment and facilities deemed necessary and appropriate to carry out Council business.
- 4.2.5 Apply for grants which will support the purposes of the Council.
- 4.2.6 Enter into contracts with any person or entity to carry out the purposes of the Council. The Board of Directors may, by resolution, delegate to the Treasurer authority to enter into contracts within specified amounts.
- 4.2.7 Delegate authority to the Officers to carry out such duties under such conditions

and restrictions as the Board of Directors may determine by resolution.

4.2.8 Perform such functions and duties as are performed or capable of performance by the Council and necessary for dealing with opportunities or issues of mutual concern.

4.3 Special Meetings of the Board of Directors

Special Meetings of the Board of Directors may be called by any member of the Executive Committee. The member of the Executive Committee requesting the special meeting shall designate the time and place of such special meeting of the Board of Directors.

4.4 Conduct of Meetings

All meetings shall be conducted in accordance with the requirements of Article 7. Each member of the Board of Directors shall have one vote in matters coming before the Board of Directors.

4.5 Removal of a Member of the Board of Directors

The Board of Directors may remove a member of the Board of Directors as described in Section 3.5., and who has terminated such interest or resigned, or has been found by the Board to have engaged in neglect of duty, misconduct, or malfeasance in office. Prior to any removal, the Board of Directors shall provide written notice of intent to remove at least forty-five (45) days prior to the projected date of removal. The Board member being considered for removal shall be given the opportunity to make a statement prior to the vote being taken.

Article 5. OFFICERS

5.1 Designation of Officers

The Council hereby establishes the following Officers of the Council: President, Vice-President/Secretary and Treasurer/Fiscal Officer. Officers shall be members of the Board of Directors in good standing.

5.2 Election of Officers.

Officers shall be elected each year at the first quarterly meeting of the Board of Directors. Each Officer shall be elected for a term of one (1) year. There shall be no term limits.

5.3 Duties of Officers.

The duties of the Officers are set forth below. Such duties may be amended by resolution of the Board of Directors.

5.3.1 **President.** The President shall preside over all Council meetings. The President shall exercise, subject to the control of the Board of Directors and the Executive

Committee, a general supervision over the affairs of the Council and shall perform generally all duties incidental to the office and such other duties as may be assigned by the Board of Directors. The President shall perform the day-to-day business operations of the Council. The President shall prepare status reports on the operation of the Council for the regular quarterly meetings and other reports as requested by the Executive Committee. The President may employ staff for all positions authorized and contract for services of consultants and experts as authorized by the Executive Committee. The President shall sign contracts on behalf of the Council, unless he/she has authorized, in writing, a designee to sign a specific contract or a particular type of contract. The President may designate committees to carry out the purposes of the Council and appoint members to such committees. The President shall make appropriate recommendations to the Executive Committee in relation to the programs and services offered by the Council.

5.3.2 Vice President/Secretary.

- a. The Vice-President shall perform all duties of the President in his/her absence or during his/her inability to act, and shall have such other and further powers, and shall perform such other and further duties, as may be assigned to him/her by the Board of Directors and the Executive Committee.
- b. The Secretary or his or her designee shall keep the minutes of all proceedings of the Board of Directors and the Executive Committee and make a proper record of the same. He/she shall keep such books as may be required and generally perform such duties as may be assigned to him/her by the Board of Directors and the Executive Committee. The Secretary shall respond to all requests for public documents. The Secretary shall make appropriate recommendations to the Executive Committee in relation to the programs and services offered by the Council.

5.3.3 Treasurer. The Treasurer is the Fiscal Officer of the Council and shall have responsibility for the funds of the Council. The Treasurer shall carry out duties under Ohio and Federal law including, without limitation R.C. 167.04 and the duties set forth below:

- a. Supervision of the receipt, deposit, investment and disbursement of the Council funds to the extent permitted by and subject to restrictions of Ohio and Federal law.
- b. Endorse on behalf of the Council for collection, checks, notes and other obligations.

- c. Ensure the Council's books and records give a full, accurate and complete accounting of all monies received and disbursed through the accounts of the Council.
- d. Approve expenditures as authorized by the Executive Committee.
- e. Provide the Board of Directors an accounting of all financial activity at each regular meeting of the Board of Directors. Such report shall cover financial activity from the previous meeting of the Board of Directors.
- f. Provide the Board of Directors with an accounting of all financial activity at the first quarterly meeting of the Board of Directors. Such report shall cover financial activity from the previous meeting of the Board of Directors.
- g. Perform other duties as may be assigned by the Council or the Executive Committee.

5.4 Vacancies.

In the event a vacancy occurs among the Officers, the Executive Committee is authorized to appoint a temporary replacement for any Council office until a replacement shall be chosen at the next regular or special meeting of the Board of Directors.

Article 6. EXECUTIVE COMMITTEE

6.1 Composition of Executive Committee

The Executive Committee shall consist of the Officers who have been elected in accordance with these By-Laws. The Executive Director of the Council, if any, is an ex-officio member of the Executive Committee but shall not have the right to vote.

6.2 Meetings of the Executive Committee

6.2.1 The Executive Committee shall meet at least quarterly during the calendar year and at such other times as the Executive Committee shall determine. Any member of the Executive Committee may call a special meeting in accordance with the requirements of these By-Laws.

6.2.2 All meetings shall be conducted in accordance with the requirements of Article 7.

6.3 Duties of the Executive Committee

The Executive Committee shall take such action on behalf of the Council which may be necessary to carry out the functions of the Council. The Executive Committee shall notify the

Board of Directors of actions taken by the Executive Committee at the next meeting of such body.

Article 7. GENERAL MEETING REQUIREMENTS

7.1 Open Meetings

Pursuant to R.C. §121.22, all meetings shall be open to the public, subject to the exceptions contained in R.C. §121.22(G).

7.2 Notice of Meetings

Notice of all meetings may be made by telephone, mail or electronic mail and shall be so communicated by the President or the President's designee at least five working days prior to the date of the meeting. The notice shall contain the time, place and purpose of the meeting. Meetings shall be advertised in accordance with the requirements of R.C. §121.22.

7.3 Members Participation in Meetings

Members are encouraged to participate in business related discussions during meetings of the Council. This participation shall include, but not limited to in person, remotely by any means, including, without limitation, by telephone conference or video conference, so long as the method allows all participants to simultaneously hear and communicate.

7.4 Quorum

A majority of current members of a body set forth in these By-Laws (Board of Directors or Executive Committee), shall be physically present to constitute a quorum.

7.5 Voting

7.5.1 Members must be present in order to vote. No member may vote by proxy.

7.5.2 Except when explicitly stated otherwise in these By-Laws, all motions and elections shall be by a vote of a majority of those present.

7.6 Conduct of Meetings

Meetings shall be conducted informally, except when a majority of the representatives in attendance vote to follow Roberts Rules of Order.

Article 8. DUES AND SUPPORT

8.1 Annual Membership Dues

The Board of Directors shall set annual membership Dues at the annual meeting under section 3.4.1.

8.2 Additional Fees

8.2.1 Shared Healthcare and Recovery Enterprise System (S.H.A.R.E.S.) Project Support. For the purpose of funding the creation, review and implementation of the S.H.A.R.E.S. project, the Cuyahoga, Franklin and Hamilton Boards shall be each responsible for one-third (1/3) of its costs. The shares of said Boards may be altered by action of the Board of Directors if additional members are admitted.

8.2.2 The Board of Directors may set additional fees, at any regular or special meeting under section 3.4.2.

8.3 Council Accounts

The Treasurer shall maintain such accounts as may be necessary and appropriate under Ohio and Federal law. The Council may maintain a reasonable carryover, both monthly and annually, to cover the anticipated operating costs and contract obligations of the Council.

Article 9. WITHDRAWAL FROM MEMBERSHIP

9.1 General Requirements

Any Member may withdraw from the Council by formal action of its legislative body and upon submittal of ninety (90) days written notice to the Council. Upon the effective date of withdrawal, such Member shall be released from all obligations and liabilities of the Council with the exception of the following:

9.1.1 Those obligations and liabilities stemming from a contractual arrangement when individuals from the withdrawing Member's county are receiving benefits from the contract, or when the withdrawing Member is a party to the contract;

9.1.2 Obligations and liabilities stemming from contractual or other arrangements between the withdrawing Member and the Council;

9.1.3 Claims pending against the Council at the time of the withdrawal; and

9.1.4 Claims arising after withdrawal, but based on events occurring prior to withdrawal.

9.2 Disposition of Property

The withdrawing Member shall receive a return of its tangible personal property loaned to the Council that can clearly and reasonably be determined to be the property of such withdrawing Member. Any and all other monies, grants and property that remain shall remain property of the Council.

Article 10. DISSOLUTION OF COUNCIL

10.1 Procedure for Dissolution

10.1.1 The Council may be dissolved by a majority vote of the Board of Directors at the final regular quarterly meeting of any calendar year. Prior to any vote on dissolution, each Member shall receive at least forty-five (45) days written notice from the President of the Board of Directors that the matter of Council dissolution will be voted upon.

10.1.2 Upon an affirmative vote to dissolve the Council, the Council shall immediately cease to do business and shall only do such acts as are necessary to conclude its affairs and meet the requirements of any and all active contracts.

10.2 Distribution of Assets.

At the conclusion of all Council affairs, any unclaimed assets remaining on the Treasurer's books shall be distributed according to the following schedule:

10.2.1 All tangible personal property previously loaned or given to the Council that is clearly identified as to ownership shall be returned to the owner Member.

10.2.2 All remaining tangible property shall be sold at public sale in accordance with R.C. §307.12 by sealed bid. The cash proceeds thereof shall be equally divided among all Members after all liabilities, if any, have been satisfied.

10.2.3 All remaining assets and other intangibles, including monies held by the Treasurer, shall be equally divided among all Members after all liabilities, if any, have been satisfied.

Article 11. MISCELLANEOUS

11.1 Amendment

The By-Laws of the Council may be amended at any regular or special meeting of the Board of Directors, provided that the proposed amendment or amendments have been submitted to all

members in writing at least forty-five (45) days, or other mutually agreed upon time frame, prior to the next regular meeting or special meeting of the Board of Directors.

11.2 Insurance

The Board of Directors shall have the power to purchase and maintain, at the expense of the Council, insurance on behalf of the Council and on behalf of members of the Board of Directors acting in their official capacity.

11.3 Agent for Service of Process

The President shall be designated as agent for service of process.

11.4 Confidentiality

Nothing in the Agreement or Bylaws shall be interpreted to permit the disclosure of information which is privileged or confidential under applicable Ohio or Federal law.

11.5 Limit on Powers

Nothing in the Agreement or Bylaws shall be interpreted to give Council, its Board of Directors, or its agents, representatives or employees, authority to take any action or carry out any activity prohibited by Federal or Ohio law.

11.6 Severability

Should any portion of these Bylaws be deemed unenforceable by any administrative or judicial officer or tribunal of competent jurisdiction, the balance of the Bylaws shall remain in full force and effect unless revised pursuant to section 11.1 of these Bylaws.

11.7 Applicable Law

The laws of Ohio shall govern the interpretation of the Bylaws and any action arising under these Bylaws or the Agreement.

11.8 Procedural Errors

Except to the extent explicitly required by applicable law, the Agreement, or these Bylaws, failure to follow any procedure in these Bylaws shall not invalidate an action taken by the Board of Directors.

11.9 Effective Date

These By-laws shall be effective on the last date of execution by the signatories hereto.

IN WITNESS WHEREOF, the Parties have executed multiple counterparts of these By-laws, and when considered together, shall be deemed to be an original, as of the date first set forth below.

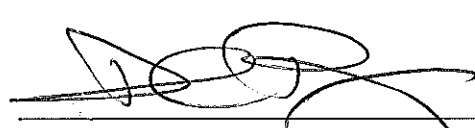
**ALCOHOL, DRUG ADDICTION AND
MENTAL HEALTH SERVICES BOARD
OF CUYAHOGA COUNTY**

BY: 

ITS: Chief Executive Officer

DATE: 8-7-12

**ALCOHOL, DRUG AND MENTAL
HEALTH BOARD OF FRANKLIN
COUNTY**

BY: 

ITS: Chief Executive Officer

DATE: 8/02/2012

**THE HAMILTON COUNTY MENTAL
HEALTH AND RECOVERY SERVICES BOARD**

BY: 

ITS: President/Chief Executive Officer

DATE: 8/2/12