



BYLAWS AD HOC COMMITTEE MEETING

WEDNESDAY, DECEMBER 14, 2022
4:00 PM

2012 West 25th Street, Cleveland, Ohio 44113 / Ohio Room, Sixth Floor

AGENDA

1. Call to Order – *Patricia James-Stewart, M.Ed., LSW, Committee Chair*
2. Approval of Minutes – *Patricia James-Stewart*
 - November 30, 2022
 - December 7, 2022
3. Review of ADAMHS Board Bylaws – *Patricia James-Stewart*
4. Adjournment

Bylaws Ad Hoc Committee

Patricia James-Stewart, M.Ed., LSW, Committee Chair
Sadigoh C. Galloway, MSW, LSW, LICDC-CS ▪ Katie Kern-Pilch, MA, ATR-BC, LPC-S
Rev. Max M. Rodas, MA ▪ Sharon Rosenbaum, MBA ▪ Harvey A. Snider, Esq.

ALCOHOL, DRUG ADDICTION & MENTAL HEALTH SERVICES BOARD OF CUYAHOGA COUNTY

BYLAWS AD HOC COMMITTEE MINUTES NOVEMBER 30, 2022

Committee Members Present: Patricia James-Stewart, M.Ed., LSW, Committee Chair, Sadigoh C. Galloway, MSW, LSW, LICDC-CS, Katie Kern-Pilch, MA, ATR-BC, LPC-S, Rev. Max M. Rodas, MA

Absent: Sharon Rosenbaum, MBA, Harvey A. Snider, Esq.

Board Staff Present: Woo Jun, Director of Risk Management and Ex officio member appointed by the CEO, Carole Ballard, Anthony Henderson, Linda Lamp, Jessica Saker

1. **Call to Order**

Ms. Patricia James-Stewart, Bylaws Ad Hoc Committee Chair, called the meeting to order at 4:00 p.m.

2. **Bylaws Ad Hoc Committee Charter and Suggested Scope**

Ms. James-Stewart read into the record the Committee Charter: *"The Bylaws Ad hoc Committee will review the Bylaws and prepare a report to the full Board offering its recommendations (if any) for updates to the Bylaws and will complete its work within four months from its first meeting date of November 30, 2022."*

Ms. James-Stewart reported on the suggested scope of the Bylaws Ad Hoc Committee and read into the record the following: *"Article X, Section 1 of the ADAMHS Board's Bylaws states that "The Board shall review these Bylaws at least once every three (3) years..." Any recommended changes must be consistent with the Ohio Revised Code, Section 340.02 as amended on September 15, 2014."*

3. **Review of ADAMHS Board Bylaws**

Committee members reviewed a chart reflecting suggested edits by Dr. J. Robert Fowler, Board Chair, in addition to recommendations/notes from Mr. Scott Osiecki, Chief Executive Officer. Committee members had a lengthy discussion regarding the suggested edits to the ADAMHS Board Bylaws. Consensus was reached on the following:

- Board members referred to as Directors rather than Board of Directors or members.
- Individuals receiving services that our Board funds as clients.
- Utilize the following definition for the purposes of the ADAMHS Board's determination of Committee of the Whole: A meeting in which Committees meet together with all Committee members up to and including the entire board. Motions are moved to the General Meeting – just like any committee meeting - for approval and passage of resolutions by the full Board.
- Specific language about contract metrics should not be part of the Board's Bylaws.
- Use of Robert's Rules are referred to in Article V, Section 1 regarding "Limit or Extend the Limits of Debate" and "Previous Question."
- Since some funding is "directed" for a specific purpose by the funding authority – Pass thru by the Ohio Department of Mental Health and Addiction Services (OhioMHAS), Agenda Process Sheets (APSs) should not be included in the Bylaws. Board staff does not know why the funding authority has selected a provider.
- The issue of Service Centers of Excellence should not be included in the Board's Bylaws. This is a concept that can be explored and discussed as part of the Board's work.

Suggestions for specific areas of the Bylaws that were considered by the committee included the following:

- Article IV. Membership, Section I: Definitions and Section 7: Conflict of Interest. These Sections are already defined in Ohio Ethics Laws.

(The chart is attached to the original minutes stored in the Executive Unit.)

Mr. Jun was requested to provide rationale for the Committee of the Whole at the next scheduled Bylaws Ad Hoc Committee meeting of Wednesday, December 7, 2022.

Committee members suggested that Dr. Fowler provide a detailed Chair's Report at the January 2023 General Meeting to set the tone for 2023.

4. Upcoming Meetings:

- Bylaws Ad Hoc Committee Meeting: December 7, 2022
- Bylaws Ad Hoc Committee Meeting: December 14, 2022

There being no audience comment or further business, the meeting adjourned at 5:14 p.m.

Submitted by: Linda Lamp, Executive Assistant

Approved by: Patricia James-Stewart, M.Ed., LSW, Bylaws Ad Hoc Committee Chair

DRAFT

ALCOHOL, DRUG ADDICTION & MENTAL HEALTH SERVICES BOARD OF CUYAHOGA COUNTY

BYLAWS AD HOC COMMITTEE MINUTES DECEMBER 7, 2022

Committee Members Present: Patricia James-Stewart, M.Ed., LSW, Committee Chair, Sadigoh C. Galloway, MSW, LSW, LICDC-CS, Katie Kern-Pilch, MA, ATR-BC, LPC-S, Rev. Max M. Rodas, MA, Harvey A. Snider, Esq.

Absent: Sharon Rosenbaum, MBA

Board Staff Present: Scott Osiecki, Chief Executive Officer, Madison Greenspan, Woo Jun, Linda Lamp

1. **Call to Order**

Ms. Patricia James-Stewart, Bylaws Ad Hoc Committee Chair, called the meeting to order at 4:00 p.m.

2. **Committee of the Whole Discussion**

The Committee of the Whole concept was briefly discussed by committee members. (The Committee of the Whole discussion, which defines Committee, Committee of the Whole and Consent Agenda, is attached to the original minutes stored in the Executive Unit.)

3. **Review of ADAMHS Board Bylaws**

Ms. Katie Kern-Pilch thanked Mr. Woo Jun, Director of Risk Management, for obtaining Bylaws from two additional Boards in the State of Ohio, Hamilton County Mental Health & Recovery Services Board and Mental Health, Addiction and Recovery Services Board of Lorain County.

Committee members reviewed a chart reflecting suggested edits by Dr. J. Robert Fowler, Board Chair, in addition to recommendations/notes from Mr. Scott Osiecki, Chief Executive Officer. Committee members had a lengthy discussion regarding the suggested edits for specific areas of the ADAMHS Board Bylaws. Consensus was reached on the following Articles:

- Article IV. Membership, Section 8: Removal and Section 9: Removal Process. These Sections are already defined in the Ohio Revised Code.
- Article V. Meetings, Section 1: General Meetings. The last sentence in the paragraph to read: *Meetings shall be governed by Robert's Rules of Order (Current Edition) and the adopted Standing Rules.*
- Article V. Meetings, Section 4: Quorum. The second sentence in the paragraph to read: *A majority of the sitting Directors shall constitute a quorum for the General Board Meetings.* Also, the following sentence will be added to the end of the section: *If a quorum has not been achieved within 30 minutes of the appointed starting time, that meeting shall be canceled.*
- Article V. Meetings, Section 5: Voting. The identified paragraph to be separated into two paragraphs to clarify voting rights for the Board's General Meetings and committee meetings.
- Article V. Meetings, Section 6: Open Meeting Act. The reasons to enter Executive Session are set forth in Ohio Revised Code and cannot be changed.
- Article VI. Duties and Responsibilities, t. Use correct punctuation of the word Directors'
- Article VII. Organization, Section 1: Officers. Parliamentarian will not be added to the Second Vice Chair's position description. Also, a Treasurer will not be added to the Board officers. The position of Treasurer Officer does not seem to be needed as the Board employs a Chief Financial Officer (CFO), Director of Finance, fiscal staff, Director of Claims/Membership and claims staff. Additionally, numerous reports are provided to the Board on a routine basis.

[Rev. Max M. Rodas, MA, left.]

- Article VII. Organization, Section 6: Duties and Qualifications of Officers. a. Chair. Include ad hoc committees in the list of committees that the Chair can "appoint subcommittees and chairs."
- Article VII. Organization, Section 7: Committees. A time limit for committee reports will not be established in the Board Bylaws. The Board Chair will utilize their discretion regarding the length of the committee reports during the General Meetings.

- Article VII. Organization. Section 7: Committee members had a lengthy discussion regarding the present standing committees: Executive Committee, Finance and Operations Committee, Planning and Oversight Committee, Community Relations and Advocacy Committee, Nominating Committee and Faith-based Outreach Committee. Committee member consensus was to keep the standing committees as they are.
- Article VII. Organization. Section 8: Authority and Function of Committees. a. Executive Committee. Committee members had a brief discussion of changing the composition of the Executive Committee and determined that this section should remain as outlined.
- Article VII. Organization. e. Other Committees. Replace the last sentence in the paragraph to read as follows: *Vacancies in such other committees shall be filled by the Board Chair or as the Board of Directors may provide.*

(The chart is attached to the original minutes stored in the Executive Unit.)

Mr. Jun was requested to provide an updated draft version of the ADAMHS Board Bylaws, which reflect the identified changes, for the next scheduled Bylaws Ad Hoc Committee meeting of Wednesday, December 14, 2022.

Mr. Harvey Snider complemented Board staff relative to their efforts with assisting in the process of updating the ADAMHS Board's Bylaws.

4. Upcoming Meetings:

- Bylaws Ad Hoc Committee Meeting: December 14, 2022

There being no audience comment or further business, the meeting adjourned at 5:29 p.m.

Submitted by: Linda Lamp, Executive Assistant

Approved by: Patricia James-Stewart, M.Ed., LSW, Bylaws Ad Hoc Committee Chair

MEMORANDUM

To: Patricia James-Stewart, Chair, and Ad-Hoc Bylaws Committee Members
From: Woo Jun, Director of Risk Management *wj*
Date: December 09, 2022
Re: Notes for Bylaws Edits

Based on the last two Ad-Hoc Bylaws Committee meetings, I made the changes in word format with track changes. The edits were based on our discussions during the last two meetings and for consistency in word choices and formatting, along with minor grammatical edits.

Moreover, the word “the Board” is used to reference the government entity-the ADAMHS Board of Cuyahoga County, the governing body referred to as the Board of Directors, and also, members of the Board of Directors. In an attempt to minimize confusion as to the word “the Board” in the Bylaws, the government entity will be referred to as “the ADAMHS Board”, the governing body will be referred to as “the Board of Directors”, and members of the Board will be referred to as “Directors”.

Lastly, as mentioned previously, the Bylaws are based on ORC 340. The only section that this Committee would have full input is highlighted in yellow in Article VII. The other Articles are from various sections of ORC 340; however, by going over the edits this Committee would have an opportunity to go over the entire Bylaws.

As I will be abroad for the holiday season, I want to thank you for the opportunity to work in this Ad-Hoc Committee, and want to wish you a wonderful holiday season.

Yours Truly



BYLAWS

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ARTICLE I. THE DISTRICT

The Alcohol, Drug Addiction and Mental Health Services Board of Cuyahoga County (“ADAMHS 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 ORC §-340.02~~ as amended on ~~September 15, 2014~~ November 02, 2018.

ARTICLE II. PURPOSE AND MISSION

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

Section 2: Mission. Enhance the quality of life for our community through a commitment to excellence in mental health and addiction prevention, treatment and recovery services coordinated through a person-centered network of community supports.

ARTICLE III. BOARD OF DIRECTORS

Section 1: Authority of Board of Directors. 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 of Directors. Any authority of the Board of Directors may be delegated by it, through a Board Resolution, to such persons or committees as it may determine. No ~~member of the Board Director~~ shall be required to furnish any bond or surety for the faithful performance of his or her duties. All ~~members of the Board Directors~~ 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-Committee~~ meetings.

Section 2: Appointing. ~~Members- Directors~~ shall be appointed by their respective appointing authority.

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

ARTICLE IV. MEMBERSHIP

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

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

Section 3: Membership. The Board of Directors 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 of Directors 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-Directors~~ shall be residents of the service district.

Section 4: Terms of Office. ~~Members-Directors~~ shall serve four-year terms, except as enumerated in the initial term appointments. No ~~member-Director~~ 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 under the same appointing authority.

Section 5: ~~Required MembersDirectors Composition~~. At least one ~~member-Director~~ 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 additions services.

Section 6: Vacancies. When a voluntary or end-of-term vacancy occurs or will occur on the Board of Directors, the ADAMHS Board shall notify in writing the appropriate appointing authority by certified mail or by email. The ADAMHS 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:

- a. Participating in their public role in any action that involves the direct interests of the ~~official Director~~, or those of a family member, or another with whom the ~~official Director~~ has an ongoing private business relationship;
- b. Authorizing, or using a public position to secure, a public contract or the investment of public funds in any security that benefits the ~~official Director~~, a family member, or a business associate;
- c. Improperly profiting from a public contract;
- d. 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;
- e. Unauthorized disclosure or use of information deemed confidential by law; and
- f. Representing others before any public agency in a matter in which the ~~official Director~~ 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 Director~~ 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 ~~ADAMHS~~ Board shall provide the appointing authority in writing by email with a report of attendance for the State fiscal year at General Board meetings.

Section 9: Removal Process. When any ~~member Director~~ is to be removed pursuant to the authority set forth in Sections 7 and 8 of ~~this~~ Article IV, the ~~ADAMHS~~ Board shall inform the appropriate appointing authority in writing by email of the violation and request that the appointing authority commence the removal procedures. Additionally, Pursuant to the requirements of ~~the~~ ORC §340.02 the ~~ADAMHS~~ Board shall notify the appointing authority in writing by email 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 (10) ~~g~~General Board meetings ~~of the Board~~ shall be held annually. As a general rule, meetings will be held on fourth Wednesdays ~~of the month~~ beginning at 4:00 p.m., unless otherwise specified. At least four (4) days prior to the meeting, a written notice, which may include—be accomplished by electronic

~~transmission~~email, 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~~-governed by Robert's Rules of Order (Current Edition) and the adopted Standing Rules.

Section 2: Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson of the Board of Directors ("Chair" ~~hereinafter~~), the Executive Committee or by written request, which may be accomplished by ~~electronic transmission~~email, 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 ADAMHS 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~~Directors shall constitute a quorum for the General Board ~~M~~meetings. Three, or a majority, of voting members whichever is smaller based upon Committee size, shall constitute a quorum for ~~committee~~-Committee meetings. If a quorum has not been achieved within thirty (30) minutes of the appointed starting time for a meeting, that meeting shall be cancelled.

Section 5: Voting. Only duly appointed ~~members~~-Directors attending in person will be permitted to vote at General Board meetings. ~~Members~~-Directors not physically in attendance at General Board meetings 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~~-Directors present at ~~a board meeting or a committee meeting~~General Board meetings, for which there is quorum, shall determine its action.

For Committee meetings, only Directors and Community Representatives attending in person will be permitted to vote at Committee meetings. Directors and Community Representatives not physically in attendance at Committee meetings 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 Directors and Community Representatives present at Committee meetings, for which there is a quorum, shall determine its action.

Section 6: Open Meeting Act. All business shall be conducted according to the Open Meeting Act, ~~Ohio Revised Code~~ORC §-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 of Directors 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 the ADAMHS Board and Board of Directors 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 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 ADAMHS Board.
- h.** Designate the treatment program, agency, or facility for each person involuntarily committed to the ADAMHS 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 ADAMHS Board.

- j. Employ qualified program, administrative and fiscal staff that will carry out the purposes and mission of the ADAMHS Board and ensure that the ADAMHS 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 ADAMHS 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 ADAMHS Board, and submit the audit to the Auditor of the State of Ohio and OhioMHAS as required. In so doing, the ADAMHS 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 ADAMHS 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 ADAMHS 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 ADAMHS 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 of Directors 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~~ General Board meeting in May by the Nominating Committee. Nominations from ~~Board members~~ Directors, who are not on the Nominating Committee, may also be presented at the May General Board meeting, all subject to the same Nominating Committee requirements of all nominees. No further nomination will be accepted after the ~~full~~ General Board meeting in May. The officers shall be elected by a majority of the vote of ~~the members~~ Directors present at the ~~full board~~ General 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 General Board 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 of Directors, 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~~ General Board meetings and ~~special~~ Special meetings of the Board of Directors, call ~~special~~ Special meetings as may be required, appoint subcommittees and chairs, including Ad Hoc Committees, and represent the Board of Directors in all matters. The Chair shall execute legal

instruments when authorized by the Board of Directors. 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~~ General and ~~committee~~ Committee Board 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 of Directors.

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 of Directors 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~~ Directors; however, for both the Planning and Oversight Committee and the Faith-Based Outreach Committee membership may consist of both ~~Board members~~ Directors and not more than two (2) ~~non-Board member residents~~ Community Representatives 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

1) 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 of Directors.

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

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

- Litigation or claims (pending, threatened or anticipated); matters requiring ~~board~~ Board of Directors action or ~~board~~ decision that cannot be delayed;
- Public relations matter that cannot be delayed;
- Natural disaster issues, (e.g. floods, fire, tornadoes, etc.);
- Workplace violence, sabotage, systems security/failures, computer hacking, data destruction or alteration;
- Staff/volunteer theft, fraud or mismanagement;
- Financial decisions requiring ~~board~~ Board of Directors 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 ADAMHS Board. This ~~committee~~ 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 of Directors appropriate fiscal, risk management, quality improvement, and regulatory compliance policies. The ~~committee~~ 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 of Directors 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~~ Committee will oversee progress in implementing various plans and ensure the achievement of goals and objectives. The ~~committee~~ Committee is responsible for planning, recommending, and overseeing the ADAMHS Board’s research, grant-related, and development efforts. This ~~committee~~ 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~~ 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~~ Directors and two (2) residents of the service district who are not ~~members of the Board~~ Directors but are qualified, pursuant to ORC §340.02 to serve as ~~members of the Board~~ Directors. These two ~~Non-Board members~~ Community Representatives shall be appointed by the Board of Directors 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~~ Community Representatives 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~~ General Board meetings.

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~~ Committee also reviews, recommends and oversees the ADAMHS 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~~ Directors after which the nominations shall be closed. The Nominating Committee shall convene, consider, and recommend to the Board of Directors candidates for vacant officer positions and shall act by a majority vote of ~~its members~~ the Directors. 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 Director positions seats to the ~~full~~ Board of Directors for recommendation to the State-appropriate 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~~ 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~~ Directors and not more than two (2) residents of the service district who are not ~~members of the Board~~ Directors but are qualified, pursuant to ORC §340.02 to serve as ~~members of the Board~~ Directors. These two ~~Non-Board members~~ Community Representatives shall be appointed by the Board of Directors 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~~ Community Representatives 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~~ General Board meetings.

- 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~~ Directors, staff members or any other person that the Board of Directors 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~~ Chair 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 ADAMHS Board operations and the management of routine affairs of the ~~district~~ District. Each year, the Board of Directors shall conduct an evaluation of the Chief Executive Officer.

Section 3: Executive Officer of the Board. Pursuant to ORC §340.04~~1~~, the Chief Executive Officer shall serve as the executive officer of the ADAMHS Board and, as such, shall be the custodian of all of the ADAMHS Board's records. The Chief Executive Officer shall also ensure that minutes of all Board meetings and ~~committee~~ Committee meetings are kept and that all notices of said meetings are properly made.

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

a. Recruitment and Hiring

- 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~~ Directors 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.

- The Executive Committee may appoint an interim Chief Executive Officer to serve during the recruitment and hiring process.
 - The Chief Administrative Officer and/or 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.
 - The Board of Directors may contract with a consulting or executive search firm to assist with the recruitment and hiring of the Chief Executive Officer.
 - 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.
 - 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.
- b. **Compensation:** The Board of Directors shall fix the compensation of the Chief Executive Officer as authorized in ORC §340.032340.04. In determining the compensation of the Chief Executive Officer, the Board of Directors 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 §340.032340.04, 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 of Directors on request.
- b. The Board of Directors may negotiate a waiver of the provisions contained in ORC §340.032340.04 with the Chief Executive Officer at the time of contract negotiations.

ARTICLE IX. INDEMNIFICATION AND INSURANCE

Section 1: Indemnification. The ADAMHS Board shall indemnify a ~~board member~~Director or employee as follows:

- a. For any action or inaction in his or her capacity as a ~~board member~~Director or employee or at the request of the ADAMHS Board, whether or not the action or inaction is expressly authorized by Ohio Revised Code, ~~Section Chapter~~ 340 or any other section of the Revised Code, if:
 - The ~~board member~~Director 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 ADAMHS Board; and
 - With respect to any criminal action or proceeding, the ~~board member~~Director or employee had no reason to believe his or her conduct was unlawful.
- b. Against any expenses, including attorney's fees, the ~~board member~~Director 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~~Director or employee or at the request of the ADAMHS 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~~Director or employee is successful on the merits or otherwise.

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

Section 2: Liability Insurance

The ADAMHS Board shall procure a policy or policies of insurance insuring ~~board members~~Directors and employees of the ADAMHS Board against liability arising from the performance of their official duties. If the liability insurance is unavailable or the amount the ADAMHS Board has procured or is able to procure is insufficient to cover the amount of a claim, the ADAMHS Board may indemnify a ~~board member~~Director 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 of Directors shall review these Bylaws at least once every three (3) years or as needed 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 of Directors by a 2/3 affirmative vote of the full sitting membership of the Board of Directors 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.

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BYLAWS

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ARTICLE I. THE DISTRICT

The Alcohol, Drug Addiction and Mental Health Services Board of Cuyahoga County (“ADAMHS Board”) served by a Board of Directors, as defined herein, and is a district organized, created and existing pursuant to the authority found in ORC §340.02 as amended on November 02, 2018.

ARTICLE II. PURPOSE AND MISSION

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

Section 2: Mission. Enhance the quality of life for our community through a commitment to excellence in mental health and addiction prevention, treatment and recovery services coordinated through a person-centered network of community supports.

ARTICLE III. BOARD OF DIRECTORS

Section 1: Authority of Board of Directors. 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 of Directors. Any authority of the Board of Directors may be delegated by it, through a Board Resolution, to such persons or committees as it may determine. No Director shall be required to furnish any bond or surety for the faithful performance of his or her duties. All Directors 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. Directors shall be appointed by their respective appointing authority.

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

ARTICLE IV. MEMBERSHIP

Section 1: Definitions. The Board of the ADAMHS Board shall herein, for the purposes of these Bylaws, be referred to as the Board of Directors. Members of the Board of Directors shall be referred to as Directors.

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

Section 3: Membership. The Board of Directors 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 of Directors 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. Directors shall be residents of the service district.

Section 4: Terms of Office. Directors shall serve four-year terms, except as enumerated in the initial term appointments. No Director 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 under the same appointing authority.

Section 5: Directors Composition. At least one Director 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 of Directors, the ADAMHS Board shall notify in writing the appropriate appointing authority by certified mail or by email. The ADAMHS 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 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, Directors are prohibited from the following, but not limited to:

- a. Participating in their public role in any action that involves the direct interests of the Director, or those of a family member, or another with whom the Director has an ongoing private business relationship;
- b. Authorizing, or using a public position to secure, a public contract or the investment of public funds in any security that benefits the Director, a family member, or a business associate;
- c. Improperly profiting from a public contract;
- d. 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;
- e. Unauthorized disclosure or use of information deemed confidential by law; and
- f. Representing others before any public agency in a matter in which the Director or employee was involved, both during, and for a period of time (at least one year) after, leaving public service.

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

Section 8: Removal. Any Director 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 ADAMHS Board shall provide the appointing authority in writing by email with a report of attendance for the State fiscal year at General Board meetings.

Section 9: Removal Process. When any Director is to be removed pursuant to the authority set forth in Sections 7 and 8 of Article IV, the ADAMHS Board shall inform the appropriate appointing authority in writing by email of the violation and request that the appointing authority commence the removal procedures. Additionally, pursuant to the requirements of ORC §340.02 the ADAMHS Board shall notify the appointing authority in writing by email 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 (10) General Board meetings shall be held annually. As a general rule, meetings will be held on fourth Wednesday of the month beginning at 4:00 p.m., unless otherwise specified. At least four (4) days prior to the meeting, a written notice, which may be accomplished by email, 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 governed by Robert's Rules of Order (Current Edition) and the adopted Standing Rules.

Section 2: Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson of the Board of Directors ("Chair"), the Executive Committee or by written request, which may be accomplished by email, 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 ADAMHS 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 Directors 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. If a quorum has not been achieved within thirty (30) minutes of the appointed starting time for a meeting, that meeting shall be cancelled.

Section 5: Voting. Only duly appointed Directors attending in person will be permitted to vote at General Board meetings. Directors not physically in attendance at General Board meetings 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 Directors present at General Board meetings, for which there is quorum, shall determine its action.

For Committee meetings, only Directors and Community Representatives attending in person will be permitted to vote at Committee meetings. Directors and Community Representatives not physically in attendance at Committee meetings 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 Directors and Community Representatives present at Committee meetings, for which there is a quorum, shall determine its action.

Section 6: Open Meeting Act. All business shall be conducted according to the Open Meeting Act, ORC §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 of Directors 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 ADAMHS Board and Board of Directors 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 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 ADAMHS Board.
- h.** Designate the treatment program, agency, or facility for each person involuntarily committed to the ADAMHS 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 ADAMHS Board.
- j.** Employ qualified program, administrative and fiscal staff that will carry out the purposes and mission of the ADAMHS Board and ensure that the ADAMHS 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 ADAMHS 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 ADAMHS Board, and submit the audit to the Auditor of the State of Ohio and OhioMHAS as required. In so doing, the ADAMHS 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 ADAMHS 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 ADAMHS 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 ADAMHS 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 Directors' performance.

ARTICLE VII. ORGANIZATION

Section 1: Officers. The officers of the Board of Directors 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 General Board

meeting in May by the Nominating Committee. Nominations from Directors, who are not on the Nominating Committee, may also be presented at the May General Board meeting, all subject to the same Nominating Committee requirements of all nominees. No further nomination will be accepted after the General Board meeting in May. The officers shall be elected by a majority of the vote of Directors present at the General 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 General Board 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.

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 of Directors, 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 General Board meetings and Special meetings of the Board of Directors, call Special meetings as may be required, appoint subcommittees and chairs, including Ad Hoc Committees, and represent the Board of Directors in all matters. The Chair shall execute legal instruments when authorized by the Board of Directors. 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 Board 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 of Directors.

- 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 of Directors 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 Directors; however, for both the Planning and Oversight Committee and the Faith-Based Outreach Committee membership may consist of both Directors and not more than two (2) Community Representatives 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**

- 1) **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 of Directors.
- 2) **Powers.** The Executive Committee shall provide a focal point of communication for the officers of the Board of Directors and Committee Chairs, for the purpose of familiarizing them with the issues that are presented at the next public meeting of the Board of Directors.

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.

Outside of regular meetings of the Board of Directors, the Executive Committee, shall have, and may exercise, the authority of the Board of Directors, except as such authority is limited by statute. The Executive Committee shall have only such power and authority of the Board of Directors outside of regular meetings of the Board of Directors as shall be necessary to address crisis situations of the ADAMHS Board, and any such action taken by the Executive Committee outside of regular meetings of the Board of Directors shall be subject to ratification or

modification by the Board of Directors at its next regularly scheduled meeting. For the purposes of this section, “crisis situations” shall include the following:

- Litigation or claims (pending, threatened or anticipated); matters requiring Board of Directors action or decision that cannot be delayed;
 - Public relations matter that cannot be delayed;
 - Natural disaster issues, (e.g., floods, fire, tornadoes, etc.);
 - Workplace violence, sabotage, systems security/failures, computer hacking, data destruction or alteration;
 - Staff/volunteer theft, fraud or mismanagement;
 - Financial decisions requiring Board of Directors action or 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 ADAMHS 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 of Directors 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 of Directors 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 ADAMHS 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 Directors and two (2) residents of the service district who are not Directors but are qualified, pursuant to ORC §340.02 to serve as Directors. These two Community Representatives shall be appointed by the Board of Directors to four-year terms of office as committee members and may be reappointed to not more than one subsequent term of office. These two Community Representatives 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 Board meetings.

- 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 ADAMHS 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 Directors after which the nominations shall be closed. The Nominating Committee shall convene, consider, and recommend to the Board of Directors candidates for vacant officer positions and shall act by a majority vote of the Directors. 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 vacant Director positions to the Board of Directors for recommendation to the appropriate 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 Directors and not more than two (2) residents of the service district who are not Directors but are qualified, pursuant to ORC §340.02 to serve as Directors. These two Community Representatives shall be appointed by the Board of Directors to four-year terms of office as committee members and may be reappointed to not more than one subsequent term of office. These two Community Representatives 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 Board meetings.

- 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 Directors, staff members or any other person that the Board of Directors 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 Chair 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 ADAMHS Board operations and the management of routine affairs of the District. Each year, the Board of Directors shall conduct an evaluation of the Chief Executive Officer.

Section 3: Executive Officer of the Board. Pursuant to ORC §340.041, the Chief Executive Officer shall serve as the executive officer of the ADAMHS Board and, as such, shall be the custodian of all of the ADAMHS 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

a. Recruitment and Hiring

- 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 Directors 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.
- The Executive Committee may appoint an interim Chief Executive Officer to serve during the recruitment and hiring process.
- The Chief Administrative Officer and/or 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.
- The Board of Directors may contract with a consulting or executive search firm to assist with the recruitment and hiring of the Chief Executive Officer.

- 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.
 - 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.
- b. Compensation:** The Board of Directors shall fix the compensation of the Chief Executive Officer as authorized in ORC §340.04. In determining the compensation of the Chief Executive Officer, the Board of Directors 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 §340.04, 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 of Directors on request.
- b.** The Board of Directors may negotiate a waiver of the provisions contained in ORC §340.04 with the Chief Executive Officer at the time of contract negotiations.

ARTICLE IX. INDEMNIFICATION AND INSURANCE

Section 1: Indemnification. The ADAMHS Board shall indemnify a Director or employee as follows:

- a.** For any action or inaction in his or her capacity as a Director or employee or at the request of the ADAMHS Board, whether or not the action or inaction is expressly authorized by Ohio Revised Code, Chapter 340 or any other section of the Revised Code, if:
 - The Director 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 ADAMHS Board; and
 - With respect to any criminal action or proceeding, the Director or employee had no reason to believe his or her conduct was unlawful.
- b.** Against any expenses, including attorney’s fees, the Director 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 Director or employee or at the request of the ADAMHS 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 Director or employee is successful on the merits or otherwise.

The ADAMHS Board shall not indemnify a Director or employee for punitive damages.

Section 2: Liability Insurance

The ADAMHS Board shall procure a policy or policies of insurance insuring Directors and employees of the ADAMHS Board against liability arising from the performance of their official duties. If the liability insurance is unavailable or the amount the ADAMHS Board has procured or is able to procure is insufficient to cover the amount of a claim, the ADAMHS Board may indemnify a Director 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 of Directors shall review these Bylaws at least once every three (3) years or as needed 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 of Directors by a 2/3 affirmative vote of the full sitting membership of the Board of Directors 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.