



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 October 3, 2023.

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, twelve (12) appointed by the Cuyahoga County Executive and six (6) appointed by

the state appointing authority.¹ 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 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 position(s). 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

¹ Effective October 3, 2023, County appoints two-thirds of the members of the ADAMHS Board and will gain appointments through attrition of State appointments, if applicable.

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 at will. 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 General Board meetings, or two General 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 the 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 Directors. 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 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. No business of the ADAMHS Board shall be conducted without a quorum.

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 all 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 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 buildings, 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 the 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, 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 an officer filling in for an unexpired term, he/she may serve two consecutive terms in addition to the completion of the unexpired term.

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, Committee, and Special 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 Oversight Committee
- c. Community Relations and Advocacy Committee
- d. Nominating Committee
- e. Faith-based Outreach Committee
- f. Other Committees

Committee Membership in General: Committees shall be composed of Directors; however, for both the Community Relations and Advocacy 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 for 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 a decision that cannot be delayed;
- Public relations matters 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 Oversight Committee.** The Finance and Oversight 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 Oversight 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.

The Finance and Oversight Committee shall recommend strategic plans and direction and recommend programming priorities to the Chief Executive Officer. 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 recommend 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.

- c. **Community Relations and Advocacy Committee.** The Community Relations and Advocacy Committee shall work to establish alcohol and other drug and mental health services for the citizens of Cuyahoga County as a permanent civic priority. It shall also strive to enhance the public’s perception of people with addictions and mental illness, to increase community support and future funding opportunities, and to 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.

The Community Relations and Advocacy 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 Community Relations and Advocacy Committee; however, they do not have a right to vote at any General Board meetings.

- d. **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. 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 the 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. The 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.
- ADAMHS Board Human Resources Department 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 of race, relation, national origin, ancestry, color, age, sex, sexual orientation, disability, handicap, familial status or any legally impermissible basis.