

# BYLAWS

of



3283 ~ 122 AVENUE  
P.O. BOX 130  
ALLEGAN, MI 49010

REVIEWED AND ADOPTED BY THE  
ALLEGAN COUNTY  
COMMUNITY MENTAL HEALTH SERVICES BOARD  
ON  
JUNE 15, 2021

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## **ARTICLE I – NAME; CREATION; GOVERNING LAW**

The name of the organization is “Allegan County Community Mental Health Services Board”. Allegan County Community Mental Health Services became a Mental Health Authority pursuant to (i) Michigan law, MCL 330.1205 specifically sections 204, 205 and 212 of Michigan Public Act 258 of 1974, as amended (the “Mental Health Code” or “Code”) and (ii) an “Enabling Resolution” enacted by the Allegan County Board of Commissioners on November 13, 2014, with the effective date of January 1, 2015.

The Authority is an independent governmental entity subject to state law, federal law, and the Enabling Resolution. Because the Enabling Resolution is integral to the creation and operation of the Authority, a copy is appended as Exhibit A to these Bylaws.

## **ARTICLE II – POWERS AND DUTIES OF THE AUTHORITY**

The powers and duties of the Authority are set forth in the Code and the Enabling Resolution.

## **ARTICLE III – BOARD OF DIRECTORS**

### **Section 1 – General**

The affairs of the Authority shall be governed by its Board of Directors (the "Board").

### **Section 2 – Appointment**

The Authority Board shall consist of twelve (12) members and shall be appointed by the Allegan County Board of Commissioners (“Commission”) in accordance with the provisions of Section 212 of the Code (MCL 330.1212), and Sections (2) and (3) of the Enabling Resolution.

Each Board member shall promptly provide the Authority’s Board Secretary with current and updated contact information, including telephone and electronic mail, and preferences regarding receipt of Board notices.

### **Section 3 – Terms, Vacancy, Removal, Compensation, Expenses**

In accordance with the provisions of Section 224 of the Code (MCL 330.1224), the term of office of a Board member shall be three (3) years from April 1 of the year of appointment. One-third of the positions will be filled each year. A vacancy shall occur upon the expiration of a term, and shall be filled in the same manner as the original appointment. A Board member may be removed from office by the Commission for neglect of official duty or misconduct in office after being given a written statement of reasons and an opportunity to be heard on the removal. It is the responsibility of the Executive Committee, upon direction from the Board or upon its own cognizance, to make a determination as to whether the Commission should be formally notified regarding a Board member’s neglect of duty or misconduct. Vacancies shall be filled for unexpired terms in the same manner as original appointments.

Pursuant to MCL 330.1224 and Enabling Resolution Section 4(1), members shall be paid a per diem for attendance at all meetings of the Board, committees of the Board, advisory committees, ad hoc committees, and conference attendance. The per diem shall be paid for a half day (up to 4 hours) or full day (four hours or more), including travel time, at the rate set forth in the most recently enacted Allegan County Board of Commissioners Compensation Resolution for Allegan County Commissioners which identifies the per diem rate for commissioner attendance at county board, committee, and appointed board and committee meetings. A Board member shall not receive more than one (1) per diem payment per day regardless of the number of meetings scheduled by the Board for that day.

There shall be no per diem payment for meetings attended by telephone or other technology. The mileage expense fixed by the Commission shall not exceed the mileage reimbursement as determined by the State Officers' Compensation Commission.

#### **Section 4 – Meeting Attendance**

Each Board member shall attend all regular Board meetings and is expected to use good faith efforts to attend all meetings of any committee on which such Board member is serving. Notifications to the Board Secretary shall be made prior to a meeting for an expected absence. Unless granted an excused absence by the Board, a Board member shall be presumed to have neglected her/his duties if the Board member fails to attend three (3) regular Board meetings in a twelve-month period. The Board, through the Executive Committee, shall notify the Commission of such presumed neglect and for the Commission to take appropriate action under Section 224 of the Code (MCL 330.1224) and Section 3 of the Enabling Resolution.

#### **Section 5 – Orientation and Education of Board Members**

New Board members shall receive an orientation about the Authority and their positions prior to participation at their first Board meeting or as soon as is practical. Board members shall, on an ongoing basis, be educated regarding the strategic direction, rules, law, regulation and practice that may affect community mental health care in Allegan County and the State of Michigan.

### **ARTICLE IV – STATUTORILY REQUIRED EXECUTIVE STAFF**

#### **Section 1 – Executive Director**

In accordance with the provisions of Section 226 of the Code (MCL 330.1226), the Board shall select an individual to be Executive Director of the Authority, and has the sole discretion to hire and terminate the Executive Director. The Executive Committee shall be responsible for negotiating a contract for employment of the Executive Director and presenting that contract to the Board for approval.

#### **Section 2 – Function of the Executive Director**

The Executive Director shall function as the chief executive and administrative officer of the Authority and shall execute and administer the community mental health services program in accordance with the Board's approved annual plan and operating budget, and applicable law, policies and procedures. The terms and conditions of the Executive Director's employment, including tenure of service, shall be as mutually agreed to by the Board and the Executive Director and shall be specified in a written contract.

The Executive Director has the authority and responsibility for hiring, terminating, evaluating and supervising all employees, except as otherwise specified in Sections 5 below as to the Director of the Office of Recipient Rights.

#### **Section 3 – Annual Review of Executive Director's Performance**

The Authority Board shall conduct a performance review of the Executive Director on an annual basis, on or about the anniversary date of the employment contract.

#### **Section 4 – Medical Director**

In accordance with the provisions of Section 231 of the Code (MCL 330.1231) and Board approval, the Executive Director shall appoint a medical director who is a psychiatrist. The medical director shall advise the Executive Director on medical policy and treatment issues and shall be referred to as the Medical Director of Psychiatric Services.

## **Section 5 – Director of the Office of Recipient Rights**

The Executive Director shall select a Director of the Office of Recipient Rights who has the education, training, and experience to fulfill the responsibilities of the office. The Executive Director shall not select, replace, or dismiss the Director of the Office of Recipient Rights without first consulting the Authority's Recipient Rights Advisory Committee pursuant to MCL 330.1755(4).

## **ARTICLE V – BOARD OFFICERS**

### **Section 1 – Election of Officers, Timeline, and Terms of Office**

The Authority officers of the Board shall be a Chairperson, Vice Chairperson, Secretary and Treasurer. Election of officers shall occur on an annual basis with terms beginning on or after April 1st and expiring on the first Board meeting after March 31st. The officers elected under these provisions may be reelected for consecutive terms.

The Chairperson shall annually appoint members to the Nominating Committee, consisting of four Board members, prior to the March regular Board meeting. The Chairperson's slate of appointments shall be submitted for Board confirmation at the Board's regular March meeting and, if not approved, alternative slates of nominees shall be proposed until Nominating Committee members have been selected. The Nominating Committee shall report a recommended slate of officers at the April regular Board meeting. The Board shall accept or reject the slate of officers by majority vote. If the Board rejects the slate of nominees, nominations for individual officer positions may be taken on the floor, or the Nominating Committee shall meet and create a new slate of nominees to be presented at a special board meeting prior to the May regular Board meeting.

### **Section 2 – Removal**

Any officer may be removed by the Board by majority vote of the total Board membership, whenever, in its judgment, the best interests of the Authority would be served thereby.

### **Section 3 – Chairperson**

The Chairperson shall, in general, supervise the affairs of the Board. The Chairperson will preside at all meetings of the Board; appoint the chairperson, vice chairperson, and membership of all standing committees and special committees; call meetings of the Board in accordance with these Bylaws and all applicable law and serve as a voting ex officio member of all committees. The Board shall authorize the execution of contracts between the Board and the State of Michigan for or on behalf of the Board; and, in general, the Chairperson shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board from time to time.

### **Section 4 – Vice Chairperson**

In the absence of the Chairperson or in the event of the Chairperson's inability to act, the Vice Chairperson shall perform the duties of the Chairperson, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice Chairperson will perform such other duties as from time to time may be assigned by the Chairperson or by the Board.

### **Section 5 – Treasurer**

The Treasurer shall be responsible for the review of Authority finances; shall serve as Chairperson of the Finance Committee; and, in general, perform all duties incident to the office of Treasurer and such other duties as the Chairperson or the Board may from time to time assign to the Treasurer. In the absence of the Chairperson and Vice Chairperson, the Board meeting shall be conducted by the Treasurer.

## **Section 6 – Secretary**

The Secretary will ensure that minutes of the meetings of the Board are taken, maintained and distributed to all Board members. The Secretary shall review Board minutes each month before they are included in the Board packet and sign off on the minutes after they are approved by the Board. The Secretary shall also make certain that all notices are duly given in accordance with the provisions of these Bylaws, the Open Meetings Act or as otherwise required by law; be custodian of the Board records and Bylaws; and, in general, perform all duties incident to the office of Secretary and such other duties as the Chairperson of the Board may from time to time assign to the Secretary. In the absence of the other Board officers, the Secretary shall conduct the Board meeting.

## **ARTICLE VI – BUDGET, FINANCIAL CONTROLS AND POLICIES**

The Board shall be responsible for the following:

Pursuant to section 226 of the Code (MCL 330.1226), the Board shall annually examine and evaluate the mental health needs of Allegan County, determine the public and nonpublic services necessary to meet those needs, and review and approve a corresponding budget and annual implementation plan. The Authority shall adopt operational policies and procedures for the operation of the Authority as an independent entity. Those policies and procedures shall include: financial and budgetary policies; banking, investment and cash management policies; provider and billing policies; human resource policies; procurement policies; conflict of interest policies; compliance policies; Health Insurance Portability and Accountability Act (HIPAA) policies; and such other operational policies and procedures as necessary and appropriate for the proper operation of the Authority. The Board delegates to the Executive Director, or her/his designee, the authority and responsibility to approve and implement operational Authority policies; provided, however, (i) the following policies shall require Board approval upon implementation or upon any substantial change: financial and budgetary policies, banking and investment policies, conflict of interest policies, and procurement policies and (ii) prior to the adoption of new policies not requiring Board approval, they shall be made available for Board members' review, comment and, if desired, formal consideration by the Board.

Pursuant to MCL 330.1226(1)(f) and Section 5 of the Enabling Resolution, the Authority Board shall submit to the Allegan County Board of Commissioners for its approval an annual request for County funds to support the Authority. The request shall be in the form and at the time determined by the Allegan County Board of Commissioners.

## **ARTICLE VII – BOARD COMMITTEES**

### **Section 1 – Standing Committees**

The Board shall have the following permanent standing committees: Executive Committee, Finance Committee, Program Committee, Recipient Rights Advisory Committee, and Nominating Committee.

All standing committees shall abide by requirements of each committee's description, below. The committees shall document their work and present to the Board.

#### **a. Executive Committee.**

The officers of the Board and the immediately preceding Chairperson of the Board, if still a member of the Board, shall compose the Executive Committee. The Executive Committee may meet monthly or as the Chairperson or, in her/his absence, the Vice Chairperson, may deem necessary or appropriate. The Executive Committee shall facilitate the dissemination of data and information relevant to Board matters to the Board and other committees by gathering, considering and sorting such data and information, and distributing such data and information to the Board and other committees. The Executive Committee shall have no power or authority to deliberate toward, or render a decision on, a public policy, unless the Executive Committee is expressly authorized by the Board, in advance of an

Executive Committee meeting, to render a decision as to a specific issue, in accordance with applicable law. It may submit reports and make recommendations to the full Board, however, except as set forth in the preceding sentence, such reports and recommendations shall have no binding effect on the Board.

The Board shall direct concerns or complaints regarding the performance of the Executive Director to the Executive Committee which shall address those concerns. The Board may opt to form a separate ad hoc committee to address those concerns. The ad hoc committee's members shall be appointed by the Board.

**b. Finance Committee.**

The Finance Committee shall consist of not less than 4 and not more than 6 Board members, and shall include the Authority's chief financial officer as an advisor. The Committee shall review the financial position of the Authority in relation to state, county, federal and other funding sources; the budget and allocations and third party payments; address audit issues when appropriate; analyze financial reporting requests/ requirements and Authority expenditures; and consider such other financial matters as the Board or the Chairperson of the Board may refer to the Committee. The Chairperson of the Finance Committee shall be the Board Treasurer. The Finance Committee shall meet monthly, on a regular basis, at a date and time determined by the Chairperson.

A finance committee will typically be responsible for monitoring and communicating to the board about the organization's overall financial health. Its core duties are likely to include participating in and overseeing:

- the development of the organization's budgeting and financial planning,
- the creation of the organization's internal controls,
- the preparation and distribution to the board of timely, accurate, user-friendly financial reports, and
- the implementation of safeguards to protect the organization's assets.

**c. Program Committee.**

The Program Committee shall consist of not less than 4 and not more than 6 Board members and shall include the Authority's chief program officer as an advisor. It shall review data and narrative information provided by Authority staff regarding services delivered by community-based service providers and hospital providers; review proposed new programs and existing programs and make recommendations relating thereto; make recommendations which encourage improvement in quality of services; review information with a view towards policy which encourages accountability in areas of programmatic, fiscal, compliance and clinical performance; and review compliance program issues and initiatives and make recommendations relating thereto. The Program Committee shall meet monthly, on a regular basis, at a date and time determined by the committee chairperson.

**d. Recipient Rights Advisory Committee.**

Pursuant to MCL 330.1757, the board of each community mental health services program shall appoint a recipient rights advisory committee consisting of at least 6 members. The membership of the committee shall be broadly based so as to best represent the varied perspectives of the community mental health services program's geographic area. At least 1/3 of the membership shall be primary consumers or family members, and of that 1/3, at least 1/2 shall be primary consumers.

The recipient rights advisory committee shall do all of the following:

- (a) Meet at least semiannually or as necessary to carry out its responsibilities.
- (b) Maintain a current list of members' names to be made available to individuals upon request.
- (c) Maintain a current list of categories represented to be made available to individuals upon request.
- (d) Protect the office of recipient rights from pressures that could interfere with the impartial, even-handed, and thorough performance of its functions.
- (e) Recommend candidates for Director of the Office of Recipient Rights to the Executive Director, and consult with the Executive Director regarding any proposed dismissal of the Director of the Office of Recipient Rights.



- (f) Serve in an advisory capacity to the Executive Director and the Director of the Office of Recipient Rights.
- (g) Annually review the funding of the ORR during the budgetary process in accordance with 755(2) of the Code (MCL 330.1755(2)). Review and provide comments on the report submitted by the Executive Director to the community mental health services program board under section 755 (MCL 330.1755).
- (h) Serve as the appeals committee for a recipient's appeal under section 774 (MCL 330.1774).
- (i) Meetings of the recipient rights advisory committee, except when meeting as Appeals Committee, are subject to the open meetings act, Act No. 267 of the Public Acts of 1976, MCL 15.261 to 15.275. Minutes shall be maintained and made available to individuals upon request.

**e. Nominating Committee.**

The Nominating Committee shall consist of four members, and its purpose shall be to nominate Board Officers. The Nominating Committee shall be appointed by the Chairperson of the Board, shall meet annually or as necessary to fill an Officer vacancy, and shall function as set forth in Article V, Section 1 above. The Nominating Committee may recommend prospective appointments to the Board of Commissioners for consideration.

**Section 2 – Special Committees**

The Board may establish such other special or ad hoc committees as it may deem necessary or appropriate. Once the Board Chairperson has directed a special committee to undertake a duty or obligation, that committee shall meet as determined by the Chairperson of the Board, the chairperson of that committee, or upon the request of a majority of such committee members. Upon the conclusion of the Committee's specific task, the Committee shall be disbanded.

**Section 3 – Appointment to Committees**

Members of each committee, with exception of the Recipient Rights Advisory Committee, shall all be members of the Board. The Chairperson of the Board shall appoint the members of each Committee; however, with respect to standing committees, the slate of appointees is subject to approval of the Board. Any members of a committee may be removed by the Board whenever in the Board's judgment the best interests of the Authority shall be served by such removal. The Chairperson of the Board shall serve as an *ex officio* member of each committee and shall be counted for quorum and voting purposes.

Appointment to the Recipient Rights Advisory Committee shall be governed by the provisions of Article VII, Section 1(d). Any Board member may attend any Board committee meeting and participate in discussions; however, a Board member who is not an appointed committee member will not have the right to vote on committee matters and will not be counted for quorum purposes.

**Section 4 – Terms on Committees**

New committee members shall be appointed annually immediately following the annual election of Board officers and shall be presented to the Board for approval; provided, however, there shall be no prohibition on a Board member serving two or more consecutive terms on the same committee. In the event of a vacancy on a committee during the regular term of a committee member, it shall be filled by appointment by the Board Chairperson.

**Section 5 – Chairperson of Committees**

The Chairperson of the Board shall appoint one member of each committee to serve as the committee chairperson and one person as committee vice-chairperson.

## **Section 6 – Telephonic Participation at Committee Meetings**

In-person participation at committee meetings is strongly encouraged. However, with 24-hour prior notice to the Board Secretary, a committee member may participate in a committee meeting (other than the Recipient Rights Advisory Committee) through by telephone or comparable means up to three times per year. The person conducting the meeting (chairperson or vice chairperson of the committee) shall be physically present at the designated location for the committee meeting. The technology used at the location shall allow people in attendance to hear all of the meeting participants. Participation at a meeting pursuant to this section constitutes presence at the meeting for quorum, voting and per diem purposes. Open Meetings Act provisions, and the same quorum requirements as noted in Article VIII, Section 6, shall apply.

## **ARTICLE VIII – MEETINGS OF THE AUTHORITY BOARD**

### **Section 1 – Open Meetings Act**

All Board and committee meetings shall be governed by, and conducted in accordance with the provisions of Act 267 of the Michigan Public Acts of 1976 (MCL 15.261 *et seq.*), commonly known as the "Open Meetings Act", to the extent the terms of such Act are applicable. The Open Meetings Act does not apply when the Recipient Rights Advisory Committee meets as the recipient rights appeal committee. Board members must be physically present at the meeting to participate in closed sessions allowed under the Open Meetings Act. No telephonic or other remote participation in such closed sessions is permitted.

### **Section 2 – Conflict of Interest Provisions**

The Board has approved of an Authority Conflict of Interest Policy that requires an annual disclosure by Board members of relationships that might give rise to a conflict of interest. The policy requires each Board member to immediately update the disclosure to include any new relationship that might give rise to a conflict of interest.

This Bylaws section requires that (i) all Board members timely and fully disclose any matter that gives rise to an actual or potential conflict of interest with respect to a Board action or contract presented for consideration by the Board; (ii) any Board member having a disqualifying conflict shall not be permitted to vote on the matter; and (iii) Board approval of any matter as to which any Board member has a disqualifying conflict shall require the affirmative vote of a supermajority of the Board without the participation of the conflicted Board member(s).

#### **a. Disclosure of actual or potential conflict.**

Promptly upon a Board member becoming aware of any actual or potential conflict of interest with respect to a Board action/contract coming before the Board, the Board member shall fully disclose, in a public Board meeting, prior to the Board beginning deliberation or voting on the matter, all material facts concerning the nature of the actual or potential conflict. An actual or potential conflict exists whenever the Board member, or any relative, significant other (as defined in ACCMHS Board Policies), in-law, or business associate, has an affiliation or relationship with the person or entity that is the subject of the Board action/contract, which affiliation could influence the vote of the Board member. Such affiliation or relationship shall include, but is not limited to (i) a position with the entity as director, officer, employee, agent, consultant, or (ii) a direct or indirect financial interest in the entity which is the subject of the Board action/contract, or by which financial benefit might be derived from the Board action/contract, or (iii) any other affiliation or relationship that might reasonably be viewed as creating an actual or potential conflict of interest. The foregoing disclosure is required notwithstanding the fact that the Board member disclosed such actual or potential conflict in the annual disclosure referenced above.

**b. Recusal.**

Although Board members are to promptly and fully disclose all actual or potential conflicts of interest as set forth above, it is understood that some potential conflicts may be too tangential or remote to warrant the Board member's recusal. A disqualifying conflict shall exist where the Board member, or any of the Board member's following family members: parents, children, siblings, spouse or significant other (as defined in ACCMHS Board Policies), mother or father-in-law, brother or sister-in-law, or the spouse/significant other or children of a Board member's child (collectively, the "Subject Individuals") has either of the following relationships or affiliations:

- (i) any of the Subject Individuals has a financial interest in the contract or Board action/contract, or has an executive, managerial or policy making position with the entity that is the subject of the Board action/contract, or
- (ii) any of the Subject Individuals has any ownership interest, compensation or financial relationship with the person or entity that is the subject of the Board action/contract, other than (1) an employment relationship not in a policy making position, or (2) an ownership interest of less than 1% of the stock of a publicly traded corporation. The disclosing Board member shall make the initial determination as to the necessity of recusal. If the disclosing Board member believes that his or her recusal is not necessary, and one or more of the other Board members believe recusal is necessary, the Board (but not the disclosing Board member) shall vote on the matter. The vote of a majority of the remaining Board members shall control.

**c. Procedure following recusal.**

If the disclosing Board member is recused, either by the Board member's decision or the decision of the remaining Board members, the proposed Board action and/or contract shall not be approved unless all of the following requirements are met:

- (i) The Board action/contract shall be approved by a supermajority vote, without the vote of the disclosing Board member.
- (ii) The official minutes of the meeting at which the Board action/contract is approved shall contain full details of the Board action/contract including, but not limited to, the names of all parties of interest, and the terms of the Board action/contract, and the nature of the disclosing Board member's disqualifying conflict of interest.

The foregoing provisions do not prevent the conflicted Board member from stating her or his position on the matter under consideration, nor from answering questions of other Board members relating to the matter.

The foregoing provisions do not prevent a Board member who is an Allegan County Commissioner from participating fully, and voting on, Board actions/contracts involving Allegan County.

**Section 3 – Full Board Meetings**

The Board shall meet on the third Tuesday of each month at a time and place designated by the Board. Changes to this scheduled meeting will be posted in advance in accordance with the Open Meetings Act.

**Section 4 – Special Meetings of the Board**

**a. Criteria to Call Special Meeting**

In order to call a special meeting of the Board, there must be an exigent matter that is considered so urgent that action cannot reasonably be delayed to the next regular meeting.

**b. Authority to Call Special Meeting**

The Chairperson of the Board, or in absence of the Chairperson, the Vice Chairperson, may call special meetings of the Board. Upon petition of four (4) Board members, the Chairperson shall be required to call a special meeting of the Board.

### **c. Notice for Special Meetings**

Notice by telephone and/or email of such special meetings shall be given to all members of the Board in advance as far as practicable, but no less than 18 hours prior to the meeting. In accordance with the Open Meetings Act, public notice stating the date, time, and place of the meeting shall be posted at least eighteen (18) hours prior to the meeting. Only such matters as are designated in the notice shall be considered at any special meeting.

### **d. Special meeting by telephone**

With respect to special meetings by telephone, the Chairperson and/or one or more of the Board officers shall be physically present at the designated location for the special meeting. Other Board members may participate in the special meeting by telephone or comparable means, through which all persons participating at the meeting can hear each other. In addition, the technology used at the location shall allow the public in attendance to hear the entire meeting. Participation at a meeting pursuant to this section constitutes presence at the meeting for quorum, voting and per diem purposes. Open Meetings Act provisions, and the same quorum requirements as noted in Article VIII, Section 5, shall apply. Consistent with Article VIII, Section 5, participation by phone during closed sessions is prohibited.

## **Section 5– Quorum**

A quorum for action at a full Board meeting shall be a simple majority of the full board membership. Unless otherwise stated in these Bylaws, the vote of a majority of the members present at a meeting at which a quorum is present constitutes the action of the Board unless otherwise prescribed by applicable law. Actions which are restricted to voting by “supermajority” shall require an affirmative vote of two-thirds (2/3) of the full Board.

If a quorum is not present at a meeting, an authorized meeting may be conducted as scheduled at the option of those members in attendance for consideration and informational purposes, or a majority of members present may adjourn the meeting without further notice. Lack of a quorum shall not preclude per diem payments to those Board members in attendance at an authorized meeting. A quorum for committee meetings shall be 50% of its regular members.

## **Section 6 – Roll Call Vote**

Ayes and nays by roll call shall be ordered when demanded by any member of the Board prior to the announcement of the vote.

## **Section 7 – Voting by Proxy**

No member shall be permitted to vote at any meeting by proxy.

## **ARTICLE IX – BOOKS AND RECORDS**

The Board shall keep minutes of its proceedings and all committee meetings in accordance with the provisions of the Open Meetings Act. The Board shall keep records, in accordance with the provisions of the Michigan Freedom of Information Act.

## **ARTICLE X – INDEMNIFICATION**

Unless otherwise prohibited by law, the Authority shall indemnify any Board member or officer or any former Board member or officer (“Indemnitee”) against costs, expenses and liabilities to the extent and on the terms and conditions set forth in this Article. The Authority shall provide an Indemnitee indemnification for costs, expenses and liabilities incurred by the Indemnitee in connection with any claim, action, suit or proceeding to which she or he is made a party by reason of her or his actions as a Board member or officer, undertaken in good faith and within her or his scope of authority. There shall be no indemnification in relation to matters as to which the Indemnitee shall be adjudged to be guilty of a criminal offense or liable to the Authority for damages arising out of her or his gross negligence or self-dealing.

Amounts paid in indemnification may include, but shall not be limited to, reasonable counsel and other fees; costs and disbursements reasonably and necessarily incurred; and judgments, fines and penalties against, and amounts paid in settlement by, such Indemnatee. The Authority may advance or reimburse expenses incurred or, where appropriate, may itself undertake the defense of the Indemnatee. However, the Indemnatee shall repay such fees, costs and expenses if it should ultimately be determined that she or he is not entitled to indemnification under this Article.

Nothing in this Article shall constitute or be construed as a waiver of any immunity to which the Authority or its Board members or officers are entitled under the law.

### **ARTICLE XI – AMENDMENT TO BYLAWS**

An amendment to the Bylaws may be proposed by any Board member and submitted to a Bylaws Committee for review and recommendation to the Board, which shall constitute notice to the Board of such amendment. An affirmative vote of a supermajority of those Board members present is required for passage and for the amendment to become effective.

### **ARTICLE XII – CONDUCT OF MEETINGS**

The business of the Board and of the committees shall be conducted in accordance with Robert's Rules of Order, as revised, to the extent to which they do not conflict with applicable law, enabling resolution or these bylaws.

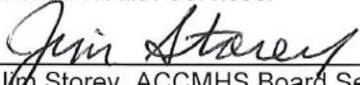


On January 1, 2015, Allegan County Community Mental Health Services became a Mental Health Authority pursuant to MCL 330.1205 and in accordance with a resolution that was approved by the Allegan County Board of Commissioners on November 13, 2014.

The foregoing bylaws were reviewed and adopted by a supermajority affirmative vote of the Allegan County Community Mental Health Services Board at its regularly scheduled meeting on June 15, 2021 and became effective on that date.

 _____ Gale Dugan, Board Chairperson Allegan County Community Mental Health Services	 _____ Mark Witte, Executive Director Allegan County Community Mental Health Services
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I certify this as a true copy of the Articles of Incorporation and By-laws of the Allegan County Community Mental Health Services.

  
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Jim Storey, ACCMHS Board Secretary