

# **NORTHPOINTE HEALTHCARE SYSTEMS BOARD BY-LAWS**

## **MISSION STATEMENT**

Northpointe strives to improve the well-being of individuals and families through the delivery of excellent person-centered health services.

## **VISION STATEMENT**

Northpointe will be recognized as a leader for delivery of high-quality integrated medical and behavioral health services for people with mental illness, intellectual/developmental disability, and/or co-occurring services regardless of ability to pay. Priority shall be given to the severely mentally ill.

## **ARTICLE I: NAME**

The name of this Board shall be Northpointe Behavioral Healthcare Systems Board of Directors.

## **ARTICLE II: PURPOSE**

The purpose of the Northpointe Behavioral Healthcare Systems Board of Directors (hereinafter referred to as "the Board") shall be to implement the provisions of Act No. 258 of the Public Acts of 1974, of the State of Michigan, as from time to time amended, and promote and provide related Mental Health Services consistent with the provisions of said Act.

## **ARTICLE III: BOARD'S POWERS AND DUTIES**

### **SECTION 1. DUTIES**

The Board of Directors shall:

1. Annually examine and evaluate the mental health needs of Menominee, Dickinson and Iron Counties and the public and non-public service necessary to meet those needs.
2. Review and approve an annual Strategic plan and budget for the program. The format and documentation of the annual plan and budget shall be specified by the Department of Community Health.
3. Submit to each Board of Commissioners a request for County funds to support the program as set forth in Article XII of the Interlocal Agreement (the "Agreement"). Such request shall be in the form and at the time determined by each Board of Commissioners.
4. Take action to secure private, federal and other public funds as the Board determines necessary to help support the program.
5. Approve and authorize all contracts for the providing of services subject to limitations expressed within this Agreement.
6. Review and evaluate the quality, effectiveness, and efficiency of services being provided by the program. Reports such as the Quality Improvement Outcomes Report will be presented to the Board on a quarterly basis.
7. Review and evaluate the quality, effectiveness and efficiency of the Board and its individual

members.

8. Appoint a Chief Executive Officer of the Authority who shall meet standards of training and experiences established by the Department. The CEO serves at the pleasure of the Board in accordance with formal employment agreement.
9. Establish the general policy guidelines within which the Chief Executive Officer shall conduct the operations of the Authority. The Board is an equal opportunity employer whose policy is to select personnel and conduct all personnel activities without regard to religion, race, color, national origin, age, gender, height, weight, sexual preference, marital status or handicap. The Board shall oversee the provision of behavioral health services to the citizens of the three Counties without regard to religion, race, color, national origin, age, gender, height, weight, sexual preference, marital status or handicap, and those services shall be safeguarded by Michigan's Mental Health Code and other laws.
10. Ensure that State and local contributions and all other funds received are handled and banked directly by the Chief Financial Officer (CFO) or other official designated by the Chief Executive Officer (CEO) who has the duty to ensure that the funds are banked and accounted for consistent with requirements of the laws for local governmental units.
11. Invest, when required, surplus funds or proceeds of grants, gifts or bequests in State approved depositories or investments with prior Board approval.
12. Take such other action as required pursuant to the Mental Health Code, Act No. 258 of Public Acts of 1974, as amended, or other applicable law.
13. Ensure Regional, State and/or National Mental Health Boards provide Board members a comprehensive report of their meetings.

## **SECTION 2. POWERS OF THE BOARD**

The Board of Directors shall have all the rights, powers, duties and obligations set forth in the Mental Health Code, 1974 PA 258, as amended, and shall include but not be limited to the following powers and duties:

1. To enter into contracts, including contracts for the purchase or delivery of mental health services with private or public agencies or entities.
2. To acquire ownership, custody, operation, maintenance, lease or sale of real or personal property, subject to any limitation on the payment or funding therefore now or subsequently imposed by the Mental Health Code, PA 258, 1974, as amended.
3. To dispose of, divide, and distribute any real property acquired through the execution of the Agreement.
4. To accept gifts and make claims for Federal or State grants, assistance, funds or bequests.
5. To make claims for federal or state aid payable to service recipients or the Board.
6. To incur debts, liabilities or obligations subsequent to January 1995, subject to any limitations

thereon which are now or hereafter imposed by the law.

7. To employ staff: an employee of a community mental health authority is not a county employee. The community mental health authority is the employer with regard to all laws pertaining to employee and employer rights, benefits, and responsibilities.
8. New policies and all revisions of significance will be presented, by the CEO, for recommendation and action by the full Board
9. To fix and collect charges, rates, rents or fees where appropriate and promulgate rules and regulations for their enforcement.
10. To incur debts, liabilities, or obligations that do not constitute the debts, liabilities, or obligations of the creating counties
11. To enter into litigation as necessary.
12. To take steps necessary to ensure compliance with state and federal laws and pertinent accrediting bodies.

#### **ARTICLE IV: BOARD MEMBERSHIP**

##### **SECTION 1. MEMBERS**

The membership of the Board shall be constituted in accordance with Public Act 258, Chapter 2, Sections 212, 214, 219, and 222(2)(5). The Board shall consist of 12 members divided among the counties in proportion to each county's population. At least 1/3 of the membership shall be primary service recipients or family members, and of that 1/3 at least 2 members shall be primary service recipients. All board members shall be 18 years of age or older. Not more than 4 members of a Board may be county commissioners and not more than half of the total Board members may be state, county, or local public officials. Terms of office shall be three (3) years from April 1<sup>st</sup> of the year of appointment as required by the Mental Health Code (330.224)

Appointments to the Board are made by the local County Board of Commissioners. The County places an advertisement for Board members and then makes a decision based on the applicant's qualifications. Vacancies shall be filled in the same manner as original appointments. A Board member may resign or retire at any time. Any member of the Board may be removed by the appointing County Board for neglect of duty or misconduct in office, after being given a written statement of charges and an opportunity to be heard thereon, either in person or by counsel.

##### **SECTION 2. QUALIFICATION OF MEMBERS**

1. The Board of Directors shall be representative of primary and secondary service recipients of mental health services, providers of services, and the general public.
2. A Board member shall have his/her place of residence in the county he/she represents. Neither an employee of the Department of Mental Health, nor an employee of the Authority, shall be appointed to serve on the Board.

##### **SECTION 3. DUTIES OF THE BOARD**

1. All new board members shall complete an initial orientation.
2. Board members shall participate in the following training:
  - Ethics and Corporate Compliance
  - HIPAA Security
  - NorthCare Purpose and Benefit Plan
  - Person Centered Planning
  - Recipient Rights, Privacy and Confidentiality
3. Educational opportunities are provided through a variety of means such as: monthly Board meetings, Board Association conferences, annual Regional meetings, e-mails, and self-study using Boardworks DVD's.
4. It is the duty of each Board member to attend all meetings of the Board and any others to which the member has been appointed. The time of late arrival or early departure from any scheduled meeting shall be recorded in the minutes. The Board Chairperson shall report to the appointing County Board any Board member who has experienced excessive absences and an aggregate report of annual attendance will be sent to each county.
5. The Ad Hoc Committee Chairperson shall report to the Board Chairperson any member who has consistently experienced frequent absences, late arrivals or early departures from scheduled meetings. The Board shall determine whether such frequent experiences constitute sufficient cause for removal from the membership or "neglect of duty" as defined above.
6. A member of the Board having an interest in any matter before the Board shall disclose such interest in accordance with the provisions of this Board's Code of Ethics. Any such disclosure shall become part of the record of the Authority's proceedings.
7. Within ten (10) days of being appointed, each must qualify by taking the oath of civil officers. This oath also must be taken for each reappointment.

## **ARTICLE V: BOARD OPERATIONS**

### **SECTION 1. QUORUM**

In order for any business to be conducted at either a regularly scheduled or special meeting of the Board, a quorum must be present.

### **SECTION 2. BOARD MEETING**

The Directors shall hold meetings twice a month at the time and place agreed upon by the majority consent of the directors during the annual meeting. Public notice for a public meeting shall be posted at Northpointe's principal office and any other location considered appropriate by the public body. A meeting of the Board shall not be held unless public notice is given.

### **SECTION 3. BOARD MEMBER ATTENDANCE VIA ELECTRONIC COMMUNICATION**

Board members may participate in meetings via electronic communication.

#### **SECTION 4. ABSENTEE OR PROXY VOTING**

There shall be no absentee or proxy voting at any meeting of the Board.

#### **SECTION 5. NUMBER OF VOTES**

Each Board member is entitled to one (1) vote. Unless otherwise specified or as may be required by law, all resolutions or actions of the Board of Directors shall require a majority vote of the Board or quorum that is present.

#### **SECTION 6. COMPENSATION OF BOARD MEMBERS**

A member of the Board of Directors shall receive compensation as outlined in Board policies.

#### **SECTION 7. CONDUCT OF MEETINGS**

All meetings shall be conducted in accordance with the current edition of Scott Foresman Roberts Rules of Order Newly Revised, and/or any state or federal law. In the event of a question of procedure, the Chairman's designated Parliamentarian's ruling shall take precedence. All members shall have a written agenda prior to each meeting.

#### **SECTION 8. SPECIAL MEETINGS OF THE BOARD**

The Chairman of the Board is authorized to hold a special meeting of the Board at any time the Chairman deems it necessary. Further, one-third (1/3) of the Board members may, at any time, by written request addressed to the Chairman, call for a special meeting of the Board. A special meeting of the Board will be for the sole purpose of addressing only the item(s) for which the meeting was called.

Notice of a special meeting of the Board must be posted at least 18 hours before the meeting and such notice must state the date, time and place of the meeting.

#### **SECTION 9. BOARD OFFICERS**

1. At each April meeting of the Board, the Board shall elect from its membership a Chairman, Vice Chairman, Secretary and Treasurer. The Board may also elect such other officers of the Authority as it may deem necessary from time to time.
2. Duties of Board Officers:
  - a) Chairman - The chairman shall preside at all governance meetings of the Board. Together with the Secretary of the Board, the Chairman shall execute all documents of the Authority.
  - b) Vice-Chairman - The vice chairman shall act in the absence of the Chairman.
  - c) Secretary - The secretary shall be responsible for signing minutes of all regular and special meetings of the board. The secretary, together with the chairman of the Board, shall execute documents of the Authority.
  - d) Treasurer - The treasurer will oversee the management of the Authority's funds. The treasurer shall be kept advised of the investment of surplus funds as permitted by law. The treasurer shall consult with the Chief Executive Officer or the Chief Financial Officer relative to various matters including, but not limited to, deposits, investments and budgeting for the Authority.

The Board may, from time to time, designate other duties of the officers named herein. Such other duties must be reduced to writing and approved by the Board.

#### **SECTION 10. COMMITTEE OF THE WHOLE**

Committee of the Whole (COW): Shall meet twice monthly. Agendas will be prepared by the Administration. First part of the meeting shall be action items and shall be conducted by the Chairman of the Board. The COW part of the meeting shall be conducted by the CEO; the Board chair will conduct in CEO's absence. The COW section will have new business for discussion only. These items can be forwarded to the next regular meeting for action or stay in COW for more discussion and/or information as directed by the general consensus of the Board. To remove an item from being a discussion only item to an action item a Board member must motion to do so, followed by a second, with a roll call vote of the full Board requiring a unanimous decision. The newly created action item is then voted on.

### **SECTION 11. AD HOC COMMITTEES OF THE BOARD**

Ad hoc committees deemed necessary will be formed at the pleasure of the Board and utilized only during the period of need. When their goal/objective has been met, the committee ceases to exist. An ad hoc committee is established to accomplish a particular task. The full Board can opt to have a work session instead of forming an ad hoc committee. The number of Board members appointed by the Board to the Ad Hoc Committee shall not be more than five (5). If a Board member chooses to observe at an Ad Hoc Committee meeting, they will not be counted as part of the quorum and considered "public".

### **SECTION 12. INDEMNIFICATION OF BOARD MEMBERS**

The Authority shall procure proper insurance coverage for the members of the Board. The cost of such coverage shall be borne by the Authority. In addition, the Authority shall indemnify, hold harmless, and defend any and all Board members for any claims, suits, or other legal administrative actions that involve said Board members in a matter related to their actions or conduct as a member of this Board.

### **SECTION 13. CHIEF EXECUTIVE OFFICER**

The Board will engage a Chief Executive Officer who is responsible for the administration of the Authority and implementing the directives of the Board. The Chief Executive Officer shall be responsible to the Board of Directors. The terms and conditions of employment shall be set forth in an employment contract between the Chief Executive Officer and the Authority. Should the CEO become incapacitated in their role as CEO, or take a leave of absence from the position, the Board will discuss the need for appointment of an interim CEO, taking action as determined to be appropriate. Should the CEO leave employment unexpectedly, the Board will then conduct a search for a replacement CEO.

## **ARTICLE VI: FINANCIAL MANAGEMENT**

### **SECTION 1.**

Northpointe will act as its own fiscal agent.

### **SECTION 2.**

Any single expenditure and/or lease in excess of \$5000.00 including all service contracts over 90-days duration, must be approved by the Board of Directors, even if provided for as normal operating expense. (As stated in Board Policies, Article IV-Administrative Services; Section B-Procurement Process).

### **SECTION 3.**

When there are any vendor payments for a single vendor, within a one-month time frame that total \$7,500.00 or more, the Board will review the invoices relative to that vendor.

## **ARTICLE VII: AMENDMENTS**

### **SECTION 1.**

These By-Laws shall be reviewed annually.

## **SECTION 2.**

These By-Laws can be amended at any regular meeting of the Board provided that the amendment has been submitted in writing at the previous regular meeting. A change in the by-laws requires a 2/3 vote of the Board members appointed and serving.

ORIGINAL BOARD APPROVED DATE: 2/21/95

BOARD VOTED TO INCORPORATE CODE OF ETHICS INTO BYLAWS: 6/18/96

AMENDED: 12/16/97

AMENDED: 08/22/02

AMENDED/APPROVED: 11/18/04

BOARD APPROVED: 9/22/05

BOARD APPROVED: 10/26/06

BOARD APPROVED: 8/17/07

BOARD APPROVED: 10/23/08

BOARD REVIEWED: 8/20/09

BOARD APPROVED: 10/28/10

BOARD APPROVED: 11/17/11

BOARD APPROVED: 1/3/13

BOARD APPROVED: 5/30/13

BOARD APPROVED 11/20/14

BOARD AMENDED/APPROVED 1/14/16

BOARD AMENDED & APPROVED 6/23/16

BOARD AMENDED & APPROVED 2/9/17

BOARD AMENDED & APPROVED 3/22/18