

Community Mental Health & Substance Abuse Services  
of St. Joseph County DBA Pivotal

**BOARD POLICY I.2**

AREA:	Governance		
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**COMMUNITY MENTAL HEALTH AND SUBSTANCE ABUSE SERVICES OF ST. JOSEPH COUNTY**

BYLAWS

COMMUNITY MENTAL HEALTH AND SUBSTANCE ABUSE SERVICES  
OF ST. JOSEPH COUNTY DOING BUSINESS AS (DBA) PIVOTAL

**ARTICLE I  
NAME AND PURPOSE**

Section 1. The name of the Authority shall be the Community Mental Health and Substance Abuse Services of St. Joseph County (“CMHSAS-SJC”) DBA Pivotal as of May 1<sup>st</sup>, 2023.

Section 2. The purpose of the Board shall be to implement the Authority’s mission and the provisions of the Mental Health Code, Act 258 of the Public Acts of 1974 of the State of Michigan (MCL 330.1100 et. seq.), as amended.

**ARTICLE II  
POWERS**

Section 1. General Powers. Except as otherwise provided in these Bylaws, Pivotal possesses all of the powers set forth in MCL 330.1205(4).

Section 2. Actions. Pivotal's purposes shall be accomplished, and its powers exercised through the actions of the Board as set forth in these Bylaws or as delegated by the Board to officers, committees, or other agents.

Section 3. Compliance with Laws. Pivotal and its Board, officers, and staff shall fully comply with all applicable laws, regulations, and rules, including without limitation Public Act 267 of 1976 (the "Open Meetings Act") and Public Act 422 of 1976 (the "Freedom of Information Act"). In order to facilitate compliance with applicable laws, the Board may develop compliance policies and procedures to the extent it deems necessary and appropriate. In the event that noncompliance with any applicable law is brought to the attention of the Board or Pivotal, immediate corrective action shall be taken by the appropriate source to ensure compliance.

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

Section 1. General Powers. The business, property, and affairs of Pivotal shall be managed by the Board of Directors ("Board") in accordance with the requirements of the Mental Health Code, MCL 330.1100 et seq.

Section 2. Membership of the Board. The Board shall consist of twelve (12) members appointed by the St. Joseph County Board of Commissioners in accordance with the provisions of Section 222 of the Mental Health Code. Board membership shall consist of no more than six (6) state, county, or local public officials and at least one third (1/3) of the members shall be primary consumers or family members and at least one half (1/2) of that one third (1/3) shall be primary consumers. The chairperson shall conduct a survey each April after appointment of members to verify compliance with this Section 2.

Section 3. Terms. The term of office for each Board member shall be three (3) years following appointment in April. Board members may request to be reappointed for an additional term by submitting a written request for reappointment to the St. Joseph County Board of Commissioners.

Section 4. Removal. Any member of the Board may be removed by the appointing Board of Commissioners 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.

Section 5. Resignation. Any member of the Board may resign at any time by written notification to the appointing Board of Commissioners. The resignation will be effective upon receipt of the notice by the Board of Commissioners or at a later time, as designated in the notice.

Section 6. Vacancy. A vacancy may occur through death, resignation, or removal of a Board member. Vacancies shall be filled for the remainder of an unexpired term in the same manner as original appointments.

Section 7. Attendance. Board members are expected to attend all meetings. In the event of two (2) consecutive absences without a valid reason, the Board member shall be contacted regarding attendance by the Board Chair.

Section 8. Compensation. Board members shall receive pay for attendance at Board and committee meetings and other Pivotal related meetings and conferences at the per diem rate established by Board policy, which shall not exceed the per diem rate approved by the St. Joseph County Board of Commissioners to be paid to members of other County advisory boards. A Board member shall not receive more than one per diem payment per day, regardless of the number of meetings attended on that day. Board members shall be reimbursed for mileage incurred for necessary travel, not to exceed the mileage reimbursement as determined by the St. Joseph County Board of Commissioners.

#### **ARTICLE IV BOARD OFFICERS**

Section 1. Officers. The officers of the Board shall be a Chairperson, Vice Chairperson, and Secretary.

Section 2. Election of Officers. The officers shall be elected by a majority vote for a term of one (1) year at the regular meeting of the Board in April of each year.

Section 3. Removal. An officer may be removed from his or her officer position by a two-thirds (2/3) vote of the Board.

Section 4. Duties. The duties of the officers shall be as follows:

(a) The Chairperson shall preside at the board meetings and, with Board approval, appoint all standing and special committees. The Chairperson will be an ex-officio member of all committees.

The Chairperson shall perform such other duties as may be assigned by the Board so that the Board can effectively carry out its duties under the Mental Health Code.

(b) The Vice Chairperson shall preside at all meetings of the Board in the absence of the Chairperson and shall perform such other duties as may be assigned to him/her by the Chairperson of the Board.

(c) The Secretary shall assure that a record is made and preserved of the complete minutes of all meetings of the Board. Copies of such minutes will be forwarded to each Board member prior to the next meeting. The Secretary shall assure that the Board follows the Open Meetings Act in the scheduling and operation of its meetings and decisions.

## **ARTICLE V MEETINGS**

Section 1. Regular Meetings. The Board shall hold at least 6 regularly scheduled meetings each year, with the intended frequency of monthly at such times and places as the Board shall determine in compliance with the Open Meetings Act. Written notice of each regular meeting shall be given by mail or electronic mail to each member prior to each meeting, stating the date, time, and place of such meeting.

Section 2. Special Meetings. Special meetings may be called at the discretion of the Chairperson (or the Vice Chairperson, in the absence of the Chairperson) or upon written request of any two (2) Board members delivered to the Chairperson. All Board members shall be notified of special meetings at least 36 hours in advance by personal delivery, e-mail, fax, or telephone and provided with the agenda.

Section 3. Quorum. A majority of the officially appointed and serving members of the Board shall constitute a quorum for the business transaction. All Board members shall vote unless excused by the Board Chairperson. The Chairperson shall vote on all matters unless excused by the Board. A majority of members present shall be required to approve all items except the following, which shall require a two-thirds (2/3) vote of the entire Board:

- (a) The hiring and firing of the Chief Executive Officer;
- (b) Amendments to these bylaws.

Section 4. Cancellation of Board Meetings. The Chairperson of the Board may cancel a scheduled board meeting after consulting with all board members and receiving two-thirds (2/3) consent

from board members. Notice of the cancellation, including the reason for cancellation, shall be provided to all board members as soon as practicable.

**Provisions for rescheduling:** If a meeting is canceled, the Chairperson may reschedule the meeting at a later date, provided that reasonable notice is given to all board members, as well as posting as required by the Open Meetings Act.

**CEO Signing Authority and Purchasing Power:** In the event of a board meeting cancellation, the CEO shall be granted automatic signing authority for all matters requiring board approval until a subsequent board meeting is convened and adjourned. Additionally, the CEO's purchasing authority shall be doubled during this period.

Section 5. Rules of Order. The most recent edition of Robert's Rules of Order shall govern the Board where applicable.

Section 6. Public Comment. The public may comment at meetings of the Board upon recognition by the Chairperson in accordance with the Open Meetings Act. The Board's Agenda will predetermine the period of time to be devoted to public comments at each Board meeting. Individuals wishing to address the Board can do so during the public comment portion of the Agenda and shall be limited to three (3) minutes or less in order to allow the Board to conduct its business. The Board Chairperson can waive any time limits at his/her discretion.

## ARTICLE VI COMMITTEES

Section 1. Establishment of Committees. The Board may establish committees to the extent it deems necessary and appropriate. Committees of the Board shall operate solely in an advisory capacity and may provide recommendations to the Board. Committees shall have no decision-making authority.

Section 2. The Executive Committee shall be the only standing committee. A meeting of the Executive Committee can be called by the Chairperson or the CEO. The Executive Committee acts as a liaison between the board and the CEO in between Board meetings. The authority of the Executive Committee shall be, unless specific actions are given by the board as a whole to the committee, then the Committees' authority is limited to an advisory role only.

**ARTICLE VII****STAFF**

Section 1. Chief Executive Officer. The Board shall appoint and Pivotal shall employ a Chief Executive Officer who shall be responsible for the day-to-day operation of Pivotal in accordance with the requirements and policies established by the State of Michigan and the Board.

Section 2. Chief Financial Officer. Pivotal shall employ a Chief Financial Officer who shall report to the Chief Executive Officer and shall receive, deposit, invest, and disburse Pivotal's funds in the manner authorized by the Board, and shall have charge and custody over Pivotal funds and securities, maintain accurate records of Pivotal receipts and disbursements, deposit all moneys and securities received by Pivotal at such depositories in Pivotal's name that may be designated by the Board, and perform all duties incident to the office and as assigned by the Chief Executive Officer.

**ARTICLE VIII****CONFLICT OF INTEREST**

Section 1. Any possible conflict of interest on the part of any Board member shall be disclosed to the other Board members and made a matter of record as soon as a Board member becomes aware of such conflict/possible conflict and annually thereafter as long as the conflict remains in existence.

Section 2. Any Board member having a conflict of interest on any matter shall not vote or use their personal influence on the matter, and they shall not be counted in determining whether a quorum exists, even when permitted by law. The minutes of the meeting should reflect that a disclosure of conflict was made, that the Board member abstained from voting, and the calculation of the quorum.

**ARTICLE IX****MISCELLANEOUS**

Section 1. Dissolution. In the event of dissolution of Pivotal, St. Joseph County shall receive such real and personal property as is then held by Pivotal after the payment of all outstanding debts and obligations.

Section 2. Conflict with Michigan Law. In the event that any provision of these Bylaws conflicts with Michigan law, Michigan law shall govern.