

**BYLAWS  
FOR  
PATHWAYS  
COMMUNITY MENTAL HEALTH  
AUTHORITY**

**ADOPTED: April 5, 2017**

**SIGNED BY:** *Catherine A. Pullen*  
**Board Chairperson**

**SIGNED BY:** *Mary Kay*  
**Chief Executive Officer**

**Originally Adopted August 21, 1975**

**Amended May 1, 1979; January 6, 1981; July 22, 1982; February 24,  
1984;**

**July 27, 1989; July 22, 1993**

**Rewritten & Adopted July 26, 1995**

**Amended July 23, 1997; January 1, 1998; May 24, 2000; June 28, 2000;  
August 23, 2000; April 30, 2001; October 15, 2002; June 30, 2003;  
July 14, 2004; March 22, 2005; January 24, 2007; April 9, 2008  
May 12, 2009; February 7, 2012; November 19, 2013, February 26, 2014,  
April 16, 2014, November 13, 2014, February 4, 2015, March 18, 2015,  
June 3, 2015, April, 6, 2016, April 5, 2017**

**BY-LAWS**  
**PATHWAYS**  
**COMMUNITY MENTAL HEALTH AUTHORITY**

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**MISSION**

**We serve and empower people with severe mental illnesses, severe emotional disturbances, or developmental disabilities to enhance their quality of life.**

**VISION**

**Pathways' envisions a community where people experience life to its fullest.**

**ARTICLE I. NAME OF ORGANIZATION**

**Section 1.** The name of this organization shall be *Pathways Mental Health Authority*, doing business as *Pathways Community Mental Health* (hereinafter referred to as the "Board").

**ARTICLE II. POWERS & DUTIES**

**Section 1.** The Board derives its authority, and is created, pursuant to Act 258 of the Public Acts of 1974, as amended; MCL 330.1001, et seq.; Michigan Constitution 1963, Art 7, Sec 28; and 1967 PA 7, as amended; MCL 124.501, et seq., and shall fulfill the responsibilities and duties required by the above-mentioned acts, as outlined in an agreement created pursuant thereto, dated December 1997, among the Alger, Delta, Luce and Marquette County Boards of Commissioners.

**Section 2.** The Board shall appoint and employ a Chief Executive Officer in accordance with the provisions of the above-stated agreement. The Chief Executive Officer serves at the pleasure of the Board in

accordance with a formal employment agreement based on professional qualifications and ability to perform according to approved job specifications and detailed CEO Job description. The Chief Executive Officer's employment agreement will be negotiated between the Board, or a designated subcommittee of the Board, and the appointed Chief Executive Officer. The Human Resources Director will be available to the Board at all steps of the process for consultation. The Human Resources Director will draft a proposed contract based on the negotiations to be first, reviewed and approved by legal counsel, then brought to the full Board for final review and approval. The Chief Executive Officer's Job Description will also be reviewed on a yearly basis by the full Board.

**Section 3.** 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 orientation, marital status or disability.

**Section 4.** The Board shall oversee the provision of behavioral health services to the citizens of Alger, Delta, Luce and Marquette Counties. These services will be performed without regard to religion, race, color, national origin, age, gender, height, weight, sexual orientation, marital status or disability, and those services shall not be in conflict with Michigan's Mental Health Code and other applicable laws.

### **ARTICLE III. PURPOSE**

The purpose of this Board as set forth in section 226 of Public Acts 258 shall be:

**Section 1.** To examine and evaluate the mental health needs of the counties it represents and the public and non-public services necessary to meet those needs.

**Section 2.** To review and approve the annual plan and budget for the programs of the Authority. The format and documentation of the annual plan and budget shall be specified by the Department of Health and Human Services.

**Section 3.** To take such actions as it deems necessary and appropriate to secure private, federal and other public funds to help support the behavioral health services offered in the region.

**Section 4.** To insure that recipients in the Pathways Community Mental Health's catchment area receive quality services in a timely and cost effective manner.

**ARTICLE IV.****MEMBERSHIP**

- Section 1.** Board Members will work as a team in order to function effectively. Board Members are required to speak publicly as one voice, not twelve, even though they may experience personal conflict or possess views not held by the majority.
- Section 2.** The membership of the Board shall be constituted in accordance with Public Act 258, Chapter 2, Section 212, 1974. Each Board of Commissioners shall, by a majority vote, appoint the board member(s) from its county. The Board shall consist of twelve (12) members; one (1) from Alger County, four (4) members from Delta County, one (1) member from Luce County and (6) members from Marquette County and shall be selected from the categories of individuals named in P.A. 258, Chapter 2, Section 222, 1974. One third of the entire Board shall consist of primary or secondary consumers in accordance with Chapter 2, Section 330.1222 of the Michigan Mental Health Code.
- Section 3.** Terms of office shall be three (3) years beginning April 1st in the year of appointment. Vacancies shall be filled via application to the respective County Board of Commissioners for unexpired terms in the same manner as original appointments.
- Section 4.** Members may be removed from office by the appointing County Board for either neglect of official duty or misconduct in office after being given a written statement of reasons and an opportunity to be heard. When any member has been absent for three (3) consecutive non-excused Board meetings, the appointing County Board of Commissioners will be notified immediately and requested to take appropriate action.
- Section 5.** A Board Member should not become involved in the day-to-day operation of the Authority including any diagnostic and treatment decisions. Board members shall abide by the Board policies on client confidentiality.
- The procedure for Board Members responding to complaints, media requests, issues and/or concerns affecting the Authority, shall be to submit the complaint, issue or concern to the CEO and Chairperson.
- Section 6.** A \$40 per diem will be paid for all scheduled Board meetings, Committee of the Whole Meetings, and for any standing committee meetings and ad hoc committees as designated by the Board Chairperson to which the member has been assigned. Electronic

**(video/telephone) attendance is satisfactory if the member is within the Pathways catchment area, unless attendance is requested by the Committee Chairperson or the Board Chairperson.**

**Mileage to attend any of the above shall be paid according to the IRS rates and pursuant to the approved Pathways Board Member and Travel Expense Policies.**

**Per diems and related expenses will be paid based upon the approved Pathways Board Member Policy.**

**Travel to attend any Board related training of the Michigan Association of CMH Boards will be paid, as will lodging for one day before the scheduled meeting and only for the announced days of the session pursuant to the approved Pathways Board Member and Travel Expense Policies. Board members will receive a total per diem of \$100 for all Board Association Conferences held in the Lower Peninsula and \$70 for Great Lakes Rural Mental Health Association Conferences held in the Upper Peninsula. If the member is entitled to reimbursement from another funding source, Pathways will not be responsible for reimbursement.**

**Due to the unique Michigan public mental health system and to achieve maximum value and cost effectiveness, Board training will focus primarily on participation in MACMHB sponsored conferences. Reimbursement for attendance at a National Conference will need prior approval of the Board.**

**Section 7. Before the first scheduled Board meeting after being appointed, and thereafter at the Annual Organizational Meeting, members shall sign a Conflict of Interest Statement acknowledging receipt of the Board's Conflict of Interest Policy (Addendum A). Any Board Member who refuses to sign the Conflict of Interest Statement shall be disbarred from the Pathways Board.**

**Section 8. A Board member who is also a member of a County Commission does not represent a conflict of interest. However, any Board member who has a dual professional role or personal agenda which competes with the legal and financial interests of Pathways will recuse him or herself or will be excused during the discussion and vote by a two-thirds vote of the Board.**

**Section 9. When a conflict of interest is declared, by a two-thirds vote, that member shall abstain from discussion and voting on matters directly pertaining to the declared conflict.**

**ARTICLE V.****OFFICERS**

- Section 1.** Any member of the Board may nominate another member for the office of Chairperson, Vice Chairperson, Treasurer or Secretary of the Board. Nominations may be given orally to the Board's CEO at the organizational meeting.
- Section 2.** The officers of this Board shall consist of a Chairperson, Vice-Chairperson, Secretary and Treasurer, who shall perform the duties usually pertaining to such offices as provided by the laws of the State of Michigan for non-profit corporations, or as provided by the Board.
- Section 3.** The officers shall be elected for a term of one (1) year.
- Section 4.** The officers shall be elected by a majority vote of the total members of the Board at an organizational meeting which shall take place within the first 15 (fifteen) days of April. The CEO or his designee shall preside at the Organizational Meeting until the Chairperson has been elected. The officers shall take office upon election.
- Section 5.** The Chairperson shall preside at all meetings of the Board and shall serve as the Chairperson of the Executive Committee. S/he shall appoint members to all committees and submit to the Board for approval. Committee assignment preferences will be solicited. S/he shall perform such other necessary and reasonable responsibilities as they pertain to the office of chairperson. S/he is an ex-officio member of all committees.
- The chairperson is a member of the assembly. The chairperson can (but is not obligated to) vote whenever his/her vote will affect the result, that is, s/he can vote to break or cause a tie; or, in a case where two-thirds vote is required, s/he can vote to cause or block the attainment of the necessary two-thirds.
- Section 6.** The Vice-Chairperson shall assume the responsibilities and duties of the Chairperson in his/her absence/vacancy.
- Section 7.** The Treasurer shall serve as the Chairperson of the Finance Committee and shall perform the duties usually pertaining to such offices as provided by the State of Michigan and the Board. The Treasurer shall serve as Chairperson in the absence/vacancy of the officers above him/her.
- Section 8.** The Secretary shall serve as Chairperson in the absence/vacancy of the officers above him/her.

- Section 9.** Board bylaws will be available for consultation at all regular and special meetings of the Board, Committee meetings, and at other times, upon the reasonable request of interested parties.
- Section 10.** Contracts or other documents approved and authorized by the Board without specification of the executing officer may be executed by any officer of the Board or by the Chief Executive Officer in the name, and on behalf of, the Board.
- Section 11.** Officers of the Board may be removed from office after notice and due process for neglect of duty or misconduct in office. Removal shall require 2/3 vote of the members appointed and serving.
- Section 12.** In the event of an absence/vacancy in any office, that the successive member declines, the Board shall elect a successor to serve the balance of the term.

<b>ARTICLE VI.</b>	<b>BOARD MEETINGS</b>
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- Section 1.** The Pathways Board Organizational Meeting will be held within the first (15) fifteen days of April.
- Section 2.** Meetings will be held as determined by the Board. Notice of regular meetings will be sent to all members. The Chief Executive Officer, or his/her designee, shall advertise and post the time and place of all meetings in conformance with the Open Meetings Act.
- Alger and Luce County meetings will be open to the public only when requested, by any member of the public, to the Board Secretary 72 hours prior to the meeting.
- Meetings shall be held at least 10 times per year with a minimum of one meeting in each county. Members of the Board shall be personally present, or within the Pathways catchment area to participate in Board and Committee meetings including meetings conducted via video or telephone conference
- Section 3.** When possible an agenda and supporting materials shall be delivered to Board members at least 48 hours prior to a regularly scheduled meeting time.
- Section 4.** Upon the written request of an individual, organization, firm or corporation, and upon the requesting party's payment of a yearly fee of not more than the reasonable estimated cost for print and postage of such notices, a public body shall send to the requesting part by first

class mail a copy of any notice requested to be posted pursuant to the Open Meetings Act.

**Section 5.** Special meetings of the Board may be called by the Chairperson upon the request of the CEO, or upon the request of three (3) members of the Board. Notice of said special meetings may be made personally or by mail, and shall state the purpose of said meeting, and be received by, or delivered to, each Board member not less than eighteen (18) hours in advance.

**Section 6.** A quorum of the board shall consist of seven members appointed and serving. The Chairperson may participate in discussion and vote as stated in Article V, Section 5, Paragraph 2. The agenda, as delivered to the Board members, may be added to or changed only by a majority vote of the members present.

A two-thirds vote of the Board members appointed and serving shall be required to amend Bylaws; (See Article VIII); hire and fire the Chief Executive Officer; sell or purchase real estate; or approve the strategic plan or annual budget.

**Section 7.** The Chairperson shall conduct the meeting in accordance with the Open Meetings Act.

Meetings shall be conducted in accordance with Robert's Rules of Order unless otherwise specified hereunder. The rules of parliamentary practices set forth in Robert's Rules of Order shall govern the Board in all cases to which they are applicable, providing they are not in conflict with the Board's Bylaws or the laws of the State of Michigan. These rules of order may be established or revised at any meeting of the Authority by majority vote of the members present and eligible to vote but would not require prior review – although such prior review would be desirable if possible.

**Section 8.** A recommended Order of Business for the Pathways Board Meeting may be as follows:

- Call to Order
- Roll Call
- Approval of Board Meeting Minutes
- Adoption of Board Meeting Agenda
- Public Comment
- Board Presentations/Trainings
- Board Chairperson's Report
- CEO Report
- Committee Reports
- Consent Agenda



**Public Comment (at the discretion of the Chair)  
Board Member/CEO Comment  
Meeting Schedule  
Adjournment**

**Section 9.** The Board Executive Assistant or his/her designee shall attend all meetings of the Pathways Board and its various committees. She/he shall keep correct minutes of the Board's proceedings. The Chairperson shall sign the approved meeting minutes which will be kept on file at the Pathways Board Office. A copy of the approved meeting minutes will be posted on the website within five (5) days of the meeting at which they were approved.

The preservation time table for open meeting tapes and/or notes shall be consistent with the Open Meetings Act.

**Section 10.** The public may comment upon recognition by the Chairperson. Public Comment is an opportunity for citizens to voice their opinions concerning issues regarding Pathways policies, procedures, operations or general mental health services. Individuals will be limited to three (3) minutes and the Chairperson has the discretion to extend the length of public comment. Public Comment can be delivered in oral and/or written form. At the close of the Public Comment the CEO, with approval by the Board Chairperson, may address issues raised by citizens during the Public Comment. If Public Comment will exceed 30 minutes, the Chairperson may elect to limit the number of presenters with representation for both sides of the issue. Audio and/or video taping is permitted.

**REFERENCES:** Open Meetings Act, 1976 PA 267, MCLA 15.261 et seq; MSA 4.1800(11) et seq.

Freedom of Information Act, 1976 PA 442, MCLA 15.231 et seq., MSA 4.1801(1) et seq.

## **ARTICLE VII.COMMITTEES & COMMITTEE MEETINGS**

**Section 1.** The standing committees of the Board shall be as follows: Executive, Finance, and Recipient Rights. The number of Board members appointed to these committees shall not be more than six (6). Any business conducted must be reported at the next scheduled Board meeting.

**Section 2.** Committee of the Whole is a meeting of the whole Board to discuss issues to be addressed at the regular Board meetings; to make

recommendations to the full Board. No Board action is to be taken at a committee of the whole meeting.

**Section 3.** Each Committee shall elect its own Chairperson and Vice-Chairperson. Any member may nominate another member, for Committee Chairperson or Vice-Chairperson.

**Section 4.** The duties and responsibilities of the standing committees are:

- A.** Executive Committee shall include the: Chairperson, Vice Chairperson, Treasurer, and Secretary. The Committee will meet at the call of the Board Chairperson or any three (3) members of the Committee for the purpose of conducting any business deemed necessary between regular meetings of the Board. All actions taken by the Committee shall be presented at the next regular meeting of the Board for ratification. In addition, the Executive Committee may, at the Board's discretion a) negotiate the Board contract with the Chief Executive Officer; b) conduct for the Board their annual evaluation of the Chief Executive Officer using mutually agreed upon criteria and methodology, and input from Board members.
- B.** Finance Committee: Assure sound financial management of the agency's resources. Monitor the agency budget(s) and rate schedules; fiscal policy(ies) and procedure(s); agency contracts; and review financial audits.
- C.** Recipient Rights Advisory Committee will review and provide comments on the annual report submitted by the Chief Executive Officer, serve as the Appeals Committee, protect the Office of Recipient Rights from pressures that could interfere with the impartial and thorough performance of its functions, recommend candidates for the Recipient Rights Supervisor position and consult with the Chief Executive Officer regarding any proposed dismissal or replacement of that Supervisor, and serve in an advisory capacity to the Chief Executive Officer and the Recipient Rights Supervisor.

**Section 5.** A quorum shall consist of a majority of the members of the Committee. If a quorum is not present, any suggestions for board discussion will be presented at the next regularly scheduled Board Meeting. Recommendations of a Committee must be approved by the full Board.

**Section 6. Ad Hoc Committees may be established at the recommendation of the Board and/or by the Board Chairperson. The Chairperson shall appoint members to each Ad Hoc Committee.**

**Section 7. When any member has been absent for three (3) consecutive non-excused committee meetings, of the same committee, the full Board will be notified and asked to take appropriate action.**

#### **ARTICLE VIII.AMENDMENTS**

**Section 1. These Bylaws can be amended at any regular meeting of the Board by a two-thirds vote of the Board members provided that any amendment is submitted in writing to the Board members 48 hours prior to the Regular Board meeting.**

**Section 2. These Bylaws shall be reviewed yearly by an Ad Hoc Committee of at least three (3) Board members.**