

**COUNTY OF SUMMIT  
ALCOHOL, DRUG ADDICTION AND MENTAL HEALTH SERVICES BOARD**

**BYLAWS**

**ARTICLE I.        NAME AND LOCATION:**

- Section 1.** The name of this organization is the County of Summit Alcohol, Drug Addiction and Mental Health Services Board.
- Section 2.** The territory served by the Board is the County of Summit in the State of Ohio.
- Section 3.** The principal office and place of business of the Board shall be located within the county at such place as may be designated by the Board.

**ARTICLE II.      AUTHORITY:**

- Section 1.** The Board shall be governed by the laws of the State of Ohio and of Summit County and by the rules and regulations of the Director of the Ohio Department of Alcohol and Drug Addiction Services and those of the Director of the Ohio Department of Mental Health as those laws, rules and regulations may be in effect from time to time.
- Section 2.** The Property and affairs of the Board shall be managed and controlled by the Board and such officers and agents as they shall from time to time duly elect or appoint.
- Section 3.** Board members have authority only when acting as a Board legally in session and as otherwise provided for in these Bylaws. The Board shall not be bound in any way by any statement or action on the part of an individual member or employee, except when such a statement or action is a specific instruction of the Board.

**ARTICLE III.    PURPOSE:**

- Section 1.** In an effort to maintain a safe and healthy community, the Alcohol, Drug Addiction and Mental Health Services Board provides a cost effective, efficient system of prevention and care for persons suffering from addiction and/or mental illness. The Board assures a client driven system of care for residents of Summit County with a priority for those individuals most in need.
- Section 2.** The Board's purpose is to be a system, which acknowledges and respects individual differences and needs, and is recognized by the community for providing quality behavioral health services.

**ARTICLE IV.        MEMBERSHIP:**

**Section 1.** Members shall be appointed according to Chapter 340 of the Ohio Revised Code.

**Section 2.** When a vacancy occurs, appointment for the expired or unexpired term shall be made in the same manner as an original appointment. The appointing authority shall be notified by certified mail of any vacancy and shall fill the vacancy within sixty days following such a notice.

Any member of the Board may be removed from office by the appointing authority for neglect of duty, misconduct, malfeasance in office, or other reasons according to law. The member shall be informed in writing of the charges and afforded an opportunity for a hearing. Upon the absence of a member, within one year, from either four Board meetings or from two Board meetings without prior notice, the Board shall notify the appointing authority, which may vacate the appointment and appoint another person to complete the member's term.

Members of the Board shall serve without compensation, but shall be reimbursed for actual and necessary expenses incurred in the performance of their official duties, as defined by rules of the Department of Alcohol and Drug Addiction Services and the Department of Mental Health.

**ARTICLE V.        OFFICERS, THEIR ELECTION AND DUTIES:**

**Section 1.** Officers of the Board shall be a Chair, a Vice Chair, and a Secretary. The officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Board. No member shall serve in the same office for more than two consecutive years.

**Section 2.    Election:**

The Nominating Committee shall be elected at the regular Board meeting in October of each year. It shall be a duty of this committee to nominate a candidate for each office to be filled at the December Board meeting. The committee shall report at the November meeting. Additional nominations from the floor shall be permitted at the December meeting.

The officers shall be elected by ballot, unless there is only one candidate for each office, when the election shall be via voice. They shall serve for one year or until their successors are elected, and their term of office shall begin at the close of the December meeting at which they are elected.

**Section 3. Chair:**

- a. The Chair shall preside at all meetings of the Board and Executive Committee.
- b. The Chair shall appoint the chairs and members of all committees and task forces of the Board except the Nominating Committee, which is covered in Article V Section 2 of the By Laws. The Chair shall appoint members of the Alcohol & Drug Addiction Standing Committee and the Mental Health Standing Committee consistent with Article VIII Sections 2 and 3 of the By Laws.
- c. The Chair shall be an ex-officio member of all committees, except Nominating Committee.
- d. The Chair shall, in addition to the usual duties pertaining to the office of Chair, exercise such authority and perform such duties as the Board may from time to time assign.

**Section 4. Vice Chair:**

- a. The Vice Chair shall perform the duties of the chair during the absence of the Chair or the inability of the Chair to discharge the duties of the office.
- b. The Vice Chair shall perform such other duties as the Board or Chair from time to time may direct.

**Section 5. Secretary:**

- a. The Secretary shall be responsible for the minutes of the meetings of the Board.
- b. The Secretary shall keep a record of the attendance at all such meetings.
- c. The Secretary shall perform such other duties as the Board or Chair from time to time assign.

**ARTICLE VI. MEETINGS:**

**Section 1. Regular:**

The Board shall establish an annual calendar of meetings for the purpose of receiving reports and recommendations from officers and committees, and for any other business that may arise.

**Section 2. Annual:**

The regular monthly meeting in December shall be known as the annual meeting and shall be for the purpose of electing officers, receiving reports and recommendations of officers and committees, and for any other business that may arise.

**Section 3. Special:**

The Chair or the Executive Committee can order special meetings. The purpose of the meeting shall be stated in the notice. Except in cases of emergency, at least five days notice shall be given.

**Section 4: Quorum:**

A majority of the currently appointed Board who have not given prior notice of their absence shall constitute a quorum.

**Section 5. Meeting Regulations:**

All regular and special meetings of the Board shall be open to the public. Comments from the general public will be heard, at the discretion of the Chair, as the last agenda item prior to adjournment, without the necessity of prior request.

**Section 6. Fiscal Year:**

The fiscal year of the Board shall be January 1<sup>st</sup> through December 31<sup>st</sup>.

**ARTICLE VII. CLOSED EXECUTIVE SESSIONS:**

**Section 1. The Valid Reasons for Holding an Executive Session:**

- a. To consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee or official, or the investigation of charges or complaints against a public employee, official, licensee, or regulated individual, unless the employee, official, licensee, or regulated individual requests a public hearing. However, except as otherwise provided by law, no public

body is permitted to hold an executive session for the discipline of an elected official for conduct related to the performance of his or her official duties or for his or her removal from office.

- This exception may only be used to discuss matters that directly affect specific personnel or regulated individuals.
  - This exception does not provide an independent right to a hearing where one is not otherwise provided for by law.
- b. To consider the purchase of property (both real and personal, tangible or intangible) or to consider the sale of property (either real or personal) by competitive bid if disclosure of the information would give a competitive advantage to the other side.

No member of a public body shall use this exception as a subterfuge for providing covert information to prospective buyers or sellers.

- c. Conferences with the public body's attorney concerning pending or imminent court action. Court action is "pending" if a suit has been commenced; court action is "imminent" if it is on the point of happening or impending. This does not allow an executive session for discussions with a board member who also happens to be an attorney. A presentation by legal counsel, where legal advice is merely received by the public body, may not constitute deliberations for meeting purposes.
- d. Preparing for, conducting, or reviewing collective bargaining strategy.
- e. Matters required to be kept confidential by federal law, federal rules, or state statutes.
- f. Specialized details of security arrangements where disclosure of the information to be discussed in executive session might reveal information that could be used to commit, or avoid prosecution for, a violation of the law.

**Section 2. Procedure for Going into Executive Session:**

- a. The public body's vote to go into executive session must be by a roll call vote of a majority of a quorum. The vote may not be by acclamation.

- b. The motion must specify the purpose(s) of the executive session, i.e. "to consider the purchase of the property."
- c. If the specified purpose is to discuss one of the personnel-related matters governed by R.C. 121.22 (G)(1), the public body must specify which of the listed purposes it is going into executive session to discuss, i.e., "to discuss the dismissal of an employee." The motion need not name the person who is to be discussed. It is not sufficient to move for an executive session to discuss "personnel." The motion should specify one or more of the purposes set forth in R.C. 121.22 (G)(1). The vote must be recorded in the minutes.

**Section 3. Restrictions on the Use of Executive Sessions:**

- a. Provisions governing executive sessions are to be strictly construed in favor of openness.
- b. The public body has the burden of demonstrating in court that one of the statutory exceptions allows the executive session.
- c. Only deliberation upon the excepted subjects can be held in executive session. Decision-making (that is, the actual voting) must still be carried out in public. No vote may be taken in an executive session other than on a motion to adjourn or recess the executive session.
- d. Even where non-expected matters are "intertwined" with matters that are appropriate for executive session, the non-expected matters may not be discussed in private.
- e. A court may look beyond the expressly stated reason for holding an executive session in order to find an implied or circumstantial violation.
- f. Although closed to the general public, the public body may allow others (such as their attorney, staff member, or other necessary persons) to attend the executive session.

**ARTICLE VIII. STANDING COMMITTEES:**

**Section 1. Executive Committee:**

- a. The Executive Committee shall fix the hour and place of meetings of the Board and make recommendations to the Board. The Committee shall perform, between meetings of the Board, such other duties as the Board may from time to time authorize.

- b. The Executive Committee shall conduct an initial review of such matters as may be brought to it by the Chair and coordinate Board meetings and activities. The Executive Committee may make recommendations directly to the Board on such matters or may refer them to other committees for further study and recommendation.
- c. The Executive Committee shall meet at the call of the Chair or upon the request of three of its members. It shall make a complete report to the Board of each of its meetings.
- d. The Executive Committee shall receive and review the performance evaluations of the Executive Director from the entire Board according to agreed upon guidelines. The conclusions of the review shall be approved and accepted by the Board for use in determining the Director's salary for the ensuing year.
- e. The Executive Committee shall recommend annual goals and objectives to the full Board.

**Section 2. Alcohol and Drug Addiction Standing Committee:**

- a. The Alcohol and Drug Addiction Standing Committee shall consist of eight members:
  - 1. Four Board members who were appointed by the Director of Alcohol and Drug Addiction Services who are professionals in the field of Alcohol and Drug Addiction Services, advocates or persons receiving treatment for alcohol or drug addiction;
  - 2. Two Board members selected by the Board;
  - 3. Two residents of the service district who are not members of the Board but are qualified, pursuant to Section 340.2 of the Revised Code, to serve as members of the Board. Of the two members appointed under Division 3 of this section, one shall be a person who has received, or is receiving, services for alcohol or drug addiction, and one shall be a parent or other relative of such a person. These two members shall be appointed by the Board to four-year terms of office as committee members and may be reappointed to not more than one subsequent term of office. These appointments are voting members of the Standing Committee only.

- b. This Standing Committee shall meet at least three times a year and shall make recommendations to the Board on the following matters:
  - 1. The plan to be submitted to Department of Alcohol Addiction Services under Section 340.033 and 3793.05 of the Revised Code;
  - 2. The Board's annual budget for alcohol and drug addiction services;
  - 3. Alcohol and drug addiction programs to be funded by the Board;
  - 4. Guidelines for the evaluation of alcohol and drug addiction programs. (Recommend to Evaluation and Standards Committee.)
- c. This Standing Committee shall adopt recommendations by a majority vote of its members and shall present recommendations to the Board for consideration at a regularly scheduled meeting of the Board.

**Section 3. Mental Health Standing Committee:**

- a. The Mental Health Standing Committee shall consist of the following eight members:
  - 1. Four Board members who were appointed by the Director of Mental Health Services or are professionals in the field of mental health services or advocates for persons receiving treatment for mental illness;
  - 2. Two Board members selected by the Board;
  - 3. Two residents of the service district who are not members of the Board but are qualified, pursuant to Section 340.02 of the Revised Code, to serve as members of the Board. Of the two members appointed under Division 3 of this Section, one shall be a person who has received, or is receiving, services for mental illness, and one shall be a parent or other relative of such a person. These two members shall be appointed by the Board to four-year terms of office as committee members and may be reappointed to not more than one subsequent term of office. These appointments will be voting members of the Standing Committee only.

- b. This Standing Committee shall meet at least three times a year and shall make recommendations to the Board on the following:
  - 1. The plan to be submitted to the Department of Mental Health under Section 340.03 and 5119.06 of the Revised Code;
  - 2. The Board's annual budget for mental health services;
  - 3. Mental health programs to be funded by the Board;
  - 4. Guidelines for the evaluation of mental health programs. (Recommend to Evaluation and Standards Committee.)
- c. This Standing Committee shall adopt recommendations by majority vote of its members and shall present recommendations to the Board for consideration at a regularly scheduled meeting of the Board.

**Section 4. Finance Committee:**

- a. The Finance Committee shall recommend an annual system budget to the full Board.
- b. The Finance Committee shall review the Board's financial statements.
- c. The Finance Committee shall make recommendations to the full Board regarding the expenditure of capital funds.

**Section 5. Community Relations Committee:**

- a. The Community Relations Committee shall oversee, promote and coordinate community relations activities in support of Board goals.
- b. The Community Relations Committee shall strive to maintain a positive community attitude toward alcohol, drug addiction and mental health services.
- c. The Community Relations Committee shall encourage increased interaction within and among various sectors of the community and this system.

**Section 6. Personnel Committee:**

- a. The Personnel Committee shall review the ADM staff salary scale on an annual basis and make recommendations to the Board.
- b. The Personnel Committee shall review the Table of Organization and job descriptions and make recommendations to the Board.
- c. The Personnel Committee shall review the Personnel Policies and Procedures and make recommendations to the Board.

**Section 7. Other Functions:**

Other functions, such as reviewing contracts, shall be conducted at times needed by ad hoc committees of the Board. These committees shall report to the full Board when their task is completed and shall then be dissolved.

All committees or task forces established by the Board shall have as chair a member of the Board. In addition, each committee, at its discretion, may establish a non-voting advisory group consisting of non-Board members.

**ARTICLE IX. EXECUTIVE DIRECTOR:**

**Section 1.** The Board shall appoint an Executive Director. The Executive Director shall have such duties and powers as may be granted to or imposed upon him by the Board and/or by statute. To the extent authorized by the Board, and subject to its approval, the Executive Director shall act as the authorized representative of the Board in matters affecting the administration of the affairs of the Board.

**Section 2.** The Executive Director shall be an ex-officio member of all committees, except the Nominating Committee, for the purpose of consultation and advice. The Executive Director shall have no vote.

**Section 3.** The Executive Director shall arrange for the orientation of new Board members and regular inservice for the full Board, as required by law.

**Section 4.** The Executive Director shall supervise services and facilities provided, operated, contracted, or supported by the Board to the extent of determining that programs are being administered in conformity with the Community Plans and Rules of the Director of Alcohol and Drug Addiction Services and the Director of Mental Health.

**Section 5.** The Executive Director shall recommend to the Board the changes necessary to increase the effectiveness of services and other matters necessary or desirable to carry out applicable laws.

**ARTICLE X. PARLIAMENTARY AUTHORITY:**

The rules contained in Robert's Rule of Order – Newly Revised shall govern the Board in all cases in which they are applicable and in which they are not inconsistent with these Bylaws or Ohio Law.

**ARTICLE XI. AMENDMENTS:**

These Bylaws may be amended at any regular meeting of the Board by the affirmative vote of two-thirds (2/3) of the Board membership, provided notice has been given at the previous meeting.

Annual Review and Ratification: 01/2009  
SLR