

NORTHEAST
MICHIGAN
COMMUNITY
MENTAL HEALTH
AUTHORITY



DECEMBER BOARD MEETING



DECEMBER 11, 2025
3:00 PM



400 JOHNSON ST.
ALPENA, MI 49707

NORTHEAST MICHIGAN COMMUNITY MENTAL HEALTH AUTHORITY BOARD

Meeting Agenda | Thursday, December 11, 2025 | 3:00 p.m.

- I. Call to Order**
- II. Roll call & Determination of a Quorum**
- III. Pledge of Allegiance**
- IV. Appointment of Evaluator**
- V. Acknowledgement of Conflict of Interest**
- VI. Information and/or Comments from the Public**

<p><u>MISSION STATEMENT</u> To provide comprehensive services and supports that enable people to live and work independently.</p>

- VII. Approval of Minutes (Pages 1 – 3)**
- VIII. Consent Agenda(Page 4)**
- IX. Educational Session: Behavioral Health Home (BHH) (Presentation)**
- X. 2025 Staff Survey Results with Cheryl Kuch from Rehmann (Presentation)**
- XI. December Monitoring Reports**
 - 1. Budgeting 01-004..... (Handout)
 - 2. Grants or Contracts 01-001 (Pages 5 – 6)
- XII. Executive Director’s Contract (Handout)**
- XIII. Board Policies Review**
 - 1. Grants or Contracts 01-011 [Review] (Pages 7 – 8)
 - 2. Board Member Recognition 02-011 [Review & Self-Evaluate](Page 9)
 - 3. Board Member Orientation 02-015 [Review & Self-Evaluate] (Handout)
- XIV. Linkage Reports**
 - 1. NMRE Board(Verbal)
- XV. Operations Report(Page 10)**
- XVI. Board Chair’s Report**
 - 1. Review Board Bylaws (Pages 11 – 19)
- XVII. Executive Director’s Report(Verbal)**
- XVIII. Information and/or Comments from the Public**
- XIX. Information and/or Comments for the Good of the Organization**
- XX. Next NeMCMHA Board Meeting – Thursday, January 8 at 3:00 p.m.**
 - 1. Proposed January Agenda Items.....(Page 20)
- XXI. Meeting Evaluation(Verbal)**
- XXII. Adjournment**

**Northeast Michigan Community Mental Health Authority Board
Board Meeting – November 13, 2025**

I. Call to Order

Chair Eric Lawson called the meeting to order in the Board Room at 3:00 p.m.

II. Roll Call and Determination of a Quorum

Present: Bob Adrian, Bonnie Cornelius, Jennifer Graham, Lynnette Grzeskowiak, Charlotte Helman, Dana Labar, Eric Lawson, Kara Bauer LeMonds, Lloyd Peltier, Terry Small, Lauren Tompkins
Staff & Guests: Carolyn Bruning, Rebekah Duhaime, Erin Fletcher, John Galarza, Elizabeth Kowalski, Jason Lepper, Nena Sork, Kara Steinke, Jen Walburn, Jennifer Wiczorkowski, Kayla Wikaryasz

III. Pledge of Allegiance

Attendees recited the Pledge of Allegiance as a group.

IV. Appointment of Evaluator

Lynnette Grzeskowiak was appointed as evaluator of the meeting.

V. Acknowledgement of Conflict of Interest

No conflicts of interest were acknowledged.

VI. Information and/or Comments from the Public

None were presented.

VII. Seating of New Board Member

Eric officially seated Dr. Lauren Tompkins as an NeMCMHA Board member. Lauren introduced herself and gave an overview of her many years' experience working in the public mental health system.

Bob Adrian entered the meeting at 3:03 p.m.

VIII. Approval of Minutes

Charlotte highlighted two grammar errors, which will be revised.

Moved by Charlotte Helman, supported by Lloyd Peltier, to approve the revised minutes of the October Board meeting. Motion carried.

IX. Consent Agenda

Board members received the Consent Agenda as a handout.

Moved by Terry Small, supported by Lloyd Peltier, to approve the November Consent Agenda. Roll Call: Ayes: Bob Adrian, Bonnie Cornelius, Jennifer Graham, Lynnette Grzeskowiak, Charlotte Helman, Dana Labar, Eric Lawson, Kara Bauer LeMonds, Lloyd Peltier, Terry Small, Lauren Tompkins; Nays: None. Motion carried.

X. Compliance Report and Training

Jen Walburn, Compliance Officer, provided the annual Compliance and Ethics Training. She reviewed the basics of compliance, including its purpose; the seven components of a compliance program; Medicaid fraud, waste, and abuse; applicable laws; the False Claims Act; privacy and confidentiality; and compliance reporting. She reviewed the 2025 Annual Compliance Report. There were 15 major audits, including an NMRE Site Review, quarterly Medicaid Verification Audits, HSAG audits, CARF, and BHH. There were two provider disenrollments; three contract terminations; three external complaints; six internal complaints; investigations of performance improvement plans, education/training, and terminations; and one overpayment for claims of \$630.00.

November Monitoring Reports

1. Treatment of Individuals Served 01-002

Liz Kowalski, Recipient Rights Officer, presented the quarterly and annual Recipient Rights reports to the Board. During the last quarter of FY25, 18 complaints were received, of which 13 were substantiated. Charlotte observed that contracted group homes appear to have taken the suggestion to complete incident reports when challenging behaviors are happening to better show the scope of work, as the number of reports has gone up.

2. Ends 04-001

This report was provided as a handout to the Board, and they reviewed the status of each of their Sub-Ends.

XI. Board Policies Review

1. Treatment of Individuals Served 01-002

This policy was reviewed by the Advisory Council in October, and they did not note any necessary revisions, which the Board agreed with.

2. Staff Treatment 01-003

The Board thinks the policy is appropriate.

XII. Linkage Reports

1. NMRE Board

Eric reported the urban cooperative agreement (UCA) the NMRE and NorthCare Network formed, Bridge Health, has made a bid on the RFP for the PIHPs. He also provided an update on Northern Lakes CMHA, which has hired a new Executive Director, Linda Zeller.

2. CMHA Fall Conference

Jennifer, Kara, and Dana attended and gave positive reports.

XIII. CMHA Membership Dues

Moved by Bob Adrian, supported by Bonnie Cornelius, to approve paying the FY26 CMHA Membership Dues.

Roll Call: Ayes: Bob Adrian, Bonnie Cornelius, Jennifer Graham, Lynnette Grzeskowiak, Charlotte Helman, Dana Labar, Eric Lawson, Kara Bauer LeMonds, Lloyd Peltier, Terry Small, Lauren Tompkins; Nays: None. Motion carried.

XIV. Operations Report

Erin Fletcher reported on operations for the month of October. There were 49 crisis contacts, of which 46 were prescreened. The Children's Department has two new staff members, and their numbers will begin going up. Home-Based Children's Services saw 47 kids and MI Children's Services saw 69. The total of unduplicated individuals served for the month of October was 949.

XV. Nominations Committee Report

Charlotte reported the Nominations Committee recommends all members with expiring terms be reappointed for new terms. Letters have been prepared for the county commissioners and are ready for Eric's signature.

XVI. Board Chair's Report

1. Board Bylaws Regarding Employment

The Board discussed moving forward with revising their bylaws regarding employment of family of a Board member. Due to the Board operating under the Carver Model, their only official employee is the Executive Director. The Board also does not have a personnel committee that oversees employment. The Board agreed that the language regarding employment of a family member should be removed from the bylaws at this time, and then further revisions could be made during the December meeting when a full review of the bylaws happens.

Moved by Terry Small, supported by Bob Adrian, to remove “or any member of his or her immediate family” from Article IX, Section 4: Employment of the NeMCMHA Board Bylaws. Roll Call: Ayes: Bob Adrian, Bonnie Cornelius, Jennifer Graham, Charlotte Helman, Dana Labar, Eric Lawson, Kara Bauer LeMonds, Lloyd Peltier, Terry Small, Lauren Tompkins; Nays: None. Abstain: Lynnette Grzeskowiak. Motion carried.

XVII. Executive Director’s Report

Nena reported on her activities over the last month, including her regular meetings and the Child Death Review, which she attends for each of the four counties when they have cases to discuss. She attended a meeting with MDHHS regarding crisis services. The Jim Ott evening event for community partners had a good turnout from many different areas including the schools and law enforcement. Nena attended an introductory meeting with a possible new pharmacy provider. The soft close numbers from Connie Cadarette look good. Behavioral Health Home (BHH) did very well, and the surplus funds can be kept in local match. The lawsuit regarding the PIHP bid out was filed and has been expedited.

XVIII. Information and/or Comments from the Public

Nothing was presented.

XIX. Information and/or Comments for the Good of the Organization

Nothing was presented.

XX. Next Meeting

The next meeting of the NeMCMHA Board is scheduled for Thursday, December 11, 2025, at 3:00 p.m.

1. December Agenda Items

The proposed December agenda items were provided.

XXI. Meeting Evaluation

Lynnette reported that she feels Board members came prepared to govern and she appreciates getting the materials ahead of time. Board members always have opportunity to contribute to discussions, and she was satisfied with what the Board accomplished, stating it was a productive meeting and Jen’s training was great.

XXII. Adjournment

Moved by Terry Small, supported by Lloyd Peltier, to adjourn the meeting. Motion carried.

This meeting adjourned at 4:43 p.m.

Bonnie Cornelius, Secretary

Eric Lawson, Chair

Consent Agenda – December 2, 2025

A. Amendment to Compassionate Care and Alpine CRU Rates

The Board approved rates for Compassionate Care and Alpine CRU at the September meeting. Subsequently, a request was received to adjust the approved rates as outlined below.

Compassionate Care	Code Service	Previously Approved Rate	New FY26 Rate
CLS	H2015	\$6.57 per 15-Min	\$7.13 per 15-Min
Alpine CRU			
Crisis Residential	H0018	\$600.00	\$800.00

B. Assistance to Independence (ATI)

ATI continues to provide both Respite & Community Living Support Services. There is a slight increase to the CLS rate. Approval is recommended.

Service Name	Service CPT (Billing) Code	FY25 Rate	Proposed FY26 Rate
Community Living Supports (CLS) – Individual Client	H2015	\$7.00 per 15-minute unit or \$28.00 per hour	\$7.25 per 15-minute unit or \$29.00 per hour
Respite	T1005	\$7.00 per 15-minute unit or \$28.00 per hour	\$7.00 per 15-minute unit or \$28.00 per hour

C. Doxy.me

Doxy.me provides this agency with a telehealth platform for clinicians to see patients virtually. We currently have 29 users and pay for 22 seats, 7 were previously negotiated at no charge. We are asking for approval for the annual payment which will be \$7,207.20/year for the 22 seats, which comes out to \$327.60/seat or \$27.30/seat/month.

D. Dobson Healthcare, Inc.

Dobson Healthcare continues to provide community living supports (CLS) within our catchment area. The rate will remain at \$7.25/15-minute unit.



E. Thunder Bay Transportation

The Agency contracts for transportation services from Thunder Bay Transportation. The amount budgeted for FY26 is \$10,000. This contract will be monitored closely and if an amendment is necessary, the amendment will be provided to the Board for approval. The run cost continues to include a fuel surcharge in addition to the base charge and remains unchanged from last year.

Run	Cost/Hour FY25	Cost/Hour FY26
Contracted Services	\$45.00	\$45.00
Bus Aide (if requested by NeMCMHA)	\$16.25	\$16.25

F. Protocall

This agreement is a continuation contract with Protocall to provide after-hours crisis services. The monthly cost for 250 phone calls is \$6,812.50. Phone calls received above 250/month will be reimbursed at \$29.75 per call. This is an increase of 2.8% or \$187.50/month. We recommend approval.

G. GT Independence

GT Independence provides fiscal intermediary services to individuals served. They have requested a 3% rate increase for both services they provide. Approval is recommended.

Fiscal Intermediary Contract Setup Fee

FY25 Rate: \$136.60 per enrollment

FY26 Rate: \$140.70 per enrollment

Duties on Behalf of the Employer

FY25 Rate: \$136.60 per month

FY26 Rate: \$140.70 per month

POLICY CATEGORY:
POLICY TITLE AND NUMBER:
REPORT FREQUENCY AND DUE DATE:

EXECUTIVE LIMITATIONS
GRANTS OR CONTRACTS, 01-011
ANNUAL, DECEMBER 2025

Policy Statement:

With respect to contracts and grants, the Executive Director may not enter into any grant or contract unless it emphasizes the production of Ends and the avoidance of unacceptable means. Accordingly, he or she may not:

1. Fail to prohibit particular methods and activities to preclude grant funds or contracts from being used in imprudent, unlawful or unethical ways.
 - **Interpretation:** Contracts must include language that mandates all contractors, vendors, subcontractors, and suppliers of goods adhere to all applicable laws, ordinances, and regulations when providing services. Contractors must agree to provide services in an ethical manner.
 - **Status:** All service contracts contain language that requires contractors to adhere to all applicable local, state, and federal laws, ordinances, and regulations when providing services. Contractors continue to be held to training requirements and Recipient Rights compliance.
2. Fail to assess and consider an applicant's capability to produce appropriately targeted efficient results.
 - **Interpretation:** Contracts must include language indicating expected outcomes and evaluation of services provided by contractors, vendors, and subcontractors.
 - **Status:** Service Contracts contain language indicating what the measurable expected outcomes of the services are. Contracts require authorization and mandate adherence to the measurable goals identified in Individualized Plan of Services (IPOS). Contracts are evaluated at least annually.
3. Enter into any contract for services without approval from the Board, except for contracts for residential services and professional clinical services. In unusual circumstances, when a contract requires execution prior to the next regular meeting of the Board, the Executive Director may approve such contracts when the total cost of the contract does not exceed \$25,000.
 - **Interpretation:** The Board will approve all service contracts, excluding those pertaining to residential services or professional clinical services.
 - **Status:** All contracts (excluding residential and professional clinical) are submitted to the Board on a regular basis for review and approval. Routine contracts are included on the Board's Consent Agenda. Contracts requiring more detailed discussion and consideration are handled as separate agenda items.
4. Fail to maintain financial obligations for contracts on a fiscal year basis.
 - **Interpretation:** The contract term shall follow the fiscal year calendar.
 - **Status:** Contracts that require payment from the Agency are written on a fiscal year basis. Multi-year contracts may occasionally be used (e.g., MDHHS), but language limits financial obligations to fiscal year periods.

5. Fail to determine to the best of his/her ability that all contractors, vendors, subcontractors, and suppliers of goods shall prohibit discrimination based on religion, race, color, national origin, age, sex, height, weight, marital status, political affiliation, sexual orientation, record of arrest without conviction, or physical or mental handicap.
 - **Interpretation:** All contracts must include language that prohibits discrimination based on religion, race, color, national origin, age, sex, height, weight, marital status, political affiliation, sexual orientation, record of arrest without conviction, or physical or mental handicap.
 - **Status:** All contracts contain language that prohibits discrimination based upon all the above-mentioned areas.

6. For contracts over \$25,000 needing execution prior to the next regularly scheduled meeting of the Board, the Executive Director will request the Board Chair or Executive Committee review the contract and take action. The Board will be notified at the next Board meeting of the recommendations and outcome.
 - **Interpretation:** Any urgent contracts over \$25,000 needing approval prior to the regularly scheduled Board meeting will get approval from the Board Chair or the Executive Committee.
 - **Status:** With the use of EGrAMS for contracts from the State, the Executive Director notifies the Board Chair when EGrAMS authorizations come through. Notification to the full Board is provided at their next regularly scheduled meeting.

7. The Executive Director will notify the Board, at the next regular Board meeting, when there is an application executed by the Agency for available grants, which enhance the lives of the people we serve and/or assist in the day-to-day operations of the Agency. Grant funds will be included in the budget and presented to the Board for approval at the next regularly scheduled Board meeting.
 - **Interpretation:** The Board will be notified of all grant applications completed by the Agency.
 - **Status:** Due to adequate funding, the Agency does not currently apply for any additional grant funds. If the Agency's funding were to dramatically change this practice may be changed.

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EXECUTIVE LIMITATIONS

(Manual Section)

GRANTS OR CONTRACTS – POLICY 01-011

Board Approval of Policy

August 8, 2002

Policy Last Reviewed:

December 12, 2024

Last Revision Approved by the Board:

December 14, 2023

●1 POLICY:

The Executive Director may not enter into any grant or contract, unless it emphasizes the production of Ends and the avoidance of unacceptable means.

Accordingly, he or she may not:

- Fail to prohibit particular methods and activities to preclude grant funds or contracts from being used in imprudent, unlawful or unethical ways.
- Fail to assess and consider an applicant’s capability to produce appropriately targeted efficient results.

The Executive Director may execute the EGrAMS authorizations for the contracts through the State of Michigan for such agreements as the General Funds contract, PASSAR Agreements, and other grants initiated by the Michigan Department of Health and Human Services. The Executive Director shall contact the Board Chair and provide notification to the Board at their next regularly scheduled meeting.

In addition, for **CONTRACTS:**

- Enter into any contract for services without approval from the Board except for contracts for residential services and professional clinical services. In unusual circumstances, when a contract requires execution prior to the next regular meeting of the board, the Executive Director may approve such contracts when the total cost of the contract does not exceed \$25,000.
- Fail to maintain financial obligations for contracts on a fiscal year basis.
- Fail to determine to the best of his/her ability that all contractors, vendors, subcontractors and suppliers of goods shall prohibit discrimination based on religion, race, color, national origin, age, sex, height, weight, marital status, political affiliation, sexual orientation, record of arrest without conviction, physical or mental handicap.
- For contracts over \$25,000 needing execution prior to the next regularly scheduled meeting of the Board, the Executive Director will request the Board Chair or Executive Committee review the contract and take action.

**NORTHEAST MICHIGAN COMMUNITY MENTAL HEALTH AUTHORITY
POLICY & PROCEDURE MANUAL**

The Board will be notified at the next Board meeting of the recommendations and outcome.

In addition, for **GRANTS**:

- The Executive Director will notify the Board, at the next regular Board meeting, when there is an application executed by the Agency for available grants, which enhance the lives of the people we serve and/or assist in the day-to-day operations of the Agency. Grant funds will be included in the budget and presented to the Board for approval at the next regularly scheduled Board meeting.

●2 **APPLICATION:**

The Northeast Michigan Community Mental Health Authority Board

●3 **DEFINITIONS:**

●4 **REFERENCES:**

●5 **FORMS AND EXHIBITS:**

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GOVERNANCE PROCESS

(Manual Section)

BOARD MEMBER RECOGNITION – POLICY 02-011

Board Approval of Policy

August 8, 2002

Policy Last Reviewed:

December 12, 2024

Last Revision to Policy Approved by Board:

December 12, 2019

●1 POLICY:

The Board may recognize its members for extended tenure or upon termination or retirement, either upon completion of full terms or partial terms of office. Such recognition may take any form deemed appropriate by the Board. The Board may include such recognition for service within the Board meeting minutes.

The following schedule shall provide guidance concerning frequency and nature of awards to Board members:

Award Schedule

At 5 years	A framed Certificate of Appreciation signed by the current Board Chair and Executive Director
At 10 years	A Certificate of Appreciation signed by the current Board Chair and Executive Director
At 15 years	A Certificate of Appreciation signed by the current Board Chair and Executive Director
At 20 years and each 5 years thereafter	An appropriate gift (as determined by the Executive Director in consult with the Board Chair)
Upon retirement from Service at any other time	A Letter of Appreciation from the Board and if possible, a Certificate of Appreciation from the Department of Health and Human Services

These acknowledgements shall be presented at the March Board meeting.

●2 APPLICATION:

The Northeast Michigan Community Mental Health Authority Board

●3 DEFINITIONS:

●4 REFERENCES:

●5 FORMS AND EXHIBITS:

	Program	Consumers served November 2025 (11/1/25 - 11/30/25)	Consumers served in the Past Year (12/1/24 - 11/30/25)	Running Monthly Average(year) (12/01/24-11/30/25)
1	Access Routine	42	481	39
	Emergent	0	0	0
	Urgent	0	3	0
	Crisis	25	465	43
	Prescreens	44	602	41
2	Doctors' Services	355	1144	378
3	Case Management			
	Older Adult (OAS)	68	124	79
	MI Adult	61	208	63
	MI ACT	14	24	15
	Home Based Children	28	80	21
	MI Children's Services	38	158	46
	IDD	138	298	158
4	Outpatient Counseling	94(20/74)	267	69
5	Hospital Prescreens	44	602	41
6	Private Hospital Admissions	18(3/15)	220	15
7	State Hospital Admissions	0	2	0
8	Employment Services			
	IDD	49	70	47
	MI	31	95	42
	Touchstone Clubhouse	65	90	66
9	Peer Support	49(7/42)	85	52
10	Community Living Support Services			
	IDD	83	94	81
	MI	59	101	66
11	CMH Operated Residential Services			
	IDD Only	45	49	47
12	Other Contracted Resid. Services			
	IDD	37	41	38
	MI	27	37	29
13	Total Unduplicated Served	916	2127	974

County	Unduplicated Consumers Served Since December 2024
Alcona	218
Alpena	1274
Montmorency	276
Presque Isle	271
Other	73
No County Listed	15

NORTHEAST MICHIGAN COMMUNITY MENTAL HEALTH AUTHORITY

BYLAWS

PREAMBLE

Recognizing the responsibility of the Alcona, Alpena, Montmorency, and Presque Isle County Boards of Commissioners to provide suitable mental health services to the above-named counties, the boards of commissioners have duly appointed a Community Mental Health Board as a Mental Health Authority according to Public Act 258, 1974, as amended.

Recognizing further the responsibility of this Authority in upholding the best interests of the citizens through concerted effort in providing and maintaining mental health services in accordance with Public Act 258, 1974, as amended, the Northeast Michigan Community Mental Health Authority hereby organizes in conformity with bylaws and regulations herein stated.

For the purpose of these bylaws, whenever the term "Authority" shall appear, it shall be interpreted to mean the Northeast Michigan Community Mental Health Authority, who shall have authority in the government of the county mental health services for the above-mentioned counties. Whenever the term "Board" shall appear, it shall be interpreted to mean the Board of Directors of the Northeast Michigan Community Mental Health Authority. Whenever the term "Department" is used, it shall be interpreted to mean the Michigan Department of Health and Human Services.

ARTICLE I - NAME

The name of this Board shall be NORTHEAST MICHIGAN COMMUNITY MENTAL HEALTH AUTHORITY.

ARTICLE II - MISSION

To provide comprehensive services and supports that enable people to live and work independently.

ARTICLE III - DUTIES

This community mental health authority shall:

- A. Examine and evaluate the mental health needs of the counties it represents and the public and nonpublic services necessary to meet those needs.
- B. Review and approve an annual plan and budget for the program. (The format and documentation of the annual plan and budget shall be as specified by the Department.)
- C. Provide and advertise a public hearing on the annual plan and budget.
- D. Submit to each board of commissioners a copy of the Board's needs assessment, annual plan, and requests for new State funds.
- E. Take such actions as it deems necessary and appropriate to secure private, federal, and other public funds to help support the program.
- F. Approve and authorize contracts for services.

- G. Review and evaluate the quality, effectiveness, and efficiency of services being provided by the program.
- H. Appoint an Executive Director of the community mental health program who shall meet standards of training and experience as established by the Department in Administrative Rules.
- I. Establish general policy guidelines within which the Executive Director shall execute the program.
- J. Subject to the provisions of Chapter II of Public Act 258, 1974, as amended, the Authority may enter into contracts for purchase of mental health services with private or public agencies.

Contracts may be entered into with any facility or entity of the Michigan Department of Health and Human Services with the approval of the Michigan Department of Health and Human Services.

ARTICLE IV - MEMBERSHIP

Section 1. Appointment

The county boards of commissioners of the counties involved, being Alcona, Alpena, Montmorency, and Presque Isle, shall establish a 12-member community mental health authority Board of Directors. Each board of commissioners shall appoint the Board members from its county.

Section 2. Composition

The composition of the Board shall be as specified in the Mental Health Code, section 222.

Section 3. Terms; Vacancies; Removal of Member

The term of office of a Board member shall be three (3) years from April 1 of the year of appointment; however, terms of the initial Board members will be staggered, so that, in any one year, membership turnover shall not exceed 1/3. Approximately 1/3 of the members of the initial Board will be appointed for a term of one (1) year, 1/3 for a term of two (2) years, and 1/3 for a term of three (3) years; thereafter, all terms will be three (3) years. Vacancies shall be filled for unexpired terms in the same manner as original appointments. Board members are encouraged to attend all Board meetings. If a Board member misses two consecutive meetings without advance notice to the Board Chairperson or his or her designee, a letter from the Board Chairperson will be sent to the Board member inquiring about the member's intent to fulfill his or her term of office. If no response is received within 30 days, a second letter will be sent with a copy to the Chairperson of the appointing County Commission. If no response is received within 30 days, a letter will be sent to the Chairperson of the appointing County Commission requesting the removal of the Board member according to the requirements of the Mental Health Code, § 224, which states in part: A Board member may be removed from office by the appointing board of commissioners for neglect of official duty or misconduct in office.

ARTICLE V - OFFICERS

Section 1. Officers; Election; Term of Office

The officers of this Board shall consist of a Chair, Vice-Chair, and Secretary who shall perform the duties usually pertaining to such offices or as provided by the Board. All officers shall be elected for a term of one year and shall hold office until the next regular election; such election to be held at the April meeting of each year.

The annual election of Board Members to Board Offices shall be conducted in the following manner:

- By the October Meeting prior to the April election, the Chair will recommend to the Board, subject to the approval of the Board, a "Board Officers Nominating Committee", a Special Committee of the Board which shall exist for the sole purpose of nominating candidates to fill the positions of the Board's Offices; that Committee as needed to fill Board vacancies, the Chair will appoint a "Nomination/Board Member Composition Committee," which shall consist of at least four and no more than six Board Members, preferably one from each county.

This Committee shall review the terms of all Board members with terms expiring and identify the need for individuals with lived experience or a family member of an individual with lived experience for potential appointments. The committee shall attempt to recruit or identify candidates for membership who meet the requirements of Section 222 (1) of the Mental Health Code. These recommendations shall be communicated to the county boards of commissioners as necessary by the Board's Chair or his/her designee.

- By the March meeting, that Committee shall report its recommendations to the Board for its members' consideration prior to the April election meeting.
- During the April Meeting, a slate of candidates for the Board's three offices shall be placed in nomination first by the Nomination/Board Member Composition Committee, which shall give its report at the call of the Chair.
- Election of the Board's Chair for the next year shall be the first election, and shall be conducted by the current Chair, who shall state the Nomination/Board Member Composition Committee's nomination, then ask if there are any [further] nominations from the floor; if/when none is heard after *three* such invitations, then the Chair shall declare that nominations are closed and the election may proceed.
- Balloting may be by voice, by show-of-hands or by roll call at the request of any Board member, as the Board may determine in advance or by its majority vote at any time during the election process; a majority of votes cast shall determine the outcome of the election.
- Following the election of a new Chair (and assuming the current Chair does not succeed to the office), the immediate-past-Chair shall relinquish the chair to the new Chair, who shall conduct the balance of the elections in the same manner.
- Elections then proceed in this order:
 Vice-Chair... then Secretary.
- Newly elected officers assume their offices immediately upon elections.
- If questions of procedure arise before or during the meeting or elections, the Board shall resolve these questions via reference to its By-Laws, Policies and/or Robert's Rules.

Section 2. Duties

Chair - The Chair shall be the presiding officer at all meetings of the Board; shall be an ex officio member of all committees; shall appoint the Chair of the standing and special committees; shall sign and execute in the name of the Board; shall call meetings of the Board; shall work with the Executive Director to create the meeting agenda; and shall perform such other duties as are required by the Board.

Vice-Chair - The Vice-Chair, in the event of the incapacity or absence of the Chair, shall assume the duties prescribed to the Chair. In the absence of the Chair from a meeting of the Board, the meeting shall be called to order by one of the officers of the appointed Board, designated as temporary Chair, in the following order of precedence:

Vice Chair ... then Secretary.

If the Chair does arrive, the temporary Chair shall surrender the chair to him/her.

Secretary - The Secretary or his/her designee shall send appropriate notices, shall act as custodian of all records and reports, and shall be responsible for the keeping and reporting of adequate records of all meetings of the Board.

Section 3. Additional Officers

The Board may elect or appoint such other officers or agents as it may deem necessary for the transaction of business of the Board, and for terms to expire the same as other officers provided for in these Bylaws.

Section 4. Removal of an Officer

The Board may remove an Officer for just cause by the majority of the Board (7). A member removed from office shall remain a member of the Board unless he or she is removed from the Board by the appointing board of commissioners according to Article IV, Section 3.

Section 5. Replacement of an Officer

Should an Officer be unable to finish their term of office, the Board Chair will appoint a replacement for the position vacated, preferably from the same County to assure equal representation on the Executive Committee. If the appointee rejects the appointment, the Chair will appoint another Board member.

ARTICLE VI - MEETINGS

Section 1. Regular Meetings

The Board of Directors of Northeast Michigan Community Mental Health Authority shall hold at least twelve regular meetings annually at a time and place to be designated by the Chair of the Board. All meetings of the Board shall be open to the public and shall be held in a place available to the general public. All meetings shall be held in accord with 1976 P.A. Act 267 (the "Open Meetings Act") and 1976 P.A. 422 (the "Freedom of Information Act"). Within ten days after the April meeting of the Board in each year, the Secretary shall post a public notice stating the dates, times and places of its regular meetings.

If there is a change in the schedule of regular meetings of the Board, there shall be posted within three days after the meeting at which the change is made, a public notice stating the new dates, times, and places of its regular meetings.

Upon written request, at the same time a public notice of meeting is posted, the Secretary shall provide a copy of the public notice of that meeting to any newspaper published in the state and to any radio and television station located in the state, free of charge.

Other requirements pertaining to regular meetings of this Board contained in Public Act 267, 1976 shall be adhered to.

The agenda for regular meetings of the Board may include the following:

- Call to Order
- Roll Call and Determination of a Quorum
- Pledge of Allegiance
- Appointment of Evaluator
- Acknowledgement of Conflict of Interest
- Information and/or Comments from the Public
- Approval of Minutes
- Educational Session
- Consent Agenda
- Monitoring Reports
- Policy Review, Approval & Self-Evaluation (if any)
- Linkage Reports
- Operations Report
- Chair's Report
- Executive Director's Report
- Information and/or Comments from the Public
- Information and/or Comments for the Good of the Organization
- Next Meeting – Setting Agenda
 - Meeting Evaluation
- Adjournment

Section 2. Special Meetings

Special meetings of the Board may be called by the Chair or upon written request of any three members of the Board filed with the Secretary or his/her designee. Notices of a special meeting shall be given by one of the following means or as required by the Open Meetings Act:

- a. Personal notice by telephone or otherwise to each Board member at least 24 hours before such meeting.
- b. Public notice at least eighteen hours before such meeting, stating date, time, and place.
- c. As otherwise determined by the Chair.

Each notice of a special meeting shall state the time, place, and purpose thereof.

The agenda for special meetings of the Board may include the following:

- Call to Order
- Roll Call and Determination of a Quorum
- Statement of Purpose of Meeting
- Transaction of Business According to Stated Purpose
- Adjournment

Section 3. Closed Meetings

A 2/3 majority roll call vote of appointed Board members shall be required to call a closed session, for purposes stated in Section 8, Public Act 267, 1976. The roll call vote and the purpose or purposes for calling the closed meeting shall be entered into the minutes of the meeting at which the vote is taken.

Section 4. Meeting by Remote Communication

A Board member may participate in a meeting by conference telephone or any similar communication equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

Section 5. Minutes

The Board shall keep minutes of each meeting showing the date, time, place, members present, members absent, any decisions made at a meeting open to the public, and the purpose or purposes for which a closed session is held. The minutes shall include all roll call votes taken at the meeting.

Minutes shall be public records open to public inspection and shall be available at the address designated on posted public notices pursuant to Section 1. Copies of the minutes shall be available to the public at a reasonable estimated cost for printing and copying.

Proposed minutes shall be available for public inspection no later than eight (8) business days after the meeting to which the minutes refer. Approved minutes shall be available for public inspection not later than five (5) business days after the meeting at which the minutes are approved by the Board.

A separate set of minutes shall be taken by the Secretary or his/her designee at the closed meeting; these minutes shall not be available to the public and shall only be disclosed if required by a civil action filed under Section 10, 11, or 13 of Public Act 267, 1976. These minutes may be destroyed one year and one day after approval of the minutes of the regular meeting at which the closed meeting was approved.

Section 6. Materials to be Furnished Board Members

Insofar as possible, all members of the Board shall receive a copy of the proposed agenda and copies of all materials to be considered at regular Board meetings in advance of such meetings; however, any Board member or the Executive Director may place an item on the agenda by requesting the Chair to include the item(s). Board members may receive materials physically via postal mail or electronically via email. Each Board member may choose their preferred method for receiving Board materials.

Insofar as possible, all members of the Board shall be sent copies of the agenda to be considered at special Board meetings, unless this requirement shall be waived by unanimous consent of all Board members.

Section 7. Quorum and Voting

One-half plus one of the appointed Board members, which shall include one officer, shall constitute a quorum of the Board. Consistent with Robert's Rules of Order, motions made during Board and committee meetings shall require a second in order to be considered. The affirmative vote of the majority of the votes cast shall be required for the passage of any motion or resolution at any meeting of the Board or its committees. The Chair of the Board will be allowed to vote.

It shall be the prerogative of any Board member to require a roll call vote on any motion.

Section 8. Decorum during Debate

Board members shall confine their remarks to the question, be courteous in their language and behavior, not arraign the motives of another Board member and emphasize it is not the individual, but the measure which is subject of debate. The Chair will assure enforcement of these behavioral guidelines.

The Chair shall call to order any person who is being disorderly by speaking or otherwise disrupting the meeting proceedings by failing to be courteous, by speaking longer than a reasonable time or by speaking vulgarities. Such person shall thence be warned by the Chair that he/she may be expelled from the meeting, and he/she shall not be permitted to speak further at the same meeting except upon special request of the Board. If the person continues to be disorderly and disrupt the meeting, the Board Chair or a designee shall contact local law enforcement to have said individual removed from the meeting. No person shall be removed from a public meeting except for an actual breach of the peace committed at the meeting.

ARTICLE VII - COMMITTEES

The Board of Directors shall establish the following standing committees: Executive Committee and Recipient Rights Committee. The standing committees shall perform such functions and duties as designated by the Board.

At the annual organizational meeting of the Board, the Chair of the Board shall appoint the Chair and members of the standing committees; those persons shall be members of the Board, except that the Recipient Rights Committee membership may include Community Mental Health Board members, staff personnel, government officials, attorneys, mental health consumer interest group representatives, or other persons, at the discretion of the Board Chair.

The Chair shall appoint the chair and members of special committees, subject to the approval of the Board; those persons need not be members of the Board, shall be counted for quorum and shall be eligible to vote on committee matters. The Chair of the Board shall be the only ex officio member of any and all standing committees, shall be included in counting for quorum, if present, and shall be eligible to vote.

The Board may establish such other committees as it deems proper.

All standing and special committees shall meet upon the call of the committee Chair, with the concurrence of the Board Chair, to consider whatever business is before said committee in order to recommend appropriate action to the Board.

Committees of the Board may meet by teleconference providing all requirements of the Open Meetings Act are met including providing and announcing a location at which members of the public may attend and hear the entire deliberations of the committee and all committee members.

Matters reported by a committee may be reported with a recommendation for Board action, or solely for the information of the Board.

Tenure on standing committees shall be for a one-year term beginning in April or until the appointment of a new committee; however, nothing herein shall be construed to prevent reappointment of any committee member.

Nothing contained in this Article shall be construed to deny any Board member the right to attend any meeting of any standing or special committee.

For Board committees a quorum shall be defined as equal to at least fifty percent (50%) plus one of the committee membership.

Notices to the public regarding committee meetings shall be posted pursuant to Section 5, Public Act 267 of 1976, and Article VI of these Bylaws.

Section 1. Executive Committee

The Executive Committee shall consist of four members: the Chair, Vice-Chair, Secretary of the Board and immediate past Chair. If the immediate past Chair is no longer a current member of the Board, the Board shall elect an additional Board member to serve as an at-large member of the Committee. It is the preference of the Board to have all four counties represented on the Committee. This committee shall have authority to act on behalf of the Board during the period between meetings of the Board, subject to any prior limitation imposed by the Board and with the understanding that all matters of major importance be referred to the Board.

At the request of the Board (by consensus or majority vote) or the Chair, this Committee may research and apprise Board members of proposed, pending and current legislation pertaining to mental health services, and shall recommend a Board position.

Section 2. Recipient Rights Committee

This Committee shall advise the Board and Executive Director concerning implementation of policy as it relates to the Recipient Rights system and shall review the operation of the Office of Recipient Rights in accordance with Section 757 of the Mental Health Code. This Committee shall serve as the Appeals Committee under Section 784. Preference is to have at least two Board representatives as members of this Committee.

ARTICLE VIII - EXECUTIVE DIRECTOR OF COMMUNITY MENTAL HEALTH AUTHORITY

The Executive Director of the Northeast Michigan Community Mental Health Authority shall be selected by the Board. The Executive Director shall be given the necessary authority and responsibility to operate all mental health services and carry out all policies as may be adopted by the Board, or any of its committees to which it has delegated authority. The Executive Director shall ensure that appropriate orientation programs for new Board members and continuing education programs for all Board members are carried out and shall represent the Board in all areas in which the Board has not formally designated some other person to so act.

ARTICLE IX - MISCELLANEOUS

Section 1. Amendment and Adoption of Bylaws

These Bylaws may be amended or repealed by the affirmative vote of a majority of the members of the Board present at any regular or special meeting of the Board if notices of the proposed amendment or repeal are contained in the written notice of the meeting, such notice to be given prior to such a meeting by ordinary mail. Bylaws may also be amended without notice by a three-fourths vote of the Board members present.

Section 2. Rules of Order

Robert's Rules of Order shall be the parliamentary guideline for all matters of procedure not specifically covered by the Bylaws or by specific rules or procedures adopted by this Board.

Section 3. Conflict of Interest

No Board member shall in any way be a contractor for purposes of remuneration of this Authority or its contracting agencies unless a competitive bid process is utilized, the Board member discloses the association and affiliation, and a two-thirds (2/3) majority vote of the Board supports such a contract.

Section 4. Employment

Employment of a Board member is prohibited.

Section 5. Suspension of Rules

The rules governing all matters of procedure of the Board provided in the Bylaws and in subsequent governing resolutions may be temporarily suspended at any time by the unanimous consent of the members present to facilitate the accomplishment of any legal objectives of the Board.

Section 6. Depository

As a Mental Health Authority, the Board may act as its own depository of funds, or, at its discretion, designate a county willing to act as depository.

Section 7. Per Diem and Reimbursement

Board members shall be paid in accord with the payment schedule for Northeast Michigan Community Mental Health Authority.

Section 8. Assurances

With respect to both employment practices and services rendered, the Authority will not discriminate against persons because of religion, race, color, national origin, age, sex, height, weight, marital status, political affiliation, sexual orientation or physical or mental handicap.

No service or program provided by the Authority will be withheld from any person on the basis of residence in a county other than Alcona, Alpena, Montmorency, and Presque Isle counties. If a person cannot meet financial obligations incurred by such program or service, the county of residence will be billed.

JANUARY AGENDA ITEMS

Policy Review

Emergency Executive Succession 01-006

Policy Review & Self-Evaluation

Executive Director Role 03-001

Monitoring Reports

Budgeting 01-004

Emergency Executive Succession 01-006

Educational Session

TBD