



## BYLAWS

Steve Poggiali, Chair

Diane Taylor, Executive Director

### ARTICLE I: THE DISTRICT

The Alcohol, Drug Addiction, and Mental Health Services Board of Erie County (ADAMHS Board) served by a Board of Directors, as defined herein, and is a district organized, created and existing pursuant to the authority found in Ohio Revised Code, Section (ORC) 340.02.

### ARTICLE II: PURPOSE AND MISSION

**Section 1: Bylaws.** The purpose of these Bylaws is to establish a framework and procedures for the operations of the ADAMHS Board, until such time as they may be amended by the Board of Directors.

**Section 2: Mission.** The ADAMHS Board of Erie County plans, funds, directs and monitors a dynamic network that drives a continuum of behavioral health services in relentless pursuit of person-centered wellness and a healthy community.

### ARTICLE III: GOVERNANCE of the BOARD OF DIRECTORS

**Section 1: Authority of the Board.** Unless stated otherwise by law or these Bylaws, the Board governs the district and exercises all its authority. The Board can delegate its authority to individuals or committees through a Board Resolution. Board members are not required to provide a bond or surety for their duties. All members must take the Oath of Office at Regular Board meeting after their appointment, before participating in any official voting.

**Section 2: Appointing.** Members shall be appointed by their respective appointing authority.

**Section 3: Membership.** The ADAMHS Board shall consist of 14 volunteer members as follows: 8 appointed by the Erie County Commissioners and 6 appointed by the Ohio Department of Mental Health and Addiction Services.

**Section 4: Duties of the Board.** Subject to the rules of the Ohio Department of Mental Health and Addiction Services, the ADAMHS Board shall fulfill all statutory duties prescribed in Ohio Revised Code 340 et al, including but not limited to:

- a. Provide community members with access to a statutorily defined continuum of care, inclusive of prevention, treatment and recovery supports in the ADAMHS Board's district.
- b. Partner with other organizations in the planning of behavioral health services to implement a full continuum of care and avoid unnecessary duplication of services.
- c. Maintain an ongoing needs assessment process.

- d. Develop a community plan that represents community input. The plan will include both short- and long-term goals and objectives developed in a manner that facilitates measurable outcomes and objective assessment.
- e. Complete and submit to the Ohio Department of Mental Health and Addiction Services and the County Commissioners in Erie County an annual report, including fiscal accounting.

**Section 5: Terms of Office.** The board member cannot serve more than two consecutive four-year terms or three consecutive terms if those terms add up to more than ten years.

**Section 6: Compensation.** Members shall serve without compensation but will be reimbursed for actual and necessary expenses incurred in the performance of their duties.

**Section 7: Removal.** If a board member misses two meetings without notice or four meetings with notice in a year, the Executive Director can recommend the Board Chairperson to inform the appointment authority. The appointing authority may then replace the member.

**Reasons for Removal:**

- a. Neglecting their duties.
- b. Misconduct or wrongdoing while serving.
- c. Conflicts of interest as defined by Ohio Ethics Law, which generally prohibits using their position for personal gain or benefiting family or business associates.

**Section 8: Vacancies.** When a voluntary or end-of-term vacancy occurs, the Executive Director shall notify the appointing authority of the vacancy.

**Section 9: Conflict of Interest.** All Board members must follow the Ohio Ethics Law and related rules in ORC Chapter 102 and Sections 2921.42 and 2921.43. These laws generally prevent public officials and employees from using their positions for personal gain or to benefit their family or business associates.

## **ARTICLE IV: COMMITTEES**

**Section 1: Organization.** Committees shall organize annually, no later than June 30 of each year. The ADAMHS Board may have standing committees with at least three (3) members.

**Board of Directors.** Includes the Board Chair, Vice-Chair, and the Planning Committee Chair, Finance committee chair, and the members who all play a crucial role in overseeing and guiding the board's operations.

**1. Key Roles and Responsibilities, with specific duties as assigned:**

- a. **Board Chair:** Presides at all board meetings. Shall be member ex officio of all standing committees. The Board Chair is an elected position and may serve two consecutive terms.
- b. **Vice-Chair:** Assists the Chair and steps in when the Chair is unavailable, ensuring continuity in leadership.
- c. **Planning Committee Chair:** Oversees the development and implementation of strategic plans, ensuring the board's goals align with community needs.
- d. **Finance Committee Chair:** Manages the board's financial planning, budgeting, and reporting, ensuring fiscal responsibility and transparency.

- e. **Board Members:** Participate in meetings, contribute to decision-making, and support the board's initiatives through committees and activities.

Specifically, the Board of Directors are responsible for reviewing, updating, and establishing various policies and frameworks:

- A. **Salary Structure:** Establishing and reviewing the salary framework for staff to ensure fair and competitive compensation.
- B. **Personnel Evaluation Policies**
  - 1. **Evaluating the Executive Director:** Ensuring the performance and effectiveness of the board's executive leadership.
  - 2. **Budget Review:** Oversee and review the annual budget and monthly ADAMHS Board's receipts and expenditures.
  - 3. **Policy Review:** periodically review the ADAMHS Board's insurance policies.
  - 4. **Overseeing Contracts:** Oversee award, development, and specifications of the ADAMHS Board's contracts.

**Planning Committee** has several key responsibilities:

- A. **Strategic Planning.** Develop and update the strategic plan, ensuring alignment with the board's mission and goals.
- B. **Program Development.** Identifying and planning new programs or initiatives to address community mental health needs.
- C. **Needs Assessment.** Conduct assessments to determine the mental health needs of the county and recommend appropriate services.
- D. **Policy Recommendations.** Review and suggest policies to improve mental health services and support systems.
- E. **Resource Allocation.** Advise on the allocation of resources to various programs and services based on identified needs and priorities.
- F. **Community Engagement.** Foster relationships with community stakeholders to gather input and support for mental health initiatives.
- G. **Monitoring and Evaluation.** Oversee the implementation of programs and evaluate their effectiveness to ensure they meet the community's needs.

**Finance Committee** has several key responsibilities:

- A. **Budgeting and Financial Planning.** Develop and oversee the annual budget, ensuring it aligns with the board's strategic goals and priorities.
- B. **Financial Monitoring.** Regularly review financial statements, monitor income and expenditures, and ensure the organization operates within its budget.
- C. **Internal Controls.** Establish and maintain internal controls to safeguard the organization's assets and ensure accurate financial reporting.
- D. **Policy Development.** Recommend financial policies to the board, including those related to financial management, investments and risk management.
- E. **Reporting.** Ensure that the board is well-informed about the organization's financial status by providing regular updates and reports.
- F. **Compliance.** Ensure compliance with all relevant financial regulations and reporting requirements.
- G. **Resource Allocation.** Advise on the allocation of resources to various programs and services based on financial analysis and community needs.

**Ad-Hoc Committee** may be established as needed to address specific issues or projects that require focused attention and expertise. The Ad-Hoc Committee will consist of no less than 3 board members; and, it will be dissolved once their specific task or project is completed.

**Section 2: Staff Participation.** The Executive Director and staff designated by the Executive Director shall serve as resource members of any committee.

## ARTICLE V: MEETINGS

**Section 1: Open Meetings.** The ADAMHS Board will notify the public of all public meetings in compliance with Ohio Revised Code (ORC) Section 121.22.

**Section 2: General Meetings.** The times and locations of all ADAMHS Board meetings are on the website at [www.adamhsrie.org](http://www.adamhsrie.org). Meetings are held on the third Tuesday of each month, except in December, the meeting is held the second Tuesday of the month. For the most current schedule, please visit the Board's website, as these details are subject to change.

- **Finance Committee**  
Usually held bi-monthly on the Second Tuesday of odd-numbered months.
- **Planning Committee**  
Usually held on the first Tuesday of each month.

**Section 3: Special Meetings.** In the event that a Special Meeting is called, the ADAMHS Board shall give at least twenty-four (24) hours advanced notice to the news media that have requested notification, except in the event of an emergency requiring immediate official action. In the event of an emergency, the ADAMHS Board shall notify the news media that have requested notification immediately of the time, place, and purpose of the meeting.

**Section 4: Executive Session Meetings.** The ADAMHS Board may go into executive session, by a roll call vote, and exclude the general public and/or staff to discuss the following topics found in R.C. Section 121.22.

**Section 5: Quorum.** A simple majority of the ADAMHS Board constitutes a quorum. If a quorum of a standing committee is not met by the standing committee members present, said standing committee meeting may include Board members in attendance as part of the quorum for the transaction of business.

**Section 5: Motions.** A motion is a formal proposal made by a member during a meeting for the group to take action. Members of the ADAMHS Board should clearly state the motion's wording, and draft motions can be prepared in advance based on committee feedback. A motion needs a second from another member to be considered, indicating at least two members want it discussed (not necessarily agreeing with it). If there's no second, the motion isn't discussed. The Chairperson doesn't need to repeat the motion if it's written or clearly stated by the proposer.

**Section 6: Voting.** Only officially appointed members who are physically present at the meeting can vote. Members who are not present cannot join discussions or vote, even via conference call. Decisions are made by the majority of members present, as long as there is quorum.

**Section 7: Public Comments.** Visitors shall not participate in the said ADAMHS Board meeting unless called upon by the ADAMHS Board chairperson. With chairperson approval, a visitor can make a comment not to exceed five minutes.

**Section 8: Parliamentary Procedure.** The ADAMHS Board shall be governed by the latest edition of Roberts Rules of Order in all matters for all business matters, unless specified.

## **ARTICLE VI: THE EXECUTIVE DIRECTOR**

**Section 1: Duties of the Executive Director.** Shall perform the duties as described in O.R.C. 340.041 and other duties lawfully prescribed or delegated by the Board members, including the ability to execute legal instruments. In general, the Executive Director shall carry out the daily functions of the Board operations and the management of routine affairs of the district.

### **Section 2: Recruitment, Hiring and Compensation of the Executive Director.**

#### **a. Recruitment and Hiring.**

1. Upon notice of the Executive Director's resignation, removal or non-renewal of contract, the ADAMHS Board shall begin a recruitment process to employ a new Executive Director.
2. The ADAMHS Board may appoint an interim Executive Director to serve during the recruitment and hiring process.
3. The ADAMHS Board may contract with a consulting or executive search firm to assist with the recruitment and hiring of the Executive Director.
4. As a minimum, the Executive Director shall be either a qualified mental health or substance use disorder professional with experience in administration or a professional administrator with experience in mental health or alcohol and other drug services pursuant to the standards of the Ohio Revised Code 5119.
5. The ADAMHS Board shall vote to approve or disapprove the selection and contract.

#### **b. Compensation.**

1. The ADAMHS Board shall fix the compensation and fringe benefits of the Executive Director as authorized in O.R.C. 340.04. In determining the compensation of the Executive Director, the ADAMHS Board may consider the compensation of other similar positions in Erie County, of other Executive Directors of similarly sized boards in the State of Ohio, and any other factor in arriving at a reasonable compensation.
2. **Removal.** Pursuant to O.R.C. 340.032, the ADAMHS Board, by a majority vote of the full membership, may remove the Executive Director for cause, upon written charges, after an opportunity has been afforded him/her for a hearing before the ADAMHS Board on request.

## **ARTICLE VII: ORDER OF BUSINESS**

**Section 1: Order of Business.** The business of all general meetings of the ADAMHS Board shall be transacted in the following order:

1. Call to Order/Welcome
2. Guest Announcements
3. Approval of Minutes
4. Planning Committee Report
5. Finance Committee Report
6. Presentations

- 7. Executive Director Report
- 8. Fiscal Manager Report
- 7. Executive Session (if necessary)
- 8. Public Comments (at the Chairperson's discretion)
- 9. Adjournment

**ARTICLE VIII: INDEMNIFICATION AND INSURANCE**

**Section 1: Indemnification.** The ADAMHS Board will protect members and staff in the following ways:

- a. For any actions or lack of actions taken in their role regardless of whether these actions are explicitly authorized by law, if:
  - 1. The ADAMHS Board member or staff acted in good faith and believed their actions were in the best interests of the ADAMHS Board.
  - 2. In criminal cases, the ADAMHS Board member or staff did not believe their actions were illegal.
- b. The ADAMHS Board will cover any reasonable expenses, including attorney's fees, that a board member or staff incurs from defending themselves in a lawsuit or other legal proceedings related to their role, as long as they are successful in their defense. However, the ADAMHS Board will not cover punitive damages.

**Section 2: Liability Insurance.** The ADAMHS Board will get insurance to protect board members and staff from liability related to their official duties. If insurance isn't available or doesn't cover a claim fully, the ADAMHS Board may directly cover the costs as described in Article VIII, Section 1.



**ARTICLE IX. AMENDMENT AND REPEAL OF BYLAWS**

These bylaws may be reviewed or amended or repealed every time a new Chair is elected by the ADAMHS Board and/or whenever there are significant changes in laws or events that impact the board's operations. Requiring a 2/3 affirmative vote of the full membership of the Board for approval.

**ARTICLE X. NON-DISCRIMINATION**

All services and facilities provided by the ADAMHS Board will be available to everyone, without discrimination based on race, religion, nationality, ancestry, military status, color, age, sex, sexual orientation, disability, family status, ability to pay, or any other illegal reason. Similarly, no qualified person will face discrimination in employment for these same reasons.

APPROVED

 <hr style="border: 0.5px solid black;"/> Board Chairperson	11-19-2024 <hr style="border: 0.5px solid black;"/> Date
 <hr style="border: 0.5px solid black;"/> Executive Director	11-19-24 <hr style="border: 0.5px solid black;"/> Date