

PARTNERS BEHAVIORAL HEALTH MANAGEMENT BOARD BY-LAWS

ARTICLE I: PURPOSE

The purpose of Partners Behavioral Health Management is to be the Local Management Entity (LME) and Managed Care Organization (MCO) for community mental health services of the highest possible quality within the available resources to serve the populations of Burke, Catawba, Cleveland, Gaston, Iredell, Lincoln, Rutherford, Surry, and Yadkin Counties ("Partners Catchment Area"). Managed services shall include, but not be limited to, services for mental health disorders, intellectual/developmental disabilities, and substance use.

ARTICLE II: DESCRIPTION

Partners Behavioral Health Management is a public authority created effective July 1, 2012 by the combined Boards of Commissioners of Burke, Catawba, Cleveland, Gaston, Iredell, Lincoln, Surry, and Yadkin Counties and expanded effective July 1, 2019 to include Rutherford County. The commissioners, in collaboration with the North Carolina Department of Health and Human Services (DHHS), have established a partnership with the State for the delivery of community mental health services in Burke, Catawba, Cleveland, Gaston, Iredell, Lincoln, Rutherford, Surry, and Yadkin Counties. As a public authority, Partners Behavioral Health Management receives financial support from the following sources: federal government, state government, local government, grants, contracts, donations and other sources of revenue consistent with the above Purpose and any Statement of Mission and Vision.

ARTICLE III: BOARD COMPOSITION AND RESPONSIBILITIES

The membership of the Board shall comply with requirements for representation as specified by North Carolina Statutes.

A. Board Composition

The Board of Directors will consist of up to twenty-one (21) voting members along with the President of the MCO Provider Council or the President's designee (non-voting) and an administrator of a hospital providing mental health, developmentally disabled and substance abuse emergency services (non-voting) for a total Board of twenty-three (23) members. The two (2) non-voting members shall also participate only in Board activities open to the public.

Three (3) of the twenty-one (21) voting members will be filled by the recommendation of the local Consumer/Family Advisory Committee (CFAC) as follows: (1) the chair of CFAC or the chair's designee; (2) one family member of the local CFAC (*family member means an individual who is either (a) a relative by blood/marriage, (b) representative/guardian of an individual with disabilities or (c) lives in the same household as the individual with disabilities and has a substantial interest in the well-being of the individual*); and (3) one openly declared consumer member of the local CFAC. Of these three (3) members, the recommendations of the local CFAC and the appointing commissioners shall ensure that there is at least one member representing the interests of each of the following: (a) individuals with mental illness; (b) individuals

in recovery from addiction; or (c) individuals with intellectual or other developmental disabilities.

The remaining eighteen (18) members will be comprised of one County Commissioner or designee from each county in the catchment area not to exceed nine (9) members. The remainder of the members will fulfill the requirements set forth in NCGS § 122C-118.1 utilizing the suggestions of the Board's Nominating Committee.

In all instances, there shall be a minimum of one Board member from each county in the catchment area. There shall also be a maximum number of members from each county as listed below in order to reflect approximately a proportional population composition of the Board. There shall be an examination of the distribution every ten (10) years to coincide with the Census commencing in 2020.

Burke	2
Catawba	3
Cleveland	2
Gaston	4 (5 thru 6/30/19)
Iredell	4
Lincoln	2
Rutherford	1 (effective 7/1/19)
Surry	2
<u>Yadkin</u>	<u>1</u>
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The appointments of the three (3) Board members filled by the recommendation of the local CFAC shall be counted as part of the maximum numbers per county as delineated above. If a board member's occupation or county residency changes, it will be brought to the attention of the appointing commissioner(s) by that board member and/or the Clerk to the Board.

B. Appointment

Members of the Partners Behavioral Health Management Board will be appointed by the nine (9) Boards of County Commissioners, with each Board of Commissioners responsible for appointing the allotted number of Board members to represent their respective counties. Board members may fill concurrently no more than two categories of membership if the member has the qualifications or attributes of the two categories of membership. The County Commissioners serving on the Partners Behavioral Health Management Board will have voting privileges. Each member of the Partners Behavioral Health Management Board shall serve at the pleasure of the appointing Boards of County Commissioners. The Nominating Committee of the Board will meet throughout the year and compile names of potential appointees that possess the qualifications needed as specified by statute and as needed for the Board. These names and

biographies of the potential nominees shall be shared with the appointing Boards of Commissioners for consideration for positions as such positions become available.

Should a Board member choose to resign, the Board member will do so by letter to the appointing commissioners with copies to the Board Chair and Chief Executive Officer.

C. Term of Office

Any member of the Partners Behavioral Health Management Board who is a County Commissioner shall be deemed to be serving on the Board in an ex-officio capacity to his/her public office. The terms of commissioners are concurrent with their respective terms as public officials unless the Board of Commissioners reassigns a representative. The term of the CFAC representatives shall be concurrent with their respective term on the Advisory Committee. Terms of the other members on the Board shall be for three (3) years, with members eligible for reappointment for an additional three (3) years. Members appointed to fill an unexpired term shall serve the remainder of the original term and be eligible for reappointment for two (2) additional three (3) year terms. A one (1) year lapse in Board membership must occur before an individual is eligible for subsequent appointments to the Board.

For the initial formation of the Board, one-third of the members will be appointed for a one-year term (Class I); one-third for a two-year term (Class II); and all remaining members for a three-year term (Class III) to ensure that all terms do not expire at once. Thereafter, all Board members shall hold office for a term of three (3) years, whether or not initially appointed to Class I, Class II or Class III terms and shall serve for such term until the appointment and qualification of a successor, or until such Board member's death, resignation or removal. If for any reason the terms of the Board cease to be staggered by thirds as hereby intended, one or more terms of sitting Board members may be adjusted by up to one year by affirmative vote of a two-thirds majority of those members present at a single Board meeting, provided a copy of the proposed change in term(s) shall have been sent to each Board member before the meeting took place.

D. Officers

1. A Chair, Vice Chair, and Treasurer shall be elected by the Board. The terms of office shall be for one (1) year. The Board Chair need not always rotate counties. The Chair shall preside at all meetings of the Board and perform such other duties as may be directed by the Board. The Chair is authorized to sign all legal documents on behalf of the Board after the documents have been approved by resolution of the Board. The Chair shall appoint all committees and the Chair of each, except the Finance Committee. The Chair shall chair the Executive Committee and serve as an ex-officio member of all standing committees with no voting privileges except at the Board, Executive Committee, and standing committees-of-the-whole meetings. In the event the Chair is absent, without notice, for two consecutive meetings, submits

a resignation, or is removed from the Board, the Board will elect a new Chair.

The Vice Chair shall serve in the absence of the Chair and perform such other duties as may be directed by the Board. The Vice Chair also serves on the Executive Committee.

The Board Treasurer will serve as Chair of the Finance Committee.

The Board Secretary will be either the Chief Executive Officer or the Clerk to the Board and has no voting privileges.

2. Installation and Term of Office

The Nominating Committee shall present a slate of nominees at the May meeting for action at the June meeting. Additional nominations can be made from the floor, provided the consent of the nominee to serve, if elected, has been secured. Officers shall be elected and installed at the June meeting to serve for a term of one (1) year. Terms of the officers shall begin at the close of the meeting at which they are elected. No officer may serve in the same office for more than two (2) consecutive terms.

3. Vacancies

An officer vacancy shall be filled through nomination and election of the replacement at the next regularly scheduled meeting of the Board provided that the agenda will include that the vacancy exists. The Nominating Committee shall recommend potential Board members to County Commissioners, for appointment to the Board, when Board vacancies occur.

E. Committees

1. There shall be five (5) standing committees of the Board:

- Executive Committee
- Finance Committee
- Nominating Committee
- Human Rights Committee
- Regulatory Compliance Committee

Duties of each committee are outlined in the committee description, as adopted by the Board, as amended from time to time.

2. Ad Hoc Committees

Ad Hoc Committees will be appointed by the Chair from time to time.

3. Committee Membership

The Chair and a majority of each committee shall be Partners Behavioral Health Management Board members except Human Rights which shall be as defined in

10A North Carolina Administrative Code 27G .0504 (f).

4. **Executive Committee**

The membership of the Executive Committee will be the current Board Chair, current Vice Chair, current Treasurer, Immediate Past Chair, and two (2) other Board members appointed by the Chair, provided that no county shall have more than two representatives on the Executive Committee. The Executive Committee will be responsible for hearing personnel matters of the Area Authority, meeting and acting for the full Board in the months the full Board does not convene and for handling other significant events needing decisions prior to the meeting of the full Board.

5. **Quorum**

A majority of appointed Committee members shall constitute a quorum.

F. **County Commissioner Advisory Board**

Pursuant to N.C. Gen. Stat. § 122C-118.2, LME/MCOs have an advisory board to ensure advice is available to LME/MCO board and chief executive officer (CEO) from all boards of commission for the counties of that LME/MCO. Partners has a county commissioner, or designee, from all boards of commission of the counties in Partners Catchment Area represented on the Board. To efficiently comply with the statute, every regularly scheduled meeting of Partners' Board shall include an opportunity for each county commissioner or their designee on the Board to report and advise on matters relevant to its county and Partners.

G. **Board Meetings**

Regular meetings shall be held at least six (6) times per year at a location and time designated by the Board Chair. Notice of the date, place, and time of the meeting shall be sent to each Board member in the form of an agenda. Information concerning Board meetings shall also be made available to the local news media. Each Board member is responsible for contacting the Clerk to the Board in the event of their unavailability for a meeting.

H. **Special Meetings**

Special meetings may be called by the Chair of the Board or by three (3) or more members of the Board after notifying the Board Chair in writing. Notice of the date, place, and time of the called meeting shall be sent to each Board member and the local news media in the form of an agenda, as well as a special telephone call to the Board members prior to the date of the meeting.

I. **Conduct of Meetings**

Conduct of business at Board meetings shall, in general, follow procedures outlined in the current edition of Roberts Rules of Order except where specified otherwise in these

by-laws.

J. Minutes

A complete and accurate record of Board meetings shall be maintained in the form of minutes. These minutes shall be made available for inspection upon request of members of the community and employees of Partners Behavioral Health Management. Copies of the minutes shall be sent each month to the Boards of Commissioners via the County Managers.

K. Quorum

A majority of appointed Board members shall constitute a quorum.

L. Majority for Action

Any action of the Board requires a vote of greater than 50% of those voting. Participation in a Board meeting shall be allowed via conference call. Proxy voting will not be allowed at any meetings of this body.

M. Attendance

The Area Board may declare vacant the office of an appointed member who does not attend three (3) consecutive scheduled meetings without justifiable excuse. The Chair of the Area Board shall notify the appropriate appointing authority of any vacancy. Vacancies on the Board shall be filled by the initial appointing authority before the end of the term of the vacated seat or within ninety (90) days of the vacancy, whichever occurs first, and the appointments shall be for the remainder of the unexpired term.

ARTICLE IV: CHIEF EXECUTIVE OFFICER (CEO)

The Chief Executive Officer is an employee of the Board and shall serve at the pleasure of the Board. Duties of the Chief Executive Officer are as described in the job description for the Chief Executive Officer, as adopted by the Board, as amended from time to time.

ARTICLE V: AMENDMENTS

These by-laws may be amended after having been approved at one (1) Board meeting by affirmative vote of a two-thirds majority of those members present, provided a copy of the proposed amendment shall have been sent to each Board member before the meeting took place.

ARTICLE VI: ADOPTION

The Partners Behavioral Health Management By-Laws, as contained herein, were reviewed and adopted by the Partners Behavioral Health Management Board in regular session on July 2, 2012 with a quorum present, and as prescribed by Article III (Majority for Action); and properly amended from time to time as reflected below.

ARTICLE VI

ADOPTION

The Partners Behavioral Health Management By-Laws, as contained herein, were reviewed and adopted by the Partners Behavioral Health Management Board in regular session on July 2, 2012 with a quorum present, and as prescribed by Article III (Majority for Action).

Pamela B. Poteat

Partners Behavioral Health Management Board Chair

7/6/12

Date

Anita B. Langaft

Clerk to the Board

7/6/12

Date

AMENDMENTS

AMENDED-August 16, 2012

Reference: Article III, Section E.5. (Committee quorum requirement change)

AMENDED-November 15, 2012

Reference: Article III, Section E.1. (Audit Committee and Finance Committee combined into one committee – Finance Committee)

AMENDED-February 21, 2013

Reference: Article III, Sections A and B was revised to reflect the changes in board composition and requirements as specified by *NCGS § 122C-118:1 Structure of Area Board*.

AMENDED-March 21, 2013

Reference: Article III, Section L *Attendance* was revised to reflect that the Area Board may declare vacant the office of an appointed member who does not attend three consecutive scheduled meetings without justifiable excuse, as stated in *NCGS § 122C-118:1 Structure of Area Board*.

AMENDED – August 15, 2013

Reference: Article III. Section A *Board Composition*, second paragraph was revised to provide definition of “a family Member.”

AMENDED – November 16, 2017

Reference: Article I updated to reflect Partners is both an LME and MCO; to alphabetize the counties; and to reflect modern parlance for intellectual/developmental disabilities and substance use. Article III updated to reflect Board Chair may vote in committees of the whole; to memorialize the creation in March 2017 of a Regulatory Compliance Committee required by new law and contract; to change “job description” to “committee description”; and to ensure statutory compliance as to an established county commissioner advisory board.

AMENDED – April 18, 2019

Reference: Updated to include Rutherford County effective July 1, 2019, and to adjust Board composition accordingly. Minor typographical and format changes. Deleted language unique to the initial creation of the Board and no longer necessary. Added language to ensure the Board member terms remain staggered by thirds over time, including the addition of Rutherford County.

Certification

I, Donna S. Buff, Clerk to the Gaston County Board of Commissioners, do hereby certify that the above is a true and accurate copy of the Partners Behavioral Health Management By-laws as adopted by the Board of Commissioners on October 22, 2019.

Donna S. Buff, Clerk