

FAYETTE COUNTY BEHAVIORAL HEALTH ADMINISTRATION (FCBHA)
ADVISORY BOARD

BYLAWS

ARTICLE I

NAME AND PURPOSE

Section 1. **NAME** - The name of this organization shall be the “Fayette County Behavioral Health Administration Advisory Board.”

Section 2. **PURPOSE** - The Board shall serve in an advisory capacity to the County Commissioners and to the Fayette County Behavioral Health Administration CEO/Administrator to develop and plan with them those Mental Health and Intellectual Disability services mandated under the Mental Health and Intellectual Disability Act of 1966.

Section 3. **DUTIES** - The duties and powers of the Board, as outlined in Section 303 of the Act aforesaid and Chapter 4200 of the Regulations of the Pennsylvania Department of Human Services , are as follows:

- (A) To review and evaluate the County’s mental health and intellectual disability needs, services, facilities, and special problems in relation to the local health and welfare needs, services and programs.
- (B) To recommend to the County Commissioners not less than two candidates for the position of CEO/Administrator. Such persons shall meet the standards of professional skill and experience as the Pennsylvania Department of Human Services may establish by regulation.

- (C) To develop, together with the CEO/Administrator, annual plans for the mental health and intellectual disability program required by Sections 301 and 509 of the Act.
- (D) To make recommendations to the County Commissioners regarding the program and any other matters relating to the mental health and intellectual disability services in the County, including purchase of service contracts and the extent of funds required to implement the program.
- (E) To review performance under the mental health and intellectual disability program and to recommend a system of program evaluation.

ARTICLE II

MEMBERSHIP

Section 1. In accordance with the Mental Health and Intellectual Disability Act of 1966, Section 302 (b), appointments to this Board shall be made in accordance therewith by the County Commissioners for a three (3) year term. The Board complement will include 13 members.

Section 2. Resignations from this Board are filed with the County Commissioners and the Chairperson of the Board. In the case of a Board resignation or termination, the new appointee will fill the unexpired term of the previous Board member.

ARTICLE III

MEETINGS OF THE BOARD

Section 1. Regular Meetings - The Board shall hold at least four (4) meetings each year, including at least one meeting each quarter at a time and place fixed by the Board.

Section 2. Special Meetings - Special meetings may be called by the Chairperson of the Board, or by the majority vote of the Executive Committee or upon written request to the Chairperson from any four (4) members of the Board. The Chairperson shall act affirmatively upon the request. The Board shall be notified at least one (1) week in advance of the topics to be discussed at the special meeting and no other business other than said topics shall be transacted.

Section 3. Quorum - Seven (7) Board members shall constitute a quorum and no business shall be transacted unless seven (7) Board members are present at the meeting.

ARTICLE IV

OFFICERS

Section 1. Officers - The officers of the Board shall be Chairperson, Vice-Chairperson, and Secretary.

Section 2. Election of Officers - The nomination of officers shall be held during the November meeting of each year. Elections shall be held at the first meeting of the calendar year. Elected members shall assume office upon election.

Section 3. Terms of Office – All officers shall serve a term of one (1) year and shall be eligible for re-election at the completion of each one (1) year term. The Chairperson can serve no more than two (2) consecutive terms.

Section 4. Vacancies - A vacancy for the balance of the term occurring in any elected office shall be filled by the Board at its next regularly constituted meeting.

Section 5. Duties

- (a) Chairperson - The Chairperson of the Board shall preside at all regular or special meetings of the Board. The Chairperson shall appoint all standing and special committees. The Chairperson shall vote only in the case of a stalemate. The Chairperson shall be an ex-officio member of all committees. The Chairperson also certifies by signature all Board Minutes once adopted by the members of the Board. Minutes are not considered official until certified by the Chairperson.
- (b) Vice-Chairperson - The Vice-Chairperson shall, in the absence or incapacity of the Chairperson, perform the duties of the Chairperson, subject to the provisions of these Bylaws.
- (c) Secretary - The Secretary shall be the recording officer of the Board and the custodian of its records except such records as specifically assigned to others. The Secretary shall keep one book which contains the Bylaws of the Board and the Mental Health and Intellectual Disability Act of 1966.

ARTICLE V
COMMITTEES

Section 1. Special Committees - Special Committees may be authorized by the Board in regular or special meetings assembled or by the majority of the Executive Committee for any purpose for which there is no existing committee of the Board. The Chairperson shall appoint the members of any such committee from within the membership of the Board unless otherwise stipulated by the majority of the Executive Committee.

Section 2. Standing Committees-Terms of Office-Appointment

The Chairperson shall appoint the following Committees: Bylaws, Finance & Data, Human Resource, Mental Health, and Intellectual Disabilities. The members of these committees shall hold office for one (1) year from the date of appointment, except those members who hold office at the time of the

adoption of these bylaws who shall continue in office until the end of the current calendar year. The Chairperson shall appoint the chairperson of each committee.

- (a) Executive Committee - This committee shall consist of the Officers of the Board and two (2) members of the Board to be elected by the membership of the Board at the first organizational meeting of the new Board. The duties of this committee shall be to act between Board Meetings in cases of emergency. The minutes of the Executive Committee shall be read at the regular Board meeting. All actions of the Executive Committee are subject to approval of the Board. The Chairperson shall be the chairperson of the Executive Committee.
- (b) Bylaws Committee - This committee shall consist of three (3) or more Board members and have such duties as are generally assignable to such a committee together with the duties outlined in Article VI of these Bylaws.
- (c) Finance & Data Committee - This committee shall consist of at least three (3) Board members. The committee shall review and analyze any changes to the Behavioral Health Administration contracts; regularly review Providers' incoming expense reports; review and make recommendations in regard to the County Fiscal Manual; participate in the evaluation of Providers concerning their Fiscal Department; review and make recommendations concerning the budgetary sections of the County Human Services Plan; provide ongoing review of the County's Management Information System; and review any data developed for the County Human Services Plan, Early Intervention, Family Based, etc.
- (d) Human Resource Committee - This committee shall consist of three (3) or more Board members. The Committee shall study and recommend to the County Commissioners the adoption of desirable personnel policies and practices; assist the Behavioral Health Administration CEO/Administrator in the planning and implementation of a Compensation Plan; provide ongoing review and development of a County-wide training program; review and recommend the adequate

planning, recruiting, and retention of the workforce to implement the MH/ID Act; review any evaluation of Providers' personnel departments; and review the County Human Services Plan requirements for Personnel and Human Resources.

- (e) Mental Health Committee - This committee shall consist of three (3) or more Board members with at least one from the field of child/adolescent mental health and one from the field of adult mental health. The committee shall review outcomes of regular site visits performed by the Behavioral Health Administration staff; review all evaluations and licensing results; review pertinent policies and MH/ID bulletins; review and provide feedback on the County Human Services Plan; and review and make recommendations on any technical assistance committees operated by the Behavioral Health Administration.
- (f) Intellectual Disabilities Committee - This committee shall consist of three (3) or more Board members with at least one from the field of intellectual and developmental disabilities. The committee shall review outcomes of regular site visits performed by the Behavioral Health Administration staff; review all evaluations and licensing results; review pertinent policies and MH/ID bulletins; review and provide feedback on the County Human Services Plan; and review and make recommendations on any technical assistance committees operated by the Behavioral Health Administration.

Section 3. FCBHA has a separate Advisory Board of Directors for oversight of the HealthChoices (HC) book of business. The HC Advisory Board includes two members from the FCBHA Advisory Board. One seat is held by the current Chairperson of the FCBHA Advisory Board. The second position is elected by the FCBHA Advisory Board by majority vote.

Section 4. Vacancies - The Chairperson of the Board shall have the power to fill vacancies on any committee, except the Executive Committee, whose members shall be elected by the membership of the Board.

Section 5. Quorum - A majority of the members of any committee shall constitute a quorum.

Section 6. Ex-Officio Members - The Chairperson of the Board shall be ex-officio member of all committees.

Section 7. Minutes - Each committee shall keep a record of its committee meetings, and report its minutes at the next regular meeting of the Board.

ARTICLE VI

AMENDMENTS

Section 1. Bylaws - These Bylaws may be amended at a regular meeting or special meeting of the Fayette County Behavioral Health Administration Advisory Board by two-thirds vote of the membership present, provided, however, that any proposed amendments have been presented to the Bylaws Committee. This committee shall review the proposed changes and submit them in writing to the membership two weeks in advance of said regular or special meeting. The Bylaws Committee shall also report its recommendations concerning amendments to the Board for its approval or disapproval.

ARTICLE VII

ABSENCES

Section 1. Regular Scheduled or Special Meetings - For any person serving on the Board who shall be absent from two (2) consecutively scheduled meetings (whether the same be the regular scheduled meeting or a special meeting) without due cause as described by the Board, a recommendation shall be forwarded to the County Commissioners that this person's membership be

terminated in accordance with the procedures listed below. Removal from the Board for failure to attend two (2) consecutively scheduled meetings as aforesaid, should occur only after written notification is sent from the Chairperson of the Fayette County Behavioral Health Administration Advisory Board to the absent member at least seven (7) days prior to the next regular scheduled or special meeting. This notice shall state:

- (A) The date, time and place of the next regular or special meeting;
- (B) That the said member has been absent from two (2) consecutively scheduled meetings whether the said be a regular or special meeting;
- (C) Said member, at the next regularly scheduled or special meeting, may show cause why he or she should not be removed from the Board for failure to attend two (2) consecutively scheduled meetings aforesaid.

If said member appears to show cause why his or her membership should be continued, it shall have to be agreed upon the majority vote of the other Board members.

If said member fails to appear and show cause why his or her membership should not be terminated, his/her membership shall be terminated automatically. This addendum is not to apply to the representatives of the County Commissioners.

ARTICLE VIII

CONFIDENTIALITY

Section 1. **CONFIDENTIALITY**

- (a) Board Members have a fiduciary duty to the Fayette County Behavioral Health Administration and the Board as a whole (hereinafter the “FCBHA”), which includes a duty of loyalty.
- (b) A Board Member’s duty of loyalty requires that each Board Member not take any action, which would be detrimental to the FCBHA including, but not limited to, the disclosure of confidential information.

- (c) Confidential information includes, but is not limited to information of every kind and sort relating to the FCBHA, including proprietary information, client information, financial and technical information, and other documents or records prepared or compiled by or for the FCBHA (“Confidential Information”).
- (d) Board Members shall not disclose, in any form or manner whatsoever, Confidential Information to any individual, entity or association whatsoever, without the express written consent of the administrators of the FCBHA.
- (e) Board Members shall not make copies in any manner whatsoever of any documents containing Confidential Information, without the express written consent of the administrators of the FCBHA.
- (f) Any and all disclosures of Confidential Information made pursuant to the Sunshine Act or any other federal and/or state statute or regulation, shall not be made by any individual Board Member or Members, but shall be made in the form of a written statement of disclosure issued by the Board of Directors.
- (g) Any and all questions regarding confidentiality issues and issues regarding Confidential Information that can not be resolved by referring to these Rules or for which a question, an issue of interpretation or conflict arises shall be referred to the Assistant County Solicitor retained to represent the FCBHA for advice.

Section 2. **VIOLATIONS**

- (a) Any person serving on the Board who it is determined has violated any of the confidentiality provisions of Section 1, once said violation has been substantiated, may tender his voluntary resignation from the Board. In the absence of a voluntary resignation, the Board may recommend that this person's membership be terminated without further consideration.

ARTICLE IX

AUTHORITY

Section 1. **Authority** – The rules contained in the current edition of *Robert's Rules of Order* shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board may adopt.