

BYLAWS  
OF THE  
DETROIT WAYNE MENTAL HEALTH  
AUTHORITY

Effective as of the date of adoption by the full Board

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DETROIT WAYNE MENTAL HEALTH AUTHORITY**

**TABLE OF CONTENTS**

**ARTICLE I – NAME; CREATION; GOVERNING LAW.....1**

**ARTICLE II – POWERS AND DUTIES OF THE AUTHORITY.....1**

**ARTICLE III – BOARD OF DIRECTORS.....1**

Section 1 – General .....1

Section 2 – Appointment .....1

Section 3 – Term, Vacancy, Removal, Compensation, Expenses .....2

Section 4 – Meeting Attendance.....2

Section 5 – Orientation and Education of Board Membe.....3

**ARTICLE IV – STATUTORILY REQUIRED EXECUTIVE STAFF AND  
COMPLIANCE OFFICER.....3**

Section 1 – Executive Director, President and CEO.....3

Section 2 – Function of the President.....3

Section 3 – Annual Review of President’s Performance .....3

Section 4 – Medical Director .....4

Section 5 – Compliance Officer .....4

Section 6 – Director of the Office of Recipient Rights.....4

**ARTICLE V – BOARD OFFICERS.....4**

Section 1 – Election of Officers, Timeline, and Terms of Office.....4

Section 2 – Removal .....4

Section 3 – Chairperson.....4

Section 4 – Vice Chairperson .....5

Section 5 – Treasurer .....5

Section 6 – Secretary.....5

Section 7 – Executive Committee.....5

**ARTICLE VI – BUDGET, FINANCIAL CONTROLS AND POLICIES .....6**

**ARTICLE VII – BOARD COMMITTEES.....6**

Section 1 – Standing Committees .....6

Section 2 – Special Committees .....8

Section 3 – Appointment to Committees.....9

Section 4 – Terms on Committees .....9

Section 5 – Chairperson of Committees.....9

Section 6 – Telephonic Participation at Committee Meetings .....9

**ARTICLE VIII – SUBSTANCE USE DISORDER OVERSIGHT POLICY BOARD.....10**

**ARTICLE IX – MEETINGS OF THE AUTHORITY BOARD .....10**

Section 1 – Open Meetings Act .....10

<b>Section 2 – Conflict of Interest Provisions .....</b>	<b>10</b>
<b>Section 3 – Full Board Meetings .....</b>	<b>12</b>
<b>Section 4 – Special Meetings of the Board .....</b>	<b>12</b>
<b>Section 5 – Annual Meeting .....</b>	<b>13</b>
<b>Section 6 – Quorum .....</b>	<b>13</b>
<b>Section 7 – Roll Call Vote .....</b>	<b>13</b>
<b>Section 8 – Voting by Proxy .....</b>	<b>14</b>
<b>ARTICLE X – BOOKS AND RECORDS .....</b>	<b>14</b>
<b>ARTICLE XI – INDEMNIFICATION.....</b>	<b>14</b>
<b>ARTICLE XII – AMENDMENT TO BYLAWS .....</b>	<b>14</b>
<b>ARTICLE XIII – CONDUCT OF MEETINGS .....</b>	<b>15</b>
<b>EXHIBIT A – WAYNE COUNTY COMMISSION’S ENABLING RESOLUTION</b>	
<b>EXHIBIT B – SCHEDULE OF JULY 2013 AGENCY/AUTHORITY BOARD APPOINTMENTS</b>	

**BYLAWS  
OF THE  
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**ARTICLE I – NAME; CREATION; GOVERNING LAW**

The name of the organization is the Detroit Wayne Mental Health Authority (“Authority”), created pursuant to (i) Michigan law, specifically sections 204, 205 and 212 of Michigan Public Act 258 of 1974, as amended (the "Mental Health Code" or “Code”) and (ii) an Enabling Resolution enacted by the Wayne County Commission on June 6, 2013 (“Enabling Resolution”), with the effective date of October 1, 2013.

The Authority is an independent governmental entity subject to state and federal law and the Enabling Resolution. Because the Enabling Resolution is integral to the creation and operation of the Authority, a copy is appended and incorporated by reference herein as Exhibit A to these Bylaws.

**ARTICLE II – POWERS AND DUTIES OF THE AUTHORITY**

The powers and duties of the Authority are set forth in the Code and the Enabling Resolution.

**ARTICLE III – BOARD OF DIRECTORS**

Section 1 – General

The affairs of the Authority shall be governed by its Board of Directors (the "Board") which shall act through its resolutions and official Board actions in conformity with the Code, federal and state statutes, rules and regulations and these Bylaws and Board policies. The Board shall set the Authority’s goals and authorize the necessary actions to carry them out. Unless otherwise prohibited by law, the Board may delegate to the Authority’s Chief Executive Officer responsibility for carrying out Board directives. All powers not delegated by the Board shall remain with the Board.

Section 2 – Appointment

The Authority Board shall consist of twelve (12) members and shall be appointed by the Wayne County Commission (“Commission”) in accordance with the provisions of Section 212 of the Code, and Sections (4) and (5) of the Enabling Resolution.

Each Board member shall promptly provide the Authority’s Board Liaison with current and updated contact information, including telephone and electronic mail, and preferences regarding receipt of Board notices.

### Section 3 – Term, Vacancy, Removal, Compensation, Expenses

In accordance with the provisions of Section 224 of the Code, the term of office of a Board member shall be three (3) years from April 1 of the year of appointment. The terms of the Board members shall be staggered so that, one-third of the positions will be filled each year. A vacancy shall occur upon the expiration of a term, and shall be filled in the same manner as the original appointment. A Board member may be removed from office by the Commission for neglect of official duty or misconduct in office after being given a written statement of reasons and an opportunity to be heard on the removal. It is the responsibility of the Executive Committee, upon direction from the Board or upon its own cognizance, to make a determination as to whether the Commission should be formally notified regarding a Board member's neglect of duty or misconduct. A Board member may resign at any time by providing written notice to the Board Chair, Commission and the authority that nominated the Board member. Upon a Board member's resignation or removal, the Board member appointed to fill a vacancy shall hold office for the remainder of the unexpired term, unless that Board member resigns or is removed from office.

A Board member shall be paid a per diem payment equal to the highest per diem payment for members of other Wayne County advisory boards set by the Commission and shall be reimbursed for necessary travel expenses for each meeting attended. The mileage expense fixed by the Commission shall not exceed the mileage reimbursement as determined by the State Officers' Compensation Commission. A Board member shall not receive more than one (1) per diem payment per day regardless of the number of meetings scheduled by the Board for that day.

### Section 4 – Meeting Attendance

Each Board member shall attend all regular Board meetings and is expected to use good faith efforts to attend all meetings of any committee on which such Board member is serving. Requests to be excused from meetings shall be made prior to the meeting to the Board Liaison. A Board member shall be presumed to have neglected her/his duties if the Board member fails to attend two (2) consecutive regular Board meetings, unless that member has previously notified the Board Liaison of his/her request to be excused from one or both of the meetings. The Board, through the Executive Committee, shall notify the Commission of such presumed neglect and for the Commission to take appropriate action under Section 224 of the Code.

The Board shall adopt such other reasonable attendance policies necessary to ensure Board members carry out their duties and responsibilities.

### Section 5 – Orientation and Education of Board Members

New Board members shall receive an orientation about the Authority and their positions prior to participation at their first Board meeting. Board member orientation shall include, but not be limited to, a review of these Bylaws, all Board Policies, all non-Operational Policies of the Authority, and of any Authority policies which apply to Board members. Board members shall, on an ongoing basis, be educated regarding the strategic direction, rules, law, regulation and practice that may affect community mental health care in Wayne County and the State of Michigan.

The Board shall adopt policies regarding the content, timing and frequency of a regular system of Board orientation and continuing education on matters relevant to the effective operations of the Authority.

#### Section 6. Report to the Commission

The Board shall provide the Commission with an annual report, no later than December 1<sup>st</sup> of each year describing the Authority's programs and performance, its goals, its long-range plans and strategies, and a financial overview. A copy of the annual report to the Commission shall also be provided to the Board for receipt during its regularly-scheduled December meeting.

### **ARTICLE IV – STATUTORILY REQUIRED EXECUTIVE STAFF AND COMPLIANCE OFFICER**

#### Section 1 – Executive Director, President and CEO

In accordance with the provisions of Section 226 of the Code, the Board shall select an individual to be Executive Director of the Authority. The Board has the sole discretion to hire and fire the Executive Director who shall, at all times, report to the Board. The Executive Committee shall be responsible for negotiating a contract for employment of the Executive Director and presenting that contract to the Board for approval. The Executive Director may hold the title of President and Chief Executive Officer (“CEO”).

#### Section 2 – Function of the President

The President shall function as the chief executive and administrative officer of the Authority and shall execute and administer the community mental health services program in accordance with the Board's approved annual plan and operating budget, and applicable law, policies, actions and procedures. The terms and conditions of the President's employment, including tenure of service, shall be as mutually agreed to by the Board and the President and shall be specified in a written contract.

The President has the authority and responsibility for hiring, firing and supervising all employees, except as otherwise specified in sections 5 and 6 below as to the Compliance Officer and the Director of the Office of Recipient Rights. The President shall conduct a performance review of all Authority executive officers, on an annual basis. The President shall present each officer's annual performance evaluation to the Executive Committee.

#### Section 3 – Annual Review of President's Performance

The Executive Committee shall conduct a performance review of the President on an annual basis, on or about the anniversary date of the President's employment contract. The Executive Committee shall provide its recommendation for final action by the Board.

#### Section 4 – Medical Director

The President shall appoint a medical director who meets the applicable requirements in the Code. The medical director shall advise the President on medical policy and treatment issues and shall be referred to as the Chief Medical Officer.

#### Section 5 – Compliance Officer

The President shall select a Compliance Officer for the Authority, however, such selection shall be subject to disapproval by the majority of the Board. The Compliance Officer may perform other functions for the Authority, however, she or he shall report on Authority compliance issues directly to the President or the Board. In the event any compliance issue implicates the President, the Compliance Officer shall report directly to the Executive Committee of the Board. Only the Board, with a Supermajority vote (defined below as 2/3 of the entire board/ 8 members), can independently terminate the employment of the Compliance Officer. The President can terminate the employment of the Compliance Officer, subject to disapproval by the majority of the Board.

#### Section 6 – Director of the Office of Recipient Rights

The President shall select a Director of the Office of Recipient Rights who has the education, training, and experience to fulfill the responsibilities of the office. The President shall not select, replace, or dismiss the Director the Office of Recipient Rights without first consulting the Authority's Recipient Rights Advisory Committee. [MCL 330.1755(4)]

### **ARTICLE V – BOARD OFFICERS**

#### Section 1 – Election of Officers, Timeline, and Terms of Office

The Authority officers of the Board shall be a Chairperson, Vice Chairperson, Secretary and Treasurer. The election of officers shall occur on an annual basis with terms beginning April 1<sup>st</sup> and expiring on March 31<sup>st</sup>. The officers elected under these provisions may be reelected for consecutive terms.

#### Section 2 – Removal

Any officer may be removed from their position by majority vote of the total Board membership, whenever, in its judgment, the best interests of the Authority would be served thereby.

#### Section 3 – Chairperson

The Chairperson shall, in general, supervise the affairs of the Board. The Chairperson will preside at all meetings of the Board; appoint the chairperson, vice chairperson, and membership of all standing committees and special committees; call meetings of the Board in accordance with these Bylaws and all applicable law and serve as a voting *ex officio* member of all committees. The Chairperson shall execute the contracts between the Board and the State of Michigan for or on behalf of the Board; and, in general, the Chairperson shall perform

all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board from time to time.

#### Section 4 – Vice Chairperson

In the absence of the Chairperson or in the event of the Chairperson's inability to act, the Vice Chairperson shall perform the duties of the Chairperson, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice Chairperson will perform such other duties as from time to time may be assigned by the Chairperson or by the Board.

#### Section 5 – Treasurer

The Treasurer shall be responsible for the review of Authority finances; shall serve as Chairperson of the Finance Committee; and, in general, perform all duties incident to the office of Treasurer and such other duties as the Chairperson or the Board may from time to time assign to the Treasurer. In the absence of the Chairperson or Vice Chairperson, the Board meeting shall be conducted by the Treasurer.

#### Section 6 – Secretary

The Secretary will ensure that minutes of the meetings of the Board are taken, maintained and distributed to all Board members. The Secretary may delegate to the Board Liaison the taking of meeting minutes, provided, however, that the Secretary may review Board minutes each month prior to them being included in the Board packet and sign off on the minutes after they are approved by the Board. The Secretary shall also make certain that all notices are duly given in accordance with the provisions of these Bylaws, the Open Meetings Act or as otherwise required by law; be custodian of the Board records and Bylaws; and, in general, perform all duties incident to the office of Secretary and such other duties as the Chairperson of the Board may from time to time assign to the Secretary. In the absence of the other Board officers, the Secretary shall conduct the Board meeting.

#### Section 7 – Executive Committee

The officers of the Board and the immediately preceding Chairperson of the Board shall compose the Executive Committee. The Executive Committee shall meet monthly, or as the Chairperson or, in her/his absence, the Vice Chairperson, may deem necessary or appropriate. The Executive Committee shall facilitate the dissemination of data and information relevant to Board matters to the Board and other committees by gathering, considering and sorting such data and information, and distributing such data and information to the Board and other committees. The Executive Committee shall have no power or authority to deliberate toward, or render a decision on, a public policy, unless the Executive Committee is expressly authorized by the Board, in advance of an Executive Committee meeting, to render a decision as to a specific issue. It may submit reports and make recommendations to the full Board, however, except as set forth in the preceding sentence, such reports and recommendations shall have no binding effect on the Board.

## **ARTICLE VI – BUDGET, FINANCIAL CONTROLS AND POLICIES**

The Board shall be responsible for the following:

(a) Pursuant to section 226 of the Code, the Board shall annually examine and evaluate the mental health needs of Detroit/Wayne County, determine the public and nonpublic services necessary to meet those needs, and review and approve a corresponding budget and annual implementation plan.

(b) The Authority shall adopt operational policies and procedures for the operation of the Authority as an independent entity. Those policies and procedures shall include: financial and budgetary policies; banking, investment and cash management policies; provider and billing policies; human resource policies; procurement policies; conflict of interest policies; compliance policies; HIPAA policies; and such other operational policies and procedures as necessary and appropriate for the proper operation of the Authority. The Board delegates to the President/Executive Director, or her/his designee, the authority and responsibility to approve and implement operational Authority policies; provided, however, (i) the following policies shall require Board approval upon implementation or upon any substantial change: financial and budgetary policies, banking and investment policies, conflict of interest policies, and procurement policies and (ii) prior to the adoption of new policies not requiring Board approval, they shall be made available for Board members' review, comment and, if desired, formal consideration by the Board.

## **ARTICLE VII – BOARD COMMITTEES**

### **Section 1 – Standing Committees**

In addition to the Executive Committee, the Board shall have four (4) permanent standing committees: the Finance Committee, the Program and Compliance Committee, the Recipient Rights Advisory Committee, and the Nominating Committee.

All standing committees shall abide by a committee charter, which shall state the committee's mission statement and define the committee's primary goals and objectives, in addition to detailing how committee meetings will be held, how meeting agendas will be handled, how committee minutes will be drafted and approved, and how the committee members will work together to fulfill the goals of the committee as a whole.

#### **1.1(a) Finance Committee**

The Finance Committee shall consist of not less than 4 and not more than 6 Board members. The Committee shall review the financial position of the Authority in relation to state, county, federal and other funding sources; the budget and allocations and third party payments; address audit issues when appropriate; analyze financial reporting requests/requirements and Authority expenditures; and consider such other financial matters as the Board or the Chairperson of the Board may refer to the Committee. The Chairperson of the Finance Committee shall be the Board Treasurer. The Finance Committee shall meet monthly, on a regular basis, at a date and time determined by the Chairperson.

### 1.1(b) Program and Compliance Committee

The Program and Compliance Committee (“PCC”) shall consist of not less than 4 and not more than 6 Board members. PCC shall review data and narrative information provided by Authority staff regarding services delivered by community-based service providers and hospital providers; review proposed new programs and existing programs and make recommendations relating thereto; make recommendations which encourage improvement in quality of services; review information with a view towards policy which encourages accountability in areas of programmatic, fiscal, compliance and clinical performance; and review compliance program issues and initiatives and make recommendations relating thereto. PCC shall meet monthly, on a regular basis, at a date and time determined by the committee chairperson.

### 1.1(c) Recipient Rights Advisory Committee

- (i) The Board Chairperson shall appoint Board members to the Recipient Rights Advisory Committee (“RAC”). There shall be no less than three (3) and no more than four (4) Board members appointed to this committee. The RAC chairperson shall be a Board member. Additional members shall be appointed to the following the process described in the bylaws of the RAC. The RAC consist of no less than six (6) and no more than twenty-four (24) members. The membership on the RAC shall be broadly based so as to best represent the varied perspectives of the Authority’s service delivery area. At least 1/3 of the RAC membership shall be primary consumers or family members, and of that 1/3, at least 1/2 shall be primary consumers. Members of the RAC, with the exception of those being paid by their employer while attending the meeting, shall be paid a per diem payment, no greater than the Board’s per diem payment, for attendance at RAC meetings and RAC appeals committee meetings, as noted in Article III, Section 3.
- (ii) The RAC shall do all of the following:
  - (A) Meet at least semiannually, or as necessary to carry out its responsibilities.
  - (B) Maintain a current list of members’ names to be made available to individuals upon request.
  - (C) Maintain a current list identifying the categories of RAC members, per section 1.1(c)(i) above, to be made available to individuals upon request.
  - (D) Protect the Office of Recipient Rights (“ORR”) from pressures that could interfere with the impartial, even-handed and thorough performance of its functions.

- (E) Recommend candidates for Director of the Office of Recipient Rights to the President of the Authority, and consult with the President regarding any proposed dismissal of the Director of ORR.
- (F) Serve in an advisory capacity to the President and the Director of the ORR.
- (G) Annually review the funding of the ORR during the budgetary process in accordance with Section 755(2) of the Code.
- (H) Designate panels of the RAC members to serve as the Authority's RAC appeals committee for appeals in accordance to Section 784 of the Code.
- (I) Meetings of the RAC (except when meeting as the appeals committee) are subject to the Open Meetings Act. Minutes shall be maintained and made available to individuals upon request.

#### 1.1(d) Nominating Committee

The Nominating Committee shall consist of four members, and its purpose shall be to nominate Board Officers. The Nominating Committee shall be appointed by the Chairperson of the Board, shall meet annually or as necessary to fill an Officer vacancy, and shall function, as set forth below.

The Chairperson shall annually appoint members to the Nominating Committee, consisting of four Board members, prior to the January regular Board meeting. The Chairperson's slate of appointments shall be submitted for Board confirmation at the Board's regular January meeting and, if not approved, alternative slates of nominees shall be proposed until Nominating Committee members have been selected. The Nominating Committee shall report a recommended slate of officers at the February regular Board meeting. The Board shall accept or reject the slate of officers by majority vote. If the Board rejects the slate of nominees, nominations for individual officer positions may be taken on the floor, or the Nominating Committee shall meet and create a new slate of nominees to be presented at a special board meeting prior to the March regular Board meeting.

#### Section 2 – Special Committees

The Board may establish such other special or *ad hoc* committees as it may deem necessary or appropriate.

Once the Board Chairperson has directed a special committee to undertake a duty or obligation, that committee shall meet as determined by the Chairperson of the Board, the chairperson of that committee, or upon the request of a majority of such committee members. Upon the conclusion of the Committee's specific task, the Committee shall be disbanded.

### Section 3 – Appointment to Committees

Members of each committee, with exception of the Recipient Rights Advisory Committee, shall all be members of the Board. The Chairperson of the Board shall appoint the members of each Committee. Any members of a committee may be removed by the Board whenever in the Board's judgment the best interests of the Authority shall be served by such removal. The Chairperson of the Board shall serve as an *ex officio* member of each committee and shall be counted for quorum purposes only.

Appointments to the Executive Committee shall be governed by the provisions of Article V, Section 7. Appointment to the Recipient Rights Advisory Committee shall be governed by the provisions of Section 1.1 (c) of this Article VII. Any Board member may attend any Board committee meeting and participate in discussions; however, a Board member who is not an appointed committee member will not have the right to vote on committee matters and will not be counted for quorum purposes.

### Section 4 – Terms on Committees

New committee members shall be appointed annually immediately following the annual election of Board officers; provided, however, there shall be no prohibition on a Board member serving two or more consecutive terms on the same committee. In the event of a vacancy in a committee during the regular term of a committee member, it shall be filled by appointment by the Board Chairperson.

### Section 5 – Chairperson of Committees

The Chairperson of the Board shall appoint one member of each committee to serve as the committee chairperson and one person as committee vice-chairperson.

### Section 6 – Telephonic Participation at Committee Meetings

In person participation at committee meetings is strongly encouraged. However, on a limited basis, and upon reasonable notice to the Board Liaison, a committee member may participate in a committee meeting (other than the Recipient Rights Advisory Committee) through the means of a telephone, or Skype or other video conferencing technology when the technology becomes available. The person conducting the meeting (chairperson or vice chairperson of the committee) shall be physically present at the designated location of the committee meeting. The conference telephone or other device utilized at the location shall allow people in attendance to hear all of the meeting participants. Participation at a meeting pursuant to this section constitutes presence at the meeting for quorum and per diem purposes. Open Meetings Act provisions, and the same quorum requirements as noted in Article IX, Section 6, shall apply. Committee members not present in person, and participating by telephonic or other means, may not participate in any closed session of the committee.

## **ARTICLE VIII – SUBSTANCE USE DISORDER OVERSIGHT POLICY BOARD**

The Substance Use Disorder Oversight Policy Board shall be established pursuant to MCL 330.1287(5), once the State of Michigan issues the “establishing agreement” with the Authority covering substance use disorder services. The Substance Use Disorder Oversight Policy Board shall perform the functions and responsibilities assigned to it through the establishing agreement, which shall include at least the following responsibilities:

(a) Approve of any Authority budget containing local funds for treatment or prevention of substance use disorders.

(b) Provide advice and recommendations to the Board regarding the Authority’s budget for substance use disorder treatment or prevention using nonlocal funding sources.

(c) Provide advice and recommendations to the Board regarding contracts with substance use disorder treatment or prevention providers.

(d) Any other terms that are consistent with the authorizing legislation as are agreed to by the Authority and the State in the establishing agreement.

The Authority Board and the Substance Use Disorder Oversight Policy Board must establish a mutually agreeable process for addressing approval and disapproval of Authority budgets containing local funds for treatment or prevention of substance use disorders.

## **ARTICLE IX – MEETINGS OF THE AUTHORITY BOARD**

### Section 1 – Open Meetings Act

All Board and committee meetings shall be governed by, and conducted in accordance with the provisions of, Act 267 of the Michigan Public Acts of 1976, commonly known as the "Open Meetings Act", to the extent the terms of such Act are applicable. The Open Meetings Act does not apply when the Recipient Rights Advisory Committee meets as the recipient rights appeal committee.

### Section 2 – Conflict of Interest Provisions

The Board has approved an Authority Conflict of Interest Policy that requires an annual disclosure by Board members of relationships that might give rise to a conflict of interest. The policy requires each Board member to immediately update the disclosure to include any new relationship that might give rise to a conflict of interest.

This Bylaws section requires that (i) all Board members timely and fully disclose any matter that gives rise to an actual or potential conflict of interest with respect to a Board action or contract presented for consideration by the Board; (ii) any Board member having a disqualifying conflict shall not be permitted to vote on the matter; and (iii) Board approval of any matter as to which any Board member has a disqualifying conflict shall require the affirmative vote of a Supermajority (2/3 of the entire board/ 8 members) of the Board without the participation of the conflicted Board member(s).

(a) *Disclosure of actual or potential conflict.* Promptly upon a Board member becoming aware of any actual or potential conflict of interest with respect to a Board action/contract coming before the Board, the Board member shall fully disclose, in a public Board meeting, prior to the Board beginning deliberation or voting on the matter, all material facts concerning the nature of the actual or potential conflict. An actual or potential conflict exists whenever the Board member, or any relative, in-law or business associate, has an affiliation or relationship with the person or entity that is the subject of the Board action/contract, which affiliation could influence the vote of the Board member. Such affiliation or relationship shall include, but is not limited to (i) a position with the entity as director, officer, employee, agent, consultant, or (ii) a direct or indirect financial interest in the entity which is the subject of the Board action/contract, or by which financial benefit might be derived from the Board action/contact, or (iii) any other affiliation or relationship that might reasonably be viewed as creating an actual or potential conflict of interest. The foregoing disclosure is required notwithstanding the fact that the Board member disclosed such actual or potential conflict in the annual disclosure referenced above.

(b) *Recusal.* Although Board members are to promptly and fully disclose all actual or potential conflicts of interest as set forth above, it is understood that some potential conflicts may be too tangential or remote to warrant the Board member's recusal. A disqualifying conflict shall exist where the Board member, or any of the Board member's following family member: parents, children, siblings, spouse, mother or father-in-law, brother or sister-in-law, or the spouse or children of a Board member's child (collectively, the "Subject Individuals") has either of the following relationships or affiliations: (i) any of the Subject Individuals has a financial interest in the contract or Board action/contract, or has an executive, managerial or policy making position with the entity that is the subject of the Board action/contract, or (ii) any of the Subject Individuals has any ownership interest, compensation or financial relationship with the person or entity that is the subject of the Board action/contract, other than (x) an employment relationship not in a policy making position, or (y) an ownership interest of less than 1% of the stock of a publicly traded corporation. The disclosing Board member shall make the initial determination as to the necessity of recusal. If the disclosing Board member believes that his or her recusal is not necessary, and one or more of the other Board members believe recusal is necessary, the Board (but not the disclosing Board member) shall vote on the matter. The vote of a majority of the remaining Board members shall control.

(c) *Procedure following recusal.* If the disclosing Board member is recused, either by the Board member's decision or the decision of the remaining Board members, the proposed Board action and/or contract shall not be approved unless all of the following requirements are met:

- (i) The Board action/contract shall be approved by a Supermajority vote, without the vote of the disclosing Board member.
- (ii) The official minutes of the meeting at which the Board action/contract is approved shall contain full details of the Board action/contract including, but not limited to, the names of all parties of interest, and the terms of the Board action/contract, and the nature of the disclosing Board member's disqualifying conflict of interest.

(d) The foregoing provisions do not prevent the conflicted Board member from stating her or his position on the matter under consideration, nor from answering questions of other Board members relating to the matter.

(e) The foregoing provisions do not prevent a Board member who is Wayne County Commissioner from participating fully, and voting on, Board actions/contracts involving Wayne County.

### Section 3 – Full Board Meetings

The Board shall meet on the third Wednesday of each month at a time and place designated by the Board. Changes to this scheduled meeting will be posted in advance in accordance with the Open Meetings Act.

#### Section 3(a)– Telephonic Participation at Full Board Meetings

In person participation at Board meetings is strongly encouraged. However, on a limited basis, and upon reasonable notice to the Board Liaison and Board Chair, a Board member may participate in a Board meeting through the means of a land-line telephone, or Skype or other video conferencing technology when the technology becomes available. The person conducting the meeting (chairperson or vice chairperson) shall be physically present at the designated location of the meeting. The conference telephone or other device utilized at the location shall allow people in attendance to hear all of the meeting participants. Participation at a meeting pursuant to this section constitutes presence at the meeting for quorum and per diem purposes. Open Meetings Act provisions, and the same quorum requirements as noted in Article IX, Section 6, shall apply. Board members not present in person, and participating by telephonic or other means, may not participate in any closed session of the Full Board.

### Section 4 – Special Meetings of the Board

#### Section 4(a) Criteria to Call Special Meeting

In order to call a special meeting of the Board, there must be an exigent matter that is considered so urgent that action cannot reasonably be delayed to the next regular meeting.

#### Section 4(b) Authority to Call Special Meeting

The Chairperson of the Board, or in absence of the Chairperson, the Vice Chairperson, may call special meetings of the Board. Upon petition of four (4) Board members, the Chairperson shall be required to call a special meeting of the Board.

#### Section 4(c) Notice for Special Meetings

Notice by telephone and/or email of such special meetings shall be given to all members of the Board in advance as far as practicable, but no less than 18 hours prior to the meeting. In accordance with the Open Meetings Act, public notice stating the date, time, and

place of the meeting shall be posted at least eighteen (18) hours prior to the meeting. Only such matters as are designated in the notice shall be considered at any special meeting.

#### Section 4(d) Special meeting by telephone

With respect to special meetings by telephone, the Chairperson and/or one or more of the Board officers shall be physically present at the Authority headquarters. Other Board members may participate in the special meeting by telephone or Skype or other video conferencing technology when the technology becomes available, through which all persons participating at the meeting can hear each other. In addition, the conference device utilized at the Authority headquarters shall allow the public in attendance to hear the entire meeting. Participation at a meeting pursuant to this section constitutes presence at the meeting for quorum and per diem purposes. Open Meetings Act provisions, and the same quorum requirements as noted in Article IX, Section 6, shall apply.

#### Section 5 – Annual Meeting

There shall be an annual meeting of the Board in or around March in order to provide for the election of Board officers, the appointment of committee members, to receive the Authority's annual financial reports and, more generally, to report, review and analyze the operations of the Authority for the previous year. The Executive Committee shall be responsible for developing the agenda for the annual meeting.

#### Section 6 – Quorum

A quorum for action at a full Board meeting shall be a simple majority of its current membership. Unless otherwise stated in these Bylaws, the vote of a majority of the members present at a meeting at which a quorum is present constitutes the action of the Board unless otherwise prescribed by applicable law. Actions which are restricted to voting by "Supermajority" shall require an affirmative vote of two-thirds (2/3) of the Board (or 8 out of 12 members).

A quorum for committee meetings shall be 50% of its members. If a quorum is not present at a meeting, an authorized meeting may be conducted as scheduled at the option of those members in attendance for consideration and informational purposes, or a majority of members present may adjourn the meeting without further notice. Lack of a quorum shall not preclude per diem payments to those Board members in attendance at an authorized meeting.

For standing and special committees only, once quorum is established, it is not broken if a member of that committee leaves before the meeting ends and at least two members remain in attendance.

#### Section 7 – Roll Call Vote

Ayes and nays by roll call shall be ordered when demanded by any member of the Board prior to the announcement of the vote.

## Section 8 – Voting by Proxy

No member shall be permitted to vote at any meeting by proxy.

## **ARTICLE X – BOOKS AND RECORDS**

The Board shall keep minutes of its proceedings in accordance with the provisions of the Open Meetings Act. The Board shall keep records, in accordance with the provisions of the Michigan Freedom of Information Act and the archival requirements of the State of Michigan

## **ARTICLE XI – INDEMNIFICATION**

Unless otherwise prohibited by law, the Authority shall indemnify any Board member or officer or any former Board member or officer (“Indemnatee”) against costs, expenses and liabilities to the extent and on the terms and conditions set forth in this Article. The Authority shall provide an Indemnatee indemnification for costs, expenses and liabilities incurred by the Indemnatee in connection with any claim, action, suit or proceeding to which she or he is made a party by reason of her or his actions as a Board member or officer, undertaken in good faith and within her or his scope of authority. There shall be no indemnification in relation to matters as to which the Indemnatee shall be adjudged to be guilty of a criminal offense or liable to the Authority for damages arising out of her or his gross negligence or self-dealing.

Amounts paid in indemnification may include, but shall not be limited to, reasonable counsel and other fees; costs and disbursements reasonably and necessarily incurred; and judgments, fines and penalties against, and amounts paid in settlement by, such Indemnatee. The Authority may advance or reimburse expenses incurred or, where appropriate, may itself undertake the defense of the Indemnatee. However, the Indemnatee shall repay such fees, costs and expenses if it should ultimately be determined that she or he is not entitled to indemnification under this Article.

Nothing in this Article shall constitute or be construed as a waiver of governmental immunity to which the Authority or its Board members or officers are entitled under the law.

## **ARTICLE XII – AMENDMENT TO BYLAWS**

An amendment to the Bylaws may be proposed by any Board member and submitted to the Bylaws Committee for review and recommendation to the Board, which shall constitute notice to the Board of such amendment. An affirmative vote of a Supermajority (2/3 of the entire board/ 8 members) of those Board members present is required for passage and for the amendment to become effective.

### **ARTICLE XIII – CONDUCT OF MEETINGS**

The business of the Board and of the committees shall be conducted in accordance with Robert's Rules of Order, as revised, to the extent to which they do not conflict with the Bylaws.

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The Bylaws were adopted by a Supermajority affirmative vote in Board Action # 14-25 Revised, at the October, 2016 Board Meeting and became effective on that date.