



Community Mental Health Center  
200 Maine Ste A  
Lawrence KS 66044

## Bylaws

### Article I

#### Name

##### Section 1 - Name

The name of the organization shall be The Bert Nash Community Mental Health Center, Incorporated.

### Article II

#### Purpose

##### Section 1 - Mission Statement

The mission of the Bert Nash Center is to advance the health of the Douglas County community through comprehensive behavioral health services responsive to evolving needs and to changing environments.

In the achievement of its mission to the local and larger communities, The Bert Nash Center is committed to:

- \* quality, accessibility, and innovation
- \* education and advocacy
- \* strong partnerships with staff, boards, and community
- \* service integration
- \* financial stability

**Section 2 - Function** - The Center shall function in accordance with the capacity of staff, applicable professional standards, and the maintenance of fiscal stability.

### Article III

#### Organization

**Section 1** - The business and affairs of the organization will be managed and conducted by the Chief Executive Officer with oversight provided by the Governing Board of Directors.

**Section 2 - Directors** - The Board of Directors will be composed of the Chief Executive Officer and twelve (12) individuals representative of the Douglas County community who have demonstrated leadership qualities and commitment to advancing community mental health services. Five (5) of those directors shall be appointed by the Douglas County Board of Commissioners and/or City of Lawrence. The remainder of the Directors will be elected by the Board.

**Section 3 - Terms of Office** - Each director, excepting the Chief Executive Officer, will hold office for a term of four years or until a successor is elected or appointed and qualified and may be re-elected for two (2) consecutive terms of four years. The terms of three (3) directors of the Board of Directors shall expire annually in May. The Chief Executive Officer will serve continually during the term of his/her employment.

- (a) All directors shall be expected to attend all regular meetings of the Board. Any director who shall be absent without notification from two (2) consecutive board meetings shall be notified in writing by the Chair that his/her position shall be declared vacant if he/she fails to be present at the next regular meeting. Thereafter, the Chair shall declare a vacancy and shall

direct the Executive Committee to present a nomination for filling the vacancy, excepting those instances involving a director appointed by the Douglas County Board of Commissioners and/or the City of Lawrence, in which case the appropriate governing body or bodies will be notified.

- (b) In the event of a vacancy occurring during the term of a director or an officer the successor shall serve out the unexpired term of the original appointment. A director may be elected for two (2) additional consecutive full terms.

#### **Section 4 - Officers and Annual Meeting**

- (a) There will be a Chair, Chair-Elect and Secretary/Treasurer elected by said Board of Directors who shall perform the duties normally pertaining to these offices. These officers shall be elected from the elected or appointed directors for a term of one year or until their successors are elected by the full board. A Recording Secretary shall be provided by the Center's Chief Executive Officer for Board meetings.
- (b) The annual meeting will be held in April to elect officers who will assume their duties the month following the annual meeting.

**Section 5 - Direction** - The Board of Directors shall determine the direction of the Center in achieving its mission.

**Section 6 - Meetings** - The Board shall normally hold monthly meetings on an agreed specified date. Special meetings may be called on three (3) days notice to all directors by the Chair or upon petition of four (4) directors. Business at a special meeting shall be confined to topics indicated in the call of the meeting, unless an exception is granted by 3/4 of the directors. A majority of the directors shall constitute a quorum. No proxy votes shall be permitted.

**-Section 7 - Committees** - The Executive Committee shall consist of the Chair, Chair-Elect, Secretary-Treasurer. The immediate past Chair will be a member of the Executive Committee. If the immediate past Chair's term has expired, the term will be extended. The Executive Committee shall also include the then current Chief Executive Officer of the Center. The Executive Committee shall have the power and authority to act for and on behalf of the Board in regard to any administrative matter concerning the Center during any month in which no regular meeting of the Board is held or when a quorum of the Board is not present at a regularly called meeting. The Executive Committee shall have power and authority to establish Center policy when specifically directed by the Board of Directors. All administrative actions of the Executive Committee shall be circulated in writing to all board members within five (5) days after the meeting of the Executive Committee and, unless there is written objection to such action signed by three members submitted to the Chair of the Executive Committee, then the action of the Executive Committee shall be binding on the Board. The Executive Committee shall have such other duties, powers and authority as shall be designated by the Board from time to time. Executive sessions of the Governing Board or Executive Committee will not include the CEO whenever his / her performance is to be discussed.

The Finance Committee will be appointed by the Board Chair with Board approval and will be reviewed annually. A majority of the Finance Committee will be current members of the Governing Board and shall include at least one representative from the Endowment Board.

Committees shall be appointed by the Chair as necessary or directed by the Board for the purpose of conducting the work of the Board. Directors shall be assigned to one or more of these committees. The Chair of the Board will designate the committee Chair. The Chair and Chief Executive Officer will serve as ex-officio members of all committees with voice and vote.

#### **Article IV**

##### **Professional Staff**

**Section 1 - Chief Executive Officer** - The Chief Executive Officer shall be the sole administrative head, shall have discretion in administering the managing of the Center and shall be accountable to the Board. The Chief Executive Officer shall have the responsibility of developing the agenda for the regular board meetings in cooperation with the Chair.

The Board shall select and dismiss the Center's Chief Executive Officer as circumstances warrant.

**Section 2 - Personnel** - The Chief Executive Officer shall be responsible for the employment and dismissal of all staff members.

Any dismissed employee shall have the right to appeal to the Executive Committee and from its decision to the Board by serving written notice to the Chair and the Chief Executive Officer no less than five (5) working days from the date his/her dismissal becomes effective.

#### **Article V**

##### **Rules of Order**

Parliamentary procedures shall be governed by Robert's Rules of Order, in its most recent edition.

#### **Article VI**

##### **Amendments**

Proposed amendments to these bylaws may be submitted at any regular meeting. Changes may be adopted by a simple majority of the Board present and voting, provided notice in writing was served at the last preceding regular meeting setting forth the proposed amendment or amendments.

*Revised by Governing Board of Directors, August 1998. Reviewed, October 2000. Revised September 2001. Revised March 2002. Updated 1/2003. Revised 5/27/03.*