

# **BYLAWS**

## **I. NAME**

- A. The governing body of this organization is the Bexar County Board of Trustees for Mental Health Mental Retardation Services and shall be referred to hereafter as the “Board”.
- B. The organization shall do business in Bexar County, Texas as “The Center for Health Care Services”, which shall be referred to hereafter as the “Center”.

## **II. PRINCIPAL OFFICE**

- A. The principal office of the Center shall be located at the Center’s central administrative building at 3031 I.H. 10 West, San Antonio, Bexar County, Texas 78201.
- B. The location of the principal office may be changed by the Board, from time to time, to another location within Bexar County.

## **III. AGENT OF SERVICE**

The Center’s agent of service shall be Leon Evans, Executive Director, or his successor, and may be served with process at 3031 I.H. 10 West, San Antonio, Bexar County, Texas 78201.

## **IV. SPONSORSHIP**

- A. The County of Bexar, a political subdivision of the State of Texas, hereafter referred to as “County”, and the Bexar County Hospital District, d/b/a University Health System, a hospital

district established under Article IX, Section 4 of the Texas Constitution and Chapter 281 of the Texas Health and Safety Code, hereafter referred to as “Health System”, are the Sponsoring Agencies for the Center.

- B. The Sponsoring Agencies will provide support to the Center by either:
  - 1. Direct monetary contributions.
  - 2. In-kind contributions: and/or
  - 3. Contracts for services.

#### **V. SERVICES AND SERVICE AREA**

- A. The Center shall provide or arrange comprehensive mental health, intellectual developmental and disability (IDD) (previously designated as mental retardation), and chemical dependency services and all other such related services necessary to achieve successful participation in related federal and state programs offered to provided integrated medical and behavior health care needs to consumers and families in a collaborative effort with other community health care providers to persons primarily residing in Bexar County. For those services, unless notice has been provided by the Center to the Sponsoring Agencies, the Center’s service area shall not extend beyond Bexar County, except in those instances in which state and federal programs have offered the opportunity for service providers to participate in state wide services and such participation by the Center would be financially and mission aligned with the Center’s goals and objectives, or when required by law or regulation.
- B. From time to time and with notice to its Sponsoring Agencies,

the Center may redefine its service area and services offered to better address existing or emerging community needs and to remain viable in a changing financial and policy environment. These changes may be further specified and defined in the Center's Governmental Entity Plan (GEP). The Center may also establish reasonable requirements, not inconsistent with the law or these Bylaws, for delivery of services to non-residents of Bexar County found within the service area of Bexar County under emergency or special circumstances in which the delivery of services would be in the best interest of the community and in alignment with the goals and purposes of the Center.

- C. A comprehensive array of mental health, IDD, chemical dependency services and such other services as set out in the Center's Governmental Entity Plan will be provided for the persons who are residents or found in the service area, to include by example and not by way of limitation:
1. All services concerned with research, prevention, and detection of mental disorders and disabilities and all integrated medical and behavioral health services necessary to treat, care for, supervise, and rehabilitate persons with severe and persistent mental illness which may be accompanied by chemical dependency or IDD.
  2. All services concerned with research, prevention, and detection of mental retardation and all services related to the education, training, rehabilitation, care, treatment, and supervision of persons with IDD except the education of school-aged persons that the public educational system is authorized to provide.

## **VI. GOVERNING BODY**

- A. The Board shall be responsible for the effective administration of the Center and shall comply with the Standards of Administration for Boards of Trustees as set out in Title 25, Part 1, Chapter 411, Subchapter G of the Texas Administrative Code. Each member, hereafter referred to as “Trustee”, shall be duly nominated, qualified, and appointed by a local Sponsoring Agency as herein provided.
  
- B. Each Trustee appointed shall be a qualified voter residing within the service area. The Sponsoring Agencies will each appoint one person, otherwise qualified, who is a consumer of the types of services the Center provides or arranges or who has a family member who is a consumer of the types of services the Center provides or arranges for the consumer. The Sponsoring Agencies will also attempt to appoint persons that reflect the ethnic and geographic diversity of the local service area and who have expertise in disciplines such as education, administration, fiscal management, healthcare, medicine, and law.
  
- C. A person is not eligible for appointment as a Trustee if the person or the person’s spouse:
  - 1. Owns or controls, directly or indirectly more than a 10 percent interest in a business entity or other organization receiving funds from the Center by contract or other method; or
  
  - 2. Uses or receives a substantial amount of tangible goods or funds from the Center, other than:
    - a. Compensation or reimbursement authorized by law for Board membership, attendance, or expenses; or

- b. As a consumer or as a family member of a consumer receiving services from the Center.
  
- D. The total membership of the Board shall be nine (9), five Trustees appointed by the Commissioner's Court, one appointed by each court member, and four Trustees appointed by the Health System. Trustees selected subsequent to the selection of the initial Board shall serve for a term commencing on July 1<sup>st</sup> of the year of selection and continuing for two (2) years or until a successor is duly appointed and qualified. Trustees shall be eligible for reappointment, if otherwise qualified for unlimited two (2) year terms. .
  - 1. Trustee Places:
    - a. Place One - County Judge (Expires June 30<sup>th</sup> in even-numbered years)
    - b. Place Two - Health System (Expires June 30<sup>th</sup> in odd-numbered years)
    - c. Place Three - County, Commissioner Precinct One (Expires June 30<sup>th</sup> in odd-numbered years)
    - d. Place Four - Health System (Expires June 30<sup>th</sup> in odd-numbered years)
    - e. Place Five - County, Commissioner Precinct Two (Expires June 30<sup>th</sup> in even-numbered years)
    - f. Place Six - Health System (Expires June 30<sup>th</sup> in even-numbered years)
    - g. Place Seven - County, Commissioner Precinct Three (Expires June 30<sup>th</sup> in odd-numbered years)

- h. Place Eight - Health System (Expires June 30<sup>th</sup> in even-numbered years)
    - i. Place Nine - County, Commissioner Precinct Four (Expires June 30<sup>th</sup> in even-numbered years)
- E. On or before the first day of June each year, Commissioners Court and the Board of Managers of the Health System shall make a number of appointments authorized. Except as required herein, nothing in these Bylaws is intended to prevent or limit the right of governing bodies to meet or adopt other procedures for the selection of Trustees so long as such procedures do not violate the provision of applicable federal and state laws
- F. A vacancy in the position of Trustee occurs if the Trustee fails to remain a qualified voter residing within Bexar County, dies, resigns, or is removed by a Sponsoring Agency as provided herein. In the event any vacancy shall occur on the Board for whatever reason, the responsible Sponsoring Agency for such Trustee position shall appoint a replacement Trustee as soon as reasonably possible in the same manner as provided for annual appointments. Such appointee shall thereafter serve for the unexpired term of his or her predecessor and until a successor is nominated, qualified and duly appointed.
- G. Members of the Board shall be subject to report to the Sponsoring Agency that appointed them as follows:
  - 1. Any Trustee deemed to be incapable or derelict in his or her duties shall be formally reported to the Sponsoring Agency that appointed him or her upon the agreement of six (6) of the remaining eight (8) Trustees. For the purposes of this provision, an absence from three (3) consecutive, regularly scheduled meetings of the Board within a twelve (12) month period or four (4) regularly scheduled meetings of the Board within a twelve (12)

month period shall be deemed a dereliction of duty unless poor health is the cause of the absence or absences.

2. A Trustee shall also be formally reported if found by six (6) of the remaining Trustees on any grounds for removal adopted under Section 534.004(a), and Section 534.0065 of the Texas Health and Safety Code, as amended.
  3. The Board shall provide a Trustee and the Sponsoring Agency that appointed the Trustee, at least seven (7) working days notice prior to a Board meeting of its intent to discuss the formal reporting of the Trustee to the Sponsoring Agency. If a Trustee was appointed by the County, notice shall be to the Court member who appointed that Trustee.
  4. Notwithstanding the above, it is understood that each Trustee is subject to removal only by the Sponsoring Agency that appointed the Trustee. Each Trustee is expected and encouraged to maintain full and open communications with the appropriate persons within the appointing Sponsoring Agency so as to be able to ensure the effective coordination of effort and support of the Sponsoring Agency as necessary.
- H. Any Trustee appointed to fill a vacancy on the Board, regardless of how created, shall serve the unexpired term of his or her predecessor and until a successor is duly nominated, qualified and appointed. Any successor Trustee appointed shall be eligible for reappointment or for subsequent appointment in any other position on the Board upon completion of his or her designated term, so long as Trustee shall be otherwise qualified.
- I. The authority and responsibility of the Board insofar as it relates to the effective administration of the affairs of the Center shall be joint and not individual. The Chairperson, or in his or her absence, the Vice-Chairperson, shall be the official

spokesperson for the Board and for the Center, both with the executive staff and with other agencies and interested persons. No individual Trustee, without prior Board authorization, shall have authority to assign tasks to or give directions to the Executive Director or other members of the Center staff.

- J. Application for membership on the Board shall be made in accordance with the procedures set fourth in the Interlocal Agreement Regarding Sponsorship of the Center for Health Care Services in effect at the time the application is submitted.

## **VII. OFFICERS**

- A. As soon as practicable, and prior to the first day of August of each year (or no later than one month subsequent to the approval of the initial Board), the Trustees shall elect from among their number a Chairperson, Vice-Chairperson, Secretary and a Treasurer who shall be the Officers of the Board. The Officers of the Board shall be members of the Executive Committee. Such persons shall immediately assume their respective offices and shall continue until the next succeeding July and until their successors be duly elected. Each Officer shall be eligible for re-election.
- B. The Chairperson shall be the presiding officer at all meetings of the Board and the official representative of the Center in all policy matters. In the absence of the Chairperson, the Vice-Chairperson shall perform these duties and responsibilities. All official records of the Board shall be maintained by or under the direction of the Secretary. The Treasurer shall perform such duties as may be directed by the Board involving the financial activities of the Center and shall be appointed as a member of the Finance Committee.
- C. The Board may also establish other offices, as it may deem necessary or desirable in the conduct of its affairs.



## VIII. ADMINISTRATION

- A. The Board shall appoint an Executive Director who shall have direct overall principal administrative and executive responsibility and authority for the day-to-day administration and management of the business affairs of the Center in carrying out the mission and goals of the Center as set out by the Board, Board Policies and these Bylaws, except for those functions reserved to the Board as set out in Board Policy or rules which regulate the administration of mental health or IDD service. The position of the Executive Director shall be titled President/Chief Executive Officer. The Board shall adopt a written policy governing the powers that may be delegated to the Executive Director by the Board. The Board shall at least annually report to each local Sponsoring Agency the Executive Directors total compensation and all benefits. The Executive Director, in accordance with the policies of the Board, shall employ and train personnel to administer the Center's programs and services and provide all necessary legal and support services required by the Board. The Executive Director shall attend all regular and special meetings of the Board unless excused by the Chairperson.
- B. The Board shall prescribe the number of employees and their salaries. The Board authorizes the Executive Director, with the advice of the Board, to employ one or more assistant directors or officers and executive program or functional directors with such duties as determined by the Executive Director. The Board may authorize the Executive Director to delegate certain authority, powers, and responsibilities of the Executive Director to such assistant directors, officers and executive program or functional directors. All authority, powers and responsibilities of the Executive Director and other officers or executive program or functional directors shall be subject to the policy direction and rules of the Board. However, the Board's authority to appoint and remove the Center's employees extends only to the

Executive Director. The final authority regarding the appointment, discipline, promotion and removal of employees of the Center rests with the Executive Director.

- C. The Board shall make policies that are consistent with the department's rules and standards and may adopt rules to regulate the administration of mental health or IDD services by the Center consistent with applicable federal and state laws, and standards established for community centers by the Texas Department of State Health Services and the Texas Department of Disability and Aging Services. To the extent not in conflict with other laws and regulations, the established rules and regulations shall also be consistent with those established by the Sponsoring Agencies for similar situations.

#### IX. MEETINGS OF THE BOARD

- A. All Board meetings shall be held in compliance with the Texas Open Meetings Act, V.T.C.A. Government Code Section 551.001 et seq.
- B. The Board shall meet in regular session not less than six times per year. Staff shall present to the Board, for their approval, a proposed twelve-month meetings calendar for the following fiscal year no later than August. The calendar shall include proposed meeting times and dates for full board meetings and committee meetings. The Chairperson may call a special meeting, by a majority vote of the Board in session, or upon the written request of three Trustees. The Board shall send to the Texas Department of State Health Services and the Texas Department of Disability and Aging Services a copy of the approved minutes of the Board's meetings.
- C. The Chairperson of the Board may, for just cause, change the

time and/or location of a particular monthly meeting, but such change must be included in the official notice of the meeting.

- D. The current edition of Robert's Rules of Order, Newly Revised, shall govern the conduct of Board meetings.

## **X. BOARD MEETING AGENDAS**

- A. The agenda for regularly scheduled monthly Board meetings shall be submitted for review by the Board's Executive Committee and may be modified accordingly. Items for inclusion on the agenda and other operational or administrative matters affecting the Center may be discussed by the Board's Executive Committee at its committee meeting which may be held prior to each regular Board meeting.
- B. Any board member may request that an item be included on the agenda for a future meeting either at the regularly scheduled Board meeting, or they may place the item on the agenda for the next Board Executive Committee meeting, by timely submitting a request to the Committee liaison.
- C. Emergency meetings and supplemental agenda items are subject to the requirements of the Texas Open Meetings Act.

## **XI. BOARD COMMITTEES**

- A. The Board shall have the following Standing Committees:
  - 1. Planning and Operations Committee
  - 2. Finance Committee

### 3. Executive Committee

- B. Standing Committees shall have not less than three Trustee Members. Unless membership is designated herein, all Trustee Members shall be appointed by the Chairperson of the Board who shall designate one of the committee members as Chairperson of the committee. Standing Committees may be delegated authority to make decisions on behalf of the Board as may be set out in policies adopted by the Board.
- C. The Chairperson of the Board may appoint Non-Trustees to any Standing Committee subject to approval of the Board. Non-Trustees shall be voting members of a Standing Committee. Non-Trustee members shall serve for a term not to exceed two (2) years and shall not be eligible for reappointment. A person is not eligible for appointment as a Non-Trustee if he or she would not be eligible for appointment as a Trustee under Section VI (C) of these Bylaws. Non-Trustees shall be eligible for appointment as Board Trustees. Non-Trustees may be removed from membership on a Standing Committee by the Board on any ground specified for removal of Board members in Article III, Section 3.09(a) or (b) of the Interlocal Agreement Regarding Sponsorship of the Center for Health Care Services of May 2, 2000, between the County of Bexar and the Bexar County Hospital District, d/b/a University Health System.
- D. The Standing Committees shall meet on an as-needed basis. Notice of the Committee meetings shall be publicly posted, and minutes shall be kept of the proceedings. Any Standing Committee which has been delegated authority by the Board, as may be set out in any particular Board Policy, to take specific action on the Board's behalf at any such Standing Committee's meeting, shall post such meeting in accordance with the provisions of the Open Meetings Act. Standing Committees shall make a report of their activities to the Board at the next meeting of the Board. Actions taken by any

Standing Committee for which authority to bind the Board has been delegated to that committee for the specific action taken shall not require further discussion and separate approval action by the Board.

- E. Any recommendation from a committee that impacts the budget is to be presented to the Finance Committee prior to submission to the Board for action.
- F. Sub-committees, special committees, ad-hoc committees, and advisory committees may be established by the Board or Chair of any Standing Committee and may be comprised of Trustees or non-Trustees. Such committees may be established to advise the Board on such matters as may assist the Board in carrying out its duties.
- G. The current edition of Robert's Rules of Order, Newly Revised, shall govern the conduct of any Committee meetings with an exception in the quorum requirement for the Standing Committees which shall be two (s) Trustee Members.

## **XII. ETHICAL CONDUCT**

Each Trustee, Non-Trustee member of a Board Standing Committee, staff member, and agent shall conduct himself in an ethical manner, in compliance with all federal, state, and local laws, regulations, and standards.

## **XIII. FINANCIAL AND BUDGETARY ACCOUNTABILITY**

- A. The Board shall enlist an independent certified public accountant to perform an annual audit and prepare certified financial statements that shall be presented to the Board and the Sponsoring Agencies.

- B. Annually, on or before the deadlines established by the Sponsoring Agencies, the Board shall prepare a proposed budget for the ensuing year. In the course of such preparation, the Board shall estimate the amount of funds or in-kind assistance from Sponsoring Agencies. The Center shall present the proposed budget to the Health System for review and comment. The Health System shall perform its review of the Center's proposed budget with care, skill, prudence and diligence. It shall thereafter report to the County its findings and conclusions regarding the Health System's contribution toward the Center and the associated level of ad valorem tax support required.

#### **XIV. REPORTING TO SPONSORING AGENCIES**

- A. On a regular basis, the Board shall report to its sponsoring agencies concerning the activities of the Center. Such reporting shall meet, at a minimum, the requirements of the Texas Health and Safety Code.
- B. The following information shall be reported to the sponsoring agencies within the time frame shown:
  - 1. Proposed Budget within thirty days prior to Board approval;
  - 2. Staff salaries by position, to be submitted with the budget;
  - 3. Executive Director's total benefits and compensation, within thirty day of Board approval;
  - 4. External Financial Audit, within thirty days of Board acceptance;
  - 5. Official minutes of each Board meeting, within thirty days of Board approval.

## **XV. DIRECTOR AND OFFICERS COVERAGE**

The Center shall obtain and purchase from operating funds such insurance as may be deemed adequate to insure and indemnify the Board and individual Trustees from personal liability, including costs of defense arising out of the good faith performance of their duties.

## **VI. AMENDMENTS**

These Bylaws may be amended from time to time by the Board.

## **XVII. ADOPTION OF BYLAWS**

The foregoing Bylaws are hereby adopted this 13<sup>th</sup> day of May 2014.