

CMHDA Bylaws

Adopted July 15, 2010

Article I

Name, Mission, Purpose

Section I **Name:** This organization shall be known as the California Mental Health Directors Association.

Section II **Mission Statement:** The general purpose of the Association is to ensure the accessibility of quality, cost-effective, culturally competent mental health care for the people of the State of California, and to provide the leadership, advocacy and support to county and city mental health programs for quality care necessary to meet our vision and values for the public mental health system.

Section III **Purpose:**

1. To advocate for social justice and the needs of persons with mental illness in California, especially those who are served or in need of services by the public mental health system.
2. To disseminate public policy information, legislation, regulations, legislative proposals, research, case law and other information that will enhance the effective administration of public mental health programs.
3. To facilitate peer support and interaction in discussions and decisions made about the public mental health system.
4. To encourage and assist in the provision of training and technical assistance on current mental health issues for persons and agencies involved in the delivery of public mental health services.
5. To organize and implement regular meetings and conferences focused on issues in the delivery of public mental health services.

Article II

Membership

Section I **Members:** The head of each local mental health authority, or his or her designee, shall be eligible for membership. Membership in good standing shall be granted to duly appointed persons whose local mental health authority has paid in full dues assessed by the Association. The Governing Board may develop criteria for membership, which include phased payment of dues and partial waiver of dues in extraordinary circumstances.

Section II Emeritus Members:

1. **Eligibility:** Past county mental health directors shall be eligible to apply to the Governing Board for nonvoting Emeritus membership. Emeritus members are expected to enhance the ability of the Association to fulfill its purpose.
2. **Participation:** Requests for an Emeritus member's participation in a project or committee shall come from the Governing Board. When participating in a project or committee, reimbursement of reasonable per diem expenses shall be considered by the Governing Board. Emeritus members shall be encouraged to participate in appropriate CMHDA functions.
3. **Conflict of Interest:** Upon appointment, each Emeritus member shall be required to sign a conflict of interest pledge with a statement that the member shall disclose any conflicts of interest and keep the best interests of the organization in mind. This shall be reviewed and updated annually by the Governing Board.

Section III Annual Dues: Member dues are assessed in accordance with a formula agreed upon by the Association members.

Article III

Officers, Elections, and Nominations

Section I Officers: Shall consist of a President, President-Elect, Immediate Past President, and Secretary-Treasurer.

Section II Officer Duties and Responsibilities:

1. **President:** Shall preside over all Executive Committee, Governing Board and All Directors meetings. He/she shall perform all duties incident to the office of President and any other such duties as may be required by these Bylaws.
2. **President Elect:** In the absence of the President, or in the event of his or her inability to act, the President Elect shall perform all duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions of, the President. The President Elect shall have such other powers and perform such other duties as may be prescribed by these Bylaws.
3. **Secretary-Treasurer:** Duties shall include:
 - Keep or cause to be kept at the principal office of the Association, or such other place as the Governing

Board may order, a book of minutes of all meetings of the Governing Board;

- Oversee the functions of budgeting, auditing and maintaining the Bylaws;
- Review the annual budget developed by staff and make recommendations to the Executive Committee/Governing Board prior to adoption;
- Present a monthly financial statement to the Governing Board;
- With the approval of the President, the Secretary-Treasurer may delegate any of the office's responsibilities to the staff of the Association or other Executive Committee members.

4. **Immediate Past President:** In the absence of the President and the President Elect, or in the event of his or her inability to act, the Immediate Past President shall perform all duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions of, the President. The Immediate Past President shall also serve as Nominating Committee Chair, and have such other powers and perform such other duties as may be prescribed by these Bylaws.

Section III Terms of Office: The terms of office for all officers shall be one year.

Section IV Elections: Officers (with the exception of the Immediate Past President) shall be elected annually by the Association members at the October All Directors meeting by a majority of those members present. Members not able to attend the meeting in person may cast their vote by proxy by submitting a letter with their signature naming the county or individual who has been given the authority to vote on their behalf. The proxy letter must be presented to the President or the Executive Director prior to the election.

Section V Nominations Process:

The Nominating Committee shall oversee the annual election of officers of the Association. The process shall be chaired by the Nominating Committee Chair, and facilitated by the Association Executive Director.

No later than five months prior to the annual elections, the Nominating Committee Chair shall select four additional members

to serve on the Nominating Committee, ensuring that each of the five CMHDA Regions is represented.

No later than four months prior to the annual elections, the Nominating Committee and the Association Executive Director shall solicit nominations for open officer positions among the general membership. The entire membership shall be contacted about interest in serving. Only a local mental health director, or his or her official designee to CMHDA, is eligible for nomination. No later than two months prior to the annual elections, the Nominating Committee shall develop a ballot of up to two candidates for each position, taking into consideration the geographic and other representational needs of the Association. The Nominating Committee shall ensure that there is at least one nominee for each officer position. Candidates shall be presented at the October All Directors meeting of the Association. A ballot shall be made available to all eligible voting members. Officers shall be elected by a majority of those members present (or voting by proxy).

Section VI Special Elections Process

If an elected officer of the Association is not able to complete his or her full term, and resigns from office more than six months prior to a regularly scheduled annual election, a special election shall be held. The Executive Committee shall serve as the nominating committee for the special election. The membership shall be given a minimum of one month notice prior to the special election to fill the vacant position.

If an elected officer of the Association is not able to complete his or her full term, and resigns from office less than six months prior to a regularly scheduled annual election, the President of the Association shall appoint a member to fulfill the remainder of the term.

Article IV

Committees

Section I Committee Establishment: Committees shall be established by the Governing Board to reflect the immediate goals of the Association, and may be altered as needed. The Chair and/or Co-Chair of each Committee shall be appointed by the Association President and ratified by the Governing Board. Committee members shall be appointed by the Chair of each Committee.

Section II Committee Tasks and Purposes: Committees shall operate on tasks and purposes outlined in a mission statement jointly developed at the beginning of each annual term of office. No Committee shall operate in the name of the Association in subject areas not covered by the mission statement. The statement may be amended or changed at any regular meeting of the Governing Board.

Section III Committee Representatives: Committees shall, to the extent possible, include representatives from small counties, and from Regional Committees representing the Bay Area, Superior California, Central California, Los Angeles and Southern California. Committee membership may also include interested stakeholders when appropriate and invited by the Committee chairs.

Section IV Standing Committees of the Association:

Executive Committee: Shall consist of the Officers of the Association, the Los Angeles Director (if not an Officer), the chair of the Small Counties Committee, the executive director of the California Institute for Mental Health (CIMH), the chair of the Social Justice Advisory Committee and a designated member of the CIMH Board of Directors.

The Executive Committee shall act for the Governing Board in between meetings, acting on the policy and direction set by the Association and subject to the approval of the Governing Board. It shall also act as principal liaison to the State Department of Mental Health, and conduct annual evaluations of the Association Executive Director.

The Executive Committee may appoint interim officers when vacancies occur.

Social Justice Advisory Committee: Shall be chaired by the chair of the CMHDA Ethnic Service Committee, or his or her designee, who shall also be a mental health director. The members shall also be appointed by the Governing Board, and shall include interested stakeholders that reflect the diversity of California, as well as county mental health representatives. The Social Justice Advisory Committee shall act at the request and direction of the Governing Board and advise the Governing Board regarding social justice, mental health policy and advocacy issues.

Legislative Committee: The Governing Board shall act as the Legislative Committee and shall be chaired by the President-Elect,

or his/her designee. The Legislative Committee shall review and recommend Association positions on proposed legislation and regulations consistent with the Association's mission and purpose.

Small Counties Committee: The Small Counties Committee (current membership list attached) shall review and recommend positions on proposed legislation, regulations and issues relative to small and rural counties, consistent with the Association's mission and purpose.

Other Committees: Other Committees as deemed necessary and appropriate by the Governing Board for conducting the business of the Association. Such Committees and their charge shall be listed annually as an addendum to these Bylaws.

Section V **Task Groups:** The Executive Committee shall appoint special Task Groups, as necessary, to carry out the business of the Association.

Article V

Governing Board

Section I **Governing Board Members:** The Governing Board of the Association shall consist of the elected officers; the chairs of each of the following regional groups: Bay Area, Superior California, Central California, Los Angeles and Southern California; one additional representative from the Los Angeles Region; the executive director of CIMH; and the Chairs of each Committee established by the President at the beginning of his/her term of office. It shall also include one Emeritus member, to be selected by the Governing Board at the November Governing Board meeting. . The President of the California Mental Health Services Authority (CalMHSA) shall be invited to serve as an Ex-Officio member, with no vote. Committee Chairs shall be selected by the President and ratified by the Governing Board. Should a vacancy occur on the Governing Board during the term of office, the Executive Committee shall select a replacement.

The membership of the Governing Board shall, to the extent possible, reflect the annual priorities of the Association, as developed by the membership, and reflect the ethnic, county size, and geographic diversity of California's public mental health system.

Section II Governing Board Responsibilities: The Governing Board shall act for the full Association membership in between meetings, acting on the policy and direction set by the Association. It shall:

1. Review and manage all fiscal matters of the Association.
2. Set policy based on the direction, and subject to the approval, of the Association.
3. Develop an annual strategic plan.
4. Monitor and ensure the association's compliance with labor laws and standards relating to individuals and employers; health and safety regulations; and contractual requirements.
5. Act as the Legislative Committee.

At no time shall the Association adopt a policy or position contrary to a position officially adopted by the County Supervisors Association of California.

Section III Annual Governing Board Meeting: The Governing Board shall hold an annual meeting, at which it shall develop a strategic plan for the coming year. The strategic plan shall be subject to the approval of Association members.

Section IV Bylaws Review/Revision: The Governing Board of the Association shall ensure review of the Association bylaws as needed. Association members shall be notified at least 30 days in advance of proposed revisions, which shall be subject to approval at an All Directors meeting.

Section V Conflict of Interest: Upon appointment, each Governing Board member shall be required to sign a conflict of interest pledge with a statement that the member shall disclose any conflicts of interest and keep the best interests of the organization in mind. This shall be reviewed and updated annually by the Governing Board.

Article VI

Meetings

Section I Annual Business Meeting: The Association's Annual Business Meeting shall be held each January. The meeting agenda shall include presentation of the Association's strategic plan for the year.

Section II California Mental Health Policy Forums: The Association shall hold at least two California Mental Health Policy Forums (formerly Full Association meetings) annually, in conjunction with the

California Institute for Mental Health, to which all members and other interested stakeholders shall be invited to participate. Such Forums shall take place in February and September, or as otherwise determined by the Governing Board.

Section III Monthly Meetings: The Association shall meet monthly, or as otherwise scheduled by the Governing Board.

Section IV Meeting Attendance: Attendance at monthly meetings and Governing Board meetings are open to all members and/or designated staff, and by specific invitation of the Directors or Executive Director of the California Mental Health Directors Association.

Attendance at the California Mental Health Policy Forums shall be open to all interested persons.

Adopted: Date: July 15, 2010



CMHDA President's Signature
Alfredo Aguirre, LCSW, San Diego County