

Bylaws

Table of Contents

ARTICLE I NAME	1
ARTICLE II PURPOSE	2
ARTICLE III POWERS AND DUTIES	3
ARTICLE IV LIABILITY INSURANCE.....	7
ARTICLE V MEMBERSHIP.....	8
ARTICLE VI MEETINGS	9
ARTICLE VII AGENDA.....	11
ARTICLE VIII OFFICERS.....	12
ARTICLE IX DUTIES OF OFFICERS	13
ARTICLE X STANDING COMMITTEES	14
ARTICLE XI EXECUTIVE DIRECTOR.....	16
ARTICLE XII ETHICS & CONFLICT OF INTEREST	21
ARTICLE XIII FISCAL YEAR.....	23
ARTICLE XIV AMENDMENTS	24
ARTICLE XV DISCRIMINATION PROHIBITED-AFFIRMATIVE ACTION.....	25

ARTICLE I

NAME

- Section 1. The name of this organization shall be the "Wood County Alcohol, Drug Addiction and Mental Health Services (WCADAMHS) Board".
- Section 2. The territory served by the Board is the Ohio County of Wood.
- Section 3. The principal office and place of business of the Board shall be located within the county served, at such place as may be designated from time to time, by the Board.

Approved by the Board January 26, 2015; Resolution 2015-1-4

ARTICLE II

PURPOSE

Section 1. The purpose of the Board is to ensure that county residents have access to high quality, cost effective, community-based behavioral health care services. The Board achieves this with strategic planning and management and by prudent use of local, state, and federal tax dollars.

Approved by the Board January 26, 2015; Resolution 2015-1-4

Proposed Amended
ARTICLE III

POWERS AND DUTIES

Section 1. The Wood County Alcohol, Drug Addiction and Mental Health Services Board duties are primarily prescribed by Ohio Revised Code.

(A) The Wood County Alcohol, Drug Addiction and Mental Health Services Board shall:

(1) Serve as the community addiction and mental health services planning agency for the county or counties under its jurisdiction and in so doing it shall:

(a) Evaluate the need for facilities and community addiction and mental health services;

(b) In cooperation with other local and regional planning and funding bodies and with relevant ethnic organizations, assess the community addiction and mental health needs, evaluate strengths and challenges, and set priorities for community addiction and mental health services, including treatment and prevention.

(c) Annually develop and submit to the department of mental health and addiction services a community addiction and mental health services plan listing addiction and mental health service's needs. The Board shall operate in accordance with the plan approved by the department.

(d) Promote, arrange, and implement working agreements with social agencies, both public and private, and with judicial agencies.

(2) Investigate, or request another agency to investigate, any complaint alleging abuse or neglect of any person receiving services from a community addiction or mental health services provider.

(3) Cooperate with the director of mental health and addiction services in visiting and evaluating whether the addiction or mental health services of a community addiction or mental health services provider satisfy the certification standards established by rules adopted by the director of mental health and addiction services;

(4) Conduct program audits that review and evaluate the quality, effectiveness, and efficiency of addiction and mental health services provided through its community addiction and mental health services providers and submit its findings and recommendations to the department of mental health and addiction services;

- (5) Review an application for a residential facility license and provide to the department of mental health and addiction services any information about the applicant or facility that the Board would like the department to consider in reviewing the application;
- (6) Audit, at least annually all programs and services provided under contract with the Board.
- (7) Recruit and promote local financial support for addiction and mental health services from private and public sources;
- (8) Enter into contracts with public and private facilities for the operation of facility services and enter into contracts with public and private community addiction and mental health services providers for the provision of addiction and mental health services.
- (9) Approve fee schedules and related charges or adopt a unit cost schedule or other methods of payment for contract services provided by community addiction or mental health services providers in accordance with guidelines issued by the department as necessary to comply with state and federal laws pertaining to financial assistance;
- (10) Submit to the director and the county commissioners of the county or counties served by the Board, and make available to the public, an annual report of the services under the jurisdiction of the Board, including a fiscal accounting;
- (11) Establish, to the extent resources are available, a continuum of care, which provides for prevention, treatment, support, and rehabilitation services and opportunities. The essential elements of the continuum of care include, but are not limited to, the following components:
 - (a) To locate persons in need of addiction or mental health services to inform them of available services and benefits;
 - (b) Assistance for persons receiving addiction or mental health services to obtain services necessary to meet basic human needs for food, clothing, shelter, medical care, personal safety, and income;
 - (c) Addiction and mental health services, including outpatient, residential, partial hospitalization, and, where appropriate, inpatient care;
 - (d) Emergency services and crisis intervention;
 - (e) Assistance for persons receiving services to obtain vocational services and opportunities for jobs;
 - (f) The provision of services designed to develop social, community, and personal living skills;

- (g) Access to a wide range of housing and the provision of residential treatment and support;
 - (h) Support, assistance, consultation, and education for families, friends, persons receiving addiction or mental health services, and others;
 - (i) Recognition and encouragement of families, friends, neighborhood networks, especially networks that include racial and ethnic minorities, churches, community organizations, and community employment as natural supports for persons receiving addiction or mental health services;
 - (j) Grievance procedures and protection of the rights of persons receiving addiction or mental health services;
 - (k) Community psychiatric supportive treatment services, which includes continual individualized assistance and advocacy to ensure that needed services are offered and procured.
- (12) Establish a method for evaluating referrals for court-ordered treatment and affidavits filed pursuant to section [5122.11](#) of the Revised Code in order to assist the probate division of the court of common pleas in determining whether there is probable cause that a respondent is subject to court-ordered treatment and whether alternatives to hospitalization are available and appropriate;
- (13) Designate the treatment services, provider, facility, or other placement for each person involuntarily committed to the Board pursuant to Chapter 5122. of the Revised Code.
- (14) Ensure that housing built, subsidized, renovated, rented, owned, or leased by the Board or a community addiction or mental health services provider has been approved as meeting minimum fire safety standards and that persons residing in the housing have access to appropriate and necessary services, including culturally relevant services, from a community addiction or mental health services provider.
- (15) Establish a mechanism for obtaining advice and involvement of persons receiving addiction or mental health services on matters pertaining to addiction and mental health services in the alcohol, drug addiction, and mental health service district;
- (16) Perform the duties required by rules adopted under section [5119.22](#) of the Revised Code regarding referrals by the Board or mental health services providers under contract with the Board of individuals with mental illness or severe mental disability to residential facilities licensed under section [5119.34](#) of the Revised Code and effective arrangements for ongoing mental health services for the individuals. The Board is accountable in the manner specified in the rules for ensuring that the ongoing mental health services are effectively arranged for the individuals.

(B) The Wood County Alcohol, Drug Addiction and Mental Health Services Board shall establish such rules, operating procedures, standards, and bylaws, and perform such other duties as may be necessary or proper to carry out the purposes of the laws providing for addiction and mental health services.

The Board will annually provide for two deliverables, a Community Mental Health Plan and an Annual Report.

In addition of the above statutory mandates and deliverables, the Board will provide for a Strategic Plan (starting with the Strategic Plan dated June 2013) every three years.

Board members may not attempt to exercise individual authority over the organization.

- a. Members' interaction with the Executive Director or with staff must recognize the lack of authority vested in the individual Board Member except when explicitly Board authorized or through committees. Complaint, suggestions, goals, or expectations regarding the Executive Director should be brought to the Executive Committee.
- b. Members' interaction with public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.
- c. Except for participation in Board or committee deliberations during duly announced meetings of the Board or its committees in Executive Session or regular or special meeting(s), Board members will not express individual judgements of performance of employees or the Executive Director.
- d. Board members will be properly prepared for Board deliberation.

Approved by the Board May 23, 2016; Resolution FY 2016-29

ARTICLE IV

Liability Insurance

The Wood County alcohol, drug addiction, and mental health services Board may procure a policy or policies of insurance insuring Board members or employees of the Board or providers with which the Board contracts against liability arising from the performance of their official duties. If the liability insurance is unavailable or the amount a Board has procured or is able to procure is insufficient to cover the amount of a claim, the Board may indemnify a Board member or employee as follows:

(A) For any action or inaction in the capacity of Board member or employee or at the request of the Board, whether or not the action or inaction is expressly authorized by any section of the Revised Code, if both of the following apply:

(1) The Board member or employee acted in good faith and in a manner that the Board member or employee reasonably believed was in or was not opposed to the best interests of the Board;

(2) With respect to any criminal action or proceeding, the Board member or employee had no reason to believe the Board member's or employee's conduct was unlawful.

(B) Against any expenses, including attorneys' fees, the Board member or employee actually and reasonably incurs as a result of a suit or other proceeding involving the defense of any action or inaction in the capacity of Board member or employee or at the request of the Board, or in defense of any claim, issue, or matter raised in connection with the defense of such an action or inaction, to the extent that the Board member or employee is successful on the merits or otherwise.

Ohio revised code section 340.11

Approved by the Board May 23, 2016; Resolution FY2016-30

ARTICLE V

MEMBERSHIP

Section 1. The composition of the Board, Board appointment procedures, membership criteria, terms of service, membership training requirements, Board vacancy and member removal procedures, and Board members' compensation shall be as set forth in ORC Title 3 (Counties), Chapter 340 (Alcohol, Drug Addiction and Mental Health Services), Section .02 (Organization of Board of alcohol, drug addiction, and mental health services).

Board members have authority only when acting as a Board in public meetings. The Board members shall not bind the Board in any way, by any statement or action on the part of an individual Board member or employee, except when such statement or action is pursuant to specific instructions by the Board, or part of Board approved duties. Officers of the Board may delegate responsibilities as they see fit, subject to Board approval and compliance with existing statutes and policies.

Approved by the Board January 26, 2015; Resolution 2015-1-4

ARTICLE VI

MEETINGS

Section 1. All meetings of the Board and all committees of the Board shall be open to the public and held and conducted in compliance with ORC Title 1 (State Government), Chapter 121 (State Departments), Section .22 (Public meetings-exceptions). Opportunity shall be given the public to address the meeting and the Board may, but shall not be obligated to, consider the problem or request of a petitioner unless the matter has been presented to each individual member of the Board in writing or electronic notification at least 10 days prior to the Board meeting at which the petitioner wishes it presented.

A. Annual: The Board will hold an annual meeting at a time and place to be designated by the Board. The annual meeting's purpose is to present and approve the Annual Report.

B. Regular: The Board determines the time of regular meetings. In case of postponement or continuance of a regular meeting, the Secretary or the Executive Director shall notify all members, all news media that have requested notice, and all interested persons who have requested notice.

C. Special Meetings: A special meeting of the Board may be called by the Chairperson, or by one-third of the Board membership, by electronic notice via ADAMHS website, email and/or ordinary mail to all other members of the Board of the time and place of the meeting, at least two (2) days before the date of the meeting, excluding weekends and/or legal holidays. At least 24 hours' advance notice of the meeting will also be given to all news media that have requested notice and interested persons who have requested notice. No other business should be discussed except what is established on the agenda and "other" should be excluded on an agenda of a Special Meeting.

D. Place: All meetings of the Board shall be held at a place designated by the Board. The Executive Director shall notify each Staff member and Board member in writing or e-mail of the exact location of the meeting. The Secretary, Treasurer or Executive Director shall notify each member of the change and of the new location.

E. Quorum: A majority of the members appointed to the Board shall be present to constitute a quorum for the transaction of business. Each Board member shall have one vote. A simple majority of those present and voting, at any duly called meeting of the Board at which a quorum is present, will decide all matters other than amendments to the Bylaws. Electronic methods may not be used to establish a quorum or cast a vote.

F. Attendance: Upon the absence of a member within one fiscal year from either four Board meetings or from two Board meetings without prior notice, the Board shall notify the appointing authority, which may vacate the appointment and appoint another person to complete the member's term.

G. Administrative: All meetings will follow Roberts Rules of Order.

Approved by the Board January 26, 2015; Resolution 2015-1-4

Proposed Amended

ARTICLE VII

AGENDA

Section 1. Meetings of the Board shall follow an agenda prepared by the Board Chairperson in cooperation with the Executive Director. Such agenda, together with supporting data shall be sent to all Board members at least 5 days, excluding weekends and holidays, prior to the regular Board meetings and shall include, but not be limited to, the following elements:

- A. Call to Order
- B. Approval of Consent Agenda
 - a. Executive Director Report (Written)
 - b. Committee Reports
 - c. Schedule of Bills
- C. Unfinished Business
- D. Board Action/Resolutions
- E. New Business
- F. Public Comments-(Board Chair may impose a reasonable time limit)
- G. Adjournment

By motion and subject to a majority vote of the Board members present, resolutions may be read by title, and number only.

Approved by the Board May 23, 2016; Resolution FY2016-31

ARTICLE VIII

OFFICERS

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

Section 2. Officers of the Board shall be elected annually. At the annual meeting or at the Board May Meeting (Article X)

Approved by the Board January 26, 2015; Resolution 2015-1-4

ARTICLE IX

DUTIES OF OFFICERS

The duties of the Chairperson, Vice-Chairperson, Treasurer and Secretary will be in general accordance with Robert's Rules of Order as summarized below:

- Section 1. Chairperson shall preside at all meetings of the Board and shall be an ex-officio member of all committees of the Board. The Chairperson may designate the Vice-Chairperson to sit on such committees in his/her place. The Chairperson may sign contracts along with the Executive Director. Also, refer to Bylaws Article XI regarding (contracts exceeding \$25,000) In addition, the Chairperson shall exercise authority and perform such duties as the Board may assign from time to time.
- Section 2. The Vice-Chairperson shall perform the duties of the Chairperson during the absence of the Chairperson or the inability of the Chairperson to discharge the duties of office and shall perform such other duties as the Board from time to time may direct.
- Section 3. The Treasurer shall provide oversight and reporting of the Board's finances. These responsibilities may be delegated with the approval of the Board. The Treasurer, or his/her designee, shall serve as chairperson of the Finance and Administration Committee, and shall perform other duties as directed by the Board from time to time.
- Section 4. In the absence of the Chair or Vice-Chair, the Board Secretary, or his/her designee will conduct the meeting and shall be responsible for minutes as well as records of the meetings of the Board. These responsibilities may be delegated with the approval of the Board.

The Committee Chairpersons will be appointed by the Board Chairperson.

Approved by the Board May 23, 2016; Resolution FY2016-32

ARTICLE X

STANDING COMMITTEES

Immediately after the election of Board officers at the May meeting, the Chairperson of each Standing Committee (except for Finance and Administration Committee) will be appointed by the Board Chairperson.

- 1) Board members may volunteer to serve on one or more Standing Committees
 - 2) Members of Standing Committees shall serve for one year.
 - 3) The Executive Director may serve as an ex-officio (non-voting) member of all Standing Committees.
 - 4) Committee meetings shall be open to all Board members and are considered public meetings.
- A. **Executive Committee** shall be composed of the Board Officers and shall have no authority to act in lieu of the Board nor to commit the Board to any position or course of action, except with explicit authorization by a majority of the Board. Working with the Executive Director, the Executive Committee shall ensure development and implementation of: Board-approved Strategic Plan; Funding Forecast; Board Budget; Community Mental Health and Addiction Services Plan; Annual Report; Annual Dinner; Annual Board Retreat, and Annual Financial Audit. This Committee will conduct a performance review of the Executive Director during the Boards fiscal year.
- B. **Finance and Administration Committee** This committee shall be composed of the Board Officers and shall have no authority to act in lieu of the Board nor to commit the Board to any position or course of action, except with explicit authorization by a majority of the Board. This committee shall be composed of the Board Treasurer as Chairperson and one or more Board members who are preferably knowledgeable about accounting or finance. Working with the Executive Director, this Committee shall: provide oversight of all Board financial and budgetary affairs; initiate preparation of an annual Funding Forecast; initiate preparation of the Board and agency allocation Budgets; recommend the annual reserve limit; review agency requests with respect to the Budget; initiate preparation of a yearly Financial Audit; review contracts; review

the Annual Report and Annual Financial Audit; review and develop policies and procedures that ensure the just and efficient administration of Board and staff activities.

- C. **Programs and Outcomes Committee** This committee shall be composed of the Board Officers and shall have no authority to act in lieu of the Board nor to commit the Board to any position or course of action, except with explicit authorization by a majority of the Board. This committee shall be composed of a Chairperson and one or more Board members who are preferably knowledgeable about alcohol, drug addiction and mental health services, and/or community needs and knowledgeable about continuum of care delivery. This committee shall systematically evaluate the continuum of care and all service proposals and funding requests with respect to the Community Mental Health and Addiction Services Plan, Strategic Plan, citizen input and Budget and reserve limit. This committee shall: monitor whether agencies receiving Board funding for clinical services are implementing evaluations of those services; review agency proposals for outcome evaluation; review evaluations that include measures of both client functioning and satisfaction; and review agency plans for presentation of outcome assessments to the Board.
- D. **Nominating Committee** This committee shall be composed of the Board Officers and shall have no authority to act in lieu of the Board nor to commit the Board to any position or course of action, except with explicit authorization by a majority of the Board. This committee shall be composed of a Chairperson and one or more Board members. This committee shall: prepare a slate of officers for the Board's consideration at the May meeting each year.
- E. **Ad Hoc Committee(s)** These committee(s) shall be composed of the Board Officers and shall have no authority to act in lieu of the Board nor to commit the Board to any position or course of action, except with explicit authorization by a majority of the Board. As needed, may be empowered with special duties and responsibilities by the Board Chairperson. The Ad Hoc Committee Chairperson shall be appointed by the Board Chairperson. Ad Hoc committee members may serve for one year or until the work of the committee is complete, whichever occurs first. Ad Hoc Committees will report directly to the Board Chairperson.

**Approved by the Board May 23, 2016; Resolution
FY2016-33**

ARTICLE XI

Executive Director

The Board shall employ a qualified Executive Director whose credentials are compliant with the approved Executive Director Position Description. The Executive Director position will be Unclassified with compensation, leave and other benefits fixed by the Board. In addition to such compensation, the Executive Director shall be reimbursed for actual and necessary expenses incurred in the performance of their official duties as approved by the Board Treasurer.

In accordance with Ohio Revised Code Section 340.04 the Executive Director shall:

1. Serve as Executive Officer of the Board and, subject to the prior approval of the Board for each contract, execute contracts on its behalf;
2. Supervise services and facilities provided, operated, contracted or supported by the Board to the extent of determining that services and facilities are being administered in conformity with relevant provisions of Ohio Revised Code Chapter 340 and rules of the director of mental health and addiction services and in accordance with the provisions of contracts and agreements between the Board and provider agencies;
3. Provide consultation to addiction and mental health service providers providing services supported by the Board;
4. Recommend to the Board the changes necessary to increase the effectiveness of addiction and mental health services and other matters necessary or desirable to carry out the provisions of Ohio Revised Code Chapter 340;
5. Employ and remove from office such employees and consultants in the classified civil service and, subject to the approval of the Board, employ and remove from office such other employees and consultants as may be necessary for the work of the Board, and fix their compensation and reimbursement within the limits set by the salary schedule and the budget approved by the Board;
6. Encourage the development and expansion of preventive, treatment, rehabilitative and consultative services in the field of addiction and mental health services with emphasis on continuity of care;
7. Prepare for the Board an annual report of the services and facilities under the jurisdiction of the Board, including a fiscal accounting of all services;
8. Conduct such studies as may be necessary and practicable for the promotion of mental health, promotion of addiction services, and the prevention of mental illness, emotional disorders and addiction;
9. Authorize the county auditor to issue warrants for the payment of Board obligations approved by the Board, provided that all payments from funds distributed to the Board by the Department of Mental Health and Addiction

Services are in accordance with the budget submitted pursuant to Section 340.08 of the Ohio Revised Code, as approved by the Department of Mental Health and Addiction Services.

In addition to the requirements set forth in the Ohio Revised Code, the Executive Director shall:

10. Develop the Community Plan for Board consideration in accordance with the requirements of the Department of Mental Health and Addiction Services;
11. Evaluate, in writing, all subordinate staff on an annual basis and report such evaluations to the Executive Committee of the Board;
12. Solicit, review, evaluate and inform the Board of proposals from qualified alcohol, drug addiction, mental health and other service providers to carry out the Community Plan and Board approved programs and services;
13. Evaluate the performance of those agencies, organizations and individuals with whom the Board has contracted for services and programs and report his/her findings, in written form, to the Board on a Quarterly basis. The Executive Director will use the performance measures set forth in the contracts and agreements with provider agencies, organizations and individuals. The Board may also seek assistance of an outside program auditor or evaluator to assist in this duty.
14. No later than April 1st of each calendar year, prepare and submit the proposed annual Board Administrative fiscal year budget to the Board for the Board's consideration. By April 15th of each calendar year prepare and submit the proposed continuum of care budget to the Board for the Board's consideration.
15. Prepare, for approval by and in consultation with the Chairperson of the Board or designee, the monthly agenda for Board consideration. Prepare for approval by and, in consultation with the standing Committee Chair or designee, the monthly agenda for the standing committee's consideration.
16. The Executive Director shall provide a written report of Wood County Alcohol, and Drug Addiction Services monthly activities at every regularly scheduled meeting of the Board.
17. The Executive Director shall, as soon as practical, notify the Chairperson of the Board of any incident, activity or action taken that a reasonable person would believe to be of a substantial nature that may reflect on the integrity or operations of the Wood County Alcohol, Drug Addiction and Mental Health Services Board. In the absence of the Chairperson of the Board, the Executive Director shall notify any member of the Executive Committee.
18. The Executive Director shall arrange for the annual State mandated audit to be presented to the Board.

19. The Executive Director shall not cause or allow any practice, activity, decision, or organizational circumstance which is either unlawful, imprudent or in violation of commonly accepted business and professional ethics and practices.

The Executive Director shall not have an unlawful interest in a public contract, will adhere to and have detailed familiarity with the provisions of Ohio Revised and Administrative Code Sections pertaining to Alcohol, Drug Addiction and Mental Health Services and Ohio Ethics Law and shall not engage in any activity that may cause loss of public and appointing authority confidence in the Wood County Alcohol, Drug Addiction and Mental Health Services Board and its employees and programs.

In accordance with numerical paragraph 9 of this policy, the Executive Director is authorized to pay routine expenses of the Board pursuant to line item accounts detailed in the Approved Fiscal Year Board Administrative Operations Budget.

The Executive Director shall provide oversight of the Board System of Care Budget and report monthly income and expenditures to the Board.

The Executive Director is authorized, without further Board action, to sign contracts and agreements in an amount not to exceed \$25,000 (twenty five thousand dollars) with Board service providers, provided that (a) the funds for the contract and agreement have been appropriated in the Approved Fiscal Year Budget for that purpose and (b) have been authorized by the Board for distribution to that service provider. Contracts and Agreements with the Board service providers exceeding \$25,000 (twenty five thousand dollars) must also be signed by the Chairperson of the Board, or designee. The Executive Director or designee must notify the Board at its next meeting of such action.

Treatment of Staff

With respect to the treatment of paid and volunteer staff, the Executive Director shall not cause or allow conditions which are inequitable, discriminatory, undignified, disorganized, or unclear.

Further, without limiting the scope of the foregoing by this enumeration, the Executive Director shall not:

1. Operate without written personnel rules which:
 - a. Clarify rules for staff,
 - b. Provide for effective handling of grievances, and
 - c. Protect against wrongful working conditions, such as nepotism and preferential treatment.
2. Retaliate against any staff member for non-disruptive expression of dissent.

3. Take any negative action against any staff member for behavior which does not compromise the mission of the organization.
4. Prevent staff from grieving to the Board when:
 - a. Internal grievance procedures have been exhausted and
 - b. The employee alleges that Board policy has been violated to his or her detriment.
5. Allow staff to be uninformed or unaware of their protections under this policy as interpreted by the Executive Director.

The Executive Director shall not permit the Board to be uninformed or unsupported in its work.

Further, without limiting the scope of the foregoing by this enumeration, the Executive Director shall:

1. Make the Board aware off an actual or anticipated noncompliance with any policy of the Board as soon as possible; in the case of noncompliance that could significantly impact the ability to meet organization goals, as soon as it is discovered.
2. Make the Board aware of relevant trends, anticipated adverse media coverage, threatened or pending lawsuits, material external and internal changes, particularly changes in the assumptions upon which any Board policy has been established.
3. Allow the Board access to and fully inform the Board of, the range of relevant perspectives, including staff and external viewpoints, as needed for informed Board determinations.
4. Not communicate substantive governance information to an individual or segment of the Board except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.

5. Ensure the Board is compliant with legal or contractual requirements for Board actions and shall present the (consent) agenda with supporting and relevant information.

The Executive Director shall not engage in or allow any practices which results in a conflict of interest detrimental to the interests of the organization.

Further without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Conduct Wood County ADAMHS Board business with any organization with which, or individual with whom, the Executive Director has a direct business interest.
2. Conduct Wood County ADAMHS Board business with any organization with which, or individual with whom, she or he has a substantial and direct affiliation, except for those affiliations which arise as a representative of Wood County ADAMHS Board.
3. Conduct Wood County ADAMHS Board business, with or without a formal contract, in which he or she stands to receive a direct personal benefit in the manner of a gift, promotional award, personal payment, or similar offering.

Approved by the Board May 23, 2016; Resolution FY2016-34

ARTICLE XII

ETHICS AND CONFLICTS OF INTEREST

1. Members must represent loyalty to the interests of the Board. This supersedes any loyalty to advocacy or interest groups, membership on other Boards or staffs, and the personal interest of any Board member.
2. Members must avoid conflicts of interest with respect to their fiduciary responsibility.
 - a. When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall abstain himself or herself, without comment, from voting and deliberating.
 - b. Board members must not use their positions to obtain employment or other benefits for themselves, family members, or close associates. Should a member desire employment he or she must first resign.
 - c. A Board member may not be an employee or a member of the governing Board, or have a family member who is an employee or is a member of the governing Board of an agency with whom the Wood County ADAMHS Board has a contract for services or facilities, and may not have a relative who serves as a Wood County commissioner.
 - d. Board members are prohibited from having a personal interest in a contract with the Board.
 - e. Board members may not accept gifts or services of value from anyone doing business with or seeking to do business with the ADAMHS Board or that otherwise creates a conflict of interest or the appearance of impropriety.
 - f. During public service and for one year after public service as an ADAMHS Board member, Board members may not represent any person, in any fashion with respect to a matter in which the Board member personally participated while serving as an ADAMHS Board member.
 - g. Board members will receive a copy of the Ohio Ethics Law within fifteen days of appointment to the Board and may refer questions to the Ohio Ethics Commission at (614) 466-7090 or www.ethics.state.oh.us.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.

- a. Members' interaction with the executive director or with staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized.
- b. Members' interactions with public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions unless directed by the Board.

4. Members will adhere to confidentiality standards, including HIPAA privacy, security standards, and discussion of executive session information.

Approved by the Board May 23, 2016; Resolution FY2016-35

ARTICLE XIII

FISCAL YEAR

Section 1. The fiscal year of the Board shall be from July 1 of each year to June 30 of the following year.

Approved by the Board January 26, 2015; Resolution 2015-1-4

ARTICLE XIV

AMENDMENTS

- Section 1. These provisions may be adopted, amended, or repealed at any July constituted meeting of the Board, by a vote of a majority of the members appointed to the Board.
- Section 2. Seven (7) days written notice to change the Bylaws shall be given to all Board members prior to the meeting at which the vote is to be made.
- Section 3. WCADAMHS Board will initiate the process of strategic planning during the Board annual retreat and conclude at the following Board monthly meeting.

Approved by the Board January 26, 2015; Resolution 2015-1-4

ARTICLE XV

DISCRIMINATION PROHIBITED - AFFIRMATIVE ACTION PROGRAM

The Wood County Alcohol, Drug Addiction and Mental Health Services Board or any community addiction or mental health services provider under contract with such a Board shall not discriminate in the provision of services under its authority, in employment, or under a contract on the basis of race, color, religion, creed, sex, age, national origin, or disability.

The Board shall have a written affirmative action program and ensure that each community addiction or mental health services provider with which it enters into a contract has a written affirmative action program. The affirmative action program shall include goals for the employment and effective utilization of, including contracts with, members of economically disadvantaged groups as defined in division (E)(1) of section [122.71](#) of the Revised Code in percentages reflecting as nearly as possible the composition of the alcohol, drug addiction, and mental health service district served by the Board. The Board and provider shall file a description of the affirmative action program and a progress report on its implementation with the department of mental health and addiction services.

Ohio Revised Code Section 340.12

Approved by the Board May 23, 2016; Resolution FY2016-36