



**Athens-Hocking-Vinton Alcohol, Drug Addiction  
and Mental Health Services Board (317 Board)**

**Bylaws**

The following constitutes the bylaws of the Athens-Hocking-Vinton Alcohol, Drug Addiction and Mental Health Services Board ("Board") and shall supersede all prior bylaws that governed the Board.

**Article I – Members**

- 1.01 Board Members.** Board member appointment, tenure and removal shall be pursuant to Ohio Revised Code Section 340.02. A board member's initial appointment is active upon being sworn in and signing the Oath of Office.
- 1.02 Confidentiality.** Board members shall maintain confidentiality of information regarding clients served by contract agencies and state psychiatric hospitals in accordance with state law. A signed Statement of Confidentiality shall be requested from each Board member.

**Article II – Meetings**

- 2.01 Annual Meeting.** The annual meeting of the Board shall be held in the third quarter of the Calendar Year, at a time and place within Athens, Hocking or Vinton Counties.
- 2.02 Regular Meetings.** The Board shall meet regularly on the fourth Monday of each month, with the exception of December in which no meeting is held. If a regular meeting date falls on a holiday, then such meeting shall be held on the Tuesday following the holiday. Meetings shall be held at the time and place within Athens, Hocking or Vinton Counties, set forth in the notice of such meeting.
- 2.03 Special Meetings.** Special Board meetings may be called by the Chairperson, by two Board members, or by the Executive Director.
- 2.04 Notice of Meetings.**
- A. At least five (5) days before every annual and regular meeting of the Board, the Executive Director shall cause a written notice of the meeting to be sent to each Board member. The notice shall state the time and place of the meeting.
  - B. At least one (1) day before a special meeting of the Board, the Executive Director shall cause written or oral notice to be given to each Board member. The notice shall state the time, place and purpose of the special meeting.
  - C. The Executive Director shall inform those staff members who normally answer the telephone of the time and place of all regularly scheduled meetings and the time, place and purpose of all special meetings. Such information shall be available to any person who calls or comes to the Board's offices. When a special meeting of the Board is scheduled, at least twenty-four (24) hours before such meeting the Executive Director shall post in a conspicuous public place and give notice of the time, place and purpose of the special meeting to the news media that have requested notification, except in the event of an emergency requiring immediate official action.

In the event of an emergency, the persons calling the meeting shall give immediate notice of the time, place and purpose of the meeting to the news media that have requested notification. Any person, upon request, may obtain reasonable advance

notification of all meetings, or of all meetings at which any specific type of business is to be discussed.

- 2.05** **Voting.** Each member of the Board present at a duly constituted regular or special meeting shall have one vote on each matter submitted to the members for their vote or action. The majority of the members of the Board present at any meeting at which a quorum is present shall determine the Board's action.
- 2.06** **Quorum.** A majority of the duly appointed and qualified members of the Board shall constitute a quorum for each annual, regular and special meeting. In the event a quorum is not reached by 2:00 pm the day of the meeting; via confirmation by email or phone, the meeting shall be cancelled and all members and public notified.

### **Article III – Committees**

- 3.01** The Board shall have the following regular committees:

**A. Executive Committee.** The Executive Committee shall consist of the Chairperson, Chairperson-Elect, Member-at-Large and two other Board members appointed by the Chairperson. The Executive Committee shall be responsible for making recommendations to the Board regarding all personnel matters, including the employment of the Executive Director. The Executive Director shall be responsible for the employment of all other approved Board staff positions.

The Executive Committee shall be responsible for reviewing the Board's financial concerns and making recommendations to the Board for its consideration. The Executive Committee shall serve as the Audit Committee in accordance with Article III, Paragraph C, including review of the Board's monthly financial statements.

The Executive Committee may make recommendations to the Board regarding the annual community plan, mental health and addiction programs funded by the board, and guidelines for evaluation of funded programs. Between meetings of the Board, the Executive Committee shall have and exercise in the absence of specific direction from the Board, any and all powers of the Board in the management of the business and affairs of the Board.

The Executive Committee shall at all times act under the Board's control and shall make a report of its acts and transactions to the Board, but the Board may not rescind any good faith action of the Executive Committee which impairs the rights of a third party who acted in good faith on the representations of the Executive Committee.

The Executive Committee shall meet at least once per quarter.

**B. Nominating Committee.** The Nominating Committee shall be the body that nominates the Chairperson-Elect of the Board. The Chairperson shall appoint the chairperson and members of the Nominating Committee at the Board's April meeting. At the Board's May meeting, the Nominating Committee shall present its nominee for Chairperson-Elect for the subsequent fiscal year. The Nominating Committee shall assure that the position of Chairperson-Elect follows a rotation of a member of the Board from Athens County, then a

member from Hocking County, and then Vinton County. At the Board's June meeting, the Chairperson of the Nominating Committee, or another member of the committee, shall place in nomination the name of the nominee.

**C. Audit Committee.** The Executive Committee shall also serve as the Audit Committee. The committee shall be responsible for reviewing the Board's monthly financial reports; reviewing the annual State Auditor's report; assuring that audit recommendations are appropriately addressed; and reviewing communications from the auditor regarding the auditor's professional responsibilities, selection of accounting policies, sensitive accounting estimates, significant audit adjustments, disagreements with management and difficulties encountered during the performance of the audit.

**3.02 Special Committees.** The Chairperson of the Board may appoint special committees to carry out specific functions. The Chairperson of the Board shall appoint a chair and vice chair for each special committee. Such committees shall cease after their special functions have been performed and reported to the Board.

**3.03 Quorum.** Those members of a committee present at a committee meeting shall constitute a quorum, and the act of a majority of the members at the meeting at which a quorum is present shall constitute the act of such committee

#### **Article IV – Officers**

**4.01 General.** The officers of the Board shall consist of a Chairperson, a Chairperson-Elect, and a Member-at-Large.

**4.02 Tenure and Election.** On July 1<sup>st</sup> of each fiscal year, the sitting Chairperson shall move to the office of Member-at-Large, and the current Chairperson-Elect shall move to the office of Chairperson. The Chairperson-Elect for the subsequent fiscal year shall be elected by the Board from its membership at the June meeting. Each officer shall serve a term of one year and, at the discretion of the Board, may serve one additional consecutive term.

**4.03 Removal.** Any officer may be removed, for cause, by the affirmative vote of the majority of the members at any meeting of the Board. Before a special meeting is held to remove an officer, such officer shall be informed in writing of any reason or reasons for which his or her removal is being sought.

**4.04 Vacancies.** Vacancies in any office of the Board may be filled for the unexpired term at any regular or special meeting of the Board.

**4.05 Powers and Duties.** The Chairperson shall preside at all meetings of the Board, shall serve as an ex officio member of all committees, and shall do and perform such other duties as may be assigned from time to time by the Board. The other officers of the Board shall have such power and duties as are, from time to time, conferred by the Board.

**Article V – Reimbursement of Expenses**

- 5.01** Each member of the Board shall be reimbursed for actual and necessary personal expenses incurred in the performance of their official duties as defined by rules of the Department of Mental Health and Addiction Services. Reimbursement will be in accordance with Board personnel policies and procedures.

**Article VI – Amendments**

- 6.01** These bylaws may be amended or repealed, and new bylaws may be adopted, at any meeting of the Board at which a quorum is present, provided that notice of the proposed amendment, repeal or adoption is given in writing with the notice of the meeting. The vote to amend or repeal the bylaws, or to adopt new bylaws, shall be by the affirmative vote of two thirds (2/3) of the members of the Board present at the meeting.

**Article VII - Rules of Order**

- 7.01** All meetings of the Board shall be conducted in a manner similar to Robert's Rules of Order as amended from time to time.

Amended this 24th day of June, 2024.