

MENTAL HEALTH CONNECTION OF TARRANT COUNTY BYLAWS

Article I. NAME

The name of the organization shall be Mental Health Connection of Tarrant County.

Article II. PURPOSE

The purpose of the Mental Health Connection of Tarrant County, designated a 501(c)3 Not-for-Profit Corporation by the Internal Revenue Service, shall be to create and support the implementation of a comprehensive plan to improve the delivery of mental health services to all residents in Tarrant County, Texas and to enhance collaborative opportunities.

Article III. MEMBERSHIP

Section 1. Membership shall be open to all individuals and organizations interested in working collaboratively to improve the mental health services system in Tarrant County, including: public and private providers and caregivers, state and federal agencies, consumers of mental health services, independent school district officials, city and county government representatives, faith-based organizations, private business leaders, concerned residents and any other stakeholders in mental health services located or residing in Tarrant County, Texas.

Section 2. Individuals or organizations may join the Mental Health Connection by completing a membership application and paying the designated level of dues upon approval by the Board of Directors.

Section 3. The Board of Directors may set and change the amount of the annual membership dues and fees. Payment of dues shall entitle the individual to membership in the organization for one (1) calendar year. Failure to pay dues for any renewal membership fee shall result in termination of membership. If a renewal fee is not paid within ninety (90) days of its due date, unless there is a waiver by the Board of Directors, membership will be terminated.

Section 4. Members shall be entitled to one vote on each matter submitted by the Board of Directors to a vote of the members. Each agency member shall designate in writing to the Board of Directors, the name of one individual to serve as the voting member at the membership meetings. Issues submitted by the Board of Directors to the membership shall include fundamental issues relating to the structure and form of the organization, such as changes in the Articles of Incorporation, election of Board of Directors and election of Officers.

Section 5. The Board of Directors shall have the authority to establish and define nonvoting categories of membership.

Article IV. MEETINGS OF MEMBERS

Section 1. **Regular meetings** of the membership of the Mental Health Connection shall be held. The Board of Directors shall set the date, time, and place of each meeting. Members will be notified at least one week prior to the meeting.

Section 2. **Special meetings** of the membership may be called by the Chair of the Board, by the Corporation President, or by a simple majority of the Board of Directors. A petition signed by ten percent of the voting members may call a special meeting. All members are to be notified of the proposed meeting and its purpose.

Section 3. An **Annual Meeting** of the Mental Health Connection shall be held during the month of December. The Board shall set the time, place and date.

Section 4. At the Annual Meeting of the Mental Health Connection, the membership shall elect the Officers for the following year and any Board of Director positions which are set for election in that year. For all matters submitted by the Board of Directors to the membership for vote, a quorum shall be needed and shall consist of a simple majority of the membership eligible to cast a vote at the meeting in person, by proxy, or by prior written vote.

Article V. BOARD OF DIRECTORS

Section 1. The Board of Directors is responsible for overall policy and direction of the Mental Health Connection and delegates responsibility for day-to-day operations to the Corporation's President.

Section 2. The Board shall consist of the four (4) voting Officers, five (5) voting at-large members, elected by the membership at the Annual Meeting, the Past Chair who shall be an ex-officio member without a vote, and any Chairperson of a Committee created pursuant to Article VII, who shall be ex-officio members without a vote.

Section 3. At-Large Board members shall represent diverse interests of the community. The at-large members shall represent agencies which provide mental health services, advocates for individuals with mental health issues and one at-large member shall represent Consumers or their family members.

Section 4. The Board shall meet a minimum of four (4) times per fiscal year, at an agreed upon time and location. Special meetings may be called by the Chair, the Corporation President, or by one-third of the Board of Directors.

Section 5. All Board members shall serve three-year terms but are eligible for re-election. No board member shall serve more than two (2) consecutive terms. Terms of office shall begin immediately after the close of business at the Annual Meeting when the Board members are elected. All at-large Board members shall be elected in the first year after adoption of these bylaws. Two at-large Board members shall serve a one year term. The election after the first year will be for a full three year term. Two at-large Board Members shall serve a two year term after these bylaws are adopted. The election after the second year will be for a full three year term. The fifth at-large Board member shall serve a full three year term. The at-large Board members shall be randomly selected to determine which two will serve an initial one year term, which two will serve an initial two year term and which will serve an initial full term. The initial terms shall count towards the term limits at the beginning of this section.

Section 6. A quorum shall consist of a simple majority of the Board members eligible to cast a vote at a meeting in person, by telephone, facsimile, e-mail or proxy. A quorum must exist before business can be transacted or motions made or passed.

Section 7. Notice of regular Board of Director meetings must be sent at least one week in advance.

Section 8. Board members shall serve without compensation.

Section 9. Resignation, Termination, Absences. Resignation from the Board of Directors must be submitted to the Secretary in writing. A Board member shall be dropped for excessive absences from the Board of Directors if he or she has two unexcused absences from Board of Director meetings within the fiscal year. A Board member may be removed for other reasons by a three-fourths vote of the remaining Board of Directors.

Article VI. OFFICERS

There shall be five (5) officers of the Corporation which are Chair, Vice-Chair, Secretary, Treasurer, and Past Chair.

Section 1. The **Chair** shall preside at all meetings of the Board of Directors and the Mental Health Connection membership. The Chair shall be a voting member of the Board of Directors.

Section 2. The **Vice Chair** shall perform the duties of the Chair in his/her absence. The Vice Chair shall be a voting member of the Board of Directors.

Section 3. The **Treasurer** shall be responsible for all funds and securities of the Corporation. The Treasurer shall make information about the financial condition of the Corporation available to the Board of Directors and membership. The Treasurer shall perform other duties as assigned by the Chair and shall perform all of the duties incident to the office of treasurer. The Treasurer shall be a voting member of the Board of Directors.

Section 4. The **Secretary** shall be responsible for ensuring that minutes of the meetings of the Board of Directors and membership are recorded and that a current register of the mailing address of each member, officer, and employee of the Corporation are maintained as part of the corporate records. The Secretary shall perform duties as assigned by the Chair and shall perform all duties incident to the office of secretary. The Secretary shall be a voting member of the Board of Directors.

Section 5. The **Past Chair** of the Board of Directors shall serve in an advisory capacity to the Board of Directors, as an ex officio member, without a vote.

Section 6. The **Term of Office** for each voting officer shall be for two years. This provision does not permit a Board of Director to remain on the Board for longer than six years pursuant to Article V, Section 5.

Section 7. **Removal**
Any officer elected by the membership may be removed by majority vote of the membership with or without good cause.

Article VII. COMMITTEES

Section 1. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation. However, no such committee shall have the authority of the Board of Directors

in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, nor any individual Director, of any responsibility imposed on it or him or her by law. Chairpersons of committees created by resolution shall serve on the Board of Directors as ex-officio members without vote during the duration of their position as Chairperson.

Section 2. All committees created by resolution shall exist only for as long as stated in the resolution adopted by the majority of the Directors in office but in no case shall one of these committees have a term of longer than two years. The Board of Directors shall have the authority to continue a committee for longer than two years if a majority of sitting Directors vote for such amendment to the resolution creating said committee.

Section 3. Ad-hoc committees may be established by the Chair as deemed necessary to carry out the work of the Mental Health Connection. Committees established by the Chair, pursuant to this section, shall not have the authority of the Board of Directors regarding the management of the corporation. The Chair of the Board of Directors shall appoint the members of each such committee or, in the alternative, shall appoint a Director or Directors to appoint the members of the committee. Any committee member appointed may be removed by the Director or Directors who appointed him or her when the appointing Director or Directors deems it necessary and in the best interests of the corporation. One member of the Board of Directors shall be designated as an ex officio member of each committee, for the purpose of informing the Board of Directors of such committee's deliberations and recommendations. Chairpersons of ad-hoc committees shall serve on the Board of Directors as ex-officio members without vote during the duration of their position as Chairperson.

Section 4. All ad-hoc committees shall last for no longer than the remaining term of the Board of Directors Chairperson who created the committee. An ad-hoc committee shall be permitted to continue if the newly elected Chairperson authorizes such a continuance.

Article VIII. THE PRESIDENT

The Board of Directors is empowered to employ a President who shall serve as the chief administrator of the Corporation, and who shall be solely responsible to the Board of Directors. The Board of Directors shall establish the overall direction of the organization and shall delegate, as appropriate, authority to the President for the day-to-day management of the Corporation, including hiring, firing, and modifying the duties of all other employees. With approval of the Board of Directors, the President may negotiate contracts on behalf of the Corporation. The President shall serve as an ex-officio member of all committees of the Mental Health Connection, without vote. The President is charged with keeping the Board of Directors advised on the current status of the Corporation and providing the Board of Directors with an objective professional overview and other information essential to effective decision making. The President shall inform the Board of Directors of identified unmet needs and the plans for addressing those needs. The President is authorized to purchase Directors and Officer's Liability Insurance for the Board of Directors and Officers.

Article IX.

AMENDMENT OF BYLAWS

These bylaws may be amended at any regular meeting of the Board of Directors by a two-thirds vote, provided that the amendment has been submitted in writing at the previous meeting:

Article X. CONFLICTS OF INTEREST

The Mental Health Connection shall not transact business with a member of the Corporation without full disclosure of all relevant facts and without the approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction.

Article XI. PROHIBITED ACTS

As long as the corporation is in existence, and except with the prior approval of the members, no member of the Corporation shall:

- Do any act in violation of the bylaws or a binding obligation of the Corporation.
- Do any act with the intention of harming the Corporation or any of its operations.
- Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.
- Receive an improper personal benefit from the operation of the Corporation.
- Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.
- Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.