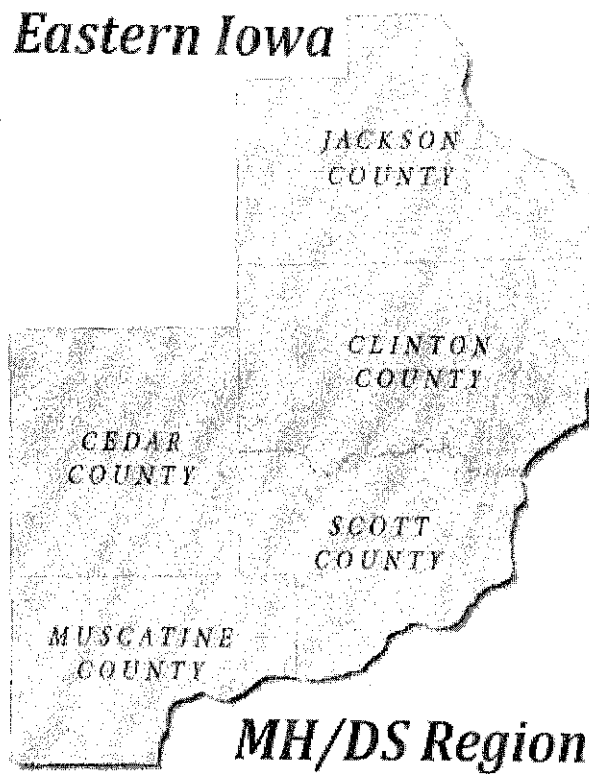


BYLAWS
OF
EASTERN IOWA MENTAL HEALTH AND DISABILITIES SERVICES REGION

Geographic Area: Cedar, Clinton, Jackson, Muscatine and Scott Counties



Approved by:
Governing Board of Directors- 2/26/18

BYLAWS
Of
EASTERN IOWA MENTAL HEALTH
& DISABILITY SERVICES
REGION

ARTICLE 1. NAME AND TYPE OF ENTITY

Eastern Iowa Mental Health and Disability Services Region is a legal entity under Iowa code Chapter 28E. It is a Mental Health and Disability Services Region formed pursuant to an agreement between the Iowa counties of Cedar, Clinton, Jackson, Muscatine and Scott. In these Bylaws, this entity is referred to as "the Region."

ARTICLE II. PURPOSE

Section 1. Primary Purpose

The purpose of the Region is to support an array of services designed to promote community integration for individuals diagnosed with mental illness, intellectual disabilities, developmental disabilities and/or brain injury.

Section 2. Secondary Purposes

Member counties may contract with the Region to perform other social service functions consistent with the capacity and competence of the Region; e.g. general assistance, substance abuse, service management/care coordination, and other direct services, such as guardianship and protective payee.

ARTICLE III. GOVERNING BOARD

Section 1. Duties

General. The Region's Governing Board oversees the development, implementation, operation, and evaluation of a Mental Health and Disability Services Management Plan describing how persons with disabilities receive appropriate, high-quality services and support within federal, state, and regional financial limitations.

- (a) Specific. The Governing Board also
- (1) Votes on all Regional business. This shall be done only by the designated/appointed county supervisor representing their jurisdiction;
 - (2) Reviews and adopts policies and procedures for Mental Health and Disability Services Region;
 - (3) Advises the State of Iowa about proposed changes in the Mental Health and Disability Services system;
 - (4) Conducts an annual appraisal of the CEO's performance.

Section 2. Meetings

Type and Frequency. The Board meetings typically convene on the third Monday of the month. Meetings must be conveniently scheduled and located for the Board members and the general public.

- (a) The Chair may call special meetings of the Governing Board. Any three members of the Board may call a meeting.
- (b) Agendas. The CEO (on behalf of the Chair) shall send agendas to the Board members at least three days prior to regular meetings at least one day before special meetings. The Board may take up matters not on the agenda with the unanimous consent of all members present.
- (c) Open Meetings. The CEO shall give public notice of Board meetings, including the date, time, place, and agenda for the meeting, in accordance with Iowa Code Section 21.4, no less than three days before regular meetings and no less than one day before special meetings. All meetings are open to the public unless a closed session is

approved by a vote two-thirds of the entire Board or by all members present at the meeting, pursuant to Iowa Code Section 21.5. Personnel matters, individual consumer issues, and other confidential matters are generally conducted in closed session.

- (d) Electronic Meetings. Should it become necessary to conduct an electronic meeting, the Board will comply with Iowa Code Section 21.8.
- (e) Quorum. A quorum consists of three members of the Governing Board whether present in person or electronically.
- (f) Minutes. Minutes of the Governing Board meetings are the official record of all Board actions. The minutes shall contain all motions and record each member's vote on each motion. Minutes shall be sent to all members with the agenda for the next regular Board meeting. The Governing Board reviews, amends, and approves meeting minutes. The Secretary shall have them published in the designated Region publication.
- (g) Conflict of Interest. A member of the Board must abstain from participating in a matter before the Governing Board when the member has a conflict of interest or an appearance of impropriety. Conflict of interest shall mean a direct and personal interest in the outcome of the proceedings. An appearance of impropriety shall mean an apparent conflict of interest based on objective standards. A member of the Board shall declare their conflict or appearance of impropriety as soon as the matter comes before the Board for discussion or as soon thereafter as the member becomes aware of the appearance of impropriety or conflict. Thereafter, the member shall take no part in the discussion or vote on the matter.
- (h) Parliamentary Authority. Robert's Rules of Order, as revised, governs meeting procedures not covered by these Bylaws.

ARTICLE IV: OFFICERS

Section 1. Duties of Governing Board Chair

In addition to the duties described in the 28E Agreement, the Chair shall:

- (a) Communicate with the CEO on agenda items for the Board meetings/special meetings as deemed necessary;
- (b) Chair shall appoint any ad hoc committees that may be needed in the course of doing Regional business;
- (c) Sign correspondence and official documents on behalf of the Governing Board;
- (d) Convene an Executive Committee, composed of the Governing Board Chair, the Vice-Chair, and the Governing Board Secretary, to respond to developments requiring a timely response prior to the next Board meeting. However, requests involving the adoption of significant regional policy shall not be decided in this manner, but must be brought before the Governing Board.
- (e) Perform other duties prescribed in these Bylaws or by the Governing Board.

Section 2. Duties of Governing Board Secretary

In addition to the duties described in the 28E Agreement, the Secretary shall;

- (a) Request approval of the minutes by the Governing Board;
- (b) Monitor attendance at meetings and notify the Chair of any attendance problems;
- (c) Monitor terms and resignations, and notify the Chair of pending Board vacancies.

ARTICLE V: CHIEF EXECUTIVE OFFICER

Section 1. Oversight

The Governing Board reviews the work of the CEO.

Section 2. Duties

In addition to the duties described in the 28E Agreement, the CEO will ensure the Management Plan is followed throughout the region. In addition, the CEO will keep the Governing Board informed of any legislative activities that deal with MH/DS services or funding. CEO shall be

responsible for the maintenance for all records, reports, and correspondence. The CEO shall be responsible for preparation of the Board meeting packets. The CEO shall be responsible for other duties as designated in the job description.

ARTICLE VI: STAFFING

Section 1. Immunity

In the course of their duties, the CEO and staff who are employees of the Region's member counties shall not be liable to the Region for monetary damages for any action or omission, except for :

- (a) Financial benefit received, to which the officer or employee is not entitled;
- (b) Liability for intentional infliction of harm to the Region;
- (c) Harm resulting for intentional violation of criminal law.

Section 2. Job Descriptions

In the event the Governing Board determines that regional staff is required to fulfill the responsibilities for the Region, the CEO will prepare job descriptions and recommend compensation for approval by the Governing Board.

ARTICLE VII. IMMUNITY OF DIRECTORS AND OFFICERS

In the course of their duties, the director and officers of the Governing Board shall not be liable to the Region for monetary damages for any act or omission, except for:

- (a) Financial benefit received, to which the director or officer is not entitled;
- (b) Liability for intentional infliction of harm to the Region;
- (c) Violation of Iowa Code regarding performance of their functions as elected members of a county board of supervisors;
- (d) Harm resulting for intentional violation of criminal law.

ARTICLE VIII: EXECUTION OF INSTRUMENTS

Section 1. Checks and Debt Instruments

Any compensation for expenses incurred doing Regional business shall first be approved by the Board Chair.

Section 2. Contracts, Deed, and Leases

All contracts, deeds, and leases require approval by the Governing Board and the signature of the Board Chair.

ARTICLE IX. LEGAL COUNSEL

Section 1. Retention of Attorney

The Region may retain legal counsel to assist with matters requiring oversight, action, or representation. The Governing Board, CEO, and administrative staff may identify areas requiring legal consultation.

Section 2. Attorney's Duties

The Region's attorney's duties may include, but are not limited to, reviewing the Region's contracts, providing legal opinions regarding the Region's activities, and assisting the Governing Board as needed with the legal interpretation of federal and state statutory obligations.

ARTICLE X: FISCAL YEAR

The Region's fiscal year shall begin on July 1 and end on June 30.

ARTICLE XI. NOTICES

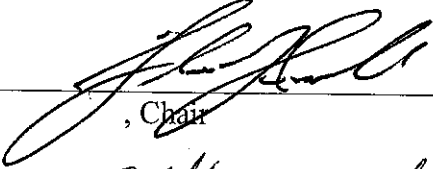

Notices under these Bylaws must be in writing, which may be by electronic transmission.

ARTICLE XII. AMENDMENT

Amendments to these Bylaws may be proposed by any member of the Board. Amendments can be proposed and discussed at any meeting of the Governing Board, but cannot be adopted until a subsequent meeting. Amendments must be in writing, and shall be provided to all Board members at least seven days prior to the meeting in which a vote is taken on their adoption. Approval requires two-thirds of the Governing Board membership. Amendments take effect immediately upon adoption, unless otherwise specified by the Governing Board.

APPROVAL AND ADOPTION

These Bylaws were approved by the Region's Governing Board on Feb 26, 2018, and are effective immediately.

 _____ , Chair	<u>4/16/2018</u> Date
 _____ , Secretary	<u>4/16/18</u> Date