

## POLICIES AND PROCEDURE MANUAL

<b>Chapter:</b>	<b>General Management</b>		
<b>Title:</b>	<b>MSHN Bylaws Review</b>		
<b>Policy:</b> <input checked="" type="checkbox"/>	<b>Review Cycle:</b> Biennial	<b>Adopted Date:</b> 05.07.2019	<b>Related Policies:</b>
<b>Procedure:</b> <input type="checkbox"/>	<b>Author:</b> Chief Executive Officer	<b>Review Date:</b> 09.13.2022	
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### **Purpose**

The purpose of this policy is to establish the conditions and processes to be used for periodic and ad hoc review of the MSHN Bylaws.

### **Policy**

In applicable parts, the Mid-State Health Network Bylaws (adopted 07.01.2014) provide that:

- 1) “Each CMHSP Participant shall possess the powers and rights retained and reserved to the CMHSP Participants under these Bylaws which shall include the power to approve...All amendments, restatements or adoption of new bylaws...” (Article II, Sections 2.3 and 2.3.1)
- 2) “Any action by the CMHSP Participants to amend or repeal these Bylaws or adopt new Bylaws will require approval by two-thirds (2/3) of the existing CMHSP Participants in the form of duly adopted written resolutions from their respective governing bodies, to be binding upon the entity (Article XI).

This policy and related procedures address three pathways available to initiate consideration of the current Bylaws and any amendments thereto:

- 1) Regular, Periodic Review
- 2) CMHSP Participant Initiated
- 3) MSHN Initiated

### **Regular, Periodic Review:**

Regular, periodic review is in the interests of MSHN, its CMHSP Participants, other stakeholders and the individuals served through the Regional Entity. It is the policy of Mid-State Health Network to establish a governance-level process and responsibility for the regular periodic review of the organization’s bylaws, recognizing that changes to bylaws are a significant undertaking. Thus, the Bylaws of the Mid-State Health Network shall be formally reviewed not less than every five years. (NOTE: The Bylaws were first adopted in 2014).

### **CMHSP Participant Initiated:**

It is the policy of Mid-State Health Network that its current CMHSP Participants may initiate a bylaws review process at times outside of the regular, periodic review process. Because of the magnitude of effort involved in changing the MSHN Bylaws, a simple majority of the Chief Executive Officers of the current CMHSP Participants, may request Mid-State Health Network to establish a governance-level process for review of the organization’s bylaws, recognizing that changes to bylaws are a significant undertaking. The CMHSP Participants initiating the process for bylaws review should clearly state, in writing, the specific existing (or new) sections of the bylaws to be addressed in the review process. The CMHSP Participants acting to request a bylaws review process should be in agreement on the bylaws content (not necessarily the specific language) which is the subject for the review. The bylaws review process will be limited to the content area identified. Nothing in this policy curtails or limits the rights of CMHSP Participants to pursue independent action as provided for in the MSHN bylaws. However, this policy and related procedures are the preferred method for initiating bylaws changes.

**MSHN- Initiated:**

It is the policy of Mid-State Health Network that the MSHN as the Regional Entity may initiate a bylaws review process at times outside of the regular, periodic review process. Because of the magnitude of effort involved in changing the MSHN Bylaws, a majority of the currently seated MSHN Board members must vote to initiate the bylaws review process in the form of duly adopted resolution, which must specify the existing (or new) sections of the bylaws to be addressed in the review process.

This policy shall be implemented in accordance with the Bylaws Revision Procedure.

**Applies to**

- ☒ All Mid-State Health Network Staff  
☐ Selected MSHN Staff, as follows:  
☐ MSHN's Affiliates: ☐ Policy Only ☐ Policy and Procedure  
☐ Other: Sub-contract Providers

**Definitions**

**Entity:** the regional entity named in the first paragraph above, which was formed pursuant to 1974 P.A. 258, as amended, MCL §330.1204b as a public governmental entity separate from the CMHSP

Participants that established it. (MCL § 330.1204b(3).) (Operating Agreement, Article I, Section E)

**CMHSP Participant:** the community mental health services programs named in first paragraph above that have entered into this Operating Agreement. (Operating Agreement, Article I, Section D)

**Bylaws:** Bylaws of the Entity as most recently adopted and filed pursuant to the provisions therein contained.

**Other Related Materials****References/Legal Authority**

MSHN Bylaws

Operating Agreement

**Change Log:**

<b>Date of Change</b>	<b>Description of Change</b>	<b>Responsible Party</b>
03.29.2019	New Policy	Chief Executive Officer
07.21.2020	Biennial Review	Chief Executive Officer
07.2022	Biennial Review	Chief Executive Officer