



CALBHB/C Amended and Restated Bylaws

Adopted June 15, 2017

ARTICLE I
Name, Definition, Mission, Objectives

- Section 1.** **Name:** This organization shall be known as California Association of Behavioral Health Boards and Commissions (CALBHB/C), referred to as “The Association”.
- Section 2.** **Definition:** The term "Behavioral Health" shall include mental health and substance use disorders.
- Section 3.** **Mission Statement:** The purpose of the Association shall be to support the work of local Mental/Behavioral Health Boards and Commissions, referred to as “MHB/BHBs”.
- Section 4.** **Objectives:**
- A. Provide information, guidance, and training to local MHB/BHBs to improve efficiency and effectiveness in carrying out mandated roles and responsibilities as set forth in Welfare & Institutions Code 5604 et seq. of the State of California.
 - B. Convene members from local boards and commissions for the purpose of communication, collaboration, and organized advocacy.
 - C. Advocate for the best system of behavioral health care to include culturally competent, evidenced-based, recovery-focused treatment and services for all behavioral health consumers, including the unserved and underserved, [within the confines of 501c3 status & eligibility.](#)
 - D. Collaborate with those agencies of similar intent such as the California Mental Health Planning Council (CMHPC), the California Behavioral Health Directors’ Association (CMHDA), and the Mental Health Services Oversight and Accountability Commission (MHSOAC).

ARTICLE II
Membership, Member Dues & Regions

- Section 1.** **Members:** The membership of the Association shall be comprised of current members of MHB/BHBs as established in Section 5604 et seq. of the Welfare & Institutions Code (W&I) of the State of California.
- Section 2.** **Member Dues:** Member dues are assessed in accordance with an annual Association budget that is recommended by the Executive Committee and approved by the Governing Board. Approval of the Association’s annual dues and budget shall occur annually.
- Section 3.** **Regions:** Regions shall coincide with the regions of the California Behavioral Health Directors Association, including the following counties:
- Bay Area:* Alameda, Contra Costa, Marin, Monterey, Napa, San Benito, San Francisco, San Mateo, Santa Clara, Santa Cruz, Solano, Sonoma, plus City of Berkeley.
- Central:* Alpine, Amador, Calaveras, El Dorado, Fresno, Inyo, Kings, Madera, Mariposa, Merced, Mono, Placer, Sacramento, San Joaquin, Stanislaus, Sutter-Yuba (Joint Powers), Tulare, Tuolumne, and Yolo.
- Los Angeles:* County of Los Angeles.
- Southern:* Imperial, Kern, Orange, Riverside, San Bernardino, San Diego, San Luis Obispo, Santa Barbara, and Ventura, plus Tri-City (Pomona, Claremont, LaVerne).
- Superior:* Butte, Colusa, Del Norte, Glenn, Humboldt, Lake, Lassen, Mendocino, Modoc, Nevada, Plumas, Shasta, Sierra, Siskiyou, Tehama, and Trinity.

ARTICLE III
Elections of Governing Board

- Section 1:** **Governing Board:** The “Governing Board” shall consist of all Officers and Directors. Officers and Directors shall be current and former members of MHB/BHBs.
- Section 2:** **Terms of Office:** All Officers and Directors shall have a one (1) year term of office, to commence immediately following the annual or regional election.
- Section 3:** **Election of Executive Committee (Officers):**
- A. **Nominating Committee:** No later than five (5) months prior to the annual elections, an ad hoc Nominating Committee (with representation from each of the regions) shall be formed to oversee the annual election of Officers, to include the President, Vice President and Secretary/Treasurer. The process shall be facilitated by the Association Executive Director.
 - B. **Nominations:** No later than four (4) months prior to the annual meeting, the Nominating Committee and the Association Executive Director shall solicit nominations for open officer positions among the Governing Board. The entire Governing Board shall be contacted about interest in serving. Only members of the Governing Board are eligible for nomination.
 - C. **Ballot:** No later than two (2) months prior to the annual elections, the Nominating Committee shall develop a ballot of candidates for each position, taking into consideration the geographic

and other representational needs of the Association. The Nominating Committee shall assure at least one (1) nominee for each officer position.

- D. **Election:** Officers shall be elected annually by the Governing Board at the Annual Meeting by a majority vote of Governing Board members. Governing Board members unable to attend the Annual Meeting may cast their ballots in advance through an internet-based election process. Candidates with the most votes shall be elected.
- E. **Special Election:** If an elected officer of the Association is not able to complete her/his full term and resigns from office more than six (6) months prior to a regularly scheduled annual election, a special election shall be held. The Executive Committee shall serve as the nominating committee for the special election. The process shall be facilitated by the Association's Executive Director. The Governing Board shall be given a minimum of one (1) month prior to the special election to fill the vacant position.

If an elected officer of the Association is unable to complete her/his full term and/or resigns less than six (6) months prior to a regularly scheduled annual election, the President of the Association shall appoint a member to fulfill the remainder of the term.

Section 4: Election of Directors:

- A. **Nominations:** The Executive Committee shall oversee the regional elections of Directors. The process shall be facilitated by the Association Executive Director. Nominees must be current or former MHB/BHB members.

No later than two (2) months prior to each regional election, nominations shall be solicited for Director candidates among the MHB/BHB members in each region. All MHB/BHBs shall be contacted and asked to notify their members about the opportunity to run in the election.

- B. **Ballot:** No later than one (1) month prior to each regional election, a ballot of candidates shall be developed, taking into consideration the geographic and demographic diversity within the region.
- C. **Election:** All current MHB/BHB members may cast their ballots through an internet-based election process. Paper ballots will be available upon request. A maximum of three candidates with the most votes shall be elected as Directors in each region.
- D. **Special Election:** If an elected director of the Association is not able to complete her/his full term and resigns from office more than six (6) months prior to a regularly scheduled regional election, a special election shall be held. The Executive Committee shall serve as the nominating committee for the special election. The process shall be facilitated by the Association's Executive Director. The Governing Board shall be given a minimum of one (1) month prior to the special election to fill the vacant position.

If an elected director of the Association is unable to complete her/his full term and/or resigns less than six (6) months prior to a regularly scheduled regional election, the President of the Association shall appoint a member to fulfill the remainder of the term.

ARTICLE IV

Executive Committee: Duties & Responsibilities

- Section 1. Executive Committee:** Shall consist of Association officers, to include: President, Vice President and Secretary-Treasurer.

- Section 2. Duties and Responsibilities:** Officers shall work toward the objectives outlined in Article I.

1. **President:** Shall lead the Association toward strategically fulfilling its mission. Shall prepare the agenda for and preside over all Executive Committee, Governing Board, and Annual meetings. Shall be in regular consultation with the Association's Executive Director.

2. **Vice President:** In the absence of the President, or in the event of her/his inability to act, the Vice President shall perform all duties of the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by these bylaws.
3. **Secretary-Treasurer:** Duties shall include:
 - a. Keep or cause to be kept a record of minutes of all meetings of the Governing Board;
 - b. Oversee the functions of annual budgeting, annual auditing, and maintaining the bylaws;
 - c. Review the annual budget developed by staff and make budget recommendations to the Executive Committee and Governing Board prior to adoption;
 - d. Present a monthly financial statement to the Governing Board;
 - e. Monitor and assure the Association's compliance with labor laws and standards relating to individuals and employers, health and safety regulations, contractual requirements and all government filings.
 - f. With the approval of the President, the Secretary-Treasurer may delegate any of the office's responsibilities to staff of the Association or other Executive Committee or Governing Board members.
 - g. Maintain all Association records.
4. **Executive Committee** (President, Vice President & Secretary-Treasurer) shall:
 - a. Oversee the hiring (or contracting) of an Executive Director and provide annual performance evaluations.
 - b. Act as the regional election Nominating Committee (facilitated by Executive Director.)
 - c. Upon the expiration of his or her term of office, or in the case of resignation or removal, each Officer shall turn over to his or her successor, without delay, all records, materials, software, passwords and equipment pertaining to the office.
 - d. An Officer may be deemed by the Executive Committee to have ceased to discharge the duties of an Officer based on attendance and/or performance of duties. If after review, the Executive Committee determines the Officer is to be removed, a recommendation will be made to the Governing Board. Upon a 2/3 vote, the Officer shall be removed from the Governing Board.

ARTICLE V

Directors: Duties & Responsibilities

Section 1. **Directors:** Shall consist of a maximum of three annually elected current or former MHB/BHB members from each region.

Section 2. **Duties and Responsibilities:** Directors shall work in regional teams toward the objectives outlined in Article I.

- A. **Regionally:** Shall provide MHB/BHBs with a platform for communication, collaboration, information, training and a connection to Association advocacy efforts.
 1. Ensure that each MHB/BHB in the region is visited at least once annually
 2. Provide some Association material to each MHB/BHB at each monthly meeting
 3. Seek to have each MHB/BHB member be aware of the Association's mission and resources
 4. Respond to any requests from an MHB/BHB member for Association resources in a timely manner
 5. Note any local need that can be brought to a regional, and subsequently State level
 6. Provide meaningful quarterly reports to the CALBHB/C Governing Board

- B. **Statewide:** Shall share regional needs with the Governing Board, participating in collaborative efforts to:
1. Assess the local needs flowing in from the regional reports
 2. Determine and prioritize needs for which to advocate.
 3. Establish strategies for successful advocacy of prioritized needs
 4. Support efforts to successfully advocate for prioritized needs
- C. Upon the expiration of his or her term of office, or in the case of resignation or removal, each Director shall turn over to his or her successor, without delay, all records, materials, software, passwords and equipment pertaining to the office.
- D. A Director may be deemed by the Executive Committee to have ceased to discharge the duties of a Director based on attendance and/or performance of duties. If after review, the Executive Committee determines the member should be removed, a recommendation will be made to the Governing Board. Upon a 2/3 vote, the Director may be removed from the Governing Board.

ARTICLE VI

Bylaws: Update Process

The Governing Board shall review, revise and vote to approve the Association bylaws as needed. Members shall be notified in writing or electronically of proposed revisions at least 30 days in advance of vote. Proposed revisions shall be subject to approval of a majority of Governing Board Members present at the Annual meeting. The Bylaws shall be posted on the website.

ARTICLE VII

Dissolution

The Governing Board in consultation with the Association Executive Director shall not dissolve this Association without arranging for a timely and orderly transfer of its assets back to its funders, and notifying Members, government bodies, contractors and financial institutions.

ARTICLE VIII

Execution of Instruments

The Governing Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement to pledge its credit or to render it liable monetarily for any purpose or in any amount.

ARTICLE IX

Fiscal Year

The fiscal year shall be from July 1 through June 30.

ARTICLE X

Indemnification

The provisions of the [California Corporation Code Section 5238](#) apply.

ARTICLE XI

Insurance

This corporation shall purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

ARTICLE XII

Parliamentary Procedure

The rules contained in the current edition of Robert's Rules of Order Newly Revised ([link to summary](#)) shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Association's Articles of Incorporation, its bylaws, its otherwise specifically adopted rules of order or Federal, State or local laws that govern it.

ARTICLE XIII

Ratification of These Bylaws

These bylaws as amended since the Annual Meeting in June 2015 shall be ratified by a majority vote of the Governing Board at the Annual Meeting in June 2017 in Irvine, California.