

The North Sound Behavioral Health Organization ADVISORY BOARD BY-LAWS

ARTICLE I: PURPOSE

The purpose of the **North Sound Behavioral Health Organization, LLC** (North Sound BHO) Advisory Board (AB) is to provide independent advice to the North Sound BHO Executive Committee, and to provide independent feedback to local jurisdictions and service providers.

Additionally, it is the purpose of the AB to advocate for the people we serve in the community, at local Advisory Boards, at the State Legislature, and in Congress.

Further, it is the AB's objective to promote the mission of the North Sound BHO: "Empowering individuals and families to improve their health and well-being."

The North Sound BHO AB is established in compliance with *Interlocal Joint Operating Agreement Establishing A Behavioral Health Organization for Island, San Juan, Skagit, Snohomish and Whatcom Counties* executed in April 2016, and in compliance with the provisions of *RCW, Chapter 39.34.030, Chapter 71.05, 71.24, 71.34*, and with all applicable State and Federal laws and regulations.

ARTICLE II: DUTIES

The duties of the North Sound BHO AB shall be:

1. To provide oversight activities in order to advise the North Sound BHO Executive Committee concerning the planning, delivery, and evaluation of those behavioral health services which promote recovery and resilience, and which are the responsibility of the North Sound BHO.
2. To provide a medium for public testimony regarding behavioral health concerns which are the responsibility of the North Sound BHO. The AB will, upon request, cover the cost of an individual's transportation to appear before the AB to give testimony.
3. To review and provide comment on all North Sound BHO Strategic Plans, Quality Assurance Plans, and Service Delivery Plans and Budgets, which relate to behavioral health services, before such plans and budgets are acted on by the North Sound BHO Executive Committee.
4. To ensure that the needs of all individuals within the region are met (including, but not limited to, the needs of people with

special needs, elderly people, disabled people, children/youth, Native Americans, people who identify as Gay, Lesbian, Bisexual, or Transgender (GLBT), and people with low incomes), within the plans established by the North Sound BHO Executive Committee.

5. To conduct site visits of North Sound BHO service providers, special interest groups, Department of Social and Health Services (DSHS) agencies, private sector service providers, hospitals, and community programs. Site visits are designed to provide North Sound BHO AB members with first-hand information so that AB members might make informed recommendations to the North Sound BHO Executive Committee.
6. To assist the North Sound BHO with dissemination of information to the public who reside within the five (5) counties of the North Sound region.
7. To perform such other duties as the North Sound BHO Executive Committee, Washington State Department of Social and Health Services, and/or Washington State Mental Health Division may require.
8. Limitations of Duties:
 - a) No AB member shall give the impression they are representing the Board without express written permission. Permission must be authorized by a majority vote of the AB, and by the North Sound BHO staff liaison to the AB.
 - b) No AB member shall give the general public the impression they are representing North Sound BHO, as all AB members serve only in an advisory capacity to North Sound BHO.
 - c) No AB member shall interact with regional contractors as an authoritative representative of the AB without express written permission. Permission must be authorized by a majority vote of the AB, and by the North Sound BHO staff liaison to the AB.
 - d) AB members shall immediately bring concerns regarding a North Sound BHO contract or North Sound BHO staff, or refer any individual who voices a concern regarding a North Sound BHO contract or North Sound BHO staff, to the Chair of the AB, and/or to the North Sound BHO staff liaison to the AB.
 - e) AB members shall refer any individual with questions or concerns regarding North Sound BHO policies or resource

management to the Executive Director of North Sound BHO (or his/her designated representative) for action.

- f) Failure to adhere to these by-laws may result in administrative action to remove that member from the AB (see ARTICLE X, below).

ARTICLE III: MEMBERSHIP

1. The North Sound BHO AB shall consist of twenty-six (26) members representing the five counties that make up the region, and eight (8) regional Tribal members, as follows:

Island County	Four (4)
San Juan County	Three (3)
Skagit County	Four (4)
Snohomish County	Nine (9)
Whatcom County	Six (6)
County Subtotal	Twenty-Six (26)
Tribes	Eight (8)
Advisory Board Total	Thirty Four (34)

2. Each representative from each county and each regional tribal member shall have one vote.
3. Length of term and rotation of membership shall be determined by the code of each individual county which is party to North Sound BHO.
4. Fifty-one percent (51%) [WAC 388—865-0252], of the North Sound BHO AB membership will be comprised of people who are individuals, family and foster-family members, or caregivers, including youths, older adults, or people with a disability, and/or parents of children who are emotionally disturbed, with at least one (1) representative from each county being an individual with lived experience. A representative from law enforcement shall be a member of the board.
5. The North Sound BHO AB membership will be representative of the demographic character of the region and of the ethnicity and broader cultural aspects of individuals being served.
6. In accordance with applicable local, state and federal laws, rules and/or regulations governing the operations of the North Sound BHO, and in accordance with the North Sound BHO Conflict of Interest Policy 4515.00 Advisory Board

Representation and with the North Sound BHO Conflict of Interest Policy 3010.00. The members of the North Sound BHO Advisory Board (AB) may have an AB member who serves on the Board and is employed by a subcontractor agency. The person shall not be an owner nor have a controlling interest in the subcontractor's company nor be a member of a senior management of the subcontractor's company. A person who works for an agency shall recuse themselves on potential conflicts of interest. Any conflict of interest must be explicitly declared by the AB member.

ARTICLE IV: APPOINTMENT

1. Representatives of each county which is party to the North Sound BHO AB shall be appointed according to each county's officially stipulated method of appointment.

ARTICLE V: OFFICERS

1. The officers of the North Sound BHO AB shall include only a Chair and a Vice- Chair.
2. The term of office held by the Chair and by the Vice-Chair shall be one (1) year, served from 1 January until 31 December, following election in the previous calendar year.
3. The Chair may be re-nominated, and re-elected, an additional two (2) times, to serve a total of no more than three (3) consecutive years. As well, the Vice-Chair may be re-nominated, and re-elected, an additional two (2) times, to serve a total of no more than three (3) consecutive years. Elections for the Chair and for the Vice-Chair shall be held concurrently during the last meeting of the AB in each calendar year. Elections will always be preceded by the nomination process noted below (see ARTICLES V:2 and V:3, and VI:4). Nominations will be opened at the third-to-last (October) AB meeting and will close at the second-to-last (November) meeting. The names of nominated candidates for the position of Chair and for the position of Vice-Chair must be submitted directly to the chair of the Nominating Committee, and not to its members, by the end of the day of the second-to-last meeting of the calendar year prior to the year in which they would assume their positions.
4. Any current member of the AB may submit their own name, or the name of another member, directly to the chair of the Nominating Committee (see Article VI:4); and the Nominating Committee may submit the name

of any current member of the AB whom the Committee believes to be a suitable candidate, but who was not otherwise nominated. Nominees must be current members of the AB who has actively served on the AB for a minimum of 6 months.

5. All nominees for the offices of Chair and Vice-Chair will be voted on by the Advisory Board at the final (December) meeting of the AB. Immediately following the vote; the Nominating Committee will recuse themselves and count the votes. If there is a tie for either office, the Nominating Committee members will declare the tie and the AB will vote once again. This process will continue until the chair of the Nominating Committee is able to announce the new AB Chair and new AB Vice-Chair for the next calendar year.

ARTICLE VI: COMMITTEES

1. Standing committees of the North Sound BHO AB shall be:
 - a) The Executive-Finance Committee, and
 - b) The Nominating Committee.
2. The Executive-Finance Committee shall consist of the Chair, Vice-Chair, plus a maximum of three (3) other AB members appointed by the Chair. Efforts will be made to ensure that at least one member of the Executive-Finance Committee has experience and/or understanding of financial management, and at least one member has lived experience with a substance use disorder (SUD).
3. The Executive-Finance Committee shall convene to hear pressing matters of business which may arise during the interval between regularly scheduled AB meetings. The committee will review and make recommendations regarding all AB fiscal expenditures. Any decision made by the Executive Committee shall be subject to the ratification of the full Board at its next regularly scheduled meeting. The Executive-Finance Committee shall review the by-laws once each calendar year for the purpose of amending them if necessary.
4. Members of the Nominating Committee, and its chair, shall be appointed by the Executive-Finance Committee at the third-to-last (October) AB meeting of each calendar year. Membership in the Nominating Committee is to be limited to 3 or 5 people (to avoid deadlocked voting). The Nominating Committee members and chair will be announced to the full AB immediately following on the same day.
5. The Chair may establish and appoint members to Ad-Hoc Committees, as the need arises.
6. Committee appointments to the North Sound BHO Executive Committee's Standing Committees shall be made by the Chair each January at the regular meeting of the North Sound BHO AB. The two

standing committees the North Sound BHO Executive Committee are (a) the Planning Committee and (b) the Quality Management Oversight Committee. Membership appointments for each standing committee Charter.

ARTICLE VII: MEETINGS

1. The North Sound BHO AB shall meet at least ten (10) times each year at a date and time mutually agreeable to the members of that Board. Any regularly scheduled meeting may be canceled at the discretion of the Chair.
2. Special meetings may be called by the Chair, as needed, and/or as requested by a minimum of one (1) member from each of three (3) of the five (5) counties which are party to the North Sound BHO, by contacting the Chair. Special meetings shall be called within five (5) working days of the request, following notice of at least forty-eight (48) hours to all members of the AB.
3. Use of Technology for Attendance
 - a) Although the level of “engagement” — via social interaction, hearing and comprehension — can be limited when using the *Go To Meeting* technology (or a North Sound BHO-identified substitute) in lieu of *physically* attending the North Sound BHO AB meetings, any or all AB members representing San Juan County are allowed to use the *Go To Meeting* technology (or a North Sound BHO-identified substitute) for any and all meetings of the AB, due to the difficulty of, and time required for, travel. AB members from all other counties (Whatcom, Skagit, Snohomish and Island) will be allowed to use the “Go To Meeting” technology (or a North Sound BHO identified substitute) for a maximum of two (2) meetings during one (1) calendar year, and only with authorization for the AB Chair and/or the North Sound BHO liaison to the AB.
 - b) Physical absences from AB meeting will be considered “excused” if the AB Chair and/or the North Sound BHO liaison to the AB deem(s) the absence to be so. The AB member who intends to be absent must contact the AB Chair, and/or the North Sound BHO staff liaison to the AB, prior to the meeting at which the AB member will not be in attendance.
 - c) The AB Chair may invoke the use of the *Go To Meeting* technology, (or a North Sound BHO identified substitute), at any time in lieu of physical attendance by any or all AB

members, only when a Special Meeting of the AB is called by the Chair as stipulated in Article VII (2) above.

4. Committee meetings shall be held at the discretion of the Committee Chair.
5. Robert's Rules of Order shall be used as an informal guideline for formal meetings of the North Sound BHO AB and committees, insofar as the *Rules* do not conflict with, or are not inconsistent with, the provisions of these By-Laws.
6. The Board shall comply with the *State of Washington Open Meetings Act (RCW 42.30)*.

ARTICLE VIII: QUORUM

1. The presence of at least fifty percent (51%) of the appointed representatives to the AB, and at least three (3) of the five (5) counties which are party to North Sound BHO, shall constitute a quorum of the North Sound BHO AB.
2. A quorum of the Executive Committee shall exist when a simple majority of the Executive Committee members are present.
3. Members of the AB who attend via digital conferencing (by phone or any other allowable technological means), shall be counted as *present* in determining the constitution of a quorum.

ARTICLE IX: RESIGNATION/TERMINATION

1. Following two unexcused absences of a North Sound BHO Advisory Board (AB) member, from AB meetings, the Chair of the AB will *informally* contact *both* the absentee member and the County Coordinator to ascertain whether the member is willing and able to continue serving on the AB.
2. Following (3) *unexcused* absences from the North Sound BHO Advisory Board (AB) meetings in a single calendar year, whether consecutive or non-consecutive, the AB Chair will formally recommend (in writing) to both the absent member and to the County Coordinator that the absent member resign from the AB, and that another representative from the same county be appointed by the County Coordinator to represent that county as a replacement member of the AB.
3. Members of the North Sound BHO AB, by virtue of their appointment to the AB, agree to adhere to the *Advisory Board Guiding Principles*. AB members will adhere to the *Advisory*

Board Guiding Principles in their interactions with all other AB members, with the community, and with North Sound BHO staff. The AB Chair will work to ensure that all AB members will be given an opportunity to participate in discussions during AB meetings.

4. Failure to adhere to the *Advisory Board Guiding Principles* may result in a recommendation for that member's dismissal from the AB.

ARTICLE X: DISMISSAL FROM THE ADVISORY BOARD

Dismissal from the AB will be undertaken in the following manner:

1. Any member of the AB in attendance at a Board meeting at which an alleged violation of the *Guiding Principles* occurs may bring a 'complaint' regarding another member's behavior to the AB Chair, and/or to the North Sound BHO staff liaison to the AB, who, upon discussion with the complaining member of the AB, and upon assessment of the validity of the complaint, will *then* bring the complaint to the Executive Committee of the AB, and, upon decision by the members of the Executive Committee, will *then* bring the complaint to the entire AB as a written motion.
2. A simple majority vote of the AB will be required to formally reprimand ("censure"), and/or recommended dismissal of the violating member from the AB.
3. The formal reprimand ("censure") and/or dismissal will be presented by the AB Chair, following the meeting at which the AB voted for such, to the Executive Director of the North Sound BHO (or his/her designated representative) for action.