

National Board: Role & Responsibilities

Updated to reflect Bylaws Revision (9/25/2014); Revised/Approved 9/15/16

The National Board shall act as agent of the full National Council with authority to manage and control the property and affairs of the National Council. All the corporate powers, except as are otherwise provided for in these bylaws and in the laws of the District of Columbia, shall be and hereby are vested in and shall be exercised by the National Board. The National Board shall establish the policies of the National Council, and shall create such committees as it deems necessary. Minutes of regular and special meetings of the National Council shall be available to all National Council members. (Bylaws, Article IV, Section 2)

Compensation: National Council board members shall not receive any stated salary for their services as such, but by resolution of the National Board a fixed sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the National Board. The board shall have the power in its discretion to contract with and authorize payment or special compensation to board members rendering unusual or exceptional services to the National Council, appropriate to the value of such services. (Bylaws, Article IV, Section 12)

Agents and Representatives: The National Board may appoint such agents and representatives of the National Council, with such powers and to perform such acts or duties on behalf of the National Council, as the National Board may see fit. (Bylaws, Article IV, Section 18)

Signature Authority Policy: The National Board shall establish signature authority limits. The Secretary-Treasurer is designated by the National Board to sign all standard banking resolutions on behalf of the corporation and to approve all staff persons designated as a staff signatory for investment or asset accounts. The Executive Committee may act on behalf of the entire National Board in accordance with its delegated duties. (Bylaws, Article IV, Section 19)

President and Chief Executive Officer: The National Board shall hire a President/Chief Executive Officer, responsible for development and implementation of policies and procedures established and adopted by the National Board and required for effective daily operations of the organization. All administrative policies and procedures shall be developed within the guidelines established by the governing policies of the National Board. The operational affairs of the National Council shall be the responsibility of the President/Chief Executive Officer and administered by him/her with the assistance of staff. The responsibility for selection, placement, hiring and firing of personnel shall be vested in the President/Chief Executive Officer. The National Board, individually and collectively, shall refer promptly all criticisms, complaints and suggestions called to its attention, to the President/Chief Executive Officer for review and recommendations. Except when present in person at National Board or Committee meetings, communication between the President/Chief Executive Officer and the National Board should be through the Board Chair. (Bylaws, Article XIV, Section 1)

The National Board acts as an agent for the National Council for Behavioral Health with authority to manage and control the property and affairs. The National Board meets at least twice each year.

Orientation will be provided for all new National Board members prior to or during their first Board meeting.

The duties and responsibilities of all members of the National Board are as follows:

1. Determine the vision, mission, goals and policies of the National Council.
2. Identify areas of interest and/or concern in the field of community behavioral health and to adopt appropriate positions or initiate appropriate actions.
3. Develop legislative action on behalf of community behavioral healthcare providers.
4. Serve in appointed capacities on Board committees and/or task forces in order to enhance the efforts of the National Council.
5. Attend all Board meetings and participate in Board conference calls. Board members are strongly encouraged to attend the annual conference. Expenses for travel, lodging etc. to attend Board meetings, the annual conference, or

other meetings on behalf of the National Council are the responsibility of the individual Board member and/or the National Council member organization with whom the Board member is affiliated. However, financial concerns should not inhibit Board member participation in National Council activities. Funds are available as needed for travel and expenses, per request. Teleconferencing expenses will be borne by the National Council.

6. Promote interest in and knowledge of community behavioral health issues and public policy issues affecting our industry.
7. Actively promote membership in the National Council and assist in member recruitment and renewal efforts; communicate with National Council member organizations on a regular basis.
8. Encourage the Board to be culturally, ethnically, and geographically diverse.
9. Actively seek out members of community boards affiliated with National Council voting members for positions on the National Board.
10. Annually evaluate and negotiate contract and salary for the President & Chief Executive Officer.
11. Adhere to the National Council Board of Director's Code of Ethics.

Officers

All officers shall serve as officers of the National Board and as officers of the corporation. (Bylaws, Article V, Section 4)

Officers shall serve a two (2) year term. The respective terms of office shall commence on July 1st of the year in which the election takes place, provided that the election has occurred prior to that date. If no election for that year has been held prior to July 1st of any given year, then the newly-elected officer's term shall begin on the date when the election is completed. In either event, the respective terms of office shall end on June 30th of the second year of the respective terms. (Bylaws, Article V, Section 3)

Chair

The Board Chair shall preside at all meetings of the National Council, the National Board and the Executive Committee; call such meetings as shall be deemed necessary and as required by these bylaws; appoint committee chairs unless otherwise provided within these bylaws; oversee the affairs of the organization; be an ex-officio member of all committees except the Nominating Committee; and perform such other duties as the National Board may direct. (Bylaws, Article V, Section 4)

The Chair represents the entire membership, the National Board and the best interests of the National Council. The Chair exercises personal leadership in the motivation of other officers, Board members, committee members, staff and the membership. The Chair influences the establishment of goals and objectives for National Council and acts as spokesperson and inspirational leader and takes an important part in monitoring and evaluating organizational performance and effectiveness. The Chair works closely with the President & Chief Executive Officer.

Within the limits of the articles of incorporation, bylaws and policies, the Chair is responsible and has commensurate authority to accomplish the duties set forth below:

1. Preside at and attend all meetings of the membership, National Board and Executive Committee. The Chair coordinates the agenda with the President & Chief Executive Officer.
2. Appoint chairpersons and members of standing, task forces, board liaisons, and other appointments as the Board may deem necessary. The Chair is an ex-officio member of all committees, except the Nominating Committee.
3. Consult, advise and work with the President & Chief Executive Officer in ensuring that basic policies and programs that will further the goals and objectives of National Council are planned, formulated and presented to the National Board.

4. Ensure, together with the President & Chief Executive Officer, that the National Board is kept fully informed on the conditions and operations of National Council.
5. Support the policies adopted by the National Board and the operational procedures implemented by the President & Chief Executive Officer.
6. Promote interest and active participation in National Council on the part of the membership and report activities of the National Board and National Council to the members by means of letters, publications or speeches.
7. Act, together with the President & Chief Executive Officer, as spokesperson for National Council to the press, the public, legislative bodies and related organizations.
8. Meet with the President & Chief Executive Officer on a regular basis.
9. Maintain a familiarity with the bylaws and policies and to see that the organizational structure and policies of National Council are reviewed annually with the President & Chief Executive Officer.

First & Second Vice Chairs

The First Vice Chair and Second Vice Chair shall perform such leadership roles and duties as the Board Chair or the National Board may direct. (Bylaws, Article V, Section 4)

In order to encourage a continuity of leadership, it is expected that a succession will exist from First Vice Chair to Board Chair. There is no other direct succession plan among board officers. (Bylaws, Article V, Section 2)

In the event of absence, resignation, disability or death of the Board Chair, the First Vice Chair shall automatically succeed to the office of Chair without the requirement of an election, and shall possess all the powers and perform all duties of the office of Board Chair, until such time as the National Board shall elect a successor. Should further succession be required prior to election by the National Board, the order of succession to the office of Board Chair shall be: First Vice Chair, Second Vice Chair, Secretary-Treasurer. (Bylaws, Article V, Section 2)

Within the limits of the articles of incorporation, bylaws and policies, the First and Second Vice Chairs are responsible to accomplish the duties set forth below, following the order of succession noted above.

- Attend all meetings of the membership, National Board and the Executive Committee.
- Serve on the Executive Committee and preside in the absence of the Chair.
- Develop and maintain familiarity with the bylaws, policies and parliamentary procedures of the National Council.
- Confer with the Chair and the President & Chief Executive Officer, as requested.
- Represent National Council as requested by the Chair and to perform such other duties as may be assigned by the Chair.

Secretary-Treasurer

The Secretary-Treasurer shall be responsible for keeping minutes of all meetings of the National Council, the National Board and the Executive Committee, and shall supervise the custody of all records and funds of the organization. To the extent possible, the Secretary-Treasurer will have substantial experience with financial statements and reports, as well as the operation of non-profit organizations with budgets comparable to that of the National Council. The Secretary-Treasurer shall disburse funds as directed by the National Board; present financial reports at the National Board's scheduled meetings and, when requested by the National Board, at the annual membership meeting; serve as Chair of the Finance & Administration Committee; and perform such additional duties as the Board Chair or the National Board may direct. (Bylaws, Article V, Section 4)

Signature Authority Policy: ...The Secretary-Treasurer is designated by the National Board to sign all standard banking resolutions on behalf of the corporation and to approve all staff persons designated as a staff signatory for investment or asset accounts. ... (Bylaws, Article IV, Section 19)

The Secretary-Treasurer keeps, or causes to be kept, the minutes of the meetings of the membership, the National Board and the Executive Committee and serves as the chief financial liaison between the National Board and staff.

Within the limits of the articles of incorporation, bylaws and policies, the Secretary-Treasurer is responsible and has commensurate authority to accomplish the duties set forth below:

1. Attend all meetings of the membership, National Board and the Executive Committee. To give written notice to each member of the time and place of each annual business meeting at least 60 days prior to the meeting.
2. Serve on the Executive Committee.
3. Serve as Chair of the Finance and Administration Committee.
4. Ensure that minutes of all meetings of the membership, including the annual membership meeting, are kept, distributed, and approved by the appointed Committee to approve the membership meeting minutes.
5. Ensure that minutes of all meetings of the National Board and Executive Committee are kept, distributed, and approved by the Board.
6. Through the President & Chief Executive Officer, ensure that any papers, budgets, proposals, reports or other documents relating to matters adopted by the Board are attached to the permanent, complete copy of the minutes.
7. Present Finance and Administration Committee reports to the National Board at its meetings.
8. Prepare, or cause to be prepared, an annual financial report to be included in the annual report of National Council.
9. Through the President & Chief Executive Officer, ensure that generally approved accounting procedures are followed by the staff and the National Board.
10. Assist the annual independent audit as may be requested.
11. Serve as consultant on financial issues to the National Board.
12. Sign all standard banking resolutions on behalf of the organization.
13. Represent the National Council as requested by the Chair and to perform such other duties as may be assigned by the Chair.

At-Large Directors

(Approved, Board Meeting 5/4/2007)

At-Large Directors are expected to help the National Council be more effective in a specific area. At-Large Director seats are a tool for the National Council to bring in a particular expertise/functioning. There is an expectation that the needs of the National Council will change over time, as will the specific areas of expertise for At-Large Directors. At-Large Directors are voting members and serve as advisors to the National Board.

Board Committees: Role & Responsibilities

The purpose of a Board committee, task force or study council is to plan strategically, study and discuss policy issues and problems, and make recommendations to the National Board within that area.

The Chair assigns and coordinates the work of the committee and makes sure assignments are being handled by all committee members between meetings. Committee members work through the Committee Chair to obtain any necessary staff support via the staff liaison.

Executive Committee

The Executive Committee meets prior to the Board meetings and acts on behalf of the full Board at any time as called by the Chair. The Board shall ratify actions authorized by the Executive Committee. The Board Chair may also include off-board appointees as non-voting members of the Executive Committee as needed to add expertise.

The Executive Committee shall consist of the Board Chair, First Vice Chair, Second Vice Chair, Secretary-Treasurer, Immediate Past Chair and other National Board members whom the Board Chair may designate. The Executive Committee shall exercise the power of the National Board in matters requiring action between meetings of the National Board, and in such other matters may be designated by the National Board or these bylaws. A report of all actions taken shall be submitted to the National Board in the form of minutes of Executive Committee meetings. (Bylaws, Article IV, Section 8)

Election of At-Large Directors: Candidates for At-Large Directors are to be presented by the Nominating Committee, in consultation with the Executive Committee, and voted on by the full National Board. (Bylaws, Article IV, Section 4); the Nominating Committee Chair shall work with the Board Chair, Executive Committee, and staff to determine the qualifications and desirability of any candidate to be considered for an At-Large Director position on the National Board. Candidates for At-Large Directors are to be presented by the Nominating Committee and voted on by the full National Board. (Article XII, Section 2)

Elections Challenges: The Executive Committee shall have full authority to make the final determination with regard to the challenge, and to take any appropriate actions, but it may, in its sole discretion, defer any such determination to the full National Board. (Bylaws, Article IV, Section 4)

Special Elections: If more than one (1) year remains, a special election will be held, the timeframe to be determined by the Executive Committee. (Bylaws, Article IV, Section 5)

Temporary Board Vacancies: The Executive Committee, after consultation with the affected region's other board member, may appoint an Interim Director representing the same category (community or staff) to serve no more than thirty (30) days, although the interim term may be renewed by the Executive Committee, if deemed appropriate and in the best interests of the National Council.

Removal of a National Board Member: An action to remove a National Board member may be initiated (1) by any National Council member organization, in writing to the Executive Committee; or (2) by a majority vote of the Executive Committee. Any such written request shall specify the reasons for the request. It is the responsibility of a board member to notify the Board Chair or Nominating Committee Chair of any change in status that may affect their eligibility to serve. The Nominating Committee shall review the issue and provide recommendation to the Executive Committee for any action to be taken. Once a request has been initiated, the Executive Committee shall review the issue and provide recommendation to the full board for a vote, if necessary. The Executive Committee may suspend participation in board activities for the board member sought to be removed, as necessary, until any action is completed. (Bylaws, Article IV, Section 4)

Signature Authority Policy: The National Board shall establish signature authority limits. ...The Executive Committee may act on behalf of the entire National Board in accordance with its delegated duties. (Bylaws, Article IV, Section 19)

Committee Composition (Off-Board Appointments): The Board Chair may also appoint committee members unaffiliated with a National Council member organization for special purposes, if approved by a majority vote of the Executive Committee. (Bylaws, Article VII, Section 3)

Audit Committee Composition: Audit Committee members shall be recommended by the Executive Committee, and voted on by the full National Board. (Bylaws, Article IX, Section 1)

Nominating Committee Composition: The Executive Committee shall solicit suggestions for committee members and shall propose a slate of candidates to the full National Board, including recommendations for the Nominating Committee Chair. (Bylaws, Article XII, Section 1)

Bylaws Amendments: Text of any proposed bylaws amendment(s) shall be submitted to the Executive Committee, clearly stating the purpose of the proposed amendment, the existing section to be amended, and the exact language of the proposed amendment. Once a request has been initiated, the Executive Committee shall have at least thirty (30) days to review the proposed amendment(s) and provide recommendation to the full board for a vote, if necessary. (Bylaws, Article XV, Section 1)

The Executive Committee

- Develops actions for consideration by the National Board.
- Advises the National Board on matters related to goal setting for the future of the National Council.
- May discuss contract issues, including salary, in Executive Session without the President & Chief Executive Officer being present.
- May act as the agent of the National Board between regular or special meetings of the Board.
- Provides for the ongoing evaluation of the President & Chief Executive Officer according to the evaluation system adopted by the National Board. The full National Board evaluates the President & Chief Executive Officer on an annual basis.
- Advises the National Board on questions of conflict of interest, professional actions, moral behavior, etc., with regard to National Board members, the President & Chief Executive Officer, and those persons acting on behalf of the National Council, as these matters are referred to the committee.
- Provides a framework for the full Board to evaluate the needs/priorities of the National Council where At-Large Directors may be able to provide expertise. The Nominating Committee will be advisory to the Executive Committee in this process. Staff will provide background on needs/priorities.

Executive Session of the National Board

While all meetings of the National Board and its committees are generally open to all National Council members, the National Board may meet in Executive Session, during which non-National Board members are excluded. The National Board may go into Executive Session upon a motion to do so, properly seconded, and upon a vote of the majority of members present. Matters to be discussed in any Executive Session are limited to the following (Bylaws, Article IV, Section 9):

1. Pending or possible litigation, or pending or possible administrative inquiry or similar investigation;
2. Contracts
3. Real estate transactions, including leases; and
4. Personnel matters involving National Board members and/or National Council staff.

A motion to go into Executive Session shall specify the nature of the business to be discussed. Minutes of the Executive Session shall be recorded and shall reflect any actions taken during that meeting. Attendance during any Executive Session shall be limited to the members of the National Board, and such staff and other persons as the Board Chair may request to be present. (Bylaws, Article IV, Section 9)

No matters, except those set forth above, shall be the subject of discussion in executive session. A motion to go into executive session shall indicate the nature of the business of the executive session, and no other matter may be considered in that particular session.

Addictions Committee

Approved 6/24/2014

As required by the new bylaws, and following the approval of the updated bylaws by the membership and completion of the SAAS merger, the Executive Committee put forward a recommendation to create a new Addictions Committee for a duration of three (3) years, to be composed of addictions-related member representatives. The Board Chair will appoint the Addictions Committee Chair.

The purpose of the Committee is to focus on addictions treatment and prevention related issues and to engage with the National Board and staff to continue to grow the National Council's portfolio in this arena.

Association Executive Committee

The Association Executives Committee is composed of the executives of all member Associations/States, or representatives determined by each Association/State if there is no paid executive. Two (2) members of the National Board are elected by the Association Executives Committee as follows (Bylaws, Article VIII, Section 1):

- The Committee Chair is elected by all members of the Committee and serves as a National Board member;
- The second member of the National Board is elected by the "100% Associations/100% States" only.
- Both Committee Chair and 100% Association/State Representative may not serve more than two (2) consecutive two (2) year terms of office. Election of the Committee Chair will take place in the same year as the election of board officers. Election of the 100% Association/State Representative will take place in the off-year.

The Association Executives Committee provides a forum for the discussion of priority issues facing the behavioral healthcare industry, and makes recommendations to the National Board regarding public policy, workforce development, practice improvement, and other issues relevant to National Council member organizations. The Committee also advises National Council staff in outreach and communication efforts within individual states, and of issues that impact National Council member organizations across state and regional boundaries. (Bylaws, Article VIII, Section 2)

Election of the Association Executives Committee Chair takes place in odd-years concurrent with the election of Board Officers (ex. 2015, 2017, 2019, etc.). Election of the 100% Association/State Representative will take place in even-years (ex. 2016, 2018, 2020, etc.) unless filling a vacancy.

- The Association Executives Committee provides a forum for Association/State Executives to discuss priority issues facing them in the behavioral healthcare industry; provides an opportunity for open and honest communication.
- Makes recommendations to the National Board along public policy, workforce development, practice improvement, and other issues relevant to National Council member organizations.
- Advises staff in outreach and communication efforts within individual states, and of issues that impact National Council member organizations across state and regional boundaries.
- Coordinates with the Membership Committee on issues related to recruitment, retention, member benefits and "value of membership," where appropriate.
- Assists policy staff with outreach and coordination of state delegations for Hill Day.

Audit Committee

The Audit Committee Chair shall be a National Board member other than the Secretary-Treasurer or other National Board officer. The Committee Chair may not serve more than two (2) consecutive two (2) year terms. Audit Committee members shall be recommended by the Executive Committee, and voted on by the full National Board. A majority of the Audit Committee members shall be members of the National Board. The Committee shall also include at least one (1) non-board member. At least one (1) Audit Committee member should have substantial experience in matters relating to financial statements, reports, and accounting practices, to evaluate the work of the auditor and management. (Bylaws, Article IX, Section 1)

The Audit Committee shall be responsible for selecting the National Council's auditors, meeting with them to review the scope of work, and reviewing the audit results and recommendations. The Audit Committee has the authority to engage other advisors as it deems necessary (Bylaws, Article IX, Section 2).

The Audit Committee:

- Establishes procedures for receiving and addressing any complaints about National Council accounting, general accounting controls, or auditing; establishes procedures for responding to anonymous and confidential submission of concerns by employees or National Board members regarding questionable accounting or auditing matters.
- Requires the auditing firm to disclose all critical accounting policies and general control practices, such as segregation of duties, policies for use of restricted funds for intended purposes, and processes to review off balance sheet transactions.
- Assures that Chief Executive Officer and Chief Finance Officer of the National Council have certified appropriateness of financial statements, that they fairly present the financial conditions and operations of the National Council, and have reviewed the form 990 for accuracy, completeness, and timely filing.
- Meets with independent auditors to review annual audit, form 990, and management letter (if any) and present recommendation for approval or modification to the full National Board.

Literature suggests that audit committees should consider changing auditors (partners or firm) every five years. Literature also suggests that the audit firm be prohibited from providing non-auditing services except for tax service and preparation. (Note: P&P approved, 11/4/2016)

Finance & Administration Committee

The Finance & Administration Committee Chair shall be the Secretary/Treasurer of the National Board. Finance & Administration Committee Members shall be appointed by the Board Chair. (Bylaws, Article X, Section 1)

The Finance & Administration Committee recommends the annual budget for adoption by the National Board, and monitors, on behalf of the National Board, the financial status of the National Council. In coordination with the Membership Committee, the Finance & Administration Committee makes recommendations to the National Board regarding member dues, and makes recommendations to the National Board regarding human resource policies and employee fringe benefits. (Bylaws, Article X, Section 2)

The Finance and Administration Committee:

- Prepares the Annual Budget for submission to the National Board.
- Monitors, on behalf of the National Board, the financial status of the National Council.

- In coordination with the Membership Committee, makes recommendations to the National Board regarding membership dues.
- Makes recommendations to the National Board regarding Human Resource policies and employee fringe benefits.
- Makes recommendations to the National Board regarding Investment Manager, reviews annually the investment policies and recommends amendments to the Board for adoption, monitors investment activity on a quarterly basis and informs the Board of any significant investment events.

Membership Committee

The Committee Chair and members of the Membership Committee shall be appointed by the Board Chair. The Committee Chair may not serve more than two (2) consecutive two (2) year terms of office. (Bylaws, Article XI, Section 1)

The Membership Committee advises staff in creating and implementing a membership work plan. In coordination with the Finance & Administration Committee, the Membership Committee shall recommend annual dues rates for National Council membership and brings recommendations for dues increases to the National Board. The Membership Committee shall assist staff in member recruitment and retention, as well as communication and outreach to existing member organizations. (Bylaws, Article XI, Section 2)

The Membership Committee:

- Advises National Council staff in creating and implementing a membership work plan.
- In coordination with the Finance & Administration Committee, sets annual dues rates for National Council membership; brings recommendations for dues increases to the full National Board.
- Assists staff in outreach plans to potential member groups and in formation of new programs, practice improvement, workforce, and education activities to benefit National Council member organizations.
- Assists staff in communication and outreach to existing member organizations.

Nominating Committee

The Nominating Committee shall consist of four (4) members of the National Board. The Executive Committee shall solicit suggestions for committee members and shall propose a slate of candidates to the full National Board, including recommendations for the Nominating Committee Chair. Written consent shall be obtained for all nominees. Election of the Nominating Committee shall be conducted by the National Board in the same manner as the election of officers. Nominating Committee members serve a two (2) year term with no limit on re-election for subsequent terms. (Bylaws, Article XII, Section 1/2)

- Election of Officers: The Nominating Committee Chair shall solicit suggestions for nominations for the officer positions. The committee shall obtain written consent to serve from nominees for all National Board officer positions. *Article V (Officers), Section 2 (Selection)*.
- Election of Regional Directors and Membership Section Directors: The Nominating Committee Chair shall work with staff and the other National Board member in the region in which an election is to occur, to manage regional elections. The Nominating Committee will also work with staff and any membership sections regarding the election of Membership Section Directors.
- Election of Association/State Directors, and the Public Policy Committee Chair: The Nominating Committee Chair shall communicate with the Association Executives Committee Chair and the Public Policy Committee Chair regarding the election of National Board members from these groups.

- **Election of At-Large Directors:** The Nominating Committee Chair shall work with the Board Chair, Executive Committee, and staff to determine the qualifications and desirability of any candidate to be considered for an At-Large Director position on the National Board. Candidates for At-Large Directors are to be presented by the Nominating Committee and voted on by the full National Board.
- **Election Challenges:** Any member wishing to contest the results of any election may bring their concern to the Board Chair or Nominating Committee Chair. *Article IV (National Board), Section 4 (Selection).*
- **Removal of a Board Member:** Regarding any issue related to the removal of a National Board member, the Nominating Committee Chair shall direct the staff to review any issue and provide recommendation to the Executive Committee for any action to be taken. *Article IV (National Board), Section 7 (Removal of a Board Member)*
- **Board Vacancies:** The Nominating Committee shall oversee the process to fill any vacancies on the National Board.
- **Report to Membership:** Each year the Nominating Committee shall communicate with the National Council membership regarding the positions open for election that year. The Nominating Committee also certifies all election results and shall communicate these to the full membership prior to the start of the new board term (July 1st). (Bylaws, Article XII, Section 3)

The Nominating Committee directs the process for making recommendations to the National Board regarding candidates to serve on boards and as representatives to subsidiary and related organizations (MHRRG, NSS, etc.)

Public Policy Committee

The Public Policy Committee composed of all members of the National Board and the Association Executives Committee. The Public Policy Committee Chair shall be elected by all members of the Committee and shall serve as National Board member. The Committee also elects a Vice Chair, who does not serve as National Board member, but shall serve in place of the Chair in the event the Committee Chair is not present at a meeting of the Public Policy Committee. Neither Committee Chair nor Vice Chair may serve more than two (2) consecutive two (2) year terms of office. Election of the Committee Chair shall take place in the same year as the election of Board Officers. Election of the Vice Chair shall take place in the off-year. (Bylaws, Article XIII, Section 1)

The Public Policy Committee acts as an advisory body to the National Board and staff, assisting with the implementation and monitoring of the legislative network, advising and making recommendations on legislative and other public policy matters. (Bylaws, Article XIII, Section 2)

The Public Policy Committee:

1. Acts as advisory body to National Council staff.
2. Assists National Council staff in the implementation and monitoring of the legislative network.
3. Advises the full National Board on legislative and other public policy matters.
4. Makes recommendations to the National Board regarding positions on public policy issues.
5. The Chairperson is elected by the Committee at the spring meeting of the National Board, and serves as a Director to the full National Board for a two-year term of office. Both Chair and Vice Chair may not serve more than two consecutive terms of office (two two-year terms). Election of the Chair will take place in the same year as the election of Officers to the National Board. Election of the Vice Chair will take place in the off-year.

National Board Public Policy Guidelines

1. Provide Direction to the President & Chief Executive Officer in setting public policy priorities and strategic initiatives.

2. Maintain contact with Association Executives, legislative network representatives and key state leaders to advance the policy mission of the National Council.
3. Monitor and report to the Public Policy Committee Chair the policy needs and activities of the region and states within the region.
4. Develop and nurture relationships with elected and appointed Federal officials who are involved with, and who can have an impact on community behavioral healthcare issues.

BOARD MEETINGS

The National Board shall hold not less than two (2) regular meetings each year. The Board Chair shall notify each National Board member not less than thirty (30) days before the date of a meeting. The Board Chair may call special meetings of the National Board and shall call a special meeting upon written request of seven (7) members of the National Board. At least ten (10) days' notice shall be given for special meetings. Notice of special meetings shall be communicated to each National Board member. Board members are required to confirm attendance or non-attendance, and staff shall ensure a response has been received from all National Board members. All regular and special meetings of the National Board, or any of its committees, may be held either in person, by conference call, or by any means of communication by which all persons participating in the meeting are able to hear and communicate with one another, and such participation shall constitute "in-person" presence at the meeting. (Bylaws, Article IV, Section 10)

Quorum of the National Board: At all meetings of the National Board, a majority of the National Board shall be necessary to constitute a quorum for the transaction of business. Any action taken by a majority of the National Board present at any meeting at which there is a quorum shall be the act of the National Board, except as may be otherwise specifically provided by statute or these bylaws. (Bylaws, Article IV, Section 11)

Voting: Each National Board member shall possess one (1) vote in matters brought before the National Board. (Bylaws, Article IV, Section 12)

GOVERNANCE POLICIES

The National Board shall establish governance policies that define the scope and limitations under which administrative policies and procedures are developed. Policy decisions may be made by the National Board at any regular or specially called meetings and shall be effective if adopted by a majority vote of the National Board (Bylaws, Article IV, Section 17).

The National Board is responsible for the governance of the organization. The National Board shall govern through development of policy; establishing the mission and strategic direction and priorities of the organization; ensuring effective use and allocation of resources through financial planning, oversight and audit; and selecting, evaluating and retaining a Chief Executive Officer. The National Board is the policy authority of the National Council, delegating administrative responsibilities and authority to the President & Chief Executive Officer for implementation of board policy and management of the organization. The Executive Committee of the National Board may act on behalf of the entire National Board in accordance with its delegated duties.

1. The administration and operations of the National Council will be the responsibility of the President & Chief Executive Officer with the assistance of staff. The responsibility for selection, placement and transfer of personnel shall be vested in the Chief Executive Officer. The National Board, individually and collectively, will refer promptly all criticisms, complaints and suggestions called to its attention, to the Chief Executive Officer for study and recommendation.
2. The National Board shall establish governance policies which define the scope and limitations under which clinical and administrative policies and procedures are developed.
3. Governance and administrative policies shall be reviewed by the National Board as dictated by needs and circumstances of the organization. This review will be documented in the minutes of the National Board and on the policy itself.
4. Policy decisions may be made by the National Board at a regular or specially called meeting.

Authority of the National Board and President/CEO

The National Board shall hire a President/Chief Executive Officer, responsible for development and implementation of policies and procedures established and adopted by the National Board and required for effective daily operations of the organization. All administrative policies and procedures shall be developed within the guidelines established by the governing policies of the National Board. The operational affairs of the National Council shall be the responsibility of the President/Chief Executive Officer and administered by him/her with the assistance of staff. The responsibility for selection, placement, hiring and firing of personnel shall be vested in the President/Chief Executive Officer. The National Board, individually and collectively, shall refer promptly all criticisms, complaints and suggestions called to its attention, to the President/Chief Executive Officer for review and recommendations. Except when present in person at National Board or Committee meetings, communication between the President/Chief Executive Officer and the National Board should be through the Board Chair. (Bylaws, Article XIV, Section 1, 2, 3)

The President/Chief Executive Officer may employ or otherwise provide such staff as may be necessary to carry out the purposes of the National Council, consistent with the policies, priorities and guidelines of the National Board, and consistent with the budget approved by the National Board. At no time may an employee concurrently serve on the National Board nor at any time may an employee be entitled to vote as a representative of a member.

The President/Chief Executive Officer shall be responsible for annual financial planning in coordination with, and with approval of, the National Board and for maintaining adequate and appropriate internal practices and controls which assure effective use of all corporate resources and assets.

Personnel Authority

It is the policy of the National Board that the authority entrusted to the President & Chief Executive Officer to employ, discipline and/or terminate staff be discharged through such practices and procedures as to assure legal, ethical, and nondiscriminatory treatment within the following guidelines:

1. National Council employment practices and personnel policies comply with all applicable laws, ordinances and regulations.
2. A summary of personnel activities is provided to the National Board on an annual basis.

Code of Ethics

(Included in Policies and Procedures 7/21/2011)

WHEREAS, The National Council and its members hold to the highest moral, legal and professional standards for their conduct and services, and

WHEREAS, The National Council and its members maintain respect both for the privacy and well-being of the persons served and for the welfare and protection of the general public, and

WHEREAS, The National Council strives to enhance the principles of competency, accountability, responsibility, nondiscrimination and service excellence,

NOW BE IT RESOLVED...that the National Council and its members voluntarily subscribe to and uphold the following principles while so affiliated:

1. The interest of the person served is always respected. Activities on behalf of the persons served, whether individuals, families or organizations, shall always be determined by their best interests. Their rights, including appropriate care, confidentiality, informed consent, self-determination and access to records are guaranteed.
2. Activities shall reflect the best interest of the general public. Authority of and accountability of the community are recognized by governing and advisory boards in determining priorities, policies and programs. Prevailing legal and moral standards shall be upheld. Questionable practices and programs are not condoned. The public's right to have information about programs, finances, policies and procedures is acknowledged.
3. High professional standards will be maintained and promoted. The National Council and its members at all times require conduct based on accepted principles and professional standards of practice. All staff shall avoid conflicts of interest and misrepresentation of their services, credentials or skills. They recognize accountability to the organization and persons served with whom they are involved and accept responsibility for their own actions. Nondiscriminatory policies are promoted and observed among all persons. Also, the National Council and its members have a primary responsibility to maintain high standards of professional competence and to provide the highest quality of care possible.
4. Regard for the integrity of member organizations and other agencies shall be maintained. The rights and interests of all member centers shall be protected and promoted. No actions shall be taken which are detrimental to any member center by another member or by the National Council without due process and National Board action. Respect shall be maintained for the rights, policies and procedures of other professional organizations and governmental agencies.

BE IT FURTHER RESOLVED...that this Code of Ethics be reviewed at every annual meeting of the National Board for the information and guidance of National Board members, that all new National Board members be advised in writing of this code upon entering on their duties and that this code shall be reviewed annually with all center personnel with advice, in writing, to all new personnel entering on their duties.

Conflict of Interest Policy

Conflict of Interest Policy extended to include consultants and vendors. (Approved 10/30/2009)

Bylaws updated 9/25/2015

No National Board member, officer or employee of the National Council shall have any position with, or a substantial interest in, any other business enterprise operated for profit, or entity operated not-for-profit, the existence of which would conflict with or might reasonably be supposed to conflict with the proper performance of his or her duties or responsibilities to the National Council, or which might tend to affect his or her independence or judgment with respect to transactions between the National Council and such other business enterprise, without full and complete disclosure thereof to the National Board. Each National Board member, officer or employee of the National Council who has such a conflicting interest with respect to any transaction of which he or she knows is under consideration by the National Board or any of its committees, is required to make timely disclosure thereof, so that it may be part of the National Board's consideration of the transaction. The National Board member, officer, or employee holding the conflicted interest shall refrain from participating in consideration, except as directed by the remaining members of the committee and/or National Board. (Bylaws, Article IV, Section 14)

Contracts and Services

National Board members may be interested directly or indirectly in any contract related to or incidental to the operations conducted by the National Council, provided, however, that any contract, transaction, or act on behalf of the National Council in a matter in which a National Board member is personally interested as stockholder, director, or otherwise, shall be disclosed to the National Board and/or contracting party, as applicable, and not violate of the proscriptions in the Articles of Incorporation against the National Council's use or application of its funds for private benefit. In no event, however, shall any person or other entity contracting with a National Board member be obligated to inquire into the authority of the National Board and its members to enter into and consummate any contract, transaction, or other action. (Bylaws, Article IV, Section 16)

Indemnification

The National Council shall indemnify each of its National Board members, officers and employees, as well as former National Board members, officers and employees, and any person who may have served at the request of the National Board as a National Board member or officer of another corporation, whether for profit or not-for-profit (the "Indemnitees"), pursuant D.C. Code, Sec. 29-301.05(14), or any successor thereto, to the full extent permitted thereby. In each and every situation where the National Council may do so under such section, the National Council hereby obligates itself to so indemnify the Indemnitees, and in each case, if any, where the National Council must investigate on a case-by-case basis prior to indemnification, the National Council hereby obligates itself to do so. The National Council also agrees to indemnify the Indemnitees to the fullest extent permitted by law at any time and from time-to-time for any liabilities actually and necessarily incurred or imposed in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which an Indemnitee may become or be made a party by reason of being or having been such National Board member, officer, employee or other designated Indemnitee. Indemnification shall not be provided to the Indemnitee should said liability result from the Indemnitee's own misconduct, negligence, or bad faith. The provisions of this Section shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption thereof. The National Board may authorize the purchase of insurance of behalf of any National Board member, officer, employee or other agent against any liability asserted against or incurred by him which arises out of each

person's status as a director, officer or employee, or out of acts taken in such capacity, whether or not the National Council would have the power to indemnify the person against that liability under law. (Bylaws, Article IV, Section 15)

Legal Responsibilities of the National Board

(Larry Taub, Attorney and Counsel to the National Council, 10/19/2007)

Officers and Directors owe a fiduciary duty to the organization. The fiduciary duty encompasses:

- Duty of care – The obligation to exercise reasonable and prudent care in the oversight of the organization.
- Duty of Loyalty – The obligation to act only in the best interests of the organization.

Duty of Care

- Regular and careful review of financial and other reports regarding operation of the organization.
- Periodic review of management with regard to its operation of the organization.

Conflict of Interest (Duty of Loyalty)

(Note: National Council's approved Conflict of Interest Policy is listed below on page 6.)

- Determination of possible conflict
- If one believes a conflict may be present, it isn't enough to merely be aware that it exists, and to believe that you have acted in the best interests of the organization, rather than your own self-interest – some action must be taken.
- Depending upon the nature of the conflict, and its degree of seriousness, the Officer or Director may:
 - (1) Simply disclose the conflict (or potential conflict) in public to the other members of the National Board;
 - (2) Recuse him/herself from any involvement in the issue giving rise to the conflict (or potential conflict); or
 - (3) Resign from the National Board.
 - * The particular action that is appropriate for a given National Board member in a given situation will depend upon the particular facts of the possible conflict. Ultimately, it is important that there not only be no conflict, but not even a perception of a conflict.

Confidential Information: Officers and Directors have an obligation to maintain the confidentiality of information that is either marked or otherwise identified as such; information obtained in an Executive Session of the National Board; or simply information that is verbally conveyed, and requested to be maintained as confidential.

Personal Liability: Basic Rule – An Officer or Director will not risk personal liability as long as he/she exercises reasonable diligence and care in decisions regarding the Organization.

- This will hold even if the actions or decisions of the National Board are made with poor judgment, and result in damage or injury.
- Directors and Officers are entitled to rely on the advice of experts (accountants, attorneys, etc.). Officers and Directors are not liable for the torts of the organization's employees, unless the Officers and Directors participated in those activities personally.

Anti-Trust: Officers and Directors should avoid any discussions at association meetings that may tend to:

- Raise, lower or stabilize prices
- Affect the availability of products or services
- Affect the allocation of markets, territories, customers or patients
- Encourage boycotts or exclusions of products or services
- Foster unfair practices involving advertising, merchandising, or accreditation
- Encourage anyone to refrain from competing
- Result in illegal brokerage or rebates

Other topics of discussion that should be avoided:

- Current or future prices
- What constitutes fair profit or margin level
- Possible increases or decreases in prices
- Standardization or stabilization of prices
- Pricing procedures
- Cash discounts
- Credit terms
- Allocation of markets whether or not the pricing practices of any industry member are unethical or constitute unfair trade practice

Topics that are appropriate for discussion:

- Reporting on general industry or profession economic trends
- Describing advances or issues in relevant technology
- Demonstrating methods by which a member can become more profitable by better understanding its own costs and practices
- Discussing effective methods of purchasing and marketing (as long as it does not involve anti-competitive behavior)
- Consideration of industry or professional relations with the local, state or federal governments
- Developing methods of responding to consumer issues