

EDWIN FAIR COMMUNITY MENTAL HEALTH CENTER

BY-LAWS

ARTICLE ONE – IDENTIFICATION

Section 1. The name of this corporation shall be the Edwin Fair Community Mental Health Center, hereafter referred to as the "Center".

Section 2. Its principle office shall be located at Ponca City, Kay County, Oklahoma.

ARTICLE TWO – PURPOSE

Section 1. The purpose of the Center shall be:

a. To encourage the creation and establishment of mental health centers, to render assistance or advice in the planning and promotion of such centers, and to coordinate the mental health services offered by existing centers.

b. To operate facilities for the diagnosis, consultation, care, treatment, and rehabilitation of mentally ill, mentally retarded, and emotionally or behaviorally disturbed adults and children.

c. To furnish comprehensive mental health, medical, nursing, and related services and to provide medicines and supplies.

d. To conduct or engage in research, testing, experimentation, training, and education in any area related to the care, treatment, and rehabilitation of such persons.

Section 2. All of the above-named purposes of the Center shall, at all times, be accomplished in conformance with all applicable Federal and State laws and Department of Mental Health requirements.

ARTICLE THREE – BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of not fewer than ~~nine~~ eight persons or more than twenty-five persons, all residing within the service area. At least one member of the Board of Directors

shall be selected from each of the affiliated counties.

Section 2. The composition of the Board of Directors shall reflect an equitable representation of the population distribution of the service area and be representative of the demographic and socio-economic characteristics of the service area, including minorities and consumers.

Section 3. No more than 40% of the Board's members shall be providers of mental health services or related to a provider within the second degree of consanguinity or affinity.

Section 4. One-third of the Directors shall be elected annually.

Section 5. A term shall begin with the fiscal year and a full term is three years. A Director is limited to a partial term and two consecutive terms. A Director may be elected to serve again after a one-year absence from the Board.

Section 6. Members of the Board shall be replaced if they have three consecutive unexcused absences or miss over 50% of the regularly scheduled meetings. Additionally, the Board may remove a Director for just cause after notice has been given. A two-thirds vote of the entire board membership is required for dismissal.

Section 7. Vacancies that occur on the Board shall be filled by the Board of Directors.

Section 8. A majority of the total number of Directors shall constitute a quorum.

Section 9. Employees of the Center may not participate as Board members.

ARTICLE FOUR – OFFICERS

Section 1. The Executive Officers of the Board shall consist of a President, Vice President, Treasurer and Secretary.

Section 2. The officers are elected annually at the last regular meeting of the fiscal year. Duties of the office shall commence with the new fiscal year.

Section 3. The officers shall perform the duties commonly incident to their offices and shall perform other duties as determined by the Board of Directors.

ARTICLE FIVE – POWERS

Section 1. All corporate powers allowed by statute to not-for-profit corporations shall be vested in and exercised by the Board of Directors. Actions and proceedings of the Board of Directors shall be carried into effect by elected Board members, by committees appointed in accordance with the By-Laws, or by the Executive Director. Transactions requiring ratification of the Board shall be approved prior to commencement of the project.

Section 2. The Board has the power to:

a. Construct, purchase, lease, or otherwise acquire such building, equipment, and facilities, as may be necessary or expedient to carry out its purposes.

b. To hire or contract with professional, technical, and other persons to carry out the purpose for which the Center is formed.

c. To make and enter into such contracts or agreements with the governing bodies of hospitals, educational institutions, and other organizations as may further advance any of the purposes for which the center is formed.

d. To exercise any and all powers (including but not limited to, the borrowing of money and securing of same, the holding, administration and disposition of property, the making of conveyances, assignments and contracts, and incurring of obligations) which may be necessary, incidental or convenient to the purposes of the Center.

Section 3. The Board shall have the following duties:

a. Evaluate performance of Executive Director annually.

b. Review and approve all program policies and procedures annually.

c. Review and approve goals and objectives for the Center and methods of attainment annually.

d. Review all audit and certification reports from the Department of Mental Health.

e. Establish limits of purchases and non-payroll disbursements not requiring prior Board approval annually.

f. Approve compensation plan for all employees annually.

g. Approve the annual budget.

h. Review the financial statements periodically.

- i. Select an independent auditor and review annual audit report.
- j. Approve business transactions, if any, between the organization and its officers, directors, employees, or organizations controlled by these persons.
- k. Prevent the transfer of the organization's assets or equity in assets to any party for less than adequate consideration unless such transfer is made pursuant to the prior written approval of the Department of Mental Health.
- l. Business transactions of a material nature between the organization and its employees or Governing Authority members shall not be entered into unless prior disclosure of the relationship between the parties is made. Evidence of such disclosure shall be contained in the Governing Authority minutes.

ARTICLE SIX – MONIES

Section 1. The fiscal year of the Center shall begin on the first day of July each year and end on the 30th day of June the following year.

Section 2. All funds from the Center shall be deposited to the credit of the Center in depositories approved by the Board of Directors. All checks drawn by the Center shall have two signatures by persons approved by the Board.

Section 3. The Board of Directors shall authorize the bonding of persons having access to the funds of the Center.

Section 4. The Board shall provide that fees for services rendered and supplies furnished are charged to clients on a sliding scale basis.

Section 5. The Board shall provide that the Center seeks, requests, applies for and receives grants, gifts and donations either in money or property, from governmental agencies, individual or other corporations or organizations, by devise, bequest or otherwise, absolutely or in trust and to use the principal thereof or the income therefrom, as may be directed, in the furtherance of any of its authorized purposes.

ARTICLES SEVEN – COMMITTEES

Section 1. The Directors shall determine the various committees needed to carry out the purpose of

the Center.

ARTICLE EIGHT – NOMINATING COMMITTEE

Section 1. The Nominating committee shall be composed of at least three (3) Board members to be appointed by the President and shall propose nominees for officers and Directors of the Center. The entire Board shall vote to elect officers and Directors from the slate of nominees.

ARTICLE NINE – MEETINGS

Section 1. There shall be a minimum of four (4) meetings of the Board of Directors to be held at a time and place to be determined by the same. Special meetings shall be called by the President as the need arises. The meetings and notices shall comply with the Oklahoma Open Meeting Law.

Section 2. Minutes of the governing Authority meetings shall be kept and shall include at least the following:

- a. The date of the meeting.
- b. The names of members who attended.
- c. Approval of minutes from last meeting.
- d. The topics discussed.
- e. The decisions reached and actions taken.
- f. A record of the actual vote of the members present.
- g. The dates for implementation of recommendations.
- h. The reports of the Chief Executive Officer and others.
- i. The signature of a Board officer shall appear on the Minutes upon approval.

ARTICLE TEN – CENTER STAFF

Section 1. The Board shall hire an Executive Director who shall be responsible to the governing body for the overall operation of the facility, including the control, utilization, and conservation of its physical and financial assets and the improvement of the staff and the direction of the Center.

Section 2. The Executive Director shall have the following qualifications:

- a. Masters Degree in Psychology, Social Work, Nursing, Mental Health Administration, Business or related social service or administration field and, when required, has appropriate license or certification.
- b. Three years successful administrative experience in a mental health setting.

Section 3. The Executive Director shall have the following authorities:

- a. To oversee the administrative functions of the Center.
- b. To negotiate contracts with Board approval.
- c. To delegate responsibilities in accordance with the current policies and procedures.

Section 4. The Executive Director shall have the following duties:

- a. Prepare a written policy and procedure manual that is updated as needed and reviewed annually.
- b. To keep the Board of Directors informed of activities at the Center including financial, clinical, legal, educational, and policy-planning activities such that they may perform their duties.
- c. Participate in continuing education programs.
- d. To meet applicable requirements of the State and Federal laws and funding bodies.

Section 5. The Board shall appoint the Administrative Assistant to perform the secretarial functions of the Board.

ARTICLE ELEVEN – AMENDMENT

Section 1. The Bi-Laws of the Center may be amended as follows:

Any proposed amendment shall be presented to the Board of Directors by the President upon written

request of three (3) members of the Board of Directors. There shall be at least two (2) weeks between presentation of the written amendment by the Board of Directors and the voting. An affirmative vote of two-thirds of the Board members shall be required for the adoption of an amendment to the By-Laws.

Adopted by the Edwin fair Community mental Health Center, Inc., this 28th day of October, 1991.

ATTEST: (see attached for signatures)

Sandy Gearhart President

Lloyd Brown Vice-President

AMENDMENT TO THE BY-LAWS

ARTICLE FIVE – POWERS

Section 2. The Board has the power to:

e. To appoint an Executive Committee consisting of three (3) members of the Board of Directors appointed by resolution who shall serve for such periods as the Board may determine and the Executive Director, which Committee shall have the authority to approve, renew, negotiate, and or terminate the contracts or other agreements of the corporation, including, but not limited to employment contracts, in cases of emergencies.

An "emergency" is defined as any action which, in the opinion of the Executive Director and the President of the Board, requires immediate attention between regularly scheduled Board Meetings.

The meeting of the Executive committee shall be called by the President and notice thereof shall be in accordance with the Open Meeting Law of the State of Oklahoma. The agenda for such meetings shall cover only one single issue which the President and Executive Director has determined to constitute an emergency.

The actions of the Executive Committee shall be ratified by the Board of Directors at the next regularly scheduled meeting or special meeting.

This amendment approved by:

EDWIN FAIR COMMUNITY MENTAL HEALTH CENTER, INC. Board of Directors

May 27, 1997

AMENDMENT TO THE BY-LAWS

ARTICLE THREE – BOARD OF DIRECTORS

Section 5. A term shall begin with the fiscal year and a full term is three years. A Director is limited to a partial term and two consecutive terms. "A Director may serve an additional year(s) after their second term if the Board is or will be below the prescribed minimum of nine members. Any additional year(s) of service must be approved annually by a majority of the Board members. Upon completion of the additional year(s), that director will once again be eligible to serve in a standard capacity after a one-year absence from the Board."

This amendment approved by:

EDWIN FAIR COMMUNITY MENTAL HEALTH CENTER, INC. Board of Directors

August 12, 2013