

Central Louisiana Human Services District BYLAWS

Article I NAME

The name of this organization shall be the “Central Louisiana Human Services District”, and may be referred to in these bylaws as “CLHSD”, or the “District”. The creation of the District is authorized by Act 373 of the 2008 Regular Session of the Louisiana Legislature. The domicile of the District shall be Alexandria, Louisiana.

Article II PURPOSE

The CLHSD is created to establish policy for the governance of the District. It shall employ an Executive Director who shall be accountable to the board for the successful implementation of those policies within his/her span of authority. The governing authority of the CLHSD includes the operation and management of community-based programs and services pertaining to behavioral health addictive disorders and mental health, selected public health services, and developmental disabilities in the parishes of Avoyelles, Catahoula, Concordia, Grant, LaSalle, Rapides, Vernon and Winn.

Article III ROLES AND RESPONSIBILITIES

The board may act only as a body and not through the individual actions of any individual board member, unless the board member is given explicit authority by a majority vote of the board to carry out a specific function, or the function is reasonably required of a board member serving as an officer of the board. Under penalty of removal, no board member shall, directly or indirectly, provide direction to or interfere with any employee of the district.

Article IV MEMBERSHIP

1) Number: The District shall be governed by a board of eleven (11) members. The Membership shall include one resident each from the parishes of Avoyelles, Catahoula, Concordia, Grant, LaSalle, Rapides, Vernon and Winn, appointed by the parish governing authority and three (3) members appointed by the governor.

2) Appointment:

- a. The members appointed by each parish governing authority shall be professionals or active advocates in the fields of mental health, public health, developmental disabilities, or addictive disorders services.
- b. The members appointed by the governor shall include one member with experience in the financial operation of a business enterprise, one member who is a parent, consumer, or caregiver of a consumer of services, and one member who represents one of the following fields: addictive disorders, developmental disabilities, mental health, or public health. The

governing authority of each parish may submit three names to the governor for consideration as one of the governor's three appointees.

3) Terms:

- a) The initial term of office shall be one (1) year for each board member appointed by the first two parishes of the district alphabetically, two (2) years for each board member of the next two parishes alphabetically and the initial term of the remaining board members shall be three (3) years.
- b) Following the expiration of the terms of appointment for the initial members of the board set forth above, all subsequent members of the board shall serve terms of three years but in no event may a board member serve more than two (2) such terms.

4) Removal:

A. The following circumstances shall constitute grounds for removal of any board member:

- a) Conviction of a felony.
- b) Violation of the provisions of LA R.S. 914 (2).
- c) Violation of CLHSD By Laws or policy.
- d) Directly or indirectly interfering with any CLHSD employee.
- e) Absence from three regularly scheduled meetings of the Board in any consecutive twelve months, including the annual Board Retreat. Such member shall be deemed to have tacitly submitted his or her resignation as a member of the Board.

B. Removal Process

- a) If the Chair or Vice Chair receives information or knowledge that in his or her opinion indicates any of the above circumstances have occurred, the Chair or Vice Chair shall first provide notice of the allegation to the accused Board member. The notice shall be a certified letter containing a clear statement of the alleged violation. The identity of the person reporting the alleged violation shall remain confidential if possible.
- b) The removal of the board member shall be placed on the agenda of the next Board meeting, provided however, the board member subject of the removal shall be given at least ten (10) days written notice of the date and time the matter will be taken up by the board. The subject board member may request that the discussion be held in private.
- c) The Board shall determine if it is necessary to refer the allegations which form the basis for removal of a member to a Sub-Committee composed of no less than three (3) board members appointed by the Chairperson to fully investigate the allegations. The investigation shall include the review of any and all information submitted by the accused Board member.

- d) When the Sub-Committee has concluded its investigation it shall report its findings and recommendations to the Board for consideration.
 - e) If the State Ethics Commission has investigated the allegations and issued a final recommendation(s), the Board shall accept the Commission's recommendations and act in accordance with those recommendations.
 - f) Removal of a Board member shall be by a two thirds (2/3rds) vote of those Board members present. A notice of removal will be sent to the Governor's office and the appropriate governing parish authority.
- 6) **Board Member Vacancies:** The procedure for filling a vacancy caused by the removal, resignation, or death of a board member prior to the end of the board member's term shall be the same procedure used for the appointment of the board member.
 - 7) **Compensation:** Each board member shall serve without compensation, but shall be reimbursed for expenses and mileage at the same rate set by the Division of Administration for state employees for each day of actual attendance at board meetings or for representing the board in an official board-approved activity.
 - 8) **Code of Ethics:** All board members shall be subject to the requirements of the State Code of Governmental Ethics. No member of the board or of his immediate family shall own or have any interest or part in any public or private organization, business, company, or entity conducting business of any kind with the CLHSD.

Article V OFFICERS

The Officers of the Board shall be a Chairperson, a Vice Chairperson, Treasurer, Secretary and such other officers as the Board may elect from time to time, to carry out the affairs of the Board.

- 1) **Duties:** The officers shall perform the duties prescribed by law, these bylaws, the parliamentary authority adopted herein, and those assigned by the Board or which normally pertain to the office. The duties shall include, but not be limited to the following:
 - a) The Chairperson
 - 1. Shall be the principal officer of the Board.
 - 2. Shall be elected by a majority vote of the board.
 - 3. Shall make all necessary decisions regarding the procedures and policy of the Board including but not limited to preparing or approving the board meeting agenda and presiding at all meetings of the Board.
 - 4. Shall provide notice of, discuss and review corrective actions with Board members who have violated these By Laws of the policy of the board.

5. Shall serve as an ex-officio member of all board committees.
6. Shall explore, with the Executive Director, grant opportunities.

b.) The Vice Chairperson

1. Shall assume such duties as may be assigned by the Chairperson or the Board.
2. Shall in the absence of the Chairperson preside at all Board meetings and fulfill the duties of the Chairperson.
3. Shall serve as chair of the Bylaws Committee

c.) The Treasurer:

1. Shall assist the board to create and periodically review all board policies that bear on financial matters.

d.) The Secretary

1. Shall have custody of the records of the Board, maintain a record of actions taken by the Board
2. Shall act as a record keeper and maintain minutes of regular meetings to include the following:
 - a) Date, time and place
 - b) Members attending and absent
 - c) Agenda discussed
 - d) Decisions
 - e) Actions
 - f) Date of implementation
 - g) Reports
3. Shall maintain a roster of all board members.
4. Shall give, or cause to be given, notice of all board meetings to its members and to the public in accordance with the Bylaws and law
5. Attest to the official documents of the CLHSD and shall perform such other duties as may be prescribed by the Board.

2) Election Of Officers

a) Nomination Committee: The chairperson shall appoint a nominating committee of at least three (3) board members at the regular meeting prior to the annual meeting. The Nominating Committee shall nominate one or more nominees for Chairperson, Vice Chairperson, Secretary, Treasurer to be presented to the board and voted on at the annual meeting.

- b) Nominations from the Floor: After nominations by the Nominating Committee have been placed before the members, the Chairperson shall call for nominations from the floor. Nominations from the floor must be made and seconded by voting members in good standing, and consented to by the nominee.
 - c) Voting: The election of officers shall be by majority vote, and no member shall be entitled to vote by proxy. At all meetings, except for the election of officers, all votes shall be by voice vote. For election of officers, ballots shall be provided to the board members present and there shall not appear on such ballot anything that might tend to identify the person who cast such ballot. The Chairperson shall appoint a committee to count the ballots.
- 3) Term of Officers:** The term of office for any officer appointed by the board shall be for one (1) year and shall begin at the close of the annual meeting. No officer may serve more than two (2) consecutive full terms in the same office.
- 4) Removal of Officers:** Any officer may be removed from office by a vote of two-thirds of the board. Removal of an officer must be placed on the agenda of any regular or special board meeting to be considered.
- 5) Board Officer Removal or Resignation(s) Special Elections:**
- a) In the event a member of the board who serves as an officer resigns a special election shall be held. This will take place as quickly as deemed prudent and the new officer shall serve the remainder of the term. A Nominating Committee will be appointed by the Chair. After nominations by the Nominating Committee have been placed before the members, the chairperson shall call for nominations from the floor. Nominations from the floor must be made and seconded by voting members in good standing, and consented to by the nominee.
 - b) Voting: Ballots shall be provided to the board members present and there shall not appear on such ballot anything that might tend to identify the person who cast such ballot. The Chairperson shall appoint a committee to count the ballots.

ARTICLE VI MEETINGS

All meetings of the Board and its committees shall be open to the public except where Executive Sessions are permitted or required under the Louisiana Open Meetings Law.

1) Regular Meeting: The regular meeting of the CLHSD board shall be held on the second Thursday of each month unless otherwise fixed by the board. Notice of regular meetings shall be given no less than seventy-two (72) hours prior to the meeting in accordance with law.

2) Special Meetings: Special meetings of the CLHSD board may be called by the Chairperson or at the request of three (3) board members for any purpose. The purpose of a special meeting shall be stated in the notice of the meeting. Except in cases of emergency, at least forty-eight hours (48) notice shall be given of a special meeting.

3) Annual Meeting: The annual meeting of the CLHSD shall be held in connection with the first regular meeting of each fiscal year.

ARTICLE VII QUORUM

A majority of the appointed board members shall be required to conduct official business of the Board.

ARTICLE VIII COMMITTEES

The Board does not require governance through standing committees, however, it may establish ad hoc committees to address specific needs as occasion may require.

ARTICLE IX EXECUTIVE DIRECTOR

The Executive Director shall serve at the pleasure of the Board. The Executive Director is responsible for implementing board policy, directing the operations of the District and for the overall administration and management of the District.

The Executive Director shall be accountable only to the board as a body, for the implementation of the policies established by the board.

ARTICLE X PARLIAMENTARY PROCEDURE

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the meetings of the board and any other situations to which they are applicable except when inconsistent with these bylaws or any special rules of order the Board may adopt.

ARTICLE XI AMENDMENT OF BYLAWS

These bylaws may be amended, revised or repealed, in whole or in part, by a majority vote of the Board at any regular meeting or at a special meeting called for that purpose, provided that any amendment, revision or repeal shall not be inconsistent with the law. Unless waived by a majority of the board, notice of the proposed amendment, revision or repeal of the Bylaws shall be given to each Board member at least 30 days prior to the date of the meeting at which the proposed amendment, revision or repeal of the Bylaws will be considered.

**ARTICLE XII
ADOPTION**

These bylaws were adopted at a regular meeting of the Central Louisiana Human Services District Governing Board, a quorum of the board being present on 13th day of July 2011.

Proposed Amendments Issued to Board Members 2/7/13

Amended Bylaws Approved 3/14/13

Review of By Laws with no changes: 2/13/14

Amended By Laws Approved: 5/8/14

A handwritten signature in blue ink, consisting of several overlapping loops and a long horizontal stroke extending to the right.