

**BYLAWS OF**  
**MID-STATE HEALTH NETWORK**  
**SUBSTANCE USE DISORDER OVERSIGHT POLICY BOARD**

**ARTICLE I**  
**NAME AND FORMATION**

**1.1 NAME**

The name of the entity is the Mid-State Health Network Substance Use Disorder Oversight Policy Board, referred to as the "Board" in these bylaws.

**1.2 LEGAL BASIS FOR FORMATION**

1.2.1 Mid-State Health Network ("MSHN") is a community mental health regional entity formed under Section 204 the Michigan Mental Health Code (Public Act 258 of 1974, as amended the "Code") which serves the following twenty-one (21) counties commonly referred to collectively as Region 5 by the Michigan Department of Community Health (MDCH): Arenac County, Bay County, Clare County, Clinton County, Eaton County, Gladwin County, Gratiot County, Hillsdale County, Huron County, Ingham County, Ionia County, Isabella County, Jackson County, Mecosta County, Midland County, Montcalm County, Newaygo County, Osceola County, Saginaw County, Shiawassee County and Tuscola County (referred to individually as a "County," and collectively as the "Counties).

1.2.2 MSHN has qualified for status as a MDCH-designated community mental health entity authorized to coordinate the provision of substance use disorder services in Region 5.

1.2.3. The Board is formed pursuant to Section 287(5) of the Code which requires "A department-designated community mental health entity (designated as a Pre-Paid Inpatient Health Plan or PIHP) shall establish a Substance Use Disorder Oversight Policy Board through a contractual agreement between the department-designated community mental health entity and each of the counties served by the community mental health services program under 1967 (Ex Sess) PA 8, MCL 124.531 to 124.536, or other appropriate state law."

1.2.4. As a designated community mental health entity, the Code requires MSHN to establish a substance use disorder oversight policy board through a written contractual agreement with the Counties

1.2.5. MSHN and the Counties entered into a written Intergovernmental Contract to establish the Board effective as indicated on the referenced documents (the "Intergovernmental Contract").

1.2.6. These Bylaws were adopted by the SUD Oversight Policy Board and approved by the MSHN Board in accordance with the provisions of the Code and the Intergovernmental Contract.

## **ARTICLE II PURPOSES**

### **2.1 PURPOSES**

In accordance with the Code and the Intergovernmental Contract, the purposes of the Board are as follows:

2.1.1 Approval of any portion of MSHN's budget that contains 1986 PA 2 (MCL 211.24e(11) funds ("PA 2 Funds") or other local funds for the treatment or prevention of substance use disorders which shall be used only for substance use disorder treatment, intervention and prevention in the Counties from which the PA 2 Funds or other local funds originated;

2.1.2. Advise and make recommendations regarding MSHN's budgets for substance use disorder treatment or prevention using non-PA 2 Funds or other non-local funding sources; and

2.1.3 Advise and make recommendations regarding contracts with substance use disorder treatment or prevention providers.

2.1.4 Advise and make recommendations regarding any other matters as agreed to by the Counties and MSHN, and assigned to the Board by MSHN.

## **ARTICLE III BOARD MEMBERSHIP**

### **3.1 NUMBER AND SELECTION OF MEMBERS**

3.1.1 The Board shall consist of twenty-one (21) members. The Board of Commissioners of each of the Counties shall appoint one (1) voting member and one (1) alternate. Each County Board of Commissioners may appoint a county commissioners or others, as allowed by Michigan law, that it deems best represents the interests of the County. While the appointment decision is vested within the sole authority of the each County Board of Commissioners, the Board encourages appointments which represent the diversity and cultural diversity of the MSHN service area, appointments of persons in recovery from a substance use disorder, underserved population and other related constituencies such as education, health, and social services agencies; advocacy organizations; public or private substance abuse prevention, treatment or recovery providers; or, members of the general public, including civic organizations and the business community.

3.1.2 The alternate shall carry the right to vote on behalf of the appointed Board member only in the absence of the Board appointed voting member.

### **3.2 TERM, REMOVAL, AND RESIGANATION**

3.2.1 The members of the Board shall serve at the pleasure of the appointing Board for a term of membership of three (3) years, from September 1 of the year of appointment. Members may be reappointed to additional or successive terms in the discretion of the respective appointing Board of Commissioners.

3.2.1.1 For purposes of initial Board appointment, members shall establish a process to stagger terms to assure no more than one-third (1/3) of the members terms expire in any given year.

3.2.2 Each Board member may be removed from the Board, with or without cause, by a majority vote of the appointing County Board of Commissioners, The removal shall become effective upon receipt by the Board of a duly adopted written resolution of the appointing County. The Board Chairperson is responsible for informing the appointing County of any lack of participation or attendance by the County's appointed Board member(s).

3.2.3 A Board member may resign at any time by providing notification to the appointing County of Commissioners and the Board. The resignation will become effective upon receipt of notice by the appointing County Board of Commissioners or at a later time designated in the notice.

### **3.3 VACANCIES**

A vacancy on the Board may occur through death, removal or resignation of a Board member. A vacancy shall be filled for the unexpired term by the appointing County in the same manner as the original appointment. The County may notify the Board of its intent not to fill the vacant position.

## **ARTICLE IV BOARD ACTION**

### **4.1 PLACE OF MEETINGS**

All meetings of the Board shall be held at the principal office of MSHN or at such other place as shall be determined by the Board members and stated in the notice of meeting.

### **4.2 ORGANIZATIONAL MEETING**

The first meeting in each calendar year shall be the organizational meeting. At each such meeting, the previous Board Chairperson if he or she is still a member of the Board or another member if there is no former Chair shall initially preside ("Presiding Chair"). The organizational meeting shall be held within sixty (60) days of New Year's Day, at the call of the Presiding Chair. The first item of business shall be election of the Board Chairperson. The Presiding Chair shall call for nominations for the office of Chairperson and when nominations are closed by majority vote or no other nominations are forthcoming, the Presiding Chair shall call for a roll call vote. When one nominee receives a majority of the votes of the members elected and serving, the nominee shall be declared Board Chairperson. The newly elected Chairperson shall assume the role of Chairperson and proceed with the election to the Vice-chairperson and Secretary, which shall be conducted by roll call vote.

### **4.3 ANNUAL MEETING**

The annual meeting of the Board for purposes of reviewing and approving the portions of the MSHN budget that contain PA 2 Funds, and such other business as may be come before the meeting, shall be held during the month of August each year after MSHN has prepared its budget.

### **4.4 SPECIAL MEETINGS**

The Board may hold special meetings as needed in order to fulfill the purposes listed in Section 2.1. Special meetings of the Board may be called by the Chairperson, and shall be called by the Chairperson at the written request of two or more Board members. Notice shall be given as provided in Section 4.5 of these Bylaws.

### **4.5 NOTICE OF BOARD MEETINGS**

Written notice of the time, place and purposes of each meeting of the members of the Board shall be given to each Board member and the public in accordance with the Michigan Open Meetings Act, 1976 PA 267, as amended. The attendance of a Board member at a Board meeting shall constitute a waiver of notice of the meeting, except for where a Board member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened. In addition, a Board member may submit a signed waiver of notice that shall constitute waiver of notice of the meeting.

### **4.6 QUORUM AND MEETING BY REMOTE COMMUNICATION**

4.6.1 A majority of members of the Board, appointed and serving shall constitute a quorum for the transaction of ordinary business of the Board. In the event the Board shall meet and a quorum is not present, the Board, with the approval of those present, may adjourn the meeting to a later day and time provided that proper notice to members and the public is given.

4.6.2 Board members are considered present for the purposes of voting (a) if they are physically present during the meeting, or (b) if not physically present due to military duty, or as otherwise permitted under the Open Meetings Act, are present via telephone, teleconference, videoconference, or other similar means, through which all Board members participating can communicate with each other, for the entire duration of the discussion which is the subject of the motion and/or vote, subject to the following requirement:

A Board member may not participate in a Board meeting without being physically present except as specifically permitted under the Open Meetings Act, and then only if a quorum of the Board is physically present.

### **4.7 COMPENSATION AND EXPENSES**

Board members will be eligible for a per diem and mileage expenses as fixed by the MSHN Board. However, Board members will not be eligible for reimbursement of mileage expenses if employed by a public entity and to the extent the Board member receives reimbursement of mileage expenses from the Board member's employer. A Board member may not receive more than one per diem per day regardless of the number of meetings scheduled for the Board on that day.

#### **4.8 VOTING**

The Board members shall be entitled to one vote each. The alternate shall be a voting member only if representing in the absence of the appointed member. No member present shall abstain from voting yes or no unless he or she has received the unanimous permission of the Board members in attendance.

Approval of any portion of MSHN's budget that contains PA 2 Funds or matters of a non-advisory nature shall be decided by a majority of the members appointed and serving, not just those attending at any meeting. Procedural matters or advisory matters are decided by an affirmative vote of the majority of Board members present at a meeting where a quorum is present.

#### **4.9 AGENDA FOR MEETINGS**

The Board Chairperson, after first reviewing pending matters and requests, shall prepare a draft of the agenda of business for all Board meetings. Matters on the agenda and not yet acted upon at the time of adjournment will be placed on the agenda of the next regular meeting or special meeting if one is called. The Chairperson of the Board shall review and add or delete items, as he or she considers proper. Unanticipated agenda items that require discussion or decisions may be covered under the Other Business agenda reference. It is each Board members responsibility to attend the meeting to understand other business items that may be covered. Upon completion of the agenda for a regular Board meeting, the Board Chairperson shall have distributed to Board members copies of the agenda, together with copies of reports, explanations, etc. which shall relate to matters of business contained within the agenda. Unless extenuating circumstances arise, the agenda and related materials shall be sent to each Board member at the address each has provided, at least five (5) calendar days prior to any regular meeting.

#### **4.10 Order of Business**

Generally, Board meetings should adhere to the following order of business, although the Board may deviate from this order if approved by a majority of the members attending a meeting:

- a. Call to Order
- b. Roll Call
- c. Approval of Agenda
- d. Approval of Previous Meeting Minutes
- e. Public Comment
- f. Board Chair Report
- g. Chief Executive Officer Report
- h. Action Items
- i. Adjournment

#### **4.11. CONDUCT OF MEETINGS**

**4.11.1. Chairperson.** The person elected Chairperson in the first meeting each year of the Board shall preside at all meetings of the Board. In the absence of the Chairperson, the person elected Vice-chairperson shall preside. If neither the Chairperson nor the Vice-chairperson is present, the Board members present shall elect a member to preside during the absence of the Chairperson or Vice-chairperson.

**4.11.2 Minutes Requirements.** All meetings shall be open to the public, with the exception of closed meetings as provided by the Open Meetings Act, 1976 PA 267. Minutes shall be kept on file in the office of MSHN.

**4.11.3 Order of Precedence of Motions.** When a motion is seconded and before the Board, or a Committee of the Board, no other motion shall be received except the following:

- a. To fix the time to which to adjourn
- b. To adjourn
- c. For the previous question
- d. To lay on the table
- e. To postpone indefinitely
- f. To postpone to a date certain
- g. To refer
- h. To amend

These motions shall have precedence in the order as above named.

**4.11.4 Motions to Adjourn.** A motion to adjourn shall always be in order except while a vote is being taken on any other motion already before the Committee or Board, or when a member has the floor; provided, that there shall be other intervening business or a change in the circumstances between the two motions to adjourn.

**4.11.5 Motions to Reconsider.** A motion for the reconsideration of any question shall be in order if made on the same day or at the Committee or Board meeting next succeeding that on which the decision proposed to be reconsidered was made; providing, however, that a second reconsideration of any question or a reconsideration at a later date may be had with the consent of two-thirds (2/3) of the members elected and serving, but in such event the moving member shall file written notice of his/her intention to move for a reconsideration in the office of the Executive Director of MSHN at least one day before making such a motion.

**4.11.6 Reports and Motions Requiring Signatures.** Reports of Committees shall be in writing and the names of the members of such Committees concurring in such reports shall be noted thereon. Every written resolution or motion shall have noted the name of the member or members introducing the same.

**4.11.7 Division of Question.** Upon request by any member, any question before the Committee or Board may be divided and separated into more than one question; provided, however, that such may be done only when the original is of such a nature that upon division, each of the resulting questions is a complete question permitting independent consideration and action.

**4.11.8 Motion To Clear The Floor.** If, in the judgment of the Chairperson, there is a confusion of parliamentary procedure existing, the Chairperson shall have the right to request a "motion to clear the floor" which motion, if made and seconded, shall be undebatable, shall take precedence over all other motions, shall be forthwith put by the Chairperson, and, if carried, shall clear the floor completely and with the same effect as if all matters on the floor were withdrawn. The motion to clear the floor shall not be reconsidered; but its passage shall not limit the right of any member to move the reconsideration of any other matter in the same manner as, but for the passage of the motion to clear the floor, would be in accordance with these Rules.

**4.11.9 Appeal From A Decision Of Chairperson.** When an appeal is taken from the decision of the Chairperson, the member taking the appeal shall be allowed to state his/her reason for doing so. The question shall be then immediately put in the following form: "Shall the ruling of the Chairperson be sustained?" The question shall be determined by a majority vote of the members present, except the Chairperson, upon the request of any member, shall not preside over such a vote.

**4.11.10 Public Comment.** A public comment period will be provided at every Board meeting. The length of comment during this period will be limited to three (3) minutes per person, unless the Board authorizes additional time

**4.11.11 Procedures to Address the Board.** Any person who addresses the Board shall state their name for the record. When there are many people who desire to address the Board, the Chairperson may implement other reasonable rules for public participation.

**4.11.12 Parliamentary Authority.** Robert's Rules of Order (Newly Revised) shall govern all questions of procedure not otherwise provided by these Bylaws, the Intergovernmental Contract, or by state law.

**4.11.13 Temporary Suspension of the Rules.** The Board's parliamentary rules may be suspended temporarily at any time by vote of two-thirds (2/3's) of the members elected.

#### **4.12. RECORD OF MEETINGS**

MSHN shall provide clerical support to take minutes as required by the Open Meetings Act, MCL 15.261, et seq. The Chairperson shall verify that such clerical support will be available prior to each meeting, and may appoint a member to prepare such minutes in the absence of such support being available. The minutes shall include all the actions and decisions of the Board. The minutes shall include the names of the movant and second on all motions and resolutions and the vote of the members thereon. The record shall also state whether the vote was by voice or by roll call; when by roll call, and the names of persons addressing the Board. Copies of each resolution or other matter acted upon by the Board, as well as the official minutes, shall be maintained in a location designated by the Board. Copies of the approved, affirmed minutes shall be provided to each County. The minutes shall not be required to include a written record or summary of the discussion or comments of the Board members, nor of the comments made by members of the public.

#### **4.13 COMPLIANCE WITH LAWS**

The Board and its members shall fully comply with all applicable laws, regulations and rules applicable to its operation, including without limitation 1976 PA 267 (the "Open Meetings Act"), 1976 PA 422 (the "Freedom of Information Act"), 2012 PA 500, 2012 PA 501 and 1986 PA 2.

#### **4.14 CONFLICT OF INTEREST**

The Board shall adopt and adhere to a conflict of interest policy. Each member of the Board shall disclose any conflicts of interest while serving on the Board.

## **ARTICLE V OFFICERS**

### **5.1 OFFICERS**

The officers shall be a Chairperson, Vice Chairperson and Secretary. Only Board members may serve as an officer.

### **5.2 ELECTION AND TERM OF OFFICE**

Officers shall be elected from among the Board members for a term of one (2) year (or until their successors have been elected) by the Board at its organizational meeting.

### **5.3 REMOVAL OF BOARD OFFICERS**

Any officer of the Board may be removed from office with or without cause by the vote of a majority of the Board members elected and serving during a regular or special meeting of the Board.

### **5.4 VACANCIES**

In the event of the death, resignation, removal or other inability to serve of any officer, the Board shall elect a successor who shall serve until the expiration of the normal term of such officer or until his or her successor has been elected.

## **ARTICLE VI COMMITTEES**

### **6.1 COMMITTEES**

The Board may establish and define the responsibilities of such standing or special committees from time to time as it shall deem appropriate to fulfill the purposes of the Board set out in Section 2.1. The Chairperson shall, in consultation with the Board, select membership of any committee formed. Only Board members may serve as committee members.

## **VII CONSTRUCTION AND AMENDMENTS**

### **7.1. Interpretation**

Wherever possible, these Bylaws shall be construed in a manner consistent with Michigan law, the Code and the Intergovernmental Contract. Where there is a conflict with Michigan law, the Code or the Intergovernmental Contract, the conflicting terms of these Bylaws shall be null and void and considered severed from the remaining portions, which shall continue in full force and effect.




**7.2 Amendment**

These bylaws may be amended by the members of the Board acting in accordance with the voting requirements set forth in Section 4.8. The agenda of the meeting shall set forth a summary of the proposed amendment(s) at least fourteen (14) days prior to the date of the meeting. An affirmative vote to amend the Bylaws must be approved by the Board of Directors of MSHN. Any amendment of these bylaws must be consistent with the Michigan law, the Code and the Intergovernmental Contract

**ATTESTATION**

These Bylaws were revised by the Mid-State Health Network Substance Use Disorder Oversight Policy Board at a regularly scheduled meeting held on June 18, 2025.

  
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Chairperson of Mid-State Health Network  
Substance Use Disorder Oversight Policy Board

Aug 20, 2025

These Bylaws were approved as revised by the Mid-State Health Network Board of Directors at a regularly scheduled meeting held on July 1, 2025

  
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Chairperson of Mid-State Health Network  
Board of Directors

July 1, 2025