



# BYLAWS

[To be revised at end of drafting process]

## SYSTEMS OF HOPE BYLAWS

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## ARTICLE 1

### SYSTEMS OF HOPE

#### Section 1.1 Name, Area of Service, Fiscal Year

- A. The name of this unincorporated organization shall be the Harris County Systems of Hope (SOH). It shall be constituted as required by the Substance Abuse and Mental Health Services Administration (SAMHSA) Center for Mental Health Services' Cooperative Agreements for the Comprehensive Community Mental Health Services for Children and Their Families Program (SM-05-010) (Grant).
- B. The area served by SOH shall be Harris County, Texas. The governing body of Harris County is the Harris County Commissioners' Court which is a body politic and corporate under the laws of the State of Texas and which has the authority to direct funding for providing mental health programs for all of Harris County including all municipalities located within Harris County.
- C. The fiscal year of SOH shall begin on October 1 and end on September 30.

#### Section 1.2 Vision

The vision of SOH is an accepting and embracing community that promotes optimal development and emotional well-being of all children and their families through the creation of a successful, accessible, and integrated care system.

#### Section 1.3 Mission

The mission of SOH is to provide effective support and care which is youth-guided and family-driven to children who are experiencing serious emotional and behavioral problems. SOH shall utilize integrated, holistic, and individualized methods based on strengths and an appreciation of the many cultures represented in the community.

## ARTICLE 2

### GOVERNING BOARD: PURPOSE AND RESPONSIBILITIES

#### Section 2.1 Purpose

The governing body of SOH shall be called the Governing Board. The purpose of the Governing Board shall be to oversee and ensure that SOH effectively carries out its vision [.] and mission [and goals].

## Section 2.2 Responsibilities

The responsibilities of the Governing Board shall include but not be limited to:

- A. Develop a logic model and strategic plan **for transforming the individual agency services into an integrated collaborative partnership between providers and families** and reassess at least annually;
- B. Ensure and participate in the social marketing of SOH;
- C. Oversee the annual budgeting of all SOH funds;
- D. Review the progress and outcome reports from the Evaluation Team to ensure that SOH is adhering to the principles of system of care and that SOH is able to deliver effective services and supports;
- E. Provide direction to the SOH Project Director;
- F. **Promote [Integrate]**the SOH vision **and** mission **[and goals]** into **[the broader coalition of]** state and local government human service agencies **and** community service organizations **[, and family support and advocacy groups];**
- G. Ensure that SOH complies with the SAMHSA Grant;
- H. Establish mechanisms for addressing grievances with respect to SOH;
- I. Approve contracts with SOH that are equal to or in excess of \$100,000; **[and]**
- J. Ensure the sustainability of SOH; and**
- K. Perform any other duties as appropriate **in accordance with Article 3.**

## ARTICLE 3

### GOVERNING BOARD MEMBERSHIP

#### Section 3.1 Members

- A. The Governing Board shall be composed of no more than **20 [38]** voting members.
  - 1. The Governing Board membership goal is to be reflective of the community in terms of race, culture, ethnicity, **[and]** gender, and inclusiveness of various types of mental illness.

2. **[Each Agency Governing Board Member which has clientele should nominate/designate a family representative with respect to 1 above.]**
  3. There **shall [should]** be two Youth Advisory Council representatives on the Governing Board. (Revised 7/07)
  4. Governing Board Members shall be 18 years of age or older except for the representatives elected by the Youth Advisory Council **to [for]** the Board.
- B. In order to transact any business or to exercise any power vested in the Governing Board, a quorum of no less than **51 [33]** % of voting members **[, of which 51% must be Family Members,]** must be present at the start of the meeting. **[The Federation of Families representative and the NAMI representative shall be deemed Family Members for the purpose of determining the 51%.]**

**C. Membership Categories [Organizations].**

1. **Federation of Families**
2. **Parent Empowerment Group [(PEG)]**
3. **Parent Empowerment Group**
4. **Parent Empowerment Group**
5. **NAMI**
6. **Served Family Member**
7. **Served Family Member**
8. **Served Family Member**
9. **Served Family Member**
10. **Youth Advisory Council [- Male]**
11. **Youth Advisory Council [- Female]**
12. **City of Houston Health and Human Services Department**
13. **DePelchin Children's Center**
14. **Harris County Hospital District**
15. **Harris County Juvenile Probation Department**
16. **Harris County Protective Services for Children and Adults**

- 17. **Joint City/County Commission on Children**
- 18. **Mental Health Mental Retardation Authority of Harris County**
- 19. **Texas Department of Family and Protective Services**
- 20. **TEA/HISD/Harris County Department of Education**

**[The following organizations shall be members of the Governing Board unless removed in accordance with Section 3.5 of this Article.**

- a. **Harris County Protective Services for Children and Adults**
  - b. **Harris County Juvenile Probation Department**
  - c. **Mental Health and Mental Retardation Authority of Harris County**
  - d. **Harris County Children’s Assessment Center**
  - e. **Harris County Judge’s Administration Office**
  - f. **Harris County Hospital District**
  - g. **City of Houston Health and Human Services**
  - h. **Texas Department of Family and Protective Services**
  - i. **Texas Department of State Health Services**
  - j. **Federation of Families, Houston Chapter**
  - k. **NAMI Metropolitan Houston**
  - l. **Baylor College of Medicine**
  - m. **DePelchin Children Center**
  - n. **Harris County Psychiatric Center; and**
  - o. **Up to five (5) additional organizations that represent child advocacy groups or the cultural and linguistic diversity of the community. (Revised 7/07)]**
- C. **[Every Governing Board Member shall designate an Alternate [If an organization representative is unable to attend a Governing Board meeting, the representative may designate an alternate], who shall have the voting rights of the Member [representative], providing that the Alternate has authority to make decisions committing the Member [organization], including financial and resource commitments.] [All of this 3.1 C is deleted, because it is treated in 3.2]**

**Section 3.2 Appointment/Election of Members and Alternates**

**Members and Alternates shall be elected as follows:**

- A. **Organizations shall each appoint one Member and one Alternate, each of whom have the authority to make decisions committing the organization, including financial and resource commitments.**
- B. **The Parent Empowerment Group [PEG] shall elect seven Family Members and seven Alternates, three (3) of whom shall be members of the Parent**

**C. The Youth Advisory Council shall elect 2 Youth Members and 2 Alternatives.**

**[Section 3.2 Nominations**

The Governing Board shall maintain a fair and open nomination process for members of the Governing Board.]

**Section 3.3 Responsibilities of Members**

Members are required to:

- A. Serve on at least one committee; (Revised 9/07)
- B. Participate in training as required by the Governing Board;
- C. Uphold the vision and mission of SOH;
- D. Attend at least 75% of Governing Board meetings per year; three consecutive absences shall result in automatic removal, unless otherwise excused by the Governing Board; and
- E. Prepare for meetings by reviewing agendas, minutes and other distributed meeting materials in order to facilitate the business of the Governing Board.

**Section 3.4 Terms of Service**

There shall be no term limits for [Agency] Governing Board Members.

**[The term of membership for family members is two years with half of the terms expiring in odd number years and half of the terms expiring in even number years. There is a limit of no more than three consecutive terms. ]**

**Section 3.5 Removals**

A. Change in Position

If the **status [professional responsibilities]** of a **Member** is changed so that he/she no longer represents the **Governing Board Membership Category [organization]** for which he/she was originally appointed under Section 3.1 **C** of this Article, that **Member** shall immediately resign in accordance with **Section 3.5 B of this Article [subsection B of this section]**, and his/her seat shall be filled by the individual assuming **representation of that Category [those responsibilities for that**

**organization].**

**B. Resignation**

A **Member** may resign at any time by written notice delivered in person, sent by mail or emailed to the Governing Board Chair. Resignations shall be effective upon receipt, unless otherwise specified.

**C. Cause**

1. A **Member** may be removed by majority vote of the Governing Board for good cause, including, but not limited to, failure to comply with **Member Responsibilities** under **Section [Subsection] 3.3 B** of this **Article [Section]** or violation of the Governing Board Code of Ethics under **Article 9**.
2. The Governing Board shall remove a **Member** only after the **Member** has been notified in writing and **has been** offered an opportunity to dispute the cause or request a waiver by a decision of the Governing Board.

## **ARTICLE 4**

### **GOVERNING BOARD DECISIONS, VOTING POWERS**

#### **Section 4.1 Decisions**

The Governing Board shall make decisions by **consensus of the Board Members present and voting. However, if no consensus is reached, then by** majority vote (51%) of all **Members** present and voting, **in accordance with Robert's Rules of Order, Simplified and Applied, 2d Edition.**

#### **Section 4.2 Abstention**

Abstention from voting on an item is required of any **Member associated with an entity [agent of an entity or any individual]** that may receive commercial benefit from that item. The **Member [agent or individual]** may choose to have her/his position for the decision recorded though uncounted. All are encouraged to join in discussion on all decisions.

#### **Section 4.3 Voting by Proxy**

There shall be no voting by proxy.

## ARTICLE 5

### GOVERNING BOARD OFFICERS

#### Section 5.1 Officers

- A. The officers of the Governing Board shall be a Chair and a Chair-Elect.  
(Revised 9/07)
- B. Both Officers must be Governing Board **M**embers. (Revised 9/07)

#### Section 5.2 Governing Board Chair

- A. Each year at the conclusion of the current Chair's term, the Chair-Elect shall assume the position of Chair; however, in extraordinary circumstances, the Governing Board in its discretion may extend the term of the **C**hair.
- B. The Chair shall be responsible for the following:
  - 1. Preside at and facilitate Governing Board meetings;
  - 2. Assume the position of Chair of the Executive Committee; and
  - 3. Carry out any duties deemed appropriate by the Board.

#### Section 5.3 Governing Board Chair-Elect

- A. The Governing Board shall elect a Chair-Elect from its Members.
- B. The Chair-Elect shall act as the Chair in the Chair's absence or inability to conduct business.

#### Section 5.4 Standing **Work Team Co-Leaders [Committee Chairs and Co-Chairs]**

- A. The **Co-Leaders [Chair]** of a Standing **Work Team [Committee]** shall be elected by the **Work Team [committee]** members by **consensus or** majority vote.
- B. [The Co-Chair of a Standing Committee shall be appointed by the Chair of that**

**C. To the extent possible, if the Chair is an agency representative, the Co-Chair shall be a family member, and if the Chair is a family member, the Co-Chair shall be an agency member.]**

#### **Section 5.5 Term of Service**

- A. The term of service for Officers is one year.
- B. No Officer may serve more than one consecutive term in the same position, **except as provided in Section 5.2 A. of this Article.**
- C. An Officer may reapply for nomination to the same position after a minimum of one year following completion of the prior term in that position.
- D. There are no term limits for Work Team Co-Leaders.**

#### **Section 5.6 Elections**

- A. Nominations of Officers shall be made in August.
- B. Regular elections shall be held in September.

#### **Section 5.7 Removal**

The Governing Board may remove an Officer from his/her position:

- A. Upon a finding of good cause, including but not limited to failure to execute the responsibilities of office or violation of the Governing Board's Code of Ethics under Article 9;
- B. In accordance with due process as prescribed in Article 9;
- C. At a meeting in which a minimum of two-thirds of the Governing Board is in attendance; and
- D. By **consensus [unanimous vote]**, except that if consensus is not reached after two attempts, by 75 % of members present in a secret ballot.

#### **Section 5.8 Vacancies**

- A. A vacancy in the office of Chair of the Governing Board shall be filled by the Chair-Elect.**
- B. A vacancy in the office of the [or] Chair-Elect of the Governing Board shall be filled upon nomination and election of a successor by the**

Governing Board.

- C. A vacancy in **either Co-Leader of a Work Team shall be filled by election by the Work Team. [any Office of a Standing Committee shall be filled upon the nomination and election of a successor by the Committee with the vacancy. The successor shall serve for the remainder of the predecessor's term. The successor shall not be deemed to have served a term for the purposes of Section 5.5 B.]**

## ARTICLE 6

### GOVERNING BOARD COUNCILS AND WORK TEAMS [COMMITTEES]

#### Section 6.1 Executive Council [Committee]

- A. The Executive **Council [Committee]** shall be composed of:
1. The Principal Investigator,
  2. The Governing Board Chair;
  3. **One of the Youth Representatives serving on the Governing Board and elected by the Youth Advisory Council [The Youth Representative elected by the Board], and**
  4. **[The Chairs of the three Standing Committees, and]**
  5. **Two At-Large Members elected by the Parent Empowerment Group, one of whom shall be a family member of a family served by SOH.**
  6. **[ Three At-Large Members;**
    - a. **Two of which will be a if two of the Standing Committee Chairs are Agency representatives; or**
    - b. **Two of which will be Agency representatives if two of the Standing Committee Chairs are Family Members.]**
- B. If one individual holds two of the positions designated under Section 6.1 A, then that individual shall have only one vote and another At-Large position shall be added.
- C. **[The At-Large position under Section 6.1.B. shall be:**
1. **A Family Member if the individual in Section 6.1.B. is an Agency representative, or**

**2. An Agency representative, if the individual under Section 6.1.B. is a Family Member.]**

D. A quorum shall consist of **51% [one-half plus one]** of the Executive **Council [Committee]** members.

**E. [The Executive Committee shall be comprised of 51% Family Members.]**

F. The Governing Board Chair shall be the Chair of the Executive **Council [Committee]**.

G. The responsibilities of the Executive **Council [Committee]** include but are not limited to the following:

1. Handling crises, emergencies, and urgent business; and
2. Monitoring Standing **Work Team [Committee]** activities.

H. Nominations and elections of the At-Large Executive **Council [Committee]** members should follow the same election cycle as described in Section 5.6 **of this Article.** (Revised 9/07)

## **Section 6.2 Standing Councils and Work Teams [Committees]**

**A. The Standing Councils shall be:**

1. Advisory Council
2. Executive Council
3. Youth Advisory Council

**B. The Standing Work Teams [Committees] shall be:**

- 1. Cultural and Linguistically Competent Team**
- 2. [CQI Team]**
- 3. Evaluation Advisory Team**
- 4. Fiscal and Sustainability Team**
- 5. Parent Empowerment Group**
- 6. Social Marketing Team**
- 7. Systems Change Team**

**1. [Fiscal Task Force]**

**2. Operations Task Force**

**3. Strategic Planning Task Force]**

**B. [A quorum for a Standing Committee shall be one-third of the committee's members.]**

**Section 6.3 Ad Hoc Work Teams [Committees]**

Ad Hoc **Work Teams [committees]** shall be appointed as needed by the Governing Board Chair with approval of the Governing Board. **[A quorum for an Ad Hoc Committee shall consist of one-third of the committee's members. Each Ad Hoc Committee must be composed of at least one-third Family Members.]**

**Section 6.4 Work Team Responsibilities**

**Work Teams shall bring recommendations to the Governing Board on issues assigned by the Governing Board in a timely manner.**

**Section 6.4 Representation**

Each **Work Team [committee]** shall strive to maintain 51% Family Membership.

**ARTICLE 7**

**GOVERNING BOARD MEETINGS**

**Section 7.1 Open to the Public**

- A. Governing Board Meetings shall be open to the public.
- B. All documents prepared for the Governing Board shall be made available to the public for inspection, copying and email prior to the meeting in accordance with all applicable Harris County requirements for public dissemination of information.

**Section 7.2 Notice**

- A. Written notice of a Governing Board Meeting shall be given to all Governing Board members at least a week in advance of the meeting.
- B. Written notice of a Governing Board Meeting shall be given to the public at least 72 hours in advance of the meeting.

**Section 7.3 Minimum Meetings**

The Governing Board shall determine the frequency of regular Governing Board Meetings, except that there shall be a minimum of four meetings a year.

## **[Section 7.4 Parliamentary Procedure**

**Parliamentary procedures are governed by Robert's Rules of Order, Simplified and Applied, 2d Edition. When parliamentary procedures are not specified, decisions shall be made by a majority vote in accordance with Article 4.]**

### **Section 7.4 [5] Special Meetings**

- A. A Special Meeting of the Governing Board may be called by:
1. The Chair of the Governing Board; or
  2. Five Governing Board Members upon written notice to the Chair of the Governing Board.
- B. Notice of a Special Meeting shall be given in accordance with Section 7.2 of this Article.

### **Section 7.5 [6] Emergency Meetings**

- A. An emergency meeting of the Governing Board may be called in accordance with Section 7.5 (A).
- B. Notice of an emergency meeting shall be given in accordance with county guidelines for such meetings.

## **ARTICLE 8**

### **COMMUNITY ADVISORY COUNCIL**

#### **Section 8.1 Purpose**

**The purpose of the Community Advisory Council is to enable participation by members of the community without the imposition of Member Responsibilities as set forth in Subsection 3.3 of Article 3.**

#### **Section 8.2 Membership**

**Any individual or organization in the community who is interested in supporting, advising or participating with SOH may be a member of the Community Advisory Council upon designation by the Board.**

#### **Section 8.3 Participation**

**Community Advisory Council members may fully participate in Governing Board and Standing Committee meetings, with the exception that they may not vote.**

## **ARTICLE 8**

### **CODE OF ETHICS, CONFLICT OF INTEREST, GRIEVANCES**

#### **Section 8.1 Federal, State and County Codes of Ethics**

All members of the Governing Board and Standing **Councils and Work Teams [Committees]** shall comply with all applicable federal, state, county and SOH Codes of Ethics governing financial interest, ownership or other business disclosure and conflict of interest rules. **The SOH Code of Ethics is contained in Appendix A of these Bylaws.**

#### **Section 8.2 Grievance Procedures**

The Governing Board shall adopt grievance procedures.

#### **Section 8.3 Conflict of Interest**

**[Does anyone know if the Board adopted any?]**

## **ARTICLE 9**

### **DOCUMENTS AND RECORDS**

#### **Section 9.1 Documents**

**The official Document of the Governing Board consists of these Bylaws.**

#### **Section 9.2**

**The official Records of the Governing Board shall consist of the minutes of the Governing Board and the minutes of the Executive Council.**

#### **[Section 10.1 Staff Assistance**

**The Governing Board and Standing Committees shall have assistance from staff designated by SOH.]**

#### **Section 9.3[2] Preparation and Maintenance**

**It shall be the responsibility of the Program Director to ensure that the Documents and Records are generated and maintained.**

[Staff shall prepare, maintain, distribute and keep the records of the Governing Board and Standing Committees in a timely manner.]

## **ARTICLE 10**

### **REPORTING**

#### **Section 10.1 Reporting**

The Chair of the Governing Board shall ensure that reports are submitted to regulatory agencies as required, including the Harris County Commissioners' Court.

## **ARTICLE 11**

### **ADOPTION, AMENDMENTS, REVISIONS AND REPEAL**

#### **Section 11.1 Vote**

These Bylaws may be adopted, amended, revised or repealed **either by consensus or** by a two-thirds vote of **M**embers present at a Governing Board Meeting.

#### **Section 11.2 Notice**

Notice of all proposed amendments, revisions or repeal shall be emailed, mailed or hand-delivered to each Governing Board Member and be made available to the public at least 30 days prior to the meeting at which such amendments, revisions or repeal are to be considered.

#### **Section 11.3 Effective**

These Bylaws and subsequent amendments, **revisions or repeals** shall be effective immediately upon approval by the Governing Board.

## **ARTICLE 12**

### **DEFINITIONS**

#### **Section 13.1 Definitions**

The following definitions apply for purposes of these bylaws.

A. **Ad Hoc Work Team [Committee]** means a group of individuals formed in

- B. **Advocacy** means the act or process of supporting or promoting a cause or proposal.
- C. **[Agency means an organization within the community that provides services and supports (i.e., educational, mental health, social services, etc.) to the youth and families who are served by SOH.]**
- D. **Alternate** means a person who is appointed or elected in accordance with Section 3.2 of Article 3 to represent a Member, when that Members is absent and who has the authority to make decisions committing the Member, including financial and resource commitments.
- E. **Cultural Competence** means the integration and application of knowledge and information about the social environment of individuals and groups of people into every aspect and level of SOH.

**[Evaluation Team means the team designated to provide evaluation services under the Grant.]**

- F. **Family-Driven** means that families have a primary decision making role in the care of their own children as well as the policies and procedures governing care for all children in their community, state, tribe, territory and nation. This includes:
1. Choosing supports, services, and providers;
  2. Setting goals;
  3. Designing and implementing programs;
  4. Monitoring outcomes;
  5. Partnering in funding decisions; **and**
  6. Determining the effectiveness of all efforts to promote the mental health and well being of children and youth.
- G. **Family Member** means an individual who is a primary caregiver for a child, youth, or adolescent with a serious emotional disturbance (SED). The primary caregiver may be provided with a significant level of support by extended family members. Families who have children, youth, and adolescents with a SED are organized in a wide variety of configurations, regardless of social or economic status. Families can include biological parents and their partners, adoptive parents and their partners, foster parents and their partners, grandparents and their partners, siblings and their partners kinship caregivers, friends, and others as defined by the family.

**[a member of any of the following groups:**

1. **Parents/Guardian/Full-time Caregiver of a child or youth with a Serious Emotional Disturbance (SED) and a history of involvement with public/private mental health agencies;**
2. **Parents/Guardian/Full-time Caregiver of an adult who had a history of SED and involvement with public/private mental health agencies prior to age 18;**
3. **Successful Graduates, individuals 18 years or older, with a history of SED and involvement with public/private mental health agencies prior to age 18 and who are not currently on probation or parole; or**
4. **Youths, individuals ages 14 to 21 with SED and a history with public/private mental health agency involvement. ]**

**H. Member means a person who is appointed or elected in accordance with Section 3.2 of Article 3 to represent a Membership Category.**

**I. Principle Investigator** means the individual designated by the Grant to have the appropriate level of authority and responsibility to ensure fidelity to the Grant.

**J. Project Director** means the individual hired by the Governing Board to manage SOH.

**K. Proxy** means an individual or organization, other than the Governing Board Member or **[his/her recognized] Alternate [representative]** who is authorized to vote or take other action on the Governing Board Member's or **[his/her recognized] Alternate's [representative's]** behalf.

**L. Serious Emotional Disturbance [Seriously Emotionally Disturbed] (SED)** is generally defined as diagnosable mental disorders that cause extreme functional impairment and which interfere with the individual's ability to function in school, their family, and/or within their community (Stroul, 2002).

**M. Served Family Member means a Family Member, as defined in Section 12.1 of this Article, whose family is currently being served by SOH.**

**N. System of Care** means a coordinated network of community-based services and supports that are organized to meet the challenges of children and youth with serious mental health needs and their families.

**O. Work Team [Committee]** means **a [the] Work Team [standing committee]** and all **entities [subcommittees]** that report to that **Work Team [standing committee]**. (Revised 9/07)

**P. Written Notice** means provided in writing on paper or email as the need requires.

- Q. **Youth** means an individual age 14 to 21 with SED and a history with public/private mental health agency involvement.
- R. **Youth Advisory Council** means the group of youths formed as a council to discuss and address their areas of concern, and, through the elected Youth Representative, has a voice on the Governing Board and Executive Committee.
- S. **Youth-Guided** means that youths are active partners (at all levels of planning) from their individualized plan of care through the planning for the SOH.
- T. **Youth Representatives** means either of the two Youths elected by the Youth Advisory Counsel to serve on the Governing Board, one of whom [which] also serves on the Executive Committee. (Revised 7/07)