

PROVIDER ALLIANCE BY LAWS AND OPERATING GUIDELINES

ARTICLE I NAME

The name of this organization shall be THE PROVIDER ALLIANCE OF THE MICHIGAN ASSOCIATION OF COMMUNITY MENTAL HEALTH BOARDS, an organization of affiliate members of the Michigan Association of Community Mental Health Boards (MACMHB).

ARTICLE II PURPOSE

The mission of The Provider Alliance shall be to provide a means for direct service providers to act as a group on matters affecting Michigan's public mental health system.

ARTICLE III MEMBERSHIP

(A) Eligibility:

Provider Alliance membership may be extended to any agency, organization, corporation, or individual whose purpose is the delivery and/or support of community mental health services and whose objectives are not in conflict with the purposes of MACMHB.

(B) Membership

Members of the Provider Alliance are recognized in good standing with voting and other appropriate rights so long as the member has paid its annual membership dues.

(C) Membership Dues:

Dues for the Provider Alliance shall be based on a formula developed by the MACMHB Budget Development Committee, recommended by the MACMHB Executive Board and approved by the MACMHB Member Assembly.

(D) Establishment of Provider Alliance Representation:

1. Voting representation in the meetings of the Provider Alliance Membership shall be composed of

one (1) delegate from each Provider Member in good standing.

2. Upon payment of dues, Each Provider Alliance Member Organization shall designate its voting representative. Only voting representatives will be eligible to hold office on the Executive Committee.

(E) Rights and Duties of Membership:

1. A Provider Alliance Member in good standing shall be:
 - (a) Eligible to hold office, serve as a member of the Executive Board, and/or as chairperson or member of any committee;
 - (b) Entitled to participate in the meetings of the Membership or any special meetings of the Provider Alliance;
 - (c) Entitled to vote in the election of officers, and on any matters of business coming before the membership at any meeting, according to the provisions of Article III (D) of these Guidelines;
 - (d) Entitled to receive mailings and publications of the Association and the Provider Alliance;
 - (e) Entitled to attend and participate in programs sponsored by the Association and the Provider Alliance;
 - (f) Entitled to participate in and receive services provided by the Association and the Provider Alliance;
 - (g) Entitled to receive and process data information requests provided by the Association and the Provider Alliance; and
 - (h) Entitled to membership in the National Council for Community Behavioral Healthcare.
2. Non-Member Participation – Providers within the CMH system who have not paid dues may be invited to attend meetings and participate in discussions but shall not hold the privileges of voting, holding office, or Executive Board participation.

(F) Termination of Membership:

1. Membership in the Provider Alliance shall be automatically terminated for failure to pay dues within 120 days of the beginning of the Association's fiscal year. Any exception to this policy requires approval of MACMHB.
2. Any member may resign by submitting a letter of resignation to the Secretary.
3. No portion of dues paid by a member who resigns or whose membership is terminated is

refundable.

(G) Definition of Good Standing:

The definition of good standing for purposes of voting and holding office as a Provider Alliance Member requires payment of its assessed dues in accordance with Article III F (1) .

ARTICLE IV
OFFICERS

(A) Officers:

The Officers of the Executive Committee shall be a chair, vice-chair, secretary & ten (10) delegates elected by the membership. Collectively, these officers are considered the Executive Committee. An effort will be made to secure representation on the Executive Committee of the Provider Network across the state.

(B) Powers of Officers:

(1) Chair: The chair shall be the directing head of the Provider Alliance and shall preside at all meetings but may, at the president's discretion, arrange for presiding officers at any meetings. The president shall notify the membership of any committee appointments. The president shall be chairperson of the Executive Board.

(2) Vice-Chair: In the absence of the chair, the vice-chair shall perform the duties of the office of chair. Other duties of the vice-chair will be at the discretion of the chair.

(3) Secretary: The secretary shall assure that minutes of the official proceedings are kept and shall be responsible for records and files of the Provider Alliance. The secretary shall assure that notices of all meetings will be sent to the membership of the Provider Alliance.

(4) Delegates: Delegates shall assist with the ongoing work of the Provider Alliance. Delegates shall stand ready to participate on work groups, action teams, and standing committees and shall actively participate on, and contribute to, same.

(F) Election and Term of Office:

Officers shall be elected by majority vote of the Provider Alliance Membership present at the annual meeting of the Member Assembly designated for the election of officers [Article IX (C)] in the month of May and shall take office at the adjournment of the meeting. Officers shall serve two years or until their successors have been elected. A vacancy occurring in any office shall be filled by a majority vote of the Executive Committee. The candidate so elected shall serve the unexpired balance of the term. Officers may serve no more than one term in the same office.

If a member cannot attend the annual meeting as defined in the previous paragraph, the member may request an absentee ballot. The ballot will be returned to the Secretary no later than 5 p.m. the day

before the annual meeting.

(G) Election of Officers:

1. Nominations:

The Executive Committee shall serve as the Nominating Committee. Members of the Provider Alliance shall send their roster of candidates to the Nominating Committee for submission to the membership.

2. Notice:

The Secretary shall mail a slate listing all nominees to all members at least thirty (30) days prior to the annual meeting of the Membership.

(H) Removal from Office:

An elected officer may be removed from his or her position for misfeasance or nonfeasance when a two-thirds (2/3) vote of a meeting of the membership indicates that it would be in the best interests of the Association to do so. The Executive Board by majority vote may remove any elected officer who has accumulated three (3) unexcused absences at regular or special Executive Board meetings, or meetings incumbent upon his or her official duties within the elected officer's term of office.

ARTICLE V
STANDING AND AD HOC COMMITTEES

(A) Standing Committees:

1. The Provider Alliance member on each MACMHB Standing committee shall be appointed by the chair in the areas of Contract and Financial Issues, Member Services, Legislation, Policy, and children's issues to provide a focused and formal setting for resolution of issues that have been identified by the membership as having provider-wide impact. It is the duty of all liaisons to report back at both the Executive Committee and full membership meetings.
2. The Provider Alliance standing committee member shall have the authority to form workgroups on issues on an as needed basis. Any workgroups that are established shall make a report on a regular basis to at the Executive and full membership meetings.

(B) Ad Hoc Committees:

The President may appoint ad hoc committees as needed.

(C) Interest Groups

The President may appoint Interest Groups as needed. These will promote discussion and action related to special topics. Such interest groups shall have the status of standing committees until disbanded by the Chair.

ARTICLE VI
EXECUTIVE COMMITTEE

(A) The Executive Committee has the charge and authority to manage the organization and act on behalf of the organization in a manner which is consistent with the policy, goals and purpose established by the full membership.

(B) Executive Committee Meetings:

1. Meetings:

The Executive Committee will meet at least four (4) times annually, at such time and in such place as it shall direct. Meetings of the Executive Board may be called by the president. Meetings may be conducted in person or by conference call.

2. Quorum:

The presence of fifty percent (50%) of the members of the executive committee eligible to vote shall constitute a quorum for the transaction of business at any meeting of the executive committee and the members may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

ARTICLE VII
MEETINGS OF THE MEMBERSHIP

(A) Function and Authority

The Membership is the final authority for all matters before the Provider Alliance related to policy making, goal setting and overall management of the organization and its resources.

(B) Meetings of the Member Assembly:

The Provider Alliance shall hold at three (3) meetings of the full membership annually. The sites of the meetings shall be determined by the Executive Committee.

(D) Special Meetings of the Member Assembly:

Special meetings of the Member Assembly may be called by the chair or by a majority vote of the Executive Committee or by a petition signed by at least fifty percent (50%) of the voting members of the Provider Alliance.

(E) Notice:

The secretary will make certain that notice for any meeting is given at least seven (7) days prior to said meeting.

(F) Meeting Agenda:

1. An agenda of the items to be considered at each meeting of the Membership shall be established by the Executive Committee and sent not less than seven (7) days prior to said meeting.

2. Special Meeting Agenda:

The agenda for any special meeting called by the president, Executive Committee or Membership petition, shall be sent with the notice of such meeting. The agenda of a special meeting may not be amended nor added to by vote of the membership present and in good standing.

(G) It shall be the intent of the Provider Alliance to provide the membership with the opportunity for input on all issues when the time frames for the resolution of issues and providing a system response allow for that input.

ARTICLE VIII
STAFF

The Provider Alliance will work with an MACMHB staff liaison as designated by the Executive Director of MACMHB.

ARTICLE IX
RESOLUTIONS

Resolutions which are submitted to the Provider Alliance secretary a minimum of sixty (60) days prior to the meeting of the Member Assembly will be considered by the membership at that meeting. In such cases, the resolution must be mailed to member CMH Services Programs forty-five (45) days prior to the meeting.

ARTICLE X
AMENDMENTS

Amendments to these Operating Guidelines may be made at any full membership meeting of the Provider

Alliance by vote of the members, provided the proposed amendments has been submitted to the Executive Committee not less than forty-five (45) days prior to such meeting in order to allow adequate time for review. Such amendments shall be adopted by two-thirds (2/3) of the members in good standing and eligible to vote. The Executive Committee will meet once, at a minimum, in April of each year to discuss any revisions to the operating guidelines.

ARTICLE XI **PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order Revised shall govern the Provider Alliance in all cases to which they are applicable and in which they are not inconsistent with these operating guidelines.