

BYLAWS
Restated Bylaws of The Hennepin County Children’s Mental Health Collaborative
(HCCMHC)

Article 1 — Governance Committee

Section 1 — Purpose: The Governance ~~Group~~ Committee will be the legal governing authority of the HCCMHC and will implement the goals and objectives as outlined in the annual work plan/budget created each year by the Governance ~~Group~~ Committee. This group will assume the statutorily mandated duties of the ~~Local Coordinating Advisory Council~~ local children’s mental health collaborative set out in Minnesota Statutes Section 245.491 through 245.495. The Governance ~~Group~~ Committee will have oversight responsibility for the Collaborative’s Integrated Fund and the development and implementation of an integrated service system based on evidence-based and culturally competent services.

Section 2 — General Powers: The business and affairs of the HCCMHC shall be managed by or under the direction of the HCCMHC Governance ~~Group~~ Committee. HCCMHC does not exist as an independent legal entity and instead functions as a program of its fiscal sponsor. As a result, the fiscal sponsor has ultimate administrative, programmatic, financial, and legal responsibility for HCCMHC, but has delegated responsibility for the program activities to the Governance Committee. See fiscal sponsorship agreement with fiscal sponsor for more detail.

Section 3 — Voting members: The voting members of the Governance ~~Group~~ Committee shall consist of the following 21 ~~18~~ members:

1. One representative each from the Minneapolis School District, the suburban school districts, the St. Anthony-New Brighton School District, the Anoka-Hennepin School District, and Intermediate School District 287;
2. Two representatives from Hennepin County’s Human Services and Public Health Department, including one from the Children’s Mental Health services;
3. One Hennepin County Corrections representative;
4. One Hennepin County Board or Administration representative;

5. ~~Two~~ Four parent/guardian representatives; a minimum of two parents/guardians representatives appointed from the Parent Leadership Group;
6. Three representatives from a Hennepin County contracted mental health agency;
7. One representative from a Hennepin County Children's Family Service Collaborative (FSC);
8. One representative from a health plan;
9. Up to three at-large representatives.

Section 4 — Alternates: Each voting member shall appoint an alternate to the Governance ~~Group~~ Committee. Alternates will have full voting privileges in the absence of the designated voting member.

Section 5 — Non-voting members: The Governance ~~Group~~ Committee may add additional non-voting members to the group, on a time-limited or permanent basis, as needed.

Section 6 — Selection of voting member representatives: All identified stakeholders from Section 3, above, who hold voting seats, shall each appoint their own representatives to the Governance ~~Group~~ Committee. The HCCMHC Executive Committee, with approval of the Governance ~~Group~~ Committee, will appoint the three at – large voting member seats.

Section 7 — Terms of appointment: All identified stakeholders who hold voting seats shall each determine the length of the term for their appointed representative and alternate. At-large representatives shall serve two-year staggered terms, with terms ending on December 31 of the appropriate year. At-large voting members may be reappointed to consecutive terms based on the nomination process.

Section 8 — Quorum/Voting: Not less than one-third of the voting members shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the voting members present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the voting members present may continue to transact business until adjournment even though the withdrawal of a number of voting members originally present leaves less than the number otherwise required for a quorum.

Section 9 — Vacancies: Any vacancy occurring among voting members by reason of death, resignation, or otherwise, may be filled by the ~~appointing stakeholder partner~~ appointer.

Section 10 — Removals: Any member may be recommended to their appointing body for removal with cause at any time by 51% affirmative vote of the Governance Group removed by a majority vote of the Governance Committee. The alternate to the removed member and their appointing body shall be noticed immediately of the removal. Cause shall be defined as missing 3 or more meetings or interfering with the purpose of the HCCMHC.

Article 2 — Meetings

Section 1 - Open Meeting Law: HCCMHC shall comply with Minnesota Statutes Chapter 13D, Minnesota's Open Meeting Law. All meetings of the Governance Committee and Executive Committee shall be open to the public. Before closing a meeting of the Governance Committee or Executive Committee, the specific grounds for closing the meeting shall be stated on the record and the subject to be discussed should be described. Minutes of these meetings shall be kept and made available to the public during normal business hours.

Section 2 — Meetings: The Governance Group and Executive Committees may determine and hold their meetings as they may deem appropriate. A schedule of the regular meetings of each Committee shall be kept on file and publicly available. If one of the Committees decides to hold a regular meeting at a time or place different from the time or place stated in its schedule of regular meetings, it must comply with the notice provisions, below. The meetings shall be held at any place within or without the State of Minnesota that the Governance Group or Executive Committees may designate. The HCCMHC Governance or Executive Committee Chair or a group of 3 Governance Committee voting members may call a special Governance meeting of their relevant Committee. Except for materials that are considered classified as other than public data as defined in Minnesota Statutes Chapter 13, all materials prepared for the meeting relating to agenda items shall be made available in the meeting room for inspection by the public while the Committee considers their subject matter.

Section 3 — Notice: Notice of Governance Group special meetings or changes to the normal meeting schedule of the Governance and Executive Committees shall be made by giving forty eight (48) hours oral at least 3 days' notice on its website, to all members of the relevant Committee, and delivered to each person who has filed a written request for notice of meetings. The notice need not state the purpose of the meeting, unless otherwise required by law or the Bylaws. Oral notice may be given by telephone or in

person. ~~Written notice may be given by mail, fax, electronic mail, text or may be delivered to the address maintained for each representatives in the records of the Governance Committee.~~ If a meeting schedule is adopted by the Governance ~~Group~~ Committee, or if the date and time of the meeting has been announced at a previous ~~Board~~ meeting, no notice is required. For an emergency meeting, notice of the meetings shall be given by telephone or any other method used to notify the members of the Committee and shall include the subject of the meeting. Posting notice of an emergency meeting is not required. An emergency meeting is a special meeting called because of circumstances that, in the judgment of the Committee, require immediate consideration by the Committee. If matters not directly related to the emergency are discussed or acted upon at an emergency meeting, the minutes shall include a specific description of the matters. If a person receives actual notice of a meeting at least 24 hours before the meeting, all notice requirements of this section are satisfied with respect to that person, regardless of the method of receipt of notice.

Section 4 — Waiver of Notice: A voting member may waive notice of any meeting before, at, or after the meeting, in writing, orally, or by attendance. Attendance at a meeting by a voting member is a waiver of notice of that meeting unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting.

Section 5 — Electronic Conference Meetings: For a meeting to be held by telephone or other electronic means, the Chair (or co-Chairs) shall determine that an in-person meeting is not practical or prudent because of a health pandemic or an emergency declaration. A conference among the voting members of the Governance or Executive Committees, or among members of any standing or ad hoc committee designated by the Governance ~~Group~~ Committee, may be held by any means of communication through which the participants may simultaneously hear and/or interact with each other during the conference. A conference held in this manner constitutes a meeting of the ~~Governance Group or the eCommittee~~, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by such means constitutes personal presence at the meeting. Members of the public present at the regular meeting location of can hear all discussion and all votes of members of the entity and participate in

testimony. At least one member of the relevant Committee should be physically present at the regular meeting location, unless it is unfeasible due to a health pandemic or emergency declaration. All votes in a meeting conducting under this section must be conducted by roll call so each individual voting member's vote on each issue can be identified and recorded. The public should be allowed to monitor any meeting held this way from a remote location and the notice of the meeting should clearly state this option.

Section 6 – Closed Meetings: Any portion of a meeting may be closed if expressly required by other law or if the following types of data are discussed:

1. Data that would identify alleged victims or reporters of criminal sexual conduct, domestic abuse, or maltreatment of minors;
2. Educational data, health data, medical data, welfare data, or mental health data that are not public data under Minnesota Statutes Sections 13.32, 13.3805, subdivision 1, 13.384, or 13.46, subdivision 2 or 7; or
3. An individual's medical records governed by Minnesota Statutes Sections 144.291 to 144.298.

Meetings may be closed if the closure is expressly authorized by statute or permitted by the attorney-client privilege.

Section 7 — Compensation: Voting and nonvoting members shall receive no compensation for their services as Governance Committee members, except that they may be reimbursed for reasonable expenses as documented in the annual approved work plan or budget, or in compliance with the HCCMHC's Collaborative Stipend Policy. Nothing here shall be construed to preclude any voting member from serving the HCCMHC in any other capacity and receiving proper compensation ~~therefore~~ for that service.

Article 3 — Officers

Section 1 — Chair: The Governance Committee shall elect a Chair (or Co-Chairs) from the voting members to serve one two-year term. The Chair shall be selected by a majority quorum of the Governance Group Committee in a meeting at which there is quorum.

Section 2 — Duties: The Chair shall have the following responsibilities:

1. Convene and facilitate meetings;
2. Sign documents as needed;
3. Communicate regularly with the HCCMHC Coordinator, the Chairs of the Parent Leadership Group, and members of the HCCMHC Executive Committee;

4. Perform other duties deemed necessary by the Governance ~~Group~~
Committee.

Section 3 — Removal of the Chair: The Chair may be removed by a majority vote of the Governance ~~Group~~ Committee ~~whenever in its judgement, the best interest of the Governance Group would be served thereby.~~

Section 4 — Resignation: The Chair may resign at any time by giving written notice to the HCCMHC. The resignation is effective without acceptance when notice is given to the HCCMHC, unless a later date is specified in the notice. The ~~governing body~~ Governance Committee will then appoint the new chair.

Section 5 — Other Officers: Any other officers appointed by the Governance ~~Group~~ Committee shall perform such duties and be responsible for such functions as the Governance ~~Group~~ Committee may prescribe.

Section 6 — Delegation: Unless prohibited by a resolution by the Governance ~~Group~~ Committee, the Chair elected or appointed by the Board may delegate in writing some or all of the duties and powers of their office to other persons, and should include the length of time delegation is effective.

Article 4 — Committees

Section 1 — Executive Committee: The Executive Committee shall be comprised of the ~~Collaborative Governance Committee Chair (or Co-Chairs), a Parent rep, a Provider rep, a School rep, a county rep, and an insurance provider rep~~ a family service collaborative coordinator rep and an ad-hoc rep. The Chair serves both as Chair and as the rep for the mandated stakeholder they represent. All members of the Executive Committee shall also be active voting members of the ~~HCCMHC Governance Committee~~. Except for the power to amend the Bylaws or removing a member or officer, the Executive Committee shall have all the powers and authority of the ~~HCCMHC Governance Committee~~ in the intervals between meetings of the ~~HCCMHC Governance Committee~~, subject to the direction and control of the ~~HCCMHC~~ full Governance Committee. Any actions taken by the Executive Committee shall be presented to the ~~full Council~~ Governance Committee for review, at its next regularly scheduled meeting. The Executive Committee shall ~~also set the times and dates of its meetings and can meet at least one a month during the months when the HCCMHC does not have a regularly scheduled meeting.~~ All meetings will be open meetings, comply with the provisions of Article 3, including all provisions related to the Open Meeting Law.

Additionally, the Executive Committee shall perform the following functions, subject to review of the HCCMHC at its Governance ~~meetings~~ Committee:

- Prepare, set priorities and assure the implementation of annual work plan and budget;
- Provide financial oversight of HCCMHC activities, including review of county financial reports and the HCCMHC budget, and any reports of the financial status of the HCCMHC at regularly scheduled ~~HCCMHC meetings~~ Governance Committee.

Section 2 — Other Committees: The Governance ~~Group~~ Committee may also, from time to time, appoint such other committees as it may deem proper, and may prescribe the functions and membership of such other committees. Any committee created that holds some or all of the powers of the Governance Committee for any period of time must comply with all Open Meeting Law Requirements addressed in these bylaws.

Article 5 – Finances

Section 1 — Fiscal Agent Sponsor: Hennepin County or any designated community agency contracted with, shall act as the fiscal ~~agent sponsor~~ for the HCCMHC. ~~The Parent Leadership Group may elect to use its own fiscal agent for the HCCMHC.~~ The specifics of the relationship should be addressed in a written fiscal sponsorship agreement.

Section 2 — Duties: HCCMHC will be operated as a program of its fiscal sponsor, and so the fiscal sponsor will be ultimately responsible for HCCMHC from both a financial and legal standpoint. The fiscal sponsor's particular duties are addressed in the Fiscal Sponsorship Agreement, including the Administrative Terms of that agreement. The fiscal agent shall be responsible for all contractual compensation and expense reimbursement hired by the Governance Group and for any other fiscal services as required.

Section 3 — Execution of Instruments: ~~The fiscal sponsor shall authorize all notes, checks, drafts, contracts and other instruments executed on behalf of the HCCMHC. The fiscal sponsor shall use generally accepted accounting and auditing principles.~~

Section 4 — Dues, Contributions, Grants or Gifts: ~~Any dues, contributions, grants, bequests or gifts made to the HCCMHC shall be accepted or collected only as authorized by the Governance Committee into the Integrated Fund or into the Parent Leadership Group account as appropriate. The Integrated Fund shall be under the direct control and administration of the Governance Committee. The members agree that once the fiscal agent~~

distributes funds from the Integrated Fund to one of the Partners, the individual stakeholder partner will administer those funds, but the funds will still be subject to the Governance Committee approved plan submitted by the individual stakeholder partner.

~~**Section 5 — Reports:** The fiscal sponsor shall prepare reports as needed for the Chair of the Governance Committee and others as requested.~~

~~**Section 6 3 — Fiscal year:** The fiscal year of the HCCMHC shall be January 1 – December 31 of each calendar year, with budgeting practices taking into consideration the annual school year of 7/1 – 6/30.~~

~~**Section 7 — Audit:** The financial records of the HCCMHC will be part of the annual audit conducted by the fiscal sponsor. Additional audits may be performed, at the Governance Committee's expense as directed by the Governance Committee.~~

Article 6 — Indemnification and Standard of Conduct

Section 1 — Indemnification: The HCCMHC shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Minnesota Statutes, Section 317A.521, as now enacted or later amended. The Governance Committee will approve any indemnification in accordance with the procedures laid out in the statute, as if it was the board of directors.

Section 2 — Conflicts of Interest: The HCCMHC shall not enter into contracts or transactions between the HCCMHC or a related corporation and a voting or non-voting member of the Governance ~~Group~~ Committee or between the HCCMHC and an organization in which a voting/nonvoting member of the corporation is a director, officer, or legal representative or has a material financial interest, except in accordance with the provisions of Minnesota Statutes, Section 317A.255, as now enacted or later amended. The Governance Committee will follow the procedures laid out in the statute, as if it were the Board of Directors.

Section 3 — Standard of Conduct: Each voting and nonvoting member shall discharge their duties as a member of the Governance ~~Group~~ Committee in good faith, in a manner ~~which the voting or nonvoting member~~ they reasonably believes to be in the best interests of the HCCMHC, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Article 7 — Public Access to Information

All books and records of the HCCMHC shall be open for inspection by any individual upon request to the Chair of the Governance ~~Group~~ Committee, provided that personnel records of the staff or contractors, confidential records on any individual, or other information subject to the regulations of the Minnesota Data Practices Act or other laws governing the release of private or confidential data, shall not be disclosed except in accordance with such laws. Books and records must be reviewed at the fiscal ~~agent's~~ sponsor's office during normal business hours. Requests for reviews require ten ~~(10)~~ days' written notice and must be reviewed by the Chair and/or their designee.

Article 8 — Amendments and Miscellaneous

Section 1: Amendments: These bylaws may be amended at any time and from time to time by the affirmative vote of a majority of the voting members of the Governance Committee; provided that written notice of the meeting and of the proposed amendment shall be given to each voting member not less than five (5) nor more than thirty (30) days before any meeting of the Governance Committee at which an amendment of the bylaws is to be adopted.

Section 2 — Interagency and Governance Agreements: The HCCMHC ~~Interagency Governance Agreement, dated 7/1/06-12/31/21~~ contains the operating principals and guidelines under which these bylaws are established. All of the groups mentioned in Article II of these Bylaws ~~hereby~~ agree to abide by the current Governance Agreement and Interagency Agreement, as those documents may be amended.