

IROQUOIS CENTER FOR HUMAN DEVELOPMENT, INC.

BY-LAWS

ARTICLE I

NAME

The name of this organization shall be the Iroquois Center for Human Development, Inc. also known as and doing business as dba: The Iroquois Center

ARTICLE II

PLACE OF BUSINESS

Section 1. The principal office of the center shall be at Greensburg, Kiowa County, Kansas. The center may have such other offices as the Governing Board may determine, or that the affairs of the center may require.

ARTICLE III

PURPOSE

Section 1. This organization is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

The purpose of the center shall be those enumerated in KSA 19-4001 to 4011 and shall include, but not limited to, providing the following behavioral health services:

- a. Outpatient diagnosis and treatment.
- b. Rehabilitation services to clients returning to the community from inpatient psychiatric and substance use treatment facilities.
- c. Behavioral health prevention and consultation services to schools, Courts, health and welfare agencies, government business and industry, and other organizations.
- d. Behavioral health casework and counseling services.
- e. Conducting in collaboration with other agencies, when practical, in service training for students entering the mental health professions, educational programs, information and research.

f. Any other service that may be stated in the statutes and /or regulations under which this organization is established or operates.

ARTICLE IV

ORGANIZATION

The Board of the Iroquois Center for Human Development, Inc. shall be a Board of Governors consisting of fourteen (14) members, three (3) appointed by each of the four (4) Boards of County Commissioners of Clark, Comanche, Edwards and Kiowa Counties. The Board of County Commissioners of each county has contracted for services, to establish the center, as provided by KSA 19-4001-4011. When any combination of counties desires to contract services with the center, the board of the county commissioners of each participating county shall appoint three (3) board members to the center's governing board: PROVIDED that each participating county shall have at least one (1) representative on such board. Two (2) At-Large directors shall be appointed by the twelve (12) directors appointed by the county commissioners.

Section 1. The board shall be composed of not less than eight (8) members. The board and as nearly as possible, shall be representative of public health agencies, the medical profession, the legal profession and the judiciary, public assistance agencies, mental health organizations, education, rehabilitation services, labor, business, civic groups and organizations, mental health consumer organizations or advocacy groups, and the general public. The At-Large positions shall include one individual with a Severe and Persistent Mental Illness (SPMI) and one individual who is a member of a family that has a child or adolescent currently being treated for or who has in the past experienced a Severe Emotional Disability or Disorder (SED). New members should attempt to attend in person the first meeting following appointment with orientation completed within ninety days. All required forms, including the confidentiality pledge, will be signed at that time.

Section 2. The Governing Board shall have the general supervision, management, and control of the affairs and business of the agency, and the duties of said Board include election of officers, formulating and establishing policies for operating the agency and employing personnel, review and approve the annual plan and budget and making recommendations thereon, hiring, evaluating and dismissing the Executive Director, assuring that programs and activities are directed toward the accomplishment of the Center's objectives, monitoring the financial condition and fiscal policies of the Center, approving individual unbudgeted equipment expenditures, authorizing the Executive Director or a designee to enter into any contract, and such other duties as shall be decided from time to time.

Board members are prohibited from having a pecuniary or remunerative interest, directly or indirectly, in the center facilities, activities, or services provided by the center. It is a conflict of interest for a Board Member to be an employee of the Center. A previous employee who desires to serve on the Board of Governors will be eligible to apply or request consideration 3 years post ICHD employment if they left in good standing.

A director of the corporation shall have no liability to the corporation for monetary damages for breach of fiduciary duty as a director, provided that such director's liability shall not be eliminated or limited for any breach of the director's duty of loyalty to the corporation, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or for any transaction for which the director derived an improper personal benefit. Liability shall not be eliminated or limited for any act or omission occurring prior to the effective date of this provision.

Section 3. The terms of office of the members of the governing board shall begin on January 1 of the following calendar year after which appointment (or election). The two at-large positions shall serve at the discretion of the Governing Board for a three-year term, and can be removed, if necessary, by the Board during the course of their term.

Section 4. Should any other county or counties seek to contract services from the organization, such applications shall be submitted to the board of governors of the center together with an estimate of the cost of serving such other county or counties, prepared by the staff of the center; and upon the approval of the board, such other county or counties, provided, that the board of county commissioners of such applying county or counties shall sign the point agreement creating the center, and levy taxes for the support of the center equal to the average financial support of the participating counties, to pay the shares of the cost of operating the center.

Section 5. The persons selected by the county commissioners of the participating counties and the members at-large shall have a vote at all annual and special meetings of the center.

Section 6. The persons selected by the county commissioners of the contracting counties may resign by written resignation to the county commissioners of the county from which they were appointed and the Chairperson of the governing board. The members at-large may submit their written resignation to the Chairperson of the governing board.

Section 7. Upon the creation of any such governing board, all of the jurisdiction, powers, and duties not conferred by law upon the county board of health of such county or counties, or of a joint board of health of such county or counties and a municipality with respect to behavioral health, shall be withdrawn from such county or joint board of health and conferred upon such center governing board. Upon withdrawal of a joint board of health, any money remaining in the

hands of the treasurer shall be repaid in the manner provided for in section 65-210 of the general Statutes of 1949.

ARTICLE V

GOVERNING BOARD

Section 1. Strict confidentiality regarding consumers and Center policy and programs must be adhered to at all times while serving on the Board. Discussions should remain confidential. The confidentiality pledge form is to be signed annually by all Board members. Participants in an Executive Session should be made aware that all of the discussion should remain confidential, Executive Session materials or minutes should be limited to those persons who participated in the Executive Session as permitted by law. The same degree of confidentiality must be adhered to at all times while serving on this Board.

Section 2. The board shall hold a minimum of nine (9) monthly meetings each year, one of which shall be the annual meeting in November or December. The Board may decide on one month of the summer that there will be no meeting. Special meetings may be called by the Chairperson or upon the petition of a majority of members of the board. Any number exceeding half of total appointed board members shall constitute a quorum for the transaction of business. Attendance at all meetings is expected. It is the member's responsibility to educate themselves on what transpired at any missed meetings. Failure to attend seven meetings in a twelve month period may result in removal from the Board.

Section 3. The persons selected by the county commissioners of the participating counties and the at large members shall constitute the governing board of the center. Each member of the governing board shall have one vote on all matters to be decided by the governing board.

Section 4. The governing board shall select, from their number, a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer and such other officers as the governing board shall determine are necessary. Such officers shall serve for a term of one (1) year and/or until their successors are elected and qualified. Nominees to the Executive Committee must have at least three years of prior active Board Service. All at-large members are not eligible.

Section 5. If a vacancy shall occur in the office of Chairperson, the Vice-Chairperson shall fill out the unexpired term. If a vacancy shall occur in any other office, such vacancy shall be filled by the governing board of the center for the unexpired term of the office in which such vacancy shall occur.

Section 6. The Chairperson shall be the principal executive officer of the governing board and shall generally supervise and control the business and affairs of the board. The Chairperson shall

preside at all meetings of the governing board. The Chairperson or the board's designated representative shall sign for the center all contracts, applications for license, generally perform all duties incident to the office of Chairperson, and such other duties as may be prescribed by the governing board,

Section 7. The Vice-Chairperson shall perform all of the duties of the Chairperson at any meeting when the Chairperson is absent

Section 8. The Secretary or their designee shall keep minutes of all meetings of the governing board; he/she shall see that notices of all meetings are given as provided by these by-laws; he/she shall keep all records of the governing board; he/she shall attest all contracts, leases, applications for license and other instruments authorized by the governing board. The secretary or designee shall perform all duties incident to the office of secretary as provided by these by-laws or as may be prescribed by the governing board.

Section 9. The Treasurer shall oversee custody of all funds of the center and employs an accounting system that gives a true and accurate report of financial transactions of the center. The Treasurer is capable of presenting reports of such transactions to the Board of Governors, or with Board approval, delegate these responsibilities to the Executive Director and the Chief Financial officer of the Corporation.

Section 10. The Board of Governors shall constitute a quorum, which is a majority of the appointed members, for the transaction of business at any meeting of the Board. Electronic forms of communication may be used with a Director who does not attend physically. Unless stated otherwise herein, the vote of a majority of those eligible to vote at a meeting, or present via electronic media i.e., Zoom, at which a quorum is present shall be necessary in any action to be taken or approved by the Board of Governors

Section 11. The Iroquois Center for Human Development, Inc., herein is given the power of loan designations to: Chairperson of the Board, Treasurer of the Board, and Secretary of the Board.

Section 12. The by-laws of the governing board shall describe the duties of the board and empower the board to:

- A. provide overall direction and establish the mission goals of the center;
- B. adopt by-laws and policies and procedures concerning the operations of the center;
- C. adopt annual plans as required by K.S.R. 30-60-28 and the budget of the center;
- D. exercise general supervisory authority over the operations of the center, including the authority to hire, evaluate, and fire the center's chief executive officer; and
- E. function as the final authority within the center to resolve disputes over policy.

Section 13. The Governing Board shall select and employ or contract an Executive Director who shall be the Board's representative in the management of the Center. The Executive Director has the authority and responsibility to operate the business of the Center, subject only to such policies as may be adopted and such orders as may be issued by the Board or any of its committees to which it has delegated power for such action. The Executive Director shall act as the duly authorized representatives of the Board in all matters in which the Board has not formally designated some other person to so act.

Section 14. The authority and duties of the Executive Director shall include the responsibility for:

- a. Carrying out all policies established by the Board;
- b. Development, and submission to the Board, for approval, a plan of organization of the personnel and others concerned with the operation of the Center;
- c. Preparation of an annual budget showing the expected receipts and expenditures, as required by the Board;
- d. Selection, employment, control and discharge of employees, and development and maintenance of personnel policies and practices;
- e. Maintenance of physical properties in a good state of repair and operating condition;
- f. Supervision of business affairs to ensure that funds are collected and expended to the best possible advantage;
- g. Selection, employment, and development of programs and services of those concerned with the rendering of professional service, to the end that high quality care may be rendered to the patients.
- h. Presentation to the board or its authorized committee, of periodic reports reflecting the professional service and financial activities of the Center and preparation and submission of such special reports as may be required by the Board;
- i. Attendance at all meetings of the Board and Committee's thereof;
- j. Serving as the liaison office and channel of communication for all official communications between the Board or any of its committees and the Center staff;
- k. Performance of duties that may be necessary in the best interests of the Center.

The actions of staff are a direct reflection upon the Center and likewise the Board. The Executive Director should maintain open communication with the Board Chairperson and ask for input as desired. The Executive Director will keep the Board apprised of any actions by staff they feel negatively represent the Center and may require intervention or sanctions. Conversely, the Board should be made aware of staff who need recognition for outstanding service.

ARTICLE VI

COMMITTEES

Section 1. It is not necessary that all committees be functioning or appointed at the same time. The Chairperson may appoint the following committees and others that he/she from time to time may deem necessary: Executive, Finance, Personnel, Professional, Advisory, Public Relations, Housing and Nominating.

Section 2. The Executive Committee shall consist of the officers of the Board plus the immediate past president. The members of the Executive Committee shall serve for the duration of their terms as officers and shall meet as called by the Chairperson of the Board, who shall be Chairperson of the Executive Committee.

Section 3. Except as previously provided in these By Laws, members of committees may, but need not be, members of the Board.

ARTICLE VII

NON-PROFIT CORPORATION

Section 1. The Iroquois Center for Human Development, Inc. is incorporated in accordance with the Kansas statute and is duly registered with the secretary of state and county register of deeds of Kiowa County wherein the center is located.

Section 2. In accordance with K.S.A. 19-4007, annually files its written contract which addresses the provisions of mental health services to the citizens of that county or counties with the board or boards of county commissioners of the county or counties it serves.

ARTICLE VIII

FISCAL YEAR

Section 1. The fiscal year of the center shall begin on the first day of January and end on the last day of December of each year.

ARTICLE IX

REPORTS

Section 1. The Governing Board and Executive Director shall, on or before the first day of July of each year prepare a report of the financial condition of the center for the preceding year. In addition, the center's budget for the next year, which shall recommend a dollar amount necessary to carry out the functions of the center, shall be prepared by the last Board meeting of

the Calendar Year. This budget may be revised or amended at any time preceding the start of the fiscal year with the exception of the total dollar amounts to be expended.

Section 2. This non-profit center shall annually provide said board or board of county commissioners with a financial report showing the amount of fees collected the amount of tax money received under such contract, and any other income.

ARTICLE X

GIFT AND BEQUESTS

Section 1. The Governing Board or its designated representatives may accept gifts on behalf of the center and contributions, bequests and devises for the general purpose of the center, or any special purpose not contrary to the interests of the center.

Section 2. The Governing Board is hereby authorized to accept and expend gifts and grants received from private, county, state and federal sources.

ARTICLE XI

DISSOLUTION

Section 1. In the event of the dissolution of the center, assets shall be divided among the then participating counties in proportion to each county's share of the last annual budget.

The counties are directed to utilize the proceeds of such a division in a manner consistent with the purposes and goals of the mental health center - - that is, in the treatment and prevention of mental illness and the promotion of mental health of the residents of the county.

ARTICLE XII

AMENDMENTS

Section 1. These By Laws may be amended at any meeting of the board when two-thirds of those present, vote to amend, provided the amendment has been presented in writing and read at a previous meeting and included in the notice of the meeting at which amendment is to be voted on.

ARTICLE XIII

CONFLICT OF INTEREST

Section 1. The Iroquois Center Board of Governors knowingly understands the rural community and the availability of consultants, goods contractors, lending institutions, and service repairmen. The Governing Board will issue a bid request on materials to be purchased or services to be performed. Due to its rural setting and limited providers, sometimes a Board member, staff member, or consultant may submit an official bid. When the bids are submitted to the Board for its selection, any board member(s) submitting a bid will abstain from voting and it will be documented in the official board minutes. Each licensee shall ensure that no individual serving on the licensee's governing or advisory board or as an employee, contractor, or consultant engages in activities constituting a conflict of interest between the licensee's provision of services and the private, remunerative activities of that individual, employee, contractor, or consultant. (CMHC INTERPRETIVE GUIDELINES 30-60-26)