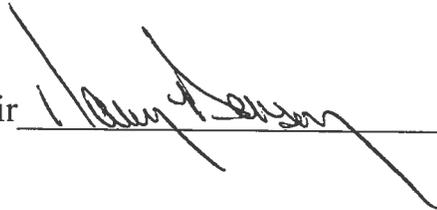


BYLAWS  
OF THE  
ALBANY AREA COMMUNITY SERVICE BOARD

AS PASSED BY THE BOARD  
ON THIS TWELFTH DAY OF MARCH, 2013

Dawn Benson, Chair



A handwritten signature in black ink, appearing to read "Dawn Benson", is written over a horizontal line.

ALBANY AREA COMMUNITY SERVICE BOARD  
BYLAWS

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## ARTICLE I - NAME

In accordance with O.C.G.A. section 37-2-6(a), there shall be created community mental health, developmental disabilities, and addictive diseases service boards, in conformity with the areas established pursuant to the subsection (b) of Code Section 37-2-3. Disability services programs shall be governed by the community service board, which shall be established as a public corporation and an instrumentality of the state. The Board shall hereafter be known as the Albany Area Community Service Board, hereinafter referred to as the AACSB.

## ARTICLE II - PURPOSE

The purpose of the AACSB shall be to govern publicly funded programs for the purpose of providing certain disability services under contract with the Department of Behavioral Health & Developmental Disabilities. The AACSB exists for nonprofit and public purposes, and is a public corporation and an instrumentality of the state created to exercise essential governmental functions. The mission of the AACSB is to create and maintain, in an administratively appropriate manner, a unified service delivery system to meet prioritized consumer needs and to provide adequate, accessible and needed mental health, developmental disabilities, and addictive diseases services in the most appropriate environment for the citizens in our service area.

## ARTICLE III - DUTIES AND FUNCTIONS OF BOARD

- A. The AACSB shall govern the provision of disability services within the boundaries of the community service board.
- B. The AACSB shall be responsible for employing a program director and other necessary staff, adopting an annual budget, and securing appropriate facilities, sites, and professionals necessary for the provision of disability services.
- C. The AACSB shall be responsible for adopting bylaws and operational policies and guidelines in conformity with procedures established by the Department of Behavioral Health & Developmental Disabilities and the regional board. Those bylaws shall address Board appointment procedures, initial terms of Board members, the staggering of terms, a mechanism for ensuring that consumers of disability services and family members of consumers constitute a majority of the appointed board members, and a mechanism for ensuring equitable representation of the various service recipient groups. The regular appointment and term limits of office shall be defined through statute.

- D. The AACSB, to the maximum extent possible, shall coordinate disability services with related activities of the department and judicial, correctional, educational, social, and other health service agencies and organizations, both private and public;
- E. The AACSB shall provide to the department or the appropriate regional board or both, upon request, complete access to, including but not limited to authorization to examine and reproduce, any records required to be maintained in accordance with contracts, standards, or rules and regulations of the Department of Behavioral Health & Developmental Disabilities or pursuant to the provisions of Title 37, O.C.G.A. et. seq.;
- F. The AACSB shall provide to the Department of Behavioral Health & Developmental Disabilities, upon request, input into the state disability services plan;
- G. The AACSB shall comply with the provisions of Chapter 20 of Title 45, relating to State Personnel Administration, and each employee of such board shall be a covered employee as defined in Code Section 45-20-2, subject to the rules and regulations of the state merit system;
- H. The AACSB shall cooperate with the Department of Behavioral Health & Developmental Disabilities Commissioner's emergency powers, as stated in O.C.G.A. 37-2-10, upon failure of the Community Service Board to establish and administer its program;
- I. The AACSB shall establish fees for services and such fees shall conform to any contractual requirements imposed by either the state Department of Behavioral Health & Developmental Disabilities or the state Department of Community Health;
- J. The AACSB shall develop an appropriate mechanism for accounting for the funds and resources contributed to local disability services by counties and municipalities within the area;
- K. The AACSB shall not deny disability services provided by the state to any person based on age, gender, race, ethnic origin, or inability to pay. The AACSB may deny non-emergency services to a consumer if such consumer is able to pay and refuses to pay. The AACSB will comply with the policies set forth by the Department of Behavioral Health & Developmental Disabilities when adopting policies relative to fee collections.;
- L. The AACSB shall establish July 1 to June 30 as the fiscal year for operating purposes;

#### ARTICLE IV - POWER AND AUTHORITY OF THE BOARD

- A. The Community Service Board shall be a public body, but shall not be considered an agency of the state, or any specific county or municipality. The AACSB is a public agency in its own right and shall have the same immunity as provided for counties. No county shall be liable for any action, error, or omission of the community service board;

- B. The AACSB may make and enter into all contracts necessary and incidental to the performance of its duties and functions;
- C. The AACSB may acquire by purchase, gift, lease, or otherwise and may own, hold, improve, use, and sell, convey, exchange, transfer, lease, sublease, and dispose of real and personal property of every kind and character, or any interest therein, for its corporate purposes;
- D. The AACSB may contract to utilize the services of the Department of Administrative Services, the State Personnel Administration, the state auditor, or any other agency of state, local, or federal government;
- E. The AACSB may provide, either independently or through contract with appropriate state or local governmental entities, the following benefits to its employees, their dependents, and survivors, in addition to any compensation or other benefits provided to such persons:
  - (1) Retirement, pension, disability, medical, and hospitalization benefits, through the purchase of insurance or otherwise, but medical and hospitalization benefits may only be provided through a contract with the State Personnel Board under the same conditions as provided for such benefits to state employees, and the State Personnel Board shall so contract for those benefits if requested;
  - (2) Life insurance coverage and coverage under federal old age and survivors' insurance programs;
  - (3) Sick leave, annual leave, and holiday leave; and
  - (4) Any other similar benefits including, but not limited to, death benefits;
- F. The AACSB may cooperate with all units of local government within the boundaries of the Community Service Board as well as neighboring regions and with the programs of other departments, agencies, and regional commissions and boards;
- G. The AACSB may receive and administer grants, gifts, contracts, moneys, and donations for purposes pertaining to the delivery of disability services;
- H. The AACSB may make contracts and establish fees for the provision of disability services according to Department of Behavioral Health & Developmental Disabilities and Department of Community Health state-wide standards;
- I. The AACSB may accept appropriations, loans of funds, facilities, equipment, and supplies from the local governmental entities within its boundaries;
- J. The AACSB may contract with any county governing authority, private or other public provider, or hospital for the provision of disability services; The AACSB is authorized to establish one or more advisory boards for the purpose of ensuring coordination with various agencies and organizations and providing professional and other expert guidance;
- K. Each member of the AACSB may, upon approval of the executive director, receive reimbursement for actual expenses incurred in carrying out the duties of such office in conformance with rates and allowances set for state employees by the Office of Planning

and Budget and the same mileage allowance for use of a personal car as that received by all other state officials and employees or a travel allowance of actual transportation cost if traveling by public carrier;

- L. The AACSB may have a seal;
- M. The AACSB may contract with the State Personnel Administration regarding its personnel who remain in the classified services;
- N. The AACSB may establish fees, rates, rents, and charges for the use of facilities of the AACSB for the provision of disability services when approved by the department;
- O. The AACSB may borrow money for any business purpose and may incur debt, liabilities and obligations for any business purpose. A debt, liability, or obligation of the state or any county or any municipality or any political subdivision of the state. The AACSB may not borrow money as permitted by Code if the highest aggregate annual debt service requirements of the then current fiscal year or any subsequent year for outstanding borrowings of the AACSB including the proposed borrowing, exceed 15 percent of the total revenues of the AACSB in its fiscal year immediately preceding the fiscal year in which such debt is to be incurred. A state contract with the AACSB shall not be used or accepted as security or collateral for a debt, liability or obligation of the AACSB without the prior written approval of the commissioner of the Department of Behavioral Health & Developmental Disabilities (DBHDD);
- P. The AACSB, to the extent authorized by law and by contract for the funds involved, may carry forward without lapse fund balances and establish operating, capital, and debt reserve accounts from revenues and grants derived from state, county, and all other sources; and
- Q. The AACSB may operate and establish facilities deemed by the AACSB as necessary and convenient for the administration, operation, or provision of disability services by the AACSB and may construct, reconstruct, improve, alter, repair, and equip such facilities to the extent authorized by state and federal law.

## ARTICLE V - INDEMNIFICATION OF THE BOARD

- A. The AACSB may employ or contract for legal counsel to assist in performing its duties and shall be authorized to engage legal counsel to represent the community service board and its employees.
- B. The community service board may exercise any authority granted in Article 2 of Chapter 9 of Title 45, relating to the indemnification, defense, and insuring of members and employees of public bodies.
- (1) The AACSB is authorized, in its discretion, to purchase policies of liability insurance or contracts of indemnity insuring or indemnifying the members of the Board and its employees against personal liability for damages arising out of the performance of their duties.
  - (2) In lieu of obtaining the insurance or indemnity referred to in O.C.G.A. 45-9-20 or in addition thereto, the AACSB may, in its discretion, adopt policies whereby the AACSB will undertake to defend all or specified civil, criminal, or quasi-criminal actions brought or maintained against members or employees of the AACSB, arising out of the performance of their duties.
  - (3) The AACSB shall not be authorized to furnish a defense to any person charged with a criminal offense involving theft, embezzlement, or other like crime with respect to the property or money of or in which the Board has an interest.
  - (4) The AACSB shall be authorized to reimburse any person charged with a criminal offense involving theft, embezzlement, or other like crime with respect to the property or money of or in which the AACSB has an interest for all or a part of the cost of the defense of such person if such person is found not guilty of such crime or if the charges against such person are dismissed or *nolle prosequitur*.
  - (5) The AACSB may expend state, federal, and local funds to effectuate indemnification, including, but not limited to, attorney's fees, court costs, deposition costs, witness fees and compensation, and all other like costs, expenses, and fees.
  - (6) The AACSB may, in its discretion, adopt a policy establishing the terms and conditions under which it may pay part or all of any claim or civil judgment rendered against any person whose defense the AACSB is authorized to undertake under O.C.G.A. 45-9-21. Any such disbursement shall be deemed to be for public purposes and may be paid from state, federal, or local funds. The failure to adopt a policy prior to making any payments shall not invalidate any such payments if the AACSB shall, within a reasonable time after the fact of such failure has been brought to its attention, adopt a policy.

## ARTICLE VI - MEMBERSHIP

- A. Members shall be appointed by the county governing authorities within the boundaries of the community service board. Membership on the AACSB shall be determined as follows:
- (1) Each county with a population of 50,000 or less according to the most recent United States decennial census shall appoint one member to the board;
  - (2) Each county with a population of more than 50,000 according to the most recent United States decennial census shall appoint one member for each population increment of 50,000 or any portion thereof;
  - (3) The appointment or appointments for each county shall be made by the county governing authority;
  - (4) The county governing authority shall appoint a consumer of disability services, a family member of a consumer, a child psychiatrist, a family member of a consumer, an advocate for disability services, or a local leader or business person with an interest in mental health, developmental disabilities, and addictive diseases; provided, however, that for counties with more than one appointment, the county governing authority shall seek to ensure that such appointments represent various groups and disability services;
  - (5) The AACSB shall appoint one additional member from Dougherty County to address the variation in the population or financial contributions among the counties in the service area; and
  - (6) A person shall not be eligible to serve on the AACSB if the person is:
    - A. A member of the regional planning board which services the region in which AACSB is located;
    - B. An employee or board member of a public or private entity which contracts with the Department of Behavioral Health & Developmental Disabilities to provide mental health, developmental disabilities, and addictive diseases services within the region; or
    - C. An employee of the AACSB or employee or board member of any private or public group, organization, or service provider, which contracts with or receives funds from the AACSB.
    - D. A person whose spouse, parent, child, or sibling is a member of the AACSB or a member, employee, or board member specified in the above paragraphs A-C.
- B. In making appointments to the AACSB, the various county governing authorities shall ensure that appointments are reflective of the cultural and social characteristics, including gender, race, ethnic, and age characteristics, of the regional and county populations. In making appointments, county governing authorities shall ensure that 50% of the total membership of the board is filled by consumers of disability services or family members of consumers. The county governing authorities are further encouraged to ensure that each disability group is viably and capably represented on the AACSB,. The county governing authorities shall take into consideration that at least one member of the community service board is an individual who is trained or certified in finance or

accounting; provided, however, if after a reasonable effort at recruitment there is no person trained or certified in finance or accounting within the community service board area who is willing and able to serve, the county governing authority may consider for appointment any other person having a familiarity with financial or accounting practices.

- C. The regular appointment and term limits of the office shall be defined through statute.
- D. The Chair of the Board/designee shall notify the county governing authority 90 days in advance of the expiration of the term of a member of the Board and shall recommend to the county governing authority those nominees whose appointment will ensure that the composition of the Board meets the statutory requirements.
- E. The Chairperson of the Board/designee shall notify the appropriate county governing authority immediately of any vacancy and the necessary qualifications for a nominee created by a member unable to serve his/her full term. The Board shall request that the county governing authority submit, as soon as reasonably possible, the name of an individual to fill the unexpired term.
- F. A member of the AACSB may resign from office by giving written notice to the executive director of the AACSB. The resignation shall become effective upon the date on which the notice is received or on the effective date given by the member in the notice, whichever date is later. The executive director, upon receipt of the resignation, shall give notice of the resignation to the remaining members of the AACSB and to the chief executive officer or governing authority of the county that appointed the member.
- G. A member of the AACSB who after notice that such member has failed to complete any required training prescribed by the department pursuant to paragraph (4) of subsection (b) of Code Section 37-1-20 continues such failure for 30 days may be removed from office by the remaining members of the AACSB.
- H. A member of the AACSB may not enter upon the duties of the office until such member takes an oath of office as prescribed by statute (37-2-2).

#### ARTICLE VII - CONFLICT OF INTEREST

- A. A member of the Board may not also serve as a member of any regional board or be an employee or board member of any private or public group, organization, agency or service provider which contracts with or directly receives funds from the Board.
- B. Members of the AACSB will abide by the "Code of Ethics for Members of Boards, Commissions, and Authorities" and the "Conflict of Interest" statutes, O.C.G.A. Sections 45-10-3 and 45-10-20, as they may be amended from time to time.
- C. No Board member shall discuss or vote on any matter that would involve a conflict of interest. Whenever a Board member has cause to believe that a matter to be voted upon

would involve him or her in a conflict of interest, he or she shall announce the conflict of interest and shall abstain from both discussion and voting on the matter, but he or she may respond to specific request from the Chair for information concerning the matter. Whenever a Board member has cause to believe that a matter to be voted upon would involve any other Board member in a conflict of interest, he or she may, and is expected to, raise such a question. The question of whether an actual conflict exists shall be decided by a majority vote of the Board members present, and excluding any other Board member affected, and excluding any other Board member who has already been disqualified from discussing or voting on the issue because of his or her own conflict of interest. If a conflict of interest is found to exist, the Board member shall abstain from both discussion and voting on such matter but may respond to specific request from the Chair for information concerning the matter.

- D. If, at any time, the Board determines that a member is in violation of the conflict of interest provisions of Georgia law or these bylaws, the Board shall notify the appointing county governing authority of the violation. The Board may request that the respective county governing authority revoke the appointment of such member. Any vacancy created by removal of a Board member for violation of conflict of interest provisions shall be filled in the manner provided in Article VI.

#### ARTICLE VIII - QUORUM

A quorum for the transaction of any business and for the exercise of any power or function of the community service board shall consist of a majority of the total number of filled board member positions. A vote of the majority of such quorum shall be the act of the governing board of the community service board except where the bylaws of the community service board may require a greater vote. The action of a majority of those present at any meeting at which there is a quorum shall constitute the official action of the AACSB, except as otherwise provided in these Bylaws.

#### ARTICLE IX - OFFICERS

- A. The Chairperson shall be the principal officer of the AACSB. The Chairperson shall preside over all meetings of the AACSB, call special meetings as needed, appoint committees and generally supervise and direct all action of the AACSB consistent with pertinent existing legislation. The Chairperson shall be elected from among the members of the Board, to serve a term of one year with the option of re-election for an additional one-year term.
- B. The Vice-chairperson shall be elected from among the members of the board, to serve a term of one year with the option of reelection for an additional one-year term. The Vice-chairperson shall generally lend positive assistance to the Chairperson in the conduct of the business of the Board and shall, in the absence or inability of the Chairperson, perform all duties of the Chairperson.

- C. The Secretary to the Board shall keep and preserve the Minutes and records of all meetings of the Board, shall notify members of the Board in writing of all meetings and perform such other duties as may be delegated to him/her by the Chairperson. The Secretary shall post or cause to be posted and maintained in a conspicuous place available to the public at the regular meeting place notices containing the time, place, and dates of regular meetings of the agency. At least 24 hours in advance, the secretary shall also publish in a legal organ or acceptable newspaper notices of meetings. The Secretary shall be elected by the members of the Board and shall serve for a term of one year with the option of reelection for an additional one-year term.
- D. The election of officers of the AACSB shall be held at the last Board meeting prior to the beginning of the Fiscal Year. A nominating committee shall be appointed by the Chairperson sixty days prior to the election. The Nominating Committee shall present a slate of officers to the Board at the last meeting prior to the beginning of the fiscal year. Further nominations may be made by Board members. There is no limit to the number of terms an officer may serve; however, each term is limited to one year with the option of re-election for an additional one-year term.
- E. Officers of the AACSB may be removed from such office at any time by vote of a majority of the membership of the Board; provided, however, that notice of such intended action shall be given in writing to each member of the Board at least five (5) days prior to any meeting at which such vote is to be taken. Upon removal of an officer, the Board shall elect a successor to serve the remainder of the unexpired term(s).
- F. Should the office of the Chairperson, Vice-chairperson or Secretary become vacant other than by removal, an election to fill the unexpired term shall be held as soon as reasonably possible following the office becoming vacant. Nominations may be made by any Board member and any Board member may place his/her own name for nomination.

#### ARTICLE X - MEETINGS

- A. The AACSB shall meet at least quarterly, and all such meetings and any bylaws shall be open to the public, as otherwise required under Georgia law. Meetings shall be publicly announced by the Board, in conformance with the provisions of the "Open Meetings Act." O.C.G.A. sections 50-14-1 et seq.
- B. Special meetings of the AACSB may be called for any purpose by the Chairperson, or the Vice-chairperson in the event of the Chairperson's inability; upon the written request of one-third of the members of the Board; or upon written request of any agency, organization or individual whose request is deemed appropriate by the Chairperson of the Board. The Secretary of the Board shall notify all members of the Board of the date, time and place of such special meeting at least 24 hours prior to such meeting. Public notice shall be provided in accordance with the "Open Meetings Act." O.C.G.A. sections 50-14-1 et seq.

- C. Under circumstances necessitated by emergency conditions involving public safety or the preservation of property or public services, agencies or committees thereof not otherwise permitted to conduct meetings by teleconference may meet by means of teleconference so long as the notice required by this chapter is provided and means are afforded for the public to have simultaneous access to the teleconference meeting. On any other occasion of the meeting of an agency or committee thereof, and so long as a quorum is present in person, a member may participate by teleconference if necessary due to reasons of health or absence from the jurisdiction so long as the other requirements of this chapter are met. Absent emergency conditions or the written opinion of a physician or other health professional that reasons of health prevent a member's physical presence, no member shall participate by teleconference pursuant to this subsection more than twice in one calendar year.
- D. When it is determined necessary by the Board to reschedule, relocate, cancel or close a meeting to the public, such action shall be in conformance with pertinent provisions of the "Open Meetings Act." O.C.G.A. sections 50-14-1 et seq.
- E. A record shall be made and maintained of all meetings of the Board, standing and special committees of the Board, and conference telephone calls of the Board. Copies of the record of meetings shall be distributed to the members of the Board and to the county governing authority. Such record shall conform to the requirements of the "Open Records Act." sections 50-18-70 et seq.

#### ARTICLE XI - COMMITTEES

- A. The AACSB shall have an Executive Committee, membership of which shall be appointed by the Chairperson and shall include, at a minimum, the Chairperson, the Vice-chairperson, the Secretary, and the Executive Director. Additional members of the Executive or Steering Committee may be appointed by the Chairperson. The Executive Committee shall be responsible for the formulation of the meeting agenda for the full Board and for the conduct of such Board business as may arise and require attention at times other than during regular meetings of the full Board. The membership of the Board shall establish those areas in which the Executive Committee shall act for the full Board in an interim between meetings of the Board.
- B. The Minutes of the Executive Committee meetings shall be distributed to the membership of the Board prior to the next regular meeting.
- C. The AACSB or the Executive Committee shall create such standing or special committees as it deems necessary for the proper conduct of its business. Such committees shall be appointed by the Chairperson and shall report directly to the Board.
- D. The AACSB shall have a Membership Committee, membership of which shall be appointed by the Chairperson. The Membership Committee is responsible for working with the county governing authorities to assure that nominations and appointments to the Community Service Board are reflective of the cultural and social characteristics,

including gender, race, ethnic, and age characteristics, of the regional and county populations. The Membership Committee is further responsible for working with the Boards of Health and the county governing authorities to ensure that each disability group is viably and capably represented on the Community Service Board and that the Board have a majority of family members and consumers, and in making nominations for such appointments the board of health shall consider suggestions from clinical professional associations as well as advocacy groups. The Membership Committee shall be responsible for reviewing the list of nominees making recommendations to county governing authorities with the approval of the Board. The Membership Committee shall recommend those nominees whose appointments will ensure that the composition of the Board meets the statutory requirements.

- E. The AACSB is authorized to establish one or more advisory boards for the purpose of ensuring coordination with various agencies and organizations and providing professional and other expert guidance.

#### ARTICLE XII - PARLIAMENTARY PROCEDURE

The rules contained in the current edition of Robert's Rules of Order, shall govern the Board in all cases to which they are applicable and which are not inconsistent with the Constitution or laws of Georgia, these Bylaws and any special rule that the Board may adopt. The Board may appoint a Parliamentarian.

#### ARTICLE XIII - AMENDMENTS

- A. The Bylaws may be amended by a two-thirds vote of the membership of the AACSB, provided that the proposed amendment was submitted in writing to the entire membership at least ten days prior to such meeting.
- B. Amendments shall be effective immediately upon adoption unless a specific effective date is included in the motion to adopt.

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