

**The North Sound Behavioral Health Administrative Services Organization
ADVISORY BOARD BY-LAWS**

ARTICLE I: PURPOSE

The purpose of the **North Sound Behavioral Health Administrative Services Organization, LLC** (North Sound BH-ASO) Advisory Board (AB) is to provide independent and objective advice to the North Sound BH-ASO Board of Directors, and local jurisdictions, county advisory boards and service providers.

Additionally, it is the purpose of the AB to advocate for a system of care that is shaped by the voices of our communities and people using behavioral health services.

Further, it is the AB's objective to promote the mission of the North Sound BH-ASO: "Empowering individuals and families to improve their health and well-being."

The North Sound BH-ASO AB is established in compliance with *Interlocal Joint Operating Agreement Establishing A Behavioral Health Administrative Services Organization for Island, San Juan, Skagit, Snohomish and Whatcom Counties* executed in July 2019, and in compliance with the provisions of *RCW, Chapters 71.24.300, 71.05, 71.24, 71.34, WAC 182-538C-0252* and Washington Health Care Authority Contract.

ARTICLE II: SCOPE

The responsibilities of the North Sound BH-ASO AB shall be:

1. To provide oversight activities in order to advise the North Sound BH-ASO Board of Directors concerning the planning, delivery, and evaluation of those behavioral health crisis services which promote recovery and resilience, and which are the responsibility of the North Sound BH-ASO.
2. To provide a medium for public testimony regarding behavioral health concerns which are the responsibility of the North Sound BH-ASO. The AB will, upon request, cover the cost of an individual's transportation to appear before the AB to give testimony.
3. To review and provide comment on all North Sound BH-ASO Strategic Plans, Quality Assurance Plans, and Service Delivery Plans and Budgets, which relate to behavioral health and contracted services, before such plans and budgets are acted on by the North Sound BH-ASO Board of Directors.
4. To collaborate with providers, County Coordinators, payors and others to address identified gaps or barriers to services and to support

and advocate for service sustainability within the North Sound region.

5. the goal is advocacy for the needs of all individuals within the region to be met (including, but not limited to, the needs of people with special needs, elderly people, disabled people, children/youth, Native Americans, people who identify as Lesbian, Gay, Bisexual, Transgender, Questioning (LGBTQ), and people with low incomes, within the crisis service plans established by the North Sound BH-ASO Board of Directors.
6. We support the North Sound BH-ASO Mission, Vision and Values: We endeavor to cultivate cultural humility in attempting to understand the world view of the persons and communities we serve. We commit to working to reduce institutionalized racism and reduced related disparities in health care.
7. To conduct site visits to service providers, hospitals and other community programs. Site visits are designed to provide North Sound BH-ASO AB members with first-hand information so that AB members might make informed recommendations to the North Sound BH-ASO Board of Directors. In person visits may be suspended due to health or safety reasons.
8. To assist the North Sound BH-ASO with dissemination of information to the general public and the North Sound BH-ASO Board of Directors for the purpose of advocacy and education.
9. To perform such other duties as the North Sound BH-ASO Board of Directors and Washington State Health Care Authority may require.
10. To create opportunities to empower community members through participation in activities/projects to reduce stigma associated with behavioral health.
11. To encourage members to educate themselves about the changes in the behavioral health services needs and emerging practices to be an informed voice in our community.
12. To advocate for a BH-ASO regional coordinated approach to behavioral health services delivery to ensure services are meeting regional care needs.

Limitations of Responsibilities:

- a) No AB member shall give the impression they are representing the Board without express written permission. Permission must be authorized by a majority vote of the AB, and by the North Sound BH-ASO staff liaison to the AB.

- b) No AB member shall give the general public the impression they are representing North Sound BH-ASO, as all AB members serve only in an advisory capacity to North Sound BH-ASO.
- c) No AB member shall interact with regional contractors as an authoritative representative of the AB without express written permission. Permission must be authorized by a majority vote of the AB, and by the North Sound BH-ASO staff liaison to the AB.
- d) AB members shall immediately bring concerns regarding a North Sound BH-ASO contract or North Sound BH-ASO staff, or refer any individual who voices a concern regarding a North Sound BH-ASO contract or North Sound BH-ASO staff, to the Chair of the AB, and/or to the North Sound BH-ASO staff liaison to the AB.
- e) AB members shall refer any individual with questions or concerns regarding North Sound BH-ASO policies or resource management to the Executive Director of North Sound BH-ASO (or his/her designated representative) for action.
- f) Failure to adhere to these by-laws may result in administrative action to remove that member from the AB (see ARTICLE X, below).

ARTICLE III: MEMBERSHIP

1. The North Sound BH-ASO AB shall consist of twenty-six (26) members representing the five counties that make up the region, and eight (8) regional Tribal members, as follows:

Island County	Four (4)
San Juan County	Three (3)
Skagit County	Four (4)
Snohomish County	Nine (9)
Whatcom County	Six (6)
County Subtotal	Twenty-Six (26)
Tribes	Eight (8)
Advisory Board Total	Thirty-Four (34)

2. Each representative from each county and each regional tribal member shall have one vote.
3. Length of term is limited three years per term for time served, per each advisory board member. Multiple terms may be served by a member if the advisory board rules allow it *verbiage from WAC 182-538C-0252*.

4. Fifty-one percent (51%) [WAC 182-538C-0252], of the North Sound BH-ASO AB membership will be comprised of persons with lived experience and parents and guardians of persons experiencing and/or are in recovery from a behavioral health disorder and retired professionals, (1) representative from each county being an individual with lived experience. A representative from law enforcement shall be a member of the board.
5. The North Sound BH-ASO AB will make reasonable efforts to ensure membership is broadly representative of the demographic character of the region and of the ethnicity and broader cultural aspects of individuals being served.
6. In accordance with applicable local, state and federal laws, rules and/or regulations governing the operations of the North Sound BH-ASO, and in accordance with the North Sound BH-ASO Conflict of Interest Policy 4515.00 Advisory Board Representation and with the North Sound BH-ASO Conflict of Interest Policy 3010.00. The members of the North Sound BH-ASO Advisory Board (AB) may have an AB member who serves on the Board and is employed by a subcontractor agency. The person shall not be an owner nor have a controlling interest in the subcontractor's company nor be a member of a senior management of the subcontractor's company. A person who works for an agency shall recuse themselves on potential conflicts of interest. Any conflict of interest must be explicitly declared by the AB member.
7. When the BH-ASO is not a function of county government, the AB must include no more than four county elected officials.

ARTICLE IV: APPOINTMENT

1. County is to notify North Sound BH-ASO AB liaison of their support of the applicant.
2. North Sound BH-ASO AB liaison is to coordinate communication with applicant to attend at least 1 to 2 AB meetings. This is to ensure the Board is the appropriate platform to meet the advocacy needs of the applicant.
3. The applicant will have the opportunity to speak on their interest in serving on the AB and meet AB members.
4. After applicant has attended at least 1 to 2 AB meetings, the county or North Sound BH-ASO AB liaison is to communicate with applicant to pursue official appointment.
5. If applicant wants to pursue official appointment, applicant will be

requested to attend the next AB meeting for an official AB vote. North Sound BH-ASO AB liaison will notify the county of the vote outcome to either pursue or not pursue official appointment. County will send the official appointment letter to the North Sound BH-ASO AB liaison.

6. If the AB is not in favor of applicants' membership, the Chair of the AB will write a letter to the county notifying of the AB objections.

7. North Sound BH-ASO AB liaison will notify the county of AB member ending term date. The county is to contact the AB member for re appointment confirmation. The county is to notify the North Sound BH-ASO AB liaison of re appointment status. County is to send North Sound BH-ASO AB staff the official re appointment letter notifying re appointment of a three-year term.

ARTICLE V: OFFICERS

1. The officers of the North Sound BH-ASO AB shall include only a Chair and a Vice- Chair.

2. The term of office held by the Chair and by the Vice-Chair shall be one (1) year, served from 1 January until 31 December, following election in the previous calendar year.

3. The Chair may be re-nominated, and re-elected, an additional two (2) times, to serve a total of no more than three (3) consecutive years. As well, the Vice-Chair may be re-nominated, and re-elected, an additional two (2) times, to serve a total of no more than three (3) consecutive years. Elections for the Chair and for the Vice-Chair shall be held concurrently during the last meeting of the AB in each calendar year. Elections will always be preceded by the nomination process noted below (see ARTICLES V:2 and V:3, and VI:4). Nominations will be opened at the third-to-last (October) AB meeting and will close at the second-to-last (November) meeting. The names of nominated candidates for the position of Chair and for the position of Vice-Chair must be submitted directly to the chair of the Nominating Committee, and not to its members, by the end of the day of the second-to-last meeting of the calendar year prior to the year in which they would assume their positions.

4. When in person meetings of the AB are not possible due to health or safety issues, the nomination of potential candidates for either Chair or Vice-Chair will be submitted by email or phone call to the Chair of the Nominating Committee and/or the AB Liaison who will forward nominations to the Chair of the Nominating Committee to keep the process confidential.

5. Any current member of the AB may submit their own name, or the name of

another member, directly to the chair of the Nominating Committee (see Article VI:4); and the Nominating Committee may submit the name of any current member of the AB whom the Committee believes to be a suitable candidate, but who was not otherwise nominated. Nominees must be current members of the AB who has actively served on the AB for a minimum of 6 months. When in person meetings are not occurring due to health or safety issues, any current member who wishes to nominate any eligible member and/or themselves will follow process noted above.

6. All nominees for the offices of Chair and Vice-Chair will be voted on by the Advisory Board at the final (December) meeting of the AB. Immediately following the vote; the Nominating Committee will recuse themselves and count the votes. In the circumstances of AB meetings occurring virtually, to ensure a confidentiality voting will occur by email ballot sent to each eligible board member. Votes will be sent back to the AB Liaison, who will forward votes to Nominating Chair for completion of process with the Nominating Committee. Outcome will be announced by the Chair of the Nomination Committee in the December meeting. If there is a tie for either office, the Nominating Committee members will declare the tie and the AB will vote once again. This process will continue until the chair of the Nominating Committee is able to announce the new AB Chair and new AB Vice-Chair for the next calendar year.

ARTICLE VI: COMMITTEES

1. Standing committees of the North Sound BH-ASO AB shall be:
 - a) The Executive-Finance Committee, and
 - b) The Nominating Committee
2. The Executive-Finance Committee shall consist of the Chair, Vice-Chair, plus a maximum of three (3) other AB members appointed by the Chair. Efforts will be made to ensure that at least one member of the Executive- Finance Committee has experience and/or understanding of financial management, and at least one member has lived experience with a substance use disorder (SUD).
3. The Executive-Finance Committee shall convene to hear pressing matters of business which may arise during the interval between regularly scheduled AB meetings. The committee will review and make recommendations regarding all AB fiscal expenditures. Any decision made by the Executive Committee shall be subject to the ratification of the full Board at its next regularly scheduled meeting. The Executive-Finance Committee shall review the by-laws once each calendar year for the purpose of amending them if necessary.
4. Members of the Nominating Committee, and its chair, shall be appointed by the Executive-Finance Committee at the third-to-last (October) AB meeting of each

calendar year. Membership in the Nominating Committee is to be limited to 3 or 5 people (to avoid deadlocked voting). The Nominating Committee members and chair will be announced to the full AB immediately following on the same day.

5. The Chair may establish and appoint members to Ad-Hoc Committees, as the need arises.

ARTICLE VII: MEETINGS

1. The North Sound BH-ASO AB shall meet at least ten (10) times each year at a date and time mutually agreeable to the members of that Board. Any regularly scheduled meeting may be canceled at the discretion of the Chair.
2. Special meetings may be called by the Chair, as needed, and/or as requested by a minimum of one (1) member from each of three (3) of the five (5) counties which are party to the North Sound BH-ASO, by contacting the Chair. Special meetings shall be called within five (5) working days of the request, following notice of at least forty- eight (48) hours to all members of the AB.
3. Use of Technology for Attendance
 - a) Although the level of “engagement” — via social interaction, hearing and comprehension — can be limited when using the *Go To Meeting* technology (or a North Sound BH-ASO identified substitute) in lieu of *physically* attending the North Sound BH-ASO AB meetings, any or all AB members representing San Juan County are allowed to use the *Go To Meeting* technology (or a North Sound BH-ASO identified substitute) for any and all meetings of the AB, due to the difficulty of, and time required for, travel. AB members from all other counties (Whatcom, Skagit, Snohomish and Island) are encouraged to meet in-person when possible, however will be allowed to use the “Go To Meeting” technology (or a North Sound BH-ASO identified substitute) when in-person meetings are not possible given health or safety constraints.
 - b) Physical absences from AB meeting will be considered “excused” if the AB Chair and/or the North Sound BH-ASO liaison to the AB deem(s) the absence to be so. The AB member who intends to be absent must contact the AB Chair, and/or the North Sound BH-ASO staff liaison to the AB, prior to the meeting at which the AB member will not be in attendance.
 - c) Additionally, The AB Chair may use the use of the *Go To Meeting*

technology, (or a North Sound BH-ASO identified substitute), at any time in lieu of physical attendance by any or all AB members, when a Special Meeting of the AB is called by the Chair as stipulated in Article VII (2) above.

4. Committee meetings shall be held at the discretion of the Committee Chair.
5. Robert's Rules of Order shall be used as an informal guideline for formal meetings of the North Sound BH-ASO AB and committees, insofar as the *Rules* do not conflict with, or are not inconsistent with, the provisions of these By-Laws.
6. The Board shall comply with the *State of Washington Open Public Meetings Act (RCW 42.30)*.

ARTICLE VIII: QUORUM

1. The presence of at least fifty percent (51%) of the appointed representatives to the AB, and at least three (3) of the five (5) counties which are party to North Sound BH-ASO, shall constitute a quorum of the North Sound BH-ASO AB.
2. A quorum of the Executive Committee shall exist when a simple majority of the Executive Committee members are present.
3. Members of the AB who attend via digital conferencing (by phone or any other allowable technological means), shall be counted as *present* in determining the constitution of a quorum.

ARTICLE IX: RESIGNATION/TERMINATION

1. Following two unexcused absences of a North Sound BH-ASO Advisory Board (AB) member, from AB meetings, the Chair of the AB will *informally* contact the absentee member to ascertain whether the member is willing and able to continue serving on the AB.
2. Following (3) *unexcused* absences from the North Sound BH-ASO Advisory Board (AB) meetings in a single calendar year, whether consecutive or non-consecutive, the AB Chair will formally recommend (in writing) to both the absent member and to the County Coordinator that the absent member resign from the AB, and that another representative from the same county be appointed by the County Coordinator to represent that county as a replacement member of the AB.
3. Resignations can be received in writing or verbally to the AB Chair, North Sound BH-ASO AB liaison or County Coordinator. The county will send North Sound BH-ASO AB liaison an official resolution letter informing of the AB

members resignation.

4. Members of the North Sound BH-ASO AB, by virtue of their appointment to the AB, agree to adhere to the *Advisory Board Guiding Principles*. AB members will adhere to the *Advisory Board Guiding Principles* in their interactions with all other AB members, with the community, and with North Sound BH-ASO staff. The AB Chair will work to ensure that all AB members will be given an opportunity to participate in discussions during AB meetings.
5. Failure to adhere to the *Advisory Board Guiding Principles* may result in a recommendation for that member's dismissal from the AB.

ARTICLE X: DISMISSAL FROM THE ADVISORY BOARD

Dismissal from the AB will be undertaken in the following manner:

1. Any member of the AB in attendance at a Board meeting at which an alleged violation of the *Guiding Principles* occurs may bring a 'complaint' regarding another member's behavior to the AB Chair, and/or to the North Sound BH-ASO staff liaison to the AB, who, upon discussion with the complaining member of the AB, and upon assessment of the validity of the complaint, will *then* bring the complaint to the Executive Committee of the AB, and, upon decision by the members of the Executive Committee, will *then* bring the complaint to the entire AB as a written motion.
2. A simple majority vote of the AB will be required to formally reprimand ("censure"), and/or recommended dismissal of the violating member from the AB.
3. The formal reprimand ("censure") and/or dismissal will be presented by the AB Chair, following the meeting at which the AB voted for such, to the Executive Director of the North Sound BH-ASO (or his/her designated representative) for action.