

BY-LAWS
COMMUNITY TREATMENT, INC. (COMTREA)
Revised and Approved April 10, 2017

ARTICLE I.

SECTION 1. The legal name of the organization is Community Treatment Inc., dba. COMTREA.

SECTION 2. The primary purpose of COMTREA shall be to serve as a community health agency; making policy, planning, and delivering services, including primary health care, dental services, behavioral health care, a suitable residential Program for substance abusers, mentally ill, and treatment for victims of spouse abuse. The goal will be to provide professional services at a reasonable cost to those people who desire our services. In addition, the organization seeks to assist in community education concerning physical health, behavioral health and substance abuse problems.

SECTION 3. The corporation also has such powers as are now or may hereafter be granted by the GENERAL NOT FOR PROFIT CORPORATION ACT OF THE STATE OF MISSOURI.

- A. The Board shall comply with the guidelines relating to the selection of its membership to represent the seven Jefferson County Districts as practicable.

ARTICLE II.

OFFICES

The corporation shall have and continuously maintain in this state a registered office and a registered agent as per statute whose office is identical with such -registered office, and may have other offices within or without the State of Missouri as the Board of Directors may from time to time determine. Notice of change of office or registered agent shall be transmitted to the Secretary of State, as per statute.

ARTICLE III.

SECTION 1. GENERAL POWERS. The Board shall be responsible for the development of policies and for the general supervision of their implementation and will manage the business of the Corporation by delegation and will exercise all of the powers that may be authorized by the Corporation under the statutes of the State of Missouri, the Articles of Incorporation of these By-Laws. Members may not act or speak on behalf of the entire Board without express Board approval/consent.

The Board has the following ultimate responsibilities:

- A. Developing, adopting, and periodically updating Health Center policies for financial management practices, including
 1. a system to assure accountability for corporate resources
 2. long-range financial planning
 3. approval of the annual project budget submitted as part of the 330 grant application, and the annual budget procedures;
 4. budget priorities
 5. eligibility for services, including criteria for partial payment schedules
- B. Developing, adopting, and periodically updating Health Center health care policies, including
 1. scope and availability of services

2. location and hours of services
3. undertaking a quality of care audit
- C. Assuring that Health Center activities are conducted in compliance with applicable federal, state, and local laws.
- D. Evaluating Health Center achievements at least annually, and using the knowledge gained to revise its mission, goals, objectives, plans, and budgets as may be appropriate and necessary
- E. Selecting the independent auditor and officially accepting the annual audit report
- F. Evaluating itself periodically for efficiency, effectiveness, and compliance with all Section 330 requirements.
- G. Hiring, annually evaluating, and holding independent investigations of any alleged wrongdoing and termination of the President/CEO.
- H. Assisting in fund raising, serving on appropriate governance committees, raising community awareness, and needs assessment

SECTION 2. COMPOSITION. The composition of the COMTREA Board may not conflict with any Federal law or guideline as to representation of minorities. The members will be selected for their expertise in community affairs, local government, finance and banking, legal affairs, trade unions, and other commercial and industrial concerns, or social service agencies within the community.

- A. The total number of directors shall be between 15 and 24.
 1. A majority of the members will be recipients of the services funded by HRSA.
 2. Up to nine Members of the Jefferson County Community Mental Health Fund Board may serve at the pleasure of the JCCMHFB and COMTREA.
 3. All board appointments are for three years.
 4. Appointees may serve three consecutive three year terms (effective July 1, 2014)
 5. Up to three "*Member Emeritus*" positions may be designated by the Board as special recognition of past service.
 - a. These members may not be counted for purposes of determining a quorum.
 - b. These members may not vote on any issue.
 - c. These members may participate in open and/or closed sessions and are bound by confidentiality.
 6. Each director will serve until s/he shall resign or until three-fourths of the directors present at any regular meeting shall remove him/her from the board of directors.
 7. Directors may be residents of the county or surrounding counties where services or liaison is provided.
 8. A legal guardian of a consumer who is a dependent child or adult or a legal sponsor of an immigrant consumer, may be considered a consumer for purposes of representation.
 9. No more than one-half of the non-user members of the Board may be individuals who derive more than ten-percent of their annual income from the health care industry.
 10. The remaining "non-user" members will be selected for their expertise in community affairs, local government, finance and banking, legal affairs, trade unions, and other commercial and industrial concerns or social service agencies within the community.
 11. No member of the Board may be an employee of the center, or a spouse, child, parent, or sibling by blood or marriage of such an employee.

SECTION 3. REGULAR MEETINGS. Meetings of the board of directors shall be monthly or more frequently as approved by resolution of the board of directors.

- A. Written, e-mail, and or telephone notice of such meetings shall be given no less than ten (10) days prior to the meeting.
- B. The Jefferson County Community Mental Health Fund Board shall meet with the COMTREA Board and ratify all actions which use CMHFB moneys.

- C. The June meeting each year shall be a designated "Annual Meeting."
- D. At least 10 days before a/or special meeting, the secretary will send a notice of the meeting to each Board Member. The notice must be sent by first class mail or by e-mail and must state the time and place of the meeting. For a special meeting, the notice must also include the purposes of the meeting; no action can be taken at a special meeting except as stated in the notice, unless all Board Members consent.
- E. If necessary in case of an emergency, upon proper notice, meetings may be called by the chairman or the CEO. Said notice shall state briefly the time, place and subject matter of the meeting.
- F. Board meeting minutes will be kept at the Corporation's main office in a secure manner and may not be disposed of. Closed meeting minutes are retained in the CEO's office in a secure manner; open meeting minutes will be placed on the public section of the Web site.
- G. Up to 15 minutes at the beginning of board meetings will be available for public comment. Potential speakers must fill out a "speaker's form" and submit it to the board secretary prior to the beginning of the meeting. Each speaker may have up to a maximum of three minutes to address the board. However, presentations may be further limited dependent upon the number of people applying to speak.

SECTION 4. QUORUM. One-third of the board of directors shall be a quorum of the board of directors. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors. Proxies will be allowed.

- A. Board Members may, by written consent, take any action required or permitted to be taken at a Board Members' meeting. Such action may be taken without prior notice to the Board Members. The written consent must: *state the action taken, and *be signed and dated by at least the number of Board Members whose votes would be needed to take such action at a meeting.
- B. If the written consent is not signed by all Board Members, the secretary will, within three days, send a copy of the written consent to the Board Members who did not sign it. *Board Members may meet or participate in meetings by telephone or other electronic means as long as all Board Members are continuously able to communicate with one another.

SECTION 5. COMPENSATION. Directors shall receive no compensation for their services.

SECTION 6. COMMITTEES OF DIRECTORS. The board of directors by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees to the extent provided in said resolution, shall have and exercise the authority of the board of directors in the management of the corporation upon authorization by the Board.

SECTION 7. ATTENDANCE. Any member of the board who shall be absent from 3 consecutive meetings without cause or 50 percent of special or regular meetings within a 12 month period, shall be removed from the administrative board. Prior to removal, the board chairperson or vice chairperson shall contact the member to ascertain if there are extenuating circumstances which would take precedence over this requirement. The chairperson, with vice-chairperson concurrence, can overrule this requirement.

SECTION 8. CONFLICT OF INTEREST. No member of the council, a committee, or any advisory groups as may be established, shall vote on any matter which would involve a conflict of interest, monetary, professional or in any other fashion.

SECTION 9. RULES OF ORDER. All members of the council and of committees or advisory groups which shall be established in accordance with the latest edition of Robert's Rules of Order.

ARTICLE IV.

SECTION 1. OFFICERS. The officers of the corporation shall be a chairperson, vice-chairperson, a treasurer, a secretary and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform their duties prescribed from time to time, by the board of directors.

- A. Said officers shall be citizens of the State of Missouri and registered voters in their place of residence.
- B. Officers of the Board may not usurp or unnecessarily impinge on the CEO's authority for the day to day management of the Health Center's operations.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected at the first regular meeting of the board of directors each fiscal year. Vacancies may be filled or new offices created and filled at any meeting of the board of directors.

- A. Each officer shall hold office for a term of three years unless he is unable or unwilling to act, or removed from office.
- B. Officers may serve "3" consecutive terms.

SECTION 3. REMOVAL. Any officer or agent elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

- A. Notification to the board member being removed shall be accompanied by a letter from the Board Chairperson to the person with a copy to the CEO.
- B. Removal from the board automatically includes removal as an officer.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors at any regular or special meeting.

- A. Resignations should be sent to the board president via or concurrently to the CEO.
- B. See SECTION 3. REMOVAL

SECTION 5. CHAIRPERSON. The chairperson shall supervise all of the business and affairs of the corporation. S/He shall preside at all meetings of the members and of the board of directors. S/He may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly

delegated by the board of directors or by these by-laws or by statute to the chairperson/CEO, some other officer or agent of the corporation; and in general shall perform all duties incident to the office of chairperson and such other duties as may be prescribed by the board of directors from time to time

SECTION 6. VICE- CHAIRPERSON. In the absence of the chairperson or in the event of his/her inability or refusal to act, the vice-chairperson (or in the event there be more than one vice chairperson, the vice chairpersons, in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairperson. The Vice-chairperson shall perform such other duties as from time to time may be assigned to him/her by the chairperson or by the board of directors.

SECTION 7. TREASURER. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such security or securities as the board of directors shall determine. S/He shall have charge and custody of and be responsible for all funds and securities of the corporation and assure the deposit of all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these by-laws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to her/him by the chairperson or by the board of directors.

SECTION 8. SECRETARY. The secretary shall see to it that minutes of the meetings of the members and of the board of directors are kept. The secretary shall implement the retention of the records of the meetings of the Board of Directors pursuant to Sunshine Laws. All notices are duly given in accordance with the provisions of these bylaws or as required by law; there is a custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; a register of the post office address of each member which shall be furnished to the secretary by such member is prepared; and, in general, assure that all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the chairperson or by the board of directors are performed.

SECTION 9. PRESIDENT/CEO. The directors shall appoint a salaried chief executive officer (CEO) who shall serve as President of the corporation and a non-voting ex officio Board member. The Board shall require the President/CEO to:

- A. Carry out the policies of the Board of Directors and the policies and purposes enumerated in the charter.
- B. Develop, adopt, and periodically updating the Health Center's personnel policies and procedures, including:
 1. Selection and dismissal procedures
 2. Salary and benefit scales
 3. Employee grievance procedures
 4. Equal opportunity practices
- C. Oversee the day to day operations of the organization.
- D. Evaluate Health Center activities including:
 1. Service utilization patterns
 2. Productivity
 3. Patient satisfaction
 4. Achievement of project objectives
 5. Developing and overseeing the process for hearing and resolving patient grievances

- E. Develop, adopt, and periodically updating Health Center policies for financial management practices, including:
 - 1. a system to assure accountability for corporate resources
 - 2. long-range financial planning
 - 3. approval of the annual project budget submitted as part of the 330 grant application, and the annual budget procedures;
 - 4. budget priorities
 - 5. eligibility for services, including criteria for partial payment schedules
- F. Develop, adopt, and periodically updating Health Center health care policies, including
 - 1. scope and availability of services
 - 2. location and hours of services
 - 3. undertaking a quality of care audit
- G. Sign or cause to be signed contracts on behalf of the organizations under the authority of the Board of Directors.
- H. Serve as ex-officio participant of the Board and all Board committees
- I. Serve as a salaried employee of said corporation and be entitled to all employee benefits and emoluments. His/her employment shall be reflected by written contract, a copy of which should be approved by the Board and contain the Corporate Seal.

SECTION 10. STANDING COMMITTEES. The following standing committees act for the corporation but only the Executive Committee may act for the entire Board:

Executive Committee
Finances
Community Development
Building and Grounds

ARTICLE V.

SECTION 1. CONTRACTS. The board of directors may authorize the chairperson/CEO, any officer or officers, agent or agents of the corporation in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation as authorized or imposed by the Board.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation except for payroll which is automatically deposited in employee's respective accounts, shall be signed by the Corporation CFO and countersigned by the President/Chief Executive Officer.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

- A. From time to time available corporate funds may, upon authorization of the Board, may be placed in investments of a secure nature. Such investments may be subject to advice and scrutiny of an accredited professional security advisor, upon the request of the standing board finance committee or a majority of the Board.

SECTION 4. GIFTS. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

- A. Gifts can be in kind or barter and may be characterized as deductible as a contribution for Internal Revenue purposes.
- B. Board members may make gifts monetarily, in-kind, or services.

ARTICLE VI.

BOOKS AND RECORDS. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his/her agent or attorney for any proper purpose at any reasonable time.

ARTICLE VII.

FISCAL YEAR. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE VIII.

SEAL. The board of directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Missouri."

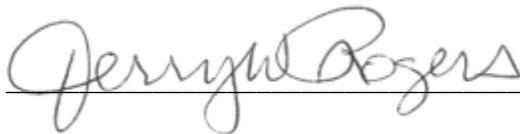
ARTICLE IX.

WAIVER OF NOTICE. Whenever any notice whatever is required to be given under the provisions of the General Not For Profit Corporation Act of Missouri or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X.

AMENDMENTS TO BY- LAWS. These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the directors present at least two days' written and/or e-mail notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

Board President



April, 10, 2017