

The Mecklenburg Provider Council

By-Laws

ARTICLE I

The name of this organization is the Mecklenburg Provider Council (MPC).

ARTICLE II

The location of the principal office of the Council shall be in Charlotte, North Carolina.

ARTICLE III

The period of existence of this Council is unlimited.

ARTICLE IV

The Mecklenburg Provider Council serves as a fair and impartial representative of all service providers within the Provider. The Provider Council shall facilitate open exchange of ideas, share values, goals, vision and promote collaboration and mutual accountability among providers. The Provider Council strives to achieve best practices to empower consumers within our community to achieve their personal goals.

This Council is formed to achieve the following objectives:

- (a) To offer a forum for collective resolution of common problems.
 - a. *Develop a Code of Ethics, which would lead to helping providers resolve conflicts*
 - b. *Input and advise LME on new processes and implementations*
 - c. *Represent providers when appropriate with the LME to avoid problems and help develop plans.*
- (b) To review and advise Mecklenburg LME regarding the annual plan, goals, and objectives of the network.
- (c) To review and advise the network's Provider Performance against the LME's stated goals and make recommendations regarding Performance Indicator Selection and Performance issues, including outliners.
- (d) To recommend new service initiatives to address service gaps based on assessed community and prevention needs.
- (e) To assess and provide for staff education and training needs.
- (f) To collaborate with Mecklenburg LME to develop strategies that address funding and financial issues.
- (g) To approve the provider satisfaction survey and review results with recommendations.

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(h) To provide an opinion to the LME Director regarding Provider Contractor appeals upon request.

ARTICLE V

Membership in the Mecklenburg Provider Council shall be of two (2) levels.

The First Level is General Membership. General Membership shall consist of all agencies and individuals who have a contract or MOA with the Mecklenburg LME. Membership is at no cost to any individual or agency.

The Second Level of Membership is the Executive Board. The Executive Board shall be a representative body of three elected members from each of the following disabilities:

- Developmental Disabilities- Child
- Developmental Disabilities- Adult
- Mental Health- Child/Adolescent
- Mental Health- Adult
- Substance Abuse- Child/Adolescent
- Substance Abuse-Adult
- Licensed Practitioner

The Executive Board will also include one:

- Community and Family Advisory Council (CFAC) non voting representative or their designee, and a non-voting representative of the Mecklenburg LME

Staff support to record and disseminate minutes will be provided by non-voting representative of the Mecklenburg LME

Each provider representative should be from a different agency.

Representation must include both large and small providers.

A voting member is anyone appointed or elected to the Executive Board. Each member of the Council with the exception of the LME representative and staff support person has only one vote.

ARTICLE VI

Section 1: Management – The management and control of the Executive Board shall be vested and exercised by the Board consisting of not less than sixteen members.

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Section 2: Appointment of Executive Board – The Providers Members of the Board shall be elected by the identified representative of the approved Provider

Executive Board: Terms shall be for two years, and shall be staggered. Terms shall coincide with the Mecklenburg LME fiscal year. After serving one term, a Provider Representative shall not be eligible for re-election until one full year has passed. In the case of an Executive Board resignation, the President shall appoint a successor for that person, using the nominations from the previous annual meeting if possible.

Section 3: Executive Board Meetings – The Executive Board shall meet at least once every quarter at a time and place designated by the President. Special meetings of the Executive Board shall be called upon written request of three (3) members of the Board, or may be called at the discretion of the President. Written or oral notice of each meeting shall be given at least two (2) days prior thereto.

Section 4: Annual Executive Board Meetings – The Annual meeting of the Executive Board shall be held in the fall of each year at a time and place designated by the President. Special meetings of the Association may be called at the discretion of the Chairperson or by the written request of three (3) Executive Board Members.

Section 5: General Membership Meetings – The General Members of the Provider Council will meet on at least a quarterly basis with additional meetings called at the request of the Executive Board.

Section 6: Notices – The Secretary of the Executive Board or other person designated by the President shall prepare and cause to be sent or published all notices herein mentioned.

Section 7: Quorum – A quorum at any regular or special meeting shall consist of not less than a simple majority of the Executive Board Members then in office.

Section 8: Voting – All matters considered at a meeting shall be decided by a majority vote of voting members present, and all votes taken by voice, unless a roll call vote is requested. The President shall not vote except in case of a tie, in which event he/she shall cast the deciding vote. Written votes may be requested by any member.

Section 9: Conflict of Interest – All Executive Board members shall sign a conflict of interest statement that ensures that a member will excuse him/herself from discussion and voting if the individual or the individual's agency has a vested interest in the decision.

Section 10: Right to Indemnification – Each person who is or was a director or officer of the Corporation, or a member of any committee appointed by the Executive Board of the Corporation, or is or was serving at the request of the Corporation as a director or

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officer of another corporation, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under an employee benefit plan, shall be indemnification by the Corporation as a matter of contract right to the maximum extent permitted under North Carolina law against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such director, officer or committee member or by reason of any action alleged, whether or not the claim, liability or alleged action arises from action taken in an official capacity, and the Corporation shall reimburse each such person or shall advance such person sums as hereinafter provided, for all expenses, including reasonable attorneys fees, actually incurred by him to the maximum extent permitted under North Carolina law in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability in which it is adjudged that he acted in bad faith or was guilty or liable by reason of his own willful misconduct or gross negligence in the performance of duty; and, provided further, that the Corporation shall not indemnify such person for actions initiated by such person unless such action is or was authorized by the Executive Board.

ARTICLE VII

Section 1: Officers – The officers of this organization be a President, a Vice President, and a Secretary.

Section 2: Elections – The officers shall be elected by members of the Executive Board at the first meeting of the New Year. The nomination of officers shall be submitted by members of the Executive Board and voted on at the same meeting. Nominees must be present at that meeting and confirm that they are in agreement with the nomination. The offices of the organization shall hold office for a term of one (1) term of office, not to exceed three (3) consecutive years in the same office.

Section 3: Duties – The officers of the organization shall perform such duties as may be required by them by the Executive Board.

(a) President – shall preside at all meetings of the Board. He/she shall appoint the chairs of all standing committees, with the approval of the Board, and supervise directly or indirectly or indirectly their work except the Nomination Committee. He/she may appoint special committee as required. Only provider Representatives may be elected to serve as President.

(b) Vice President – shall succeed to the Presidency in case of a vacancy in that office. He/she preside at all meetings in the absence of the President. He/she shall undertake such other responsibilities as the President may assign.

(c) Secretary – shall handle such correspondence of the Board as is necessary. He/she shall also keep record of the proceedings of all the membership and Executive Board's meetings. He/she shall keep all records of the Board other than financial records.

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(d) Past President – shall continue to serve on the Executive Board as a nonvoting member until a new Past President is available to serve.

ARTICLE VII

ARTICLE IX

Committees

The Executive Board will create committees as needed.

ARTICLE X

The fiscal year shall begin on the first day of July in each year.

ARTICLE XI

These bylaws may be altered or amended by a two-thirds (2/3) vote of a quorum of the membership, notice of which proposed amendment or amendments has been given to the Executive Board along with notice of the meeting itself. Amendments must be submitted in writing at least 15 days in advance of the full membership meeting.