

CROSSROADS COMMUNITY SERVICES BOARD BY-LAWS

ARTICLE I – NAME

The name of this non-profit government organization shall be the Crossroads Community Services Board, hereinafter referred to as the “Board”.

ARTICLE II – PURPOSE

The purpose of the Board shall be to act as the agent of Amelia, Buckingham, Charlotte, Cumberland, Lunenburg, Nottoway, and Prince Edward Counties, Virginia, in the establishment and operation of community mental health, intellectual and developmental disability, and addiction and recovery treatment services in accordance with Chapter 5 of Title 37.2 of the Code of Virginia (2015), as amended.

To provide a system of comprehensive community mental health, intellectual and developmental disability, and addiction and recovery treatment services which relate to and are integrated with existing and planned programs within the limits of aforesaid jurisdictional boundaries.

ARTICLE III – MEMBERSHIP

Section 1. The membership of the Board shall consist of fourteen (14) individuals who shall be appointed by the Board of Supervisors of the county they represent in accordance with Section 37.2-501 and 37.2-502 of the Code of Virginia (2015).

Section 2. The Board composition shall consist of two (2) members from each of the seven counties participating on the Board. One member from each county shall be an elected official (i.e. Supervisor) and the other member from each county shall be a citizen that is an individual receiving services, a family member of an individual receiving services, or an advocate for individuals receiving treatment services provided by the Board.

Section 3. Appointments to the Board shall be broadly representative of the communities served. One third shall be identified individuals or family members of individuals currently or formerly receiving services; at least one of whom shall be an individual receiving services. No employee of the Community Services Board or employee or Board member of an organization that receives funding from the Community Services Board shall be appointed as member of the Board. Should a personnel matter or issue be presented to the board that involves a member of the board member’s immediate family, that board member shall abstain from voting on the matter and recuse themselves from deliberation on the issue. Immediate family is defined as spouse, parent, child, biological sibling, step-child, step-sister, step-brother, half-sister, half-brother, or grandparent. Persons may not serve on the board if they have an economic interest in the board’s operations.

Section 4. Members of the Board shall be appointed for a term of three (3) years from the first day of January of the year appointed. Vacancies shall be filled for unexpired terms in the same manner as original appointments. No person shall be eligible to serve more than three successive terms, except that persons appointed to fill vacancies may serve three additional successive terms. Any member of the Board may be removed by the appointing authority for cause, after being given a written statement of the cause(s) and an opportunity to be heard thereon, pursuant to 37.2-502 of the Code of Virginia (2015), as amended.

Section 5. Each member of the Board shall have (1) vote.

Section 6. Ex-officio members may be appointed to the Board. Such members shall serve in an advisory capacity with no voting privileges.

Section 7. Pursuant to 37.2-504 of the Code of Virginia (2015), as amended, a Board member may be paid from general funds an amount not to exceed \$600 annually as compensation for attendance at Board meetings, plus mileage. No city or county shall be reimbursed out of state or federal funds for any part of such compensation.

ARTICLE IV – POWERS AND DUTIES

The Board shall be the agent of the governmental entities which have established it and shall be subject to the laws and regulations relating to such agencies of those governments and shall have the general powers, duties, and responsibilities of a Board as outlined in 37.2-504 of the Code of Virginia (2015), as amended. As set forth in the Code of Virginia (2015), these are:

- a. To review and evaluate public and private community mental health, developmental, and substance abuse services and facilities that receive funds from it and advise the governing body of each county that established it as to its findings.
- b. Pursuant to 37.2-508, submit to the governing body of each county that established it a performance contract for community mental health, developmental, and substance abuse services for its approval prior to submission of the contract to the Department.
- c. Within amounts appropriated for this purpose, provide services authorized under the performance contract.
- d. In accordance with its approved performance contract, enter into contracts with other providers for the delivery of services or operations of facilities.
- e. Make policies or regulations concerning the delivery of services and operation of facilities under its direction or supervision, subject to applicable policies and regulations adopted by the Board.
- f. Appoint an Executive Director of community mental health, developmental, and substance abuse services, who meets the minimum qualifications established by the Department of Behavioral Health and Developmental Services (DBHDS) and prescribe his/her duties. The compensation of the Executive Director shall be fixed by the Board within the amounts made available for this purpose. The Executive Director shall serve

at the pleasure of the Board and be employed under an annually renewable contract that contains performance objectives and evaluation criteria. The Department (DBHDS) shall approve the selection of the Executive Director for adherence to minimum qualifications established by the Department (DBHDS) and the salary range of the Executive Director.

- g. Prescribe a reasonable schedule of fees for services provided by personnel or facilities under the jurisdiction or supervision of the Board and establish procedures for the collection of those fees.
- h. Accept or refuse gifts, donations, bequests, or grants of money or property from any source and utilize them as authorized by the governing body of each county that established it.
- i. Seek and accept funds through federal grants. In accepting federal grants, the Board shall not bind the governing body of any county that established it to any expenditures or conditions of acceptance without the prior approval of the governing body.
- j. Notwithstanding any provision of law to the contrary, disburse funds appropriated to it in accordance with such regulations as may be established by the governing body of each county that established it.
- k. Apply for and accept loans as authorized by the governing body of each county that established it.
- l. Develop joint written agreements, consistent with policies adopted by the Board, with local school divisions; health departments; boards of social services; housing agencies, where they exist; courts; sheriffs; area agencies on aging; and regional offices of the Department of Aging and Rehabilitative Services. The agreements shall specify the services to be provided to individuals and be reviewed annually.
- m. Develop and submit to the Department (DBHDS) the necessary information for the preparation of the Comprehensive State Plan for Behavioral Health and Developmental Services pursuant to 37.2-315.
- n. Take all necessary and appropriate actions to maximize the involvement and participation of individuals receiving services and family members of individuals receiving services in policy formulation and services planning, delivery, and evaluation.
- o. Institute, singly or in combination with other community services boards or behavioral health authorities, a dispute resolution mechanism that is approved by the Department (DBHDS) and enables individuals receiving services and family members of individuals receiving services to resolve concerns, issues, or disagreements about services without adversely affecting their access to or receipt of appropriate types and amounts of current or future services from the community services board.
- p. Notwithstanding the provisions of 37.2-400 or any regulation adopted thereunder, release data and information about each individual receiving services to the Department (DBHDS) so long as the Department (DBHDS) implements procedures to protect the confidentiality of that data and information.

- q. Have authority, notwithstanding any provision of law to the contrary, to receive state and federal funds directly from the Department (DBHDS) and act as its own fiscal agent, when authorized to do so by the governing body of each county that established it.

ARTICLE V – OFFICERS OF THE BOARD AND THEIR DUTIES

Section 1. The officers of the Board shall consist of a Chairperson, Vice-Chairperson, Secretary and Treasurer who shall be elected by the full Board and serve at the pleasure of the Board.

Section 2. The duties of the Chairperson shall be:

- a. To preside at all meetings of the Board and the Executive Committee of the Board.
- b. To nominate all committees deemed necessary for the operation of the Board, which will be approved by the full Board.
- c. To work closely with the Executive Director on matters of agency business.
- d. To perform any other duties determined by the Board to be necessary.
- e. To keep the Department (DBHDS) informed of activities of the Board in the event the Executive Director’s position becomes vacant.

Section 3. The Vice-Chairperson shall, in the absence of the Chairperson, perform the duties of the Chairperson. The Vice-Chairperson shall also perform any other duties assigned by the Board.

Section 4. The Secretary shall review the minutes of all meetings of the Board after receipt of the minutes and move for Board approval at the next meeting. The Secretary shall also perform any other duties assigned by the Board.

Section 5. The Treasurer shall review each monthly financial report when received and move for Board approval at the next meeting. The Treasurer shall also perform any other duties assigned by the Board.

ARTICLE VI – NOMINATIONS, ELECTIONS, AND TERMS OF OFFICE FOR OFFICERS OF THE BOARD

Section 1. The January meeting shall serve as the Board’s Annual Organizational Meeting. During the preceding October meeting each year, the Chairperson shall inform the board of the upcoming Annual Organizational Meeting in January and communicate the four (Chairperson, Vice-Chairperson, Secretary and Treasurer) positions to be filled. This shall be an agenda item. To ensure continuity of operations, existing officers continue in their positions until election of new officers.

Section 2. The term of office shall be for one year. No Board member may serve more than two consecutive terms in the same position. The Executive Director shall call the January

meeting to order and preside until a new Board Chairperson is elected. The order of business shall be conducted in the following manner on the agenda during the January meeting:

- Executive Director calls meeting to order and establishes a quorum is present to proceed with meeting.
- Executive Director calls for nomination for Chairperson
- Executive Director calls for nominations closed
- Executive Director calls for vote on nomination for Board Chairperson and affirms vote on Board Chairperson of the Board for Calendar Year
- Board Chairperson calls for nominations for Vice Chairperson
- Board Chairperson declares nominations closed
- Board Chairperson calls for vote on nomination for Board Vice Chairperson and affirms vote on Board Vice Chairperson for Calendar Year.
- Board Chairperson calls for nominations for Secretary
- Board Chairperson declares nominations closed
- Board Chairperson calls for vote on nominations for Board Secretary and affirms vote on Board Secretary for Calendar Year
- Board Chairperson calls for nominations for Treasurer
- Board Chairperson declares nominations closed
- Board Chairperson calls for vote on nomination for Board Treasurer and affirms vote on Board Treasurer for Calendar Year

Following this order of business, normal agenda items and business resumes.

Section 3. Any vacancy occurring in the officers shall be filled by the Board.

ARTICLE VII – MEETINGS

Section 1. Meetings of the Board will be held ten (10) months per year, with the exception of July and December at a published location and time listed on the agency website.

Section 2. Special meetings of the Board may be called by the Chairperson or upon the written request of three Board members with 72 hours advance notice. An attempt will be made to notify all Board members in writing, electronic mail, or by telephone call within the 72 hour period. Notification will include the time, place, and purpose of the special meeting. No business other than that stated shall be conducted at a special meeting.

Section 3. The quorum for all Board meetings shall be one-half (7) of its members including the Chairperson or Vice-Chairperson.

Section 4. The Executive Committee shall meet as necessary, to be determined by the Chairperson or by request of the full Board.

Section 5. The quorum for all Executive Committee meetings shall be three (3) members.

Section 6. All Board meetings are public meetings. The Chairperson shall determine, at his/her discretion whether public comment will be available at any Board meeting.

Section 7.

- a. Overview of Virtual Meetings: In general, meetings must be in-person and noticed properly under the Virginia Freedom of Information Act (FOIA). At the discretion of the Board Chairperson in consultation with the Executive Director, meetings of the board may be scheduled virtually during a state of emergency declared by the governor if it is unsafe or impractical for the board to meet in person. This applies to regular board meetings, special meetings, and committee meetings.
- b. Full Virtual Meetings: The board meeting would need to be scheduled, in advance, indicating that it is virtual and the reason for such meeting, with 72 hours notice to the public. The public shall be provided the link/call-in information. The virtual meeting shall be recorded and posted on the agency's website, or a verbatim transcript shall be posted.
- c. Hybrid Meetings in Person and Virtual: When a board member has a medical or personal emergency that prevents attendance, FOIA allows attendance by electronic means (phone or virtual). A quorum (seven members) of the board would need to be present in person and vote to allow the board member(s) to participate virtually during the meeting in question. The minutes should reflect why the board member(s) could not attend in person and where the board member is physically located during the meeting. The remote board member shall participate electronically in such a way that they can be heard and/or seen by all who are in attendance during the in-person meeting. Board members cannot regularly participate in this manner.

ARTICLE VIII – EXECUTIVE COMMITTEE

Section 1. The elected officers plus one member of the Board shall constitute the Executive Committee, of which the Chairperson and Secretary, shall be, respectively, Chairperson and Secretary. The fifth member of the Executive Committee shall be the immediate past Chairperson of the Board. If the immediate past Chairperson of the Board is unavailable to serve, the Chairperson shall appoint another member of the Board.

Section 2. It shall be the duty of the Executive Committee to conduct the necessary business of the Board between meetings. All action taken by the Committee shall be submitted to the full Board for ratification at the next regularly scheduled Board meeting.

Section 3. The Executive Committee shall conduct the annual evaluation of the Executive Director and be responsible for the annually renewable contract of the Executive Director.

ARTICLE IX – COMMITTEES

Section 1. The Board’s standing committees shall consist of the following: Executive; Finance; Personnel; and Program/Services. The Board’s Chairperson and the Executive Director shall serve as ex-officio members of all committees, except the Executive Committee where the Board Chairperson is a voting member. The Executive Director may assign senior management staff to serve each Board committee in an advisory and support role. Staff are not members of the committees.

Section 2. The Board shall establish ad hoc and advisory committees as necessary, to be nominated by the Board’s Chairperson and approved by Board vote. The Board Chairperson and Executive Director shall serve as ex-officio members on all such committees. Committees meet as needed when called by the Board Chairperson, Executive Director, or Committee Chair.

Standing Committees:

Executive Committee: See Article VIII.

Finance Committee: The Finance Committee advises the Board on matters of budget, the performance contract, monthly financial reporting, and capital expenditures. The Finance Committee recommends policies and procedures relative to financial management and fiscal responsibility.

Personnel Committee: The Personnel Committee is charged with the recommendation of policies and procedures that directly affect the Board and the personnel of the agency. This shall include, but is not limited to, policies guiding conflict of interest, ethics, employee grievance, salary scales, and leave time benefits. The committee shall serve in an advisory capacity for the Executive Director in dealing with high risk issues. The committee shall not engage in person-specific employment actions: hiring, firing, promotion, or demotion.

Program/Services Committee: The Program/Services committee shall be responsible for recommending program and service policies and procedures and submitting to the Board for approval. Division Directors from ID Services and MH/SA Services shall attend the meeting in an advisory/support role. Discussion will include program changes, special events, and new programs and services. All Board members will be encouraged to attend the Program/Services committee meeting when attendance at other committee meetings is not required to facilitate knowledge and education regarding Crossroad’s programs and services.

ARTICLE X – EXECUTIVE SESSION

Meetings of the Board shall be open to the public except when the Board adjourns to executive (closed) session by a majority vote of the Board. Such meetings shall be conducted in accordance with the Virginia Freedom of Information Act.

Each motion called for adjournment to an executive or closed meeting shall state specifically the purpose or purposes, as set forth in in Section 2.2-3711 of the Code of Virginia (2015).

Section 1. Pursuant to 2.2-3711 of the Virginia Code, public bodies may hold closed meetings for the following purposes: (relevant purposes listed, not all-inclusive)

1. Discussion, consideration, or interviews of prospective candidates for employment; assignment, appointment, promotion, performance, demotion, salaries, disciplining, or resignation of specific public officers, appointees, or employees of any public body.
2. Discussion or consideration of the acquisition of real property for a public purpose, or the disposition of publicly held real property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the public body.
3. The protection of privacy of individuals in personal matters not related to public business.
4. Discussion or consideration of the investment of public funds where competition or bargaining is involved, where, if made public initially, the financial interest of the governmental unit would be adversely affected.
5. Consultation with legal counsel and briefings by staff members or consultants pertaining to actual or probably litigation, where such consultation or briefing in open meeting would adversely affect the negotiating or litigating posture of the public body and consultation with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel.

Section 2. At the initiation of a closed session, the Board shall affirmatively vote during an open meeting on a motion that identifies the subject matter of the closed meeting; states the purpose of the closed meeting; and makes explicit reference to the statutory exemption relied on to close the meeting.

Section 3. At the end of the closed meeting, the Board shall reconvene in an open meeting and take a roll call vote certifying that only exempt matters declared in the previous motion were discussed in the closed session.

Section 4. No resolution, ordinance, rule, contract, regulation, or motion adopted, passed, or agreed to in an executive or closed session shall become effective unless the Board reconvenes in open session and takes a vote of the members of the Board on any action adopted, passed, or agreed to in executive or closed session. Minutes of executive or closed sessions are not required.

ARTICLE XI – PROCEDURE

Section 1. Roberts Rules of Order, revised, shall govern the Board in procedural matters in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

ARTICLE XII – AMENDMENT

Section 1. These By-Laws may be amended at any regular meeting of the Board by a vote of two-thirds of the membership, excluding vacancies; notice having been submitted in writing two (2) weeks prior to the meeting.

Effective 09/01/89, Revised 1997, Revised 09/1999, 01/2003, 01/2006, 02/2006, 11/2011, 11/2016, 6/2021, TBD