



“Tropical Texas Behavioral Health improves the lives of people with behavioral health needs through the efficient and effective provision of quality services delivered with respect, dignity, cultural sensitivity, and a focus on recovery.”

ARTICLE I. – AUTHORITY

A. Act of Law

The Center was created and established pursuant to *Vernon's Annotated Statutes, Part I. Health and Safety Code – Title 1. Mental Health and Mental Retardation, Chapter 534. Community Services*, as may hereafter be amended.

B. Sponsoring Agencies

The Center was established as a result of House Bill 3, enacted in 1967, that called for the creation of community mental health and mental retardation centers to provide a continuum of services for individuals with mental illness or mental retardation. The Center was originally founded in 1967, under the name of Hidalgo County Mental Health and Mental Retardation Center. In 1974, due to the increased need for behavioral health care services in the Rio Grande Valley, the Cameron County Commissioner's Court and the Willacy County Hospital District formed an agreement with the Hidalgo County Commissioner's Court in which the Hidalgo County Mental Health and Mental Retardation Center was dissolved and replaced with the Tropical Texas Center for Mental Health and Mental Retardation, which changed to Tropical Texas Behavioral Health in September of 2006. Through this agreement, the Center's service area was expanded to include Cameron, Hidalgo and Willacy Counties.

Board Members serve as volunteers and as such are prohibited from receiving any compensation, loan or other financial interest with the exception of reimbursement of travel expenses related to performance of board duties.

C. Name

The official name of the organization shall be Tropical Texas Behavioral Health, hereinafter referred to as "Center."

D. Mission/Purpose

Tropical Texas Behavioral Health improves the lives of people with behavioral health needs through the efficient and effective provision of quality services delivered with respect, dignity, cultural sensitivity, and a focus on recovery.

E. Principle Office

The principle office for the Center shall be located in Edinburg, County of Hidalgo, State of Texas. Other offices for the provision of services and the transaction of business shall be located at such places, as the Center's Board shall, from time to time, determine.

F. Fiscal Year

The fiscal year shall commence on the first day of September in each year and end on the last day of August of the following year.

G. Audit

The Center's financial statements shall be audited once a year by an independent, external accounting firm selected by the Board. An audit report shall be submitted to the Board in accordance with contractual regulations and/ or all applicable state and federal regulations.

ARTICLE II. – BOARD OF TRUSTEES

A. Representation

The Board of Trustees shall be composed of nine (9) members appointed by the Appointing Authorities. The Cameron County Commissioner's Court shall appoint three (3) Trustees; the Hidalgo County Commissioner's Court shall appoint five (5) Trustees; and, the Willacy County Hospital District shall appoint one (1) Trustee.

B. Qualifications

Members of the Board of Trustees must meet the following qualifications:

1. A member must be a qualified voter who resides in the region to be served by the center.
2. A member must meet statutory prohibitions concerning conflicts of interest between the board member (or spouse) and the Center.
3. A member must comply with statutory nepotism prohibitions concerning Center employment of relatives of the board member.
4. A member must meet all qualification requirements of his/her Appointing Authority as prescribed in the Inter-local Agreement and any corresponding policy and procedures of such Appointing Authority for the appointment and removal of members to the Board of Trustees.
5. The Board of Trustees shall continue to reflect the cultural diversity of the area.

C. Terms of Office

1. Trustees shall serve a two-year term from the date of appointment and/or until his/her successor is appointed and qualified.
2. The Appointing Authorities originally created staggered terms of office. Trustees holding Place 1, Place 3, Place 6, and Place 7, shall be appointed for terms beginning on September 1st of each even-numbered year. Trustees holding Place 2, Place 4, Place 5, Place 8, and Place 9, shall be appointed for terms beginning on September 1st of each odd-numbered year.

3. Trustees shall not serve more than four (4) consecutive and complete two-year terms (8 years) pursuant to the Inter-local Agreement of the Appointing Authorities.
4. By action, the Board of Trustees may waive the term limitations above for individual Trustees upon making a finding that such a waiver would be in the best interests of the Center.

D. Vacancies

1. Trustees

- a. A vacancy on the Board of Trustees shall exist upon the death, removal or resignation of a trustee.
- b. A resignation occurs when a Trustee submits in writing, to the chairperson, secretary or Appointing Authority his/her resignation. This resignation is effective upon receipt.
- c. A removal occurs upon the action of the Appointing Authority.
- d. Upon a vacancy, the Board of Trustees shall notify the respective Appointing Authority of the vacancy.
- e. A vacancy on the Board shall be filled by the appointment of a qualified person by the respective Appointing Authority for the remainder of the unexpired term.
- f. Vacancies shall be filled in accordance with the Appointing Authority's Inter-local Agreement and any corresponding policies and procedures for the appointment of members to the Board of Trustees.

2. Officers

- a. An officer may resign his/her position as an officer and still retain his/her position as a Board Trustee.
- b. A vacancy in office can be filled by election through a special election, to be held at the next regularly scheduled or specially called meeting of the Board of Trustees.

E. Removal and Recommendation for Removal of a Member of the Board of Trustees

1. The members of the Board of Trustees may be removed by the Appointing Authority at any time and without cause.

2. The Board of Trustees **may** vote to recommend the removal of any Trustee to the respective Appointing Authority for any of the following grounds:
 - a. A violation of any of the provisions of these Board-By-Laws or Policies of the Board of Trustees; or,
 - b. A finding by the Appointing Authority and/or Board of Trustees, that a Trustee's conduct or inaction is found to be detrimental to the Center, its clients or other stakeholders.
3. The Board of Trustees **shall** vote to recommend the removal of any Trustee to the respective Appointing Authority for any of the following grounds:
 - a. a finding by a court of competent jurisdiction that a Trustee is legally incapacitated;
 - b. a finding by the Board that a Trustee has missed more than three (3) consecutive regularly called meetings or more than five (5) meetings within the preceding twelve (12) months (this includes special called/emergency meetings, subcommittee meetings, etc.); or,
 - c. a finding by the Board that a Trustee ceases to be qualified for membership as defined under statute.
4. Upon majority vote of the Board, as set out in Sections E2 and E3 from above, a recommendation for removal of a Trustee must be made in writing to the Appointing Authority by the Chairperson of the Board, or the next officer in line, if the affected member is the Chairperson.

F. **Orientation and Training**

1. Before assuming office as a member of the Board of Trustees, an individual must attend at least one orientation session administered by the Center's professional staff concerning the Center's programs and budget (including fiscal audit), legal requirements and any ethics policies adopted by the Board.
2. After assuming office, a member of the Board of Trustees shall attend an annual training program established by the Texas Department of Health and Human Services and administered by the Center's professional staff, including legal counsel.
3. Not later than the date of appointment to the Board of Trustees, and annually thereafter, a Trustee shall execute and file with the Center an affidavit acknowledging that s/he has read the legal requirements for qualification, conflict of interest, corporate compliance acknowledgement form, and removal prescribed by the Health and Safety Code, Chapter 534.

G. General Functions of Governance

The members of the Board of Trustees are responsible for general functions of governance including, but not limited to, the following:

1. determining the Center's Vision, Mission and Values;
2. formulating broad policy to ensure the effective and fiscally responsible administration of the Center and holds the CEO responsible for the Center Policies and Procedures, as well as Center Operations;
3. developing policies consistent with contractual rules, regulations, standards and laws;
4. employing a CEO to manage the operations of the Center. (The Board's duties in this regard include: recruitment, selection, compensation, evaluation and replacement, when necessary);
5. providing ongoing support and guidance to the CEO;
6. efficiently promoting quality behavioral healthcare to meet the unique needs of the people served;
7. promoting public trust and enhancing the Center's public image;
8. ensuring the creation and application of competitive bidding procedures and practices in accordance with contracts, regulations, and state laws;
9. establishing the overall number of full time equivalents (FTEs) and salary budget for the Center;
10. providing reports to the Center's Appointing Authorities as needed or as otherwise required by contract, state laws or regulations;
11. requesting funds for support and/or in-kind assistance from the Center's Appointing Authorities as needed or as otherwise required by law;
12. abiding by the Board of Trustees' adopted Code of Ethics and all Policies of the Board;
13. upholding their fiduciary duties of care, loyalty, and trustworthiness; acting in good faith, free of prejudice or malice

H. Meeting Functions

The members of the Board of Trustees are responsible for meeting functions, including, but not limited to, the following:

1. Adopting rules to govern Board meetings in compliance with the *Texas Open Meetings Act*.
2. Conducting all meetings in a manner consistent with the adopted Bylaws and Policies of the Board of Trustees and standard parliamentary procedures such as *Robert's Rules of Order, Revised*.
3. Keeping appropriate records of meetings and sending to the State and the Appointing Authorities, a copy of the approved minutes of each meeting when requested.

ARTICLE III. – OFFICERS OF THE BOARD

A. Officers

The officers of the Board shall be composed of the Chairperson, Vice-chairperson, Secretary and such other officer as elected by the Board of Trustees, if any.

B. Chairperson

The chairperson is charged with the following duties and roles, including but not limited to:

1. being a spokesperson and public representative of the Center and the Board;
2. presiding over all Board meetings and calling special Board meetings as required, and in a manner consistent with these Bylaws;
3. serving as a member of the Board's Executive Committee; and,
4. performing any other necessary functions as assigned by the Board of Trustees.

C. Vice-chairperson

The Vice-chairperson is charged with the following duties and roles including, but not limited to:

1. performing all duties of the chairperson in the absence, inability, or upon refusal to act, of the Chairperson;
2. serving as a member of the Board's Executive Committee; and,

3. performing any other necessary functions as assigned by the Board of Trustees.

D. Secretary

The secretary is charged with the following duties including, but not limited to:

1. keeping and or causing to be kept, the minutes of the Board, and serving as a member of the Board's Executive Committee;
2. performing all the duties of the Vice-chairperson in the absence, inability, or upon refusal to act, of the Vice-chairperson; and,
3. performing any other necessary functions as assigned by the Board of Trustees.

E. Elections

1. Election of officers shall occur at the first board meeting following September 30th of every other year.
2. Each officer shall hold office for a two (2) year term or until a successor is properly elected.
3. Officers shall not serve more than two (2) consecutive and complete two-year terms in the same office.
4. A special election can be called if approved by a quorum of the Board. The terms of such specially elected officers will then coincide and terminate with the terms of the prior officeholders.
5. The election of officers will be held through secret written ballots, in which the Chairperson shall have a vote, unless a Board Member makes a motion to elect by acclamation and the motion passes.
6. In the election of officers, a majority vote of the current Board of Trustee members in attendance shall be required to fill an elected position. In the event of a tie vote, the voting process will be repeated up to three (3) consecutive times. In the event that the three (3) consecutive votes result in a tie vote, the officer will be selected by lot.

ARTICLE IV. – MEETINGS OF THE BOARD OF TRUSTEES

a.i.A. Notice of Meetings

1. Notice to the public of the date, hour, place and subject(s) of all meetings, excluding emergency meetings, shall be posted, for at least 72 hours before the scheduled time of the meeting.

- a. The notice will be posted at a place convenient to the public, at the venue of the Appointing Authorities, and other places as may be deemed appropriate by the Board.
 - b. The notice will also be posted at a place convenient to the public, in the Center's clinics in Edinburg, Weslaco, Brownsville, and Harlingen Texas.
2. Notice of emergency meetings and / or supplemental notice of subjects added to a meeting after the initial posting will be posted in accordance with the *Texas Open Meetings Act*.

B. Quorum and Voting

- 1. A quorum of the board is considered to exist by the presence of fifty percent (50%) or more of the filled board positions at a meeting.
- 2. A quorum of the Board Members shall be in attendance at any meeting for the transaction of business.
- 3. A quorum of the current Board Members shall be present before the chairperson calls any meeting to order.
- 4. Majority votes by a Board quorum constitute action by the entire Board of Trustees, with the exception of the following that shall require a two-thirds affirmative vote of the filled board positions:
 - a. The sale or purchase of any item for more than two hundred fifty thousand dollars.
 - b. Expenditure of over one million dollars for any one item.
 - c. Non-renewal or termination of the CEO contract
- 5. After a quorum is established for a meeting, the meeting shall be adjourned if the number of Board Members present becomes less than four (4).

C. Agendas

- 1. The CEO and Board Chair will develop and provide agendas for Board meetings subject to approval by the Board Chairperson.
- 2. Members of the Board of Trustees can place items on the agenda which have not been approved by the Board Chairperson through a written request signed by at least two (2) other Board members. The written request must be received by the CEO at least ten (10) working days before the scheduled meeting day.

3. The Center's professional staff develop the meeting materials and the CEO's administrative assistant distributes the meeting materials prior to the board meeting.
4. The Public Notice of the Board Meeting is posted at least 72 hours in advance of meeting in accordance with the Texas Open Meetings Act.

D. **Regular Meetings**

1. All regular meetings shall be held in accordance with the *Texas Open Meetings Act*.
2. The Board of Trustees shall hold a sufficient number of regular meetings each fiscal year to conduct all necessary business as determined by the Board, and in accordance with all applicable statutes and regulations. Meetings shall be conducted in accordance with the requirements of the Texas Open Meetings Act, and shall utilize parliamentary procedures generally applicable to the governing bodies of the Texas local governments.
3. Regular Board meetings shall be held at a time and location designated by the Board of Trustees.

E. **Special and Emergency Meetings**

1. All special and emergency meetings will be conducted in accordance with the Texas Open Meetings Act.
2. Special meetings may be called by the Chairperson at his/her own initiative or must be called by the Chairperson upon receipt of a written request from three (3) or more Trustees.

F. **Executive Session**

Any executive sessions of the Board shall be held pursuant to the Texas Open Meetings Act and other applicable laws.

ARTICLE V. COMMITTEES OF THE BOARD

A. **Establishment of Committees**

The Board may appoint committees to advise them. Each committee must consist of at least three members.

A.1. Standing Committees

- a. The Standing Committee of the Board of Trustees is the Executive Committee.
 - b. The Board of Trustees may create any other standing committee as the Board deems necessary and appropriate.
2. Special Committees

The Board of Trustees may create Advisory committees, as deemed necessary and appropriate, to advise the Board, as authorized by law. The Chairperson shall appoint the members of all Advisory committees.

B. Powers and Authority of Committees

1. The appointment of a committee shall not relieve the Board of Trustees of its responsibility and accountability as delineated in the Health & Safety Code, Chapter 534.
2. With the exception of the Executive Committee, committee acts shall not be effective or binding unless ratified by the Board.
3. Each committee shall maintain a record of its proceedings, in accordance with the *Texas Open Meetings Act*.

C. Executive Committee

1. The Executive Committee shall be composed of all officers elected by the Board of Trustees.
2. The Chairperson shall preside at Executive Committee Meetings and shall call meetings as deemed necessary, in accordance with the *Texas Open Meetings Act*.
3. All activities of the Executive Committee shall be reported at the next meeting of the Board of Trustees.

ARTICLE VI – OPERATIONS

A. Chief Executive Officer

1. The Board shall employ a Chief Executive Officer (CEO) who shall serve as the chief administrator of the Center.
2. The CEO shall perform the duties delegated by the Board of Trustees including, but not limited to, those functions set out in his/her employment contract, job description and Board Policies.

ARTICLE VII. – PROCEDURE

A. Ethical Standards

1. Conflicts of Interest

- a. Board of Trustee members must attempt to avoid any conflicts of interests. Basic principles for avoiding any conflicts of interest include, but are not limited to, the following:

1. Trustees may serve on other Boards separate and apart from Tropical Texas Behavioral Health. Such service is not considered a conflict of interest, per se. While serving on any other Boards, Trustees should abstain from voting on any matter which directly or indirectly relates to contracts or reimbursement to or from the Center or any matter which relates to interrelated issues of the two boards. Such abstentions should be duly noted in the Board Minutes.
2. A Trustee shall abstain from a Board decision to contract with any entity having on its Board a person related in the first degree by consanguinity (blood) or affinity (marriage) to a member of the Board of Trustees of the Center.
3. A Trustee shall not act as surety for a business entity that has work, business, or a contract with the Center, pursuant to section 171.003 of the Texas Local Government Code.
4. A Trustee shall not act as surety on an official bond required of an officer of the Center, pursuant to section 171.003 of the Texas Local Government Code.
5. A Trustee shall not rely on official information to acquire or assist another person in acquiring any financial interest in any transaction that may be affected by the information (Section 39.03 Texas Penal Code).
6. A Trustee shall not speculate or assist another person in speculating on the basis of official information.

2. Nepotism

- a. No member of the Board of Trustees shall appoint, vote for, or confirm the appointment of any person related to himself or herself, or to any other member of the Board, by affinity (marriage) within the second degree or

by consanguinity (blood) within the third degree, to any office or position of employment with the Center paid for directly or indirectly from public funds (Section 534.0065 Health and Safety Code), or in accordance with the common law of the State of Texas.

- b. An employee of the Center who is related to a member of the Board of Trustees in a prohibited manner as described above may continue to be employed if he or she was employed by the Center at least 30 days prior to the appointment of the member of Board. If the individual has been employed by the Center for less than 30 days after his or her relative is appointed to the Board, either the employee or the member of the Board of Trustees must resign.
- c. When a relative of a member of the Board of Trustees is allowed to continue employment within the provisions outlined above, the related member of the Board must not participate in deliberating or voting on any issues specific to that employee unless such issues affect an entire class or category of employees.

B. Code of Ethics Affidavit

Each member of the Board of Trustees shall execute, on or before their first meeting, a Code of Ethics Affidavit in accordance with the Board Policies.

C. Policies

- 1. With the advice and assistance of Center Staff, the Board of Trustees shall develop and adopt “Board Policies” to govern the functions of the Board of Trustees.
- 2. The Board Policies shall be promulgated, amended and repealed by a majority vote of the Board.
- 3. The Board of Trustee Bylaws shall control in the event of any conflict with the Board Policies or other Center operation policies and procedures.

D. Indemnification

The Center shall indemnify, to the full extent permitted by law, any present or former member or members of the Board of Trustees and any Executive Staff (including, but not limited to, the Chief Executive Officer and the Chief Financial Officer), any and all reasonable costs, expenses, attorney’s fees, and/or judgments incurred in connection with any act or omission of the individual which was in any way related to the individual’s office, employment or contractual performance for the Center, regardless of whether the act or omission was performed for compensation, if the act or omission of the individual was made in good faith and with the belief that it was lawful.

E. **Promulgation, Amendment and Repeal**

1. The Board of Trustees shall, from time to time, review and amend these Bylaws, as necessary.
2. The CEO and Center Staff shall, from time to time, review the Board Bylaws and the CEO shall suggest such amendments as s/he deems appropriate.
3. Any proposed changes to the Bylaws shall be presented in written form at a regular or called meeting of the Board of Trustees.
4. All changes to the Bylaws will become effective 30 days after approval.
5. Any changes to the Bylaws shall be adopted only by an affirmative vote of not less than five (5) members of the Board of Trustees.

F. **Dissolution**

Upon dissolution of the Center, the Center shall satisfy its debts and bond obligations, if any, in such manner as to protect the interests of the citizens in the Appointing Authorities respective areas, including the citizens' collective property rights in the assets and property of the Center. After such satisfaction, any and all assets, of both real and personal nature, shall revert to the Appointing Authorities for exclusive public use or other charitable purposes.

The Center is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the Center, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

I. **Adoption**

The Board of Trustees, having revised and approved these Bylaws, in accordance with previously existing Bylaws, do hereby adopt by Resolution and agree to abide by the principles in this document.