



## **AMENDED AND RESTATED BYLAWS OF REGION 5 SYSTEMS**

### **ARTICLE I – NAME**

#### **Section 1. Name**

The governing board of Region 5 Systems shall hereinafter be referred to as the “Regional Governing Board (RGB).”

### **ARTICLE II - PURPOSE, AUTHORITY, POWERS, AND DUTIES**

#### **Section 1. Purpose—§71-809**

The purpose of the RGB is to assure the provision of coordinated and comprehensive behavioral health services to eligible persons within the Region 5 catchment area, which consists of the following counties: Butler, Fillmore, Gage, Jefferson, Johnson, Lancaster, Nemaha, Otoe, Pawnee, Polk, Richardson, Saline, Saunders, Seward, Thayer, and York counties.

#### **Section 2. Authority**

The RGB is established in accordance with the Nebraska Behavioral Health Services Act, (§71-801 to 71-818) acting under the provisions of the Interlocal Cooperation Act (§13-801 et seq., R.R.S., 1943, as amended) and Neb. Rev. Stat. §23-104.01. The Amended and Restated Agreement for the Formation of the Region V Community Human Services Program and Region 5 Systems entered into by the parties is hereinafter referred to as the (“Interlocal Agreement”).

#### **Section 3. Powers and Duties —§§71-808 and 71-809**

The RGB shall be responsible for the development and coordination of publicly funded behavioral health services within Region 5 Systems’ catchment area described in Article II, Section 1. The roles and responsibilities of the RGB shall include but not be limited to:

- 1) Appoint a Regional Administrator who shall be responsible for the administration and management of the Regional Behavioral Health Authority.

- 2) Encourage and facilitate the involvement of consumers in all aspects of service planning and delivery within the Region and shall coordinate such activities with the Office of Consumer Affairs within the Division of Behavioral Health.
- 3) Establish and utilize a regional advisory committee, consisting of consumers, providers, and other interested parties, and establish and utilize such other task forces, subcommittees, or other committees as it deems necessary to carry out its duties under §71-808. The RGB's regional advisory committee shall be known as the "Behavioral Health Advisory Committee" (BHAC).
- 4) Integrate and coordinate the public behavioral health system within the Region.
- 5) Conduct comprehensive planning for the provision of an appropriate array of community-based behavioral health services and continuum of care for the Region.
- 6) Submit for approval by the Division an annual budget and proposed plan for the funding and administration of publicly funded behavioral health services within the Region. Regularly monitor the utilization of this annual budget and proposed plan for funding.
- 7) Submit annual reports and other reports as required by the Division.
- 8) Initiate and oversee contracts for the provision of publicly funded behavioral health services.
- 9) Coordinate with the Division in conducting audits of publicly funded behavioral health programs and services.
- 10) Comply with all applicable rules and regulations of the Department of Health and Human Services.
- 11) Exercise and enforce all other powers necessary, convenient, or proper to carry out or implement the plans, programs, powers, duties and responsibilities established by the RGB and by current state of Nebraska statutes in effect and amendments thereto.
- 12) Contract for professional and contractual services and for the purchase, rental, or lease of such real, personal, or other property as shall be necessary or desirable for the effective operation of Region 5 Systems.
- 13) Do everything necessary, proper, advisable, or convenient for the operation of Region 5 Systems, subject to the Interlocal Agreement and applicable law.
- 14) Do all other things incidental thereto or connected therewith which are not forbidden by the laws of the United States, the state of Nebraska, or the Interlocal Agreement.

**Section 4. Miscellaneous Responsibilities**

- 1) The RGB and Regional Administrator shall comply with all federal, state, and local laws governing equal opportunity and non-discrimination, to the end that no person shall, on the grounds of race, color, religion, national origin, sex (including pregnancy, childbirth {and related medical conditions}, sexual orientation, or gender identity), age (40 and older), disability, genetic information, marital or family status, status as a covered veteran, political beliefs, or other factors which cannot be lawfully used as the basis for employment decisions, be excluded from participation in, be denied the benefits of, or be otherwise subjected to discrimination under any program, nor shall any applicant or employee be subjected to discrimination in the terms, conditions, or privileges of employment.
- 2) At each regularly scheduled meeting, the RGB shall approve a report of the financial operations, income, expenditures, and balances, reconciled within the last 60 days, as prepared by Region 5 Systems in accordance with Generally Accepted Accounting Principles (GAAP). The RGB shall account for all sources and expenditure of funds as submitted in said reports.
- 3) Individual members of the RGB may not communicate on behalf of the RGB without specific authorization, granted by a majority vote of the RGB at a publicly held meeting. It is the responsibility of the RGB members speaking out as individuals on behavioral health issues to clarify that they are not speaking in their official capacity as representatives of the RGB. The RGB is non-partisan and shall not support or oppose any candidates for elective or appointive public office.

Notwithstanding the foregoing, upon the Regional Administrator's periodic request, individual RGB members are hereby authorized to communicate with and to third parties to the extent necessary or desirable to adequately serve the legislative intent of Region 5 Systems or the RGB.

## **ARTICLE III - MEMBERSHIP**

**Section 1. RGB Configuration—§71-808**

The membership of the RGB shall consist of one regular member from each of the sixteen (16) county boards who are parties to the Interlocal Agreement.

**Section 2. Appointments—§71-808**

Each party to the Interlocal Agreement shall select a single county board representative to serve as a member of the RGB.

**Section 3. Terms of Office—§71-808**

Regular RGB members may serve on the RGB for the entirety of their service with their respective county board (also see Article III, Section 5, Replacement).

**Section 4. Alternate**

Each party to the Interlocal Agreement may appoint an alternate county board member who shall act as a member of the RGB when the regular member is unable to attend the meetings. The term of an alternate member shall be the same as the regular RGB member.

**Section 5.      Replacement**

When notice has been given to Region 5 Systems that an RGB member has vacated his/her county board seat or his or her term has expired, either regular or alternate, the respective party to the Interlocal Agreement (county board) shall appoint a replacement member to the RGB within thirty (30) days of such notification. The term of a replacement or alternate member shall be the same as the outgoing RGB member, except in the case when the outgoing RGB member is serving as an officer of the RGB Executive Committee. In the latter situation, the vacant officer position will be placed on the next available RGB agenda for a motion to approve an interim officer who shall serve in such capacity until the next regularly scheduled meeting at which officer elections are held.

**Section 6.      Termination**

In the event a party to the Interlocal Agreement withdraws from the Interlocal Agreement in accordance therewith, such individual representing his/her county board shall be immediately terminated as an RGB member. A withdrawn county may be reinstated to the Interlocal Agreement in accordance therewith.

**Section 7.      Compensation—§71-808**

The members of the RGB shall serve without compensation but shall be reimbursed for their actual and necessary expenses incurred in attending meetings or in the discharge of any duty assigned to them by the RGB as provided in sections 81-1174 to 81-1177. RGB members shall not seek nor receive loans of any type using Region 5 Systems funds. Stock ownership privileges are not applicable to the organization or its RGB members.

## **ARTICLE IV - MEETINGS**

**Section 1.      Meeting Schedule and Notice of Meetings**

Annually, the RGB shall vote to approve a meeting schedule, including time and place, for the upcoming fiscal year. Thereafter, all regular RGB members will be given reasonable advance notice of the date, time, and place of each scheduled meeting.

Except as otherwise directed in Article IV, Section 2., adjustments to the annual schedule may be made by a majority vote of the RGB.

**Section 2.      Notice of Emergency or Special Meeting**

In the case of an emergency meeting, reasonable efforts will be made to give notice to all regular RGB members at least 24 hours in advance, unless no notice would be required under the Open Meetings Act. The Chairperson or Regional Administrator may call an emergency meeting of the RGB.

The Chairperson of the RGB, or any three regular RGB members, may call a special meeting upon 10 calendar days' notice to each regular member.

**Section 3.      Nebraska Open Meetings Act**

All meetings of the RGB shall be held in accordance with the Nebraska Open Meetings Act (Neb. Rev. Stat. §84-1407 through §84-1414), as applicable and amended from time to time.

**Section 4. Quorum**

A quorum shall be defined as nine (9) members.

**Section 5. Authority**

The RGB shall act by motion in all matters under consideration for approval at any regular, special, or emergency meeting, at which a quorum is present. Except when a greater vote is expressly required by law or these Bylaws, the act of the majority of the RGB members present at a meeting at which a quorum is present shall be the act of the RGB.

**Section 6. Public Comment**

Public comment will be accepted at RGB meetings in accordance with the Nebraska Open Meetings Act, Neb. Rev. Stat. §84-1407 through §84-1414.

**Section 7. Voting Eligibility**

The RGB member from each county board of the Interlocal Agreement (regular or alternate) may vote upon formal motion at any regular, special, or emergency RGB meeting. Each RGB member (regular or alternate) in attendance at such meeting shall have one vote. RGB members' eligibility to vote shall be subject to compliance with provisions of the Interlocal Agreement.

**Section 8. Recording Meetings and Minutes**

RGB meetings shall be recorded by means of audio recordings and written minutes, in accordance with the following retention practices:

- 1) Audio recordings shall be retained for 7 years from the date of the RGB meeting and deleted thereafter.
- 2) Transcribed minutes, in hard copy form, shall be retained for 7 years from the date of the RGB meeting; electronic format shall be perpetually retained from the date of the RGB meeting.
- 3) In accordance with the Nebraska Open Meetings Act, Neb. Rev. Stat. §84-1410, discussions that take place in Closed Session shall not be recorded, either in audio or transcribed meeting minutes form.

## **ARTICLE V – EXECUTIVE COMMITTEE**

**Section 1. Purpose**

The Executive Committee shall serve on behalf of the full RGB for the following purposes:

- 1) Oversight of Regional Administrator, including:
  - Consultation and guidance as needed.
  - Annual performance evaluation and compensation recommendation.
- 2) Regional Administrator Succession Plan, including:
  - Annual review of Plan.
  - Implementation of the Plan as applicable.
  - Oversight of the Acting Regional Administrator.
- 3) As a communication liaison with Region 5 Systems' management.

- 4) Annual review of:
  - RGB Bylaws
  - Governance Policy
  - Strategic Plan
  - Compensation strategy matters
- 5) Agenda items that may require immediate attention.
- 6) The RGB Chair shall be the first line of authority to execute documents on behalf of the full RGB. In the Chair's absence, any member of the Executive Committee shall have the authority to execute same documents.
- 7) Personnel-related policy review that requires formal approval by the RGB.
- 8) Corporate Compliance Program matters.
- 9) Any other matters as directed by the full RGB.

**Section 2. Authority**

The Executive Committee shall have the authority to review and discuss such matters as described in Article V., Section 1. For those matters requiring a change in policies, plans, and/or formal action to be taken, the Executive Committee shall provide a recommendation for action to the full RGB who shall have the sole power and authority to act on said recommendations.

The Executive Committee shall not be allowed to make decisions independent of the full RGB except as identified below or except as otherwise stated in these Bylaws:

- 1) Implementation of the Regional Administrator Succession Plan (see current Plan on file).
- 2) Matters requiring immediate action as advised by legal counsel.

**Section 3. Executive Committee Officers**

These officers constitute the Executive Committee of the RGB to fulfill all roles and responsibilities as defined in Article V., Section 1. The Executive Committee officers shall also serve in a succession capacity as follows:

- 1) Chairperson: It shall be the duty of the Chairperson to preside at all meetings of the RGB, maintain general supervision over the conduct of the affairs of Region 5 Systems, and perform such duties as are ordinarily incumbent to the said office.
- 2) Vice Chairperson: It shall be the duty of the Vice Chairperson to advise and assist the Chairperson in the general supervision of Region 5 Systems and to assume the duties of the Chairperson in case of the Chairperson's absence or disability.

- 3) Officers at Large: It shall be the duty of an Officer at Large to assume the duties of the Vice Chairperson in the case of the Vice Chairperson's absence or disability, or if the Vice Chairperson temporarily assumes the duties of the Chairperson. The fulfillment of these duties shall be by mutual agreement between the two Officers at Large.

**Section 4. Officer Elections**

Annually, the RGB shall elect officer positions for Chairperson, Vice Chairperson, and two Officers at Large from among the regular members of the RGB.

**Section 5. Officer Terms of Service**

Executive Committee members shall serve a term of one year and are eligible to serve unlimited consecutive terms during their membership on the full RGB, contingent upon formal re-election each year.

**Section 6. Notice of Executive Committee Meetings**

All RGB members shall be given notice that an Executive Committee meeting has been scheduled. No member shall be excluded from attending an Executive Committee meeting.

## **ARTICLE VI – BHAC REPRESENTATIVE**

**Section 1. Purpose**

The RGB member who is elected as the BHAC representative shall serve on behalf of the full RGB for the following purposes:

- 1) Attend all regularly scheduled BHAC meetings.
- 2) Serve as a liaison between the RGB and BHAC.
- 3) Any other matters as directed by the full RGB.

**Section 2. Membership**

Annually, the BHAC representative shall be elected from the RGB members at large, who shall serve a term of one year. The member elected to this role is eligible to serve unlimited consecutive terms during his/her membership on the full RGB and must be formally re-elected each year.

**Section 3. Authority**

The BHAC representative shall have the authority to review and discuss such matters as described in Article VI, Section 1., providing subsequent recommendations to the full RGB who shall have the sole power and authority to act on said recommendations. The BHAC representative shall not be allowed to make decisions independent of the full RGB.

## **ARTICLE VII – APPORTIONMENT OF COSTS**

### **Section 1. Financial Responsibilities**

#### **Statute §71-808**

Each county in a behavioral health region shall provide funding for the operation of the behavioral health authority and for the provision of behavioral health services in the region. The total amount of funding provided by counties shall be equal to one dollar for every three dollars from the General Fund. The Division of Behavioral Health shall annually certify the total amount of county matching funds to be provided. At least forty percent of such amount shall consist of local and county tax revenue, and the remainder shall consist of other nonfederal sources. The RGB of each behavioral health authority, in consultation with all counties in the region, shall determine the amount of funding to be provided by each county.

#### **Interlocal Agreement**

The RGB shall adopt a budget for each fiscal year in accordance with Neb. Rev. Stat. § 71-808(3), Region 5 Systems' Bylaws, and the following provisions:

- (a) The fiscal year of Region 5 Systems shall be the same as the fiscal year of the counties, as provided by law; and
- (b) Each county's share of the budget shall be calculated by multiplying the total budget by the percentage equal to each county's population divided by the aggregate population of all counties which are parties to the Interlocal Agreement; and
- (c) Region 5 Systems shall prepare and deliver a statement to each county of the amount owed by the counties. Each county, on or before September 1st of the fiscal year in which the appropriations are made for the use of Region 5 Systems, shall pay at least one-fourth (1/4) of its share of the total appropriation into the Region 5 Systems fund, and shall pay at least one-third (1/3) of the remainder of such appropriation before the first (1<sup>st</sup>) day of each October, January, and April of the applicable fiscal year.

#### **Requests for Additional County Match**

When developing the annual budget for the Regional System of Care, Region 5 Systems, in its capacity as the Regional Behavioral Health Authority, may request funding above the minimum required county match ("Additional Funding Notice") if it is deemed necessary to sustain support for the provision of behavioral health services in the Region. Region 5 Systems shall present the Additional Funding Notice, if any, to the RGB. Thereafter, the Additional Funding Notice, together with a written form of certification, will be sent to the respective county clerk and RGB member requesting that the matter be placed on the next county board meeting agenda (subject to Open Meetings Act requirements) to approve or disapprove the Additional Funding Notice. The county will be asked to return the written certification attesting to the results of the vote within 30 days following the date of the RGB meeting when the Additional Funding Notice was presented.



## **ARTICLE VIII – AMENDMENTS TO THE BYLAWS**

### **Section 1. Amendments or Revisions**

These Bylaws may be amended or revised. An amendment or revision shall take effect when the RGB, at any regular or special meeting, adopts the amendment or revision, by at least two-thirds majority vote of eligible members. Said amendments or revisions shall be recorded in the RGB's meeting minutes. Proposed amendments or revisions shall be presented in writing to the RGB at least ten (10) calendar days prior to the date of the meeting. Such notice shall contain the general nature of the amendment or revision to be voted upon.

## **ARTICLE IX – EFFECTIVE DATE OF BYLAWS**

These Bylaws shall supersede the amended Bylaws adopted June 10, 2019, and shall become effective as of May 12, 2025.

Voted on and approved by the RGB:

DocuSigned by: <i>Christa Yoakum</i> E417E869FA3446C...	5/12/2025
Chairperson, Region 5 Systems Governing Board	Date