

AMENDED AND RESTATED BY-LAWS
OF
THE ST. LOUIS MENTAL HEALTH BOARD AND
COMMUNITY CHILDREN'S FUND BOARD OF TRUSTEES

ADOPTED

November 16, 2006

ARTICLE I

Effective Date of By-Laws

The effective date of these Amended and Restated By-Laws shall be November 16, 2006 and shall supersede any other or prior By-Laws adopted by the Board of Trustees.

ARTICLE II

Name

The name of this organization shall be the St. Louis Mental Health Board. The Board of Trustees may conduct its mental health board activities and community children's services fund activities under the name "St. Louis Mental Health Board" or "Mental Health Board".

ARTICLE III

Purpose

The purposes for which this organization is established are:

Mental Health Board Activities:

- (a) Providing necessary funds to establish, operate, and maintain community mental health centers, mental health clinics, or any comprehensive mental health services; and
- (b) Providing funds to supplement existing funds for the operation and maintenance of community mental health centers, mental health clinic, or any comprehensive mental health services; and
- (c) Purchasing any of the comprehensive mental health services from community mental health centers, mental health clinics, and other public facilities or not-for-profit corporations which are designated by the department.

Community Services Children's Fund Activities:

To provide funds for counseling and related services to children and youth which will promote healthy lifestyles and strengthen families, as provided pursuant to Section 210.801 RSMo. 2004 as may be amended.

ARTICLE IV

Offices

The principal office of the organization shall be located at 333 S. 18th Street, Suite 200, St. Louis, Missouri, 63103, or at such other office or offices, as the purposes of the organization may require from time to time.

ARTICLE V

Board of Trustees of Mental Health Board; Trustees to Serve on Community Children's Services Fund

1. The Board of Trustees shall serve as the Trustees of the Mental Health Board and shall fulfill the duties and seek to provide the services as pursuant to Section 205.975, RSMo., et seq., 2004, as may be amended.
2. The Board of Trustees shall also serve as Trustees of the Community Children's Services Fund and shall fulfill the duties and seek to provide the services as pursuant to Section 210.860, RSMo., et seq., 2004, as may be amended.
3. The Board of Trustees to serve as the Mental Health Board and as over the Community Children's Services Fund shall be comprised, as determined by the Board of Trustees of not less than nine members, and not to exceed fifteen, appointed by the governing body of the City of St. Louis, Missouri.
4. At least one-half of the members of the Board of Trustees shall be individuals who are not providers of health services.
5. At least one member shall be a licensed physician.
6. No more than one-third of the members shall represent public or private entities involved in the provision of services as detailed in Section 205.975, RSMo., 2004, as may be amended. At least one-third of the members shall represent consumers of psychiatric services or the families of such consumers.
7. The members of the Board of Trustees shall be generally representative of the residents of the City of St. Louis, taking into consideration their employment, race, age, sex, and place of residence, and other demographic characteristics of the City of St. Louis.
8. The Board of Trustees shall serve as the policy making body, and responsible for the operations, of the St. Louis Mental Health Board and the Community Children's Services Fund.
9. The terms of office for members of the Board of Trustees shall be and remain as staggered terms after the initial terms determined by the governing body of the City of St. Louis. All terms for members of the Board of Trustees shall be for three years.
10. Any member of the Board of Trustees serving his or her term of office when such three-year term shall have expired, shall continue in office to serve as a member of the Board of Trustees until such time as such office shall be duly re-appointed. Provided, however, that any vacancy in the office of a member of the Board of Trustees, whether by reason of absence, illness, or death of a member, may be filled as provided for in State Statute.
11. The Board of Trustees shall be the policy making body of the St. Louis Mental Health Board and shall be responsible for overseeing its operations.

ARTICLE VI

Officers; Election and Installation Votes and Meetings

1. The officers of the Board of Trustees shall be a Chairman, Vice-Chairman, and Secretary/Treasurer, and
 - (a) Each of these offices shall be held for a term of one year.
 - (b) In the event that an officer cannot fulfill his or her term of office, the Board of Trustees shall elect a success officer to fill the remaining term.
2. A meeting shall be held in the month of March year at which the Nominating Committee, as provided for herein, shall present a slate of one or more candidates for each office. Further, nominations may be made from the floor. The election shall be by written ballot and a plurality vote of total Board of Trustee membership to elect. If there is but one candidate for an office, the election may be by voice vote.
3. A meeting shall be held in the month of April each year at which all officers of the Board of Trustees shall be installed into office.
4. The officers shall perform the duties usually pertaining to their respective offices, including, but not limited to, as follows:
 - (a) The Chairman shall preside at all meetings of the Board of Trustees, and shall sign any contracts or other instruments which the Board of Trustees have authorized to be executed, except in cases where the signing and execution thereof shall be expressly required by law or other regulation to be otherwise signed or executed; and in general, shall perform personally or through a designee all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Trustees from time to time.
 - (b) The Vice-Chairman shall, in the absence of the President or in the event of the President's inability to act, the Vice-Chairman shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman.
 - (c) The Secretary/Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the organization; ensure such banks, trust companies or other depositories shall be selected in accordance with the provisions of Article XI of these By-Laws; (b) keep the minutes of the Board of Trustee meetings in one or more books provided for that purpose; (c) see that all notices are duly given in accordance with the provision of these By-Laws or as required by law and (d) in general, shall perform personally or through a designee, all the duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned by the Chairman or by the Board of Trustees.
5. Any officer elected or appointed to the Board of Trustees may be removed, upon a two-thirds vote of the Board of Trustees as an officer – not as a Trustee, by the Board of Trustees whenever, in the judgment of the Board of Trustees, the best interests of the organization would be served thereby.

6. A vacancy in any office due to the absence, illness, death, resignation, removal, disqualification, or otherwise, of the officer, may be filled by the Board of Trustees for the unexpired portion of the term.

ARTICLE VII

Meetings, Quorums and Voting

1. Regular meetings of the Board of Trustees shall be held monthly for the conduct of the business of the Board of Trustees; provided, however, the regular meetings may be rescheduled and/or cancelled by the Chairman due to the availability of matters to be passed upon and for the convenience of member Trustees.
2. The Secretary/Treasurer or designed shall post the notice and agendas of all regular and special-called meetings prior to the meeting in accordance with the requirements of the Missouri Sunshine Law (Chapter 610, RSMo.).
3. A simple majority of the Board of Trustees in office (excluding vacancies) shall constitute a quorum.
4. Special meetings of the Board of Trustees may be called at the discretion of the Chairman. Notice and agendas for such meetings shall be posted by the Secretary/Treasurer or designee in accordance with Missouri Sunshine Law.
5. Meetings may be held by means of communication equipment; provided, however, that all meetings which are "open meetings" pursuant to the Missouri Sunshine Law must accommodate the general public desiring to listen or observe the meeting, and otherwise comply with the Missouri Sunshine Law.
6. The Chairman of the Board of Trustees shall be a voting member of the Board.
7. A majority of all votes in favor of a matter shall be required to pass any measure before the Board, except as may be otherwise specifically provided by the By-Laws or state law. Members should recuse themselves from participating in and abstain from voting upon any measure in which such members have a substantial personal or private interest, as defined by state law. An abstention vote shall not be counted as a vote in favor of nor against a measure.
8. The Board of Trustees shall keep correct and complete books and records of account and shall also keep minutes of the proceedings, in whatever form or media deemed appropriate, of the Board of Trustees, and its committees having any of the authority of the Board of Trustees; and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote on matters before the Board of Trustees. All books of the organization may be inspected by any member of the Board of Trustees at any reasonable time, and by the member of the public in accordance with the Missouri Sunshine Law.

ARTICLE VIII

Committees

1. There shall be the following Standing Committees formed within the Board of Trustee membership:
 - (a) The Executive Committee shall be composed of the three Board officers, the Chairman, the Vice-Chairman, and the Secretary-Treasurer. The duties of the Executive Committee shall be to study, review and consider such matters as may be assigned to the Executive Committee by the Board of Trustees, including, but not limited to, litigation and potential litigation, contracts, and fiscal matters.
 - (b) The Nominating Committee shall be composed of three members appointed by the Chairman during the January Board of Trustees meeting. The Chairman shall be an ex-officio member of the Nominating Committee. The duties of the Committee shall be to nominate persons to serve as officers of the Board of Trustees and to solicit and screen nominees as potential Board Members.
 - (c) The Personnel Committee shall be composed of not less than three (3) members appointed by the Chairman. The duties of the Personnel Committee shall be to review, study and consider personnel matters and matters affecting the staffing of the St. Louis Mental Health Board.
2. All appointments to the Standing Committees by the President shall be confirmed by a majority of a quorum, as defined in these By-Laws, of members of the Board of Trustees.
3. The Executive Committee is hereby authorized to plan for upcoming Board meeting and to act upon such matters as may become before it in the place and stead of the Board of Trustees in urgent circumstances, and to conduct unanticipated essential business, including, but not limited to, potential litigation, states of emergency, crises of substantial impact, and urgent circumstance contracting, and when no regularly or special called meeting of the Board of Trustees is scheduled to respond to such urgent circumstance; provided, however, that the notice and agendas of all meetings of the Executive Committee shall, at all times, comply with the Missouri Sunshine Law; provided, however, further, that the essential nature of the business and action taken by the Executive Committee in the place and stead of the Board of Trustees shall be reported to the full Board of Trustees at its next regularly or special-called meeting and such action entered in the minutes.
4. A majority of the members in office, excluding vacancies, of any committee shall constitute a quorum.
5. The Chairman of the Board of Trustees may appoint members of the Board of Trustees to such committees of the Board as are necessary for the conduct of the Board's business, upon approval of a majority of a quorum of members.

ARTICLE IX

Financial Control; Fiscal Year

1. The Board of Trustees shall develop and approve an annual budget.
2. No Board of Trustee member shall receive any compensation for his or her membership on the Board.
3. No part of the revenues of the organization shall inure to the benefit of, nor be distributable to, its Board of Trustee members, officers, or staff, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the organization set forth in Article III of these By-Laws.
4. The fiscal year of this organization is fixed from July 1st through June 30th.
5. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select in accordance with Article IX of these By-Laws.

ARTICLE X

Budget

1. The Board of Trustees shall cause to be prepared an annual budget. The annual budget shall present a complete financial plan for the ensuing budget year with respect to both the Community Mental Health Fund, and its tax revenues, and the Community Children's Services Fund, and its tax revenues. The budgets and accounts of the Board of Trustees shall not commingle the monies of the Community health Fund and the Community Children's Services Fund; provided however, that the budgets may provide for cost allocation for shared expenses. The annual budget shall include at least the following information:
 - a) A budget message describing the important features for the budget and major changes from the preceding year;
 - b) Estimated revenues to be received from all sources for the budget year, with a comparative statement of actual or estimated revenues for the next preceding year, itemized by year, fund, and source;
 - c) Proposed expenditures for each classification for the budget year, together with a comparative statement of actual or estimated expenditures for the next preceding year, itemized by year, fund, activity, and object;
 - d) A general budget summary.
2. In no event shall the total proposed expenditures from any fund exceed the estimated revenues to be received plus any unencumbered balance or less any deficit estimated for the beginning of the budget year; provided, that nothing herein shall be construed as requiring the Board of Trustees to use any cash balance as current revenue or to change from a cash

basis of financing its expenditures.

3. The Board of Trustees may revise, alter, increase or decrease the items contained in the proposed budget, subject to such limitations as may be provided by law; provided, however, that in no event shall the total authorized expenditures from any fund exceed the estimated revenues to be received plus any unencumbered balance or less any deficit estimated for the beginning of the budget year.
4. Except as otherwise provided by law, the Board of Trustees shall, before the beginning of the fiscal year, approve the budget and adopt such resolutions as may be required to authorize the budgeted expenditures and produce the revenues estimated in the budget.
5. After the Board of Trustees has approved the annual budget and adopted a resolution required to authorize the expenditures proposed in the budget, the Board of Trustees shall not increase the total amount authorized for expenditure from any fund, unless the Board adopts a resolution setting forth the facts and reasons making the increase necessary and adopts a resolution to authorize the expenditures.
6. The budget resolutions as may be required to authorize the expenditures proposed in the annual budget as finally approved, and any resolutions to increase the total amount authorized for expenditure adopted shall be reflected in the minutes of the meeting at which it was adopted and shall remain on file for three years and shall be public records and open to inspections.
7. If at the beginning of any fiscal year the Board of Trustees has not approved or adopted and filed the budget and the expenditure resolution herein for the current fiscal year, and except as otherwise provided by law, the several amounts authorized in the expenditure resolutions for the next preceding fiscal year for the objects and purposes specified therein, so far as the same shall related to operation and maintenance expenses, shall be deemed to the re-appropriated for the several objects and purposes specified in said expenditure resolutions until such time as the budget and the expenditure resolutions for the current fiscal year are approved and adopted and field as required herein.

ARTICLE XI

Deposits; Depositories

1. The Board of trustees may invest funds not immediately needed for the purposes to which such funds, or any of them, may be applicable; provided, however, that the requirements for separate deposit insurance of public funds permitted by federal deposit insurance are met and there is compliance with the following conductions.
 - a) At no time shall the monies for the Community Mental Health Fun and those of the Community Children's Services Fund be commingled; provided, however, that a combined operating fund may be utilized, so long as all funds are accounted for separately; and
 - b) The public funds are invested through a financial institution which has been selected as a depository of the funds in accordance with any applicable provisions for the

- c) statutes of Missouri relating to the selection of depositories and such financial institution enters into a written agreement with the Board of Trustees.

ARTICLE XII

Fixing of the Ad Valorem Tax

The Board of Trustees shall fix the ad valorem property tax rates for both the Community mental Health Fund and the Community Children's Services Fund as provided by Section 67.110, RSMo., but not later than the date set by the Assessor for the City of St. Louis for submittal of the tax rates for each fund into the tax records of the City of St. Louis.

1. Before the Board of Trustees fixes the Mental Health and Children's Services rates of taxation, the Board or its budget officer shall present the following information, separately for each tax rate to be levied: the assessed valuation by category of real, personal and other tangible property in the City of St. Louis as entered in the tax book for the fiscal year for which the tax is to be levied, as provided by subsection 3 of section 137.245, RSMO., the assessed valuation by category of real, personal and other tangible property in the City of St. Louis for the preceding taxable year, the amount of revenue required to be provided from the Property tax as set forth in the annual budget adopted as provided by these By-Laws, and the tax rate proposed to be set.
2. Should the Board of Trustees whose taxes are collected by the collector of revenue fail to fix its ad valorem property tax rate by September first, then no tax rate other than the rate, if any, necessary to pay the interest and principal on any outstanding bonds shall be certified for that year.
3. The Board of Trustees shall hold at least one public hearing for the proposed rates of taxes at which citizens may be heard prior to their approval. The Board shall determine the time and place for such hearing. A notice stating the hour, date and place of the hearing shall be published in at least one newspaper qualified under the laws of the state of Missouri of general circulation in the county within which all or the largest portion at least seven days prior to the date of the hearing. The notice shall include the assessed valuation by category of real, personal and other tangible property in the City of St. Louis for the fiscal year for which the tax is to be levied as provided by subsection 3 of section 137.245, RSMo., the assessed valuation by category of real, personal and other tangible property in the City of St. Louis for the preceding tax year, for each rate to be levied the amount of revenue required to be provided from the property tax set forth in the annual budget adopted as provided by this chapter, and the tax rates proposed to be set for the various purposes of taxation.
4. The notices, publications and agendas for the public hearing shall clearly show that the rates of taxes being considered are the Community Mental Health Fund Tax and, separately, the Community Children's Services Tax.
5. The tax rates shall be calculated to produce substantially the same revenues as required in the annual budget adopted as provided by the By-Laws. Following the hearing the Board of Trustees shall fix the rates of taxes and forward its certification of same to the City of St. Louis Assessor's Office for entry in the tax book.

ARTICLE XIII

Investment of Funds

The Board of Trustees shall adopt a policy on the investment of funds, which policy shall specify the general objectives, standards of care, safekeeping and custody, suitable investments, investment parameters, and reporting of its funds.

ARTICLE XIV

Department of Health, Annual Report

The Board of Trustees shall submit information as required by the Department of Health, State of Missouri, on the disbursement of monies from the Community Mental Health Fund no later than January 1st of each year, or at such date as the Department of Health may require.

ARTICLE XV

Ethics

The Board of Trustees shall approve and implement an Ethics policy which complies with the requirements of Chapter 150 of the Revised Statutes of Missouri.

ARTICLE XVI

Staff

1. The Board of Trustees shall hire an Executive Director, who shall be responsible for carrying out the responsibilities and business of the Board of Trustees in conformity with all policies of the Board, including but is not limited to, the hiring, firing, demotion/promotion, discipline, and supervision of employees.
2. The staff of the Board of Trustees shall comply with the policy set forth by the Board of Trustees.
3. Staff position descriptions shall be developed and updated for all staff positions and shall be approved by the Board of Trustees.

ARTICLE XVII

Parliamentary Procedure

Roberts Rules of Order, the latest edition published and available to the general public shall apply to matters not covered by these By-Laws.

ARTICLE XVIII

Amendments

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted upon the vote of approval of two-thirds of the members of the Board of Trustees; provided, however, that previous notice of such amendment and meeting has been given to all of the members of the Board of Trustees, in writing, at least fourteen days prior to the date of the meeting.

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Revised: March 14, 2013, August 19, 2021