



## **Bylaws of the North Carolina Community Support Providers Council dba North Carolina Providers Council**

### **Article I – Location**

The principal office of the North Carolina Community Support Providers Council, doing business as North Carolina Providers Council (hereafter referred to as “North Carolina Providers Council”) shall be in the State of North Carolina.

### **Article II – Purposes**

#### **Section II-1.**

The primary purpose for which the North Carolina Providers Council has been organized is to advocate for providers and those they support by promoting service quality; and access to and choice of treatment and supports for individuals who require mental health, intellectual/developmental disability, substance use/abuse, physical disability, foster care, vocational/work services and other related services (MH/I-DD/SU and Related Services) to remain in the community. This specifically includes helping assure for MH/I-DD/SU and Related Services):

- Statewide access to quality services
- Advocacy for standards that promote quality outcomes for all people
- Strong, collaborative provider networks that increase our members’ capability to deliver cost effective, quality services
- Fair and reasonable service rates and sustainable funding adequate to provide statewide access to quality services for people living in all North Carolina communities
- System accountability
- Ethical practices and fair competition, assuring that members adhere to the Code of Ethics
- Fiduciary responsibility
- Integrity

#### **Section II-2.**

The organization may buy, sell, lease, mortgage or otherwise deal with real property and may hire or contract a workforce to achieve the purposes outlined in Section 1.

### **Article III – Membership**

#### **Section III-1.**

Open to organizations and Licensed Independent Practitioners that provide MH/I-DD/SU and Related Services and are interested in the promotion and purposes of the organization.

### **Section III-2.**

There are three membership categories: 1) Provider Member; 2) Provider Support Member; and 3) Associate Member. A Provider Member is defined as one agency or more than one agency with the same corporate management, receiving the benefits, rights, and privileges as established by the organization. A Member agency provides MH/I-DD/SU and related services and has one designated voting delegate per membership. The designated voting delegate is identified on the Member's initial and renewal membership application. A Provider Support Member is defined as a company, agency, or individual who provides services or products to agencies that serve adults and children requiring MH/DD/SU services. Services and products may include management, consulting, software, medical equipment and supplies, and other ancillary services. A Provider Support Member does not have a voting delegate and cannot have a representative serve on the Providers Council's Board but may have representatives join one or more Standing Committees. An Associate Member is a Licensed Independent Practitioner who provides Medicaid or State funded or privately insured MH/I-DD/SU and related services.

The level of membership dues for Provider Members is determined by their gross revenue, regardless of payer source for provision of MH/I-DD/SU and Related Services to children and adults related to the NC Department of Health and Human Services (Division of Mental Health, Developmental Disabilities, and Substance Abuse Services; Division of Health Benefits / Medicaid; Division of Social Services; Division of Vocational Rehabilitation), Local Management Entity Managed Care Organizations (Tailored Plans); Standard Plans ; Community Care of North Carolina / Carolina Access; or other State funds, county funds, private pay, or insurance funding for services to people with mental health disorders, intellectual/developmental disabilities, or substance use disorders or individuals receiving foster care services and supports.

Provider Support Member and Associate Member annual dues are determined by the Board. The Providers Council will waive annual dues for Provider Support Members with a revenue sharing contractual relationship that yields annual revenue for the NC Providers Council in an amount greater than or equal to two times the annual Provider Support Member dues.

A Member agency in good standing is an agency that has paid dues within 90 calendar days of the invoice date, signed and agreed to abide by the North Carolina Providers Council's Code of Ethics, and maintained national accreditation as required by the Department of Health and Human Services (DHHS) when applicable. A Provider Support Member in good standing is a company, agency or individual who provides services or products to agencies or companies who serve adults and/or children requiring MH/I-DD/SU and Related Services, that has paid dues within 90 calendar days of the invoice date, and has stated understanding of the North Carolina Providers Council's Code of Ethics and has agreed to conduct business consistent with the spirit and intent of this Code of Ethics and to abide by the ethical standards of their trade/industry and the responsibility both required and implied. The Provider Support member has further agreed that no employee of its company or, its affiliates as applicable, will market to the North Carolina Providers Council membership via email unless a Member Agency or Associate Member initiates the communication. An Associate Member in good standing has paid dues within 90 calendar days of the invoice date, has stated understanding of the North Carolina Providers Council's Code of Ethics, and has agreed to conduct business consistent with the spirit and intent of the Code of Ethics.

**Section III-3.**

Annual dues for membership shall be determined by the Board. Annual memberships are for twelve (12) consecutive months beginning the month that a new member pays full dues or the first quarterly dues installment. The Providers Council shall send via electronic mail a membership renewal notice and invoice to each member not fewer than 60 calendar days prior to the expiration of the current membership.

The NC Providers Council is a nonprofit 501(c)(6) trade association. Dues and other contributions paid to this association are not deductible as charitable contributions for federal income tax purposes. However, payments of membership dues are deductible for some members of a trade association under Section 1662 of the Internal Revenue Code as an “ordinary and necessary business expense” and as determined by each member’s tax advisor. The estimated percent of the annual budget designated for “lobbying” activities shall be included on the membership and renewal applications.

**Section III-4.**

Receipt of a completed application for membership, the membership fee, and signed agreement to adhere to the North Carolina Providers Council Code of Ethics is required for membership consideration, and unless there is a suspected or alleged ethical concern as detailed in Article III, Section 5, the application shall be reviewed and put before the Board for a vote.

**Section III-5.**

Should any Board Member have evidence of an unresolved ethical issue(s), he/she/they shall call for the application for membership to be tabled until the concern can be addressed by the Board. The Board shall make a recommendation regarding membership at the next Executive Committee meeting. If the recommendation of the Board is to approve membership, the Committee will make such a motion at the next full Board Meeting. Upon a two-thirds vote in the affirmative to approve, the agency shall be accepted for membership. The Board discussion regarding the acceptance or rejection of an application shall be confidential and only discussed between members of the North Carolina Providers Council Board of Directors. The Board may request an applicant to meet directly with the Board and to discuss specific concerns regarding that agency’s application prior to voting on acceptance of the applicant for membership.

**Section III-6.**

The annual membership meeting will be held during the annual conference unless otherwise determined by the Board. Members will be notified in writing not less than one month in advance of the annual conference. A simple majority of the designated voting members present at the annual meeting of the North Carolina Providers Council shall constitute a quorum at the annual membership meeting.

**Section III-7.**

Special membership meetings may be called by the President of the Board, upon approval of a

simple majority of the Board. The purpose of the meeting shall be stated in writing within the call and at least five (5) working days' notice shall be given.

### **Section III-8.**

All actions related to the revocation of membership shall be addressed in closed session of the Board and the appropriate NCPC contractor and shall be considered confidential. No other individuals may be present at this session nor provided with any information related to such actions. All minutes of such actions shall be kept separate from all other minutes and shall be distributed only to Board Members and the appropriate NCPC contractor. Board members and contractors may only discuss details of these meetings with other current Board Members or legal counsel of the NC Providers Council.

Revocation of membership due to violation(s) the North Carolina Providers Council's Code of Ethics, non-payment of dues, or other just causes, shall occur only upon written notice sent by electronic mail addressed to the designated voting delegate at the email address on record with the North Carolina Providers Council.

The member may respond to the allegations which have led to the proposed membership revocation within 30 days, through written appeal sent by electronic mail, addressed to the appropriate NCPC contractor and the Board President. Responses are limited to a written response sent by electronic mail from the Board of Directors. Any further action is at the discretion of the Board. There are no other means of redress.

The agency whose membership revocation is at issue may be asked to address the Board in person at the next Board meeting.

Following the opportunity to respond to the issues raised by the Board, the Board shall vote for, or against, revocation of the member. This shall occur not sooner than 30 calendar days after formal notification has been provided to the member whose membership is in question. Only upon a two-thirds vote of the Board in the affirmative shall membership be revoked. Regardless of the decision of the Board, a letter detailing the decision and the rationale for it shall be sent by electronic mail to the designated voting delegate member at the member's email address on record with the North Carolina Providers Council.

Upon revocation, a pro-rata share of the paid annual membership dues shall be returned to the former member.

## **Article IV – Board of Directors and Officers**

### **Section IV-1.**

The Board of Directors of the North Carolina Providers Council shall formulate the policies, manage, and have general charge of the affairs and property of the Association, in accordance with applicable law and these Bylaws. It shall have the power to employ necessary staff,

authorize expenditures and take all necessary and proper steps to carry out the purposes of the Association.

#### **Section IV-2.**

All Board Members will serve a term of two years. Board Members may serve three consecutive full (two year) terms, for a total of six years, prior to being required to take one year off of the Board and prior to running for an elected position again. An Association member who the Board nominates to serve < 12 months in a vacant seat as described in Section IV-11 shall be exempt from the “one year off” requirement and shall be eligible to be a volunteer candidate for a Board seat election for the following calendar year. The Immediate Past President shall serve on the Board as an ex-officio, non-voting member for one year following the end of his or her term as President. If there is not an Immediate Past President because the Past President is serving the remainder of a Board seat term, then an immediate past Board Member that served on the Executive Committee may serve on the Board as the ex-officio, non-voting member for one year following the end of his or her term.

#### **Section IV-3.**

The Board of Directors shall establish procedures for soliciting nominations for candidates for the Board of Directors. This procedure shall be subject to approval by a two-thirds majority of the Board of Directors. The procedure shall include a mechanism to solicit and accept nominations from the membership and only the designated voting delegate from a member organization may cast nominations. No name shall be placed in nominations without the written consent of the nominee. If elected, the new Board Member must be the designated voting delegate from his/her member agency.

#### **Section IV-4.**

The Executive Director is an employee of the North Carolina Providers Council and not an elected member of the Board. The Executive Director may be removed from his or her position for unsatisfactory performance, as solely determined by a two-thirds vote of the Board of Directors.

In the absence of an Executive Director, the Board will assure performance of the functions of the North Carolina Providers Council.

#### **Section IV-5.**

The Board of Directors shall vote among themselves annually for officer positions of the Board. These positions shall be President, Vice President, Secretary, and Treasurer. These officers shall constitute the Executive Committee, with the Immediate Past-President or a former Executive Committee Member serving as an ex officio, non-voting member. Board members may serve two consecutive one-year terms in any one officer position. The Vice president shall move into the President role at the end of the President term.

#### **Section IV-6.**

Board Members must attend regularly scheduled Board meetings as determined by the Board and informed by the appropriate NCPC contractor and/or Board Secretary. Board Members can be removed from the Board for any reason to include missing more than two consecutive scheduled Board meetings or a total of three Board meetings per calendar year by a two-thirds majority vote of the Board, excluding the member in question. In such a case the Board will appoint a member of the North Carolina Providers Council to serve the remainder of the removed Board Member's term, by a simple majority vote of confirmation of a recommended candidate by the Executive

Committee of the Board.

**Section IV-7.**

The Board of Directors meetings will be held not less than quarterly but may be held more frequently as required and determined necessary by a simple majority of the Board. The quarterly periodicity will begin in January of each calendar year and be adjusted as needed by a simple majority vote of the Board. The location of such meetings shall be determined by the Board of Directors and may change as frequently as is desired by the majority of the Board.

**Section IV-8.**

Special Board meetings may be called by the President of the Board, upon approval of a simple majority of the Board. The purpose of the meeting shall be stated in writing within the call and at least five (5) working days' notice shall be given. Such special meetings will not be counted against a Board member's attendance requirements in the event that she or he is unable to attend.

**Section IV-9.**

The association will announce the results of the annual election in a written communication to all members of the North Carolina Providers Council. The newly elected directors will take office on January 1 of the following year.

**Section IV-10.**

The Board of Directors is a volunteer board, not compensated for meetings, but eligible for reimbursement for expenses associated with reasonable duties assigned by the Board upon affirmative vote by a simple majority of the Board.

**Section IV-11.**

The number of Board Members will be eleven (11) and may be increased or decreased by a two-thirds vote of the Board of Directors and revision of the bylaws. No decrease in the number of Board members shall shorten the term of any incumbent Board member. The Board composition shall be proportionately representative of the provider member composition (I/DD; MH-SUD; and Child & Family Welfare) when possible, but Board composition shall be dependent on volunteer candidate pools for Board seat elections. The Board may solicit representative volunteer candidates among Association provider members, but the Board shall not disqualify any candidate nominations on the basis of provider member composition representation. Any of the Board members may be removed by a two-thirds vote of the Board. In the event of a vacancy caused by resignation, death or removal, the Board will appoint a member of the North Carolina Providers Council to serve the remainder of the calendar year in the vacated Board Member's seat, by a simple majority vote of confirmation of a recommended candidate by the Executive Committee of the Board. An Association member who the Board nominates to serve < 12 months in a vacant seat shall be exempt from the "one year off" requirement in Section IV-2 and shall be eligible to be a volunteer candidate for a Board seat election for the following calendar year.

**Section IV-12.**

A Board Member may resign at will by giving written notice to the Board of the North Carolina Providers Council. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board, and the acceptance of the resignation shall not be necessary to make it effective.

**Section IV-13.**

Five (or a majority if the number of voting Board members increases) board members shall constitute a quorum for the transaction of business. A vote for a specified item of business can be by written proxy, certified mail, e-mail, or fax. Any of the acceptable forms of notice shall include that person as present for purposes of quorum calculation and transaction of business.

**Section IV-14.**

Unless otherwise stated in these bylaws or required by law, the vote of a majority of the Board of Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Board member shall have one vote. The member appointed to fill the leave position shall be included in quorum calculations.

**Section IV-15.**

The President shall preside at all meetings of the Board and of the Executive Committee. The President shall appoint and may remove the Chairperson of Standing Committees with the simple majority vote approval of the Board.

The President shall be a member of all such committees and shall perform all duties incident to the office and have such other powers and duties as may be assigned by the Board, but is not required to attend all such meetings.

**Section IV-16.**

The Vice-President shall exercise these powers and perform the duties of the President in the absence of the President and shall perform such other duties as may be assigned by the Board or the President. The Vice President shall move into the President role at the end of the President term.

**Section IV-17.**

The Secretary shall review and distribute to the Board, in a timely fashion, the minutes of all regularly scheduled meetings of the Board, and of the Executive Committee. The Secretary or the appropriate NCPC contractor shall keep a record thereof and shall be responsible to ensure that notices of regular and annual membership meetings are sent to the membership. The Secretary shall also carry on the correspondence of the Board.

**Section IV-18.**

The Treasurer shall perform all duties usually incident to such office or which are assigned by the Board or the President and shall be Chairperson of the Finance Committee. All checks, drafts or other negotiable instruments of the Board shall be made in the name of (dba North Carolina Providers Council), and though typically signed by the Executive Director (or the appropriate NCPC contracted person), the Treasurer may sign following authorization by the Executive Director (or the appropriate NCPC contracted person) or Executive Committee officer designated by the Board. The accounts of the Treasurer for each fiscal year shall be reviewed by the Board. The Treasurer shall render a statement of the condition of the finances at each regular Board meeting and at such other times as shall be required.

**Section IV-19.**

The Board may employ a salaried staff head who shall have the title of Executive Director and

whose terms and conditions of employment shall be specified by the Board.

**Section IV-20.**

The Executive Director or the appropriate NCPC contractor shall be a member, ex-officio, of the Board of Directors and Executive Committee, with voice but without vote; provided, however, that he/she/they shall not attend nor participate in executive sessions unless invited to do so by the Board or Executive Committee. He/she/they shall also be an ex-officio member of all standing and sub-committees, ad hoc committees and/or task groups of the North Carolina Providers Council.

**Section IV-21.**

The officers of the Board of Directors shall comprise the Executive Committee, with the Executive Director or the appropriate NCPC contractor serving ex officio. Should a member of the Executive Committee resign or be removed from office or the Board, the whole Board shall vote among themselves to vote to appoint a current Board member to complete the term of the Executive Committee member. A simple majority vote shall install the Board member to the unfinished term.

**Section IV-22.**

It shall be the responsibility of the Executive Committee to assist the full Board on matters requiring an immediate Board response when the required timeline prevents prior consideration by the full Board. The Executive Committee shall apprise the full Board on matters requiring the action. The Executive Committee shall serve as the Personnel Committee of the Association and may make recommendations to the full Board for its consideration

**Section IV-23.**

The Executive Board will meet at a time and place as determined by the Executive Committee members.

**Section IV-24.**

The Board of Directors may authorize the Executive Director or the appropriate NCPC contractor in the name of, and on behalf of, the North Carolina Providers Council to enter into any contract or execute and deliver any instrument or other evidence of indebtedness. Unless specifically authorized by the Board of Directors, no officer shall have the power or authority to bind the North Carolina Providers Council by any contract engagement, to pledge its credit, or to render it financially liable for any purposes, or in any amount.

**Section IV-25.**

The fiscal year shall begin the first day of January. The fiscal year shall end the last day of the following December.

**Section IV-26.**

Board Members must sign a statement agreeing to abide by the North Carolina Providers Council's "Bylaws, Code of Ethics, and Conflict of Interest Agreement Statement", before

assuming their duties. Potential Board Members must sign a statement agreeing to abide by the North Carolina Providers Council's "Bylaws, Code of Ethics, and Conflict of Interest Agreement Statement" prior to being considered for nomination for election to the Board of Directors.

**Article V – Committees**

Committees shall be established by the Board, as is determined necessary by the majority vote of the Board.

**Article VI – Amendments**

The Bylaws may be amended, repealed or altered in whole or in part at any meeting of the Board by a vote or at least two-thirds of the Board members present, provided that the amendment has been submitted in writing at least thirty (30) days in advance to the full membership for comment.

**Article VII – Dissolution**

In the event of dissolution of the North Carolina Providers Council, any and all assets shall be distributed to other non-profit membership-based organizations as determined appropriate by the Board of Directors and in accordance with North Carolina and Federal laws and rules.

Bylaws: Date approved by the Board for presentation to the membership for a vote: 10/6/97;  
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