

Governing Rules of the PAIMI Advisory Council

Section 1. Background and Authority

A. The Protection and Advocacy for Individuals with Mental Illness (“**PAIMI**”) Advisory Council receives its authority pursuant to the Protection and Advocacy for Mentally Ill Individuals Act of 1986 (as amended, the “**Act**”). The Act is codified at 42 USC §§ 10801 – 10851. The implementing regulations for the Act have been established by the Secretary of the U.S. Department of Health and Human Services and are codified at 42 CFR Part 51 (as amended, the “**Regulations**”).

B. Specifically, the Act, 42 USC § 10805(a)(6), states:

A system established under [42 USC § 10803] to protect and advocate the rights of individuals with mental illness shall...establish an advisory council...(A) which will advise the system on policies and priorities to be carried out in protecting and advocating the rights of individuals with mental illness; (B) which shall include attorneys, mental health professionals, individuals from the public who are knowledgeable about mental illness, a provider of mental health services, and family members of such individuals, and at least 60 percent of the membership shall be comprised of individuals who have received or are receiving mental health services or who are family members of such individuals; and (C) which shall be chaired by an individual who has received or is receiving mental health services or who is a family member of such an individual.

Section 2. Name; Business Office; Fiscal Year

A. The name of the council is PAIMI Advisory Council (the “**Advisory Council**”).

B. The business office of the Advisory Council shall be the same as the office of the Executive Director (the “**Director**”) or designee at the Advocacy Center in Tallahassee, Florida.

C. The fiscal year (“**Fiscal Year**”) of the Advisory Council shall be the same as the Federal fiscal year (October 1 – September 30).

Section 3. Duties of the Advisory Council.

A. The Advisory Council shall:

1. Provide independent advice and recommendations to the Advocacy Center on policies and priorities to be carried out in protecting and advocating the rights of individuals with mental illnesses.

2. Submit a section of the Advocacy Center's annual report pursuant to the Regulations, 42 CFR § 51.8.
3. Carry out such other duties as are consistent with the Act and Regulations.
4. The Advisory Council may act only on its own behalf and shall not exercise any authority on behalf of the Board.
5. Advisory Council members will be entitled to reimbursement of certain expenses incurred by the members in order to participate in the council's activities in accordance with the policies and procedures of the Advocacy Center for reimbursement of expenses.
6. Advisory Council members may be indemnified for their actions on behalf of the Advisory Council and the Advocacy Center in accordance with the indemnification provisions of the By-Laws of the Board.

Section 4. Membership of the Advisory Council.

A. The Advisory Council shall have at least 7 members and no more than 13 members. Otherwise, the number of members of the council shall be determined at the discretion of the council.

B. At least 60 percent of the membership of the Advisory Council shall include individuals who have received or are receiving mental health services or who are family members of such individuals. (For instance, if the Advisory Council has 10, members, at least 6 of the members shall be individuals who have received or are receiving mental health services or who are family members of such individuals.)

C. Other members of the Advisory Council shall include at least one attorney, one mental health professional, and one provider of mental health services. The Advisory Council shall also include as members individuals from the public who are knowledgeable about mental illnesses, the advocacy needs of persons with mental illnesses and who have demonstrated a substantial commitment to improving mental health services.

D. The Advisory Council shall make continuing efforts to include members of racial and ethnic diversities that reflect the population of the state in the council membership.

E. If the Board's by-laws permit, any member of the Advisory Council may also serve on the Board.

Section 5. Meetings; Action by Council.

A. Pursuant to 42 CFR Sec. 51.23, an advisory council must meet no less than 3 times annually. In no event shall the Advisory Council fail to meet in person or by phone or other available means of communication at least 3 times each Fiscal Year. It shall be the Chair's responsibility to ensure that the Advisory Council follows this provision.

B. Notwithstanding the foregoing, the Advisory Council shall have a scheduled meeting, in person, once each quarter during the Fiscal Year. Of the four meetings each Fiscal Year, two shall be a joint meetings with the Board, one of which will be at its annual meeting.

C. In addition to scheduled meetings, the Chair, at his/her discretion or at the request of member(s), may call special meetings by phone or other available means of communication at any time.

D. At any meeting of the Advisory Council, the members who are present shall be authorized to transact the business of the council. Action by the Advisory Council shall be carried out by majority vote of the members present at a meeting, unless specifically stated otherwise in these Governing Rules.

E. The preferred practice for conduct of meetings shall be in accordance with Roberts' Rules of Order Revised; provided, however, that the Chair may, in the Chair's discretion, conduct any meeting in whatever manner the Chair believes suits the needs of the Advisory Council at the meeting in question.

F. The Director is directed, after each meeting, to distribute to all Advisory Council members a written summary of any significant action taken at the meeting before the next scheduled meeting.

Section 6. Selection of Members.

A. Any person may submit an application to the Advisory Council. The Director shall send an application for membership to the Advisory Council to any person who requests one. The application must include a provision seeking a statement from the applicant as to his or her eligibility and qualifications to be a member of the Advisory Council.

B. Each member of the Advisory Council shall have one vote. In order for a member's vote to be valid, the member must be in attendance at the meeting that includes the election. A member may not vote by proxy.

C. From time to time, the Nominating Committee will meet in person or by phone or other available means of communication to review and consider applications submitted for membership to the Advisory Council. At the next scheduled meeting or special meeting called for the purpose of reviewing applications, the Nominating Committee will submit applications for consideration and make recommendations to the Advisory

Council as to nominees for consideration for membership on the council. The Advisory Council shall consider the Nominating Committee's recommendations as to the eligibility and qualifications of each individual applicant, and the applicable provisions of the PAIMI Act, and shall vote whether or not to accept the applicant as a member of the Advisory Council.

Section 7. Actions on Behalf of Advisory Council; Documents; Confidentiality.

A. A member shall not purport to take any action, enter into any transaction, or issue any correspondence on behalf of the Advisory Council, unless the action, transaction or correspondence has first been reviewed and approved by the Advisory Council. A member shall send copies of any approved correspondence to the Chair and the Director, and keep the Chair and Director fully apprised as to any approved action or transaction taken by the member on behalf of the Advisory Council.

B. The Director shall provide copies of the following to each new member of the Advisory Council at the first meeting attended by the member: the Act and Regulations, these governing rules, the by-laws of the Board, the Goals and Objectives of the Advocacy Center, the Policies and Procedures Manual and other appropriate orientation materials of the Advocacy Center, Travel and Reimbursement Policies and Procedures of the Advocacy Center, a list of acronyms commonly used by the Advocacy Center and a list of the names and phone numbers of all current members of the Advisory Council.

C. The Director shall also provide to each member of the Advisory Council on a timely basis a copy of the quarterly mailout that is sent to Board members prior to each meeting of the Board and a copy of the annual report of the Advocacy Center. The Director shall also provide to each member of the Board of Directors on a timely basis a copy of the quarterly mail out that is sent to Advisory Council members prior to each meeting. Any additional materials distributed by either body in the meetings will be mailed to the other body following the meeting.

D. The Director shall also keep Advisory Council members informed about the activities, organization, operation and function of the Advocacy Center. However, no Advisory Council members shall be privileged to receive confidential information about any individual with mental illness, except as permitted by applicable laws, rules and regulations regarding privacy of mental health patient records of an individual.

E. Advisory Council members shall keep any documents received by the Board or the Advocacy Center and marked "draft", "confidential" or "do not disclose" in full confidence pursuant to the policies and procedures of the Advocacy Center.

Section 8. Term of Membership.

A. The terms of Advisory Council members shall be four years. A member who has been appointed for a term of 4 years may not be reappointed to the Advisory Council during the 2-year period beginning on the date on which such a 4-year term expired.

B. An individual can serve no more than two terms.

Section 9. Officers – Chair, Vice Chair.

A. The Advisory Council shall elect a member to be Chair and another member to be Vice Chair. The Chair and the Vice Chair each shall be an individual who has received or is receiving mental health services or who is a family member of such an individual.

B. The Chair shall (i) be a member of and participate in meetings of the Board in accordance with the Act, (ii) call meetings of the Advisory Council and advise the members as to the time and place of such meetings, (iii) call, preside over, moderate and adjourn meetings of the Advisory Council, (iv) act as the liaison between the Advisory Council and the Board and the staff of the Advocacy Center and (v) carry out such other duties in conformance with the Act and the Regulations as necessary or desirable as directed by the Advisory Council.

C. If the Chair has a conflict of interest in a matter or is otherwise unavailable or unable to carry out the duties of the Chair, then the Vice Chair shall carry out such duties until the Chair is available and able to resume such duties.

D. If the Chair is unable to complete his or her term as Chair for any reason, the Vice Chair will automatically assume the role of Chair for the remainder of the Fiscal Year. The Advisory Council shall then elect a member to carry out the role of Vice Chair for the remainder of the Fiscal Year.

E. If the Vice Chair is unable to complete his or her term as Vice Chair for any reason, the Advisory Council shall then elect a member to carry out the role of Vice Chair for the remainder of the Fiscal Year.

Section 10. Committees.

A. Executive Committee.

1. The Advisory Council shall have an Executive Committee consisting of 4 members. The Chair and Vice Chair shall automatically be members of the Executive Committee. The Advisory Council shall elect 2 other members also to serve on the Executive Committee

2. The Executive Committee may act on behalf of the Advisory Council on issues requiring the council's immediate attention. An Executive Committee meeting shall be on an ad hoc basis and the committee shall report any decisions it has made or actions it has taken to the entire council by mail in a timely fashion and at the next scheduled meeting or a special meeting called for the purpose of apprising the entire council of such decisions or actions.

3. If a member of the Executive Committee is unable to complete his or her term as a committee member for any reason, the Advisory Council shall elect another member to the Executive Committee for the remainder of the Fiscal Year.

B. Nominating Committee.

1. The Advisory Council shall have a Nominating Committee consisting of 5 members. The Chair and Vice Chair shall automatically be members of the Nominating Committee. The Advisory Council shall elect 3 other members also to serve on the Nominating Committee.

2. The Nominating Committee shall ensure that the make-up of the membership of the Advisory Council is in conformance with the requirements of Section 4. The Nominating Committee shall review and make recommendations to the Advisory Council as to applicants for council membership as further described in Section 6.

3. If a member of the Nominating Committee is unable to complete his or her term as a committee member for any reason, the Advisory Council shall elect another member to the Nominating Committee for the remainder of the Fiscal Year.

C. Ad Hoc Committees. From time to time the Advisory Council may form ad hoc committees as deemed necessary or desirable by the Chair.

Section 11. Elections.

A. The Advisory Council shall conduct elections (the “**Annual Elections**”) for Chair, Vice Chair and membership of the Executive Committee and the Nominating Committee during the last scheduled meeting of the Fiscal Year.

B. From time to time as necessary during the course of the Fiscal Year, the Advisory Council shall conduct elections to fill vacant positions (“**Interim Elections**”) as soon as practicable at a special meeting by phone or other available means of communication or at the next scheduled meeting of the council.

C. Any member may nominate him or her self or another member for a position to be filled at an election by sending a written notice to the PAIMI Grant Director in Tallahassee, Florida. The notice should (but is not required to) include a statement why the nominee wants to fill the position, the nominee’s eligibility and qualifications for the position and letters of support for the nominee from other members. Notices may be sent by mail, fax or email. The Director will then distribute copies of the notices and supporting materials to the membership either before the meeting that will include the election (by mail, fax or email) or at the meeting (by hand delivery). Also, at any meeting that includes an election, the Chair shall call for nominations from the floor (such nominations to be in addition to the nominations previously submitted to the Director) and any member may nominate him or her self or another member for a

position to be filled at the election.

D. The chair may decline to put any nomination before the Advisory Council if under the Act or the Regulations the person nominated is not eligible for the office. For example, the Chair may refuse to accept a nomination for Chair on behalf of a nominee who is not an individual who has received or is receiving mental health services or who is a family member of such an individual.

F. At any meeting that includes an election, the election shall be the first item on the agenda. The members shall have an opportunity to briefly discuss the open positions and eligibility and qualifications of the nominees before the Chair calls for a vote.

G. The persons elected Chair, Vice Chair and to membership of the Executive Committee and Nominating Committee at the Annual Elections will assume office at the first meeting of the following Fiscal Year. Persons elected to fill vacant positions at Interim Elections will take office immediately.

H. The Chair, Vice Chair and members of the Executive Committee and Nominating committee may serve successive terms.

I. The Director shall notify the Board of the outcome of each election in a timely fashion.

Section 12. Conflicts of Interest.

A. A member shall abstain from voting in any matter in which he or she (either directly or indirectly through a familial relationship, other close social relationship or business relationship) may receive a financial benefit.

B. If a member has any doubt as to whether a conflict of interest may exist, before the vote the member shall disclose the potential conflict to the Chair and request a decision. The Chair, in consultation with the Executive Committee, shall consider whether a conflict exists and shall issue a decision either permitting the member to vote on the matter at hand or requiring that the member abstain from the vote.

C. If the Chair, Vice Chair or member of the Executive Committee is the member with the potential conflict, that person shall abstain from the consultation or decision as to the potential conflict. If the Chair is the member with the potential conflict, the Vice Chair shall assume the duties of the Chair for the purposes of this provision.

Section 13. Resignation; Vacancies.

A. A member of the Advisory Council may resign at any time for any reason by giving written notice of resignation to the Chair, with a copy to the Director. The resignation shall be effective immediately. Upon receipt of the notice of resignation, the Chair shall request the Director to notify all members of the Advisory Council of the resignation in a timely fashion.

B. When a member resigns, the Nominating Committee, in consultation with the Advisory Council, may choose to leave the member's position open or seek to fill the position for the remainder of the member's term in accordance with the process for selection of members.

Section 14. Removal.

A. A member of the Advisory Council may make a motion to recommend the removal of another member for Cause (as defined in Section 14.C. below), and if the motion is accepted, the Chair shall send the affected member a notice of the impending vote including a statement why the Advisory Council may recommend the removal of the member. The member shall then be permitted to appear before the Advisory Council at the next scheduled meeting or special meeting called specifically for the purpose of considering the recommendation for removal and contest the recommendation. It shall take a vote of a majority of the members of the Advisory Council (as opposed to only those members present at the meeting) to recommend the removal of a member.

B. The Executive Committee may (but shall not be required to) vote to suspend a member pending a vote on the recommendation to remove the member. While suspended, a member may attend meetings but may not vote on matters before the Advisory Council.

C. The purposes of this Section 14, "Cause" shall mean (i) the member's failure to comply with these governing rules, the policies and procedures of the Advocacy Center, the by-laws of the Board, the Act or the Regulations; (ii) the member's gross negligence in the performance or non-performance of any duties or responsibilities assigned to that member by the Chair or Advisory Council, (iii) the member's dishonesty, fraud or willful misconduct with respect to the affairs of the Advisory Council or the Advocacy Center, (iv) the member's being absent without excuse from two or more meetings in any Fiscal Year, or (v) any act or omission that is demonstrably and materially injurious to the Advisory Council or the Advocacy Center, monetarily and otherwise.

Section 15. Superceding Effect; Reformation.

A. These governing rules are the only rules governing the actions of the Advisory Council. The Advisory Council hereby ratifies all actions of the council taken before the effective date of these Governing Rules. The Advisory Council hereby repeals any earlier existing rules or by-laws by or on behalf of the Advisory Council and such rules or by-laws are now void.

B. Except as set forth in Section 15.C. below, these governing rules may be amended or repealed only by a majority vote of the entire membership of the Advisory Council (as opposed to only those members present at the meeting).

C. If any provision of these governing rules is determined by a competent attorney for the Advocacy Center, the Board or the Advisory Council to be inconsistent or noncompliant with the Act or the Regulations, as now existing or later amended, then at the direction of the Chair, the Executive Committee may reform the provision so that it is in conformance with the Act and the Regulations, and the provision shall take effect immediately without a vote of the Advisory Council. At the next regular or special meeting of the Advisory Council, the Chair shall call a vote to ratify the reformed provision or to make further changes to the provision, and the reformed provision shall be ratified or changed in accordance with the vote of a majority of the members present at the meeting (as opposed to a majority of the members of the entire council); provided, however, that the Chair shall not permit any vote on any proposed change that is inconsistent or noncompliant with the Act or Regulations.

Section 16. Effective Date.

These governing rules will take effect immediately upon approval by a majority of the members of the Advisory Council.

APPROVED AND MADE EFFECTIVE AS OF _____, 2007.
PAIMI ADVISORY COUNCIL

Chair, PAIMI Advisory Council