

# Cardinal Innovations Healthcare Consumer and Family Advisory Committee By-Laws

## ARTICLE I. NAME

The name of this committee is the Cardinal Innovations Healthcare Consumer and Family Advisory Committee (CFAC) hereafter referred to as "the CFAC." The CFAC is divided into four regional committees—Central (Alamance, Caswell, Chatham, Orange and Person counties), Five County (Franklin, Granville, Halifax, Vance and Warren counties), Southern (Cabarrus, Mecklenburg, Rowan, Stanly and Union counties) and Triad (Davidson, Davie, Forsyth, Rockingham and Stokes counties) called "the Regional CFACs." The work of the CFAC is coordinated by a body which draws its membership from the Regional CFACs. That entity is referred to here as the Steering Committee. Collectively, the Regional CFACs and the Steering Committee comprise the CFAC for Cardinal Innovations Healthcare for purposes of N.C.G.S. §122C-170.

## ARTICLE II. MISSION

The CFAC will lead the efforts to create a community where people with disabilities and their families are valued and treated with dignity; where stigma, accompanying attitudes, discrimination, and other barriers are eliminated. The CFAC will work to ensure that state-operated services and community-based systems remain compliant with the rights protected for recipients of supports and services through appropriate referral on any identified matter. The CFAC will work to develop, maintain and advance meaningful relationships with consumers, family, and advocacy organizations. The CFAC will support the development of appropriate service capacity for meeting the needs of our catchment area community and the effective use of resources. The CFAC will be firmly committed to the right of choice for individuals and the fair, timely and meaningful responses to grievances and complaints.

## ARTICLE III. AUTHORITY AND PURPOSE

The purpose of the CFAC is to ensure meaningful participation by consumers and families to assist and have a voice in managing the delivery of services for mental health disorders, intellectual/developmental disabilities and substance use disorders for the populations of Alamance, Cabarrus, Caswell, Chatham, Davidson, Davie, Forsyth, Franklin, Granville, Halifax, Mecklenburg, Orange, Person, Rockingham, Rowan, Stanly, Stokes, Union, Vance and Warren counties. This purpose of the CFAC is defined in N.C.G.S. § 122C-170, as set forth below.

"Area authorities and county programs shall establish committees made up of consumers and family members to be known as Consumer and Family Advisory Committees (CFACs). A local CFAC shall be a self-governing and a self-directed organization that advises the area authority or county program in its catchment area on the planning and management of the local public mental health, developmental disabilities, and substance abuse services system...."

1 Consistent with N.C.G.S. §122C-170(c), the activities of the CFAC shall include, without limitation, the following:

- 2 1) "Review, comment on, and monitor the implementation of the local business plan."
- 3 2) "Identify service gaps and underserved populations."
- 4 3) "Make recommendations regarding the service array and monitor the development of additional services."
- 5 4) "Review and comment on the area authority or county program budget."
- 6 5) "Participate in all quality improvement measures and performance indicators."
- 7 6) "Submit to the State CFAC findings and recommendations regarding ways to improve the delivery of mental  
8 health, developmental disabilities, and substance abuse services."

9  
0 **SECTION 1. Responsibilities of the Regional CFACs:**

- 1 (a) Participate in annual capacity studies and needs assessments and community planning -- making  
2 recommendations about eligibility for services, and new models of service.
- 3 (b) Ensure consumer and family participation at all levels of operation and service delivery.
- 4 (c) Promote activities related to consumer recovery, wellness, empowerment, and self-determination.
- 5 (d) Inform and educate other consumers, family members, and the general public regarding MH/DD/SA issues  
6 and concerns in the catchment area via outreach efforts in line with the statute and in coordination with  
7 Cardinal Innovations Healthcare staff.
- 8 (e) Meet a minimum of 6 times annually.

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0 **SECTION 2. Responsibilities of CFAC Steering Committee:**

- 1 (a) The Steering Committee shall have no oversight authority over the Regional CFACs and no authority to carry  
2 out the statutory responsibilities of the CFAC, except as specifically provided herein.
- 3 (b) The Steering Committee will meet quarterly, rotating locations among the regions. Members will be  
4 provided remote access or if attending in person, will be supported with mileage and hotel accommodations  
5 if desired when the location is more 100 miles from their home.
- 6 (c) Representatives from the Regional CFACs share and compare information and data from respective regions  
7 to help identify common problems and possible solutions for the Regional CFACs to consider as  
8 recommendations to the LME/MCO Board of Directors and the State CFAC.
- 9 (d) Compile the annual CFAC reports for the LME/MCO Board of Directors.
- 0 (e) Compile the Regional CFAC's statements for review of the Cardinal Innovations Healthcare LME/MCO  
1 Corporate Financial Budget Report
- 2 (f) Compile the Regional CFACs statements for Gaps in Services and Needs Assessment statements into a  
3 presentation for the Cardinal Innovations Healthcare LME/MCO Board of Directors, County Commissioner  
4 Advisory Board (CCAB) and the State CFAC.
- 5 (g) Consider the training needs of the Regional CFACs, when common needs arise, form a sub-committee to  
6 plan, arrange and organize trainings.
- 7 (h) Plan, arrange and organize events and biannual meetings of the CFAC.
- 8 (i) Determine the recipients of Bonnie Schell Scholarship Fund Awards as applications are received.
- 9 (j) Consistent with these Bylaws and applicable law, the Steering Committee shall make recommendations to  
0 the CCAB from the four Regional CFACs, in accordance with Article III, Section 3.

**SECTION 3. Responsibilities of CFAC Representatives on the Cardinal Innovations Healthcare Board of Directors:**

The CFAC membership on the Cardinal Innovations Healthcare LME/MCO Board of Directors shall be determined pursuant to N.C.G.S. § 122C-118.1 or other law as applicable. Specifically, in accordance with N.C.G.S. § 122C-118.1(b), the CFAC membership on the Cardinal Innovations Healthcare LME/MCO Board of Directors shall be comprised as follows:

- (a) The chair of the CFAC or the chair's designee ("Chair Slot")
- (b) At least one family member of the CFAC, as recommended by the CFAC, representing the interests of the following:
  - i. individuals with mental illness
  - ii. individuals in recovery from addiction
  - iii. individuals with intellectual or other developmental disabilities ("Family Member Slot")
- (c) At least one openly declared consumer member of the CFAC, as recommended by the CFAC, representing the interests of the following:
  - i. individuals with mental illness
  - ii. individuals with intellectual or other developmental disabilities
  - iii. individuals in recovery from addiction ("Consumer Member Slot")

The process for filling vacancies on the Cardinal Innovations Healthcare LME/MCO Board of Directors is governed by N.C.G.S. §122C-118.1 and any recommendations to fill the CFAC membership slots shall be made, as applicable, to the County Commissioner Advisory Board ("CCAB"), which serves as the Selection Committee for purposes of filling vacancies on the Cardinal Innovations Healthcare LME/MCO Board of Directors.

Consistent with N.C. Gen. Stat. § 122C-118.1(b), the Chair Slot is automatically appointed to the Cardinal Innovations Healthcare LME/MCO Board of Directors once the CFAC selects the member to fill this seat. The individuals who fill the Family Member Slot and the Consumer Member Slot are recommended by the CFAC to the CCAB. While the CCAB makes the actual appointments for these two seats under the statute, the CCAB shall not have discretion to reject a membership recommendation regarding either the Family Member Slot or the Consumer Member Slot under N.C.G.S. §122C-118.1(b). The CFAC may submit recommendations to the CCAB for additional members to serve on the Cardinal Innovations Healthcare LME/MCO Board of Directors, but the CCAB shall have sole authority whether to accept or deny such recommendations.

Consistent with N.C.G.S. § 122C-118.1(d), the CFAC members currently serving on the Cardinal Innovations Healthcare LME/MCO Board of Directors have been appointed to an initial term of one, two or three years, as applicable, and shall continue to serve on and after the Effective Date of these Bylaws for such term until the appointment and qualification of a successor by the CFAC, or until such member's resignation or removal. After such initial terms, the CFAC members may serve for a term of three (3) years, but shall not be appointed to serve for more than three (3) consecutive terms.

CFAC members serving on the Cardinal Innovations Healthcare LME/MCO Board of Directors shall do the following:

- 1) Attend all meetings and participate in other activities in accordance with the Bylaws and Governance Guidelines of the Cardinal Innovations Healthcare LME/MCO Board of Directors.
- 2) Present in appearance and behavior that reflects well on the CFAC.
- 3) Separate personal agendas in order to advocate for all individuals with Mental Health, Intellectual/Developmental Disabilities and Substance Use Disorder diagnoses.
- 4) Know the concerns of the CFAC.

- 5) Act as a liaison between the Cardinal Innovations Healthcare LME/MCO Board of Directors and the CFAC.
- 6) Report during a designated section of the CFAC meeting agenda to the CFAC information about Cardinal Innovations Healthcare LME/MCO Board meetings and other activities, except in the case of closed sessions (the CFAC members that serve on the Cardinal Innovations Healthcare LME/MCO Board of Directors owe core legal fiduciary duties to Cardinal and are required to protect the confidentiality of information presented or discussed in closed session).
- 7) Share information, exchange ideas, and provide input that is in the best interests of all individuals with Mental Health, Intellectual/Developmental Disabilities and Substance Use Disorder diagnoses.

**SECTION 4. CFAC Relationship to the LME/MCO Board of Directors:** The CFAC shall have the role of constructive partner to the Cardinal Innovations Healthcare LME/MCO Board of Directors with the common goal of acting in the best interests of consumers and their families. Upon the request of either Party, the CFAC and the Cardinal Innovations Healthcare LME/MCO Board of Directors shall enter into a Relational Agreement as stated in N.C.G.S. § 122C-170 defining the relationship between the CFAC and the Cardinal Innovations Healthcare LME/MCO Board of Directors.

Consistent with N.C.G.S. § 122C-170(a), the purpose of the Relational Agreement shall be to identify:

- (a) the roles and responsibilities of each Party
- (b) the appropriate channels of communication between the Parties
- (c) a process for resolving disputes between the Parties

## ARTICLE IV. MEMBERSHIP

**SECTION 1. Determination and Rights of Members:** All members shall have the same rights, privileges, restrictions, and conditions.

**SECTION 2. Qualification of Members:** By directive of N.C.G.S. § 122C-170(b), the CFAC shall be composed exclusively of:

- (a) adult consumers of mental health, developmental disabilities, and substance use services
- (b) family members of consumers of mental health, developmental disabilities, and substance use services
  - i. A family member may represent a child. A family member may represent the needs of adult consumers.
  - ii. The Regional CFACs shall attempt to achieve representation according to county/ population, disability group and the race and ethnicity of the community.
  - iii. The Steering Committee shall draw its members from the Regional CFACs and shall attempt to achieve a balance among the three disability groups. There should be 3 members per Regional CFAC, each representing the recognized disability groups, totaling 12 members on the Steering Committee.
  - iv. Consumers or family members of consumers who are employed by or related to employees of Cardinal Innovations Healthcare are not eligible for membership. Consumers or family members who are employed by a Cardinal Innovations Healthcare contract provider are eligible for membership but must recuse themselves from voting on issues pertaining to their agency, organization, or service. The Chairs of the Regional CFACs may also call on a member to recuse themselves from voting on issues pertaining to their agency, organization or service.

**SECTION 3. Number of Members:** The Cardinal Innovations Healthcare Regional CFACs shall consist of a maximum of twenty-one (21) voting members with maximum of seven (7) voting members representing each disability.

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2 Each of the three disability groups shall be equally represented on the four (4) Regional CFACs and the CFACs shall  
3 endeavor in good faith to reflect as closely as possible the racial, ethnic and geographic composition of the respective  
4 service area of each Regional CFAC. Additionally, no more than four (4) voting members shall be seated from any given  
5 county if a vacant seat could otherwise be filled by an underrepresented county.

6  
7 In order to ensure equitable representation in each of the three (3) disabilities, if a voting member must be removed to  
8 have no greater than four (4) members from the same county within the region to represent each of the three (3)  
9 disability groups served, the Regional CFAC will:

- 0  
1 (a) First, request volunteers from the over-represented group/s.  
2 (b) Next, figure out the county with the most over-represented contingent and request volunteers again.  
3 (c) Finally, with no volunteers to remove themselves as a voting member from the over-represented group/s,  
4 the default removal would be the member in the over-represented group/s with the least amount of time  
5 remaining in their tenure.

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7 **SECTION 4. Selection & Election of Members:** All potential CFAC candidates are required to attend two (2) consecutive  
8 Regional CFAC meetings before becoming eligible for membership. After two consecutive meetings and subject to the  
9 eligibility requirements set forth in N.C.G.S. §122C-170(b) regarding member composition, any person interested in  
0 becoming a member of a Regional CFAC shall make application in writing to the Chairperson of that Regional CFAC. At  
1 the conclusion of their second meeting, membership becomes effective per majority vote. Every effort will be made to  
2 ensure that the CFAC achieve a balance by county of residence, disability group, race and ethnicity.

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4 **SECTION 5. Member Fees:** No fees or dues shall be charged for membership on the Regional CFACs.

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6 **SECTION 6. Non-Liability of Members:** A member of the CFAC is not personally liable for the decisions, debts, liabilities,  
7 or obligations of Cardinal Innovations Healthcare.

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9 **SECTION 7. Terms of Membership:**

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1 (a) **Regional CFAC Membership:** Consistent with N.C.G.S. § 122C-170(b), terms of service shall be for three  
2 years. Members due for reconsideration of second and third terms will be voted on by majority vote of a  
3 quorum of their Regional CFAC. No member may serve more than three consecutive terms. Members must  
4 rotate off for one year before reconsideration.  
5  
6 (b) **Steering Committee:** In order to facilitate continuity and to ensure that members' terms on the Steering  
7 Committee do not all expire in the same year, members shall be divided into three (3) classes, as nearly  
8 equal in number as possible, and designated as Class I, Class II, and Class III. Upon the initial formation of the  
9 Steering Committee, members initially appointed to Class I shall serve for a term of one year; members  
0 initially appointed to Class II shall serve for a term of two years; and members initially appointed to Class III  
1 shall serve for a term of three years. Thereafter, all members of the Steering Committee shall hold office for  
2 a term of three years, whether or not initially appointed to Class I, Class II, or Class III, and shall serve for  
3 such term until the appointment and qualification of a successor, or until such member's resignation or  
4 removal. Members shall not be appointed to serve on the Steering Committee for more than three  
5 consecutive terms. Membership from each Regional CFAC will be appointed by that Regional CFAC with  
6 Class I, II or III prior designated of each appointee by the Regional CFAC.



1 **SECTION 8. Attendance:** CFAC members shall attend in-person at least 75% of the meetings (barring hardship) held in a  
2 fiscal year.

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4 Members attending by telephone conference are expected to participate fully in the meeting at all times except for  
5 periods during which the meeting is in recess or adjournment.  
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7 There will be no differentiation of absences among health, personal, professional, work-related, or other basis for a  
8 member's absence. A member may request a "temporary leave" for any reason and not be considered absent during  
9 that period for attendance purposes. Such request will be considered and decided by the Chairperson after consultation  
0 with the Regional CFAC as a whole.  
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2 If any member does not attend 75% of meetings held during a fiscal year and temporary leave has not been granted, the  
3 member shall be contacted by the Chairperson or Vice-Chairperson to determine whether that member wishes to  
4 continue their term. Further, if any member fails to meet the attendance requirements of this Section 8 during the 12-  
5 month fiscal year (July through June), the Chairperson and Vice-Chairperson will decide, on a case-by-case basis and  
6 after consultation with the members of the Regional CFAC as a whole, whether to recommend removal from the  
7 Regional CFAC.  
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9 **SECTION 9. Leave of Absence:** Leave of absence will be considered by personal request of the member and submitted to  
0 the respective Regional CFAC Chairperson and/or Vice-Chairperson in writing. Requests are to be granted in four month  
1 increments for a maximum total of eight months, and further consideration for extension will be considered on case-by-  
2 case basis as requested to the respective Regional CFAC Chairperson and Vice-Chairperson.  
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4 **SECTION 10. Resignation:** Any member may resign at any time by giving written notice to the Chairperson of their  
5 Regional CFAC. Members who become employed by Cardinal Innovations Healthcare shall be required to resign.  
6

7 **SECTION 11. Termination of Membership:** Each Regional CFAC shall have the power to terminate, by a (2/3) two-thirds  
8 vote of total membership, the membership of any member. See Code of Conduct for reference to examples of behavior  
9 that may result in termination of membership. The Steering Committee can also terminate the membership of one of its  
0 members by (2/3) two-thirds vote of total membership; however, that individual remains a member of his or her  
1 regional CFAC unless the Regional CFAC votes to remove the member. If a CFAC member fails to attend three (3)  
2 consecutive meetings (Regional and/or Steering Committee) without contacting their Regional Chairperson and/or Vice  
3 Chairperson, then he/she will be deemed to have resigned from the CFAC. That member shall be notified of the action  
4 by letter and may be replaced in the same manner as any vacancy.  
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6 **SECTION 12. Vacancies:** Any vacancy on the Regional CFAC may be filled by a qualified individual. Full terms will begin  
7 with appointment at the time of their election cycle.  
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## ARTICLE V. OFFICERS

**SECTION 1. Number of Officers:** The officers of each Regional CFAC shall consist of a Chairperson and a Vice Chairperson.

**SECTION 2. Election and Terms of Office:** Each Regional CFAC at its last meeting of the fiscal year, shall elect the Chairperson and the Vice Chairperson to be effective July 1. The Chairpersons and the Vice Chairpersons shall be elected by the Regional CFACs for a term of two years. Both may be re-elected for one additional term. The same person may not hold more than one office nor can two members of the same family, related by blood or marriage, serve as co-officers within each Regional CFAC.

The Steering Committee meetings will be facilitated by an elected Chairperson/Vice Chairperson, or designee. The Steering Committee shall identify a Chairperson/Vice Chairperson for a one-year term from the membership of 12 members. In the case that the elected Steering Committee's Chairperson is unable to serve to fulfill their term, the Vice Chairperson shall assume the duties and responsibilities of the Chairperson for the remaining duration of term. The Steering Committee will elect a new Vice Chairperson to assume the duties and responsibilities of the Vice Chairperson for the remaining duration of the term. Two members from the same family may not serve at the same time.

**SECTION 3. Vacancies:** In case an office for a Regional CFAC becomes vacant, the majority of the members of those present from that body may elect an officer to fill the vacancy for the remainder of that term.

The Regional CFAC shall seek a replacement member to fill the vacancy on the Steering Committee.

**SECTION 4. Regional CFAC Chairpersons:** The Chairpersons shall preside at all meetings of the Regional CFACs. He/she shall generally have charge and supervision of the affairs of the Regional CFAC and shall perform such other duties as may be assigned by the Regional CFAC. The Chairpersons shall be the official representatives of their respective Regional CFAC in all situations where representation is appropriate unless they delegate the representative function to another member of the Regional CFAC. In all situations where a representative function is being fulfilled, the Chairpersons or his/her delegates shall reflect the will or intention of the CFAC rather than his/her own opinion, if those should differ. He/she shall appoint all committee chairs in consultation with the regional CFAC. To the extent that it is feasible, he/she shall be an ex-officio member of all committees.

**SECTION 5. Regional Vice Chairpersons:** At the request of a Chairperson, or in the event of his/her absence, a Vice Chairperson shall perform the duties and possess the power of the Chairperson and shall have such other powers as the Regional CFAC may assign. In the absence of a Vice Chairperson, the Regional CFAC has authority to appoint an acting Chairperson for that meeting.

**SECTION 6. Removal:** Any officer or appointee from one of the four Regional CFACs may be removed from office by the affirmative vote of two-thirds of membership of that Regional CFAC at any regular or special meeting called for that purpose, for conduct detrimental to the mission and purpose of the CFAC, violation of the Code of Conduct and/or for failure to render reasonable assistance in carrying out the CFAC's mission and purpose. The Regional CFAC shall request the officer or appointee, non-voting members (excluding essential Cardinal staff) and guests to be excused from the meeting for the Regional CFAC to discuss the recommendation for removal, then all shall return to the meeting to

entertain the vote for removal. Any officer or appointee proposed to be removed shall be entitled to at least a fourteen (14) day notice in writing by certified mail with returned receipt of the meeting of the Regional CFAC at which his/her removal is to be voted upon and shall be entitled to appear before and heard by the Regional CFAC at the meeting. When a removal is completed the other three Regional CFACs will be given written notification. See provision for emergency meeting.

## ARTICLE VI. MEETINGS

**SECTION 1. Regular Meetings:** The members of each Regional CFAC will meet regularly at the date, place and time specified by the Regional CFAC for the purpose of transacting business and electing members. Regional CFACs must meet a minimum of 6 times annually. The Steering Committee will meet quarterly, timed to complete the tasks assigned in time for presentation. A face to face meeting with all four Regional CFACs will occur bi-annually. The Regional CFACs have the option to meet telephonically. Meetings of the CFAC shall conform to regulations required by North Carolina Open Meetings Act (N.C.G.S.143-318) requires that the CFAC hold open meetings, i.e. the public is allowed to attend and observe. There will be set aside at each meeting a time period for comments open to participation by the public. Members of the public will be permitted to participate during that open time or at any other time during the regular meeting if recognized by the Chairperson/Vice Chairperson. To make the public aware of each meeting, meeting schedules of the Regional CFACs shall be made available to the public through appropriate channels by the CFAC Liaison. Meetings can be cancelled by the Chairperson and/or Vice Chairperson if there is determined to be a natural disaster, or inclement weather, without usual advance notice.

**SECTION 2. Special/Emergency Meetings:** Special/emergency meetings may be called to consider unexpected circumstances when the special/emergency meeting time requirements are not possible. In accordance with:

- (a) Special Meetings – Special Meetings require the public body to give written notice of the meeting stating its purpose, and the notice shall be provided 48 hours before the time of the meeting. G.S. § 143-318.12(b)(2).
- (b) Emergency Meetings - For an emergency meeting, the public body shall cause notice of the meeting to be given to each local newspaper, local wire service, local radio station, and local television station that has filed a written request. At an emergency meeting, the public body may only consider the business connected with the emergency circumstances. G.S. § 143-318.12(b)(3).

**SECTION 3. Notice and Posting of Meetings:** An annual calendar of meetings should be approved at the first meeting of the fiscal year for each Regional CFAC, showing the time and place of the regular meetings, and notice of such meetings shall be provided to the public in accordance with N.C.G.S. § 143-318.12. The LME/MCO liaison and the respective Chairperson of each Regional CFAC should maintain a copy of this schedule.

**SECTION 4. Business to Be Transacted:** All meetings of the CFAC shall be open meetings in accordance with N.C.G.S. § 143-318.10(a). By practice, the CFAC agendas shall include a limited time for public comment. In the event that the meeting requires the discussion of privileged or confidential information regarding a consumer or a LME/MCO or provider employee, the CFAC shall, by majority support, move to exclude the public during the discussion, to maintain confidentiality.



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3 Any business may be transacted at any CFAC meeting provided it is listed on the Agenda for that meeting or is added to  
4 the Agenda of the meeting by a consensus of the members. For special/emergency meetings, no other agenda item may  
5 be added to the agenda.

7 **SECTION 5. Quorum for Meetings:** With respect to each Regional CFAC, a majority of the number plus one of voting  
3 members then serving in office, present in the meeting, shall constitute a quorum for the transaction of business.

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5 **SECTION 6. Majority Action as Membership Action:** Unless a two-thirds majority is otherwise required in these Bylaws,  
1 with respect to each Regional CFAC, the affirmative act of a majority of the members present and voting at a meeting, at  
2 which a quorum is present, shall be an act of the respective Regional CFAC. Once a quorum has been established at a  
3 Regional CFAC Meeting, the members present can continue to conduct business until adjournment of the meeting,  
4 notwithstanding the withdrawal of enough members to leave less than a quorum. The members at a Regional CFAC  
5 Meeting for which a quorum is not present may adjourn the meeting until such time and place as may be determined by  
5 a vote of the members present at the meeting.

3 **SECTION 7. Conducting Joint Meetings:** When bi-annual meetings are held, the Steering Committee Chairperson or  
3 designee will be responsible to lead.

1 **SECTION 8. Meeting Minutes:** Each Regional CFAC will use best efforts to make meeting minutes available within one  
2 week of a meeting and will present the draft minutes via email to the members for consideration and comment.  
3 Corrections may be suggested by members. Minutes become documents on record upon vote of each Regional CFAC at  
4 the next scheduled meeting.

## 7 **ARTICLE VII. COMMITTEES**

3 Each Regional CFAC and/or Steering Committee shall appoint Standing Committees and Ad Hoc Committees as  
3 necessary. Chairpersons shall appoint the committee chairs in consultation with members of the larger committee.

## 3 **ARTICLE VIII. PARLIAMENTARY AUTHORITY**

3 The authority for conduct of procedure will be the CFAC Rules of Procedure and issues not covered will reference  
3 suggested Robert's Rules of Order.

## 3 **ARTICLE IX. AMENDMENTS TO BYLAWS**

1 Revisions or amendments may be proposed by any Regional CFAC member. Proposals should be sent via the Regional  
2 Chairperson to the Steering Committee. Any proposed changes should be voted on at the next scheduled/called joint  
3 meeting. A two thirds (2/3) affirmative vote from current CFAC Membership is needed to make any revisions.  
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## 5 **ARTICLE X. DISSOLUTION**

7 The CFAC may voluntarily dissolve at such time as there is a two thirds (2/3) affirmative vote of the current members  
3 from all Regional CFACs at an officially recognized meeting as appropriate or necessary.

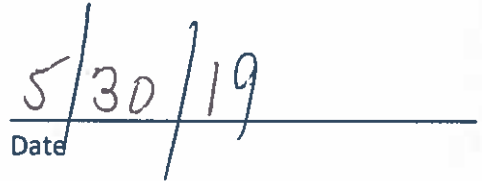
3 PASSED, ADOPTED, and APPROVED this 25 day of April 2019 by present Executive CFAC members.

1 ("Effective Date") Bylaws effective July 1, 2019.  
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3 **FINAL Formatted version reviewed and SIGNED this 30 day of May 2019 by the following:**

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3 Beverly M. Morrow, Interim Chairperson  
4 Executive Consumer Family Advisory Committee (ECFAC)

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3 Date

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2 **By-laws approved May 30, 2019 additionally by the following ECFAC Members:** Angelena Kearney-Dunlap, Five County  
3 CFAC Chairperson; Bob Crayton, Alamance-Caswell CFAC Member; Russell Andrews, Mecklenburg CFAC Member; Janet  
4 Sowers, OPC CFAC Member; Jean Andersen, Piedmont CFAC Member; Jeanette Williamson, Alamance-Caswell CFAC  
5 Chairperson; Matt Potter, Triad CFAC Member; Obie Johnson, Triad CFAC Chairperson; Stanley Cotton, OPC CFAC  
6 Member; Steve Furman, OPC CFAC Chairperson; and, Terry Cox, Triad CFAC Member.

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**Cardinal Innovations Healthcare  
Consumer and Family Advisory Committee By-Laws**

***Addendum A***

**Code of Conduct**

• **Value and Purpose for Meeting**

Members should attend each meeting unless absence is unavoidable.  
If unable to attend, notify Chairperson +/-or Vice-Chairperson.  
The group should follow the agenda.  
Discussion should focus on one topic at a time.

• **Value Time**

Meetings shall begin and end on time.  
Members shall put phones on vibrate.  
Members shall be concise in their input.  
Members shall come prepared for each meeting.  
The group shall keep discussion relevant to the issue being discussed.

• **Promote Team Feeling**

Members shall recognize we are all one CFAC.  
The group should encourage participation and creative ideas.  
The group should solicit input from all members—a few should not be allowed to dominate the meeting.  
All ideas and viewpoints of all members shall be valued.

• **Demonstrate Respect for All Participants**

Members shall be respectful and courteous to each other.  
Individual agendas and personal issues shall be put aside during meetings.  
One person speaks at a time as recognized by the Chairperson - avoid side conversations.  
When there is a disagreement which is not resolved during a meeting, individuals shall talk directly to try to resolve prior to next meeting.  
All members shall "actively" listen.

• **Create Harmonious Atmosphere**

Profanity and outbursts should be avoided.

1 Members should be positive and constructive in interactions and feedback.  
2 Hostile humor should be avoided.

3  
4 • **Ensure Closure and Strive for Consensus**

5 Action items (tasks) should be defined.

7 Assignment of responsibility for action items (tasks) and the establishment of timelines should occur.

3 Issues needing action shall be voted on at each meeting or tabled for further study.

9 Follow-up on items should occur.

0 No gossip will be addressed at meetings.

1  
2 • **Respect Bylaws**

3 Members shall adhere to the Cardinal Innovations Healthcare CFAC Bylaws and Commitment at all times.

5 Members shall recognize that the reputation of the Cardinal Innovations Healthcare CFAC is important and  
6 can be affected by members' actions.

7  
3 • **Email Etiquette**

9 Members shall promptly read emails identified as "IMPORTANT" and respond as needed.

0 Use of email shall be limited to items that need to be addressed between meetings.

1 Email shall not be used to complain or bring up issues that should be discussed at meetings +/- in person.

3 If a member has an issue with another CFAC member or staff, the member shall talk to them in person or  
4 by phone, not via email. For unresolved issues, members shall talk to the Chairperson, Vice-Chairperson, or  
5 support staff.

6 Members are encouraged to use "Reply All" instead of "Reply" for administrative emails.

7 Label emails CONFIDENTIAL if not intended to be forwarded without permission from sender.

3  
9 • **Violations**

0 A violation of the Code of Conduct shall result in a verbal reminder to that member; a member may also be  
1 asked to leave the meeting.

3 Continuing concerns regarding Code of Conduct violations by a member shall result in a recommendation  
4 to vote to terminate the member from CFAC following the procedure specified in the Bylaws.

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**Cardinal Innovations Healthcare  
Consumer and Family Advisory Committee By-Laws**

***Addendum B***

**RULES OF PROCEDURE**

1. Action by the CFAC: the committee shall take action by motion (except for elections and appointments).
2. Motions:
  - a. Any CFAC member, with the exception of the Chairperson, may make a motion.
    - Chairperson does not make motions,
    - Chairperson votes only to break tie vote,
    - Chairperson shall have the following powers (in addition to those conferred in the by-laws):
      - to rule motions in or out of order;
      - to determine whether a speaker has gone beyond reasonable bounds of courtesy;
      - to rule on objections from members on this ground (these may be appealed pursuant to Suggested Rules of Procedures);
      - to rule on parliamentary questions;
      - to call a brief recess; and
      - to adjourn in an emergency.
  - b. Seconding: required for all motions.
  - c. One motion only pending at one time.
  - d. Adoption of motion: by those present or pre-arranged policy.
  - e. Abstentions: will be allowed.
  - f. Withdrawal of motion: allowed before vote taken or motion amended; whether debated or not.
  - g. Redress: a motion may be reconsidered as a new motion with new information (up to two times within a 3-month period).
3. Debate: Person who made the motion will be entitled to speak first;
  - member who's not spoken shall be recognized before one who's already spoken.
4. Public Comment:
  - there will be a sign up sheet for first come, first served with at least 3 minutes per person, with no lending of time to others.
  - No response from the Regional CFAC or Steering Committee is allowed during public comments.
5. Behavior: governed by CFAC Code of Conduct, adopted
6. Canceling/Rescheduling meetings:
  - if a regular meeting is canceled, rescheduling not required;
  - meetings may not be canceled for any reason other than weather or good cause;
  - the chair, after consulting with the vice-chair, may cancel any regular meeting and with the help of staff, use all available means to contact members.
7. CFAC Duty vs. Personal Role:



- CFAC members should be vigilant to avoid conflicts of interest.

8. Procedures/Rules Questions:

- for anything not covered in these rules the issue will be resolved by consulting Bell's Suggested Rules of Procedures (SRP) for Small Government Boards, current edition;
- if SRP cannot answer the question, Robert's Rules of Order Newly Revised (RRONR) is the final arbiter.