

RESOLUTION NO. 20101216-066

WHEREAS, the Austin Travis County Mental Health Mental Retardation Center, also known as Austin Travis County Integral Care (“Center”), has a community board of trustees that is currently comprised of nine members appointed by three local governing agencies, the City of Austin, Travis County, and the Austin Independent School District (AISD) ; and

WHEREAS, four of the trustees on the Center’s board of trustees are appointed by the City Council, four are appointed by the Travis County Commissioners Court (County), and one is appointed by the Board of Trustees of AISD; and

WHEREAS, the governing bodies of the City, County and AISD previously approved the Center’s suggestion to amend the membership categories of the local governing agencies that appoint the trustees in order to: a) add the Travis County Healthcare District, doing business as Central Health (Central Health), as a governing agency; b) remove AISD as a governing agency; c) revise the number of board members appointed by the City and the County from four to three each, and d) authorize Central Health to appoint three members; and

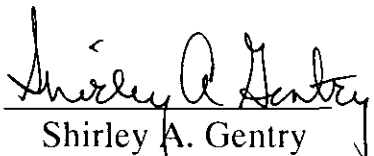
WHEREAS, the reorganization of the board requires certain amendments to the Center's Articles of Organization; and

WHEREAS, Center is required to obtain the approval of the governing body of each governing agency in order to amend Center's Articles of Organization; **NOW, THEREFORE**,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF AUSTIN:

The City Council approves the attached Amended and Restated Articles of Organization of the Center.

ADOPTED: December 16, 2010

ATTEST: 
Shirley A. Gentry
City Clerk

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION

For

AUSTIN-TRAVIS COUNTY MENTAL HEALTH
AND MENTAL RETARDATION CENTER

PREAMBLE

WHEREAS, pursuant to authority granted in the Texas Mental Health and Mental Retardation Act of 1965 (House Bill No.3, 59th Legislature; now codified as Chapter 534 of the Texas Health & Safety Code ("Chapter 534")), the City of Austin, County of Travis, Austin Independent School District, and the University of Texas jointly established the Austin -Travis County Mental Health and Mental Retardation Center in late 1965 and early 1966; and,

WHEREAS, the Austin-Travis County Mental Health and Mental Retardation Center, under the guidance and control and with the professional and financial support of the Texas Department of Mental Health and Mental Retardation (now known as the Texas Health and Human Services Commission) and each of the Organizing Agencies, as hereinafter defined, has, from its initial organization, continued to provide or support the provision of comprehensive behavioral health, substance abuse, and intellectual and developmental disabilities services at the community level to citizens in the Austin and Travis County area; and

WHEREAS, the Organizing Agencies previously agreed to reorganize and reconstitute Austin-Travis County Mental Health and Mental Retardation Center and adopted Restated Articles of Organization, in which the Organizing Agencies further agreed that the University of Texas would no longer appoint any member of the Board of Trustees of Austin-Travis County Mental Health and Mental Retardation Center (the "Board"), and that the remaining Organizing Agencies would appoint the members of that Board (each, a "Trustee" and, collectively, the "Trustees") as more specifically provided in such Restated Articles of Organization; and WHEREAS, it has now been determined that there is a need for further reorganizing and reconstitution of Austin-Travis County Mental Health and Mental Retardation Center's Board so that Austin-Travis County Mental Health and Mental Retardation Center may meet current needs and continue to provide quality services in the future;

NOW, THEREFORE, for the purpose of providing a formalized basic organizational structure, the Governing Agencies, as hereinafter defined, do hereby adopt the following Amended and Restated Articles of Organization:

1. Agency Designations. The following agency designations will apply herein:
 - 1.1. "Organizing Agency" or "Organizing Agencies," as used herein, refers to those agencies originally involved in the organization of Austin-Travis County Mental Health and Mental Retardation Center and acting as its original sponsoring agencies, i.e.,

the City of Austin, Travis County, the Austin Independent School District, and the University of Texas (now the University of Texas at Austin).

1.2. “Governing Agency” or “Governing Agencies,” as used herein, refers to those agencies who have agreed to be involved in the organization and operation of the Austin-Travis County Mental Health and Mental Retardation Center and its sponsoring agencies under these Amended and Restated Articles of Organization. Such agencies, referred to as the “local agencies” in Chapter 534, are as follows: the City of Austin, acting by and through its City Council; Travis County, acting by and through its County Commissioners Court; and the Travis County Healthcare District dba Central Health, acting by and through its Board of Managers.

2. Prior Organization and Operation Ratified. The Austin-Travis County Mental Health and Mental Retardation Center, as heretofore established and operated since 1966 is hereby expressly ratified and approved. As of the Effective Date of these Amended and Restated Articles of Organization defined in Provision 7, and until such time as all nine (9) Trustees hereunder have been nominated and jointly approved as required herein, six (6) initial Trustees shall constitute a full Board and a majority of these 6 may act to the fullest extent of the Board’s authority under these articles and under applicable law.

3. Agreement for Reconstitution. The Governing Agencies, with the approval and consent of the Austin Independent School District, have and do hereby contract and agree by and among themselves that the Austin-Travis County Mental Health and Mental Retardation Center, shall, from and after the “Effective Date,” as herein determined, be reorganized and reconstituted as provided herein.

4. Services Provided and Service Area. The Austin-Travis County Mental Health and Mental Retardation Center shall provide comprehensive behavioral health, intellectual and developmental disability, and substance abuse at the community level to citizens residing in the areas served by the Governing Agencies, known as the “service area” or “service region.” The Austin-Travis County Mental Health and Mental Retardation Center’s service area shall not extend beyond the jurisdictional boundaries of the Governing Agencies, except where required or encouraged to be greater by law or regulation. Such services shall include all services concerned with prevention, detection and treatment of behavioral health illnesses, including persons who have substance use disorders, and all services concerned with prevention, detection education, training, rehabilitation, care, and treatment of persons who have intellectual and/or developmental disabilities residing within the service area.

The Austin-Travis County Mental Health and Mental Retardation Center’s Board, with the consent of the Governing Agencies, shall establish and define, from time to time, the designated “service area” or “service region,” and the specific services to be available therein. The Board may establish reasonable requirements, not inconsistent with law, for delivery of services to non-residents under emergency or special circumstances.

5. Governing Body – The Board of Trustees. The management and affairs of the Austin-Travis County Mental Health and Mental Retardation Center shall be governed by its Board. Each Trustee shall be duly nominated, qualified, and appointed by the Governing Agencies as herein provided.

5.1. Qualifications. Each Trustee shall be a qualified voter within the service area. Further, any applicable Federal or State legal requirements for eligibility or relating

to the composition of the Board as a whole shall be adhered to. No member of any governing body of any Governing Agency shall be disqualified from service on the Board solely because of such public service. It is the desire of the Governing Agencies that individuals trained and experienced in administration, fiscal management, and/or legal matters be appointed to the Board, consistent with the Governing Agencies' recognized obligation to comply with State and Federal Law.

5.2. Number and Regular Term. The total number of Trustees serving on the Board shall be nine (9). Trustees other than those initially selected by the Travis County Healthcare District shall serve for a term commencing on October 1st of the year of selection and continuing for two (2) years or until a successor is duly appointed and qualified. Trustees shall be eligible for reappointment if otherwise qualified.

5.3. Composition and Initial Appointments. The governing bodies of each Governing Agency shall be entitled to designate persons for membership on the Board as follows:

City of Austin:	3 Trustee Positions
Travis County:	3 Trustee Positions
Travis County Healthcare District:	3 Trustee Positions

The Travis County Healthcare District shall designate 2 of its initial Trustees to serve a two (2) year term, and the remaining Trustee to serve a one (1) year term.

5.4. Annual Nominations and Appointments.

On or before the first day of September each year, other than for Travis County Healthcare District's nomination of its initial Trustees, the governing body of each Governing Agency shall select the number of nominees authorized for the Governing Agency for that year. The name, qualifications, and a brief biographical statement of each nominee shall be submitted in writing by the nominating Governing Agency to each other Governing Agency and to the chairperson of the Board ("Chairperson") so as to be received on or prior to September 10th (or the first working day thereafter if a holiday). The nominating Governing Agency may also designate alternate nominees of relative ranking if desired.

Unless the Chairperson reports that there are qualification questions as defined in Provision 5.1., a nominee shall be deemed to be qualified and may thereafter be duly appointed for the term commencing October 1st by the applicable Governing Agency; and Austin-Travis County Mental Health and Mental Retardation Center shall be authorized thereafter to recognize such person as a "Trustee-designate" until that Trustee-designate's term begins.

Nothing herein is intended to prevent or limit the right of the governing bodies of the Governing Agencies to meet in joint session or adopt other procedures for the selection of Trustees so long as such procedures do not violate the provisions of applicable Federal and State Laws.

5.5. Vacancy.

In the event any vacancy shall occur in the Board for whatever reason, the Governing Agency responsible for such vacant Trustee position shall promptly submit in writing to each other Governing Agency and to the Chairperson of the Austin-Travis County Mental Health and Mental Retardation Center the name, qualifications and biographical

information of a successor nominee in the same manner as provided for annual nominations. Unless there shall be a question of qualification as defined in Provision 5.1., upon official appointment by the applicable Governing Agency, the nominee shall be approved and appointed. Such nominee shall thereafter serve as a Trustee for the unexpired term of his or her predecessor and until a successor be nominated, qualified and duly appointed.

5.6. Removal. Trustees shall be subject to removal in accordance with the following: Any Trustee deemed to be derelict in his or her duties, as defined herein below in this Section 5.6, shall be removed by the Governing Agency by which he or she was appointed. For purposes of this provision, an absence from three (3) consecutive, regularly scheduled meetings of the Board within a twelve (12) month period or four (4) regularly scheduled meetings of the Board within a twelve (12) month period shall be deemed a dereliction of duty unless the Trustee can show good cause for the absence or absences. Regular meetings shall be held no less frequently than once a month, except as otherwise determined by the Board for good cause. A Trustee shall also be removed by the Governing Agency by which he or she was appointed for good cause as may be determined by such Governing Agency including, but not limited to, disqualification under Federal or State funding requirements.

5.7. Successor Trustees. Any person designated to fill a vacancy on the Board, regardless of the basis for that vacancy, shall serve the unexpired term of his or her predecessor and until a successor be duly nominated, qualified and appointed. Any successor Trustee so appointed shall be eligible for reappointment or for subsequent appointment in any other position on the Board of Trustees upon completion of his or her designated term, so long as such Trustee shall be otherwise qualified.

5.8. Trustee Relationships. The authority and responsibility of the Board insofar as it relates to the management and affairs of the Austin-Travis County Mental Health and Mental Retardation Center shall be joint only and not individual. The Chairperson or, in his or her absence, the Vice-Chairperson, shall be the official spokesperson for the Board and for the Austin-Travis County Mental Health and Mental Retardation Center, both with the administrative staff and with other agencies and interested persons.

Notwithstanding the above, it is understood that each Trustee has been nominated by a particular Governing Agency and is subject to removal by such Governing Agency. Each Trustee is expected and encouraged to maintain full and open communications with appropriate persons within the nominating Governing Agency so as to be able to secure the effective coordination of effort and support of the Governing Agency as necessary.

6. Officers, Chairperson. As soon as practicable, and prior to the first day of November of each year (or no later than one month subsequent to the approval of the initial Board); the Trustees shall select from among their number of persons to serve as Chairperson, Vice-Chairperson and Secretary-Treasurer. Such persons shall promptly assume their respective offices and shall continue until the next succeeding November 1st and until their successors be duly elected. Each officer shall be eligible for re-election.

The Chairperson shall be the presiding officer at all meetings of the Board and the official representative of the Austin-Travis County Mental Health and Mental Retardation Center in all policy matters. In the absence of the Chairperson, these duties and

responsibilities shall be performed by the Vice-Chairperson. All official records of the Board shall be maintained by or under the direction of the Secretary-Treasurer.

The Board may also establish other offices as it may deem necessary or desirable in the conduct of its affairs.

7. Effective Date. Except as expressly provided herein, these Amended and Restated Articles of Organization shall be effective immediately after they have been approved by all Governing Agencies in accordance with their respective procedures for such matters and a true copy bearing the appropriate signatures has been duly approved by both the Texas Department of State Health Services ("DSHS") and the Texas Department of Aging and Disability Services ("DADS"). Such date is defined as the "Effective Date."

From and after the Effective Date, all Trustees and all Board officers shall be nominated and appointed as herein provided; but the initial Trustees for the Travis County Healthcare District shall be nominated and appointed according to the following procedure. Within thirty (30) working days immediately following the Effective Date, the Travis County Healthcare District shall select its nominee(s) to the Board and provide notice of the name, qualifications, length of initial term to be served, and a brief biographical statement of each such nominee to the other Governing Agencies and to the Chairperson. The Travis County Healthcare District may also designate alternate nominees of relative ranking if desired.

Unless any other Governing Agency or the Chairperson reports in writing to each Governing Agency that there are qualification questions with respect to any such initial nominee as defined in Provision 5.1. within ten (10) days after the date of the notice from the Travis County Healthcare District as described above, each such nominee shall be deemed duly qualified and shall be duly appointed for his or her respective initial term commencing as soon as practicable thereafter.

8. Extension of Terms of Initial Board of Trustees. The terms of all initial trustees appointed for terms expiring at the end of one and two years, as described in Provision 5.3., shall be automatically renewed and extended to the October first subsequent to the one or two year period of their appointment so that thereafter the regular two-year term of each trustee shall commence on the first day of October and terminate on the last day of September two years later, as provided for in Provision 5.2.

9. Executive Committee of the Board of Trustees. The Chairperson, Vice-Chairperson and Secretary-Treasurer shall constitute the "Executive Committee" of the Board. The Executive Committee shall have the authority to consider matters and take action under urgent or emergency situations where consideration by the whole Board is impossible or infeasible. For all such urgent or emergency actions, the Executive Committee shall have and may exercise the authority that the Board had in the business and affairs of the Austin-Travis County Mental Health and Mental Retardation Center and for such other matters as the Board shall determine and resolve. The Executive Committee shall keep regular minutes of its meeting and activities and report the same to the Board upon request.

10. Other Committees. The Board may establish from time to time such other committees as it shall deem desirable in the conduct of the affairs of the Board. Each committee shall have such members and such duties and responsibilities as the Board shall determine.

11. Conflicts of Interest. Trustees shall comply with all applicable laws regarding conflicts of interest including, but not limited to, Chapter 171 of the Texas Local Government Code and Chapter 534, each as may be amended from time to time.

12. Indemnification of Trustees. The Austin-Travis County Mental Health and Mental Retardation Center is expressly authorized to obtain and purchase from operating funds such insurance as may be deemed adequate to insure and indemnify the Board and individual Trustees from personal liability, including costs of defense arising out of the good faith performance of their duties.

13. Executive Director. Other Directors. The Board shall appoint an Executive Director who shall have direct overall principal administrative and executive responsibility and authority for the day-to-day administration and management of the business and affairs of Austin-Travis County Mental Health and Mental Retardation Center. The Executive Director serving as of the Effective Date shall continue to serve, to the extent of the authority vested in him by the former Board until such time as all of the initial trustees have been nominated and jointly approved by all the Governing Agencies, as per Provision 7. The Executive Director shall attend all regular and special meetings of the Board unless excused by the Chairperson, and shall preside (without right to vote) whenever no duly elected officers are present.

The Board may also authorize the employment of one or more Assistant Executive Directors and program or functional directors with such duties as the Board, with the advice of the Executive Director, may determine from time to time. All authority, duties, powers and responsibilities of the Executive Director and other directors shall be subject to the policy direction of the Board. However, the Board's authority to appoint and remove Austin-Travis County Mental Health and Mental Retardation Center's personnel extends only to the Executive Director. This authority, regarding employees of Austin-Travis County Mental Health and Mental Retardation Center, rests with the Executive Director.

14. Rules and Regulations. Policies. The Board shall make rules and regulations and establish policies (consistent with Chapter 534 and other applicable Federal and State Laws), standards and rules established by DSHS and DADS. To the extent not in conflict with other laws and regulations, the established rules and regulations shall, to the extent feasible, also be consistent with those established by the Governing Agencies for similar situations.

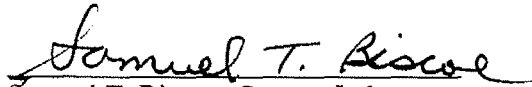
15. Budget. Funding Approval by Governing Agencies. On or before the deadlines established by the Governing Agencies, the Board shall prepare a proposed budget for the ensuing year. In the course of such preparation, the Board shall estimate the amount of funds to be received from sources other than the Governing Agencies. The Governing Agencies shall review the Board's proposed budget and estimated funds to be received from these other sources. The funding Governing Agencies shall then determine what services they wish to purchase, including those described in the proposed budget and/or others and the funding to be provided therefor. These determinations shall be negotiated with the Board and embodied in an annual contract between the Governing Agencies purchasing services and the Board.

16. Allocation of Center Funds. The Board shall enlist an independent certified public accountant to perform an annual audit and prepare certified financial statements which shall be presented to the Board and the Governing Agencies. During

any given year, should other audits be performed which are deemed satisfactory by the Board, the Board may, with the consent of the governing bodies of the Governing Agencies, waive the annual audit requirement, to the extent not in conflict with other laws and regulations.

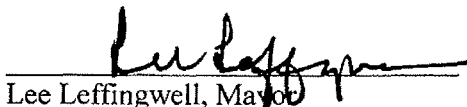
17. Amendments. These Amended and Restated Articles of Organization shall be amended only by approval of all of the Governing Agencies, as described herein. Any Governing Agency may recommend an amendment by majority vote of its governing body, and such amendment shall be effective on the first day of the second calendar month after it shall have received approval by majority vote of each of the governing bodies of each of the other Governing Agencies and a signed true and correct copy approved by each of DSHS and DADS.

Signed this 14TH day of December, 2010.



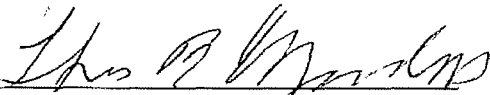
Samuel T. Biscoe, County Judge
Travis County, Texas

Signed this 16th day of December, 2010.



Lee Leffingwell, Mayor
City of Austin, Texas

Signed this 15TH day of December, 2010.



Tom Coopwood, MD, Chairperson
Travis County Healthcare District Board of Managers