

June 10, 2011

- 1 | National Alliance for Medicaid in Education, Inc (NAME)
- 2
- 3 | Bylaws
- 4 | Adopted: October 2, 2004. Amended 7-14-05, 9-14-06, 9-13-07, 7-10-08, 5-14-09
- 5
- 6 | Table of Contents
- 7 | I. TITLE
- 8 | II. PURPOSE
- 9 | III. MEMBERSHIP CATEGORIES
- 10 | A. Voting Membership
- 11 | B. ~~Limited Voting Membership~~
- 12 | ~~C. Non-Voting Membership~~
- 13 | ~~D. Associate Membership~~
- 14 | IV. MEMBERSHIP YEAR
- 15 | V. MEMBERSHIP DUES
- 16 | A. Dues
- 17 | B. Good Standing
- 18 | VI. MEMBERSHIP MEETINGS
- 19 | A. Annual Meeting
- 20 | B. Special Meetings
- 21 | C. Quorum
- 22 | D. Voting
- 23 | VII. OFFICERS
- 24 | A. President
- 25 | B. President-Elect
- 26 | C. Immediate Past President
- 27 | D. Secretary
- 28 | E. Treasurer
- 29 | VIII. ELECTION OF OFFICERS
- 30 | A. Procedure
- 31 | B. Term of Office
- 32 | C. Nominating Committee
- 33 | D. Selection
- 34 | E. Vacancies
- 35 | IX. BOARD OF DIRECTORS
- 36 | A. Membership
- 37 | B. General Powers
- 38 | C. Meetings
- 39 | D. Quorum
- 40 | E. Voting
- 41 | F. Terms
- 42 | X. STANDING AND SPECIAL COMMITTEES

5/12/2014 9:03 AM 6/14/2011 10:40 AM 6/10/2011 9:25 AM

June 10, 2011

- 1 A. Executive Committee
- 2 B. Nominating Committee
- 3 C. Conference Committee
- 4 D. Bylaws Committee
- 5 E. Membership Committee
- 6 F. Financial Review Committee
- 7 G. Other Standing Committees
- 8 H. Special Committees
- 9 XI. FINANCES
- 10 A. Budget
- 11 B. Obligations
- 12 C. Loans
- 13 D. Commercial Paper
- 14 E. Deposits
- 15 F. Financial Report
- 16 XII. DISSOLUTION
- 17 A. Dissolution Vote
- 18 B. Funds
- 19 XIII. AMENDMENTS
- 20 XIV. AUTHORITY

21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32  
33  
34  
35  
36  
37  
38  
39  
40  
41  
42

DRAFT

June 10, 2011

1 Bylaws of the National Alliance for Medicaid in  
2 Education, Inc. (NAME)

3  
4 I. TITLE.

5  
6 The title of the organization shall be the National Alliance for Medicaid in Education,  
7 Inc. (NAME). The organization was incorporated in the State of Delaware on  
8 September 27, 2004.

9  
10 II. PURPOSE.

11  
12 The purposes of the organization are to:

- 13
- 14 • Provide leadership as it relates to accessing Medicaid reimbursement for School-  
15 Based Services.
  - 16 • Promote integrity, collaboration, and success among all stakeholders.
  - 17 • Facilitate a network to share information on issues pertinent to Medicaid  
18 programs in public schools.

19  
20 III. MEMBERSHIP CATEGORIES.

21  
22 A. Voting Membership.

23  
24 1) ~~One individual is designated to represent the~~ State Medicaid  
25 agency and ~~one individual to represent the~~ State Education  
26 agency ~~as a Voting Member in the organization. Each designee staff or designee(s) who~~  
27 ~~shall~~ have expertise, experience or some responsibility related  
28 to Medicaid reimbursement for Administrative Outreach or  
29 Direct Health Care Services provided by schools- and who are members in good standing as defined in  
30 these Bylaws are considered voting members. If it is unclear  
31 whether the applicant for voting membership meets the  
32 qualifications listed above, the Membership Chair may request  
33 a letter from the ~~designating~~ State agency verifying ~~its~~ applicant  
34 designation.

35  
36 2) ~~Two At-Large~~ Regional or Local Education Authority Agency (LEA) Representatives  
37 who have ~~been elected~~ expertise, experience or some responsibility related  
38 to serve on Medicaid reimbursement for Administrative Outreach or  
39 Direct Health Care Services provided by schools and who are members in good standing as defined in  
40 these Bylaws are considered voting members. If it is unclear  
41 whether the ~~Board of Directors-~~ applicant for voting membership meets the  
42 qualifications listed above, the Membership Chair may request

June 10, 2011

a letter from a Regional or Local agency verifying applicant qualifications.

Voting Members shall have the right to vote on all issues before the membership, elect officers and board members, hold office, and serve as chair of a standing or special committee, with exceptions as noted within these Bylaws or as permitted by these Bylaws.

~~B. Limited Voting Membership. Any LEA member in good standing and in attendance at the Annual Membership Meeting is allowed to vote only for the purpose of electing the two At Large LEA Representatives of the Board of Directors. For any other purposes or implementation of these Bylaws, LEA Members shall be considered Non-Voting Members possessing all other rights and privileges of that category.~~

~~C. Non-Voting Membership. Staff who are involved with Medicaid in Education and who represent Federal or State agencies, regional education agencies or local education agencies shall be eligible for Non-Voting membership in the organization. Non-Voting Members shall have the right to attend all meetings and participate in activities of the organization, serve on standing and special committees, but shall not have the right to vote or to hold office.~~

~~D. Associate Membership. Staff Individuals representing public or non-public organizations, other than those described above, who are involved with Medicaid in Education shall be designated as Associate Members. Membership may also be extended to other persons by a vote of the membership. Associate Members shall have the right to participate in activities of the organization as ~~Non-Voting Members~~ non-voting members and may serve on standing and special committees.~~

#### IV. MEMBERSHIP YEAR.

The NAME, Inc. membership year is January 1 through December 31.

#### V. MEMBERSHIP DUES.

A. Dues. The organization shall authorize and collect membership dues from ~~Voting, Limited Voting, Non-Voting~~ and Associate Members to be used for the operation of the organization. Dues are set by the Board and must be approved by a simple majority of the voting members at the annual meeting. Dues are payable by January first<sup>1</sup> of each year.

#### B. Good Standing.

1. A member in good standing has paid the current year's dues and any liens and/or assessments levied by the Association's NAME's Board and Membership,

June 10, 2011

1 and agrees to adhere to these Bylaws.

2 2. In addition, a voting member in good standing meets qualifications for employment as described  
3 above.

4  
5 VI. MEMBERSHIP MEETINGS.

6  
7 A. Annual Meetings. One Annual Membership Meeting of the organization shall be  
8 held in conjunction with the annual conference each year. The time and place of the  
9 meeting shall be announced at least six months prior to the meeting.

10  
11 B. Special Meetings. Additional meetings of the organization may be called, either  
12 by vote of the Board or by petition of a majority of the ~~Voting Members~~ voting members. The time,  
13 agenda and place of all Special Meetings shall be announced at least thirty (30)  
14 days prior to the meeting. An alert will be sent to the membership advising them of  
15 the posting.

16  
17 C. Quorum. Those ~~persons present at~~ voting members participating in a properly called Annual  
18 Membership or  
19 Special Meeting shall be designated as a quorum and shall be entitled to take action  
20 on behalf of the organization.

21  
22 D. Voting. A simple majority vote of the ~~Voting Members present at~~ voting members participating in any  
23 meeting shall be required for actions to be conducted by the organization. Votes may be collected using  
24 visual, paper, or electronic methods.  
25 ~~shall be required for any and all actions to be conducted by the organization.~~

26  
27 VII. OFFICERS.

28  
29 The officers of the organization shall be a President, President-Elect, Immediate  
30 Past President, Secretary and Treasurer. Officers must be ~~full~~ voting members in  
31 good standing as defined in these Bylaws at the time of nomination ~~and~~, election, or appointment and  
32 remain so throughout the  
33 term in office, including the move to the office of Immediate Past President. All  
34 officers shall sign the Conflict of Interest Agreement annually.

35  
36 A. President. The President is elected and must represent a State Medicaid Agency or State Education  
37 Agency. The President shall be the principal executive officer of the organization  
38 and, subject to the control of the Board and the direction of the membership. The  
39 duties of the President shall be in general, to supervise and control all of the  
40 activities of the organization. The President shall be a member of the Board and,  
41 when present, shall preside at all meetings of the Board and all meetings of the  
42 membership. The President shall vote only in the case of a tie in a vote of the

June 10, 2011

1 Board or the membership. The President shall select and appoint the chairpersons  
2 of all Standing and Special Committees ~~and~~except as noted elsewhere in these Bylaws. The President  
3 shall be an ex-officio member of all  
4 committees of the organization. The President, after having served for one year,  
5 shall automatically become the Immediate Past President.

6  
7 B. President-Elect. The President-Elect is elected and must represent a State Medicaid Agency or a State  
8 Education Agency. The President-Elect shall be a member of the Board and, in the  
9 absence of the President, shall perform the duties of the President. The President-  
10 Elect shall perform such other duties as are assigned by the President or the  
11 Board. The President-Elect, after having served for one year, shall automatically  
12 become the President of the organization. The President-Elect shall Chair the  
13 Nominating Committee.

14  
15 C. Immediate Past President. The office of the Immediate Past President is automatic. The Immediate  
16 Past President must represent a State Medicaid Agency or State Education Agency. The Immediate Past  
17 President shall be a member of  
18 the Board and, in the absence of the President and the President-Elect shall  
19 perform the duties of the President. The Immediate Past President or their designee shall co-chair  
20 the Conference Committee.

21  
22 D. Secretary. The Secretary shall be ~~a member of~~appointed by the Board ~~of Directors for a two year~~  
23 term and must be a voting member. The Secretary shall be a member of the Board. The Secretary shall  
24 keep  
25 and distribute the minutes of the proceedings of the Annual Membership meeting  
26 and the Board meetings. The Secretary shall assist the President in establishing the  
27 Board Meeting agendas and the distribution of meeting materials to the board. In  
28 addition the Secretary shall annually collect and file the signed "Conflict of Interest  
29 Agreement" forms from Officers, Board Members and Committee Chairpersons. The  
30 Secretary shall assure all notices are duly given in accordance with these Bylaws.  
31 The Secretary shall perform such other duties as may be assigned by the President  
32 or the Board.

33  
34 E. Treasurer. The Treasurer shall be appointed by the Board of Directors for a two year term and must  
35 be a voting member. The Treasurer shall be a member of the Board. The Treasurer shall have  
36 charge of and be responsible for all funds of the organization and shall collect  
37 membership dues, conference registration fees, sponsorship fees and other monies  
38 due and payable to the organization and deposit such funds in banks or other  
39 organizations approved by the Board. The Treasurer shall make disbursements as  
40 authorized by the President, Board, or membership in accordance with the budget  
41 adopted by the membership. The Treasurer shall send notification and collect all  
42 membership dues established by the organization. The Treasurer shall assist the

5/12/2014 9:03 AM 6/14/2011 10:40 AM 6/10/2011 9:25 AM

June 10, 2011

1 Membership Committee Chairperson with the following activities:

- 2 1) Maintain a roster of current paid members, and
- 3 2) Prepare and certify the official list of Voting Members who have paid dues.

4 The Treasurer shall prepare and distribute written financial reports for each regular  
5 Board meeting. The Treasurer shall present and hand out to those in attendance, an  
6 annual written financial report for the Annual Membership Meeting. The Treasurer  
7 shall perform such other duties as may be assigned by the President or the Board.

8  
9 VIII. ELECTION/APPOINTMENT OF OFFICERS.

10  
11 A. A-Procedure.

12 a. The election ~~of officers shall take place during the Annual Membership~~ by voting members of  
13 the President-Elect and the President if needed will take place annually as described in the  
14 policy and procedures manual. The President-Elect and the President must represent a State  
15 Medicaid Agency or a State Education Agency. When possible the representation should  
16 alternate between Medicaid and Education agencies. Results of the election will be shared  
17 during the annual membership meeting.

18 ~~Meeting each year. All Voting Members of the organization may participate in the~~  
19 ~~election. Only full voting members of the organization are eligible to serve as~~  
20 ~~officers. At the meeting prior to the Annual Membership Meeting, the Nominating~~  
21 ~~Committee~~ The Secretary and Treasurer shall present to be appointed by the Board, a slate of  
22 candidates ~~Directors~~ for officer positions for  
23 discussion. At the Annual Membership Meeting, further nominations may be  
24 received from the floor. The election of the slate, if non-contested, may be by voice

25 b. ~~vote. Any contested election shall~~ a two year term and must be conducted by written  
26 ballot. ~~a voting member.~~

27  
28 B. Term of Office. The term of ~~each~~ office except the offices of Secretary for President Elect, President  
29 and Treasurer ~~Immediate Past President~~

30 shall be one year, effective immediately upon election to office. The terms of office  
31 of Secretary and Treasurer shall be two years. The ~~Secretary~~ Secretary's term shall be elected begin in  
32 even-numbered years and the ~~Treasurer~~ Treasurer's shall be elected begin in odd-numbered years ~~and~~  
33 each of. ~~There is no term limit for these positions may be elected to the same or other office for more~~  
34 than one.

35 ~~term. In the initial election for the two-year terms for the Secretary and Treasurer it~~  
36 may be necessary for one office term to be three years in duration.

37  
38 C. Nominating Committee. The Nominating Committee shall be responsible for  
39 receiving all ~~suggestions~~ recommendations for ~~persons to serve as officers~~ candidates for office. The  
40 policy and procedure for elections describes how the nominating committee will develop the slate of  
41 candidates and how the annual election will take place. The committee shall  
42 prepare a slate of officers to present for election by the membership. The committee

June 10, 2011

1 ~~shall~~ contact all persons who will be nominated to confirm their willingness to serve.

2 The committee shall insure that all nominees are ~~Voting Members~~voting members in good standing as  
3 defined in these Bylaws and otherwise  
4 eligible to serve in the office.

5  
6 D. Selection. Votes may be collected using visual, paper, or electronic methods. ~~A majority-plurality of~~  
7 the votes cast by voting members will determine the ~~Voting Members present at~~winners of the Annual  
8 ~~Membership Meeting shall be necessary for~~ election. ~~Should no person receive a~~  
9 ~~majority of the votes cast, a run-off between the two (2) persons who received the~~  
10 ~~largest number of votes shall immediately be held.~~

11  
12 E. Vacancies. Any vacancy in office due to death, resignation or inability to serve shall  
13 be filled by the Board for the unexpired portion of the term. However, should a  
14 vacancy occur in the office of the President, the President-Elect shall immediately  
15 assume the office.

16  
17 Should a vacancy occur in the office of President-Elect for any reason, the vacancy  
18 shall be filled by a majority vote of the Board for the unexpired portion of the term.  
19 If the President-Elect was appointed by the Board, the appointed President-Elect  
20 would have to obtain a majority vote of ~~approval from the~~ voting membership members prior  
21 to assuming the position of President. If a majority vote is not obtained then an  
22 election would be held during the Annual Membership Meeting in accordance with  
23 the election policy and procedures ~~established within these Bylaws manual.~~

## 24 25 IX. BOARD OF DIRECTORS

26  
27 A. Membership. The Board shall consist of the President, President-Elect, Immediate  
28 Past President, Secretary, Treasurer, ~~ten (10) and nine (9)~~ regional representatives, ~~and two~~  
29 ~~Local Education Authority (LEA) At Large~~ from three regions and three (3) at-large representatives  
30 electd as follows: three regional state Medicaid agency representatives, one from each region; three  
31 regional state education agency representatives, one from each region; three regional local education  
32 agency representatives, one from each region; and three at-large representatives from a state Medicaid  
33 agency, a state education agency and a local education agency, respectively.

34  
35 B. General Powers.

36  
37 1) The Board of Directors shall manage the affairs, activities and  
38 operation of the organization. The Board shall transact necessary  
39 business between the Annual Membership Meetings and such other  
40 business as may be referred to it by the membership or these Bylaws.  
41 It may create Standing and Special Committees, approve the plans  
42 and work of standing and special committees, present reports and



June 10, 2011

1 recommendations at the meetings of the membership, prepare and  
2 submit a budget to the membership for approval, review, with adoption by the Board after the Annual  
3 Conference, (EDITORS' NOTE: the new budget process adopted in March 2011, changed this process to  
4 remove 'approval' by general members to 'review', giving Board authority to adopt the budget as a part  
5 of its fiduciary responsibility) and, in general,  
6 conduct the business and activities of the organization.

7 2) Each member of the Board of Directors and each Committee  
8 Chairperson shall annually sign the "Conflict of Interest Agreement"  
9 and submit it to the Secretary by January 15th.

10 3) The NAME will not discriminate against any member, employee or  
11 applicant for employment because of his or her religion, race, creed,  
12 color, national origin, gender, sexual orientation, age, physical or  
13 mental disability or status as a veteran, in regard to any position for  
14 which the member, employee or applicant for employment is  
15 qualified.  
16

17  
18 C. Meetings.  
19

20 1) Regular meetings of the Board shall be held during the year. The  
21 dates and times shall be established at the Annual Membership  
22 Meeting. Special meetings may be called by the President or by a  
23 majority of the Board. With the exception of the Annual  
24 Membership Meeting, Board members may participate in meetings  
25 via conference call, if they are not able to travel to the meeting  
26 location. Adequate notice of all meetings shall be given to all  
27 members of the Board and, in the absence of an emergency, at  
28 least seven (7) days in advance.  
29

30 2) Absence. If a Board member is unable to participate in a forthcoming Board  
31 meeting, an excused absence is obtained by notifying the Secretary or another  
32 officer prior to the meeting. Three unexcused absences from regularly-  
33 scheduled Board meetings by a Board member during a membership year is  
34 cause for removal from the Board. After the second unexcused absence, the  
35 Board member must be formally informed that if a third unexcused absence  
36 occurs, action will be taken by the Board to remove the individual from the  
37 Board. ~~Insert: no board of director is eligible for re-election miss 80%...~~  
38 In addition, an Officer or member of the Board of Directors, to remain in good standing must attend 75%  
39 of Board meetings during their tenure in office. Failure to do so may result in removal from the Board  
40 and inability to run for re-election. Exceptions for attendance include medical or family emergencies.  
41

42 3) Notice of the meetings shall be announced to all Members of the organization

June 10, 2011

1 ~~via~~posted on the NAME website. An alert will be sent to the membership advising them of  
2 the posting. Any ~~Voting, Non-Voting, or Associate~~ Member of the organization  
3 may attend a meeting of the Board, but shall not be entitled to vote on matters  
4 before the Board.

5  
6 D. Quorum. A majority of the Board members, excluding any vacancies of the Board  
7 shall constitute a quorum for the transaction of business.

8  
9 E. Voting. Any action taken by the Board requires a majority vote of the Board  
10 members present and in which a quorum has been established.

11 Absentee Voting. If a Board member is unable to attend a regular or special  
12 meeting, that member may provide an absentee vote on a particular issue if all  
13 the following conditions are met:

14  
15 1) The issue has been provided in writing, in the form of a motion or resolution,  
16 to all Board members prior to commencement of the meeting as set forth in

17  
18 IX. C. (Meetings) of these Bylaws, and

19  
20 2) The absent Board member has an excused absence from the meeting, said  
21 excused absence having been received by the Secretary or another officer in  
22 advance of the meeting, and

23 3) The absent Board member registers the vote via email, phone call or fax, with  
24 any or all of the following officers of the Board, listed in order of preference:  
25 the Secretary, President-Elect or President, and

26 4) There are no amendments to the motion or resolution that substantively  
27 change the intent or outcome of the issue on the table.

28  
29 F. Terms.

30 1) Regional ~~and At-Large Board~~ Representatives ~~--~~ The ~~ten regional~~12 Board ~~members~~representatives  
31 will be ~~selected~~delected by

32 the ~~NAME voting membership of the Centers~~members for ~~Medicare and Medicaid Services region~~  
33 ~~they represent. The tenure for each of the ten regional Board members shall be~~

34 ~~a three-year term.~~terms. Terms ~~of the regional Board members~~ shall begin upon

35 ~~election after the Annual Conference.~~ Board ~~members~~Representatives may be elected for more than  
36 one term.

37 2) Terms ~~for initial NAME regional Board members~~ will be staggered ~~as follows: across regions and~~  
38 ~~agency representatives to strive for balance regionally and by agency, such that no region or agency has~~  
39 ~~multiple representatives' terms expiring in one year.~~

40 ~~a. Four regional board members will be elected to serve three years~~

41 ~~b. Three regional board members will be elected to serve two years and~~

42 ~~c. Three regional board members will be elected to serve one year.~~

June 10, 2011

1 Term lengths of the initial regional board members were determined by a random  
2 drawing of the names of the elected regional members. The expiration dates for the  
3 Board members are:

4 Region I 2010, 13, 16 Region VII 2009, 12, 15

5 Region II 2010, 13, 16 Region VIII 2011, 14, 17

6 Region III 2011, 14, 17 Region IX 2009, 12, 15

7 Region IV 2011, 14, 17 Region X 2009, 12, 15

8 Region V 2009, 12, 15 At Large LEA Representative I 2010, 12, 14

9 Region VI 2010, 13, 16 At Large LEA Representative II 2009, 11, 13

10  
11 a) The three Regions shall be composed as follows:

12 Region 1 (18 states): Connecticut, Massachusetts, Maine, New Hampshire, New Jersey, New  
13 York, Pennsylvania, Rhode Island, Vermont, Delaware, District of Columbia, Kentucky, Maryland,  
14 North Carolina, South Carolina, Tennessee, Virginia and West Virginia

15  
16 Region 2 (18 states): Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, Oklahoma,  
17 Texas, Puerto Rico, US Virgin Islands, Illinois, Indiana, Iowa, Michigan, Minnesota, Missouri, Ohio  
18 and Wisconsin

19  
20 Region 3 (17 states): Arizona, Colorado, Kansas, Montana, Nebraska, New Mexico, North  
21 Dakota, South Dakota, Utah, Wyoming, Alaska, California, Hawaii, Idaho, Nevada, Oregon and  
22 Washington

23 b) The At-Large Representatives can be from any region above.

24  
25 2) The Nominating Committee is responsible for submitting an official ballot for all open  
26 elective offices at prior to the election and the Annual Membership Meeting, and strive to have a  
27 balance of candidates by region and agency.

- 28 • The Nominating Committee shall assure be responsible for receiving all recommendations for  
29 candidates for office. The policy and procedure for elections describes how the nominating  
30 committee will develop the slate of candidates and how the annual election will take place. The  
31 committee shall contact all persons who will be nominated to confirm their willingness to serve.  
32 The committee shall insure that all nominees are voting members in good standing as defined in  
33 these Bylaws and otherwise eligible to serve in the office.

34 that the Board is composed of Medicaid and Education representatives. In the event of

- 35 • Election. Votes may be collected using visual, paper, or electronic methods. A majority of the  
36 votes cast by voting members will determine the winners of the election. Should no person  
37 receive a majority of the votes cast, a run-off between the two (2) persons who received the  
38 largest number of votes shall immediately be held.

39 In the event of the resignation or vacancy of a regional or at-large Board Member representative, the  
40 Nominating committee is responsible

41 for nominating an individual(s) from the same region and agency as the vacancy to complete the term of  
42 the

43 resigning member. The Nominating Committee will present the recommended slate of

June 10, 2011

1 regional board member candidates to the Board for discussion prior to the Annual  
2 Membership Meeting.

3  
4 ~~2) At-Large LEA Representatives—Voting and Limited Voting members in attendance~~  
5 ~~at the Annual Membership Meeting. If no qualified candidate is available from the same region and~~  
6 ~~agency, another qualified candidate(s) may be nominated. The candidate(s) will elect the two LEA~~  
7 ~~Representatives to the~~  
8 ~~Board. The tenure for each At-Large LEA Representative shall be a two-year term~~  
9 ~~with the term of one of the LEA Representatives ending during the even-numbered~~  
10 ~~years (0, 2, 4, 6, and 8) and the other LEA Representative's term ending during~~  
11 ~~the odd-numbered years (1, 3, 5, 7 and 9). The Nominating Committee will present~~  
12 ~~the recommended slate of candidates for LEA Representatives be presented to the Board for~~  
13 ~~discussion prior to the Annual Membership Meeting.~~

14  
15 ~~Vacancies. If a vacancy for which appoints an At-Large LEA Representative occurs before the term~~  
16 ~~is ended, the Nominating Committee will seek candidates individual to fill the unexpired~~  
17 ~~vacancy.~~  
18 ~~term, considering first those LEA staff who may have previously expressed an~~  
19 ~~interest in serving. The LEA At-Large Representative will be appointed by the~~  
20 ~~Board at a regular or special Board meeting to fulfill the unexpired term.~~

## 21 22 X. STANDING AND SPECIAL COMMITTEES

23  
24 Unless there are specific provisions stated for the method of appointing the  
25 Chairperson of a Standing or Special Committee, the President may appoint ~~a Non-~~  
26 ~~Voting or an~~ Associate Member to serve as Committee Chairperson with approval of the  
27 Board of Directors.

28  
29 Each Committee Chairperson shall annually sign the "Conflict of Interest Agreement"  
30 and submit it to the Secretary by January 15th.

31  
32 A. Executive Committee. The Executive Committee shall consist of all elected officers  
33 (President, President-Elect, Immediate Past President, Secretary and Treasurer).  
34 The Committee may convene between Board meetings to make organizational  
35 decisions, address matters that cannot wait until the next Board meeting, or that  
36 should be addressed outside of the Board. The Committee may authorize, without  
37 prior Board approval, expenditures not to exceed \$500. Meetings may be requested  
38 by any committee member (elected officer), with concurrence of at least two other  
39 members. Meetings require at least three members present. For those Committee  
40 decisions that require Board approval, such approval of Committee actions shall be  
41 submitted to the Board for their consideration at the next regularly scheduled Board  
42 meeting.

June 10, 2011

1

2 B. Nominating Committee. The Nominating Committee shall be chaired by the  
3 President-Elect and composed of two (2) other persons who shall be selected by  
4 the Board at the beginning of each year. ~~Any Voting, Non-Voting or Associate~~  
5 ~~Any~~ Member may serve as a committee member. In addition, the Immediate Past  
6 President shall be an ex-officio member of the committee. The committee shall  
7 carry out its responsibilities, as specified in these Bylaws.

8

9 C. Conference Committee. The Conference Committee shall be co-chaired by the  
10 Immediate Past President and one other person designated by the President. The  
11 committee shall be responsible for planning and organizing the Annual Conference.  
12 Any ~~Voting, Limited Voting, Non-Voting or Associate~~ Member may serve as a  
13 committee member.

14

15 D. Bylaws Committee. The President shall appoint the chairperson of the Bylaws  
16 Committee. Only Voting Members may serve as chairperson. Any ~~Voting, Non-~~  
17 ~~Voting, Limited Voting or Associate~~ Member may serve as a committee member.  
18 The Bylaws Committee shall prepare draft amendments to the Bylaws as  
19 recommended by:

- 20 1) An approved motion by the Voting Membership at the Annual Meeting; or,  
21 2) An approved motion by the Board.

22

23 E. Membership Committee. The President shall appoint the Chairperson of the  
24 Membership Committee. The Committee shall be responsible for working with  
25 the Treasurer to:

- 26 1) Maintain a roster of current paid members.  
27 2) Prepare and certify the official list of voting members based on the list of  
28 members who have paid dues.  
29 3) Send timely notification of dues renewal when membership has lapsed.

30

31 F. Financial Review Committee. The President shall appoint the Chairperson of the  
32 Financial Review Committee. The Committee shall consist of at least three  
33 members, none of whom are current members of the Finance Committee. The  
34 Committee shall be responsible for reviewing the financial documents of NAME on  
35 an annual basis and providing a report and recommendations.

36

37 G. Other Standing Committees. The Board may establish other Standing Committees,  
38 as it deems necessary and advisable. The President shall appoint the chairpersons  
39 of all Standing Committees. Only Voting Members, ~~including Limited Voting~~  
40 ~~Members,~~ may serve as chairperson. The chairperson of each committee shall  
41 recruit the members for his or her committee. ~~Any Voting, Limited Voting, Non-~~  
42 ~~Voting or Associate~~ Any Member may serve as a committee member. The Chairperson

June 10, 2011

1 shall report the plans and activities of the committee to the Board, which must  
2 approve all such reports.

3  
4 H. Special Committees. The President and/or the Board may create Special  
5 Committees. Special Committees shall be created for a specific time and/or task  
6 and shall cease to exist when that time or task has been completed, whichever  
7 occurs first. The President shall appoint the chairpersons of all Special Committees.  
8 Only Voting Members ~~or Limited Voting Members~~ may serve as chairpersons. Any  
9 ~~Voting, Limited Voting, Non Voting or Associate~~ Member may serve as a committee  
10 member. The Chairperson shall report the plans and activities of the committee to  
11 the Board, which must approve all such reports.

12

### 13 XI. FINANCES

14

15 A. Budget. The Board shall present to the membership at the Annual Membership  
16 Meeting a budget of anticipated revenue and expenses for the year. This budget  
17 shall be used to guide the activities of the Board during the year. The Board must  
18 approve any substantial deviation from the budget in advance.

19

20 B. Obligations. The Board may authorize any officer or officers to enter into contracts  
21 or agreements for the purchase of materials or services on behalf of the  
22 organization.

23

24 C. Loans. No loans shall be made by the organization.

25

26 D. Commercial Paper. All checks, drafts, or other orders for the payment of money on  
27 behalf of the organization shall be signed by the Treasurer or by any other person  
28 as authorized in writing by the Board.

29

30 E. Deposits. The Treasurer shall deposit all funds of NAME in such banks or other  
31 organizations approved by the Board, and shall make such disbursements as  
32 authorized by the Board in accordance with the approved Bylaws. All deposits  
33 and/or disbursements shall be made within a maximum of thirty (30) days from the  
34 receipt of the funds and/or orders of payment.

35

36 F. Financial Report. The Treasurer shall present and hand out a financial report at the  
37 Annual Membership Meeting of the organization and shall prepare a final report at  
38 the close of the year. The Board shall have the report and the accounts examined  
39 annually by an independent outside entity and the Financial Review Committee,  
40 who, if satisfied that the Treasurer's annual report is correct, shall sign a statement  
41 of that fact at the end of the report.

42

June 10, 2011

1 XII. DISSOLUTION.

2 A. Dissolution Vote. Any dissolution of NAME shall be authorized at a meeting of the  
3 Board of Directors upon the adoption of a resolution to dissolve, with a majority vote  
4 by the Board members in office. The dissolution of NAME shall proceed according to  
5 Delaware state law.

6

7 B. Funds. The NAME shall use its funds only to accomplish the Purposes stated in these  
8 Bylaws. No part of its funds shall inure or be distributed to the members of the  
9 organization. On dissolution of the organization, and after paying or making  
10 provision for payment of all liabilities, all funds remaining shall be distributed to one  
11 or more regularly organized and qualified professional societies, trade associations,  
12 charitable, educational, scientific or philanthropic organizations that are also exempt  
13 from Federal income taxes under the provisions of Section 501 (c )(3) of the  
14 Internal Revenue Code of 1954, to be selected by the Board of Directors.

15

16 XIII. AMENDMENTS.

17 These Bylaws may be altered, amended or repealed by the Board in the following  
18 manner. A first reading of a "Proposed Change" will be reviewed and voted on by the  
19 Board. Upon first reading approval, the "Proposed Change" will be posted on the NAME  
20 web page for 30 days to allow membership/public input. An alert will be sent to the  
21 membership advising them of the posting. Following the 30 day input period the Board  
22 will convene to review the comments and vote on the second reading of the "Proposed  
23 Change". If passed on a second reading, the change becomes effective immediately.

24

25 XIV. AUTHORITY.

26 If any part of these Bylaws shall conflict with the decisions, policies or  
27 procedures adopted by State or Federal Government they shall be deemed  
28 null and void and the decision of the Government shall, in all cases, control.

29

30 These Bylaws were first adopted by the Steering Committee and membership of an  
31 unincorporated association by a majority vote during a meeting properly called on  
32 September 26, 2003 in Denver Colorado, and were subsequently replaced by the  
33 Board of Directors with a majority vote during a meeting properly called on October  
34 2, 2004, in Cambridge, Massachusetts and shall take effect immediately.

35

36 Amended: March 10, 2005 (first reading), July 14, 2005 (second reading, effective  
37 immediately), September 14, 2006 (second reading, effective  
38 immediately). July 12, 2007 (first reading), September 13, 2007  
39 (second reading, effective immediately). April 10, 2008 (first reading),  
40 July 10, 2008 (second reading, effective immediately). March 12, 2009  
41 (first reading), May 14, 2009 (second reading, effective immediately).

42