

National Alliance for Medicaid in Education, Inc (NAME)

Bylaws

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

I. TITLE.

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

II. PURPOSE.

The purposes of the organization are to:

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

III. MEMBERSHIP CATEGORIES.

A. Voting Membership.

- 1) One individual is designated to represent the State Medicaid agency and one individual to represent the State Education agency as a Voting Member in the organization. Each designee shall have expertise, experience or some responsibility related to Medicaid reimbursement for Administrative Outreach or Direct Health Care Services provided by schools. If it is unclear whether the applicant for voting membership meets the qualifications listed above, the Membership Chair may request a letter from the designating State agency verifying its designation.
- 2) Two At-Large Local Education Authority (LEA) Representatives who have been elected to serve on the Board of Directors.

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.

- 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 representing public or non-public organizations 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 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 of each year.

B. Good Standing. A member in good standing has paid the current year's dues and any liens and/or assessments levied by the Association's Board and Membership, and agrees to adhere to these Bylaws.

VI. MEMBERSHIP MEETINGS.

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

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

C. Quorum. Those persons present at a properly called Annual Membership or Special Meeting shall be designated as a quorum and shall be entitled to take action on behalf of the organization.

D. Voting. A simple majority vote of the Voting Members present at any meeting shall be required for any and all actions to be conducted by the organization.

VII. OFFICERS.

The officers of the organization shall be a President, President-Elect, Immediate Past President, Secretary and Treasurer. Officers must be full voting members in good standing at the time of nomination and election, and remain so throughout the term in office, including the move to the office of Immediate Past President. All officers shall sign the Conflict of Interest Agreement annually.

A. President. The President shall be the principal executive officer of the organization and, subject to the control of the Board and the direction of the membership. The duties of the President shall be in general, to supervise and control all of the activities of the organization. The President shall be a member of the Board and, when present, shall preside at all meetings of the Board and all meetings of the membership. The President shall vote only in the case of a tie in a vote of the Board or the membership. The President shall select and appoint the chairpersons

of all Standing and Special Committees and shall be an ex-officio member of all committees of the organization. The President, after having served for one year, shall automatically become the Immediate Past President.

- B. President-Elect. The President-Elect shall be a member of the Board and, in the absence of the President, shall perform the duties of the President. The President-Elect shall perform such other duties as are assigned by the President or the Board. The President-Elect, after having served for one year, shall automatically become the President of the organization. The President-Elect shall Chair the Nominating Committee.
- C. Immediate Past President. The Immediate Past President shall be a member of the Board and, in the absence of the President and the President-Elect shall perform the duties of the President. The Immediate Past President shall co-chair the Conference Committee.
- D. Secretary. The Secretary shall be a member of the Board. The Secretary shall keep and distribute the minutes of the proceedings of the Annual Membership meeting and the Board meetings. The Secretary shall assist the President in establishing the Board Meeting agendas and the distribution of meeting materials to the board. In addition the Secretary shall annually collect and file the signed "Conflict of Interest Agreement" forms from Officers, Board Members and Committee Chairpersons. The Secretary shall assure all notices are duly given in accordance with these Bylaws. The Secretary shall perform such other duties as may be assigned by the President or the Board.
- E. Treasurer. The Treasurer shall be a member of the Board. The Treasurer shall have charge of and be responsible for all funds of the organization and shall collect membership dues, conference registration fees, sponsorship fees and other monies due and payable to the organization and deposit such funds in banks or other organizations approved by the Board. The Treasurer shall make disbursements as authorized by the President, Board, or membership in accordance with the budget adopted by the membership. The Treasurer shall send notification and collect all membership dues established by the organization. The Treasurer shall assist the Membership Committee Chairperson with the following activities:
 - 1) Maintain a roster of current paid members, and
 - 2) Prepare and certify the official list of Voting Members who have paid dues.

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

VIII. ELECTION OF OFFICERS.

- A. Procedure. The election of officers shall take place during the Annual Membership Meeting each year. All Voting Members of the organization may participate in the election. Only full voting members of the organization are eligible to serve as officers. At the meeting prior to the Annual Membership Meeting, the Nominating Committee shall present to the Board, a slate of candidates for officer positions for discussion. At the Annual Membership Meeting, further nominations may be received from the floor. The election of the slate, if non-contested, may be by voice vote. Any contested election shall be conducted by written ballot.

- B. Term of Office. The term of each office except the offices of Secretary and Treasurer shall be one year, effective immediately upon election to office. The terms of office of Secretary and Treasurer shall be two years. The Secretary shall be elected in even-numbered years and the Treasurer shall be elected in odd-numbered years and each of these positions may be elected to the same or other office for more than one term. In the initial election for the two-year terms for the Secretary and Treasurer it may be necessary for one office term to be three years in duration.
- C. Nominating Committee. The Nominating Committee shall be responsible for receiving all suggestions for persons to serve as officers. The committee shall prepare a slate of officers to present for election by the membership. The committee shall contact all persons who will be nominated to confirm their willingness to serve. The committee shall insure that all nominees are Voting Members and otherwise eligible to serve in the office.
- D. Selection. A majority of the votes cast by the Voting Members present at the Annual Membership Meeting shall be necessary for election. Should no person receive a majority of the votes cast, a run-off between the two (2) persons who received the largest number of votes shall immediately be held.
- E. Vacancies. Any vacancy in office due to death, resignation or inability to serve shall be filled by the Board for the unexpired portion of the term. However, should a vacancy occur in the office of the President, the President-Elect shall immediately assume the office.

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

IX. BOARD OF DIRECTORS

- A. Membership. The Board shall consist of the President, President-Elect, Immediate Past President, Secretary, Treasurer, ten (10) regional representatives, and two Local Education Authority (LEA) At-Large representatives.
- B. General Powers.
- 1) The Board of Directors shall manage the affairs, activities and operation of the organization. The Board shall transact necessary business between the Annual Membership Meetings and such other business as may be referred to it by the membership or these Bylaws. It may create Standing and Special Committees, approve the plans and work of standing and special committees, present reports and recommendations at the meetings of the membership, prepare and submit a budget to the membership for approval, and, in general, conduct the business and activities of the organization.
 - 2) Each member of the Board of Directors and each Committee Chairperson shall annually sign the "Conflict of Interest Agreement"

and submit it to the Secretary by January 15th.

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

C. Meetings.

- 1) Regular meetings of the Board shall be held during the year. The dates and times shall be established at the Annual Membership Meeting. Special meetings may be called by the President or by a majority of the Board. With the exception of the Annual Membership Meeting, Board members may participate in meetings via conference call, if they are not able to travel to the meeting location. Adequate notice of all meetings shall be given to all members of the Board and, in the absence of an emergency, at least seven (7) days in advance.
- 2) Absence. If a Board member is unable to participate in a forthcoming Board meeting, an excused absence is obtained by notifying the Secretary or another officer prior to the meeting. Three unexcused absences from regularly-scheduled Board meetings by a Board member during a membership year is cause for removal from the Board. After the second unexcused absence, the Board member must be formally informed that if a third unexcused absence occurs, action will be taken by the Board to remove the individual from the Board.
- 3) Notice of the meetings shall be announced to all Members of the organization via the NAME website. An alert will be sent to the membership advising them of the posting. Any Voting, Non-Voting, or Associate Member of the organization may attend a meeting of the Board, but shall not be entitled to vote on matters before the Board.

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

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

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

- 1) The issue has been provided in writing, in the form of a motion or resolution, to all Board members prior to commencement of the meeting as set forth in IX. C. (Meetings) of these Bylaws, and
- 2) The absent Board member has an excused absence from the meeting, said excused absence having been received by the Secretary or another officer in advance of the meeting, and
- 3) The absent Board member registers the vote via email, phone call or fax, with any or all of the following officers of the Board, listed in order of preference: the Secretary, President-Elect or President, and

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

F. Terms.

- 1) Regional Representatives - The ten regional Board members will be selected by the voting membership of the Centers for Medicare and Medicaid Services region they represent. The tenure for each of the ten regional Board members shall be a three-year term. Terms of the regional Board members shall begin upon election. Board members may be elected for more than one term.

Terms for initial NAME regional Board members will be staggered as follows:

- a. Four regional board members will be elected to serve three years
- b. Three regional board members will be elected to serve two years and
- c. Three regional board members will be elected to serve one year.

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

Region I 2010, -13, -16	Region VII 2009, -12, -15
Region II 2010, -13, 16	Region VIII 2011, -14, -17
Region III 2011, -14, -17	Region IX 2009, -12, -15
Region IV 2011, -14, -17	Region X 2009, -12, -15
Region V 2009, -12, -15	At-Large LEA Representative I 2010, -12, -14
Region VI 2010, -13, -16	At-Large LEA Representative II 2009, -11, -13

The Nominating Committee is responsible for submitting an official ballot for all open offices at the Annual Membership Meeting. The Nominating Committee shall assure that the Board is composed of Medicaid and Education representatives. In the event of the resignation of a regional Board Member, the Nominating committee is responsible for nominating an individual(s) from the same region to complete the term of the resigning member. The Nominating Committee will present the recommended slate of regional board member candidates to the Board for discussion prior to the Annual Membership Meeting.

- 2) At-Large LEA Representatives –Voting and Limited Voting members in attendance at the Annual Membership Meeting will elect the two LEA Representatives to the Board. The tenure for each At-Large LEA Representative shall be a two-year term with the term of one of the LEA Representatives ending during the even numbered years (0, 2, 4, 6, and 8) and the other LEA Representative’s term ending during the odd numbered years (1, 3, 5, 7 and 9). The Nominating Committee will present the recommended slate of candidates for LEA Representatives to the Board for discussion prior to the Annual Membership Meeting.

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

X. STANDING AND SPECIAL COMMITTEES

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

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

- A. Executive Committee. The Executive Committee shall consist of all elected officers (President, President-Elect, Immediate Past President, Secretary and Treasurer). The Committee may convene between Board meetings to make organizational decisions, address matters that cannot wait until the next Board meeting, or that should be addressed outside of the Board. The Committee may authorize, without prior Board approval, expenditures not to exceed \$500. Meetings may be requested by any committee member (elected officer), with concurrence of at least two other members. Meetings require at least three members present. For those Committee decisions that require Board approval, such approval of Committee actions shall be submitted to the Board for their consideration at the next regularly scheduled Board meeting.
- B. Nominating Committee. The Nominating Committee shall be chaired by the President-Elect and composed of two (2) other persons who shall be selected by the Board at the beginning of each year. Any Voting, Non-Voting or Associate Member may serve as a committee member. In addition, the Immediate Past President shall be an ex-officio member of the committee. The committee shall carry out its responsibilities, as specified in these Bylaws.
- C. Conference Committee. The Conference Committee shall be co-chaired by the Immediate Past President and one other person designated by the President. The committee shall be responsible for planning and organizing the Annual Conference. Any Voting, Limited Voting, Non-Voting or Associate Member may serve as a committee member.
- D. Bylaws Committee. The President shall appoint the chairperson of the Bylaws Committee. Only Voting Members may serve as chairperson. Any Voting, Non-Voting, Limited Voting or Associate Member may serve as a committee member. The Bylaws Committee shall prepare draft amendments to the Bylaws as recommended by:
 - 1) An approved motion by the Voting Membership at the Annual Meeting; or,
 - 2) An approved motion by the Board.
- E. Membership Committee. The President shall appoint the Chairperson of the Membership Committee. The Committee shall be responsible for working with the Treasurer to:
 - 1) Maintain a roster of current paid members.
 - 2) Prepare and certify the official list of voting members based on the list of members who have paid dues.
 - 3) Send timely notification of dues renewal when membership has lapsed.
- F. Financial Review Committee. The President shall appoint the Chairperson of the Financial Review Committee. The Committee shall consist of at least three members, none of whom are current members of the Finance Committee. The Committee shall be responsible for reviewing the financial documents of NAME on an annual basis and providing a report and recommendations.

- G. Other Standing Committees. The Board may establish other Standing Committees, as it deems necessary and advisable. The President shall appoint the chairpersons of all Standing Committees. Only Voting Members, including Limited Voting Members, may serve as chairperson. The chairperson of each committee shall recruit the members for his or her committee. Any Voting, Limited Voting, Non-Voting or Associate Member may serve as a committee member. The Chairperson shall report the plans and activities of the committee to the Board, which must approve all such reports.
- H. Special Committees. The President and/or the Board may create Special Committees. Special Committees shall be created for a specific time and/or task and shall cease to exist when that time or task has been completed, whichever occurs first. The President shall appoint the chairpersons of all Special Committees. Only Voting Members or Limited Voting Members may serve as chairpersons. Any Voting, Limited Voting, Non-Voting or Associate Member may serve as a committee member. The Chairperson shall report the plans and activities of the committee to the Board, which must approve all such reports.

XI. FINANCES

- A. Budget. The Board shall present to the membership at the Annual Membership Meeting a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the Board during the year. The Board must approve any substantial deviation from the budget in advance.
- B. Obligations. The Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization.
- C. Loans. No loans shall be made by the organization.
- D. Commercial Paper. All checks, drafts, or other orders for the payment of money on behalf of the organization shall be signed by the Treasurer or by any other person as authorized in writing by the Board.
- E. Deposits. The Treasurer shall deposit all funds of NAME in such banks or other organizations approved by the Board, and shall make such disbursements as authorized by the Board in accordance with the approved Bylaws. All deposits and/or disbursements shall be made within a maximum of thirty (30) days from the receipt of the funds and/or orders of payment.
- F. Financial Report. The Treasurer shall present and hand out a financial report at the Annual Membership Meeting of the organization and shall prepare a final report at the close of the year. The Board shall have the report and the accounts examined annually by an independent outside entity and the Financial Review Committee, who, if satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report.

XII. DISSOLUTION.

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

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

XIII. AMENDMENTS.

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

XIV. AUTHORITY.

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

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

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