

**May 2022 Proposed Bylaws changes to
 BYLAWS OF THE NATIONAL ALLIANCE FOR MEDICAID IN EDUCATION, INC. (NAME)
 Adopted: October 2, 2004
 Amended 7-14-05, 9-14-06, 9-13-07, 7-10-08, 5-14-09, 7-14-11, 7-25-13, 8-20-15**

As it is currently	Proposed Change
Throughout the Bylaws, The Board of Directors, Directors, and Board are used interchangeably.	Throughout the Bylaws, the term Board of Directors is used once and then the term Board is used thereafter.
Article III. Membership E. Membership Dues. The amount of annual membership dues is set by the Board of Directors and approved by a vote of the membership as often as appropriate to carry out the organization’s objectives. Membership dues are payable annually, by January 1.	Article III. E. Membership Dues. The amount of annual membership dues is set by the board as often as appropriate to carry out the organization’s objectives. Membership dues are payable annually.
Article III. Membership F. Member Status Verification. At his or her discretion or by request of the board, the Membership Committee Chair may request verification of dues payment and status confirmation from the employer or entity represented by any applicant for membership.	Delete
Article III. Membership G. Regional Affiliation. The address entered on the individual’s membership/conference registration determines that member’s regional affiliation for purposes of representation on the Board of Directors and participation in the organization’s regional meetings or activities. Regional affiliation is organized by the three geographic regions defined below.	Article III. Membership F. Regional Affiliation. The address entered on the individual’s membership/conference registration determines that member’s regional affiliation for purposes of representation on the board and participation in the organization’s regional meetings or activities. Regional affiliation is organized by the three geographic regions defined below.
Article III. Membership H. Meetings. One membership meeting shall be held annually. Additional membership meetings may be called by the board or by petition of a majority of the Voting Members. The meeting time, agenda and venue shall be posted at least 30 calendar days prior to every membership meeting. Those Voting Members participating in a properly called membership meeting shall constitute a quorum	Article III. Membership G. Meetings. One membership meeting shall be held annually. Additional membership meetings may be called by the board or by petition of a majority of the Voting Members. The meeting time and venue shall be posted at least 30 calendar days prior to every membership meeting. Those Voting Members participating in a properly called membership meeting shall constitute a quorum
ARTICLE IV. Board of Directors	ARTICLE IV. Board of Directors

<p>A. Composition of the Board of Directors. The Board of Directors shall consist of the President, President-Elect, Immediate Past President, Secretary, Treasurer, nine (9) regional representatives and three (3) at-large representatives. All directors, including officers, regional and at-large representatives, shall annually submit the completed Conflict of Interest Statement to the Secretary by no later than the 21st calendar day following the first business meeting of the incoming Board of Directors; and incoming shall be defined as the most recently elected and appointed Board of Directors. The nine (9) regional representatives shall consist of a State Medicaid agency representative, a State Education agency representative and a Local Education agency (LEA) representative from each of the three geographic regions defined in these Bylaws. The three (3) at-large representatives shall consist of a State Medicaid agency representative, a State Education agency representative and a Local Education agency (LEA) representative from any of the regions defined in these Bylaws.</p>	<p>A. Composition of the Board of Directors. The board shall consist of the President, President-Elect, Immediate Past President, Secretary, Treasurer, nine (9) regional representatives and three (3) at-large representatives. All board members, including officers, regional and at-large representatives, shall annually submit the completed Conflict of Interest Statement to the Secretary by no later than the 21st calendar day following the first business meeting of the incoming board; and incoming shall be defined as the most recently elected and appointed board. The nine (9) regional representatives shall consist of a State Medicaid agency representative, a State Education agency representative, and a Local Education agency (LEA) representative from each of the three geographic regions defined in these Bylaws. The three (3) at-large representatives shall consist of a State Medicaid agency representative, a State Education agency representative, and a Local Education agency (LEA) representative from any of the regions defined in these Bylaws. The Executive Director shall be an ex-officio member of the board.</p>
<p>ARTICLE IV. Board of Directors</p> <p>B. Election of Regional and At-Large Representatives. Regional and at-large representatives shall be elected from among those qualified candidates that are nominated by the Nominating Committee in accordance with NAME Policies and Procedures. Regional and at-large representatives shall be elected by a plurality of the votes cast by Voting Members. In the event of a tie, a run-off election shall be conducted during the annual membership meeting, during which votes may be cast only by those Voting Members who are present at the annual membership meeting.</p>	<p>ARTICLE IV. Board of Directors</p> <p>No changes from strategic planning meeting</p>
<p>ARTICLE IV. Board of Directors</p>	<p>ARTICLE IV. Board of Directors</p>

<p>C. Terms of Regional and At-Large Representatives. Each of the regional and at-large representatives shall serve for a term of three years or until a successor is selected. Terms shall be established to maintain a balance regionally and by type of agency. Terms for directors representing the same region or type of agency shall not all expire in the same year.</p>	<p>C. Terms of Regional and At-Large Representatives. Each of the regional and at-large representatives shall serve for a term of three years or until a successor is selected. Terms shall be established to maintain a balance regionally and by type of agency. Terms for board members representing the same region or type of agency shall not all expire in the same year.</p>
<p>ARTICLE IV. Board of Directors</p> <p>D. Removal and Resignation. A director who has missed three or more consecutive meetings may be removed by a majority vote of the board members then sitting. A director may be removed for good cause by a vote of two-thirds of board members then sitting. Any director may resign at any time by giving notice of resignation to the President or President-Elect.</p>	<p>ARTICLE IV. Board of Directors</p> <p>D. Removal and Resignation. A board member who has missed three or more consecutive meetings may be removed by a majority vote of the board members then sitting. A board member may be removed for good cause by a vote of two-thirds of board members then sitting. Any board member may resign at any time by giving notice of resignation to the President or President-Elect.</p>
<p>ARTICLE IV. Board of Directors</p> <p>E. Vacancies. With the exception of the President, vacancies may be filled with a qualified candidate nominated by the Nominating Committee and appointed by a majority vote of board members then sitting. Appointed directors, including appointed officers, shall submit the completed Conflict of Interest Statement to the Secretary by no later than the 21st calendar day following the date of the director's or officer's appointment.</p>	<p>ARTICLE IV. Board of Directors</p> <p>E. Vacancies. With the exception of the President, vacancies may be filled with a qualified candidate nominated by the Nominating Committee and appointed by a majority vote of board members then sitting. Appointed board member, including appointed officers, shall submit the completed Conflict of Interest Statement to the Secretary by no later than the 21st calendar day following the date of the board member's or officer's appointment.</p>
<p>ARTICLE IV. Board of Directors</p> <p>F. General Powers. The Board of Directors shall constitute the governing body of the organization. The board shall manage the business and affairs of the organization. It shall have all powers necessary to carry out the objectives of the organization as set forth in Article II, including the authority to hire and dismiss professional services contractors. The Board of Directors may appoint any committee it deems necessary to carry out the</p>	<p>ARTICLE IV. Board of Directors</p> <p>F. General Powers. The board shall constitute the governing body of the organization. The board shall oversee the business and affairs of the organization while recognizing the Executive Director will have certain responsibilities as outlined in the Policy Manual. The board will employ at will and retain other governance powers while the Executive Director will be expected to professionally manage the organization.</p>

<p>objectives of the organization as set forth in Article II.</p>	
<p>ARTICLE IV. Board of Directors</p> <p>G. Business Meetings. Business Meetings of the Board of Directors shall be held at least six (6) times each year, at dates and times proposed by the President and approved by two thirds of the board members then sitting. The President and two-thirds of the board members then sitting may schedule additional meetings as necessary to carry out the objectives of the organization as set forth in Article II. Committee chairs shall be invited but not required to attend and participate in discussion.</p>	<p>ARTICLE IV. Board of Directors</p> <p>G. Business Meetings. Business Meetings of the board shall be held at least six (6) times each year, at dates and times proposed by the President and approved by two thirds of the board members then sitting. The President and two-thirds of the board members then sitting may schedule additional meetings as necessary to carry out the objectives of the organization as set forth in Article II. Committee chairs shall be invited but not required to attend and participate in discussion.</p>
<p>ARTICLE IV. Board of Directors</p> <p>H. Long Range and Strategic Planning Meetings. At least once each year the Board of Directors shall meet together with the committee chairs to do annual long-range planning for the organization. This annual “Long Range Planning Meeting” shall be in addition to the Business Meetings described in Article IV. G. At intervals of three to five years, the Board of Directors shall meet together with the committee chairs to do multi-year strategic planning for the organization. A majority of the board members then sitting may invite additional key members in good standing to participate in a Long Range or Strategic Planning Meeting as necessary to carry out the objectives of the organization as set forth in Article II.</p>	<p>ARTICLE IV. Board of Directors</p> <p>H. Long Range and Strategic Planning Meetings. At least once each year the board shall meet together with the committee chairs to do annual long-range planning for the organization. This annual “Long Range Planning Meeting” shall be in addition to the Business Meetings described in Article IV. G. At intervals of three to five years, the Board of Directors shall meet together with the committee chairs to do multi-year strategic planning for the organization. A majority of the board members then sitting may invite additional key members in good standing to participate in a Long Range or Strategic Planning Meeting as necessary to carry out the objectives of the organization as set forth in Article II.</p>
<p>ARTICLE IV. Board of Directors</p> <p>I. Notice of Meetings. Board members and committee chairs shall receive notice of meetings at least seventy-two (72) hours prior to the meeting. This notice may be given in writing, in person, by telephone, or by any other reasonable method. A director may, in writing, waive notice</p>	<p>ARTICLE IV. Board of Directors</p> <p>I. Notice of Meetings. Board members and committee chairs shall receive notice of meetings at least seventy-two (72) hours prior to the meeting. This notice must be given in writing. A board member may, in writing, waive notice of any meeting of the board either before or after the meeting.</p>

<p>of any meeting of the Board of Directors either before or after the meeting. Attendance of a director at a meeting shall constitute waiver of notice of that meeting, unless attendance is for the express purpose of objecting to the transaction of business because the meeting has not been properly called or convened.</p>	<p>Attendance of a board member at a meeting shall constitute waiver of notice of that meeting, unless attendance is for the express purpose of objecting to the transaction of business because the meeting has not been properly called or convened.</p>
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ARTICLE IV. Board of Directors

J. Informal Action. If all the directors severally or collectively consent in writing to any action taken or to be taken by the organization, the action shall be as valid as though it had been authorized at a Business Meeting of the board.

ARTICLE IV. Board of Directors

J. Informal Action/Telephone, Electronic, and Video Conference Meetings. If all the board members severally or collectively consent in writing to any action taken or to be taken by the organization, the action shall be as valid as though it had been authorized at a Business Meeting of the board. Board members may participate in a meeting through use of conference telephone, electronic video screen communication, and video conference using Zoom or other online platforms, or other electronic transmission. The following should be allowed by whatever platform is used:

- (a) Each board member participating in the meeting can communicate with all of the other board members concurrently, and
- (b) Each board member is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action.

ARTICLE IV. Board of Directors

M. Compensation of board members. Members of the board of Directors shall not receive any salary or compensation for their services as board members. Board members may receive reimbursement for out-of-pocket expenses incurred while conducting authorized business on behalf of the organization. Board members shall be entitled to receive reasonable fees for goods or

ARTICLE IV. Board of Directors

M. Compensation of board members. Members of the board shall not receive any salary or compensation for their services as board members. Board members may receive reimbursement for out-of-pocket expenses incurred while conducting authorized business on behalf of the organization. Board members shall be entitled to receive reasonable fees for goods or services rendered to the

<p>services rendered to the organization in capacities other than as members of the board.</p>	<p>organization in capacities other than as members of the board.</p>
<p>ARTICLE V. Officers</p> <p>A. Officers and Executive Committee. The organization shall have five (5) officers: a President, a President-Elect, an Immediate Past President, a Secretary and a Treasurer. The officers compose the Executive Committee, which shall meet as needed to plan for the board's work and to carry out charges to the committee by the board. An Executive Committee meeting requires attendance by a least three officers. Between Business Meetings of the Board of Directors, the Executive Committee may authorize, without Board approval, expenditure requests not to exceed \$500, as necessary to fulfill the objectives of the organization.</p>	<p>ARTICLE V. Officers</p> <p>A. Officers and Executive Committee. The organization shall have five (5) officers: President, President-Elect, Immediate Past President, Secretary and Treasurer. The Executive Committee shall be composed of the officers and the Executive Director as and ex-officio member. The Executive Committee shall meet as needed to plan for the board's work and to carry out charges to the committee by the board. An Executive Committee meeting requires attendance by a least three officers. Between Business Meetings of the board, the Executive Committee may authorize, without Board approval, expenditure requests not to exceed \$500, as necessary to fulfill the objectives of the organization.</p>
<p>ARTICLE V. Officers</p> <p>B. Qualifications, Terms and Duties of Officers.</p> <p>1. President. The President must represent a State Medicaid agency or a State Education agency and shall serve a one-year term. The President shall be the principal executive officer of the organization and shall preside at all meetings of the Board of Directors, the Executive Committee and the membership. The president shall vote at meetings of the board and the membership only in the case of a tie. After serving one year in office, the President shall automatically become the Immediate Past President.</p>	<p>ARTICLE V. Officers</p> <p>B. Qualifications, Terms and Duties of Officers.</p> <p>1. President. The President may represent a State Medicaid agency, a State Education agency, or a Local Education Agency with the provision only one of the presidential line (President, Past President, or President Elect) may represent an LEA at any given time. The President shall serve a one-year term. The President shall preside at all meetings of the Board, the Executive Committee and the membership. The president shall vote at meetings of the Board and the membership only in the case of a tie. After serving one year in office, the President shall automatically become the Immediate Past President.</p> <p>Additional changes from strategic board meeting</p> <p>LEAs shall be a two year buffer for an LEA</p>

	<p>President must be a voting member in good standing. Only one LEA member may hold a position on the presidential line.</p>
<p>ARTICLE V. Officers</p> <p>B. Qualifications, Terms and Duties of Officers.</p> <p>2. President-Elect. The President-Elect must represent a State Medicaid agency or a State Education agency and shall serve a one-year term. The President-Elect shall carry out the duties of the President when the President is absent or incapacitated and shall have the same power and duties as the President when acting in that capacity. After serving one year in office, a properly elected President-Elect shall automatically become the President.</p>	<p>ARTICLE V. Officers</p> <p>B. Qualifications, Terms and Duties of Officers.</p> <p>2. President-Elect. The President-Elect may represent a State Medicaid agency, a State Education agency, or a Local Education Agency with the provision only one of the presidential line (President, Past President, or President Elect) may represent an LEA at any given time. The President-Elect shall serve a one-year term. The President-Elect shall carry out the duties of the President when the President is absent or incapacitated and shall have the same power and duties as the President when acting in that capacity. After serving one year in office, a properly elected President-Elect shall automatically become the President.</p>
<p>ARTICLE V. Officers</p> <p>B. Qualifications, Terms and Duties of Officers.</p> <p>3. Immediate Past President. The Immediate Past President must represent a State Medicaid agency or a State Education agency and shall serve a one-year term. The Immediate Past President shall carry out the duties of the President when the President and the President-Elect are absent or incapacitated and shall have the same power and duties as the President when acting in that capacity.</p>	<p>ARTICLE V. Officers</p> <p>B. Qualifications, Terms and Duties of Officers.</p> <p>3. Immediate Past President. The Immediate Past President may represent a State Medicaid agency, a State Education agency, or a Local Education Agency with the provision only one of the presidential line (President, Past President, or President Elect) may represent an LEA at any given time. The Past President shall serve a one-year term. The Immediate Past President shall carry out the duties of the President when the President and the President-Elect are absent or incapacitated and shall have the same power and duties as the President when acting in that capacity.</p>
<p>ARTICLE V. Officers</p>	<p>ARTICLE V. Officers</p>

B. Qualifications, Terms and Duties of Officers.

4. Treasurer. The Treasurer shall serve a two-year term. The treasurer shall collect or shall cause to be collected membership dues, conference registration and sponsorship fees, donations and other monies due and payable to the organization. The treasurer shall make disbursements as authorized by the President, Board of Directors or other authorized member in accordance with the Budget adopted by the Board. The Treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements and shall deposit, or cause to be deposited all funds of the organization and other valuable effects in the name of and to the credit of the organization in a depository or depositories designated by the Board of Directors. At least annually, and whenever they require it, the Treasurer shall give to the president, Board and membership, an account of transactions as Treasurer and of the financial condition of the organization. The Treasurer shall, in general, perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors.

B. Qualifications, Terms and Duties of Officers.

4. Treasurer. The Treasurer shall serve a two-year term. The treasurer shall collect or shall cause to be collected membership dues, conference registration and sponsorship fees, donations, and other monies due and payable to the organization. The treasurer shall make disbursements as authorized by the President, board or other authorized member in accordance with the Budget adopted by the Board. The Treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements and shall deposit, or cause to be deposited all funds of the organization and other valuable effects in the name of and to the credit of the organization in a depository or depositories designated by the board. At least annually, and whenever they require it, the Treasurer shall give to the president, board and membership, an account of transactions as Treasurer and of the financial condition of the organization. The Treasurer shall, in general, perform all duties incident to the office of Treasurer, subject to the control of the board.

ARTICLE V. Officers

B. Qualifications, Terms and Duties of Officers.

5. Secretary. The Secretary shall serve a two-year term. The Secretary shall keep and distribute accurate minutes of the meetings of the Board of Directors and the membership and shall give, or cause to be given, notice of all meetings of the board and the membership. The Secretary shall maintain or cause to be maintained copies of signed Conflict of Interest Statements submitted as required by these Bylaws.

ARTICLE V. Officers

B. Qualifications, Terms and Duties of Officers.

5. Secretary. The Secretary shall serve a two-year term. The Secretary shall keep and distribute accurate minutes of the meetings of the board and the membership and shall give, or cause to be given, notice of all meetings of the Board and the membership. The Secretary shall maintain or cause to be maintained copies of signed Conflict of Interest Statements submitted as required by these Bylaws.

<p>Addition</p>	<p>ARTICLE V. Officers</p> <p>B. Qualifications, Terms and Duties of Officers.</p> <p>6. Executive Director. The board shall appoint the Executive Director of NAME. The procedures for selection, employment, and duties of the Executive Director shall be published in the NAME Policy Manual. The Executive Director will serve as the chief executive officer of the organization with oversight from the board. The Executive Director will serve as an ex-officio member of all standing committees including the Executive Committee</p>
<p>ARTICLE V. Officers</p> <p>C. Election and Appointment of Officers.</p> <p>2. Appointment. In the event of a vacancy in the office of the President-Elect or the office of the Immediate Past President, the officer is selected from among qualified candidates nominated by the Nominating Committee and appointed by a majority vote of board members then sitting. The Secretary and Treasurer shall be selected from among qualified candidates nominated by the Nominating Committee and appointed by a majority vote of board members then sitting.</p>	<p>ARTICLE V. Officers</p> <p>C. Election and Appointment of Officers.</p> <p>2. Appointment. In the event of a vacancy in the office of the President-Elect or the office of the Immediate Past President, the officer is selected from among qualified candidates nominated by the Nominating Committee and appointed by a majority vote of board members then sitting. The Secretary and Treasurer shall be appointed from among qualified candidates nominated by the Nominating Committee and appointed by a majority vote of board members then sitting.</p>
<p>ARTICLE VI. Professional Services Contract</p> <p>A. Professional Services Contractors. Professional Services Contractors, if any, are accountable to the Board of Directors or the board's designee and shall work closely with the board and committees as appropriate to fulfill the organization's objectives.</p>	<p>ARTICLE VI. Professional Services Contract</p> <p>A. Professional Services Contractors. Professional Services Contractors, if any, are accountable to the board or the board's designee and shall work closely with the board and committees as appropriate to fulfill the organization's objectives.</p>
<p>ARTICLE VII. Committees</p>	<p>ARTICLE VII. Committees</p>

<p>A. Committees and Committee Chairs. The Board of Directors may appoint any committee it deems necessary to help fulfill its functions and to carry out the objectives of the organization. Committees shall operate as charged by the board and in accordance with NAME policies and procedures. The President shall appoint the chairs and serve as an ex-officio member of all committees. Every committee chair shall annually submit the completed Conflict of Interest Statement to the Secretary by no later than the 21st calendar day following the date of the chair's appointment</p>	<p>A. Committees and Committee Chairs. The board may appoint any committee it deems necessary to help fulfill its functions and to carry out the objectives of the organization. Committees shall operate as charged by the Board and in accordance with NAME policies and procedures. The President shall appoint the chairs. The President and Executive Director shall serve as ex-officio members of all committees. Every committee chair shall annually submit the completed Conflict of Interest Statement to the Secretary by no later than the 21st calendar day following the date of the chair's appointment.</p>
<p>ARTICLE VIII. Finances</p> <p>A. Fiscal Year. The Board of Directors shall establish the organization's fiscal year.</p>	<p>ARTICLE VIII. Finances</p> <p>A. Fiscal Year. The board shall establish the organization's fiscal year.</p>
<p>ARTICLE VIII. Finances</p> <p>B. Budget. The Treasurer, together with the Finance Committee, shall develop the organization's annual operating budget for review and approval by the Board. Upon review and discussion regarding any necessary modifications, the Board shall approve the organization's operating budget prior to December 31 of each fiscal year.</p>	<p>ARTICLE VIII. Finances</p> <p>B. Budget. The Treasurer, together with the Finance Committee and the Executive Director, shall develop the organization's annual operating budget for review and approval by the Board. Upon review and discussion regarding any necessary modifications, the Board shall approve the organization's operating budget prior to December 31 of each fiscal year.</p>