

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

ARTICLE I. Name

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

ARTICLE II. Objectives

The objectives of the organization are to:

- promote collaboration, information sharing, professional development and program integrity among all Medicaid in Education stakeholders;
- provide leadership related to accessing Medicaid reimbursement for school-based services and activities;
- facilitate networking among agencies, organizations and professionals interested in supporting the provision of school-based health services as essential to learning.

ARTICLE III. Membership

A. Composition of the Membership. The membership of the organization comprises Voting Members and Associate Members in good standing. A member in good standing has paid membership dues for the current calendar year and by doing so agrees to adhere to NAME Bylaws, policies and procedures.

B. Voting Members. Voting Members comprise (1) State Medicaid agency and State Education agency personnel and (2) Local Education agency (LEA) staff, including staff of Educational Services Agencies as defined by IDEA, who are involved in school-based Medicaid claiming or Medicaid in Education programs. Voting Members shall have the right to vote on all issues before the membership, elect officers and members of the Board of Directors, hold office, chair and serve on committees and participate in activities of the organization, subject to the limitations set out in these Bylaws.

C. Associate Members. Associate Members are individuals who represent organizations other than State Medicaid, State Education and Local Education agencies and who are school-based Medicaid claiming or Medicaid in Education program stakeholders. Associate Members shall have the right to participate in activities of the organization and serve on committees, subject to the limitations set out in these Bylaws. If appointed by the President and approved by

a majority vote of the board members then sitting, an Associate Member may chair a committee, subject to the limitations set out in these Bylaws.

D. Voting. A simple majority of Voting Members participating in any membership meeting shall be required to act on issues before the 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.

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.

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.

Region I - Connecticut, Delaware, District of Columbia, Kentucky, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, South Carolina, Tennessee, Vermont, Virginia and West Virginia

Region II - Alabama, Arkansas, Florida, Georgia, Illinois, Indiana, Iowa, Louisiana, Michigan, Minnesota, Mississippi, Missouri, Ohio, Oklahoma, Puerto Rico, Texas, U.S. Virgin Islands and Wisconsin

Region III - Alaska, Arizona, California, Colorado, Hawaii, Idaho, Kansas, Montana, Nebraska, Nevada, New Mexico, North Dakota, Oregon, South Dakota, Utah, Washington and Wyoming

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 IV. Board of Directors

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.

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.

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.

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.

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.

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 objectives of the organization as set forth in Article II.

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.

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.

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 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.

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.

K. Quorum. A quorum shall be a majority (more than half) of the board members then sitting.

L. Proxy Voting. There shall be no proxy voting.

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 services rendered to the organization in capacities other than as members of the board.

ARTICLE V. Officers

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.

B. Qualifications, Terms and Duties of Officers.

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.

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.

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.

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.

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.

C. Election and Appointment of Officers.

1. **Election.** The President-Elect shall be elected from among those qualified candidates nominated by the Nominating Committee in accordance with NAME Policies and Procedures. A properly elected President-Elect automatically assumes the office of President following his or her term as President-Elect. If the board appoints a qualified candidate to fill a vacancy in the office of President-Elect, the appointed President-Elect or another qualified candidate must be confirmed as the President by a plurality of the votes cast by Voting Members. In the event of a tie, a run-off election shall be conducted during a properly called membership meeting, during which votes may be cast only by those Voting Members who are present at the meeting.

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.

ARTICLE VI. Professional Services Contracts

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.

B. Contracts. Contracting shall be conducted in full compliance with Article X. of these Bylaws and the organization's policies and procedures for awarding and monitoring professional services contracts. Such policies shall promote transparency and allow members access to information on the amount, scope and term of professional services contracts. Unless fully disclosed in a written Conflict of Interest Statement reviewed and approved by the Board of Directors, the organization shall hire no contractors who are members of the immediate family (spouse, grandparent, parent, brother or sister, son or daughter) of any board member. In no case shall professional services contract performance be monitored by a board member, committee chair or board designee who is a family member of the contractor.

ARTICLE VII. Committees

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.

B. Compensation of Committee Members. No member of a committee, including the chair, shall receive any salary or compensation for his or her services as a committee member. Committee members may receive reimbursement for out-of-pocket expenses incurred while conducting authorized business on behalf of the organization. Committee members shall be entitled to receive reasonable fees for goods or services rendered to the organization in capacities other than as committee members.

C. Standing Committees. Standing committees of the organization include but are not limited to: the Executive Committee, the Finance Committee, the Membership Committee and the Nominating Committee. Committees may be combined, dissolved or otherwise reconfigured by the board, as it deems necessary to carry out the objectives of the organization. It shall be the duty of each committee to ensure that NAME Policy and Procedures accurately reflect the roles and responsibilities of that committee.

ARTICLE VIII. Finances

A. Fiscal Year. The Board of Directors shall establish the organization's fiscal year.

B. Budget. The Board of Directors shall present to the membership at the annual membership meeting a budget of anticipated revenue and expenses for the coming year. This budget shall be used to guide the activities of the organization throughout the year. The board may approve deviations to this budget as necessary to carry out the objectives of the organization as set forth in Article II.

C. Financial Report. The Treasurer shall present a verbal, current, financial status report at the annual membership meeting and shall prepare a final report consisting of the IRS Form 990, prepared by the CPA, at the close of the calendar year. The Board shall have the accounts reviewed annually by an independent outside entity, such as a CPA. Additionally, the Financial Procedures Review Committee shall include in its annual report a statement of its findings regarding the accuracy of the Treasurer's financial status report.

D. Fiscal Policy. The board shall adopt and from time to time review a fiscal policy setting out a formal procedure that shall govern internal controls, the signing of checks; the obligation of funds; approval of contracts, leases, deeds and mortgages; and other significant aspects of the organization's fiscal operation. The fiscal policy shall assure that the organization shall have sound financial controls that are appropriate, under generally accepted accounting principles, to its size and purpose.

ARTICLE IX. Bylaws Amendments

These Bylaws may be altered, amended or repealed upon approval by the board following the process set forth in the Policy and Procedure Manuals of the organization. In no case shall Bylaws be adopted in fewer than 30 calendar days from the date published for comment.

ARTICLE X. Statement of Nondiscrimination

The organization shall not discriminate against any person in the election of board members, provision of service to the membership or public, contracting for or purchasing of services, or in any other way, on the basis of race, color, sex, sexual orientation, national origin, disabling condition, age, or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964, Section 504 of the Rehabilitation Act of 1973 and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

ARTICLE XI. 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 of the

Board members then sitting. 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.

ARTICLE XII. 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 in a meeting properly called on September 26, 2003, in Denver, Colorado and subsequently replaced by the Board of Directors during a meeting properly called on October 2, 2004, in Cambridge, Massachusetts.

Approved: July 25, 2013