

National Alliance for Medicaid in Education, Inc (NAME)

Proposed Changes to Bylaws, Posted by May 23, 2008

Dear NAME Members:

Please find below in 'track changes format' an **excerpted version** of the NAME Bylaws listing proposed changes as directed by the Board of Directors at their September 2007 meeting and adopted in First Reading at their April 10, 2008 meeting.

Changes are **highlighted**, in ALL CAPS (new language) and in ~~striketrough~~ (deleted) formats to help you view. Changes are to Articles III, V, VII, VIII, and IX to: **1)** allow all LEA members a vote, only for the purpose of electing the two LEA Board of Directors members, by creating a new category, called "Limited Voting Membership". For all other purposes within the NAME organization, all LEA members (but the two LEA members on the Board) are considered Non-voting members; **2)** Clarify certain sections by adding "At-Large" prior to "LEA Representatives" to convey the two LEA representatives on the Board represent all LEA members; and **3)** Insert language intended to clarify that only the LEA full voting members can be elected as officers of NAME.

See Article XIII (amendments). The 'first reading' has occurred and this informs members and invites you to provide your comments on these changes. At their July 10, 2008 meeting, the Board will consider your comments and have a 2nd reading on the changes, which will become effective immediately upon adoption by the Board.

For reference, the most current Bylaws are dated 9-13-07, are on the NAME web page. We look forward to your comments. Thank you. The NAME Bylaws Committee.

Comments on proposed Bylaws changes listed below will be accepted until close of business (6pm ET) Friday June 27, 2008, to Jane E. Reagan, Chair, NAME Bylaws Committee at: ReaganJ@Michigan.gov

**EXCERPTS of 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

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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:

- A. Provide leadership as it relates to accessing Medicaid reimbursement for School-Based Services.
- B. Promote integrity, collaboration, and success among all stakeholders.
- C. 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.

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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. 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.

C. 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.

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, 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 membership** 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.

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.

- 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, in conjunction with the Treasurer, shall:
 - 1) Maintain a roster of current paid members; and

- 2) Prepare and certify the official list of Voting Members based on the list of Members who have paid dues.

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 receive and give receipts for monies due and payable to the organization from all sources and deposit such funds in banks or other organizations as are selected 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 Secretary:
- 1) In maintaining a roster of current paid members; and,
 - 2) In preparing and certifying 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 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 shall be one year, effective immediately upon election to office. The Secretary and Treasurer may be elected to the same or other office for more than one term.
- 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 **FULL** 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. 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) 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.

B. 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.

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 section IX [C] 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 initial expiration dates for the Board members are:

Region I 2004	Region VII 2006
Region II 2004	Region VIII 2005
Region III 2005	Region IX 2006
Region IV 2005	Region X 2006
Region V 2006	LEA Representative I 2006
Region VI 2004	LEA Representative II 2007

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** ~~The general voting membership will elect the two LEA Representatives to the Board during the Annual Membership Meeting.~~ The tenure for the **AT LARGE** LEA Representatives

shall be a two-year term with the term of one of the LEA Representatives ending during the even numbered years (00, 02, 04, 06, and 08) and the other LEA Representative's term ending during the odd numbered years (01, 03, 05, 07 and 09). 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 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 Representative will be appointed by the Board at a regular or special Board meeting to fulfill the unexpired term.

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).

Comments on proposed Bylaws changes listed above will be accepted until close of business (6pm ET) Friday June 27, 2008, to Jane E. Reagan, Chair, NAME Bylaws Committee at: ReaganJ@Michigan.gov