



Case Management Society of New England
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 Phone: 603-329-7481

BYLAWS OF CASE MANAGEMENT SOCIETY OF NEW ENGLAND

**ARTICLE I
NAME AND OFFICES**

Section 1. The name of the Society shall be Case Management Society of New England (CMSNE).

Section 2. The Society shall have and continuously maintain in the District of Columbia a registered agent and office, and may have such other offices within or without the District of Columbia and such other registered agents as the Board of Directors may from time to time determine.

Section 3. The Society shall have and continuously maintain in the state of Massachusetts, its headquarters, a registered agent and office as required by the not for profit corporation laws of that state. It is not required by state statute to retain additional registered agents in the states of Maine, New Hampshire and Rhode Island.

**ARTICLE II
PURPOSES**

Section 1. Nonprofit organization. The Society shall be a nonprofit organization incorporated and operated under the District of Columbia Non-profit Corporation Act, and shall have such powers as are now or may hereafter be granted by that Act. The Society shall operate as a nonprofit tax-exempt organization under Section 501(c)(6) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

Section 2. Purposes. The purposes for which this Society is organized are to assist in all legal ways the Case Management Society of America, Inc., as a chapter thereof and whose Bylaws it endorses, and assist in providing the means by which persons and firms offering services or products within or to the health care case management profession may voluntarily coordinate their efforts to advance the profession in all respects. To this end, the Society, among other activities, shall endeavor to:

- 1) Provide the opportunity for the exchange of experience and opinions through discussion, study and publications.
- 2) Promote the professionalism, science and recognized scope of case management practice.
- 3) Provide a forum and assist in unifying professionals actively engaged in case management.

- 4) Educate its members, health care delivery system, payer communities, and the public in the advancement and improvement of quality care, professionalism, costs/benefit effectiveness, and health benefits of case management.
- 5) Develop and encourage consistent professional standards of performance, competence, service and conduct of professional case managers and those supporting case management.
- 6) Promote the public stature and respect accorded the case management practice while meeting the best interests of practitioners and the public.

Section 3. Restrictions. The following rules shall conclusively bind the Society and all persons acting for or on behalf of it:

- a. No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services and other expenses rendered and to make payments and distributions in furtherance of the purposes set forth herein;
 - i. Exception to this is CMSNE Scholarship fund which is a directed account generated through donation and specific fund raising activities. The funds are not part of the Society's net earnings and are distributed based on established CMSNE policies and procedures.
- b. Upon the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Society, dispose of all the assets of the Society exclusively for the purpose of the Society in such manner, or to such organization or organizations as shall at the time qualify as an exempt organization or organizations under sections 501(c)(6) or 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.
- c. All policies and activities of the Society shall be consistent with applicable federal, state and local antitrust, trade and professional regulation, tax exemption and other legal requirements.

ARTICLE III **MEMBERSHIP**

Section 1. Classes of Members - The Society shall have six classes of members.

- a. **Case Manager Membership.** Case Manager membership shall be those persons engaged in the field of case management. The case manager member must have a health professional degree, current license or national certification in the health or human service profession.
- b. **Associate Membership.** Associate membership shall be those individuals actively providing case management-related services and not qualified in Article III, Section 1a including individuals designated as representatives of Society participating in the Corporate Partner Program.
- c. **Student Membership.** Student membership shall be any person who is either enrolled in a program of case management or related health or human services field that leads to a baccalaureate degree, licensure

or national certification or graduate degree.

d. **Company Individual Membership.** Company individual membership shall be those groups of individuals (5 or more) who are being sponsored by a company and receive individual membership. The membership belongs to the company and it shall notify the corporation as to its designated representatives.

e. **Lifetime Membership.** Lifetime membership shall be conveyed to those individuals that have served the organization in the Presidential capacity for one elected term, any individual so designated by the Board of Directors, and/or an individual that chooses to subscribe to lifetime membership through a Board of Directors designated fee.

Section 2. Application and Admission For Membership. Applicants shall complete and sign a membership application form approved by the Board of Directors and submit the application with applicable dues and any fees to the office of the Case Management Society of America. Admission of all applicants for membership shall be in accordance with the requirements of the Case Management Society of America.

Section 3. Resignation. Any member may resign by filing a written resignation with the Secretary but such resignation shall not relieve the member of the obligation to pay any unpaid dues, assessments, fees or charges accrued before the resignation is received.

Section 4. Termination of Membership. The membership of any member may be terminated or suspended, as more fully set forth below, without hearing or prior notice, where the member is delinquent for a period of 60 days in the payment of Society dues, assessments, fees or charges owed by that member. The Board of Directors by a two-thirds vote may expel a member for cause [in addition to non-payment of dues, assessments, fees or charges] after appropriate notice and a due process hearing is offered in accordance with procedures adopted by the Board of Directors, at which time the member may respond in person or in writing, and may be represented by counsel if the members so elects. Appeal from a Board vote of suspension or termination made be made in accordance with procedures adopted by the Board of Directors asking the Board of Directors to reconsider its decision, and the Board agrees to do so.

Section 5. Transfer of Membership. Case Manager membership in the Society is not transferable or assignable, except as stated in Article III, Section 1c and e.

ARTICLE IV
AFFILIATION WITH
CASE MANAGEMENT SOCIETY OF AMERICA, INC. ("CMSA")

Section 1. General Affiliation. The Society shall affiliate with CMSA under the CMSA-Affiliate Agreement which shall govern the relationship of the parties, and agrees to adopt the CMSA model affiliate bylaws.

Section 2. Financial Relationship with CMSA. This Society shall receive from CMSA the "local chapter" share of the CMSA dues. This Society shall determine the amount of local dues to be added to national dues.

Section 3. Chapter Representation at CMSA Meetings. This Society shall be represented at CMSA Meetings through a designated representative, who shall be registered with CMSA.

Section 4. Restrictions on Chapter Statements and Actions. The Society shall not express any position or statement, or take any action, on behalf of or binding CMSA without the express prior consent of the Executive Committee or Board of Directors of CMSA.

ARTICLE V DUES AND OTHER CHARGES

Section 1. Dues, Assessments, Fees, and Charges. Membership dues, and assessments or application fees or other charges if any shall be established by the Board of Directors as it may deem necessary and proper. Each member shall be obligated to pay applicable dues, assessments, fees and charges in full for the year in which membership is held.

Section 2. Delinquency, Membership, Suspension and Termination. Any member who is delinquent in dues, assessments, fees or charges for a period of sixty (60) days from the time said amounts shall become due, shall be notified of such delinquency and suspended by the Society from membership services. If payment is not made within the next succeeding thirty (30) days, the delinquent member shall be dropped from membership and all rights and privileges of membership shall be automatically terminated. Such suspension or termination, at the request of the member, may be temporarily vacated by affirmative action by the Board of Directors.

Section 3. Refunds. No dues, assessments, fees or other payments shall be refunded to any member whose membership terminates for any reason.

Section 4. Contractual Obligation to Pay Dues Assessments, Fees, Charges. Acceptance of membership in the Society signifies acceptance of a contractual obligation to pay dues, and any assessments, fees or charges which accrue to that member.

ARTICLE VI MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the membership shall be held at such time and place as the Board of Directors may determine, for the transaction of all proper business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called either by the Board of Directors or President upon the written request of not less than fifty (50) members entitled to vote after

the filing of the request with the Executive Director. The business to be transacted at any Special Meeting shall be stated in the notice thereof. The person(s) calling a Special Meeting must follow the process of the Notice of Meetings.

Section 3. Notice of Meetings. Written or printed notice stating the place, time, business to be transacted of any meeting of members shall be delivered to each member entitled to vote at such meeting, not less than ten (10) nor more than forty (40) days before the day. If such notice is given by mail, such notice shall be deemed to be delivered on the second day following the day such notice is deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Society, with postage thereon prepaid. Any member may waive notice of any meeting.

Section 4. Quorum. A minimum of ten percent (10%) of members entitled to vote shall constitute a quorum at any membership meeting. If a quorum is not present at any meeting of members, a majority of the members present and entitled to vote may adjourn and reconvene the meeting when there is a quorum from time to time without further notice.

Section 5. Voting. At all meetings of the Society each member under Article III, Section 1, shall have one vote, and may take part and vote in person only. Voting by proxy shall not be permitted. Unless specifically provided otherwise in these Bylaws, a majority vote of those members entitled to vote present and voting shall govern.

Section 6. Voting by Mail or electronic mail or any other means of electronic-transmission. All matters of business of CMSNE, except as otherwise specified by law or these Bylaws, may be submitted to the members on a mail ballot or for voting electronic mail or any other means of electronic transmission by direction of the Board of Directors, provided that a thirty-day (30) period shall be permitted for voting, and provided that the member shall state, or submit information from which it can be determined, that the method of voting chosen was authorized by the member. On all mail ballots or voting otherwise permitted under these Bylaws, all such persons voting shall be counted as present for purposes of voting and determining a quorum, and a majority of the members voting shall prevail, provided that sufficient ballots or votes are received to constitute a quorum.

Section 7. Rules of Order. Parliamentary procedure for the meetings and proceedings of the Society shall be governed by the most recent edition of ROBERTS RULES OF ORDER, except as may be otherwise provided by law or these Bylaws.

Section 8. Action Without Meeting - The members may take any action without a meeting which they could take at any meeting of the members if a consent in writing via electronic mail or other means, setting forth the action so taken, is signed or electronically accepted by all the members entitled to vote on the subject thereof.

ARTICLE VII **OFFICERS**

Section 1. Officers. The officers of the Society shall be a President, a President Elect or Immediate Past President, a Vice President, a Secretary, a Treasurer, and Extension Chairs from all

applicable and current Extensions and Director at Large (3). The President Elect, the Vice President, the Secretary, the Treasurer and the Extension Chairs and Director at Large (3) shall be elected by the membership prior to the Annual Meeting of CMSNE and shall serve until their successors have been duly elected and assume office. Following the conclusion of the President's term, the outgoing President assumes the office of the Immediate Past President. The President Elect shall automatically succeed to the Presidency at the adjournment of the Annual Meeting.

Section 2. Qualifications for Office. Case Manager or Associate members who have met nomination criteria and who are members in good standing shall be eligible for nomination and election to any office of the Society.

a. **Qualification criteria for nomination of President Elect.** In addition to the criteria specified in Article VII, Section 2 the Case Manager Member nominee must have served at minimum one elected term on the CMSNE Board of Directors.

Section 3. Nomination and Election of Officers. In accordance with the procedure specified in ARTICLE IX, Section 2, the Nominating Committee shall prepare and submit to the Members entitled to vote a ballot of nomination for each of the offices subject to election at least 60 days prior to the annual meeting. Any person so nominated shall have consented prior to nomination. Additional nominations may be made added as write ins on the ballot as long as the nominee has consented and meets all membership requirements.

Section 4. Term of Office. The officers shall hold office for the following terms: President- 2 years, President Elect or Immediate Past President- 1 year, Vice President- 2 years, Secretary- 2 years, Treasurer- 3 years, Extension chairs- 1 year and Director at Large- 1 year. The terms shall run from Annual Conference to Annual Conference or until his/her successor is elected and qualified or until his/her death, resignation or removal. The President-Elect shall automatically succeed the Presidency at the adjournment of the Annual conference. In the event of a vacancy in the Presidency, either the President-Elect or the Immediate Past-President, whichever is in office at the time of the vacancy, shall automatically succeed to the Presidency for the unexpired term. Each officer will serve as a member of the Board of Directors.

Section 5. Vacancies. A vacancy in any office due to death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. Removal. Any officer may be removed by a two-thirds vote of the Board of Directors whenever in its judgment the best interests of the Society would be served thereby.

Section 7. President. The President shall chair the Board of Directors and shall be the chief executive officer of the Society. The President may also observe and participate as a nonvoting member ex-officio on all committees except the Nominating Committee. The President shall make all required appointments of standing and special committees. At the Annual Meeting of CMSNE and at such other times as the President shall deem proper, the President shall communicate to the membership such matters and make such suggestions as may in the President's opinion tend to promote the welfare and increase the usefulness of the Society. The President shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

Section 8. President-Elect and Immediate Past President. The President- Elect and Immediate Past President shall share on officer position in an alternating manner as set forth in this section. In the first year of the President's tenure, there shall be an Immediate Past President and no President-Elect. In the second year of the President's tenure, there shall be a President-Elect and no Immediate Past President. The Immediate Past President's term shall commence at the beginning of the President's first year in office and shall conclude at the end of the President's first year in office. The President-Elect's term shall commence at the beginning of the President's second year in office and shall conclude at the end of the President's second year in office.

The President-Elect shall perform such duties and have such powers as prescribed the President or the Board of Directors from time to time. The Immediate Past President shall have duties as may be delegated by the Board of Directors or President.

In absence of the President or in the event of his or her inability or refusal to act, the Immediate Past President or President-Elect, whichever may be in office at the time, shall perform the duties of the President and when so acting shall have all the powers and be subject to all the restrictions upon the President.

Section 9. Vice President. The Vice President shall have such duties as may be designated by the Board of Directors or President.

Section 10. Secretary. The Secretary shall provide for the proper recording of proceedings of CMSNE, Board of Directors and all committees; provide for accurate membership records; provide for proper notices to members; maintain the seal of the Society; perform all the duties customarily incident to the office of the Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors; and may delegate any of these duties as specified by the Board of Directors to the Executive Director or other designee.

Section 11. Treasurer. The Treasurer shall be responsible for all funds and accounts of the Society and the collection of all dues, and charges if any, and the deposit and disbursements of all moneys in the name of the Society in such banks, trust companies or other depositories as shall be selected by the Board of Directors; perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors; and may delegate any of these duties as specified by the Board of Directors to the Executive Director or other staff, or the Executive Director of CMSA with the concurrence of CMSA, or other designee. The Treasurer shall report the financial condition of the Society at all meetings of the Board of Directors and at other times when called upon by the President. And, at each fiscal year the Treasurer shall prepare an annual report which will reflect an audit or management review of a Certified Public Accountant as determined by the Board of Directors. At the expiration of the term of office, the Treasurer shall deliver over to the successor in office all books, money, and other property in the Treasurer's custody and control, or, in the absence of a successor, shall deliver such properties to the President.

Section 12. Extension Chair. The Extension Chairs and/or co-Chairs provide leadership, direction and coordination of all aspects related to the successful operations of the CMSNE Extensions.

Section 13: Director at Large. The office of Director/Member at Large is an elected position. The Director/Member at Large will represent the interests of the membership at large, regardless of the segment of membership from which he/she may come from or his/her own point of view. The major responsibility will be to determine the wants and needs of the membership and bring these to the attention of the board in order to build a stronger Chapter, which reflects the current and future needs of the members and profession.

Section 14. Executive Director.

a. **Position.** The Society shall retain or employ an Executive Director who shall be responsible for the day-to-day administration and operations of the CMSNE, and execute such duties and such programs and policies as may be directed by the Board of Directors. The Executive Director shall have notice of and attend all meetings requested by the Board of Directors, but may be excused during executive sessions. The Executive Director does not hold a voting privilege on the CMSNE Board of Directors.

b. **Other Duties.** The Executive Director reports directly to the President, thereof also will perform any functions as outline in job description and may be delegated by or from the Secretary or Treasurer, including signing any deeds, mortgages, contracts, or other instruments which the Board of Directors has authorized, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws to some other officer or agent of the Society. The Executive Director or designee thereof shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, shall be custodian of the corporate records of the Society, and execute such documents on behalf of the Society in accordance with the provisions of these Bylaws.

Section 15. Make-up of the Board. The number of Associate Members who may serve on the Board of Directors shall not exceed 20% of the total Board composition.

Section 16. Advisors to the Board. The Board may engage advisory members from time to time who shall engage in the dialogue and deliberation of the Board but who shall not have voting privileges. Advisory Members may be appointed by the President and ratified by a quorum of the Voting Board Members for a specified term not to exceed the term of the President. Advisory Members may be excused when the Board is in executive session.

ARTICLE VIII
BOARD OF DIRECTORS

Section 1. Authority and Responsibility. The governing body of the Society shall be the Board of Directors. The Board of Directors shall have the supervision, control and direction of the affairs of the Society, its committees and any publications; shall determine its policies or changes therein; and shall actively prosecute its objectives and supervise the disbursement of its funds. The Board of Directors may

adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted.

Section 2. Composition. a President, a President Elect or Immediate Past President, a Vice President, a Secretary, a Treasurer, and Extension Chairs from all applicable and current Extensions and Directors at Large (3).

Section 3. Manner of Election and Term. Directors shall be elected by mail vote or electronic mail or any other means of electronic or telephonic transmission. The votes cast by mail or otherwise will be counted and the persons receiving the most votes shall be declared elected. Term to be served as outlined in Article VII, Officers, Section 4.

Section 4. Nominations. The Nominating Committee, acting in accordance with ARTICLE IX, Section 2 of these Bylaws, shall present to the membership, at least thirty days before the Annual Meeting, one nomination for each seat on the Board of Directors that is vacant or expiring. Additional nominations may be made from the floor at the Annual Meeting.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a quorum is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 6. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by these Bylaws. Voting rights of a Director shall not be assigned to another Director or exercised by proxy.

Section 7. Regular and Special Meetings. A regular meeting of the Board of Directors shall be held no less than three times during each fiscal year at such time and at such place as the Board may prescribe. Special meetings of the Board may be called by the President. Any or all Directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 8. Notice. Notice of all Regular Meetings shall be provided to all Directors either by mail, electronic mail, facsimile, personal delivery, overnight express service, or telephone not less than twenty (20) days before the meeting is held. Notice of all Special Meetings shall be provided to all Directors either by mail, electronic mail, facsimile, personal delivery, overnight express service, or telephone not less than seventy-two hours before the meeting is held. If notice is given by mail, such notice shall be deemed to be delivered on the second day following the day such notice is deposited in the United States mail. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting and a Director's attendance at any meeting shall constitute waiver of notice of such meeting unless such attendance is for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 9. Voting by any Means Members of the Board of Directors may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting or voting shall constitute presence in person at the meeting. Voting by telephone or electronic mail or any other means of electronic transmission shall be permissible in the same manner as for members under these Bylaws.

Section 10. Action by Directors Without Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a mail ballot or consent in writing, setting forth the action so taken, shall be received and signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such written voting records shall be filed with the records. Alternatively, the directors may take any action without a meeting which they could take at any meeting of the directors, where such action is based on voting by mail or electronic mail or any other means of electronic transmission, as provided in these Bylaws (including the proviso that each such director shall state, or submit information from which it can be determined, that the method of voting chosen was authorized by the Director).

Section 11. Absence. Any elected officer or Director who shall have been absent from two consecutive meetings of the Board of Directors during a single administrative year shall be deemed to have resigned from the position on the Board of Directors and the vacancy shall be filled as provided by these Bylaws; provided, however, the Board of Directors may expressly excuse such absence by affirmative vote of a majority of the Board.

Section 12. Vacancies. Any vacancy occurring on the Board of Directors between Annual Meetings may be filled by the Board of Directors. A Director so elected to fill a vacancy shall serve the predecessor's unexpired term.

Section 13. Removal. A Director may be removed for good cause by a two-thirds vote of the Board of Directors.

Section 14. Compensation. Directors and elected officers shall not receive any salaries for their services but may receive reimbursement for any directly related expenses provided they are submitted and are within reasonable parameters. Officers may serve CMSNE in any other capacity for reasonable compensation, subject however to full disclosure of any other relationship.

Section 15. Rules of Order. Parliamentary procedure for meetings and proceedings of the Board of Directors shall be governed by the most recent edition of ROBERTS RULES OF ORDER, except as may be otherwise provided by these Bylaws.

ARTICLE IX **SPECIAL AND STANDING COMMITTEES**

Section 1. Composition and Authority. The President, with the approval of the Board of Directors, shall appoint members to special or standing committees to assist in management of the

Society; provided, however, the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon them by law. The Board of Directors will appoint Chairpersons.

Section 2. Nominating Committee.

a. The President shall appoint, subject to review and approval of the Board of Directors, a nominating committee which will be comprised of at least, two currently active class A CMSNE members. The function of the committee shall be to solicit and screen potential candidates for officer and director positions for the ensuing term. The nominating committee shall give due considerations to candidates' experience and qualifications. Contested elections are preferred but not required. The nominating committee shall carry out its activities pursuant to policies and procedures approved by the Board of Directors and published to the membership. The nominating committee's slate of candidates shall be submitted for election in accordance with the procedures approved by the Board of Directors for mail ballots or voting by mail or electronic mail or any other means of electronic transmission as provided under these Bylaws.

At least ninety (90) days prior to the Annual Meeting, the Nominating Committee shall invite suggestions from the membership for those offices and/or directorships which are vacant or about to expire, allowing thirty days for suggestions. The Nominating Committee shall provide to the Board of Directors for approval the suggested ballot of nominated candidates and ensure that ballot is sent to the members no later than 60 days prior to the annual meeting. Said nominees will be voted upon via mail or electronic ballot, during a designated 30 day time period prior to the annual meeting. Ballots will be collected and tallied by the Executive Director. Candidates obtaining the majority of votes will be elected to office for the ensuing term. Incoming offices will be installed at the Annual Conference. In the event of a tie, the membership will be asked to participate in a runoff vote. The runoff vote will be between the tied candidates only. The runoff vote will be limited to 10 business days and a quorum of 10% of the membership. The candidates with the most votes will be considered elected. In the case of a second tie or failure to reach a quorum, the CMSNE Board of Directors will vote to determine the elected office.

Section 3. Meeting Attendance - Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting or voting shall constitute presence in person at the meeting. Voting by telephone or electronic mail or any other means of electronic or telephonic transmission is permissible in the same manner as for members under these Bylaws.

ARTICLE X FINANCE

Section 1. Fiscal Year. The fiscal year of the Society shall be on a fiscal year basis from January 1 to December 31.

Section 2. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents of the Society, in addition to the officers so authorized by these Bylaws, to enter into any contract

or execute and deliver any instrument in the name of and on behalf of the Society and such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Society, shall be signed by such officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Gifts. The Board of Directors may accept on behalf of the Society any contribution, gift, bequest or devise for the general purposes of for any special purpose of the Society.

Section 6. Bonding. Trust or surety bonds shall be furnished for the President, Treasurer and such other officers of the Society as the Board of Directors shall direct. The amount of such bonds shall be determined by the Board of Directors.

Section 7. Audit. The accounts of the Society shall be audited or reviewed not less than annually by a Certified Public Accountant. The Certified Public Accountant shall provide a report to the Board of Directors.

ARTICLE XI **BOOKS AND RECORDS**

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The Society shall provide such annual financial statements and/or audit to CMSA as required under the Affiliation Agreement with CMSA and policies there under, and to enable CMSA to carry the Society on CMSA's group exemption notice to the Internal Revenue Service where applicable.

ARTICLE XII **WAIVER OF NOTICE**

Whenever any notice whatsoever is required to be given under the provisions of the District of Columbia Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Society, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII **INDEMNIFICATION**

The Society shall indemnify any current or former officer, director, committee member or agent of the Society, or any person who may have served at its request as a director or officer of another Society, whether for profit or not for profit, to the full extent permitted by the District of Columbia Nonprofit Corporation Act against expenses actually and necessarily incurred by that person, and any related liabilities, judgments, or claims, in connection with the defense of any action, suit, or proceeding in which that person is made a party by reason of being or having been such officer, director, committee member,

agent, or aforementioned Society designee, except in relation to matters as to which that person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty to the Society. Such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled, under any bylaw, agreement, vote of the Board of Directors or members, or otherwise. The Society shall be entitled to purchase insurance for such indemnification as determined from time to time by the Board of Directors of the Society.

ARTICLE XIV **AMENDMENTS**

Society

The Board of Directors may initiate and recommend Bylaws changes, but the power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the voting members of the Society. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given, or by written mail ballot or voting by telephone call or electronic mail or any other means of electronic or in accordance with Article VI, Section 6 of these Bylaws. The Bylaws may contain any provisions for the regulation and management of the affairs of the Society not inconsistent with law or the Articles of Incorporation.

*These Bylaws ratified by the National Board of Directors **May 30, 1997.***

*These Bylaws were amended by the National Board of Directors **June 6, 2002.***

*These Bylaws were amended and ratified by the CMSNE Executive Board on **December 30, 2002***

*These Bylaws were amended and ratified by the CMSNE Board of Directors **March 10, 2010***

*These Bylaws were approved and ratified by the CMSNE membership on **October 1, 2010.***

*These Bylaws were approved and ratified by the CMSNE membership on **April 14, 2011.***

*These Bylaws were approved and ratified by the CMSNE membership on **October 3, 2014.***

*These Bylaws were approved and ratified by the CMSNE membership on **March 13, 2019***