



Case Management Society of New England
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BYLAWS OF CASE MANAGEMENT SOCIETY OF NEW ENGLAND

ARTICLE I NAME AND OFFICES

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

Section 2. The corporation 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 corporation 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 Connecticut, Maine, New Hampshire, Rhode Island and Vermont.

ARTICLE II PURPOSES

Section 1. Nonprofit organization. The Corporation 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 Corporation 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 Corporation is organized are to assist in all legal ways the Case Management Society of America, Inc. (Society), 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 Corporation, 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 Corporation and all persons acting for or on behalf of it:

- a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation 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 fundraising activities. The funds are not part of the Corporation's net earnings and are distributed based on established CMSNE policies and procedures.
- b. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation 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) 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 Corporation 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 Corporation shall have seven classes of members.

a. Professional Case Manager Membership. Professional Case Manager member shall be those persons engaged in the field of case management. The Professional Case Manager member must have a health professional degree, current licensure or national certification in the health or human service profession.

b. Associate Membership. Associate membership shall be limited to individuals providing case management related-services and not qualified in Article III, Subsection 1a, and must be a member of Case Management Society of America. Including individuals designated as representatives of corporations 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 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.

f. **CMSNE Regional Corporate Partners.** Regional corporate partnerships from local businesses that work with Case managers. These members are eligible for local chapter benefits only. They may participate on committees, but can not hold a board position or vote on chapter related business.

g. **Retiree Membership.** Retiree membership shall be made available to any individual who is retired, a member of categories (a) or (b) above, has been a member of the Society for at least 3 years, and is at least 65 years old.

Section 2. Application for Membership. Any applicant eligible for membership under these Bylaws may apply for membership by completion of online application on such forms as may be prescribed by the Society from time to time. Application forms shall be submitted to the Society. If an applicant is not accepted, the applicant may file an appeal for admission to the Society's Board of Directors for further review and consideration. The Society's Board of Directors' determination shall be final. This is applicable to all classes of membership, except for Article III, Section 1.f, CMSNE Regional Corporate Partners. This class of members will complete, submit and pay the Corporation (CMSNE) directly.

Section 3. Resignation. Any member may resign by filing a written resignation with the Case Management Society of America, Society 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. Membership in the Society may terminate by voluntary resignation; for failure to pay dues or other charges; or as otherwise provided in these Bylaws or Board policy. The Society Board of Directors may, by a majority vote at a meeting at which a quorum is present, terminate the membership of any member who becomes ineligible for membership. All rights, privileges and interest of a member in or to the Society shall cease upon termination of membership, but such resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges accrued and unpaid before termination.

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

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

Section 1. General Affiliation. The corporation shall affiliate with CMSA (Society) 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 corporation shall receive from CMSA the "local chapter" share of the CMSA dues. This corporation shall determine the amount of local dues to be added to national dues.

Section 3. Chapter Representation at CMSA Meetings. This corporation 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 corporation 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 CMSNE 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 Corporation 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 Corporation's 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 corporation 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 Secretary. 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 notice (to include electronic messaging) stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than five or more than sixty days before the date of such meeting, unless otherwise provided by statute, the Articles of Incorporation or these Bylaws. In case of a special meeting or when required by statute or by these Bylaws, the purpose(s) for which the meeting is called shall be stated in the notice. Any member may waive notice of any meeting.

Section 4. Quorum. A minimum of five percent (5%) 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 at and entitled to vote may adjourn and reconvene the meeting when there is a quorum from time to time without further notice. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 5. Voting. At all meetings of the corporation each member under Article III, Section 1, except f, CMSNE Regional Corporate Partners, shall have one vote, and may take part via verification of active membership 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. Manner of Action. The act of a majority of the members having voting rights present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by statute, the Articles of Incorporation or these Bylaws.

Section 7. Rules of Order. Parliamentary procedure for meetings and proceedings of the Board of Directors shall be governed by the principles of ROBERTS RULES OF ORDER in matters of voting and minute taking, except as may be otherwise provided by these Bylaws.

ARTICLE VII

OFFICERS

Section 1. Officers. The officers of the Corporation 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 (3). The President Elect, the Vice President, the Secretary,

the Treasurer and the Extension Chairs and Director (3) shall be elected by the membership prior to the first of October 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. Professional Case Manager or Associate members who have met nominations criteria and who are members in good standing shall be eligible for nomination and election to any office of the Corporation.

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- 1 year. The terms shall run from the first of October to the end of September 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 on the first of October. 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 CMSNE 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 Corporation's Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 7. President. The President shall chair the Board of Directors and the Executive Committee, and shall be the chief executive officer of the corporation. At the Annual Meeting of the corporation 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 corporation. 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 or these Bylaws from time to time.

The President may also observe and participate as a nonvoting member ex-officio on all committees except the Nominating Committee. While serving on the committee, the President shall only cast a vote in a tie breaking situation.

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 Corporation; 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 Corporation and the collection of all dues, and charges if any, and the deposit and disbursements of all moneys in the name of the Corporation 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 Corporation 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. Directors. The Directors are elected positions. The Director represents the interests of the general membership and conducts projects and accepts duties as assigned by the President and the Board of Directors. They are responsible for attending all Board meetings. There may be 3 Directors elected. In absence of nominated members, the President has the right to appoint Directors to the Board.

Section 14. Chapter Executive Director. The Chapter may employ or retain an Executive Director who shall be responsible for the day-to-day operation of the Corporation, and perform such duties and such programs and policies as may be directed by the Board of Directors. The Executive Director or designee thereof also will perform any functions as may be delegated by the Treasurer, including signing any deeds, mortgages, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation. If required by the Board of Directors, the Executive Director shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Executive Director or designee thereof also will perform any functions as may be delegated by the Secretary, including maintaining the minutes of the meetings of the Board of Directors and members in one or more books provided for that purpose; seeing that all notices are duly given in accordance with the provisions of these Bylaws or as required by law: being custodian of the corporate records and of the seal of the corporation; and seeing that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized 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 Corporation shall be the Board of Directors. The Board of Directors shall have the supervision, control and direction of the affairs of the Corporation, 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. General Powers. The affairs of the corporation shall be managed by its Board of Directors who shall be responsible for establishing the policies governing the corporation.

Section 3. 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 (3).

Section 4. Manner of Election and Term. The Officers and members of the Board of Directors shall be elected by ballot vote of the members entitled to vote.

Section 5. Nominations. The Nominating Committee, acting in accordance with Article X, Section 2 of these Bylaws, shall present to the membership, at least sixty days before the Annual Meeting, one nomination for each seat on the Board of Directors that is vacant or expiring.

Section 6. Quorum. A minimum of fifty percent (50%) 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 7. 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 8. 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. Any voting member of the corporation with business to bring to the Board of Directors may do so with 30 days advance notice to the President.

Section 9. Notice. Notice of all Regular Meetings shall be provided to all Directors by written notice (to include electronic messaging) not less than twenty (20) days before the meeting is held. Notice of all Special Meetings shall be provided to all Directors by written notice not less than seventy-two hours before the meeting is held. 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 attendance is for the purpose to the transaction of business because the meeting is not lawfully called or convened.

Section 10. Action by Directors Without Meeting. Action Without Meeting - The Board of Directors may take any action without a meeting which it could take at a meeting of directors if a consent in writing, via electronic mail or other electronic means, setting forth the action so taken, is signed or electronically approved by all the directors entitled to vote on the subject thereof. Such written voting records shall be filed with the records of the Corporation.

Section 11. Absence. Any elected officer or Director who shall have unexcused absence from two 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. Meeting Attendance. 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 13. Vacancies. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be appointed by the President and ratified by the Board of Directors. A director elected or appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor, and until his/her successor is duly elected and qualified or until his/her death, resignation or removal.

Section 14. Removal. An officer or director may be removed by the affirmative vote of two-thirds of the Board of Directors members entitled to vote on removal of directors, at a meeting at which a quorum is present, provided written notification of the meeting is delivered to all such members of the Board of Directors stating that a purpose of the meeting is to vote on removal of the named individual.

Section 15. Compensation. Directors shall not receive any compensation for their services as directors, but by resolution of the Board of Directors, directors may be reimbursed for expenses incurred in attending any regular or special meeting of the Board. A director may serve the corporation in any other capacity for reasonable compensation, subject, however, to full disclosure of any other relationship as noted in the corporation's conflict of interest policy.

Section 16. Rules of Order. Parliamentary procedure for meetings and proceedings of the Board of Directors shall be governed by the principles of ROBERTS RULES OF ORDER in matters of voting and minute taking, except as may be otherwise provided by these Bylaws.

ARTICLE IX **EXECUTIVE COMMITTEE**

Section 1. Composition, Authority, and Responsibility. The Executive Committee shall consist of five members of the Board of Directors, including the President as Chairman, the Vice President, the Secretary, the Treasurer, and the Immediate Past President or President Elect. The Executive Committee may act in the place and stead of the Board of Directors between Board meetings on all matters, except those specifically reserved to the Board by these Bylaws. Actions of the Executive Committee shall be reported to the Board of Directors for ratification by written notice (to include electronic messaging), or at the next Board meeting.

Section 2. Quorum, Call of Meetings. A quorum of the Executive Committee shall consist of four voting members including the President. The President shall call such meeting of the Executive Committee to address business of the Corporation as may be necessary, or upon the request of any two members of the Executive Committee.

Section 3. Meeting Attendance. Members of the Executive 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 or voting in such a meeting shall constitute presence in person at the meeting for purposes of determining a quorum and for voting. Voting by written notice (to include electronic messaging) is permissible in the same manner as for the Board of Directors under these Bylaws.

Section 4. Vacancies. Any vacancy on the Executive Committee shall be filled in the manner as provided in ARTICLE VII, Section 5; Any committee so elected to fill a vacancy shall serve the predecessor's unexpired term.

ARTICLE X

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 Corporation; 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 Liaisons; the committee will appoint their Chair person.

Section 2. Nominating Committee.

- a. The Board of Directors shall appoint a Nominating Committee which shall consist of three to five members entitled to vote not holding office, of whom not more than two shall be past presidents of the corporation but one of whom shall have served on the Nominating Committee the previous year. The committee members shall be announced to the membership three months in advance of the Annual Meeting.
- b. At least ninety days prior to the first of October, the Nominating Committee shall invite suggestions from the membership for those offices and directorships, which are vacant or about to expire, allowing thirty days for suggestions. The Nominating Committee shall then nominate candidates for the required offices and directorships of the corporation as provided in these Bylaws and report such nominations at least thirty days before the first of October. Said nominations shall be voted upon by the Members entitled to vote as these Bylaws prescribe

Section 3. Meeting Attendance. Members of such committees 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 or voting in a meeting shall

constitute presence in person at the meeting for purposes of determining a quorum and for voting. Voting call by electronic mail or any other means of by written notice (to include electronic messaging) is permissible in the same manner as for the Board of Directors under these Bylaws.

ARTICLE XI **FINANCE**

Section 1. Fiscal Year. The fiscal year of the Corporation 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 Corporation, 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 Corporation and such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All funds of the Society shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or Executive Director of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Board of Directors.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes of for any special purpose of the corporation.

Section 5. Bonding. Trust or surety bonds shall be furnished for the President, Treasurer, other such officers of the Corporation and Executive Director or Administrative staff, as the Board of Directors shall direct. The amount of such bonds shall be determined by the Board of Directors.

Section 6. Audit. The accounts of the Corporation 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 XII **BOOKS AND RECORDS**

The Corporation 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 Corporation 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 Corporation on CMSA's group exemption notice to the Internal Revenue Service where applicable.

ARTICLE XIII
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 Corporation, 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 XIV- LIABILITY, INDEMNIFICATION AND INSURANCE

Section 1. Limitation of Liability. No director or officer of the Corporation shall be liable for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such director or officer except to the extent dictated by law.

Section 2. Indemnification. The Corporation shall indemnify any officer, director, committee representative, agent or employee acting on behalf of the corporation to the extent permitted by law.

Section 3. Advance Payments. Expenses incurred in defending an action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, to the extent permitted by law.

Section 4. Non-exclusivity. The indemnification permitted by this Article XV shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law.

Section 5. Insurance. The Corporation may purchase and maintain insurance on behalf of any person to the extent permitted by law, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article XIV.

Section 6. Reports. If the Corporation has paid indemnity or has advanced expenses under this Article XIV to a director, officer, employee or agent, the Corporation shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of such members.

ARTICLE XV
AMENDMENTS

Amendments to Bylaws. 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 Corporation. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given, or by written electronic mail or any other means of electronic or in accordance with Article VI, Section 3 of these Bylaws. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation 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***

*These Bylaws were approved and ratified by the CMSNE membership on **May 22, 2025***