

# **New Mexico Association for The Continuity of Care**

## **By-Laws**

Revised November, 2005

NEW MEXICO ASSOCIATION FOR CONTINUITY OF CARE  
BY-LAWS

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# **New Mexico Association for Continuity of Care Bylaws**

## **Article I - Name**

The name of this organization shall be the New Mexico Association for the Continuity of Care, a non-profit organization, incorporated in the state of New Mexico.

## **Article II - Location**

The principal office of the Association is located in the City of Albuquerque, State of New Mexico, and the county of Bernalillo.

## **Article III - Purposes and Philosophy**

The purposes of this association include:

- a) Promoting the concept that continuity of care is an essential component of the health care delivery system,
- b) Promoting and supporting the concept that every patient has the right to quality, coordinated planning which is an integral part of total patient care,
- c) Promoting and supporting the philosophy that the continuity of care is a holistic health approach that is centered on the patient and family to insure their preventive, therapeutic, rehabilitative, custodial, non-medical, as well as their medical needs; are included in the assessment, planning and evaluation process,
- d) Supporting the concept that professionals responsible for continuity of care should have access to an educational and supportive network.

## **Article IV - Objectives**

The objectives of the association include:

- a) Defining coordinated planning as an essential component of continuity of care;
- b) Providing for the educational needs and the professional growth of the members responsible for continuity of care;
- c) Developing a database relevant to the needs of the members and the Association;
- d) Providing informational and advisory services for members, health care providers, government agencies and consumer groups;
- e) Developing standards for coordinated planning to promote professional competence and expertise in the assessment, planning and evaluation process;
- f) Promoting consumer awareness of the right to access, assessment, planning and coordinating of services in the continuity of care process; and
- g) Promoting and enhancing linkages within the health care delivery system.

## Article V - Restrictions

All policies and activities of the Association shall be consistent with:

- a) Applicable federal, state and local antitrust, trade regulation or other legal requirements; and
- b) Applicable tax-exemption requirements including the requirements that the Association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

## Article VI - Membership

### Section 1. *Membership Qualifications*

Membership in the Association is available to individuals or corporations involved in, or associated with, the continuity of care process and committed to the objectives of the Association. Members may serve as directors and hold office, and shall have the right to vote. Corporate membership shall be available to a business. A corporate membership may have one or more members, referred to herein as designees. Such designees shall receive notice of meetings for the Corporation. The Corporation shall have the flexibility to send any employee to meetings in place of a designee. Each designee shall be on file with the NMACC Membership Committee. If a change of designees is necessary at any time a form must be completed to make this change. An Individual Membership is non-transferable to any other individual regardless of whether such membership was paid for by the individual or the individual's employer. Both individual members and corporate designees shall be considered "members" for all purposes under these By-laws.

### Section 2. *Application for Membership*

All candidates for membership must complete and sign the application form provided by the Association and submit the application to the NMACC Board of Directors or mail it to the address provided on the application. The application will be reviewed by the Board and either accepted or denied. Applicants may be asked to provide further information to clarify their eligibility.

### Section 3. *Resignation*

Any member may resign by filing a written resignation with the Board of Directors; however, resignation does not relieve a member from liability for dues, assessments and other charges accrued and unpaid as of the date of resignation.

### Section 4. *Non-Discrimination*

No person shall be denied membership in this organization because of physical handicap, race, religion, sex, national origin, or any other type of discrimination that is prohibited by law.

### Section 5. *Termination of Membership*

The Board of Directors shall have the authority to terminate a membership for good cause.

## Article VII - Dues

### Section 1. *Dues*

Dues are established by the Board of Directors. Payment of dues by continuous members should be made the first month of the fiscal year (January) and no later than the second month. If a new member joins any other time of the year, they shall pay dues for the entire year with the exception of a potential member who pays dues in November or December; these dues will be applied to the coming membership year.

## Article VIII - Fiscal Year

The fiscal year of the Association shall begin on the first day of January and ends on the last day December each year.

## Article IX - Board of Directors

### Section 1. *Authority*

The governing body of the Association is the Board of Directors, which has authority and is responsible for the supervision, control and direction of the Association.

### Section 2. *Composition of the Board of Directors*

The Board of Directors shall consist of the six elected officers of the Association as well as the past president, six general board members, and presidents of related NMACC chapters.

### Section 3. *Eligibility*

All board members will be eligible for an executive office; President, Vice President, Treasurer, Secretary, this, after serving a one (1) year term as a general board member. If an executive position opens up or is unfilled, a board member can be appointed. The general board members will serve as chairs for various committees as appointed by the President of the Board of Directors.

### Section 4. *Vacancies*

If a vacancy occurs on the Board of Directors, the position shall be filled, for the remainder of the term by the existing board members. Any Board member must give thirty (30) days written notification of resignation. If a board member is unable to fill the position, a nominating committee will be formed to present nominees to be elected by the general membership to fill the vacancy.

### Section 5. *Meetings of the Board of Directors*

The Board of Directors meets at least three times a year at a time and location of its selection. Additional meetings may be called by the President of the Association at any time upon seven (7) days notice. The presence of a majority of directors constitutes a quorum. The presidents of sub chapters are considered board members of the state chapter and are encouraged to attend board meetings.

### Section 6. *Indemnification*

The association may indemnify any and all of its directors against expenses (including Attorney fees, judgments, fines and amounts paid in settlement) incurred as liability for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

Section 7. *Removal*

A director may be removed for adequate reason by a two thirds vote of the Board of Directors.

Section 8. *Compensation*

Directors do not receive compensation for their service on the Board.

Article X - Officers

Section 1. *Officers*

The officers of the Association are a President, Vice President, Secretary, and Treasurer.

Section 2. *Qualifications*

Officers must be Members in good standing. Officers may serve two consecutive terms in a specific office on the Board of Directors.

Section 3. *Duties*

The officers perform those duties that are usual to their positions and, in addition to any other duties set forth in these Bylaws, those duties that are assigned to them from time to time by the Board of Directors. The President acts as Chairperson of the Board of Directors, the Vice President acts in place of the President when the President is not available. Specific duties are as follows:

- a. *President.* The president shall be responsible for conducting the business of the Association, preside at meetings of the Board of Directors and general meetings, and appoint the Chairpersons of all committees, except of the nominating committee.
- b. *Vice President.* The Vice President shall, in the absence of the President, preside at all meetings, serve as By-Laws Chairperson and shall have such other duties as arise from membership or as assigned by the President.
- c. *Secretary.* The Secretary shall be responsible for recording the Minutes of all meetings, and for such correspondence necessary to conduct the business of the Association as the President may deem appropriate.
- d. *Treasurer.* The treasurer will serve as the Financial officer of the Association. They will be responsible for the receipt of monies and payment of bills incurred on behalf of the Association. The Treasurer will present a financial report at each monthly meeting. A review of the financial records will be performed at the March Board Meeting with the assistance of the Finance Committee (& additional volunteers as needed.)

## Article XI - Committees

### Section 1. *Standing Committees*

The standing committees of this Association shall be:

By-laws Committee, Membership Committee, Program Committee, Website Committee, Membership Directory Committee, Monthly Sponsor Committee, Community Education Committee, Finance Committee and Chapter Development Committee.

Specific duties are as follows:

- a. *Bylaws and Policy Committee.* This committee shall review the Bylaws on at least an annual basis and draft any proposed amendments to be presented to the Board of Directors for review and consideration for general membership approval.
- b. *Membership Committee.* This committee shall receive, classify, and make recommendations with respect to membership in the Association to the Board of Directors. The membership shall be maintained on a regular basis with a printed copy made available to current members on an annual basis.
- c. *Program Committee.* This committee shall be responsible for planning the monthly educational presentation for the Association meetings, along with other programs as the Board of Directors may request.
- d. *Website Committee.* A website will be created and maintained on a regular basis by this committee. They will work with a webmaster to keep information current.
- e. *Membership Directory Committee.* This committee shall create and maintain a published Directory regarding services provided by NMACC members and their organizations.
- f. *Monthly Sponsor Committee.* This committee shall invite members and non-members to be sponsors for our general monthly meetings. The sponsors will be responsible for providing lunch for those attending and will be allowed a ten (10) minute period to present their organization information.
- g. *Community Education Committee.* This committee shall make recommendations to the Board as to how any monies shall be raised and or spent for educational or other community projects in keeping with the purposes of the organization.
- h. *Finance Committee.* This committee shall consist of the Executive Board Members (Pres. VP, Sec. Treas.) and any volunteers as needed. They will assist the Treasurer in reviewing the financial records of NMACC annually.
- i. *(AD HOC) Chapter Development Committee.* This committee is responsible for assisting in the development and organization of additional state chapters. Those chapter Presidents will serve as voting Board Members. A per diem will be available to those who travel to other areas to help develop chapters.

### Section 2. *Additional Committees*

The Board of Directors will appoint a Nominating Committee to serve during the 4<sup>th</sup> quarter of the fiscal year. The committee shall solicit Association members in good standing to serve as general board members. Elections will be held during the final meeting of the year in December.

## Article XII - Election and Term of Office

### Section 1. *Procedure*

The Nominating Committee shall prepare a list containing the names of the members who apply for service on the Board of Directors as General Board Members. A description of the committees for which the Board members may be asked to chair will be provided to the nominees. A simple majority vote by those members present at the December meeting shall determine the outcome of the election.

### Section 2. *Term of Office*

The Board of Directors and Officers shall be elected in accordance with the NMACC Bylaws. The officers will serve for a term of one (1) year. Succession of Vice President to President is automatic unless declined by the current Vice President. A past president can also be considered for an additional term. The President, after serving a one (1) year term then serves on the Board as Past President. The Board Members will serve from January to December unless they choose to serve another term.

## Article XIII - Meeting of the Association

Monthly meetings will be held at a location and time determined by the Board of Directors. A presence of 15% of the voting membership shall constitute a quorum in the event of a vote. A vote on any matter not addressed in the Bylaws shall be determined by a simple majority of the voting membership present.

## Article XIV - Rules

The Board of Directors may establish rules that are consistent with the Articles of Incorporation, these Bylaws, and applicable law for the policies, procedures and programs of the Association. In the absence thereof, the Board of Directors shall function in accordance with such parliamentary rules of procedure as they chose to adopt.

## Article XV - Dissolution

If the Association is to be dissolved, no member will receive any portion of its remaining assets or property; upon dissolution, the balance of any assets or property of the Association which remains after all debts or obligations are paid will be distributed to any other nonprofit corporation which has been determined by the Internal Revenue Service to be exempt from federal income tax.

## Article XVI - Amendments

The Bylaws of the Association may be modified, amended or repealed by the affirmative vote of two-thirds of the members present and voting at any monthly meeting.