

# CMSA AZ Bylaws

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**Case Management Society of Central Arizona  
PO Box 64041  
Phoenix, AZ 85082**

**BYLAWS OF CASE MANAGEMENT SOCIETY OF CENTRAL ARIZONA**

*Revised: March 2011*

*Revised: 05 December 2013*

**ARTICLE I  
NAME AND OFFICES**

**Section 1. Name:** The name of the corporation shall be the Case Management Society of Central Arizona (d.b.a.: CMSA AZ).

**Section 2. Offices:** 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 determine from time-to-time.

**Section 3. Arizona Offices:** The corporation shall have and continuously maintain in the state of Arizona, its headquarters, a registered agent, and office as required by the not for profit corporation laws of that state.

**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.** CMSA AZ is organized to provide the means by which persons and firms offering services or products within or to the case management field may voluntarily coordinate their efforts to advance the practice in all respects. To this end, CMSA AZ, 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 the practice of case management.
3. Provide an international 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. Conduct and cooperate in research and courses of studies for the benefit of advancing the practice of case management.
7. Promote the public stature and respect accorded the case management practice while meeting the best interests of practitioners and the public.

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

1. 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.
2. 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.
3. 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 MEMBERS

**Section 1. Membership Classes:** The corporation shall have the following classes of Members, whose qualification and application requirements shall be as set forth below.

- 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, and must be a Member of Case Management Society of America.
- B. **Associate Membership:** Associate Membership shall be those individuals actively providing case management-related services and not qualified in Article III, Section 1, and must be a Member of Case Management Society of America.
- 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 Society 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 for Membership:** Any applicant eligible for Membership under these Bylaws may apply for Membership by written application on such forms as may be prescribed by the national Case Management Society of America (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 Board of Directors for further review and consideration. The Board of Directors' determination shall be final.

**Section 3. Voting Rights.** Each Member under Article III, Section 1, in good standing shall be entitled to vote on each matter submitted to a vote of the Members. The result of a vote by a majority of those voting at a meeting at which a quorum (Membership quorum is defined as 1%) is present shall constitute the action of the Membership.

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- A. **Voting by mail or telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission):** All matters of business of CMSA AZ, except as otherwise specified by law or these Bylaws, may be submitted to the Members on a mail ballot or for voting by telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission) by direction of the Board of Directors, provided that a 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.
- B. **Elections:** Officers and Directors shall be elected by mail or electronic communication in accordance with procedures adopted by the Board of Directors in accordance with Article III, Section 3.
- C. **Proxy Voting:** Proxy voting is not permitted.

**Section 4. Termination of Membership:** Membership in the CMSA Inc. and CMSA AZ may terminate by voluntary resignation; for failure to pay dues or other charges; or as otherwise provided in these Bylaws or Board policy. The 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 CMSA Inc. and CMSA AZ 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. Censure, Suspension and Expulsion:** The Board of Directors may, by affirmative vote of two-thirds of all the Directors, censure, suspend or expel a Member for cause after providing the Member notice of and an opportunity to be present and be heard at an appropriate hearing, conducted in accordance with procedures adopted by the Board of Directors.

**Section 6. Reinstatement:** Upon written request signed by a former Member and filed with the CMSA Inc. Secretary, the Board may, by affirmative vote of two-thirds of the Directors present at a meeting at which a quorum is present, reinstate a former Member to Membership upon such terms as the Board of Directors may deem appropriate.

**Section 7. Transfer of Membership:** Membership in CMSA and CMSA AZ is not transferable or assignable, except as stated in Article III, Section 1 (D).

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

**Section 1. Affiliates:** Organizations of Members in Chapters which meet the Society's criteria for affiliation as adopted from time to time by the Board of Directors, and agree to adopt the model Affiliate Bylaws of the Society, and execute the Society Affiliate Agreement, may become Society Affiliates.

**Section 2. Membership:** Membership shall be in accordance with the signed Affiliate Agreement with CMSA, Inc.

**Section 3. Activities:** Each Affiliate shall elect its own Officers and Directors; appoint such committees and carry on such revenue-producing activities as are consistent with these Bylaws and not in conflict with the Society's activities; and shall provide such information to the Society as shall be

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necessary for performance of the Affiliate Agreement.

**Section 4. Society Representative:** An Affiliate's President or other designated representative shall represent the Affiliate to the Society through the Chapter Presidents' Council. All Society Members within an Affiliate's area are eligible for Membership in the Affiliate.

**Section 5. Application:** Members of an existing Affiliate sufficient to establish a new and separate affiliate based on current affiliation criteria may petition the Society's Board of Directors to establish a new affiliate based on revised boundaries. Boundaries may be redefined at the written request of the Members, in consultation with the existing Affiliate and approved by the Society's Board of Directors. New affiliate formation will be guided by the Affiliate Agreement.

## ARTICLE V DUES AND OTHER CHARGES

**Section 1. Dues:** The annual dues for each class of Members of CMSA AZ shall be determined by the Board of Directors from time to time.

**Section 2. Fees:** Fees and assessments shall be determined by the Board of Directors from time to time.

**Section 3. Termination for Failure to Pay Dues:** Members who fail to pay their dues, fees, assessments, or other charges owed to the Society within thirty (30) days from the time they become due shall be notified by the Society office and if payment is not made within the next succeeding thirty (30) days, shall be deemed to have resigned from Membership and, without further notice and without a hearing, be dropped from the rolls and forfeit all rights and privileges of Membership.

**Section 4. Refunds:** No dues, assessments, fees or other payments shall be refunded to any Member whose Membership terminates for any reason.

## 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 may be called either by the Board of Directors or President upon the written request of not less than twenty percent (20%) of the Membership having voting rights after the filing of the request with the Executive Director. The person(s) calling a special meeting shall fix the time and place of any meeting called by them.

**Section 3. Notice of Meetings:** Written notice 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 ten (10) nor more than forty (40) days before the date of such meetings, 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.

**Section 4. Quorum:** The Members present at a meeting to constitute a quorum will be a minimum of ten percent (10%) of active Members. If a quorum is not present, a majority of the Members

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present may adjourn and reconvene the meeting to another time without further notice. Withdrawal of Members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

**Section 5. 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 6. Action without Meeting:** The Members may take any action without a meeting which they could take at any meeting of the Members if consent in writing, setting forth the action so taken, is signed by all the Members entitled to vote on the subject thereof. Alternatively, the Members may take any action without a meeting which they could take at any meeting of the Members, where such action is based on voting by mail or telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission), as provided in these Bylaws.

## ARTICLE VII OFFICERS

### Section 1. Officers:

- A. The Officers of the CMSA AZ shall be the President, the President Elect, the Vice President, the Immediate Past President (as set forth in section 7), the Secretary, the Treasurer, and the Members at Large. Notwithstanding the above, an Executive Director may be appointed by the Board of Directors as set forth in Article VII, and the Treasurer, as set forth in Section 9 of this Article.
- B. The President automatically assumes the office of Immediate Past President upon vacating the office of President.
- C. Each CMSA AZ Extension Chapter will be represented by minimally one Member at Large. A Member at Large position will either be created or eliminated annually as needed, in order to achieve an odd number of Board of Director Members, taking into consideration Membership distribution between the CMSA AZ chapter and the extension chapter(s).

**Section 2. Qualifications for Office:** 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, per job descriptions in the policies and procedures of CMSA AZ.

**Section 3. Nomination and Election of Officers.** In accordance with the procedure specified in ARTICLE XII, 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 thirty (30) 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:

- A. The Officers shall hold office for the following terms: President – one (1) year, President-Elect – one (1) year, Immediate Past President– one (1) year, Vice President – one (1) year, Secretary – two (2) years (elected in even year to begin serving in odd year), and Treasurer – two (2) years (elected or appointed on odd year to begin serving in even year). Members At Large (two (2) year terms) evenly spaced between odd and even years.
- B. The terms shall run from Annual Meeting to Annual Meeting, or until his/her successor is elected and qualified or until his/her death, resignation or removal. The President-Elect shall automatically succeed to the Presidency at the adjournment of the Annual Meeting. 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 portion of the term. Any other vacancies shall be filled by the Board of Directors for the unexpired portion of the term.

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C. The Executive Director position will be appointed by the Board.

**Section 5. President:** The President shall serve as the Chair of the Board of Directors and the Executive Committee, with all the powers and responsibilities customary for such office. 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 CMSA AZ and at such other times as the President shall deem appropriate, the President shall report to the Board of Directors or the Membership such matters and make such suggestions as may in the President's view tend to promote the benefit of CMSA AZ, and shall perform such other duties as prescribed by the Board of Directors or these Bylaws from time to time.

**Section 6. President Elect:** The President Elect shall perform such duties and have such powers as prescribed by the President or the Board of Directors from time to time. In the absence of the President or in the event of his/her inability or refusal to act, the President Elect or the Immediate Past President, shall perform the duties of the President and when so acting have all the powers and be subject to all the restrictions upon the President.

**Section 7. Vice President.** The Vice President will function as the Extension Chapter Liaison to provide leadership, direction and coordination of all aspects related to the successful operations of any CMSA AZ Extension Chapter(s). The Vice President will work to promote membership growth within the Chapter and the Extension Chapter(s). The Vice President shall have such other duties as may be designated by the Board of Directors or President.

**Section 8. Immediate Past President:** The Immediate Past President shall have duties as may be delegated by the Board of Directors or President. In the absence of the President or in the event of his or her inability or refusal to act, the President Elect or the Immediate Past President, shall perform the duties of the President and when so acting have all the powers and be subject to all the restrictions upon the President.

**Section 9. Secretary:** The Secretary shall have such duties as prescribed by the President or the Board of Directors from time to time. The Secretary may delegate any duties as specified by the Board of Directors to the Executive Director of CMSA AZ or designee thereof. The Secretary shall ensure communication with Members and extension chapter(s).

**Section 10. Treasurer:** The Treasurer shall remain fully advised as to the financial condition of CMSA AZ and shall regularly report to the Board of Directors on the finances of CMSA AZ and the adequacy of the account records of CMSA AZ. The Nominating Committee shall seek to confirm candidates for the Treasurer position at the time other nominations are made but, in the absence of any qualified candidates, the Nominating Committee shall so notify the Board of Directors and the Board may appoint an individual who meets the qualifications of the position as set forth in the Board of Directors policies to serve as Treasurer. Such appointment shall occur concurrent with the nominations for other Officer positions and such appointee name shall be included in the slate of candidates with the notation of their appointee status.

**Section 11: Member(s) at Large:** The office of Member at Large is an elected position. The Member(s) 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.



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**Section 12. Removal.** Any Officer elected by the Members may be removed by the Members; any Officer appointed by the Board of Directors may be removed by the Board of Directors.

**Section 13. Vacancies.** A vacancy in any office due to death, resignation, removal, and disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

## ARTICLE VIII Executive Director

**Section 1. Position:** CMSA AZ may retain or employ an Executive Director who shall be responsible for the day-to-day administration and operations of CMSA AZ and any extension chapter(s), 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 of the Executive Committee as outlined in Article X and Board of Directors, but may be excused during executive sessions. The Executive Director does hold a voting privilege on the CMSA AZ Board of Directors.

**Section 2. Other Duties:** The Executive Director will also perform any functions as 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, Executive Committee, or by these Bylaws to some other Officer or agent of CMSA AZ. The Executive Director 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 CMSA AZ, and execute such documents on behalf of CMSA AZ in accordance with the provisions of these Bylaws.

**Section 3: Bond:** 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, at CMSA AZ's expense.

## ARTICLE IX BOARD OF DIRECTORS

### Section 1. General Powers:

- A. The affairs of CMSA AZ shall be managed by its Board of Directors who shall be responsible for establishing the policies governing CMSA AZ.
- B. CMSA AZ shall be responsible to accomplish the objectives, purposes, and adherence specified in its Articles of Incorporation (Washington DC and the State of Arizona).

### Section 2. Composition:

- A. **Voting Members:** The Board of Directors shall consist of the Elected Officers (or appointed) (the President, the President Elect, the Vice President, the Secretary, the Treasurer, the Immediate Past President, and the Members At Large), and the Executive Director.
- B. **Advisory Members:** The Board may also 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.

### Section 3. Election:

- A. Directors shall be elected by mail vote of the Members or voting by telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile

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transmission) as provided in these Bylaws. The votes cast by mail or otherwise will be counted and the persons receiving the most votes shall be declared elected.

- B. The votes will be counted and the persons receiving the most votes shall be declared elected. Tie votes will be resolved by the Executive Board.

**Section 4. Tenure:** Each of the Directors shall hold office for a term of one year or two years, as outlined in Article VII, Section 4, or until his/her successor is duly elected and qualified or until death, resignation, or removal.

**Section 5. Qualifications:** 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, per job descriptions in the policies and procedures of CMSA AZ.

**Section 6. Annual Meeting:** An annual meeting of the Board of Directors shall be held. The date, time, and location of the meeting will be published thirty (30) days prior.

**Section 7. Other Meetings.** The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without notice other than such resolution.

**Section 8. Notice:** The notice or waiver of notice of any meeting of the Board need not specify the business to be transacted at, nor the purpose of, such meeting unless specifically required by law or these Bylaws.

**Section 9. Quorum:** At all meetings of the Board of Directors a minimum of one-third (1/3) of the total number of Directors then in office shall constitute a quorum for the transaction of business. If less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice. Withdrawal of Directors from any meeting shall not cause failure of a duly constituted quorum at that meeting.

**Section 10. Manner of Action:** 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, unless the act of a greater number is required by the Articles of Incorporation or these Bylaws.

**Section 11. Action without Meeting:** The Board of Directors may take any action without a meeting which it could take at a meeting of Directors if consent in writing, setting forth the action so taken, is signed by all the Directors entitled to vote on the subject thereof. Such written voting records shall be filed with the records of the CMSA AZ. Alternatively, the Directors may take any action based on voting by mail or telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission), as provided in these Bylaws (including the provision 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 12. Meeting Attendance by Telephone; Voting by Mail or Telephone Call or Electronic Mail or Any Other Means of Electronic or Telephonic Transmission (INCLUDING Facsimile Transmission):** 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 or voting in a meeting shall constitute presence in person at the meeting. Voting by telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission) shall be permissible in the same manner as for Members under these Bylaws.



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**Section 13. Absence.** Any elected Officer or Director who shall have been absent from two (2) consecutive meetings or three (3) unexcused 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. President will address and notify the Member.

**Section 14. 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 15. Compensation:** Directors shall not receive any compensation for their services, 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 CMSA AZ in any other capacity for reasonable compensation, subject, however, to full disclosure of any other relationship as noted in CMSA AZ's conflict of interest policy.

**Section 16. Removal:** A Director may be removed by the affirmative vote of two-thirds (2/3) of the Board of Directors Members entitled to vote on removal of Directors, at a meeting at which a quorum is present, provided written notice 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 Director(s).

## ARTICLE X EXECUTIVE COMMITTEE

**Section 1. Composition, Authority and Responsibility:** The Executive Committee shall consist of the elected or appointed Officers (President, President Elect, Immediate Past President, Vice President, Secretary, Treasurer, and Executive Director). The function of the Executive Committee is to undertake functions related to governance and leadership development as more fully set forth in Board policy statements, and to exercise the powers of the Board of Directors when the Board is not in session. The Executive Committee shall give notice of its actions taken when the Board is not in session to the Board of Directors, and such actions shall be subject to ratification by the Board.

**Section 2. Quorum:** A quorum of the Executive Committee shall consist of four voting Members including the President when the President is present. The President shall call such meeting of the Executive Committee to address business of CMSA AZ as may be necessary, or upon the request of any two Members of the Executive Committee.

**Section 3. Vacancies:** Any vacancy on the Executive Committee shall be filled in the manner as provided in Article IX, Section 14. Any Member so selected to fill a vacancy shall serve until the next annual meeting.

**Section 4. Meeting Attendance by Telephone; Voting by Mail or Telephone Call or Electronic Mail or Any Other Means of Electronic or Telephonic Transmission:** 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 a meeting shall constitute presence in person at the meeting for purposes of determining a quorum and for voting. Voting by mail or by telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission) is permissible in the same manner as for Members under these Bylaws.

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## ARTICLE XI COMMITTEES

**Section 1. Creation of Committees:** The Board of Directors may, by resolution adopted by a majority of the Directors in office, designate such standing or special committees as it deems appropriate. Each committee chair shall be appointed by the President and approved by the Board of Directors. Committee Members shall be selected as needed.

**Section 2. Quorum:** Unless the presence of a greater number is required in the resolution designating a committee, one third (1/3) of the whole committee shall constitute a quorum.

**Section 3. Manner of Acting:** Unless the act of a greater number is required in the resolution designating a committee, the act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 4. Meetings:** Unless otherwise provided in the resolution designating a committee, such committee may fix the time and place of its meetings, specify what notice of meetings, if any, shall be given, and fix its rules of procedure consistent with these Bylaws or with rules adopted by the Board of Directors.

**Section 5. Action Without Meeting:** A committee may take any action which it could take at a meeting without a meeting if written notice of the proposed action is given to all committee Members setting forth the action to be taken, and is signed and returned by not less than a majority of all the committee Members. Such written voting records shall be filed with the records of CMSA AZ. Alternatively, committee Members may take any action based on voting by mail or by telephone call or electronic mail or any other means of electronic transmission (including facsimile transmission) as provided in these Bylaws.

**Section 6. Meeting Attendance by Telephone; Voting by Mail or Telephone Call or Electronic Mail or Any Other Means of Electronic or Telephonic Transmission (Including Facsimile Transmission):** 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 mail or telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission) is permissible in the same manner as for Members under these Bylaws.

## ARTICLE XII NOMINATING COMMITTEE

**Section 1. Nominations:** The President shall appoint, subject to review and approval of the Board of Directors, a nominating committee whose function shall be to solicit and screen potential candidates for Officer and Director positions in the next fiscal year. The nominating committee shall give due considerations to candidates' experience, qualifications and geographical representation. Contested elections shall be 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 telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission) as provided under these Bylaws.

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## ARTICLE XIII GENERAL PROVISIONS

**Section 1. Contracts:** The Board of Directors may authorize any Officer or the Executive Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of CMSA AZ, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, Etc:** All funds of CMSA AZ shall be deposited in a timely manner to the credit of CMSA AZ 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 evidences of indebtedness issues in the name of CMSA AZ, shall be signed by such Officer(s) or Executive Director of CMSA AZ and in such manner as shall, from time to time, be determined by resolution of the Board of Directors.

**Section 3. Fiscal Year.** The fiscal year of CMSA AZ shall be on a fiscal year basis from January 1 to December 31 (as determined by the Board of Directors).

**Section 4. Delivery of Notice:** Any notice required to be given by statute, the Articles of Incorporation or these Bylaws, shall be deemed to be delivered according to the following rules: upon personal delivery; if by mail, when deposited in the United States mail in a sealed envelope, properly addressed, with postage prepaid; if by facsimile, when the facsimile is sent via the facsimile number shown for the Member/Director on the records of CMSA AZ; and if by overnight mail, when deposited with the shipping company in a sealed envelope, properly addressed, with shipping charges prepaid or billed to sender's account, and by electronic communication including but not limited to e-mail.

**Section 5. Waiver of Notice:** A written waiver of any notice required to be given by statute, the Articles of Incorporation or these Bylaws, 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. Presence without objection also waives notice, and attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.

**Section 6. Use of Funds and Dissolution:** CMSA AZ shall use its funds only to accomplish the objectives and purposes specified in its Articles of Incorporation, and no part of its funds shall inure or be distributed to the Members of CMSA AZ. Upon dissolution of CMSA AZ, any funds remaining shall be distributed in the manner specified in the Articles of Incorporation of CMSA AZ.

**Section 7. Bonding:** The Board of Directors may require any Officer, Director, Employee, or Agent of CMSA AZ, to furnish at the expense of CMSA AZ, a fidelity bond, in such a sum as the Board shall prescribe.

**Section 8. 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 9. Audit.** The accounts of the corporation shall be audited or reviewed not less than annually by a Certified Public Accountant (CPA). The Certified Public Accountant shall provide a report to the Board of Directors.

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## ARTICLE XIV BOOKS AND RECORDS

**Section 1. Books and Records:** The Corporation (CMSA AZ) 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 the Society (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 XV WAIVER OF NOTICE

**Section 1. 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 XVI LIABILITY, INDEMNIFICATION AND INSURANCE

**Section 1. Limitation of Liability:** No Director or Officer of CMSA AZ 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:** CMSA AZ shall indemnify any Officer, Director, committee representative, agent or employee acting on behalf of CMSA AZ to the extent permitted by law.

**Section 3. Advance Payments:** Expenses incurred in defending an action, suit or proceeding may be paid by CMSA AZ 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 XVI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law.

**Section 5. Insurance:** CMSA AZ may purchase and maintain insurance on behalf of any person to the extent permitted by law, whether or not CMSA AZ would have the power to indemnify such person against such liability under the provisions of this Article XVI.

**Section 6. Reports:** If CMSA AZ has paid indemnity or has advanced expenses under this Article XVI to a Director, Officer, employee or agent, the CMSA AZ 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 XVII AMENDMENTS

**Section 1. 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 CMSA AZ. 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

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call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission) in accordance with Article III, Section 3 of these Bylaws. The Bylaws may contain any provisions for the regulation and management of the affairs of CMSA AZ not inconsistent with law or the Articles of Incorporation.