

NMA-BCBSM LEADERSHIP DEVELOPMENT ASSOCIATION CONSTITUTION

ARTICLE I

Name and Purposes

Section 1: Name

The name of this organization shall be the "NMA-BCBSM Leadership Development Association" - A chapter of NMA...THE Leadership Development Organization, hereinafter referred to as "Chapter".

Section 2: Purposes

The purposes of this Chapter are to:

- A. Develop a professional spirit and understanding of leadership as a profession.
- B. Emphasize the need for leadership skills at all levels of responsibility.
- C. Provide opportunity for development of leadership and managerial skills through practice.
- D. Provide opportunity for exchange of ideas and information on leadership practices.
- E. Encourage the spirit of unity and cooperation among all levels of personnel.
- F. Promote and support Blue Cross and Blue Shield of Michigan in the business and civic community as a visible and positive force.

Section 3: Restrictions

This Chapter shall be nonprofit, nonpartisan, and shall not engage in collective bargaining on behalf of its members or others.

Section 4: NMA...THE Leadership Development Organization

This Chapter shall be affiliated with NMA...THE Leadership Development Organization and shall subscribe to the objectives, Code of Ethics and Statement of Principles of that association. All members of this chapter shall also be members of the association.

Section 5: Program

At least 75 percent of the Chapter's total monthly meetings and professional development programs shall be of a leadership development nature.

ARTICLE II
Membership

Section 1: Requirements

Membership is extended to non-bargaining personnel who work for Blue Cross and Blue Shield of Michigan and its subsidiaries. Membership may be extended to members of the BCBSM Retiree Association in accordance with the bylaws. The officers may authorize membership for applicants in other positions on a per case basis with board approval.

Resignations are handled according to Article I, Section 5 of the bylaws.

**ARTICLE III
Dues and Fees**

Section 1: Dues and Fees

Annual membership dues and registration fee will be determined by the Board of Directors. A portion of the dues for non-bargaining personnel shall be paid by the member and the remainder by the employer, as agreed upon by the employer and the chapter Board of Directors. Annual membership dues for retirees shall be determined by the Chapter Board of Directors, and the entire amount paid by the retiree member. The new member registration fee shall be paid by the member, unless otherwise decided by the Chapter Board of Directors. The fiscal year shall begin July 1.

Section 2: Suspension for Nonpayment of Dues

Dues are paid via completion of a sustaining Payroll Deduction Authorization Form. The member's contribution is deducted on a monthly basis in equal sums. Membership will be automatically suspended when a Payroll Deduction Authorization has been withdrawn.

Section 3: Reinstatement of Members

A member suspended for nonpayment of dues may be readmitted upon activation of a new Payroll Deduction Authorization.

ARTICLE IV

Board of Directors, Officers and Executive Advisors

Section 1: Board of Directors

The policy-making body of the Chapter shall be an 11 member Board of Directors consisting of ten (10) directors elected by the general membership and one director appointed by the board.

Section 2: Officers

The officers of this Chapter shall be the Board Chairman, Chapter President, Chapter President-Elect and five Vice Presidents, all appointed by the Board of Directors. The President, President-Elect and Chairman shall be selected from the Board of Directors. The Officers are responsible for the administrative and operational activities of the Chapter.

Section 3: Executive Advisors

Three Executive Advisors shall be recommended by the Board. A Senior Advisor shall be recommended by the Board for approval by the BCBSM senior executive leadership. The remaining two Advisors shall be confirmed by a majority vote of the chapter's Board of Directors. All Advisors shall be chapter members in good standing and selected from the Executive Staff of BCBSM and its subsidiaries. They serve as a matter of choice of the Board and the BCBSM senior executive leadership.

Section 4: Eligibility and Duties

Eligibility requirements and duties of Chairman, President, President-Elect and Vice Presidents shall be as prescribed in Article II and Article IV of the Bylaws.

ARTICLE V Election

Section 1: Board of Directors

Nine Directors shall be elected from the membership at large based on qualifications set forth in Article II, Section 1 of the bylaws and serve for a term of three years. After every one year of operation, one third of the Board will be elected for a three-year term. The election of directors shall be by secret ballot held three months prior to the start of the fiscal year, no later than April 1. The three candidates receiving the largest plurality of votes shall be determined as the elected directors.

One Director shall be elected from the membership at large based on qualifications set forth in Article II, Section 7 of the bylaws and serve for a term of one year. After every one year of operation, an Article II, Section 7 member of the Board will be elected for a one-year term. The election of this director shall be by secret ballot held three months prior to the start of the fiscal year, no later than April 1. The candidate receiving the largest plurality of votes shall be determined as the elected director.

One Director shall be appointed by the Board of Directors from the membership at-large based on qualifications set forth in Article II, Section 7 of the bylaws and serve for a term of one year (“at-large Director”). After every one year of operation, an “at-large Director” shall be appointed for a one-year term. The appointment of this director shall be by secret ballot by current board members and will be held three months prior to the start of the fiscal year, no later than the April board meeting. The candidate receiving the largest plurality of votes by the current board members shall be determined as the appointed director.

Section 2: Chairman and President

The Chairman, President and President Elect shall be appointed by the Board of Directors as prescribed in Article II of the Bylaws, and shall serve for one year from installation or until their successors have been appointed and installed. The President-Elect succeeds the President in the year following his or her appointment to this office.

Section 3: Vice Presidents

The Vice Presidents shall be approved by the Board of Directors, as prescribed in Article IV of the Bylaws, prior to the start of the fiscal year, and shall serve for up to two years from installation, or until their successors have been appointed.

ARTICLE VI
Meetings

Section 1: Annual Meetings

The Chapter shall hold an annual meeting as prescribed in Article VIII of the Bylaws.

Section 2: Membership Meetings

A minimum of nine (9) general membership meetings shall be held during the fiscal year, of which a minimum of six (6) must focus on a professional development theme.

Section 3: Board Meeting

The Board of Directors shall meet regularly, at least once a month. Special meetings may be called by the Chairman of the Board or upon petition signed by at least three of the members of the Board of Directors.

Section 4: Quorum

A quorum at the membership meeting or electronically for the transaction of business shall be at least 10 percent of the membership of the Chapter. A quorum of the Board of Directors for the transaction of business shall be five members.

Section 5: Procedure

The rules of procedure contained in Robert's Rules of Order Revised shall be used in the conduct of business of the Chapter in all cases which are not covered by the Constitution, Bylaws, or other special rules of this Chapter.

**ARTICLE VII
Committees**

Section 1: Standing

The minimum standing committees shall consist of Administration and Recognition, Program Administration, Professional Development, Public Relations, and Finance. Additional committees may be authorized by the Board of Directors.

Section 2: Committee Chairpersons

The chairpersons of all standing committees shall be appointed by the appropriate Vice President designated by the Board of Directors and shall submit reports to that Vice President.

Section 3: Special

Special committees of a temporary nature, not to exceed the fiscal year in which established, may be established by the President.

**ARTICLE VIII
OTHER**

Section 1: Amendments

The Constitution may be amended by a two-thirds vote of the members present at any regular meeting or a special meeting providing that a quorum is present. In the case of a mail vote, the Constitution may be amended by a two-thirds vote of the members voting, providing that at least 10 percent of the membership registered a valid mail vote. Amendments must be proposed in writing by a member of the Board of Directors, or over the signed petition of 50 members and presented to the Board of Directors. Notification of the vote (mail, electronic or otherwise) on a proposed amendment must be given to the entire membership by the Board of Directors within 60 days of the proposal and presented at least 30 days in advance of the vote.

Section 2: Notice

In the event this Chapter should desire to vote on disbandment or on continued affiliation with NMA...THE Leadership Development Organization the National Headquarters shall be notified at least 90 days before such a vote is taken.