

NMA-BCBSM LEADERSHIP DEVELOPMENT ASSOCIATION

BYLAWS

ARTICLE I

Membership

Section 1: Eligibility

To be eligible to join the NMA-BCBSM Leadership Development Association, a chapter of the NMA...THE Leadership Development Organization, hereinafter referred to as "Chapter", the prospective member must be employed by Blue Cross and Blue Shield of Michigan or a subsidiary of BCBSM at the time of application and hold an non-bargaining position, as defined by the company or subsidiary.

Section 2: Admission to Membership

Any person desiring membership in the Chapter shall submit a properly completed chapter application form, authorizing payroll deduction for dues, to the Chairperson of the Membership Committee.

Section 3: Acknowledgment of Membership

Upon acceptance of the application by the Enrollment Committee, the Member Recruitment and Retention Committee shall send a new member packet to the applicant in acknowledgment of membership.

Section 4: Ineligibility

Persons whose job classifications are changed so that they are no longer eligible for membership will have their membership terminated to coincide with the date of the job change. Dues will be refunded retroactive to the effective date of the change, not to exceed sixty calendar days. Should such persons become eligible again; no initiation fee will be required.

Section 5: Resignations

Anyone who voluntarily resigns their membership in the organization (and is otherwise fully qualified) or leaves employment of the company will not receive any refund of dues. Resignation must be made in writing to the Chairperson of the Membership Committee, using the chapter withdrawal form required to discontinue payroll deduction.

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Section 6: Honorary Membership

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At the discretion of the Board of Directors, others may be considered eligible for honorary membership in the Chapter. Such honorary members shall not be required to pay dues, cannot vote, or otherwise participate in the business of the Chapter, and cannot be eligible to hold office. Honorary membership shall not constitute membership in NMA.

Section 7: Life Retirement Membership

Any member who retires from the Company and has been a Chapter member for a minimum of three years may qualify as a Life Retirement Member. A Life Retirement Member shall be eligible to participate in all the Chapter's functions, but shall not be able to vote or to hold office. A Life Retirement Member shall be a part of the BCBSM Retiree Association and shall not be employed with a competitor. Life Retirement Members shall be required to pay an annual fee. 3/1/2017 Last Board Review 3/2018

ARTICLE II

Eligibility of Board Members, Officers and Chapter Representatives

Section 1: Board of Directors

A full term member of the Board of Directors shall have been an NMA Chapter Vice-president, Committee Chairperson or served as an At-Large Board of Director within BlueCross Blue Shield of Michigan, Blue Care Network of Michigan and/or its subsidiaries for one year before taking office as a Board Member and shall not serve as Vice President, standing Committee Chairperson, national director or council delegate at the national or council levels of NMA, respectively, during his/her term as a director.

Section 2: Chairman of the Board of Directors, President and President-Elect

The Chairman of the Board of Directors, President, and President-Elect will be elected by the Board of Directors at the start of the fiscal year. These Officers immediately assume office at the first Board meeting of the fiscal year. The President is not eligible to hold the position of Chairman of the Board concurrently.

Section 3: Vice President

A candidate for these positions shall have been a member of the Chapter for two years, shall have been a Committee Chairperson for one year before taking office, and shall not be a concurrent member of the Board of Directors. Vice Presidents are recommended by the President-Elect and approved by the Board. There will be vice presidents over the following committees: Administration and Recognition, Finance, Program Administration, Professional Development and Public Relations.

Section 4: Succession in Office

After serving a twelve-month term, the Chairman, President or a Vice President may be asked by the Board of Directors to remain in office for an additional year. After serving two full terms (24 months) the Chairman, President or a Vice President may not succeed himself/herself in the same office.

Section 5: Chapter Representatives

At its pleasure, the Board may appoint a member or members in good standing to represent the chapter at regional and national NMA levels. Appointments are approved based on a majority vote of the Board. No member may be appointed to more than one position for a given period. Two levels of appointments may be available for Board consideration:

a. *Council Delegate*: Should the chapter choose to participate at a regional council level; the Board may appoint and support one or more delegates to the Council, based on Council guidelines.

b. *National Director*: The Board may choose to appoint and support one or more National Director(s) to represent the chapter on the National Board of Directors. The chapter candidate must have both chapter Board and corporate management support to serve at the national level, and submit a petition to serve a three-year term.

Should the chapter's existing national director be appointed or elected to the

National Executive Board, or as an area or committee chair, or serves as a lifetime director, the chapter Board may appoint and support an additional candidate to serve a one-year appointed term to represent the chapter on the National Board. The chapter Board may also appoint and support an associate director to provide for succession to the national director.

Section 6: Executive Advisor Notification

The chapter's executive advisors shall receive a list of nominees and appointees for chapter's Board members, officers, and chapter representatives.

Section 7: At-Large Director

The Board may choose to appoint and support one member to the board to represent the chapter. The membership may nominate and vote for one member to the board to represent the chapter. These two chapter representatives will have voting rights on the board. The length of the term will be for one year and may be extended to a maximum of two consecutive terms. A member is eligible for an At-Large Director position based on the following qualifications.

1. Must be a current member for at least two years.
2. Must have participated in the last 12 months in a minimum of two chapter sponsored activities. Activities may include the following, but are not limited to these events. A variation of these events is preferred.
 - a. Attending a monthly meeting

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b. Attended a networking event

coattended a volunteer event

d. Attended a professional development course

e. Volunteered on a committee

3. Must fully demonstrate the leadership competencies by delivering results, leading people, and building for the future. For additional details reference the Human Resources Leadership Competency Framework at the following location.

<https://workplace.bcbsm.com/hr/My%20Management%20Tools/Leadership%20Competency%20Framework.aspx3/1/2017> Last Board Review 3/2018

ARTICLE III

Dues

Section 1: Annual Dues

Annual dues for all members, shall be payable via an equal monthly payroll deduction. The dues amount and schedule shall be fixed by Resolution of the Board of Directors prior to the start of the fiscal year and attached to the Bylaws. The amount of dues fixed by the Board shall include dues in NMA...THE Leadership Development Organization. A portion of the dues shall be paid by the member and the remainder by the member's employer, as agreed upon by the employer and the Chapter Board of Directors.

Section 2: Registration Fee

Each new member shall pay a registration fee, upon entry into the Chapter in the amount required for affiliation with NMA...THE Leadership Development Organization. This amount is included in the annual dues for the first year of membership only. This will be a one-time payroll deduction. The amount can be waived for the member upon Board action. If Board action is independent of a National promotion or directive, the registration fee is still payable to National. No registration fee is applied to reinstated members.

Section 3: Life Retired Member

A Life Retired Member shall pay an annual fee. The fee shall offset participation costs for chapter meeting attendance and the amount shall be determined by the Chapter Board of Directors annually. No payment is due to NMA...THE Leadership Development Organization for a Life Retired member.

ARTICLE IV

Duties of Board Members, Officers, Executive Advisors and

Chapter Representatives

Section 1: Chairman of the Board

The Chairman of the Board shall preside at all meetings of the Board of Directors. The Chairman shall also appoint a Board Secretary to take minutes of the Board meetings, maintain attendance, send Board meeting materials to members in a timely manner, and set all Board schedules; and appoint a Nominating Committee to form a slate of candidates for Board elections. The Chairman may appoint a parliamentarian, as necessary.

Section 2: Board of Directors

The duties of the Board of Directors shall be to:

1. Serve as the policy making body of the Chapter.
2. Approve immediate goals for the current fiscal year as proposed by the current President, and set long-range plans and goals for future development.
3. Elect the Chapter President, President-Elect and Chairman of the Board, and approve Vice-presidents.
4. Appoint a committee for an annual audit of the books.
5. Serve as an evaluation committee to report on membership meeting programs and other Chapter activities.
6. Continuously monitor activities in the Chapter to assure that Board policies are being observed.
7. Provide strategic and planning input to all critical Chapter operations.
8. Select representative members to attend the annual NMA National Convention, with the immediate past President and past Chairman of the Board being two of the selected attendees, along with appropriate chapter representative(s).
9. Determine the need for removal and replacement of a Director for irregular attendance at Board meetings, irregular attendance at chapter programs and events, or failure to fulfill his/her responsibilities. Irregular attendance within a chapter year will be defined as absence at more than 25 percent of Board meetings. The Board Secretary would notify any Director at two absences. Irregular attendance at chapter programs and events will be defined as failure to attend at least four programs and events conducted by standing committees during a chapter year. Attendance at any combination of four events such as monthly meetings, mixers, community service events, or professional development events shall serve to meet the requirement. A review of Directors'

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attendance of chapter programs and events will be conducted annually at the June Board of Directors meeting. Removal or replacement requires affirmative votes of at least two-thirds of the entire Board. The Board Secretary would notify the Director at two meeting absences.

10. Assumes fiscal responsibility for approval of the annual budget. All expenditures within the budget are subject to approval of the responsible officer or Committee Chairperson. Any budget changes or transfer of funds must be approved by the Board. The annual budget shall be presented to the Chapter executive advisors.

11. Exercise ability to send proxy votes to the Secretary when unable to attend meetings.

Section 3: President

The President shall:

1. Be responsible to the Board of Directors for the satisfactory operation of the Chapter in accordance with the Constitution and with the Bylaws.
2. Act in the absence of the Board Chairman.
3. Present Vice President candidates for approval by the Board of Directors and maintain an organization structure.
4. Preside at all regular and special meetings of the Chapter.
5. Approve all written contracts of the Chapter as authorized by the Board of Directors.
6. Prepare reports as necessary to keep the Board of Directors informed as to the operations and performance of the Chapter.
7. All disbursements, outside of the budget are required to be approved by the President.

Section 4: President Elect

The President Elect shall:

1. In the absence of the President, perform the duties of the President.
2. Select Vice President candidates prior to beginning of chapter year as President.
3. Learn job responsibilities of President.
4. Attend the annual NMA Leadership Development Conference.
5. Select representative officers to attend the annual NMA Leadership Development Conference pending Board approval. 3/1/2017 Last Board Review 3/2018

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6. Attend Officer/vice president meetings.

Section 5: Vice Presidents

A Vice President shall:

1. Direct activities of Committee Chairpersons reporting to him/her.
2. Maintain activities within established budget guidelines.
3. Recruit and train Committee Chairpersons, as needed.
4. Perform other duties as may be assigned by the President.

Section 6: Vice President of Administration and Recognition

The Vice President of Administration shall, in addition to the general duties described in section 5:

1. Provide leadership, direction and guidance to the Administration and Recognition committee.
2. Organize the annual Volunteer Recognition Dinner to honor the prior year Chapter President and volunteers.

Section 7: Vice President of Finance (Treasurer)

The Vice President of Finance shall, in addition to the general duties described in Section 5 shall:

1. Provide leadership, direction and guidance to the Finance committee.
2. Be responsible for the funds of the Chapter and their deposit to the credit of the Chapter in such depositories as may be approved by the Board of Directors.
3. Pay all bills that fall within the Budget, provided the invoices are approved by the Vice-president or Committee Chairperson responsible for the activity.
4. Pay all other bills which are duly approved by the Board of Directors.
5. Keep books of account of receipts and expenditures which shall be open at all times for inspection by the Board of Directors. 3/1/2017 Last Board Review 3/2018
6. Along with the President or one of the other Vice Presidents, sign all disbursement checks.
7. Make such reports as designated by the President.
8. Act as financial advisor to the President.
9. Direct the financial activities of the Chapter in planning and executing any special fundraising activities.

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10. Maintain membership records and other membership administration responsibilities.

11. Complete and submit the annual 990 Tax Forms to the IRS by November 15 following the completion of the Chapter year on June 30.

Section 8: Vice President, Program Administration

The Vice President of Program Administration shall, in addition to the general duties described in section 5:

1. Provide leadership, direction and guidance to the Program Administration committee.
2. With the approval of the President, sign all written contracts as authorized by the Board of Directors.

Section 9: Vice President, Professional Development

The Vice President of Professional Development shall, in addition to the general duties described in section 5:

1. Provide leadership, direction and guidance to the Professional Development committee.
2. Advocate for the development of members through various avenues (e.g. certifications, podcasts, and seminars) offered by both NMA National and other professional organizations.

Section 10: Vice President, Public Relations

The Vice President of Public Relations shall, in addition to the general duties described in section 5:

1. Provide leadership, direction and guidance to the Public Relations committee.
2. Positively promote NMA to both members and non-members, along with exploring similar opportunities in the community.

Section 11: Executive Advisors

The Executive Advisors shall:

1. Be available as consultants to Board of Directors.
2. Attend Board of Directors meetings as schedules permit.
3. Review budget, plans and results and offer recommendations and direction to organization.
4. Advocate for NMA to other corporate executives and attend annual meeting.

Section 12: Chapter Representatives

Chapter Representatives selected by the Board shall:

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1. Represent and advocate for the chapter at respective national and regional levels.
2. Consult with the Board on matters of national and regional policy that affect chapter operations.
3. Communicate to the Board policy and program changes at the national and regional levels.
4. Perform the duties as assigned by the governing entities at national and regional levels. 2/8/2017 Last Board Review 3/2018

ARTICLE V

Committees

Section 1: Standing Committees (VP Areas of Responsibility)

The chapter shall have five standing committees as described in Article IV. The appointments of chairpersons to the sub-committees shall be made by the Vice Presidents. All appointments of members to sub-committees shall be made by the Chairpersons of the Committees.

Section 2: Functional Responsibilities of Standing Committees

The description of subcommittees within each Standing Committee shall be:

Administration and Recognition

1. Awards and Recognition: Order and coordinate chapter awards
2. E-Business: Maintain the SharePoint site, documentation, and assist with electronic processes.
3. R1 reporting: Prepare the R1 report and send monthly to National by the deadline.

Finance

1. Accounting: Complete the monthly financial statements based on information provided by the vice president.
2. Budget: Submit the monthly member subsidy check request to Blue Cross Blue Shield of Michigan's Accounts Payable department.
3. Fundraising: Administer and recommend various fundraisers
4. Enrollment: Process additions and deletions to Chapter membership and maintain all membership files.

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Program Administration

1. Program Development: Plan, organize, and execute all phases of programs for each regular membership meeting.
2. Meeting Planning: Assist with venue selection, price negotiation, meeting day coordination, and speaker acquisition.
3. Meeting Support: Create the monthly meeting materials such as posters, invitations and post-meeting satisfaction surveys.
4. Leadership Speech Contest: Plan and organize the annual speech contest in accordance with National Contest rules. This may include reaching out to area schools, selecting a panel of judges, and mentors for students.

Professional Development

1. Professional Development: Determine the professional development needs of the membership and plan activities that allow members to practice and apply skills that contribute to personal and professional growth.
2. Continuing Education: Organize college fairs and encourage the use of professional content including BCBSM corporate learning materials and NMA's virtual library.
3. Certified Manager: Understand benefits and encourage pursuit of CM certification as an alternative to traditional learning paths to leadership.

Public Relations

1. Blueprint: Publish online newsletter to membership. Submit publications to National annually for award consideration.
2. Community Involvement: Coordinate chapter involvement in altruistic events in alignment with the corporation's Community Responsibility area.
3. Management Week: Plan and organize volunteers, site coordinators, and activities during MA's Management Week in America in June.
4. Member Recruitment and Retention: Plan, organize, and conduct programs to recruit new members and promote interest in the chapter. Plan and execute a training program for members to orient them to the chapter's structure and operations. Plan and execute the mixers.
5. BlueNight Mixer: Plan and execute the mixers.

Section 3: Special Committees

All appointments of members to special committees shall be made by the Chairperson of that Committee unless previously designated by the President.

Section 4: Other Standing Committees

The Board of Directors shall appoint other standing committees as the need arises and outline their duties and responsibilities.

ARTICLE VI

Vacancies of Office

Section 1: Filling of Vacancies

If a vacancy occurs in a directorship during the year, the Board of Directors shall appoint a qualified member to serve for the balance of the fiscal year. The Chairman of the Board shall nominate no more than two candidates to fill said vacancy. Candidates selected for consideration will be chosen from among the candidates most recently receiving the highest number of votes from NMA members during the most recent election. By a majority vote, The Board of Directors shall elect a candidate nominated by The Chairman of the Board. The remainder of the vacated term, if any, shall be filled by a director elected by chapter membership for the balance of the term at the next annual election following the vacancy.

ARTICLE VII

Nominating and Election Procedure

Section 1: The Nominating Committee

The Chairman of the Board shall appoint a nominating committee and its lead, comprised of three to five members. The Committee shall include at least one Board member, and specifically excludes candidates for office. The names of those serving on the committee shall be announced to the general membership at least two months before election.

Section 2: Committee Instructions

The committee shall nominate candidates for all Board of Directors positions whose terms are expiring or vacated. Members at large may also nominate candidates electronically or in writing. All nominees must meet eligibility requirements stated in Article II.

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The list of qualified candidates shall be submitted to the membership at a regular meeting by the end of February, at least one month in advance of the election. Additional nominations may be made by the membership from the floor upon recognition from the Board Chairman.

Section 3 Procedures and Time of Election

Election of the Board of Directors shall be held by electronic ballot in March, three months in advance of the start of the fiscal year (July 1). Mail ballots may be used if electronic methods fail, but ballots must be returned in time for tabulation at the election meeting. Votes received after the election closing date shall be null and void. Election results shall be sent to all committee members

ARTICLE VIII

Meetings

Section 1: Membership Meeting

There shall be a minimum of nine general meetings each fiscal year, with one of these designated as the annual meeting. A report on chapter accomplishments, fiscal health and annual highlights shall be provided by the second quarter of the next fiscal year.

Section 2: Annual and Installation Meeting

This meeting shall be the last regular meeting of the fiscal year. All remaining business needing approval of the membership will be presented at this meeting. The new officers and Board of Directors shall be installed for the upcoming fiscal year. Interns are not allowed to attend. Below is the standard email response for attendance inquiries:

“I appreciate your commitment to your intern’s professional development. Unfortunately, due to space and budget limitations, we are unable to accommodate your request. However, the annual Intern Reception is scheduled for _____. This is an excellent opportunity for interns to hear from our President and CEO Daniel J. Loepp and network with executives.”

Section 3: Special Meetings

Special meetings of the members may be called for a specific purpose only. No other business may be transacted at this meeting. Special meetings may be called by the President, a majority of the Board of Directors (5), or two-thirds of the membership. The membership must be given fourteen (14) days advance notice before the meeting. These meetings may be conducted either in person or electronically.

Section 4: Board of Directors Meetings

The Board will meet once a month at a time and date agreed to by a quorum of the Board. Special meeting dates for the Board, in lieu of, or in addition to, the above, shall be as decided by the Board.

ARTICLE IX

Amendments

Section 1:

The Bylaws may be amended by a two-thirds majority vote by the Board of Directors.

Section 2:

Any proposal for amendments to the Bylaws must be presented in writing to the Board of Directors in advance of any vote on said amendment.

ARTICLE X

Indemnification

To the fullest extent authorized or permitted by law, the Chapter shall indemnify any person, and his heirs and legal representatives, who is made or threatened to be made a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was a director, officer, Committee Chairperson or committee member or agent of the Chapter or services or served any other enterprise at the request of the Chapter. The Chapter may purchase and maintain insurance on behalf of any of the persons above mentioned in this Article, against the liability above described or otherwise.

ARTICLE XI Dissolution

In the event the Board of Directors should decide to disaffiliate from Blue Cross Blue Shield of Michigan, the Chapter shall dissolve. In such a situation, again, the national NMA chapter shall be notified at least 90 days before such a vote is taken. A 2/3 majority vote of the chapter members is required for dissolution of the chapter. All debts for the chapter must to be resolved and/or paid before the chapter is officially dissolved. Subsequent to the resolution of all debts, if there are any funds left, i.e. "surplus" funds. Said funds shall be donated to a non-profit charity of the Board of Directors choosing. Said charity must be in good standing and should have a reputable relationship with Blue Cross Blue Shield of Michigan, which includes but is not limited to, embodying the corporate mission and community responsibility of Blue Cross Blue Shield of Michigan.