

Bylaws
of
Southwest Behavioral Health
Independent Practitioner Association

As revised, approved, and adopted

September 16, 2022

**BYLAWS OF
SOUTHWEST BEHAVIORIAL HEALTH
INDEPENDENT PRACTITIONER
ASSOCIATION**

ARTICLE I

OFFICES

The principal office and registered agent of Southwest Behavioral Health Independent Practitioner Association (hereinafter "the Corporation") in the State of New Mexico shall be located in the City of Albuquerque, County of Bernalillo. The Corporation may have such other offices, either within or without the State of New Mexico, as the Board of Directors (hereinafter "the Board") may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of New Mexico a registered office and a registered agent whose office is identical with such registered office, as required by the New Mexico Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of New Mexico and the address of the registered office may be changed from time to time by the Board.

ARTICLE II

MEMBERS

Section 1. **Classes of Members.**

The Corporation shall have five classes of members: Full Member, Group, Affiliate Member, Associate Member, and Subsidiary Member.

Full Member (hereinafter "Member"); A Member must hold a current professional license for independent practice in behavioral

health care issued by an accredited licensing board in the State of New Mexico. Members have voting rights, may participate in insurance contracts available through the organization, and enjoy all privileges of membership.

Group member (hereinafter “Group”): A group is defined as two or more clinicians operating under one Tax ID. The Group Director must be a Full Member and is the only voting member of the agency. The Director can add clinicians working for the group as Subsidiary Members.

Affiliate Member (hereinafter “Affiliate”): An Affiliate Member must hold a current professional license for independent practice in behavioral health care, issued by an accredited licensing board in the State of New Mexico. Affiliate Members have voting rights and may enjoy all privileges of membership except for participation in insurance contracts available through the organization.

Associate Member (hereinafter “Associate”): Associate Members are applicants who are working towards an independent, professional behavioral health license in the State of New Mexico, and who are under supervision by a qualified, fully-licensed behavioral health practitioner. Associate Members are non-voting members with limited privileges. They may not hold office in the Corporation; may not participate in surveys or insurance contracts; may not vote on membership or any other matter. Associate Members may participate in all other Corporation activities.

Subsidiary Member (hereinafter “Subsidiary”): Subsidiary Members must hold a current professional license for independent practice in behavioral health issued by an accredited licensing board in the State of New Mexico and be employed by one of the Group practices whose director is a Full Member of the Corporation. Subsidiary Members enjoy all the benefits of membership in the Corporation, but do not have voting rights unless they serve in the capacity of a Director on the Board of the Corporation.

Section 2. **Qualification of Members.**

Any clinician in good standing and licensed to practice independently in the behavioral health field, including Psychology, Social Work, Counseling, Art Therapy, Alcohol and Drug Abuse Counseling, Nursing or Medicine in the State of New Mexico; licensed at the highest level of licensure in their specific license category, who is a legal resident of New Mexico shall be eligible to apply for Full or Affiliate membership in the Corporation. Applicants qualifying for Member or Affiliate must pay their membership fees, must maintain their license to practice in their specific category of licensure at the highest level in the State of New Mexico, and must prove the existence of and maintain adequate malpractice insurance, with limits of coverage determined by the Board. Additionally, an applicant for Member must submit a copy of their most recent CAQH attestation. All Members and Affiliates are subject to random review of their licensure status through their respective Licensing Board.

A Group is responsible for guaranteeing licensure and malpractice insurance coverage to the Corporation of all Subsidiary Members of their group.

Associates must be either licensed in the behavioral health field or enrolled and in good standing with and accredited University or College in a Medical or Behavioral Health program.

Section 3. **Membership Fees.**

The Board may establish such membership fees and dues as it may from time to time and at its sole discretion deem appropriate. Payment of such fees and dues shall be a condition of membership in the Corporation. A refund of dues will only occur if a member terminates membership within 30 days of the initial approval of membership by the Board.

Section 4. **Admission of Members.**

Members (including Group Directors), Affiliates, and Associates shall be separately admitted to membership by vote of the Board. The

Board shall have the power in its discretion to establish and modify criteria from time to time for admission of new members.

Section 5. **Voting Rights of Members.**

Each Member and Affiliate shall be entitled to one vote. Associates and Subsidiary Members have no voting rights, unless a subsidiary member is serving in the capacity of a Board member of the Corporation.

Section 6. **Renewal of Membership.**

Membership shall be renewed annually on the first of the month in which the member was initially approved for membership by the Board, subject to termination of membership as provided in Section 7 below.

Section 7. **Termination of Membership.**

Membership shall terminate automatically upon a suspension or revocation of a Member or Affiliate's license to practice his or her profession in the State of New Mexico. Associates may be terminated for loss of licensure and/or failure to maintain good standing with an accredited program. Membership may also be terminated following due notice by the Corporation for non-payment of membership dues. Membership may also be terminated by a unanimous vote of the Board for other causes after notice and hearing. Membership may also be terminated by a three-fourth (75%) majority, i.e., five (5) member, vote of the Board; or by a sixty percent (60%) majority vote of the members of the Corporation entitled to vote, without cause; without any notice to the affected member, of the Board or the membership's intent to do so, and without any hearing.

In accepting membership, each member automatically waives any claims he or she might otherwise have against the Corporation, its Directors, or other members arising from any termination of membership as long as such action was not taken in bad faith and

actuated by malice. A decision of the Board to terminate a member may be appealed by that member to the entire membership of the Corporation within ten (10) days after a member has been terminated by the Board of Directors, and in such event a hearing shall be held on the appropriateness of such appeal in front of the Members and Affiliates of the Corporation at a Special Meeting of Members of the Corporation called by the President of the Corporation for that sole purpose. Any decision by the Board to terminate a member may be overridden by a majority vote of two thirds percent (66%) of the members of the Corporation entitled to vote. A decision of the members of the Corporation to terminate a member of the Corporation without cause may not be overridden.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meeting.

An Annual Meeting of the Members of the Corporation shall be held in the Autumn of each year, at such time, date and place as designated by the Board. If the day fixed for the Annual Meeting shall be a legal holiday in the State of New Mexico, such meeting shall be held on the next succeeding business day. The date and time may be changed by the Board. Failure to hold the Annual Meeting at the designated time shall not work a forfeiture or dissolution of the Corporation. At the Annual Meeting the Directors for the ensuing year shall be elected and such other business as may come before the meeting may be transacted. The President and Treasurer of the Corporation shall present their annual reports, and the Secretary shall insure there is a protocol in place for inspection and reference of an authentic current list of the members of the Corporation. This list may serve as the voting list as required in Section 7 below. All business pertaining to the Corporation shall be reviewed and any business may be considered, subject to the provisions of Article II, Section 5 hereof.

Section 2. Special Meetings.

Special Meetings of the Members may be held at any time pursuant to a resolution of the Board, by a call of the President, or by a call signed by fifty-one percent (51%) of the members of the Corporation who are entitled to vote. Call for Special Meetings shall specify the time and place of the meeting and the object or objects thereof. At a Special Meeting called expressly for the purpose of removing Directors, Directors may be removed, with or without cause, by a vote of the majority of all of the members of the Corporation entitled to vote who are present, or represented by proxy, at the Special Meeting.

Section 3. **Place of Meeting.**

The Board may designate any place, either within or out of the State of New Mexico, as the place of meeting for any Annual Meeting or for any Meeting called by the Board. If no designation is made or if a Meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of New Mexico; but if all of the Members shall meet at any time and place, either within or out of the State of New Mexico, and consent in writing to the holding of a meeting, such meeting shall be valid without call or notice.

Section 4. **Notice of Meetings.**

A written notice stating the place, day and hour of all Annual and Special Meetings of the Members, shall be prepared and delivered personally, electronically, or deposited in the U.S. mail, properly addressed to each member, at least ten (10), but not more than fifty (50) days, before such meeting. Notices will be issued under the supervision of the Secretary. Mailing shall constitute sufficient compliance with this requirement. If any member fails to furnish the Corporation with his or her correct e-mail and/or post office address, he or she shall not be entitled to the separate personal notice referred to herein. The signature of a Member or Affiliate on the minutes of the meeting shall constitute waiver of notice and approval of the action taken. A signed waiver of notice of any meeting shall take the place of

any required notice, whether executed before or after the meeting or any time stated for such notice to be given.

Section 5. **Action by Members Without a Meeting.**

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. **Quorum.**

Ten percent (10%) of the members entitled to vote shall constitute a quorum at any meeting of the members. If a quorum is present at any meeting, a majority of the members present, or represented by proxy, who are entitled to vote shall decide any questions brought before such meeting, except where a greater portion is required by law or by the Bylaws. Once a quorum has been attained, those members present, as applicable, may adjourn the meeting from day to day, but not exceed sixty (60) days, without further notice and without regard to whether a quorum shall continue in attendance.

Section 7. **Proxies.**

All Members and Affiliates shall be entitled to vote at the Annual and Special Meetings of the Members and each Member or Affiliate shall be entitled to one vote, either in person, or represented by proxy, on any question brought before any such meeting. A voting list shall be available ten (10) days prior to any meeting showing the list of members entitled to vote. Failure to comply with this provision will not affect any action at any meeting,

Section 8. **Election of Directors.**

At each Annual Meeting of the Members of the Corporation, the

members entitled to vote shall elect such Directors as specified in Article IV, Section 2 of these Bylaws, who shall serve until their successors are duly elected and qualified, unless they sooner resign or unless removed. Election of the Directors shall be by members present, or represented by proxy, at the Annual Meeting who are qualified to vote. Failure to comply with this provision will not affect any action taken at any meeting.

Section 9. **Transferability.**

Corporation membership neither shall be transferable nor assignable to another member or potential member.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. **General Powers.**

The affairs of the Corporation shall be managed by the Board.

Section 2. **Numbers, Tenure, and Qualification.**

The number of elected Directors constituting the Board shall be no less than three (3), no more than nine (9). All elected Directors shall be qualified members of the Corporation. Full members, Affiliate members and Subsidiary members may be elected to the Board. There will be no preference or prejudice of license type, except that they are a fully licensed independent provider. Directors shall be elected to serve for a term of two (2) years, and until their successors shall be elected and shall qualify. In addition, the Board may appoint annually an Advisor to the Board, who is not a member of the Corporation, who will serve in an advisory non-voting capacity on the Board. Any provider who is a Subsidiary member of a qualified group who is elected to the Board shall be permitted to vote as if they were a Full or Affiliate member for the duration of their term.

Section 3. **Election of Directors.**

Directors shall be elected at each Annual Meeting of the Members. A list of nominees for Directors may be provided and delivered to members of the Corporation electronically ten (10) days prior to the Annual Meeting of the Members.

Section 4. **Meetings.**

The regular Annual Meeting of the Board shall be held as soon as reasonably possible after the Annual Meeting of Members, but in no event later than December 31st. The Annual Meeting of the Board shall be held at such place designated by the Board. Special Meetings of the Board may be held on the written call of the President or any two Members of the Board.

Section 5. **Notice.**

Notice of the time and place of all regular meetings of the Board, the Annual Meeting of the Board, and all Special Meetings of the Board and the matters to be considered, shall be delivered personally, electronically, or deposited in the U.S. mail, properly addressed to each Director, at least ten (10) days before each meeting. Notices to the Board will be issued under the supervision of the Secretary or the President. All notices shall state the purpose of each Special Meeting. The signature of a Director on the minutes of the meeting shall constitute waiver of notice and approval of the action taken. A signed waiver of notice of any meeting shall take the place of any required notice, whether executed before or after the time stated for such notice to be given.

Section 6. **Quorum.**

The presence of fifty one percent (51%) of the sitting Board shall constitute a quorum for the transaction of business. The Board may not transact any business until a quorum has been secured, but once a quorum is attained a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. **Manner of Acting.**

All actions of the Board shall require an affirmative vote by a majority of the Directors. In case of a tie, all motions are set aside.

Section 8. **Vacancies.**

Any vacancy in the office of Director occurring by reason of death or resignation or any reason other than increasing the number of Directors, shall be filled by a majority vote of the remaining Directors. A Director elected to fill such vacancy shall serve that position until the next Annual Meeting of the Members of the Corporation, at which time a Director will be elected in the manner of Article IV, Section 2 hereof, to serve the remainder of the unexpired term.

Section 9. **Compensation.**

Directors as such shall not receive any compensation for their services as Directors.

Section 10. **Action by Directors Without a Meeting.**

Any action required by law to be taken at a meeting of Directors or any action which may be taken at a meeting of Directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE V

OFFICERS

Section 1. **Officers.**

The Officers of the Corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer.

Section 2. **Election and Term of Office.**

The Officers of the Corporation shall be elected annually from the elected Directors by the Board of Directors. This may occur at the Annual Meeting of the Board or a Special Meeting of the Board. Each elected Officer shall hold office for a term of one (1) year, and until his or her successor has been duly elected and qualified by the Board, unless such Officer sooner resigns or is removed by the Board. Removal may be with or without cause. A vacancy in any office shall be filled by appointment of a successor for the unexpired portion of the term by a majority vote of the remaining Directors.

Section 3. **President.**

The President shall be the Principal Officer of the Board and shall in general supervise the business and affairs of the Board. The President shall preside at all meetings of the Board and at all meetings of the Memberships. The President may sign contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other Officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. The President must be a Member of the Corporation.

Section 4. **Vice-President.**

In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board. The Vice President must be a Member of the Corporation.

Section 5. **Secretary.**

The Secretary shall keep the minutes of the meetings of the members and of the Board and see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; insure that a register of the post office and/or electronic address of each member is maintained by the Corporation which shall be furnished by such member; insure that lists of members as required by these Bylaws are available for use at meetings of members, and in general perform all duties as from time to time may be assigned to him or her by the President or by the Board. The Secretary must be a voting member of the Corporation.

Section 6. **Treasurer.**

The Treasurer shall be responsible for the Corporate Financial records and shall report on the financial status of the Corporation at meetings of the Board and at the Annual Meeting of the Members. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; the Treasurer shall oversee the responsibilities of the Corporation bookkeeper and accountant including deposits, payment of taxes, receiving and giving receipts for monies due and payable to the Corporation from any source whatsoever, and depositing of all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provision of Article VII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board. The Treasurer must be a voting member of the Corporation.

ARTICLE VI

COMMITTEES

Section 1. **Executive Committee.**

The Executive Committee shall be comprised of the Corporation's officers. The Executive Committee shall be made up of board members, specifically the President, the Vice-President, the Secretary and the Treasurer. The President shall serve as the Chairperson of the Executive Committee. The outgoing President, upon mutual agreement with the incoming Executive Committee, shall serve as an ex-officio member for one year after the end of their term as President. Their role will be in an advisory capacity, primarily to the incoming President.

The Executive Committee shall serve between Board meetings and shall be authorized during such periods to take such actions as may be necessary on behalf of the Corporation. The Executive Committee has authority to make decisions on day-to-day operations of the Corporation but larger issues must be ratified by the full Board. All actions taken by the Executive Committee must be delivered electronically to other Board members within a week of action by the Executive Committee. The Executive Committee shall create non-standing committees and shall appoint and renew all other Committee members and shall have other powers as may be determined by the Board and which enable it to fulfill its intended purpose.

The Executive Committee shall be responsible for coordinating all third-party payor arrangements for the provision of behavioral health care services established, sponsored, approved or executed by the Corporation. It shall recommend to the Board those third-party payor arrangements, supported by relevant legal and financial documentation, that it deems worthy of Corporation participation.

Section 2. **Other Committees.**

The Board shall have the authority to appoint other committees for the purpose of assisting the Board. All committees appointed shall have one member from the Board of Directors to serve as a Board

liaison to the committee. All committees shall be chaired by and composed of members in good standing of the Corporation.

ARTICLE VII

EXECUTION OF INSTRUMENTS AND CERTAIN TRANSACTIONS

Section 1. Execution of Instruments.

The President shall have power to execute on behalf of and in the name of the Corporation any deed, contract, bond, debenture note, or other obligations or evidence on indebtedness, or proxy, or other instrument requiring the signature of any officer of the Corporation, except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation in any way to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

Section 2. Checks, Endorsements, Debit or Credit Accounts.

All checks, debits or drafts to be credited to the funds of the Corporation in any of its depositories shall be signed by such of its officers or agents as shall from time to time be determined by resolution of the Board which may provide for the use of facsimile signatures under specified conditions, and all notes bills, receivable, trade acceptances, drafts and other evidences of indebtedness payable to the Corporation shall, for the purpose of deposit, discount, or collection, be endorsed by such officers or agents of the Corporation or in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or countersigned by the President or Vice President of the

Corporation. A debit card will be issued to an Officer of the Corporation designated annually by the Executive Committee to be a second signer on the account for the purpose of paying occasional expenses needed for the effective functions of the corporation. Non budgeted expenditures in excess of \$1000.00 shall require the signature of two members of the Executive Committee.

Section 3. **Deposits.**

All checks, endorsements, debit or drafts to be credited against the funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 4. **Gifts.**

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

Section 5. **Transaction in which Directors Have an Interest.**

Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any Corporation or associated of which one or more of its Directors are Members, Directors, Officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the Director or Directors at the meeting of the Board of the Corporation, which acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board which shall, nevertheless, authorize or ratify the contract of transaction, the interested Director or Directors to be counted in determining whether a quorum is present and to be entitled to vote on

such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory laws.

ARTICLE VIII

CERTIFICATES OF MEMBERSHIP

Section 1. **Certificates of Membership.**

The Board may provide for the issuance of certificates evidencing membership status in the Corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice President and by the Secretary. All certificates evidencing membership shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificates shall become lost, mutilated, or destroyed, a new certificate may be issued thereof upon such terms and conditions as the Board may determine.

Section 2. **Issuance of Certificates.**

When a person has been elected to membership status, a certificate thereof shall be issued and delivered to such Member by the Secretary if the Board shall have provided for the issuance of such certificates under the provisions of Article VII, Section 1.

ARTICLE IX

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board, and committees having any authority of the Board, and shall keep a record listing the names and addresses of the

member entitled to vote. Books and records may be kept in paper and/or electronic form. All books and records of the Corporation, except files and records of any credentials committee, investigative or review committee or panel, may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE X

FISCAL YEAR

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

ARTICLE XI

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES OR AGENTS

The Corporation shall indemnify its past, present and future Directors and Officers and their executors, administrators, or other legal representatives) against all reasonable expense incurred by them in defending claims made or suits or proceedings brought against them as Directors or Officers and against all liability resulting from such claims, suits or proceedings except in relation to matters as to which any such Officer or Director shall be adjudged in such action, suit, or proceeding to be liable on the basis that he or she has breached or failed to perform the duties of his or her office and the breach or failure to perform constituted willful misconduct or recklessness. Such indemnification shall include, with limitation, the payment of judgments against such Directors and Officers, and the reimbursement of amounts paid in settlement of claims, suits, or proceedings (including judgments in favor of the Corporation or amounts paid in settlement to the Corporation); such indemnification shall also include, with limitation, the payment of counsel fees and

expenses of Officers and Directors in suits against them which are successfully defended if the claim or action does not arise from the gross negligence or willful misconduct of such Officers or Directors. Such right of indemnification shall be in addition to any indemnification expressly recognized as within corporate powers pursuant to any provision of the Act now in force or as it may be subsequently amended or to which such Officer or Director may be entitled under any other provision of law, agreement, vote of Members, or otherwise; and such right shall extend and apply to the estates of deceased Directors or Officers.

ARTICLE XII

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of the majority of the members entitled to vote at any Annual or Special Meeting of the Members if at least five (5) day's written notice is given of the intention to alter, amend, repeal, or to adopt new Bylaws at such meeting.