

**BY-LAWS  
OF THE  
NATIONAL PLAN AUTOMATION GROUP  
(NPAG)**

Article 1  
**Mission Statement**

Provide strategic value to all Blue Cross and Blue Shield Plans to meet the challenges of electronic commerce for administrative and clinical information exchange with providers to control the cost and improve the quality of health care by acting as a focal point for education and information exchange and by providing leadership, support, direction, and information to the Blue Cross and Blue Shield Association.

Article 2  
**Offices**

The mailing address of the NPAG shall be the same as the current Treasurer. The NPAG may designate otherwise, as the Board of Directors/Steering Committee (collectively referred to as the “Board” or “Board of Directors” or “Steering Committee”, and individually referred to as “Board or Steering Committee Member”), shall from time to time determine or the business of the NPAG may require.

Article 3  
**Membership**

- A. **General.** Membership in the NPAG shall be open to any individual employed by Blue Cross and Blue Shield (BCBS) Plans and/or Subsidiaries who agree to commit to the objectives and purposes of the NPAG as reflected in the NPAG’s Mission Statement. Any BCBS employee who participates in the annual conference is considered a member for purposes of conducting business as set forth in this document for a period of one year or until which time the next NPAG Conference is held.
- B. **Dues.** Currently, the NPAG does not require dues for membership, but reserves the right to require dues from all members in the event the Board/Steering Committee deems appropriate and/or necessary.
- C. **Voting.** The Board/Steering Committee members shall be entitled to one vote in the affairs of the NPAG. The NPAG reserves the right to change or modify the rules/rights of voting in the event the Board/Steering Committee deems appropriate and/or necessary for day-to-day business. Every NPAG member is entitled to participate in the election of Officers and At-Large Board/Steering Committee Members.

Article 4  
**Board of Directors/Steering Committee**

- A. **Powers.** Subject to the limitations set forth in these By-Laws, or the applicable laws, the Board shall manage and control the affairs of the NPAG.
- B. **Qualifications.** All Board/Steering Committee Members must be an active employee of a BCBS Plan or Subsidiary. In the event the individual serving as a Board/Steering Committee Member is unable to continue in this position, the Board/Steering Committee of the NPAG shall appoint a successor to serve the balance of the term.
- C. **Board/Steering Committee Capacity/Designations.** The Board/Steering Committee Members shall serve in the capacity of either NPAG Officer (hereinafter referred to as “Board/Steering Committee Officer”) or Steering Committee Chair (hereinafter referred to as “Board Committee Chair”, collectively referred to as the “Board” or “Board Members”), each with the specific responsibility/function, as noted herein.
- D. **Voting Rights.** All Board/Steering Committee Members shall have equal voting rights on all matters before NPAG.
- E. **Quorum.** At all meetings of the Board/Steering Committee, two-thirds (2/3) of the Board/Steering Committee shall be necessary and sufficient to constitute a quorum for the transaction of business, and, except as these By-Laws otherwise provide, the act of the majority of the Board/Steering Committee Members present at any meeting, at which there is a quorum, shall be the act of the full Board/Steering Committee. If at any meeting, less than a quorum attends, a majority of those present may adjourn the meeting without further notice to the absent Board/Steering Committee Members.
- F. **Committees of the Board/Steering Committee.** The Board/Steering Committee, by resolution adopted by a majority of the Board, may designate from among the Board/Steering Committee Members one or more committees each of which, to the extent provided in such resolution and permitted by law, shall have and may exercise all the authority of the Board, except that no such committee may exercise the Board’s authority to (1) fill vacancies on the Board/Steering Committee and any committee thereof; or (2) adopt, amend or repeal the By-Laws. The Board/Steering Committee, with or without cause, may dissolve any such committee or remove any member thereof at any time. Such committees include, but are not limited to Nominating Committee or Sub-Committees described herein.
- G. **Subordinate Officers.** The Board/Steering Committee may appoint such subordinate officers, agents or employees as the Board/Steering Committee may deem necessary or advisable, including one or more additional Vice Chairs, one or more Assistant Treasurers, and one or more Assistant Secretaries, each of whom shall hold office for such period and have such authority and perform such duties as are provided in these By-Laws or as the Board/Steering Committee may from time to time determine.
- H. **Removal.** The Board/Steering Committee may, by a two-thirds vote of the full Board, remove any Board/Steering Committee Member, officer, agent or employee whenever, in its judgment, the best interests of the NPAG will be served thereby.

- I. Vacancies. A vacancy of any Board/Steering Committee position, because of death, resignation, removal or any other cause, shall be filled for the unexpired portion of the term in the manner prescribed herein, in Article 4.B.

#### Article 5

#### **Responsibilities**

- A. Chair. The Chair shall be the principle executive officer of the NPAG and, subject to the control of the Board/Steering Committee, shall in general supervise and control all the business and affairs of the NPAG. The Chair shall preside at all meetings of the Board/Steering Committee, represent the NPAG at official functions, initiate contact with other organizations and professional groups as appropriate, coordinate and delegate responsibility for Board/Steering Committee actions and delegate and oversee duties to individual Board/Steering Committee Members, as necessary. The Chair may sign with the Treasurer or any other Committee designee of the NPAG authorized by the Board/Steering Committee, financial commitments or instruments the Board/Steering Committee has authorized to be so executed. Finally, the Chair shall in general perform all duties incident to the office of Chief Executive Officer and such other duties, not inconsistent with these By-Laws, as the Board/Steering Committee may from time to time prescribe.
- B. Vice Chair. The Vice Chair shall serve as Chair-Elect and shall have such powers and perform such duties, not inconsistent with these By-Laws, as the Board/Steering Committee or the Chair may from time to time prescribe. At the request of the Chair, or in the absence or inability to act of the Chair, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of, and be subject to the same restrictions upon, the Chair.
- C. Treasurer. The Treasurer shall supervise the central office management of the NPAG in the charge and custody of all funds and securities of the NPAG, and all moneys collected from the programs and activities of the NPAG, shall keep full and accurate accounts of receipts and disbursements in books belonging to the NPAG, and shall deposit all moneys in the name of and to the credit of the NPAG in such banks or other depositories as may be from time to time designated for this purpose by the Board/Steering Committee. The Treasurer shall render to the Chair and to the Board/Steering Committee at the regular meetings of the Board/Steering Committee, or whenever they may require it, a statement of all transactions and an account of the financial condition of the NPAG. The Treasurer shall oversee and audit financials for all NPAG Conferences, upon receipt of funds and appropriate financial documentation from the NPAG Conference Host. Which includes but is not limited to: Maintaining the (non-profit or other as applicable) tax status of NPAG. File timely reports with the IRS and other regulatory agents as applicable. Upon request of the Board/Steering Committee make the records available for an external audit.

- D. Secretary. The Secretary shall act as secretary of the Board/Steering Committee and shall keep the minutes of all meetings of the Board (NPAG). The Secretary shall keep a list of Board/Steering Committee Members and their attendance, give notice of all Board/Steering Committee Meetings, and distribute minutes to the Board/Steering Committee Members. The secretary shall have charge of the books, records, and papers of the of the NPAG relating to its organization and shall see that the reports of the NPAG’s activities, statements and other documents are properly kept and filed.

In general, the Secretary shall perform all such duties incident to the office, and such other duties, not inconsistent with these By-Laws, as the Board may from time to time prescribe.

- E. Sub-Committee Chairs. The Board/Steering Committee Chair shall be the principle executive officer of the designated NPAG Sub-Committee and, subject to the control of the Board/Steering Committee, shall in general supervise and control all the business and affairs of the designated Sub-Committee. The Sub-Committee Chair shall preside at all designated Sub-Committee meetings, coordinate and delegate responsibility for Sub-Committee actions, delegate and oversee duties of the Sub-Committee, and perform all other duties, not inconsistent with these By-Laws, as the Board/Steering Committee may from time to time prescribe.

Article 6  
**Elections**

- A. The Board of Directors/Steering Committee shall consist of four (4) Officers, and a maximum of (11) Steering Committee at large members. The Steering Committee may consist of other BCBS associates who volunteer yearly to assist with planning and communications of future NPAG events.

<u>Board of</u> <u>Director’s Capacity</u>	<u>Function/Sub-Committee Responsibility</u>	<u>Initial Term</u>	<u>Re-Election</u> <u>Years</u>
NPAG Officer	Chairman	1 yr.	Annually
NPAG Officer	Vice-Chairman	1 yr.	Annually
NPAG Officer	Secretary	2 yrs.	Even Years
NPAG Officer	Treasurer	2 yrs.	Odd Years

Steering Committee Members: Annually

- B. Expiration of Initial Terms of Service. At the expiration of any Board/Steering Committee Member’s Initial Term, the membership shall elect a replacement to serve for a term of one (1) year, with the exception of the Vice-Chair, who serves an annual term and then succeeds to the position of Chair.
- C. Elections. Elections of Board/Steering Committee members will be held on the final day of the annual NPAG Conference. The NPAG membership in attendance shall elect/approve the

Treasurer, and Secretary of the NPAG as terms expire. NPAG members shall also approve the Steering Committee.

- D. Board/Steering Committee Officer Positions. The Board/Steering Committee shall establish a process to nominate individuals from among the membership for election as NPAG Board/Steering Committee Officers (Treasurer and Secretary), for those Board/Steering Committee Officers with expiring terms. In making its nominations, the Steering Committee shall consider the nature of each individual's membership, the type of product or service that each individual (or individual's plan) offers, and the need for a diverse Board and shall try to ensure that all interests in the NPAG are represented on the Board/Steering Committee.
- E. Election of Board/Steering Committee Officer and Member Positions. The Board/Steering Committee will nominate candidates for Officer positions at the annual conference. At the annual conference, the entire NPAG membership will approve or disapprove, by a majority of those in attendance, from among the nominees, persons to serve on the Board of Directors/Steering Committee in the specified Officer and Member positions.
- F. Board/Steering Committee Chair and Vice Chair Positions. Upon conclusion of annual elections, the Vice Chair shall assume the Chair position for the upcoming year.

#### Article 7

#### **Terms of Service**

- A. Terms of Service.
  - 1. The Chair and Vice Chair shall hold office for one year each. The Treasurer, and Secretary shall hold office for two (2) years. All other Board/Steering Committee Members shall hold their office until the expiration of their term, or until a successor shall have been duly chosen, or until death, resignation or removal from office as is hereafter provided.
  - 2. Terms of service for the Board of Directors/Steering Committee shall commence at the time of election for the period of time designated in Article 6.A.
- B. Successive Terms. Members of the Board of Directors/Steering Committee may serve for a maximum of ten (10) successive terms in the same capacity/office, with the exception of the Chairman and Vice-Chairman, who serve annual terms.

#### Article 8

#### **Meetings**

- A. Meetings. The Board/Steering Committee Officers shall meet at least annually for the purpose of conducting the NPAG's business and for the interests of the NPAG. The Board/Steering Committee shall meet via conference call monthly and/or at such additional times and places as it, by a majority vote, shall schedule.
- B. Special and/or Teleconference Meetings. Special meetings of the Board/Steering Committee may be called by the Chair, Vice Chair, Secretary or Treasurer or upon written request of any Board/Steering Committee Member. With the exception of the annual meeting, a majority of the Board/Steering Committee may agree to conduct its business by means of telephone or

similar means of telecommunications in which all persons participating in the meeting can hear each other. All such meetings shall be subject to the same quorum rules as stipulated herein.

- C. Notice of Meetings. Notice of all Board/Steering Committee meetings, except as may be herein otherwise provided, shall be given by mail, fax, or e-mail, at least seven (7) days before the meeting. Notices shall be sent to the usual business or residence of each of the Board/Steering Committee members. Any business may be transacted at any Board/Steering Committee meeting. At any meeting attended by the full Board/Steering Committee, even though without notice or waiver thereof, any business may be transacted.
- D. Waiver of Notice. A Board/Steering Committee Member's attendance at a meeting shall constitute waiver of notice of such meeting, except when the Board/Steering Committee Member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully convened or called.
- E. Action Without A Meeting. Unless otherwise restricted by these By-Laws, any action required or directed to be taken at any meeting of the Board/Steering Committee or any sub-committee thereof, may be taken without a meeting, if all the members of the Board/Steering Committee or sub-committee, as the case may be, consent to the action in writing, and the writing or writings are filed with the minutes of proceedings of the Board or Committee.

#### Article 9

#### **Parliamentary Rules**

The latest editions of Robert's Rules of Order shall govern the proceedings of all meetings of the Board and any committees of the Board.

#### Article 10

#### **Compensation and Resignations**

- A. Fees and Compensation. No Board/Steering Committee Member or sub-committee member shall receive any compensation for his or her services in that capacity.
- B. Loans. The NPAG shall not lend money to or use its credit to assist its Board/Steering Committee Members, whether or not employees or officers.
- C. Resignations. Any Board/Steering Committee Member may resign such office at any time by giving notice of resignation to the Chair, Vice-Chair or the Secretary of the NPAG. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of receipt by the NPAG.

#### Article 11

#### **Fiscal Year**

The fiscal year of the NPAG shall be July 1 through June 30.

Article 12  
**Repeal, Alteration and Amendment**

Except as otherwise provided in this Article, the Board/Steering Committee, by a two-thirds (2/3) vote, may repeal, alter or amend these By-Laws or adopt substitute By-Laws at any time. Any amendment that affects the voting rights of the NPAG's members in any way shall require the affirmative vote of the majority of the voting members at any meeting of such membership.

**Certification**

These By-Laws have been approved by the NPAG Board/Steering Committee, with the recommendation of presenting these By-Laws to the NPAG Membership for ratification at the, 2006 conference. Upon ratification of the By-Laws, by a majority vote of the members present, with full authority granted by the NPAG membership to execute, adopt and administer these By-Laws.

The National Plan Automation Group adopted the foregoing By-Laws by the written consent of the full Board/Steering Committee, on April 2, 2006

\_\_\_\_\_  
Jim Hoey  
2006 – 2007 Chairman

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Lorene Cherry  
2006 – 2007 Vice-Chairman

\_\_\_\_\_  
Amy Jones  
Secretary

\_\_\_\_\_  
Tammy Holmes  
Treasurer

**STEERING COMMITTEE 2006-2007:**

Christol Green

Shirl Briggs

Cindy Bell

Georgie Lerch

Cindy Patton

Bart Strickland

Bob McNeese

Jackie Couron

Stephanie St. Clair

Cheri Hill

Jenni Owens