



**NEW MEXICO CREDENTIALING BOARD FOR  
BEHAVIORAL HEALTH PROFESSIONALS, INC.**

**BYLAWS  
of the New Mexico Credentialing Board for  
Behavioral Health Professionals, Inc.**

**ARTICLE I  
Name of the Board**

The name of the Board shall be the New Mexico Credentialing Board for Behavioral Health Professionals (NMCBBHP), herein after referred to as the Credentialing Board and the objectives and purpose shall be stated and provided for in the Operational Procedures of this board.

**ARTICLE II  
Executive Board Meetings**

The executive board shall meet as scheduled and no less than once per quarter.

**ARTICLE III  
Annual General Board Meeting**

The Annual Meeting will be held at a time designated by the executive committee within the fiscal year.

**ARTICLE IV  
Special meetings**

A special meeting may be requested by any three or more executive members and be convened by the Chairperson.

**ARTICLE V  
Quorum of General Board Meeting**

A minimum of eight current Credentialing General Board Members and of which four must be executive board members shall constitute a quorum at any General meeting of the board for the transaction of business.

**ARTICLE VI  
Quorum of Executive Board Meetings**

A minimum of four current Executive Credentialing Board Members shall constitute a quorum at any Executive board meeting for the transaction of business.

**ARTICLE VI**  
**Voting/Proxy Voting**

All Credentialing Board Certified Professionals who are in good standing and abide by the Credentialing Board ethics, by-laws and guidelines are eligible for general Board membership and are free to attend any and all general credentialing Board meeting and vote on issues and elections. Credentialing board membership is constituted by obtaining a NMCBBHP and /or IC&RC credential and approval by the Executive Committee for two year terms. Each member shall be entitled to cast one vote per issue. Proxy voting by members or those persons serving on the Credentialing board shall be permissible. A voting member will send a written signed statement allowing cosign to vote.

When a quorum is not present at a board meeting; an email will be sent out to all executive board members for a vote; 3 working days will be provided for a response. Non response is considered a vote for approval. Emergency votes can take place via email between board meetings as necessary utilizing the same criteria as above.

**ARTICLE VII**  
**Qualifications of the Board of Directors**

The Credentialing Board shall consist of at least four (4) representative members: 1) Chair, 2) Vice-Chair, 3) Treasurer, and 4) Secretary. Each representative member shall commit to serve a 2-year term. Those elected shall be credentialed professionals and shall be elected by the Certification Board at the annual meeting.

**ARTICLE VIII**  
**Functions of the Certification Board**

The business and affairs of this Credentialing Board shall be managed by a Board of at least four (4) representative members. The functions of a Board shall include but not be limited to:

1. The selection of and delegation of authority to officers necessary for the management of the Board business.
2. The determination of guidance and management policies of the Board.
3. Manage the credentialing process.
4. In the absence of procedures, the Robert's Rules of Order shall apply.

**ARTICLE IX**  
**Officers of the Credentialing Board**

A. **NUMBER & TERM.** The principal officers of the Board shall be the Chairperson, Vice-Chairperson, Secretary, Treasurer, and such other officers with powers and duties not inconsistent with these Bylaws as may be determined by the Board. Each officer shall serve a term of two years. No two offices shall be held by the same person. All Officers shall be present at the regularly scheduled meetings of the Board in an ex-officio, non-voting capacity, except for the Chairperson who shall cast a vote only in the event of a tie. Election of officers shall occur at the annual meeting.

The Chairperson shall be elected in an odd-numbered year and take office immediately upon election. The Vice-Chairperson and Secretary shall be elected in even-numbered years and take office immediately following the close of that meeting. The Treasurer shall be elected in odd-numbered years and take office immediately following the close of that meeting. Each officer holding office at the adoption of these amended Bylaws shall remain in office until his/her successor shall have been duly elected or until his/her death, resignation or removal.

- B. **REMOVAL.** An officer may be removed by the Board whenever, in its judgment, the best interests of the Board will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment shall not in and of itself create any right of contract.

Any officer may be removed by the Board by an affirmative majority vote of all Executive Board Members then on the Board at any regular or special meeting called for that purpose. An Officer may be removed for malfeasance, conduct detrimental to the interests of the Board, lack of sympathy with its objective or refusal to render reasonable assistance in carrying out the Board's purposes. Any Officer proposed to be removed shall be entitled to at least thirty (30) days notice sent by certified mail, return receipt requested of the meeting of the Board at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.

Any executive Board member missing three (3) consecutive meetings, or four (4) in one fiscal year; to which notification was sent and a valid excuse notification from the absent executive Board member was not received prior to each board meeting, shall be deemed to have resigned their executive position from the Board.

- C. **VACANCIES.** A vacancy in any principal office shall be filled by a majority vote of the Board and the person elected shall serve for the unexpired portion of the term. No person may hold more than one office, with the exception of the Secretary/Treasurer, and each officer shall serve for a period of no less than two years and may succeed her/himself in the same office position for no more than 3 consecutive terms. Each officer may be elected to hold a different office position after holding the same office position for 3 consecutive terms.

## **ARTICLE X**

### **Additional Officers and Agents**

The Credentialing Board at its discretion may appoint any other officers, agents or consultants as it may deem advisable and prescribe the duties thereof.

**EXECUTIVE DIRECTOR.** The Corporation shall employ an Executive Director to carry out duties as assigned. The Executive Director shall be a non-voting member of the Board and its committees.

**ARTICLE XI**  
**Duties of the Officers**

CHAIRPERSON            VICE-CHAIRPERSON            SECRETARY            TREASURER

- A. **CHAIRPERSON** shall be the Chief Executive Officer of the Board, shall exercise general supervision and control of the business and affairs of the Board. He/She shall, when present, preside at all meetings of the Board. He/She shall have authority to appoint such agents and employees of the Board as deemed necessary, to prescribe their power, duties and compensation and to delegate necessary authority to them. The Chairperson shall have authority to sign, execute and acknowledge on behalf of the Board all contracts, reports, certificates and all other documents or instruments necessary or proper to be executed in the course of the Board's regular business, in accordance with Article VIII.
- B. **VICE-CHAIRPERSON**. In the case of the death or absence of the Chairperson, or when requested to do so by the Chairperson, the Vice-Chairperson shall perform the duties of the Chairperson's office. The Vice-Chairperson when so acting, shall have all the powers of and be subject to all restrictions placed upon the Chairperson. The execution of any instrument of the Board by the Vice-Chairperson shall be conclusive evidence as to third party of his/her authority to act in the stead of the Chairperson.
- C. **SECRETARY**. The Secretary shall keep minutes of all meetings of the Credentialing Board; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by laws; the Secretary shall be custodian of the corporate records and shall perform all duties incident to the office of the Secretary, and such other duties as may be delegated or assigned by the Chairperson. The Secretary shall have authority to sign on behalf of the Board all contracts, in accordance with Article VIII.
- D. **TREASURER**. The Treasurer shall have charge and custody of and be responsible for all funds of the Board and in general shall perform all duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned by the Chairperson or Board.
- E. **SALARIES**. The Officers of the Board shall serve without compensation, but by resolution of the Board, a reasonable sum for expenses for attendance at each regular or special meeting of the Board, or any other meeting necessary for conducting Board business shall be paid.

**ARTICLE XII**  
**Election of the Executive Board**

The staggered election cycle will be repeated every two (2) years, after the initial organization of the Board, where members are designated for 1 or 2-year terms.

**ARTICLE XIII**  
**Requirements of Candidates for the Executive Board and the Election Process**

Commencing with the date of approval of these operational procedures, requirements of candidates for the Credentialing Board shall be:

- A. No more than one member of the immediate family may be a candidate for the Board. The immediate family is defined as mother, father, sons, daughters, brothers, sisters, grandparents, aunts, uncles, and spouses.
- B. All members shall be Certified Professionals – (CADAC, CCS, CPS, SCPS, CCJP, CPSW, CFS)\*except CPI, which qualifies for general board membership only.
- C. The Board will attempt to have fair representation from ethnic, gender and areas of the state.
- D. An executive member shall reside in the state of New Mexico.

**Article XV**  
**Liability and Indemnity of Officers**

- A. **LIABILITY OF OFFICERS.** No person shall be liable to the Board for any loss or damage suffered by it on account of action taken or omitted to be taken as an Officer of the Board, at the request of the Board in good faith, if such person exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his/her own affairs, or if such person took or omitted to take such action in reliance upon advice of counsel for the Board or upon statements made or information furnished by Officers of the Board which he/she had reasonable grounds to believe to be true.
- B. **INDEMNITY OF OFFICERS.** Every person who is or was an Officer of the Board shall, together with his/her personal representatives, to indemnified by the Board against all cost, damages and expenses asserted against, incurred by or imposed upon his/her in connection with or resulting from any claim, action, suite or proceeding, to which such person is made or threatened to be made a party by reason of being or having been an Officer. This indemnity shall include reimbursement of amounts and expense incurred and paid in settling any such claim, action, suit or proceeding. In the case of a criminal action, a conviction or judgment, whether based upon a plea of guilty or equivalent, shall not be deemed an adjudication that such Officer is guilty of fraud in the performance of any duty if such office was acting in good faith in what he/she considered to be the best interest of the Board and with no reasonable cause to believe that the action taken by him/her was illegal.

**Article XVI**  
**Bylaws Amendment and Repeal**

**BYLAWS AMENDMENT AND REPEAL** The Board shall have power to make, alter, amend and repeal the Bylaws of the Board by affirmative vote of two-thirds (2/3rds) of the Executive Board, provided however that the action is proposed at a regular or special meeting of the Board, called and noticed for that purpose, and adopted at a subsequent regular meeting.

Last Revised: May 2011

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