

# **PROPOSED BYLAWS**

## **COLORADO ALLIANCE FOR CONTINUING MEDICAL EDUCATION (CACME)**

### **ARTICLE I: NAME**

Colorado Alliance for Continuing Medical Education (CACME)

### **ARTICLE II: PURPOSE**

Provide a forum for members to interact with colleagues from health care organizations. Present educational and informational programs, which will enhance the professional growth of members. Encourage organizations to develop programs in keeping with the "Essential Elements" established by ACCME. Develop liaisons with other health-related organizations concerned with medical education.

### **ARTICLE III: MEMBERSHIP**

Persons and organizations whose professional work relates to continuing medical education for health care professionals may become members of CACME.

#### **Section 1: Categories of Membership**

##### **a. Active Membership**

A person shall become an active member upon supplying a completed CACME Membership application and paying such dues as the Executive Committee may set from time to time. All active members shall be eligible to vote and to hold office. Such membership is not transferable.

#### **Section 2: Termination of Membership**

Membership shall be terminated by voluntary withdrawal, expulsion of the member, or non-payment of dues. A member may be expelled by a two-thirds(2/3) vote of the Executive Committee present at any meeting provided that such member has been advised of the proposed action at least 30 days in advance and has had the opportunity to present his or her case to the Executive Committee.

### **ARTICLE IV: MEETINGS OF MEMBERS**

#### **Section 1: Annual Business Meeting**

An annual business meeting of members shall be held for transaction of such business as may properly come before the meeting. The annual meeting of the members shall be held in conjunction with the CACME Annual Leadership Conference at the time and place as determined by the Executive Committee.

#### **Section 2: Special Meetings**

Special meetings of members shall be held upon call of the President, the Board, or at the signed request of twenty percent (20%) of the active members. The purpose of the meeting shall be stated in the notice of the meeting.

### **Section 3: Notification**

Notice of the time and place of meetings of members shall be announced by electronic, mail, or by other appropriate communication vehicles not less than thirty days before the meeting.

### **Section 4: Quorum**

Decisions will be made by majority vote. Each member has one vote. Ten percent of the current active membership of the CACME shall constitute a quorum at any meeting of members.

### **Section 5: Voting and Rules of Order**

Each active member present shall have one vote. Decisions will be made by majority vote. If no other rules have been established for the conduct of the meeting, it will be conducted according to Robert's Rules of Order.

## **ARTICLE V: Executive Committee**

The governing body of the CACME shall be the CACME Executive Committee.

### **Section 2. Powers and Duties**

The Executive Committee shall: (1) direct CACME so that it supports the purposes as defined in the bylaws, (2) approve committee activities prior to implementation, if applicable, (3) establish annual dues prior to beginning of the upcoming fiscal year, (4) monitor cash flow and approve expenditures over \$200.00, (5) appoint ad-hoc committees and committee members to consider special projects or issues, as necessary, (6) meet regularly as defined in these bylaws.

The Executive Committee shall have supervision, control and direction of the affairs of the Alliance; shall determine and, when deemed advisable, revise Alliance policies; and be accountable for Alliance assets.

The Executive Committee will be responsible for ensuring that a current contractor is in place for hosting and maintaining the CACME web site. All submissions for posting on the CACME web site must be approved by the President.

### **Section 3. Makeup**

The Executive Committee shall be made up of persons representative of the membership at large.

### **Section 4. Number and Terms of Office**

All officers and chairs shall serve a one (1) year term, with the exception of the Treasurer, who shall serve a two (2)-year term. Officers may serve only two (2) consecutive terms in the same office.

All officers, chairs and designated appointees shall serve as members of the Executive Committee. All officers, chairs, regional leaders, and appointees shall serve without salary. All officers, chairs, regional leaders, and appointees must be members of CACME.

## **Section 5. Nomination and Election**

### **a. Nominations**

Nominations may be solicited from CACME membership 30 days prior to annual business meeting. Nominations from the floor will also be accepted at the time of the business meeting.

### **b. Election**

Elections will be held at the CACME Annual Meeting. The Membership Chairman/Committee and the Executive Committee will perform coordination of all facets of the election. Responsibilities of the Membership Committee for election of officers will be to: include (1) provide notice of pending elections before annual meeting, (2) present election procedures and campaign guidelines to general membership at annual meeting, (3) solicit and accept nominations, (4) prepare, count and control the ballots, (5) announce and publish election results.

Voting will be by secret ballot distributed and collected at the CACME Annual Meeting. Absentee ballots will be available if requested. Officers will be elected by a simple majority of those members voting.

### **c. Taking office:**

An Executive Committee member shall take office at the conclusion of the annual business meeting of Alliance members and shall continue in office until his or her successor is elected and seated.

## **Section 6. Removal**

Any Executive Committee member who fails to fulfill the duties and obligations of Executive Committee membership may be removed from the Committee at any regular or special meeting of the Committee provided that (a) information about such possible action is delivered to each Executive Committee member at least seven days prior to the meeting, and (b) that the named Committee member is given the opportunity to present his or her case to the Committee prior to the vote. A vote of a two-thirds majority of all Executive Committee members present will be required to remove a Committee member. Any officer or chair who fails, without notification to the President, to attend 50% of the Executive Committee meetings in one (1) calendar year shall be automatically considered to have voluntarily resigned from his/her post. The Executive Committee shall issue notification of removal

## **Section 7. Vacancies**

Vacancies created by removal or resignation shall be filled by temporary assignment followed by an affirmative vote of the majority of the Executive Committee members present at the next Executive Committee meeting. Temporary assignment will end at the next annual election.

RESIGNATION. Should it be necessary for any officer or Chair to resign, he/she must do so by written notice to the Executive Committee of CACME. Resignation date shall be stated or is effective upon receipt of notification.

## **Section 8. Meetings**

The Executive Committee will hold a monthly meeting, 12 meetings per year unless otherwise stated. Special meetings of the Board may be held at any time and place upon the call of the President or any Executive Committee member. The Executive Committee may elect to hold some of its meetings via conference call, video conferencing or other appropriate communication means.

### **Section 9. Quorum**

At each meeting a majority of Executive Committee members in office shall constitute a quorum for the transaction of business. Each member has one vote.

### **Section 10. Action and Rules of Order**

Except as otherwise stated in these bylaws, the Executive Committee shall take action by a simple majority vote. The Executive Committee may from time to time establish policies and procedures for the conduct of its business.

### **Section 11. Action without a Meeting**

The Executive Committee may take action without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each Executive Committee Member, and filed with the corporate records reflecting the action taken. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

### **Section 12. Compensation**

All officers, chairs, regional leaders, and appointees shall serve without salary. No member or officer of the Executive Committee shall receive, directly or indirectly, any salary or other form of compensation from CACME. The Executive Committee members may be reimbursed for the out-of-pocket expenses of providing services for CACME in accordance with policies established by the Executive Committee.

## **ARTICLE VI: COMMITTEES**

Committee chairs (as applicable) shall serve annual terms and are responsible for recruiting committee members. All committees shall report activities of meetings to President.

### **Section 1. Committees**

***Annual Leadership Conference Planning Committee shall*** plan the Annual CACME Leadership Conference. The President Elect will act as Committee Chair and committee members will be approved by the Executive Committee.

***The Membership Chair/Committee shall*** (1) initiate and conduct membership drives, as needed, (2) maintain and update the mailing list of potential members, (3) maintain and update the mailing list of all active contributing members, (4) furnish these lists to the Executive Committee as requested, (5) assist the Treasurer in the collection of dues, (6) and provide updated mailing labels of members and potential members for mailings after requests are approved.

***Other Committees:*** Ongoing committees and short-term task groups may be established to plan and/or implement specific CACME programs or to explore issues that may have an impact on the mission of the CACME. The responsibilities of committees shall fit within the strategic framework of CACME as established by the Executive Committee. Generally, committees, their specific charges and accountabilities shall be endorsed by the Executive Committee. Their chairs shall be appointed by the President and committee members will be approved by the President. Short-term task group chairs and members will be recommended by the parent committee chair and approved by the President.

***Ex Officio Members:*** appoint ad-hoc committees/members to consider special projects or issues, as necessary.

## **ARTICLE VII: ELECTED AND NON-ELECTED OFFICERS**

### **Section 1: Number and Election**

All officers, chairs and designated appointees shall serve as members of the Executive Committee. All officers, chairs, regional leaders, and appointees must be members of CACME. CACME shall have the following officers: President; President-Elect; Past President; Secretary; Treasurer; Treasurer-Elect and Member-at-Large.

It is the duty of all officers, chairs, regional leaders, and appointees to support the purpose of CACME as stated in the bylaws. It is the duty of all officers, chairs, regional leaders, and appointees to actively serve on the Executive Committee. Officers can serve as liaisons or facilitators with other committees.

### **Section 2: Terms of Office**

All officers and chairs shall serve a one (1) year term, with the exception of the Treasurer, who shall serve a two (2)-year term. Officers may serve only two (2) consecutive terms in the same office.

### **Section 3. Removal**

See also **ARTICLE V Section 6**

Any Executive Committee member who fails to fulfill the duties and obligations of Executive Committee membership may be removed from the Committee at any regular or special meeting of the Committee provided that (a) information about such possible action is delivered to each Executive Committee member at least seven days prior to the meeting, and (b) that the named Committee member is given the opportunity to present his or her case to the Committee prior to the vote. A vote of a two-thirds majority of all Executive Committee members present will be required to remove a Committee member. Any officer or chair who fails, without notification to the President, to attend 50% of the Executive Committee meetings in one (1) calendar year shall be automatically considered to have voluntarily resigned from his/her post. The Executive Committee shall issue notification of removal

### **Section 4. Vacancies**

See also **ARTICLE V Section 7**

Vacancies created by removal or resignation shall be filled by temporary assignment followed by an affirmative vote of the majority of the Executive Committee members present at the next Executive Committee meeting. Temporary assignment will end at the next annual election.

A vacancy in the office of President will be filled by the President-Elect.

**RESIGNATION.** Should it be necessary for any officer or Chair to resign, he/she must do so by written notice to the Executive Committee of CACME. Resignation date shall be stated or is effective upon receipt of notification.

### **Section 5. Powers and Duties of Elected Officers**

#### ***The President***

The President may also designate special appointees such as the Historian, Web Coordinator, Membership Chair, State and Regional Outreach Liaison to the Colorado Medical Society, Regional Leaders, and as others as needed, to serve on the Executive Committee. The President shall appoint committee chairs as necessary. He or she shall perform such other duties that are incident to the office and as generally or specifically directed by the Executive Committee.

The President shall conduct business meetings, coordinate Executive Committee meetings, act as a facilitator for the presentation of CACME business at designated meetings, and keep the President-Elect informed of current activities. All CACME funds, unless specifically designated, shall be deposited promptly in the CACME bank account in such bank as determined by the Executive Committee. The Treasurer and president shall be responsible for approving all expenditures over \$200 and 2 signatories will be required on any check written over \$200. Signatories include: Treasurer and President

All submissions for posting on the CACME web site must be approved by the President.

***The President Elect***

The President-Elect shall assume the responsibilities of that office. The President-Elect shall assume the office President in the event the position is vacated. The President-Elect will serve as the Committee Chair for the CACME Annual meeting.

***The Secretary***

The Secretary shall exercise general supervision over all aspects of CACME's reports and minutes. The Secretary shall ensure that corporate reports are in a form determined from time to time by the Executive Committee.

***The Past President***

shall serve on the Executive Committee for one year following the completion of the term of office as President. In the situation where the President is unable to fulfill his or her duties, and the President-Elect is not available to serve, the Past President may temporarily assume presidential responsibilities until a President is elected.

***The Treasurer***

The Treasurer shall be responsible for the collection of income, payment of expenses and shall maintain the financial records of CACME. A report of the financial status of CACME shall be given at the annual meeting and as requested. All CACME funds, unless specifically designated, shall be deposited promptly in the CACME bank account in such bank as the Executive Committee directs. The Treasurer and President shall be responsible for approving all expenditures over \$200.00; and the Treasurer shall be the sole signatory on any check written for under \$200.00.

***The Treasurer-Elect***

shall be elected one year before assuming the office of Treasurer in order to assist the incumbent and become familiar with the duties and responsibilities of the position. The Treasurer-elect shall serve as ex officio non-voting member of the Executive Committee.

***Member-at-Large***

shall act as a liaison officer to special events/organizations as needed and designated by the Executive Committee (i.e. specialty groups, legislation).

**Section 6. Powers and Duties of Non-Elected Officers**

***Membership Chair/Committee***

will create a current membership directory by the close of each calendar year (December 31). The Membership chair will also coordinate the annual membership drive.

### ***Historian***

shall, within two months after each annual meeting, distribute to the membership and deposit into the CACME archives, a summary report of the actions and achievements of the membership. Historian shall maintain and securely preserve CACME's archives.

### ***State and Regional Outreach Liaison***

shall act as an outreach liaison, providing a conduit for communication and collaboration between CACME and other State and Regional Organizations.

### ***Regional Leader***

There will be (4) four regional leaders to represent the (4) four geographical areas of Colorado. These include the Denver-metro area regional leader, the western Colorado regional leader, the southern Colorado regional leader, and the northern Colorado regional leader. These leaders are expected to conduct quarterly meetings in their geographical areas. Regional leaders are expected to serve under the guidance of the Executive Committee and participate in Executive Committee meetings as requested.

## **ARTICLE VIII: EXECUTIVE STAFF**

The Executive Committee may elect to contract with consultants or subcontractors. The Executive Committee's responsibilities will include, but not be limited to, hiring subcontractors and providing oversight.

## **ARTICLE IX: FINANCIAL OVERSIGHT**

### **Section 1. Fiscal Year**

The fiscal year for CACME will be from January 1 – December 31. CACME will operate on income from membership dues and from other sources approved by the Executive Committee. The Executive Committee will set dues for the next fiscal year prior to the end of the current fiscal year. Dues notices will be sent out after the annual meeting and finalized prior to December 31 so that an updated membership roster can be finalized by the end of the calendar year.

### **Section 2. Budget and Audit**

The Executive Committee shall adopt an annual operating budget and oversee the implementation of the budget through regular reviews of the financial statements. The Executive Committee shall also ensure that CACME is guided by sound financial policies and practices.

### **Section 3. Depositories, Contracts, Notes, and Signatories**

Already defined in **Powers and Duties of Elected Officers**

President and Treasurer shall be the only signatories on the CACME bank account(s). The President shall oversee the activities of CACME and ensure that CACME functions according to the bylaws.

### **Section 4. Investments**

The funds of the CACME may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds, CDs, or other securities, according to policies established by the Executive Committee. The Executive Committee may delegate the management of CACME's investments to professional financial advisors who will report to the Executive Committee according to guidelines established by the Committee.

#### **ARTICLE X: INDEMNIFICATION**

CACME shall, to the fullest extent now or hereafter required or permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his/her testator or intestate was a member, associate, Executive Committee member, officer or other agent of CACME, or of any other organization served by him or her in any capacity at the request of CACME, against judgments, fines, amounts paid in settlement and reasonable expenses. The Executive Committee may obtain liability insurance to provide coverage for this obligation.

#### **ARTICLE XI: BOOKS AND RECORDS**

Correct and complete records of the activities and transactions of CACME shall be kept at with the current Secretary of CACME. These include but are not limited to a copy of the Certificate of Incorporation, a copy of these Bylaws, all minutes of the Executive Committee and the annual financial reports of the Treasurer required by Article VII, Section 5 of the Bylaws. All such documents shall be available for inspection by any active member during normal business hours.

#### **ARTICLE XIII: DISSOLUTION**

CACME shall use its funds only to accomplish the purposes and objectives specified in these bylaws and no funds shall inure or be distributed to members of CACME, including its officers or other agents. On dissolution of CACME, any funds or other assets remaining shall be distributed to another tax-exempt organization with an educational, scientific, or philanthropic purpose.

#### **ARTICLE XIV: AMENDMENTS**

Amendments to these bylaws may be sent to the membership via mail in ballot, electronic ballot, or may be presented at a CACME business meeting.

These bylaws may be amended by two-thirds (2/3) vote of the active membership present a business meeting, or (2/3) vote active membership who respond via mail or electronic ballot. Amendments shall be proposed by: (1) petition signed by at least twenty-five percent (25%) of the membership or (2) a majority vote of the Executive Committee. Members must publicize a proposed amendment(s) at least two (2) weeks prior to a vote.

#### **ADDITIONAL POLICIES AND AGREEMENTS**

The Executive Committee has the authority to draft additional operational policies (i.e., exhibit policy), for CACME. Any such policy that is drafted will be submitted to the general membership for approval by a vote of two-thirds (2/3) of active members present at the next business meeting or (2/3) vote active membership who respond via mail or electronic ballot. All approved policies and these bylaws will be available to all members via the CACME web site.