

COLORADO ALLIANCE FOR CONTINUING MEDICAL EDUCATION (CACME)

Bylaws

ARTICLE I: NAME

Colorado Alliance for Continuing Medical Education (CACME). The acronym CACME shall be registered and maintained as a trade name with the Colorado Secretary of State.

ARTICLE II: PURPOSE

Provide a forum for members to interact with colleagues involved in continuing medical education. Present educational and informational materials and programs that contribute to the professional growth of members. Develop liaisons with other organizations concerned with continuing healthcare professional education.

ARTICLE III: MEMBERSHIP

CACME is a personal membership professional organization, made up of individuals who support the Purpose of CACME and whose professional work relates to the continuing education of healthcare professionals, with a special interest in those who work in continuing medical education.

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 establish from time to time. All active members shall be eligible to vote and to hold office. Such membership is not transferable. Membership term is the CACME fiscal year and requires annual renewal.

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.

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Section 2. Special Meetings

Special meetings of members shall be held upon call of the President, the Executive Committee, 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. Only business that addresses the stated purpose of the special meeting may be conducted at said meeting. Members may attend special meetings in person or by any electronic means that allows all participants to hear and audibly contribute to the discussion.

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

Ten percent (10%) of the current active membership of the CACME shall constitute a quorum at any meeting of members.

Section 5. Voting

Each active member shall have one vote. Decisions will be made by majority vote of those voting, providing a quorum is present, with the exception of revision of the CACME Bylaws (See Article XII). Voting may occur either in person or by written ballot (including electronic mail). The Executive Committee shall decide which format shall be used for a specific issue. The two methods shall not be mixed for the same issue. If conducted by written ballot, the ballot must be sent to everyone eligible to vote and must 1) set forth each proposed action; (2) provide an opportunity to vote for or against each proposed action; and (3) provide notice of the minimum number needed to approve the ballot issue. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum requirement in Section 4 above, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter as described in these Bylaws. (See Article V, Section 4 for Election of Officers)

Section 6. Rules of Order

If no other rules have been established for the conduct of a 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 1. Powers and Duties

The Executive Committee shall: (1) direct CACME so that it supports the purposes as defined in the bylaws, (2) approve all committee chairs, and all committee actions that involve the general membership and/or incurring of expenses 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. All officers, chairs, regional leaders, and

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appointees must be members of CACME. Liaisons from other organizations need not be members of CACME, but they would not be eligible to vote in any circumstance unless active members of CACME.

The Executive Committee shall have supervision, control and direction of the affairs of CACME; shall determine and, when deemed advisable, revise CACME policies; and be accountable for CACME 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 2. Makeup

The Executive Committee shall be made up of persons representative of the membership at large. The elected officers of CACME (to include the president, president-elect, treasurer, secretary, immediate past-president, and member-at-large), as well as all standing committee chairs (see Article VI, Section 1) shall serve as voting members of the Executive Committee. The Treasurer-elect will participate as a non-voting member for one year prior to assuming the office of Treasurer.

Section 3. 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.

Section 4. Nomination and Election

a. Nominations

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

b. Election

Officers will be elected by a simple majority of those members voting, providing a quorum has been established. Voting will be by secret ballot distributed and collected at the CACME Annual Business Meeting, providing a quorum is present. If a quorum is not present at the Annual Business meeting, the election may be conducted by distributing a written ballot to all members. To preserve the secret ballot, the completed ballot shall be placed in an unmarked sealed envelope and then placed inside an addressed envelope with the member's name on the outside and returned to the chair of the Membership Committee by US Mail. Ties will be resolved by casting lots.

c. Taking office:

An Executive Committee member shall take office at the conclusion of the Election and shall continue in office until his or her successor is elected and seated.

Section 5. Removal

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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, c) a quorum is established. 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) fiscal year shall be automatically considered to have voluntarily resigned from his/her post. The Executive Committee shall issue notification of removal.

Section 6. Vacancies

Vacancies created by removal or resignation shall be filled by temporary assignment by the President with a confirming vote by 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 7. Meetings

The Executive Committee will hold at least 10 meetings per year, preferably monthly. Special meetings of the Executive Committee 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 or all of its meetings via conference call, video conferencing or other appropriate communication means.

Section 8. 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 9. Action and Rules of Order

Except as otherwise stated in these bylaws, the Executive Committee shall take action by simple majority vote, providing the format for the meeting allows for open debate and the ability to actually hear one another. Actions proposed and voted on by email require unanimous consent. Each member has one vote. The Executive Committee may from time to time establish policies and procedures for the conduct of its business.

Section 10. 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 for serving on the Executive Committee. 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

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Standing Committee chairs shall serve annual terms and are responsible for recruiting committee members. Ad Hoc committee chairs shall serve for the duration of the assigned task only. Each committee chair shall report activities of the committee to the President at least quarterly.

Section 1. Standing Committees

The standing committees of CACME shall be the Annual Leadership Conference Planning Committee, and the Membership Committee. Standing Committee chairs shall be appointed by the President with the approval of the Executive Committee. Standing Committee chairs shall be voting members of the Executive Committee.

- a. **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.
- b. **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.

The Membership Chair/Committee shall also be responsible for 1)informing the general membership of election procedures and campaign guidelines; 2) soliciting and accepting nominations for officers; 3) preparation of a ballot; 4) conducting the election at the Annual Meeting, including the solicitation of nominations from the floor at the meeting; 5) control and count ballots and provide results to President of CACME for announcement before the close of the Annual Business Meeting; and 6) propose a motion after the announcement of results that the ballots be held for 30 days and then destroyed. The Membership Chair shall also create a current membership directory by the close of each fiscal year to be posted on the CACME website.

Section 2. Ad Hoc Committees and Advisors

Ongoing committees, liaisons from other organizations, 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 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 approved by the Executive Committee. All committee members will be approved by the President. Ad hoc committee chairs and liaisons may be invited by the President to attend Executive Committee meetings, but they have no vote.

- a. One such committee shall be the **President's Advisory Council**. The intent of this council is provide the President and Executive Committee with ready access to individuals with historical institutional knowledge of CACME for the purposes of continuity, as well as those with expertise in healthcare continuing education and other issues relevant to CACME. This committee has no chair and no set number of members, is active and accessed at the pleasure of the President and/or Executive Committee, and will maintain confidentiality of communication. Potential members may include, but are not limited to, past presidents upon completion of their term of office as past president, non-member

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experts in aspects of CME and other healthcare continuing education. Suggestions for content and speakers for the CACME annual meeting will be solicited from this group yearly, but are not binding on the Annual Meeting Planning Committee. Membership on this committee is not term limited, but will be reviewed and confirmed at least every 2 years, in the even numbered years, through nomination by the President and confirmation by the Executive Committee as to current relevance to CACME needs.

- b. One such ad hoc liaison shall be with the **Colorado Medical Society (CMS)**, as the ACCME recognized body for state accreditation of CME providers in Colorado, CMS will, at its pleasure, appoint a liaison to CACME for the purposes of keeping CACME informed on issues of importance to CACME members. This liaison is not term limited.

ARTICLE VII: ELECTED AND NON-ELECTED OFFICERS

Section 1. Number and Election

CACME shall have the following officers: President; President-Elect; Past President; Secretary; Treasurer; Treasurer-Elect and Member-at-Large.

Section 2. Vacancies

See also ARTICLE V Section 6. A vacancy in the office of President will be filled by the President-Elect.

Section 3. Powers and Duties of Elected Officers

a. The President

The President shall preside at meetings of the Executive Committee and at any meetings of the membership. The President shall appoint standing committee and Ad Hoc Committee chairs as necessary. All appointments shall be confirmed at the next meeting of the Executive Committee. 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 keep the President-Elect informed of current activities.

President and Treasurer shall be responsible for approving all expenditures over \$200 and 2 signatories will be required on any check written over \$200. Signatories include: only the Treasurer and President. The President shall review and approve all submissions for posting on the CACME web site.

b. The President Elect

The President-Elect shall preside at any meeting of the Executive Committee or membership where the President is unavailable. 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 Leadership Conference. The President-Elect shall assume the office of President at the next Annual Meeting.

c. The Secretary

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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.

d. The Past President

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.

e. 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.

f. The Treasurer-Elect

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.

g. Member-at-Large

The 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 4: Powers and Duties of Regional Leaders

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

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The fiscal year for CACME will be from July 1 to June 30. CACME will operate on income from membership dues and from other sources approved by the Executive Committee.

Section 2. 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: 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 a tax-exempt organization with an educational, scientific, or philanthropic purpose.

ARTICLE XII: 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 at a business meeting or (2/3) vote of active members 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. A quorum, according to Article IV, Section 4 above, must have been established either by physical presence or response to ballot for adoption of any amendments to these Bylaws. Proposed changes must be publicized to the full membership at least two (2) weeks prior to a vote.

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