



# Council of Medical Specialty Societies

## BYLAWS COUNCIL OF MEDICAL SPECIALTY SOCIETIES

### Article I: Name

The name of the organization shall be the Council of Medical Specialty Societies, hereinafter referred to as CMSS.

### Article II: Mission

CMSS is the leading organization that convenes medical specialty societies around significant healthcare issues with the goal of producing and disseminating widely embraced principles, messages and projects that will improve the health of the public.

### Article III: Vision

CMSS is the most recognized and valued voice for medical specialty societies to influence decisions in the best interests of patients.

### Article IV: Purposes

The purposes of this organization are exclusively charitable, educational, and scientific, and more specifically, to foster, promote, support, augment, develop and encourage improved quality of medical care for all patients; improved standards and systems of delivery related to patient care; effective programs for continuing and graduate medical education; studied responses to health questions; communication among specialty organizations concerned with the principal disciplines of medicine, ethical practice and professionalism in medicine.

### Article V: Membership

#### Section 1: Members

##### A. **Membership Requirements**

*Specialty societies shall be eligible for membership as follows:*

- a. Specialty societies representing specialties with "General Certificates," as recognized by the American Board of Medical Specialties (ABMS) shall be eligible for membership in CMSS as "Primary Specialties."
- b. Specialty societies representing specialties with "Sub-specialty Certificates," as recognized by ABMS shall be eligible for membership in CMSS as "Sub-specialties."
- c. From time to time, additional organizations representing Primary or Sub-specialties that are already represented among the CMSS Members may be admitted with the approval of current Members representing that specialty. The procedure for accommodating additional Members per specialty is delineated in the CMSS Policy and Procedure Manual.
- d. Associate Members shall possess a focus on issues of interest to CMSS such as physician education, quality, standard setting, accreditation, certification, professionalism, practice performance and the improvement of the healthcare of Americans, and may not be either a specialty or sub-specialty (as recognized by ABMS) society.
- e. Organizational eligibility does not guarantee election to membership. Membership in CMSS will be conferred by vote of the CMSS Council, as per CMSS operational policy, and will be based on a recommendation from the Board of Directors. Council votes regarding membership are not subject to appeal.

##### B. **Application Process**

An organization desiring membership, associate membership, or reinstatement of membership in the CMSS shall supply written evidence of its qualifications for membership to CMSS. The Board shall determine if the specialty represented by



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the organization fulfills the requirements for recognition by the Council as set forth in Article V, Section 1. If the Board makes such determination, the Board shall submit its recommendation to the Council. The Council at its next succeeding meeting may vote to admit such organization to membership in the Council. Membership shall become effective upon approval by the Council.

### **C. Representation and Voting**

#### **i. Primary and Sub-specialty Members**

Dues for CMSS Primary specialty society members will be set annually by vote of the Council, on recommendation from the Board of Directors in consultation with the Finance Committee. Dues for each member shall be at or above a minimum “floor” and below a maximum “cap” amount. Primary and sub-specialty society members whose annual dues to CMSS are at the following levels will be eligible for votes in the Council as follows:

- Dues at the minimum (“floor”) – one vote
- Dues in the first quartile above the floor and below the cap – two votes
- Dues in the second quartile above the floor and below the cap – three votes
- Dues in the third quartile above the floor and below the cap – four votes
- Dues in the fourth quartile above the floor and below the cap – five votes
- Dues at the maximum (“cap”) - six votes

Multiple organizations representing a Primary or Sub-specialty will cast the number of votes in Council equal to the number of votes held by the largest of the member organizations representing that primary or subspecialty, with no additional votes for the second organization(s).

In the case of Primary, Sub-specialty, and Associate members, the CEO or his/her designee shall be identified as the society’s voting representative. All categories of Member Organizations must have at least one representative present to cast their vote(s) in the Council - there will be no proxy votes permitted in the Council.

#### **ii. Associate Members**

- a. Will be represented in Council and shall be granted one vote.
- b. Will be ineligible to serve on the CMSS Board of Directors, on standing committees, or as CMSS external liaisons, but may serve on task forces, workgroups and ad hoc committees.

### **Article VI: Board of Directors**

**Section 1:** The Board of Directors shall consist of the Officers, three to four at-large representatives representing eligible CMSS Member organizations, a public member, and the physician Executive Vice-president of CMSS (non-voting). At least one member of the Board of Directors will represent a sub-specialty member organization. No fewer than five members of the Board of Directors shall be CEO’s of member societies.

**Section 2:** The at-large board members shall each serve a two-year term and may be elected for one additional term. The at-large member positions will be elected by Council in alternate years.

**Section 3:** The Board of Directors shall appoint the public member of the Board of Directors upon recommendation of the nominating committee. The public member shall serve a two year term, renewable for an additional two years.

**Section 4:** Six members of the Board of Directors shall constitute a quorum for the transaction of business. The actions of a majority of the Directors present at a meeting at which a quorum is present, voting as individuals, shall be the actions of the Board. However, without a formal meeting or a telephone conference call, the vote must be unanimous in accordance with Illinois State Law.



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**Section 5:** The Board of Directors shall, except as otherwise provided by law or these bylaws, have all the authority and powers in the management of CMSS, with the exception of those powers reserved solely for the Council (see Article IX: Authority of Council). The Board of Directors shall report its activities to the Council at each regular or special meeting thereof.

### Article VII: Officers

**Section 1:** The five Officers of the Council shall be a President, a President-elect, an Immediate Past President, a Secretary and a Treasurer. The President, President-elect and Immediate Past-president shall serve one-year terms. The Secretary and treasurer shall each serve two-year terms. A majority of the officers must be physicians. The Secretary shall be elected on even years at the annual meeting and the Treasurer shall be elected on odd years at the annual meeting. New officers assume their duties at the conclusion of the meeting at which they are elected. The President-elect shall become the President at the conclusion of the annual meeting at which a new President-elect has been elected. The Secretary and Treasurer shall be eligible for re-election for one additional term.

**Section 2:** The President shall preside at all meetings of the Council and of the Board of Directors. The President shall serve as an ex-officio member of all special and standing committees of the Council. The President-elect shall generally assist the President in the performance of the duties of the office of the President. The President-elect shall substitute for the President when the President is unable to attend to these duties.

The President-elect shall be chairperson of the Bylaws Committee. The President-elect shall assume responsibility for tasks as assigned by the President from time to time. The Secretary shall send out notices of meetings and keep records of proceedings of the Council.

The Treasurer shall be in charge of the monies of the Council and shall send out notice of the monies due and maintain an account of the financial transactions in a form suitable for audit.

**Section 3:** In the event of the death or resignation of the President, the President-elect shall succeed to the Presidency. Such service shall not otherwise affect the right of the President-elect to serve a full term as President. A vacancy in any office, not otherwise provided for in this Section, shall be filled by action of the Board of Directors. The vacancies filled in this manner shall be for the balance of the term until the next annual meeting of the Council.

**Section 4:** The Presiding Officer's right to vote must follow the options listed in the latest edition of Sturgis' The Standard Code of Parliamentary Procedure.

### Article VIII: Meetings of the Council

**Section 1:** Each member organization's representation to the CMSS Council shall consist of the CEO, an elected leader currently serving at the level of governance of the member organization, and a representative selected by the member organization. The term of office of a representative shall be three years on a calendar year basis. A representative may be re-designated or replaced at the discretion of the society represented. Members may send as many individuals to CMSS meetings as they choose.

**Section 2:** The CMSS Council shall meet at least two times each year, with the annual meeting scheduled in the last quarter of each year. The time of the meetings shall be fixed by the Board of Directors. Special meetings may be called at the request of the President or shall be called at the request of any eight Primary and/or Subspecialty member organizations of the Council.

**Section 3:** The presence of a majority of the member societies shall constitute a quorum for the transaction of business.

**Section 4:** In the event of a tie vote in the Council, the Presiding officer may cast a vote.



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**Section 5:** In the case of special meetings, only matters listed in the agenda attending the call to the meeting may receive final consideration.

**Section 6: Rules of Order.** All meetings and proceedings of the Council shall be conducted according to the most recent version of *Sturgis Standard Code of Parliamentary Procedure*, except as may be otherwise provided in these Bylaws.

### Article IX: Authority of Council

**Section 1: Action by Council.** The Council shall be authorized to take action on the basis of a majority affirmative vote of the votes cast by the representatives present and voting. If a quorum is present, a vote is valid even though fewer than the quorum vote. Every effort shall be made to circulate a complete agenda in advance of any meetings. Any action shall be reconsidered upon recommendation by five or more member societies. Powers reserved for the Council include election of members of the Board of Directors (except the public member), approval of the budget of the organization, election of new members of the organization, termination of membership in the organization, modification of the Bylaws, and dissolution of the organization.

**Section 2: Elections.** Members of the Board of Directors (except the public member) shall be elected by a majority vote of the votes cast (non-voting shall be defined to include formal abstention) in the Council.

### Article X: Withdrawal and Termination of Membership in the Council

**Section 1:** A constituent organization, as elected under Article V (i) and (ii) may withdraw from the Council upon vote of its governing body and delivery of written notice of withdrawal to the President of CMSS. Such withdrawal shall be effective as of the date of the annual meeting of the Council next succeeding delivery of notice and it is anticipated that the organization shall remain active in the Council's affairs during such period.

**Section 2:** The membership of a constituent organization in the Council may be terminated for any of the following reasons: (a) failure to be representative of the practicing specialists in its particular specialty; (b) non-payment of dues or assessments as specified in Article XIII.

**Section 3:** An action to terminate the membership of a constituent organization shall be initiated by the Board of Directors, which shall give written notice to the affected organization of the grounds for termination not less than ninety (90) days preceding the next subsequent annual meeting of the Council. Prior to such annual meeting, the Board of Directors shall schedule a hearing at which representatives of the organization shall be entitled to appear and present such information on behalf of the organization, as they deem appropriate. At the conclusion of the hearing, the Board of Directors shall, by a majority vote of all of its members, excluding representatives of such affected organization, dismiss the action, defer the action on conditions, or recommend in writing to the Council that the organization's membership in the Council be terminated. The Council at the next succeeding annual meeting shall: (1) dismiss the action; or (2) defer the action on conditions; or (3) terminate the organization's membership in the Council and all of its rights and privileges.

### Article XI: Standing Committees

**Section 1: Bylaws Committee.** This Committee shall consist of the Chair and six members from separate member organizations, selected from the Council. The President-elect shall be Chair of the committee, and is a voting member. Members of the committee shall be selected through the nominations process and subject to appointment by the Board of Directors. Members shall serve one two-year term and shall be eligible for re-election to an additional two-year term. Members shall serve staggered terms to provide continuity. It shall be the duty of the Bylaws Committee to consider and recommend amendments to the Bylaws pursuant to suggestions by the Officers, Committees, or representatives to the Council, or by official action of the Council. The Committee shall also periodically review the Bylaws to ensure that they reflect the needs and requirements of the Council.

**Section 2: Nominating Committee.** This Committee shall consist of the Chair and six members from separate member organizations, selected from the Council. The Immediate Past President shall be Chair of the committee, and is a voting member. At



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least three members shall be from organizations having fewer than 30,000 members. Appointment by the President shall be for a four-year term. Terms shall be staggered to provide continuity. It shall be the duty of the Nominating Committee to present to the Council at the appropriate annual meeting nominations for Officers and at-large representatives from member societies for the Board of Directors.

**Section 3: Finance Committee.** This Committee shall consist of the Chair and six members from separate member organizations, selected from the Council. The Treasurer shall be Chair of the Committee, and is a voting member. Each committee member shall be selected from a separate constituent organization. Members of the committee shall be selected through the nominations process and subject to appointment by the Board of Directors. Members shall serve one two-year term and shall be eligible for re-appointment to an additional two-year term. Terms shall be staggered to provide continuity. The committee shall be responsible for making recommendations concerning dues and other financial matters.

**Section 4:** The President, with the approval of the Council or the Board of Directors, shall appoint other committees or task forces as may be necessary or advisable to carry out the activities of the Council. The duties of any such committee shall be prescribed by the Board of Directors.

**Section 5: Component Groups.** Component groups may be recognized by action of the Board of Directors. These groups must have a set of defined rules and regulations, which include: a) their purpose, b) the method by which their membership is chosen, and c) the length of time an individual may serve in that capacity. These rules and regulations must be consistent with the CMSS Bylaws. Component groups shall further the stated purposes of CMSS. Component groups may not raise funds or incur expenses without the approval of the Board of Directors.

**Section 6: External Liaisons.** External liaisons representing CMSS shall be drawn from eligible member organizations and appointed by the Board of Directors, upon recommendation of the nominating committee. Averaged over three years, the goal of CMSS is to have the ratio of external liaisons nominated by Primary specialty members compared with Sub-specialty members be no less than 2:1.

### **Article XII: Executive Office and Executive Vice President**

**Section 1:** The Council shall maintain an office within the Continental United States. Transfer of the Executive Office to a different metropolitan area within the U.S. shall require approval by a two-thirds vote of the votes cast by the Board of Directors.

**Section 2:** The Executive Vice-president shall be the chief executive officer of the Council of Medical Specialty Societies. The duties of the Executive Vice-president shall be defined by the Board of Directors.

### **Article XIII: Dues**

- A. Dues shall be assessed annually. Dues may be changed at any time upon recommendation of the Board of Directors, which has received a recommendation from the Finance Committee, and approval by the Council as provided in Article IX, provided that, if a recommendation for an alteration in dues structure is to be considered at a regular or special meeting of the Council, notice of such recommendation shall be sent to each representative at least thirty (30) days prior to such meeting.
- B. Associate Members will be required to pay annual dues based upon criteria recommended by the Board and approved by the Council.



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### **Article XIV: Amendments**

These Bylaws may be altered or amended, in whole or in part, by a two-thirds vote of the votes cast by the representatives present at a meeting of the Council, except amendments affecting the method of selecting the specialties to be represented, or the basis of their representation (Article V), or changes in Article XIII, which require ratification by the constituent organizations whose votes in the Council account for three-fourths of its total votes. Amendments shall be presented to the Council for information at the first meeting at which they are presented and voted upon at the next regular meeting. Changes may be proposed by any representative, committee, or officer. All such changes shall be submitted to the Bylaws Committee for review and consideration by that Committee. Written notice of all proposed changes shall be sent to each representative with the call to the meeting at least thirty (30) days prior to such meeting.

*Approved by the Council May 13, 2017.*