

**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 will be indispensable to specialty societies and the medical profession by:

- A. Supporting and strengthening member societies to address future challenges
- B. Catalyzing improvement through convening, collaboration, collective voice and action across specialties
- C. Providing a proactive platform to assess and address emerging and critical issues across specialty societies that influence the future of healthcare and the patients we serve.

Article III: Vision

CMSS is the unified voice for medical specialty societies established to improve the US healthcare system and the health of the public.

Article IV: Purposes

The purposes of this organization are exclusively charitable, educational, and scientific.

Article V: Membership

Section 1: Membership Eligibility

- A. Members: Prospective CMSS member societies should preferentially meet the following criteria:
 - i. Significantly add to the breadth and depth of CMSS membership
 - ii. Primarily national in scope and physician-focused
 - iii. Likely to engage and participate in CMSS mission and priorities, including support for education, quality, science, and scholarship
 - iv. Societies whose members can achieve an associated board certification or equivalent designation
- B. Associate Members:

Prospective Associate Members should 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 society.

Section 2: Application Process

An organization desiring membership, associate membership, or reinstatement of membership in the CMSS shall submit an application to the Membership Committee. Organizational eligibility does not guarantee election to membership. Membership in CMSS will be conferred by vote of the Board of Directors, based on a recommendation from the Membership Committee. The procedure for review, recommendation and acceptance of new members is delineated in the CMSS Policy and Procedure Manual.

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

Section 3: Dues

Dues shall be set annually by the Board of Directors in consultation with the Finance Committee. Dues may be changed at any time by the Board of Directors, upon recommendation from the Finance Committee.

Section 4: Representation and Voting

- A. Members
 - i. Will be represented in the CEO Council and shall be granted one vote.
 - ii. Will be eligible to serve on the CMSS Board of Directors, on standing committees, task forces, workgroups, and as CMSS external liaisons.
- B. Associate Members
 - i. May be invited to participate in meetings of the CEO Council but may not vote.
 - ii. 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 five Officers, four at-large representatives representing CMSS Member organizations, a public member, and the Chief Executive Officer 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 the CEO Council.

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.

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 CEO Council (see Article IX: Authority of CEO Council). The Board of Directors shall report its activities to the CEO Council at each regular or special meeting thereof.

Section 6: The Executive Committee of the Board of Directors consists of the President, the President-elect, the immediate Past-President, the Secretary, and the Treasurer. The Executive Committee shall have and exercise all of the authority of the Board of Directors in attending to routine administration and management of the organization. The act of a majority of the Members of the Executive Committee shall be the act of the Executive Committee.

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. The terms of the Treasurer and Secretary shall be staggered, and each are eligible for re-election for one additional term. New officers assume their duties at the conclusion of the CEO Council meeting at which they are elected.

Section 2: The President shall preside at all meetings of the CEO Council and of the Board of Directors. The President shall serve as an ex-officio member of all special and standing committees. 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 organization 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 CEO 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 CEO Council

Section 1: The CEO of each member society shall be the representative to the CEO Council.

Section 2: The CEO 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 at the request of one third of the members of the CEO 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 case of special meetings, only matters listed in the agenda attending the call to the meeting may receive final consideration.

Section 5: Rules of Order. All meetings and proceedings of the CEO 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 CEO Council

Section 1: Action by CEO Council. The CEO 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. 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 CEO Council include election of members of the Board of Directors (except the public member), 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 CEO Council.

Article X: Withdrawal and Termination of Membership

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

Section 2: The membership of a constituent organization may be terminated for non-payment of dues or assessments as specified in Article XIII, or for other reasons as determined by the Membership Committee.

Section 3: An action to terminate the membership of a constituent organization for cause 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, (1) dismiss the action; or (2) defer the action on conditions; or (3) terminate the organization's membership and all of its rights and privileges.

Article XI: Standing Committees

Section 1: Bylaws Committee. This Committee shall consist of the Chair and at least five members from separate member organizations. 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, Members or by official action of the Board. The Committee shall also periodically review the Bylaws to ensure that they reflect the needs and requirements of the organization.

Section 2: Nominating Committee. This Committee shall consist of the Chair and at least five members from separate member organizations. The Immediate Past President 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 Nominating Committee to present to the CEO 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 at least five members from separate member organizations. The Treasurer 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-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: Membership Committee. This Committee shall consist of the Chair and at least five members from separate member organizations. The Secretary 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-appointment to an additional two-year term. Terms shall be staggered to provide continuity. The committee will be responsible for providing guidance regarding society membership, including development and maintenance of membership criteria and a selection process for the evaluation and approval of new members. The committee shall present all candidates for Membership to the Board of Directors for consideration.

Section 5: Additional Committees. The President, with the approval of the Board of Directors, shall appoint other committees or task forces as may be necessary or advisable to carry out the activities of the organization. The duties of any such committee shall be prescribed by the Board of Directors.

Section 6: Professional Peer Groups. Professional Peer groups may be recognized by action of the Board of Directors. These groups should 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 goals of the group related to the stated priorities of CMSS. These rules and regulations must be consistent with the CMSS Bylaws. Professional Peer Groups shall be managed by a Chair or Chairs and selected by the group members. Chair(s) shall serve one two-year term and shall be eligible for re-selection to an additional two-year term. Professional Peer Groups may not raise funds or incur expenses without the approval of the Board of Directors.

Section 7: 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.

Article XII: Office and Chief Executive Officer

Section 1: CMSS shall maintain an office within the Continental United States. Transfer of the 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 duties of the Chief Executive Officer shall be defined by the Board of Directors.

Article XIII: 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 CEO Council. Changes to the bylaws 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.

Approved by the CEO Council on October 28, 2020.