

The New CMS

2017 Election Manual



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CMS Election Manual

I. Introduction

On Sept. 20, 2015, the CMS House of Delegates adopted sweeping governance reform recommendations that included the implementation of all-member elections of the CMS President-elect and the CMS AMA Delegates and Alternate Delegates. As part of this recommendation, the CMS Board of Directors is directed to create a nominating committee tasked with identifying candidates for election as well as to establish a set of elections rules to implement the bylaws changes related to CMS governance passed by the House of Delegates.

II. Election Procedure and Timeline

The CMS election procedure is governed by the CMS Bylaws and the CMS Election Rules established by the Board of Directors. Following those policies, annual elections of CMS leadership will proceed as follows:

September	Deadline for the Board of Directors to appoint members of the Nominating Committee and direct the committee to begin meeting as needed in October.
October-December	Nominating Committee meets as needed and actively seeks nominees for President-elect and AMA Delegate and Alternate Delegate seats through a call for nominations advertised in all CMS and Component Society communication platforms.
January 1-31	Nominations for President-elect and AMA Delegate and Alternate Delegate seats are open and due at CMS headquarters by the last day of January.
February	Nominating Committee to vet and approve all nominees for President-elect and AMA Delegate and Alternate Delegate seats and present nominating report to CMS Board of Directors for consideration at the March board meeting.
March	CMS Board of Directors certifies nominating report at the March board meeting and directs CEO to notify approved candidates so they may begin their campaigns.
April-July	Publication of candidate profiles in <i>Colorado Medicine</i> , the CMS website and other communication platforms as appropriate. All candidates encouraged to campaign for office directly to CMS members in all districts.
August 1-31	CMS General Election. Ballots open.
First business day of September	The Executive Committee will certify the election results and direct the CEO to notify all candidates of the final results. Election results will then be announced via all CMS and Component Society communication platforms and posted on the CMS website.
CMS Annual Meeting	Newly elected candidates shall be introduced at the CMS Annual Meeting.

III. Open Positions 2017

A. Statewide positions subject to all-member election: For 2017, CMS members will elect one candidate to serve as President-elect for a term starting at the 2017 Annual Meeting and ending at the 2018 Annual Meeting. CMS members will also be electing three CMS Delegates and three Alternate Delegates to the AMA House of Delegates. These positions will be for two-year terms starting Jan. 1, 2018 and ending Dec. 31, 2019.

1) President-elect (One-year term) – The CMS member selected to serve as the President-elect shall serve a one-year term, followed by a one-year term as President (see description below) and another one-year term as Immediate Past President (see description below).

- a. **Duties:** The President-elect will, during the specified term, become familiar with the duties of the President and shall perform such other duties and be responsible for such special projects as are delegated by the President or as may be ordered by the Board of Directors that are not inconsistent with the Bylaws. The President-elect shall act for the President if absent or temporarily disabled. If the office of President becomes vacant the President-elect shall succeed to the presidency, to serve as President for the unexpired term as well as for the elected term.
- b. **Eligibility:** Any candidate for office shall have been an Active Member of the Colorado Medical Society for at least two years immediately preceding election. In the event any such person shall cease to be an Active Member of CMS during the term for which elected, the position shall be vacated immediately. It is recommended that the President-elect should have served or be serving as a CMS Director, elected officer, or a member of other Colorado Medical Society bodies (Councils or Committees).
- c. **Terms of Office:** The President-elect shall be elected by the membership for a term of one year and upon the expiration of said term shall automatically assume the office of President for a term of one year.
- d. **Honorarium:** The President-elect shall receive an honorarium, in addition to reimbursement for actual expenses incurred in fulfilling the obligations and duties of the office. The amount of this honorarium shall be determined as needed by the Board on recommendations received from the Finance and Executive Committee at the time of the budget preparation.

2) President (One-year term served immediately after term as President-elect)

- a. **Duties:** The President shall represent the entire membership and the best interests of CMS and shall exercise personal leadership in the motivation of officers, Directors, councils and committee members, staff and the membership. The President shall influence the establishment of goals and objectives for CMS during the term of office. The President shall be the official spokesperson for the Colorado Medical Society, but may assign this responsibility to the chief executive officer or others as appropriate. The President shall serve as Chair of the Executive Committee and as the Chair of the Board of Directors. The President shall support and defend policies and programs adopted by the Board of Directors. The President may make suggestions in writing at any time to the Board of Directors or to any board, council or committee, and will be an ex officio non-voting member of all councils and committees of CMS. The President shall have additional duties assigned by the Board of Directors that are not inconsistent with the Bylaws.
- b. **Eligibility:** Any candidate for office shall have been an Active Member of the Colorado Medical Society for at least two years immediately preceding election. In the event any such person shall cease to be an Active Member of CMS during the term for which

elected, the position shall be vacated immediately. The President shall have served the preceding year as President-elect.

- c. **Terms of Office:** The President shall automatically assume office for a term of one year after having served as President-elect for a term of one year.
- d. **Honorarium:** The President shall receive an honorarium, in addition to reimbursement for actual expenses incurred in fulfilling the obligations and duties of the office. The amount of this honorarium shall be determined by the Board on recommendations received from the Finance and Executive Committee at the time of the budget preparation.

3) Immediate Past-President (One-year term served immediately after term as President)

- a. **Duties:** The Immediate Past President shall serve as a voting member of the Board of Directors and of its Executive Committee for the year immediately following the term as president, and shall have such duties as the Board or the President may from time to time designate.
- b. **Eligibility:** Any candidate for office shall have been an Active Member of the Colorado Medical Society for at least two years immediately preceding election. In the event any such person shall cease to be an Active Member of CMS during the term for which elected, the position shall be vacated immediately. The Immediate Past President shall have served the preceding year as President.
- c. **Terms of Office:** The Immediate Past President shall serve a one-year term immediately following the term as President.
- d. **Honorarium:** The Immediate Past-President does not receive an honorarium but does receive reimbursement for actual expenses incurred in fulfilling the obligations and duties of the office.

4) CMS Delegates and Alternate Delegates to the American Medical Association – The CMS members selected to serve as an AMA Delegate or Alternate shall serve one two-year term.

- a. **Duties:** Delegates and Alternate Delegates to the American Medical Association should attend meetings of the House of Delegates of the American Medical Association. The Colorado Medical Society Board of Directors will determine reimbursement of expenses. They shall faithfully represent CMS and its official policies in the AMA House. At least one member of the Delegation shall attend each meeting of the Colorado Medical Society Board of Directors in order to be more familiar with its policy. Following a meeting of the AMA House of Delegates, the Delegation shall report to the Colorado Medical Society Board of Directors giving a resume of major actions and noting their vote on controversial issues.
- b. **Eligibility:** Any candidate for office shall have been an Active Member of the Colorado Medical Society for at least two years immediately preceding election and meet all applicable AMA requirements. In the event any such person shall cease to be an Active Member of CMS during the term for which elected, the position shall be vacated immediately. A nominee for AMA Delegate or Alternate shall have pertinent leadership experience before running for election. These leadership experiences could include, but are not limited to: holding an officer or Director position within the Colorado Medical Society, being an elected delegate or officer from a constituent medical society or service to the AMA. A nominee's level of experience and ability to best represent the voice of the Colorado Medical Society will be determined by a vote of the Colorado Medical Society membership. Special consideration for AMA experience should be taken when

electing the Delegates to the AMA. Delegates and Alternate Delegates may concurrently hold any elected office.

- c. **Terms of Office:** The Delegates and Alternate Delegates to the American Medical Association shall be elected by the membership in such numbers and for such terms as the Bylaws of the American Medical Association may prescribe.

IV. CMS Election Rules and Procedures

A. Nomination Process

- 1) The members of the Nominating Committee shall be appointed and certified by the CMS Board of Directors at the September Board meeting and shall hold their first meeting in October or November.
- 2) The Nominating Committee shall consist of six physicians and one medical student, as follows:
 - a. Five members appointed by the BOD who do not serve on the BOD and who will be prohibited from seeking office during and for one year after their term.
 - b. The CMS immediate past-president will chair the committee. *Note: If the Immediate Past President intends and declares to run for AMA Delegate or Alternate before or after the Nominating Committee is appointed, the President shall with the concurrence of the BOD appoint a BOD member in their second term to chair the Nominating Committee.*
 - c. Members of the Nominating Committee may serve two, three-year terms.
- 3) Qualifications for service on the Nominating Committee include:
 - a. Being a CMS member in good standing.
 - b. Having a broad network of professional contacts and affiliations in medicine.
 - c. Having an understanding of the strategic priorities of CMS.
 - d. A history of engagement in and commitment to organized medicine.
 - e. Having an understanding of board governance and volunteer engagement, particularly how physicians engage with peers.
 - f. Demonstrated leadership experience.
- 4) The Nominating Committee shall ensure that there are enough qualified candidates to fill the slate of required numbers of open positions for all offices and will annually issue a general call for nominations that will be made to the entire membership.
- 5) Optimal candidates, although not exclusively, will have been involved with CMS and have specific skill sets that would be beneficial to leading CMS. Affiliations that might influence a person's position on key issues will also be considered.
- 6) The Nominating Committee may interview candidates as appropriate to gain a better understanding of their personal qualities and skill sets. The Nominating Committee will then put forth a ballot that may have two or more nominees for each position. The Nominating Committee shall provide an election guide for candidates and members that outline campaign procedures.
- 7) The Nominating Committee shall report its list of candidates in writing two weeks before the March board meeting with the signature of the Committee chair and reported to the CMS Chief Executive Officer (CEO). The CEO will place the list of

nominees on the March Board meeting agenda for Board approval. Once the Board has approved the list, the CEO shall notify each nominee of his/her nomination.

B. Candidate requirements

- 1) All nominated candidates will be requested to complete a Candidate Profile that contains at least the following information:
 - a. Candidate's full name
 - b. City of residence
 - c. Practice affiliation
 - d. Specialty
 - e. CMS, Component Society, Specialty Society and AMA experience
 - f. Curriculum Vitae
 - g. Personal statement of 500 words or less for publication in *Colorado Medicine* and to be posted on the CMS website.

- 2) Nominees for President-elect will be required to agree to the following:
 - a. Signed acceptance of the requirements and responsibilities of the office to include:
 - i. Fiduciary duty to the organization including honoring the terms outlined in the oath of office and the responsibility to be a spokesperson for the organization on all issues of CMS policy approved by the Board whether or not personally in agreement with them.
 - ii. Commitment to give at least one-half business day per week to CMS for planning and strategic discussion with the CEO and senior staff.
 - iii. Commitment to attend all Board of Director and all-member meetings.
 - iv. Commitment to attend as many CMS council, committee and work group meetings as possible.

- 3) Any candidate for President-elect shall also meet all conditions and requirements outlined for the position on page 2 of this manual.

- 4) Any candidate for AMA Delegate or Alternate Delegate shall also meet all conditions and requirements outlined for the position on page 2 of this manual.

C. Campaign Guidelines

- 1) Candidates are encouraged to actively campaign to CMS members. However, no CMS funds shall be used for the purpose of such contact with the exception of general distribution of candidate statements, biographies or other approved information on all candidates in CMS communication vehicles (*Colorado Medicine*, *ASAP*, website).

- 2) CMS will provide equivalent and time-appropriate space in its electronic and print communications for the publication of Candidate Profiles.

- 3) CMS will email at least once to all eligible voters one piece of communication based on the Candidate Profile.

- 4) CMS will not provide/sell space in its electronic and print publications to any candidate for election to a CMS office or AMA delegation.

- 5) No candidate for CMS office or AMA delegation should ask for nor should any current

CMS board member provide an endorsement for any candidate campaigning for CMS office or AMA delegation.

- 6) Candidates for CMS office or AMA delegation may accept prudent financial donations to their campaign **only** from individual CMS members and component societies. No donations from any outside individual, organization, practice entity, health plan, hospital, pharmaceutical company or businesses are allowed.
- 7) All financial expenditures for campaigning should be reasonable and not excessive. The Nominating Committee may request disclosures of financial contributions from the candidates.

D. Election Process

- 1) Election rules shall be reviewed annually by the Nominating Committee and approved by the CMS Board of Directors and amended as needed.
- 2) Any disputes in the election procedure shall be addressed by the CMS Board of Directors through either the Council on Ethical and Judicial Affairs or the Constitution & Bylaws Committee, whichever is more relevant to the dispute. The decision of the Board of Directors on any dispute is final.
- 3) The CEO shall create and make available to all members the ballots of nominees. All candidates running for office, whether unopposed or not, will be listed on the ballot.
- 4) Candidates for each individual office will be listed alphabetically by last name on the ballot.
- 5) All incumbent candidates will have "Incumbent" listed after their name on the ballot.
- 6) No candidates will have the source of their nomination listed after their name on the ballot (e.g., nominated by a component medical society (CMS) or by the CMS Nominating Committee).
- 7) Voting for the CMS Leadership Elections shall begin on August 1 and conclude on August 31.
- 8) Each ballot will contain a hyperlink to each candidate's profile, allowing the voting member to view a brief bio and candidate statement. Voters can visit the ballot and nominee profiles as many times as necessary during the election period before actually casting a vote. CMS members may only vote one time. Changes cannot be made once a vote has been cast. Members can also access the online election center directly by clicking on the CMS Elections banner on the CMS homepage.
- 9) Physicians will be required to provide proof of membership on their ballot. Any ballot that does not have a name and a medical license number that can be linked to a valid CMS member number will not be counted.
- 10) All Active Members are eligible to vote in the election if they are members of CMS as of the date ballots are loaded into the system.

- 11) The CEO must receive all completed ballots by the date indicated. Ballots received after the deadline will not be counted.
- 12) All ballots will be conducted by electronic and other means in accordance with Colorado law.
- 13) Election for President-Elect: A plurality of votes cast will result in the election of a candidate for President-Elect.
- 14) Election for AMA Delegate and Alternate Delegate: After balloting is closed and the votes counted, candidates for AMA Delegate and AMA Alternate Delegate will be arranged by vote total. This order will determine which candidates will be elected to available open positions or, when appropriate, allocated to full-term or unexpired terms. For example, if there are three AMA Delegate positions up for election and three AMA Alternate Delegate positions up for election, the top six vote-getters will be awarded the positions with the top three being elected AMA Delegates and the next three being elected AMA Alternate Delegates. Candidates elected as an AMA Delegate may decline the position and accept an AMA Alternate Delegate position instead thereby elevating the person(s) with the next most votes received to the vacated AMA Delegate position(s).
- 15) The Board of Directors shall appoint an Election Certification Committee to count the votes and notify all of the candidates and the membership of the results of each election. However, the number of votes and percentage of votes received by each candidate will not be released. Results will be made available to the candidates and CMS members on request. ***(Note: the Board may want to consider publishing the vote counts and percentages to the general membership. The secret ballot provision is a holdover from the procedures to elect candidates at the House of Delegates.)***
- 16) Any time a deadline or defined balloting period mentioned anywhere in these rules falls on a weekend or holiday, it is the intent of these rules that the deadline be enforced on the last business day of the month in question.

Note: Candidates are required to run their campaigns in a highly professional manner. The Nominating Committee may request the Board of Directors to remove candidates who violate this requirement from the ballot.