Colorado Medical Society  
House of Delegates  

Report of: Reference Committee on Reports, Resolutions/Credentials  
Presented by: F. Brent Keeler, M.D., Chair  

Your Reference Committee recommends the following consent calendar:  

RECOMMENDED FOR ADOPTION  

1. BOD-1  
   a. Scope of Practice  
   b. Out-of-Network and Network Adequacy  
   c. Maintenance of Licensure  

2. RES 3-P  
3. RES 5-P  

RECOMMENDED FOR ADOPTION AS AMENDED  

4. BOD-1  
   a. Governance and Communications Reform  

5. RES 4-P  

RECOMMENDED FOR REFERRAL TO BOARD OF DIRECTORS FOR DECISION  

6. RES 1-P  
7. RES 2-P  

FILED  

8. BOD-2
RECOMMENDATION:
Your Reference Committee recommends that the following action items in Colorado Medical Society Board of Directors Report 1 be adopted and that the remainder of the report relating to these recommended action items be filed:

a. Scope of Practice
b. Out-of-Network and Network Adequacy
c. Maintenance of Licensure

Summary: BOD-1 details recommendations and related findings from an outreach program on current and past CMS scope of practice issues strategies. The report proposes new policies related to out-of-network charges and network adequacy. It also updates work on maintenance of licensure and makes recommendations for next steps.

(2) RES 3-P - Recognition of CPEP

RECOMMENDATION:
Your Reference Committee recommends that RES 3-P be adopted.

Summary: RES 3-P would have the Colorado Medical Society and its Board of Directors recognize and salute CPEP for its outstanding and continuing contributions to Colorado physicians and to the healthcare community at large and congratulate CPEP’s founders, board, and staff on their 25th Anniversary.

(3) RES 5-P - Funding for Resident & Fellow Delegates, Alternate Delegates to the AMA House of Delegates

RECOMMENDATION:
Your Reference Committee recommends that RES 5-P be adopted.

Comment: Your Reference Committee voted to recommend approval upon assurances from members of the AMA Delegation that funds for this resolution will be reallocated from within the existing AMA Delegation budget so that this resolution will be budget neutral to CMS.

Summary: RES 5-P will have CMS include in its AMA Delegation budget, funds for any resident or fellow representing Colorado with a Delegate or Alternate Delegate seat to the AMA House of Delegates.

(4) BOD-1 - Governance and Communications Reform

RECOMMENDATION:
Your Reference Committee recommends that the Articles of Incorporation and Bylaws changes associated with the BOD-1 Governance and Communications Reform be adopted as amended and that the remainder of the report relating to this recommended action item be filed. Your Reference Committee also voted to encourage the House of Delegates to follow the recommendation of outside counsel to consider the governance reform package and related Articles of Incorporation and Bylaws changes as one package, without further amendment, and also recommends that this issue be brought to the House of Delegates for a vote before beginning debate on the action items.

Change to Bylaws, Chapter XVII, Section 2
The proposed Bylaws on page 54, Chapter XVII, Section 2 shall be amended to state:

“Any change to the Bylaws that would permit a PHYSICIAN ELIGIBLE TO BE A member of an active Component to be a direct member of CMS.”

Change to Articles of Incorporation
The Articles of Incorporation of the Colorado Medical Society ("Corporation") are hereby restated as follows:

1. Article VI, House of Delegates. Article VI shall be deleted in its entirety.

**ARTICLE VI**

**HOUSE OF DELEGATES**

A governing body, to be known as the “House of Delegates or Colorado Medical Society,” shall be created in such manner and with such composition as may be provided by the Constitution or Bylaws of this Corporation as a whole, except such powers of the members as shall be reserved to such members by the Constitution or Bylaws or by the laws of the State of Colorado. The House of Delegates, through its members (who are also members of the Corporation), shall have the right to amend the Articles of Incorporation of the Corporation. It shall hold annual meetings and such other special meetings as may be provided by the Constitution and Bylaws; it shall elect the officers of the Corporation; it shall transact all general business of the Corporation not otherwise specifically provided by the Constitution and Bylaws hereof. As the governing body of the Corporation, the House of Delegates shall have the power to adopt the Constitution and Bylaws not inconsistent with the general objects and purposes of the Corporation and not in conflict with the laws of the State of Colorado.

2. Article VII, Directors. VII shall be amended as follows:

**ARTICLE VII**
DIRECTORS

In the interim between annual meetings and special meetings of the House of Delegates, the financial affairs and all other business and affairs of the Corporation shall be conducted by a Board of Directors, the number and composition of which shall be as provided for in the Constitution and Bylaws, except that the judicial powers of this organization shall be exercised by a Council on Ethical and Judicial Affairs established and composed as may now or hereafter be provided by the Bylaws of the Corporation.

ARTICLE VI
DIRECTORS

"THE FINANCIAL AFFAIRS AND ALL OTHER BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE CONDUCTED BY THE BOARD OF DIRECTORS, THE NUMBER AND COMPOSITION OF WHICH SHALL BE AS PROVIDED FOR IN THE BYLAWS, EXCEPT THAT THE JUDICIAL POWERS OF THIS ORGANIZATION SHALL BE EXERCISED BY A COUNCIL ON ETHICS AND JUDICIAL AFFAIRS, ESTABLISHED AND COMPOSED AS MAY NOW OR HEREAFTER BE PROVIDED IN THE BYLAWS OF THIS CORPORATION."

3. Article VIII shall be re-numbered Article VII

ARTICLE VIII
LIABILITY OF DIRECTORS

ARTICLE VII
LIABILITY OF DIRECTORS

Except as amended hereby, the Articles of Incorporation of the Corporation remain in full force and effect.

Comment: Your Reference Committee received testimony from outside, expert legal counsel concluding that the inclusion of clarifying, technical amendments to the Articles of Incorporation and the Bylaws are necessary in order to implement the governance reform package. These recommendations stem from questions and suggestions submitted by two of the component society caucuses, one related to the possible need to edit the CMS Constitution as part of the governance reform package and the other concerning clarification on the direct membership referendum provision of the proposed bylaws changes. The entire legal opinion on all of these issues is attached as part of this report for review.
Summary: BOD-1 Governance and Communication Reform seeks to modernize the CMS governance process to better engage members at a grassroots level to maintain and grow the society’s relevance to its members into the future and to better serve the profession. The report has recommendations in four main areas:

- BOD selection process: Ensure governance needs including diversity of experience, expertise and perspective; reduce BOD size; conduct virtual and in-person meetings.
- Leadership: Recruit and train medical society leaders.
- Policy Forum: Strengthen membership participation, engagement and input.
- CMS-Component Study: Evaluate the current value proposition of statewide and local services provided to members by both CMS and its component organizations.

(6) RES 4-P - Health Care Coverage Pro-Con: ColoradoCare Versus Current Multi-Payer System

Your Reference Committee recommends RES 4-P be adopted as amended:

RESOLVED that if the ColoradoCare universal coverage proposal for all Coloradans is certified for a statewide ballot in November 2016 that CMS not take a position for or against ColoradoCare but rather perform an in-depth review of the pros and cons of ColoradoCare compared to Colorado’s current public-private multi-payer coverage system. This analysis will be:
- Published in “Colorado Medicine;”
- Made available upon request; and
- Discussed in membership forums in person and/or online.

Comment: Your Reference Committee heard testimony that expressed concerns about constraining the options of the board of directors should ColoradoCare make the ballot and voted to strike the portion of the resolved that would prevent the board of directors from taking a position for or against the initiative. Other testimony supported the idea of conducting an analysis of the measure as compared to CMS policy and sharing it with CMS members.

Summary: RES 4-P seeks to preempt a position from being taken on the ColoradoCare ballot initiative, in addition to analyzing the measure against current CMS policy.

(7) RES 1-P - Supporting Innovation in Novel and Diverse Business Models for Practice

RECOMMENDATION:
Your Reference Committee recommends RES 1-P be referred to the Board of Directors for decision.

Comment: Your Reference Committee both re-affirms current CMS policy (180.989 Options for Delivery of Medical Care, 185.991 Physician Practice Evolution, 185.994 Health Care Reform Systems of Care) that supports physician innovation in new practice models and recognizes that CMS strives to consider impacts on current and evolving physician practice models when setting new policy. Utilizing a simple question within future, regular statewide membership polls may enable better tracking of new practice model adoption, as well as fostering more dialogue about innovations.

Summary: RES 1-P supports physician practice innovation and new business models and calls upon CMS to consider and track member interests and adoption of these models.

(8) RES 2-P - Resolution In Support of Direct Primary Care

RECOMMENDATION:
Your Reference Committee recommends RES 1-P be referred to the Board of Directors for decision.

Comment: Your Reference Committee re-affirms existing CMS support for the direct primary care model. Mixed testimony was received both for and against the resolution, highlighting the complexity of the issue, lack of awareness about current law and the need to coordinate with other stakeholders.

Summary: RES 2-P seeks support for the advancement of the direct primary care medical home model in Colorado.

(9) BOD-2 - 2014-2015 Informational Items Progress Report

RECOMMENDATION:
Your Reference Committee recommends that BOD-2 be filed.

Summary: BOD-2 details notable achievements of the Colorado Medical Society and work on the CMS strategic plan over the past year including efforts to standardize claim edits, practice evolution and support, implementation of CMS-CHA model medical staff bylaws, Medicare SGR repeal and replace activities, prescription drug abuse, Ebola preparedness/education, physician wellness, cost of health care, caring for injured workers, telehealth/telemedicine, regulation of health plan networks, various court decisions, data transparency and public health.
This concludes the preliminary report of the Reference Committee on Reports and Resolutions. I would like to thank Drs. Donald Eckhoff, Jan Kief, Wendy Magraw, Jeff Perkins, David Richman, Donna Sullivan and Christopher Unrein, as well as Ms. Andrea Vincent, for their service on the reference committee. I also would like to thank all those who provided comments to the reference committee.
ATTORNEY-CLIENT PRIVILEGED COMMUNICATION

MEMORANDUM

TO: Board of Directors, Colorado Medical Society
FROM: Cara B. Lawrence
DATE: September 11, 2015
RE: Legal Status of the Constitution of The Colorado Medical Society

The Colorado Medical Society (“CMS”) has asked about the legal status of its Constitution as amended September, 2005 (“Constitution”). Despite its name, the Constitution is actually only an internal policy of CMS and not a “constituent” document. The Articles of Incorporation and Bylaws, as amended, are the actual “Constitution” of CMS; the Articles are the primary legal document and the Bylaws must be consistent with the Articles. The Articles first, and then the Bylaws, trump all internal policies of CMS, including the Constitution.

In fact, the Constitution is really only a summary of some of the more important provisions contained in the Articles and Bylaws; it does not add anything substantive to the Articles or Bylaws. As such, having a summary document labeled a “Constitution” could create problems if the Constitution is ever in conflict with the Articles in the Bylaws.

Because the Articles and Bylaws always trump every policy of CMS, including the Constitution, any amendments to the Articles and Bylaws that conflict with the Constitution would supersede the conflicting Constitutional provisions. Accordingly, if CMS’s Articles and Bylaws are amended to dispense with the House of Delegates (“HOD”), the Constitution’s HOD provisions would become inoperable, leaving the authority to amend the Constitution to the CMS Board of Directors.

CBL
ATTORNEY-CLIENT PRIVILEGED COMMUNICATION

MEMORANDUM

TO: Board of Directors, Colorado Medical Society
FROM: Cara B. Lawrence
DATE: September 14, 2015
RE: Late, Clarifying and Technical Amendments to the Governance Reform Package

The Colorado Medical Society ("CMS") has asked about the process of introducing late, clarifying or technical amendments to the motions in front of the House of Delegates ("HOD").

Main Motions

The current edition of The Standard Code of Parliamentary Procedure by Alice Sturgis governs the proceedings of any and all meetings of CMS, except as otherwise provided in CMS’s documents or in the law.\(^1\) Chapter IV of CMS’s Bylaws currently in effect state the general rules for the HOD. Under Section 8 of Chapter IV, all resolutions (the main motion) must be received by the Executive Office at least 40 days prior to the meeting of the HOD.

Technical Corrections to Motions

A main motion can be amending by what is called a subsidiary motion to amend. Such a motion is a motion modifying or correcting the wording – within certain limits – of a pending motion before the motion is voted upon. The wording can only be modified to be clarified or corrected; it cannot be amended in a way that would change the substance of the main motion/provision.

A. Amendment to Articles of Incorporation

The Board introduced a general motion for the HOD to consider a Governance and Communication Reform package within the required 40 day time period. The summary of the Governance Reform package provided to the HOD contained a variety of information related to the governance reform package, including the need for the HOD to approve the amendment of CMS’s Bylaws in order to implement the restructuring package. However, the restructuring package failed to state that CMS’s Articles of Incorporation also need to be amended in order to fully implement the package.

\(^1\) Bylaws, Chapter XVII
Because the failure of the main motion to state that the CMS Articles of Incorporation need to be amended is a technical error, and adding it to the main motion clarifies such mistake without changing any substantive provisions of the main motion, nor harms the HOD by providing lack of notice, including a motion to amend the Articles of Incorporation as part of the process to implement the entire package of governance reforms can be done as a subsidiary motion to the main motion.

B. Language Change to Bylaws, Chapter XVII, Section 2

The Reference Committee may make a subsidiary motion to amend the language of the bylaws on page 54, Chapter XVII. Section 2 to state: “Any change to the Bylaws that would permit a PHYSICIAN ELIGIBLE TO BE A member of an active Component to be a direct member of CMS.” This would be a subsidiary amendment to the main motion because it only makes a technical, non-substantive change to the proposed bylaw language.
ATTORNEY-CLIENT PRIVILEGED COMMUNICATION

MEMORANDUM

TO: Colorado Medical Society
FROM: Cara B. Lawrence
DATE: September 4, 2015
RE: House of Delegates’ Vote on Proposed Amended and Restated Bylaws

You have asked whether Colorado Medical Society’s (“CMS”) House of Delegates (“HOD”) should approve or reject the Governance Reform Task Force’s (“Task Force”) proposed governance restructuring recommendations (“Recommendations”) and the Amended and Restated Bylaws (“Proposed Bylaws”) in their entirety in and “up or down” vote or whether the HOD should approve or reject specific Recommendations and Proposed Bylaw provisions on a provision-by-provision basis.

Executive Summary

I strongly recommend that the HOD do an “up or down” vote on the Recommendations and Proposed Bylaws and either accept or reject them both in their entirety. Failure of the HOD to accept or reject the Recommendations and Proposed Bylaws as a package – and any attempt by the HOD to pick and choose certain provisions for acceptance, rejection, or revision – could lead to multiple problems, including failure to appreciate and understand the considerations and analysis given to the Recommendations and Proposed Bylaws by Task Force, Board of Directors (“Board”), staff, and legal counsel of CMS, drafting errors and inconsistencies, and potential violations of the Colorado Revised Nonprofit Corporations Act (“Nonprofit Act”).

Although the current Bylaws allows for the HOD to amend the Bylaws provided that the provisions of the Bylaws and parliamentary procedure are followed, I strongly recommend that if the HOD would like to implement only some of the provisions in the Recommendations and/or Proposed Bylaws, or would like to suggest or implement its own governance proposals, the HOD should reject the Recommendations and Proposed Bylaws in their entirety and subsequently work with the Task Force, Board, and CMS staff and legal counsel to implement the HOD’s suggested proposals the following year.
Task Force, Board of Directors, Staff and Legal Review of Proposed Bylaws

CMS’s Board, Task Force, staff and legal counsel spent numerous hours reviewing and analyzing the proposed governance restructuring of CMS. These parties addressed budgetary issues related to the implementation of the governance restructuring and spent many hours discussing the benefits and risks of the proposed restructuring and how such proposals would impact CMS, its members, and its component societies. Additionally, CMS legal counsel worked closely with CMS staff, the Board and the Task Force to address potential legal issues implicated by the Recommendations and Proposed Bylaws. The governance restructuring provisions contained in the Recommendations and Proposed Bylaws reflect all of these considerations. After months of work, and with legal counsel’s input, the Task Force recommended the proposed governance changes to the Board and the Board approved the Recommendations and set forth in the Proposed Bylaws and recommended them for the HOD’s approval.

Proposed amendments to the CMS Bylaws should not be negotiated on the HOD floor; the necessary due diligence, analysis and impact of such amendments cannot be adequately considered on the floor. Furthermore, many of the provisions in the Recommendations and Proposed Bylaws necessarily go hand in hand for budgetary or other reasons and thus they cannot be approved or rejected in a piecemeal manner. Thus, if the HOD disagrees and rejects the Board’s recommendation regarding the Recommendations and the Proposed Bylaws, best practices dictate that the HOD provide recommendations for governance restructuring and bylaw amendments to the Board, Task Force and CMS staff for their consideration and analysis to ensure that the HOD recommendations are not only in the best interests of CMS and its members, but that they are practical, financially viable and legally compliant.

Legal Drafting Issues

Another important reason why the HOD should do an up or down vote and either approve or reject the Recommendations and Proposed Bylaws in whole is that the HOD should not attempt to draft or amend language in the Proposed Bylaws without the assistance of legal counsel. Legal drafting is very technical; if non-attorneys try to revise the bylaws without the assistance of counsel, there are often legal inconsistencies, contradictions and unclear terminology. CMS’s current Bylaws reflect such drafting issues and will likely need to be revised at some point solely to make technical corrections. Additionally, revisions to the bylaws may impact other provisions of the Bylaws, as well as other CMS legal documents such as its Articles of Incorporation, Constitution and other policies and procedures. Thus, any changes should not be made by the HOD itself.

Thus, although the HOD can certainly work with the Parliamentarian and the HOD meeting to prepare and amend motions, drafting Bylaws should be left to legal counsel.
Violations of the Nonprofit Act

Bylaws of Colorado nonprofit corporations such as CMS must be in compliance with the Nonprofit Act. For example, there are very specific rules about how members (including the HOD) and the Board votes. If the HOD attempts to revise the Bylaws without the assistance of legal counsel, the provisions may be in violation of the Nonprofit Act.

Conclusion

In conclusion, I strongly recommend that the HOD approve or reject the Recommendations and Proposed Bylaws as presented to the HOD; any attempt for the HOD to approve and reject Recommendations or Proposed Bylaw amendments on a provision-by-provision basis could lead to drafting errors, violations of the Nonprofit Act and, most importantly, the adoption by the HOD of Recommendations and Bylaw provisions that do not reflect the analysis and considerations that went into the Recommendations and Proposed Bylaws by the Board, Task Force, CMS staff and legal counsel.

CBL
RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
COLORADO MEDICAL SOCIETY

Colorado Medical Society, a Colorado nonprofit corporation, having its principal office at 5575 DTC Parkway, Suite 410, Englewood, Colorado 80111 (the "Corporation") hereby certifies to the Secretary of State of Colorado that:

ARTICLE I

The Corporation desires to restate its Articles of Incorporation as currently in effect. The provisions set forth in these Restated Articles of Incorporation are all the provisions of the Articles of Incorporation of the Corporation currently in effect and restate and integrate the Articles of Incorporation of the Corporation. The Articles of Incorporation of the Corporation are amended by these Restated Articles of Incorporation by the addition of new Article VIII. The undersigned hereby certify that the Board of Directors of this Corporation, adopted a Resolution setting forth the proposed amendment herein contained, and directed that it be submitted to a vote on April 29, 1990 at a meeting of members entitled to vote thereon; that written notice setting forth the proposed amendment or a summary of the changes to be effected thereby was given to each member entitled to vote at such meeting within the time and in the manner provided in Articles 20-29, Title 7, C.R.S. 1973; that at such meeting of members on April 29, 1990, at which a quorum was present, the proposed amendment received at least two-thirds of the votes which members present at the meeting or represented by proxy were entitled to cast at such meeting.

The restatement of the Articles of Incorporation of the Corporation as set forth herein was submitted to a vote on April 29, 1990 at a meeting of members entitled to vote thereon pursuant to Resolution adopted by the Board of Directors of this Corporation, pursuant to written notice given to each member entitled to vote at such meeting within the time and in the manner provided in Articles 20-29, Title 7, C.R.S. 1973; that at such meeting of members on April 29, 1990, at which a quorum was present, the proposed Restated Articles of Incorporation received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast at such meeting.

These Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation, as amended, they have been duly adopted as required by law and as set forth above, and they supersede all other Articles of Incorporation and amendments thereto. The Articles of Incorporation of the Corporation are hereby restated in the following manner:

COMPUTER UPDATE COMPLETE
ARTICLES OF INCORPORATION OF
COLORADO MEDICAL SOCIETY

ARTICLE I

NAME

The name of this Corporation shall be "Colorado Medical Society."

ARTICLE II

PERIOD OF DURATION

The term of duration of this Corporation shall be perpetual.

ARTICLE III

OBJECTS AND POWERS

This Corporation is organized and shall be conducted for charitable and
educational purposes, and shall be operated strictly as a non-profit
corporation, so that no part of the net earnings of said Corporation, if any,
shall inure to the benefit of any private individual or member.

The general purposes of this Corporation are hereby declared to be to
promote the science and art of medicine; and to promote the similar interests
of its component societies.

In order to carry out the foregoing general objects and purposes of this
Corporation, it shall have the power to give financial aid to any cause or
institution, the primary objects of which are to improve the health of the
citizens of the State of Colorado; to aid in problems of research which
directly or indirectly concern the health of the people of the State of
Colorado; to aid by loan, gift or grant any charitable or general social
purpose or program or activity which is directly or indirectly concerned with
the improvement of the health of the people of this State or the welfare of
physicians; to aid by loan or gift any physician who may be in need; to conduct
meetings or conventions of this Corporation or other educational,
post-graduate, or clinical meetings for the benefit of this corporation; to
acquire, establish, support, and maintain facilities consistent with the
general purposes of this Society; and to acquire by purchase, lease, or
otherwise, property for such purposes; to create a trust fund or funds for a
foundation for the promotion of the general health and welfare of the people of
the State of Colorado, and the welfare of the medical profession of this State;
to form or recognize component societies in such manner as may be provided by
the Constitution or Bylaws of this Corporation; and, generally, this

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Corporation shall have the power to do any and all things consistent with the
general objects and purposes for which this Society is formed and not now or
hereafter prohibited by law.

The foregoing recital of powers is by way of enumeration and shall not be
construed to be a limitation, but merely indicative, of the types or activity
contemplated by this Society.

ARTICLE IV

REGISTERED OFFICE AND REGISTERED AGENT

The registered office and registered agent of this Corporation shall be as
follows:

Robert R. Montgomery
5445 DTC Parkway, Suite 800
Englewood, CO 80111

ARTICLE V

MEMBERSHIP

The members of this Corporation shall be classified as Active Members,
Honorary Members and Associate Members. Other classifications of membership
may be established by the Bylaws of this Corporation. The method of election
of members, within such classifications and subclassifications, and their
respective qualifications, rights and privileges shall be as now or hereafter
provided by the Bylaws of this Corporation. The voting rights of the members
shall be as provided in the Bylaws; provided, however, the general membership
as defined in this Article shall not have the right to vote upon amendments to
the Articles of Incorporation of this Corporation.

ARTICLE VI

HOUSE OF DELEGATES

A governing body, to be known as the "House of Delegates of Colorado
Medical Society," shall be created in such manner and with such composition as
may be provided by the Constitution or Bylaws of this Corporation. It shall
exercise the powers of the members of the Corporation as a whole, except such
powers of the members as shall be reserved to such members by the Constitution
or Bylaws or by the laws of the State of Colorado. The House of Delegates,
through its members (who are also members of this Corporation), shall have the
right to amend the Articles of Incorporation of this Corporation. It shall
hold annual meetings and such other special meetings as may be provided by the Constitution and Bylaws; it shall elect the officers of the Corporation; it shall transact all general business of the Corporation not otherwise specifically provided by the Constitution and Bylaws hereof. As the governing body of this Corporation, the House of Delegates shall have the power to adopt the Constitution and Bylaws not inconsistent with the general objects and purposes of this Corporation and not in conflict with the laws of the State of Colorado.

ARTICLE VII
DIRECTORS

In the interim between annual meetings and special meetings of the House of Delegates, the financial affairs and all other business and affairs of the Corporation shall be conducted by a Board of Directors, the number and composition of which shall be as provided for in the Constitution and Bylaws, except that the Judicial powers of this organization shall be exercised by a Council on Ethical and Judicial Affairs, established and composed as may now or hereafter be provided by the Bylaws of this Corporation.

ARTICLE VIII
LIABILITY OF DIRECTORS

No director shall be personally liable to the Corporation or to its members for monetary damages for breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit the liability of a director to the Corporation or to its members for monetary damages for: 1) any breach of the director's duty of loyalty to the Corporation or its members; 2) acts or omissions not in good faith which involve intentional misconduct or knowing violation of the law; 3) acts specified in C.R.S. section 7-24-111, as it now exists or hereafter may be amended (regarding a director's assent to or participation in making of any loan by the Corporation to any director or officer of the Corporation); 4) any transaction from which the director derived an improper personal benefit. If the Colorado Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Colorado Nonprofit Corporation Act. Any repeal or modification of this Article VIII shall be prospective only and shall not adversely affect any right or
ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF COLORADO MEDICAL SOCIETY

Pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act, Title 7, Articles 121 to 137, C.R.S., the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Colorado Medical Society.

SECOND: The following amendment to the Articles of Incorporation was adopted on the 13th day of September, 1998, in the manner prescribed by the Colorado Revised Nonprofit Corporation Act, by a vote of the members of the House of Delegates (who are also members of the corporation) as required by the Articles of Incorporation. The number of votes cast for the amendment by each voting group entitled to vote separately on the amendment was sufficient for approval by that voting group.

Article VI of the Articles of Incorporation shall be amended by deleting the present Article VI in its entirety and by substituting in its place and stead the following Article VI:

"ARTICLE VI
HOUSE OF DELEGATES

A governing body, to be known as the "House of Delegates of Colorado Medical Society," shall be created in such manner and with such composition as may be provided by the Constitution or Bylaws of this Corporation. It shall exercise the powers of the members of the Corporation as a whole, except such powers of the members as shall be reserved to such members by the Constitution or Bylaws or by the laws of the State of Colorado. The House of Delegates, through its members (who are also members of this Corporation), shall have the right to amend the Articles of Incorporation of this Corporation. It shall hold annual meetings and such other special meetings as may be provided by the Constitution and Bylaws; it shall elect the officers of the Corporation, except as otherwise provided in the Bylaws; it shall transact all general business of the Corporation not otherwise specifically provided by the Constitution and Bylaws hereof. As the governing body
of this Corporation, the House of Delegates shall have the power to adopt a Constitution and Bylaws not inconsistent with the general objects and purposes of the Corporation and not in conflict with the laws of the State of Colorado."

COLORADO MEDICAL SOCIETY

By: [Signature]
Its: President

By: [Signature]
Its: Secretary