



CMS Election Manual

Table of Contents

I.	<u>Introduction</u>	1
II.	<u>Election Procedure and Timeline</u>	1
III.	<u>Open Positions</u>	2
	• Statewide positions subject to all-member election	
IV.	<u>CMS Election Rules and Procedures</u>	4
	• Nomination process	
	• Candidate requirements	
	• Campaign guidelines	
	• Election process	

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 created a nominating committee tasked with identifying and vetting candidates for election as well as to establish a set of election rules to implement the bylaws changes related to CMS governance passed by the House of Delegates. In 2024, the CMS Board of Directors moved the responsibilities of the Nominating Committee to the Governance Committee.

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. Annual elections of CMS leadership will proceed as follows:

October- January	Governance Committee meets as needed and immediately seeks all-member input on all announced candidates as part of the vetting process. BOD and/or an appointed committee may intentionally seek qualified candidates to run for office.
January	Nominations for President-elect and AMA Delegate and Alternate Delegate seats are due at CMS headquarters by January 31.
February	Governance Committee meets to vet and approve all nominees for President-elect and AMA Delegate and Alternate Delegate seats and presents committee report to CMS Board of Directors for approval of vetted candidates 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 to begin their campaigns.
April-July	All-member marketing to encourage participation in the August election and where to find candidate profiles to inform member voting in <i>Colorado Medicine</i> , CMS website and all other available CMS and component society communication platforms. All candidates encouraged to campaign for office directly to CMS members in all districts. Include call for nominations for next year's elections.
August 1-31	CMS General Election. Ballots open. Ongoing marketing campaign to encourage participation.
September	Physician leadership certifies election results and directs the CEO to notify all candidates of the final outcome. Election results will then be announced via all CMS and component society communication platforms and posted on the CMS website. Newly elected candidates will be introduced at the CMS Annual Meeting. Launch of an all-member marketing campaign actively seeking nominees for President-elect and available AMA Delegate and Alternate Delegate seats through a call for nominations advertised in all CMS and component society communication platforms.

III. Available positions

A. Statewide positions subject to all-member election: Each year, CMS members will elect one candidate to serve as President-elect for a term starting at that year's Annual Meeting and ending at the next Annual Meeting. CMS members will also be electing physicians to the CMS Delegation to the AMA House of Delegates. These positions will be for two-year terms starting Jan. 1 of the following year and ending Dec. 31 of the year after that.

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 shall serve as a voting member of the Board of Directors and 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.

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 and voting member of the Executive Committee and as 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 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.

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 –

Approved candidates are elected to serve as members of the Colorado AMA Delegation for one two-year term. Once elected, members of the Colorado AMA Delegation shall meet to determine who serves as Delegates and who serves as Alternate Delegates.

- 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. 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 Governance Committee shall be appointed and certified by the CMS Board of Directors as needed.
- 2) The Governance 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 election to office vetted by the committee during and for one year after their term.
 - b. The CMS immediate past-president or a Board of Director member not in their second term not running for an all-member elected office will serve as the BOD member of the Committee.
 - c. Members of the Governance Committee may serve two, three-year terms. Additional terms may be approved by a vote of the Board of Directors.
- 3) Qualifications for service on the Governance 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 Governance 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 Governance Committee may interview candidates as appropriate to gain a better understanding of their personal qualities and skill sets. The Governance Committee will strive to put forth a ballot with two or more nominees for each position. The Governance Committee shall provide an election manual for candidates and members that outline office requirements and campaign procedures.
- 7) The Governance Committee shall report its list of candidates to CMS two weeks before the March board meeting to be included 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 office for the Colorado Medical Society will be required to agree to the following as part of the vetting process in advance of Board approval of nominees:
 - a. Signed acceptance of the requirements and responsibilities of the office to include fiduciary duty and conflict of interest policies as determined by Colorado law and the Board of Directors.
 - b. Additionally, nominees for president-elect will be required to agree to the following as part of the vetting process in advance of Board approval of nominees:
 - i. Fiduciary duty and conflict of interest policies to the organization.
 - ii. Honor the terms outlined in the oath of office and pledge fidelity to 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.
 - iii. Commitment to give at least one-half business day per week to CMS for planning and strategic discussion with the CEO and senior staff.
 - iv. Commitment to attend all Board of Director and all-member meetings.
 - v. 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 two 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 two 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 all candidate profiles.

- 3) CMS will email at least once to all eligible voters one piece of communication based on the candidate profile. CMS privacy policy prohibits the sharing of any member e-mails to candidates.

- 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 Governance Committee may request disclosures of financial contributions from the candidates.

D. Election Process

- 1) Election rules shall be reviewed periodically by the Governance 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 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 Governance Committee).
- 7) Voting for CMS Leadership Elections shall begin on August 1 and conclude on August 31 of each year.
- 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.
- 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 majority of votes cast will result in the election of a candidate for President- Elect.
- 14) Election to the Colorado AMA Delegation: After balloting is closed and the votes counted, candidates for the Colorado AMA Delegation will be arranged by vote total. In the case of a contested election, 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 six Colorado AMA Delegation positions up for election and seven or more candidates, the top six vote-getters will be awarded the positions.
 - a. Delegate and Alternate Delegates: At its first meeting after the election, the AMA Delegation will select through a process of its own design who will serve as AMA Delegates and who will serve as AMA Alternate Delegates.
- 15) The Board of Directors shall direct physician leadership to verify the election results and the CEO shall 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.
- 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 Governance Committee may request the Board of Directors to remove candidates who violate this requirement from the ballot.