

Bylaws



THE CONSORTIUM OF
MULTIPLE SCLEROSIS CENTERS

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Article 1 Vision, Mission, Goals

Section 1 Vision

To be the pre-eminent organization of multiple sclerosis (MS) health care providers improving the lives of those affected by MS.

Section 2 Mission

1. Stimulating and facilitating research in the field of MS.
2. Developing vehicles to share information and knowledge among CMSC members and the health care community, for the benefit of those affected by MS.
3. Developing and implementing mechanisms to influence health care delivery.
4. Partnering with other organizations to accomplish the above.

Section 3 Goals

Valuable work continues to be done each year by the Board of Governors, Executive Committee, Chief Executive Officer (CEO), Committee Chairs, Special Project leaders, and other key members of the CMSC. Goals include:

1. Improve connection and involvement of our interdisciplinary membership (ie. new members, Special Interest Groups, and emerging bodies within the CMSC).
2. Solicit a variety of new CMSC projects that advance our mission, in the areas of clinical care, education, advocacy and research.
3. Build external relations with supporters, partners, and other professional organizations that have mutual or supportive mission statements.
4. Develop an international presence, to broaden the base of contacts, for the benefit of CMSC members, persons with MS and their families.



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5. Continue advocacy role to influence healthcare policy/delivery.
6. Disseminate information about MS care throughout the world.
7. Serve as a role model for professional organizations serving those with chronic illness or disability.
8. Strengthen the organizational structure and financial base.

Article II Purpose and Definitions

Section 1 General Purpose of the CMSC

The general purpose of the CMSC is to enhance collaboration of members for the improvement of care and the acquisition of knowledge, to increase resources, and to transmit information for the benefit of those affected by multiple sclerosis. The CMSC will accomplish this mission through programs of comprehensive care, education, research and advocacy.

Section 2 Definitions

1. Board of Governors – The Board of Governors is the highest governing body in the CMSC and is responsible for its overall direction.
2. Executive Committee – The Executive Committee provides leadership to the Board of Governors and regularly monitors and guides the overall activities of the CMSC.
3. Officers - The officers of the CMSC are the President, President Elect, Secretary and Treasurer. In the year when there is no President-elect the Immediate Past President is an officer.
4. Members at Large – Members at large are MS professionals elected to the Board of Governors.
5. Standing Committees – Standing committees meet the ongoing operational and governance needs of the CMSC as described in the Terms of Reference.
6. Standing Sub-committees – Standing sub-committees focus on one ongoing aspect of standing committees that require dedicated focus as described in the Terms of Reference.
7. Ad hoc committees – Ad hoc committees are appointed from time to time to study or advice on a particular issue as described in the Terms of Reference.



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8. Special Projects – The Special Projects are those that serve the specific objectives of the CMSC and may require contractual agreements to define ongoing activities.
9. Special Interest Groups – Special Interest Groups within the CMSC advance the interests of selected stakeholders working in the field of MS.

Article III Membership

Section 1 Definitions of Membership

Membership in the CMSC shall be conferred on entities or individuals that are engaged in and/or are interested in the field of multiple sclerosis.

Section 2 Membership classes

Membership in the CMSC shall consist of nine classes. There are four voting membership classes of the CMSC. These are Full Member Center, Associate Member Center, Individual, and Student. For Full and Associate membership classes, the membership is conferred upon the Center's director(s) who confers membership upon the center's staff. The names of all Center staff including but not limited to physicians, rehabilitation therapists, psychologists, social workers, nursing professionals, and administrators, shall be forwarded to the CMSC Administrative Office.

There are five non-voting membership classes of the CMSC. These are Partner, Supporter, Liaison, Affiliate, and Emeritus.

Section 3 Voting Membership

1. Full Member Center

Full Members Centers are MS Centers actively engaged in the comprehensive care of MS persons and who have demonstrated activity in clinical care, education and research related to MS. The evidence of comprehensive care must be clearly documented and include that Center's ability to evaluate and care for problems that are medical, psychological, social and rehabilitative as they are related to the person with MS. Furthermore, full members must have clear educational components present within the Center including programs intended for patients, for those who care for them, and for other professionals. Full Member Centers may have the capacity for research relative to the problems posed by multiple sclerosis.

Each Full Member Center should have resources to address the broad goals of the CMSC.



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2. Associate Member Center
Associate Member Centers are MS Centers whose mission may not include comprehensive care or which do not have either the capacity for comprehensive roles in patient care, education, advocacy and research but who wish to be associated with the CMSC and support its programs. Associate Member Centers will have demonstrated excellence within their selected areas of endeavor as related to MS patient care, education, advocacy or research.
3. Individual Membership
Individual membership includes professionals (for example: physicians, nurses, psychologists, physical therapists, occupational therapists, speech language pathologists, and social workers) who wish to associate with the CMSC and its programs. These members must be engaged in the care of persons with MS or their caregivers or have a special interest in MS care or research. Other health care personnel with career involvement with the field of multiple sclerosis including the trustees of various multiple sclerosis centers, may also be considered for individual membership.
4. Student
Student membership may be afforded to full-time students in medicine, nursing, psychology, physical therapy, occupational therapy, speech language pathology, social work, medical administration and other fields who have a special interest in MS.

Section 4 Non-voting membership

1. Partner
Partner membership may be afforded to not-for-profit organizations dedicated to improving the quality of lives of those affected by MS. While not directly involved in MS healthcare, they influence access to and the provision of necessary programs and services related to clinical care and research in MS or in some other way support and encourage interest in issues related to multiple sclerosis.
2. Supporter
Supporter membership may be afforded to those organizations, corporations, businesses, institutions, or similar entities which may or may not be directly involved in patient care, education, and research related to MS and who contribute to such care through their products, services and/or activities. Supporter members contribute financially to the mission of the CMSC.
3. Liaison
Liaison membership may be afforded to those organizations, corporations, businesses, institutions, or similar entities which may or may not be directly



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involved in patient care, education, advocacy and research related to MS and who wish to collaborate with the CMSC toward the achievement of common goals.

4. Affiliate

Affiliate membership may be afforded to those organizations who may or may not be involved in MS care, education, advocacy or research and who wish to collaborate with the CMSC toward the achievement of common goals.

5. Emeritus

Emeritus membership may be afforded to individuals who are professionals who have made a significant contribution to the care of persons with MS, but who are no longer active in their chosen field.

Section 5 Voting of General Membership

Full or Associate Member Centers shall have six votes that the Center may either vote as a block or distribute among the members. Individual and Student members shall have one vote. In case of controversy, eligibility to vote is determined by the Chair of the Membership Committee.

Section 6 Resignation and Termination of Membership

A member may resign at any time. On resignation or termination of membership the member must return to the CEO all properties of the CMSC.

Article IV Duties of Board of Governors, Executive Committee, Standing Committees, Standing Sub-committees, Ad hoc Committees, Special Projects, and Special Interest Groups

Section 1 Board of Governors

1. The Board of Governors shall set policy, provide direction, and exercise general executive supervision over the affairs of the CMSC. It shall initiate such rules and procedures as it may deem expedient regarding the government of the CMSC, its objectives, and property. The Board of Governors has the fiduciary responsibility for the CMSC.
2. The voting members of the Board of Governors of the CMSC are the officers, chairpersons of standing committees, and members-at-large.
3. The Board of Governors shall have power to establish rules for the proper conduct of the affairs of the CMSC consistent with the CMSC



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Bylaws, the laws of the State of Incorporation, federal laws, and with Robert's Rules of Order.

4. The Board of Governors establishes and approves the Terms of Reference of Standing Committees, Standing Sub-committees, Ad hoc Committees, Special Projects, Special Interest Groups, and other entities of the CMSC.
5. Members in good standing from the Full and Associate Member Centers, and Individual membership categories are eligible for positions on the Board of Governors unless otherwise stated in these by-laws.
6. Representatives from the Board of Governors shall serve as the Committee on Grievances.
7. Members of the Board of Governors shall not receive salaries or compensation for Board of Governors activities. Members of the Board of Governors shall be reimbursed for approved expenses incurred while engaging in activities on behalf of the CMSC.

Section 2 Executive Committee

1. The Executive Committee shall implement the policies and directions of the Board of Governors and conduct the business of the CMSC between meetings of the Board of Governors.
2. The President, President-elect, Secretary, Treasurer, and the senior Member at Large of the CMSC serve on the Executive Committee. In the year when there is no President-elect, the Immediate Past President is a member of the Executive Committee.
3. The Executive Committee may transact business or take action without a meeting of the Executive Committee when authorized by consent of all its members.
4. Each member of the Executive Committee has voting privileges to transact the business of the Executive Committee.
5. The Executive Committee approves membership applications.
6. The Executive Committee reports to the Board of Governors twice per year and more frequently as needed.



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Section 3

Standing Committees

Standing committees meet the operational and governance needs of the CMSC.

1. Standing Committees of the CMSC are: Abstract Review, Advocacy, Bylaws, Clinical Care, Consensus Conference, Continuing Professional Education, Finance, Grievances, Membership, MS Certified Specialist Examination, MS Exchange Newsletter, Nominations and Elections, Research, Scholarship and Website.
2. Each of these Committees shall have a Chairperson.
3. The President in consultation with the Executive Committee appoints Standing committee and Sub-committee chairpersons.
4. The President based on the recommendations of the Chairperson establishes committee membership.
5. Standing Committees shall meet as needed to fulfill their responsibility as outlined in the Terms of Reference.
6. Standing Committees report to the Board of Governors on their activities and the activities of their sub-committees twice per year and more frequently as needed.

Section 4

Standing Sub-committee

Standing sub-committee meets the operational needs of a standing committee the CMSC related to a focused area.

1. Standing Sub-committee of the CMSC is:
 - a. Cooperative Studies Research Interest Groups (RIGs) [subcommittee of the Research standing committee]. There are five RIGs: rehabilitation, symptom management, psychosocial, epidemiology, and therapeutics.
2. Each Standing Sub-committee has a Chairperson and Vice Chairperson.
3. The President based on the recommendations of the Chairperson appoints a Vice-Chair and establishes Standing Sub-committee membership.
4. Standing Sub-committees meet as needed to fulfill their responsibility as outlined in the Terms of Reference.
5. Each Standing Sub-committee reports to its Standing Committee twice per year and more frequently as needed.



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- Section 5 Ad hoc committees
Ad hoc committees address a time-limited specific issue of the CMSC related to a focused area.
1. Each Ad hoc committee has a Chairperson.
 2. The President based on the recommendations of the Chairperson establishes the membership of the Ad hoc committee.
 3. Ad hoc committees advise on or study a specific issue as outlined in the Terms of Reference.
 4. Ad hoc committees report to the Board of Governors in a timely manner.
 5. When the work of an Ad hoc committee is complete, the Ad hoc committee is disbanded.
- Section 6 Special Projects
A Special Project is a continuing activity or project that requires a contractual agreement to ensure the fulfillment of ongoing responsibilities.
1. The establishment of a Special Project is voted upon and approved by the Board of Governors.
 2. Director(s) shall be appointed by the President to lead the Special Project and have a contract with the CMSC.
 3. The President based on the recommendations of the Director(s) establishes project team membership.
 4. Special Projects shall meet as needed to fulfill their responsibility to the CMSC as outlined in the Terms of Reference and contractual agreements.
 5. Special projects report to the Board of Governors twice per year and more frequently as needed.
- Section 7 Special Interest Groups
A Special Interest Group provides a forum where individuals with similar interests and career involvement in MS to dialogue and exchange knowledge to enhance dissemination and advance practice in the area of interest.
1. Each Special Interest Group will have an organizational structure with a leadership structure.



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2. Special Interest Groups report to the Board of Governors twice per year and more frequently as needed.

Article V Officers and Members-at-Large

Section 1 Office of the President

Term: Two-year term. With this office there is progression through successive offices: President Elect, then President, then Immediate Past President. The President is not eligible for re-election to the office of President-elect.

Responsibilities:

1. Has the primary responsibility of presiding over the affairs of the CMSC, and insuring its proper operation according to the Charter, Mission, Bylaws, and other governing documents.
2. Calls regular and special meetings of the Executive Committee and Board of Governors.
3. Sets the agenda and presides as Chair of the Executive Committee and Board of Governors meetings.
4. Serves as a voting member of the Executive Committee and the Board of Governors, to be exercised when there is a tie.

Section 2 Office of the President-Elect

Term: One year. With this office there is progression through successive offices: President elect, then President, then Immediate Past President. The President-Elect is not eligible for re-election to the office of President-elect upon assuming the office of the President.

Responsibilities:

1. Serves as chair of meetings in the absence of the President.
2. Performs specific duties assigned by the President, to assist in carrying out the mission of the CMSC.
3. Assumes all the powers, duties, responsibilities, and privileges of the President, when acting in his/her place.
4. Serves as a voting member of the Executive Committee and the Board of Governors.

Section 3 Office of the Treasurer

Term: Two-year term. The term will normally begin in the year the Secretary is not (re)elected. The Treasurer is eligible for re-election for one further term.

Responsibilities:



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1. Assumes the overall responsibility for the finances and the accuracy of financial reporting of the CMSC.
2. Monitors CMSC revenues, expenditures, and financial reports on a quarterly basis.
3. Provides the Executive Committee with an annual financial report, and an annual report of all transactions.
4. Assumes responsibility for the preparation of an annual budget and presents it to the Board of Governors for approval.
5. Serves as a voting member of the Executive Committee and the Board of Governors.
6. Serve as Chair of the Finance Committee.

Section 4

Office of the Secretary

Term: Two-year term. The term will normally begin in the year the treasurer is not (re)elected. The secretary is eligible for re-election for one further term.

Responsibilities:

1. Prepares or oversees and certifies the accuracy of minutes of Board of Governors meetings, Executive Committee meetings, and others as directed by the President.
2. Chairs the Membership Committee.
3. Serves as a voting member of the Executive Committee of the Board of Governors.

Section 5

Office of the Immediate Past President

Term: One year. With this office there has been progression through successive offices: President Elect, then President, then Immediate Past President. The Immediate Past President is not eligible for re-election to the office of President-elect.

Responsibilities:

1. Performs specific duties assigned by the President, to assist in carrying out the mission of the CMSC.
2. Chairs the Nominations and Elections Committee for 2 years.
3. Serves as a voting member of the Executive Committee and the Board of Governors in the year when there is no President-elect.

Section 6

Members-at-Large (MAL)

Term: Three years staggered among the MAL. There is a maximum of three MALs who must be of multi-disciplinary representation and are not eligible for re-election to this office. Executive Committee members and those in the membership categories of Partner, Supporters, Liaison, Affiliate, and Emeritus shall be ineligible for the MAL position.

Responsibilities:



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1. Attend Board of Governors meetings.
2. Vote on matters of business as members of the Board of Governors.
3. Reflect the interests of the general membership of the CMSC.
4. Perform special roles as designated by the President.
5. The MAL who is in the third year of their term (the senior MAL) shall serve on the Executive Committee.

Article VI Nominations, Elections and Appointments

- Section 1 **Officers and Members at Large**
Nominations for each vacant officer and member at large position adhere to the 'Procedures for Nomination'. The election of officers and members at large position adhere to the 'Procedures for Election'.
- Section 2 **Standing Committee and Sub-committee Chairpersons**
The President in consultation with the Executive Committee appoints Standing committee and Sub-committee chairpersons.
- Section 3 **Ad hoc committee Chairpersons**
The President in consultation with the Executive Committee and Board of Governors appoints Ad hoc committee chairpersons. Each appointee shall hold the position until the Ad hoc committee is disbanded.
- Section 4 **Special Projects Directors**
The President in consultation with the Executive Committee appoints the Director of the Special Projects. The term of each appointee shall be specified by contract.
- Section 5 **Commencement of Duties**
Officers, Members-at-Large, and Standing Committee and Sub-committee Chairpersons unless otherwise provided for in the Bylaws begin their respective duties at the close of the meeting at which they were elected. The duties of Ad hoc committees begin when the terms of reference is approved.
- Section 6 **Vacancies**
In the event of incapacitation, resignation or removal of:
- a. the President - the President-elect shall assume of the office of the President. In the year there is no president-elect the Past President will assume the office of President.
 - b. the President-elect - an election for this office will occur as soon as possible
 - c. the Past President - the office will remain unfilled



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- d. the treasurer, secretary, or a member at large - the President, in consultation with the Executive Committee, may appoint a successor. Each appointee shall hold the appointed office to the end of that term.

In the event of incapacitation, resignation or removal of a standing committee or sub-committee chairperson, or special project director, the President, in consultation with the Executive Committee, may appoint or contract a successor. Each appointee shall hold the position to the end of the predecessor's term.

Article VII Monies

Section 1 Operating Monies

Operating monies are used for the ongoing operations of the CMSC. The operating monies shall be received by and held in the custody of the CEO, who shall have the authority for withdrawals for all normal routine operational functions of the CMSC with review by the Treasurer. Non-routine expenditures shall be authorized by a majority approval of the Executive Committee.

Section 2 Reserve Funds

Reserve funds of the CMSC are monies separated from operating monies. Reserve funds shall be deposited into separate accounts and invested under the direction of the Executive Committee. Withdrawal from the reserve fund for special needs or projects requires a 2/3 majority approval of the Board of Governors.

Section 3 Signatories

Signatories of the CMSC are the CEO, President, and Treasurer.

Section 4 Annual dues

The Board of Governors shall establish the annual dues for the membership classes.

Section 5 Audits

The CEO and Treasurer shall arrange for an audit of the CMSC records at the close of each fiscal year.

Section 6 Fiscal Year

The fiscal year of the CMSC shall be January 1 to December 31.

Section 7 Sources of Funds

The funds of the CMSC shall be provided by:
(a) annual dues paid by members,



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- (b) any other income derived from CMSC activities, and
- (c) donors who believe in and wish to further the objectives and activities of the CMSC.

Section 8 Annual Budget
The annual budget of the CMSC shall be approved by the CMSC Board of Governors.

Article VIII Meetings

Section 1 Rules of Order
Meetings of the CMSC, including meetings of the Executive Committee, Board of Governors, and all other actions based upon formal meetings of the organization, including modifications of articles and bylaws, will operate according to Robert's Rules of Order. Exceptions to this modus operandi, based upon articles or bylaws, are valid only if accompanied by the statement "This operation is an exception to Robert's Rules of Order."

Section 2 Notice of annual meetings of the general membership
Notice of annual meetings shall not be less than 2 months prior to the scheduled meeting.

Section 3 Executive Committee and Board of Governors meetings
The Executive Committee and Board of Governors shall meet during each annual meeting or more often if necessary. Regular meetings of these groups shall be called by the President at least yearly. Special meetings of these groups may be called by the President, the Executive Committee or with written request of five members of the Board of Governors addressed to the President with no less than 15 days' notice.

Section 4 Quorum

1. One percent of the voting membership of the CMSC shall constitute a quorum for the transaction of business at annual meetings, unless otherwise stated in these Bylaws.
2. A majority of members of the Board of Governors shall constitute a quorum for the transaction of business, unless otherwise stated in these Bylaws.
3. A majority of members of the Executive Committee shall constitute a quorum for the transaction of business.

Article IX Order Of Business

At the Annual Meeting, the order of business will be as follows:

1. Reading of minutes of preceding meeting.
2. Reports of Officers.



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3. Reports of Standing Committees.
4. Reports of Ad hoc Committees.
5. Reports of Special Projects.
6. Reports of Special Interest Groups.
7. Unfinished Business.
8. New business.
9. Elections.

Article X Disciplinary Action

The Board of Governors shall have the duty to consider disciplinary action for any professional misconduct determined to have occurred (not alleged) on the part of any member of the CMSC for which similar disciplinary action has been taken by a State or County Agency, Board of Professional Medical Responsibility, or like body. Such disciplinary action shall be in the form of censure, suspensions or expulsion from the CMSC. If the member is an officer of the CMSC, that member shall be removed from office if censured, suspended or expelled by a Board of Ethical Review for the conviction of a criminal felony or serious civil crime. The word “censure” means that the individual shall be advised, in writing, that his or her professional conduct is not consistent with the objectives of the CMSC and that it should be changed; the word “suspended” means that the individual shall be advised, in writing, that his or her privileges as a member of the CMSC have been suspended until the professional misconduct has been corrected to the satisfaction of the statutory agencies, medical institutions, or to professional bodies supervising professional conduct; “expulsion” means that the member shall be advised that membership in the CMSC is terminated.

Article XI Indemnification

The members of the Board of Governors and the CEO of the CMSC whether or not then in office, shall be indemnified by the CMSC against all costs and expenses reasonably incurred by or imposed upon them in connection with or arising out of any action, suit or proceedings in which they may be involved by reason of their being or having been members of the Board of Governors and the CEO of the CMSC according to limits set by charter. Such expenses will include the cost of reasonable settlements (other than amounts paid to the CMSC itself) made with a view to curtailment of costs of litigation. The CMSC shall not, however, indemnify members of the Board of Governors and the CEO of the CMSC with respect to matters as to which they shall be finally adjudged in any such action, suit or proceedings to have been derelict in the performance of their duties as said members of the Board of Governors and the CEO of the CMSC, nor in respect of any matter on which settlement or compromise is affected, if the total expenses, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such members of the Board of Governors and the CEO of the CMSC in conducting such litigation to final conclusion. The foregoing right of indemnification shall not be exclusive



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of any other to which any members of the Board of Governors and the CEO may now or in the future as a matter of law be entitled to.

Article XII Amendments

Amendments to the Bylaws may be proposed by voting members of the CMSC. They must be submitted in writing to the President. Following review and approval by the Board of Governors they will be sent to voting members to be voted upon. Approval shall require a three-fourths majority of votes cast. The results of the vote will be presented at the next Annual Meeting. The Bylaws as amended and approved will go into effect at that time.