



THE CONSORTIUM OF
MULTIPLE SCLEROSIS CENTERS

Bylaws

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Article 1 Objectives

Section 1 Stimulate Growth

The CMSC will stimulate the growth and development of patient care, education, advocacy, and research related to multiple sclerosis by:

- (1) Linking Consortium of Multiple Sclerosis Centers (CMSC) membership closely by including them in activities of the CMSC.
- (2) Conducting an Annual Educational Meeting at which clinical, experimental, social and economic observations can be presented regarding multiple sclerosis.
- (3) Defining the scope of multiple sclerosis (MS) practice and encouraging its recognition among the health care professions and medical institutions.
- (4) Fostering high levels of professional competence in bio-ethical and social value in issues surrounding persons with MS.

Section 2 Specific Objectives

The specific objectives of the CMSC are:

- (1) Encourage all MS related professionals to participate in scientific and educational activities of the CMSC.
- (2) Encourage the interchange of ideas among all those concerned with clinical, research, advocacy, and educational matters involving multiple sclerosis.
- (3) Promote personal and scientific contacts between MS experts and members of academic fields related to medicine and health care.
- (4) Encourage interest among health care providers in careers devoted to the betterment of persons with MS and involving them in the development of solutions to the many problems associated with MS.

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) Officers - The officers shall be the President, Immediate Past President, President Elect, Secretary and Treasurer.
- (2) Executive Committee – The officials of the CMSC. The President, Secretary, Treasurer, and senior Member at Large of the CMSC serve on the Executive Committee. From year to year the offices of Immediate Past President and President Elect shall alternate membership on the Executive Committee.
- (3) Standing Committees – The standing committees of the CMSC are development, program, bylaws, membership, and nominations.
- (4) Sections – The sections of the CMSC are Clinical Care, Education, Research, and Advocacy.
- (5) Members at Large – Members at large are MS professionals elected to the Board of Governors.
- (6) Standing projects – The standing projects of the CMSC are listed in Appendix A.
- (7) Board of Governors – The voting members of the Board of Governors of the CMSC are the officers, chairpersons of standing committees and sections, and members-at-large. Non-voting members of the Board of Governors are each of the directors of the standing projects and a representative from each special interest group.

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, Associate, 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, nurses, and administrators, shall be forwarded to the CMSC Administrative Office.

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

Section 3 Voting Membership

(1) Full membership

Full members 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. Comprehensive Centers must also have the capacity for research relative to the problems posed by multiple sclerosis.

Each Full member must have resources adequate to approach the broad goals of the CMSC.

(2) Associate Membership

Associate members are MS Centers whose mission is not devoted to comprehensive care or who do not have either the capacity or desire for comprehensive roles in patient care, education, and research but who wish to associate with the CMSC and support its programs. Associate members will have demonstrated excellence within their areas of endeavor, be they related to patient care, education, research, or health services.

(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 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) Sponsor

Sponsor membership may be afforded to those organizations, corporations, businesses, institutions, or similar entities who 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. Sponsor members contribute financially to the mission of the CMSC.

(4) Liaison

Liaison membership may be afforded to those organizations, corporations, businesses, institutions, or similar entities who may or may not be directly involved in patient care, education, and research related to MS and who wish to collaborate with the CMSC toward the achievement of common goals.

(5) Affiliate

Affiliate membership may be afforded to those organizations who may or may not be involved in MS care, education, 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

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 Executive Director all properties of the CMSC.

Article IV Duties of Board of Governors, Executive Committee, Standing Committees, Sections, Standing 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 Board of Governors shall have power to establish rules for the proper conduct of the affairs of the CMSC consistent with the CMSC Bylaws, the laws of the State of Incorporation, Federal Laws, and with Sturgis' Rules.
- (3) The Board of Governors shall have the power to approve applications for each membership category.
- (4) The Board of Governors shall have power to establish and approve the terms of reference of standing committees, sections, standing projects, special interest groups, and other entities of the CMSC.
- (5) Members in good standing from the Full, Associate, 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 Executive Committee may transact business or take action without a meeting of the Executive Committee when authorized by consent of all its members.

- (3) Each member of the Executive Committee has voting privileges to transact the business of the Executive Committee.

Section 3 Standing Committees

A standing committee shall meet the operational needs of the CMSC.

- (1) Standing committees of the CMSC shall consist of those on Bylaws, Development, Membership, Program, and Nominations.
- (2) Each of these committees shall have a Chairperson.
- (3) The President based on the recommendations of the Chairperson establishes committee membership.
- (4) Standing committees shall meet as needed to fulfill their responsibility to the CMSC as outlined in the terms of reference.

Section 4 Sections

Sections embody the culture and activities of the CMSC.

- (1) Sections of the CMSC shall consist of Education, Clinical Care, Research, and Advocacy.
- (2) Each Section shall have a Chairperson and Vice Chairperson.
- (3) The President based on the recommendations of the Chairperson appoints a Vice-chair and establishes section membership.
- (4) Sections shall meet as needed to fulfill their responsibility to the CMSC as outlined in the terms of reference.

Section 5 Standing Projects

A standing project is a project that is established to achieve the mission and goals of the CMSC. A standing project is a continuing group with ongoing responsibilities. See Appendix A for a list of standing projects.

- (1) The standing projects of the CMSC are the International Journal of MS Care (IJMSC), MS Exchange newsletter, North American Research Committee of MS (NARCOMS), CMSC Website management, and eMS Health.
- (1) The establishment of a standing project is voted upon and approved by the Board of Governors.
- (2) Each Standing Project shall have a Director.

- (3) Each Director shall have a contract with the CMSC.
- (4) The President based on the recommendations of the Director establishes project membership.
- (5) Standing Projects shall meet as needed to fulfill their responsibility to the CMSC as outlined in the terms of reference.

Section 6 **Special Interest Groups**

A special interest group provides a forum where individuals with similar career involvement in multiple sclerosis can exchange ideas. See Appendix A for a list of special interest groups.

- (1) Each special interest group will have an organizational structure with an elected leader.
- (2) Special interest groups will communicate at least annually with the Board of Governors of the CMSC.

Article V Officers and Members-at-Large

Section 1 **Office of the President**

Term: Two year. 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. Has 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:

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.

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 Committee for 2 years.
3. Serves as a voting member of the Executive Committee and the Board of Governors.

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, Sponsors, Liaison, Affiliate, and Emeritus shall be ineligible for the MAL position.

Responsibilities:

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

Nomination and elections of the officers and members at large of the CMSC shall be as follows:

Nominations for each vacant officer and member at large position shall be made by a nominating committee and forwarded to the Executive Committee for approval. Members wishing to provide additional nominations may do so by forwarding the nomination to the Nominations Committee. After approval of the nomination by the Executive Committee, a mail ballot will be forwarded to voting members. Election will be by a simple majority of votes cast.

Section 2 Standing Committee and Section Chairpersons

The President in consultation with the Executive Committee appoints standing committee and section Chairpersons. Each appointee shall hold office for a term of two years and may be reappointed.

Section 3 Standing Project Directors

The president in consultation with the Executive Committee appoints the Director of the Standing Project. The term of each appointee shall be specified by contract.

Section 4 Commencement of Duties

Officers, members-at-large, and standing committee and section chairpersons unless otherwise provided for in the bylaws shall begin their respective duties at the close of the meeting at which they were elected.

- Section 5 Vacancies
In the event of incapacitation, resignation or removal of any officer, member at large, standing committee or section chairperson, or standing project director, the President, in consultation with the Executive Committee, may appoint a successor. Each appointee shall hold the appointed office until a successor has been formally elected, installed, and/or contracted at the next Annual meeting of the CMSC.

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 Executive Director, 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 executive director, president, and treasurer.
- Section 4 Annual dues
The Board of Governors shall establish the annual dues for the membership classes.
- Section 5 Audits
The Executive Director 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,
- (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 Sturgis' Rules of Order, 11th or latest edition. Exceptions to this modus operandi, based upon articles or bylaws, are valid only if accompanied by the statement "This operation is an exception to Sturgis' Rules."

Section 2 Notice of annual meetings

Notice of annual meetings shall be mailed to the membership not more than 8 months or 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.
- (3) Reports of Standing Committees.
- (4) Reports of Sections.
- (5) Reports of Standing 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 executive director 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 executive director 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 executive director 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 executive director 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 executive director of the CMSC in conducting such litigation to final conclusion. The foregoing right of indemnification shall not be exclusive of any other to which any members of the Board of Governors and the executive director 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.

Appendix A

List of CMSC Standing Projects

- International Journal of MS Care (IJMSC)
- MS Exchange newsletter
- North American Research Committee of MS (NARCOMS)
- CMSC Website management
- eMS Health
- MS Certification Specialist
- Consensus Conferences
- Scholarship Committee

List of Special Interest Groups

- International Organization of Multiple Sclerosis Rehabilitation Therapists (IOMSRT)
- Veteran Affairs (VA)