

## CMAA POLICIES AND PROCEDURES

### **ASSOCIATES INDIVIDUALS, COMPONENT ALLIANCES, SUBGROUPS,); *Bylaws: Art. III, Sec. 3.01-3.02***

#### **Definition:**

Associates are persons that are “members” of the CMA Alliance, through a component alliance or sub-group. (A component alliance or sub-group is defined as a county alliance or other grouping of associates.) Associate “members” are referred to as “members” even though the CMA Alliance only has members within the meaning of Section 5056 of the Law. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors.

Each “component alliance” and designated sub-group, per the “Policies and Procedures”, elect or appoint their representative to the Board of Directors, and officially notify the Chair of the Board of said appointment from among their CMA Alliance associates in good standing.

Officers and other directors are elected by the members of the Board of Directors. They are nominated or appointed to the Board through the recommendation of or in consultation with the Board Development Committee (BDC). Members of the BDC are elected from among the associates at the Annual Meeting of the Board.

### **CRITERIA FOR ASSOCIATE ELIGIBILITY TO SERVE AS A DIRECTOR AND CMA ALLIANCE DUES REQUIREMENT.**

1. Regular “Members”:
  - a. A member of a component alliance or subgroup.
  - b. The spouse/domestic partner, widow/widower, or divorced spouse/domestic partner of
    - A physician eligible for membership in the California Medical Association (CMA), or
    - A physician who was a member of any other state’s medical association or the American Medical Association (AMA) at the time of retirement or death.
2. “Members”-at-Large:
  - a. Criteria, same as above
  - b. Residing in a county where there is no county component alliance.
3. Physician “Members”:

A physician who is licensed to practice medicine in California.
4. Physician-in-Training/Medical Student and their spouse/domestic partner.
  - a. A physician-in-training, and/or the spouse/domestic partner, in an accredited residency/fellowship program in the state of California;
  - b. A medical student, and/ or the spouse/domestic partner of a student, who is enrolled in an accredited medical school in the State of California.
5. Life/Honorary “Members”:
  - a. A life member is a past president or past chair of the CMAA; this membership status is conferred at the completion of the term of office; or
  - b. An honorary member is an individual whom the Alliance has conferred this status as a particular tribute by recommendation of a Director and a two-thirds (2/3rds) affirmative vote of the Board of Directors.
6. Sustaining “Members”:

Sustaining “members” may be granted to a member of a ~~component~~-county alliance who has requested such status and is:

- a. A widow or widower of a physician, or
  - b. The spouse/domestic partner of a retired physician.
7. Family of Medicine “Members”:
- a. A member of the immediate family of a Physician or Physician-in-Training that meet the eligibility of subsection #1 through #6.
  - b. Eligibility to serve as a director takes a two-thirds (2/3rds) vote of the Board of Directors.
8. Friends of Medicine “Member”:
- a. An individual receiving this status must present compelling reasons for consideration: and
  - b. The status is conferred on an individual upon the recommendation of a Director and two-thirds(2/3rds) affirmative vote of the Board of Directors; and
  - c. Is reviewed by the Board annually.
  - d. Not eligible to serve as a director.

**DUES:**

A person shall be a “member” of the CMAA upon the submission and maintaining of the current membership form and abiding by the CMAA Bylaws.

Dues for all categories of “membership” shall be determined by the Alliance and shall remain in effect until changed by the Board. Dues changes shall become effective one (1) full fiscal year after their adoption. Dues changes that have been declared urgent will become effective at the close of the meeting.

**GOOD STANDING:**

“Members” who submitted and maintained current “membership form” and abide by these Bylaws are “members” in good standing.

**SECONDARY COMPONENT/SUBGROUP MEMBERSHIP:**

An associate may be a member of a second component alliance or subgroup. Criteria to be met for persons wishing to affiliate with a second group:

- a. Primary dues are paid to the component alliance or subgroup in which they live or work if possible. CMAA dues are paid with primary dues.
- b. Only local dues are owed for the secondary group or groups.
- c. Participation not automatic. Status is conferred on an individual upon the recommendation of a director of the second component alliance or subgroup and two-thirds (2/3<sup>rd</sup>) affirmative vote of their Board, and reviewed annually.

**BOARD OF DIRECTORS:**

**Definition:**

The Board of Directors (*Board*), subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations of the *Articles of Incorporation* or *Bylaws* regarding actions that require approval of the Board, is granted sole authority by the *Bylaws* to manage the activities and affairs of the CMAA and exercise, by or under its direction, all corporate powers. (*Bylaws: Article IV, Section 4.01*)

**Board of Directors Focus:**

The CMAA Board of Directors is a resource for Alliance members in the development and implementation of the CMAA Mission and its members conduct the business of the organization. (*Bylaws: Article IV, Section 4.02*)

**Composition:**

The CMAA Board is made up of the three officers, as listed in the *Bylaws: Article IV, Section 4.01*, other officers, elected by the Board, whose position is established by the Board (*Bylaws: Article 4.01*).  
Subgroups - Directors fall into three categories—

- 1) those that are elected by the Board to carry out specific responsibilities related to the activities and affairs of the CMAA (*Bylaws: Article III, Section 3.02*);;
- 2) Directors representing each of the active component alliances. (Directors from active component alliances are elected or appointed by their local alliance. The representative of record from a specific component alliance may delegate the responsibility to an alternate individual when unable to attend a specific meeting of the Board so that their alliance is represented at the meeting of the Board.)
- 3) Additionally, there may be Directors representing individual “members” ex.(“Members”-at-Large, Past Presidents, and individuals representing independent subgroups as established by the Board).
  - a. Directors in this category will be identified by their subgroup, or in their absence, the Board Development Committee ((BDC), and elected at the annual meeting of the corporation, or upon notifying Board Chair.

Directors may be elected to serve in more than one area of responsibility, to include directors representing component alliances.

#### Eligibility

Any person who is considered a “member” in good standing, with the exception of “members” who meet the criteria in #8 (Criteria for Associate “Member” Eligibility” – Friends of Medicine) are automatically eligible to be considered for election or appointment to the Board of Directors.

To be elected “Board Chair”, a person must have served a minimum of one (1) year on the Board in a position of responsibility relating directly to the activities and affairs of the CMAA.

#### Responsibilities: See *Bylaws, Article IV, Section 4.03*

The directors of the Board:

1. Establish direction and policies to guide the corporation’s program and fulfills its mission subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Laws and any other Applicable laws subject to any limitation of the *Articles of Incorporation or Bylaws*;
2. Manage the activities and affairs of the CMAA;
  - a. Approves the budget;
  - b. Review standing rules of finance, policies and procedures, strategic plan, and prioritization of organization’s goals;
  - c. Reviews recommendations for the Bylaws Committee prior to voting to accept, amend, or reject recommendations.
3. At the Annual Meeting of the Board, the Board receives the report from the Board Development Committee, elects the officers and directors, whose term begins upon election (*Bylaws: Article IV, Section 4.04b*); a mutually agreed upon transition occurs between the incoming and outgoing directors in various areas of responsibility, either prior or after said election.
4. Represent the corporation and advocate on behalf of its mission, programs, and policies;
5. Serve as fiduciaries, overseeing and insuring the financial well-being of the corporation to include developing and securing resources.
6. Hire and supervise any independent contractor working for the CMAA.
7. Participate in meetings, activities and development efforts as fixed by Board policy.
8. Annual Meeting of the Board:
  - the Board receives the report from the Board Development Committee, elects the officers and directors, whose term begins immediately following their election and installation; (*Bylaws: Article IV, Section 4.04b*);
  - receives yearend reports from various officers and committees;
  - adopt changes to the *Bylaws, Policies and Procedures, and Financial Policies*;
  - elects the members to the Board Development Committee; and
  - transacts business.

#### Designations:

1. Standing Committees defined in *Bylaws*: executive committee, audit, board development, and

2. Standing Committees established by Board: bylaws/governance, communications/marketing, finance, "membership" development (as it relates to that of component alliances and subgroups).
3. Special Committees established by Board: strategic planning
4. Chairs of standing (*Bylaws: Article IV, Sections 4.19, 4.20, 4.21*) and special committees (*Bylaws: Article IV, Section 4.22*), i.e., *Strategic Planning, etc.*, as determined by areas of focus by the Board.

"Members" are encouraged to attend the Annual Meeting of the Board. They may ask-participate in the discussion of the Board, but only Directors have the right to vote (*Bylaws: Article IV, Section 4.01*).

Meetings:

Regular meeting of the Board may be held without call or notice on such dates and at such times as may be fixed by the Board (*Bylaws: Article IV, Section 4.09*). Special meetings, which may be held whenever deemed necessary. They may be called by the Board Chair, Board Chair Elect, if any, any Vice Chair, if any, the Secretary, or any two directors. A special meeting and the Annual Meeting have notice requirements (*Bylaws: Article IV, Section 4.11*).

Quorum:

A majority of directors in office shall constitute a quorum of the Board for the transaction of business. Additional items relating to questions and provisions related to meetings of the Board of Directors refer to the *Bylaws: Article IV, Sections 4.12, 4.13, 4.14, 4.15, 4.16, and 4.17*.

Terms of Office : Immediately following the election and installation of officers and/or after the Annual Meeting.

**EXECUTIVE COMMITTEE:**

Definition:

The Board may by resolution and adopted by a majority of the number of directors then in office establish an executive committee consisting of the number of members determined by the Board. Its powers may be limited by the Board.

Executive Board Duties:

Unless otherwise restricted, the Executive Committee may exercise the powers of the Board in the management of the business and affairs of the corporation and may authorize the seal of the corporation to be affixed to all paper which may require it. It shall also have the power of general supervision, management, and control of the business of the corporation and over its several officers.

Composition:

The three primary officers, as defined in the *Bylaws*, should be appointed to the Executive Committee. Other members of the Board that are elected or appointed to positions, whose responsibilities of oversight and/or management are activities and that have been identified as areas of focus by the Board, should be given special attention for election in order to manage and move the organization forward most effectively. (*Bylaws: Article IV, Section 4.18*)

The number of directors and the election of directors are done by a majority vote of the Board. The rules of procedure may be determined by the Executive Committee unless otherwise provided by the Board. The Board shall have the power to change the members at any time. (*Bylaws: Art. IV, Sec. 4.18*).

Eligibility:

All members of the Board of Directors are eligible for appointment to the Executive Committee. (*Bylaws: Article IV, Section 4.18*)

**STANDING COMMITTEES:**

**AUDIT COMMITTEE:**

Composition:

The Audit Committee is a standing committee and is composed of no fewer than five disinterested “members”. Members of the Audit Committee shall not be members of any finance committee of the corporation.

Responsibilities:

1. The Audit Committee’s purpose is to provide assurance to the Board of Directors that the organization has the appropriate personnel, policies, systems and controls in place to safeguard entity assets;
2. Assure that accurate reports of the financial information of the CMAA are provided to internal and external parties;
3. Assess risks facing the organization; and
4. Report back findings to Board.

**BOARD DEVELOPMENT COMMITTEE (BDC):**

Composition:

The members of the Board Development Committee shall be elected at the Annual Meeting of the Board of Directors.

The Board Development Committee shall consist of five (5) members of whom no more than two may come from the same component alliances. Individual associate members not affiliated with a component alliance may also be elected to serve on the Board Development Committee. There is no limit to the number of independent members but they must live in different geographic areas.

The Immediate Past Board Chair, one (1) member from the currently elected Board, and three (3) “members” shall make up the committee.

Responsibilities:

The Board Development Committee shall:

1. Identify, recruit and nominate eligible the officers and directors whose terms expire at the next annual meeting and perform other functions as from time to time may be assigned by the Board.
2. Members of the Board Development Committee shall assume office on the same date as the elected officers and serve for two years.
3. No member of this committee, with the exception of the Immediate Past Chair shall have served on one of the three (3) previous Board Development Committees.
4. The slate of nominees for all positions must be included in the “Notice of the Annual Meeting of the Board”.
5. The chair of the committee cannot be considered for nomination to the position of Chair of the Board, or Chair-Elect, if any.

Election Process of Members of the Committee:

1. During the Annual Meeting of the Board of Directors, members of the Board shall nominate eligible members for election to the Board Development Committee:
  - a. At least two (2) from the current Board. Members of the Board who representative of their component alliance may stand for election to the Board Development Committee in the group representing individual members or component alliances.
  - b. At least four (4) associated with the CMAA, either individually or through their component alliances; they may either be members of the Board who serve as representatives of their component alliances, or be “members”, as described in *Bylaws, Article II, Section 2.02*.
2. Voting shall be by ballot, and a plurality shall elect;
3. In each of the two groups represented on the Board Development Committee:
  - a. The nominee in the Board group shall be declared elected; alternates shall be ranked by votes received, from highest to lowest, with the first alternate being the person having received the second highest number of votes.
  - b. In the group representing individuals or component alliances, the three (3)

nominees receiving the highest number of votes shall be declared elected.  
Alternates shall be ranked by votes received, from highest to lowest, with the first alternate being the person having received the fourth highest number of votes.

4. The Secretary shall record in the minutes the results of the elections. The actual vote tally shall be kept with the CMAA records, but not included in the minutes.
5. No one may serve more than three (3) consecutive terms without rotating off the committee for a minimum of one full year.

Meetings:

1. The five (5) members of the Board Development Committee shall make every effort to participate in all of the meetings of the committee.
2. The Board Development Committee shall start meeting immediately after the Annual Meeting of the Board.
3. The committee's work is on-going throughout their two-year term.

**GRANT/SCHOLARSHIP COMMITTEE:**

Composition:

The committee shall be composed of the Grant/Scholarship Director, one (1) or more additional directors, and a minimum of three (3) "members", as defined under "Associates" at the beginning of this document. The committee shall be appointed by the Board Chair with the approval of the Board. No more than two committee members may come from one component alliance. The "members" of the committee may come from component alliance or be individuals associated with the CMAA. There is no limit to the number of independent members but they must live in different geographic areas.

Responsibilities:

The committee shall:

1. Shall set criteria, accept applications, and through a selection process award grants in the areas of:
  - a. component or statewide health projects,
  - b. leadership development for individuals, and
  - c. leadership development programs or conferences at the component and statewide levels;
2. Report to the Board on awarded grants;
3. Development of policies relating to the acceptance of donations and grants to the CMAA;
4. Develop policies related to contributions/grants from businesses as a result of the hours spent by an employee working for a component alliance or the CMAA, to include the process by which the monies may be returned for use by said component alliance;
5. Make recommendations on funding needs, to include potential funding sources; and
6. Development of funding sources for the grants and scholarships.

**OTHER COMMITTEES and POSITIONS OF RESPONSIBILITY** *(Not Standing Committee/as needed at discretion of BOD)*

Directors with Specific CMAA Responsibilities: Bylaws/Governance, Communication, Events, Finance, Health Promotions, Legislative Director, Membership, Strategic Planning, etc. All appointments must be confirmed by the Board.

Responsibilities:

1. Chair their respective committees;
2. Work with the Board Chair and Board recruit needed committee members;
3. Coordinate the activities of the respective committee.

**BYLAWS/GOVERNANCE:** *(Not Standing Committee/as needed at discretion of BOD)*

Composition:

The Bylaws Committee shall be composed of the Bylaws (Governance) Director and a minimum of two (2) other members, in consultation with the Board Chair.

Responsibilities:

The committee shall:

1. Serve as a fact-finding and advisory committee on matters pertaining to the *Bylaws* and proposed amendments as it deems necessary;
2. Correlate and edit proposed amendment and/or resolutions pertaining to the bylaws which are received from other committees and forward them to the Board of Directors;
3. Review annually the *Bylaws* and *Policies and Procedures*;
4. Review all proposed bylaw amendments or revisions of component (county and district) alliances;
5. Keep on file current bylaws of all component (county and district) alliances;
6. Review the *Policies and Procedures*, in depth, five years from the date of adoption, amend or review for relevance and viability, and present recommendation for retention, rescission, or amendment of the reviewed policies to Board; and
7. Develop personnel policies and see that the organization meets the legal requirements for paid personnel or independent contractors.

**COMMUNICATIONS COMMITTEE:** *(Not Standing Committee/as needed at discretion of BOD)*

Composition:

The committee shall consist of the Communications Director as chair, the newsletter editor, the web master, and a minimum of two (2) committee members, in consultation with the Chair.

Responsibilities:

The committee shall:

1. Under the direction of the Board, develop a coordinated marketing plan for the CMAA;
2. Promote and develop the external/internal image of the CMAA;
3. Serve as liaison between the CMAA “members” and the community;
4. Proof, edit, and approve all external publications prior to publication; and
5. Establish and review, as needed, the standardization of publications.

**EVENTS COMMITTEE:** *(Not Standing Committee/as needed at discretion of BOD)*

Composition:

The committee shall consist of the Events Director, and a minimum of two (2) - committee members, in consultation with the Chair.

Responsibilities:

The committee shall:

1. Be responsible for arrangements, program, and enrichment and implementation aspects of face-to-face Board meetings or Annual Session, leadership conferences, or other related meetings.
2. Get input from Board on content of program and keep Board updated on progress;
3. Develop, or cause to be developed, marketing materials for the meetings;
4. Insure that the meeting is publicized in a variety of communications to potential attendees; and
5. Refer to the *Financial Policies* to insure that the financial planning and any contracts are in compliance with said policies.

**FINANCE COMMITTEE:** *(Not Standing Committee/as needed at discretion of BOD)*

Composition:

The committee shall be composed of the Treasurer/Chief Financial Officer, the Financial Manager, and a minimum of two (2)-members, in consultation with the Board Chair.

Responsibilities:

The committee shall:

1. Review the performance of the portfolio and monitor the investment to insure that they are consistent with the mission of the organization and consistent with the direction provided by the Board;
2. Review and amend the “Investment Policies” as needed;
3. Develop appropriate financial policies, systems, and controls to safeguard the assets of the organization; and

4. Through regular monitoring, see that the financial information is reported accurately and in a timely manner to both the internal and external parties.

**HEALTH PROMOTIONS COMMITTEE:** *(Not Standing Committee/as needed at discretion of BOD)*

Composition:

The committee shall be chaired by the Director of Health Promotions and a minimum of two (2) in consultation with the Board Chair.

Responsibilities:

The committee shall:

1. Stimulate and assist in the development of projects to meet community health needs;
2. Assist in the promotion of CMAA, AMAA, CMA (CMA Foundation), and AMA proposed health related promotions or projects by the publication of monthly updates and/or information in CMAA publications;
3. Select specific health projects of interest and appoint consultants whose areas of interest or expertise enables them to serve as contacts; these Consultants shall serve as *ad hoc* members the Health Promotions Committee;
4. Acquire Board approval prior to moving forward in specific health promotion areas; and
5. Communicate with county health chairs on a regular basis, sharing previously developed projects and soliciting input, ideas, and requests.

**LEGISLATIVE DIRECTOR/COMMITTEE:** *(Not Standing Committee/As Needed At Discretion of Bd.)*

Composition:

May be a committee or an individual director appointed by the Board Chair, confirmed by Board.

Responsibilities:

The individual or committee shall:

1. Recruit individuals (either directors or “members”) to represent the CMAA on the CMA Council on Legislation;
2. Identify legislative initiatives of mutual interest to the CMAA and the CMA, the AMAA, and the AMA; and
3. Educate members in legislative efforts in the areas that are consistent with fulfilling the mission of the CMAA in timely member publications and social media postings.

**MEMBERSHIP COMMITTEE:** *(Not Standing Committee/as needed at discretion of BOD)*

Composition:

The committee shall be chaired by the Director of Membership Development and a minimum of two (2) in consultation with the Board Chair.

Responsibilities:

The committee shall:

1. Promote membership through consultation with membership directors in the AMAA and the CMA;
2. Encourage the organization of component alliances (county, district, other);
3. Identify physicians-in-training and their spouses, and promote recruitment programs with local medical schools and training programs in hospitals;
4. Develop and implement techniques with the aid of the AMAA and CMA to recruit and retain members; and
5. Work closely with the CMAA dedicated person to collect and maintain current membership data.

**STRATEGIC PLANNING:** *(Not Standing Committee/as needed at discretion of BOD)*

Definition:

Strategic Planning is an organizational management activity that is undertaken in order to make thoughtful decisions about an organization’s mission, values and goals. This enables the organization to allocate its resources to most effectively execute actions to meet its organizational goals.

Composition:



The composition of this committee needs to include both Directors and “members” from the component alliances. The Board Chair should be a member, but not the chair. The Board Chair and Board should collectively select the committee. To function most effectively, the input of an independent consultant with expertise in the area of strategic planning would be an important asset to the committee. The number of members and exact composition of the committee shall be decided by the Board.

Responsibilities:

The committee shall:

1. Assess the need for an outside consultant; if one is needed, research potential candidates to insure a good fit;
2. Committee members need to become well versed in the Strategic Planning process;
3. Initiate the process of acquiring input from a broad sampling of the organization’s internal and external publics;
4. Keep the stakeholders in the loop and get their input as the committee moves through the process—strengths, weaknesses, opportunities, threats, societal expectations, etc.
5. Present plan for adoption.

**OFFICERS:**

**CMAA BOARD CHAIR: Required (Bylaws: Article V, Section 5.06)**

Slated by: Board Development Committee—term of two (2) years, including the current year. The Board Chair must be a member of the AMAA and have a spouse or be a widow/widower of a spouse who is/was at the time of death a member or eligible to be a member of both the CMA and AMA (predicated by the *CMA and AMA Bylaws*).

Responsibilities:

The Board Chair shall:

1. Be the presiding officer of the Board of Directors and the Executive Committee;
2. Be an *ex officio* member, with the right to vote, of all committees except the Board Development Committee;
3. Select, subject to the approval of the Board of Directors, appointees as needed;
4. Appoint members to attend the Annual Session of the AMAA;
5. Perform such other duties as are defined in the *Bylaws and Policies and Procedures*;
6. See that an annual report is completed and filed (*Bylaws: Article VI, Section 6.06*);
7. Present, or designate a Board member to present, the CMAA Annual Report to the CMA House of Delegates at their Annual Meeting;
8. Maintain the Annual Book, which will serve as the record of the CMAA for that year. This record may be preserved using an electronic medium; and
9. Engage a Registered or Certified Parliamentarian at any meeting the Chair deems necessary.

**BOARD CHAIR-ELECT: Optional (Bylaws: Article V, Section 5.07)**

Slated by: the Board Development Committee, if established by Board—term one (1) year prior to his/her nomination to the office of Board Chair.

Responsibilities:

1. Shall perform duties as requested by the Board Chair or shall be fixed by the Board.
2. In the absence or disability of the Board Chair, shall perform all the duties of the Board Chair and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the Board Chair.

**VICE CHAIRS: Optional (Bylaws: Article V, Section 5.08)**

Slated by: Board Development Committee, if position established by Board—term 2 years.

Responsibilities:

1. In the absence or disability of the Board Chair and Board Chair-Elect, if any, the Vice Chairs, if any, be appointed in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the Board Chairs, per *Bylaws*.
2. Shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

**SECRETARY: Required (Bylaws, Article V, Section 5.09)**

Slated by: Board Development Committee for a term of two years.

Responsibilities:

The Secretary shall:

1. Be a member of the Board of Directors and the Executive Committee;
2. Shall keep, or cause to be kept, the minutes of each meeting of the Board of Directors and Executive Committee meeting, and distribute a copy of the minutes to members prior to the next meeting;
3. Record who is in attendance at each meeting and declare the establishment of a quorum;
4. Have available at each meeting a copy of the *Articles* and *Bylaws*;
5. Keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the name of those present at Board and committee meetings, and the proceedings thereof.
6. Keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's *Articles* and *Bylaws*.
7. Shall give, or cause to be given, notice of all meetings of the Board and any thereof required by law or by these *Bylaws* to be given;
8. Keep the seal of the corporation in safe custody; and
9. Have such other powers and perform such other duties as may be prescribed by the Board.

**TREASURER/CHIEF FINANCIAL OFFICER: Required (Bylaws: Art. V, Sec. 5.10)**

Slated by: Board Development Committee for a term of two (2) years.

Responsibilities:

1. Shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation—the “books” are open at all time for inspection of any director;
2. Deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board;
3. Disbursement of corporate assets as authorized by the Board;
4. Render to the Board Chair and the directors, whenever requested, an accounting of all transactions and the financial condition of the corporation;
5. Shall have such other powers and perform such other duties as may be prescribed by the Board.
6. Review and amend *Financial Policies* to insure that they are current to insure that the policies, systems, and controls are in place to safeguard the assets of the organization;
7. Develop a budget for adoption by the Board;
8. Ensure that the yearend financial report is prepared;
9. Ensure that the annual Federal and State Tax Returns are filed; and
10. Ensure 1099 and W2 forms are filled out and made available to independent contractors that must include income from the CMAA in the filing of their personal income taxes.
11. Oversee the duties/responsibilities of the Financial Manager.

**FINANCIAL MANAGER: Optional by Appointment—Bylaws: Article, Sec. 5.10(a)**

Not slated: By appointment of the Executive Board with confirmation of the Board—no term limit and the position is non-voting (ex-officio) on the Board. The Financial Manager serves at the pleasure of the Board.

Responsibilities:

1. Duties are comparable to a bookkeeper and works under the direction of the Treasurer/Chief Financial Officer.
2. May be designated as a signer on financial accounts.

**OTHER POSITIONS OF RESPONSIBILITY** (*Not Standing Committee/as needed at discretion of BOD*)

**Presidents' Forum Moderators:**

Composition: At least one Director shall be selected by the Board act as moderators for the Presidents' Forum. Participants and presidents or representatives of component alliances or other groupings, interested directors, and directors whose participation has been requested by the moderator are welcome to attend..

Responsibilities:

1. Hold a monthly meeting for the group to meet, via a conference call;
2. Set a return and day to meet, (for example the 2<sup>nd</sup> Tuesday at 9:30 am);
3. Work with members at the Executive Committee to coordinate the Agenda;
4. For items of discussion identified by the Executive Committee for discussion, invite the Director who has that primary responsibility to attend;
5. Allow a major portion of the meeting for county participants to share victories and challenges.

**Immediate Past Board Chair:**

Responsibilities:

1. Shall be a member of the Board of Directors;
2. Chair the Board Development Committee; and
3. Assist the Board Chair and Board of Directors, as requested.

**Component Alliances and Subgroups: (County Alliances and Subgroups of Associated Individuals):**

1. Component alliances (county alliances) are alliances to the county medical societies chartered by the CMA. A county alliance and county medical society are chartered separately by the CMA, per CMA Legal Counsel.
2. Subgroups are Alliances in which "members", who interact and who are independent, work together to achieve particular objectives in accordance with the bylaws of the CMAA.
3. The name of each component alliance shall be: "(Official name of county medical society) Alliance". (*"Alliance", when used in reference to a county or other entity will connote either "alliance" or "auxiliary", whichever is appropriate.*)
4. County alliances/components shall meet as least one (1) time a year.
5. Recommended Advisory Council/Board: Each county alliance should request that its medical society or comparable grouping of physicians establish an Advisory Council/Board to act in an advisory capacity to the alliance.

Amended CMAA Annual Session, January 29, 2016  
 Amended, CMAA Board of Directors Meeting, March 15, 2017