

## Bylaws and Governance Structure Updates Frequently Asked Questions

### **Q: Why Change the Current Governance Structure?**

**A:** The current environment for not for profit organizations has changed over the last few years. First, there is enhanced government scrutiny and oversight on not for profit organizations in the areas of governance and finance. These changes, coupled with the increased growth and diversity of CMSA membership, prompted the Board to create a task force to review CMSA's governance structure.

### **TERMS OF OFFICE**

#### **Q: What are the proposed Terms of Office?**

**A:** Article VIII Officers, Section 3. The Officers shall hold office for the following terms:

President – 2 years

President-Elect or Immediate Past President – 1 year

Secretary – 2 years

Treasurer – 3 years

The terms shall run from Annual Meeting to Annual Meeting.

#### **Q: When do these proposed changes to the officer positions and terms take affect?**

**A:** The final ballot for the members to vote on the changes will be held at the Annual Meeting, Jun 8, 2010 at the Annual Conference in Orlando, FL. If passed, the nomination requirements and applications will reflect these updates for the 2011-2012 Board. This will be the first CMSA Board to serve under the new Terms of Office.

#### **Q: Will there be a limit on the number of consecutive years a person can serve on the board?**

**A:** Yes. Under the bylaws (Article X Section 4), a member of the Board who has served four consecutive years as a national Director or Officer of CMSA is not eligible to serve in any national Board position again until at least one year has elapsed.

### **COMPOSITION OF OFFICERS**

#### **Q: Can the Board have a Past President & President-Elect in office at the same time? If not, why?**

**A:** No. With the proposed governance structure, the positions of President-Elect and Immediate Past President are alternating positions depending on the length of term of the President. Since the President would serve a two year term, during the first year of their term there would only be an Immediate Past President and in the second year of their term, there would only be a President-Elect. As a result, the President-Elect position will only be on the ballot every other year.

**Q: What is the process if the Immediate Past President cannot fill the "Immediate Past President" position after his or her Presidential term of office?**

**A:** As outlined in the proposed bylaws (Article X Section 13), if the Immediate Past President cannot serve in that position after their term as President, the President will appoint an individual to serve in that position. Such appointment must be ratified by the Board of Directors. Such individual shall serve for the unexpired term of their predecessor.

**Q: What if the President is unable to fulfill their two year commitment in the role of presidency?**

**A:** Under the proposed bylaws (Article VIII, Section 5), a vacancy in the President position will be filled by either the Immediate Past President or President-Elect, whichever may be in office at the time.

**Q: What requirements will a member have to meet for the treasure position before the committee would appoint?**

**A:** The Board will be developing job descriptions and qualifications for each officer position this year which will be posted to the CMSA website for members to review.

**Q: Do the National officers elected to CMSA receive a salary?**

**A:** No, the CMSA Board of Directors does not receive a salary. Your elected Board members are all volunteers of the association and put in their own personal time to serving CMSA. CMSA may, from time to time, reimburse Board members for expenses they incur to attend Board meetings

## **ASSOCIATE MEMBERS**

**Q. What is the difference in Corporate Partners and Company Membership?**

**A:** CMSA's **Corporate Partner** program allows a company to market themselves to CMSA members through many avenues such as Exhibit Discounts, Advertising Opportunities, Mailing List Access, etc... They receive a limited number of individual memberships depending on their level of sponsorship. **Company Membership** allows an employer to purchase multiple individual memberships receiving group discounts. In addition, the employer owns the membership and can transfer employees to open member slots on the account throughout that membership year. There are multiple levels that can be purchased to meet that employers needs.

**Q: Why is the Corporate Partners Program no longer part of the CMSA Member Categories?**

**A:** Because the Corporate Partner Program is more of a sponsorship resulting in a relationship that provides access to marketing venues such as exhibit discounts, advertising, etc... and not direct member benefits. However, depending on the size of sponsorship package, the company is allowed between 1 – 4 Individual Members. Only these individuals represented in the Program will fall into an Individual Member category.

**Q: Can Associate members run for office?**

**A:** Yes, under the proposed changes to the Bylaws, the qualifications have been expanded so that CMSA's Associate members would have the opportunity to run for an elected position in addition to its Case Manager Members.

**Q: What is the difference between Associate members and Case Manager members?**

**A:** Associate members are those that do not qualify as case managers with a licensure or certification, but are involved in the case management industry through various avenues. This could be an individual who has a product or service to offer case managers to help them in their career.

**Q: Will there be a limit on the number of Board positions that will be open to Associate members?**

**A:** No, there is not a limitation on the number of Associate members on the Board. However, each of them must qualify for the requirements of the position to be placed on the ballot, and adhere to the policies and guidelines set forth by the Board of Directors.

### **AFFILIATE CHAPTERS**

**Q: How do the proposed changes to the National Bylaws affect the governance structure and bylaws of the Affiliate chapters?**

**A:** The proposed revisions to the CMSA National Bylaws do not affect the governance structure of chapter bylaws in any way. It is important to note that CMSA currently has a Model Bylaws in place for the chapters but each chapter has the autonomy to make amendments to these Bylaws. Many chapters have already gone to a lengthened term of office for their officers and have amended the Model Bylaws to best meet their needs.

**Q: Do chapters need to change their bylaws to allow Associate members to run for Office?**

**A:** No, but note that the Model Bylaws for the chapters already contain a provision to allow Associate members to run for office, should the Board of Directors and/or nominating committee identify an Associate member that would qualify for the position. Note also that under the model bylaws, the Board can appoint any Associate member into a Special Membership category, therefore allowing that Associate member the opportunity to run for office.