

# **Bylaws**

## **Christian Medical & Dental Associations**

### **Preamble**

1. Name: The name of the corporation is “Christian Medical & Dental Associations” (CMDA). This is a d.b.a. for “Christian Medical & Dental Society” under which the corporation is chartered in Illinois. As appropriate, the corporation may also be referred to as “Christian Medical Association” or “Christian Dental Association.”
2. Document Priority: This collection of Bylaws is subject to the Articles of Incorporation. Policy Manuals within the corporation are subject to the Articles of Incorporation and these Bylaws.
3. Foundational Documents of the Corporation:

### **STATEMENT OF FAITH**

*(While each of us hold fast to additional beliefs important to our relationship with God, the following statement outlines the tenets that provide a foundation for our fellowship and participation in the Christian Medical & Dental Associations.)*

I believe:

1. In the divine inspiration and final authority of the Bible as the Word of God;
2. In the eternal God revealed in Holy Scripture as Father, Son and Holy Spirit;
3. In the unique Deity of Jesus Christ, God’s only Son, whose death and resurrection provide by grace through faith the only means of my salvation;
4. In the transforming presence and power of the Holy Spirit.

### **Mission Statement**

Christian Medical & Dental Associations motivates, educates and equips Christian healthcare professionals to glorify God by:

- serving with professional excellence as witnesses of Christ’s love and compassion to all peoples, and;
- advancing biblical principles of healthcare within the Church and to our culture.

### **Article I Membership**

#### **Section 1 Categories of Association with CMDA**

- a) The core constituency of CMDA is Physicians, Dentist and students in those fields. Membership classifications, as defined in the Board Policy Manual, should reflect this core constituency.
- b) The Board of Trustees (Board) may further define membership and other constituent categories.

## **Section 2 Membership Requirements**

- a) Acceptance of Jesus Christ as personal Savior.
- b) Written acceptance of the Statement of Faith and Mission Statement of the Associations.
- c) Conduct consistent with the character of Christ and standards of Scripture.
- d) Good professional standing.
- e) Completion of a membership application process as defined by the Board of Trustees.

## **Section 3 Rights and Privileges of Constituent Categories**

- a) Only a Physician or Dental Member can serve as President of the Associations.
- b) Physician Members, Dental Members and other leaders in the Associations as defined in the Board Policy Manual may vote for President, the Statement of Faith and Dissolution of the Associations (ref. Article VI).
- c) Constituents may serve the organization in other leadership capacities as defined in the Board Policy Manual and House Policy Manual.
- d) All Constituents may attend public meetings and receive publications of the Associations.

## **Section 4 Responsibilities of all Categories**

- a) Prayer for the Associations
- b) Service: As God directs, to offer their time and talent to the various ministries of the Associations
- c) Financial Support for the Associations
  - i) Dues
  - ii) Donations and planned giving as God directs

## **Section 5 Limitations of all Categories**

- a) No constituent may officially represent or obligate the Associations unless so charged by its governing body or officers.
- b) No constituent may establish affiliation with other organizations in the name of the Associations without like authorization.
- c) While individual support of all the Ethic and Public Policy Statements of The Associations is not required, when serving in a CMDA capacity, members must agree to refrain from undermining these positions. This does not preclude members from seeking a change in these positions within the proper channels of CMDA.

## **Section 6 Constituent Discipline**

- a) Following Scriptural Principles, constituents may be disciplined or terminated for cause. This process may be further defined by the Board of Trustees.

# **Article II Governing Bodies**

## **Section 1 Overview**

The governing body of the Associations will be the Board of Trustees, which shall exercise the power vested in this corporation by the State of Illinois. The House of Representatives will aid in selecting Trustees, providing oversight, and crafting policy as defined below.

## **Section 2 House of Representatives**

- a) Powers/Duties
  - i) Represent the membership in the governing process at a required annual business meeting
    - (1) select Representatives to serve on the Trustee Nominating Committee and ratify the nominations made by the Nominating Committee
    - (2) approve Ethics Statements
    - (3) accept reports of President, CEO, and various working groups
    - (4) provide feedback from the membership to Trustees and Administration
  - ii) Represent and promote the initiatives of the Associations to the membership throughout the year
- b) Selection – Representation will adequately reflect the membership and activities of the Associations. Representative categories will be defined in the House Policy Manual.
- c) Meetings: The House will hold an annual business meeting.
- d) Standing Committees;
  - i) The Trustee Nominating Committee will have a majority membership of Representatives and a minority membership of Trustees. It will be further defined in the House Policy Manual.
- e) The structure and working of the House will be defined in the House Policy Manual.

### **Section 3 Board of Trustees**

- a) Powers/Duties
  - i) Set policy and approve the goals and strategies
  - ii) Provide governance oversight of all CMDA activities
  - iii) Select, supervise, and annually evaluate the CEO
  - iv) Approve the annual budget
  - v) Ensure the activities of the Associations are conducted according to appropriate legal and fiduciary standards
  - vi) Select an auditing agent
  - vii) Appoint standing committees to facilitate Board function (see Board Policy Manual)
  - viii) Select members to the Trustee Nominating Committee
  - ix) Appoint or ratify Commissions, Committees, Councils, Sections, and their respective members
  - x) Approve Ethics Statements prior to their submission to the House
  - xi) Approve other Position Statements of the Associations
  - xii) Ensure proper record keeping of governance and administrative activities
  - xiii) Maintain a Board Policy Manual to guide the activities and conduct of the Associations
- b) Selection – the Board may have up to 23 members made up of the following:
  - i) Three Physician/Dental Trustees will be added each year. They will be selected by the Trustee Nominating Committee and ratified by the Board, and then the House. The Trustee Nominating Committee is further defined in the House Policy Manual.
  - ii) Additional Trustees may be selected through the Trustee Nominating Committee to represent other constituent categories. The categories and numbers are defined in the BPM.

- iii) The term of office for Trustees selected through the Trustee Nominating Committee will be 4 years with the option of one successive term if re-selected. There must be at least two years absence from the Board following two terms in office before being reconsidered for this position. The President, Past-President, and President-elect are Trustees based on their term in office. A Past-President may follow his/her term in office with one term as Trustee if selected.
- iv) The CEO is a non-voting Trustee.
- v) One student and one resident Trustee will be selected by the Board. The term in office is one year.
- c) A vacancy may be filled by appointment by the President and ratification of the Board to complete the term in office.
- d) Meetings: The Board will hold physical meetings at least three times a year. Additional meetings (physical or via technology) may be held as needed.
- e) Indemnification of Trustees and Officers: The Board of Trustees shall authorize the Corporation to pay or reimburse any present or former Trustee or officer of the Corporation any costs or expenses actually and necessarily incurred by said person in any action, suit, or proceeding to which the person is made a party by reason of holding such position; provided, however, that the person shall not receive such indemnification if the person be finally adjudicated therein to be liable for gross negligence or misconduct in office. The indemnification herein provided will also extend to good faith expenditures incurred in anticipation of, or preparation for, threatened or proposed litigation. The Board of Trustees, may, in proper cases, extend the indemnification to cover the good faith settlement of any such actions, suit or proceeding, to which the person is made a party by reason of holding such position; provided, however, that the person be finally adjudicated therein to not be liable for gross negligence or misconduct in the office. The indemnification herein provided will also extend to good faith expenditures incurred in anticipation of, or preparation for, threatened or proposed litigation. The Board of Trustees may, in proper cases, extend the indemnification to cover the good faith settlement of any such action, suit, or proceeding, whether formally instituted or not.
- f) Conflict of Interest Policy: With the exception of the Chief Executive Officer, there will be no compensation for Trustees' service on the Board, but from time to time; they may be compensated for expenses for Board work, if the Trustee is unable to meet them. No Trustee, while serving, shall do business with the corporation which will result in income or gain to that Trustee, or members of his/her immediate family.
- g) Removal: Trustees may be removed from office with or without cause by a two-thirds vote of the Board.

### **Article III Governance Officers of The Associations**

Governance Officers of the Associations will include the President of the Associations, President-elect, Secretary/Treasurer, and the Chief Executive Officer.

## **Section 1 President**

- a) Duties:
  - i) Chair the Board of Trustees
  - ii) Cast only deciding votes on the Board of Trustees (tie-breaker)
  - iii) Serve as ex-officio member on all governance appointed Commissions, Committees, and Councils
  - iv) Chair the House of Representatives
  - v) Cast only deciding votes in the House of Representatives
  - vi) Appoint members to Commissions and Committees of the Board (subject to Board ratification)
  - vii) Sign Association documents as appropriate for the President
  - viii) Represent and speak for the Associations in Governance functions and other public forums as appropriate
- b) Election
  - i) By majority of the votes cast from the voting membership
  - ii) See Board Policy Manual for voting rules
- c) Term
  - i) Two years as President-elect, two years as President, and 1 year as Past-President.

## **Section 2 President-elect**

- a) Duties
  - i) Serve as voting member of Board of Trustees
  - ii) Fill the role of President should current President be unable to do so. Should this occur, the current presidential term and the elected term will be served.
- b) Election and Term – see under “President”
- c) Should the President-elect be unable to continue in office, the Board may call a new election or accept the runner-up in the most recent presidential election.

## **Section 3 Secretary/Treasurer**

- a) Duties
  - i) Chair the Finance Committee
  - ii) Provide fiduciary oversight of CMDA financial activities, budgets, and investments
  - iii) Provide timely financial reports to the Board and House
  - iv) Serve on the Audit Committee
  - v) Sign documents as appropriate for the Secretary/Treasurer
- b) Selection
  - i) A current Trustee, appointed by the President, and approved by the Board
- c) Term
  - i) One year, renewable by Selection process, limited by Board eligibility

## **Section 4 Chief Executive Officer** CEO, (other titles may reference this position, e.g., Executive Director, Executive Vice President)

- a) Duties
  - i) Primary agent for the Board to fulfill the Mission, Vision, Values, and Strategic Plan of the Associations
  - ii) Oversight of all non-governance activities and administration

- iii) Non-voting member of the Board
  - iv) Spokesperson for the Associations
  - v) Appoint management vice presidents
  - vi) Other duties as outlined in the Board Policy Manual
- b) Selection, Supervision, and Termination by Board of Trustees
- Section 5 Removal from office:** Governance Officers may be removed from office with or without cause by a two-thirds vote of the Board of Trustees.

#### **Article IV Ministry Groups**

The Board of Trustees may authorize (directly or via delegation to the CEO) the formation of various ministry groups within the Associations to include:

##### **Section 1 Categories**

- a) Commissions: volunteer groups committed to accomplishing a particular aspect of the Mission of the Associations
- b) Committees: Chosen to fulfill an adjunct role for the Board. Committees of the Board typically serve in a specific advisory capacity
- c) Local Ministry Groups to serve students, graduates and spouses in their local areas
- d) Professional Sections to foster ministry activities to identifiable groups within the healthcare professions

**Section 2** The duties and policies of these ministry groups will be defined in the Board Policy Manual.

#### **Article V – Other Business**

**Section 1** Other obligations and activities not otherwise defined herein are subject to the discretion of the Board of Trustees.

**Section 2** Additional Board Duties:

- a) Ensure the Associations are properly registered with federal, state, and local governments.
- b) Define the fiscal year and seal of the organization.

**Section 3** The Associations will seek to develop and maintain relationships with sister organizations nationally and internationally.

**Section 4** Governance Voting and Meeting Rules:

- a) A quorum for the Board and House will be defined as 50% of Board and House members respectively.
- b) Proxy votes are not allowed within the governing bodies. Trustees who are not physically present at a meeting but who attend by phone or teleconferencing have full rights to participate and vote.
- c) A simple majority vote of the Board or House will be required for all action unless stipulated otherwise in the Bylaws or Policy Manuals.
- d) Notice of all meetings, the agenda and back up documents of the Board of Trustees shall be transmitted to each member by letter, e-mail, fax or other means 14 days prior to the date of the meetings.
- e) The Board will define the requirements for proper meeting notification.

**Section 5** The Statement of Faith, Doctrinal Statement, Core Values and Positional Statements do not exhaust the extent of our beliefs. The Bible itself as the inspired Word of God is the final authority concerning truth, morality and the proper conduct of mankind. For the purpose of The Associations' faith, doctrine, practice, policy and discipline, our Board of Trustees is the Associations final interpretive authority on the Bible's meaning and application.

## **Article VI – Amendments**

Except for the Statement of Faith, these Bylaws may be amended by majority vote of the Board of Trustees and then a two-thirds vote of those present at the House of Representatives. Changes to the Statement of Faith are first approved by the Board of Trustees and then the House of Representatives. Following this, the change requires a vote of the voting membership (ref. Article 1, Section 3.b.) (mail and/or electronic balloting) and must carry by two-thirds of the votes cast. Dissolution of the Associations must first be approved by the Board of Trustees and then requires a vote of the voting membership and must carry by a simple majority of the votes cast. A thirty-day notice is required for the House to consider a Bylaws change except when passed by a three-fourths vote of the Board.