

Florida Medical Association Alliance, Inc.  
Proposed Amendments to the Bylaws 2017

**ARTICLE I – MISSION**

The Florida Medical Association Alliance ~~promotes and supports the well-being of Florida's physicians, their families, and communities statewide.~~ is a non-profit service organization that works with the Florida Medical Association to advance medicine and public health by addressing health-care needs, participating in legislative education, and supporting charitable endeavors statewide.

**Rationale: The Board of Directors voted to amend the Mission Statement.**

**ARTICLE VII – MEETINGS**

**Section 1. Annual Meeting**

The annual meeting of the Florida Medical Association Alliance shall be held at a time and place or through agreed-upon electronic means as determined by the Board of Directors and stated in the notice of the meeting. The meeting notice shall include the slate of nominees for all offices and positions to be filled by the members pursuant to these bylaws.

Written notice shall be given in person, by mail, or electronically transmitted to members not fewer than thirty (30) days before the annual meeting.

Members in attendance shall:

- a. Elect officers, other members of the Board of Directors, members of the Board Development Committee, and members of the Finance Committee;
- b. Determine the general direction of the Florida Medical Association Alliance by receiving and acting upon reports of the Board of Directors;
- c. Amend the articles of incorporation and bylaws as necessary; and
- d. Take all other actions requiring membership vote.

~~If any annual meeting is not held, by oversight or otherwise, a special meeting shall be held as soon as reasonably practical; and any business transacted or election held at that meeting shall be as valid as if transacted or held at the annual meeting.~~

"The Board of Directors may reschedule an Annual Meeting in case of emergency or other circumstances outside of its control. Any business transacted at the rescheduled meeting shall be valid as if transacted at the originally scheduled meeting."

**Rationale: New language clarifies circumstances under which the Annual Meeting may be rescheduled, and spells out the Board's authority to do so.**

**Section 2. Special Meetings**

Special meetings of the Florida Medical Association Alliance may be called by the President and shall be called upon written request of:

- a. at least two-thirds (2/3) of the Board of Directors, or
- b. at least twenty-five members.

The circumstances under which a special meeting can be called shall be limited to:

~~— a. *holding an annual meeting that was not held due to oversight or unforeseen circumstances such as a dangerous weather, safety and security concerns, or the loss of the planned venue.*~~

~~— b. an emergency such as a legal action affecting the viability of the Florida Medical Association Alliance that required immediate action.~~

"The circumstances under which a special meeting may be called shall be limited to matters that arise between annual meetings that require action before the next annual meeting."

**Rationale: A special meeting should only be called for urgent matters that cannot wait until the next Annual Meeting. Ordinary business of the corporation should be dealt with at Annual Meeting.**

Written notice of the time, place, and purpose of such special meetings shall be given in person, by mail, or electronically transmitted to each member not more than thirty (30) days or fewer than ten (10) days before the special meeting. No business shall be transacted except that for which the meeting has been called.