

Proposed new Bylaws wording

ARTICLE VIII – BOARD OF DIRECTORS

Section 2. Composition

The Board of Directors shall consist of the elected officers of the Florida Medical Association Alliance, the chair of the Board Development Committee, the Florida Medical Association President, ex-officio, and no fewer than three (3) or more than seven (7) other directors **from among which the President shall appoint the chairs of the Governing Documents, Health Projects, and Membership committees.** The Florida Medical Association Alliance President shall serve as chair.

Rationale: the additional wording clarifies the intent of the 2019 bylaws amendment to Article X that the chairs of the standing committees are to be appointed by the President from among the members of the Board of Directors. The chairs of the other two standing committees, Finance and Strategic Planning committees, are not mentioned because the chairs of those committees are elected officers, Treasurer and President-elect, respectively.

ARTICLE X – BOARD COMMITTEES

In the performance of their duties, standing and special committees and task forces shall conform to the articles of incorporation, bylaws, policies, and parliamentary authority of the Florida Medical Association Alliance and to such other rules as the members or Board of Directors shall adopt.

Section 1. Appointment and Terms of Committee Chairs

The chair of any committee except the Board Development, ~~and~~ Finance **and Strategic Planning** committees shall be appointed by the President, with the approval of the Board of Directors, for a term of one (1) year or until a successor is appointed and assumes the position.

Rationale: Since the chair of the Strategic Planning Committee is the President-elect, that position is elected by FMA Alliance members and not appointed by the President.

Section 2. Appointment and Term of Committee Members

Members of any committee except the Board Development and Finance committees shall be appointed by the President, with the approval of the Board of Directors and after consultation with the chair of the respective committee, for a term of one (1) year or until successors are appointed and assume the positions.

Section 3. Standing Committees

The Standing Committees shall be:

A. Finance Committee

The Finance Committee shall be composed of the Treasurer, who shall serve as chair, the Immediate Past Treasurer, and three (3) other members who shall be elected by the members of the Florida Medical Association Alliance. It shall be the duty of this committee to prepare a budget for the next fiscal year and submit it to the Board of Directors for approval before December 31 of the current fiscal year. The Finance Committee may from time to time submit to the Board of Directors amendments to the budget for the current fiscal year, which may be adopted by a majority vote. The Finance Committee may recommend to the Board of Directors potential investments consistent with prudent standards for preservation of capital and maintenance of liquidity.

B. Governing Documents Committee

The Governing Documents Committee shall be composed of a chair, who shall be appointed by the President from among concurrently serving directors, and two (2) or more other members appointed by the President. ~~is a member of the Board of Directors*, and two (2) or more other members appointed by the President. The Chair shall be appointed by the President with the approval of the Board of Directors.~~ It shall be the duty of the committee to review the governing documents and submit recommendations regarding proposed amendments to the members at the annual meeting or, if deemed necessary, at a special meeting.

**effective following the 2020 Annual Meeting*

Rationale: the new wording clarifies the intent of the 2019 bylaws amendment that standing committee chairs be appointed from among the elected directors. In Section 1 above, the bylaws state that the President appoints the chair with board approval, so it can be removed here. The new verbiage is less awkward and does not change the meaning or intent.

C. Health Projects Committee

The Health Projects Committee shall be composed of a chair, who shall be appointed by the President from among concurrently serving directors, and two (2) or more other members appointed by the President. ~~is a member of the Board of Directors*, and two (2) or more other members appointed by the President. The Chair shall be appointed by the President with the approval of the Board of Directors.~~ It shall be the duty of the committee to develop and implement FMA Alliance health related programs, to facilitate review of grant applications, and to award grant funds to county Alliances.

**effective following the 2020 Annual Meeting*

Rationale: clarification of intent, same as above. The general duty of the committee has been added in keeping with the format of the other standing committees.

D. Membership Committee

The Membership Committee shall be composed of a chair, who shall be appointed by the President from among concurrently serving directors, and two (2) or more other members appointed by the President. ~~is a member of the Board of Directors*, and two (2) or more other members appointed by the President. The Chair shall be appointed by the President with the approval of the Board of Directors.~~ It shall be the duty of the committee to promote membership, develop and implement

programs to recruit and retain members, and follow up with potential and former eligible members to encourage them to join.

**effective following the 2020 Annual Meeting*

Rationale: clarification of intent, same as above.

E. Strategic Planning Committee

The Strategic Planning Committee shall be composed of the President-elect, who shall serve as chair, and two (2) or more other members appointed by the President. **It shall be the duty of the committee annually to review, update and make recommendations regarding the current strategic plan to the Board of Directors and to develop, when necessary, a new strategic plan to implement the mission and objectives of the FMA Alliance.**

Rationale: The duty of the committee has been added in keeping with the format of the other standing committees.

Section 4. Additional Committees and Task Forces

The Board of Directors may from time to time establish special committees and/or task forces as it deems necessary or advisable. Each committee, special committee, or task force must have a chair and two (2) or more members, who serve at the pleasure of the Board of Directors.