

~~Strike-throughs~~ indicate proposed deletions. *Red italics* indicate proposed insertions.

Rationale: We propose to amend Article XV-Director and Officer Conflicts of Interest to update the list of people to whom it should apply and, therefore, to retitle the article. Most of the remaining verbiage in our current bylaws article is verbatim from the Florida statute pertaining to non-profit conflict of interest. The state statutes on non-profits take precedence over the governing documents of all non-profits. Our amendment proposes that we simply state that we have a conflict-of-interest policy in effect and who must read and sign it rather than encumbering our bylaw with the statute language.

FLORIDA MEDICAL ASSOCIATION ALLIANCE INC. BYLAWS

ARTICLE XV – ~~DIRECTOR AND OFFICER CONFLICTS OF INTEREST~~ *CONFLICT-OF-INTEREST POLICY*

The Florida Medical Association Alliance shall have in effect a specific conflict-of-interest policy to be signed annually ~~at the beginning of the term~~ by each officer, board *member*, committee ~~member~~ *chair, consultant, and employee*. *This policy is intended to supplement but not replace any state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.*

and it shall include the following provisions: ~~The current policy does not. It is simply a form to be completed listing other volunteer activities and business interests both of the person completing the form and his/her family. I've added the lingo below to the COI for your consideration.~~

Section 1. ~~No contract or other transaction between the Florida Medical Association Alliance and one or more of its directors and officers or any other corporation, firm, association or entity in which one or more of the directors and officers are directors or officers or are financially interested shall be either void or voidable because of such relationship interest or because such director or directors and officers are present at the meeting of the Board of Directors or a committee thereof that authorizes, approves or ratifies such contract or transaction or because their votes are counted to such purpose if:~~

- a. ~~The fact of such relationship or interest is disclosed or known to the Board of Directors or a committee that authorizes, approves or ratifies the contract or transaction by a vote of consent sufficient for the purpose without counting the votes or consent of such interested directors and/or officers; or~~
- b. ~~The fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or~~
- c. ~~The contract or transaction is fair and reasonable as to the Florida Medical Association Alliance at the time it is authorized by the Board of Directors or a committee.~~

Section 2. ~~Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof that authorizes, approves or ratifies such a contract or transaction.~~

