



FMAA
FLORIDA MEDICAL ASSOCIATION ALLIANCE

Proposed Bylaws Amendments – 2019

ARTICLE VIII – BOARD OF DIRECTORS, Section 2. Composition.

- A. 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.

Rationale: Currently, the FMA President is a full voting member of the FMA Alliance Board of Directors by virtue of his/her position. An ex-officio member of a board of directors has all the privileges of board membership, including the right to make motions and to vote but none of the obligations, and should not be counted in determining the number required for a quorum or whether a quorum is present at a meeting. The FMA President rarely participates in FMA Alliance board meetings and the FMA Alliance no longer has representation on the FMA Board of Directors. It will be helpful if we don't need to count his/her attendance to achieve a quorum. This change will allow for a continuing relationship between the FMA and the FMA Alliance without hampering Alliance board procedures.

ARTICLE III – MEMBERSHIP, Section 2. Dues

Dues must be received by the Florida Medical Association Alliance by ~~June 1 of the current fiscal year for members to be in good standing for that fiscal year~~ **the start of the annual meeting for a member to be eligible to vote at the annual meeting.**

Rationale: Since the date of the FMA Alliance annual meeting changes from year to year, it is best not to name a specific date by which members must pay dues in order to be able to vote at the annual meeting.

Dues must be received by the date the slate of nominees is published for a member to be eligible to stand for election at the annual meeting.

Rationale: Anyone who is nominated to serve as an officer, director or committee member in the FMA Alliance must indicate his/her commitment by being up to date in paying dues at the time of nomination.

Dues received by September 1 will be credited for the current fiscal year. Dues received after September 1 may be credited for the next fiscal year.

Rationale: Although the fiscal year for the FMA Alliance is the calendar year, it is common practice for many county Alliances to begin collecting dues in September or October for the coming year. The FMA Alliance begins sending dues statements in October/November for the next fiscal year. It is unreasonable for any dues payments in the latter part of the year to be credited to the current fiscal year and expect that member to pay dues again a short time later for the next fiscal year. Members will still be paying dues once per year.

It is best to allow some flexibility after September 1 in case of unusual or unexpected circumstances. In the past, there have been unusual circumstances when the annual meeting was delayed until October. A member who hasn't yet paid their dues may wish to pay their dues at that time in order to be able to vote at the annual meeting.

ARTICLE X – BOARD COMMITTEES, Section 3. Standing Committees

The Standing Committees shall be:

A. Finance Committee – no change

B. Governing Documents Committee

The Governing Documents Committee shall be composed of a chair, ~~and four (4) other members appointed by the President.~~ who 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.

Rationale: Standing committees are responsible for major functions of the FMA Alliance. Therefore, the chairs of standing committees should be a member of the board of directors and have a voice in the governance of the organization. The chair and two (2) qualified members are adequate to fulfill the duties of the Governing Documents Committee.

C. Membership Committee

The Membership Committee shall be composed of a chair, ~~and four (4) other members appointed by the President.~~ who 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.

Rationale: Same as above.

D. 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.

Rationale: Strategic planning, with annual reviews and updates, is integral to carrying out our mission. By designating the Strategic Planning Committee as a standing committee, we are assured that the process will continue every year. It has been a long-standing policy for the president-elect to chair this committee.

E. Health Projects Committee

The Health Projects Committee shall be composed of a chair, who 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.

Rationale: The undertaking and coordinating of health projects is integral to carrying out our mission. By designating the Health Projects Committee as a standing committee, we are assured that the process will continue every year and its chair will have a voice on the board of directors and therefore the governance of the FMA Alliance.

Proposed