

FLORIDA MEDICAL ASSOCIATION

BOARD OF GOVERNORS

MEMORANDUM

DATE: April 30, 2020

FROM: Michael Patete, M.D., Chair
Committee on Bylaws, Policies and Procedures

SUBJECT: Recommendations of the Committee on Bylaws, Policies and Procedures

The Committee on Bylaws met on Wednesday, April 20, 2020 and presents the following recommendations and report:

RECOMMENDATION NO. 1: MILITARY PHYSICIAN BOG POSITION

THAT THE BOARD OF GOVERNORS RECOMMEND TO THE HOUSE OF DELEGATES THAT THE FMA BYLAWS BE AMENDED TO PROVIDE THAT A MILITARY PHYSICIAN BE APPOINTED TO THE BOARD OF GOVERNORS BY THE FMA PRESIDENT AND APPROVED BY THE BOARD OF GOVERNORS.

**CHAPTER VI
BOARD OF GOVERNORS**

Section 1. COMPOSITION

The Board of Governors shall also consist of the following members who shall be appointed by the FMA President, for a term of one year, and approved by the Board of Governors:

- An at-large member;
- One representative of the Council of Florida Medical School Deans, provided that the representative must be from an institution with full active membership in the FMA;
- A Parliamentarian, who must be an FMA member; ~~and~~
- One representative of the Council of Florida Medical Society Executives; and
- A military physician.

The Committee considered adding parameters to the term “military physician but felt that using this term provided maximum flexibility. The President will be able to draw from active duty military physicians, retired military physicians, etc. The Board, if they so desire, will be able to establish parameters on the type of military service required for this Board position.

Fiscal Note: \$5,000

RECOMMENDATION NO. 2:

PAST PRESIDENTS IN FMA HOD

THAT THE BOARD OF GOVERNORS RECOMMEND TO THE HOUSE OF DELEGATES THAT THE FMA BYLAWS BE AMENDED TO PROVIDE THAT FMA PAST PRESIDENTS BE CONSIDERED DELEGATES TO THE FMA HOUSE OF DELEGATES AND BE ENTITLED TO VOTE ON ANY QUESTION BEFORE THE HOUSE OF DELEGATES.

**CHAPTER III
HOUSE OF DELEGATES**

Section 11. VOTING REQUIREMENTS

The officers of the Association, past presidents of the Association and the elected members of the Board of Governors shall be considered delegates to the House of Delegates and shall be entitled to vote on any question before the House of Delegates. Any seated delegate is privileged to vote on any question before the House of Delegates, but must be present and vote in person. Voting by proxy is prohibited.

The Committee noted that past presidents already have the privilege of the floor and felt that giving them voting delegate status was appropriate given their dedication to the association and the knowledge and expertise they have accumulated over their many years of service.

Fiscal Note: \$0 - \$500

RECOMMENDATION NO. 3:

PAST PRESIDENTS ON HOD REFERENCE
COMMITTEES

THAT THE BOARD OF GOVERNORS RECOMMEND TO THE HOUSE OF DELEGATES THAT THE FMA BYLAWS BE AMENDED TO PROVIDE THAT THE FMA SPEAKER OF THE HOUSE OF DELEGATES APPOINT AN FMA PAST PRESIDENT AND/OR AN FMA DELEGATE TO THE AMA HOUSE OF DELEGATES TO EACH REFERENCE COMMITTEE, IF POSSIBLE.

**CHAPTER III
HOUSE OF DELEGATES**

Section 13. REFERENCE COMMITTEES

1. DESIGNATION OF REFERENCE COMMITTEES.--There shall be at least four reference committees to consider and recommend on matters presented to the House of Delegates at its Annual Meeting. The Speaker of the House shall determine whether additional reference committees are required.

2. REFERENCE COMMITTEE COMPOSITION.--Reference committees shall be appointed by the Speaker, in consultation with the President, from the members of the House of Delegates. Each committee shall consist of at least five members, of which the majority shall constitute a quorum. These appointments shall be published in *The Handbook for Members of the House of Delegates* and shall be announced at the first session of the Annual Meeting of the House of

Delegates. The Speaker shall designate one member of each reference committee as Chair. Officers and members of the Board of Governors shall not serve on reference committees, and the report of the Chair of a Committee or the Chair of a Council shall not be referred to a reference committee of which he is a member. The Speaker shall appoint an FMA Past President and/or an FMA delegate to the House of Delegates of the American Medical Association to the reference committee, if available.

The Committee noted that in the past it has been common practice to include a past president and/or FMA delegate to the AMA on the reference committees. The Committee felt it was important to have these individuals, with their extensive experience and knowledge base, participate on the reference committees. This proposed amendment seeks to have them included, if there are such individuals available to participate.

Fiscal Note: None.

RECOMMENDATION NO. 4;

COMMITTEE ON PAST PRESIDENTS

THAT THE BOARD OF GOVERNORS RECOMMEND TO THE HOUSE OF DELEGATES THAT THE FMA BYLAWS BE AMENDED TO PROVIDE THAT THE BOARD OF GOVERNORS ESTABLISH A STANDING COMMITTEE ON PAST PRESIDENTS.

**CHAPTER VI
BOARD OF GOVERNORS**

Section 2. DUTIES AND FUNCTIONS

8. The Board shall maintain such committees and councils as it deems necessary. Each committee and council shall be composed of no more than seven members. The Board of Governors may by a two-thirds vote authorize that a committee or council be composed of more than seven members. Unless otherwise determined by the Board of Governors, all committee and council members shall be appointed by the President, subject to approval of the Board of Governors. The Board shall establish committees and councils to consider such issues as membership, finance, bylaws, ethical and judicial affairs, medical education, socioeconomic affairs, public health, public relations, past presidents, and legislation. ~~Each committee and council, with the exception of the Council on Ethical and Judicial Affairs, shall meet in person a minimum of two times a year, unless otherwise approved by the Executive Committee.~~

The Committee noted that the only current involvement of the past presidents as a group is a breakfast during Annual Meeting. The Committee felt strongly that the past presidents, with their extensive knowledge and expertise, could contribute far more to the FMA, and agreed that it is important that there be a standing committee of the past presidents to consider issues and subjects as desired by the Board.

Fiscal Note: \$0 - \$10,000

RECOMMENDATION NO. 5;

MEETINGS

THAT THE BOARD OF GOVERNORS RECOMMEND TO THE HOUSE OF DELEGATES THAT THE FMA BYLAWS BE AMENDED TO PROVIDE THAT THE BOARD DEVELOPMENT RETREAT TAKE PLACE AS DETERMINED BY THE BOARD OF GOVERNORS AND THAT THE PRESIDENT ADVISORY GROUP MEETINGS BE HELD THROUGHOUT THE YEAR AT THE DISCRETION OF THE FMA PRESIDENT.

**CHAPTER VI
BOARD OF GOVERNORS**

Section 3. MEETINGS

The Board shall meet upon call by the President. There shall be a minimum of three meetings in each administrative year, in addition to a Board development retreat that ~~may~~ shall take place as determined by the Board ~~between the Annual Meeting and the fall Board meeting~~. The President shall call a special meeting upon his determination that a special meeting is necessary or upon the written request of at least twenty-five percent of the voting members of the Board.

In addition to the Board meetings, the President may hold ~~shall hold a minimum of nine (9)~~ advisory group meetings throughout the year at his/her discretion. These meetings, when feasible, shall be conducted in conjunction with FMA Board of Governor meetings, AMA meetings, or other meetings or events in which the FMA Officers will be present. Advisory group meetings shall consist of FMA Officers, FMA CEO and key senior staff, and other individuals invited at the discretion of the President. Advisory group meetings are for the purpose of discussing operational and strategic issues, and no votes shall be taken.

The Committee felt it was important to provide flexibility regarding the retreat and the number and timing of advisory group meetings. The problems posed by the pandemic demonstrate the need for such flexibility.

Fiscal Note: None.

RECOMMENDATION NO. 6;

MEDICAL STUDENT SEAT ON BOG

THAT THE BOARD OF GOVERNORS RECOMMEND TO THE HOUSE OF DELEGATES THAT THE FMA BYLAWS BE AMENDED TO PROVIDE THAT THE MEDICAL STUDENT SEAT ON THE BOARD OF GOVERNORS BE AN ELECTED POSITION.

**CHAPTER VI
BOARD OF GOVERNORS**

Section 1. COMPOSITION

The Board of Governors shall consist of the following members who shall have been elected by the House of Delegates:

- FMA President
- FMA President-Elect
- FMA Vice President
- FMA Secretary
- FMA Treasurer
- FMA Immediate Past President
- FMA Speaker
- FMA Vice Speaker
- One representative from each medical district
- A resident physician
- A young physician who is a member of the Young Physician's Section
- A representative of the Primary Care Specialty Societies
- A representative of the Medical Specialties and Subspecialties
- A representative of the Surgical Specialties and Subspecialties
- A medical student who is a member of the Medical Student Section

The Board of Governors shall also consist of the following:

- The Chair of the Florida Medical Association Delegation to the AMA, unless such person is already occupying a position on the Board of Governors, in which case the Vice Chair of the Florida Medical Association Delegation to the AMA shall be a member of the Board
- The Chair of the FMA Specialty Society Section, unless such person is already occupying a position on the Board of Governors, in which case the Vice Chair of the FMA Specialty Society Section shall be a member of the Board.
- The President of the FMA PAC, unless such person is already occupying a position on the Board of Governors, in which case the President-Elect of the FMA PAC shall be a member of the Board.
- The Chair of the FMA Council on Legislation, unless such person is already occupying a position on the Board of Governors, in which case the Vice-Chair of the FMA Council on Legislation shall be a member of the Board.
- ~~A medical student, elected by the FMA Medical Student Section Executive Committee, for a term of one year.~~

The Committee concluded that it was reasonable to have the medical student representative to the Board elected in the same manner as that of the resident physician and the young physician – by the House as a whole rather than a small subset of members.

Fiscal Note: None.

RECOMMENDATION NO. 7:

DISASTER BYLAWS

THAT THE BOARD OF GOVERNORS RECOMMEND TO THE HOUSE OF DELEGATES THAT THE FMA BYLAWS BE AMENDED TO SET FORTH A SET OF BYLAWS THAT WOULD

ADEQUATELY ADDRESS FMA OPERATIONS DURING A NATIONAL EMERGENCY, SUCH AS A HURRICANE OR A PANDEMIC.

CHAPTER XIII **EMERGENCY BYLAWS**

Section 1. EMERGENCY CONDITION DEFINED

For the purposes of this section, an “emergency condition” is defined as the following:

1. A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, pandemic, or drought, or, regardless of cause, any fire, flood, or explosion that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government functions or population of the state of Florida;
2. An attack on this state or nation by an enemy of the United States of America, or upon receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;
3. An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government functions, or population of the state of Florida;
4. Any other catastrophe as a result of which a quorum of the House of Delegates cannot readily be convened for action; or
5. A state of emergency proclaimed by the Governor of Florida or by the President of the United States.

Section 2. EMERGENCY BYLAWS

The following Emergency Bylaws shall become operative when the Board of Governors, by majority vote of the members participating in an in-person, telephonic, online or email vote, determine that an emergency condition exists:

1. The primary duty of the Board of Governors during an emergency condition shall be the continuation and oversight of the Florida Medical Association. The Board of Governors may adopt policies and procedures consistent with these Emergency Bylaws as needed for such continuation and management during the existence of the emergency condition.
2. The Board of Governors shall be composed of all existing members who are available and willing to continue their service on the board. If there are fewer than seven board members available, the existing members shall appoint a sufficient number of Emergency Board Members to comprise the minimum of seven.

3. Emergency Board Members must be active members of the FMA, shall have all duties and privileges of members of the Board of Governors and shall serve until these Emergency Bylaws cease to be operative.
4. All officers of the Association in office immediately prior to the activation of the Emergency Bylaws shall remain in their respective offices until the Emergency Bylaws cease to be operative, or until the Board of Governors convenes the House of Delegates under these Emergency Bylaws for the purpose of electing new officers. Such election may be held in any manner determined by the Board and does not require an in-person meeting of the House of Delegates.
5. In the event a vacancy occurs for any reason in an elective office, such vacancy shall be filled by appointment by the President and approved by the Board of Governors, unless the Board decides to convene the House of Delegates for the purpose of holding an election to fill the vacant office(s). In the event of a vacancy in the office of President, the Board of Governors may choose a replacement, or may convene the House of Delegates as provided for in paragraph 4. above. An individual appointed to an office with the approval of the Board shall hold such office only until the next meeting of the House of Delegates at which time the office shall be filled by election.
6. A meeting of the Board of Governors may be called by the FMA President or upon the request of three members of the Board. Notice of any meeting shall be given to Board members within such time and by such means as may be feasible at the time.
7. A majority of the Board of Governors shall constitute a quorum for the purpose of conducting Association business.
8. Limitations on tenure of officers, board members and council and committee members shall not apply while these Emergency Bylaws are operational.
9. The Annual Meeting of the House of Delegates may be suspended or cancelled by the Board of Governors during an emergency condition, or may be conducted in any manner as determined by the Board of Governors.
10. To the extent not inconsistent with any provision of these Emergency Bylaws, the Bylaws of the Florida Medical Association shall remain in effect during the emergency condition. Upon the end of the emergency condition, as determined by the Board of Governors, the Emergency Bylaws shall cease to be operative.

The Committee noted the absence of any provisions in the FMA Bylaws that would allow the Board to address the difficulties posed by the current pandemic or by other natural or manmade disasters. After a review of the “disaster bylaw” provisions of other associations, the Committee felt it was important to provide the Board with bylaw provisions that would be applicable in the event of an emergency. The emergency conditions under which the bylaws would be applicable were specifically considered and the Committee concluded that it would be advisable to have as broad

definition to adequately and specifically cover the instances in which the emergency bylaws could be invoked.

Fiscal Note: None.