

## **REPORTS OF COUNCIL ON CONSTITUTION AND BYLAWS**

The following reports, 1-3, were presented by Jo-Ellyn M. Ryall, MD, Chair:

### **1. SPEAKER AND VICE SPEAKER AS MEMBERS OF THE BOARD OF TRUSTEES**

#### **HOUSE ACTION: RECOMMENDATIONS ADOPTED, CONSTITUTION AND BYLAWS AMENDED ACCORDINGLY, AND REMAINDER OF REPORT FILED**

At the 2004 Interim Meeting, the House of Delegates adopted the following recommendations:

1. That the American Medical Association Constitution and Bylaws be amended to enable the Speaker and Vice Speaker to be members of the Board of Trustees with full voting rights, except that the Speaker and Vice Speaker shall not vote in intra-Board elections; shall be ineligible to be the Board Chair, Chair-Elect or other officer of the Board of Trustees; and shall retain their status as Delegates in the House of Delegates.
2. That the Board revise its Standing Rules and the AMA Bylaws be amended to provide that the Speaker be an ex-officio member of the Executive Committee with the right to vote.

#### **AMENDMENT TO CONSTITUTION**

Article XII of the Constitution requires that an amendment to the Constitution be introduced at one meeting and voted upon at the following meeting. At the 2004 Interim Meeting, the Council on Constitution and Bylaws submitted Report 5-I-04, which introduced an amendment to the AMA Constitution to implement the action of the House of Delegates. The House of Delegates received Report 5-I-04 and deferred action on the amendment to the 2005 Annual Meeting, as required by the Constitution.

A vote of two-thirds of the registered voting members of the House of Delegates is necessary for adoption of an amendment to the Constitution.

#### **AMENDMENTS TO BYLAWS**

The Council also has developed appropriate amendments to the Bylaws to implement this action. Under the action by the House of Delegates, the Speaker and Vice Speaker would hold ex-officio positions on the Board of Trustees. This means they are members of the Board by virtue of holding a particular office. The President, President-Elect and Immediate Past President also hold ex-officio positions on the Board. In other words, these officers are elected to their positions and become Trustees as a result; they are not elected as Trustees. The Council has drafted the amendments to reflect this ex-officio status. Under the AMA Bylaws, ex-officio members have the right to vote unless otherwise provided in the Bylaws.

The Council also has clarified the role of the Vice Speaker in the event of a vacancy in the office of Speaker. The Council's proposed amendments provide for the Vice Speaker to assume the duties and privileges of the Speaker in this situation. This would allow the Vice Speaker to serve on the Board of Trustees Executive Committee if the position of Speaker is vacant.

A vote of two-thirds of the members of the House of Delegates present and voting is necessary for adoption of amendments to the Bylaws, following adoption of the Constitutional amendment.

#### **RECOMMENDATIONS**

The Council on Constitution and Bylaws recommends that the following be adopted and the remainder of this report be filed:

1. That the following amendment to the AMA Constitution, which was introduced at the 2004 Interim Meeting, be adopted.

## Article VIII Trustees

The Board of Trustees is composed of ~~nineteen~~ twenty-one members, fifteen Trustees elected by the House of Delegates, including a Young Physician member, a Resident Physician member and a Public (Non-Physician) member, a Medical Student member elected by the Medical Student Section Assembly, ~~and the President, President-Elect and Immediate Past President of the Association, the Speaker of the House of Delegates and the Vice Speaker of the House of Delegates.~~ It shall have charge of the property and financial affairs of the Association and shall perform such duties as are prescribed by law governing directors of corporations or as may be prescribed in the Bylaws.

2. That the following amendments to the AMA Bylaws be adopted.

### 4.00 Duties and Privileges of General Officers

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#### 4.40 Speaker. The Speaker:

**4.401** Shall preside at the meetings of the House of Delegates and shall perform such duties as custom and parliamentary usage require.

**4.402** May address the House of Delegates at the opening session of all meetings. Such address shall be limited to matters of conduct and procedure in the House. The Speaker is entitled to vote in the House of Delegates when the vote is by ballot. Otherwise, the Speaker has the right to vote in the House of Delegates only in case of a tie.

**4.403** ~~Shall serve, ex-officio, as a member of the Board of Trustees. The Speaker shall have all of the rights of any other member of the Board to participate fully in meetings of the Board, including the right to make motions and to vote on policy issues, except that the Speaker shall not have the right to vote on intra-Board elections. The Speaker shall not be eligible for election as an officer of the Board of Trustees. Shall attend all meetings of the Board of Trustees (including executive sessions) with right of discussion but without the right to vote.~~

**4.404** ~~Shall be an~~ serve, ex-officio, as a member of the executive committee of the Board of Trustees without the right to vote.

#### 4.50 Vice Speaker. The Vice Speaker shall:

**4.501** ~~Shall~~ Officiate for the Speaker in the Speaker's absence or at the request of the Speaker.

**4.502** Shall assume the duties and privileges of the Speaker in ~~In~~ the event of vacancy in the office of Speaker, ~~the Vice Speaker shall officiate during the unexpired term until the vacancy is filled by election of the House of Delegates.~~

**4.503** ~~The Vice Speaker s~~ Shall be entitled to vote in the House of Delegates when the vote is by ballot. Otherwise, when officiating for the Speaker or when filling a vacancy in the office of Speaker, the Vice Speaker shall have the right to vote in the House of Delegates only in case of a tie.

**4.504** Shall serve, ex-officio, as a member of the Board of Trustees. The Vice Speaker shall have all of the rights of any other member of the Board to participate fully in meetings of the Board, including the right to make motions and to vote on policy issues, except that the Vice Speaker shall not have the right to vote on intra-Board elections. The Vice Speaker shall not be eligible for election as an officer of the Board of Trustees. Attend all meetings of the Board of Trustees (including executive sessions) with right of discussion but without the right to vote.

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## 5.00 Board of Trustees

### 5.10 Composition.

The Board of Trustees shall consist of ~~nineteen~~ twenty-one Members, as follows:

- a. Twelve members elected as provided in 3.504.
- b. The resident/fellow physician member elected as provided in 3.423 for the term provided in 3.505.
- c. The medical student member elected by the Medical Student Section Assembly as provided in 3.506.
- d. The young physician member elected as provided in 3.423 for the term provided in 3.507.
- e. The President, President-Elect and Immediate Past President.
- f. The Speaker and Vice Speaker.
- g. The public member, elected as provided in 3.424 for the term provided in 3.508.

**5.101** Members of the Board of Trustees elected under 3.504, the young physician member, the resident/fellow physician member, the medical student member and the public member of the Board of Trustees, shall resign all other positions held by them in the AMA upon their election to the Board of Trustees. Except for the Speaker and Vice Speaker, no ~~No~~ person, while serving as a member of the Board of Trustees, shall be a delegate or an alternate delegate to the House of Delegates.

**5.102** Members of the Board of Trustees may serve on councils or committees when specifically provided for in the Bylaws.

~~**5.11 Speakers.** The Speaker and Vice Speaker of the House of Delegates shall attend all meetings of the Board (including executive sessions) with right of discussion but without the right to vote.~~

### 5.20 Organization.

**5.201 Officers and Committees.** Immediately following the conclusion of the Annual Meeting, the Board shall organize by electing a Chair-elect, a Secretary and committees necessary for its functions.

**5.2011 Tenure of Chair and Chair-elect.** The Chair and Chair-elect shall serve for a single one-year term with the Chair-elect automatically succeeding to the position of Chair upon completion of the Chair-elect term.

**5.2012 Chair.** The Chair shall have the following duties and privileges:

**5.20121** Exercise authority as the Board of Trustee's primary officer.

**5.20122** Direct and guide preparation of agendas for meetings of the Board of Trustees.

**5.20123** Preside over meetings of the Board of Trustees and its Executive Committee.

**5.20124** Make and coordinate assignments for Trustees and General Officers. Assignments for the President shall be in accord with 4.106.

**5.20125** Serve as the primary spokesperson for the Board of Trustees.

**5.20126** Assure a sound working relationship between the Board of Trustees and the Executive Vice President.

**5.2013 Chair-elect.** Shall assume the duties of the Chair in the Chair's absence or at the request of the Chair.

**5.202 Executive Committee.** The Board of Trustees at its organization meeting, by resolution adopted by a majority of the Trustees in office, may designate three or more Trustees to constitute an executive committee. Members of the committee shall serve until the next organization meeting of the Board and until their successors are elected and qualified. The Speaker of the House of Delegates shall ~~be an~~ serve, ex-officio, as a member of the executive committee ~~without the right to vote~~. The executive committee shall have such powers and duties as may be defined from time to time by the Board of Trustees.

## 2. BOARD OF TRUSTEES REPORT 37 - IMG SECTION BYLAWS

### HOUSE ACTION: **RECOMMENDATION ADOPTED, BYLAWS AMENDED ACCORDINGLY, AND REMAINDER OF REPORT FILED**

Resolution 11 (A-04), "Redefining IMG Section Membership," which was referred to the Board of Trustees for decision, asked that our AMA modify its bylaws so that all IMG members of the Association are defined as members of the IMG Section, while continuing to allow provisional membership for IMGs who are not yet AMA members.

#### BOT REPORT 37

At this 2005 Annual Meeting, the Board of Trustees submitted Report 37. The report addresses two issues relating to the International Medical Graduates Section. First, the Board informs the House of Delegates of its decision on redefining the Section's membership. Bylaw amendments are necessary to implement this decision. The Council has prepared the necessary amendments for this decision, in order to allow the increase in Section membership to be effective as soon as possible.

Second, the Board recommends changing the Section's election process. If this recommendation is adopted by the House of Delegates, bylaw amendments will also be necessary. The Council would prepare those amendments for consideration at the 2005 Interim Meeting.

#### DECISION ON MEMBERSHIP

The Board of Trustees decided to change the composition of the IMG Section by defining all IMG members of the AMA as members of the IMG Section. The Board of Trustees also decided to discontinue provisional membership for IMG physicians who are not AMA members. The Council has prepared amendments to implement these changes.

Currently, a physician who is not an IMG may join the IMG Section. In its report, the Board indicates that the membership bylaws for the IMG Section should be consistent with those of the MSS, RFS and YPS. The Council has interpreted this to mean only IMG physicians would be eligible for membership in the Section. Accordingly, the Council also proposes deleting the provision allowing non-IMG physicians to be members of the Section.

#### RECOMMENDATION

The Council on Constitution and Bylaws recommends that the following amendments be adopted, and the remainder of this report be filed. Adoption requires the affirmative vote of two-thirds of the members of the House of Delegates present and voting, following a one day lay over.

**7.60 International Medical Graduates Section.** There shall be a Section for physician members of the American Medical Association which shall be known as the International Medical Graduates (IMG) Section.

**7.61 Membership.** ~~All active physician members of the AMA who are international medical graduates shall be members of the International Medical Graduates Section. All physician members of the AMA may become members of the IMG Section. IMG physicians who are not AMA members may participate in Section activities as provisional members for a period of up to one year, but without the right to vote.~~

~~**7.611 Certification.** To be a member of the IMG Section, a physician must certify to the Executive Vice President of the AMA, or the designee of the Executive Vice President, his or her intention to be a member of the Section. Members may participate in the Section's Business Meeting if their registration is on file prior to the Business Meeting.~~

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### 3. NAME CHANGE FOR THE COUNCIL ON SCIENTIFIC AFFAIRS

#### HOUSE ACTION: RECOMMENDATION ADOPTED, BYLAWS AMENDED ACCORDINGLY, AND REMAINDER OF REPORT FILED

At this 2005 Annual Meeting, the House of Delegates adopted recommendations to change the name of the Council on Scientific Affairs and to include references to public health in the functions of the Council.

The Council on Constitution and Bylaws has prepared appropriate amendments to implement this action for consideration by the House of Delegates.

After consultation with several public health physicians, the Council on Constitution and Bylaws has submitted the following revision to clarify the public health functions of the Council on Science and Public Health.

#### RECOMMENDATIONS

The Council on Constitution and Bylaws recommends that the following amendments be adopted, and the remainder of this report be filed. Adoption requires the affirmative vote of two-thirds of the members of the House of Delegates present and voting, following a one day lay over.

#### **6.70 Council on ~~Scientific Affairs~~ Science and Public Health.**

**6.701 Functions.** The functions of the Council on ~~Scientific Affairs~~ Science and Public Health are:

- 6.7011** To advise on substantial and promising developments in the scientific aspects of medicine, public health and biomedical research that warrant public attention;
- 6.7012** To advise on professional and public information activities that might be undertaken by the AMA in the fields of scientific medicine and public health;
- 6.7013** To assist in the preparation of policy positions on scientific issues in medicine and public health raised by the public media;
- 6.7014** To advise on policy positions on aspects of government support, involvement in or control of biomedical and public health research;
- 6.7015** To advise on opportunities to coordinate or cooperate with ~~the scientific activities of~~ national medical specialty societies, voluntary health agencies, other professional organizations and governmental agencies on scientific activities in medicine and public health;
- 6.7016** To consider and evaluate the benefits that might be derived from joint development of domestic and international programs on scientific ~~affairs~~ issues in medicine and public health; and

**6.7017** To propose and evaluate activities that might be undertaken by the AMA as major scientific projects in medicine or public health, either individually or jointly with state and local medical societies.

**6.702 Membership.** The Council on ~~Scientific Affairs~~ Science and Public Health shall consist of the following:

**6.7021** Eleven active members of the AMA, one of whom shall be a resident/fellow physician. These members of the Council shall be elected by the House of Delegates. The Board of Trustees shall nominate two or more eligible members for each vacancy on the Council, and further nominations may be made from the floor of the House.

**6.7022** In addition, a medical student member of the AMA appointed by the Governing Council of the AMA Medical Student Section with the concurrence of the Board of Trustees shall also serve on the Council. The medical student member shall have all of the rights of any other member of the Council to participate fully in meetings of the Council, including the right to make motions and to vote on policy issues, elections, appointments or nominations conducted by the Council.

**6.703 Term.**

**6.7031 Members other than the Resident/Fellow Physician Member.** Members of the Council on ~~Scientific Affairs~~ Science and Public Health, other than the resident/fellow physician member, shall be elected by the House of Delegates for terms of four years.

**6.7032 Resident/Fellow Physician Member.** The resident/fellow physician member of the Council on ~~Scientific Affairs~~ Science and Public Health shall be elected by the House of Delegates for a term of three years provided that if the resident/fellow physician member ceases to be a participant in an approved training program at any time prior to the expiration of the term, the service of such resident/fellow physician member on the Council shall thereupon terminate and the position shall be declared vacant.

**6.7033 Medical Student Member.** The medical student member of the Council on ~~Scientific Affairs~~ Science and Public Health shall be appointed by the Governing Council of the AMA Medical Student Section with the concurrence of the Board of Trustees for a term of one year. If the medical student member ceases to be enrolled in a Liaison Committee on Medical Education or American Osteopathic Association accredited program at any time prior to the expiration of the term for which elected, the service of such medical student member on the Council shall thereupon terminate, and the position shall be declared vacant.

**6.704 Tenure.** Members of the Council on ~~Scientific Affairs~~ Science and Public Health may serve for no more than eight years. A member elected to serve an unexpired term prior to 1997 shall not be regarded as having served a term while completing the unexpired term and years of service in filling such terms shall not be counted in determining maximum tenure. (The preceding sentence will sunset when no longer applicable.) The limitation on tenure shall take priority over a term length for which the member was elected.

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**6.801** Members of the Council on Constitution and Bylaws, Council on Medical Education, Council on Medical Service and Council on ~~Scientific Affairs~~ Science and Public Health shall be elected by the following method:

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