

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

The following reports, 1-6, were presented by Jo-Ellyn M. Ryall, MD, Chair:

### **1. INTERNATIONAL MEDICAL GRADUATES SECTION ELECTION BYLAWS**

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

At the 2005 Annual Meeting, the House of Delegates adopted the following recommendations of Board of Trustees Report 37:

That the AMA Bylaws be amended to provide that all IMG Section members who are AMA members be allowed to vote in the election of members of the IMG Section Governing Council and that, at the IMG Section Annual Meeting, only those IMG Section members who are AMA members and who attend that meeting be allowed to elect Governing Council members to specific offices (Chair, Vice Chair, Secretary, Delegate, Alternate Delegate, At-Large Member, Resident Member) and that this election process be reviewed three years after its final approval by the House of Delegates.

The Council on Constitution and Bylaws has developed appropriate amendments to the Bylaws to implement these recommendations. The Council notes that the House amended the Bylaws at the 2005 Annual Meeting to provide that all AMA members who are international medical graduates shall be members of the IMG Section, and to eliminate the provision allowing non-AMA members to be provisional members of the Section. Therefore, voting has already been limited to Section members who are AMA members.

The Council also notes that the BOT Report stated that candidates for the IMG Governing Council would be presented in the Spring *AMA Voice for IMGs* and members would be able to vote online. These specific mechanisms were not included in the recommendations adopted by the House. The Council believes that these specific mechanisms should not be included in the Bylaws, as they may change over time. The Council recommends that the IMG Governing Council develop election procedures covering how the candidates will be presented and the mechanisms for voting.

Finally, the Council recommends a technical revision that would allow the resident/fellow physician member of the IMG Governing Council to serve until the Annual Meeting if the member's residency or fellowship is completed within 90 days prior to the Annual Meeting. This is consistent with resident/fellow physicians serving on Councils and other AMA governing bodies.

#### **RECOMMENDATION**

The Council on Constitution and Bylaws recommends that the following Bylaw amendments be adopted, and the remainder of this report be filed.

#### **7.00 Sections**

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**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.

**7.62 Governing Council.** There shall be a Governing Council of the International Medical Graduates Section that shall have the responsibility of directing the programs and activities of the Section, subject to the approval of the Board of Trustees.

**7.63 Officers and Members of Governing Council.** Members of the IMG Section ~~who also are AMA members~~ shall be eligible to serve on the Governing Council. ~~The officers and Delegate and Alternate Delegate shall be elected by the members of the Section. If an officer or the Delegate or Alternate Delegate ceases to be a member of the IMG Section or the AMA for any reason at any time prior to the expiration of the respective term, the term shall end and the position shall be declared vacant.~~ [moved]

**7.631 Members.** There shall be seven voting members of the Governing Council, consisting of the Chair, Vice Chair, Secretary, one member at large, a resident/fellow physician, the Delegate and the Alternate Delegate.

**7.632 Duties and Responsibilities.** The members of the Governing Council shall have the following duties and responsibilities:

**7.6321 Chair.** The Chair shall preside at the business meetings of the Section and at meetings of the Governing Council.

**7.6322 Vice Chair.** The Vice Chair shall assist the Chair and preside in the absence of the Chair or at the request of the Chair.

**7.6323 Secretary.** The secretary shall maintain such records as may be necessary or advisable for the conduct of the activities of the Section.

**7.6324 One Governing Council Member At-Large.** The Governing Council Member At-Large shall participate in all deliberations of the Governing Council.

**7.6325 Resident/Fellow Physician Member.** The resident/fellow physician member shall participate in all deliberations of the Governing Council.

**7.6326 Delegate and Alternate Delegate.** The Delegate and Alternate Delegate shall represent the Section in the House of Delegates and participate in the deliberations of the Governing Council.

**7.633 Terms.** Governing Council members including ~~the Delegate and Alternate Delegate~~ shall serve a term of two years.

**7.6331 Cessation of Membership.** If a Governing Council member ceases to be a member of the IMG Section or the AMA for any reason at any time prior to the expiration of the respective term, the term shall end and the position shall be declared vacant.

**7.6332 Resident/Fellow Physician Member Cessation of Residency or Fellowship.** 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 for which elected, the service of such resident/fellow physician member on the Governing Council shall thereupon terminate, and the position shall be declared vacant. If the member shall complete an approved training program within 90 days prior to an Annual Meeting, the member shall be permitted to continue to serve on the Governing Council until the completion of the Annual Meeting.

**7.634 Tenure.** Governing Council members other than the Delegate and Alternate Delegate shall serve no more than two consecutive terms in the same position on the Governing Council. The Delegate and the Alternate Delegate shall serve no more than three consecutive terms. A member elected to serve an unexpired term shall not be regarded as having served a term.

**7.635 Vacancies.** Any vacancy occurring on the Governing Council including the Delegate or Alternate Delegate shall be filled at the next business meeting of the Section.

**7.644-7.64 Elections.** Membership on the Governing Council shall be determined through election by members of the IMG Section. Designation of specific offices of the Governing Council members shall be determined through election by members of the IMG Section present at the Section's business meeting at which the election is held. Three Governing Council members shall be elected at the business meeting of the Section held immediately prior to the Annual Meeting of the Association in even numbered years and four, ~~including the Delegate and Alternate Delegate~~, in odd numbered years, with these members assuming office at the conclusion of the Annual Meeting at which the election was held. Elections shall be completed in the following manner.

**7.6441- 7.641 ~~Method of Election~~ Election of Governing Council Members.** All members of the IMG Section shall be entitled to vote in elections of membership of the Governing Council. Ballot distribution and the voting process shall be conducted pursuant to election procedures adopted by the Governing Council of the Section and approved by the Board of Trustees. Nominees for each position the Governing Council shall be listed alphabetically on the ballot. A nominee shall be elected if he or she has received a vote on a majority of the legal ballots cast and is one of the nominees receiving the largest number of votes within the number of members to be elected.

**7.642 Designation of Specific Offices.** All members of the IMG Section present at the Section's business meeting shall be entitled to elect the Chair, Vice Chair, Secretary, Member-At-Large, Resident/Fellow Physician Member, Delegate and Alternate Delegate from among those Governing Council members elected by the Section. Only resident/fellow physicians shall be eligible to be elected to the Resident/Fellow Physician Member office. Nominees for each office shall be listed alphabetically on the ballot. The nominee who receives a majority of the legal votes cast shall be elected.

**7.643 Run-Off and Subsequent Ballots.** The following procedures shall apply in all elections.

**7.6442 7.6431 Run-Off Ballot.** run-off election shall be held to fill any vacancy which cannot be filled because of a tie vote.

**7.6443 7.6432 Subsequent Ballots.** If all vacancies are not filled on the first ballot, the ~~The~~ nominees on subsequent ballots shall be determined by retaining those who received the greater number of votes on the preceding ballot and eliminating the nominee who received the fewest number of votes on the preceding ballot for each ~~office~~ position, except where there is a tie.

**7.644 Evaluation.** The election process set forth in this Bylaw 7.64 shall be evaluated at the Interim Meeting of the House of Delegates in the year 2008.

**7.64-7.65 Business Meeting.** There shall be a business meeting of members of the Section held on a day prior to each Annual and Interim Meeting of the House of Delegates at a time and place designated by the Executive Vice President of the AMA.

**7.641 7.651 Purposes of the Business Meeting.** The purposes of the business meeting shall be: (i) to hear such reports as may be appropriate; (ii) to consider and vote upon such matters as may properly come before the meeting; (iii) to adopt resolutions for submission by the Section to the House of Delegates of the AMA; (iv) ~~to elect~~, at the business meeting prior to the Annual Meeting of the AMA House of Delegates, to designate the offices of the members of the Governing Council; and (v) to conduct such other business as may properly come before the meeting.

**7.642 7.652 Participants at the Business Meeting.** Any member of the Section may participate in the Section's business meeting.

**7.643 7.653 Rules of Order.** All Section members ~~who are AMA members~~ shall have the right to vote at the business meeting of the Section, and the meeting shall be open to any member of the Section or the AMA. The meeting shall be conducted pursuant to rules of procedure adopted by the Governing Council of the Section and approved by the AMA Board of Trustees.

**2. CLARIFICATION OF RESIDENT AND FELLOW SECTION AND YOUNG PHYSICIANS SECTION MEMBERSHIP**

**HOUSE ACTION: RECOMMENDATIONS ADOPTED AS FOLLOWS, BYLAWS AMENDED ACCORDINGLY, AND REMAINDER OF REPORT FILED**

At the 2005 Annual Meeting, the House of Delegates adopted Resolution 1, which directed:

That our American Medical Association amend its Bylaws to clarify the membership status of physicians serving as active duty military or public health service physicians providing service as general medical officers and appropriately classify them as members of the AMA Resident and Fellow Section.

The Council on Constitution and Bylaws has prepared appropriate Bylaw amendments to implement this Resolution. In response to testimony in the Reference Committee, the Council has proposed that general medical officers be classified as residents for a maximum of five years.

The Council on Constitution and Bylaws notes that the definition of “resident” for purposes of membership in the Resident and Fellow Section and dues is specified in AMA Policy G-615.110 (AMA Policy Database--see Appendix). The Council will include this definition in the Bylaws’ Glossary of Terms.

**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 Bylaw amendments be adopted:

**7.00 Sections**

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**7.10 Resident and Fellow Section.** There shall be a Section for resident/fellow physician members of the American Medical Association which shall be known as the Resident and Fellow Section.

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**7.131 Representatives to the Business Meeting.**

**7.1311 Constituent Members.** Resident/fellow physician members of the American Medical Association in those constituent associations that provide full membership for them shall select one representative for each one hundred (100), or fraction thereof, regular members of the AMA who are eligible to be members of the Resident and Fellow Section and are members of the constituent association. The Executive Vice President of the AMA shall notify each constituent association of the number of representatives to which it is entitled. Each representative to the Business Meeting of the Resident and Fellow Section must be serving in an approved training program, fellowship or otherwise eligible to participate in the Resident and Fellow Section and shall be certified by the President or Secretary of the constituent association to be a member in good standing.

**7.1312 Direct Members.** Resident/fellow physicians serving in approved training programs or fellowships, members serving as their primary occupation in a structured educational program begun immediately upon completion of medical school, residency or fellowship training who are direct members of the AMA may be selected as representatives to the Business Meeting of the Resident and Fellows Section upon application to the Governing

Council for the Resident and Fellows Section. The Governing Council shall select representatives from those states that do not provide full membership for resident/fellow physicians on the basis of one representative for each one hundred (100), or fraction thereof, direct members of the AMA from that state who are resident/fellow physicians serving in approved training programs. The Governing Council shall select representatives pursuant to uniform rules and criteria that they may adopt.

**7.1313 Members Serving in the Military or in Federal Agencies.** Resident/fellow physicians serving in approved training programs, or fellowships, and members serving within the first five years after internship as active duty military or public health service physicians providing service as general medical officers before returning to complete a residency program, who are direct members of the AMA and serving in the United States Army, the United States Navy, the United States Air Force, the United States Public Health Service, the Department of Veterans Affairs or other Federal agencies may be selected as representatives to the Business Meeting of the Resident and Fellow Section upon application to the Governing Council for the Resident and Fellow Section. The Governing Council shall select representatives from the services and government agencies on the basis of one representative for each one hundred (100), or fraction thereof, direct members of the AMA from each of the services and government agencies who are physicians serving in approved training programs, fellowships or otherwise eligible to participate in the Resident and Fellow Section. The Governing Council shall select such representatives pursuant to such uniform rules and criteria that they may adopt.

**7.1314 National Medical Specialty Organizations.** Those national medical specialty organizations that have been granted representation in the AMA House of Delegates and have established a resident/fellow physician membership component may be represented at the Business Meeting of the Resident and Fellow Section by a representative selected by the resident/fellow physician members of the specialty organization. The Governing Council shall adopt uniform rules and criteria to determine if a national medical specialty organization has established a resident/fellow physician membership component so as to qualify for representation at the Business Meeting of the Section. The procedure by which the resident/fellow physician representative from the specialty organization is selected must meet the requirements established by the Governing Council.

**7.1315 Professional Interest Medical Associations.** Each qualified Professional Interest Medical Association may be represented at the Business Meeting of the Resident and Fellow Section by a resident/fellow physician representative selected by the Professional Interest Medical Association. The Governing Council shall adopt uniform rules and criteria to determine if a Professional Interest Medical Association qualifies for representation at the Business Meeting of the Section. The procedure by which the resident/fellow physician representative from the Professional Interest Medical Association is selected must meet the requirements established by the Governing Council.

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**7.50 Young Physicians Section.** There shall be a Section for young physician members of the American Medical Association which shall be known as the Young Physicians Section.

**7.51 Membership.** All active physician members of the American Medical Association who are not resident/fellow physicians serving in an approved training program eligible to be selected as representatives to the Business Meeting of the Resident and Fellow Section, but who are under 40 years of age or are within the first eight (8) years of professional practice after residency and fellowship training programs, shall be members of the Young Physicians Section.

2. That AMA Policy G-615.110[6] be modified as follows:

The term “resident” as applied to qualifications for membership in the Resident and Fellow Section, and eligibility for our AMA Resident dues rate, shall include only:

\* \* \* \* \*

(6) members serving as active duty military and public health service residents who are required to provide service after their internship as general medical officers, including dive medical officers, or flight surgeons before their return to complete a residency program and are within the first five years of service after internship.

APPENDIX

*G-615.110 Resident and Fellow Section (RFS)*

The term “resident” as applied to qualifications for membership in the Resident and Fellow Section, and eligibility for our AMA Resident dues rate, shall include only:

- (1) members serving in residencies approved by the ACGME or AOA;
- (2) members serving in fellowships approved by the ACGME or AOA;
- (3) members serving fellowships in subspecialty training when such program is affiliated with and under the supervision of an approved residency training program;
- (4) members serving fellowships in structured clinical training programs for periods of at least one year, to broaden competency in a specialized field;
- (5) members serving, as their primary occupation, in a structured educational program to broaden competency in a specialized field, provided it is begun upon completion of medical school, residency, or fellowship training; and
- (6) members serving as active duty military and public health service residents who are required to provide service after their internship as general medical officers or flight surgeons before their return to complete a residency program. (C&B Rep. B, A-79; Reaffirmed: CLRPD Rep. B, I-89; Amended by BOT Rep. 11, A-98; Consolidated: CLRPD Rep. 3, I-01)

**3. ALTERNATE DELEGATES RIGHT TO VOTE**

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

At the 2005 Annual Meeting, a vote was taken by written ballot. At that time, the AMA Bylaws were reviewed to determine the rights of alternate delegates to vote by ballot. Bylaws 2.145 and 2.146 provide that an alternate delegate, when substituting for a delegate, may vote, except when the vote is by ballot.

In its fact-finding function, the Council on Constitution and Bylaws reviewed the history of this exception in voting rights. Bylaw amendments defining the alternate delegates' status, including Bylaws 2.145 and 2.146, were adopted in 1986. Prior to 1986, the Bylaws did not define the alternate delegates' roles and responsibilities. The 1986 amendments formalized the unwritten rules under which the House of Delegates had been acting for many years. The 1986 amendments have remained in effect to date.

The effect of the Bylaws is that an alternate delegate, when substituting for a delegate, may vote in a voice vote, a standing vote, and a vote by show of hands. Alternate delegates have also been allowed to vote using hand-held voting machines. However, an alternate delegate may not vote by written ballot.

The Council has consulted The Standard Code of Parliamentary Procedure (Sturgis). As Sturgis states, voting by ballot is the only method that allows voters to make decisions without revealing their individual preferences.

The Council considers the distinction between voting by ballot and voting by other methods outdated, especially with recent advancements in voting technology. The Council also believes that alternate delegates should have the right to vote confidentially, in addition to their right to vote when their preferences are openly expressed.

Therefore, the Council recommends that the Bylaws be amended to grant alternate delegates, when substituting for delegates, the right to vote on issues in the House of Delegates regardless of the voting mechanism. The Council has retained the prohibition on alternate delegates voting in House of Delegates elections, since only delegates have the right to vote in elections.

#### RECOMMENDATION

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

#### **2.14 Alternate Delegates.**

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**2.145 Rights and Privileges.** An alternate delegate may substitute for a delegate, on the floor of the House of Delegates, at the request of the delegate by complying with the procedures established by the Committee on Rules and Credentials. While substituting for a delegate, the alternate delegate may speak and debate on the floor of the House, may offer an amendment to a pending matter, and may make motions and vote, ~~except when the vote is by ballot.~~

**2.146 Other.** The alternate delegate is not a “member of the House of Delegates” as that term is used in these Bylaws. Accordingly, an alternate delegate may not introduce resolutions into the House of Delegates, ~~may not nor vote in any election conducted by the House of Delegates, nor vote when any matter is to be decided by written ballot.~~ An alternate delegate is not eligible for nomination or election as Speaker or Vice Speaker of the House of Delegates. The alternate delegate must immediately relinquish his or her position on the floor of the House of Delegates upon the request of the delegate for whom the alternate delegate is substituting.

#### **4. SPEAKER AND VICE SPEAKER RIGHT TO VOTE**

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

The Council on Constitution and Bylaws has reviewed the restrictions on the voting rights of the Speaker and Vice Speaker of the House of Delegates. The Bylaws provide that the Speaker and Vice Speaker are entitled to vote when the vote is by ballot. The Speaker also has the right to vote in case of a tie. If the Vice Speaker is officiating for the Speaker, the Vice Speaker has the right to vote in case of a tie.

The Council has considered whether the Speaker and Vice Speaker should be entitled to vote on all matters, regardless of whether the vote is by ballot. The Speaker and Vice Speaker are members of the House of Delegates, and all other members of the House have the right to vote. The Council observes that changes in voting technology, such as hand-held voting machines, have altered the concept of a “ballot.” The Council also notes that The Standard Code of Parliamentary Procedure (Sturgis) states that the presiding officer has the right to cast a vote, but customarily exercises this right with discretion.

The Council recommends that the Bylaws be amended to grant the Speaker and Vice Speaker the full right to vote in the House of Delegates.

## RECOMMENDATION

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

**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.

**4.403** ~~The Speaker is~~ Shall be 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.~~

**4.4034** 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.

**4.4045** Shall serve, ex-officio, as a member of the executive committee of the Board of Trustees.

**4.50 Vice Speaker.** The Vice Speaker:

**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 the event of vacancy in the office of Speaker, until the vacancy is filled by election of the House of Delegates.

**4.503** 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.

**5. EMERGENCY BYLAWS**

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

The Council on Constitution and Bylaws recommends that the House of Delegates adopt bylaw amendments to guide American Medical Association governance in the event of an emergency. Recent events have shown that advance planning is prudent.

The Council proposes emergency bylaws, which would become effective upon an "emergency condition," including any natural or man-made disaster, catastrophe, or similar emergency. The bylaws cover two contingencies resulting from the emergency--first, if a quorum for a House of Delegates meeting cannot be attained, and second, if the normal quorum for a Board of Trustees meeting cannot be attained.

The primary goal of enacting emergency bylaws is to provide for the continued functioning of leadership and management. The bylaws have been drafted to be easily accessible, and to avoid spending time to interpret the existing bylaws as they would apply in an emergency.

In drafting the emergency bylaws, the Council consulted several sources. As our AMA is incorporated in Illinois, the Council reviewed the Illinois Not-For-Profit Corporation Act. The Illinois Act discusses emergency bylaws if a civil defense emergency is declared by the President of the United States or the Governor of Illinois. The Council also consulted the Delaware Code, which governs for-profit corporations incorporated in Delaware. Due to its favorable corporate environment, over one-half of all Fortune 500 companies are incorporated in Delaware, and the Delaware Code is considered to be a sophisticated statement of corporation law. Organizations incorporated outside Delaware frequently refer to the Delaware Code for guidance on new corporate governance issues. The Code specifically lists the provisions that may be included in emergency bylaws. The Council also reviewed emergency bylaws formulated by smaller not-for-profit associations.

The specific provisions of the proposed emergency bylaws are explained below.

#### HOUSE OF DELEGATES MEETINGS

If a quorum of the House of Delegates cannot be attained due to an emergency condition, the Council proposes granting the Board of Trustees the discretion to suspend House of Delegates meetings. As a smaller group, the Board could more readily and quickly assess the situation and determine if a meeting could be held. If a meeting is held, the Council recommends an adjusted quorum requirement. At its meeting immediately prior to this Interim Meeting, the Council further considered the issue of elections. The Council recommends that elections be suspended during an emergency condition. The revised provisions are indicated by underlining and strikethroughs in the proposed new Bylaw 14.00 in this report.

#### LEADERSHIP POSITIONS

Leadership and voice by our AMA would be crucial in times of an emergency, and the Council proposes bylaws to ensure that experienced leadership is in place.

Under the existing bylaws, the AMA President remains in office until his or her successor is installed. Installation occurs at an Annual Meeting. The proposed emergency bylaws are consistent with this provision. To resolve any question about the roles of those in leadership positions during the emergency, the emergency bylaws state clearly that the President-Elect, President, and Immediate Past President remain in their respective offices until the next House of Delegates meeting. This also makes it clear that the Immediate Past President would remain in office, thus ensuring that his or her term would not end during the emergency time period.

All other trustees and elected Council members would also remain in office until the next House meeting.

#### SUCCESSION

The existing bylaws provide for the following succession: If the Office of the President becomes vacant, the President-Elect becomes President, and serves the remainder of the unexpired term and his or her own term. If both offices are vacant, the Speaker becomes the President, and serves the remainder of the unexpired term.

The emergency bylaws follow this line of succession during an emergency condition, except that the Speaker would serve as President until the next meeting of the House of Delegates.

#### BOARD OF TRUSTEES

The current bylaws provide that a majority of the members of the Board of Trustees constitutes a quorum for a Board meeting. A majority is eleven trustees. If there are fewer than eleven trustees, it is likely that a number of questions would arise about the continuation of the Board and how vacancies are to be handled. These questions would require interpretation of the existing bylaws. Therefore, the Council proposes that the emergency bylaws become effective if fewer than eleven trustees can be convened for a meeting due to the emergency.

The emergency bylaws would allow the Board to function, without interruption, if there is a minimum of five trustees.

The Council has considered the advisability of designating additional trustees in advance, in the event the minimum number of trustees is not met. The Delaware Code permits a company to designate, in advance, a list of individuals that would be deemed directors if a quorum cannot be convened. Commentators recommend developing such a pre-approved listing. The Council believes it is wise to designate, in advance, members to act as trustees if necessary. The Council proposes that, if during an emergency, there are fewer than five trustees, the Chairs of the four elected Councils would be deemed "emergency trustees" to serve until the next meeting of the House of Delegates. (This designation may result in a Board larger than the minimum of five.) If the minimum is still not met, the remaining trustees, including any emergency trustees, could appoint additional emergency trustees to meet the minimum. The emergency trustees would have all of the duties of the regular trustees, and would serve until the next meeting of the House of Delegates.

#### BOARD OF TRUSTEES MEETINGS

During an emergency condition, any trustee could call a meeting. (The Delaware Code permits one director of a company to call a meeting in such situation.) A majority of the Board would be required to take action. With the minimum number of five trustees, three trustees would be required to take action.

#### DURATION OF EMERGENCY CONDITION

The Council proposes that the Board of Trustees determine when the emergency condition has ended, as the Board would be in the best position to determine when normal AMA functions could resume.

#### RECOMMENDATION

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

#### **14.00 Emergency Bylaws**

**14.10 Emergency Condition - House of Delegates.** The following Bylaws shall become operative upon any emergency resulting from an attack on the United States or on a locality in which the AMA conducts its business or holds its meetings, or upon any disaster, catastrophe or other similar emergency condition, as a result of which the quorum necessary for a House of Delegates meeting cannot readily be convened.

**14.11 Meetings.** Regular meetings of the House of Delegates may be suspended by the Board of Trustees during an emergency condition.

**14.12 Quorum.** If a meeting is not suspended, a majority of the delegates present at the commencement of the meeting shall constitute a quorum for the meeting.

**14.13 Elections.** Any elections to be held at a meeting during an emergency condition shall be suspended.

**14.131 Office of the President.** The President, President-Elect, and Immediate Past President in office immediately prior to the commencement of the emergency condition shall remain in their respective offices until the first meeting of the House of Delegates following the end of the emergency condition.

**14.1311 Vacancy.** If the office of President becomes vacant during the emergency condition, the President-Elect shall immediately become President and serve the remainder of the unexpired term and then assume office in accordance with Bylaw 3.501. If both the Office of the President and the Office of the President-Elect become vacant during the emergency condition, the Speaker shall immediately become President and serve until the first meeting of the House of Delegates following the end of the emergency condition.

- 14.132 Continuation in Office.** All other general officers and elected council members in office immediately prior to commencement of the emergency condition shall remain in their respective offices until the first meeting of the House of Delegates following the end of the emergency condition.
- 14.133 Extension of Tenure.** Limitations on tenure of officers and council members shall not apply during an emergency condition.
- 14.20 Emergency Condition - Board of Trustees.** The following Bylaws shall become operative upon any emergency resulting from an attack on the United States or on a locality in which the AMA conducts its business or holds its meetings, or upon any disaster, catastrophe or other similar emergency condition, as a result of which the regular quorum of eleven Trustees necessary for a meeting cannot readily be convened.
- 14.21 Minimum Number of Trustees.** The Board of Trustees shall be composed of a minimum of five Trustees during an emergency condition.
- 14.22 Designation of Emergency Trustees.** If there are fewer than five duly elected Trustees, the Chairs of the Council on Constitution and Bylaws, Council on Medical Education, Council on Medical Service and Council on Science and Public Health shall be added as Emergency Trustees. If there are fewer than five Trustees following such designation of Emergency Trustees, the Trustees shall appoint sufficient Emergency Trustees to comprise the minimum of five.
- 14.23 Duties and Privileges.** Emergency Trustees shall have all duties and privileges of Trustees, and shall serve as Trustees until the first meeting of the House of Delegates following the end of the emergency condition or until a minimum of five duly elected Trustees are available, whichever comes first.
- 14.24 Authority.** The primary duty of the Board of Trustees during an emergency condition shall be the continuation and management of the AMA. The Board of Trustees may adopt such other emergency bylaws as may be necessary for such continuation and management.
- 14.25 Meetings.** A meeting of the Board of Trustees may be called by any Trustee. Notice of any meeting shall be given to such Trustees as may be feasible to reach at the time and by such means as may be feasible at the time.
- 14.26 Quorum.** A majority of the members of the Board of Trustees shall constitute a quorum.
- 14.27 Effect of Action.** Action taken in accordance with these emergency Bylaws shall bind the AMA. No Trustee acting in accordance with these emergency Bylaws shall be liable for such action, except for willful misconduct.
- 14.30 Duration.** To the extent not inconsistent with any emergency Bylaw, the Bylaws of the AMA shall remain in effect during the emergency condition. Upon the end of the emergency condition, as determined by the Board of Trustees, the emergency Bylaws shall cease to be operative.

## **6. EXTENDING THE FREEZE ON THE SIZE OF THE HOUSE OF DELEGATES**

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

The Board of Trustees has submitted BOT Report 12 for consideration at this meeting. The report recommends extension through December 31, 2007 the freeze on state and specialty society delegations in the House of Delegates. If adopted, this recommendation would require amendment of the AMA Bylaws.

RECOMMENDATION

The Council on Constitution and Bylaws recommends that the following Bylaw amendment be adopted if the recommendation in BOT Report 12 is 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 layover.

**2.00 House of Delegates**

\* \* \* \* \*

**2.11 Constituent Associations.** Each constituent association is entitled to delegate representation based on the number of seats allocated to it by apportionment, and such additional delegate seats as may be provided under 2.112.

**2.111 Apportionment.** The apportionment of delegates from each constituent association is one delegate for each one thousand (1,000), or fraction thereof, active constituent and active direct members of the American Medical Association within the jurisdiction of each constituent association, as recorded in the office of the Executive Vice President of the AMA on December 31 of each year.

**2.1111 Effective Date.** Such apportionment shall take effect the ensuing January 1 and shall remain effective for one year thereafter. In January of each year the Executive Vice President of the American Medical Association shall notify each constituent association of the number of seats in the House of Delegates to which it is entitled during the current year. Notwithstanding the foregoing requirements, the apportionment of delegates from each constituent association shall not be less than the 2003 apportionment while the specialty organization delegate apportionment freeze set forth in Bylaw 2.124 is in effect.

**2.11111 Retention of Delegate.** Commencing on the expiration of the apportionment freeze, if the membership information as recorded in the Office of the Executive Vice President of the American Medical Association on December 31 warrants a decrease in the number of delegates representing a constituent association, the constituent association shall be permitted to retain the same number of delegates, without decrease, for one additional year, but only if it promptly files with the Office of the Executive Vice President of the AMA a written plan of intensified AMA membership development activities among its members.

\* \* \* \* \*

**2.124 Apportionment of Specialty Organization Delegates.** Apportionment of delegates and alternate delegates from each specialty organization represented in the AMA House of Delegates is one delegate and one alternate delegate for each one-thousand (1,000), or fraction thereof, of physician members of the AMA who select that specialty organization to represent the member on the biennial notice returned to the AMA plus fourth year medical students who are members of the AMA who select that specialty organization to represent the member on the biennial notice returned to the AMA. Notwithstanding the foregoing requirements, the apportionment of delegates and alternate delegates in effect for 2003 from each specialty organization represented in the AMA House of Delegates in 2003 shall remain in effect until December 31, ~~2005~~ 2007. The delegates eligible for seating in the House of Delegates by apportionment are in addition to the additional delegate and alternate delegate authorized for unified specialty organizations meeting the requirements of 2.122.