

REPORTS OF THE COUNCIL ON CONSTITUTION AND BYLAWS

The following reports, 1–2, were presented by Colette R. Willins, MD, Chair:

1. MEMBERSHIP AND REPRESENTATION IN THE ORGANIZED MEDICAL STAFF SECTION: UPDATED BYLAWS

Reference committee hearing: see report of [Reference Committee on Amendments to Constitution and Bylaws](#).

**HOUSE ACTION: RECOMMENDATIONS ADOPTED
REMAINDER OF REPORT FILED
BYLAWS AMENDED**

See Bylaws, §7.4

At the 2016 Annual Meeting, our AMA House of Delegates adopted Policy G-615.101, “Membership and Representation in the Organized Medical Staff Section,” introduced by the Organized Medical Staff Section, which called for amendments to the AMA Bylaws to accomplish the following:

1. An expanded member base, whereby all active AMA members who are members of the medical staff of a hospital or a group of practicing physicians organized to provide health care are eligible for OMSS membership. Also, Section membership shall continue to include active resident and fellow members of the AMA who are selected by their medical staffs as representatives to the OMSS business meeting.
2. A modified OMSS representation structure such that the medical staff of each hospital or group of practicing physicians organized to provide health care may select up to two AMA member representatives to the OMSS business meeting, with the president or chief of staff of the medical staff also able to attend the meeting as a representative if he or she is an AMA member.
3. When a multi-hospital system and its component medical staffs have exercised the option under the Medicare Conditions of Participation to unify the medical staffs, the medical staff members who hold specific privileges to practice at each separately Medicare-certified hospital within the system may select up to two AMA member representatives to the OMSS business meeting, with the president or chief of staff of the unified medical staff also able to attend the meeting as a representative if he or she is an AMA member.
4. Certification of all representatives in accordance with procedures established by the OMSS Governing Council.
5. Clarification of the rights of OMSS representatives, non-OMSS representatives, non AMA members and guests.

The Council on Constitution and Bylaws presents the requested amendments to the AMA Bylaws.

RECOMMENDATIONS

The Council on Constitution and Bylaws recommends that the following amendments to the AMA Bylaws be adopted, that Policy G-615.101 be rescinded, and that the remainder of this report be filed.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.

7.4 Organized Medical Staff Section. The Organized Medical Staff Section is a delineated Section.

7.4.1 Membership. Membership in the Section shall be limited open to all active physician members of the AMA who are members of a medical staff of a hospital or a medical staff of a group of practicing physicians organized to provide healthcare. physicians, including residents and fellows, selected by physician members of the medical staffs of hospitals and other delivery systems. Selected physicians who are not AMA members may participate in the Section's Business Meeting as provisional members without the right to vote. Provisional members may attend a maximum of 2 Business Meetings. Active resident and fellow members of the AMA who are selected by their medical staffs as representatives to the Business Meeting also shall be considered members of the Section.

7.4.32 Representatives to the Business Meeting. The physician members of the Each medical staff of each a hospital and each medical staff of a group of practicing physicians organized to provide healthcare delivery system meeting the requirements established by the Governing Council may select one or more

up to two active physician AMA member representatives to the Business Meeting. The president or chief of staff of a medical staff may also attend the Business Meeting as a representative if he or she is an active physician member of the AMA. The representatives must be physician members of the medical staff of a hospital or group of practicing physicians organized to provide healthcare or residents/fellows affiliated with the medical staff of a hospital or group of practicing physicians organized to provide healthcare delivery system. Selected physicians who are not AMA members may participate in the Business Meeting as provisional representatives without the right to vote. Provisional representatives may attend a maximum of 2 Business Meetings. Selected All representatives to the Business Meeting shall be properly certified by the President or Secretary of the medical staff in accordance with procedures established by the Governing Council and approved by the Board of Trustees.

7.4.32.1 When a multi-hospital system and its component medical staffs have unified the medical staffs, those medical staff members who hold specific privileges to practice at each separate entity within the unified system may select up to two representatives to the Business Meeting, so long as they are active physician members of the AMA. The president or chief of staff of a unified medical staff also may attend the Business Meeting as a representative if he or she is an active physician member of the AMA.

Members of the Governing Council who have completed their terms and the chairs of state association hospital medical staff sections or organized medical staff sections may be seated as ex officio representatives to the Business Meeting, provided they are AMA members and are properly certified by the President or Secretary of the state association. Ex officio representatives have the right to speak and debate in the meeting but do not have the right to introduce business, introduce an amendment, make a motion, or vote.

7.4.3.2 All past chairs of the AMA Organized Medical Staff Section may attend the Business Meeting as ex officio members. They shall have the right to speak and debate in the meeting, but do not have the right to introduce business, introduce an amendment, make a motion, or vote.

7.4.23 Cessation of Eligibility. If any officer or Governing Council member ceases to meet the membership requirements of Bylaw 7.4.1 or ceases to be credentialed as a representative consistent with Bylaw 7.4.2 prior to the expiration of the term for which elected, the term of such officer or member shall terminate and the position shall be declared vacant.

7.4.4 Member Rights and Privileges

7.4.4.1 An OMSS member who is certified as a representative in accordance with 7.4.2 has the right to speak and debate, and has the right to introduce business, make motions, vote, and run for office to the OMSS Governing Council.

7.4.4.2 An OMSS member who is not certified as a representative in accordance with 7.4.2 has the right to speak and debate, but does not have the right to introduce business, make motions, vote or run for office to the OMSS Governing Council.

7.4.4.3 A physician who is not an AMA member may attend one Business Meeting as a guest, without the right to speak or debate, introduce business, make motions, vote or run for office to the OMSS Governing Council.

7.4.4.4 At the discretion of the Governing Council, a nonphysician may attend the Business Meetings as a guest.

APPENDIX - AMA Policy

G-615.101, Membership and Representation in the Organized Medical Staff Section

Our AMA Bylaws will be amended to reflect the following statements about membership and representation in the Organized Medical Staff Section (OMSS):

1. **Membership.** Membership in the OMSS shall be open to all active physician members of the AMA who are members of the medical staff of a hospital or members of the medical staff of a group of practicing physicians organized to provide health care. Membership in the Section also shall continue to include active resident and fellow members of the AMA who are selected by their medical staffs as representatives to the OMSS business meeting. 2. **Representation.** a. The medical staff of each hospital or group of practicing physicians organized to provide health care meeting the requirements established by the OMSS Governing Council may select up to two AMA member representatives to the OMSS business meeting; additionally, the president or chief of staff of the medical staff may attend the meeting as a representative if he or she is an AMA member. b. When a multi-hospital system and its component medical staffs have exercised their option under the Medicare Conditions of Participation to unify the medical staffs, the medical staff members who hold specific privileges to practice at each separately Medicare-certified hospital within the system may select up to two AMA member representatives to the OMSS business meeting. Additionally, the president or chief of staff of the unified medical staff may attend the meeting as a representative if he or she is an AMA member. c. All OMSS representatives shall be certified in accordance with procedures established by the OMSS Governing Council. 3. **Rights of OMSS representatives.** Only certified OMSS representatives shall have the right to introduce business, make motions, and vote at OMSS business meetings, and to serve as members of the OMSS Governing Council. 4. **Rights of non-OMSS representatives.** a. OMSS members who are not certified OMSS representatives, as well as all other AMA members, shall have the right to attend OMSS business meetings and to speak and debate but not to introduce business, make motions, or vote. b. A physician who is not an AMA member may attend one business meeting as a guest, without the right to speak or debate, introduce business, make motions, or vote at OMSS business meetings. c. At the discretion of the Governing Council, non-physicians may attend business meetings as guests, without the right to speak or debate, introduce business, make motions, or vote.

2. BYLAW AMENDMENTS PERTAINING TO LATE RESOLUTIONS AND EMERGENCY BUSINESS

Reference committee hearing: see report of [Reference Committee on Amendments to Constitution and Bylaws](#).

HOUSE ACTION: **RECOMMENDATION 1 ADOPTED**
RECOMMENDATION 2 REFERRED
RECOMMENDATIONS 3 AND 4 NOT ADOPTED
BYLAWS AMENDED
See Bylaws, §2.11

At the 2016 Annual Meeting of the AMA House of Delegates, the House adopted Policy G 600.054, “Procedures of the House of Delegates,” which recommended changes in how the House of Delegates handles late and emergency resolutions from delegates. Policy G-600.054(6), derived from Speakers Report 2-A-16, defined late resolutions as those submitted less than 30 days before the opening day of a House of Delegates meeting but before the opening session recesses and not meeting the definition of regular business. Policy G-600.054(6) defined resolutions from delegates that are submitted after the recess of the opening session as emergency resolutions, subject to a three-fourths vote for acceptance as business. Emergency resolutions are not referred to a reference committee but rather handled by the House as a whole. For adoption, emergency resolutions, like late resolutions, would require only a simple majority.

The Council on Constitution and Bylaws was asked to prepare bylaws amendments to effect the changes in definitions of late and emergency resolutions as well as handling of late resolutions and emergency resolutions from delegates. As part of that undertaking, the Council also was directed to consider whether some elements currently in the bylaws related to the handling of late and emergency business would be more appropriately defined in policy.

DISCUSSION

Bylaw Changes to Incorporate House Action on Late and Emergency Resolutions—Recommendation 1

Several subprovisions of Bylaw 2.11.3, “Introduction of Business,” deal exclusively with late and/or emergency resolutions (Bylaws 2.11.3.1.3 and 2.11.3.1.4). In its Recommendation 1, the Council has proposed bylaw amendments that are consistent with Policy G-600.054(6). For Bylaw 2.11.3.1.4, the Council has also proposed retitling the heading for accuracy to read “Emergency Resolutions.” Similarly, the Council proposes to modify Bylaw 2.11.3.2, “Reports of Board” to “Business of the Board of Trustees” for accuracy.

The Council notes that existing Bylaw 2.11.5.2, “New Business on the Final Day of the House of Delegates Meeting,” is now obsolete due to Policy G-600.065(7), which changed how emergency resolutions are handled. Emergency resolutions are no longer referred to a reference committee and, once accepted as business by the House

of Delegates by a three-fourths vote of delegates present and voting, require only a majority vote for adoption. Thus, the Council proposes to incorporate much of the language from 2.11.5.2 into an amended 2.11.3.1.4, “Emergency Resolutions,” and proposes a new Bylaw 2.11.3.1.6, “Resolutions not Accepted” to incorporate the language of 2.11.5.2.2, but also modify it for clarity to state that resolutions that the House voted to not accept can be resubmitted for possible consideration at any future meeting of the House of Delegates rather than just at the next meeting.

Amended Bylaws 2.11.4 and 2.13.1.7.1 reiterate and clarify that items of business, with few exceptions such as informational reports, memorial resolutions, etc., that have been submitted prior to the recess of the opening session of the House of Delegates and accepted as business are referred to a reference committee.

The criteria for considering and adopting emergency resolutions were changed with adoption of Speakers Report 2-A-16. The timing regarding when these items are considered emergency resolutions was also changed. Per Speakers Report 2-A-16, late resolutions continue to be subject to a two-thirds vote for acceptance as business and upon acceptance, are referred to a reference committee. Emergency resolutions are not referred to a reference committee but rather handled by the House of Delegates as a whole. For adoption, late resolutions and emergency resolutions, like all other items of business with the exceptions of amendments to the AMA Constitution and Bylaws and changes to the Principles of Medical Ethics, require only a majority vote.

Because emergency resolutions must be processed without the benefit of a reference committee hearing, their acceptance should meet a higher hurdle. At the same time, a situation that is truly emergent and that requires action before the next meeting of the House of Delegates should generally be self-evident presumably rendering the three-fourths vote largely a formality.

Previously, resolutions presented on the final day of the meeting were not considered late, but rather emergency resolutions. The change in the definition of emergency resolutions eliminated using the “final day of the House” as the time at which resolutions are considered emergency, and instead set the time as after the close of the opening session of the House of Delegates. Speakers Report 2 noted that the “final day of the House” is not known with certainty, as in recent years the House has adjourned a day early multiple times.

According to Speakers Report 2, “The committee believes that establishing an unambiguous cut-off for defining late and emergency resolutions will be of obvious value. Reference committee hearings on a resolution are essential to the House of Delegates process and should only be bypassed for emergency resolutions. Therefore the defining point favored here for late resolutions is recess of the first session of the House of Delegates.”

Elimination of References to “The Final Day” as a Defining Point for Other Business—Recommendation 2

During its comprehensive review of the AMA Bylaws and concurrent review of the House of Delegates Reference Manual: Procedures, Policies and Practices, the Council considered eliminating references to the final day when defining emergency resolutions but noted there are many other items of business that had different rules for consideration and/or adoption using “the final day of the House of Delegates meeting” as the defining point in our bylaws.

As noted above, Speakers Report 2 stated that the “final day of the House” is not known with certainty, as in recent years the House has adjourned a day early multiple times. The Council agrees that reference committee hearings are essential to the House of Delegates process and feels they should only be bypassed for extraordinary business, not just emergency resolutions. The Council also agrees that establishing an unambiguous cut-off for defining when an item is beyond “late” will be of obvious value. Therefore the defining point favored here for late resolutions, the recess of the first session of the House of Delegates, should be applied to other items of business that currently use the defining point of “the final day.”

In proposing the bylaw amendments in Recommendation 2, the Council offers the following rationale for its recommendations, and notes that the House has the ability to adopt, adopt as amended, not adopt, refer, etc.

- 2.11.3.1.2, AMA Sections. The Council believes that it is appropriate to change the cut-off point for resolutions from sections from “the close of business on the day preceding the final day of the meeting” to “no later than the recess of the House of Delegates opening session.” The Council has also conferred with the Office of the

House of Delegate Affairs and confirms that the Council's proposed language is consistent with the sections' current practice of submitting resolutions before the opening of the House of Delegates so that resolutions can be included in the Sunday tote, accepted as business and referred to a reference committee for discussion.

- 2.11.3.3, Reports of Councils. Currently, reports, opinions or recommendations from a council of the AMA or a special committee of the House of Delegates may be presented at any time before the close of business on the day preceding the final day of a meeting. The Council felt that the language referring to the final day must be eliminated since the "final day of the House" is not known with certainty. However, it is not as simple as substituting the new defining point. Unlike business from the Board presented on the final day which requires a three-fourths vote for adoption, business from the councils simply is not allowed on the final day under our current bylaws. It was felt that these groups should be able to present items of business after the recess of the House of Delegates opening session. To avoid this unintended consequence, the council eliminated the final day language which then allows these council and special committee items of business to be presented at any time during a meeting.
- 2.11.5 and 2.11.5.1, New Business presented after recess of the opening session of the House of Delegates meeting. The Council has deleted reference to "final day" and instead used the defining point of business presented after the recess of the opening session of the House of Delegates. At that point in time, the business will be presented too late for reference committees. The current higher bar of three-fourths vote for adoption still stands as it is currently in our Bylaws. While Speakers Report 2 gave an excellent explanation why the final day could no longer be used as a defining point, it made no recommendations regarding changing the higher bar for consideration currently set for business other than resolutions from delegates.

Other Considerations

As directed by Policy G-600.054, the Council has considered whether some bylaw provisions would better exist in policy. The Council discussed whether or not the voting threshold to accept late resolutions and/or emergency resolutions for consideration should continue to be embodied in the Bylaws or be solely in the HOD Reference Manual: Procedures, Practices and Policies, and agreed to retain them in the Bylaws for completeness as well as include them in the HOD Reference Manual. The Council, however, has elected not to specify in the Bylaws the vote required for adoption.

RECOMMENDATIONS

The Council on Constitution and Bylaws recommends the following:

1. That the following amendments to the AMA Bylaws be adopted consistent with Policy G-600.054(6):

2.11.3 Introduction of Business.

2.11.3.1 Resolutions. To be considered as regular business, each resolution must be introduced by a delegate or organization represented in the House of Delegates and must have been submitted to the AMA not later than 30 days prior to the commencement of the meeting at which it is to be considered, with the following exceptions.

2.11.3.1.1 Exempted Resolutions. If any member organization's house of delegates or primary policy making body, as defined by the organization, adjourns during the 5-week period preceding commencement of an AMA House of Delegates meeting, the organization is allowed 7 days after the close of its meeting to submit resolutions to the AMA. All such resolutions must be received by noon of the day before the commencement of the AMA House of Delegates meeting. The presiding officer of the organization shall certify that the resolution was adopted at its just concluded meeting and that the body directed that the resolution be submitted to the AMA House of Delegates.

2.11.3.1.3 Late Resolutions. Late resolutions may be presented by a delegate prior to the recess of the opening session of the House of Delegates any time prior to the final day of a meeting, and but will be accepted as business of the House of Delegates only upon two-thirds vote of delegates present and voting.

2.11.3.1.4 Emergency Nature Resolutions. On the final day of a meeting, delegates may present resolutions of an emergency nature which shall be accepted pursuant to Bylaw 2.11.5.2. Resolutions of an emergency nature may be presented by a delegate any time after the opening session of the House of Delegates is recessed. Emergency resolutions will be accepted as business only upon a three-fourths vote of delegates present and voting, and if accepted shall be presented to the House of Delegates without consideration by a reference committee.

2.11.3.1.5 Withdrawal of Resolutions. A resolution may be withdrawn by its sponsor at any time prior to its acceptance as business by the House of Delegates.

2.11.3.1.6 Resolutions not Accepted. Late resolutions and emergency resolutions not accepted as business by the House of Delegates may be submitted for consideration at a future meeting in accordance with the procedure in Bylaw 2.11.3.

2.11.3.2 Reports Business of the Board of Trustees. Reports, recommendations, resolutions or other new business, may be presented by the Board of Trustees at any time during a meeting.

2.11.4 Referral to Reference Committee. Reports, recommendations, resolutions or other new business presented prior to the recess of the opening session of the House of Delegates before the close of business on the day preceding the final day of a meeting shall be referred to an appropriate reference committee for hearings and report, subject to acceptance as business of the House of Delegates. Items of business presented after the recess of the opening session are not referred to reference committee, but rather heard by the House of Delegates as a whole, subject to acceptance as business of the House of Delegates. Informational items are not referred to a reference committee.

2.11.5.2 Emergency Resolutions. Resolutions of an emergency nature presented by delegates on the final day of a meeting shall be referred by the Speaker to an appropriate reference committee, which shall then report to the House of Delegates as to whether the matter involved is or is not of an emergency nature.

2.11.5.2.1 If the reference committee reports that the matter is of an emergency nature, the resolution shall be presented to the House of Delegates without further consideration by a reference committee. Adoption of the recommendation(s) in the emergency resolution shall require a three-fourths vote of delegates present and voting.

2.11.5.2.2 If the reference committee reports that the matter is not of an emergency nature, the resolution may be submitted for consideration at the next meeting in accordance with the procedure in Bylaw 2.11.3.

2.13.1 Reference Committees of the House of Delegates.

2.13.1.7 Procedure and Reports.

2.13.1.7.1 Method. Resolutions, reports, extracted opinions and proposals presented to the House of Delegates prior to the recess of the opening session of the House of

Delegates shall be referred to appropriate reference committees, subject to acceptance as business of the House of Delegates. The reports of reference committees shall be presented to the House of Delegates before final action may be taken on such resolutions, reports and proposals, unless otherwise provided in these Bylaws, or unless otherwise unanimously decided by the House of Delegates.

(Modify AMA Bylaws)

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

2.11 Procedure.

2.11.3 Introduction of Business.

2.11.3.1 Resolutions. To be considered as regular business, each resolution must be introduced by a delegate or organization represented in the House of Delegates and must have been submitted to the AMA not later than 30 days prior to the commencement of the meeting at which it is to be considered, with the following exceptions.

2.11.3.1.1 Exempted Resolutions. If any member organization's house of delegates or primary policy making body, as defined by the organization, adjourns during the 5-week period preceding commencement of an AMA House of Delegates meeting, the organization is allowed 7 days after the close of its meeting to submit resolutions to the AMA. All such resolutions must be received by noon of the day before the commencement of the AMA House of Delegates meeting. The presiding officer of the organization shall certify that the resolution was adopted at its just concluded meeting and that the body directed that the resolution be submitted to the AMA House of Delegates.

2.11.3.1.2 AMA Sections. Resolutions presented from the business meetings of the AMA Sections may be presented for consideration by the House of Delegates no later than the recess of the House of Delegates opening session. At any time before the close of business on the day preceding the final day of the meeting.

2.11.3.2 Reports of Board of Trustees. Reports, recommendations, resolutions or other new business, may be presented by the Board of Trustees at any time during a meeting.

2.11.3.3 Reports of Councils. Reports, opinions or recommendations from a council of the AMA or a special committee of the House of Delegates may be presented at any time before the close of business on the day preceding the final day of during a meeting.

2.11.3.4 Informational Reports of Sections. Informational reports may be presented by the AMA Sections on an annual basis.

2.11.5 New Business on Final Day of Presented After Recess of the Opening Session of the House of Delegates Meeting.

2.11.5.1 Requirements. Reports, recommendations, resolutions or other new business presented by the Board of Trustees after recess of the opening session of the House of Delegates meeting on the final day of a meeting shall be accepted as business before the House and shall not be referred to a reference committee, but adoption of the recommendation(s) in the report or other item(s) of business shall require a three-fourths vote of delegates present and voting.

3. That Policy G-600.054(6) and (7) be rescinded; and
4. That the balance of this report be filed.

APPENDIX - Relevant AMA Policy

G-600.054, Procedures of the House of Delegates

1. Our AMA reaffirms The American Institute of Parliamentarians Standard Code of Parliamentary Procedure as our parliamentary authority, including the use of the motion to table and the motion to adopt in-lieu-of, and treat amendments by substitution as first-order amendments. 2. The rules and procedures of the House of Delegates will be amended as follows: A. The motion to table a report or resolution that has not yet been referred to a reference committee is not permitted and will be ruled out of order. B. A new motion is added to the House of Delegates Reference Manual, Object to Consideration. If a Delegate objects to consideration of an item of business by our HOD, the correct motion is to Object to Consideration. The motion cannot interrupt a speaker, requires a second, cannot be amended, takes precedence over all subsidiary motions and cannot be renewed. The motion requires a 3/4 vote for passage. Debate is restricted to why the item should not be considered. 3. The procedures of our House of Delegates distinguish between a motion to refer, which is equivalent to a motion to refer for report, and a motion to refer for decision and that the motion to refer for decision be one step higher in precedence. 4. The procedures of our House of Delegates specify that both sides must have been heard before a motion to close debate is in order and that absent an express reference to "all pending matters" the motion applies only to the matter under debate. 5. The procedures of our House of Delegates clarify that adjournment of any House of Delegates meeting finalizes all matters considered at that meeting, meaning that items from one meeting are not subject to a motion to recall from committee, a motion to reconsider or any other motion at a succeeding meeting. 6. Late resolutions are defined as those submitted less than 30 days before the opening day of a House of Delegates meeting but before the opening session recesses and not meeting the definition of regular business, and that business submitted after the recess of the opening session be regarded as emergency business, subject to a three-fourths vote for acceptance as business. 7. The Council on Constitution and Bylaws will prepare bylaws amendments to effect the changes in definitions as well as handling of late resolutions and emergency business and as part of that effort consider whether some related elements currently in the bylaws would better exist in policy. 8. The Council on Constitution and Bylaws, in consultation with the speakers, will review the House of Delegates Reference Manual and revise it accordingly.