

**Rules of the Council on Constitution and Bylaws  
Of the American Medical Association**

February 2016 (Approved by the AMA Board of Trustees  
April 2016)

**Rule 1. General Statement:** The Council on Constitution and Bylaws is a Council of the AMA. Its functions are outlined in Bylaw 6.1.1.<sup>1</sup> The Council is established by, and subject to, the provisions of the Constitution and Bylaws of the AMA. These rules are adopted by the Council pursuant to Section 6.0.2<sup>2</sup> of the AMA Bylaws.

**Rule 2. Membership:** The membership of the Council shall be as provided in the Bylaws and shall consist of Regular Members and Ex Officio Members.

**Rule 3. Officers:** A Chair and Vice Chair shall be elected by the Regular Members of the Council for a term of one year.

- a.) Time of Nomination: Officers shall be nominated at the reorganization meeting of the newly constituted Council held at the Annual Meeting of the AMA House of Delegates. Members eligible for office will express their interest in serving.
- b.) Method of Election: If the House of Delegates has adjourned by the time of the meeting, elections shall occur at the reorganization meeting. If the House of Delegates has not adjourned by the time of the reorganization meeting, the election shall occur within 7 business days after adjournment of the House of Delegates at a conference call meeting using electronic voting.

The Officers shall be elected separately by secret ballot. A majority of the votes cast shall be necessary to elect. If no member receives a majority of the votes cast, the balloting shall be repeated until a member is elected to each office.

Where there is no contest, election shall occur by acclamation.

- c.) Tenure: No member may serve as Chair for more than two terms. No member may serve as Vice Chair for more than two terms.
- d.) Duties of Officers: I.) Chair: The Chair shall preside at all meetings of the Council. II.) Vice Chair: The Vice Chair shall officiate for the Chair in the latter's absence or at the request of the Chair.

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<sup>1</sup> 6.1.1. Functions. 6.1.1.1 To review, advise and make recommendations on matters pertaining to the Constitution and Bylaws; 6.1.1.2 To recommend such changes in to the Constitution and Bylaws as it deems appropriate for action by the House of Delegates; 6.1.1.3 To draft Constitution and Bylaws language as directed by the House of Delegates or Board of Trustees, or as recommended by the Council for consideration by the House of Delegates; and 6.1.1.4 To serve as advisory to the Board of Trustees in reviewing the rules, regulations, and procedures of the AMA Councils and Sections.

<sup>2</sup> 6.02 Each Council shall select a Chair and Vice Chair or Chair-Elect and may adopt such rules and regulations as it deems necessary and appropriate for the conduct of its affairs, subject to approval by the Board of Trustees.

- e.) **Vacancies:** If the office of Chair becomes vacant for any reason, the Vice Chair shall immediately succeed to the office of Chair. If the office of Vice Chair becomes vacant for any reason, the Regular Members of the Council shall elect a successor of the Council for the remainder of the unexpired term.

**Rule 4.** **Meetings:** The Council shall meet just prior to the opening of each meeting of the House of Delegates of the American Medical Association, and shall be available to reconvene at any time during the ensuing meeting of the House of Delegates. The Council shall also hold at least one in-person or electronic meeting between meetings of the House of Delegates, and such additional meetings as may be necessary or appropriate to the conduct of the business of the Council.

**Rule 5.** **Notice:** Meetings of the Council shall require reasonable notice to all members of the Council, both Regular Members and Ex Officio Members.

**Rule 6.** **Minutes:** Minutes shall be kept of all meetings of the Council and all action taken shall be recorded in the minutes of each meeting.

**Rule 7.** **Quorum:** Four Regular Members of the Council shall constitute a quorum for conduct of all business of the Council.

**Rule 8.** **Voting:** Vote by proxy shall not be allowed. Each Regular Member, including the Chair and Vice Chair, shall have one vote. The affirmative vote of a majority of all voting members present at the meeting shall be required to carry any issue.

**Rule 9.** **Reports:** Reports of the Council to the House of Delegates or the Board of Trustees shall be approved by the affirmative vote of the majority of the voting members present at the meeting.

**Rule 10.** **Committees:** The Council does not have any standing committees. However, at the discretion of the Chair, task forces and/or ad hoc committees may be established. All matters are ultimately handled by the entire Council.

**Rule 11.** **Guests:** The Chair may invite AMA members or other guests who have information that aids the Council in its deliberations. Other guests, as follows, may request of the Chair the opportunity to attend: (a) nominated candidates for the Council on Constitution and Bylaws at the annual meeting of their candidacy; (b) AMA members with a specific issue germane to the Council's activity. All requests are to be submitted in writing at least two weeks before the scheduled meeting. The Chair has the discretion of setting appropriate time and length of attendance for the guests.

**Rule 12.** **Amendments:** Subject to the applicable provisions of the AMA Bylaws, these rules may be amended by the affirmative vote of a majority of the voting members present at any meeting of the Council, provided that reasonable notice of the proposal to amend these rules at said meeting shall have been provided in advance to all members of the Council.