

## REPORTS OF THE COUNCIL ON CONSTITUTION AND BYLAWS

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

### 1. UPDATED BYLAWS – EMERGENCY BUSINESS

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

**HOUSE ACTION: RECOMMENDATIONS ADOPTED AS FOLLOWS**

**REMAINDER OF REPORT FILED**

**BYLAWS AMENDED**

*See Bylaws §2.11 and subsections and Policy G-600.054*

At the 2016 Interim Meeting of the AMA House of Delegates, the Council on Constitution and Bylaws presented CCB Report 2-I-16, “Bylaw Amendments pertaining to Late Resolutions and Emergency Business.” CCB Report 2-I-16 was prepared to implement Policy G-600.054, “Procedures of the House of Delegates,” which changed how the House of Delegates handled late and emergency resolutions. Policy G-600.054 had its origins in Speakers Report 1-A-16, which, among other things, articulated why references to the “final day” of a House of Delegates meeting in our AMA Bylaws were inadvisable. The House adopted CCB Report 2-I-16 Recommendation 1 in regard to late resolutions introduced by delegates and referred Recommendation 2 regarding the handling of reports back to the Council. As the Council noted in its report and subsequent reference committee testimony, eliminating all bylaw references to the “final day” of the meeting was problematic for a number of reasons, not the least of which were that it had no House input on section resolutions and Board and council reports submitted after the opening session of the House of Delegates recessed.

This report presents amended bylaw language for consideration of the House of Delegates (HOD). In formulating its recommendations, the Council took into consideration the testimony during reference committee on its original recommendations.

#### BACKGROUND

The following bylaws contain reference to the final day of the House of Delegates meeting:

- 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 at any time before the close of business on the day preceding the final day of the 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 a meeting.
- 2.11.5, New Business on Final Day of House of Delegates Meeting.
- 2.11.5.1, Requirements. Reports, recommendations, resolutions or other new business presented by the Board of Trustees 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.

#### *AMA Section Resolutions*

As recommended by Speakers Report 2-A-16, adopted by our AMA House of Delegates and codified in Bylaw 2.11.3.1.4, resolutions submitted by delegates after the HOD opening session is recessed are deemed emergency resolutions and are accepted as business only upon a three-fourths vote of delegates present and voting. These emergency resolutions are then presented to the House as a whole and do not receive consideration by a reference committee.

The Council has confirmed with the Office of House of Delegates Affairs that section resolutions typically are submitted early enough for the advance Handbook or for inclusion in the Sunday tote, and thus are referred to a reference committee for deliberation and recommended disposition. Under our current Bylaws, these resolutions are not considered “late” or “emergency.”

#### *Reports of the Councils and the Board of Trustees*

Current AMA Bylaws allow the Board to submit a report any time during a meeting but a Board report submitted on the final day, while automatically accepted, requires a three-fourths vote for adoption of its recommendations.

With the exception of the Council on Constitution and Bylaws, it is rare for a council or the Board to submit an onsite report. The Council on Constitution and Bylaws is generally the only council that regularly submits onsite reports and those respond to adopted resolutions or reports that call for amendments to the AMA Bylaws, have some immediacy, and are simple and/or straightforward.

The majority of council reports require only a majority vote to adopt, although there are exceptions when it comes to changes to the AMA Constitution, Bylaws and Principles of Medical Ethics. Reports that recommend changes to our AMA Bylaws require a two-thirds vote for adoption rather than a majority.

#### DISCUSSION

Much of the testimony heard during reference committee focused on one or more of the following categories: consistency between Board and council reports; voting parameters for consideration and/or adoption; and the timing of a report’s submission. There seemed to be general agreement on several points:

1. The requirements for Board and council reports should be consistent as these reports are written by physicians elected by the House or appointed by the Board;
2. The threshold for accepting a Board report for HOD consideration should not be higher than that for council reports; and
3. Items of business that bypass the normal reference committee deliberative process should have some type of hurdle but one that is not insurmountable.

#### *AMA Sections*

The Council noted that there was no testimony opposing its language regarding section resolutions. Thus, the Council again is proposing that resolutions from the business meetings of the AMA sections be presented no later than the recess of the House of Delegates opening session so that they can be referred to a reference committee for consideration.

Also, the Council added a provision to specify that section resolutions received after the recess of the HOD opening session and thus received too late to be referred to reference committee are handled consistently with how emergency resolutions from the constituent associations and national medical specialty societies are managed. While the Council knows that a section resolution rarely would be submitted after the recess of the Opening Session, it supports consistency and equity among all resolutions. It thus recommends that a section resolution submitted after the recess of the HOD opening session should be treated similarly to emergency resolutions submitted by other entities and require the same three-fourths vote for acceptance.

#### *Board and Council Reports submitted after recess of the Opening Session*

The Council considered putting all Board reports and council reports on a footing equal to that of emergency resolutions (a three-fourths vote for consideration), but agreed with reference committee testimony that such a vote to consider a Board or council report was not needed since the subject of such a report has already been vetted by AMA leadership. Most reference committee testimony indicated that Board reports, regardless of when submitted, should not be subject to any type of hurdle to be considered. The Council agrees that items of business presented by the Board or a council should always be considered.

The Council proposes elimination of Bylaw 2.11.5 as this provision focuses on new Board business on the final day of an HOD meeting. This provision also stipulates that Board items submitted on a final day are automatically accepted but require a three-fourths vote to adopt.

*Adoption of Emergency Items of Business*

The Council noted that prior to adoption of Speakers Report 2-A-16, emergency resolutions required a three-fourths vote to adopt but that Speakers Report 2-A-16 redefined an emergency resolution from one submitted on the final day to one submitted after the recess of the opening session. It also modified the three-fourths vote to adopt to a three-fourths vote to accept and a majority to adopt. The Council agrees with requiring a three-fourths vote to accept emergency resolutions. However, the Council feels the all emergency items of business should have to meet the same bar—a two-thirds vote—for adoption.

The Council believes that all items of business (resolutions, business from the Board and business from a Council) submitted after the opening session of the HOD should be defined as emergency business. The Council further proposes a two-thirds vote for adoption of all emergency business to compensate for the fact that they bypass the normal reference committee process. Reference committee testimony is integral to our AMA's democratic process as delegates have a responsibility to make an educated decision when voting for or against an item of business no matter who presents it. If an item of business is urgent enough to be considered without deliberation by the normal reference committee process, it should be able to meet the reasonable higher bar of a two-thirds vote for adoption. Among other options, the House may refer an item to the council or Board by simple majority vote if it believes further information or analysis is needed.

**RECOMMENDATIONS**

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

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

**2.11 Procedure.**

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**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 ~~at any time before the close of business on the day preceding the final day of the meeting no later than the recess of the House of Delegates opening session to be accepted as regular business. Resolutions presented after the recess of the opening session of the House of Delegates will be accepted in accordance with Bylaw 2.11.3.1.4.~~

**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, and 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 Resolutions.** 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. A simple majority vote of the delegates present and voting shall be required for adoption.

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**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.

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**2.11.3.2 Business of from 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. Items of business presented before the recess of the opening session of the House of Delegates will be accepted as regular business. Items of business presented after the recess of the opening session of the House of Delegates will be accepted as emergency business and shall be presented to the House of Delegates without consideration by a reference committee. A two-thirds vote of the delegates present and voting shall be required for adoption.

**2.11.3.3 Reports of Business from the 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. Items of business presented before the recess of the opening session of the House of Delegates will be accepted as regular business. Items of business presented after the recess of the opening session of the House of Delegates will be accepted as emergency business and shall be presented to the House of Delegates without consideration by a reference committee. A two-thirds vote of the delegates present and voting shall be required for adoption.

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#### **2.11.5 New Business on Final Day of House of Delegates Meeting.**

**2.11.5.1 Requirements.** Reports, recommendations, resolutions or other new business presented by the Board of Trustees 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.

2. That Policy G-600.054(6) and (7) be rescinded.

#### **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.

## 2. SPECIALTY SOCIETY ALLOCATION FOR HOUSE OF DELEGATES REPRESENTATION

*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 §2.2 and subsections*

At the 2016 Interim Meeting of the AMA House of Delegates, the House adopted Policy G 600.027, "Designation of Specialty Societies for Representation in the AMA House of Delegates," which established a new specialty society allocation method that eliminated the need for a ballot and which assured parity between the AMA delegates apportioned to national specialty society delegates and those apportioned to constituent societies. The policy also called for the Council on Constitution and Bylaws to investigate the need to change any policy or bylaws needed to implement the revised specialty society allocation process and specified a two-step process to annually determine the allocation based on the latest membership data.

This report presents the necessary bylaw amendments for the House's consideration. Each specialty society's delegate allocation will be determined annually. Those physicians or other professionals who are AMA affiliate members, honorary members and international members are excluded so that constituent association apportionment and national medical specialty society apportionment are both based on active members of the AMA. The total number of delegates apportioned to national medical specialty societies is then adjusted to be equal to the total number of delegates apportioned to constituent societies using methods specified in AMA Policy G.600.027.

The Council also draws the House's attention to a companion report from the Council on Long Range Planning and Development (CLRPD Report 1-A-17) which recommends additions to AMA policy to address how delegates will be allocated for societies newly represented in the AMA House of Delegates and how to handle delegates from national specialty societies that lose the privilege of representation by a delegate in the House. The new apportionment formula will not take effect until 2018.

### RECOMMENDATIONS

The Council on Constitution and Bylaws recommends that the following amendments to the AMA Bylaws be adopted 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.

The Council emphasizes that while our AMA Bylaws will change as soon as the House adopts the amended language, the new apportionment formula will not take effect until 2018, with the new allocation process first implemented at the 2018 Annual Meeting. As allocations are done annually on a calendar basis, the apportionment figures released in January 2017 apply for the full year.

**2.1 Constituent Associations.** Each recognized constituent association granted representation in the House of Delegates 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 Bylaw 2.1.1.2. Only one constituent association from each U.S. state, commonwealth, territory, or possession shall be granted representation in the House of Delegates.

**2.1.1 Apportionment.** The apportionment of delegates from each constituent association is one delegate for each 1,000, or fraction thereof, active constituent and active direct members of the AMA within the jurisdiction of each constituent association, as recorded by the AMA as of December 31 of each year.

**2.1.1.1 Effective Date.** Such apportionment shall take effect on January 1 of the following year and shall remain effective for one year.

**2.1.1.1.1 Retention of Delegate.** If the membership information as recorded by the AMA as of 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, if it promptly files with the AMA a written plan of intensified AMA membership development activities among its members. At the end of the one year grace period, any applicable decrease will be implemented.

**2.1.1.2 Unified Membership.** A constituent association that adopts bylaw provisions requiring all members of the constituent association to be members of the AMA shall not suffer a reduction in the number of delegates allocated to it by apportionment during the first 2 years in which the unified membership bylaw provisions are implemented.

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**2.2 National Medical Specialty Societies.** The number of delegates representing national medical specialty societies shall equal the number of delegates representing the constituent societies. Each national medical specialty society granted representation in the House of Delegates is entitled to delegate representation based on the number of seats allocated to it by apportionment, and such additional delegate seat as may be provided under Bylaw 2.2.2. The total number of delegates apportioned to national medical specialty societies under Bylaw 2.2.1 shall be adjusted to be equal to the total number of delegates apportioned to constituent societies under sections 2.1.1 and 2.1.1.1.1 using methods specified in AMA policy.

**2.2.1 Apportionment.** The apportionment of delegates from each specialty society represented in the AMA House of Delegates is one delegate for each 1,000, or fraction thereof, ~~physician members or fourth year medical student specialty society members as of December 31 of each year who have full voting privileges, are eligible to hold office in that society, are active members of the AMA or who select that specialty society to represent the member or who are allocated to that specialty society by extrapolation methods specified in AMA policy and are members in good standing of both the specialty society and the AMA.~~ 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 societies meeting the requirements of Bylaw 2.2.2.

**2.2.1.1 Effective Date.** Such apportionment shall take effect on January 1 of the following year and shall remain effective for one year.

**2.2.2 Additional Delegate.** A specialty society that has adopted and implemented bylaw provisions requiring unified membership is entitled to one additional delegate. If during any calendar year the specialty society adopts bylaw provisions requiring unified membership, and such unified membership is to be fully implemented within the following calendar year, the specialty society shall be entitled to the additional delegate. The specialty society shall retain the additional delegate only if the membership information recorded by the AMA as of each subsequent December 31 confirms that all of the specialty society's members are members of the AMA.

## APPENDIX - Existing Policy and Bylaws

## G-600.027, Designation of Specialty Societies for Representation in the House of Delegates

1. The current specialty society delegation allocation system (using a formula that incorporates the ballot) will be discontinued; and specialty society delegate allocation in the House of Delegates will be determined so that the total number of national specialty society delegates shall be equal to the total number of delegates apportioned to constituent societies under section 2.1.1 (and subsections thereof) of AMA bylaws, and will be distributed based on the latest available membership data for each society, which is generally from the society's most recent five year review, but may be determined annually at the society's request.
2. Specialty society delegate allocation will be determined annually, based on the latest available membership data, using a two-step process: (a) First, the number of delegates per specialty society will be calculated as one delegate per 1,000 AMA members in that society, or fraction thereof. (b) Second, the total number of specialty society delegates will be adjusted up or down to equal the number of delegates allocated to constituent societies. (i) Should the calculated total number of specialty society delegates be fewer than the total number of delegates allocated to constituent societies, additional delegates will be apportioned, one each, to those societies that are numerically closest to qualifying for an additional delegate, until the total number of national specialty society delegates equals the number of constituent society delegates. (ii) Should the calculated total number of specialty society delegates be greater than the number of delegates allocated to constituent societies, then the excess delegates will be removed, one each, from those societies numerically closest to losing a delegate, until the total number of national specialty society delegates equals the number of constituent society delegates. (iii) In the case of a tie, the previous year's data will be used as a tie breaker. In the case of an additional delegate being necessary, the society that was closest to gaining a delegate in the previous year will be awarded the delegate. In the case of a delegate reduction being necessary, the society that was next closest to losing a delegate in the previous year will lose a delegate.
3. The Council on Constitution and Bylaws will investigate the need to change any policy or bylaws needed to implement a new system to apportion national medical specialty society delegates.
4. This new specialty society delegate apportionment process will be implemented at the first Annual Meeting of the House of Delegates following the necessary bylaws revisions.

## G-600.020, Admission of Specialty Organizations to our AMA House

The following guidelines shall be utilized in evaluating specialty society applications for representation in our AMA House of Delegates (new specialty organization applications will be considered only at Annual Meetings of the House of Delegates):

- (1) The organization must not be in conflict with the Constitution and Bylaws of our AMA with regard to discrimination in membership;
- (2) The organization must: (a) represent a field of medicine that has recognized scientific validity; (b) not have board certification as its primary focus; and (c) not require membership in the specialty organization as a requisite for board certification;
- (3) The organization must meet one of the following criteria: (a) a specialty organization must demonstrate that it has 1,000 or more AMA members; or (b) a specialty organization must demonstrate that it has a minimum of 100 AMA members and that twenty percent (20%) of its physician members who are eligible for AMA membership are members of the AMA; or (c) a specialty organization must demonstrate that it was represented in the House of Delegates at the 1990 Annual Meeting and that twenty percent (20%) of its physician members who are eligible for AMA membership are members of the AMA;
- (4) The organization must be established and stable; therefore it must have been in existence for at least five years prior to submitting its application;
- (5) Physicians should comprise the majority of the voting membership of the organization.
- (6) The organization must have a voluntary membership and must report as members only those who are current in payment of dues, have full voting privileges, and are eligible to hold office;
- (7) The organization must be active within its field of medicine and hold at least one meeting of its members per year;
- (8) The organization must be national in scope. It must not restrict its membership geographically and must have members from a majority of the states;
- (9) The organization must submit a resolution or other official statement to show that the request is approved by the governing body of the organization;
- (10) If international, the organization must have a US branch or chapter, and this chapter must be reviewed in terms of all of the above guidelines.

## B-8.5, Periodic Review Process.

Each specialty society and professional interest medical association represented in the House of Delegates must reconfirm its qualifications for representation by demonstrating every 5 years that it continues to meet the current guidelines required for granting representation in the House of Delegates....