REPORT OF THE COUNCIL ON CONSTITUTION AND BYLAWS

CCB Report 04-A-24

Subject:	AMA Bylaw Amendments Pursuant to AIPSC (2nd ed.)
Presented by:	Mark Bair, MD, Chair
Referred to:	Reference Committee on Amendments to Constitution and Bylaws

1　American Medical Association (AMA) Bylaw 11.1 states that "In the absence of any provisions to
2　the contrary in the Constitution and these Bylaws, all general meetings of the AMA and all
3　meetings of the House of Delegates, of the Board of Trustees, of Sections and of councils and
4　committees shall be governed by the parliamentary rules and usages contained in the then current
5　edition of The American Institute of Parliamentarians Standard Code of Parliamentary Procedure."
6　The most recent edition of the AIP Standard Code [herein referred to as AIPSC (2nd ed.)] became
7　effective as of January 2024.
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9　As noted in informational Speakers Report 3, AIPSC (2nd ed.) establishes electronic notice as the
10　default notification and there are several AMA bylaw provisions that specify notification by mail
11　and/or in writing. The Council has prepared bylaw language to ensure that our Bylaws and AIPSC
12　(2nd ed.) are consistent.
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14　RECOMMENDATIONS
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16　The Council on Constitution and Bylaws recommends that the following recommendations be
17　adopted and that the remainder of this report be filed.　Adoption requires the affirmative vote of
18　two-thirds of the members of the House of Delegates present and voting:
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20　1)　That our AMA Bylaws be amended by insertion and deletion as follows:
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22　**2.12.2 Special Meetings of the House of Delegates.** Special Meetings of the House of
23　Delegates shall be called by the Speaker on ~~written or electronic~~ request ~~by~~ of one third of
24　the members of the House of Delegates, or on request of a majority of the Board of
25　Trustees. When a special meeting is called, the Executive Vice President of the AMA shall
26　notify ~~mail a notice to the last known address of~~ each member of the House of Delegates at
27　least 20 days before the special meeting is to be held. The notice shall specify the time and
28　place of meeting and the purpose for which it is called, and the House of Delegates shall
29　consider no business except that for which the meeting is called.
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33　**2.12.3.1 Invitation from Constituent Association.** A constituent association desiring a
34　meeting within its borders shall submit an invitation ~~in writing~~, together with significant
35　data, to the Board of Trustees. The dates and the city selected may be changed by action of

the Board of Trustees at any time, but not later than 60 days prior to the dates selected for that meeting.
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5.2.4 Notice of Meeting. Notice is given if delivered in person, by telephone, ~~mail,~~ or any means of electronic communication approved by the Board of Trustees. Notice shall be deemed to be received upon delivery to the Trustee's contact information then appearing on the records of the AMA.

> **5.2.4.1 Waiver of Notice.** ~~Notice of any meeting need not be given if waived in writing before, during or after such meeting.~~ Attendance at any meeting shall constitute a waiver of notice of such meeting, except where such attendance is for the express purpose of objecting to the transacting of any business because of a question as to the legality of the calling or convening of the meeting.

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12.3 Articles of Incorporation. The Articles of Incorporation of the AMA may be amended at any regular or special meeting of the House of Delegates by the approval of two-thirds of the voting members of the House of Delegates registered at the meeting, provided that the Board of Trustees shall have approved the amendment and <u>provided it to</u> ~~submitted it in writing to~~ each member of the House of Delegates at least 5 days, but not more than 60 days, prior to the meeting of the House of Delegates at which the amendment is to be considered.

(Modify Bylaws)