



Dedicated To Florida Long Term Care Medicine

Florida Medical Directors Association

Serving medical directors in Florida's postacute, subacute, skilled care, home care, hospice, and assisted living facilities.

www.fmda.org

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Proposed Bylaws Amendments — February 2015

Dear FMDA Members:

Florida Medical Directors Association, Inc. (FMDA), is considering a proposal for an amendment to the FMDA Bylaws that has come directly from the FMDA Board of Directors. This proposed amendment is the Board's response to two resolutions that have been discussed during board meetings throughout the past year as well as during our 2014 annual membership meeting. The first is "Consideration for Changing the Name of FMDA" and the second is "Proposal to Include Nurse Practitioners and Physician Assistants as Full Members of FMDA." These changes are intended to mirror what our national affiliate, AMDA, has done to broaden its impact across the continuum of post-acute and long-term care medicine.

Over the intervening months, the Board of Directors has had multiple discussions of these two possible changes, and we are now engaging FMDA membership in considering how to address these two resolutions. What follows is a summary of the Board's conclusions regarding both the issue of changing FMDA's name and of opening its membership and governance to nurse practitioners (NPs) and physician assistants (PAs).

1. Changing FMDA's Name

The Board's discussions revealed a tension between the value of preserving the existing "brand awareness" of FMDA among those stakeholders who know us, and the value of identifying a name that more fully describes our members and what they do. Disagreements on whether or not to change FMDA's name turned, for the most part, on these two values.

The Board's proposed solution, "FMDA – The Florida Society for Post-Acute and Long-Term Care Medicine," accommodates both values. The name also reflects the increasing prominence of post-acute care in the long-term care continuum, and the longstanding presence of attending physicians and other practitioners in FMDA's membership, in addition to medical directors.

The proposed name also adopts the term "society" to describe FMDA, because the Board felt this was a more encompassing term, reflecting that we professionals are working together to pursue common interests and aims. Finally, the name includes "medicine" to bring a focus on what our members do, rather than only who we are.

2. Including Nurse Practitioners and Physician Assistants as General Members

In the Board's extensive discussions, in its own deliberations, as well as with past presidents, chapter members, and others, it became clear that, again, two somewhat competing values are strongly held by our members. First, there is wide consensus – near unanimity, in fact – that FMDA should find a way to be more inclusive in its membership structure. On the other hand, there is an equally strong desire among a broad swath of FMDA members that the organization should retain its physician leadership.

Continued on page 2

FMDA, as a state chapter of AMDA, permits non-physician members to join and participate in chapter activities. FMDA's decision to change its name is a move toward broadening its membership. At this time, non-physicians will not serve as officers or president of the chapter's Board of Directors.

Accordingly, the Bylaws amendment proposes that NPs and PAs be granted general membership in FMDA. This permits them to participate fully in the life of the organization, and allows at any point in time a maximum of two (2) NPs or PAs to occupy a director's position on the Board. NPs and PAs shall serve on and chair committees, and participate according to conditions and requirements that FMDA has established.

However, the proposal limits the leadership of FMDA to physicians exclusively. All five (5) of FMDA's officers must be physicians. This retains physician leadership within FMDA, while still offering full general membership to NPs and PAs.

The Board recognizes that this is an incremental rather than a sweeping change in our membership and governance structure. However, it is a significant step toward a more inclusive FMDA — something most FMDA members have said they want. This is a change that should benefit FMDA by increasing its reach across the continuum of long-term care medicine.

3. A Note on the Process

FMDA membership should take note that the proposal to amend the Bylaws is presented here as an online vote to all current members in good standing. This is the best way to adopt all, some, or none of the proposed amendments.

It is important to point out that these amendments are neither mutually dependent nor mutually exclusive. For example, changing FMDA's name, while this will have a cascading effect on the language in other articles in the Bylaws, does not affect the question of changing the membership criteria, or Board participation. Further, changing the membership criteria does not necessarily affect the question of Board participation.

Therefore, the membership will be presented with the Bylaws amendment proposal using an online voting structure:

1. First, members will vote on Article I: Name

2. Second, members will vote on Article III: Membership

3. Third, members will vote on Articles IV: Board of Directors; and V: Officers

As always we welcome any and all feedback that will help to inform the Board of Directors' deliberations on this important matter.

Yours Truly,



FMDA's Executive Board

Robert G. Kaplan, MD, FACP, CMD; President

Hugh W. Thomas, DO, FAAFP, CMD; Chairman of the Board

Leonard Hock, DO, MACOI, CMD; Vice President

Rhonda Randall, DO; Secretary/Treasurer

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FMDA Bylaws Amendments: Proposed Changes and Rationale

Version: February 4, 2015

These proposed Bylaws amendments reflect the FMDA Board of Directors' actions with respect to Consideration for Changing the Name of FMDA and Proposals to Include Nurse Practitioners and Physician Assistants as Full Members of FMDA.

The proposed changes are presented with new language **highlighted**, along with the original language and the rationale for the changes, on an article-by-article basis. Language that is not changed is not included in this presentation; however, a complete set of Bylaws, with the proposed changes displayed, is attached here. Membership will vote for each article affected by these proposed amendments.

Original Bylaws Language	Proposed New Language	Rationale for the Change
Article I - Name		
The name of this corporation shall be the "Florida Medical Directors Association," and be known as FMDA	The name of this corporation shall be the "Florida Medical Directors Association," and be known as "FMDA – The Florida Society for Post-Acute & Long-Term Care Medicine," hereinafter referred to as FMDA.	The new name retains the existing "brand awareness" of FMDA, which was very important to the Board, while reflecting changes in focus and membership.

Rationale for the proposed name change (continued)

The Board proposes essentially four changes:

1. Rationale for "Post-Acute and Long-Term Care"

As practitioners in the continuum, we have always seamlessly migrated from "Post-Acute Care" to "Long-Term Care" at our facilities without issue. In addition, the regulations for medical direction and physician services are singular and simultaneously cover both areas. So, while the structure of the long-term care continuum has always included post-acute and long-term care services, current practice in the industry, including at CMS as well as at the various trade associations and some physician groups, seems to be separating the two. While these issues alone would not be reason enough to change our name, it was felt that the addition of "Post-Acute and Long-Term Care" more accurately reflects what our members have always done in the past and present and especially to help assure that this is more widely accepted.

2. Rationale for changing focus in the name from "Medical Directors"

FMDA's membership includes attending physicians and mid-level practitioners. As our underlying core values include providing quality patient care, our focus needs to expand to all of those who provide this medical care. In addition, our mission includes providing education, advocacy,

information, and professional development. We need to be consistent with our values and mission. The change in the name reflects this without sacrificing a focus on Medical Direction, which is by definition included.

3. Rationale for “Society”

AMDA’s Board considered many options, including College, Congress, Academy, Association, and Society, among others. It was felt that, while an association is defined as an organization of persons having a common interest, a society is more encompassing and expansive in that it reflects an organized group working together because of common interests, beliefs, or a profession. Thus, “Society” seemed most appropriate. FMDA leadership wanted to be consistent with AMDA’s direction.

4. Rationale for “Medicine”

The Board felt that it was important to include the word “Medicine” because this brings the focus on what we do, as opposed to only who we are.

Article III - Membership

a. Regular: Every medical director or attending physician of a LTC medical facility or organization in the state of Florida and other states shall be eligible for regular membership in the Association.

a. **General: Membership in FMDA may be granted to any physician who holds the position of medical director, or a physician, advanced practice nurse, or physician assistant, who has an interest in or who provides medical services in full or in part in post-acute and long-term care. Members in this classification shall be entitled to a vote and the eligibility to be a member of the Board of Directors.**

The Board of Directors believes that FMDA should be an inclusive organization, reflecting the practice of post-acute and long-term care medicine. An important step to embrace inclusivity is to grant voting membership to non-physician practitioners with prescriptive authority, namely nurse practitioners and physician assistants, both increasingly important and prevalent in PA/LTC settings.

Article IV – Board of Directors

Section 2. Composition

The Board of Directors shall consist of the Chairman of the Board, Immediate Past-President, President, Vice President, Secretary-Treasurer, and seven (7) other FMDA members.

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The Board of Directors shall consist of the Chairman of the Board, Immediate Past-President, President, Vice President, Secretary-Treasurer, and seven (7) other FMDA members. At any point in time, a maximum of two (2) advanced practice nurses or physician assistants may occupy a director’s position on the Board.

The Board of Directors believes that a maximum of two (2) NPs and PAs be allowed to occupy a director’s position on the Board. This limits physician members to officer positions, but allows NPs and PAs two (2) positions on the Board of Directors.

Article V - Officers

Section 1. Composition

There shall be five (5) officers in this association: Chairman of the Board, Immediate Past-President, President, Vice President, and Secretary-Treasurer

Section 1. Composition

There shall be five (5) officers in FMDA: Chairman of the Board, Immediate Past-President, President, Vice President, and Secretary-Treasurer, all of whom shall be physicians.

Having engaged members at the state chapter level in discussions of non-physician participation in FMDA, the Board of Directors agrees that FMDA must retain its physician leadership, while welcoming non-physician practitioners onto the Board.

Bylaws of the Florida Medical Directors Association, Inc.

I. NAME

The name of this corporation shall be the "Florida Medical Directors Association," (Association) and be known as "FMDA – The Florida Society for Post-Acute & Long-Term Care Medicine."

II. PURPOSE

The purpose of this Association is to promote education of physicians, health workers, lay persons, and the public in the advancement of post-acute and long-term care (LTC). All issues pertaining to post-acute and LTC, scientific, political, and regulatory will be of importance to this organization. Political advocacy, professional education, and leadership in post-acute and LTC will be our goals.

III. MEMBERSHIP

Section 1. There shall be multiple classes of membership in the Association: ~~regular~~ general membership, honorary membership, student, retired, lifetime, and affiliate membership. All members of this organization ~~must also~~ will be encouraged to be members of the national association, AMDA – The Society for Post-Acute & Long-Term Care Medicine (~~American Medical Directors Association~~).

a. ~~Regular: General: Every medical director or attending physician of a LTC medical facility or organization in the state of Florida and other states shall be eligible for regular membership in the Association. Membership in FMDA may be granted to any physician who holds the position of medical director, or a physician, advanced practice nurse, or physician assistant who has an interest in or who provides medical services in full or in part in post-acute and long-term care.~~ Members in this classification shall be entitled to a vote and the eligibility to be a member of the Board of Directors.

i. Retired: Includes physicians, advanced practice nurses, and physician assistants who are fully retired.

ii. Lifetime: Includes physicians, advanced practice nurses, and physician assistants who continue to work and are not retired.

b. Organizational Affiliates: Are ~~composed of two categories. They may be any individual or organization~~ in the medical, regulatory, or political fields of long-term care wishing to promote the affairs of FMDA. ~~An Affiliate member shall have all FMDA privileges except they shall not be eligible to vote or hold office. The two categories are:~~

~~i. Professional Affiliates: This category is composed of physician assistants (PAs) and advanced registered nurse practitioners (NPs). Professional Affiliate members may be appointed by the Board of Directors to serve on FMDA committees; and~~

~~ii. Organizational Affiliates: They includes vendors, other professionals, and organizations.~~

c. **Honorary members** can be proposed by any FMDA member and can be admitted by a vote of the Board of Directors during an annual meeting or by the executive committee at any time. Honorary members shall not be eligible to vote or hold office.

d. **Students:** Student membership is available to physicians-in-training, including interns, residents, fellows, and students enrolled in or on leave of absence from any LCME- or AOA-accredited or provisionally accredited North American allopathic or osteopathic training program. This category is also available to all American and foreign students who are in training at foreign medical institutions listed in the International Medical Education Directory (IMED) of the Educational Commission for Foreign Medical Graduates (ECFMG). It is also open to premedical students and any person engaged in graduate medical education in the U.S. Student members shall have all FMDA privileges except they shall not be eligible to vote or hold office.

Section 2. There is no limit to the number of persons who may be members of the Association.

Section 3. Each ~~regular~~ general member shall be a voting member, provided all dues and assessments are paid. Property shall be owned by the Association, and no individual shall have rights to corporate property.

Section 4. Membership meetings shall be held at a time and place designated by the Board of Directors upon reasonable notice. Special membership meetings may be held upon call of the Board of Directors at a date, time, and place designated by the Board. Meetings of this organization shall be governed by "Sturgis Rules of Order."

Section 5. A quorum at a membership meeting shall be 10 percent of the total voting membership.

Section 6. Dues and assessments shall be levied on each ~~regular~~ general member of this Association annually, as approved by the leadership.

Section 7. ~~Regular~~ **General** membership shall be terminated upon failure of one of the following conditions:

- a. To pay dues and assessments when due.
- b. Unprofessional conduct adversely reflecting on the organization.

Section 8. A ~~regular~~ **general** member may be reinstated to membership after termination by satisfactorily meeting all of the following criteria.

- a. Payment of current dues and assessments.

IV. BOARD OF DIRECTORS

Section 1. The responsibilities of the Board of Directors shall be to conduct the business affairs, educational seminars, and other meetings, and to foster and promote the purposes of the Association.

Section 2. The Board of Directors shall consist of the Chairman of the Board, Immediate Past-President, President, Vice President, Secretary-Treasurer, and seven (7) other FMDA members. At any point in time, a maximum of two (2) advanced practice nurses or physician assistants may occupy a director's position of the Board. Each is elected for a two-year term and can be re-elected for another two-year term, except for the Immediate Past-President and President-Elect, who are not elected. The office of the Chairman of the Board will be held by the Immediate Past-President. All elections will take place at the annual meeting every two years. During a non-election year, the Board shall appoint new directors for any offices vacated due to unforeseen circumstances and will be good for the remaining term until the next election. Such an office will not count as a two-year term. All candidates for position as an officer must have been a board member or a member of FMDA within the last two (2) years and must be a physician.

Section 3. The nominating committee shall consist of the executive committee and will be chaired by the Chairman of the Board. In the event that any office is vacated due to unforeseen circumstances, the executive committee can elect any board member to fill that position and will not count as a two-year term.

Section 4. A quorum of the Board of Directors shall be 50 percent of all board members.

Section 5. The Board of Directors or the officers, at their direction, shall endeavor to schedule one annual seminar for educational purposes.

~~Section 6. The nominating committee shall establish one voting two-year board position for NPs and PAs. This individual will be elected by NP/PA members of FMDA every two years and will be either an advanced registered nurse practitioner (ARNP) or physician assistant (PA).~~

V. OFFICERS

Section 1. There shall be five officers in this Association: Chairman of the Board, Immediate Past-President, President, Vice President, and Secretary-Treasurer, all of whom shall be physicians.

Section 2. Election of officers shall be by the general membership or the Board at every other annual meeting as designated above, and all officers shall serve a two-year term of office. No officer shall serve more than two consecutive terms in the same office. Officers or directors assuming a position due to an unforeseen vacancy will, for the purposes of defining their term of service, begin that term at the next regularly scheduled meeting.

Section 3. The President shall preside at all meetings. He/she shall be chief executive officer of the Association, and have such other duties and functions as the Board of Directors may designate from time to time.

Section 4. In the absence of the President, the Vice President shall exercise all the duties and responsibilities of the President. The Vice President shall be the President-elect.

Section 5. The Secretary-Treasurer or his delegate shall attend all meetings of the Board of Directors and the membership. A book is to be kept for the purposes of recording the minutes of the proceedings. Notice of all meetings of the membership and the Board of Directors shall be the responsibility of the Secretary-Treasurer.

Section 6. As Treasurer, the Secretary-Treasurer shall have custody of the Association funds, and shall keep full and accurate accounts of receipts and disbursements. Notices of dues payable shall be sent out and all funds will be deposited for safekeeping in a savings account having transfer privileges to a checking account for the purpose of disbursements of funds when due and payable.

Section 7. The Immediate Past-President shall become a member of the Board of Directors and the Executive Committee for a two-year term. The Past-President will be eligible to be nominated and elected as Chairman of the Board, whose duties are to assist in planning the annual meeting, provide advice to the

President, help bring continuity to the organization, and perform other such duties as assigned by the President.

VI. AMENDMENT

The Board of Directors shall propose any amendment or alteration to these bylaws by resolution setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of the membership. Notice stating the purpose of the meeting of members shall be given each member entitled to vote on the proposed amendment no less than 30 days prior to the meeting. If notice required has been given, the proposed amendment may be adopted at any meeting of the membership. When a majority of the members voting have approved a proposed amendment, it is adopted. All proposed bylaw amendments shall be published in the *Progress Report* at least a month prior to membership meetings.

VII. EXECUTIVE COMMITTEE

Section 1. The executive committee shall consist of the Chairman of the Board, Immediate Past-President, President, Vice President, and Secretary-Treasurer. Meetings of the Executive Committee will be presided over by the Chairman of the Board and can be held at any time. Annual meetings will be presided over by the President.

Section 2. Duties are to act for the Board of Directors during the interim between Board meetings. All decisions made are to be brought to the next Board convocation.

— Amended Oct. 18, 1997; Amended Oct. 17; 1999; Amended Oct. 22, 2011; Amendments proposed Feb. 5, 2015