

# Bylaws of FMDA – The Florida Society for Post-Acute & Long-Term Care Medicine

## 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: general membership, honorary membership, student, retired, lifetime, and affiliate membership. All members of this organization will be encouraged to be members of the national association, AMDA – The Society for Post-Acute & Long-Term Care Medicine.

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.

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 organizations in the medical, regulatory, or political fields of long-term care wishing to promote the affairs of FMDA. They include 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 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 general member of this Association annually, as approved by the leadership.

**Section 7.** 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 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.

#### **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; Amended March 18, 2015*