The Committee on Constitution and Bylaws has conducted its five-year review of the Association’s Constitution and Bylaws. Members of the Committee gave careful consideration to each proposed revision. The Committee continued to focus on removing duplicative, contradictory, and unnecessary errors and inconsistencies. The Committee on constitution and Bylaws submits the following report.

**CONSTITUTION AND BYLAWS STANDING COMMITTEE RECOMMENDATIONS**

1) **Georgia Composite Medical Board**

The current bylaws reference the “Composite State Board of Medical Examiners,” which is no longer the proper name for the medical board.

The following language is provided by your Standing Committee on Constitution and Bylaws for consideration:

**SECTION 11. EXPULSION AND REINSTATEMENT**

(a) Expulsion. Any applicant to or present member of MAG judged guilty of a crime involving moral turpitude, or convicted of a felony, or whose license has been suspended or revoked by the Georgia Composite Medical Board shall be immediately referred to the Judicial Council who will recommend whether that physician should be expelled from MAG or denied admission to MAG.

Upon MAG’s receipt of official written notice from the component society or from the Executive Committee of the Medical Association of Georgia that a member has been judged guilty of a crime involving moral turpitude, or convicted of a felony, or upon notice from the Composite State Board of Medical Examiners Georgia Composite Medical Board that a member's license to practice has been suspended or revoked, that physician’s name shall be referred to the Judicial Council to determine if that physician should remain a member of MAG.

Your standing Committee on Constitution and Bylaws recommends adoption of this Bylaws change.

2) **Component County Medical Society Membership**

The Committee felt that with the increase in the portability of medical licenses and changing practice environment for many physicians, it was more reflective of the current practice to allow physicians to choose which component medical society they belong to.

The following language is provided by your Standing Committee on Constitution and Bylaws for consideration:
CHAPTER II - MEMBERSHIP

SECTION 12. JURISDICTION

(a) It shall be the policy of this Association and its component county medical societies that its members who belong to a component county medical society shall belong to the component society that is based in the county where the physician resides or has his or her practice of the county contiguous to his or her residence or practice location, unless he or she elects to belong to a different component county medical society.

Your standing Committee on Constitution and Bylaws recommends adoption of this Bylaws change.

3) Component County Society Charters

The Committee considered the changes made in 2019 that allowed MAG to operate component societies as subsidiaries in certain situations and felt that in lieu of allowing for automatic revocation where a society has less than five members for 12 consecutive months, that MAG may be able to revitalize certain societies by operating them as subsidiaries.

The following language is provided by your Standing Committee on Constitution and Bylaws for consideration:

CHAPTER III - COMPONENT COUNTY SOCIETIES

SECTION 3. CHARTER. All county societies which have adopted principles of organization in conformity with the Constitution and Bylaws of the Medical Association of Georgia and whose constitution and bylaws have been submitted to and approved by the Board of Directors of the Association may receive charters. Such charters shall be provided and issued by the House of Delegates and signed by the President and Secretary. The House of Delegates shall have authority to revoke the charter of any component county society whose actions are in conflict with the letter or spirit of the Association's Constitution and Bylaws. Any component county society whose dues forwarded to the Association total less than five members for 12 consecutive full calendar months shall have its charter automatically revoked as of the next calendar year, unless MAG elects to operate the society as a subsidiary. Any society whose charter is thus automatically revoked may apply for a new charter by following the procedures established above.

Your standing Committee on Constitution and Bylaws recommends adoption of this Bylaws change.

4) Resolution Deadline

The Committee discussed the need to have flexibility in setting the deadlines for resolution submission based on the circumstances that exist surrounding each Annual Session. Additionally, the current deadline often results in resolutions submitted shortly before the meeting, which results in reduced transparency and impacts the ability of delegates to discuss resolutions before the meeting.

The following language is provided by your Standing Committee on Constitution and Bylaws for consideration:

CHAPTER V  HOUSE OF DELEGATES
SECTION 6. PROCEDURE.

(ii) Resolutions Not Requiring Constitution or Bylaws Changes. Any resolutions not requiring Constitution or Bylaws changes may be submitted by any member of the Medical Association of Georgia through their delegates to the House of Delegates, no less than 48 hours prior to the first session of the House of Delegates in accordance with deadlines set by the Speaker.

Your standing Committee on Constitution and Bylaws recommends adoption of this Bylaws change.

5) BOD – Electronic Voting

The Committee discussed the need to amend the Bylaws to ensure alignment with current Georgia law surrounding electronic voting. This change allows MAG to utilize electronic voting where appropriate.

The following language is provided by your Standing Committee on Constitution and Bylaws for consideration:

CHAPTER VI - BOARD OF DIRECTORS

SECTION 1. PURPOSE AND MEETINGS

(d) Electronic Voting. Any action by the Board of Directors required or permitted to be taken at any meeting may be taken without a meeting by a majority of the members of the Board of Directors electronically in accordance with the provisions of O.C.G.A. §14-3-821(b). Such votes shall be filed with the minutes of the Board of Directors.

Your standing Committee on Constitution and Bylaws recommends adoption of this Bylaws change.

5) Elections of Directors Not Submitted to

The Committee discussed the current process for notification of elections of directors. Under current practice, the House of Delegates is tasked with electing directors to represent district and component county medical societies, which requires the House of Delegates to locate volunteers for these positions and may not ensure proper representation. The Committee wanted to allow the district and component societies to elect a director at any time throughout the year.

The following language is provided by your Standing Committee on Constitution and Bylaws for consideration:

CHAPTER VI - BOARD OF DIRECTORS

SECTION 4. ELECTIONS AND TERMS OF DIRECTORS.

(b) Election. In accordance with the provisions of Chapter VI, Section 2(b), district societies and component county medical societies entitled to director representation by one or more directors and alternate directors shall, in appropriate years according to the terms of their respective directors and alternate directors, elect directors and alternate directors prior to the Association’s Annual Session and in accordance with the district society’s and component county medical society’s constitution and bylaws. The Secretary of such societies shall forward to the secretary of the Association, not later than fifteen (15) days before the Annual Session, written notice of the results of such elections. In the absence of timely
The notice of election of a particular director or alternate director, notification shall be made to the Board of Directors. Nominations and elections of such directors or alternate directors shall be made by the members of the House of Delegates at the Annual Session, provided that the persons nominated and elected to such offices shall be members of the society which otherwise would have elected such directors and alternate directors. Such director or alternate director seat shall remain vacant.

Your standing Committee on Constitution and Bylaws recommends adoption of this Bylaws change.

6) Executive Committee Appointments

The Committee finds that MAG is often asked to make appointments to external committees and does not appoint all members of certain boards in Georgia. These appointments are requested by elected officials and others and the bylaws should be consistent with that practice.

The following language is provided by your Standing Committee on Constitution and Bylaws for consideration:

CHAPTER VII – EXECUTIVE COMMITTEE

SECTION 1. PURPOSE AND MEETINGS.

(a) Duties. The Executive Committee shall: (1) make recommendations to the Board of Directors; (2) carry out such items of business as are referred to it; (3) appoint all Association committees, including chairs; (4) nominate members of all boards or external committees where required by the law of the State of Georgia or requested by such board or committee or by the person with whom the authority to appoint such position is vested and all such recommendations being are subject to confirmation by the Board of Directors; (5) have the authority and power of the Board of Directors between meetings of the Board of Directors; (6) be empowered to select an executive director who shall be responsible to the Executive Committee for the operations of the headquarters office, subject to the approval of the Board of Directors; (7) direct the Executive Director in carrying out the mandates and policies of the Board of Directors and the House of Delegates; (8) develop and evaluate the strategic directions of the Association on an annual basis, including a meeting during the first half of the MAG fiscal year with committee chairs to gather input, make recommendations to the Board of Directors as appropriate, and submit an annual report to the House of Delegates; (9) determine the terms of employment and salary of the Executive Director. The Compensation Subcommittee shall recommend compensation to the Executive Committee after a review of the performance of the Executive Director. Such review will be based upon the job description and objectives performance criteria developed by the Compensation Subcommittee; and (10) except as otherwise provided in these Constitution and Bylaws, provide oversight of all MAG communications, whether printed, electronic or otherwise.

Your standing Committee on Constitution and Bylaws recommends adoption of this Bylaws change.

7) Executive Committee – Electronic Voting

The Committee discussed the need to amend the Bylaws to ensure alignment with current Georgia law surrounding electronic voting. This change allows MAG to utilize electronic voting where appropriate.

The following language is provided by your Standing Committee on Constitution and Bylaws for consideration:

CHAPTER VII – EXECUTIVE COMMITTEE
SECTION 1. PURPOSE AND MEETINGS.

(c) Electronic Voting. Any action by the Executive Committee required or permitted to be taken at any meeting may be taken without a meeting by a majority of the members of the Executive Committee electronically in accordance with the provisions of O.C.G.A. §14-3-821(b). Such votes shall be filed with the minutes of the Executive Committee.

Your standing Committee on Constitution and Bylaws recommends adoption of this Bylaws change.

8) Official Publication - Papers

The Committee discussed that papers are no longer presented before the Annual Session and recommended that the bylaws be updated to reflect current practice.

The following language is provided by your Standing Committee on Constitution and Bylaws for consideration:

CHAPTER VI – OFFICIAL PUBLICATION

SECTION 3. PUBLICATION OF PAPERS AND RECORD. All papers presented before the Annual Session shall be submitted to the Editor for consideration for publication in the Journal. Abstracts of transactions of the House of Delegates shall be published as early as practicable. Records and notices of component county and district society meetings may also be published, and consideration given to the publication of papers presented before such meetings.

Your standing Committee on Constitution and Bylaws recommends adoption of this Bylaws change.

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