

MEMORANDUM

From: Michelle Zinnert, CAE, Executive Director

To: Wayne Saltsman, Chair, and all delegates to the AMDA House of Delegates

Subject: Proposal for an Amendment of the AMDA Bylaws

Date: February 9, 2024

During the September strategic planning session, the Board discussed the challenges associated with the current name and the confusion that it causes with our stakeholders, the media, and prospective members. The Board discussed the importance of having a name that is descriptive, clear, and representative of who we serve. Currently, the Society is referenced as AMDA, the American Medical Directors Association, or The Society for Post-Acute and Long-Term Care Medicine. To assist us through this process, we hired a branding consultant who has experience working with non-profit organizations and the long-term care community. The consultant led us through a structured process to evaluate our current brand identity along with opportunities for brand improvements. After focus groups and Board discussion, the Board is recommending a new name for the organization – Post-Acute and Long-Term Care Medical Association (PALTMed).

Post-Acute and Long-Term Care Medical Association (PALTMed) is only a slight departure from our existing name, and it clearly states who we are as an organization, as well as who we represent. This name also aligns with our two affiliates: the Foundation for Post-Acute and Long-Term Care Medicine and the American Board of Post-Acute and Long-Term Care Medicine.

During this process, we also had our legal counsel review the bylaws to ensure we are following the appropriate laws and best practices. Additional bylaw changes are being submitted to ensure we are in compliance with appropriate state laws and best practices.

<i>Original language</i>	<i>Revised language</i>	<i>Rationale</i>
Article 1. Name		
This Society shall be known as "AMDA – The Society for Post-Acute and Long-Term Care Medicine," hereinafter referred to as AMDA.	<u>This Society shall be known as the "Post-Acute and Long-Term Care Medical Association," hereinafter referred to as PALTMed.</u>	To evolve our brand and organizational name to adequately reflect the current and future membership. This reflects Board approved name.
Article VI – Officers		
Section 2. Duties a. The President shall: 2. Direct the activities of AMDA and assign to other officers, committee chairpersons, co-chairs or vice chairs and employees such duties as he/she may deem necessary.	2.—Direct the activities of AMDA and assign to other officers, committee chairpersons, co-chairs or vice chairs and employees such duties as he/she may deem necessary.	Section 2 states that the President "directs the activities of AMDA." Per our legal counsel this is inconsistent with the duties of the Board, and improper under state law. No one individual should have the authority to direct the

<p>5. Serve as an ex officio member on all committees.</p> <p>7. Have the authority to bind AMDA, including as necessary to make and execute agreements on AMDA's behalf.</p>	<p>5. Serve as an ex officio member on all committees.</p> <p>7. Have the authority to bind AMDA, including as necessary to make and execute agreements on AMDA's behalf.</p>	<p>activities of AMDA. That authority resides with the Board as a whole.</p> <p>This establishes a fiduciary duty to attend all committee meetings, which is overly burdensome.</p> <p>The President or in their absence, the President Elect or Treasurer, is given unilateral power to bind AMDA. This should not be an individual authority. AMDA should adopt a signature authorization policy which provides signature authority to the Executive Director and/or Executive Committee as needed.</p>
<p>Section 2. Duties</p> <p>b. The President-Elect shall:</p> <p>8. In the absence of the President, have the authority to bind AMDA, including as necessary to make and execute agreements on AMDA's behalf.</p>	<p>8. In the absence of the President, have the authority to bind AMDA, including as necessary to make and execute agreements on AMDA's behalf.</p>	<p>The President or in their absence, the President Elect or Treasurer, is given unilateral power to bind AMDA. This should not be an individual authority. AMDA should adopt a signature authorization policy which provides signature authority to the Executive Director and/or Executive Committee as needed.</p>
<p>Section 2. Duties</p> <p>f. The Treasurer shall:</p> <p>7. Have the authority to bind AMDA, including as necessary to sign financial instruments.</p>	<p>7. Have the authority to bind AMDA, including as necessary to sign financial instruments.</p>	<p>The President or in their absence, the President Elect or Treasurer, is given unilateral power to bind AMDA. This should not be an individual authority. AMDA should adopt a signature authorization policy which provides signature authority to the Executive Director and/or Executive Committee as needed.</p>