

# MEMORANDUM

**From:** Michelle Zinnert, CAE, Executive Director

**To:** Christian Bergman, MD, CMD, Chair, and all delegates to the PALTmed House of

Delegates **Subject:** Proposal for an Amendment of the PALTmed Bylaws

**Date:** February 12, 2025

Below are the proposed amendments to the PALTmed Bylaws.

Original language	Revised language	Rationale
<b>Article III - Membership</b>		
<p>a. General Members</p> <p>General membership in PALTmed shall be no less than 51% physicians. If, in the opinion of the Board, membership among clinicians who are not physicians is approaching that threshold, PALTmed shall suspend new memberships among clinicians who are not physicians, and actively recruit physician members, until such time as the physician threshold is no longer at risk of being reduced below 51%.</p> <p>General membership in PALTmed may be granted to any licensed physician who holds the position of medical director, or a licensed physician, nurse practitioner, physician assistant, clinical nurse specialist, or a doctorly-prepared clinician who is not a physician who has an interest in or who provides professional medical services in full or in part in post-acute and long-term care.</p>	<p><del>General membership in PALTmed shall be no less than 51% physicians. If, in the opinion of the Board, membership among clinicians who are not physicians is approaching that threshold, PALTmed shall suspend new memberships among clinicians who are not physicians, and actively recruit physician members, until such time as the physician threshold is no longer at risk of being reduced below 51%.</del></p> <p>General membership in PALTmed may be granted to <del>any licensed</del> physicians, <del>who holds the position of medical director, or a licensed physician,</del> nurse practitioners, physician assistants, clinical nurse specialists, or <del>a</del> other doctorly-prepared <del>clinician</del> health care professionals who <del>is not a physician who has an interest in or who provides professional medical services in full or in part</del> have an interest in post-acute and long-term care medicine.</p>	<p>Removal of the first paragraph is at the direction of our legal counsel who stated that requiring no less than 51% physician membership violates anti-trust laws. Legal counsel has strongly encouraged the Board to remove that from the bylaws to protect the association.</p>
<p><u>Section 2. Dues</u></p> <p>Dues and assessments shall be levied on each general member, affiliate member, and other</p>	<p><u>Section 2. Dues</u></p> <p>Dues and assessments shall be levied on each general member, affiliate</p>	<p>During the July 2024 Board meeting, the Board approved transitioning to a unified membership model which</p>

*Our Vision:*

*A world in which all post-acute and long-term care patients and residents receive the highest- quality, compassionate care for optimum health, function, and quality of life.*

<p>category member of PALTmed as determined by the Board of Directors. Staff shall make appropriate recommendations for dues structure and collection.</p>	<p>member, and other category member of PALTmed as determined by the Board of Directors. <b>PALTmed dues shall include membership in the chapter selected by the general member, affiliate member and other category of member.</b> Staff shall make appropriate recommendations for dues structure and collection.</p>	<p>includes national and chapter dues. This change was approved to streamline this process for members, as well as to ensure all national members were also chapter members.</p>
--	---	--

**Article VII – Board Officers**

<p><u>Section 1. Composition</u> There shall be six (6) nationally elected Officers in PALTmed, all of whom shall be licensed physicians:</p> <ul style="list-style-type: none"> <li>a. President</li> <li>b. President-Elect</li> <li>c. Vice President</li> <li>d. Chair, House of Delegates</li> <li>e. Secretary</li> <li>f. Treasurer</li> </ul> <p>The Executive Director of PALTmed is an Officer, ex-officio.</p>	<p><u>Section 1. Composition</u> There shall be six (6) <b>nationally-elected Board Officers</b> in PALTmed, <del>all of whom shall be licensed physicians:</del></p> <ul style="list-style-type: none"> <li>a. President</li> <li>b. President-Elect</li> <li>c. Vice President</li> <li>d. Chair, House of Delegates</li> <li>e. <b>Secretary-Vice Chair, House of Delegates</b></li> <li>f. Treasurer</li> </ul> <p>The Executive Director of PALTmed is an Officer, ex-officio.</p>	<p>The recommendation is to create a new position on the Board – Vice Chair, House of Delegates. This position would replace the Secretary position which has become a more ceremonial position.</p>
---	---	--

**Article VII – Board of Directors**

<p>The Board of Directors is responsible to develop, approve and promulgate PALTmed policy, based on input from the House of Delegates, the Chapter Presidents Council, and chapters as well as the PALTmed membership at large.</p> <p><u>Section 1. Composition</u></p> <ul style="list-style-type: none"> <li>a. National Officers             <ul style="list-style-type: none"> <li>1. President – with vote</li> <li>2. President-Elect – with vote</li> <li>3. Vice President – with vote</li> <li>4. Chair, House of Delegates – with vote</li> </ul> </li> </ul>	<p>The <b>governing body of PALTmed is the Board of Directors which has authority and is responsible for its governance.</b> The Board of Directors is responsible to develop, approve and promulgate PALTmed policy, based on input from the House of Delegates, the Chapter Presidents Council, and chapters as well as the PALTmed membership at large.</p> <p><u>Section 1. Composition</u></p> <ul style="list-style-type: none"> <li>a. <b>National Board Officers</b> <ul style="list-style-type: none"> <li>1. President – with vote</li> <li>2. President-Elect – with vote</li> <li>3. Vice President – with vote</li> <li>4. Chair, House of Delegates – with vote</li> </ul> </li> </ul>	<p>The goal of this recommended change is to create more pathways for members to serve on the Board to ensure the Board is diverse and representative of the membership at large.</p> <p>Three new positions were created – Vice Chair, House of Delegates, Certification Council Chair and Public Member.</p>
---	--	--

<p>5. Secretary – with vote 6. Treasurer – with vote</p> <p>b. Immediate Past President – with vote c. Three (3) House of Delegates Representatives – each with vote d. Three (3) Chapter Presidents Council Representatives – each with vote e. One ex-officio representative each from the ABPLM and Foundation, without vote f. One ex-officio representative from each of PALTmed’s Sections, without vote g. The Executive Director as the chief administrative officer of PALTmed, ex officio – without vote</p> <p>All members of the Board of Directors shall be general members in good standing of PALTmed at the time of their election and shall remain so during their term of service.</p>	<p>5. <del>Secretary</del> Vice Chair, House of Delegates – with vote 6. Treasurer – with vote</p> <p>b. Immediate Past President – with vote c. Certification Council Chair – with vote d. Five (5) Director-at-large positions – each with vote <del>e. Three (3) House of Delegates Representatives – each with vote</del> <del>f. Three (3) Chapter Presidents Council Representatives – each with vote</del> g. <del>One ex-officio representative each from the ABPLM and</del> Foundation Chair- without vote <del>h. One ex-officio representative from each of PALTmed’s Sections, without vote</del> i. Public Member – without vote j. The Executive Director as the chief administrative officer of PALTmed, ex officio – without vote</p> <p><del>All members of the Board of Directors shall be general members in good standing of PALTmed at the time of their election and shall remain so during their term of service.</del></p>	
<p><b>Article VIII – Elections</b></p>		
<p><u>Section 1. Eligibility</u></p> <p>a. Candidates for National Office must be licensed physicians who are General Members in good standing of PALTmed at the time of their election and must remain so during their term. b. Candidates for Board of Directors must be General Members in good standing of PALTmed at the time of their election and must remain so during their term. e. Candidates for national office shall have served on the Board of Directors and/or House of Delegates and/or</p>	<p><u>Section 1. Eligibility</u></p> <p><del>a. Candidates for National Office must be licensed physicians who are General Members in good standing of PALTmed at the time of their election and must remain so during their term.</del> b. Candidates for Board of Directors must be General Members in good standing of PALTmed for at least three years at the time of their election and must remain so during their term. <del>h. Candidates for national office shall have served on the Board of Directors and/or House of Delegates and/or Chapter</del></p>	<p>Recommendation is to streamline the eligibility requirements for Board service to ensure every member has a pathway to serve on the Board to ensure the Board is diverse and representative of the membership.</p>

<p>Chapter Presidents Council for at least two (2) years.</p> <p>f. Candidates for Board of Directors shall have served in the House of Delegates and/or Chapter Presidents Council for at least one (1) year.</p> <p>g. Two (2) Board member candidates representing the House of Delegates, and two (2) Board member candidates representing the Chapter Presidents Council may be a licensed nurse practitioner, physician assistant, clinical nurse specialist, and/or doctorly-prepared clinician who is not a physician, provided that no more than four (4) non-physician practitioners serve on the Board of Directors at any one time.</p>	<p><del>Presidents Council for at least two (2) years.</del></p> <p><del>i. Candidates for Board of Directors shall have served in the House of Delegates and/or Chapter Presidents Council for at least one (1) year.</del></p> <p><del>j. Two (2) Board member candidates representing the House of Delegates, and two (2) Board member candidates representing the Chapter Presidents Council may be a licensed nurse practitioner, physician assistant, clinical nurse specialist, and/or doctorly-prepared clinician who is not a physician, provided that no more than four (4) non-physician practitioners serve on the Board of Directors at any one time.</del></p>	
<p><u>Section 2. Nominations</u></p> <p>a. Nominating Committee</p> <p>A nominating committee shall meet to consider and recommend candidates for election by the House of Delegates.</p> <p>1. Composition:</p> <p>(a) Immediate Past President, who shall chair the committee</p> <p>(b) Executive Director</p> <p>(c) One (1) representative from the House of Delegates appointed by the President</p> <p>(d) One (1) Chapter President appointed by the President</p> <p>(e) Additional members may be appointed by the President if, in the opinion of the chair, this would aid</p>	<p><u>Section 2. Nominations</u></p> <p>a. Nominations will be overseen by a Leadership Development Committee. The Leadership Development Committee is responsible for nominating candidates for the Board of Directors. The Committee will consult with the Board of Directors to determine any specific eligibility requirements for the vacant Board positions.</p> <p><del>b. Nominating Committee</del></p> <p><del>— A nominating committee shall meet to consider and recommend candidates for election by the House of Delegates.</del></p> <p><del>1. Composition:</del></p> <p><del>(a) Immediate Past President, who shall chair the committee</del></p> <p><del>(b) Executive Director</del></p> <p><del>(c) One (1) representative from the House of Delegates appointed by the President</del></p>	<p>This recommended change is to rename the Nominating Committee to the Leadership Development Committee charged with oversee the nominations process with direction from the Board, as well as cultivate leaders within the organization to expand and diversify the pool of candidates for the Board and committees. Additional language was removed from the Bylaws to allow for a nimbler process, should our needs change in the future. The process and committee information will be posted on the PALTmed website.</p>

<p>the committee's work</p> <p>2. The Committee shall nominate eligible candidates for the national offices of Vice President; Chair, House of Delegates; Secretary; and Treasurer as the completion of terms by current office holders requires.</p> <p>3. The Committee shall nominate eligible candidates for the Board of Directors as completion of term requires.</p> <p>(a) One (1) Board member representing the House of Delegates annually. Such Board member may be a licensed physician, nurse practitioner, physician assistant, clinical nurse specialist, and/or doctorally-prepared clinician who is not a physician, provided that no more than two (2) non-physician practitioners representing the House of Delegates serve on the Board of Directors at any one time.</p> <p>(b) Two (2) Board members representing the Chapter Presidents Council annually. Such Board member may be a licensed physician, nurse</p>	<p><del>(d) One (1) Chapter President appointed by the President</del></p> <p><del>(e) Additional members may be appointed by the President if, in the opinion of the chair, this would aid the committee's work</del></p> <p><del>2. The Committee shall nominate eligible candidates for the national offices of Vice President; Chair, House of Delegates; Secretary; and Treasurer as the completion of terms by current office holders requires.</del></p> <p><del>3. The Committee shall nominate eligible candidates for the Board of Directors as completion of term requires.</del></p> <p><del>(a) One (1) Board member representing the House of Delegates annually. Such Board member may be a licensed physician, nurse practitioner, physician assistant, clinical nurse specialist, and/or doctorally-prepared clinician who is not a physician, provided that no more than two (2) non-physician practitioners representing the House of Delegates serve on the Board of Directors at any one time.</del></p> <p><del>(b) Two (2) Board members representing the Chapter Presidents Council annually. Such Board member may be a licensed physician, nurse practitioner, physician assistant, clinical nurse specialist, and/or doctorally-prepared clinician who is not a physician, provided that no more than two (2) non-</del></p>	
---	---	--

<p>practitioner, physician assistant, clinical nurse specialist, and/or doctorally-prepared clinician who is not a physician, provided that no more than two (2) non-physician practitioners representing the Chapter Presidents Council serve on the Board of Directors at any one time.</p> <p>4. The Committee shall be appointed and convened each year. The names of the nominees shall be submitted to the Executive Director to ensure distribution to the delegates of the House at least thirty (30) days prior to the annual business meeting of the House.</p> <p>b. Other Nominations</p> <ol style="list-style-type: none"> <li>1. Eligible candidates wishing consideration by the Nominating Committee for an elected office shall notify the Executive Director at least sixty (60) days prior to the election.</li> <li>2. Nomination of candidates who meet the eligibility requirements may also be made from the floor of the House at the annual meeting.</li> </ol>	<p><del>physician practitioners representing the Chapter Presidents Council serve on the Board of Directors at any one time.</del></p> <p><del>4.—The Committee shall be appointed and convened each year. The names of the nominees shall be submitted to the Executive Director to ensure distribution to the delegates of the House at least thirty (30) days prior to the annual business meeting of the House.</del></p> <p><del>c.—Other Nominations</del></p> <ol style="list-style-type: none"> <li><del>1.—Eligible candidates wishing consideration by the Nominating Committee for an elected office shall notify the Executive Director at least sixty (60) days prior to the election.</del></li> <li><del>2.—Nomination of candidates who meet the eligibility requirements may also be made from the floor of the House at the annual meeting.</del></li> </ol> <p><del>d.—Each nominee for election, or a representative, shall have the privilege of the floor to address the House for the amount of time designated by the Chair of the House during the annual business meeting.</del></p>	
---	--	--

<p>c. Each nominee for election, or a representative, shall have the privilege of the floor to address the House for the amount of time designated by the Chair of the House during the annual business meeting.</p>		
<p><u>Section 3. Election of National Officers</u></p> <p>a. The House of Delegates shall elect national officers following the report of the Nominating Committee and any nominations from the floor.</p> <p>b. All elections shall be conducted by secret ballot or by secure online polling, except when there is only one candidate for an office.</p> <p>c. Candidates shall be elected by a majority of the Delegates present. If among more than two (2) candidates, no candidate receives a majority on the first ballot, the candidate receiving the smallest number shall be dropped and a new ballot distributed. Balloting shall continue in this manner until one candidate receives the majority of the ballots cast, or until there is a tie between the two remaining candidates. In case of a tie between two candidates, each candidate shall be permitted two (2) minutes to address the assembly, followed by a final round of balloting. If the final ballot again returns a tie, the Board of Directors shall decide between them.</p> <p>d. Term of Office</p>	<p><u>Section 3. Election and <span style="color: green;">Term of Office</span></u>  <span style="color: green;"><u>– Board of National Officers</u></span></p> <p><del>a.—The House of Delegates shall elect national officers following the report of the Nominating Committee and any nominations from the floor.</del></p> <p><del>b.—All elections shall be conducted by secret ballot or by secure online polling, except when there is only one candidate for an office. Candidates shall be elected by a majority of the Delegates present. If among more than two (2) candidates, no candidate receives a majority on the first ballot, the candidate receiving the smallest number shall be dropped and a new ballot distributed. Balloting shall continue in this manner until one candidate receives the majority of the ballots cast, or until there is a tie between the two remaining candidates. In case of a tie between two candidates, each candidate shall be permitted two (2) minutes to address the assembly, followed by a final round of balloting. If the final ballot again returns a tie, the Board of Directors shall decide between them.</del></p> <p><span style="color: green;">Candidates to serve as Vice President, Treasurer, and Vice Chair, House of Delegates shall be nominated pursuant to such procedures as determined by the Board of Directors from time to time. Board Officers shall be elected by the General Members, and such election may be conducted by means of paper or electronic ballot.</span></p> <p><span style="color: green;">The positions of President-Elect, President, and Immediate Past</span></p>	<p>This change reflects combining Section 3 Election and Section 4 Term of Office to provide clear guidance on the term of office for these positions, as well as the ascension plan, if applicable.</p> <p>This change recommends the membership serve as the voting body for the Board Officer positions.</p>

<p>1. The President, President-Elect and Vice President shall serve one (1) year terms. The President, President-Elect and Vice President shall serve only one term.</p> <p>2. The Chair, House of Delegates; Secretary; and Treasurer shall serve a term of two (2) years and may be reelected for one additional term.</p> <p>3. The Board term begins at the conclusion of the election at the House of Delegates' annual meeting.</p> <p>e. Vacancies in Office</p> <p>1. If the President should become unable to perform the duties of the office due to illness/disability, resignation, or other causes, the balance of the unexpired term shall be filled by the President-Elect.</p> <p>2. If the President-Elect is unable to serve, then the office of President shall be filled by one of the national officers in the following order: Vice President; Chair, House of Delegates; Secretary and Treasurer for the balance of the unexpired term.</p> <p>A vacancy in any of the national offices other than President and President-Elect shall be filled by the Board of Directors' appointment to serve for the balance of the term</p>	<p>President shall be filled automatically by the following sequential progression:</p> <p>a. Upon completion of a one-year term, the individual serving as Vice-President shall ascend to the position of President-Elect.</p> <p>i. Upon completion of a one-year term, the individual serving as President-Elect shall ascend to the position of President.</p> <p>ii. Upon completion of a one-year term, the individual serving as President shall ascend to the position of Immediate Past President.</p> <p>1. Upon completion of a one-year term, the individual serving as Immediate Past President shall no longer serve as an officer of PALTmed.</p> <p>b. The Treasurer shall serve for a term of two (2) years. The individual serving as Treasurer may be re-elected to serve one (1) additional term.</p> <p>c. The position of Chair, House of Delegates shall be filled automatically by</p>	
---	--	--



	<p>the following sequential progression:</p> <ul style="list-style-type: none"><li>i. Upon completion of a two-year term, the individual serving as Vice Chair, House of Delegates shall ascend to the position of Chair, House of Delegates.</li><li>ii. Upon completion of a two-year term, the individual serving as Chair, House of Delegates shall end their term on the Board of Directors.</li></ul> <p><del>c.—Term of Office</del></p> <p><del>d.—The President, President-Elect and Vice-President shall serve one (1) year terms. The President, President-Elect and Vice-President shall serve only one term.</del></p> <p><del>e.—The Chair, House of Delegates; Secretary; and Treasurer shall serve a term of two (2) years and may be reelected for one additional term.</del></p> <p><del>f.—The Board term begins at the conclusion of the election at the House of Delegates’ annual meeting.</del></p> <p><del>g.—Vacancies in Office</del></p> <p><del>h.—If the President should become unable to perform the duties of the office due to illness/disability, resignation, or other causes, the balance of the unexpired term shall be filled by the President-Elect.</del></p> <p><del>i.—If the President-Elect is unable to serve, then the office of President shall be filled by one of the national officers in the following order: Vice-President; Chair, House of Delegates; Secretary and</del></p>	
--	---	--

	<p><del>Treasurer for the balance of the unexpired term.</del></p> <p><del>A vacancy in any of the national offices other than President and President-Elect shall be filled by the Board of Directors' appointment to serve for the balance of the term</del></p>	
<p><u>Section 4. Election of Board of Directors</u></p> <p>a. The House of Delegates shall hold elections for the Board of Directors after the report of the Nominating Committee and any nominations from the floor.</p> <p>b. All elections shall be conducted by secret printed ballot except where there is only one candidate for an office.</p> <p>c. Candidates shall be elected by a majority of the Delegates present. If among more than two (2) candidates no candidate receives a majority on the first ballot, the candidate receiving the smallest number shall be dropped and a new ballot distributed. Balloting shall continue in this manner until one candidate receives the majority of the ballots cast, or until there is a tie between the two remaining candidates. In case of a tie between two candidates, each candidate shall be permitted two (2) minutes to address the assembly, followed by a final round of balloting. If the final ballot again returns a tie, the Board of Directors shall decide between them.</p> <p>d. Term of Office</p> <p>1. The six (6) Board members elected by the</p>	<p><u>Section 4. Election of Board of Directors at Large</u></p> <p>a. Candidates to serve as Directors-at-Large shall be nominated pursuant to such procedures as are determined by the Board of Directors from time to time. Directors-at-Large shall be elected by the General Members, and such election may be conducted by means of paper or electronic ballot.</p> <p>b. The Board Officers shall be elected pursuant to the procedures set forth in Article VIII, Section 3 of these Bylaws.</p> <p>c. The individual serving as Executive Director is not elected to the Board and serves by virtue of their respective role as such.</p> <p>d. The individual serving as a Public Member is appointed by the PALTmed President with approval from the Board of Directors.</p> <p><del>e. The House of Delegates shall hold elections for the Board of Directors after the report of the Nominating Committee and any nominations from the floor.</del></p> <p><del>f. All elections shall be conducted by secret printed ballot except where there is only one candidate for an office.</del></p> <p><del>g. Candidates shall be elected by a majority of the Delegates present. If among more than two (2) candidates no candidate receives a majority on the first ballot, the candidate receiving the smallest number shall be dropped and a new ballot distributed. Balloting shall continue in this manner until one candidate receives the</del></p>	<p>This change recommends the membership serve as the voting body for the Director at Large positions.</p> <p>Term of Office and Vacancies of Elected Positions were created into Sections within the bylaws to provide additional guidance and clarifying language.</p>

<p>House of Delegates shall serve staggered three (3) year terms, resulting in election of two (2) Board members annually.</p> <p>2. The Board term begins at the conclusion of the election at the House of Delegates’ annual meeting.</p> <p>e. Vacancies of Elected Board Positions</p> <p>If an elected Board member is unable to complete the term due to illness/disability, resignation or other causes, the position shall be filled by Board appointment for the balance of the term.</p>	<p><del>majority of the ballots cast, or until there is a tie between the two remaining candidates. In case of a tie between two candidates, each candidate shall be permitted two (2) minutes to address the assembly, followed by a final round of balloting. If the final ballot again returns a tie, the Board of Directors shall decide between them.</del></p> <p>Section 5. Term of Office</p> <p>h. Directors-at-Large shall be divided into groups such that they serve staggered terms of three years.</p> <p>i. The Officers shall serve for such terms as are set forth in Article VIII, Section 3 of these Bylaws.</p> <p>j. The individual serving as Executive Director shall serve on the Board for so long as they occupy the respective position.</p> <p>k. The Public Member shall serve for a term of one-year and the term may be renewed for up to three years and may not be reappointed to the Board.</p> <p><del>a.—The six (6) Board members elected by the House of Delegates shall serve staggered three (3) year terms, resulting in election of two (2) Board members annually.</del></p> <p><del>b.—The Board term begins at the conclusion of the election at the House of Delegates’ annual meeting.</del></p> <p>Section 6. Vacancies of Elected Board Positions</p> <p>a. If the President should become unable to perform the duties of the office, the balance of the unexpired term shall be filled by the President-Elect.</p> <p>b. If the President-Elect is unable to serve, then the office of President</p>	
--	---	--

	<p>shall be filled in the following order: Vice President; Chair, House of Delegates; Vice Chair, House of Delegates; and Treasurer for the balance of the unexpired term.</p> <p>c. A vacancy in any of the Board positions other than President and President-Elect shall be filled by the Board of Directors' appointment to serve for the balance of the term.</p> <p><del>If an elected Board member is unable to complete the term due to illness/disability, resignation or other causes, the position shall be filled by Board appointment for the balance of the term.</del></p>	
<p><b>Article XI - Sections</b></p>		
<p><u>Section 1. Definition</u></p> <p>a. Sections shall be established by the PALTmed Board of Directors to help PALTmed advance its vision, mission and goals by providing a forum for a segment of PALTmed members to pursue a specific set of interests.</p> <p>b. Each Section shall have an Advisory Council to assist section members in identifying areas of special focus and to pursue these interests with PALTmed committees and programs. The Section Advisory Councils will keep minutes of their meetings, will have an ex-officio, non-voting liaison to the PALTmed Board of Directors, and may appoint liaisons to PALTmed Committees and work groups.</p>	<p><u>Section 1. Definition</u></p> <p><del>a.— Sections shall be established by the PALTmed Board of Directors to help PALTmed advance its vision, mission and goals by providing a forum for a segment of PALTmed members to pursue a specific set of interests.</del></p> <p><del>b.— Each Section shall have an Advisory Council to assist section members in identifying areas of special focus and to pursue these interests with PALTmed committees and programs. The Section Advisory Councils will keep minutes of their meetings, will have an ex-officio, non-voting liaison to the PALTmed Board of Directors, and may appoint liaisons to PALTmed Committees and work groups.</del></p> <p><u>Section 2. Structure and Purposes</u></p> <p><del>PALTmed's Section(s) are listed below.</del></p> <p><del>b.— The Practice Management Section provides a forum for physician practice groups. Its purposes are to</del></p>	<p>The association transitioned to the special interest group model instead of Sections. We are removing this language from the bylaws and including details about special interest groups in a Board Policy Manual to ensure consistency and to allow for flexibility.</p>

<p><u>Section 2. Structure and Purposes</u></p> <p>PALTmed’s Section(s) are listed below.</p> <p>a. The Practice Management Section provides a forum for physician practice groups. Its purposes are to position PALTmed as the recognized national forum for practitioner-led PA/LTC population management; to establish a membership program that accommodates PA/LTC physician practice groups as well as individual PA/LTC practitioner members; to develop recommended practice management models; and other purposes as defined by its Advisory Council with the approval of the PALTmed Board of Directors.</p> <p><u>Section 3. Appointments.</u> The President, with the advice and guidance of the Board, and consistent with policy, shall appoint and revoke the appointment of members of the Section Advisory Council for a term identified by the Board.</p> <p><u>Section 4. Meetings.</u> Section meetings shall be held in accordance with Board-approved guidelines.</p>	<p><del>position PALTmed as the recognized national forum for practitioner led PA/LTC population management; to establish a membership program that accommodates PA/LTC physician practice groups as well as individual PA/LTC practitioner members; to develop recommended practice management models; and other purposes as defined by its Advisory Council with the approval of the PALTmed Board of Directors.</del></p> <p><del><u>Section 3. Appointments.</u> The President, with the advice and guidance of the Board, and consistent with policy, shall appoint and revoke the appointment of members of the Section Advisory Council for a term identified by the Board.</del></p> <p><del><u>Section 4. Meetings.</u> Section meetings shall be held in accordance with Board-approved guidelines.</del></p>	
<p><b>Article XIV – Representation to Other Organizations</b></p>		
<p><u>Section 1. Definition</u></p> <p>The purpose of representation to other organizations shall be to cooperatively communicate with the organization, to discuss and recommend solutions to problems of mutual concern, and to discuss and recommend action</p>	<p><del><u>Section 1. Definition</u></del></p> <p><del>The purpose of representation to other organizations shall be to cooperatively communicate with the organization, to discuss and recommend solutions to problems of mutual concern, and to discuss and recommend action in areas of mutual interest such as</del></p>	<p>Outdated policy, updated policy is now in the Board Policy Manual to allow for ease of updating.</p>

<p>in areas of mutual interest such as accreditation and joint education programs.</p> <p><u>Section 2. Appointment</u></p> <p>The PALTmed President and Executive Director shall serve as standing representatives to external organizations and groups, as needed. The President of PALTmed shall appoint representatives to other organizations as needed.</p> <p><u>Section 3. Authority</u></p> <p>Appointed PALTmed representatives to other organizations and appointed standing committee members of PALTmed, excluding the Executive Director and the President, may not speak for or make commitments for PALTmed without prior authorization from the President or Executive Director. Those members who wish to speak for, and/or make commitments for PALTmed must submit their request in advance and in written form to the President with a duplicate to the Executive Director. In urgent cases, telephone approval may be obtained with written submission to follow.</p> <p><u>Section 4. Reports</u></p> <p>Representatives to other organizations will be required to make a report to the Board of Directors at the annual meeting as well as timely reports of their interaction with their designated organization.</p>	<p><del>accreditation and joint education programs:</del></p> <p><del><u>Section 2. Appointment</u></del></p> <p><del>The PALTmed President and Executive Director shall serve as standing representatives to external organizations and groups, as needed. The President of PALTmed shall appoint representatives to other organizations as needed.</del></p> <p><del><u>Section 3. Authority</u></del></p> <p><del>Appointed PALTmed representatives to other organizations and appointed standing committee members of PALTmed, excluding the Executive Director and the President, may not speak for or make commitments for PALTmed without prior authorization from the President or Executive Director. Those members who wish to speak for, and/or make commitments for PALTmed must submit their request in advance and in written form to the President with a duplicate to the Executive Director. In urgent cases, telephone approval may be obtained with written submission to follow.</del></p> <p><del><u>Section 4. Reports</u></del></p> <p><del>Representatives to other organizations will be required to make a report to the Board of Directors at the annual meeting as well as timely reports of their interaction with their designated organization.</del></p>	
<p><b>Article XVII – Parliamentary Authority</b></p>		
<p>PALTmed shall use <i>American Institute of Parliamentarians</i></p>	<p><del>PALTmed shall use <i>American Institute of Parliamentarians Standard Code of</i></del></p>	<p>This is outdated policy; the updated policy is now in the</p>

<p><i>Standard Code of Parliamentary Procedure</i>, in its most recent edition, as its Parliamentary Authority for the conduct of all its meetings, unless otherwise stated in these Bylaws or required in law.</p>	<p><del>Parliamentary Procedure, in its most recent edition, as its Parliamentary Authority for the conduct of all its meetings, unless otherwise stated in these Bylaws or required in law.</del></p>	<p>Board Policy Manual and Board Culture statement to allow for ease of updating.</p>
---	--	---

Other revisions noted in redline are either conforming language aligned with this proposed amendment, or “housekeeping” items that are not substantive changes to our Bylaws.