

## POST-ACUTE AND LONG-TERM CARE MEDICAL ASSOCIATION (PALTMed)

### BYLAWS

#### ARTICLE I – NAME

This Society shall be known as the “Post-acute and Long-term Care Medical Association (PALTmed),” hereinafter referred to as PALTmed.

#### ARTICLE II – MISSION

We promote and enhance the development of competent, compassionate, and committed medical practitioners and leaders to provide goal-centered care across all post-acute and long-term care settings. Dedicated to defining and improving quality, we advance our mission through timely professional development, evidence-based clinical guidance, and tireless advocacy on behalf of members, patients, families, and staff.

#### ARTICLE III – MEMBERSHIP

##### Section 1. Composition

There shall be four classifications of membership in PALTmed: general membership, affiliate membership, honorary membership, and other.

##### a. General Members

~~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%.~~

General membership in PALTmed may be granted to ~~any licensed physicians who holds the position of medical director, or a licensed physician,~~ nurse practitioners, physician assistants, clinical nurse specialists, or ~~a other~~ doctorly-prepared clinician health care professionals who ~~is not a physician who has an interest in or who provides professional medical services in full or in part-~~ have an interest in post-acute and long-term care medicine.

##### b. Affiliate Members

Affiliate membership in PALTmed may be granted by the Board of Directors to any individual, group, organization, or entity interested in or promoting the affairs of PALTmed. Affiliate members may attend meetings of the membership and may speak thereat but shall have no vote nor be eligible to hold office.

##### c. Honorary Members

Individual honorary membership may be conferred by the Board of Directors of PALTmed on individuals who have rendered distinguished service to the health care field or to PALTmed; they may serve on committees in a non-voting, advisory capacity.

##### d. Other Membership Categories

To meet the changing needs of a growing and dynamic Society, the Board of Directors of PALTmed may establish as necessary other categories of membership, e.g., corporate/multi-facility, resident fellows, retired physicians.

## Section 2. Dues

Dues and assessments shall be levied on each general member, affiliate member, and other category member of PALTmed as determined by the Board of Directors. PALTmed dues shall include membership in the chapter selected by the general member, affiliate member and other category of member. Staff shall make appropriate recommendations for dues structure and collection.

## Section 3. Limitations, Termination and Reinstatement

- a. General, affiliate, and other membership shall surrender their membership upon one of the following conditions:
  1. Failure to pay dues and assessments on time; and/or
  2. Revocation of license to practice medicine or other licensed disciplines (for general members only).
- b. Such memberships may be reinstated after termination by reversal of the situations described in 1 and/or 2 above.
- c. PALTmed may, in its discretion, revoke the membership of any PALTmed member, or remove from office any PALTmed member participating as an officer, Board member, Chapter President's Council member, House of Delegates member or committee member, if such member engages in conduct that reflects negatively on PALTmed. Such revocation or removal shall be in accordance with the due process set forth in PALTmed's Corporate Integrity Program policies and procedures.

## **ARTICLE IV –CHAPTERS**

### Section 1. Structure

PALTmed's Board of Directors alone is empowered to grant and, if necessary, to revoke chapter status. By means of a Chapter Affiliation Agreement, the Board of Directors may grant chapter status to any organized group of licensed physicians and/or clinicians who are not physicians, as defined under Article III, Section 1(a) General Members within a state, a regional group of states, or a foreign nation who have an interest in or who provide professional medical services in full or in part in post-acute and long-term care. All PALTmed chapter boards must have a majority of physician board members and may have members from other disciplines. Only one organized group as described above shall be eligible for chapter status at a given time within a state, a regional group of states, or a foreign nation. In case of contention between more than one group seeking chapter status from a single state, a regional group of states, or a foreign nation, the Board of Directors shall decide.

- a. Suggested nomenclature for chapters shall be: PALTmed (Chapter Name).
- b. Application – Groups as described above, seeking chapter status with PALTmed, shall make application to the executive director of PALTmed and submit:
  1. A copy of the authorizing resolution or motion adopted by the membership of the group seeking chapter status.
  2. A copy of the constitution, bylaws and/or regulations governing the group seeking chapter status.
  3. The names and addresses of all licensed physicians and/or clinicians who are not physicians, as defined under Article III, Section 1(a) General Members belonging to the group at the time of application and an annual update.
  4. Chapter presidents must be General Members in good standing of the national organization, PALTmed.
  5. On approval by the PALTmed Board, the chapter will execute a Chapter Affiliation Agreement with PALTmed. This agreement is the chartering mechanism for a chapter and is the sole instrument conferring PALTmed chapter status.

c. Regional Chapters

1. If members of more than one state chapter choose to combine, they may thus be classified as a regional chapter, combining the number of delegates allocated to each state alone.
2. If members from a state(s) or district where there is no chapter and those from an existing state chapter choose to combine, they may thus be classified as a regional chapter, combining the number of delegates allocated to each state or district alone.
3. If an organized group of licensed physicians, and/or clinicians who are not physicians, as defined under Article III, Section 1(a) General Members within a regional chapter's state seeks to disaffiliate with the regional chapter, it may be recognized as a separate state chapter if the group meets the requirements in Article IV Section 1.b. In case of contention between the groups striving for representation from a single state, the Board of Directors shall decide.

d. National Chapters (for foreign nations)

1. Upon review and approval by the PALTmed Board, the applicant foreign National Chapter may be chartered for a 5-year trial period. Such a Chapter is permitted delegates at the same 1/25 ratio as all Chapters. Foreign national delegates have the same voting rights as U.S. delegates, may introduce and debate resolutions and white papers, and are eligible to run for PALTmed Board positions in either the House of Delegates Representative or Chapter Presidents Council Representative seats, but not for Officer seats.
2. A group of eligible physicians and/or clinicians who are not physicians, as defined under Article III, Section 1(a) General Members, within a foreign nation, desiring to form a single PALTmed Chapter within that nation, shall make application to the PALTmed Board as described above in these Bylaws.
3. At the end of the 5-year trial period, or at any time within that period, the PALTmed Board of Directors will confer with the National Chapter leadership on the Chapter's program of activities and viability. The PALTmed Board, in its sole discretion, will decide whether to grant the Chapter permanent active status.

e. Revocation – the PALTmed Board of Directors may revoke chapter status if a chapter (a) remains inactive for a prolonged period of time; (b) fails to comply with the requirements described above for chapters; and/or (c) acts in a manner detrimental to its members, PALTmed's members, or undermines approved policies.

e.f. Dual membership, membership in PALTmed and the Chapter, is required.

Section 2. Dues

~~Chapters may adopt a dues structure for their respective chapters and the methods of collecting them.~~

**ARTICLE V – ANNUAL BUSINESS MEETING**

Section 1. Annual Business Meeting

There shall be an annual business meeting of the membership in conjunction with the PALTmed Annual Symposium, which shall include:

- a. House of Delegates
- b. Board of Directors
- c. Chapter Presidents Council

Section 2. Meeting Date

- a. The PALTmed Executive Director shall make recommendations for meeting dates and sites to the Board of Directors.
- b. The Board of Directors shall designate the tentative date and location of the annual meeting at least two years in advance.

## ARTICLE VI – BOARD OFFICERS

### Section 1. Composition

There shall be six (6) ~~nationally elected Board~~ Officers in PALTmed, ~~all of whom shall be licensed physicians:~~

- a. President
- b. President-Elect
- c. Vice President
- d. Chair, House of Delegates
- e. ~~Secretary~~Vice Chair, House of Delegates
- f. Treasurer

The Executive Director of PALTmed is an Officer, ex-officio.

### Section 2. Duties

- a. The President shall:
  1. Preside at meetings of the Board of Directors, with a vote.
  2. Make and revoke, with the advice and guidance of the Board, and consistent with policy, appointments for:
    - i. Committee chairs, co-chairs or vice chairs with the exception of the Executive and Nominating Committees.
    - ii. Representatives to other associations or to joint committees with other organizations.
  3. Be a member of the House of Delegates and Chapter Presidents Council, with a vote.
  - ~~4. Submit a report, which is recorded in the minutes, at least annually to the Board of Directors and House of Delegates on PALTmed programs and actions.~~
- b. The President-Elect shall:
  1. Serve as a voting member of the Board.
  2. Perform duties assigned by the President.
  3. Perform the duties of the President whenever the President is unable to do so.
  4. Serve as the President during the remainder of the term should the office of the President become vacant.
  5. Serve as an ex-officio member of the House of Delegates, with a vote.
  6. Serve as Chair of the Chapter Presidents Council, with a vote.
  7. Assume the office of President upon completion of his/her term as President-Elect.

- c. The Vice President shall:
1. Serve as a voting member of the Board.
  2. Perform duties assigned by the President.
  3. Serve as ex-officio member of the House of Delegates and Chapter Presidents Council, with a vote.
  4. ~~Advance to~~Assume the office of President-Elect upon completion of the term of Vice President unless serving unelected in the office of Vice President by board appointment. In the case of an appointed Vice President, other provisions of these bylaws notwithstanding, the office of President-Elect will be filled by the nomination and election process described in Article VIII.
  5. Assume the office of President-Elect in the event it is vacated.
- d. The Chair, House of Delegates shall:
1. Serve as Chair of the House of Delegates, with a vote.
  2. Serve as a voting member of the Board of Directors.
  3. Serve as ex-officio member of the House of Delegates and Chapter Presidents Council.
- e. The ~~Vice Chair, House of Delegates~~Secretary shall:
1. Serve as Vice Chair of the House of Delegates, with a vote, and perform the duties of the House of Delegates Chair when the House of Delegates Chair is unable to do so.
  - ~~1-2~~ Serve as a voting member of the Board of Directors.
  - ~~2. Serve as an ex-officio member of the House of Delegates and the Chapter Presidents Council, with a vote.~~
  3. Cause to be recorded the minutes of the House of Delegates, and the Board of Directors, ~~and Chapter Presidents Council, and certify as to the accuracy and official adoption of such minutes.~~
  4. Submit such reports as may be required by the House of Delegates, Board of Directors, and Chapter Presidents Council.
  5. Supervise the election process and certify the election results.
- f. The Treasurer shall:
1. Serve as a voting member of the Board of Directors.
  2. Serve as a member of the Finance Committee and Executive Committee.
  3. Serve as an ex-officio member of the House of Delegates and the Chapter Presidents Council, with a vote.
  4. Be responsible for implementing and overseeing the fiscal policies adopted by the Board of Directors.
  5. Review proposed budgets and financial reports submitted by staff and report on them to the Board of Directors.
  6. Oversee the selection and engagement of the independent auditor, review and recommend adoption by the Board of the independent auditors' annual report on PALTmed's financial health and its federal filing.
  7. Have the authority to bind PALTmed, including as necessary to sign financial instruments.

#### **ARTICLE VII – BOARD OF DIRECTORS**

The governing body of PALTmed is the Board of Directors which has authority and is responsible for its governance. 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.

## Section 1. Composition

- a. ~~National Board~~ Officers
  1. President – with vote
  2. President-Elect – with vote
  3. Vice President – with vote
  4. Chair, House of Delegates – with vote
  5. ~~Secretary-Vice Chair, House of Delegates~~ – with vote
  6. Treasurer – with vote
- b. Immediate Past President – with vote
- c. Certification Council Chair – with vote
- ~~e.d. Five (5) Director-at-large positions, 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~~ Chair, ex officio - without vote
- ~~f. One ex officio representative from each of PALTMed's Sections, without vote~~
- f. Public Member – without vote
- g. The Executive Director as the chief administrative officer of PALTmed, ex officio – without vote

~~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.~~

## Section 2. Duties

The Board of Directors shall:

- a. Be the decision-making body of PALTmed with the authority to enact policy and to set forth positions reflecting PALTmed's membership.
- b. Facilitate the development of resolutions by coordinating the efforts of standing committees, the House of Delegates, and the Chapter Presidents Council.
- c. Make appointments to fill vacancies for unexpired terms as specified in these bylaws.
- ~~d. Submit a report of all actions and decisions taken by the Board of Directors to the next meeting of the House of Delegates.~~
- ~~e.d.~~ Approve, terminate, or reinstate all categories of membership, and such membership sections or other structures as PALTmed may from time to time require.
- ~~f.e.~~ Grant and, if necessary, revoke chapter status to groups in accordance with Article IV of these Bylaws.
- ~~g.f.~~ Cause to be established such committees as it deems appropriate to accomplish the purposes of PALTmed.

~~h.g.~~ Exercise the powers provided to PALTmed as the Corporate Member of its affiliate organizations and spelled out in the bylaws of these organizations. PALTmed's affiliates ~~are~~ is:

1. The Foundation for Post-Acute and Long-Term Care Medicine (the Foundation)
- ~~2. The American Board of Post-Acute and Long-Term Care Medicine (ABPLM)~~

### Section 3. Meetings

- a. The Board of Directors shall meet at least twice annually.
- b. Special meetings can be called by any of the following:
  1. The President of PALTmed.
  2. The President of PALTmed within seven (7) days of having been petitioned to do so, in writing, by a majority of the Board of Directors, and said meeting shall be held within ten (10) days of the receipt of the petition.
  3. Members, by written petition of at least twenty (20) percent of the current members of PALTmed.
- c. A majority of the voting members of the Board of Directors shall constitute a quorum.
- d. Each voting member of the Board of Directors shall have one vote in the deliberations of the Board.

### Section 4. Voting

- a. There shall be no proxy voting.
- b. A vote of a simple majority of the voting members present and voting at any meeting at which a quorum is present shall constitute an act of the Board of Directors, unless the vote of a greater number is required by law or by these Bylaws.
- c. Any action that may otherwise be taken by the Board of Directors at a duly called meeting of the Board of Directors may be taken without a meeting, on unanimous written consent setting forth the action to be taken and signed by each of the Voting Members.

### ~~Section 5. Past Presidents' Council~~

- ~~a. All PALTMed past presidents shall be members of the Past Presidents' Council, which shall serve as a resource to the PALTMed Board in matters concerning PALTMed and post-acute and long-term care medicine.~~
- ~~b. The Immediate Past President shall serve as Chair of the Past Presidents' Council.~~
- ~~c. The Past Presidents Council shall meet no less than once a year, either by conference call or in person at the Annual Symposium.~~

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## **ARTICLE VIII – ELECTIONS**

### Section 1. Eligibility

- ~~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 for at least three years at the time of their election and must remain so during their term.~~
- ~~c. Candidates for national office shall have served on the Board of Directors and/or House of Delegates and/or Chapter Presidents Council for at least two (2) years.~~
- ~~d. Candidates for Board of Directors shall have served in the House of Delegates and/or Chapter Presidents Council for at least one (1) year.~~
- ~~e. 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 doctorally 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.~~

**Section 2. Nominations**

- a. Nominations will be overseen by a Leadership Development Committee. Nominating 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.

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~~A nominating committee shall meet to consider and recommend candidates for election by the House of Delegates.~~

- ~~1. Composition:
 
  - (a) Immediate Past President, who shall chair the committee
  - (b) Executive Director
  - (c) One (1) representative from the House of Delegates appointed by the President
  - (d) One (1) Chapter President appointed by the President
  - (e) Additional members may be appointed by the President if, in the opinion of the chair, this would aid the committee's work~~
- ~~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.~~
- ~~3. The Committee shall nominate eligible candidates for the Board of Directors as completion of term requires.
 
  - (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.
  - (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-physician practitioners representing the Chapter Presidents Council serve on the Board of Directors at any one time.~~
- ~~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.~~

~~b. Other Nominations~~

- ~~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.~~
- ~~2. Nomination of candidates who meet the eligibility requirements may also be made from the floor of the House at the annual meeting.~~



~~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.~~

### Section 3. Election and Term of Office - of National Board Officers

~~a. The House of Delegates shall elect national officers following the report of the Nominating Committee and any nominations from the floor.~~

~~b. All elections shall be conducted by secret ballot or by secure online polling, except when there is only one candidate for an office.~~

~~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.~~

a. 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.

a. The positions of President-Elect, President, and Immediate Past President shall be filled automatically by the following sequential progression:

i. Upon completion of a one-year term, the individual serving as Vice-President shall ascend to the position of President-Elect.

ii. Upon completion of a one-year term, the individual serving as President-Elect shall ascend to the position of President.

iii. Upon completion of a one-year term, the individual serving as President shall ascend to the position of Immediate Past President.

1. Upon completion of a one-year term, the individual serving as Immediate Past President shall no longer serve as an officer of PALTmed.

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.

c. The position of Chair, House of Delegates shall be filled automatically by the following sequential progression:

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.

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.

~~d. Term of Office~~

~~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.~~

~~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.~~

~~3. The Board term begins at the conclusion of the election at the House of Delegates' annual meeting.~~

~~e. Vacancies in Office~~

~~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.~~

- ~~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.~~
- ~~3. 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.~~

#### Section 4. Election of Board of Directors-at-Large

- ~~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.~~
- ~~b. The Board Officers shall be elected pursuant to the procedures set forth in Article VIII, Section 3 of these Bylaws.~~
- ~~c. The individual serving as Executive Director is not elected to the Board and serves by virtue of their respective role as such.~~
- ~~d. The individual serving as a Public Member is appointed by the PALTmed President with approval from the Board of Directors.~~
- ~~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.~~
- ~~b. All elections shall be conducted by secret printed ballot except where there is only one candidate for an office.~~
- ~~e. 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.~~
- ~~d.~~

#### Section 5. Term of Office

- ~~1. Directors-at-Large shall be divided into groups such that they serve staggered terms of three years.~~
- ~~2. The Officers shall serve for such terms as are set forth in Article VIII, Section 3 of these Bylaws.~~
- ~~3. The individual serving as Executive Director shall serve on the Board for so long as they occupy the respective position.~~
- ~~4. 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.~~

~~The Board term begins at the conclusion of the election at the House of Delegates' annual meeting.~~

#### Section 6. Vacancies of Elected Board Positions

- ~~1. 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.~~
- ~~2. If the President-Elect is unable to serve, then the office of President 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.~~
- ~~3. 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.~~

~~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.~~

## ARTICLE IX – HOUSE OF DELEGATES

### Section 1. Composition

The House of Delegates shall be a continuing body consisting of:

- a. Accredited delegates from the chapters as follows:
  1. Delegates must be General Members of PALTmed.
  2. Each chapter shall be entitled to a minimum of one (1) voting delegate from that state or nation.
  3. Each chapter shall be entitled to delegates on the basis of one delegate for each twenty-five (25) or portion of twenty-five (25) PALTmed General Members in good standing from that state or nation.
  4. Each chapter delegation shall have a chair, who may be the chapter president, or a member of the chapter delegation appointed by the chapter president. If the chapter president is not a General Member, then a chair of the delegation who is a General Member must be appointed.
  5. Delegates must be accredited in writing by the chair of each chapter delegation, who shall provide the PALTmed Executive Director with the chapter delegate list at least sixty (60) days prior to the annual meeting.
  6. Alternate Delegates:
    - (a) Each chapter may designate alternate delegate(s) to assume a delegate position should the need arise.
    - (b) Alternates must be certified by the chair of each chapter delegation and acknowledged by the PALTmed staff on or before the day of the House meeting.
- b. All members serving on the Board of Directors.
- c. All members of the Past Presidents Council.
- d. Representatives of state groups that are beginning to organize, without vote.

### Section 2. Duties

The House of Delegates shall:

- a. Conduct business in accordance with standard parliamentary procedures.
- b. Develop and debate policy recommendations and resolutions for presentation to the Board of Directors.
- c. Be the only body within the organization to approve amendments/changes to the bylaws.
- ~~d. Have three (3) of its delegate members serve on the Board of Directors, one (1) of whom at any one time may be a licensed nurse practitioner or physician assistant, with the following duties:
  1. Serve as a voting member of the Board of Directors.
  2. Serve as liaison between the House of Delegates and the Board of Directors.
  3. Make such reports as are required to facilitate this liaison.~~

~~4. Serve as a National Officer of PALTmed, if the member is a licensed physician and is elected. If elected, this position on the board must be replaced with a House of Delegates member by Board appointment to complete the term.~~

~~e. Hold elections for National Officers and Board of Directors from the eligible candidates submitted by the Nominating Committee or advanced from the floor of the House. Eligibility of candidates is determined by the Chair of the House of Delegates or designee of the Chair.~~

~~f.d.~~ Be asked to consider and endorse resolutions, policy recommendations and position statements placed before it by the Board of Directors. The House may adopt or reject any such requested actions placed before it by a simple majority vote of its members present; rejections will require reconsideration of the requested action by the Board of Directors.

~~g.e.~~ Resolutions, policy recommendations, position papers, etc., for consideration and endorsement by the House shall be submitted to the Executive Director at least sixty (60) days prior to the annual meeting. The Executive Director shall distribute such documents to the delegate members of the House at least thirty (30) days prior to the annual business meeting.

~~h.f.~~ Resolutions, policy recommendations and position papers brought forth from the floor of the House during the annual meeting without prior review by the Board may receive limited debate before referral for review and comment prior to Board consideration.

~~i.g.~~ Adopt, alter, amend, or repeal these bylaws by a two-thirds (2/3) majority of those members of the House of Delegates present and voting.

~~j.h.~~ Bylaws Interpretation

1. The Chair, House of Delegates shall act on behalf of the House of Delegates to interpret the bylaws as they relate to the annual meeting during the annual meeting.
2. The House of Delegates may, by a two-thirds majority, overrule the Chair's interpretation.

### Section 3. Meetings

- a. Regular meetings of the House of Delegates shall be held during the PALTmed Annual Symposium.
- b. Special meetings shall be called under one of the following circumstances:
  1. At the call of the President of PALTmed, and/or by a vote of a majority of the members of the Board of Directors.
  2. By the President upon written request of one third (1/3) of the chapters.
- c. At least thirty (30) days written notice of the time and place for holding each meeting of the House of Delegates shall be given to each chapter.
- d. Two-thirds (2/3) of the certified Delegates of the House shall constitute a quorum of any meeting duly convened.
- e. Each certified delegate and each member of the Board of Directors shall have one (1) vote in the deliberations of the House of Delegates.
- f. There shall be no proxy voting.

## **ARTICLE X – CHAPTER PRESIDENTS COUNCIL**

### Section 1. Composition

The Chapter Presidents Council shall be a continuing body consisting of:

- a. The President of each chapter or their designee.
- b. The three (3) representatives of the Council, who serve on the Board of Directors, two (2) of whom at any one time may be a physician, licensed nurse practitioner, physician assistant, clinical nurse specialist, and/or doctorly-prepared clinician who is not a physician.
- c. The President-Elect of PALTmed, who shall chair the Council.

### Section 2. Duties

The duties of the Chapter Presidents Council shall be:

- a. To promote the Mission of PALTmed.
- b. To facilitate communication between chapters.
- c. To have three (3) of its members elected by the House of Delegates serve on the Board, two (2) of whom at any one time may be a licensed nurse practitioner, physician assistant, clinical nurse specialist, and/or doctorly-prepared clinician who is not a physician, with the following duties:
  1. Serve as a voting member of the Board of Directors.
  2. Serve as liaison between the Chapter Presidents Council and the Board of Directors.
  3. Make such reports as required to facilitate this liaison.
  4. Serve as a national officer of PALTmed, if the member is a licensed physician and is elected. If elected, this position on the Board must be replaced by a Council member by Board appointment to complete the term.
- d. To advise the Board of Directors and the House of Delegates regarding:
  1. State regulatory and legislative developments
  2. Impact of federal regulations at the state level
  3. Changes and trends in post-acute and long-term care
  4. Needs for continuing medical education
  5. Needs for clinical guidance
  6. Membership recruitment
  7. Needs of existing members
  8. Other issues as deemed appropriate

### Section 3. Meetings

- a. The annual meeting of the Chapter Presidents Council shall be conducted during the PALTmed Annual Meeting.
- b. Special meetings may be called at the discretion of the chair and/or may be called at the written request of a majority of the presidents of chapters.
- c. A quorum at any meeting of the Council shall consist of a simple majority of the chapter presidents in attendance.

- d. Each chapter shall have one (1) vote.

## **ARTICLE XI – SECTIONS**

### Section 1. Definition

- 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.~~
- 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.~~

### Section 2. Structure and Purposes

~~PALTMed's Section(s) are listed below.~~

- 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.~~

~~Section 3. Appointments. 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.~~

~~Section 4. Meetings. Section meetings shall be held in accordance with Board-approved guidelines.~~

## **ARTICLE XII – COMMITTEES**

### Section 1. Definition

- a. Committees shall be established to help the Board of Directors, House of Delegates, and Chapter Presidents Council implement PALTMed's mission and goals. Committees shall function in an advisory capacity, recommending programs and policies in the major areas of interest to which they are assigned.
- b. The Board of Directors may establish standing committees, ad-hoc committees, and advisory councils as needed.

### Section 2. Structure and Duties

PALTMed's standing committees are listed below. Each committee shall keep minutes and make a report to the Board of Directors at the time of the annual business meeting and may request or be requested to make a report at other times.

- a. The Executive Committee is composed of the President, Immediate Past President, President-Elect, Vice President, Treasurer and Executive Director. Its purpose is to decide on the agenda items to be taken up at Board meetings and to make necessary Board-level decisions between Board meetings.

- b. The Finance Committee shall oversee and make recommendations about PALTmed's financial matters, including but not limited to, PALTmed's budget, fiscal policies, dues structure, revenues and expenses, the annual independent audit and required federal financial filing.
- c. The Nominating Leadership Development Committee shall nominate candidates for national offices and the Board of Directors.
- d. The Governance Committee shall advise the Board and the Executive Director about all aspects of governance, including Board and Committee roles and function, chapter structure and function, and PALTmed's bylaws.
- e. Past Presidents' Council is composed of all past presidents of PALTmed and is chaired by the Immediate Past President. Its purpose is to serve as a resource to the PALTmed Board in matters concerning PALTmed and post-acute and long-term care medicine. The Past Presidents Council shall meet no less than once a year, either by conference call or in person at the Annual Meeting.

### Section 3. Appointments

- a. The President, with the advice and guidance of the Board, and consistent with policy, shall appoint and revoke the appointment of Committee members, chairs and vice-chairs for a term identified by the Board, with the exception of the Executive and Nominating Committees.
- b. Committee chairs may appoint committee members, subject to the President's approval and with the Board's advice and consent.
- c. Subject to the Board's approval, each standing committee may establish necessary subcommittees and administrative structures.
- d. Committee chairs and vice-chairs shall be general members in good standing of PALTmed at the time of their appointment and shall remain so during their term.

### Section 4. Meetings

All committees will operate in accordance with the Board-approved Committee Guidelines.

## **ARTICLE XIII – EXECUTIVE STAFF**

PALTmed shall have an executive staff to carry out the business, operational and administrative affairs of PALTmed. The staff shall be headed by the Executive Director.

The Executive Director shall:

- a. Act as Chief Administrative Officer of PALTmed, to administer programs and services of PALTmed as approved by the Board and consistent with accepted business practices, law and ethics, with the authority to bind PALTmed, including to make and execute agreements on PALTmed's behalf and to sign financial instruments.
- b. Direct the executive office operations, staff, and consultants.
- c. Appoint and determine the tenure of, and compensation for, staff and consultants within the constraints of the approved budget and with the approval of the Board of Directors.

- d. Forward notice of intent to amend the bylaws to the delegate members of the House at least sixty (60) days prior to the House of Delegates meeting at which the amendment may be considered; and forward the actual proposed bylaws changes to the delegates at least thirty (30) days prior to such meeting.
- e. Forward the House agenda, items requiring action by the House, nominations for upcoming elections, and any other necessary and appropriate items to the delegates of the House at least thirty (30) days prior to the annual business meeting of the House.
- f. Submit a written report to the Board of Directors twice yearly.
- g. Address the House of Delegates at its annual business meeting.
- h. Supervise the preparation of financial statements for presentation to the Board of Directors.

#### **ARTICLE XIV – REPRESENTATION TO OTHER ORGANIZATIONS**

##### Section 1. Definition

~~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 accreditation and joint education programs.~~

##### Section 2. Appointment

~~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.~~

##### Section 3. Authority

~~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.~~

##### Section 4. Reports

~~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.~~

#### **ARTICLE XIII – PUBLICATIONS**

PALTmed shall create and distribute official educational and informational materials for its membership. Each PALTmed member shall receive such publications as a benefit of membership.

##### Section 1. Official Publications

- a. PALTmed shall publish an official Journal and other official periodicals.

##### Section 2. Other Publications

Papers or statements which are a part of the official business of PALTmed may not be published without the express approval of the Board of Directors.



**ARTICLE XIV – ADOPTION AND AMENDMENT OF BYLAWS**

- a. The adoption of these bylaws shall be by a two-thirds (2/3) vote of those members of the House of Delegates present and voting.
- b. The bylaws, once adopted, may be altered, amended, or repealed by a two-thirds (2/3) vote of the members present and voting of the House of Delegates.
- c. Notice of the intent to take such action shall be provided by the Board of Directors at least sixty (60) days prior to the annual meeting of the House of Delegates and the exact nature of the proposed changes shall be provided to each official delegate, in written form, at least thirty (30) days prior to such meeting.

**~~ARTICLE XVII – PARLIAMENTARY AUTHORITY~~**

~~PALTmed shall use American Institute of Parliamentarians Standard Code of 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.~~

**ARTICLE XVIII – DISSOLUTION**

PALTmed shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of PALTmed. On the dissolution of PALTmed, the Board of Directors, after paying or making provision for the payment of all of the liabilities of PALTmed, shall dispose of all of the remaining assets of PALTmed exclusively for the purposes of PALTmed in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Section 501(c) of the Internal Revenue Code, or the corresponding provision of any future United States internal revenue statute, as the Board shall determine.

*Revised: March 11, 2024*