



Summary of Bylaw Amendments to Allow for Year-Round Policy Resolution Submission

Background

In 2013, a resolution was passed by the ArMA House of Delegates to “... undertake a study to evaluate alternative forms of governance including the House of Delegates, Board of Directors and Executive Committee ...”. This resolution was readopted in 2017 and 2020.

The Strategic Plan completed in **April 2019** also identified a focus on the governance structure as an organizational goal.

In 2021, the Bylaws Committee began a deep dive review of ArMA’s House of Delegates. The Committee has surveyed other states and noted that a majority of state medical associations have transitioned away from a House of Delegates structure to something that is more nimble and occurs more than once a year.

The House of Delegates is a body that comprises <3% of the ArMA membership, and participation in this entity is shrinking annually.

There is growing frustration with “process” vs. substantive policy discussions at the House of Delegates.

The Bylaws Committee has come to agreement on principles for modernizing ArMA’s governance in the area of **policy setting**.

The proposal for policy resolutions was vetted thoroughly within ArMA’s committee structure, with the ArMA Board of Directors, and with the full membership.

Approved Resolution and Associated Bylaw Amendments

ArMA will pilot a process for a period of two years (the “Test Period”) through June 30, 2025 (the “Sunset Date”) by which members can submit resolutions year-round with a Call for Resolutions issued quarterly, allowing for increased engagement and ArMA to be nimble when considering policy resolutions.

ArMA members will serve as the voting body on policy resolutions during the Test Period, with a robust process for review, comment, (including organized online virtual sessions for debate), and voting on all resolutions submitted as outlined in the enclosed proposal.

The ArMA bylaws will be amended to remove language related to the ArMA House of Delegates and its functions during the Test Period as ArMA pilots this policy resolution process.

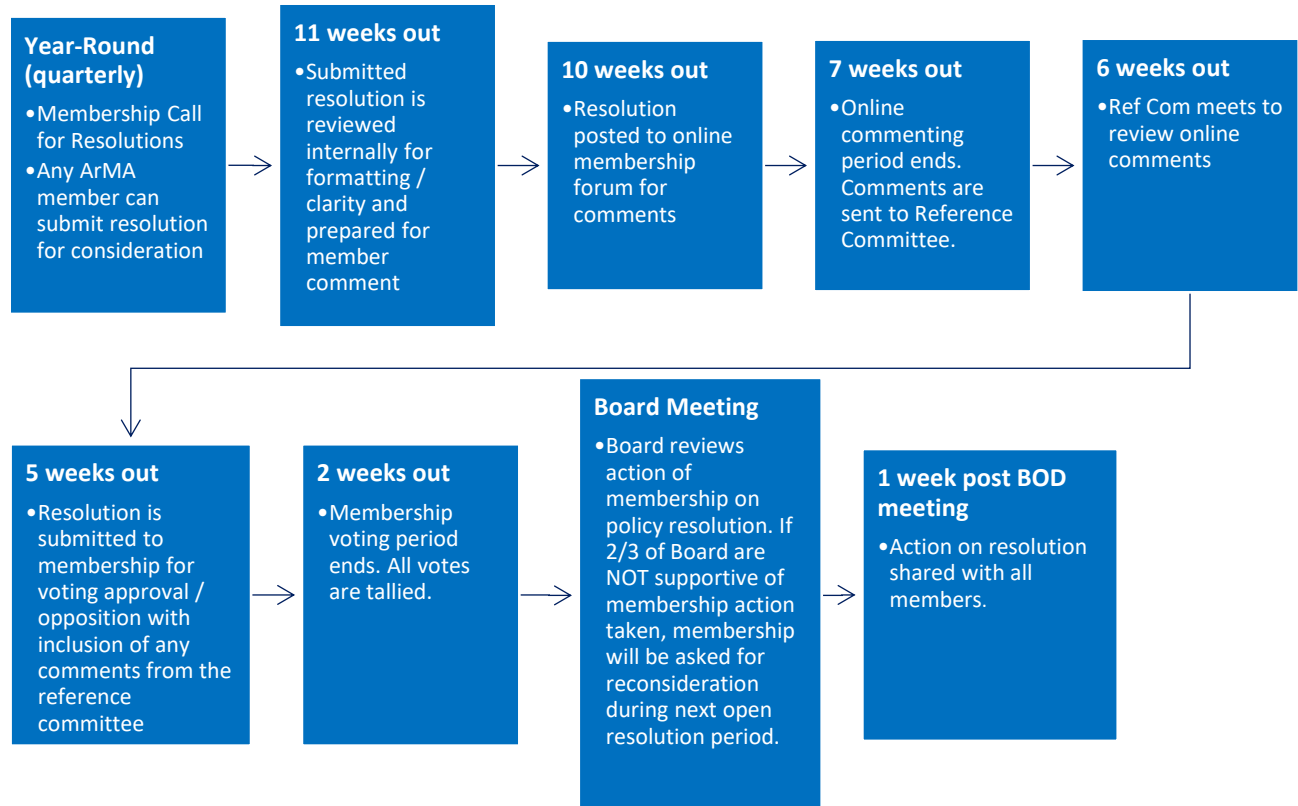
Process for Submitting Policy Resolutions:

- Members can submit resolutions year-round, allowing for increased engagement and ArMA to be nimble when considering new policy positions.



- Call for Resolutions will be issued quarterly to the membership.
- There is a 12-week process for review, comment, and voting on all resolutions submitted.

Quarterly Resolution Pathway



Additional Details

- The membership will have final decision-making authority on proposed new resolutions.
- If the Board of Directors is not supportive of the action taken by the membership on a policy resolution, it will require a 2/3 board vote to send it back only once to the membership with the board's concerns for reconsideration during the next online voting period.
- The results of the membership vote will dictate whether the resolution is approved.

The ArMA Board of Directors will regularly make available to its membership the active voting roll list and share and confirm the list of actual voters along with the results of any voting for policy resolutions.



Summary of Bylaw Amendments to Allow ArMA Members to Vote in Elections and for Bylaw Amendments

Background

In 2013, a resolution was passed by the ArMA House of Delegates to “... undertake a study to evaluate alternative forms of governance including the House of Delegates, Board of Directors and Executive Committee ...”. This resolution was readopted in 2017 and 2020.

The Strategic Plan completed **in April 2019 also** identified a focus on the governance structure as an organizational goal.

In 2021, the Bylaws Committee began a deep dive review of ArMA’s House of Delegates. The Committee has surveyed other states and noted that a majority of state medical associations have transitioned away from a House of Delegates structure to something that is more nimble and engages a larger portion of their membership.

Currently, the House of Delegates is the body that annually elects ArMA leadership and approves bylaw amendments.

The House of Delegates comprises <3% of the ArMA membership, and participation in this entity is shrinking over time.

There is a robust nominations process undertaken each year by the Nominating Committee, and a ballot is produced that is voted upon by delegates.

The ArMA Nominating Committee issues an annual Call for Leadership Nominations, thoroughly vets all candidates for leadership positions, and recommends a final slate for consideration.

The Bylaws Committee has come to agreement on principles for modernizing ArMA’s House of Delegates that address **leadership elections and bylaw amendments**.

Approved Resolution and Associated Bylaw Amendments

ArMA will pilot a process by which members will serve as the voting body that elect the leadership positions and approve bylaw amendments.

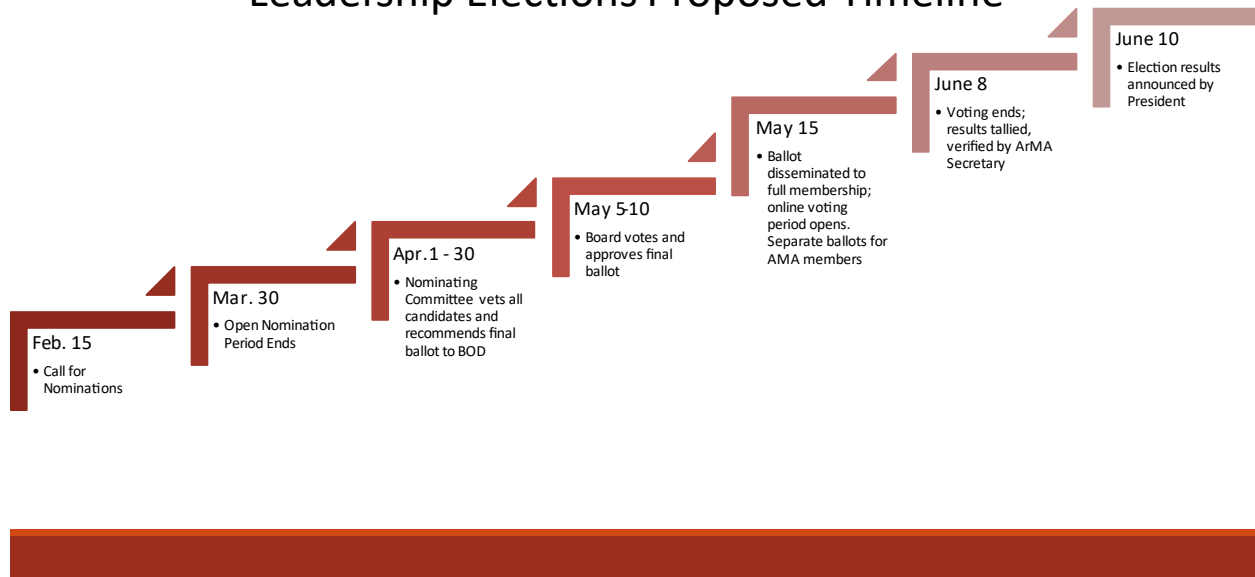
The voting body of membership will be comprised of the following membership categories: active members, 40-year club members, and service members.

ArMA leadership elections will be piloted for a period of 2 years (the “Test Period”), ending on June 30, 2025 (the “Sunset Date”) under the following parameters beginning with the 2024 election cycle:



- The current leadership term will end on June 30, 2024, and the future Leadership terms will be on the academic calendar year (July 1 – June 30)
- Online voting will be sent to all eligible voting categories of membership as defined in the bylaws and be conducted using majority voting with rank choice voting as needed.
- All candidates are required to submit an application and be vetted appropriately by the Nominating Committee. All eligible candidates shall be on the ballot.
- The ArMA Board has the authority to appoint replacements for any vacancies in office – appointees will serve until the next leadership election.

Leadership Elections Proposed Timeline



ArMA will pilot a process with regards to bylaw amendments for a period of 2 years (the “Test Period”), ending on June 30, 2025 (the “Sunset Date”), beginning with the 2024 voting cycle as follows:



AMENDMENT INTRODUCTION CRITERIA

- The Board, any ArMA Committee / Section, or any state specialty or county medical association
- 3 or more ArMA members can also submit a proposed amendment

SUBMISSION TIMELINE

- Must be submitted by March 1 each year

REVIEW PROCESS

- Reviewed by bylaws committee
- Posted to online forum in April for member feedback, comment, and questions

VOTING

- All members eligible to vote in leadership elections will also be eligible to vote on bylaw amendments.
- Proposed bylaw amendments disseminated for formal vote with leadership elections. Minimum of 30 days given for voting period.
- Proposed amendment(s) will be adopted if 2/3 of ***those members voting approve.***

URGENT BYLAW AMENDMENT

- If a bylaws amendment is needed urgently , the Board of Directors may vote and approve it with a 2/3 majority. The amendment must be ratified by 2/3 of those members voting at the next formal voting period.

The ArMA bylaws will be amended to remove language related to House of Delegates and its functions during the Test Period as ArMA pilots this membership voting process for leadership elections and bylaw amendments; and be it further

The Bylaws of ArMA, as amended, will be the Bylaws of ArMA during the Test Period.

Upon the Sunset Date, unless otherwise extended by the membership, the Bylaws as they existed prior to the discussion of the pilot program proposal will be reinstated as the ArMA Bylaws, and the Test Period Bylaws will be rescinded, null, void, and of no force and effect.

The ArMA Board of Directors will regularly make available to its membership the active voting roll list and share and confirm the list of actual voters along with the results of any elections for leadership and bylaws.