

BYLAWS

of the

THE POST-ACUTE AND LONG-TERM CARE MEDICAL ASSOCIATION OF GEORGIA

Article I

Name

This association shall be known as the “The Post-Acute and Long-Term Care Medical Association of Georgia”, also referred to as “PALTmed Georgia” or “PALTmed GA”, hereinafter referred to as “PALTmed GA”.

Article II

Mission

The Post-Acute and Long-Term Care Medical Association of Georgia (PALTmed GA) is a state professional association committed to the continuous improvement of quality patient care by providing education, advocacy, information and professional development for Medical Directors and other physicians, nurse practitioners, physician assistants and other clinical practitioners and leaders who practice in long-term care settings.

For the purpose of these bylaws, the terms “long-term care setting”, “nursing center”, “skilled nursing center”, “nursing facility”, “nursing home”, and “assisted living facility” shall be interchangeable.

Article III

Membership

Section 1. Composition

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

a. General members

General membership in PALTmed GA 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 GA 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 GA 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 doctorally-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.

b. Affiliate Members

Affiliate membership in PALTmed GA may be granted by the Board of Directors to any individual, group, organization or entity interested in promoting the affairs of PALTmed GA. 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 Membership

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

d. Other membership Categories

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

Section 2. Dues

Dues and assessments shall be levied on each general member, associate member, and other category members of this association as determined by the Board of Directors. 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 GA may, in its discretion, revoke the membership of any PALTmed GA member, or remove from office any PALTmed GA member participating as an officer, Board member, or committee member, if such member engages in conduct that reflects negatively on PALTmed GA. Such revocation or removal shall be in accordance with the due process set forth in PALTmed GA's Corporate Integrity Program policies and procedures.

Article IV

Annual Business Meeting

Section 1. Annual Business Meeting

There shall be an annual business meeting representative of the membership in conjunction with the annual summer educational symposium that shall include:

- a. Board of Directors
- b. Standing Committees of the association
- c. General membership present

Section 2. Meeting Date

- a. Recommendations of the meeting dates and sites shall be made to the Board of Directors by the Chairperson of the Education and Program Committee.
- b. The tentative date and location of the annual meeting shall be designated by the Board of Directors at least one year in advance.

Article V

Officers

Section 1. Composition

There shall be six (6) officers in the association.

- a. President
- b. President-Elect (First Vice-President)
- c. Second Vice-President
- d. Secretary
- e. Treasurer
- f. Immediate Past-President

Section 2. Duties

- a. The President shall:

1. Preside at meetings of the Board of Directors with a vote.
 2. Direct the activities of PALTmed GA and assign to other officers, committee chairpersons, co-chairs or vice chairs, and employees such duties as they may deem necessary.
 3. Make and revoke, with the advice and guidance of the Board, and consistent with policy, appointments for:
 - a. Committee chairs, co-chairs or vice-chairs, with the exception of the Executive and Nominating Committee.
 - b. Representatives to other associations or to joint committees with other organizations.
 4. Serve as an ex-officio member of all committees without a vote.
 5. Submit a report, which is recorded in the minutes, at the annual business meeting on PALTmed GA programs and actions.
 6. Have the authority to bind PALTmed GA, including as necessary to make and execute agreements on PALTmed GA's behalf.
- b. The President-Elect (First Vice-President) shall:
1. Serve as a voting member of the Board of Directors.
 2. Perform duties assigned by the President.
 3. Perform duties as 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. Assume the office of the President upon completion of their term as President-Elect.
 6. In the absence of the President, have the authority to bind PALTmed GA, including as necessary to make and execute agreements on PALTmed GA's behalf.
- c. The Second Vice-President shall:
1. Serve as a voting member of the Board of Directors.
 2. Perform duties assigned by the President.
 3. Perform the duties of the President whenever the President and President-Elect are unable to do so.
 4. Assume the office of President-Elect in the event it is vacated.
 5. Serve as the President during the remainder of the term should the offices of the President and President-Elect become vacant.
 6. Advance to the office of President-Elect upon completion of the term of Second Vice-President unless serving unelected in the office of Second Vice-President by Board appointment. In the case of an appointed Second Vice-President, other provisions of these bylaws notwithstanding, the office of the President-Elect will be filled by the nomination and election process described in Article VIII.
- d. Secretary shall:

1. Serve as a voting member of the Board of Directors.
 2. Cause to be recorded the minutes of the Board of Directors and Annual Meeting and certify as to the accuracy and official adoption of such minutes.
 3. Submit such reports as may be required by the Board of Directors.
 4. Supervise the election process and certify the election results.
- e. The Treasurer shall:
1. Serve as a voting member of the Board of Directors.
 2. Serve as Chairperson of the Finance Committee.
 3. Be responsible for implementing and supervising fiscal policies adopted by the Board of Directors.
 4. Review proposed budgets and report on said budget to the Board of Directors.
 5. Oversee the selection and engagement of the independent auditor, review and recommend adoption by the Board of the independent auditors' annual report on PALTmed GA's financial health and its federal filing.
 6. Have the authority to bind PALTmed GA, including as necessary to sign financial instruments.
- f. The Immediate Past-President shall:
1. Serve as a voting member of the Board of Directors.
 2. Chair the annual Nominating Committee.
 3. Perform duties assigned by the President.

Article VI

Board of Directors

The Board of Directors is responsible to develop, approve, and promulgate PALTmed GA policy based on input from the PALTmed GA membership at large.

Board members (including Officers) are expected to be active in their roles. As such, Board members who are either (1) absent from more than four consecutive Board meetings or (2) more than half of the Board meetings in a six-month period will be removed from their positions. Such position shall be filled by a Board of Directors appointment for the balance of the term, as provided in Article VII, Section 4. Should an Officer be removed from their position that role will be fulfilled as described in Article VII, Section 3.

Section 1. Composition

- A. Officers
1. President – with vote
 2. President-Elect (First Vice-President) – with vote

3. Second Vice-President – with vote
 4. Secretary – with vote
 5. Treasurer – with vote
 6. Immediate Past-President- with vote
- B. Five elected At-Large Members from the membership who are eligible to vote and hold office – each with vote
- B. Four Standing Committee Chairpersons – each with vote
- a. Education and Program
 - b. Legislative and Regulatory
 - c. Membership Services
 - d. Finance
- If a chairperson is already a voting Board member, the chairperson does not get a second vote.

All members of the Board of Directors shall be general members and in good standing of PALTmed GA at the time of their election or appointment and shall remain so during the term of service.

Section 2. Duties

The Board of Directors shall:

- A. Be the decision-making body of the association with the authority to enact policy and to set forth positions reflective of the constituents of the association.
- B. Facilitate the development of resolutions by coordinating the efforts of standing committees.
- C. Make appointments to fill vacancies for unexpired terms as specified by these bylaws.
- D. Submit a report of all actions and decisions taken by the Board of Directors to the next ensuing meeting of the general membership.
- E. Shall cause to be established such committees as it deems appropriate to accomplish the purposes of the association.

Section 3. Meetings

- A. Meetings of the Board of Directors shall meet at least twice annually.
- B. Special meetings can be called by any of the following:
 - a. The President of PALTmed GA
 - b. The President of PALTmed GA 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.
 - c. Members, by written petition of at least twenty (20) percent of the current members of PALTmed GA.
- 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.

Article VII

Elections

Section 1. Eligibility

- A. Candidates for Executive Committee offices must be physicians in good standing with PALTmed GA at the time of their election and must continue to be so during their term.
- B. Candidates for Board of Directors must be a general member in good standing with PALTmed GA at the time of their election and must continue to be so during their term.

Section 2. Nominations

A. Nominating Committee

A nominating committee shall meet to consider and recommend candidates for election by the general membership.

1. Composition

- a. Immediate Past-President, who shall chair the committee
- b. One (1) representative from the Board of Directors appointed by the President.
- c. One (1) representative from the general membership appointed by the President.
- d. 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 offices of President-Elect (First Vice-President), Second Vice-President, Secretary, and Treasurer as the completion of office term requires.

3. The Committee shall nominate eligible candidates for the Board of Directors as completion of term requires.

4. The Committee shall be appointed and convened each year. The names of the nominees shall be distributed to the general membership at least forty five (45) days prior to the annual business meeting of the membership.

5. Other nominations

a. Eligible candidates not selected by the Nominating Committee who wish to run for an elected office shall timely notify the President or the President's designee at least thirty (30) days prior to the election. The announcement of their candidacy will then be distributed to the general membership prior to the annual meeting.

b. Nominations of candidates who meet the eligibility requirements may also be made from the floor of the meeting. Each nominee for election, or their representative, shall have the privilege of the floor to address the annual meeting for five (5) minutes during the annual business meeting.

Section 3. Election of Officers

- A. The general membership shall elect officers immediately following the report of the Nominating Committee, any nominations of announced candidates and nominations from the floor at the annual meeting.
- B. All elections shall be by secret printed ballot except when there is only one candidate for an office.
- C. Elections shall be by a majority of the general membership present. If no candidate receives a majority on the first ballot, the candidate receiving the smallest number of votes shall be dropped and balloting continued until one candidate receives the majority of the ballots cast.
- D. Term of office
 - a. The President, President-Elect (First Vice-President), Second Vice-President, Secretary, Treasurer, and Immediate Past-President shall serve two (2) year terms.
 - b. The term begins with the installation at the annual business meeting.
- E. Vacancies in office
 - a. 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 (First Vice-President). If the President-Elect is unable to serve, then the office shall be served by one of the officers, in the following order: Second Vice-President, Secretary, Treasurer, for the balance of the unexpired term.

Section 4. Election of Board of Directors

- A. The general membership shall hold elections for the Board of Directors after the report of the Nominating Committee and immediately following the election of officers.
- B. The Board consists of five members. The terms are for two (2) years. The terms may be staggered as determined by the Board so that continuity of governance is maintained.
- C. All elections shall be by secret printed ballot except where there is only one candidate for an office.

- D. The board nominees of the committee will be considered as one slate. That is, if another announced candidate, or a nominee from the floor is considered, all board candidates will be voted upon by secret ballot. Of the total number of candidates, the candidates who receive the most votes for the number of open positions will become the slate of elected Board members.
- E. The Board term begins with the installation at the annual business meeting.

- A. Vacancies of Elected Board Positions
 - a. 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 of Directors appointment for the balance of the term.

Article VIII

Committees

Section 1. Definition

A. Committees shall be established to assist the Board of Directors to implement the mission and goals of the association. 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

The six (6) standing committees are listed below. Each committee shall be required to keep minutes and to make a report to the Board of Directors at the time of the annual meeting and may request or be requested to make a report at other meetings of the Board of Directors.

A. The Executive Committee is composed of the President, President-Elect (First Vice-President), Second Vice-President, Secretary, and Treasurer. The purpose of the Executive Committee is to make necessary Board level decisions between regular meetings of the Board of Directors.

B. The Finance Committee is Chaired by the Treasurer and shall be concerned with all organizational matters of a financial nature, including but not limited to, review of the annual budget, recommendations for fiscal policy, dues structure and recommendations or resolutions for the expenditure of monies.

C. The Membership Services Committee shall be concerned with all matters relating to membership and utilization of PALTmed GA services by members.

D. The Nominating Committee shall nominate candidates for office and Board of Directors.

E. The Legislative and Regulatory Committee shall identify issues of concern to the association and develop policy statements to submit to the Board of Directors for action. The committee shall manage a Political Action Committee who manages the funding, distribution, and regulatory reporting of political action that is required.

F. The Education and Program Committee shall develop future educational programs of the association and be responsible for the development of education symposia, webinars, enduring CME materials and library management.

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 exceptions 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 GA at the time of their appointment and shall remain so during their term.
Section

4. Meetings

A. All committees will operate in accordance with the Board-approved guidelines.

B. All committees will meet at the discretion and decision of their chair with the advice of the President and Board of Directors.

Article IX

ADMINISTRATIVE SUPPORT

PALTmed GA may, from time to time and at the discretion of the Board of Directors, engage administrative support (including an Executive Director) to carry out business and clerical affairs of the association. The Board of Directors shall define any such role(s), duties, and authority in

writing. If an Executive Director is employed by PALTmed GA, they may serve in a non-voting, ex-officio capacity if designated by the Board.

Article X

REPRESENTATION TO OTHER ORGANIZATIONS

Section 1. Definition

The purpose of representation to other organizations shall be to act as liaison and 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 educational programs.

Section 2. Appointment

The President of PALTmed GA shall appoint representatives to other associations.

Section 3. Authority

Appointed PALTmed GA representatives to other organizations and appointed standing committee members of PALTmed GA, excluding the President, may not speak for or make commitments for PALTmed GA without prior authorization from the President. Those members who wish endorsement must submit their request in written form to the President. In urgent cases, telephonic 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 XI

PUBLICATIONS

PALTmed GA may create official educational and informational materials in support of its mission.

Section 1. Official Publications

A. Newsletter

Section 2. Other publications

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

Section 3. Membership Packet

- A. Upon joining PALTmed GA, members may receive an introductory packet of basic materials, as determined by the Board of Directors or its designee.
- B. The contents of this packet shall be decided upon and approved by the Membership Services Committee.

Article XII

ADOPTION OF BYLAWS

The adoption of these bylaws shall be by two-thirds (2/3) vote of the general membership present.

Article XIII

AMENDMENTS

Section 1. Amendments

- A. 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 general membership.
- B. Notice of the intent to take such action shall be provided by the Board of Directors, through the Secretary, at least sixty (60) days prior to the annual meeting; the exact nature of the proposed changes shall be distributed to each member, in written or electronic form, at least thirty (30) days prior to such meeting.

Article XIV

PARLIAMENTARY AUTHORITY

PALTmed GA 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 XV

DISSOLUTION

PALTmed GA 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

GA. On the dissolution of PALTmed GA, the Board of Directors, after paying or making provision for the payment of all of the liabilities of PALTmed GA, shall dispose of all of the remaining assets of PALTmed GA exclusively for the purposes of PALTmed GA 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.

GMDA Bylaws Adopted	August 6, 1994	
GMDA Bylaws Amended	July 11, 1998	(Terms of officers)
GMDA Bylaws Amended	July13, 2002	(NP/PA Board representation)
GMDA Bylaws Amended	August 6, 2022	(Full membership NP PA Make-Up of Board Member positions- Board member representation – Parliamentary procedure – Dissolution-Technical corrections)