



PROCEDURE for NATIONAL PERSONNEL

Duties, Job Descriptions, and Timelines

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Section 1. Officers and Board of Directors

A. General

National officers shall:

1. attend orientation and planning meetings as directed by the president and/or the president elect;
2. attend the Annual Meetings at the start and close of the year for which elected;
3. prepare an annual report of activities;
4. perform such other duties as defined in the Bylaws, in these Procedure for National Personnel, and in the Annual Meeting Procedure.

B. President

The president shall:

1. serve as an Chief Corporate Officer of the corporation;
2. develop agendas for and be the presiding officer at Board of Directors meetings, and the Annual Meeting;
3. be the spokesperson for the AMA Alliance;
4. work with the Executive Director to achieve the mission and vision;
5. oversee strategic planning, involving other board members;
6. be an ex officio member of all Councils, committees, and task forces except the Nominating Committee;
7. oversee planning of the annual meeting, with assistance from other officers, councils, committee chairs, and association management company personnel.
8. appoint Committees, for the Annual Meeting, as specified in the Annual Meeting Procedure;
9. appoint special committees, task forces, and individual appointees with the approval of the Board of Directors or as the voting Board of Directors at the Annual Meeting or as Board of Directors shall direct;
10. appoint a parliamentarian to serve at the Annual Meeting and such other AMA Alliance meetings as the president deems necessary;
11. arrange for the announcement of the slate of candidates selected by the Nominating Committee for the ensuing year;

12. designate members of the Speakers Bureau to attend meetings;
13. approve and appoint members in leadership roles as prescribed in the bylaws. Be notified of all council, committee and task force meetings except nominating.
14. give consultation to the president-elect in the selection of appointees for the ensuing year;
15. provide names of nominees, who shall be members of the AMA Alliance, when requested for possible service by the AMA, the AMA Foundation, or other organizations as deemed appropriate;
16. serve on the editorial board to the official publication.

C. President-elect

The president-elect shall:

1. serve as an officer of the corporation and an active aide to the president;
2. perform the duties of the office of president in the absence of the president;
3. serve as president if there is a vacancy in that office as provided in Article IX Section 3 of the Bylaws;
4. be an ex officio member of all Councils and committees except the Nominating committee;
5. adhere to the following guidelines in making appointments for the ensuing year:
 - a. appoint special committees, task forces, and individual appointees with the approval of the Board of Directors or as the voting Board of Directors at the Annual Meeting or as Board of Directors shall direct;
 - b. consult members of the Board of Directors before making appointments;
 - c. consider recommendations for appointments from the Nominating Committee, if offered;
 - d. select appointees for chairs and members of Standing Committees and Operating committees and Task Forces with consideration for expertise;
 - e. contact the Board of Directors for consultation when the list of proposed appointments is complete;
 - f. arrange for an announcement to be made to the AMA Alliance membership when all appointees have been contacted;
6. present plans for the ensuing year to the Board of Directors for approval which meet the strategic goals of the organization in keeping with its mission and vision;
7. be informed on plans and assist the president in presenting the programs for meetings;
8. preside at the Orientation Session for the ensuing year; and
9. serve on the editorial board to the official publication.

D. Secretary

The secretary shall:

1. serve as an officer of the corporation;
2. take the minutes and maintain a record of the proceedings of the Board of Directors, and the Annual Meeting;
3. be responsible for seeing that notices are issued of all meetings of the membership and board of directors;
4. compile and archive all Council and committee minutes;
5. serve on the Governance Council, the Finance Council;
6. serve as the chair of the Bylaws committee;
7. maintain a record of the AMA Alliance current governing documents;
8. perform other duties as assigned.

E. Treasurer

The treasurer shall:

1. serve as an officer of the corporation;
2. chair the Finance Council;
3. review and be responsible for all financial statements, including balance sheets, statements of revenue, investment/income summaries, and budget/expense comparisons;
4. supervise preparation of a budget for the following fiscal year;
5. be responsible for the disbursement of money upon written order according to the Financial Policies and Procedures;
6. present a report of financial matters at all meetings of the Board of Directors and at the Annual Meeting;
7. ensure the submission of the accounts for audit or review to a Certified Public Accountant designated by the Board of Directors;
8. ensure timely tax filing and any associated tax payments;

9. have the assistance of the association management company in administering the Financial Policies and Procedures.
10. perform other duties as assigned

F. Immediate Past President

The immediate past president shall:

1. serve on the Governance Council and serve as the chair of the Nominating Committee;
2. serve when requested to do so by the president or the Board of Directors.

G. Directors (individually)

The directors shall:

1. regularly participate in board meetings, annual retreat and other related meetings;
2. perform other duties as assigned by the president;
3. participate in annual evaluation and strategic planning;
4. attend state, county, regional and component Alliance meetings as designated by the president;
5. promote interaction among participants at meetings and events to ensure maximum exchange of information;
6. communicate with the board, as a whole, regarding activities through verbal and written reports;
7. understand the operation and processes of the AMA Alliance;
8. review, edit and/or ~~prepare~~ update job description annually.

H. Board of Directors (as a whole)

The Board of Directors shall:

1. study, deliberate, and carry out the mandates and policies of the AMA Alliance as determined by the membership;
2. develop a 3 year strategic plan as scheduled;
3. review and implement strategic goals annually;
4. have authority to take action on behalf of the AMA Alliance, including policies for the organization on an emergency basis when the Annual Meeting is not in session;

5. manage the property and direct activities of the AMA Alliance;
6. be responsible for the financial integrity of the AMA Alliance;
7. approve a budget for the ensuing year;
8. secure the services of a Certified Public Accountant, upon recommendation of the Finance Committee to audit or review the books of the AMA Alliance;
9. Support and promote, the AMA Alliance Grassroots Honor Fund administered by the American Medical Association Foundation (AMA Foundation)~~or by~~ and the Alliance Health Education Initiative (AHEI);
10. approve all appointments;
11. approve times and places of meetings of the AMA Alliance;
12. fill vacancies in elective offices as provided in Article IX, Section 3 of the Bylaws;
13. be authorized to elect officers if the Annual Meeting is cancelled due to emergency conditions.

I. Conflict of Interest Policy

1. Members of the Board of Directors shall confirm by signature that they are in compliance with the AMA Alliance Conflict of Interest Policy.

J. Service Letter of Agreement

1. Members of the Board of Directors shall sign a Service Letter of Agreement

K. Meetings

1. The Board of Directors shall meet immediately prior to and following the Annual Meeting in person and at least one other time during the year, and at other times as deemed necessary. Conference calls to conduct Board of Directors affairs may be held in lieu of meeting in person.
2. Individuals or groups who wish to request an appearance before the Board of Directors, shall submit their request in writing to the president. Such requests will be granted at the discretion of the president.
3. Special meetings of the Board of Directors may be called pursuant to Article IX, Section 6 of the Bylaws;
4. Meetings of the Board of Directors may be postponed when necessitated by emergency conditions.

5. Any action required to be in writing may be taken or transmitted by the Board of Directors by electronic means (fax, e-mail, and internet) without a formal meeting, provided that there be unanimous consent.
6. The Board of Directors may participate in and act at any meeting through the use of a conference telephone call or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Such participation shall constitute attendance and presence at the meeting.

L. Agendas

1. Post-Annual Meeting
 - a. Approve appointments not previously approved for current year.
 - b. Approve plans for meetings and conferences for current year.
 - c. Review council plans and/or reports and act on recommendations.
2. Prior to the Annual Meeting
 - a. Consider for approval the budget prepared by the Finance Council for the ensuing year.
3. Pre-Annual Meeting
 - a. Approve appointments for the ensuing year.

Section 2. Councils, Committees and Task Forces

A. Duties

Chairs shall:

1. report to and be subject to the Board of Directors;
2. attend orientation and planning meetings as directed by the president;
3. sign a Confirmation of Compliance with the American Medical Association Alliance Conflict of Interest Policy;
4. sign a Service Letter of Agreement;
5. have materials related to committee goals, using the Strategic Plan as a guide, approved by Board of Directors;
6. prepare agendas for council and committee meetings and assure that minutes are recorded;
7. participate in council and committee and other meetings as directed by the president or the Board of Directors;

8. participate with other Councils, Operating Committees and Task Force chairs as requested;
9. keep the Board of Directors informed of all council and committee plans, activities, and recommendations;
10. attend the Annual Meeting, at the start and close of the year for which appointed;
11. review, edit and/or prepare job description annually, if applicable;
12. send all approved council and committee minutes to the secretary.

B. Meetings

1. The chairs shall consult with the president when arranging meeting dates.
2. Meetings shall be scheduled in conjunction with the Annual Meeting and educational meetings when feasible,
3. Standing Committees, Operating Committees and Task Forces shall be permitted to conduct business by conference call or other communications equipment by which all persons participating in the meeting can communicate with each other.
4. Non-members, consultant and advisors may be invited to present information to the committees without the privilege of making motions and voting.

C. Councils:

1. Governance Council

The Governance Council will maintain history, institutional knowledge, continuity and serve as a back up to the Association Management Company. The Governance Council will support the management and administration of the Alliance

a. Nominating Committee

The Nominating Committee shall be appointed by the President and composed of duly elected members of the Governance Council. The total number appointed shall be determined by the President and the Immediate Past President in consultation. The Immediate Past President shall chair the Nominating Committee

The Nominating Committee shall meet prior to April 1 to nominate eligible candidates for offices to be elected at the next Annual Meeting.

Duties:

The Nominating Committee Chair shall:

- i. update and distribute all pertinent forms for the eligible candidates for all leadership positions;

- ii. ensure the Nominating Committee members sign a confidentiality form;
- iii. update information regarding the qualifications and eligibility of candidates for elective office as provided for in the Bylaws;
- iv. send recommendation letter request forms to state presidents, state president-elects, state representatives, and AMA Alliance past presidents, and members at large;
- v. update and distribute eligible Leadership Candidate forms;
- vi. update and distribute the biographical forms for all potential candidates and committee members;
- vii. make the meeting arrangements for location, hotel, and other particulars for the business of the meeting and consult with the Treasurer for any potential expenses over the budget;
- viii. inform the President and President-elect of the slate of candidates immediately following the meeting;
- ix. send biographies and photos of the candidates to the communications committee for inclusion in publications related to Annual Meeting;
- x. update information of the eligible candidates and forward to the subsequent Nominating Committee Chair.

The members of the Nominating Committee shall:

- i. sign a confidentiality form;
- ii. make every effort to observe and become acquainted with the leadership skills of the eligible candidates for office for the purpose of reviewing their qualifications for office and vision for the future of the AMA Alliance;
- iii. receive and review all Potential Candidate Forms, which each eligible candidate shall have the opportunity to submit in accordance with established guidelines;
- iv. receive and review all names of qualified and eligible candidates for office submitted by an Alliance or any member provided the submissions are submitted on a standard form supplied by the AMA Alliance, which is filled out completely and signed by the authorized representative.

Biographical Profiles:

Members who wish to be considered for elected or appointed positions should provide a biographical profile, including all elected and appointed positions. These shall be collected by the Nominating Chair for use by the Nominating Committee. The Committee may forward these to the President-elect for consideration for appointed positions.

b. Bylaws Committee

The duties of the Bylaws Committee are:

- 1. to serve as a fact finding and advisory committee on matters pertaining to the Bylaws;
- 2. to review annually all governance documents such as: Bylaws, Procedure for National Personnel, Annual Meeting Procedure and Operational Policies. Financial policies are not reviewed by Bylaws Committee;

3. to recommend any change deemed appropriate for action by the Board of Directors or the voting Board of Directors at the Annual Meeting;
4. to work with the AMA Alliance Parliamentarian and the president when legal counsel is needed, to develop appropriate wording of proposed amendments to governance documents;
5. to present a report to the voting Board of Directors at the Annual Meeting, with any proposed amendments to the Bylaws, Annual Meeting Procedure, and/or Policy;
6. to prepare and present the committee's report to the Board of Directors with proposed amendments to the Procedure for National Personnel;
7. when presenting proposed amendments at the Annual Meeting, request authorization by the voting Board of Directors to correct article and section designations, punctuation, and cross-references, and to make such other technical and conforming changes as may be necessary to reflect the intent of the membership in connection with the proposed bylaw amendments considered at the AMA Alliance Annual Meeting.

2. Member Council

The Member Council shall be chaired by at least one Director. Seven to eleven additional members shall be elected by ballot at the Annual Meeting.

- a. The duties of the Member Council are to oversee and coordinate activities including, but not limited to:
 1. Membership growth, retention, and development
 2. Affiliate and chapter relations
 3. Communications across all channels and publications
 4. Programs such as national health initiatives
 5. Leadership development initiatives
 6. Legislative advocacy and calls to action
 7. Representation to external organizations related to the goals and objectives of the AMA Alliance.
- b. Committees and task forces composed of additional non-elected members may be formed to fulfill the strategic goals of the AMA Alliance as assigned to the Member Council.

3. Finance Council

The duties of the Finance Council are to:

- a. oversee the financial operation of the AMA Alliance;
- b. prepare and submit a proposed budget to the Board of Directors, for adoption by the Board of Directors before presentation at the Annual Meeting;
- c. research the need for a dues increase each year as part of the budgeting process and report findings and any recommendations for consideration by the Board of Directors with their review of the fiscal year budget proposal;

- d. consider the current year's budget compared to actual revenue and expenses, financial considerations, and socioeconomic factors and forecasts in preparation of the budget;
- e. present the approved budget to the voting Board of Directors at the Annual Meeting to ensure they are fully informed;
- f. review and oversee the auditors, investment advisors and Association Management Company. Make recommendations and report to the Board of Directors based on the auditor and investor reports. The audit will be made accessible to the membership.
- g. recommend to the Board of Directors when to withdraw funds from the fund balance (reserve) when receipts have fallen below average or when unusual or heavy expenditures are foreseen; and,
- h. review the Financial Policies and make recommendations to the Board of Directors for amendments.

D. Operating Committees and Task Forces

- 1. Operating Committees and Task Forces shall be formed as deemed necessary by the Board of Directors to perform assigned tasks.
- 2. The Operating Committees and Task Forces shall be comprised of the number of members that the Board of Directors deems necessary to achieve the assigned task.
- 3. The President shall appoint a chair to be approved by the Board of Directors. The chair shall set up committee meetings in coordination with the president.
- 4. Minutes shall be recorded and approved by the committee, then filed with the AMA Alliance Secretary.
- 5. Meetings shall be held as necessary to fulfill the tasks of the Operating Committees and Task Forces.
- 6. Members shall serve for 1-YEAR terms and may be reappointed.
- 7. Outside Experts may be utilized as deemed necessary by the President and approved by the BOARD OF DIRECTORS.
- 8. Reports shall be forwarded to the President to be shared with the Board of Directors.

Section 3: Appointed Liaisons to Non-Alliance Boards

- A. The duties of representatives to Non-Alliance Boards are to:
 - 1. represent the interests of the AMA Alliance;
 - 2. act as a liaison between the AMA Alliance Board of Directors and the non- alliance board;
 - 3. perform the duties required of board members for the assigned board;
 - 4. keep the AMA Alliance President informed of all plans and activities;
 - 5. attend AMA Alliance board meetings as requested;
 - 6. serve the length of tenure designated by the assigned organization unless otherwise determined by the AMA Alliance Board of Directors.
 - 7. Maintain confidentiality.

Section 4. Speakers Bureau

Definition: The AMA Alliance Speakers Bureau shall provide ~~on-site~~ services to component organizations.

A. Composition

The AMA Alliance Speakers Bureau shall be composed of all members of the AMA Alliance board and councils, committees and task forces.

B. Requests

1. Requests for Speakers Bureau services shall be made on the official online request form adhering to the Speakers Bureau Guidelines.
2. A letter of invitation shall not be recognized as an official online request for the Speakers Bureau services.
3. Requests shall not be considered until the completed Speakers Bureau Request form is received by the AMA Alliance president.
4. Members of the Speakers Bureau who accept invitations to speak in their own state or county shall notify the AMA Alliance president before the event.

C. Assignments

1. The AMA Alliance president shall make all assignments of the Speakers Bureau.
2. Speakers Bureau members shall not accept invitations to represent the AMA Alliance at state, county and component Alliance meetings, except within their own states, or other organization meetings without authorization from the AMA Alliance president.

D. In-state Meetings

1. Members of the Speakers Bureau shall provide services at meetings as requested.

E. Expenses

1. The AMA Alliance shall reimburse for expenses as provided in the AMA Alliance Financial Policies.

Section 5. Publications/Materials

A. Periodicals and Other Communications

1. All publications of the AMA Alliance shall be governed by the AMA Alliance.

B. Mailings

1. Follow Communications Policy and Guidelines. The logo may be used in compliance with AMA guidelines. Mailings shall be approved by the president.

C. Stationery and Use of the Logo

1. AMA Alliance stationery **and use of the logo** shall be used for official business by the Board of Directors and Councils when in office.

D. Business Cards

1. AMA Alliance business cards shall be used only while in office as a member of the Board of Directors.

Section 6. Association Management Company

The Association Management Company shall:

- A.** be responsible for short-term storage of active files in accordance with the AMA Alliance document retention policies, while the AMA shall provide long-term and archival storage under the operating agreement signed annually by both parties;
- B.** assist with the official correspondence of the AMA Alliance;
- C.** be responsible for the administration of the affairs of the alliance in accordance with the directives of, and subject to the oversight of, the Board of Directors;
- D.** have the authority to act for (including signing documents on behalf of) the Alliance within whatever bounds are described in the governing documents and set forth by the Board of Directors;
- E.** perform such other duties as may be assigned in the governing documents and as directed by the Board of Directors or the President, as delineated in the current contract terms. The terms may be amended as both parties agree using current business practices.

Section 7. Amendments

- A.** These procedures shall be reviewed annually by the Bylaws Committee, which shall recommend changes to the Board of Directors.
- B.** These procedures may be amended by a two-thirds vote of the Board of Directors.