



AMERICAN ACADEMY OF FAMILY PHYSICIANS

BYLAWS

September 20, 2016

11400 Tomahawk Creek Parkway, Leawood, KS 66211

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**BYLAWS OF
THE AMERICAN ACADEMY OF FAMILY PHYSICIANS**

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**ARTICLE I
Name**

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The name of this corporation shall be known as the American Academy of Family Physicians, hereinafter referred to as the AAFP and shall be governed by the laws of the State of Illinois and in compliance with the laws and regulations applicable to corporations exempt from income tax under Section 501 (c) (6) of the Internal Revenue Code.

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**ARTICLE II
Purpose**

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The purpose is to:

- 55 A. provide advocacy, representation and leadership for the specialty of family medicine; and
- 56 B. provide responsible advocacy for and education of patients and the public in all health-related matters;
- 57 C. preserve and promote quality cost-effective health care, promote the science and art of family medicine, and ensure an optimal workforce of well-trained family physicians;
- 58 D. promote and maintain high standards among physicians who practice family medicine;
- 59 E. preserve the right of family physicians to engage in medical and surgical procedures for which they are qualified by training and experience;
- 60 F. provide for the continuing professional development of its members; and
- 61 G. maintain and provide an organization with high standards to fulfill the above purpose and to represent and serve the needs of its members.

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**ARTICLE III
Membership**

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Section 1. Definition. Family Physicians. For the purpose of these Bylaws, family physicians are defined as physicians in the discipline of family medicine whose training and experience qualify them to practice in several fields of medicine and surgery, with particular emphasis on the family unit. **Definition. States.** For the purpose of these Bylaws, "state" is defined as 50 states, the District of Columbia, U.S. territories, and commonwealths.

Section 2. Classification. There shall be the following classes of members: (A) active; (B) inactive; (C) life; (D) honorary; (E) resident; (F) student; (G) supporting; and (H) international.

A. Active Members.

1. Eligibility. Active members shall be family physicians:

- a. duly licensed to practice medicine
 - (1) in the state in which he or she practices; or
 - (2) if a resident of a foreign country, in the country in which he or she practices; or
 - (3) as a member of the uniformed services; or
 - (4) as a salaried employee of the government of the United States; or
 - (5) that are actively working in locum tenens in a United States federal

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- facility, provided that such physician is duly licensed to practice medicine by a state medical board; or
- (6) in a position that does not require a medical license in the jurisdiction where working, provided that such physician is duly licensed to practice medicine by a state medical board and that such physician's practice complies with all applicable state licensing requirements; and
- b. who have completed a family medicine residency program approved by the Accreditation Council on Graduate Medical Education (ACGME); or
 - (1) have completed a family medicine residency program approved by the College of Family Physicians of Canada, and be board certified by the College of Family Physicians of Canada and be employed exclusively within the United States; or
 - (2) be board certified by the American Board of Family Medicine pursuant to a reciprocity agreement between the American Board of Family Medicine and a foreign professional association of family medicine or general practice; or
 - (3) have satisfactorily completed either:
 - (a) one year of a rotating general or family medicine internship approved by the American Osteopathic Association (AOA) plus two years of a general or family medicine residency program approved by the American Osteopathic Association; or
 - (b) three years of a general or family medicine residency program approved by the American Osteopathic Association; or
- c. previously held active membership before December 31, 1988.

2. Application and Approval. Applications for active membership shall be in a form prescribed by the Board. Election to active membership shall be made by the Board or its designee.

3. Requirements.

- a. Active members must earn 150 credits of acceptable continuing medical education every three years in order to retain active membership. Election to active membership shall be for a maximum period of three (3) years, at the expiration of which term the member shall be eligible for re-election. No member shall be re-elected to membership who is not in good standing at the time of their re-election and has not fulfilled the continuing medical education requirements.
- b. Former active members who apply for membership less than two years after having ceased to be an active member must provide evidence they have earned the requisite 100 credits of continuing medical education acceptable to the Board; except that such an applicant who was a resident member in good standing and automatically upgraded to active status upon completion of residency training but never paid dues as an active member shall not be required to satisfy this continuing medical education requirement upon reapplication within two years of completion of residency training.
- c. Active members must also hold membership in a constituent chapter, if one exists, in the location of their practice or residence.
- d. Active members must have graduated from an accredited school of medicine or osteopathy.

4. Privileges. Active members shall have all privileges of membership.

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B. Inactive Members.

1. **Eligibility.** Effective January 1, 1989, inactive members shall be members who are:
 - a. incapacitated by reason of illness, accident, or infirmity or;
 - b. totally retired and not eligible for Life membership; or
 - c. under extenuating circumstances established by the Board, active members, resident members or supporting members who interrupt their practices or residency training; provided, however, that no person may hold inactive membership who does not hold a current medical license because such license has been revoked as a result of a disciplinary action.
2. **Application and Approval.** Applications for inactive membership shall be in a form prescribed by the Board.
 - a. No member shall be considered for inactive membership unless he or she has first been placed in this status by his or her respective constituent chapter, or in cases in which such member practices or resides where no constituent chapter exists, then the Board.
 - b. Election to inactive membership shall be for a maximum of one year, subject to re-election pursuant to clause c below, unless the member is totally retired.
 - c. An inactive member may be re-elected to this classification annually by the Board.
 - d. Totally retired members need not be re-elected annually.
 - e. Inactive members shall not be required to meet the continuing medical education requirements as provided in Section 3 of this Article.
3. **Privileges.** Inactive members shall not be entitled to hold office in the AAFP, but shall have voice in reference committees.

C. Life Members.

1. **Eligibility.** Life members shall be persons who have held active membership in the AAFP for a minimum of 25 years and who have had five years of continuous membership immediately prior to election as life members. Such persons must have also attained age seventy (70) or be totally retired. No person may hold life membership who does not hold a current medical license because such license has been revoked as a result of a disciplinary action.
2. **Application and Approval.** Requests for life membership shall be made to the Board of directors, or its designee, of such constituent chapter, or in cases in which such member practices or resides where no constituent chapter exists, then by the Board.
3. **Requirements.** Life members are relieved of the continuing medical education requirements as provided in Section 3 of this Article.
4. **Privileges.** Life members shall not be entitled to hold office in the AAFP but shall have voice in reference committees.

D. Honorary Members.

1. **Eligibility.** Honorary members shall be persons of distinction who have rendered outstanding service to the AAFP or to the medical profession, or distinguished members of the AAFP who have retired from practice.
2. **Nomination and Approval.** Nominees for honorary membership must be presented to the Board for consideration. The Board shall at its discretion submit nominees to the Congress of Delegates for approval.

- 177 **3. Privileges.** Honorary members shall not pay dues or admission fees, and shall
178 have no right, title or interest in any of the property of the AAFP, may not hold
179 office but shall have voice in reference committees.
180

181 **E. Resident Members.**

- 182 **1. Eligibility.** Resident members shall be:

- 183 a. physicians in training in:
184 (1) an ACGME-approved family medicine residency; or
185 (2) an AOA-approved rotating general or family medicine internship; or
186 (3) an AOA approved general or family medicine residency; or
187 b. graduates of ACGME-approved family medicine residencies; or AOA-
188 approved general or family medicine residencies who extend their training
189 immediately upon completion of residency training and who serve full time
190 in extended, structured, supervised programs of at least one year duration
191 to gain additional skills in research, administration and teaching or a
192 specific clinical area of interest.

- 193 **2. Application and Approval.** Applications for resident membership shall be in a
194 form prescribed by the Board. Election to resident membership shall be made
195 by the Board or its designee.

- 196 a. Election to resident membership shall be for the duration of one's residency
197 or extended training.
198 b. Upon completion of their residency training, and upon verification of
199 eligibility for active membership, resident members shall be automatically
200 transferred to active membership.

- 201 **3. Privileges.**

- 202 a. Resident members may serve on national, state and chapter commissions
203 and committees as determined by the applicable Board. Resident members
204 who are appointed to serve on national commissions and committees have
205 the right to vote in such bodies but are not eligible to serve as chair.
206 b. A resident member shall be selected to serve on the Board as described in
207 Article X of these Bylaws and the Standing Rules of the Congress of
208 Delegates.
209 c. The resident member of the Board shall have full voting privileges on the
210 Board.
211 d. Two resident members elected as delegates to the Congress of Delegates
212 have the privilege of the floor and the right to vote. The two resident
213 members elected as alternates to the Congress of Delegates have the
214 privilege of the floor without the right to vote.
215 e. Otherwise, resident members shall not be entitled to hold office in the
216 AAFP, but shall have voice in reference committees.
217

218 **F. Student Members.**

- 219 **1. Eligibility.** Student members shall be students enrolled in accredited schools
220 of medicine or osteopathy. Membership shall terminate upon graduation or
221 withdrawal from medical school.

- 222 **2. Application and Approval.** Applications for student membership shall be in a
223 form prescribed by the Board. Election to student membership shall be made
224 by the Board or its designee.

- 225 **3. Requirements.** Students applying for student membership must be enrolled in
226 a school of medicine or osteopathy approved by an appropriate United States
227 accrediting institution as defined by the AAFP Commission on Education.
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4. Privileges.

- a. Student members may serve on national, state and chapter commissions and committees as determined by the applicable Board. Student members who are appointed to serve on national commissions and committees have the right to vote in such bodies but are not eligible to serve as chair.
- b. A student member shall be selected to serve on the Board as described in Article X of these Bylaws and the Standing Rules of the Congress of Delegates.
- c. The student member of the Board shall have full voting privileges on the Board.
- d. Two student members elected as delegates to the Congress of Delegates have the privilege of the floor and the right to vote. The two student members elected as alternates to the Congress of Delegates have the privilege of the floor without the right to vote.
- e. Otherwise, student members shall not be entitled to hold office in the AAFP but shall have a voice in reference committees.

G. Supporting Members.

1. Eligibility.

- a. Supporting members shall be:
 - (1) physicians residing and practicing in the U.S. (or its territories or possessions) who completed an ACGME- or AOA-accredited residency program in specialties other than family medicine and not otherwise eligible for some other category of membership; or
 - (2) physicians who previously held supporting membership before September 30, 2016.
 - b. A supporting member shall also be duly licensed in the state in which he or she practices.
- 2. Application and Approval.** Applications for supporting membership shall be in a form prescribed by the Board. Election to supporting membership shall be made by the Board or its designee.
- 3. Privileges.** Supporting members shall not be entitled to hold office in the AAFP but shall have voice in reference committees.

H. International Members.

1. Eligibility. International members shall be:

- a. family physicians outside of the United States engaged in family medicine, the teaching of family medicine or medical administration, who are licensed to practice in countries or territories outside the United States in which no constituent chapter exists and who are not eligible for membership in the Uniformed Services chapter; or
- b. medical students and physicians in training in countries or territories outside the United States in which no constituent chapter exists and who are not eligible for membership in the Uniformed Services chapter; or
- c. a graduate of a medical school located outside of the United States who:
 - (1) was an international member as a student at that school; and
 - (2) has completed all pre-residency requirements for, but has not yet entered, an ACGME-approved family medicine residency or an AOA-approved general or family medicine residency, may extend his/her international membership through the period ending December 31st of the second calendar year following the calendar year in which such

280 student graduates, without regard to his/her country of residency
281 during such extended period.

- 282 (3) If such graduate has not successfully entered an approved family
283 medicine residency program by the end of the extended period as
284 described above, he/she will no longer qualify for membership and the
285 AAFP shall cause such member's name to be dropped from the
286 membership roll.

287 **2. Application and Approval.** Applications for international membership shall be
288 in a form prescribed by the Board. Election to international membership shall
289 be made by the Board or its designee.

290 **3. Requirements.** International members shall be relieved of the continuing
291 medical education requirements as provided in Section 3 of this Article.

292 **4. Privileges.** International members shall not be entitled to hold office in the
293 AAFP but shall have voice in reference committees.
294

295 **Section 3. Good Standing.** A member in good standing shall be one whose current dues
296 and assessments, if any, have been paid in accordance with the provision of these
297 Bylaws, who is duly licensed to practice medicine, and who has met the applicable CME
298 requirements during the period of the preceding three (3) years as set forth in these
299 Bylaws. Constituent chapters may require, through provisions in their constitutions and/or
300 Bylaws, up to twenty-five (25) credits of the one hundred fifty (150) credits of continuing
301 medical education be obtained from that constituent chapter's produced or approved
302 programs.
303

304 **Section 4. Changes in Membership Status.** Any member who changes his or her
305 occupation or status in such a manner as to render him or her ineligible for membership in
306 the AAFP, may, unless he or she resigns, be dropped from the roll of members by the
307 Board. The Board or an entity designated by the Board, acting in accordance with Board
308 approved criteria, may waive or reduce members' dues. Other exceptions to the foregoing
309 membership rules and requirements may be made under unusual circumstances and on
310 an individual basis only upon a two-thirds (2/3) vote of the Board.
311

312 **Section 5. Acceptance of Membership.** Acceptance of membership in the AAFP shall
313 constitute an agreement by such member to comply with the Bylaws thereof and to
314 recognize the Board as the sole and only judge of the right to be or remain a member;
315 provided, however, that if such membership in the AAFP is conferred by virtue of
316 membership in a constituent chapter in accordance with these Bylaws, the Board of such
317 constituent chapter shall be the judge of such member's right to remain a member, subject
318 to any applicable right of appeal provided in Article XIV of these Bylaws.
319

320 All rights, title, and interest, both legal and equitable, of a member in and to the property of
321 the AAFP shall cease and terminate in the event of the any of the following: (a) the
322 expulsion of such member; (b) the striking of his/her name from the roll of members; or (c)
323 his/her death or resignation.
324

325 **Section 6. Dues and Assessments.** Dues and assessments for all classifications of
326 membership shall be established by the Board, but active member dues shall not exceed
327 any maximum amount that may be established, from time to time, by majority vote of the
328 Congress of Delegates. Members whose dues and assessments are in arrears at the time
329 of the annual meeting of the AAFP shall be ineligible to vote or hold office.
330

331 **ARTICLE IV**
332 **Fellow**

333
334 **Section 1. Definition.** A Fellow is an earned degree upon fulfilling the following requirements:

- 335 A. held active membership for six years or a combination of resident and active
336 membership for a total of six years; and
337 B. fulfilled such other criteria for Fellow as may be established by the Board.
338

339 **Section 2. Classification.** A Fellow shall not be considered a separate membership
340 classification but shall be considered an earned degree.
341

342 **Section 3. Eligibility.** A Fellow shall continue to hold membership in the AAFP based
343 upon one of the classifications of membership.
344

345 **Section 4. Application.** Any active, inactive, or life member in good standing may, upon
346 application to the AAFP, be elected to receive the degree of Fellow upon fulfilling the
347 foregoing requirements. Under unusual circumstances satisfactory to the Board,
348 exceptions may be made on an individual basis to the foregoing Fellow requirements by a
349 two-thirds (2/3) vote of the Board.
350

351 **Section 5. Requirements.** The degree of Fellow shall be conferred at convocation of the
352 AAFP or at a constituent chapter meeting.
353

354 **ARTICLE V**
355 **Chapters**

356
357 **Section 1. Classification.** There shall be the following constituent chapters: (A) state;
358 (B) regional; and (C) uniformed services.

- 359 A. State. There shall be one chartered constituent chapter per state.
360 B. Regional. There shall be one chartered constituent chapter in the District of
361 Columbia and one in each United States possession or territory.
362 C. Uniformed Services. There shall be one uniformed services chartered constituent
363 chapter for members serving in the Army, Navy, Air Force and Public Health
364 Service.
365 D. Component Branch Chapters. A constituent chapter may, under provisions in its
366 constitution and/or bylaws approved by the Board, charter component branches in
367 counties or districts of such state or region, including student and/or resident
368 chapters.
369

370 **Section 2. Eligibility.**

- 371 A. State & Regional. Members of constituent chapters shall be the persons who
372 qualify and are members as stated in Article III.
373 B. Uniformed Services. Members of uniformed services chartered constituent chapter
374 shall be persons who qualify for membership as stated in Article III and
375 1. are on active duty; or
376 2. former members of the uniformed services who practice within a military
377 facility; or
378 3. students in a uniformed services medical school; or
379 4. students who have a service obligation to the uniformed services upon
380 completion of their training and who are eligible for membership.
381

382 **Section 3. Unified Membership.**

- 383 A. No person may hold membership in a constituent state or regional chapter or the
384 uniformed services chapter or a component branch chapter unless they be
385 likewise a member of the American Academy of Family Physicians.
386 B. Likewise no person may hold membership in the American Academy of Family
387 Physicians who does not hold membership in a constituent state or regional
388 chapter or the uniformed services chapter of the AAFP unless such person is
389 exempt from such requirement pursuant to Article III, Section 2.A.1.d. or Section
390 2.H.1. and whose application is approved by the Board.
391 C. Membership in existing component chapters may be required by the constitution
392 and/or bylaws of constituent chapters as a prerequisite to membership in that
393 constituent chapter and no person may hold membership in a component chapter
394 unless she/he is a member of the constituent chapter.
395

396 **Section 4. Application.** Applications for charter shall be in such form as is approved from
397 time to time by the Board.
398

399 **Section 5. Requirements.**

- 400 A. Requirements for charter shall be in accordance with procedures established by
401 the Board.
402 B. Amendments to all constituent chapter bylaws shall be submitted in writing to the
403 AAFP no later than thirty (30) days following the adoption of such amendments.
404 C. No amendment shall be of any force or effect until it has been approved by the
405 Board; however, such amendment shall be considered to be approved if the Board
406 fails to give written notice of its objections within ninety (90) days following receipt.
407 D. Amendments relating solely to the internal structure and organization of the
408 constituent chapter and which do not address issues specifically addressed in
409 these Bylaws may be implemented immediately upon adoption by the constituent
410 chapter but shall be subject to review by the Board.
411

412 **Section 6. Privileges.** Transfer of membership from one chapter to another chapter shall
413 be subject to approval by the Board.

- 414 A. Transfer of membership shall:
415 1. occur within six (6) months after moving;
416 2. be verified for eligibility of membership in the chapter of the new practice
417 location or residence; and
418 3. provide notice of transfer to the member and to the previous and new chapters.
419 B. Members who fail to transfer their chapter membership within six (6) months,
420 unless they are members of the uniformed services chapter, shall, upon
421 verification of eligibility, be automatically relocated to the chapter in which they
422 then practice or reside. If membership eligibility cannot be verified in the new
423 chapter where the member practices or resides, then the member shall be notified
424 that after thirty (30) days their membership will be canceled.
425 C. If transferring to a state or region where no constituent chapter exists, a member
426 shall remain a member of his/her constituent chapter.
427 D. Resident members shall automatically be transferred who have just completed
428 their residency training and are relocating to the appropriate chapter without first
429 being required to apply for transfer of membership to that chapter.
430

431 **Section 7. Revocation.** Any charter may be suspended or revoked by the Congress of
432 Delegates in the event of any action deemed to be in conflict or failure to comply with the
433 letter or intent of these Bylaws.

434 **Section 8. Chapter Misconduct.** The procedure for filing charges against any chapter is
435 defined as follows:

- 436 A. Any member may file written charges against any chapter with the executive vice
437 president/chief executive officer of the AAFP and the charges must:
- 438 1. Be signed by the accuser or accusers, and
 - 439 2. State the acts or conduct complained of with reasonable particularity.
- 440 B. The executive vice president/chief executive officer must present the charges to
441 the Board at its next meeting.
- 442 C. The Board shall consider the charges and either dismiss them or proceed as follows:
- 443 1. Within ten (10) days of receipt, serve a copy of the charges to the accused
444 chapter by:
 - 445 a. depositing a copy of the charges in the mail by sending registered and
446 addressed to the secretary or other officer of the chapter, and
 - 447 b. fix a time and place for the hearing of the charges, and
 - 448 c. notify the accused chapter of the time and place at the same time and in
449 the same manner as provided for in serving of the charges.
 - 450 2. The time set for the hearing shall not be less than fifteen (15) days nor more
451 than ninety (90) days after charges are served.
 - 452 3. After having given the accused and the accuser reasonable opportunity to be
453 heard in person or by counsel and to present all evidence and proofs, conclude
454 the hearing and within thirty (30) days render a decision.
 - 455 4. The affirmative vote of a majority of members of the Board present and voting
456 shall constitute the decision of the Board to either:
 - 457 a. dismiss the charges, or
 - 458 b. order them presented to the Congress of Delegates.
 - 459 5. Present its decision to the Congress of Delegates in a written resolution signed
460 by the Secretary of the Congress of Delegates and Board chair.
- 461 D. Should the Board dismiss the charges, it will furnish the accused and the accuser
462 with a copy of the resolution.
- 463 E. Should the Board choose to present the charges to the Congress of Delegates, the
464 resolution shall be read:
 - 465 1. at the next regular meeting of the Congress of Delegates, or
 - 466 2. at a special meeting duly called for that purpose, provided that a copy of the
467 decision shall be delivered to the accused in the same manner provided for
468 service of charges at least fifteen (15) days before such meeting.
- 469 F. The accused and accusers shall be given reasonable opportunity to be heard at
470 the Congress of Delegates where the decision is read.
- 471 G. A majority of those delegates present and voting shall be required to dispose of
472 the matter; provided, however, a two-thirds (2/3) majority of all those present and
473 voting shall be required to suspend or revoke the charter of the accused state or
474 regional chapter; provided, further, that delegates representing the accused
475 chapter shall not be eligible to vote on such resolution.

476
477 **ARTICLE VI**
478 **Meetings**
479

480 **Section 1. Annual Meeting.** Unless otherwise ordered by the Board, there shall be an
481 annual meeting of the AAFP which shall include meetings of the Congress of Delegates
482 and an educational event, together with such meetings of the Board, Executive
483 Committee, and other commissions and committees as may be fixed by the Board. The
484 time and place shall be designated by the Board, and announced at least sixty (60) days
485 before the date so fixed.

486 **Section 2. Congress of Delegates.** The Congress of Delegates shall meet during the
487 annual meeting of the AAFP and at such other times and places as it may determine.
488 Special meetings of the Congress of Delegates may be called by a two-thirds (2/3)
489 affirmative vote of the Board, or called by the president upon the written request of any
490 twenty-five (25) or more of the delegates. Special meetings shall be held at such time and
491 place as may be set forth in said call, provided notice of such meeting dates shall be given
492 by the executive vice president/chief executive officer in writing at least sixty (60) days
493 prior.

494
495 **ARTICLE VII**
496 **Congress of Delegates**
497

498 **Section. 1. Definition.** The control and administration of the AAFP shall be vested in the
499 Congress of Delegates, subject to the statutory authority of the Board and to those
500 additional duties and powers specifically reserved to the Board in these Bylaws.
501

502 **Section 2. Composition.** The composition of the Congress of Delegates shall be:

- 503 A. Two delegates and two alternates from each chartered chapter who shall be elected
504 for terms of two (2) years or until their respective successors are elected, each of
505 whom shall be active members and in good standing.
506 B. Two medical students and two family medicine residents shall serve as delegates
507 and two medical students and two family medicine residents may be elected to
508 serve as alternates, each of whom shall be student or resident members,
509 respectively, and in good standing.
510 C. Two new physicians shall serve as delegates and two new physicians shall serve
511 as alternates, each of whom shall be active members and in good standing.
512 D. Six physicians shall serve as delegates and six physicians shall serve as
513 alternates to represent the Board approved constituency groups (other than the
514 new physicians constituency) represented at the National Conference of
515 Constituency Leaders, each of whom shall be active members and in good
516 standing.
517 E. Representation of member constituencies (other than new physicians) through
518 specifically-slotted delegates and alternates shall be discontinued at the
519 conclusion of the 2020 annual meeting of the Congress of Delegates.
520

521 **Section 3. Election.** The process for election of delegates and alternates shall be in
522 accordance with the Standing Rules of the Congress of Delegates and these Bylaws.
523

524 **Section 4. Privileges.**

- 525 A. Each delegate of the Congress of Delegates shall have one vote and shall have
526 the privilege of the floor of the Congress.
527 B. Privileges of the floor without the right to vote shall be granted to the alternates to
528 the delegates of the Congress, the officers and directors, past presidents and the
529 chair of each commission and committee.
530 C. Adopt such rules of procedure for the transaction of its business as it deems
531 desirable.
532

533 **Section 5. Resolutions.**

- 534 A. Except as provided in paragraph B of this Section 5, resolutions shall be submitted
535 in writing to the executive vice president/chief executive officer or the speaker of the
536 Congress of Delegates at least thirty (30) days prior to the meeting at which they

- 537 are to be acted upon. Any resolution not meeting the 30 day deadline is considered
538 late.
- 539 B. Late resolutions pertinent to the objectives of the AAFP may be submitted in
540 writing as follows:
- 541 (1) any AAFP member or any chapter may submit a late resolution up to one hour
542 before the opening session of the Congress of Delegates.
- 543 (2) any delegate may submit a late resolution up to one hour before each day's
544 business session of the Congress of Delegates.
- 545 C. An affirmative vote of two-thirds (2/3) of the delegates present and voting shall be
546 required for consideration of each such late resolution.

547
548 **Section 6. Quorum.** A majority of the total number of delegates shall constitute a quorum
549 at any meeting of the Congress of Delegates.

550 **ARTICLE VIII**
551 **Officers**
552

553
554 **Section 1. Officers.** The elected officers of the AAFP shall be: Board chair, president,
555 president-elect, speaker of the Congress of Delegates, and vice speaker of the Congress
556 of Delegates. The executive vice president/chief executive officer is an ex officio member
557 of the Board without vote appointed by the Board.

558
559 **Section 2. Qualifications for Office.** The elected officers shall be active members in
560 good standing at the time of election and throughout their term of office. The executive
561 vice president/chief executive officer need not be a member of the AAFP.

562
563 **Section 3. Terms of Office.** All officers elected shall take office immediately following the
564 annual Congress of Delegates meeting at which they are elected.

- 565 A. **Board chair.** The term of office begins at the conclusion of his/her term as
566 president and expires at the conclusion of the next ensuing annual meeting of the
567 Congress of Delegates.
- 568 B. **President.** The term of office begins at the conclusion of his/her term as president-
569 elect and expires at the conclusion of the next annual meeting of the Congress of
570 Delegates, or when his/her successor is seated.
- 571 C. **President-elect.** The term of office begins at the conclusion of the annual meeting
572 of the Congress of Delegates at which his/her election occurred and shall expire
573 upon succeeding to the office of president.
- 574 D. **Speaker and Vice Speaker of the Congress of Delegates.** The term of office
575 begins at the conclusion of the annual meeting of the Congress of Delegates at
576 which elected and expires at the conclusion of the next annual meeting of the
577 Congress of Delegates, or when his/her successor is seated.

578
579 **Section 4. Vacancies.**

- 580 A. **Board Chair.** If a vacancy exists in the office of Board chair, it shall be filled by a
581 majority vote of the Board from among the remaining duly elected Board members.
- 582 B. **President.** If a vacancy exists in the office of president due to death, resignation,
583 or for any reason the president shall be unable or unqualified to serve, the
584 president-elect shall succeed to the office for the unexpired term.
- 585 C. **President-elect.** If a vacancy exists in the office of president-elect due to death,
586 resignation, or removal from office, the Board shall elect a president-elect from the
587 current third-year at-large Board members; except that if such vacancy shall arise
588 during the 90-day period immediately preceding the commencement of the next

589 Congress of Delegates, then the Congress of Delegates will elect a new president
590 and president elect.

- 591 D. **President and President-elect.** In the event of the death, resignation, or
592 incapacity of both the president and the president-elect, the Board shall elect a
593 president for the unexpired term from the current third-year at-large Board
594 members.
- 595 E. **Speaker of the Congress of Delegates.** If a vacancy exists in the office of
596 speaker of the Congress of Delegates, the vice speaker shall succeed to the office
597 of the speaker and the Board shall elect a vice speaker with the advice of the
598 speaker for the unexpired term.
- 599 F. **Vice Speaker of the Congress of Delegates.** If a vacancy exists in the office of
600 vice speaker of the Congress of Delegates, the Board shall elect a vice speaker
601 with the advice of the speaker for the unexpired term.
- 602 G. **Speaker and Vice Speaker.** If a vacancy occurs in the office of speaker when
603 there also is a vacancy in the office of vice speaker, the Board shall elect a
604 speaker to fill the unexpired term.

605
606 **Section 5. Removal from Office.** Any officer of the AAFP may be removed from office for
607 cause by a two-thirds (2/3) vote of the total voting members of the Board. Any vacancy
608 that shall occur as a result of removal from office shall be filled in the same manner as is
609 provided in these Bylaws.

610
611 **Section 6. Procedure for Removal**

- 612 A. No action may be taken to remove any officer listed in Section 5 except upon
613 written petition of five (5) voting members of the Board.
- 614 B. The petition shall be delivered to the secretary of the Board and shall state the
615 cause(s) for which removal is sought.
- 616 C. Within five (5) days of receipt of such petition, the secretary shall cause a copy
617 thereof to be sent by registered mail, with return receipt requested, to each officer
618 and member of the Board.
- 619 D. The officer whose removal is being sought may answer the petition in writing at
620 any time prior to the meeting of the Board, but need not do so; failure to answer
621 shall not be an admission of truth of the charges or a waiver of the right to a
622 hearing.
- 623 E. The petition shall be considered and a decision rendered at the first meeting of the
624 Board which is held no less than thirty (30) days after the date on which a copy of
625 the petition was mailed to the officers and directors.
- 626 F. The officer whose removal is being sought shall be afforded reasonable
627 opportunity to be heard at the Board meeting at which the petition is considered
628 and may be represented by counsel.

629
630 **Section 7. Duties of Officers.** In addition to their specified duties, officers shall perform
631 other duties as may be directed by the Board.

- 632 A. **The Board chair shall:**
- 633 1. be the immediate past president;
 - 634 2. preside over all meetings of the Board and Executive Committee; and
 - 635 3. be an ex officio member of the Board and all standing commissions and
636 committees.
- 637 B. **The president shall:**
- 638 1. be an ex-officio member of the Board and all standing commissions and
639 committees;

- 640 2. preside over all meetings, if any, at the annual educational event referenced in
641 Article VI;
642 3. in the absence of the speaker and vice speaker, preside over the meetings of
643 the Congress of Delegates; and
644 4. in the absence of the Board chair, preside over all meetings of the Board and
645 Executive Committee.
- 646 **C. The president-elect shall:**
647 1. be an ex-officio member of the Board;
648 2. in the absence of the president, preside over the meetings, if any, at the
649 annual educational event referenced in Article VI;
650 3. in the absence of the Board chair and the president, preside over the meetings
651 of the Board and Executive Committee;
652 4. succeed to the office of president; and
653 5. if a vacancy occurs in the office of president, serve the unexpired term of
654 president and then serve a term of president.
- 655 **D. The speaker of the Congress of Delegates shall:**
656 1. be an ex-officio member of the Board;
657 2. preside over the meetings of the Congress of Delegates;
658 3. appoint all reference and special committees of the Congress of Delegates;
659 4. be empowered to grant the privilege of the floor of the Congress of Delegates;
660 and
661 5. be entitled to vote only in the case of a tie providing the tie is not between
662 candidates for election.
- 663 **E. The vice speaker of the Congress of Delegates shall:**
664 1. be an ex-officio member of the Board; and
665 2. in the absence of the speaker of the Congress of Delegates, or by request of
666 the speaker, preside over the meetings of the Congress of Delegates.
- 667 **F. The executive vice president/chief executive officer shall:**
668 1. be an ex-officio member of the Board;
669 2. perform such duties as requested by the Board and under the direction of the
670 Board;
671 3. perform such duties as the title of corporate secretary of the AAFP;
672 4. with the approval of the Board, appoint one or more assistant secretaries to
673 perform any duties incident to the office of secretary;
674 5. ensure that an accurate record of all proceedings and transactions of the
675 Congress of Delegates and Board are kept;
676 6. supervise all other employees and agents of the AAFP;
677 7. have other powers and duties as may be prescribed by the Board or these
678 Bylaws;
679 8. be without a vote;
680 9. be bonded in an amount fixed by the Board, the premium thereon to be paid by
681 the AAFP; and
682 10. be appointed for a term and stipend to be fixed by the Board.

ARTICLE IX
Board of Directors

Section 1. Composition. The Board shall be composed of:

- 688 A. immediate past president who shall serve as chair;
689 B. president;
690 C. president-elect;
691 D. speaker of the Congress of Delegates;

- 692 E. vice speaker of the Congress of Delegates;
- 693 F. one resident member;
- 694 G. one new physician member defined as an active member in good standing who
- 695 was first eligible for active membership fewer than seven years before being
- 696 elected to the Board;
- 697 H. one student member;
- 698 I. executive vice-president/chief executive officer; and
- 699 J. nine at large directors.
- 700

701 **Section 2. Eligibility of Resident, Student and New Physician Member.** Resident,
702 student and new physician members shall not be eligible to be re-elected to the Board
703 either in the same capacity nor eligible to serve as a Board member representing either of
704 such other two specified classes of members.
705

706 **Section 3. Eligibility and Term of At Large Directors.**

- 707 A. At large directors shall be active members in good standing at the time of their
- 708 election and throughout their term of office.
- 709 B. The term for the nine (9) at large directors shall be three years or until their
- 710 successors are elected.
- 711 C. No director elected to a three (3) year term shall be eligible for renomination to the
- 712 Board unless at least one (1) year has elapsed since the expiration of that
- 713 director's previous term.
- 714 D. All directors elected shall take office immediately following the annual Congress of
- 715 Delegates meeting at which they were elected.
- 716

717 **Section 4. Term of Resident, Student, New Physician Directors.** The term for resident,
718 student and new physician director shall be one year or until their successors are elected.
719 They shall take office immediately following the annual Congress of Delegates meeting at
720 which they were elected.
721

722 **Section 5. Duties and Powers.** The business and affairs of the AAFP shall be managed
723 by or under the direction of the Board acting in a manner consistent with its fiduciary
724 duties and responsibilities. In addition to the powers and authority expressly confirmed
725 upon it by these Bylaws, the Board may exercise all powers and do all acts as allowed by
726 law, subject to the powers of the Congress of Delegates as set forth in these Bylaws.
727 Specific powers and authority of the Board shall include, but not necessarily be limited to,
728 the following:

- 729 A. calling a special meeting of the Congress of Delegates by a two-thirds (2/3)
- 730 affirmative vote;
- 731 B. at the first meeting of the Board following the adjournment of the Congress of
- 732 Delegates, designate member(s) to fill the vacant positions of resident, student
- 733 and new physician member of the Board of Directors, if elected members are not
- 734 approved;
- 735 C. hiring an executive vice president/chief executive officer who does not have to be
- 736 a member of the AAFP;
- 737 D. setting the term and stipend of the executive vice president/chief executive officer;
- 738 E. at a meeting designated by the Board, elect an at-large member to the Executive
- 739 Committee who shall serve for the ensuing year subject to the continuation of
- 740 his/her membership on the Board;
- 741 F. establishing criteria for the degree of Fellow as deemed necessary;
- 742 G. determining the fiscal year;
- 743 H. establish dues and assessments for all classifications of membership;
- 744 I. adopting the form and design of the seal;

- 745 J. issuing a charter for a constituent chapter, as appropriate;
- 746 K. revising issued charters periodically for conformance;
- 747 L. approving a constituent chapter bylaws and amendments to bylaws;
- 748 M. causing charters to be suspended or revoked;
- 749 N. determining validity of charges against chapters and take appropriate action in a
- 750 timely manner in accordance with Article V, Section 8 of these Bylaws;
- 751 O. electing a vice speaker with the advice of the speaker to fill an unexpired term;
- 752 P. determining method of electing student and resident delegates and alternates;
- 753 Q. appointing members of the Education; Membership and Member Services;
- 754 Finance and Insurance commissions and other commissions as deemed
- 755 necessary; and
- 756 R. electing members who do not have a constituent chapter to an appropriate
- 757 membership category.
- 758

759 **Section 6. Vacancies.**

760 **A. At Large Directors.**

- 761 1. An at large director shall be elected at the next Congress of Delegates to fill a
- 762 vacancy that occurs during the first year of the three-year term. The director
- 763 filling the unexpired two-year term will not be eligible for re-election unless at
- 764 least one (1) year has elapsed since the expiration of that director's previous
- 765 term.
- 766 2. An at large director shall be elected at the next Congress of Delegates to fill a
- 767 vacancy that occurs during the second year of the three year term. The director
- 768 filling the unexpired one-year term will be eligible for re-election for a three-
- 769 year term without sitting out a year.

770 **B. Resident, Student and New Physician.** If the resident, student or new physician

771 becomes ineligible or discontinues membership in the AAFP, the position is

772 declared vacant.

- 773 1. No vacancy shall be deemed to exist solely because the resident completes
- 774 residency training during his/her term or because the student completes
- 775 medical school during his/her term.
- 776 2. The Board shall fill the vacancy by a majority vote of the Board for the
- 777 unexpired term.
- 778 3. Service for the unexpired term shall not affect an individual's eligibility to seek
- 779 subsequent election as resident, student or new physician member of the
- 780 Board.

781 **Section 7. Removal from Office for At Large Directors, Resident, Student and New**

782 **Physician.** Any at large, resident, student or new physician director of the AAFP may be

783 removed from office for cause by a two-thirds (2/3) vote of the total voting members of the

784 Board. Any vacancy that shall occur as a result of removal from office shall be filled in the

785 same manner as is provided in these Bylaws.

786 **Section 8. Procedure for Removal.**

- 788 A. No action may be taken to remove any Board member listed in Section 7 of this
- 789 Article except upon written petition of five (5) voting members of the Board.
- 790 B. The petition shall be delivered to the secretary of the Board and shall state the
- 791 cause(s) for which removal is sought.
- 792 C. Within five (5) days of receipt of such petition, the secretary shall cause a copy
- 793 thereof to be sent by registered mail, with return receipt requested, to each officer
- 794 and member of the Board.
- 795 D. The Board member whose removal is being sought may answer the petition in
- 796 writing at any time prior to the meeting of the Board, but need not do so; failure to

- 797 answer shall not be an admission of truth of the charges or a waiver of the right to
798 a hearing.
799 E. The petition shall be considered and a decision rendered at the first meeting of the
800 Board which is held no less than thirty (30) days after the date on which a copy of
801 the petition was mailed to the officers and directors.
802 F. The Board member whose removal is being sought shall be afforded reasonable
803 opportunity to be heard at the Board meeting at which the petition is considered
804 and may be represented by counsel.
805

806 **Section 9. Meetings.**

- 807 A. **Regular Meetings.** Regular meetings of the Board shall be held:
808 1. immediately prior to the annual meeting of the Congress of Delegates;
809 2. no later than thirty (30) days following the annual meeting of the Congress of
810 Delegates; and
811 3. at such other times as may be deemed necessary.
812 B. **Special Meetings.** Special meetings may be called:
813 1. by the Board chair;
814 2. at the written request of five (5) voting members of the Board.
815

816 **Section 10. Location.** The Board chair shall determine the time and location of meetings.
817

818 **Section 11. Quorum.** A majority of the voting members of the Board shall constitute a
819 quorum for any regular or special meeting of the Board.
820

821 **Section 12. Reimbursement.** Officers and members of the Board shall be reimbursed for
822 representing the AAFP on official business in accordance with reimbursement policies
823 established by the Commission on Finance and Insurance.
824

825 **ARTICLE X**

826 **Nominations and Elections**

827

828 **Section 1. Nominations.** All candidates for AAFP elected office including president-elect,
829 speaker, and vice-speaker of the Congress of Delegates, and for each vacancy occurring
830 on the Board shall be nominated by their constituent chapter. The letter of endorsement/
831 nomination shall be submitted in writing in accordance with the Standing Rules of the
832 Congress of Delegates.

833 **Section 2. Elections.**

- 834 A. **Officers.**
835 1. The Congress of Delegates shall elect annually a president-elect, speaker, and
836 vice speaker, such election to be by ballot as prescribed and prepared by the
837 executive vice president/chief executive officer.
838 2. Voting and the process for election shall be in accordance with the Standing
839 Rules of the Congress of Delegates.
840 B. **Resident Member of the Board.** The National Congress of Family Medicine
841 Residents shall, in accordance with guidelines approved by the Board, annually
842 elect one resident member whose name and credentials shall be presented for
843 approval by the Congress of Delegates.
844 C. **Student Member of the Board.** The National Congress of Student Members
845 shall, in accordance with guidelines approved by the Board, annually elect one
846 student member whose name and credentials shall be presented for approval by
847 the Congress of Delegates.

- 848 D. **New Physician Member of the Board.** The new physician constituency shall, in
849 accordance with guidelines approved by the Board, annually at the National
850 Conference of Constituency Leaders elect one new physician member defined as
851 an active member in good standing who was first eligible for active membership
852 fewer than seven (7) years before being elected to be presented for approval by
853 the Congress of Delegates.
- 854 E. **At-Large Board Members.**
- 855 1. The Congress of Delegates shall elect annually one member for each vacancy
856 occurring on the Board, such election to be by ballot as prescribed and
857 prepared by the executive vice president/chief executive officer.
 - 858 2. Voting and the process for election for Board candidates shall be in
859 accordance with the Standing Rules of the Congress of Delegates.

860
861 **ARTICLE XI**
862 **Executive Committee**
863

864 **Section 1. Composition.** The Executive Committee shall be composed of five members
865 as follows:

- 866 A. the Board chair;
- 867 B. the president;
- 868 C. the president-elect;
- 869 D. the speaker of the Congress of Delegates; and
- 870 E. one at-large member of the Board who shall be elected as determined by the
871 Board.

872
873 **Section 2. Duties and Powers.** The Executive Committee, by a majority vote, shall have
874 full authority to conduct necessary business:

- 875 A. that demands prompt action in the interim between meetings of the Board; or
- 876 B. when it is impracticable or impossible to convene the Board of Directors; or
- 877 C. when the Board authorizes or otherwise directs the Executive Committee to act for
878 and on behalf of the Board.

879
880 **Section 3. Meetings.** Meetings of the Executive Committee shall be held at the call of the
881 chair.

882
883 **Section 4. Quorum.** Three members of the Executive Committee shall constitute a
884 quorum for any regular or special meeting of the Executive Committee.

885 **Section 5. Reports.** The Executive Committee shall provide a written report of its
886 activities to the Board since the last Board meeting.

887
888 **ARTICLE XII**
889 **Emergency Governing Bylaws**
890

891 **Section 1. Emergency Condition.** The following Bylaws shall become operative upon:

- 892 A. Any emergency resulting from an attack:
 - 893 1. on the United States, or
 - 894 2. on a locality in which the AAFP conducts its business, or
 - 895 3. on a locality in which the AAFP holds meetings.
 - 896 B. Any disaster, catastrophe or other similar emergency conditions that prevents:
 - 897 1. the quorum necessary for a Congress of Delegates meeting, or
 - 898 2. the regular quorum of a majority of the members of the Board to assemble.
- 899

900 **Section 2. Congress of Delegates.** Regular meetings of the Congress of Delegates may
901 be suspended by the Board during an emergency condition.

- 902 A. **Quorum.** If a meeting is not suspended, a majority of the delegates present at the
903 commencement of the meeting shall constitute a quorum for the meeting.
- 904 B. **Election.** Any election to be held at a meeting during an emergency condition shall
905 be suspended.
- 906 C. **Term of Office.** The president, president-elect, and Board chair in office
907 immediately prior to the commencement of the emergency condition shall remain
908 in their respective offices until the first meeting of the Congress of Delegates
909 following the end of the emergency condition.
- 910 D. **Vacancy in Officers.**
- 911 1. If the office of president becomes vacant during the emergency condition, the
912 president-elect shall immediately become president and serve the remainder of
913 the unexpired term and then assume office in accordance with Article VIII
914 Section 4.
 - 915 2. If both the offices of president and president-elect become vacant during the
916 emergency condition, the speaker shall immediately become president and
917 serve until the first meeting of the Congress of Delegates following the end of
918 the emergency condition. At such first subsequent meeting, elections shall be
919 held for the offices of president and president-elect.
 - 920 3. All other officers and elected Board member in office immediately prior to
921 commencement of the emergency condition shall remain in their respective
922 offices until the later of:
 - 923 a. The first meeting of the Congress of Delegates following the end of the
924 emergency condition, or
 - 925 b. The end of their terms of office (in the absence of any other emergency
926 conditions).
- 927 E. **Extension of Tenure.** Limitations on tenure of officers and directors shall not
928 apply during an emergency condition.
929

930 **Section 3. Board of Directors**

- 931 A. **Minimum Number.** The Board shall be composed of a minimum of seven
932 members during an emergency condition.
- 933 B. **Designation of Emergency Directors.**
- 934 1. If fewer than seven Board members are available to meet, the chairs of the
935 commissions become Emergency Directors and shall serve on the Board (in
936 addition to regular Board member who are available).
 - 937 2. If there are still fewer than seven Board members available after taking into
938 account the Emergency Directors and regular Board members, the available
939 Board members shall appoint sufficient additional Emergency Directors to
940 comprise the minimum.
- 941 C. **Duties and Privileges.** Emergency Directors shall:
- 942 1. have all duties and privileges of directors, and
 - 943 2. serve as directors until the earlier of:
 - 944 a. the first meeting of the Congress of Delegates following the end of the
945 emergency condition; or
 - 946 b. at least seven Board member (other than Emergency Directors) are
947 available to meet.
- 948 D. **Authority.** The primary duty of the Board during an emergency shall be the
949 continuation and management of the AAFP. The Board may, upon a two-thirds
950 affirmative vote, adopt such other emergency Bylaws as may be necessary for
951 such continuation and management.

- 952 E. **Meetings.** A meeting of the Board may be called by any member of the Board.
- 953 Notice of any meeting shall be given to such Board members as may be feasible
- 954 to reach at the time and by such means as may be feasible at the time.
- 955 F. **Quorum.** A majority of the members of the Board shall constitute a quorum.
- 956 G. **Effect of Action.** Action taken in accordance with these emergency Bylaws shall
- 957 bind the AAFP. No Board member acting in accordance with these emergency
- 958 Bylaws shall be liable for such action, except for willful misconduct.
- 959

960 **Section 4. Duration.** To the extent not inconsistent with any emergency Bylaws, the
961 Bylaws of the AAFP shall remain in effect during the emergency condition. Upon the end
962 of the emergency condition, as determined by the Board, the emergency Bylaws shall
963 cease to be operative.

964
965 **ARTICLE XIII**
966 **Standing Commissions and Committees**

967
968 **Section 1. Standing Commissions and Committees.** There shall be the following
969 standing commissions: (1) Education; (2) Membership & Member Services; and (3)
970 Finance & Insurance. The Board may appoint such additional commissions, committees
971 or similar organizational entities to assist the Board as it deems appropriate. The
972 composition and functions of such additional commissions, committees or organizational
973 entities shall be determined by the Board.

974
975 **Section 2. Duties of Commissions and Committees.** The composition and functions of
976 such additional commission, committees or organizational entities shall be determined by
977 the Board.

978
979 **Section 3. Reimbursement.** Those representing the AAFP on official business, including
980 members of commissions and committees and other similar organizational entities, shall
981 be reimbursed in accordance with reimbursement policies established by the Commission
982 of Finance and Insurance.

983
984 **ARTICLE XIV**
985 **Ethics**

986
987 **Section 1. Definition.** The Principles of Medical Ethics of the American Medical
988 Association, as they now or hereafter may provide, shall be the principles of ethics of the
989 AAFP. The Congress of Delegates by a two-thirds (2/3) vote may adopt additional policies
990 or positions relating to ethical issues even though such policies or positions may be
991 contrary to the Principles of Medical Ethics of the American Medical Association.

992
993 **Section 2. Charges.** If a member in good faith is believed to:
994 A. have violated these Medical Ethics or these Bylaws; or
995 B. be guilty of conduct justifying censure, suspension, or expulsion from the
996 organization, any member may file charges against him or her. Charges shall be
997 handled as follows; however, the provisions of applicable law supersedes these
998 procedures:
999 1. All those against whom charges have been filed shall have the right to be
1000 represented by counsel at the initial hearing and upon appeal to the Board.
1001 2. Charges must be in writing and signed by the accuser or accusers.
1002 3. Charges must state the acts or conduct complained of with reasonable
1003 particularity.

- 1004 4. Charges must be filed with the president of the constituent chapter to which the
1005 accused member belongs, if any; otherwise with the executive vice
1006 president/chief executive officer of the AAFP.
1007 5. At the first meeting of the Board of directors of the constituent chapter or of the
1008 Board, as the case may be, held after the filing of the charges, the charges
1009 must be presented to the Board.
1010 6. The Board shall then or at any adjournment of said meeting, but not more than
1011 thirty (30) days thereafter, consider the charges and shall either dismiss them
1012 or shall proceed as follows:
1013 a. within fifteen (15) days serve a copy of the charges upon the accused by
1014 depositing in the United States mail a copy, registered and addressed to
1015 the last known address of the accused;
1016 b. fix a time and place for hearing said charges;
1017 c. the accused shall be notified of the time and place at the same time and in
1018 the same manner as provided for the serving of the charges;
1019 d. the time set for the hearing shall be not less than fifteen (15) days nor more
1020 than six (6) months after the charges have been served.
1021 7. The accused may answer in writing but need not do so and failure to answer
1022 shall not be an admission of guilt or a waiver of the accused's right to a
1023 hearing.
1024 8. The Board shall:
1025 a. after having given to the accuser and the accused every opportunity to be
1026 heard, including oral arguments and the filing and consideration of any
1027 written briefs, conclude the hearing; and
1028 b. within thirty (30) days shall render a decision.
1029 9. The affirmative vote of a majority of the members of the Board present and
1030 voting shall constitute the verdict of the Board which by such vote may
1031 exonerate, censure, suspend, or expel the accused member.
1032 10. The Board's decision shall be expressed in a resolution which shall contain no
1033 opinion and shall be signed by the Board chair and its secretary.
1034 11. No member of the Board absent for any portion of the hearing shall be entitled
1035 to vote.
1036

1037 **Section 3. Censure.** No member shall be suspended for more than one year and at the
1038 expiration of the period of suspension shall be reinstated to membership upon application
1039 and the payment of dues accrued during the period of suspension. Any member of a
1040 constituent chapter who has been censured, suspended, or expelled may:

- 1041 A. Appeal such action within six (6) months after notification is given to the Board,
1042 with jurisdiction of the Board extending only to matters of procedure and law and
1043 not of fact.
1044 B. The Board shall:
1045 1. determine a time and place for the hearing of the appeal; and
1046 2. by a majority vote either sustain or reverse such censure, suspension or
1047 expulsion after giving the accused and representatives of the chapter from
1048 whose decision he or she appeals reasonable opportunity to be heard.
1049 C. The decision of the Board is final.
1050

1051 **ARTICLE XV**

1052 **Inspection of Records**

1053 **Section 1.** Open to inspection upon the written demand of any member shall be:

- 1054 A. Minutes of the proceedings of the Board of Directors; and
1055

- 1056 B. Minutes of the proceedings of the Congress of Delegates; and
- 1057 C. Membership directory; and
- 1058 D. Financial records

1059
1060 **Section 2.** Inspection of records shall be produced at any time when requested by ten
1061 (10) percent of the members at any meeting of the Congress of Delegates and:
1062 A. may be made by agent or attorney, and
1063 B. shall include the right to make extractions

1064
1065 **Section 3.** Demand of inspection, other than at a meeting of the members, shall be in
1066 writing to the president or secretary of the AAFP.

1067
1068 **ARTICLE XVI**
1069 **Annual Report**

1070
1071 **Section 1.** The Board of Directors shall send a balance sheet to the Congress of
1072 Delegates:
1073 A. Not later than six (6) months after the close of the fiscal year; and
1074 B. As of the closing date of such fiscal year together with:
1075 1. a statement of the income and profit and loss for such fiscal year, and
1076 2. a certification of financial statement by a public accountant.

1077
1078 **ARTICLE XVII**
1079 **Indemnification**

1080
1081 **Section 1.** Every person who is or shall be or shall have been a director, officer, member
1082 of a committee or commission or an employee or agent of this corporation, or who is or
1083 shall be serving or shall have served at the request of this corporation in any such
1084 capacity in another corporation, partnership, joint venture, trust or other enterprise or
1085 organization or any committee thereof, and the personal representative of each person
1086 described in this sentence, shall be indemnified by this corporation against all costs and
1087 expenses reasonably incurred by or imposed upon any such person in connection with or
1088 resulting from any action, suit or proceeding to which such person may be made a party
1089 by reason of such person's being or having been in such position or capacity for this
1090 corporation or for any other enterprise or organization at the request of this corporation,
1091 except in relation to such matter as to which such person shall finally be adjudicated in
1092 such action, suit or proceedings to have acted in bad faith and to have been liable by
1093 reason of willful misconduct in the performance of such person's duty in such indemnified
1094 capacity.

1095
1096 **Section 2.** Each such person shall be indemnified also by this corporation against any
1097 and all criminal claims and liabilities to which such person has or shall become subject by
1098 reason of action alleged to have been taken, omitted or neglected by him or her in any
1099 capacity enumerated in the preceding sentence, provided, however, that no such person
1100 shall be indemnified against or be reimbursed for any expenses incurred in connection
1101 with any criminal claim or liability unless such person had reasonable cause to believe
1102 that his or her conduct which resulted in the criminal claim or liability was lawful.

1103
1104 **Section 3.** "Costs and expenses" shall include, but are not limited to, attorneys' fees,
1105 damages, fines and reasonable amounts paid in settlement.

1106

1107 **Section 4.** The right to indemnification conferred by this Article shall not restrict the power
1108 of the corporation to make any other or further indemnification permitted by law.
1109

1110 **ARTICLE XVIII**
1111 **Parliamentary Authority**
1112

1113 The rules contained in the current edition of *American Institute of Parliamentarians*
1114 *Standard Code of Parliamentary Procedure* shall govern the AAFP in all cases to which
1115 they are applicable, and in which they are not inconsistent with these Bylaws and any
1116 special rules of order the AAFP may adopt.
1117

1118 **ARTICLE XIX**
1119 **Amendment of Bylaws**
1120

1121 **Section 1.** Amendments shall:

- 1122 A. be proposed by any five (5) or more members; and
1123 B. be submitted to the executive vice president/chief executive officer at least one
1124 hundred (100) days prior to any regular or special meeting of the Congress of
1125 Delegates.
1126 1. The executive vice president/chief executive officer shall provide notice of the
1127 availability of proposed amendments to all AAFP members at least thirty (30)
1128 days prior to said meeting; and
1129 2. Such notice shall:
1130 a. be published in an official publication of the AAFP sent to the entire
1131 membership; and
1132 b. include a summary of all proposed amendments; and
1133 c. set forth a mechanism by which any member may obtain a copy of all
1134 proposed amendments.
1135

1136 **Section 2.** These Bylaws may be amended at any regular or special meeting of the
1137 Congress of Delegates by an affirmative two-thirds vote of the delegates present and
1138 voting.
1139

1140 **Section 3.** Amendments shall take effect immediately upon adoption unless otherwise
1141 specified.

