



AMERICAN ACADEMY OF
FAMILY PHYSICIANS

BYLAWS

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BYLAWS of THE AMERICAN ACADEMY OF FAMILY PHYSICIANS

CHAPTER I

Name

1 This corporation, an association of family physicians, shall be known as the American
2 Academy of Family Physicians.

CHAPTER II

Mission Statement, Purposes and Powers

1 **SECTION 1.** The mission of the American Academy of Family Physicians is to promote
2 excellence in health care and the betterment of the health of the American people. Purposes in
3 support of this mission are:

4 To provide responsible advocacy for and education of patients and the public in all health-
5 related matters;

6 To preserve and promote quality cost-effective health care;

7 To promote the science and art of family medicine and to ensure an optimal supply of well-
8 trained family physicians;

9 To promote and maintain high standards among physicians who practice family medicine;

10 To preserve the right of family physicians to engage in medical and surgical procedures for
11 which they are qualified by training and experience;

12 To provide advocacy, representation and leadership for the specialty of family medicine;

13 To maintain and provide an organization with high standards to fulfill the above purposes and
14 to represent the needs of its members.

1 **SECTION 2.** To accomplish the foregoing aims, ideals, and objectives, this corporation may
2 grant charters to constituent chapters of this Academy in such manner as the Bylaws may from
3 time to time provide; and shall have power to acquire, own, and convey real and personal proper-
4 ty; to carry on research; to grant academic degrees in recognition of achievement in the science
5 and practice of medicine and surgery; to issue publications; to establish, conduct, and maintain
6 schools, courses, museums, libraries, and other institutions for graduate study in medicine and
7 surgery, and to use any and all means for the attainment of its objectives which from time to time
8 may seem to it desirable.

1 **SECTION 3.** This corporation shall have no capital stock. It is not conducted for
2 pecuniary profit and does not contemplate pecuniary gain or profit to the members thereof.

CHAPTER III

Classes of Membership and Election

1 **SECTION 1.** The members of this corporation shall include the following: (1) active mem-
2 bers, (2) resident members, (3) inactive members, (4) honorary members, (5) life members, (6)
3 student members, (7) supporting members, and (8) international members. To hold membership
4 in the Academy, the individual must be of high moral and professional character. Additional mem-
5 bership qualifications required of each class of members as well as their rights and obligations
6 and the method of their election shall be as hereinafter set forth.

1 **SECTION 2.** Active Members. The members of this Academy shall be those persons who
2 are members in good standing of a constituent chapter whose names have been certified to the
3 executive vice president and whose dues and assessments to this Academy have been paid, and
4 such other persons practicing in a state, province, or territory where no constituent chapter exists
5 who have been elected by the Board of Directors pursuant to Section 3 of this chapter and whose
6 dues and assessments are paid.

1 **SECTION 3.** Eligibility. Effective January 1, 1989, applicants for active membership must be:
2 (1) engaged in the practice of family medicine, except that active members who interrupt their
3 practices to pursue a fellowship or additional graduate training may remain in the active category
4 with the approval of the Board of Directors; or (2) engaged in the full-time teaching of family medi-
5 cine; or (3) engaged in the practice of emergency medicine; or (4) engaged in full-time medical
6 administration. Family physicians are defined as physicians in the discipline of family medicine
7 whose training and experience qualify them to practice in several fields of medicine and surgery,
8 with particular emphasis on the family unit. He or she must have been graduated from a school
9 of medicine or osteopathy. He or she must be duly licensed to practice in the state in which he
10 or she practices or, if a resident of a foreign country, in the country in which he or she practices
11 or be a member of the uniformed services or a salaried employee of the government of the
12 United States. He or she must be eligible to be a member of the American Medical Association,
13 American Osteopathic Association or Canadian Medical Association or of the constituent state
14 or provincial society thereof of the state, territory or province in which he or she practices, or hold
15 membership in the recognized medical society in the country of his or her residence.

16 Physicians first applying for active membership after December 31, 1988 (1) must have satis-
17 factorily completed a three-year family medicine residency program approved by the Accreditation
18 Council on Graduate Medical Education; or (2) must have completed a family medicine residency
19 program approved by the College of Family Physicians of Canada, must be board certified by
20 the College of Family Physicians of Canada and must be employed exclusively within the United
21 States; or (3) must be Board-certified by the American Board of Family Medicine pursuant to a
22 reciprocity agreement between the American Board of Family Medicine and a foreign profes-
23 sional association of family medicine or general practice; or (4) must have satisfactorily completed
24 either (a) one year of a rotating general or family medicine internship approved by the American
25 Osteopathic Association plus two years of a general or family medicine residency program
26 approved by the American Osteopathic Association or (b) three years of a general or family
27 wmedicine residency program approved by the American Osteopathic Association.

28 Those graduates of three-year family medicine residency programs approved by the
29 Accreditation Council on Graduate Medical Education, those graduates of family medicine resi-
30 dency programs approved by the College of Family Physicians of Canada and who are certified
31 by the College of Family Physicians of Canada and those who complete either (1) a one year AOA-
32 approved rotating general or family medicine internship plus a two year AOA-approved general or
33 family medicine residency or (2) a three year AOA approved general or family medicine residency,
34 who first apply for active membership after December 31, 1988, are not required to complete post-
graduate study as a condition to election to active membership.

35 All applications for membership shall be in writing on a form of application prescribed by the
36 Board of Directors. Election shall be by a majority vote of the Board of Directors, or in the case of
37 candidates practicing in a state, province, or region where a constituent chapter of this Academy
38 exists, by a majority vote of the Board of Directors of such constituent chapter or by a designee of
39 the constituent chapter's Board of Directors. There shall be issued to each member a certificate of
40 membership in such form as may be determined by the American Academy of Family Physicians
41 Board of Directors, title to such certificate remaining at all times with this Academy.

1 **SECTION 4.** Requirements. Election to active membership shall be for a maximum period of
2 three (3) years, at the expiration of which term the member shall be eligible for re-election by the
3 Board of Directors. No member shall be re-elected to membership who has not, during the period
4 of the preceding three (3) years, earned a minimum of one hundred fifty (150) credits of postgrad-
5 uate study of a nature acceptable to the Board of Directors. Constituent chapters may require,
6 through provisions in their constitutions and/or bylaws, that up to twenty-five (25) credits of the
7 one hundred fifty (150) credits of postgraduate study be obtained from that chapter's produced or
8 approved programs.

9 It shall be the responsibility of each active member to submit a record of his or her postgrad-
10 uate study to verify continued eligibility for active membership. Such record shall be furnished on
11 a form approved by the Commission on Membership and Member Services and shall be sent by
12 each member to the executive vice president of the American Academy of Family Physicians or, in
13 states where such has been approved by the Commission on Membership and Member Services,
14 to the secretary of his or her constituent chapter.

15 Any member failing re-election to membership may, at the discretion of the Board of
16 Directors, be reinstated at a later date, if, in the judgment of the Board of Directors, he or she has
17 fulfilled the requirements set forth in this section and upon payment of all past and present dues.

18 Former active members of the Academy who are dropped from membership may apply for
19 membership as a new member in accordance with Section 3 of this chapter. If such an applica-
20 tion is made less than two years after having ceased to be an active member, the applicant must
21 furnish evidence of having earned, during the two years immediately preceding the date of appli-
22 cation, one hundred (100) credits of postgraduate study acceptable to the Board of Directors.

1 **SECTION 5. Resident Members.** Physicians in training in an ACGME-approved family medi-
2 cine residency as well as physicians in an AOA-approved rotating general or family medicine
3 internship or an AOA approved general or family medicine residency may be elected to resident
4 membership by the American Academy of Family Physicians upon approval of their application
5 on a form prescribed by the Board of Directors. In addition, graduates of ACGME-approved family
6 medicine residencies or AOA-approved general or family medicine residencies who extend their
7 training immediately upon completion of residency training and who serve full time in extended,
7 structured, supervised programs of at least one year in duration to gain additional skills in
8 research, administration and teaching or a specific clinical area of interest shall be considered
9 family medicine residents and may be elected to resident membership. Election to such member-
10 ship shall be for the duration of one's residency or extended training. Upon completion of their
11 residency training, and upon verification of eligibility for active membership, resident members
12 automatically shall be transferred to active membership. Resident members shall be entitled to
13 vote in Academy and constituent chapter affairs, may hold constituent chapter office under provi-
14 sions of individual constituent chapter constitutions or bylaws, and may have the privilege of the
15 floor of the Assembly. One resident member shall serve on the Board of Directors of the Academy
16 with full voting privileges but otherwise resident members may not become a national officer in
17 the Academy. For the purposes of this Section, members of commissions and committees shall
18 not be considered officers.

1 **SECTION 6. Inactive Members.** Effective January 1, 1989, members who are incapacitated
2 by reason of illness, accident, or infirmity, or who are totally retired from the practice of medicine
3 with less than twenty (20) years continued membership in the Academy may be elected to inactive
4 membership. In addition, under extenuating circumstances established by the Board of Directors,
5 active members, resident members and family physician supporting members who interrupt their
6 practices or residency training may be elected to inactive membership; provided, however, that
7 no person may hold inactive membership who does not hold a current medical license because
8 such license has been revoked as a result of a disciplinary action. No member shall be consid-

9 ered for membership unless he or she has first been placed in this status by his or her respective
10 constituent chapter. Election to inactive membership shall be for a maximum of one year, unless
11 the member is totally retired, provided, however, that an inactive member may be re-elected to this
12 classification annually by the Board of Directors. Totally retired members need not be re-elected
13 annually. Inactive members shall not be required to meet the requirements for postgraduate edu-
14 cation as provided in Section 4 of this chapter. Inactive members shall not be entitled to vote or to
15 hold office in the Academy, but shall have the privilege of the floor of the Assembly.

1 **SECTION 7. *Supporting Members.*** Upon the nomination and endorsement of a constitu-
2 ent chapter, duly licensed physicians may be elected to supporting membership. Supporting
3 members shall consist of two types: (1) those physicians in specialties other than family medicine
4 but not including those in emergency medicine otherwise eligible for some other category of
5 membership; and (2) those physicians actively engaged in family medicine, the teaching of fam-
6 ily medicine or medical administration for the previous six years, but who do not qualify for active
7 membership because they have not completed the necessary residency training or because they
8 did not hold or apply for active membership prior to January 1, 1989.

9 With respect to physicians practicing a specialty other than family medicine, such physi-
10 cians may become supporting members providing they meet criteria established by the Board of
11 Directors and are licensed to practice in a geographic area in which a constituent chapter exists.
12 Such criteria shall be based on activities which support and enhance the specialty of family medi-
13 cine. Supporting members actively engaged in a specialty other than family medicine shall be
14 relieved of the requirements for postgraduate education as provided in Section 4 of this chapter.

15 With respect to those physicians who are eligible for supporting membership by virtue of
16 being actively engaged in family medicine, the teaching of family medicine or medical adminis-
17 tration for the previous six years, such physicians must have earned 100 credits of postgraduate
18 study acceptable to the Board of Directors during the two years immediately preceding their appli-
19 cation for supporting membership only if they previously held supporting membership and ceased
20 to be a supporting member less than two years prior to reapplying for supporting membership.
21 This type of supporting member also must earn 150 credits of acceptable postgraduate study
22 every three years in order to retain supporting membership. No supporting member may hold
23 AAFP national office or appointment and may not vote in national affairs, but may have the privi-
24 lege of the floor of the Assembly. Privileges of supporting members in constituent chapter affairs
25 may be determined under the Bylaws of individual constituent chapters.

1 **SECTION 8. *International Members.*** Family physicians outside of the United States engaged
2 in family medicine, the teaching of family medicine or medical administration, who are licensed to
3 practice in countries or territories outside the United States in which no constituent chapter exists
4 and who are not eligible for membership in the uniformed services chapter may be elected to inter-
5 national membership. Additionally, medical students and physicians in training in countries or ter-
6 ritories outside the United States in which no constituent chapter exists and who are not eligible for
7 membership in the Uniformed Services chapter may be elected to international membership.

8 International members shall be relieved of the requirements for postgraduate education as
9 provided in Section 4 of this chapter and shall pay such dues as may be established pursuant to
10 these Bylaws. International members may not hold national office or appointment and may not
11 vote in national affairs but may have the privilege of the floor of the Assembly.

1 **SECTION 9. *Honorary Members.*** Persons of distinction who have rendered outstanding
2 service to the American Academy of Family Physicians or to the medical profession, or distin-
3 guished members of the American Academy of Family Physicians who have retired from practice,
4 may be elected by the Congress of Delegates to honorary membership. Honorary members shall
5 be entitled to the privilege of the floor of the Assembly but shall not be entitled to vote, and they

6 shall pay no dues or admission fee and shall have no right, title, or interest in any of the property
7 of the Academy. Constituent chapters may not confer honorary membership but may propose
8 candidates for honorary membership to the American Academy of Family Physicians.

1 **SECTION 10. *Life Members.*** Any person who has continued membership in the Academy
2 for a minimum of twenty (20) years and who has attained age seventy (70) or who is totally retired
3 from the practice of medicine may on application to the Board of Directors of his or her constitu-
4 ent chapter be classified as a life member; provided, however, that no person may hold life mem-
5 bership who does not hold a current medical license because such license has been revoked as
6 a result of a disciplinary action.

7 Life members may be relieved of the postgraduate study requirements under the provisions
8 of Section 4 of this chapter.

9 Life members shall be entitled to vote and shall have the privilege of the floor of the
10 Assembly but shall not be entitled to hold office in the Academy.

1 **SECTION 11. *Student Members.*** Except as hereinafter provided students regularly
2 enrolled in schools of medicine or osteopathy may be elected to student membership by the
3 American Academy of Family Physicians upon approval of their application on a form prescribed
4 by the Board of Directors. Students applying for student membership must be enrolled in a
5 medical or osteopathic school approved by an appropriate United States accrediting institution
6 as defined by the Academy's Commission on Education. Election to student membership shall
7 terminate upon graduation from medical school. The four (4) students elected as delegates or
8 alternates to the Congress of Delegates pursuant to Section 2 of Chapter XI of these Bylaws and
9 students who are appointed to serve on commissions and committees shall have the right to vote
10 in such bodies. In addition, the student member of the Board of Directors shall have full voting
11 privileges on the Board. Otherwise student members shall not be entitled to vote or hold office
12 in the Academy but shall have the privilege of the floor of the Assembly. However, a duly elected
13 representative from a student component chapter may vote and have the privileges of similar
14 representatives from other component chapters in a constituent chapter, but may not be named
15 chair of a national commission or committee or become a national officer.

1 **SECTION 12.** Any member who changes his or her occupation or status in such a manner
2 as to render him or her ineligible for membership in this Academy, may, unless he or she resigns,
3 be stricken from the roll of members by action of the Board of Directors. The Board of Directors
4 or an entity designated by the Board, acting in accordance with Board approved criteria, may
5 waive or reduce members' dues. Other exceptions to the foregoing membership rules and
6 requirements may be made under unusual circumstances and on an individual basis only upon a
7 two-thirds (2/3) vote of the Board of Directors.

1 **SECTION 13. Agreement.** Acceptance of membership in this Academy shall constitute
2 an agreement by such member to comply with the Bylaws thereof and to recognize the Board of
3 Directors as the sole and only judge of the right to be or remain a member, provided, however,
4 that if such membership in this Academy is conferred by virtue of membership in a constituent
5 chapter pursuant to Chapter VI of these Bylaws, the Board of Directors of such chapter shall be
6 the judge of such member's right to be or remain a member, subject to the right of appeal pro-
7 vided in Section 3 of Chapter V of these Bylaws.

8 All right, title, and interest, both legal and equitable, of a member in and to the property of
9 this organization shall cease and determine in the event of any of the following: (a) the expulsion
10 of such member; (b) the striking of his or her name from the roll of members; (c) his or her death
11 or resignation.

CHAPTER IV
Fellowship

1 Any active, inactive, or life member, in good standing may, upon application to the American
2 Academy of Family Physicians, be elected to receive the degree of Fellow upon fulfilling the fol-
3 lowing requirements:

4 (1) Held active membership for six years or a combination of resident and active member-
5 ship for a total of six years; and

6 (2) Fulfilling such other criteria for fellowship as may be established by the Board of
7 Directors.

8 Fellowship shall not be considered a separate membership classification but shall be con-
9 sidered an earned degree. Fellows shall continue to hold membership in this organization based
10 upon one of the memberships provided in Chapter III of the Bylaws.

11 The degree of Fellow shall be conferred only at a convocation of the Academy. Under
12 unusual circumstances satisfactory to the Board of Directors, exceptions may be made on an
13 individual basis to the foregoing fellowship requirements by a two-thirds (2/3) vote of the Board
14 of Directors.

CHAPTER V
Ethics

1 **SECTION 1.** By specific action of the Academy's Congress of Delegates on a two-thirds
2 (2/3) vote, this organization may adopt policies or positions relating to ethical issues even
3 though such policies or positions are in addition or contrary to the Principles of Medical Ethics
4 of the American Medical Association. However, absent such specific action by the Congress of
5 Delegates, the Principles of Medical Ethics of the American Medical Association, as they now or
6 hereafter may provide, shall be the principles of ethics of this organization.

1 **SECTION 2.** If any member is in good faith believed to have violated the principles of
2 Medical Ethics or the Bylaws of this Academy, or to be otherwise guilty of conduct justifying
3 censure, suspension, or expulsion from this organization, any member may file charges against
4 him or her. The form of such charges and the rights, responsibilities and obligations of all par-
5 ties involved in the filing and consideration of such charges shall be as hereinafter set forth in
6 this chapter; provided, however, that to the extent the provisions in this chapter are in conflict with
7 applicable law, the provisions of applicable law shall supersede these Bylaws. All those against
8 whom charges have been filed pursuant to this chapter shall have the right to be represented
9 by counsel at the initial hearing and upon appeal to the Board of Directors of the American
10 Academy of Family Physicians.

11 Such charges must be in writing and signed by the accuser or accusers and must state the
12 acts or conduct complained of with reasonable particularity.

13 Such charges must be filed with the secretary of the constituent chapter to which the
14 accused member belongs, if any; otherwise with the executive vice president of the American
15 Academy of Family Physicians. At the first meeting of the Board of Directors of the constituent
16 chapter or the American Academy of Family Physicians, as the case may be, held after the filing
17 of said charges, said charges must be presented to the Board. The Board shall then or at any
18 adjournment of said meeting, but not more than thirty (30) days thereafter, consider the charges
19 and shall either dismiss them or shall proceed as hereinafter set forth.

20 If the Board fails to dismiss said charges, it shall within fifteen (15) days thereafter cause a
21 copy of the charges to be served upon the accused by depositing in the United States mail a
22 copy thereof, registered and addressed to the last known address of the accused. The Board
23 shall also and at the same meeting fix a time and place for hearing said charges and the

24 accused shall be notified of the time and place at the same time and in the same manner as pro-
25 vided for the serving of the charges. The time set for said hearing shall be not less than fifteen
26 (15) days nor more than six (6) months after service of charges.

27 The accused may answer in writing but need not do so and failure to answer shall not be an
28 admission of truth of the charges or a waiver of the accused's rights to a hearing.

29 The Board shall, after having given to the accuser and the accused every opportunity to be
30 heard, including oral arguments and the filing and consideration of any written briefs, conclude
31 the hearing and within thirty (30) days thereafter shall render a decision. The affirmative vote of
32 a majority of the members of the Board present and voting shall constitute the verdict of the said
33 Board which by such vote may exonerate, censure, suspend, or expel the accused member. The
34 decision of the Board shall be expressed in a resolution which shall contain no opinion and shall
35 be signed only by the chair of the Board and its secretary. No member of the Board not present
36 for the entire time of the hearing shall be entitled to vote.

37 Censure shall mean a reprimand by the chair of the Board of Directors administered to the
38 accused in the presence of the said Board. No member shall be suspended for more than one
39 year and at the expiration of the period of suspension shall be reinstated to membership upon
40 application and the payment of dues accrued during the period of suspension. The decision of
41 the Board of Directors shall be final, except as provided hereafter.

1 **SECTION 3.** Any member of a constituent chapter who has been censured, suspended,
2 or expelled by such chapter may appeal such action within six (6) months after notice thereof is
3 given by said chapter to the Board of Directors of the American Academy of Family Physicians.
4 The jurisdiction of the Board shall extend only to matters of procedure and law and not of fact.
5 The Board shall fix a time and place for the hearing of the appeal and after giving the appel-
6 lant and representatives of the chapter from whose decision he or she appeals reasonable
7 opportunity to be heard, shall by a majority vote either sustain or reverse such censure, suspen-
8 sion or expulsion. The decision of the Board shall be final.

CHAPTER VI

State and Regional Chapters

1 **SECTION 1.** Upon the petition of any five (5) or more members of this Academy, the Board
2 of Directors may issue a charter for a state or regional chapter of this Academy. A regional chap-
3 ter shall be a chapter which is located in the District of Columbia or a United States possession
4 or territory. No more than one chapter shall be chartered in any state or region. Such charters
5 shall be in such form as is approved from time to time by the Board of Directors.

1 **SECTION 2.** Said petition shall be accompanied by the proposed constitution and/or
2 bylaws for the state or regional chapter. No charter shall be issued until such constitution and/or
3 bylaws are approved by the Board of Directors of this Academy.

1 **SECTION 3.** The members of such state or regional chapter shall be the persons to whom
2 a charter is issued and such additional persons meeting the qualifications for membership set
3 forth in Chapter III of these Bylaws who shall be elected to membership in the state or regional
4 chapter. No person may hold membership in a constituent state or regional chapter or com-
5 ponent branch chapter unless they be likewise a member of the American Academy of Family
6 Physicians.

1 **SECTION 4.** Any member of this Academy practicing or residing in a state or region for
2 which a charter for a state or regional chapter has been issued who does not become a mem-
3 ber in good standing of the state or regional chapter of either practice location or residence

4 within one year after the date of said charter shall have their name stricken from the roll of this
5 Academy unless he or she is a member of the uniformed services chapter. No candidate practic-
6 ing or residing in a state or region where a state or regional chapter is in existence may become
7 a member of this Academy except on the certification of the secretary of the chapter of either
8 practice location or residence that he or she is a member in good standing of the chapter unless
9 he or she is a member of the uniformed services chapter. Any member of this Academy who
10 ceases to be a member of the constituent chapter of the state or region wherein he or she either
11 practices or resides or ceases to be a member of the uniformed services chapter shall, unless
12 he or she be reinstated, cease to be a member of this Academy and his or her name shall be
13 stricken from the roll of members.

14 Except as hereinafter provided with respect to recent residency graduates, a member in
15 good standing of one state or regional chapter who moves to another state or region where there
16 exists a constituent chapter of this Academy shall apply to this Academy for transfer of member-
17 ship to the chapter of the state or region of new practice location or residence within one year.
18 Upon verification of eligibility for membership in the chapter of such new practice location or resi-
19 dence, membership shall be transferred, and this Academy shall provide notice of transfer to the
20 member and to the previous and new chapters. Members failing to be so transferred after one
21 year, thereafter shall be dropped from the roll of this Academy, unless they be members of the
22 uniformed services chapter. Resident members who have just completed their residency train-
23 ing and are relocating, automatically shall be transferred to the appropriate chapter without first
24 being required to apply for transfer of membership to that chapter. A member transferring to a
25 state or region or country where there is not a constituent chapter shall remain a member of his
26 or her state or regional chapter.

1 **SECTION 5.** A constituent state or regional chapter may, under provisions in its constitu-
2 tion and/or bylaws approved by the Board of Directors, charter component branches in counties
3 or districts of such state or region, including student and/or resident chapters, and membership
4 in existing component chapters may be required by the constitution and/or bylaws of constituent
5 chapters as a prerequisite to membership in that constituent state or regional chapter. However,
6 the constitutions and/or bylaws of each constituent state or regional chapter shall provide that
7 no person may hold membership in a component chapter unless such person is a member of
8 the constituent chapter. Upon the approval of the Board of Directors of this Academy, such com-
9 ponent branches may include a contiguous county or district of an adjacent state.

1 **SECTION 6.** The charter of any constituent state or regional chapter chartered by this
2 Academy may be suspended or revoked by the Congress of Delegates in the event of any
3 action deemed to be in conflict with the letter or intent of these Bylaws or in the event of its fail-
4 ure to comply with all of the requirements of these Bylaws or with any lawful requirement of the
5 Congress of Delegates, Board of Directors, or officers of this Academy, in the manner hereinafter
6 specified.

7 Any member of this Academy may file written charges against any such chapter with the
8 executive vice president of the Academy. Such charges must be signed by the accuser or
9 accusers, and must state the acts or conduct complained of with reasonable particularity. The
10 executive vice president must present said charges to the Board of Directors at its next meeting.
11 The Board of Directors shall then or at any adjournment of said meeting, but not more than thirty
12 (30) days thereafter, consider the charges and shall either dismiss them or proceed as hereinaf-
13 ter set forth.

14 If the Board fails to dismiss said charges it shall within ten (10) days thereafter cause a copy
15 of the charges to be served upon the accused chapter by depositing in the United States mail a
16 copy thereof, registered and mailed to the secretary or other officer of said chapter. The Board
17 shall also and at the same meeting fix a time and place for the hearing of said charges and the

18 accused chapter shall be notified of the time and place at the same time and in the same man-
19 ner as provided for the serving of the charges. The time set for the hearing shall be not less than
20 fifteen (15) days nor more than ninety (90) days after service of charges.

21 The Board shall, after having given the accused and the accuser reasonable opportunity to
22 be heard in person or by counsel and to present all evidence and proofs, conclude the hearing
23 and within thirty (30) days thereafter shall render a decision. The affirmative vote of a majority of
24 the members of the Board present and voting shall constitute the decision of said Board which
25 may by such vote dismiss the charges or order them presented to the Congress of Delegates. In
26 either event the Board shall make known its decision in a written resolution signed by the secre-
27 tary and chair thereof. In the former event the Board shall furnish the accused and the accuser
28 with a copy of the resolution. In the latter event its resolution shall be read at the next regular
29 meeting of the Congress of Delegates or at a special meeting duly called for that purpose, pro-
30 vided that a copy of the decision shall be delivered to the accused in the same manner provided
31 for the service of charges at least fifteen (15) days before such meeting. The accused and the
32 accusers shall be given reasonable opportunity to be heard at the meeting of the Congress of
33 Delegates where the decision is read. A two-thirds (2/3) majority of all those present and voting
34 shall be required to suspend or revoke the charter of the accused state or regional chapter, pro-
35 vided, however, that the delegates representing the accused chapter shall not be eligible to vote
36 on such resolution.

1 **SECTION 7.** Amendments to the constitution and/or bylaws of a state or regional chap-
2 ter shall be submitted in writing to the American Academy of Family Physicians not later than
3 thirty (30) days following the adoption of such amendments. Except as hereinafter provided,
4 no amendment shall be of any force or effect until it has been submitted to and reviewed by
5 the Board of Directors of the American Academy of Family Physicians, provided, however, that
6 such amendment shall be considered to be approved if the Board of Directors fails to give writ-
7 ten notice of its objections thereto within ninety (90) days following receipt. Amendments relat-
8 ing solely to the internal structure and organization of the constituent chapter and which do
9 not address issues specifically addressed in the Bylaws of the American Academy of Family
10 Physicians may be implemented immediately upon adoption by the constituent chapter but shall
11 be subject to review by the Board of Directors of this Academy.

CHAPTER VII

Uniformed Services Chapter

1 **SECTION 1.** Upon the petition of any five (5) or more members of this Academy, the Board
2 of Directors may issue a charter for a constituent uniformed services chapter; provided, however,
3 that only one uniformed services chapter may be established pursuant to this section. Said peti-
4 tion shall be accompanied by the proposed constitution and/or bylaws for the uniformed servic-
5 es chapter. No charter shall be issued until such constitution and/or bylaws are approved by the
6 Board of Directors of this Academy.

1 **SECTION 2.** The members of such uniformed services chapter shall be the persons to
2 whom a charter is issued and such additional persons meeting the qualifications for membership
3 set forth in Chapter III of these Bylaws who are members of the uniformed services on active
4 duty, former members of the uniformed services who practice within a military facility, or students
5 in a uniformed services medical school. No person may hold membership in such uniformed
6 services chapter unless he or she is likewise a member of the American Academy of Family
7 Physicians. For purposes of these Bylaws, the term uniformed services shall mean the Army,
8 Navy, Air Force and Public Health Service.

1 **SECTION 3.** Members of the uniformed services, former members of the uniformed ser-
2 vices who practice within a military facility, or students in a uniformed services medical school
3 or students who have a service obligation to the uniformed services upon completion of their
4 training and who are eligible for membership in this Academy may become members of the uni-
5 formed services chapter. Constituent state chapters may include provisions in their Bylaws which
6 allow members of the uniformed services, former members of the uniformed services who prac-
7 tice within a military facility, or those eligible for student membership in the uniformed services
8 chapter to hold the same type of membership in the constituent state chapter as they hold in the
9 uniformed services chapter or which allow active members of the uniformed services chapter to
10 hold a special category of constituent state chapter membership, without the right to vote or hold
11 office, designated "uniformed services adjunct." The uniformed services chapter may include
12 provisions in its Bylaws which allow members of constituent state chapters who are members of
13 the uniformed services, former members of the uniformed services who practice within a military
14 facility, or who are eligible for student membership in the uniformed services chapter to hold the
15 same type of membership in the uniformed services chapter as they hold in the constituent state
16 chapter or allow uniformed services physicians who have retired from service or reserve compo-
17 nent officers with responsibility for periodic service who are members of a constituent state chap-
18 ter to hold a special category of uniformed services membership, without the right to vote or hold
19 office, designated "state chapter adjunct." No member of the uniformed services, former member
20 of the uniformed services who practices within a military facility, or student eligible for member-
21 ship in the uniformed services chapter may be elected to membership in this Academy unless he
22 or she is a member of either the uniformed services chapter or the appropriate constituent state
23 chapter. Any member of the uniformed services, former member of the uniformed services who
24 practices within a military facility, or student eligible for membership in the uniformed services
25 chapter who ceases to be a member of the uniformed services chapter or the appropriate state
26 chapter shall cease to be a member of this Academy and his or her name shall be stricken from
27 the roll of members.

28 A member of the uniformed services chapter who is discharged from the uniformed services
29 shall not be eligible for continued membership in such chapter unless such member continues
30 practicing within a military facility, assumes residence or begins practice in a state or country in
31 which there is no constituent chapter or unless such member qualifies for membership in the
32 uniformed services chapter as a state chapter adjunct pursuant to this section. Otherwise, within
33 one year of the date of such discharge, such member shall apply for transfer of membership to
34 the constituent state chapter of his or her residence or practice location. Members failing to be
35 so transferred after one year thereafter shall be dropped from the roll of this Academy.

1 **SECTION 4.** With the approval of the AAFP's Board of Directors, the constituent uniformed ser-
2 vices chapter may, under provisions in its constitution and/or bylaws charter component chap-
3 ters, including student and/or resident chapters, and such chapters may include members in
4 more than one state. Membership in existing component chapters may be required by the consti-
5 tution and/or bylaws of the constituent uniformed services chapter as a prerequisite to member-
6 ship in said constituent chapter.

1 **SECTION 5.** The charter of the uniformed services chapter may be suspended or revoked in the
2 same manner and by the same procedure as is provided for the suspension or revocation of a
3 state chapter's charter in Section 6 of Chapter VI of these Bylaws.

1 **SECTION 6.** Amendments to the constitution and/or bylaws of the constituent uniformed ser-
2 vices chapter shall be subject to the same approval procedure as is provided for amendments to
3 the constitution and/or bylaws of state chapters in Section 7 of Chapter VI of these Bylaws.

CHAPTER VIII
Dues and Assessments

1 **SECTION 1.** The dues for active members shall be fixed annually by the Board of
2 Directors, but shall not exceed the sum of four hundred fifty dollars (\$450.00) per year. Special
3 assessments not to exceed twenty-five dollars (\$25.00) in any one year may be levied by a
4 two-thirds (2/3) affirmative vote of the Congress of Delegates. The maximum amount of the
5 annual dues of members may be changed by a two-thirds (2/3) vote of the Board of Directors if
6 approved by a majority vote of the Congress of Delegates.

1 **SECTION 2.** Except as hereinafter provided in the case of resident and student members,
2 membership dues shall be payable in advance on the first day of January of each year. Dues
3 of a new member shall be prorated as follows: If enrollment occurs after July 1 but prior to
4 November 1, dues for the balance of the calendar year shall amount to one-half (1/2) the annual
5 dues; if enrollment is completed after November 1, his or her dues for the current calendar year
6 shall be waived but annual dues for the ensuing calendar year shall immediately become due
7 and payable, in addition to the admission fee, if any.

8 Resident members' dues shall be payable in advance on the first day of July of each calen-
9 dar year. Dues of a new resident member shall be prorated as follows: If enrollment occurs after
10 January 1 but prior to May 1, dues for the balance of the year shall amount to one-half (1/2) of the
11 annual dues; if enrollment is completed after May 1, dues for the current year shall be waived but
12 annual dues for the ensuing year shall immediately become due and payable.

13 Student members shall have a one time dues payment for the duration of their membership
14 and such payment shall not be prorated based upon when the dues are paid or the individual's
15 year in medical school.

1 **SECTION 3.** Except as herein provided with respect to dues for active members, the dues
2 for all other categories of membership shall be established by the Board of Directors.

3 Resident members shall be transferred to active membership upon completion of their resi-
4 dency training and shall not be required to pay active dues for the remainder of that calendar
5 year. In subsequent calendar years they shall be subject to the same dues requirements as other
6 active members.

1 **SECTION 4.** Any member whose dues or assessments are unpaid at the time of any
2 annual meeting shall be ineligible to vote or hold office. Any member whose dues are payable
3 on a calendar year basis (active, inactive, supporting, international and life) and whose dues or
4 assessments are unpaid by July 1 of the calendar year shall be notified thereof at the member's
5 address of record. Unless payment is received within thirty (30) days thereafter, the Academy
6 shall cause the member's name to be stricken from the membership roll. If a member thus
7 stricken from the roll shall pay the amount due prior to the end of that calendar year, the Board
8 of Directors may, at its discretion, reinstate the said member. If at the end of that calendar year
9 the amount due remains unpaid, the member whose name has been stricken from the roll shall
10 be in the same status as though he or she had never been a member and shall acquire member-
11 ship only in the manner set forth in these Bylaws; provided, however, that former active members
12 whose names have been stricken from the roll for failure to pay dues shall not be re-enrolled
13 as new active members in accordance with the provisions of Chapter III unless such former
14 members furnish evidence of having earned, during the three years immediately preceding the
15 date of application, one hundred fifty (150) credits of postgraduate study acceptable to the Board
16 of Directors.

17 Any resident member who has not paid his or her resident dues by the end of the calendar
18 year shall be notified thereof at the member's address of record. Unless payment is received

19 within thirty (30) days thereafter, the Academy shall cause the member's name to be stricken
20 from the membership roll. The member whose name has been stricken from the roll shall be in
21 the same status as though he or she had never been a member and shall acquire membership
22 only in the manner set forth in these Bylaws.

CHAPTER IX Annual Meeting

1 Unless otherwise ordered by the Board of Directors, there shall be an annual meeting of
2 the Academy which shall include meetings of the Congress of Delegates and of the Assembly,
3 together with such meetings of the Board of Directors, Executive Committee, and other com-
4 missions and committees as may be fixed by the Board of Directors. The time and place of the
5 annual meeting shall be designated by the Board of Directors, and announced at least sixty (60)
6 days before the date so fixed.

CHAPTER X The Assembly

1 **SECTION 1.** The Assembly of the annual meeting shall consist of such members of the
2 Academy in good standing as shall register at such annual meeting. Sessions of the Assembly
3 shall be held at such time during the week of the annual meeting as the Board of Directors shall
4 determine and announce on at least thirty (30) days notice by mail, or by official publication. The
5 president of the Academy shall act as the presiding officer of the Assembly, and the executive
6 vice president of the Academy shall be the secretary of the Assembly.

1 **SECTION 2.** Members of the Academy present at any meeting of the Assembly shall con-
2 stitute a quorum.

1 **SECTION 3.** At the opening session of the Assembly at each annual meeting, any member
2 of the Academy may present in writing any resolutions pertinent to the objects of the Academy or
3 in relation to any report by any officer or committee of the Academy. Resolutions so offered shall
4 be referred to the Congress of Delegates without debate at that time. Thereafter, during that annual
5 meeting, a resolutions committee appointed by the speaker of the Congress of Delegates shall hold
6 a hearing upon the resolutions so offered. At such hearing the proponents and opponents shall
7 be given a reasonable opportunity to be heard. Thereafter, during that annual meeting, the resolu-
8 tions committee shall report its action on such resolutions with any amendments thereof or com-
9 ment thereon to the Congress of Delegates. The Congress of Delegates shall thereupon approve,
10 disapprove, or modify such resolutions. A majority of the members of the Assembly may, at any
11 regular meeting, direct a referendum to the members of the Academy concerning any action of the
12 Congress of Delegates, such referendum to be conducted by the Board of Directors.

CHAPTER XI Congress of Delegates

1 **SECTION 1.** Subject to referendum, the control and administration of the Academy shall be
2 vested in a Congress of Delegates, composed of delegates to be elected as hereinafter provided.
3 The Congress of Delegates may, at any time, by a majority vote refer and submit to the members of
4 the Academy defined questions affecting the policy or recommendations of this Academy which, in
5 the opinion of the Congress of Delegates, are of immediate practical consequence to the members
6 of the Academy and the public. The result of the referendum shall control the acts of the Academy
7 and of its Board of Directors, officers, commissions, committees, agents and employees.

1 **SECTION 2.** Each constituent state or regional chapter which has received a charter pur-
2 suant to Chapter VI of these Bylaws and the uniformed services chapter chartered pursuant to
3 Chapter VII of these Bylaws shall be entitled to elect two delegates and two alternates to the
4 Congress of Delegates, who shall be elected for terms of two (2) years, or until their respective
5 successors are elected, provided, however, that at its first election a constituent chapter may
6 elect one delegate and alternate for one year and one delegate and alternate for two (2) years,
7 thereafter electing one delegate and alternate each year for a two-year term. In addition, two
8 (2) medical students and two (2) family medicine residents shall serve as delegates and two (2)
9 medical students and two (2) family medicine residents may be elected to serve as alternates to
10 the Congress of Delegates. The method of electing such student and resident delegates and
11 alternates shall be determined by the Board of Directors.

12 Two (2) delegates and two (2) alternates shall be seated to represent the new physicians
13 constituency. Such delegates and alternates must be Active members of the Academy and must
14 meet such other qualifications as are established by the Board of Directors.

15 Six (6) delegates and six (6) alternates shall be seated to represent the constituency groups
16 (other than the new physicians constituency) represented at the National Conference of Special
17 Constituencies. Such delegates and alternates must be Active members of the Academy and
18 must meet such other qualifications as are established by the Board of Directors.

19 The new physicians constituency shall elect two individuals for two year terms, with the
20 individuals so selected serving the first year of such terms as alternate delegates and the sec-
21 ond year of such terms as delegates. The constituency groups represented at the National
22 Conference of Special Constituencies (other than the new physicians constituency) shall elect
23 six individuals for two year terms, with the individuals so selected serving the first year of such
24 terms as alternative delegates and the second year of such terms as delegate. No more than
25 two (2) delegates and two (2) alternate delegates may be elected from a single special constitu-
26 ency. The method of election of all special constituency delegates and alternate delegates shall
27 be in accordance with guidelines approved by the Board of Directors. No individual shall be
28 prohibited from being elected to a second term as a special constituency alternate and delegate.
29 However, no individual may serve a cumulative total of more than four years as a special con-
30 stituency alternate and delegate. Representation of special constituencies (other than new physi-
31 cians) through specifically-slotted delegates and alternate delegates shall be discontinued at the
32 conclusion of the 2010 annual meeting of the Congress of Delegates.

1 **SECTION 3.** Each delegate representing a constituent chapter, before being seated, shall
2 deposit with the secretary of the Congress a certificate signed by the president or secretary of
3 such chapter stating that he or she is the regularly elected delegate or alternate of that chapter.
4 No delegate shall be seated who is not a member in good standing of the Academy.

5 In the event no certified delegate or alternate is present at a meeting of the Congress, a
6 member or members of that constituent chapter present may be seated as delegates by a two-
7 thirds (2/3) vote of Congress.

1 **SECTION 4.** In states where no constituent chapter exists, delegates representing the
2 members of such state may be elected as hereinafter specified.

3 Not less than one hundred fifty (150) days before the opening of the annual meeting in
4 each year, twenty-five (25) or more members of the Academy in good standing from such state
5 or region may file with the Board of Directors a signed petition nominating one or more candi-
6 dates for membership in the Congress of Delegates for and from such state or region. Not less
7 than one hundred twenty (120) days before the opening of the annual meeting in such year, the
8 Board of Directors shall prepare printed ballots for the election of such delegates, bearing the
9 names of the nominees, and a space for personal choice, and shall cause an appropriate bal-
10 lot to be mailed to each member of the Academy in good standing in such state or region with

11 the request that such ballot, duly marked, be mailed to the executive vice president not later
12 than a date to be fixed by the Board of Directors. Such date shall not be later than sixty (60)
13 days before the opening of the annual meeting in such year, on which date the executive vice
14 president shall declare the polls for the election of such delegates duly closed and shall proceed
15 forthwith to count the ballots and to determine, announce, and publish the results of such elec-
16 tion and shall certify the same to the Congress of Delegates.

17 In all such elections a plurality of the votes cast shall elect.

1 **SECTION 5.** The Congress of Delegates shall meet during the annual meeting of the
2 Academy and at such other times and places as it may determine. Special meetings of the
3 Congress of Delegates may be called by a two-thirds (2/3) affirmative vote of the Board of
4 Directors, and shall be called by the president upon the written request of any twenty-five (25) or
5 more of the delegates, and shall be held at such time and place as may be set forth in said call,
6 subject to the following notice: Notice of such meeting date shall be given by the executive vice
7 president in writing at least sixty (60) days prior to the date set for such meeting.

1 **SECTION 6.** A majority of the total number of delegates shall constitute a quorum at any
2 meeting of the Congress of Delegates. The Congress of Delegates may adopt such rules of
3 procedure for the transaction of its business as it deems desirable and shall be the judge of the
4 election and qualifications of its members.

1 **SECTION 7.** Each member of the Congress of Delegates shall have one vote. The officers
2 and directors, past presidents and the chair of each commission and committee of the Academy
3 shall have the privilege of the floor in the Congress of Delegates, but shall have no right to vote
4 as such except as provided in this chapter or as provided in Section 4 of Chapter XIV of these
5 Bylaws.

1 **SECTION 8.** Except by an affirmative vote of two-thirds (2/3) of the members of the Congress
2 of Delegates present and voting, no resolution may be submitted to the Congress of Delegates
3 unless said resolution has been submitted in writing to the executive vice president of the Academy
4 or the speaker of the Congress of Delegates at least thirty (30) days prior to the meeting at which
5 they are to be acted upon; provided, however, that this regulation shall not apply to resolutions intro-
6 duced at the opening session of the Assembly pursuant to Section 3 of Chapter X.

CHAPTER XII

Board of Directors

1 **SECTION 1.** Subject to the action of the Congress of Delegates, and during the interim
2 between the meetings of the Congress, the control and administration of the Academy shall be
3 vested in a Board of Directors. The Board of Directors shall be composed of nine directors, in
4 addition to the immediate past president who shall serve as chair of the Board, one resident
5 member, one student member, one new physician member, and the president, president-elect,
6 speaker of the Congress of Delegates, vice speaker of the Congress of Delegates and executive
7 vice president. For purposes of eligibility for election as the new physician member of the Board,
8 a new physician shall be defined as an active member who was first eligible for active member-
9 ship fewer than seven years before being elected to the Board.

1 **SECTION 2.** The Board of Directors shall meet annually not later than thirty (30) days following
2 the annual meeting of the Congress of Delegates and at such other times and at such places as
3 the chair may determine or as may be determined by the written request of five (5) voting mem-
4 bers of the Board of Directors. A majority of the Board shall constitute a quorum.

1 **SECTION 3.** Officers and members of the Board of Directors shall be reimbursed for repre-
2 sents the Academy on official business in accordance with reimbursement policies established
3 by the Commission on Finance and Insurance.

1 **SECTION 4.** There shall be an Executive Committee composed of the chair of the Board
2 of Directors who shall be chair of the Executive Committee, the president of the Academy, the
3 president-elect, the speaker and one member of the Board of Directors. The at-large member of
4 the Executive Committee shall be elected annually by the Board of Directors at its last meeting
5 held before the election of officers and directors, and shall serve for the ensuing year (subject to
6 continuing to be a member of the Board).The Executive Committee, by majority vote of its mem-
7 bers, shall have full authority to act for and in behalf of the Board of Directors on such matters
8 as determined by the Board of Directors or whenever the business of the Academy demands
9 prompt action in the interim between meetings of the Board or when it is impracticable or impos-
10 sible to convene the Board of Directors.

11 Meetings of the Executive Committee shall be held at the call of the chair. A report of its
12 actions shall be given by the Executive Committee to the Board of Directors at the first meeting
13 of the Board following.

CHAPTER XIII **Election of Officers**

1 **SECTION 1.** The officers of the Academy shall be a president, president-elect, speaker
2 of the Congress of Delegates, vice speaker of the Congress of Delegates, chair of the Board of
3 Directors, and executive vice president. Their method of election shall be as hereinafter set forth
4 in this chapter.

1 **SECTION 2.** The Congress of Delegates shall elect annually a president-elect and one
2 member for each vacancy occurring on the Board of Directors. All nominations shall be made
3 from the floor in accord with procedures to be determined by the Rules Committee.

4 The election of the president-elect shall be by majority vote of the members of the Congress
5 of Delegates present and voting. When there are three or more candidates and no one receives
6 a majority vote on the first ballot, a second ballot shall be taken between the two candidates
7 receiving the highest number of votes on the first ballot.

8 Annually, the National Congress of Family Medicine Residents shall elect one candidate
9 for resident director on the Board of Directors and the National Congress of Student Members
10 shall elect one candidate for student director on the Board of Directors. In addition, annually, at
11 the National Conference of Special Constituencies, the new physician constituency shall elect
12 one candidate for the new physician director on the Board of Directors. The methods of elect-
13 ing the resident, student and new physician candidates shall be in accordance with guidelines
14 approved by the Board of Directors. The names of these three candidates and their credentials
15 shall be forwarded to the Congress of Delegates. If the Congress of Delegates does not approve
16 the resident, student and/or new physician candidate(s), the Board shall designate some other
17 individual(s) to fill the unfilled position(s). Such individual(s) shall be named at the first meeting
18 of the Board of Directors following adjournment of the Congress of Delegates.

19 All candidates for the office of director other than candidates for resident, student or new
20 physician director shall be announced by the speaker. On the first ballot and each subsequent
21 ballot, the delegates shall have one vote for each vacancy to be filled. No ballot shall be counted
22 if it contains more than one vote for the same candidate or if it contains more votes or fewer
23 votes than the number of vacancies to be filled.

24 On the first ballot, any candidate who receives the votes of a majority of those voting and
25 who is one of the three candidates receiving the largest number of votes cast shall be elected.

26 If three vacancies remain to be filled after the first or a subsequent ballot, no more than the five
27 candidates receiving the largest number of votes on the preceding ballot plus those tying for one
28 of the top five positions shall be candidates on the next subsequent ballot. Any candidate who
29 receives the votes of a majority of those voting on such subsequent ballot and who is one of the
30 three candidates receiving the largest number of votes cast shall be elected.

31 If two vacancies remain to be filled after the first or a subsequent ballot, no more than the
32 four candidates receiving the largest number of votes cast on the preceding ballot plus those
33 tying for one of the top four positions shall be candidates on the next subsequent ballot. Any
34 candidate who receives the votes of a majority of those voting on such subsequent ballot and
35 who is one of the two candidates receiving the largest number of votes cast shall be elected.

36 If one vacancy remains to be filled after the first or a subsequent ballot, the two candidates
37 receiving the largest number of votes on the preceding ballot plus those tying for one of the top
38 two positions shall be candidates on the next subsequent ballot. The candidate who receives a
39 majority of the votes cast on such subsequent ballot shall be elected.

40 Officers and directors (other than the resident and student directors) must be active mem-
41 bers in good standing at the time of election and at all times during their terms of office.

1 **SECTION 3.** The Congress of Delegates shall elect annually a speaker and a vice speaker
2 who shall take office at the conclusion of the annual meeting of the Congress of Delegates at
3 which their elections occur, and whose terms shall expire at the conclusion of the next annual
4 meeting of the Congress of Delegates or when their respective successors are elected. The
5 election of the speaker and vice speaker shall be by majority vote of the members of the
6 Congress of Delegates present and voting. When there are three or more candidates for either
7 of these offices and no one receives a majority vote on the first ballot, a second ballot shall be
8 taken between the two candidates receiving the highest number of votes on the first ballot. In
9 the event either of the above is a duly accredited delegate, their seat in the Congress shall be
10 declared vacant upon the adjournment of the session at which their election occurred, and a
11 new delegate shall be elected by their constituent chapter.

1 **SECTION 4.** Election of the above officers shall be by ballot prepared by the executive
2 vice president. The nominee receiving the majority of votes shall be declared elected, provided,
3 however, that when the nominations have been closed with but a single candidate having been
4 nominated, the presiding officer shall declare that candidate elected to the office.

1 **SECTION 5.** The Board of Directors shall elect an executive vice president who may but
2 need not be a member of the Academy.

CHAPTER XIV

Duties and Terms of Officers

1 **SECTION 1.** The President shall be ex officio a member of the Board of Directors, and all
2 standing commissions and committees, and shall preside at all meetings of the Assembly. In the
3 absence of the speaker and vice speaker, he or she shall preside over meetings of the Congress
4 of Delegates. In the absence of the Board chair, the president shall preside at meetings of the
5 Board and its Executive Committee. His or her term of office shall begin at the conclusion of
6 the first ensuing annual meeting of the Congress of Delegates following the annual meeting of
7 the Congress of Delegates at which his or her election occurs as president-elect and expire at
8 the conclusion of the next annual meeting of the Congress of Delegates, or when his or her suc-
9 cessor is seated. In the event of the death or resignation of the president during the term of his
10 or her office or if he or she shall for any reason be unable or unqualified to serve, the president-
11 elect shall succeed to the office of president for the unexpired portion of the president's term. In

12 the event of the death, resignation, or incapacity of both the president and the president-elect,
13 the Board of Directors shall elect a president for the unexpired portion of the term.

1 **SECTION 2.** The president-elect shall be ex officio a member of the Board of Directors and
2 shall preside at meetings of the Assembly in the absence of the president. In the absence of
3 both the Board chair and the president, the president-elect shall preside at meetings of the Board
4 and its Executive Committee. His or her term of office as president-elect shall begin at the con-
5 clusion of the annual meeting of the Congress of Delegates at which his or her election occurs
6 and shall expire upon succeeding to the office of president. He or she shall succeed to the
7 office of president at the expiration of the president's term as provided in Section 1. In the event
8 a vacancy exists in the office of president and the president-elect fills that vacancy as provided
9 in Section 1 of this chapter, then upon the expiration of that partial term, the president-elect shall
10 begin his or her own term as president.

11 In the event of the death, resignation, or removal from office of the president-elect, the Board
12 of Directors shall nominate two or more members for that office and election of the successor to
13 the president-elect shall take place by vote on these candidates by the Congress of Delegates
14 at the next ensuing meeting as the first order of business following approval of the minutes, pro-
15 vided, however, that nothing herein shall be construed as preventing additional nominations for
16 this office from the floor.

1 **SECTION 3.** The speaker of the Congress of Delegates shall be ex officio a member of the
2 Board of Directors, shall preside over meetings of the Congress, and shall appoint all reference
3 and special committees of the Congress.

4 The vice speaker of the Congress of Delegates shall be ex officio a member of the Board of
5 Directors and shall preside over all meetings of the Congress in the absence of the speaker or
6 when designated by the speaker.

7 In the event of the death, resignation or removal from office of the speaker, the vice speaker
8 shall succeed to the office of speaker for the unexpired portion of the term. If, however, a vacan-
9 cy occurs in the office of speaker when there also is a vacancy in the office of vice speaker, the
10 Board of Directors shall elect a speaker to fill the unexpired portion of the term.

11 In the event of the death, resignation or removal from office of the vice speaker or if the vice
12 speaker succeeds to the office of speaker pursuant to this section, the Board of Directors shall
13 elect a vice speaker to fill the unexpired portion of the term.

14 The presiding officer of the Congress shall be entitled to vote only in the case of a tie provid-
15 ing the tie is not between candidates for election.

1 **SECTION 4.** The immediate past president shall be a member of the Board of Directors and
2 shall serve as chair of the Board for a period of one year following his or her term as president.
3 Such term shall begin at the conclusion of his or her term as president and expire at the conclusion
4 of the next ensuing annual meeting of the Congress of Delegates. If a vacancy exists in the office
5 of Board chair, it shall be filled by a majority vote of the Board of Directors from among the mem-
6 bers of the Board elected by the Congress of Delegates. In the event a vacancy exists in the office
7 of president and that vacancy is filled pursuant to Section 1 of this Chapter XIV, then at the expira-
8 tion of that presidential term of office, a vacancy shall be deemed to exist in the office of immediate
9 past president and the Board shall elect a chair in the manner set forth above.

10 The chair of the Board of Directors shall preside over all meetings of the Board and of its
11 Executive Committee. In his or her absence, the president shall serve as temporary chair for that
12 meeting. In the absence of both the chair and president, the president-elect shall serve as tem-
13 porary chair for that meeting. In the absence of the chair, president and president-elect, a tem-
14 porary chair shall be elected by the members present at that meeting. The chair of the Board of
15 Directors shall be ex officio a member of all standing commissions and committees.

1 **SECTION 5.** The executive vice president shall be appointed for a term and stipend
2 to be fixed by the Board of Directors. He or she shall, under the direction of the Board of
3 Directors, perform such duties as the title of the office ordinarily connotes and such duties as
4 may be assigned by the Board of Directors. He or she shall serve as corporate secretary of the
5 Academy and may, with the approval of the Board of Directors, appoint one or more individuals
6 as assistant secretary to perform any duties incident to the office of secretary. He or she shall
7 keep or cause to be kept an accurate record of the minutes and transactions of the Assembly,
8 the Congress of Delegates, and the Board of Directors, and shall serve as secretary of these
9 bodies. He or she shall supervise all other employees and agents of the Academy and have
10 such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.
11 He or she shall not be entitled to vote.

12 The executive vice president shall be bonded in an amount fixed by the Board of Directors,
13 the premium thereon to be paid by the Academy.

1 **SECTION 6.** Except as hereinafter provided in the case of the resident, student and new
2 physician members of the Board of Directors, the term of office of directors shall be for three (3)
3 years and shall begin at the conclusion of the annual meeting of the Congress of Delegates at
4 which their elections occur and expire at the conclusion of the third succeeding annual meeting
5 of the Congress of Delegates, or when their successors are elected. No directors elected to a
6 three year term shall be eligible for renomination to the Board of Directors unless at least one year
7 has elapsed since the expiration of their previous term. Vacancies on the Board of Directors shall
8 be filled by a majority vote of the remaining members of the Board for the unexpired term of any
9 vacancy occurring. Directors who have been appointed to the Board by the Board of Directors to
10 fill an unexpired term and who have served for a period of less than one year shall be eligible for
11 renomination to the Board, notwithstanding the provisions to the contrary in this section.

12 The resident, student and new physician members of the Board of Directors shall serve one
13 year terms and shall not be eligible to be re-elected to the Board of Directors in the same capac-
14 ity. In addition, an individual who has served as the resident, student or new physician member
15 of the Board of Directors shall not be eligible to serve as a Board member representing either
16 of such other two specified classes of members. In the event the resident or student director
17 discontinues resident or student membership in the Academy or becomes ineligible for resident
18 or student membership, the position shall be declared vacant and shall be filled by a majority
19 vote of the Board of Directors for the unexpired term. However, no vacancy shall be deemed to
20 exist solely because the resident completes residency training during his or her term of office or
21 because the student completes medical school during his or her term of office.

22 If a vacancy for the resident, student or new physician member of the Board of Directors is
23 filled pursuant to a majority vote of the Board, service for the unexpired term shall not affect an
24 individual's eligibility to seek subsequent election as the resident, student or new physician mem-
25 ber of the Board.

1 **SECTION 7.** The president, president-elect, speaker of the Congress of Delegates, vice
2 speaker of the Congress of Delegates, chair of the Board of Directors, or any member of the
3 Board may be removed from office for cause by a two-thirds (2/3) vote of the total voting mem-
4 bers of the Board of Directors. Any vacancy which shall occur as a result of removal from office
5 shall be filled in the same manner as is otherwise provided in this chapter.

6 No action may be taken to remove any person listed in the preceding paragraph from office
7 except upon the written petition of five (5) voting members of the Board of Directors. The peti-
8 tion shall be delivered to the secretary of the Board of Directors and shall state the cause(s) for
9 which removal is sought. Within five (5) days of receipt of such petition, the secretary shall cause
10 a copy thereof to be sent by registered mail, with return receipt requested, to each officer and
11 member of the Board of Directors. The person whose removal is being sought may answer the

12 petition in writing at any time prior to the meeting of the Board of Directors but need not do so
13 and failure to answer shall not be an admission of truth of the charges or a waiver of the right to
14 a hearing. The petition shall be considered and a decision rendered at the first meeting of the
15 Board of Directors which is held no less than fifteen (15) days after the date on which a copy of
16 the petition was mailed to the officers and directors. The person whose removal is being sought
17 shall be afforded every opportunity to be heard at the Board meeting at which the petition is con-
18 sidered and may be represented by counsel.

CHAPTER XV

Standing Commissions and Committees

1 **SECTION 1.** The Board of Directors shall appoint a Commission on Education, a
2 Commission on Membership and Member Services and a Commission on Finance and
3 Insurance. The composition of these bodies shall be determined by the Board of Directors and
4 their functions shall be as specifically set forth in other sections of these Bylaws and as may be
5 determined by the Board of Directors. In addition, the Board of Directors may appoint such addi-
6 tional commissions, committees or similar organizational entities to assist the Board of Directors
7 as it deems appropriate. The composition and functions of such additional commissions, com-
8 mittees or organizational entities shall be as determined by the Board of Directors.

1 **SECTION 2.** Those representing the Academy on official business, including members of
2 commissions and committees and other similar organizational entities, shall be reimbursed in accor-
3 dance with reimbursement policies established by the Commission on Finance and Insurance.

CHAPTER XVI

Emergency Governance Bylaws

1 **SECTION 1.** Emergency Condition. The following Bylaws shall become operative upon any
2 emergency resulting from an attack on the United States or on a locality in which the Academy
3 conducts its business or holds its meetings, or upon any disaster, catastrophe or other similar
4 emergency condition, as a result of which either of the following conditions occur:

- 5 a) Congress of Delegates. The quorum necessary for a Congress of Delegates meeting
6 cannot readily be convened.
- 7 b) Board of Directors. The regular quorum of a majority of directors necessary for a meeting
8 cannot readily be convened.

1 **SECTION 2.** Congress of Delegates. Regular meetings of the Congress of Delegates may
2 be suspended by the Board of Directors during an emergency condition.

- 3 a) Quorum. If a meeting is not suspended, a majority of the delegates present at the com-
4 mencement of the meeting shall constitute a quorum for the meeting.
- 5 b) Elections. Any elections to be held at a meeting during an emergency condition shall be
6 suspended.
- 7 i) Office of the President. The President, President-Elect, and Board Chair in office imme-
8 diately prior to the commencement of the emergency condition shall remain in their
9 respective offices until the first meeting of the Congress of Delegates following the end
10 of the emergency condition.

- 11 ii) Vacancy. If the office of President becomes vacant during the emergency condition,
12 the President-Elect shall immediately become President and serve the remainder
13 of the unexpired term and then assume office in accordance with Chapter XIV, Section
14 2. If both the Office of the President and the Office of the President-Elect become
15 vacant during the emergency condition, the Speaker shall immediately become
16 President and serve until the first meeting of the Congress of Delegates following the
17 end of the emergency condition. At such first subsequent meeting, elections shall be
18 held for the offices of the President and President-Elect.
- 19 iii) Continuation of Office. All other officers and elected Board members in office immedi-
20 ately prior to commencement of the emergency condition shall remain in their respec-
21 tive offices until the later of (i) the first meeting of the Congress of Delegates follow-
22 ing the end of the emergency condition, or (ii) the end of their terms of office (in the
23 absence of any emergency condition).
- 24 iv) Extension of Tenure. Limitations on tenure of officers and directors shall not apply
25 during an emergency condition.

1 **SECTION 3. Board of Directors.**

- 2 a) Minimum Number of Directors. The Board of Directors shall be composed of a minimum
3 of seven directors during an emergency condition.
- 4 b) Designation of Emergency Directors. If fewer than seven Board members are available to
5 meet, the chairs of the commissions become Emergency Directors and shall serve on the
6 Board of Directors (in addition to regular Board members who are available). If there are
7 still fewer than seven Board members available after taking into account the Emergency
8 Directors and regular Board members, the available Board members shall appoint suffi-
9 cient additional Emergency Directors to comprise the minimum.
- 10 c) Duties and Privileges. Emergency Directors shall have all duties and privileges of direc-
11 tors, and shall serve as directors until the earlier of (i) the first meeting of the Congress of
12 Delegates following the end of the emergency condition, or (ii) at least seven Board mem-
13 bers (other than Emergency Directors) are available to meet.
- 14 d) Authority. The primary duty of the Board of Directors during an emergency condition
15 shall be the continuation and management of the Academy. The Board of Directors may,
16 upon a two-thirds affirmative vote, adopt such other emergency Bylaws as may be neces-
17 sary for such continuation and management.
- 18 e) Meetings. A meeting of the Board of Directors may be called by any director. Notice of
19 any meeting shall be given to such directors as may be feasible to reach at the time and
20 by such means as may be feasible at the time.
- 21 f) Quorum. A majority of the members of the Board of Directors shall constitute a quorum.
- 22 g) Effect of Action. Action taken in accordance with these emergency Bylaws shall bind the
23 Academy. No director acting in accordance with these emergency Bylaws shall be liable
24 for such action, except for willful misconduct.

1 **SECTION 4.** Duration. To the extent not inconsistent with any emergency Bylaws, the
2 Bylaws of the Academy shall remain in effect during the emergency condition. Upon the end of
3 the emergency condition, as determined by the Board of Directors, the emergency Bylaws shall
4 cease to be operative.

CHAPTER XVII **Miscellaneous**

1 **SECTION 1.** Inspection of Records. The minutes of the proceedings of the Board of
2 Directors and of the Congress of Delegates, the membership books, and books of account shall
3 be open to inspection upon the written demand of any member at any reasonable time, for any
4 purpose reasonably related to the member's interest as a member, and shall be produced at
5 any time when requested by the demand of ten percent of the members at any meeting of the
6 Assembly. Such inspection may be made by agent or attorney, and shall include the right to
7 make extracts thereof. Demand of inspection, other than at a meeting of the members, shall be in
8 writing, upon the president or secretary of the Academy.

1 **SECTION 2.** Annual Report. The directors shall cause to be sent to the members not later
2 than six (6) months after the close of the fiscal year, a balance sheet, as of the closing date of
3 such fiscal year, together with a statement of the income and profit and loss for such fiscal year.
4 Such financial statement shall be certified to by a public accountant.

1 **SECTION 3.** Seal. The Academy shall have a seal, the form and devise of which shall be
2 adopted by the Board of Directors.

1 **SECTION 4.** The term "constituent chapter" wherever used in the Bylaws shall include con-
2 stituent state and regional chapters and the constituent uniformed services chapter.

1 **SECTION 5.** The fiscal year of this corporation shall be determined by the Board of Directors.

1 **SECTION 6.** Indemnification. Every person who is or shall be or shall have been a director,
2 officer, member of a committee or commission or an employee or agent of this corporation, or who
3 is or shall be serving or shall have served at the request of this corporation in any such capacity in
4 another corporation, partnership, joint venture, trust or other enterprise or organization or any com-
5 mittee thereof, and the personal representative of each person described in this sentence, shall be
6 indemnified by this corporation against all costs and expenses reasonably incurred by or imposed
7 upon any such person in connection with or resulting from any action, suit or proceeding to which
8 such person may be made a party by reason of such person's being or having been in such posi-
9 tion or capacity for this corporation or for any other enterprise or organization at the request of this
10 corporation, except in relation to such matters as to which such person shall finally be adjudicated in
11 such action, suit or proceeding to have acted in bad faith and to have been liable by reason of will-
12 ful misconduct in the performance of such person's duty in such indemnified capacity. Each such
13 person shall be indemnified also by this corporation against any and all criminal claims and liabilities
14 to which such person has or shall become subject by reason of action alleged to have been taken,
15 omitted or neglected by him or her in any capacity enumerated in the preceding sentence, provided,
16 however, that no such person shall be indemnified against or be reimbursed for any expenses
17 incurred in connection with any criminal claim or liability unless such person had reasonable cause
18 to believe that his or her conduct which resulted in the criminal claim or liability was lawful. "Costs
19 and expenses" shall include, but are not limited to, attorneys' fees, damages, fines and reasonable
20 amounts paid in settlement. The right to indemnification conferred by this section shall not restrict
21 the power of the corporation to make any other or further indemnification permitted by law.

1 **SECTION 7.** Rules of Order. *The Standard Code of Parliamentary Procedure* (Sturgis),
2 Current Edition, shall control all parliamentary proceedings of the meetings of the Congress of
3 Delegates and the Board of Directors except when in conflict with the Bylaws of the Academy.

CHAPTER XVIII
Amendments to Bylaws

1 Any five (5) or more members may propose Bylaws or Amendments of Bylaws. Such pro-
2 posals shall be submitted to the executive vice president at least one hundred (100) days prior
3 to any regular or special meeting of the Congress of Delegates. At least thirty (30) days prior
4 to said meeting, the executive vice president shall provide notice of the availability of proposed
5 amendments to all Academy members. Such notice shall be published in an official publication
6 of the Academy sent to the entire membership, shall include a summary of all proposed amend-
7 ments and shall set forth a mechanism by which any member may obtain a copy of all proposed
8 amendments. An affirmative vote of at least two-thirds (2/3) of the delegates present and voting
9 shall constitute adoption. Amendments shall take effect immediately upon adoption unless
10 otherwise specified.

