



# AMERICAN ACADEMY OF FAMILY PHYSICIANS

---

## **BYLAWS**

**September 12, 2017**

(Reprinted as of September 12, 2017. No amendments  
were adopted by the 2017 Congress of Delegates.)

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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:

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- A. provide advocacy, representation and leadership for the specialty of family medicine; and
  - B. provide responsible advocacy for and education of patients and the public in all health-related matters;
  - 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;
  - D. promote and maintain high standards among physicians who practice family medicine;
  - E. preserve the right of family physicians to engage in medical and surgical procedures for which they are qualified by training and experience;
  - F. provide for the continuing professional development of its members; and
  - 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**

**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.

127 **B. Inactive Members.**

- 128 1. **Eligibility.** Effective January 1, 1989, inactive members shall be members who  
129 are:  
130 a. incapacitated by reason of illness, accident, or infirmity or;  
131 b. totally retired and not eligible for Life membership; or  
132 c. under extenuating circumstances established by the Board, active  
133 members, resident members or supporting members who interrupt their  
134 practices or residency training; provided, however, that no person may hold  
135 inactive membership who does not hold a current medical license because  
136 such license has been revoked as a result of a disciplinary action.  
137 2. **Application and Approval.** Applications for inactive membership shall be in a  
138 form prescribed by the Board.  
139 a. No member shall be considered for inactive membership unless he or she  
140 has first been placed in this status by his or her respective constituent  
141 chapter, or in cases in which such member practices or resides where no  
142 constituent chapter exists, then the Board.  
143 b. Election to inactive membership shall be for a maximum of one year,  
144 subject to re-election pursuant to clause c below, unless the member is  
145 totally retired.  
146 c. An inactive member may be re-elected to this classification annually by the  
147 Board.  
148 d. Totally retired members need not be re-elected annually.  
149 e. Inactive members shall not be required to meet the continuing medical  
150 education requirements as provided in Section 3 of this Article.  
151 3. **Privileges.** Inactive members shall not be entitled to hold office in the AAFP,  
152 but shall have voice in reference committees.  
153

154 **C. Life Members.**

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

- 171 1. **Eligibility.** Honorary members shall be persons of distinction who have  
172 rendered outstanding service to the AAFP or to the medical profession, or  
173 distinguished members of the AAFP who have retired from practice.  
174 2. **Nomination and Approval.** Nominees for honorary membership must be  
175 presented to the Board for consideration. The Board shall at its discretion  
176 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 31<sup>st</sup> 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  
551 **ARTICLE VIII**  
552 **Officers**  
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.

683  
684 **ARTICLE IX**  
685 **Board of Directors**  
686

687 **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

### 787 **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.