



AMERICAN ACADEMY OF FAMILY PHYSICIANS

BYLAWS

October 9, 2018

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**

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

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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.

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A. Active Members.

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1. Eligibility. Active members shall be family physicians:

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- 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 or its designee. 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.**
138 a. Requests for inactive membership shall be made to and approved by the
139 member's constituent chapter, or in cases in which such member practices
140 or resides where no constituent chapter exists, then the Board.
141 b. Election to inactive membership shall be for a maximum of one year,
142 subject to re-election pursuant to clause c below, unless the member is
143 totally retired.
144 c. An inactive member may be re-elected to this classification annually by the
145 Board.
146 d. Totally retired members need not be re-elected annually.
147 3. **Privileges.** Inactive members shall not be entitled to hold office in the AAFP,
148 but shall have voice in reference committees.
149

150 **C. Life Members.**

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156 because such license has been revoked as a result of a disciplinary action.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

164 **D. Honorary Members.**

- 165 1. **Eligibility.** Honorary members shall be persons of distinction who have
166 rendered outstanding service to the AAFP or to the medical profession, or
167 distinguished members of the AAFP who have retired from practice.
168 2. **Nomination and Approval.** Nominees for honorary membership must be
169 presented to the Board for consideration. The Board shall at its discretion
170 submit nominees to the Congress of Delegates for approval.
171 3. **Privileges.** Honorary members shall not pay dues or admission fees, and shall
172 have no right, title or interest in any of the property of the AAFP, may not hold
173 office but shall have voice in reference committees.
174

175 **E. Resident Members.**

- 176 1. **Eligibility.** Resident members shall be:
177 a. physicians in training in:
178 (1) an ACGME-approved family medicine residency; or

- 179 (2) an AOA-approved rotating general or family medicine internship; or
180 (3) an AOA approved general or family medicine residency; or
181 b. graduates of ACGME-approved family medicine residencies; or AOA-
182 approved general or family medicine residencies who extend their training
183 immediately upon completion of residency training and who serve full time
184 in extended, structured, supervised programs of at least one year duration
185 to gain additional skills in research, administration and teaching or a
186 specific clinical area of interest.
- 187 **2. Application and Approval.** Applications for resident membership shall be in a
188 form prescribed by the Board or its designee. Election to resident membership
189 shall be made by the Board or its designee.
- 190 a. Election to resident membership shall be for the duration of one's residency
191 or extended training.
- 192 b. Upon completion of their residency training, and upon verification of
193 eligibility for active membership, resident members shall be automatically
194 transferred to active membership.
- 195 **3. Privileges.**
- 196 a. Resident members may serve on national, state and chapter commissions
197 and committees as determined by the applicable Board. Resident members
198 who are appointed to serve on national commissions and committees have
199 the right to vote in such bodies but are not eligible to serve as chair.
- 200 b. A resident member shall be selected to serve on the Board as described in
201 Article X of these Bylaws and the Standing Rules of the Congress of
202 Delegates.
- 203 c. The resident member of the Board shall have full voting privileges on the
204 Board.
- 205 d. Two resident members elected as delegates to the Congress of Delegates
206 have the privilege of the floor and the right to vote. The two resident
207 members elected as alternates to the Congress of Delegates have the
208 privilege of the floor without the right to vote.
- 209 e. Otherwise, resident members shall not be entitled to hold office in the
210 AAFP, but shall have voice in reference committees.
- 211
- 212 **F. Student Members.**
- 213 **1. Eligibility.** Student members shall be students enrolled in allopathic or
214 osteopathic medical schools that are (a) accredited by the Liaison Committee
215 on Medical Education (LCME) or the American Osteopathic Association's
216 Commission on Osteopathic College Accreditation (AOA COCA), or (b) listed
217 as operational in the then-current edition of the World Directory of Medical
218 Schools. Membership shall terminate upon graduation or withdrawal from
219 medical school.
- 220 **2. Application and Approval.** Applications for student membership shall be in a
221 form prescribed by the Board or its designee. Election to student membership
222 shall be made by the Board or its designee.
- 223 **3. Privileges.**
- 224 a. Student members may serve on national, state and chapter commissions
225 and committees as determined by the applicable Board. Student members
226 who are appointed to serve on national commissions and committees have
227 the right to vote in such bodies but are not eligible to serve as chair.
- 228 b. A student member shall be selected to serve on the Board as described in
229 Article X of these Bylaws and the Standing Rules of the Congress of
230 Delegates.

- 231 c. The student member of the Board shall have full voting privileges on the
232 Board.
233 d. Two student members elected as delegates to the Congress of Delegates
234 have the privilege of the floor and the right to vote. The two student
235 members elected as alternates to the Congress of Delegates have the
236 privilege of the floor without the right to vote.
237 e. Otherwise, student members shall not be entitled to hold office in the AAFP
238 but shall have a voice in reference committees.
239

240 **G. Supporting Members.**

241 **1. Eligibility.**

- 242 a. Supporting members shall be:
243 (1) physicians residing and practicing in the U.S. (or its territories or
244 possessions) who completed an ACGME- or AOA-accredited
245 residency program in specialties other than family medicine and not
246 otherwise eligible for some other category of membership; or
247 (2) physicians who previously held supporting membership before
248 September 30, 2016.
249 b. A supporting member shall also be duly licensed in the state in which he or
250 she practices.

- 251 **2. Application and Approval.** Applications for supporting membership shall be in
252 a form prescribed by the Board or its designee. Election to supporting
253 membership shall be made by the Board or its designee.

- 254 **3. Privileges.** Supporting members shall not be entitled to hold office in the
255 AAFP but shall have voice in reference committees.
256

257 **H. International Members.**

258 **1. Eligibility.** International members shall be:

- 259 a. family physicians outside of the United States engaged in family
260 medicine, the teaching of family medicine or medical administration, who
261 are licensed to practice in countries or territories outside the United States
262 in which no constituent chapter exists and who are not eligible for
263 membership in the Uniformed Services chapter; or
264 b. physicians in training in countries or territories outside the United States in
265 which no constituent chapter exists and who are not eligible for
266 membership in the Uniformed Services chapter.

- 267 **2. Application and Approval.** Applications for international membership shall be
268 in a form prescribed by the Board or its designee. Election to international
269 membership shall be made by the Board or its designee.

- 270 **3. Privileges.** International members shall not be entitled to hold office in the
271 AAFP but shall have voice in reference committees.
272

273 **I. Transitional Members.**

274 **1. Eligibility.**

- 275 a. A transitional member shall be a graduate of an allopathic or osteopathic
276 medical school as defined in Article III, Section 2.F.1., who has not yet
277 entered an ACGME- or AOA-approved residency.
278 b. Eligibility for transitional membership will terminate on December 31st of the
279 second full calendar year following the year in which such member
280 graduated from such allopathic or osteopathic medical school or upon the
281 member's earlier enrollment in a residency program as described in
282 subsection a. above.

- 283 **2. Application and Approval.** Applications for transitional membership shall be
284 in a form prescribed by the Board or its designee. Election to transitional
285 membership shall be made by the Board or its designee.
286 **3. Privileges.** Transitional members shall not be entitled to hold office in the
287 AAFP but shall have voice in reference committees.
288

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

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

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

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

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

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

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

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

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

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

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

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**ARTICLE V
Chapters**

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

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

365 **Section 2. Eligibility.**

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

378 **Section 3. Unified Membership.**

- 379 A. No person may hold membership in a constituent state or regional chapter or the
380 uniformed services chapter or a component branch chapter unless they be
381 likewise a member of the American Academy of Family Physicians.
382 B. Likewise no person may hold membership in the American Academy of Family
383 Physicians who does not hold membership in a constituent state or regional
384 chapter or the uniformed services chapter of the AAFP except for members who
385 do not have a constituent state, regional, or uniformed services chapter available
386 to them.
387 C. Membership in existing component chapters may be required by the constitution
388 and/or bylaws of constituent chapters as a prerequisite to membership in that
389 constituent chapter and no person may hold membership in a component chapter
390 unless she/he is a member of the constituent chapter.

391
392 **Section 4. Application.** Applications for charter shall be in such form as is approved from
393 time to time by the Board.
394

395 **Section 5. Requirements.**

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

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

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

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

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

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

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473 **ARTICLE VI**
474 **Meetings**
475

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

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

490
491 **ARTICLE VII**
492 **Congress of Delegates**
493

494 **Section. 1. Definition.** The control and administration of the AAFP shall be vested in the
495 Congress of Delegates, subject to the statutory authority of the Board and to those
496 additional duties and powers specifically reserved to the Board in these Bylaws.
497

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

517 **Section 3. Election.** The process for election of delegates and alternates shall be in
518 accordance with the Standing Rules of the Congress of Delegates and these Bylaws.
519

520 **Section 4. Privileges.**

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

529 **Section 5. Resolutions.**

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

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

543
544 **Section 6. Quorum.** A majority of the total number of delegates shall constitute a quorum
545 at any meeting of the Congress of Delegates.

546
547 **ARTICLE VIII**
548 **Officers**
549

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

554
555 **Section 2. Qualifications for Office.** The elected officers shall be active members in
556 good standing at the time of election and throughout their term of office. The executive
557 vice president/chief executive officer need not be a member of the AAFP.

558
559 **Section 3. Terms of Office.** All officers elected shall take office immediately following the
560 annual Congress of Delegates meeting at which they are elected.

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

574
575 **Section 4. Vacancies.**

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

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

601
602 **Section 5. Removal from Office.** Any officer of the AAFP may be removed from office for
603 cause by a two-thirds (2/3) vote of the total voting members of the Board. Any vacancy
604 that shall occur as a result of removal from office shall be filled in the same manner as is
605 provided in these Bylaws.

- 606
607 **Section 6. Procedure for Removal**
- 608 A. No action may be taken to remove any officer listed in Section 5 except upon
609 written petition of five (5) voting members of the Board.
- 610 B. The petition shall be delivered to the secretary of the Board and shall state the
611 cause(s) for which removal is sought.
- 612 C. Within five (5) days of receipt of such petition, the secretary shall cause a copy
613 thereof to be sent by registered mail, with return receipt requested, to each officer
614 and member of the Board.
- 615 D. The officer whose removal is being sought may answer the petition in writing at
616 any time prior to the meeting of the Board, but need not do so; failure to answer
617 shall not be an admission of truth of the charges or a waiver of the right to a
618 hearing.
- 619 E. The petition shall be considered and a decision rendered at the first meeting of the
620 Board which is held no less than thirty (30) days after the date on which a copy of
621 the petition was mailed to the officers and directors.
- 622 F. The officer whose removal is being sought shall be afforded reasonable
623 opportunity to be heard at the Board meeting at which the petition is considered
624 and may be represented by counsel.

625
626 **Section 7. Duties of Officers.** In addition to their specified duties, officers shall perform
627 other duties as may be directed by the Board.

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

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

680 **ARTICLE IX**
681 **Board of Directors**

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

- 683 A. immediate past president who shall serve as chair;
684 B. president;
685 C. president-elect;
686 D. speaker of the Congress of Delegates;
687

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

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

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

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

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

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

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

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

755 **Section 6. Vacancies.**

756 **A. At Large Directors.**

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

766 **B. Resident, Student and New Physician.** If the resident, student or new physician 767 becomes ineligible or discontinues membership in the AAFP, the position is 768 declared vacant.

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

777 **Section 7. Removal from Office for At Large Directors, Resident, Student and New 778 Physician.** Any at large, resident, student or new physician director of the AAFP may be 779 removed from office for cause by a two-thirds (2/3) vote of the total voting members of the 780 Board. Any vacancy that shall occur as a result of removal from office shall be filled in the 781 same manner as is provided in these Bylaws. 782

783 **Section 8. Procedure for Removal.**

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

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

801
802 **Section 9. Meetings.**

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

811
812 **Section 10. Location.** The Board chair shall determine the time and location of meetings.

813
814 **Section 11. Quorum.** A majority of the voting members of the Board shall constitute a
815 quorum for any regular or special meeting of the Board.

816
817 **Section 12. Reimbursement.** Officers and members of the Board shall be reimbursed for
818 representing the AAFP on official business in accordance with reimbursement policies
819 established by the Commission on Finance and Insurance.

820
821 **ARTICLE X**
822 **Nominations and Elections**

823
824 **Section 1. Nominations.** All candidates for AAFP elected office including president-elect,
825 speaker, and vice-speaker of the Congress of Delegates, and for each vacancy occurring
826 on the Board shall be nominated by their constituent chapter. The letter of endorsement/
827 nomination shall be submitted in writing in accordance with the Standing Rules of the
828 Congress of Delegates.

829 **Section 2. Elections.**

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

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

856
857 **ARTICLE XI**
858 **Executive Committee**
859

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

- 862 A. the Board chair;
- 863 B. the president;
- 864 C. the president-elect;
- 865 D. the speaker of the Congress of Delegates; and
- 866 E. one at-large member of the Board who shall be elected as determined by the
867 Board.

868
869 **Section 2. Duties and Powers.** The Executive Committee, by a majority vote, shall have
870 full authority to conduct necessary business:

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

875
876 **Section 3. Meetings.** Meetings of the Executive Committee shall be held at the call of the
877 chair.

878
879 **Section 4. Quorum.** Three members of the Executive Committee shall constitute a
880 quorum for any regular or special meeting of the Executive Committee.

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

883
884 **ARTICLE XII**
885 **Emergency Governing Bylaws**
886

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

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

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

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

926 **Section 3. Board of Directors**

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

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

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

961 **ARTICLE XIII**
962 **Standing Commissions and Committees**
963

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

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

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

980 **ARTICLE XIV**
981 **Ethics**
982

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

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

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

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

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

ARTICLE XV Inspection of Records

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

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

- 1052 B. Minutes of the proceedings of the Congress of Delegates; and
- 1053 C. Membership directory; and
- 1054 D. Financial records

1055

1056 **Section 2.** Inspection of records shall be produced at any time when requested by ten
1057 (10) percent of the members at any meeting of the Congress of Delegates and:

- 1058 A. may be made by agent or attorney, and
- 1059 B. shall include the right to make extractions

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1061 **Section 3.** Demand of inspection, other than at a meeting of the members, shall be in
1062 writing to the president or secretary of the AAFP.

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ARTICLE XVI Annual Report

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1067 **Section 1.** The Board of Directors shall send a balance sheet to the Congress of
1068 Delegates:

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ARTICLE XVII Indemnification

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1077 **Section 1.** Every person who is or shall be or shall have been a director, officer, member
1078 of a committee or commission or an employee or agent of this corporation, or who is or
1079 shall be serving or shall have served at the request of this corporation in any such
1080 capacity in another corporation, partnership, joint venture, trust or other enterprise or
1081 organization or any committee thereof, and the personal representative of each person
1082 described in this sentence, shall be indemnified by this corporation against all costs and
1083 expenses reasonably incurred by or imposed upon any such person in connection with or
1084 resulting from any action, suit or proceeding to which such person may be made a party
1085 by reason of such person's being or having been in such position or capacity for this
1086 corporation or for any other enterprise or organization at the request of this corporation,
1087 except in relation to such matter as to which such person shall finally be adjudicated in
1088 such action, suit or proceedings to have acted in bad faith and to have been liable by
1089 reason of willful misconduct in the performance of such person's duty in such indemnified
1090 capacity.

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

1103 **Section 4.** The right to indemnification conferred by this Article shall not restrict the power
1104 of the corporation to make any other or further indemnification permitted by law.

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1106 **ARTICLE XVIII**
1107 **Parliamentary Authority**
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1109 The rules contained in the current edition of *American Institute of Parliamentarians*
1110 *Standard Code of Parliamentary Procedure* shall govern the AAFP in all cases to which
1111 they are applicable, and in which they are not inconsistent with these Bylaws and any
1112 special rules of order the AAFP may adopt.

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1114 **ARTICLE XIX**
1115 **Amendment of Bylaws**
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1117 **Section 1.** Amendments shall:

- 1118 A. be proposed by any five (5) or more members; and
1119 B. be submitted to the executive vice president/chief executive officer at least one
1120 hundred (100) days prior to any regular or special meeting of the Congress of
1121 Delegates.
- 1122 1. The executive vice president/chief executive officer shall provide notice of the
1123 availability of proposed amendments to all AAFP members at least thirty (30)
1124 days prior to said meeting; and
 - 1125 2. Such notice shall:
 - 1126 a. be published in an official publication of the AAFP sent to the entire
1127 membership; and
 - 1128 b. include a summary of all proposed amendments; and
 - 1129 c. set forth a mechanism by which any member may obtain a copy of all
1130 proposed amendments.

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1132 **Section 2.** These Bylaws may be amended at any regular or special meeting of the
1133 Congress of Delegates by an affirmative two-thirds vote of the delegates present and
1134 voting.

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1136 **Section 3.** Amendments shall take effect immediately upon adoption unless otherwise
1137 specified.