BYLAWS

October 9, 2018

11400 Tomahawk Creek Parkway, Leawood, KS 66211
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BYLAWS OF
THE AMERICAN ACADEMY OF FAMILY PHYSICIANS

ARTICLE I
Name

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.

ARTICLE II
Purpose

The purpose is to:
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.

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
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.
B. Inactive Members.

1. Eligibility. Effective January 1, 1989, inactive members shall be members who are:
   a. incapacitated by reason of illness, accident, or infirmity or;
   b. totally retired and not eligible for Life membership; or
   c. under extenuating circumstances established by the Board, active members, resident members or supporting members who interrupt their practices or residency training; provided, however, that no person may hold inactive membership who does not hold a current medical license because such license has been revoked as a result of a disciplinary action.

2. Application and Approval.
   a. Requests for inactive membership shall be made to and approved by the member’s constituent chapter, or in cases in which such member practices or resides where no constituent chapter exists, then the Board.
   b. Election to inactive membership shall be for a maximum of one year, subject to re-election pursuant to clause c below, unless the member is totally retired.
   c. An inactive member may be re-elected to this classification annually by the Board.
   d. Totally retired members need not be re-elected annually.

3. Privileges. Inactive members shall not be entitled to hold office in the AAFP, but shall have voice in reference committees.

C. Life Members.

1. Eligibility. Life members shall be persons who have held active membership in the AAFP for a minimum of 25 years and who have had five years of continuous membership immediately prior to election as life members. Such persons must have also attained age seventy (70) or be totally retired. No person may hold life membership who does not hold a current medical license because such license has been revoked as a result of a disciplinary action.

2. Application and Approval. Requests for life membership shall be made to the Board of directors, or its designee, of such constituent chapter, or in cases in which such member practices or resides where no constituent chapter exists, then by the Board.

3. Privileges. Life members shall not be entitled to hold office in the AAFP but shall have voice in reference committees.

D. Honorary Members.

1. Eligibility. Honorary members shall be persons of distinction who have rendered outstanding service to the AAFP or to the medical profession, or distinguished members of the AAFP who have retired from practice.

2. Nomination and Approval. Nominees for honorary membership must be presented to the Board for consideration. The Board shall at its discretion submit nominees to the Congress of Delegates for approval.

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

E. Resident Members.

1. Eligibility. Resident members shall be:
   a. physicians in training in:
      (1) an ACGME-approved family medicine residency; or
2. Application and Approval. Applications for resident membership shall be in a form prescribed by the Board or its designee. Election to resident membership shall be made by the Board or its designee.

a. Election to resident membership shall be for the duration of one’s residency or extended training.

b. Upon completion of their residency training, and upon verification of eligibility for active membership, resident members shall be automatically transferred to active membership.

3. Privileges.

a. Resident members may serve on national, state and chapter commissions and committees as determined by the applicable Board. Resident 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 resident 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 resident member of the Board shall have full voting privileges on the Board.

d. Two resident members elected as delegates to the Congress of Delegates have the privilege of the floor and the right to vote. The two resident members elected as alternates to the Congress of Delegates have the privilege of the floor without the right to vote.

e. Otherwise, resident members shall not be entitled to hold office in the AAFP, but shall have voice in reference committees.

F. Student Members.

1. Eligibility. Student members shall be students enrolled in allopathic or osteopathic medical schools that are (a) accredited by the Liaison Committee on Medical Education (LCME) or the American Osteopathic Association’s Commission on Osteopathic College Accreditation (AOA COCA), or (b) listed as operational in the then-current edition of the World Directory of Medical Schools. Membership shall terminate upon graduation or withdrawal from medical school.

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

3. 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 or its designee. 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. 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.

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

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

I. Transitional Members.

1. Eligibility.

   a. A transitional member shall be a graduate of an allopathic or osteopathic medical school as defined in Article III, Section 2.F.1., who has not yet entered an ACGME- or AOA-approved residency.

   b. Eligibility for transitional membership will terminate on December 31st of the second full calendar year following the year in which such member graduated from such allopathic or osteopathic medical school or upon the member’s earlier enrollment in a residency program as described in subsection a. above.
2. **Application and Approval.** Applications for transitional membership shall be in a form prescribed by the Board or its designee. Election to transitional membership shall be made by the Board or its designee.

3. **Privileges.** Transitional members shall not be entitled to hold office in the AAFP but shall have voice in reference committees.

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

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

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

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

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

Section 1. Definition. A Fellow is an earned degree upon fulfilling the following requirements:
A. held active membership for six years or a combination of resident and active membership for a total of six years; and
B. fulfilled such other criteria for Fellow as may be established by the Board.

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

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

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

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

ARTICLE V
Chapters

Section 1. Classification. There shall be the following constituent chapters: (A) state; (B) regional; and (C) uniformed services.
A. State. There shall be one chartered constituent chapter per state.
B. Regional. There shall be one chartered constituent chapter in the District of Columbia and one in each United States possession or territory.
C. Uniformed Services. There shall be one uniformed services chartered constituent chapter for members serving in the Army, Navy, Air Force and Public Health Service.
D. Component Branch Chapters. A constituent chapter may, under provisions in its constitution and/or bylaws approved by the Board, charter component branches in counties or districts of such state or region, including student and/or resident chapters.

Section 2. Eligibility.
A. State & Regional. Members of constituent chapters shall be the persons who qualify and are members as stated in Article III.
B. Uniformed Services. Members of uniformed services chartered constituent chapter shall be persons who qualify for membership as stated in Article III and
1. are on active duty; or
2. former members of the uniformed services who practice within a military facility; or
3. students in a uniformed services medical school; or
4. students who have a service obligation to the uniformed services upon completion of their training and who are eligible for membership.
Section 3. Unified Membership.

A. No person may hold membership in a constituent state or regional chapter or the uniformed services chapter or a component branch chapter unless they be likewise a member of the American Academy of Family Physicians.

B. Likewise no person may hold membership in the American Academy of Family Physicians who does not hold membership in a constituent state or regional chapter or the uniformed services chapter of the AAFP except for members who do not have a constituent state, regional, or uniformed services chapter available to them.

C. Membership in existing component chapters may be required by the constitution and/or bylaws of constituent chapters as a prerequisite to membership in that constituent chapter and no person may hold membership in a component chapter unless she/he is a member of the constituent chapter.

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

Section 5. Requirements.

A. Requirements for charter shall be in accordance with procedures established by the Board.

B. Amendments to all constituent chapter bylaws shall be submitted in writing to the AAFP no later than thirty (30) days following the adoption of such amendments.

C. No amendment shall be of any force or effect until it has been approved by the Board; however, such amendment shall be considered to be approved if the Board fails to give written notice of its objections within ninety (90) days following receipt.

D. Amendments relating solely to the internal structure and organization of the constituent chapter and which do not address issues specifically addressed in these Bylaws may be implemented immediately upon adoption by the constituent chapter but shall be subject to review by the Board.

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

A. Transfer of membership shall:
   1. occur within six (6) months after moving;
   2. be verified for eligibility of membership in the chapter of the new practice location or residence; and
   3. provide notice of transfer to the member and to the previous and new chapters.

B. Members who fail to transfer their chapter membership within six (6) months, unless they are members of the uniformed services chapter, shall, upon verification of eligibility, be automatically relocated to the chapter in which they then practice or reside. If membership eligibility cannot be verified in the new chapter where the member practices or resides, then the member shall be notified that after thirty (30) days their membership will be canceled.

C. If transferring to a state or region where no constituent chapter exists, a member shall remain a member of his/her constituent chapter.

D. Resident members shall automatically be transferred who have just completed their residency training and are relocating to the appropriate chapter without first being required to apply for transfer of membership to that chapter.

Section 7. Revocation. Any charter may be suspended or revoked by the Congress of Delegates in the event of any action deemed to be in conflict or failure to comply with the letter or intent of these Bylaws.
Section 8. Chapter Misconduct. The procedure for filing charges against any chapter is defined as follows:

A. Any member may file written charges against any chapter with the executive vice president/chief executive officer of the AAFP and the charges must:
   1. Be signed by the accuser or accusers, and
   2. State the acts or conduct complained of with reasonable particularity.

B. The executive vice president/chief executive officer must present the charges to the Board at its next meeting.

C. The Board shall consider the charges and either dismiss them or proceed as follows:
   1. Within ten (10) days of receipt, serve a copy of the charges to the accused chapter by:
      a. depositing a copy of the charges in the mail by sending registered and addressed to the secretary or other officer of the chapter, and
      b. fix a time and place for the hearing of the charges, and
      c. notify the accused chapter of the time and place at the same time and in the same manner as provided for in serving of the charges.
   2. The time set for the hearing shall not be less than fifteen (15) days nor more than ninety (90) days after charges are served.
   3. After having given the accused and the accuser reasonable opportunity to be heard in person or by counsel and to present all evidence and proofs, conclude the hearing and within thirty (30) days render a decision.
   4. The affirmative vote of a majority of members of the Board present and voting shall constitute the decision of the Board to either:
      a. dismiss the charges, or
      b. order them presented to the Congress of Delegates.
   5. Present its decision to the Congress of Delegates in a written resolution signed by the Secretary of the Congress of Delegates and Board chair.

D. Should the Board dismiss the charges, it will furnish the accused and the accuser with a copy of the resolution.

E. Should the Board choose to present the charges to the Congress of Delegates, the resolution shall be read:
   1. at the next regular meeting of the Congress of Delegates, or
   2. at a special meeting duly called for that purpose, provided that a copy of the decision shall be delivered to the accused in the same manner provided for service of charges at least fifteen (15) days before such meeting.

F. The accused and accusers shall be given reasonable opportunity to be heard at the Congress of Delegates where the decision is read.

G. A majority of those delegates present and voting shall be required to dispose of the matter; provided, however, a two-thirds (2/3) majority of all those present and voting shall be required to suspend or revoke the charter of the accused state or regional chapter; provided, further, that delegates representing the accused chapter shall not be eligible to vote on such resolution.

ARTICLE VI
Meetings

Section 1. Annual Meeting. Unless otherwise ordered by the Board, there shall be an annual meeting of the AAFP which shall include meetings of the Congress of Delegates and an educational event, together with such meetings of the Board, Executive Committee, and other commissions and committees as may be fixed by the Board. The time and place shall be designated by the Board, and announced at least sixty (60) days before the date so fixed.
Section 2. Congress of Delegates. The Congress of Delegates shall meet during the annual meeting of the AAFP and at such other times and places as it may determine. Special meetings of the Congress of Delegates may be called by a two-thirds (2/3) affirmative vote of the Board, or called by the president upon the written request of any twenty-five (25) or more of the delegates. Special meetings shall be held at such time and place as may be set forth in said call, provided notice of such meeting dates shall be given by the executive vice president/chief executive officer in writing at least sixty (60) days prior.

ARTICLE VII
Congress of Delegates

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

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

A. Two delegates and two alternates from each chartered chapter who shall be elected for terms of two (2) years or until their respective successors are elected, each of whom shall be active members and in good standing.

B. Two medical students and two family medicine residents shall serve as delegates and two medical students and two family medicine residents may be elected to serve as alternates, each of whom shall be student or resident members, respectively, and in good standing.

C. Two new physicians shall serve as delegates and two new physicians shall serve as alternates, each of whom shall be active members and in good standing.

D. Six physicians shall serve as delegates and six physicians shall serve as alternates to represent the Board approved constituency groups (other than the new physicians constituency) represented at the National Conference of Constituency Leaders, each of whom shall be active members and in good standing.

E. Representation of member constituencies (other than new physicians) through specifically-slotted delegates and alternates shall be discontinued at the conclusion of the 2020 annual meeting of the Congress of Delegates.

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

Section 4. Privileges.

A. Each delegate of the Congress of Delegates shall have one vote and shall have the privilege of the floor of the Congress.

B. Privileges of the floor without the right to vote shall be granted to the alternates to the delegates of the Congress, the officers and directors, past presidents and the chair of each commission and committee.

C. Adopt such rules of procedure for the transaction of its business as it deems desirable.

Section 5. Resolutions.

A. Except as provided in paragraph B of this Section 5, resolutions shall be submitted in writing to the executive vice president/chief executive officer or the speaker of the Congress of Delegates at least thirty (30) days prior to the meeting at which they
are to be acted upon. Any resolution not meeting the 30 day deadline is considered late.

B. Late resolutions pertinent to the objectives of the AAFP may be submitted in writing as follows:
   (1) any AAFP member or any chapter may submit a late resolution up to one hour before the opening session of the Congress of Delegates.
   (2) any delegate may submit a late resolution up to one hour before each day’s business session of the Congress of Delegates.

C. An affirmative vote of two-thirds (2/3) of the delegates present and voting shall be required for consideration of each such late resolution.

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

ARTICLE VIII
Officers

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

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

Section 3. Terms of Office. All officers elected shall take office immediately following the annual Congress of Delegates meeting at which they are elected.
   A. Board chair. The term of office begins at the conclusion of his/her term as president and expires at the conclusion of the next ensuing annual meeting of the Congress of Delegates.
   B. President. The term of office begins at the conclusion of his/her term as president-elect and expires at the conclusion of the next annual meeting of the Congress of Delegates, or when his/her successor is seated.
   C. President-elect. The term of office begins at the conclusion of the annual meeting of the Congress of Delegates at which his/her election occurred and shall expire upon succeeding to the office of president.
   D. Speaker and Vice Speaker of the Congress of Delegates. The term of office begins at the conclusion of the annual meeting of the Congress of Delegates at which elected and expires at the conclusion of the next annual meeting of the Congress of Delegates, or when his/her successor is seated.

Section 4. Vacancies.
   A. Board Chair. If a vacancy exists in the office of Board chair, it shall be filled by a majority vote of the Board from among the remaining duly elected Board members.
   B. President. If a vacancy exists in the office of president due to death, resignation, or for any reason the president shall be unable or unqualified to serve, the president-elect shall succeed to the office for the unexpired term.
   C. President-elect. If a vacancy exists in the office of president-elect due to death, resignation, or removal from office, the Board shall elect a president-elect from the current third-year at-large Board members; except that if such vacancy shall arise during the 90-day period immediately preceding the commencement of the next
Congress of Delegates, then the Congress of Delegates will elect a new president and president elect.

D. President and President-elect. In the event of the death, resignation, or incapacity of both the president and the president-elect, the Board shall elect a president for the unexpired term from the current third-year at-large Board members.

E. Speaker of the Congress of Delegates. If a vacancy exists in the office of speaker of the Congress of Delegates, the vice speaker shall succeed to the office of the speaker and the Board shall elect a vice speaker with the advice of the speaker for the unexpired term.

F. Vice Speaker of the Congress of Delegates. If a vacancy exists in the office of vice speaker of the Congress of Delegates, the Board shall elect a vice speaker with the advice of the speaker for the unexpired term.

G. Speaker and Vice Speaker. If a vacancy occurs in the office of speaker when there also is a vacancy in the office of vice speaker, the Board shall elect a speaker to fill the unexpired term.

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

Section 6. Procedure for Removal

A. No action may be taken to remove any officer listed in Section 5 except upon written petition of five (5) voting members of the Board.

B. The petition shall be delivered to the secretary of the Board and shall state the cause(s) for which removal is sought.

C. Within five (5) days of receipt of such petition, the secretary shall cause a copy thereof to be sent by registered mail, with return receipt requested, to each officer and member of the Board.

D. The officer whose removal is being sought may answer the petition in writing at any time prior to the meeting of the Board, but need not do so; failure to answer shall not be an admission of truth of the charges or a waiver of the right to a hearing.

E. The petition shall be considered and a decision rendered at the first meeting of the Board which is held no less than thirty (30) days after the date on which a copy of the petition was mailed to the officers and directors.

F. The officer whose removal is being sought shall be afforded reasonable opportunity to be heard at the Board meeting at which the petition is considered and may be represented by counsel.

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

A. The Board chair shall:
   1. be the immediate past president;
   2. preside over all meetings of the Board and Executive Committee; and
   3. be an ex officio member of the Board and all standing commissions and committees.

B. The president shall:
   1. be an ex-officio member of the Board and all standing commissions and committees;
2. preside over all meetings, if any, at the annual educational event referenced in Article VI;
3. in the absence of the speaker and vice speaker, preside over the meetings of the Congress of Delegates; and
4. in the absence of the Board chair, preside over all meetings of the Board and Executive Committee.

C. The president-elect shall:
1. be an ex-officio member of the Board;
2. in the absence of the president, preside over the meetings, if any, at the annual educational event referenced in Article VI;
3. in the absence of the Board chair and the president, preside over the meetings of the Board and Executive Committee;
4. succeed to the office of president; and
5. if a vacancy occurs in the office of president, serve the unexpired term of president and then serve a term of president.

D. The speaker of the Congress of Delegates shall:
1. be an ex-officio member of the Board;
2. preside over the meetings of the Congress of Delegates;
3. appoint all reference and special committees of the Congress of Delegates;
4. be empowered to grant the privilege of the floor of the Congress of Delegates; and
5. be entitled to vote only in the case of a tie providing the tie is not between candidates for election.

E. The vice speaker of the Congress of Delegates shall:
1. be an ex-officio member of the Board; and
2. in the absence of the speaker of the Congress of Delegates, or by request of the speaker, preside over the meetings of the Congress of Delegates.

F. The executive vice president/chief executive officer shall:
1. be an ex-officio member of the Board;
2. perform such duties as requested by the Board and under the direction of the Board;
3. perform such duties as the title of corporate secretary of the AAFP;
4. with the approval of the Board, appoint one or more assistant secretaries to perform any duties incident to the office of secretary;
5. ensure that an accurate record of all proceedings and transactions of the Congress of Delegates and Board are kept;
6. supervise all other employees and agents of the AAFP;
7. have other powers and duties as may be prescribed by the Board or these Bylaws;
8. be without a vote;
9. be bonded in an amount fixed by the Board, the premium thereon to be paid by the AAFP; and
10. be appointed for a term and stipend to be fixed by the Board.

ARTICLE IX
Board of Directors

Section 1. Composition. The Board shall be composed of:
A. immediate past president who shall serve as chair;
B. president;
C. president-elect;
D. speaker of the Congress of Delegates;
E. vice speaker of the Congress of Delegates;
F. one resident member;
G. one new physician member defined as an active member in good standing who was first eligible for active membership fewer than seven years before being elected to the Board;
H. one student member;
I. executive vice-president/chief executive officer; and
J. nine at large directors.

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

Section 3. Eligibility and Term of At Large Directors.

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

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

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

A. calling a special meeting of the Congress of Delegates by a two-thirds (2/3) affirmative vote;
B. at the first meeting of the Board following the adjournment of the Congress of Delegates, designate member(s) to fill the vacant positions of resident, student and new physician member of the Board of Directors, if elected members are not approved;
C. hiring an executive vice president/chief executive officer who does not have to be a member of the AAFP;
D. setting the term and stipend of the executive vice president/chief executive officer;
E. at a meeting designated by the Board, elect an at-large member to the Executive Committee who shall serve for the ensuing year subject to the continuation of his/her membership on the Board;
F. establishing criteria for the degree of Fellow as deemed necessary;
G. determining the fiscal year;
H. establish dues and assessments for all classifications of membership;
I. adopting the form and design of the seal;
J. issuing a charter for a constituent chapter, as appropriate;
K. revising issued charters periodically for conformance;
L. approving a constituent chapter bylaws and amendments to bylaws;
M. causing charters to be suspended or revoked;
N. determining validity of charges against chapters and take appropriate action in a
timely manner in accordance with Article V, Section 8 of these Bylaws;
O. electing a vice speaker with the advice of the speaker to fill an unexpired term;
P. determining method of electing student and resident delegates and alternates;
Q. appointing members of the Education; Membership and Member Services;
Finance and Insurance commissions and other commissions as deemed
necessary; and
R. electing members who do not have a constituent chapter to an appropriate
membership category.

Section 6. Vacancies.

A. At Large Directors.

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

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

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

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

Section 8. Procedure for Removal.

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

E. The petition shall be considered and a decision rendered at the first meeting of the Board which is held no less than thirty (30) days after the date on which a copy of the petition was mailed to the officers and directors.

F. The Board member whose removal is being sought shall be afforded reasonable opportunity to be heard at the Board meeting at which the petition is considered and may be represented by counsel.

**Section 9. Meetings.**

A. **Regular Meetings.** Regular meetings of the Board shall be held:

1. immediately prior to the annual meeting of the Congress of Delegates;
2. no later than thirty (30) days following the annual meeting of the Congress of Delegates; and
3. at such other times as may be deemed necessary.

B. **Special Meetings.** Special meetings may be called:

1. by the Board chair;
2. at the written request of five (5) voting members of the Board.

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

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

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

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**ARTICLE X**

**Nominations and Elections**

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

**Section 2. Elections.**

A. **Officers.**

1. The Congress of Delegates shall elect annually a president-elect, speaker, and vice speaker, such election to be by ballot as prescribed and prepared by the executive vice president/chief executive officer.
2. Voting and the process for election shall be in accordance with the Standing Rules of the Congress of Delegates.

B. **Resident Member of the Board.** The National Congress of Family Medicine Residents shall, in accordance with guidelines approved by the Board, annually elect one resident member whose name and credentials shall be presented for approval by the Congress of Delegates.

C. **Student Member of the Board.** The National Congress of Student Members shall, in accordance with guidelines approved by the Board, annually elect one student member whose name and credentials shall be presented for approval by the Congress of Delegates.
D. **New Physician Member of the Board.** The new physician constituency shall, in accordance with guidelines approved by the Board, annually at the National Conference of Constituency Leaders elect one new physician member defined as an active member in good standing who was first eligible for active membership fewer than seven (7) years before being elected to be presented for approval by the Congress of Delegates.

E. **At-Large Board Members.**

1. The Congress of Delegates shall elect annually one member for each vacancy occurring on the Board, such election to be by ballot as prescribed and prepared by the executive vice president/chief executive officer.
2. Voting and the process for election for Board candidates shall be in accordance with the Standing Rules of the Congress of Delegates.

**ARTICLE XI**

**Executive Committee**

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

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

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

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

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

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

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

**ARTICLE XII**

**Emergency Governing Bylaws**

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

A. Any emergency resulting from an attack:
   1. on the United States, or
   2. on a locality in which the AAFP conducts its business, or
   3. on a locality in which the AAFP holds meetings.
B. Any disaster, catastrophe or other similar emergency conditions that prevents:
   1. the quorum necessary for a Congress of Delegates meeting, or
   2. the regular quorum of a majority of the members of the Board to assemble.
Section 2. Congress of Delegates. Regular meetings of the Congress of Delegates may be suspended by the Board during an emergency condition.

A. Quorum. If a meeting is not suspended, a majority of the delegates present at the commencement of the meeting shall constitute a quorum for the meeting.

B. Election. Any election to be held at a meeting during an emergency condition shall be suspended.

C. Term of Office. The president, president-elect, and Board chair in office immediately prior to the commencement of the emergency condition shall remain in their respective offices until the first meeting of the Congress of Delegates following the end of the emergency condition.

D. Vacancy in Officers.
   1. If the office of president becomes vacant during the emergency condition, the president-elect shall immediately become president and serve the remainder of the unexpired term and then assume office in accordance with Article VIII Section 4.
   2. If both the offices of president and president-elect become vacant during the emergency condition, the speaker shall immediately become president and serve until the first meeting of the Congress of Delegates following the end of the emergency condition. At such first subsequent meeting, elections shall be held for the offices of president and president-elect.
   3. All other officers and elected Board member in office immediately prior to commencement of the emergency condition shall remain in their respective offices until the later of:
      a. The first meeting of the Congress of Delegates following the end of the emergency condition, or
      b. The end of their terms of office (in the absence of any other emergency conditions).

E. Extension of Tenure. Limitations on tenure of officers and directors shall not apply during an emergency condition.

Section 3. Board of Directors

A. Minimum Number. The Board shall be composed of a minimum of seven members during an emergency condition.

B. Designation of Emergency Directors.
   1. If fewer than seven Board members are available to meet, the chairs of the commissions become Emergency Directors and shall serve on the Board (in addition to regular Board member who are available).
   2. If there are still fewer than seven Board members available after taking into account the Emergency Directors and regular Board members, the available Board members shall appoint sufficient additional Emergency Directors to comprise the minimum.

C. Duties and Privileges. Emergency Directors shall:
   1. have all duties and privileges of directors, and
   2. serve as directors until the earlier of:
      a. the first meeting of the Congress of Delegates following the end of the emergency condition; or
      b. at least seven Board member (other than Emergency Directors) are available to meet.

D. Authority. The primary duty of the Board during an emergency shall be the continuation and management of the AAFP. The Board may, upon a two-thirds affirmative vote, adopt such other emergency Bylaws as may be necessary for such continuation and management.
E. **Meetings.** A meeting of the Board may be called by any member of the Board. Notice of any meeting shall be given to such Board members as may be feasible to reach at the time and by such means as may be feasible at the time.

F. **Quorum.** A majority of the members of the Board shall constitute a quorum.

G. **Effect of Action.** Action taken in accordance with these emergency Bylaws shall bind the AAFP. No Board member acting in accordance with these emergency Bylaws shall be liable for such action, except for willful misconduct.

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

**ARTICLE XIII**
Standing Commissions and Committees

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

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

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

**ARTICLE XIV**
Ethics

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

**Section 2. Charges.** If a member in good faith is believed to:

A. have violated these Medical Ethics or these Bylaws; or

B. be guilty of conduct justifying censure, suspension, or expulsion from the organization, any member may file charges against him or her. Charges shall be handled as follows; however, the provisions of applicable law supersedes these procedures:

1. All those against whom charges have been filed shall have the right to be represented by counsel at the initial hearing and upon appeal to the Board.

2. Charges must be in writing and signed by the accuser or accusers.

3. Charges must state the acts or conduct complained of with reasonable particularity.
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
B. Minutes of the proceedings of the Congress of Delegates; and
C. Membership directory; and
D. Financial records

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

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

ARTICLE XVI
Annual Report

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

ARTICLE XVII
Indemnification

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

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

Section 3. “Costs and expenses” shall include, but are not limited to, attorneys’ fees, damages, fines and reasonable amounts paid in settlement.
Section 4. The right to indemnification conferred by this Article shall not restrict the power of the corporation to make any other or further indemnification permitted by law.

ARTICLE XVIII
Parliamentary Authority

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

ARTICLE XIX
Amendment of Bylaws

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

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

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