

New York State
Academy of Family
Physicians

**CONSTITUTION AND
BYLAWS**

VERSION: MAY 2021

New York State Academy of Family Physicians Constitution and Bylaws

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PREAMBLE

To the end that the people of New York State may receive excellence in health care, this corporation, an association of family physicians, known as the New York State Academy of Family Physicians, Inc. has the objectives and purposes as envisioned by the Certificate of Incorporation and as outlined in the current Mission Statement.

NYSAFP MISSION STATEMENT

The NYSAFP strives to improve the health of patients, families, and communities by serving members of the Academy through education and advocacy.

CONSTITUTION

ARTICLE I - Purposes

Section 1. To accomplish the aims, ideals and objectives of the corporation the New York State Academy of Family Physicians may grant charters to county and regional chapters of this Academy in such manner as the Bylaws may from time to time provide; shall have power to acquire, own, and convey real and personal property; to carry on research; to issue publications; to establish, conduct and maintain courses, and educational events ; and to use any and all means for the attainment of its objectives which from time to time may seem to be desirable.

Section 2. This organization is a constituent chapter of the American Academy of Family Physicians, a corporation existing under the laws of Illinois and is possessed only of those rights and powers conferred by said corporation to this organization. No rules, regulations, or policies adopted by this organization shall be in conflict with the rules, regulations or policies of the American Academy of Family Physicians or the charter issued by said Academy to this organization.

Section 3. This corporation shall have no capital stock. It is not conducted for pecuniary profit and does not contemplate pecuniary gain to members thereof.

ARTICLE 2 - Membership

Section 1. The qualifications and conditions of membership and the classes of membership in the New York State Academy of Family Physicians shall be the same as those now or hereafter provided in the Bylaws of the American Academy of Family Physicians.

ARTICLE 3 - Annual Meeting

There shall be an annual meeting of the Academy, ordered by the Board of Directors, which shall include meetings of the Congress of Delegates, together with such meetings of the Board of Directors, Executive Committee and other committees as may be fixed by the Board of Directors. The time and place of the annual meeting shall be designated by the Board of Directors and announced at least sixty (60) days before the date so fixed. The election of officers shall take place at the Congress of Delegates during the annual meeting. The term of office of the newly elected officers shall begin at the end of the meeting of the Congress of Delegates at which they are elected.

ARTICLE 4 - The Assembly

Section 1. The Assembly of the annual meeting shall consist of such members of the Academy in good standing as shall register at such annual meeting. Sessions of the Assembly may be held at such time during the week of the annual meeting as the Board of Directors shall determine and announce with at least thirty (30) days' notice by mail or by official publication. The opening of the Assembly shall precede the adjournment of the Congress of Delegates. The president of the Academy shall act as the presiding officer of the Assembly and the secretary of the corporation shall be the secretary of the Assembly.

Section 2. Members of the Academy present at any meeting of the Assembly shall constitute a quorum.

Section 3. Resolutions and Referendum. At the opening session of the Assembly at each annual meeting, any member of the Academy may present in writing any resolutions pertinent to the objectives of the Academy or in relation to any report by any officer or committee of the Academy. Resolutions so offered shall be referred to the Congress of Delegates without debate at that time. Thereafter, these resolutions will be addressed by the presiding officer of the Congress of Delegates pursuant to current COD policy as outlined in the COD s Manual).

ARTICLE 5 - Congress of Delegates

Section 1. Subject to referendum pursuant to Section 4 of this article, the control and administration of the Academy shall be vested in the Congress of Delegates composed of delegates to be elected as provided in the Bylaws.

Section 2. Only duly accredited delegates sitting in the Congress of Delegates and Board members shall have the right to vote and each such delegate and Board member shall be entitled to one vote. Past Presidents shall be a permanent member of the Congress of Delegates with the privilege of the floor of the Congress of Delegates and a vote as long as he or she is a member of the Academy in good standing.

Section 3. Resolutions. Members of this Academy may cause the introduction of resolutions to the Congress of Delegates by submitting them in accordance with the current COD policies as outlined in the COD Manual. Any resolution proposing an amendment to the Constitution or Bylaws must be submitted at least sixty (60) days prior to the meeting.

Section 4. Referendum. The Congress of Delegates may, at any time, by majority vote, refer and submit to the members of the Academy defined questions affecting the policy or recommendations of this Academy which, in the opinion of the Congress of Delegates, are of immediate practical consequence to the members of the Academy and the public. A majority of the members in good standing attending an annual meeting of this Academy may, during the course of such meeting, direct a referendum to the membership of the Academy concerning any action of the Congress of Delegates. Such referendum must be called for during the course of the meeting and approved by a majority vote of all members present; such referendum to be conducted by the Board of Directors. The result of the referendum, when duly ascertained, shall control the acts of the Academy and its officers, committees, agents, and employees.

ARTICLE 6 - Board of Directors

Subject to the action of the Congress of Delegates and during the interim between meetings of the Congress of Delegates, the control and administration of the Academy shall be vested in a Board of Directors composed of nine (9) elected directors-at-large, the President, President-Elect, Vice President, Secretary, Treasurer, Speaker of the Congress of Delegates, Vice Speaker of the Congress of Delegates, the Immediate Past President, two (2) Delegates and two (2) Alternate Delegates to the Congress of Delegates of the American Academy of Family Physicians, one (1) Delegate to MSSNY one (1) Alternate Delegate to MSSNY, one (1) New Physician Delegate, two (2) Resident Representatives, with right to one (1) vote and two (2) Student Representatives, with right to one (1) vote.

ARTICLE 7 - Officers

The officers of the Academy shall be a President, President-Elect, Immediate Past President, Vice-President, Secretary, Treasurer, Board Chair, Speaker of the Congress of

Delegates and Vice-Speaker of the Congress of Delegates. The powers, duties, terms of office and method of election of the officers shall be set forth in the bylaws.

ARTICLE 8 - Amendments

This Constitution and Bylaws may be amended by an affirmative vote of at least two-thirds (2/3) of the delegates present and voting at any meeting of the Congress of Delegates. Notice of the proposed action must be filed by at least five (5) members of the Academy with the secretary at least sixty (60) days prior to any regular or special meeting of the Congress of Delegates and notice thereof must be given by mail or official publication by the secretary to the members of the Academy at least thirty (30) days before the meeting at which such action is proposed to be taken. Amendments relating solely to the internal structure and organization of the New York State Academy of Family Physicians will go into effect immediately after the adjournment of the Congress of Delegates which adopted them. All other amendments will be submitted to the American Academy of Family Physicians for review. If no objection is received from the AAFP Board within ninety (90) days after filing the proposed amendments, they will become effective.

ARTICLE 9 - Official Publication

The New York Family Physician shall be the official publication of the Academy for which a subscription fee of \$10.00 a year is deducted from the annual dues.

BYLAWS

CHAPTER 1 - Class of Membership and Election Privileges and Change of Status

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. The qualifications and conditions of membership and the classes of membership in the New York State Academy of Family Physicians shall be the same as those now or hereafter provided in the Bylaws of the American Academy of Family Physicians.

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, and who has met any other applicable requirements as set forth in these Bylaws.

Section 4. Change of Status. Any member who changes the nature of his or her medical occupation and/or employment which directly affects his or her membership status shall be re-classified by his or her county or regional chapter within sixty (60) days, and the secretary of the New York State Academy of Family Physicians duly notified; in the event this is not implemented by the county or regional chapter, the Board of Directors of the New York State Academy of Family Physicians shall re-classify the said member. Any member who changes his or her occupation in such a manner as to render him or her ineligible to membership in this Academy, may, unless he or she resigns, be stricken from the roll of members by action of the Board of Directors. Under unusual circumstances satisfactory to the Board of Directors of the AAFP, exceptions may be made on an individual basis to the foregoing membership rules and requirements by a two-thirds (2/3) vote of said Board of Directors.

Section 5. Agreement. Acceptance of membership in this Academy shall constitute an agreement by such member to comply with the Constitution and Bylaws thereof and to recognize the Board of Directors as the sole and only judge of his or her right to be or remain a member, provided, however, that if such membership in this Academy is conferred by virtue of membership in a component county or regional chapter pursuant to Chapter 4 of these Bylaws, the Board of Directors of such chapter shall be the judge of such member's right to be or remain a member, subject to the right of appeal provided in Section 3 of Chapter 3 of these Bylaws.

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

Section 6. No person may hold membership in a component chapter unless such person is also a member of the New York State Academy of Family Physicians.

CHAPTER 2 - Fellowship

Section 1. Definition. A Fellow is an earned degree upon fulfilling the following requirements as stated in the Bylaws of the American Academy of Family Physicians.

CHAPTER 3 - Ethics and Discipline

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 supersede 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 reasonably state the acts or conduct complained of.
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 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 & Appeal. 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 of 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.

CHAPTER 4 - Chapters

Section 1. Upon the petition of any five (5) or more members of the Academy residing in any one (1) county of New York State, the Board of Directors may issue a charter for a county chapter of this Academy, provided however that no more than one (1) county chapter shall be chartered in any county nor shall any part of a county be excluded from a county chapter so chartered. In this sense, the word "county" pertains to a geographical subdivision of the state legally referred to as a county of the State of New York. Such charters shall be in such form as is approved from time to time by the Board of Directors and shall state that such county chapter is a component county chapter of the New York State Academy of Family Physicians.

Section 2. Upon a petition of five (5) or more members residing in two (2) or more contiguous counties in the State of New York where no county chapter exists, the Board of Directors may, at its discretion, issue a charter for a component regional chapter embracing the said two or more contiguous counties. The dissolution of a regional chapter shall be automatic upon the granting of a county chapter charter to any county contained in such regional chapter, petition having been made by five (5) members of such component county for such charter.

Section 3. Upon petition of five or more resident members who are in training in an approved family medicine residency in the State of New York, the Board of Directors may issue a charter for the resident chapter provided, however, that no more than one

resident chapter shall be chartered for each approved Family Medicine residency in New York State.

Section 4. Upon petition of five (5) or more student members enrolled in medical school in the State of New York, the Board of Directors may issue a charter for a student chapter provided, however, that no more than one (1) student chapter shall be chartered and shall include and represent all of the student members of the New York State Academy of Family Physicians.

Section 5. Said petition shall be accompanied by the proposed Constitution and Bylaws for the county, regional, resident or student chapter. No charter shall be issued until such Constitution and Bylaws are approved by the Board of Directors of this Academy. Such county, regional, resident or student constitution shall adhere in principle to the constitution of the New York State Academy of Family Physicians.

Section 6. The members of such county, regional, resident or student chapter shall be the persons to whom a charter is issued and such additional persons meeting the qualifications for membership in Chapter 1 of these Bylaws who shall be elected to membership in the county, regional, resident or student chapter. No person may hold membership in the New York State Academy of Family Physicians or any of its component chapters unless he or she is likewise a member of the American Academy of Family Physicians.

Section 7. Any member of this Academy practicing in a county or region for which a charter has been issued who does not become a member in good standing of such county, regional, resident or student chapter within one year after the date of said charter shall have their name stricken from the roll of this Academy. No candidate practicing in a county where a county, regional, resident or student chapter is in existence may become a member of this Academy except on the certification of the secretary of said chapter that he or she is a member in good standing of said chapter. Any member of this Academy who ceases to be a member of the component chapter wherein he or she practices or of the American Academy of Family Physicians, shall unless he or she be reinstated, cease to be a member of this Academy and his or her name shall be stricken from the roll of members.

A member in good standing of one county chapter who moves to another county where there exists a component chapter of this Academy shall apply for election to membership in the chapter of the county of his or her new residence within one (1) year and shall not pay a second initiation fee. Members failing to be so elected after one (1) year thereafter shall be dropped from the rolls of this Academy.

Section 8. A component county, regional, resident or student chapter may, under provision in its Constitution and Bylaws approved by the Board of Directors of the New York State Academy of Family Physicians, charter component branches in cities or

districts of such county provided that such component branches will be directly responsible to the county, regional, resident or student chapter issuing such a charter and shall not be considered as a component chapter of the New York State Academy of Family Physicians nor be entitled to representation therein.

Section 9. The charter of any component county, regional, resident or student chapter chartered by this Academy may be suspended or revoked by the Congress of Delegates in the event of any action deemed to be in conflict with the letter or intent of this Constitution and Bylaws or in the event of its failure to comply with all the requirements of the Congress of Delegates, Board of Directors or officers of this Academy in the manner hereinafter specified.

Any member of this Academy may file written charges against any such chapter with the secretary of the Academy. Such charges must be signed by the accuser or accusers and must state the acts or conduct complained of with reasonable particularity. The secretary must present said charges to the Board of Directors at its next meeting. The Board of Directors 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 hereinafter set forth.

If the Board fails to dismiss said charges, it shall within ten (10) days thereafter cause a copy of the charges to be served upon the accused chapter by depositing in the United States mail a copy thereof, registered, and mailed to the secretary or president of said chapter. The Board shall also and at the same meeting fix a time and place for the hearing of said charges and the accused chapter 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. The time set for the hearing shall not be less than fifteen (15) days nor more than ninety (90) days after the service of charges. The Board shall, 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 thereafter shall render a decision. The affirmative vote of a majority of the members of the Board present and voting shall constitute the decision of the Board which may by such vote dismiss the charges or order them presented to the Congress of Delegates. In either event the Board shall make known its decision in a written resolution signed by the secretary and the chair thereof. In the former event the Board shall furnish the accused and the accuser with a copy of the resolution. In the latter event its resolution shall be read at the next regular meeting of the Congress of Delegates or 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 the service of charges at least fifteen (15) days before such meeting. The accused and the accusers shall be given reasonable opportunity to be heard at the meeting of the Congress of Delegates where the decision is read. A two-thirds (2/3) majority of all those present and voting shall be required to suspend or revoke the charter of the accused county, regional,

resident or student chapter provided, however, that the delegates representing the accused chapter shall not be eligible to vote on such resolution.

Section 10. Amendments to the Constitution and Bylaws of a county, regional, resident or student chapter shall be submitted in writing to the secretary of the New York State Academy of Family Physicians not later than thirty (30) days following the adoption of such amendments. Whenever practicable, such proposed amendments shall be submitted in advance for a ruling as to their constitutionality.

No amendment shall be of any force or effect until it has been submitted to and reviewed by the Board of Directors of the New York State Academy of Family Physicians, provided, however, that such amendment shall be considered to be approved if the Board of Directors fails to give written notice of its objections therein within ninety (90) days following receipt.

CHAPTER 5 - Dues

Section 1. The dues for all classifications of membership in the Academy shall be set annually by the Board of Directors of the New York State Academy of Family Physicians and the Board of Directors of the American Academy of Family Physicians.

Section 2. Any member whose dues or assessments are unpaid at the time of any annual meeting shall be ineligible to vote or hold office.

CHAPTER 6 - Election of Officers and Board Members

Section 1. The speaker and vice-speaker shall take office at the conclusion of the annual meeting at which their elections occur, and their terms shall expire at the conclusion of the next annual meeting. In the event either of the above is a duly accredited delegate, his or her seat in the Congress of Delegates shall be declared vacant upon the adjournment of the session at which his or her election occurred, and new delegate shall be elected by this county chapter.

Section 2. Election of the above officers shall be by secret ballot prepared by the secretary, provided, however, that when the nominations have been closed with but a single candidate having been nominated, the presiding officer shall declare the candidate elected to office. The nominee receiving a majority shall be declared elected. When there are three (3) or more candidates for a single office and no one candidate receives a majority vote on the first ballot, a second ballot shall be taken by the Congress of Delegates between the two (2) candidates receiving the highest number of votes on the first ballot. A candidate has a majority when he or she has more than half the total votes, ignoring invalid ballots.

Section 3. The Board of Directors shall elect its chair at its meeting during the annual meeting of the Academy following the election of officers by the Congress of Delegates. He or she shall be elected by a majority of the newly constituted Board present and voting from among the directors elected as such by the Congress of Delegates. The chair shall hold office for one (1) year, or until the next annual meeting or until his or her successor is elected. He or she shall be eligible for re-election to the chair provided that his or her term as director has not expired.

Section 4. In the event that any Board member of this Academy dies, is declared incompetent, resigns, or otherwise ceases to be a Board member, the chair of the Board of Directors shall call an emergency meeting of the Board of Directors for the expressed purpose of electing a member to fill the office for the unexpired term. Any member of the Academy in good standing shall be eligible for election. However, such election shall require a majority vote of the entire membership of the Board of Directors. A Board member may not simultaneously hold two (2) of the named offices in the Academy. An officer or elected director may serve simultaneously as delegate or alternate delegate to the American Academy of Family Physicians, but not both, and as delegate or alternate delegate to the House of Delegates of the Medical Society of the State of New York, but not both. However, an officer or director may not serve simultaneously as Delegate or Alternate Delegate to the American Academy of Family Physicians and the House of Delegates of the Medical Society of the State of New York. Resident and student representatives shall be elected in accordance to their constituent chapters.

CHAPTER 7 - Duties and Terms of Officers and Board Members

Section 1. The president shall be a member of the Board of Directors, and all-standing commissions and committees, and shall preside at all meetings of the Assembly. In the absence of the speaker and vice-speaker, the president shall preside over meetings of the Congress of Delegates. His or her term of office shall begin at the conclusion of the annual meeting of the Congress of Delegates following the annual meeting at which his or her election occurred as president-elect and expires at the conclusion of the next annual meeting of the Congress of Delegates, or when his or her successor is seated. In the event of the death or resignation of the president during the term of his or her office or if he or she shall for any reason be unable or unqualified to serve, the president-elect shall succeed to the office of president for the unexpired portion of the president's term. The president-elect shall otherwise succeed to the office of president at the conclusion of the first annual meeting following the meeting at which his or her election occurred.

The president shall be the chief officer of the New York State Academy of Family Physicians and shall be responsible for its administration and the implementation of its

policies. The president has the authority to delegate duties to duly elected or appointed officers, members, or employees of the New York State Academy of Family Physicians with the approval of the Board of Directors. The president shall also be the chair of the Executive Committee.

Section 2. The vice-president shall be a member of the Board of Directors. The vice-president shall serve as the vice chair of the Operations Commission. He or she may represent this Academy when designated by the president to act on his or her behalf when the president-elect is not available. His or her term of office shall begin at the conclusion of the annual meeting of the Congress of Delegates at which his or her election occurs and expires at the conclusion of the next annual meeting of the Congress of Delegates or when his or her successor is elected.

Section 3. The president-elect shall be a member of the Board of Directors. He or she shall consider his or her term of office as presidential training; he or she shall endeavor to accompany the president on official occasions and consult with him or her in Academy affairs; he or she may represent this Academy under all the terms of Chapter 7, Section 1 above, when designated by the president to act in his or her behalf; he or she shall act as the chair of the Board of Directors in the absence of a chair; he or she shall succeed to the presidency for the unexpired term in the event of the president's death, resignation, incapacity or otherwise vacating the office. He or she shall succeed to the office of president at the expiration of the president's term as provided in Chapter 7, Section 1. In the event of the death, resignation, or removal from office of the president-elect, the Board of Directors shall nominate two (2) or more members for that office and election of the successor to the president-elect shall take place by vote on these candidates by the Congress of Delegates at the next ensuing meeting as the first order of business following approval of the minutes, provided, however, that nothing herein shall be construed as preventing additional nominations for the office from the floor.

Section 4. The speaker of the Congress of Delegates shall be a member of the Board of Directors. He or she shall preside over meetings of the Congress of Delegates and shall appoint all reference and special committees of the Congress of Delegates.

The vice-speaker of the Congress of Delegates shall be a member of the Board of Directors. He or she shall preside over meetings of the Congress of Delegates in the absence of the speaker or when designated by the speaker.

The presiding officer of the Congress of Delegates shall be entitled to vote only in the case of a tie unless the tie occurs in an election.

Section 5. The Chair of the Board of Directors shall preside over all meetings of the Board. In the absence of the chair, the president-elect shall take the chair; in the absence of the chair and the president-elect, the vice president shall act as chair; in the

absence of the chair and the president-elect and the vice president, a temporary chair shall be elected by the members present at that meeting.

Section 6. The secretary shall be a member of the Board of Directors. His or her term of office shall begin at the conclusion of the annual meeting of the Congress of Delegates at which his or her election takes place and shall terminate at the conclusion of the next annual meeting of the Congress of Delegates or when his or her successor is elected. He or she shall be present at all meetings and keep the minutes; he or she shall perform all other duties as normally pertain to the office of the secretary. He or she shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 7. The treasurer shall be a member of the Board of Directors. His or her term of office shall begin at the conclusion of the annual meeting of the Congress of Delegates at which his or her election takes place and shall terminate at the conclusion of the next annual meeting of the Congress of Delegates or when his or her successor is elected. He or she shall perform all duties as normally pertain to the office of treasurer. He or she shall cause to be kept adequate and proper accounts of the funds and properties of the Academy. He or she shall cause to be deposited all monies and other valuables in the name and to the credit of the Academy in such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Academy as approved in the annual budget and properly authorized, and in specific appropriations by the Board of Directors. He or she shall render to the Board of Directors an account of all his or her transactions and of the financial condition of the Academy at monthly intervals or whenever requested by the Board of Directors. He or she shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws. He or she shall give a surety bond in an amount to be determined by the Board of Directors, the premium thereon to be paid by the Academy. He or she shall be a member of the Finance Committee by virtue of his or her office.

Section 8. The executive vice president shall be appointed for a term and stipend to be fixed by the Board of Directors. He or she shall, under the direction of the Board of Directors, perform such duties as the title of the office ordinarily connotes, and such duties of the secretary and treasurer as may be assigned to him or her by the Board of Directors. He or she shall keep or cause to be kept an accurate record of the minutes and transactions of the Assembly, the Congress of Delegates, and the Board of Directors, and shall serve as secretary of these bodies. He or she shall supervise all other employees and agents of the Academy and have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. He or she shall not be entitled to vote. The executive vice president shall be bonded in an amount fixed by the Board of Directors, the premium thereon to be paid by the Academy.

Section 9. The term of office of directors-at-large shall be for three (3) years and shall begin at the conclusion of the annual meeting of the Congress of Delegates at which their election occurs and expire at the conclusion of the third succeeding annual meeting, or when their successors are elected. No directors-at-large shall be eligible for re-nomination to the Board of Directors unless at least one (1) year has elapsed since the expiration of his or her previous term. Vacancies on the Board of Directors shall be filled by a majority vote of the remaining members of the Board for the unexpired term of any vacancy occurring. Directors-at-large who have been appointed to the Board by the Board of Directors to fill an unexpired term and who have served for a period of less than one and one-half (1-1/2) years shall be eligible for nomination to the Board, notwithstanding the provisions to the contrary in this section.

Section 10. The immediate past president shall be a member of the Board of Directors, such term to begin at the conclusion of his or her term of office and to end at the conclusion of the following meeting of the Academy.

Section 11. The term of office of delegates and alternate delegates to the American Academy of Family Physicians delegates is for two (2) years, to be staggered in such a way that one (1) delegate and one (1) alternate delegate are elected each year. In the event that a delegate is unable to act or is prevented from acting, the first alternate to replace a delegate shall be the alternate senior in years of service in the Congress of Delegates of the American Academy of Family Physicians. In the event that a delegate resigns, is elected to the American Academy of Family Physicians Board, or otherwise leaves office, such alternate will succeed the delegate and a vacancy will exist in the office of alternate delegate. Such vacancy shall be filled pursuant to Chapter 6, Section 4 of these bylaws. The delegates elected to represent this Academy at the Congress of Delegates of the American Academy of Family Physicians are expected to have had prior experience on the Board of Directors of the New York State Academy of Family Physicians, or prior experience on a committee or commission of the American Academy of Family Physicians and shall be required to present such resolutions as have been passed by the Congress of Delegates or Board of Directors of this Academy of Family Physicians. They shall furthermore speak for the adoption of the resolutions they present. The delegates shall be depended upon to use their judgment considering the good and welfare of the New York State Academy of Family Physicians in acting upon any motions and resolutions about which they have not been instructed.

The delegates shall submit a report to the Board of Directors. Such report is to be submitted within thirty (30) days after the meeting of the American Academy of Family Physicians to the secretary who will present it to the Board of Directors. The report will be published in the succeeding issue of the periodic publication of the NYSAFP. The delegates and alternate delegates to AAFP shall be members of the Board of Directors.

Alternate delegates should attend the meeting of the Congress of Delegates of the American Academy of Family Physicians and be prepared to assume duties, obligations, and rights of said delegates.

Section 12. The term of office of delegate and alternate delegate to the House of Delegates of the Medical Society of the State of New York is for three (3) years. The delegate elected to represent this Academy at the House of Delegates of the Medical Society of the State of New York shall be required to present such resolutions as have been passed by the Congress of Delegates or Board of Directors or this Academy of Family Physicians. He or she shall furthermore speak for the adoption of resolutions he or she presents. The delegate shall be dependent upon his or her judgment considering the good and welfare of the New York State Academy of Family Physicians in acting upon any motion about which he or she has not been instructed. The delegate shall submit a report to the Board of Directors. Such report is to be submitted within thirty (30) days after the meeting of the House of Delegates of the Medical Society of the State of New York to the secretary who will present it to the Board of Directors. The report will be published in the succeeding issue of the periodic publication of the NYSAFP.

The delegate and alternate delegate to MSSNY shall be members of the Board of Directors. The alternate delegate should attend the meeting of the House of Delegates of the Medical Society of the State of New York and be prepared to assume the duties, obligations, and rights of said "delegate". Resident and student representatives' duties shall be in accordance with their constituent chapters.

Section 13. The term of office of the New Physician Delegate is for two (2) years. This delegate shall be in their first seven years of practice at the time of their election and will also be expected to bring relevant issues to the National Conference of Constituency Leaders. The Delegate shall be a member of the Board of Directors.

Section 14. Removal from office. If in the majority opinion of the Executive Committee of the Board an individual officer or Board Member has had 50% or more unexcused absences over a year, has repetitive consecutive absences, or is otherwise not felt to be fulfilling his or her obligations to that office, then upon the recommendation of the Executive Committee that individual can be removed from the Board by a 2/3 majority vote of the entire Board. The person involved should be provided the opportunity to testify on his or her behalf in advance of said vote by the Board.

CHAPTER 8 - Meeting of the Board of Directors

Section 1. The Board of Directors shall meet during the annual meeting of the Academy after the adjournment of the Congress of Delegates. It shall furthermore meet

not later than ninety (90) days following the annual meeting and at such times and such places as the chair may determine or as may be determined by the written request of five (5) voting members of the Board of Directors.

Section 2. There shall be an Executive Committee of eight (8) members composed of the president, who shall also be the chair of the Executive Committee, the vice-president, the chair of the Board, the president-elect, the secretary, the treasurer and one (1) elected director-at-large appointed annually by the Board of Directors at its first meeting. The speaker of the Congress of Delegates and the Executive Vice President are non-voting members. In the absence of the president, the chair of the Board shall act as chair of the Executive Committee. The vote of those present, shall have full authority to act for and on behalf of the Board of Directors whenever the business of the Academy demands prompt action in the interim between meetings of the Board of Directors. Meetings of the Executive Committee shall be held at the call of the president, or in his absence by the chair of the Board. The president shall give a report of its actions to the Board of Directors at the next meeting of the Board.

Section 3. Past presidents shall be invited to attend meetings of the Board of Directors without stipend or reimbursement. They will have the right to the floor of the meeting but shall not be entitled to vote.

Section 4. Any member of the New York State Academy of Family Physicians who is a member of the Board of the American Academy of Family Physicians shall be invited to attend meetings of the Board of Directors of the New York State Academy of Family Physicians, without reimbursement.

Section 5. Any member holding elected office in the New York State of Family Physicians, who is subsequently elected to office with the American Academy of Family Physicians shall resign their current office with the NYSAFP at the time they begin their term of office with the AAFP.

CHAPTER 9 - Congress of Delegates

Section 1. Each component chapter which has received a charter pursuant to Chapter 4 of the Bylaws shall be entitled to elect two (2) delegates by virtue of its charter and first one hundred (100) members and one (1) additional delegate to represent each one hundred (100) members or fraction thereof above the number of one hundred (100) reported by the state secretary to be in good standing as of January 1. Each regional chapter formed by the consolidation of two or more contiguous counties shall be entitled to two (2) delegates from each constituent county in the regional chapter and one (1) additional delegate to represent each one hundred (100) members or fraction thereof above the number of one hundred (100) in the regional chapter reported by the state secretary to be in good standing as of January 1. Only the following classifications

of membership shall be counted in determining the number of delegates to the Congress of Delegates: Active, Affiliate, Inactive, Life, and Supporting. Each residency chapter which has received a charter shall be entitled to one delegate. The component chapter or regional chapter shall likewise elect alternate delegates in the same number as delegates. In addition, two (2) student members and two (2) resident members shall be elected to serve as delegates and two (2) student members and two (2) resident members shall be elected to serve as alternates to the Congress of Delegates. The method of electing each student and resident delegates and alternates shall be determined by their respective chapter's Constitution and Bylaws. The Commission on Leadership Development and Nominations shall select six (6) delegates to represent the various special constituencies as noted by the AAFP.

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

In the event that at a meeting of the Congress of Delegates a chapter is not represented by its complete delegation, any member or members of that chapter present may be seated as delegates by a two-thirds (2/3) vote of the Congress of Delegates.

Section 3. In counties where no component chapter exists, delegates representing members of such counties may be elected as hereinafter specified. Not less than 60 days before the opening of the annual meeting of the Congress of Delegates in each year, any member of the Academy in good standing may notify the Speaker in writing that he/she is a candidate for election as a delegate from such county. The speaker shall accept the credentials of such members. In the event that there are more members in good standing requesting delegate positions than are available for that county, the Speaker shall conduct an election not less than 30 days prior to the opening of the annual meeting and that any necessary election be limited to members of the affected county chapter.

Section 4. The Congress of Delegates shall meet during the annual meeting of the Academy 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 of Directors, and shall be called by the president upon the written request of any ten (10) or more of the delegates, and shall be held at such time and place as may be set forth in said call, subject to the following notice: Notice of such meeting date shall be given by the secretary in writing at least sixty (60) days prior to the date set for such meeting.

Section 5. One-third (1/3) of the total number of delegates shall constitute a quorum at any meeting of the Congress of Delegates.

Section 6. The Congress of Delegates may adopt such rules of procedure for the transaction of its business, as it deems desirable and shall be the judge of the election and qualifications of its members. Current policies and procedures, and the method for determining or changing rules of procedure for the transaction of its business are delineated in the CODPOM. The development of, and any subsequent changes to the CODPOM are subject to Operations Commission and Board approval prior to implementation.

Section 7. The Congress of Delegates Policy and Operations Rules Committee. This committee tasked with developing and maintaining the CODPOM will be a subcommittee functioning under the Operations Commission. The speaker shall be the chair and the membership shall consist of the vice-speaker, who shall be the vice-chair, the president, the president-elect, a past president appointed to the committee by the speaker, parliamentarian appointed by the speaker, one member-at-large appointed annually by the Operations Commission chair, and the executive vice president (EVP) or staff representative designated by the EVP.

Section 8. The submission and handling of submitted resolutions is pursuant to the current policies in the CODPOM.

CHAPTER 10 - Standing Commissions and Ad Hoc Committees

Section 1. Standing Commissions

There shall be standing Commissions of the NYSAFP, whose structure and function shall be determined by the Board of Directors and noted in a "Commissions" section of the NYSAFP Operations Manual.

Changes to this section may be made by approval of a 2/3 vote of the board.

Section 2. Ad Hoc Committees

The president subject to the approval of the Board of Directors shall appoint such ad hoc committees as may be necessary to assist in the work of the Board.

Section 3. Standing Subcommittees

Subject to board approval, a subcommittee may be formed, or eliminated, by a standing commission when it is determined by the commission to be in the interests of the Academy for the furthering of its work. Such subcommittees would have a structure, membership, reporting requirements, and duration determined by the commission.

CHAPTER 11 - Miscellaneous

Section 1. The current edition of Standard Code of Parliamentary Procedure except when the same is in conflict with the Constitution and Bylaws of this Academy shall control the parliamentary proceedings of the meetings of the Congress of Delegates, Board of Directors, Commissions and Committees.

Section 2. The fiscal year of this Academy shall begin on the first day of January and end on the last day of December of each year.

Section 3. Seal. The Board of Directors shall establish a suitable seal that shall be in the charge of the secretary and shall be used as authorized by the Board of Directors.

CHAPTER 12 - Emergency Governing Bylaws

Section 1. Emergency Condition

The following Bylaws shall become operative upon 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 the Board to assemble.

Section 2. Congress of Delegates

Regular meetings of the Congress of Delegates may be suspended or conducted virtually 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 Vice President 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.
2. If both the offices of president and president-elect become vacant during the emergency condition, the Vice President 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 nine (9) members during an emergency condition.
- B. Designation of Emergency Directors.
 1. If fewer than nine (9) 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 members who are available).
 2. If there are still fewer than nine (9) 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 nine (9) Board members (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 NYSAFP. 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 NYSAFP. 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 NYSAFP 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.

Prior amendment was June 14, 2020

Last amendment was May 23, 2021