



AMERICAN ACADEMY OF FAMILY PHYSICIANS

BYLAWS

October 21, 2014

11400 Tomahawk Creek Parkway, Leawood, KS 66211

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**BYLAWS OF
THE AMERICAN ACADEMY OF FAMILY PHYSICIANS**

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**ARTICLE I
Name**

40 The name of this corporation shall be known as the American Academy of Family
41 Physicians, hereinafter referred to as the AAFP and shall be governed by the laws of the
42 State of Illinois and in compliance with the laws and regulations applicable to corporations
43 exempt from income tax under Section 501 (c) (6) of the Internal Revenue Code.
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**ARTICLE II
Purpose**

48 The purpose is to:

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- 50 A. provide advocacy, representation and leadership for the specialty of family
51 medicine; and
 - 52 B. provide responsible advocacy for and education of patients and the public in all
53 health-related matters;
 - 54 C. preserve and promote quality cost-effective health care, promote the science and
55 art of family medicine, and ensure an optimal workforce of well-trained family
56 physicians;
 - 57 D. promote and maintain high standards among physicians who practice family
58 medicine;
 - 59 E. preserve the right of family physicians to engage in medical and surgical
60 procedures for which they are qualified by training and experience;
 - 61 F. provide for the continuing professional development of its members; and
 - 62 G. maintain and provide an organization with high standards to fulfill the above
63 purpose and to represent and serve the needs of its members.
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**ARTICLE III
Membership**

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

Section 2. Classification. There shall be the following classes of members: (A) active; (B) inactive; (C) life; (D) honorary; (E) resident; (F) student; (G) supporting; and (H) international.

A. Active Members.

1. Eligibility. Active members shall be family physicians:

- a. duly licensed to practice medicine
 - (1) in the state in which he or she practices; or
 - (2) if a resident of a foreign country, in the country in which he or she practices; or
 - (3) as a member of the uniformed services; or
 - (4) as a salaried employee of the government of the United States; or
 - (5) that are actively working in locum tenens in a United States federal

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- facility, provided that such physician is duly licensed to practice medicine by a state medical board; or
- (6) in a position that does not require a medical license in the jurisdiction where working, provided that such physician is duly licensed to practice medicine by a state medical board and that such physician's practice complies with all applicable state licensing requirements; and
- b. who have completed a family medicine residency program approved by the Accreditation Council on Graduate Medical Education (ACGME); or
 - (1) have completed a family medicine residency program approved by the College of Family Physicians of Canada, and be board certified by the College of Family Physicians of Canada and be employed exclusively within the United States; or
 - (2) be board certified by the American Board of Family Medicine pursuant to a reciprocity agreement between the American Board of Family Medicine and a foreign professional association of family medicine or general practice; or
 - (3) have satisfactorily completed either:
 - (a) one year of a rotating general or family medicine internship approved by the American Osteopathic Association (AOA) plus two years of a general or family medicine residency program approved by the American Osteopathic Association; or
 - (b) three years of a general or family medicine residency program approved by the American Osteopathic Association; or
- c. previously held active membership before December 31, 1988; or
- d. those family physicians duly licensed and residency trained who practice in a state, province, or territory where no constituent chapter exists and who have been elected by the Board of Directors, hereinafter referred to as the Board, pursuant to the rules and procedures of the AAFP.

2. Application and Approval. Applications for active membership shall be in a form prescribed by the Board. Election to active membership shall be by 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. Requirements.

- a. 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 an existing constituent chapter in the location of their practice or residence.
- d. Active members must have graduated from an accredited school of medicine or osteopathy.

130 **4. Privileges.** Active members shall have all privileges of membership.

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132 **B. Inactive Members.**

133 **1. Eligibility.** Effective January 1, 1989, inactive members shall be members who
134 are:

- 135 a. incapacitated by reason of illness, accident, or infirmity or;
- 136 b. totally retired with less than twenty (20) years continued membership in the
137 AAFP; or
- 138 c. under extenuating circumstances established by the Board, active
139 members, resident members and family physician supporting members
140 who interrupt their practices or residency training; provided, however, that
141 no person may hold inactive membership who does not hold a current
142 medical license because such license has been revoked as a result of a
143 disciplinary action.

144 **2. Application and Approval.** Applications for inactive membership shall be in a
145 form prescribed by the Board.

- 146 a. No member shall be considered for inactive membership unless he or she
147 has first been placed in this status by his or her respective constituent
148 chapter, or in cases in which such member practices or resides where no
149 constituent chapter exists, then the Board.
- 150 b. Election to inactive membership shall be for a maximum of one year,
151 subject to re-election pursuant to clause c below, unless the member is
152 totally retired.
- 153 c. An inactive member may be re-elected to this classification annually by the
154 Board.
- 155 d. Totally retired members need not be re-elected annually.
- 156 e. Inactive members shall not be required to meet the continuing medical
157 education requirements as provided in Section 3 of this Article.

158 **3. Privileges.** Inactive members shall not be entitled to hold office in the AAFP,
159 but shall have voice in reference committees.
160

161 **C. Life Members.**

162 **1. Eligibility.** Life members shall be persons who have continued membership in
163 the AAFP for a minimum of 20 years and who have attained age seventy (70)
164 or who are totally retired from the practice of medicine. No person may hold life
165 membership who does not hold a current medical license because such
166 license has been revoked as a result of a disciplinary action.

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

171 **3. Requirements.** Life members are relieved of the continuing medical education
172 requirements as provided in Section 3 of this Article.

173 **4. Privileges.** Life members shall not be entitled to hold office in the AAFP but
174 shall have voice in reference committees.
175

176 **D. Honorary Members.**

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

- 180 **2. Nomination and Approval.** Nominees for honorary membership must be
181 presented to the Board for consideration. The Board shall at its discretion
182 submit nominees to the Congress of Delegates for approval.
183 **3. Privileges.** Honorary members shall not pay dues or admission fees, and shall
184 have no right, title or interest in any of the property of the AAFP, may not hold
185 office but shall have voice in reference committees.
186

187 **E. Resident Members.**

- 188 **1. Eligibility.** Resident members shall be:
189 a. physicians in training in:
190 (1) an ACGME-approved family medicine residency; or
191 (2) an AOA-approved rotating general or family medicine internship; or
192 (3) an AOA approved general or family medicine residency; or
193 b. graduates of ACGME-approved family medicine residencies; or AOA-
194 approved general or family medicine residencies who extend their training
195 immediately upon completion of residency training and who serve full time
196 in extended, structured, supervised programs of at least one year duration
197 to gain additional skills in research, administration and teaching or a
198 specific clinical area of interest.
199 **2. Application and Approval.** Applications for resident membership shall be in a
200 form prescribed by the Board. Election to resident membership shall be made
201 by the Board or its designee.
202 a. Election to resident membership shall be for the duration of one's residency
203 or extended training.
204 b. Upon completion of their residency training, and upon verification of
205 eligibility for active membership, resident members shall be automatically
206 transferred to active membership.
207 **3. Privileges.**
208 a. Resident members may serve on national, state and chapter commissions
209 and committees as determined by the applicable Board. Resident members
210 who are appointed to serve on national commissions and committees have
211 the right to vote in such bodies but are not eligible to serve as chair.
212 b. A resident member shall be selected to serve on the Board as described in
213 Article X of these Bylaws and the Standing Rules of the Congress of
214 Delegates.
215 c. The resident member of the Board shall have full voting privileges on the
216 Board.
217 d. Two resident members elected as delegates to the Congress of Delegates
218 have the privilege of the floor and the right to vote. The two resident
219 members elected as alternates to the Congress of Delegates have the
220 privilege of the floor without the right to vote.
221 e. Otherwise, resident members shall not be entitled to hold office in the
222 AAFP, but shall have voice in reference committees.
223

224 **F. Student Members.**

- 225 **1. Eligibility.** Student members shall be students enrolled in accredited schools
226 of medicine or osteopathy. Membership shall terminate upon graduation or
227 withdrawal from medical school.
228 **2. Application and Approval.** Applications for student membership shall be in a
229 form prescribed by the Board. Election to student membership shall be made
230 by the Board or its designee.

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3. **Requirements.** Students applying for student membership must be enrolled in a school of medicine or osteopathy approved by an appropriate United States accrediting institution as defined by the AAFP Commission on Education.
 4. **Privileges.**
 - a. Student members may serve on national, state and chapter commissions and committees as determined by the applicable Board. Student members who are appointed to serve on national commissions and committees have the right to vote in such bodies but are not eligible to serve as chair.
 - b. A student member shall be selected to serve on the Board as described in Article X of these Bylaws and the Standing Rules of the Congress of Delegates.
 - c. The student member of the Board shall have full voting privileges on the Board.
 - d. Two student members elected as delegates to the Congress of Delegates have the privilege of the floor and the right to vote. The two student members elected as alternates to the Congress of Delegates have the privilege of the floor without the right to vote.
 - e. Otherwise, student members shall not be entitled to hold office in the AAFP but shall have a voice in reference committees.

251 **G. Supporting Members.**

252 **1. Eligibility.**

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- a. Supporting members shall be:
 - (1) physicians in specialties other than family medicine and not otherwise eligible for some other category of membership; or
 - (2) physicians actively engaged in family medicine, the teaching of family medicine or medical administration for the previous six years, but who do not qualify for active membership because they have not completed the necessary residency training; and
 - b. duly licensed in the state in which he or she practices.

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2. **Application and Approval.** Applications for supporting membership shall be in a form prescribed by the Board. Election to supporting membership shall be by 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.

266 **3. Requirements.**

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- a. Supporting members must earn 150 credits of acceptable continuing medical education every three years in order to retain supporting membership, except that supporting members actively engaged in a specialty other than family medicine shall be relieved of the continuing medical education requirements.
 - b. Supporting members who are eligible by virtue of being actively engaged in family medicine, the teaching of family medicine or medical administration for the previous six years must have earned 100 credits of continuing medical education acceptable to the Board of Directors during the two years immediately preceding their application for supporting membership only if they previously held supporting membership and ceased to be a supporting member less than two years prior to reapplying for supporting membership.

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

283 **H. International Members.**

- 284 **1. Eligibility.** International members shall be:
- 285 a. family physicians outside of the United States engaged in family
- 286 medicine, the teaching of family medicine or medical administration, who
- 287 are licensed to practice in countries or territories outside the United States
- 288 in which no constituent chapter exists and who are not eligible for
- 289 membership in the Uniformed Services chapter; or
- 290 b. medical students and physicians in training in countries or territories
- 291 outside the United States in which no constituent chapter exists and who
- 292 are not eligible for membership in the Uniformed Services chapter; or
- 293 c. a graduate of a medical school located outside of the United States who:
- 294 (1) was an international member as a student at that school; and
- 295 (2) has completed all pre-residency requirements for, but has not yet
- 296 entered, an ACGME-approved family medicine residency or an AOA-
- 297 approved general or family medicine residency, may extend his/her
- 298 international membership through the period ending December 31st of
- 299 the second calendar year following the calendar year in which such
- 300 student graduates, without regard to his/her country of residency
- 301 during such extended period.
- 302 (3) If such graduate has not successfully entered an approved family
- 303 medicine residency program by the end of the extended period as
- 304 described above, he/she will no longer qualify for membership and the
- 305 AAFP shall cause such member's name to be dropped from the
- 306 membership roll.
- 307 **2. Application and Approval.** Applications for international membership shall be
- 308 in a form prescribed by the Board. Election to international membership shall
- 309 be made by the Board or its designee.
- 310 **3. Requirements.** International members shall be relieved of the continuing
- 311 medical education requirements as provided in Section 3 of this Article.
- 312 **4. Privileges.** International members shall not be entitled to hold office in the
- 313 AAFP but shall have voice in reference committees.

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315 **Section 3. Good Standing.** A member in good standing shall be one whose current dues

316 and assessments, if any, have been paid in accordance with the provision of these

317 Bylaws, who is duly licensed to practice medicine, and who has met the applicable CME

318 requirements during the period of the preceding three (3) years as set forth in these

319 Bylaws. Constituent chapters may require, through provisions in their constitutions and/or

320 Bylaws, up to twenty-five (25) credits of the one hundred fifty (150) credits of continuing

321 medical education be obtained from that constituent chapter's produced or approved

322 programs.

323

324 **Section 4. Changes in Membership Status.** Any member who changes his or her

325 occupation or status in such a manner as to render him or her ineligible for membership in

326 the AAFP, may, unless he or she resigns, be dropped from the roll of members by the

327 Board. The Board or an entity designated by the Board, acting in accordance with Board

328 approved criteria, may waive or reduce members' dues. Other exceptions to the foregoing

329 membership rules and requirements may be made under unusual circumstances and on

330 an individual basis only upon a two-thirds (2/3) vote of the Board.

331

332 **Section 5. Acceptance of Membership.** Acceptance of membership in the AAFP shall

333 constitute an agreement by such member to comply with the Bylaws thereof and to

334 recognize the Board as the sole and only judge of the right to be or remain a member;

335 provided, however, that if such membership in the AAFP is conferred by virtue of
336 membership in a constituent chapter in accordance with these Bylaws, the Board of such
337 constituent chapter shall be the judge of such member's right to be or remain a member,
338 subject to any applicable right of appeal provided in Article XIV of these Bylaws.
339

340 All rights, title, and interest, both legal and equitable, of a member in and to the property of
341 the AAFP shall cease and terminate in the event of the any of the following: (a) the
342 expulsion of such member; (b) the striking of his/her name from the roll of members; or (c)
343 his/her death or resignation.
344

345 **Section 6. Dues and Assessments.** Dues and assessments for all classifications of
346 membership shall be established by the Board, but active member dues shall not exceed
347 any maximum amount that may be established, from time to time, by majority vote of the
348 Congress of Delegates. Members whose dues and assessments are in arrears at the time
349 of the annual meeting of the AAFP shall be ineligible to vote or hold office.
350

351 **ARTICLE IV** 352 **Fellow**

353
354 **Section 1. Definition.** A Fellow is an earned degree upon fulfilling the following requirements:

- 355 A. held active membership for six years or a combination of resident and active
356 membership for a total of six years; and
- 357 B. fulfilled such other criteria for Fellow as may be established by the Board.
358

359 **Section 2. Classification.** A Fellow shall not be considered a separate membership
360 classification but shall be considered an earned degree.
361

362 **Section 3. Eligibility.** A Fellow shall continue to hold membership in the AAFP based
363 upon one of the classifications of membership.
364

365 **Section 4. Application.** Any active, inactive, or life member in good standing may, upon
366 application to the AAFP, be elected to receive the degree of Fellow upon fulfilling the
367 foregoing requirements. Under unusual circumstances satisfactory to the Board,
368 exceptions may be made on an individual basis to the foregoing Fellow requirements by a
369 two-thirds (2/3) vote of the Board.
370

371 **Section 5. Requirements.** The degree of Fellow shall be conferred at convocation of the
372 AAFP or at a constituent chapter meeting.
373

374 **ARTICLE V** 375 **Chapters**

376
377 **Section 1. Classification.** There shall be the following constituent chapters: (A) state;
378 (B) regional; and (C) uniformed services.

- 379 A. State. There shall be one chartered constituent chapter per state.
- 380 B. Regional. There shall be one chartered constituent chapter in the District of
381 Columbia and one in each United States possession or territory.
- 382 C. Uniformed Services. There shall be one uniformed services chartered constituent
383 chapter for members serving in the Army, Navy, Air Force and Public Health
384 Service.
- 385 D. Component Branch Chapters. A constituent chapter may, under provisions in its
386 constitution and/or bylaws approved by the Board, charter component branches in

387 counties or districts of such state or region, including student and/or resident
388 chapters.

389
390 **Section 2. Eligibility.**

- 391 A. State & Regional. Members of constituent chapters shall be the persons who
392 qualify and are members as stated in Article III.
393 B. Uniformed Services. Members of uniformed services chartered constituent chapter
394 shall be persons who qualify for membership as stated in Article III and
395 1. are on active duty; or
396 2. former members of the uniformed services who practice within a military
397 facility; or
398 3. students in a uniformed services medical school; or
399 4. students who have a service obligation to the uniformed services upon
400 completion of their training and who are eligible for membership.

401
402 **Section 3. Unified Membership.**

- 403 A. No person may hold membership in a constituent state or regional chapter or the
404 uniformed services chapter or a component branch chapter unless they be
405 likewise a member of the American Academy of Family Physicians.
406 B. Likewise no person may hold membership in the American Academy of Family
407 Physicians who does not hold membership in a constituent state or regional
408 chapter or the uniformed services chapter of the AAFP unless such person is
409 exempt from such requirement pursuant to Article III, Section 2.A.1.d. or Section
410 2.H.1. and whose application is approved by the Board.
411 C. Membership in existing component chapters may be required by the constitution
412 and/or bylaws of constituent chapters as a prerequisite to membership in that
413 constituent chapter and no person may hold membership in a component chapter
414 unless she/he is a member of the constituent chapter.

415
416 **Section 4. Application.** Applications for charter shall be in such form as is approved from
417 time to time by the Board.

418
419 **Section 5. Requirements.**

- 420 A. Requirements for charter shall be in accordance with procedures established by
421 the Board.
422 B. Amendments to all constituent chapter bylaws shall be submitted in writing to the
423 AAFP no later than thirty (30) days following the adoption of such amendments.
424 C. No amendment shall be of any force or effect until it has been approved by the
425 Board; however, such amendment shall be considered to be approved if the Board
426 fails to give written notice of its objections within ninety (90) days following receipt.
427 D. Amendments relating solely to the internal structure and organization of the
428 constituent chapter and which do not address issues specifically addressed in
429 these Bylaws may be implemented immediately upon adoption by the constituent
430 chapter but shall be subject to review by the Board.

431
432 **Section 6. Privileges.** Transfer of membership from one chapter to another chapter shall
433 be subject to approval by the Board.

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

- 439 B. Members who fail to transfer their chapter membership within six (6) months,
440 unless they are members of the uniformed services chapter, shall, upon
441 verification of eligibility, be automatically relocated to the chapter in which they
442 then practice or reside. If membership eligibility cannot be verified in the new
443 chapter where the member practices or resides, then the member shall be notified
444 that after thirty (30) days their membership will be canceled.
- 445 C. If transferring to a state or region where no constituent chapter exists, a member
446 shall remain a member of his/her constituent chapter.
- 447 D. Resident members shall automatically be transferred who have just completed
448 their residency training and are relocating to the appropriate chapter without first
449 being required to apply for transfer of membership to that chapter.
- 450

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

454

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

- 457 A. Any member may file written charges against any chapter with the executive vice
458 president/chief executive officer of the AAFP and the charges must:
- 459 1. Be signed by the accuser or accusers, and
 - 460 2. State the acts or conduct complained of with reasonable particularity.
- 461 B. The executive vice president/chief executive officer must present the charges to
462 the Board at its next meeting.
- 463 C. The Board shall consider the charges and either dismiss them or proceed as follows:
- 464 1. Within ten (10) days of receipt, serve a copy of the charges to the accused
465 chapter by:
 - 466 a. depositing a copy of the charges in the mail by sending registered and
467 addressed to the secretary or other officer of the chapter, and
 - 468 b. fix a time and place for the hearing of the charges, and
 - 469 c. notify the accused chapter of the time and place at the same time and in
470 the same manner as provided for in serving of the charges.
 - 471 2. The time set for the hearing shall not be less than fifteen (15) days nor more
472 than ninety (90) days after charges are served.
 - 473 3. After having given the accused and the accuser reasonable opportunity to be
474 heard in person or by counsel and to present all evidence and proofs, conclude
475 the hearing and within thirty (30) days render a decision.
 - 476 4. The affirmative vote of a majority of members of the Board present and voting
477 shall constitute the decision of the Board to either:
 - 478 a. dismiss the charges, or
 - 479 b. order them presented to the Congress of Delegates.
 - 480 5. Present its decision to the Congress of Delegates in a written resolution signed
481 by the Secretary of the Congress of Delegates and Board chair.
- 482 D. Should the Board dismiss the charges, it will furnish the accused and the accuser
483 with a copy of the resolution.
- 484 E. Should the Board choose to present the charges to the Congress of Delegates, the
485 resolution shall be read:
- 486 1. at the next regular meeting of the Congress of Delegates, or
 - 487 2. at a special meeting duly called for that purpose, provided that a copy of the
488 decision shall be delivered to the accused in the same manner provided for
489 service of charges at least fifteen (15) days before such meeting.

- 490 F. The accused and accusers shall be given reasonable opportunity to be heard at
491 the Congress of Delegates where the decision is read.
492 G. A majority of those delegates present and voting shall be required to dispose of
493 the matter; provided, however, a two-thirds (2/3) majority of all those present and
494 voting shall be required to suspend or revoke the charter of the accused state or
495 regional chapter; provided, further, that delegates representing the accused
496 chapter shall not be eligible to vote on such resolution.
497

498 **ARTICLE VI**
499 **Meetings**

500
501 **Section 1. Annual Meeting.** Unless otherwise ordered by the Board, there shall be an
502 annual meeting of the AAFP which shall include meetings of the Congress of Delegates
503 and an educational event, together with such meetings of the Board, Executive
504 Committee, and other commissions and committees as may be fixed by the Board. The
505 time and place shall be designated by the Board, and announced at least sixty (60) days
506 before the date so fixed.
507

508 **Section 2. Congress of Delegates.** The Congress of Delegates shall meet during the
509 annual meeting of the AAFP and at such other times and places as it may determine.
510 Special meetings of the Congress of Delegates may be called by a two-thirds (2/3)
511 affirmative vote of the Board, or called by the president upon the written request of any
512 twenty-five (25) or more of the delegates. Special meetings shall be held at such time and
513 place as may be set forth in said call, provided notice of such meeting dates shall be given
514 by the executive vice president/chief executive officer in writing at least sixty (60) days
515 prior.
516

517 **ARTICLE VII**
518 **Congress of Delegates**

519
520 **Section. 1. Definition.** The control and administration of the AAFP shall be vested in the
521 Congress of Delegates, subject to the statutory authority of the Board and to those
522 additional duties and powers specifically reserved to the Board in these Bylaws.
523

524 **Section 2. Composition.** The composition of the Congress of Delegates shall be:
525 A. Two delegates and two alternates from each chartered chapter who shall be elected
526 for terms of two (2) years or until their respective successors are elected, each of
527 whom shall be active members and in good standing.
528 B. Two medical students and two family medicine residents shall serve as delegates
529 and two medical students and two family medicine residents may be elected to
530 serve as alternates, each of whom shall be student or resident members,
531 respectively, and in good standing.
532 C. Two new physicians shall serve as delegates and two new physicians shall serve
533 as alternates, each of whom shall be active members and in good standing.
534 D. Six physicians shall serve as delegates and six physicians shall serve as
535 alternates to represent the Board approved constituency groups (other than the
536 new physicians constituency) represented at the National Conference of
537 Constituency Leaders, each of whom shall be active members and in good
538 standing.
539 E. Representation of member constituencies (other than new physicians) through
540 specifically-slotted delegates and alternates shall be discontinued at the
541 conclusion of the 2020 annual meeting of the Congress of Delegates.

542
543 **Section 3. Election.** The process for election of delegates and alternates shall be in
544 accordance with the Standing Rules of the Congress of Delegates and these Bylaws.
545

546 **Section 4. Privileges.**

- 547 A. Each delegate of the Congress of Delegates shall have one vote and shall have
548 the privilege of the floor of the Congress.
549 B. Privileges of the floor without the right to vote shall be granted to the alternates to
550 the delegates of the Congress, the officers and directors, past presidents and the
551 chair of each commission and committee.
552 C. Adopt such rules of procedure for the transaction of its business as it deems
553 desirable.
554

555 **Section 5. Resolutions.**

- 556 A. Except as provided in paragraph B of this Section 5, resolutions shall be submitted
557 in writing to the executive vice president/chief executive officer or the speaker of the
558 Congress of Delegates at least thirty (30) days prior to the meeting at which they
559 are to be acted upon. Any resolution not meeting the 30 day deadline is considered
560 late.
561 B. Late resolutions pertinent to the objectives of the AAFP may be submitted in
562 writing as follows:
563 (1) any AAFP member or any chapter may submit a late resolution up to one hour
564 before the opening session of the Congress of Delegates.
565 (2) any delegate may submit a late resolution up to one hour before each day's
566 business session of the Congress of Delegates.
567 C. An affirmative vote of two-thirds (2/3) of the delegates present and voting shall be
568 required for consideration of each such late resolution.
569

570 **Section 6. Quorum.** A majority of the total number of delegates shall constitute a quorum
571 at any meeting of the Congress of Delegates.
572

573 **ARTICLE VIII**
574 **Officers**
575

576 **Section 1. Officers.** The elected officers of the AAFP shall be: Board chair, president,
577 president-elect, speaker of the Congress of Delegates, and vice speaker of the Congress
578 of Delegates. The executive vice president/chief executive officer is an ex officio member
579 of the Board without vote appointed by the Board.
580

581 **Section 2. Qualifications for Office.** The elected officers shall be active members in
582 good standing at the time of election and throughout their term of office. The executive
583 vice president/chief executive officer need not be a member of the AAFP.
584

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

- 587 A. **Board chair.** The term of office begins at the conclusion of his/her term as
588 president and expires at the conclusion of the next ensuing annual meeting of the
589 Congress of Delegates.
590 B. **President.** The term of office begins at the conclusion of his/her term as president-
591 elect and expires at the conclusion of the next annual meeting of the Congress of
592 Delegates, or when his/her successor is seated.

- 593 C. **President-elect.** The term of office begins at the conclusion of the annual meeting
594 of the Congress of Delegates at which his/her election occurred and shall expire
595 upon succeeding to the office of president.
596 D. **Speaker and Vice Speaker of the Congress of Delegates.** The term of office
597 begins at the conclusion of the annual meeting of the Congress of Delegates at
598 which elected and expires at the conclusion of the next annual meeting of the
599 Congress of Delegates, or when his/her successor is seated.
600

601 **Section 4. Vacancies.**

- 602 A. **Board Chair.** If a vacancy exists in the office of Board chair, it shall be filled by a
603 majority vote of the Board from among the remaining duly elected Board members.
604 B. **President.** If a vacancy exists in the office of president due to death, resignation,
605 or for any reason the president shall be unable or unqualified to serve, the
606 president-elect shall succeed to the office for the unexpired term.
607 C. **President-elect.** If a vacancy exists in the office of president-elect due to death,
608 resignation, or removal from office, the Board shall elect a president-elect from the
609 current third-year at-large Board members; except that if such vacancy shall arise
610 during the 90-day period immediately preceding the commencement of the next
611 Congress of Delegates, then the Congress of Delegates will elect a new president
612 and president elect.
613 D. **President and President-elect.** In the event of the death, resignation, or
614 incapacity of both the president and the president-elect, the Board shall elect a
615 president for the unexpired term from the current third-year at-large Board
616 members.
617 E. **Speaker of the Congress of Delegates.** If a vacancy exists in the office of
618 speaker of the Congress of Delegates, the vice speaker shall succeed to the office
619 of the speaker and the Board shall elect a vice speaker with the advice of the
620 speaker for the unexpired term.
621 F. **Vice Speaker of the Congress of Delegates.** If a vacancy exists in the office of
622 vice speaker of the Congress of Delegates, the Board shall elect a vice speaker
623 with the advice of the speaker for the unexpired term.
624 G. **Speaker and Vice Speaker.** If a vacancy occurs in the office of speaker when
625 there also is a vacancy in the office of vice speaker, the Board shall elect a
626 speaker to fill the unexpired term.
627

628 **Section 5. Removal from Office.** Any officer of the AAFP may be removed from office for
629 cause by a two-thirds (2/3) vote of the total voting members of the Board. Any vacancy
630 that shall occur as a result of removal from office shall be filled in the same manner as is
631 provided in these Bylaws.
632

633 **Section 6. Procedure for Removal**

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

- 645 E. The petition shall be considered and a decision rendered at the first meeting of the
646 Board which is held no less than thirty (30) days after the date on which a copy of
647 the petition was mailed to the officers and directors.
648 F. The officer whose removal is being sought shall be afforded reasonable
649 opportunity to be heard at the Board meeting at which the petition is considered
650 and may be represented by counsel.
651

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

- 654 A. **The Board chair shall:**
655 1. be the immediate past president;
656 2. preside over all meetings of the Board and Executive Committee; and
657 3. be an ex officio member of the Board and all standing commissions and
658 committees.
659 B. **The president shall:**
660 1. be an ex-officio member of the Board and all standing commissions and
661 committees;
662 2. preside over all meetings of the Assembly;
663 3. in the absence of the speaker and vice speaker, preside over the meetings of
664 the Congress of Delegates; and
665 4. in the absence of the Board chair, preside over all meetings of the Board and
666 Executive Committee.
667 C. **The president-elect shall:**
668 1. be an ex-officio member of the Board;
669 2. in the absence of the president, preside over the meetings of the Assembly;
670 3. in the absence of the Board chair and the president, preside over the meetings
671 of the Board and Executive Committee;
672 4. succeed to the office of president; and
673 5. if a vacancy occurs in the office of president, serve the unexpired term of
674 president and then serve a term of president.
675 D. **The speaker of the Congress of Delegates shall:**
676 1. be an ex-officio member of the Board;
677 2. preside over the meetings of the Congress of Delegates;
678 3. appoint all reference and special committees of the Congress of Delegates;
679 4. be empowered to grant the privilege of the floor of the Congress of Delegates;
680 and
681 5. be entitled to vote only in the case of a tie providing the tie is not between
682 candidates for election.
683 E. **The vice speaker of the Congress of Delegates shall:**
684 1. be an ex-officio member of the Board; and
685 2. in the absence of the speaker of the Congress of Delegates, or by request of
686 the speaker, preside over the meetings of the Congress of Delegates.
687 F. **The executive vice president/chief executive officer shall:**
688 1. be an ex-officio member of the Board;
689 2. perform such duties as requested by the Board and under the direction of the
690 Board;
691 3. perform such duties as the title of corporate secretary of the AAFP;
692 4. with the approval of the Board, appoint one or more assistant secretaries to
693 perform any duties incident to the office of secretary;
694 5. ensure that an accurate record of all proceedings and transactions of the
695 Congress of Delegates and, Board are kept;
696 6. supervise all other employees and agents of the AAFP;

- 697 7. have other powers and duties as may be prescribed by the Board or these
698 Bylaws;
699 8. be without a vote;
700 9. be bonded in an amount fixed by the Board, the premium thereon to be paid by
701 the AAFP; and
702 10. be appointed for a term and stipend to be fixed by the Board.
703

704 **ARTICLE IX**
705 **Board of Directors**
706

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

- 708 A. immediate past president who shall serve as chair;
709 B. president;
710 C. president-elect;
711 D. speaker of the Congress of Delegates;
712 E. vice speaker of the Congress of Delegates;
713 F. one resident member;
714 G. one new physician member defined as an active member in good standing who
715 was first eligible for active membership fewer than seven years before being
716 elected to the Board;
717 H. one student member;
718 I. executive vice-president/chief executive officer; and
719 J. nine at large directors.
720

721 **Section 2. Eligibility of Resident, Student and New Physician Member.** Resident,
722 student and new physician members shall not be eligible to be re-elected to the Board
723 either in the same capacity nor eligible to serve as a Board member representing either of
724 such other two specified classes of members.
725

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

- 727 A. At large directors shall be active members in good standing at the time of their
728 election and throughout their term of office.
729 B. The term for the nine (9) at large directors shall be three years or until their
730 successors are elected.
731 C. No director elected to a three (3) year term shall be eligible for renomination to the
732 Board unless at least one (1) year has elapsed since the expiration of that
733 director's previous term.
734 D. All directors elected shall take office immediately following the annual Congress of
735 Delegates meeting at which they were elected.
736

737 **Section 4. Term of Resident, Student, New Physician Directors.** The term for resident,
738 student and new physician director shall be one year or until their successors are elected.
739 They shall take office immediately following the annual Congress of Delegates meeting at
740 which they were elected.
741

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

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

778
779 **Section 6. Vacancies.**

- 780 A. **At Large Directors.**
- 781 1. An at large director shall be elected at the next Congress of Delegates to fill a
782 vacancy that occurs during the first year of the three-year term. The director
783 filling the unexpired two-year term will not be eligible for re-election unless at
784 least one (1) year has elapsed since the expiration of that director's previous
785 term.
- 786 2. An at large director shall be elected at the next Congress of Delegates to fill a
787 vacancy that occurs during the second year of the three year term. The director
788 filling the unexpired one-year term will be eligible for re-election for a three-
789 year term without sitting out a year.
- 790 B. **Resident, Student and New Physician.** If the resident, student or new physician
791 becomes ineligible or discontinues membership in the AAFP, the position is
792 declared vacant.
- 793 1. No vacancy shall be deemed to exist solely because the resident completes
794 residency training during his/her term or because the student completes
795 medical school during his/her term.
- 796 2. The Board shall fill the vacancy by a majority vote of the Board for the
797 unexpired term.
- 798 3. Service for the unexpired term shall not affect an individual's eligibility to seek
799 subsequent election as resident, student or new physician member of the
800 Board.

801
802 **Section 7. Removal from Office for At Large Directors, Resident, Student and New**
803 **Physician.** Any at large, resident, student or new physician director of the AAFP may be
804 removed from office for cause by a two-thirds (2/3) vote of the total voting members of the
805 Board. Any vacancy that shall occur as a result of removal from office shall be filled in the
806 same manner as is provided in these Bylaws.

807
808 **Section 8. Procedure for Removal.**

- 809 A. No action may be taken to remove any Board member listed in Section 7 of this
810 Article except upon written petition of five (5) voting members of the Board.
811 B. The petition shall be delivered to the secretary of the Board and shall state the
812 cause(s) for which removal is sought.
813 C. Within five (5) days of receipt of such petition, the secretary shall cause a copy
814 thereof to be sent by registered mail, with return receipt requested, to each officer
815 and member of the Board.
816 D. The Board member whose removal is being sought may answer the petition in
817 writing at any time prior to the meeting of the Board, but need not do so; failure to
818 answer shall not be an admission of truth of the charges or a waiver of the right to
819 a hearing.
820 E. The petition shall be considered and a decision rendered at the first meeting of the
821 Board which is held no less than thirty (30) days after the date on which a copy of
822 the petition was mailed to the officers and directors.
823 F. The Board member whose removal is being sought shall be afforded reasonable
824 opportunity to be heard at the Board meeting at which the petition is considered
825 and may be represented by counsel.
826

827 **Section 9. Meetings.**

- 828 A. **Regular Meetings.** Regular meetings of the Board shall be held:
829 1. immediately prior to the annual meeting of the Congress of Delegates;
830 2. no later than thirty (30) days following the annual meeting of the Congress of
831 Delegates; and
832 3. at such other times as may be deemed necessary.
833 B. **Special Meetings.** Special meetings may be called:
834 1. by the Board chair;
835 2. at the written request of five (5) voting members of the Board.
836

837 **Section 10. Location.** The Board chair shall determine the time and location of meetings.
838

839 **Section 11. Quorum.** A majority of the voting members of the Board shall constitute a
840 quorum for any regular or special meeting of the Board.
841

842 **Section 12. Reimbursement.** Officers and members of the Board shall be reimbursed for
843 representing the AAFP on official business in accordance with reimbursement policies
844 established by the Commission on Finance and Insurance.
845

846 **ARTICLE X**
847 **Nominations and Elections**

848
849 **Section 1. Nominations.** All candidates for AAFP elected office including president-elect,
850 speaker, and vice-speaker of the Congress of Delegates, and for each vacancy occurring
851 on the Board shall be nominated by their constituent chapter. The letter of endorsement/

852 nomination shall be submitted in writing in accordance with the Standing Rules of the
853 Congress of Delegates.

854
855 **Section 2. Elections.**

856 A. **Officers.**

857 1. The Congress of Delegates shall elect annually a president-elect, speaker, and
858 vice speaker, such election to be by ballot as prescribed and prepared by the
859 executive vice president/chief executive officer.

860 2. Voting and the process for election shall be in accordance with the Standing
861 Rules of the Congress of Delegates.

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

866 C. **Student Member of the Board.** The National Congress of Student Members
867 shall, in accordance with guidelines approved by the Board, annually elect one
868 student member whose name and credentials shall be presented for approval by
869 the Congress of Delegates.

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

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

877 1. The Congress of Delegates shall elect annually one member for each vacancy
878 occurring on the Board, such election to be by ballot as prescribed and
879 prepared by the executive vice president/chief executive officer.

880 2. Voting and the process for election for Board candidates shall be in
881 accordance with the Standing Rules of the Congress of Delegates.

882
883 **ARTICLE XI**
884 **Executive Committee**

885
886 **Section 1. Composition.** The Executive Committee shall be composed of five members
887 as follows:

888 A. the Board chair;

889 B. the president;

890 C. the president-elect;

891 D. the speaker of the Congress of Delegates; and

892 E. one at-large member of the Board who shall be elected as determined by the
893 Board.

894
895 **Section 2. Duties and Powers.** The Executive Committee, by a majority vote, shall have
896 full authority to conduct necessary business:

897 A. that demands prompt action in the interim between meetings of the Board; or

898 B. when it is impracticable or impossible to convene the Board of Directors; or

899 C. when the Board authorizes or otherwise directs the Executive Committee to act for
900 and on behalf of the Board.

901
902 **Section 3. Meetings.** Meetings of the Executive Committee shall be held at the call of the
903 chair.

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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.

953 **Section 3. Board of Directors**

- 954 A. **Minimum Number.** The Board shall be composed of a minimum of seven
955 members during an emergency condition.
- 956 B. **Designation of Emergency Directors.**
- 957 1. If fewer than seven Board members are available to meet, the chairs of the
958 commissions become Emergency Directors and shall serve on the Board (in
959 addition to regular Board member who are available).
- 960 2. If there are still fewer than seven Board members available after taking into
961 account the Emergency Directors and regular Board members, the available
962 Board members shall appoint sufficient additional Emergency Directors to
963 comprise the minimum.
- 964 C. **Duties and Privileges.** Emergency Directors shall:
- 965 1. have all duties and privileges of directors, and
- 966 2. serve as directors until the earlier of:
- 967 a. the first meeting of the Congress of Delegates following the end of the
968 emergency condition; or
- 969 b. at least seven Board member (other than Emergency Directors) are
970 available to meet.
- 971 D. **Authority.** The primary duty of the Board during an emergency shall be the
972 continuation and management of the AAFP. The Board may, upon a two-thirds
973 affirmative vote, adopt such other emergency Bylaws as may be necessary for
974 such continuation and management.
- 975 E. **Meetings.** A meeting of the Board may be called by any member of the Board.
976 Notice of any meeting shall be given to such Board members as may be feasible
977 to reach at the time and by such means as may be feasible at the time.
- 978 F. **Quorum.** A majority of the members of the Board shall constitute a quorum.
- 979 G. **Effect of Action.** Action taken in accordance with these emergency Bylaws shall
980 bind the AAFP. No Board member acting in accordance with these emergency
981 Bylaws shall be liable for such action, except for willful misconduct.
982

983 **Section 4. Duration.** To the extent not inconsistent with any emergency Bylaws, the
984 Bylaws of the AAFP shall remain in effect during the emergency condition. Upon the end
985 of the emergency condition, as determined by the Board, the emergency Bylaws shall
986 cease to be operative.
987

988 **ARTICLE XIII**
989 **Standing Commissions and Committees**

990

991 **Section 1. Standing Commissions and Committees.** There shall be the following
992 standing commissions: (1) Education; (2) Membership & Member Services; and (3)
993 Finance & Insurance. The Board may appoint such additional commissions, committees
994 or similar organizational entities to assist the Board as it deems appropriate. The
995 composition and functions of such additional commissions, committees or organizational
996 entities shall be determined by the Board.
997

998 **Section 2. Duties of Commissions and Committees.** The composition and functions of
999 such additional commission, committees or organizational entities shall be determined by
1000 the Board.
1001

1002 **Section 3. Reimbursement.** Those representing the AAFP on official business, including
1003 members of commissions and committees and other similar organizational entities, shall

1004 be reimbursed in accordance with reimbursement policies established by the Commission
1005 of Finance and Insurance.

1006
1007
1008 **ARTICLE XIV**
1009 **Ethics**
1010

1011 **Section 1. Definition.** The Principles of Medical Ethics of the American Medical
1012 Association, as they now or hereafter may provide, shall be the principles of ethics of the
1013 AAFP. The Congress of Delegates by a two-thirds (2/3) vote may adopt additional policies
1014 or positions relating to ethical issues even though such policies or positions may be
1015 contrary to the Principles of Medical Ethics of the American Medical Association.
1016

1017 **Section 2. Charges.** If a member in good faith is believed to:

- 1018 A. have violated these Medical Ethics or these Bylaws; or
1019 B. be guilty of conduct justifying censure, suspension, or expulsion from the
1020 organization, any member may file charges against him or her. Charges shall be
1021 handled as follows; however, the provisions of applicable law supersedes these
1022 procedures:
- 1023 1. All those against whom charges have been filed shall have the right to be
1024 represented by counsel at the initial hearing and upon appeal to the Board.
 - 1025 2. Charges must be in writing and signed by the accuser or accusers.
 - 1026 3. Charges must state the acts or conduct complained of with reasonable
1027 particularity.
 - 1028 4. Charges must be filed with the president of the constituent chapter to which the
1029 accused member belongs, if any; otherwise with the executive vice
1030 president/chief executive officer of the AAFP.
 - 1031 5. At the first meeting of the Board of directors of the constituent chapter or of the
1032 Board, as the case may be, held after the filing of the charges, the charges
1033 must be presented to the Board.
 - 1034 6. The Board shall then or at any adjournment of said meeting, but not more than
1035 thirty (30) days thereafter, consider the charges and shall either dismiss them
1036 or shall proceed as follows:
 - 1037 a. within fifteen (15) days serve a copy of the charges upon the accused by
1038 depositing in the United States mail a copy, registered and addressed to
1039 the last known address of the accused;
 - 1040 b. fix a time and place for hearing said charges;
 - 1041 c. the accused shall be notified of the time and place at the same time and in
1042 the same manner as provided for the serving of the charges;
 - 1043 d. the time set for the hearing shall be not less than fifteen (15) days nor more
1044 than six (6) months after the charges have been served.
 - 1045 7. The accused may answer in writing but need not do so and failure to answer
1046 shall not be an admission of guilt or a waiver of the accused's right to a
1047 hearing.
 - 1048 8. The Board shall:
 - 1049 a. after having given to the accuser and the accused every opportunity to be
1050 heard, including oral arguments and the filing and consideration of any
1051 written briefs, conclude the hearing; and
 - 1052 b. within thirty (30) days shall render a decision.
 - 1053 9. The affirmative vote of a majority of the members of the Board present and
1054 voting shall constitute the verdict of the Board which by such vote may
1055 exonerate, censure, suspend, or expel the accused member.

1056 10. The Board's decision shall be expressed in a resolution which shall contain no
1057 opinion and shall be signed by the Board chair and its secretary.

1058 11. No member of the Board absent for any portion of the hearing shall be entitled
1059 to vote.

1060 **Section 3. Censure.** No member shall be suspended for more than one year and at the
1061 expiration of the period of suspension shall be reinstated to membership upon application
1062 and the payment of dues accrued during the period of suspension. Any member of a
1063 constituent chapter who has been censured, suspended, or expelled may:

1064 A. Appeal such action within six (6) months after notification is given to the Board,
1065 with jurisdiction of the Board extending only to matters of procedure and law and
1066 not of fact.

1067 B. The Board shall:
1068 1. determine a time and place for the hearing of the appeal; and
1069 2. by a majority vote either sustain or reverse such censure, suspension or
1070 expulsion after giving the accused and representatives of the chapter from
1071 whose decision he or she appeals reasonable opportunity to be heard.

1072 C. The decision of the Board is final.

1073
1074 **ARTICLE XV**
1075 **Inspection of Records**

1076
1077 **Section 1.** Open to inspection upon the written demand of any member shall be:

- 1078 A. Minutes of the proceedings of the Board of Directors; and
- 1079 B. Minutes of the proceedings of the Congress of Delegates; and
- 1080 C. Membership directory; and
- 1081 D. Financial records

1082
1083 **Section 2.** Inspection of records shall be produced at any time when requested by ten
1084 (10) percent of the members at any meeting of the Congress of Delegates and:

- 1085 A. may be made by agent or attorney, and
- 1086 B. shall include the right to make extractions

1087
1088 **Section 3.** Demand of inspection, other than at a meeting of the members, shall be in
1089 writing to the president or secretary of the AAFP.

1090
1091 **ARTICLE XVI**
1092 **Annual Report**

1093
1094 **Section 1.** The Board of Directors shall send a balance sheet to the Congress of
1095 Delegates:

- 1096 A. Not later than six (6) months after the close of the fiscal year; and
- 1097 B. As of the closing date of such fiscal year together with:
 - 1098 1. a statement of the income and profit and loss for such fiscal year, and
 - 1099 2. a certification of financial statement by a public accountant.

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1101 **ARTICLE XVII**
1102 **Indemnification**

1103
1104 **Section 1.** Every person who is or shall be or shall have been a director, officer, member
1105 of a committee or commission or an employee or agent of this corporation, or who is or
1106 shall be serving or shall have served at the request of this corporation in any such
1107 capacity in another corporation, partnership, joint venture, trust or other enterprise or

1108 organization or any committee thereof, and the personal representative of each person
1109 described in this sentence, shall be indemnified by this corporation against all costs and
1110 expenses reasonably incurred by or imposed upon any such person in connection with or
1111 resulting from any action, suit or proceeding to which such person may be made a party
1112 by reason of such person's being or having been in such position or capacity for this
1113 corporation or for any other enterprise or organization at the request of this corporation,
1114 except in relation to such matter as to which such person shall finally be adjudicated in
1115 such action, suit or proceedings to have acted in bad faith and to have been liable by
1116 reason of willful misconduct in the performance of such person's duty in such indemnified
1117 capacity.

1118
1119 **Section 2.** Each such person shall be indemnified also by this corporation against any
1120 and all criminal claims and liabilities to which such person has or shall become subject by
1121 reason of action alleged to have been taken, omitted or neglected by him or her in any
1122 capacity enumerated in the preceding sentence, provided, however, that no such person
1123 shall be indemnified against or be reimbursed for any expenses incurred in connection
1124 with any criminal claim or liability unless such person had reasonable cause to believe
1125 that his or her conduct which resulted in the criminal claim or liability was lawful.
1126

1127 **Section 3.** "Costs and expenses" shall include, but are not limited to, attorneys' fees,
1128 damages, fines and reasonable amounts paid in settlement.
1129

1130 **Section 4.** The right to indemnification conferred by this Article shall not restrict the power
1131 of the corporation to make any other or further indemnification permitted by law.
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1133 **ARTICLE XVIII**

1134 **Parliamentary Authority**

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1137 The rules contained in the current edition of *American Institute of Parliamentarians*
1138 *Standard Code of Parliamentary Procedure* shall govern the AAFP in all cases to which
1139 they are applicable, and in which they are not inconsistent with these Bylaws and any
1140 special rules of order the AAFP may adopt.
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1142 **ARTICLE XIX**

1143 **Amendment of Bylaws**

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1145
1146 **Section 1.** Amendments shall:

- 1147 A. be proposed by any five (5) or more members; and
- 1148 B. be submitted to the executive vice president/chief executive officer at least one
1149 hundred (100) days prior to any regular or special meeting of the Congress of
1150 Delegates.
 - 1151 1. The executive vice president/chief executive officer shall provide notice of the
1152 availability of proposed amendments to all AAFP members at least thirty (30)
1153 days prior to said meeting; and
 - 1154 2. Such notice shall:
 - 1155 a. be published in an official publication of the AAFP sent to the entire
1156 membership; and
 - 1157 b. include a summary of all proposed amendments; and
 - 1158 c. set forth a mechanism by which any member may obtain a copy of all
1159 proposed amendments.

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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.