

# New York State Academy of Family Physicians

## **CONSTITUTION AND BYLAWS**

VERSION: JUNE 2022



3 **New York State Academy of Family Physicians Constitution and Bylaws**

4

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36 **PREAMBLE**

37

38 To the end that the people of New York State may receive excellence in health care,  
39 this corporation, an association of family physicians, known as the New York State  
40 Academy of Family Physicians, Inc. has the objectives and purposes as envisioned by  
41 the Certificate of Incorporation and as outlined in the current Mission Statement.  
42

43 **NYSAFP MISSION STATEMENT**

44

45 Guided by principles of inclusivity and community, the NYSAFP empowers family  
46 physicians, residents, and students to lead through advocacy, education, and  
47 mentorship to improve the lives of our members and our patients.  
48

49 **CONSTITUTION**

50

51 **ARTICLE I - Purposes**

52

53 **Section 1.** To accomplish the aims, ideals and objectives of the corporation the New  
54 York State Academy of Family Physicians may grant charters to county and regional  
55 chapters of this Academy in such manner as the Bylaws may from time to time provide;  
56 shall have power to acquire, own, and convey real and personal property; to carry on  
57 research, to grant academic degrees in recognition of achievement in the science and  
58 practice of medicine and surgery; to issue publications; to establish, conduct and  
59 maintain schools, courses, museums, libraries, and other institutions for graduate study  
60 in medicine and surgery; and to use any and all means for the attainment of its  
61 objectives which from time to time may seem to be desirable.

62

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

69

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

72

73

74 **ARTICLE 2 - Membership**

75

76 Section 1. The qualifications and conditions of membership and the classes of  
77 membership in the New York State Academy of Family Physicians shall be the same as

78 those now or hereafter provided in the Bylaws of the American Academy of Family  
79 Physicians.

80  
81

## 82 **ARTICLE 3 - Annual Meeting**

83

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

92  
93

## 94 **ARTICLE 4 - The Assembly**

95

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

104

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

107

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

115

116

## 117 **ARTICLE 5 - Congress of Delegates**

118

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

122  
123 **Section 2.** Only duly accredited delegates sitting in the Congress of Delegates and  
124 Board members shall have the right to vote and each such delegate and Board member  
125 shall be entitled to one vote. Past Presidents shall be a permanent member of the  
126 Congress of Delegates with the privilege of the floor of the Congress of Delegates and a  
127 vote as long as he or she is a member of the Academy in good standing.

128  
129 **Section 3.** Resolutions. Members of this Academy may cause the introduction of  
130 resolutions to the Congress of Delegates by submitting them in accordance with the  
131 current COD policies as outlined in the COD Manual. Any resolution proposing an  
132 amendment to the Constitution or Bylaws must be submitted at least sixty (60) days  
133 prior to the meeting.

134  
135 **Section 4.** Referendum. The Congress of Delegates may, at any time, by majority  
136 vote, refer and submit to the members of the Academy defined questions affecting the  
137 policy or recommendations of this Academy which, in the opinion of the Congress of  
138 Delegates, are of immediate practical consequence to the members of the Academy and  
139 the public. A majority of the members in good standing attending an annual meeting of  
140 this Academy may, during the course of such meeting, direct a referendum to the  
141 membership of the Academy concerning any action of the Congress of Delegates. Such  
142 referendum must be called for during the course of the meeting and approved by a  
143 majority vote of all members present; such referendum to be conducted by the Board  
144 of Directors. The result of the referendum, when duly ascertained shall control the acts  
145 of the Academy and its officers, committees, agents, and employees.

146  
147

## 148 **ARTICLE 6 - Board of Directors**

149  
150 **Section 1.** Subject to the action of the Congress of Delegates and during the interim  
151 between meetings of the Congress of Delegates, the control and administration of the  
152 Academy shall be vested in a Board of Directors composed of nine (9) elected directors-  
153 at-large, the President, President-Elect, Vice President, Secretary, Treasurer, Speaker of  
154 the Congress of Delegates, Vice Speaker of the Congress of Delegates, the Immediate  
155 Past President, two (2) Delegates and two (2) Alternate Delegates to the Congress of  
156 Delegates of the American Academy of Family Physicians, one (1) Delegate to MSSNY  
157 one (1) Alternate Delegate to MSSNY, one (1) New Physician Delegate, two (2)  
158 Resident Representatives, with right to one (1) vote and two (2) Student  
159 Representatives, with right to one (1) vote.

160  
161

## 162 **ARTICLE 7 - Officers**

163  
164 The officers of the Academy shall be a President, President-Elect, Immediate Past  
165 President, Vice-President, Secretary, Treasurer, Board Chair, Speaker of the Congress of

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

168  
169

## 170 **ARTICLE 8 - Amendments**

171

172 **Section 1.** This Constitution and Bylaws may be amended by an affirmative vote of at  
173 least two-thirds (2/3) of the delegates present and voting at any meeting of the  
174 Congress of Delegates. Notice of the proposed action must be filed by at least five (5)  
175 members of the Academy with the secretary at least sixty (60) days prior to any regular  
176 or special meeting of the Congress of Delegates and notice thereof must be given by  
177 mail or official publication by the secretary to the members of the Academy at least  
178 thirty (30) days before the meeting at which such action is proposed to be taken.  
179 Amendments relating solely to the internal structure and organization of the New York  
180 State Academy of Family Physicians will go into effect immediately after the  
181 adjournment of the Congress of Delegates which adopted them. All other amendments  
182 will be submitted to the American Academy of Family Physicians for review. If no  
183 objection is received from the AAFP Board within ninety (90) days after filing the  
184 proposed amendments, they will become effective.

185  
186

## 187 **ARTICLE 9 - Official Publication**

188

189 **Section 1.** The New York Family Physician shall be the official publication of the  
190 Academy for which a subscription fee of \$10.00 a year is deducted from the annual  
191 dues.

192  
193

## 194 **BYLAWS**

195

### 196 **CHAPTER 1 - Class of Membership and Election Privileges and Change of** 197 **Status**

198

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

205

206 **Section 2.** Classification. The qualifications and conditions of membership and the  
207 classes of membership in the New York State Academy of Family Physicians shall be the

208 same as those now or hereafter provided in the Bylaws of the American Academy of  
209 Family Physicians.

210  
211 **Section 3.** Good Standing. A member in good standing shall be one whose current  
212 dues and assessments, if any, have been paid in accordance with the provision of these  
213 Bylaws, and who has met any other applicable requirements as set forth in these  
214 Bylaws.

215  
216 **Section 4.** Change of Status. Any member who changes the nature of his or her  
217 medical occupation and/or employment which directly affects his or her membership  
218 status shall be re-classified by his or her county or regional chapter within sixty (60)  
219 days, and the secretary of the New York State Academy of Family Physicians duly  
220 notified; in the event this is not implemented by the county or regional chapter, the  
221 Board of Directors of the New York State Academy of Family Physicians shall re-classify  
222 the said member. Any member who changes his or her occupation in such a manner as  
223 to render him or her ineligible to membership in this Academy, may, unless he or she  
224 resigns, be stricken from the roll of members by action of the Board of Directors. Under  
225 unusual circumstances satisfactory to the Board of Directors of the AAFP, exceptions  
226 may be made on an individual basis to the foregoing membership rules and  
227 requirements by a two-thirds (2/3) vote of said Board of Directors.

228  
229 **Section 5.** Agreement. Acceptance of membership in this Academy shall constitute an  
230 agreement by such member to comply with the Constitution and Bylaws thereof and to  
231 recognize the Board of Directors as the sole and only judge of his or her right to be or  
232 remain a member, provided, however, that if such membership in this Academy is  
233 conferred by virtue of membership in a component county or regional chapter pursuant  
234 to Chapter 4 of these Bylaws, the Board of Directors of such chapter shall be the judge  
235 of such member's right to be or remain a member, subject to the right of appeal  
236 provided in Section 3 of Chapter 3 of these Bylaws. All right, title and interest, both  
237 legal and equitable, of a member in and to the property of this organization shall cease  
238 and terminate in the event of any or either of the following: (a) the expulsion of such  
239 member (b) the striking of his or her name from the roll of members (c) his or her  
240 death or resignation.

241  
242 **Section 6.** No person may hold membership in a component chapter unless such  
243 person is also a member of the New York State Academy of Family Physicians.

244  
245

## 246 **CHAPTER 2 - Fellowship**

247  
248 **Section 1.** Definition. A Fellow is an earned degree upon fulfilling the following  
249 requirements as stated in the Bylaws of the American Academy of Family Physicians.

250  
251



## 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 state the acts or conduct complained of with reasonable particularity.
4. Charges must be filed with the president of the constituent chapter to which the accused member belongs, if any; otherwise with the executive vice president/chief executive officer of the AAFP.
5. At the first meeting of the Board of directors of the constituent chapter or of the Board, as the case may be, held after the filing of the charges, the charges must be presented to the Board.
6. The Board shall then or at any adjournment of said meeting, but not more than thirty (30) days thereafter, consider the charges and shall 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.

- 296 9. The affirmative vote of a majority of the members of the Board present and  
297 voting shall constitute the verdict of the Board which by such vote may  
298 exonerate, censure, suspend, or expel the accused member.  
299 10. The Board's decision shall be expressed in a resolution which shall contain no  
300 opinion and shall be signed by the Board chair and its secretary.  
301 11. No member of the Board absent for any portion of the hearing shall be  
302 entitled to vote.

303  
304 **Section 3.** Censure & Appeal. No member shall be suspended for more than one year  
305 and at the expiration of the period of suspension shall be reinstated to membership  
306 upon application and the payment of dues accrued during the period of suspension. Any  
307 member of a constituent chapter who has been censured, suspended, or expelled may:

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

311 B. The Board shall:

- 312 1. determine a time and place for the hearing of the appeal; and  
313 2. by a majority vote either sustain or reverse such censure, suspension, or  
314 expulsion after giving the accused and representatives of the chapter from  
315 whose decision he or she appeals reasonable opportunity to be heard.

316 C. The decision of the Board is final.  
317  
318

## 319 **CHAPTER 4 - Chapters**

320  
321 **Section 1.** Upon the petition of any five (5) or more members of the Academy residing  
322 in any one (1) county of New York State, the Board of Directors may issue a charter for  
323 a county chapter of this Academy, provided however that no more than one (1) county  
324 chapter shall be chartered in any county nor shall any part of a county be excluded  
325 from a county chapter so chartered. In this sense, the word "county" pertains to a  
326 geographical subdivision of the state legally referred to as a county of the State of New  
327 York. Such charters shall be in such form as is approved from time to time by the Board  
328 of Directors and shall state that such county chapter is a component county chapter of  
329 the New York State Academy of Family Physicians.  
330

331 **Section 2.** Upon petition of five (5) or more members residing in two (2) or more  
332 contiguous counties in the State of New York where no county chapter exists, the Board  
333 of Directors may at its discretion, issue a charter for a component regional chapter  
334 embracing the said two or more contiguous counties. The dissolution of a regional  
335 chapter shall be automatic upon the granting of a county chapter charter to any county  
336 contained in such regional chapter, petition having been made by five (5) members of  
337 such component county for such charter.  
338

339 **Section 3.** Upon petition of five or more resident members who are in training in an  
340 approved family medicine residency in the State of New York, the Board of Directors  
341 may issue a charter for the resident chapter provided, however, that no more than one  
342 resident chapter shall be chartered for each approved Family Medicine residency in New  
343 York State.

344  
345 **Section 4.** Upon petition of five (5) or more student members enrolled in medical  
346 school in the State of New York, the Board of Directors may issue a charter for a  
347 student chapter provided, however, that no more than one (1) student chapter shall be  
348 chartered and shall include and represent all of the student members of the New York  
349 State Academy of Family Physicians.

350  
351 **Section 5.** Said petition shall be accompanied by the proposed Constitution and Bylaws  
352 for the county, regional, resident or student chapter. No charter shall be issued until  
353 such Constitution and Bylaws are approved by the Board of Directors of this Academy.  
354 Such county, regional, resident or student constitution shall adhere in principle to the  
355 constitution of the New York State Academy of Family Physicians.

356  
357 **Section 6.** The members of such county, regional, resident or student chapter shall be  
358 the persons to whom a charter is issued and such additional persons meeting the  
359 qualifications for membership in Chapter 1 of these Bylaws who shall be elected to  
360 membership in the county, regional, resident or student chapter. No person may hold  
361 membership in the New York State Academy of Family Physicians or any of its  
362 component chapters unless he or she is likewise a member of the American Academy of  
363 Family Physicians.

364  
365 **Section 7.** Any member of this Academy practicing in a county or region for which a  
366 charter has been issued who does not become a member in good standing of such  
367 county, regional, resident or student chapter within one year after the date of said  
368 charter shall have their name stricken from the roll of this Academy. No candidate  
369 practicing in a county where a county, regional, resident or student chapter is in  
370 existence may become a member of this Academy except on the certification of the  
371 secretary of said chapter that he or she is a member in good standing of said chapter.  
372 Any member of this Academy who ceases to be a member of the component chapter  
373 wherein he or she practices or of the American Academy of Family Physicians, shall  
374 unless he or she be reinstated, cease to be a member of this Academy and his or her  
375 name shall be stricken from the roll of members.

376  
377 A member in good standing of one county chapter who moves to another county where  
378 there exists a component chapter of this Academy shall apply for election to  
379 membership in the chapter of the county of his or her new residence within one (1)  
380 year and shall not pay a second initiation fee. Members failing to be so elected after  
381 one (1) year thereafter shall be dropped from the rolls of this Academy.

382

383 **Section 8.** A component county, regional, resident or student chapter may, under  
384 provision in its Constitution and Bylaws approved by the Board of Directors of the New  
385 York State Academy of Family Physicians, charter component branches in cities or  
386 districts of such county provided that such component branches will be directly  
387 responsible to the county, regional, resident or student chapter issuing such a charter  
388 and shall not be considered as a component chapter of the New York State Academy of  
389 Family Physicians nor be entitled to representation therein.

390  
391 **Section 9.** The charter of any component county, regional, resident or student chapter  
392 chartered by this Academy may be suspended or revoked by the Congress of Delegates  
393 in the event of any action deemed to be in conflict with the letter or intent of this  
394 Constitution and Bylaws or in the event of its failure to comply with all the requirements  
395 of the Congress of Delegates, Board of Directors or officers of this Academy in the  
396 manner hereinafter specified.

397  
398 Any member of this Academy may file written charges against any such chapter with  
399 the secretary of the Academy. Such charges must be signed by the accuser or accusers  
400 and must state the acts or conduct complained of with reasonable particularity. The  
401 secretary must present said charges to the Board of Directors at its next meeting. The  
402 Board of Directors shall then or at any adjournment of said meeting, but not more than  
403 thirty (30) days thereafter, consider the charges and shall either dismiss them or shall  
404 proceed as hereinafter set forth.

405  
406 If the Board fails to dismiss said charges, it shall within ten (10) days thereafter cause a  
407 copy of the charges to be served upon the accused chapter by depositing in the United  
408 States mail a copy thereof, registered, and mailed to the secretary or president of said  
409 chapter. The Board shall also and at the same meeting fix a time and place for the  
410 hearing of said charges and the accused chapter shall be notified of the time and place  
411 at the same time and in the same manner as provided for the serving of the charges.  
412 The time set for the hearing shall not be less than fifteen (15) days nor more than  
413 ninety (90) days after the service of charges. The Board shall, after having given the  
414 accused and the accuser reasonable opportunity to be heard in person or by counsel  
415 and to present all evidence and proofs, conclude the hearing and within thirty (30) days  
416 thereafter shall render a decision. The affirmative vote of a majority of the members of  
417 the Board present and voting shall constitute the decision of the Board which may by  
418 such vote dismiss the charges or order them presented to the Congress of Delegates. In  
419 either event the Board shall make known its decision in a written resolution signed by  
420 the secretary and the chair thereof. In the former event the Board shall furnish the  
421 accused and the accuser with a copy of the resolution. In the latter event its resolution  
422 shall be read at the next regular meeting of the Congress of Delegates or at a special  
423 meeting duly called for that purpose, provided that a copy of the decision shall be  
424 delivered to the accused in the same manner provided for the service of charges at  
425 least fifteen (15) days before such meeting. The accused and the accusers shall be  
426 given reasonable opportunity to be heard at the meeting of the Congress of Delegates

427 where the decision is read. A two- thirds (2/3) majority of all those present and voting  
428 shall be required to suspend or revoke the charter of the accused county, regional,  
429 resident or student chapter provided, however, that the delegates representing the  
430 accused chapter shall not be eligible to vote on such resolution.

431  
432 **Section 10.** Amendments to the Constitution and Bylaws of a county, regional,  
433 resident or student chapter shall be submitted in writing to the secretary of the New  
434 York State Academy of Family Physicians not later than thirty (30) days following the  
435 adoption of such amendments. Whenever practicable, such proposed amendments shall  
436 be submitted in advance for a ruling as to their constitutionality.

437  
438 No amendment shall be of any force or effect until it has been submitted to and  
439 reviewed by the Board of Directors of the New York State Academy of Family  
440 Physicians, provided, however, that such amendment shall be considered to be  
441 approved if the Board of Directors fails to give written notice of its objections therein  
442 within ninety (90) days following receipt.

443  
444

## 445 **CHAPTER 5 - Dues**

446

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

450

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

453

454

## 455 **CHAPTER 6 - Election of Officers and Board Members**

456

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

463

464 **Section 2.** Election of the above officers shall be by secret ballot prepared by the  
465 secretary, provided, however, that when the nominations have been closed with but a  
466 single candidate having been nominated, the presiding officer shall declare the  
467 candidate elected to office. The nominee receiving a majority shall be declared elected.  
468 When there are three (3) or more candidates for a single office and no one candidate  
469 receives a majority vote on the first ballot, a second ballot shall be taken by the  
470 Congress of Delegates between the two (2) candidates receiving the highest number of

471 votes on the first ballot. A candidate has a majority when he or she has more than half  
472 the total votes, ignoring invalid ballots.

473  
474 **Section 3.** The Board of Directors shall elect its chair at its meeting during the annual  
475 meeting of the Academy following the election of officers by the Congress of Delegates.  
476 He or she shall be elected by a majority of the newly constituted Board present and  
477 voting from among the directors elected as such by the Congress of Delegates. The  
478 chair shall hold office for one (1) year, or until the next annual meeting or until his or  
479 her successor is elected. He or she shall be eligible for re-election to the chair provided  
480 that his or her term as director has not expired.

481  
482 **Section 4.** In the event that any Board member of this Academy dies, is declared  
483 incompetent, resigns, or otherwise ceases to be a Board member, the chair of the  
484 Board of Directors shall call an emergency meeting of the Board of Directors for the  
485 expressed purpose of electing a member to fill the office for the unexpired term. Any  
486 member of the Academy in good standing shall be eligible for election. However, such  
487 election shall require a majority vote of the entire membership of the Board of  
488 Directors. A Board member may not hold simultaneously two (2) of the named offices in  
489 the Academy. An officer or elected director may serve simultaneously as delegate or  
490 alternate delegate to the American Academy of Family Physicians, but not both, and as  
491 delegate or alternate delegate to the House of Delegates of the Medical Society of the  
492 State of New York, but not both. However, an officer or director may not serve  
493 simultaneously as Delegate or Alternate Delegate to the American Academy of Family  
494 Physicians and the House of Delegates of the Medical Society of the State of New York.  
495 Resident and student representatives shall be elected in accordance to their constituent  
496 chapters.

497  
498 **Section 5.** The Academy leadership has tried to assure geographic balance in the  
499 composition of the Board of Directors, in the presidency and in the delegation to the  
500 AAFP Congress of Delegates. Downstate New York is generally considered to be New  
501 York City, Long Island and Westchester County. Everywhere else in the state is  
502 considered to be upstate. To achieve geographic balance, Student and Resident  
503 representatives to the Board shall be divided equally among upstate and downstate  
504 members of these membership categories. Also, the delegation to the American  
505 Academy of Family Physicians Congress of Delegates shall be comprised of an upstate  
506 delegate and alternate and a downstate delegate and alternate. The office of president-  
507 elect shall rotate annually between an upstate member and a downstate member.

## 508 509 **CHAPTER 7 - Duties and Terms of Officers and Board Members**

510  
511 **Section 1.** The president shall be a member of the Board of Directors, and all-standing  
512 commissions and committees, and shall preside at all meetings of the Assembly. In the  
513 absence of the speaker and vice-speaker, the president shall preside over meetings of  
514 the Congress of Delegates. His or her term of office shall begin at the conclusion of the

515 annual meeting of the Congress of Delegates following the annual meeting at which his  
516 or her election occurred as president-elect and expires at the conclusion of the next  
517 annual meeting of the Congress of Delegates, or when his or her successor is seated. In  
518 the event of the death or resignation of the president during the term of his or her  
519 office or if he or she shall for any reason be unable or unqualified to serve, the  
520 president-elect shall succeed to the office of president for the unexpired portion of the  
521 president's term. The president-elect shall otherwise succeed to the office of president  
522 at the conclusion of the first annual meeting following the meeting at which his or her  
523 election occurred.

524  
525 The president shall be the chief officer of the New York State Academy of Family  
526 Physicians and shall be responsible for its administration and the implementation of its  
527 policies. The president has the authority to delegate duties to duly elected or appointed  
528 officers, members, or employees of the New York State Academy of Family Physicians  
529 with the approval of the Board of Directors. The president shall also be the chair of the  
530 Executive Committee.

531  
532 **Section 2.** The vice-president shall be a member of the Board of Directors. The vice-  
533 president shall serve as the vice chair of the Operations Commission. He or she may  
534 represent this Academy when designated by the president to act on his or her behalf  
535 when the president-elect is not available. His or her term of office shall begin at the  
536 conclusion of the annual meeting of the Congress of Delegates at which his or her  
537 election occurs and expires at the conclusion of the next annual meeting of the  
538 Congress of Delegates or when his or her successor is elected.

539  
540 **Section 3.** The president-elect shall be a member of the Board of Directors. He or she  
541 shall consider his or her term of office as presidential training; he or she shall endeavor  
542 to accompany the president on official occasions and consult with him or her in  
543 Academy affairs; he or she may represent this Academy under all the terms of Chapter  
544 7, Section 1 above, when designated by the president to act in his or her behalf; he or  
545 she shall act as the chair of the Board of Directors in the absence of a chair; he or she  
546 shall succeed to the presidency for the unexpired term in the event of the president's  
547 death, resignation, incapacity or otherwise vacating the office. He or she shall succeed  
548 to the office of president at the expiration of the president's term as provided in  
549 Chapter 7, Section 1. In the event of the death, resignation, or removal from office of  
550 the president-elect, the Board of Directors shall nominate two (2) or more members for  
551 that office and election of the successor to the president-elect shall take place by vote  
552 on these candidates by the Congress of Delegates at the next ensuing meeting as the  
553 first order of business following approval of the minutes, provided, however, that  
554 nothing herein shall be construed as preventing additional nominations for the office  
555 from the floor.

556

557 **Section 4.** The speaker of the Congress of Delegates shall be a member of the Board  
558 of Directors. He or she shall preside over meetings of the Congress of Delegates and  
559 shall appoint all reference and special committees of the Congress of Delegates.  
560

561 The vice-speaker of the Congress of Delegates shall be a member of the Board of  
562 Directors. He or she shall preside over meetings of the Congress of Delegates in the  
563 absence of the speaker or when designated by the speaker.  
564

565 The presiding officer of the Congress of Delegates shall be entitled to vote only in the  
566 case of a tie unless the tie occurs in an election.  
567

568 **Section 5.** The Chair of the Board of Directors shall preside over all meetings of the  
569 Board. In the absence of the chair, the president-elect shall take the chair; in the  
570 absence of the chair and the president-elect, the vice president shall act as chair; in the  
571 absence of the chair and the president-elect and the vice president, a temporary chair  
572 shall be elected by the members present at that meeting.  
573

574 **Section 6.** The secretary shall be a member of the Board of Directors. His or her term  
575 of office shall begin at the conclusion of the annual meeting of the Congress of  
576 Delegates at which his or her election takes place and shall terminate at the conclusion  
577 of the next annual meeting of the Congress of Delegates or when his or her successor  
578 is elected. He or she shall be present at all meetings and keep the minutes; he or she  
579 shall perform all other duties as normally pertain to the office of the secretary. He or  
580 she shall have such other powers and perform such other duties as may be prescribed  
581 by the Board of Directors or these Bylaws.  
582

583 **Section 7.** The treasurer shall be a member of the Board of Directors. His or her term  
584 of office shall begin at the conclusion of the annual meeting of the Congress of  
585 Delegates at which his or her election takes place and shall terminate at the conclusion  
586 of the next annual meeting of the Congress of Delegates or when his or her successor  
587 is elected. He or she shall perform all duties as normally pertain to the office of  
588 treasurer. He or she shall cause to be kept adequate and proper accounts of the funds  
589 and properties of the Academy. He or she shall cause to be deposited all monies and  
590 other valuables in the name and to the credit of the Academy in such depositories as  
591 may be designated by the Board of Directors. He or she shall disburse the funds of the  
592 Academy as approved in the annual budget and properly authorized, and in specific  
593 appropriations by the Board of Directors. He or she shall render to the Board of  
594 Directors an account of all his or her transactions and of the financial condition of the  
595 Academy at monthly intervals or whenever requested by the Board of Directors. He or  
596 she shall have such other powers and perform such other duties as may be prescribed  
597 by the Board of Directors or these Bylaws. He or she shall be a member of the Finance  
598 Committee by virtue of his or her office.  
599



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

611  
612 **Section 9.** The term of office of directors-at-large shall be for three (3) years and shall  
613 begin at the conclusion of the annual meeting of the Congress of Delegates at which  
614 their election occurs and expire at the conclusion of the third succeeding annual  
615 meeting, or when their successors are elected. No directors-at-large shall be eligible for  
616 re-nomination to the Board of Directors unless at least one (1) year has elapsed since  
617 the expiration of his or her previous term. Vacancies on the Board of Directors shall be  
618 filled by a majority vote of the remaining members of the Board for the unexpired term  
619 of any vacancy occurring. Directors-at-large who have been appointed to the Board by  
620 the Board of Directors to fill an unexpired term and who have served for a period of less  
621 than one and one-half (1-1/2) years shall be eligible for nomination to the Board,  
622 notwithstanding the provisions to the contrary in this section.

623  
624 **Section 10.** The immediate past president shall be a member of the Board of  
625 Directors, such term to begin at the conclusion of his or her term of office and to end at  
626 the conclusion of the following meeting of the Academy.

627  
628 **Section 11.** The term of office of delegates and alternate delegates to the American  
629 Academy of Family Physicians delegates is for two (2) years, to be staggered in such a  
630 way that one (1) delegate and one (1) alternate delegate are elected each year.  
631 Furthermore, each election of a delegate and alternate shall reflect the geographic  
632 balance required by Chapter 6, Section 5 of these Bylaws. In the event that a delegate  
633 is unable to act or is prevented from acting, alternate delegate from the same  
634 geographic region as the delegate who vacates the office shall become the new  
635 delegate and shall complete the term of the delegate who has vacated the office. In the  
636 event that a delegate resigns, is elected to the American Academy of Family Physicians  
637 Board, or otherwise leaves office, such alternate will succeed the delegate and a  
638 vacancy will exist in the office of alternate delegate. Such vacancy shall be filled  
639 pursuant to Chapter 6, Section 4 of these bylaws. The delegates elected to represent  
640 this Academy at the Congress of Delegates of the American Academy of Family  
641 Physicians are expected to have had prior experience on the Board of Directors of the  
642 New York State Academy of Family Physicians, or prior experience on a committee or  
643 commission of the American Academy of Family Physicians and shall be required to

644 present such resolutions as have been passed by the Congress of Delegates or Board of  
645 Directors of this Academy of Family Physicians. They shall furthermore speak for the  
646 adoption of the resolutions they present. The delegates shall be depended upon to use  
647 their judgment considering the good and welfare of the New York State Academy of  
648 Family Physicians in acting upon any motions and resolutions about which they have  
649 not been instructed.

650  
651 The delegates shall submit a report to the Board of Directors. Such report is to be  
652 submitted within thirty (30) days after the meeting of the American Academy of Family  
653 Physicians to the secretary who will present it to the Board of Directors. The report will  
654 be published in the succeeding issue of the periodic publication of the NYSAFP. The  
655 delegates and alternate delegates to AAFP shall be members of the Board of Directors.

656  
657 Alternate delegates should attend the meeting of the Congress of Delegates of the  
658 American Academy of Family Physicians and be prepared to assume duties, obligations,  
659 and rights of said delegates.

660  
661 **Section 12.** The term of office of delegate and alternate delegate to the House of  
662 Delegates of the Medical Society of the State of New York is for three (3) years. The  
663 delegate elected to represent this Academy at the House of Delegates of the Medical  
664 Society of the State of New York shall be required to present such resolutions as have  
665 been passed by the Congress of Delegates or Board of Directors or this Academy of  
666 Family Physicians. He or she shall furthermore speak for the adoption of resolutions he  
667 or she presents. The delegate shall be dependent upon his or her judgment considering  
668 the good and welfare of the New York State Academy of Family Physicians in acting  
669 upon any motion about which he or she has not been instructed. The delegate shall  
670 submit a report to the Board of Directors. Such report is to be submitted within thirty  
671 (30) days after the meeting of the House of Delegates of the Medical Society of the  
672 State of New York to the secretary who will present it to the Board of Directors. The  
673 report will be published in the succeeding issue of the periodic publication of the  
674 NYSAFP.

675  
676 The delegate and alternate delegate to MSSNY shall be members of the Board of  
677 Directors. The alternate delegate should attend the meeting of the House of Delegates  
678 of the Medical Society of the State of New York and be prepared to assume the duties,  
679 obligations, and rights of said "delegate". Resident and student representatives' duties  
680 shall be in accordance with their constituent chapters.

681  
682 **Section 13.** The term of office of the New Physician Delegate is for two (2) years.  
683 This delegate shall be in their first seven years of practice at the time of their election  
684 and will also be expected to bring relevant issues to the National Conference of  
685 Constituency Leaders. The Delegate shall be a member of the Board of Directors.

686

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

695  
696

## 697 **CHAPTER 8 - Meeting of the Board of Directors**

698  
699 **Section 1.** The Board of Directors shall meet during the annual meeting of the  
700 Academy after the adjournment of the Congress of Delegates. It shall furthermore meet  
701 not later than ninety (90) days following the annual meeting and at such times and  
702 such places as the chair may determine or as may be determined by the written request  
703 of five (5) voting members of the Board of Directors.

704  
705 **Section 2.** There shall be an Executive Committee of eight (8) members composed of  
706 the president, who shall also be the chair of the Executive Committee, the vice-  
707 president, the chair of the Board, the president-elect, the secretary, and one (1) elected  
708 director-at-large appointed annually by the Board of Directors at its first meeting. The  
709 speaker of the Congress of Delegates and the Executive Vice President are non-voting  
710 members. In the absence of the president, the chair of the Board shall act as chair of  
711 the Executive Committee. The vote of those present, shall have full authority to act for  
712 and in behalf of the Board of Directors whenever the business of the Academy demands  
713 prompt action in the interim between meetings of the Board of Directors. Meetings of  
714 the Executive Committee shall be held at the call of the president, or in his absence by  
715 the chair of the Board. The president shall give a report of its actions to the Board of  
716 Directors at the next meeting of the Board.

717  
718 **Section 3.** Past presidents shall be invited to attend meetings of the Board of Directors  
719 without stipend or reimbursement. They will have the right to the floor of the meeting  
720 but shall not be entitled to vote.

721  
722 **Section 4.** Any member of the New York State Academy of Family Physicians who is a  
723 member of the Board of the American Academy of Family Physicians shall be invited to  
724 attend meetings of the Board of Directors of the New York State Academy of Family  
725 Physicians, without reimbursement.

726  
727 **Section 5.** Any member holding elected office in the New York State of Family  
728 Physicians, who is subsequently elected to office with the American Academy of Family  
729 Physicians shall resign their current office with the NYSAFP at the time they begin their  
730 term of office with the AAFP.

731  
732

## 733 CHAPTER 9 - Congress of Delegates

734

735 **Section 1.** Each component chapter which has received a charter pursuant to Chapter  
736 4 of the Bylaws shall be entitled to elect two (2) delegates by virtue of its charter and  
737 first one hundred (100) members and one (1) additional delegate to represent each one  
738 hundred (100) members or fraction thereof above the number of one hundred (100)  
739 reported by the state secretary to be in good standing as of January 1. Each regional  
740 chapter formed by the consolidation of two or more contiguous counties shall be  
741 entitled to two (2) delegates from each constituent county in the regional chapter and  
742 one (1) additional delegate to represent each one hundred (100) members or fraction  
743 thereof above the number of one hundred (100) in the regional chapter reported by the  
744 state secretary to be in good standing as of January 1. Only the following classifications  
745 of membership shall be counted in determining the number of delegates to the  
746 Congress of Delegates: Active, Affiliate, Inactive, Life, and Supporting. Each residency  
747 chapter which has received a charter shall be entitled to one delegate. The component  
748 chapter or regional chapter shall likewise elect alternate delegates in the same number  
749 as delegates. In addition, two (2) student members and two (2) resident members shall  
750 be elected to serve as delegates and two (2) student members and two (2) resident  
751 members shall be elected to serve as alternates to the Congress of Delegates. The  
752 method of electing each student and resident delegates and alternates shall be  
753 determined by their respective chapter's Constitution and Bylaws. The Commission on  
754 Leadership Development and Nominations shall select six (6) delegates to represent the  
755 various special constituencies as noted by the AAFP.

756

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

762

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

767

768 **Section 3.** In counties where no component chapter exists, delegates representing  
769 members of such counties may be elected as hereinafter specified. Not less than 60  
770 days before the opening of the annual meeting of the Congress of Delegates in each  
771 year, any member of the Academy in good standing may notify the Speaker in writing  
772 that he/she is a candidate for election as a delegate from such county. The speaker  
773 shall accept the credentials of such members. In the event that there are more  
774 members in good standing requesting delegate positions than are available for that

775 county, the Speaker shall conduct an election not less than 30 days prior to the opening  
776 of the annual meeting and that any necessary election be limited to members of the  
777 affected county chapter.

778  
779 **Section 4.** The Congress of Delegates shall meet during the annual meeting of the  
780 Academy and at such other times and places as it may determine. Special meetings of  
781 the Congress of Delegates may be called by a two-thirds (2/3) affirmative vote of the  
782 Board of Directors, and shall be called by the president upon the written request of any  
783 ten (10) or more of the delegates, and shall be held at such time and place as may be  
784 set forth in said call, subject to the following notice: Notice of such meeting date shall  
785 be given by the secretary in writing at least sixty (60) days prior to the date set for such  
786 meeting.

787  
788 **Section 5.** One-third (1/3) of the total number of delegates shall constitute a quorum  
789 at any meeting of the Congress of Delegates.

790  
791 **Section 6.** The Congress of Delegates may adopt such rules of procedure for the  
792 transaction of its business, as it deems desirable and shall be the judge of the election  
793 and qualifications of its members. Current policies and procedures, and the method for  
794 determining or changing rules of procedure for the transaction of its business are  
795 delineated in the COD Manual. The development of, and any subsequent changes to the  
796 COD Manual are subject to Operations Commission and Board approval prior to  
797 implementation.

798  
799 **Section 7.** The Congress of Delegates Policy and Operations Rules Committee. This  
800 committee tasked with developing and maintaining the COD Manual will be a  
801 subcommittee functioning under the Operations Commission. The speaker shall be the  
802 chair and the membership shall consist of the vice-speaker, who shall be the vice-chair,  
803 the president, the president-elect, a past president appointed to the committee by the  
804 speaker, parliamentarian appointed by the speaker, one member-at-large appointed  
805 annually by the Operations Commission chair, and the executive vice president (EVP) or  
806 staff representative designated by the EVP.

807  
808 **Section 8.** The submission and handling of submitted resolutions is pursuant to the  
809 current policies in the COD Manual.

810  
811

## 812 **CHAPTER 10 - Standing Commissions and Ad Hoc Committees**

813

### 814 **Section 1. Standing Commissions**

815 There shall be seven standing commissions of this Academy:

816 Family Practice Advocacy

817 Diversity, Equity & Inclusion

818 Education

819 Leadership Development and Nominations  
820 Member Services  
821 Academy Operations  
822 Public Health

823

824 **The respective mission and scope of work of commissions shall be**  
825 **established by the board and articulated in the Operations Manual.**

826

### 827 **Section 2. Appointment of Commission Members**

828 Commissions shall consist of twelve (12) members, one-third (1/3) of such members  
829 shall be appointed annually for terms of three years. Members may be reappointed to  
830 an additional three-year term at the discretion of the President in consultation with the  
831 respective commission chair.

832

833 The president shall make such appointments within 60 days of election of the president  
834 by the Congress of Delegates.

835

836 In addition to the aforementioned twelve (12) members, there will be a Past President,  
837 Resident and Student member appointed for a one-year term to each commission.

838 These members may be reappointed for one-year terms at the discretion of the  
839 President, in consultation with the respective commission chair.

840

841 The chair of each commission shall be appointed by the president. The duties of the  
842 commission chair shall include: 1) set the time, date and location for meetings; 2)  
843 prepare an agenda for each meeting; 3) conduct meetings in an orderly and effective  
844 manner; 4) delegate action items from the meeting; 5) assist staff in compiling minutes  
845 of meetings; 6) advise the Board of Directors and/or other commissions of the Academy  
846 of any matters referred, respectively, to the Board or to other commissions; 7) prepare  
847 the annual report of the commission for the Congress of Delegates.

848

849 The president shall, to the extent possible, also appoint a vice chair for each  
850 commission from among the membership thereof who have completed two years of  
851 service on any such commission.

852

853 Staff of the Academy shall correspond with appointees to commissions to advise them  
854 of their appointment. Such correspondence shall include the charge of the commission  
855 and, if available, the dates for meetings of the commission.

856

### 857 **Section 3. Commission Meetings**

858 Each commission will meet at least three times between the time of its appointment  
859 and the next meeting of the Congress of Delegates.

860

861 Staff shall mail a notice of the meeting with an agenda and copies of any materials  
862 relevant to the agenda, to commission members in a timely fashion. Such mailings

863 shall include minutes of the most recent meeting of the commission and a response  
864 form for members to complete and return to indicate whether they will attend the  
865 meeting.

866  
867 Commission members shall be responsible for making their own travel and lodging  
868 arrangements to attend meetings. Staff will coordinate any necessary arrangements for  
869 room blocks, meeting space, refreshments, and other such items with hotels, and will  
870 advise commission members of Academy policies and procedures regarding  
871 reimbursement of travel expenses to attend commission meetings.

872  
873 Staff will have minutes of the meetings transcribed and distributed to members and to  
874 the Board of Directors. Staff will also monitor implementation of any action items  
875 emanating from the meeting.

876  
877 Each commission will report on its activities to the Board of Directors at regularly  
878 scheduled meetings of the Board. Commissions shall also make an annual written report  
879 to the Congress of Delegates.

880

#### 881 **Section 10. Subcommittee**

882 Subject to board approval, a subcommittee may be formed, or eliminated, by a  
883 standing commission when it is determined by the commission to be in the interests of  
884 the Academy for the furthering of its work. Such subcommittees would have a  
885 structure, membership, reporting requirements, and duration determined by the  
886 commission, except where such details are codified in the bylaws.

887

#### 888 **Section 11. Ad Hoc Committees**

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

891

892

### 893 **CHAPTER 11 - Miscellaneous**

894

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

899

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

902

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

905

906

907 **CHAPTER 12 - Emergency Governing Bylaws**

908

909 **Section 1. Emergency Condition**

910 The following Bylaws shall become operative upon any disaster, catastrophe or other  
911 similar emergency conditions that prevents:

- 912 1. the quorum necessary for a Congress of Delegates meeting, or  
913 2. the regular quorum of the Board to assemble.

914

915 **Section 2. Congress of Delegates**

916 Regular meetings of the Congress of Delegates may be suspended or conducted  
917 virtually by the Board during an emergency condition.

- 918 A. Quorum. If a meeting is not suspended, a majority of the delegates present at the  
919 commencement of the meeting shall constitute a quorum for the meeting.
- 920 B. Election. Any election to be held at a meeting during an emergency condition shall be  
921 suspended.
- 922 C. Term of Office. The president, president-elect, and Vice President in office  
923 immediately prior to the commencement of the emergency condition shall remain in  
924 their respective offices until the first meeting of the Congress of Delegates following  
925 the end of the emergency condition.
- 926 D. Vacancy in Officers.
- 927 1. If the office of president becomes vacant during the emergency condition, the  
928 president-elect shall immediately become president and serve the remainder  
929 of the unexpired term.
- 930 2. If both the offices of president and president-elect become vacant during the  
931 emergency condition, the Vice President shall immediately become president  
932 and serve until the first meeting of the Congress of Delegates following the  
933 end of the emergency condition. At such first subsequent meeting, elections  
934 shall be held for the offices of president and president-elect.
- 935 3. All other officers and elected Board member in office immediately prior to  
936 commencement of the emergency condition shall remain in their respective  
937 offices until the later of:
- 938 a. The first meeting of the Congress of Delegates following the end of the  
939 emergency condition, or  
940 b. The end of their terms of office (in the absence of any other emergency  
941 conditions).
- 942 E. Extension of Tenure. Limitations on tenure of officers and directors shall not apply  
943 during an emergency condition.

944

945 **Section 3. Board of Directors**

- 946 A. Minimum Number. The Board shall be composed of a minimum of nine (9) members  
947 during an emergency condition.
- 948 B. Designation of Emergency Directors.



- 949 1. If fewer than nine (9) Board members are available to meet, the chairs of the  
950 commissions become Emergency Directors and shall serve on the Board (in  
951 addition to regular Board member who are available).
- 952 2. If there are still fewer than nine (9) Board members available after taking into  
953 account the Emergency Directors and regular Board members, the available  
954 Board members shall appoint sufficient additional Emergency Directors to  
955 comprise the minimum.
- 956 C. Duties and Privileges. Emergency Directors shall:
- 957 1. have all duties and privileges of directors, and
- 958 2. serve as directors until the earlier of:
- 959 a. the first meeting of the Congress of Delegates following the end of the  
960 emergency condition; or
- 961 b. at least nine (9) Board member (other than Emergency Directors) are  
962 available to meet.
- 963 D. Authority. The primary duty of the Board during an emergency shall be the  
964 continuation and management of the NYSAFP. The Board may, upon a two-thirds  
965 affirmative vote, adopt such other emergency Bylaws as may be necessary for such  
966 continuation and management.
- 967 E. Meetings. A meeting of the Board may be called by any member of the Board. Notice  
968 of any meeting shall be given to such Board members as may be feasible to reach at  
969 the time and by such means as may be feasible at the time.
- 970 F. Quorum. A majority of the members of the Board shall constitute a quorum.
- 971 G. Effect of Action. Action taken in accordance with these emergency Bylaws shall bind  
972 the NYSAFP. No Board member acting in accordance with these emergency Bylaws  
973 shall be liable for such action, except for willful misconduct.

974

#### 975 **Section 4. Duration**

976 To the extent not inconsistent with any emergency Bylaws, the Bylaws of the NYSAFP  
977 shall remain in effect during the emergency condition. Upon the end of the emergency  
978 condition, as determined by the Board, the emergency Bylaws shall cease to be  
979 operative.

980

981

982 **As amended June 13, 2022**

983