****

**SANTA CLARA CHAPTER OF THE CALIFORNIA ACADEMY OF FAMILY PHYSICIANS**

**BYLAWS**

**ARTICLE 1
NAME AND AFFILIATION**

**Section 1.1: Name**
The name of this organization shall be the Santa Clara Chapter of the California Academy of Family Physicians (CAFP or “the Academy”) and may be referred to as “Santa Clara AFP” or the “Chapter.”

**Section 1.2:****Affiliation**

The Santa Clara Chapter is a local county component of the CAFP, a state chapter of the American Academy of Family Physicians (AAFP). The policies adopted by this organization shall be consistent with the policies of the Academy. No rules, regulations or policies adopted by the Santa Clara Chapter shall be in conflict with the rules, regulations or policies of the California Academy of Family Physicians or the charter issued by said Academy to this organization.

**ARTICLE 2
PURPOSE AND MISSION**

**Section 2.1.** The Santa Clara Chapter supports the mission of CAFP, which is to champion family medicine for California and help family physicians improve their everyday practice lives. In support of this mission, the chapter seeks:

1. to enhance, strengthen and promote the specialty of family medicine;
2. to promote professional and personal growth for its members; and
3. to advocate for patient-centered care for all Californians.

**Section 2.2.** The purpose of the Santa Clara Chapter is to advance the above mission and to encourage and facilitate participation by members. The activities and programs of the Chapter shall be related to the basic unified structure of the Academy, taking into consideration the special needs and interests of the members within the Chapter.

The specific goals of the Chapter, as a non-profit organization are

1. to promote the professional development, including mental wellbeing, of family physicians, residents and medical students interested in the specialty within Santa Clara County;
2. to foster networking and provide an arena in which members can meet and discuss common issues;
3. to provide a focus for legislative attention to state and local county issues;
4. to serve as an important vehicle for introducing leadership and professional development opportunities to members;
5. to serve as a source of new members for CAFP; and
6. to serve as part of the two-way channel of communications between CAFP and members.

**ARTICLE 3
MEMBERSHIP**

**Section 3.1:Qualifications for Membership**

1. Membership eligibility, including categories, rights and privileges, are specified in Chapter III of the national AAFP bylaws. All Academy members practicing or residing in the county(ies) of the Santa Clara Chapter shall automatically be members of the Santa Clara Chapter.
2. An Academy member may elect to affiliate with the Chapter within which his/her practice or residence is located. Should the local chapter cease to exist, members shall be recognized by the state and national Academies. Any member of the Santa Clara Chapter who ceases to be a member of the Academy or AAFP shall be stricken from the roll of Chapter members.

**Section 3.2: Transfers**

Any member who relocates shall be automatically transferred to the appropriate chapter upon verification of his or her new practice location or residence. A member transferring to a county or region in which a local chapter does not exist shall remain a member of the Academy and AAFP.

**Section 3.3: Dues and Assessments**

County Chapter dues and other reasonable assessments shall be determined annually by the Board of the Santa Clara Chapter subject to the approval of a majority of the active members present at a regular chapter meeting. Dues shall be payable at the times specified by the AAFP. Any member whose membership has been canceled for failure to pay dues or assessments shall lose all privileges of membership.

**ARTICLE 4
MEMBER MEETINGS**

**Section 4.1: Regular Meetings**

 Regular meetings of the members shall be held as determined by the Executive Board.

**Section 4.2: Annual Meetings**

Unless otherwise ordered by the Board, there shall be an annual meeting of the Santa Clara Chapter for electing Directors and conducting appropriate business. The time and place of the annual meeting shall be designated by the Board and announced at least sixty (60) days before that date.

**Section 4.3: Special Meetings**

Special meetings of members shall be held on call of the President or the Board entitled to cast votes at such meeting.

**Section 4.4: Quorum**

A simple majority of Chapter members who are eligible to vote constitutes a quorum for the transaction of business at any regular or special meeting. A majority of voting members present shall be necessary for the adoption of any matter voted on by the members, unless a greater vote is required by state law, CAFP Bylaws or AAFP Bylaws.

**ARTICLE 5
BOARD OF DIRECTORS**

**Section 6.1: Responsibilities or Function**

Board members provide governance of the Chapter and shall have responsibility for managing the activities of the chapter. It shall assure that chapter activities are in accordance with and support of the chapter mission and purpose, as well as representative of the interests and needs of membership. Board directors must be CAFP members in good standing and attend regular chapter board meetings. Additionally, each director shall be responsible for recommending local chapter activities, referring family physicians for membership, recruiting the leadership pipeline, and discussing resolutions for the CAFP All Member Advocacy Meeting. Directors shall be expected to participate actively in discussions of chapter business during meetings and to make commitments to Chapter activities in accordance with their actual availability and capacity.

**Section 5.2: Composition**

The Board of Directors shall consist of the following positions:

1. President (1) elected for 2 year term
2. Vice President (1) elected for 2 year term
3. Treasurer (1) elected for 2 year term
4. Secretary (1) elected for 2 year term
5. Members at Large (0-3) appointed or elected for 2 year term
6. Resident Director and (non-voting) Alternate Resident Director, Each elected for 1 year term. The Alternate Resident Director may vote in the absence of the Resident Director
7. Medical Student Director (non-voting), elected for 1 year term.

**Section 5.3: Meetings**

There is at least an annual business meeting open to all chapter members conducted by the board. Members will be notified of the annual business meeting 60 days in advance. The Board will meet quarterly and at such other times as may be set by the board or the president. Meetings may be conducted either in person or via live video conference. Any active member may attend board meetings as non-voting member attendees.

**Section 5.4: Election and Terms of Office**

Candidates for board seats can be nominated by the board, membership, or self-nominated. Any active member, as defined in Section 3.1, is eligible for nomination. Elections shall occur annually via electronic balloting facilitated by CAFP staff. There are no consecutive term limits.

**Section 5.5: Removal and/or Resignation**

Board members may resign at any time. Absence from >50% of scheduled board meetings over one year may be cause for removal, to be voted upon by the Board. Absence of >75% of scheduled board meetings over two years is cause for automatic removal.

**Section 5.6: Vacancies in Office**

Vacant seats may be filled through nomination as outlined in Section 5.4 and voted upon by the Board. The filled seat will be termed “Interim Director” until formal election can occur through the usual annual process.

**ARTICLE 6
OFFICERS**

**Section 6.1: Composition**

The officers of the Santa Clara Chapter are the President, Vice President, Secretary, Treasurer, and other officers deemed necessary for chapter operations. Collectively, the officers of the Chapter shall make up the Executive Board. The Executive Board shall be the governing and policy-making body of the chapter and shall have responsibility for managing the activities of the chapter.

**Section 6.2: Duties**

1. **President** – the President shall be chairman of the Executive Board and preside over member meetings and of the Board. They shall direct the Santa Clara Chapter and have charge and supervision of the affairs and business of the chapter, subject to the ultimate management authority of the CAFP Board of Directors.
2. **Vice President** – the Vice President, at the request of the President or in his absence or disability, may perform any of the duties of the President. They shall have such other powers and perform such other liaison duties as the Board or the President may determine, subject to the ultimate management authority of the CAFP Board of Directors.
3. **Treasurer** *-* the Treasurer shall be responsible for the financial affairs of the Santa Clara Chapter, including all required filings. These responsibilities shall include financial reports to the Board, ensuring the receipt, deposit, disbursement and withdrawal of all chapter funds and properly maintaining financial records and ensuring appropriate state and federal tax documents and forms are submitted in a timely manner, subject to the ultimate management authority of the CAFP Board of Directors.
4. **Secretary *-*** the Secretary shall be responsible for recording the minutes of all meetings of the Santa Clara Chapter, shall be responsible for making all members aware of such meetings and shall be responsible for coordinating the Chapter activities and meetings and is subject to the ultimate management authority of the CAFP Board of Directors.
5. **At-Large Directors** - the At Large Directors will number from 0-3 directors depending on interest from chapter members and at the discretion of the board. They will represent the views of the chapter community and may be appointed based on a simple majority vote of the board for the purpose of maintaining balance of representation.
6. **Resident Director** and (non voting) **Alternate Resident Director**, each elected for a 1 year term and representing each of the two Family Medicine Residency programs in Santa Clara County. If the Alternate Resident Director does not graduate after completion of their 1-year term, they shall automatically have the option to become Resident Director in the subsequent year.
7. **Medical Student Director** (non voting), elected for a 1 year term, shall be an active member of CAFP and be responsible for representing medical students and the local Family Medicine Interest Group.

**Section 6.3: Qualifications**

All candidates for the Executive Board must be Active members in good standing of the Santa Clara Chapter and Academy at the time of nomination or appointment and for their complete term of office.

**Section 6.4: Election and Terms of Office**

Officers shall be elected by plurality vote of members. Each elected Officer shall assume office on April 1st for a term of 2 years (except where otherwise specified) or until a successor is elected.

**Section 6.5: Vacancies**

If a vacancy occurs in the office of the President, the Vice President shall automatically serve as President and his term as will conclude at the expiration of the term for which he was originally elected. In the event a vacancy occurs in the office of the Vice President, it shall remain unfilled until a successor is elected and assumes office. Any vacancy in the Executive Board may be filled for the remainder of the unexpired term by appointment of the President with the consent of the Executive Board members.

**Section 6.6: Quorum**

A simple majority of the total Executive Board shall constitute a quorum for the transaction of business. The act of a majority of the Board members present at any meeting at which there is a quorum, either in person or by conference call, shall be the act of the Governing Body, except to the extent that applicable state law may require a greater number.

**Section 6.7: Meetings of the Executive Board**

The Board shall meet at the time of the annual meeting to transact all chapter business and at such other times as prescribed in these Bylaws. A member in good standing may request the Secretary to place on the agenda of the next regular meeting any action for consideration by the Executive Board.

**Section 6.8: Absence from Meetings and Removal from Office**

Non-attendance by Executive Board members at two (2) consecutive meetings without reasonable excuse may be cause for removal. An officer may be removed from office, with cause, upon an affirmative vote of two-thirds of the entire Executive Board at a duly constituted Board meeting. The officer shall be entitled to a due process hearing prior to any termination action being imposed. The Executive Board shall fill any vacancies in office by appointment until the next regular meeting of the chapter. The chapter shall then fill the vacancy for the remainder of the expired term.

**Section 6.9: CAFP Delegates**

The Santa Clara Chapter Delegate(s) shall be appointed by the board to represent the views of the Santa Clara Chapter at the CAFP Congress/All Member Advocacy Meeting. The length of the position shall be one (1) year in accordance with CAFP’s Bylaws. Delegates may also serve in other board member roles simultaneously at the discretion of the Santa Clara Chapter board. Delegates not serving in other board member roles will be non-voting on board matters and resolutions, but will be welcomed and encouraged to attend business meetings, provide input, and assist with other programming.

**ARTICLE 7
PARLIAMENTARY PROCEDURE**

Meetings of the Santa Clara Chapter shall be governed by the rules contained in the current edition of Sturgis Standard Code of Parliamentary Procedure in all cases to which they are applicable and in which they are consistent with the Law and the Bylaws of the chapter.

**ARTICLE 8
CHAPTER DISSOLUTION**

In the event of the Santa Clara Chapter's dissolution, the remaining monies in the Treasury, after chapter expenses have been paid, will be contributed to an organization decided upon by the CAFP Board of Directors at the time of dissolution (e.g., the CAFP Foundation, Family Physician Political Action Committee (to the extent permitted by law), or other such organization or charity with purposes consistent with those of the Santa Clara Chapter).

**ARTICLE 11
AMENDMENT OF BYLAWS**

The Santa Clara Chapter bylaws may be amended by a vote of two-thirds (2/3) of the members in attendance at a regularly called meeting, provided that no such amendment shall be effective unless and until approved by the CAFP Board of Directors and is not in conflict with CAFP Bylaws. Notice of the proposed bylaws amendment shall be published and distributed to Chapter members at least thirty (30) days prior to the meeting at which the proposed amendments are to be voted upon. Implementation of an approved bylaws amendment depends upon approval by the CAFP Board of Directors and an affirmative vote of at least two-thirds (2/3) of the members shall constitute adoption. Any motion to amend the bylaws shall clearly state that it is not effective unless and until approved by the CAFP Board of Directors.

Ratified by the Membership of the Santa Clara Chapter and signed by:

Santa Clara Chapter President

Date [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

Approved by:

CAFP President or CAFP Executive Vice President

Date [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

Note\* These bylaws are not effective until approved and signed by the CAFP President and/or Executive Vice President