

2019 CAFP Proposed Bylaws Update - Summary of Substantial Changes

Throughout the document:

Replaced male pronouns with “they/them/their”

Replaced EVP with CEO

Replaced “chartered and unchartered county units” with “county chapters”

Made consistent any references to the dates by which the AMAM must be announced and removed stipulation that it be announced by the Board, thereby updating to current practice.

Article I: Name and Affiliation: Added language clarifying that CAFP policy **may** be different from AAFP policy, to represent the needs of CA family physicians and their patients.

Article III: Section 1. Mission: Inserted the new, Board approved, CAFP mission.

Article V: Section 2. Dues and Assessments: Added language to reflect the current practice for setting **county** dues, and included a threshold amount of \$20 to allow chapters flexibility to raise dues by a small amount without the hassle of board approval and protect CAFP against unreasonable increases.

Article V: Section 3. Membership Application: Updated the membership application process to reflect current practice, which is executed by AAFP.

Article VII: All Member Advocacy Meeting: Section 5. Resident and Student Delegates and Section 6. Terms: deleted the requirement that delegate terms be for two years, as this is not current practice.

Article VII: Section 10: Resolutions: Added language to reflect the deadline currently used for submission of resolutions, as well as a stipulation for the hearing of emergency resolutions that includes some barrier to prevent members from waiting until the last minute to submit all resolutions. Also updated language to reflect current policy of reporting back as to the disposition of resolutions after each quarterly Board meeting.

Article VIII: Board of Directors: Section 2. Composition: Clarifies that members who sit on the AAFP Board are ex-officio, as required by AAFP Bylaws.

Article VIII: Section 8. Resident and Student Directors: updated terms to reflect current practice.

Article IX: Elected and Appointed Officers: Section 3. Executive Committee: Included language allowing EC **or** Board to appoint committees. Keeping either/or language allows us the flexibility in an urgent situation to convene a committee without having to go through the much more administratively time consuming and slower process of getting Board approval. This is unlikely, however, we may need to be nimble if for example an initiative is filed and we need to put a committee together for a quick response.

Article IX: Section 4. President: In order to be consistent with Article IX above and Article XI: Committees and Board Appointments, which states that the Board or EC can appoint Committees, deleted the reference to the President being able to appoint Committees and task forces.

Article IX: Section 6(b). Secretary/Treasurer: Election and Term of Office: Expand this position to multiple years **if desired** (this has been done intermittently in the past), with a limit of three years, which would make it consistent with a Board term. The case could be made that it could be valuable to have a Secretary/Treasurer in a role for more than one year. Requires that their Board term not expire during their term of service.

Article IX: Section 7. Editor: moved this section to Article XI: Committees and Board Appointments, as the Editor is not an officer of the Board. Including them in this section could cause some confusion.

Article X: County Chapters. Section 1. Requirements for Granting Charters: Added language stating county chapters wishing to merge shall follow the same protocol as those wishing to form a chapter.

Article XI: Committees and Board Appointments: Section 1. Appointment of Committees: Made the language consistent that the EC or Board is responsible for approving committee charters and membership. Added the new Finance Committee as a standing Committee and merged Nominating Committee and Bylaws Committee into a "Governance Committee." Removed reference to the president being able to remove committee members with approval from the EC, since we captured that elsewhere as an EC or Board function. Also removed the reference that implied committee members are on for one year.

Article XI: Section 2. Governance Committee: changed "Nominating Committee" to "Governance Committee" and added language tasking them with periodically reviewing the Bylaws for necessary edits or policy changes.

Article XII: Revoking Member Status: Updated to reflect the current practice, pursuant to AAFP bylaws.

Article XIII: Miscellaneous: Section 2. Amendments: Inserted language providing the Governance Committee a role in periodically reviewing the Bylaws for necessary edits or policy changes.

**PROPOSED CHANGES TO CAFP BYLAWS TO IMPLEMENT
ALL MEMBER ADVOCACY MEETING**

BYLAWS

California Academy of Family Physicians

These bylaws were last amended by the Congress of Delegates in March 2013

~~• The personal pronouns used in this document are intended to be generic in nature and not interpreted as indications of gender.;~~

PREAMBLE: Any family physician who is either appointed or elected to represent the California Academy of Family Physicians (CAFP) in capacities including: officer, director, editor, alternate director, committee chair or member, AAFP delegate or alternate delegate, delegate or alternate delegate to the CMA, chapter officer, delegate or alternate delegate to CAFP All Member Advocacy Meeting or other election or appointment, must be a member in good standing in the American and California Academies of Family Physicians.

ARTICLE I

NAME AND AFFILIATION

The name of this organization shall be the California Academy of Family Physicians, a chapter of the American Academy of Family Physicians. The policies adopted by this organization shall represent the needs of California family physicians and their patients, while maintaining alliance as a state constituent chapter of the American Academy of Family Physicians. State policies may or may not be consistent with the policies of the American Academy of Family Physicians.

ARTICLE II

DEFINITION AND USE OF TERMS

Terms in parenthesis may be used to stand for words indicated: California Academy of Family Physicians (Academy); American Academy of Family Physicians (AAFP); Board of Directors of the California Academy of Family Physicians (Board); All Member Advocacy Meeting of the California Academy of Family Physicians (AMAM); member of the California Academy of Family Physicians (member). Ex-officio means an individual member is entitled to vote unless it is specifically stated that they are ex-officio without the right to vote.

ARTICLE III

MISSION AND IMPLEMENTATION

Section 1. Mission

The mission of ~~the~~ California Academy of Family Physicians is:

CAFP empowers, educates, and connects current and future family physicians to improve the health of all Californians.

- ~~• Advance the personal and professional development of family physicians;~~
 - ~~• Assist members throughout their careers with resources and support;~~
 - ~~• Analyze and distribute trends and information to assist family physicians in their practices;~~
- ~~and~~

47 ~~• Advocate for positions that promote the health of Californians and enhance the role and~~
48 ~~practice of family physicians individually and collectively.~~

49
50 **Section 2. Implementation**

51 To assist in accomplishing ~~these objectives,~~the mission the Academy may grant charters to
52 county and regional chapters and shall have the power to acquire, own, and convey real and
53 personal property; to promote and support research; to grant honorary degrees in recognition
54 of achievement in the science and practice of medicine and surgery; to issue publications; to
55 establish, conduct, and maintain schools, courses, museums, libraries, and other institutions for
56 graduate study in medicine and surgery. The Academy shall have no capital stock and is not
57 conducted for pecuniary profit and does not contemplate pecuniary gain or profit to the
58 members.

59
60 **ARTICLE IV**

61 **PERMISSIBLE ELECTRONIC TRANSMISSION METHODS OF VOTING**

62 Communications between the Academy and members, delegates and directors may be made
63 by means of electronic transmission as hereinafter provided.

64 “Electronic transmission by the Academy” means (a) a communication delivered by (1)
65 electronic mail when directed to the electronic mail address for that recipient on record with
66 the Academy, (2) posting on an electronic message board or network which the Academy has
67 designated for those communications, together with a separate notice to the recipient of the
68 posting, which transmission shall be validly delivered upon the later of the posting or delivery
69 of the separate notice thereof, or (3) other means of electronic communication, (b) to a
70 recipient who has provided an unrevoked consent to the use of those means of transmission
71 for communications under this provision, and (c) that creates a record that is capable of
72 retention, retrieval, and review, and that may thereafter be rendered into clearly legible
73 tangible form.

74 “Electronic transmission to the Academy” means a communication (a) delivered by (1)
75 electronic mail when directed to the electronic mail address which the Academy has provided
76 from time to time to members, delegates and directors for sending communications to the
77 Academy, (2) posting on an electronic message board or network which the Academy has
78 designated for those communications, and which transmission shall be validly delivered upon
79 the posting, or (3) other means of electronic communication, (b) as to which the Academy has
80 placed in effect reasonable measures to verify that the sender is the member (in person or by
81 proxy) or director purporting to send the transmission, and (c) that creates a record that is
82 capable of retention, retrieval, and review, and that may thereafter be rendered into clearly
83 legible tangible form.

84 **ARTICLE V**

85 **QUALIFICATIONS AND CONDITIONS OF MEMBERSHIP**

86 **Section 1. Membership**

87 The qualifications, classes and conditions of membership shall be the same as provided in the
88 Bylaws of the AAFP. All active members of this organization shall be members of the AAFP and
89 their county chapters. Any ~~A~~active member in good standing shall be eligible to vote and hold
90 office.

92 Acceptance of membership in the Academy shall constitute an agreement to comply with the
93 Bylaws of the Academy and the Bylaws of the AAFP. Subject to the right of appeal to the AAFP,
94 a member shall recognize the Board as the sole and only judge of their right to be or remain a
95 member. All rights, title and interest, both legal and equitable, of a member in and to the
96 property of this organization shall cease in the event of any or either of the following: (a)
97 expulsion of such member; (b) removal of their name from the roll of members; (c) their death
98 or resignation. Any member who changes their occupation or status in such a manner as to
99 render them ineligible for membership in the Academy may be removed from the membership
100 roll by action of the Board.

101 102 **Section 2. Dues and Assessments**

103 The annual state dues and/or assessments for members shall be recommended by the Board
104 subject to the approval of a majority of the delegates at the AMAM. Dues shall be payable at
105 the times specified by the American Academy of Family Physicians. Annual county dues shall be
106 set by the county chapter leadership and subject to Board approval when an increase exceeds
107 \$20.

108 109 **Section 3. Application**

110 Application for membership ~~shall be submitted to the Secretary/Treasurer of the Academy, in~~
111 ~~such form as the Academy shall prescribe is received and executed by the AAFP, subject to AAFP~~
112 ~~Bylaws.~~

113 ~~In the event that the application is incomplete, the Secretary/Treasurer may request further~~
114 ~~information, and may initiate such investigation as the Secretary/Treasurer deems appropriate.~~

115 116 **ARTICLE VI**

117 **ANNUAL MEETING**

118 Unless otherwise ordered by the Board, there shall be an annual meeting of the Academy and
119 an annual convening of the All Member Advocacy Meeting together with such meetings of the
120 Board, Executive Committee, and other committees as may be fixed by the Board. The time and
121 place of the annual meeting shall be ~~designated by the Board and~~ announced at least sixty (60)
122 days before the date.

123 124 **ARTICLE VII**

125 **ALL MEMBER ADVOCACY MEETING**

126 **Section 1. Function**

127 The AMAM shall convene at least annually to review Academy policy and direction implemented
128 by the Board, Executive Committee, and committees of the Board. There ~~shall~~ may be
129 presented at the AMAM annual activity reports from appropriate committees. The delegates to
130 the AMAM may, at any time by majority vote, approve a referendum for submission to the
131 members of the Academy on questions affecting the policy or recommendations of the
132 Academy. The time and place of the AMAM shall ~~be designated by the Board and~~ announced at
133 least 60 (sixty) days before the date.

134 135 **Section 2. Composition**

136 The delegates to the AMAM shall include the following: (1) Delegates from ~~chartered and~~
137 ~~unchartered county units~~ Academy county chapters as provided in this Article, (2) Members of
138 the Board of Directors, and (3) Two resident and two student delegates to be chosen as
139 provided in this article, Section 5. A Parliamentarian and Sergeant at Arms may be selected at

140 the option of the Speaker and shall serve without vote unless they are otherwise delegates at
141 the AMAM. General members in good standing with the Academy may attend the AMAM
142 without a vote.

143
144 **Section 3. Delegates from county chapters**

145 Each county chapter shall be entitled to one (1) delegate and one (1) alternate for 1-49 Active
146 members, and two (2) delegates and two (2) alternates for 50-99 Active members. For each
147 additional 100 Active members, each chapter shall be entitled to one (1) additional delegate and
148 alternate. The actual number of delegates and alternates allowed shall be based on the official
149 membership rolls for the Academy as of July 1st of each year.

150
151 **Section 4. Appointment or election of delegates**

152 Where the county ~~chapter~~ has been issued a charter, it will elect its own delegates. Where no
153 active chapter exists, the district director shall arrange for an election of delegates by the
154 members of the Academy or shall appoint such delegates within the county ~~unit chapter~~ and
155 transmit the results to the secretary/treasurer sixty (60) ~~working~~ days prior to the annual
156 meeting.

157
158 **Section 5. Resident and student delegates**

159 Two resident and two student delegates, and two resident and two student alternates shall be
160 chosen by the respective resident and student state organizations and submitted to the
161 Academy no less than sixty (60) days prior to the meeting. ~~The length of the position shall be~~
162 ~~two (2) years.~~ Should the status of the resident or student change during their term, a new
163 person will be chosen to complete the term.

164
165 **Section 6. Terms**

166 Terms of office of the delegates shall be determined by their respective county chapters,
167 ~~but shall be for a minimum of two (2) years.~~

168
169 **Section 7. Certification**

170 To be seated, a delegate must be in good standing in the Academy. In the event that no
171 certified delegate or alternate is present at the convening of the AMAM, a member or members
172 of that county ~~unit chapter~~ present may be seated upon recommendation of the district director
173 and with a two-thirds (2/3) affirmative vote of delegates at the AMAM.

174
175 **Section 8. Convenings of the All Member Advocacy Meeting**

176 The AMAM shall convene at least annually. Special convenings of the AMAM may be called by a
177 two-thirds (2/3) affirmative vote of the entire Board, and shall be called by the president upon
178 the written request of twenty-five (25) or more of the delegates to the AMAM. The Academy
179 shall give notice of the convening date and place to the delegates to the AMAM and members of
180 the Academy personally, by electronic transmission or by first class mail at least thirty (30) days
181 prior to the date set for such convening. Business to be considered at a special convening shall
182 be confined to the business for which the convening was called.

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186 **Section 9. Quorum**

187 A majority of the total number of elected or appointed delegates to the AMAM shall constitute
188 a quorum at any convening. The AMAM may adopt such rules of procedure for the transaction
189 of its business as it deems desirable.
190

191 **Section 10. Submitting of resolutions**

192 Any chapter or member of the Academy may submit a resolution in writing to the AMAM, no
193 fewer than sixty (60) days prior to the annual meeting, in advance or on-site, for consideration
194 by the Board of Directors during a special session for that purpose. Emergency resolutions may
195 be submitted on-site and heard subject to approval by the Speaker. The members of the Board
196 shall hear testimony and report back as to the disposition of each resolution ~~at the next AMAM~~
197 after each quarterly meeting of the Board.
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200 **Section 11. Referendum**

201 The AMAM may at any time by a majority vote of delegates refer and submit to the members
202 questions affecting the policy or recommendations of the Academy. The result of the
203 referendum shall control the acts of the Academy and of its officers, committees, agents, and
204 employees.
205

206 **Section 12. Voting in the All Member Advocacy Meeting**

207 Each delegate to the AMAM shall have one vote. At the request of a delegate at the AMAM and
208 with an affirmative vote by the AMAM, an Academy member in good standing shall have the
209 privilege of the floor but shall have no right to vote.
210

211 **ARTICLE VIII**

212 **BOARD OF DIRECTORS**

213 **Section 1. Function**

214 The Board is responsible for implementing the policies and directives of the Academy through
215 its own actions and its committee structure. The control and administration of the Academy
216 shall be vested in the Board, subject to the review of the delegates at the AMAM. The Board
217 shall be authorized to conduct the business and affairs of the Academy. All actions of the Board
218 shall be binding until and unless the AMAM rescinds those actions by a majority vote of
219 delegates at the next AMAM meeting.
220

221 **Section 2. Composition**

222 The Board shall be composed of district directors, officers, AAFP delegates, ~~speaker, vice~~
223 ~~speaker,~~ members elected to the AAFP board (ex-officio), one resident member, one student
224 member, immediate past-president of the Academy, and the president of the California
225 Academy of Family Physicians Foundation, ~~ex-officio~~. The Foundation President shall have ~~no~~
226 voting privilege unless if they are a member of the Academy in good standing. An alternate
227 AAFP delegate may attend meetings with a vote in the event an AAFP delegate is unable to
228 attend.
229

230 **Section 3. Meetings of the Board**

231 The Board shall meet at the time of the annual meeting and at such other times as may be set
232 by the Board or the president.
233

234 **Section 4. Absence from Meetings**

235 The office of any director who is absent from two (2) successive meetings without reasonable
236 excuse shall be declared vacant by the Board.

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238

239 **Section 5. Election and Terms of Office**

240 All newly-elected Board members, with the exceptions noted herein, will be seated as voting
241 members at the first Board meeting following the annual meeting.

242

243 District directors shall be elected by plurality vote of eligible members within their district. They
244 shall be elected for a three (3) year term, with the provision that no one director serve for more
245 than two (2) consecutive terms, with the exception of a fraction of 1/2 year or less. A district
246 director's term of office shall begin with the first Board meeting following the annual meeting.

247

248 In the event that a district director is unable to complete a term, their district, with the
249 assistance of the Academy if necessary, will hold an election to fill the vacancy, and the new
250 director will be seated as a voting member at the next meeting of the Board. Their term will be
251 considered to have begun at the time of the first Board meeting following the preceding annual
252 meeting.

253

254 If a district director is elected to service-serve on the Board in another capacity, other than
255 Secretary/Treasurer, they will vacate their seat as district director, and the district will fill the
256 vacancy as specified above.

257

258 Where a chapter is entitled to more than one director, the Board may adjust the terms of office
259 so that not more than one director will come up for election in any given year.

260

261 **Section 6. District Directors**

262 The Academy shall be divided into ten (10) districts according to geographical sections and
263 county units. Each district shall be allowed one director and one alternate who may attend the
264 meetings with a vote in the event the director is unable to attend. There shall be two at-large
265 director seats; these directors shall be elected by the delegates at AMAM, and may not be
266 elected from the same district. One at-large director shall be a representative of a rural area of
267 the state, and shall be subject to the same terms and term limits as the District Directors. One
268 at-large director shall be a new physician who must be in practice fewer than seven (7) years at
269 the time of election and shall be elected for one three-year term only.

270

271 The districts are as follow:

- 272 I. Imperial; San Diego
- 273 II. Orange
- 274 III. Metropolitan Los Angeles County
- 275 IV. Non-metropolitan Los Angeles County
- 276 V. Inyo-Mono-Alpine; Kern; Riverside-San Bernardino; Tulare
- 277 VI. Fresno-Kings-Madera; Merced-Mariposa; San Luis Obispo; Santa Barbara; Ventura
- 278 VII. Monterey; San Benito; San Mateo; Santa Clara; Santa Cruz
- 279 VIII. Alameda-Contra Costa; San Joaquin-Calaveras-Toulumne; Stanislaus
- 280 IX. Humbolt-Del Norte; Mendocino-Lake; Marin; Napa; San Francisco; Solano;
- 281 Sonoma
- 282 X. Amador; Butte-Glenn-Tehama; Lassen-Plumas-Modoc-Sierra; Placer-Nevada;

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Section 7. Responsibilities of District Directors

Each district director, in addition to attending Board meetings and serving on such committees as they may be appointed to, shall select delegates and alternates to the Academy AMAM if no one has been properly elected. The director shall be responsible for communication among the Board and the district boards, chapters, and the district membership, as well as recommending members from their district for committee assignments. They should meet with their delegates prior to the AMAM to discuss the submission of resolutions and other appropriate matters which are expected to come before the AMAM. The district director shall be required to give a report on the activities of their district to the Board at least annually.

Section 8. Resident and Student Directors

Resident and student directors of the Board shall keep the Board apprised of the viewpoint of the family medicine residents and students. Family medicine resident and student directors shall be recommended by their respective state organizations and approved by the Board. The length of their terms shall be: ~~two~~ one (1) years for the resident director and one (1) year for the student director, with re-election for an additional year permitted. Alternate resident and student directors may be elected and attend meetings with a vote in the event their respective director is unable to attend.

Should the status of the resident or student change during their terms, other nominees will be chosen to complete the terms. No student or resident shall serve beyond one year after completion of medical school or residency respectively.

**ARTICLE IX
ELECTED AND APPOINTED OFFICERS**

Section 1. Officers

Officers shall consist of a president, a president-elect, a secretary/treasurer, a speaker, a vice speaker, and ~~an executive vice president~~ CEO. These officers, the immediate past president, and the Foundation president form the Executive Committee. As a portion of their responsibilities, elected officers will attend local chapter meetings as representatives of the California Academy.

Section 2. Elections

The president-elect, speaker, vice speaker and at-large directors shall be elected by the delegates at the AMAM from a slate consisting of names submitted by the ~~Nominating~~ Governance Committee and the names of additional candidates who are nominated and seconded from the floor by the delegates to the AMAM.

Section 3. Executive Committee

The Executive Committee or Board are responsible for appointing committees of the Board and the Executive Committee oversees the finances of the Academy. It shall be composed of the president, president-elect, secretary/treasurer, speaker, vice speaker, immediate past president, Foundation president, and ~~executive vice president~~ CEO, ex officio without vote. It shall be as representative as possible from all areas of the state. The Executive Committee shall have full authority to act for and on behalf of the Board whenever the business of the Academy demands prompt action in the interim between meetings of the Board or when it is impractical or

331 impossible to convene the entire membership of the Board. A telephone conference call shall
332 be considered proper in lieu of an actual meeting. The Executive Committee shall be authorized
333 to act in matters of an emergency nature or on recurring matters that must be disposed of
334 promptly. All other actions of this Committee shall be subject to ratification by the Board as its
335 first order of business at its next meeting. These other actions shall be binding until ratification
336 by the Board, however.

337

338 **Section 4. President**

339 (a) Function: The president shall be chair of the Board and of the Executive Committee, and ex-
340 officio member of all other committees. ~~He may appoint any special committees or task forces~~
341 ~~and their members, subject to the approval of the Executive Committee.~~ They shall report the
342 activities of the Board at the AMAM at its annual meeting.

343

344 (b) Election and Term of Office: The president succeeds from the office of president-elect. Their
345 term runs from the conclusion of one annual meeting until the conclusion of the next annual
346 meeting or when their successor is seated.

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348 **Section 5. President-Elect**

349 (a) Function: In the absence of the president, the president-elect shall assume all of their duties.

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351 (b) Election and Term of Office: They shall be elected by the delegates at the AMAM. They shall
352 succeed to the office of the president at the completion of the president's term.

353

354 **Section 6. Secretary/Treasurer**

355 (a) Function: The secretary/treasurer shall cause to be kept an accurate record of the minutes
356 and transactions of the AMAM and the Board and serve as secretary of these bodies. The
357 secretary/treasurer shall keep or cause to be kept adequate and proper accounts of the
358 properties and funds of the Academy. They shall submit an annual budget to the Board for
359 approval. They shall render to the Board, whenever requested, an account of all their
360 transactions as the secretary/treasurer, and of the financial condition of the Academy. They
361 shall have other powers and perform such other duties as may be prescribed by the Board. The
362 secretary/treasurer shall give a surety bond in an amount to be determined by the Board, the
363 premium to be paid by the Academy. Any of the duties of the secretary/treasurer may be
364 assigned to the ~~executive vice president~~CEO.

365

366 (b) Election and Term of Office: The secretary/treasurer shall be elected of and by the Board of
367 Directors ~~for a term of one year.~~ for up to three one-year terms, and their Board term must not
368 expire during the term of service.

369

370 **Section 7. Editor**

371 ~~(a) Function: The editor shall be editor of the official publication. The Board may appoint~~
372 ~~associate editors to assist him with his duties.~~

373

374 ~~(b) Appointment and Term of Office: He shall be appointed by the Board for a term of three~~
375 ~~years, with a maximum of two terms.~~

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378 **Section 78. AAFP Delegates and Alternates**

379 (a) Function: They shall represent the views of the CAFP at the AAFP meeting, report AAFP
380 affairs to the CAFP, and prepare resolutions for presentation at the AAFP meeting.

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382 (b) Election and Term of Office: AAFP delegates shall be elected by the delegates at the AMAM
383 to serve staggered two-year terms and shall serve no more than three terms as delegates unless
384 elected to an additional term by two-thirds (2/3) vote of the delegates at the AMAM. Alternate
385 delegates shall be elected by the delegates to the AMAM to serve staggered two-year terms and
386 shall serve no more than three terms as alternates unless elected to an additional term by two-
387 thirds (2/3) vote of the delegates to the AMAM. Alternates may succeed to delegate positions.

388
389 **Section 89. Speaker and Vice Speaker of the All Member Advocacy Meeting**

390 (a) Function: The speaker shall notify the delegates and alternates of the time and place of the
391 meeting, prepare the agenda, and preside over meetings. The vice speaker shall assist the
392 speaker with their duties.

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394 (b) Election and Term of Office: The speaker and vice speaker shall be elected by the majority
395 vote of the delegates at the AMAM for a one-year term.

396
397 **Section 910. ~~Executive Vice President~~Chief Executive Officer (CEO)**

398 (a) Function: The ~~executive vice president~~CEO shall, under the direction of the Board, perform
399 such duties as the title of the office ordinarily connotes and such duties of the officers as may be
400 assigned to them by the Board. They shall supervise all other employees and agents of the
401 Academy and have such other powers and duties as may be prescribed by the Board. They shall
402 not be entitled to vote. They shall be bonded in an amount fixed by the Board, the premium to
403 be paid by the Academy.

404
405 (b) Appointment and Term of Office: They shall be appointed by the Board for a term and
406 stipend to be fixed by the Board.

407
408 **Section 101. Vacancies in Office**

409 If a vacancy occurs in the office of president, the president-elect shall automatically serve as
410 president and their term as president will conclude at the expiration of the term for which they
411 were originally elected. In the event a vacancy occurs in the office of the president-elect, it shall
412 remain unfilled until the next meeting of the when the delegates to the AMAM shall elect a
413 president. The Board shall fill any other vacancies in office by appointment until the next
414 meeting of the AMAM. The delegates at the AMAM shall then fill the vacancy for the remainder
415 of the unexpired term.

416
417 **ARTICLE X**

418 **COUNTY CHAPTERS**

419 **Section 1. Requirements for Granting Charters**

420 Upon the petition of any five (5) or more members of this Academy residing in any county in
421 California, the Board may issue a charter for a county chapter, ~~provided that no more than one~~
422 ~~chapter shall be chartered in any county.~~ Petitions shall be accompanied by the proposed
423 Bylaws for the chapter. No charter shall be issued until such Bylaws are approved by the Board.
424 County chapters petitioning to merge shall follow the same protocol.

425
426 **Section 2. Membership in County Chapter**

427 All members of the AAFP at the time the charter is issued shall automatically become members
428 of the county chapter. No person may belong to the county chapter unless they are a member
429 of the Academy and the AAFP.
430

431 **Section 3. Transfers**

432 Any member who transfers from one chapter to another shall automatically become a member
433 of the county chapter to which they transfer.
434

435 **Section 4. Revoking of Charters**

436 The charter of any county chapter may be suspended or revoked by the delegates at the AMAM
437 in the event of any action deemed to be in conflict with the letter or intent of these Bylaws or in
438 the event of its failure to comply with all of the requirements of these Bylaws or with any lawful
439 requirement of the AMAM, Board, or officers of the Academy. A member of the Academy may
440 file written charges against any chapter with the secretary/treasurer of the Academy and shall
441 state the acts of conduct complained of with reasonable particularity. The secretary/treasurer
442 shall present the charges to the Board at its next meeting. The Board shall then, or at a time not
443 more than thirty (30) days thereafter, consider the charges and shall either dismiss them or
444 proceed in the same manner as set forth in the Bylaws of the AAFP for revoking of county
445 charters.
446

447 **Section 5. Branches**

448 County chapters may issue charters to branches within their county upon approval of the Board.
449

450 **Section 6. Election of County Chapter Officers**

451 It is the responsibility of each local chapter to report the election of officers to CAFP within
452 thirty (30) days of election.
453

454 **ARTICLE XI**

455 **COMMITTEES AND BOARD APPOINTMENTS**

456 **Section 1. Appointment of Committees**

457 The Executive Committee or Board shall review-committee ~~objectives, charters, assign duties,~~
458 ~~and~~ and appoint or remove committee members ~~for the following year. The president with the~~
459 ~~approval of the Executive Committee may at any time remove a committee chairman or~~
460 ~~member and make a new appointment in his~~ their place. There shall be ~~three~~ three standing
461 committees of the Academy: the Executive Committee, the Finance Committee and the
462 Governance ~~the Nominating~~ Committee, ~~and the Bylaws Committee. The members of the~~
463 ~~Bylaws Committee shall be appointed by the Executive Committee. Other c~~Committees and task
464 forces shall be appointed as deemed necessary by the Board or Executive Committee.
465

466 **Section 2. Nominating Governance Committee**

467 The Nominating Governance Committee shall consist of six (6) members, two (2) elected by and
468 from the Board of Directors, three (3) elected by and from the delegates at the AMAM, and the
469 immediate past-president, who shall serve as chair. The Governance Committee shall
470 periodically review and propose amendments to the bylaws as necessary and nominate
471 members for the following positions to be elected by the delegates at the AMAM.

- 472 1. President-Elect
- 473 2. Speaker
- 474 3. Vice Speaker

- 475 4. AAFP Delegates and Alternates
476 5. At-large Directors

477
478 In addition it shall submit nominations to the Board of Directors for the following positions:

- 479 1. Secretary/Treasurer
480 2. Editor

481
482 The terms of office for Nominating Governance Committee members, shall be as follow:
483 Immediate Past President, one year; members from the Board, two (2) years, with terms to be
484 adjusted so that one (1) member is elected each year; members from the delegates at the
485 AMAM, two (2) years, with terms to be adjusted so that two (2) members are elected every
486 other year and one (1) is elected in the intervening year.

487
488 The Nominating Governance Committee members from the Board shall be nominated by the
489 Board and elected at the first Board meeting following the annual meeting. Members of the
490 committee from among the AMAM shall be nominated and elected by the AMAM to begin
491 serving ~~the following~~that year.

492
493 In considering any candidate, the committee shall seek views of chapter officers within the
494 districts as well as individual members, consider previous offices held, ability to get along with
495 other members of the profession, attitude toward family medicine, reputation for quality of
496 medical care, service and performance on Academy committees, and potential for higher
497 offices.

498
499 **Section 3. Board Appointed Editor**

500 (a) Function: The editor shall be editor of the official publication. The Board may appoint
501 associate editors to assist them with their duties.

502
503 (b) Appointment and Term of Office: They shall be appointed by the Board for a term of three
504 years, with a maximum of two terms.

505
506 **ARTICLE XII**

507 **FAIR HEARING PROCEDURE REVOKING MEMBER STATUS**

508 **Section 1. Notice of Objections or Proposed Action**

509 In the event that ~~application for membership is denied, or in the event that charges are brought~~
510 ~~against any member, the applicant or member shall be given written notice, by certified mail~~
511 ~~with return receipt, which shall state:~~

512 ~~—1. That the proposed action, if adopted, may be reported pursuant to section 805 of the~~
513 ~~California Business & Professions Code.~~

514 ~~—2. The nature of the proposed adverse action.~~

515 ~~—3. That the applicant or member has the right to request a hearing.~~

516 ~~—4. That any request for hearing must be made in writing within 30 days following receipt of~~
517 ~~this notification.~~

518 a member is required to surrender their medical license, their membership shall be terminated,
519 pursuant to AAFP bylaws. The AAFP will provide written notice to the chapter and member and
520 oversee any fair hearing procedures.

521
522 **Section 2. Hearing Panel**

523 In the event that timely written request for a hearing is received, the President, with the advice
524 of the Executive Committee, shall appoint a panel of unbiased individuals who shall gain no
525 direct financial benefit from the outcome, who are not members of the local chapter wherein
526 membership is sought, and who have not acted as an accuser, investigator, or a fact finder with
527 respect to the application. Such a panel shall consist of at least five members of the Academy,
528 and the President shall designate the chairman. The Executive Committee may also appoint a
529 hearing officer, who shall not act as a prosecuting officer or advocate, and who shall not be
530 entitled to vote. The chairman shall, within 30 days following the appointment of the hearing
531 panel, set a place, time, and date of the hearing, allowing sufficient time for at least 30 days
532 prior notice to the concerned member or applicant.

533 **Section 3. Notice of Hearing**

534 The Secretary/Treasurer shall promptly give written notice of hearing to the applicant or
535 member, specifying the reasons for the proposed action, including the acts or omissions
536 charged, and including any statement of reasons for adverse recommendation on an application
537 for a membership. At least 30 days prior written notice of hearing shall be provided to the
538 applicant or member. Continuances may be granted only if the chairman determines there is
539 good cause for continuance.
540

541 **Section 4. Conduct of Hearing**

542 The hearing shall be conducted in accordance with the provisions of section 809.2 and 809.3 of
543 the California Business & Professions Code. An applicant or member shall have the right to be
544 represented by an attorney at such person's own expense. The local chapter recommending
545 against admission to membership or the persons bringing charges shall have the same right of
546 representation. A hearing shall be commenced within 60 days after receipt of the request for
547 hearing is received, unless good cause as specified in Section 809.2 exists. Upon the completion
548 of the hearing, the hearing panel shall prepare a written decision, including findings of fact and a
549 conclusion articulating the connection between evidence produced at the hearing and the
550 decision reached. Such written decision, and an explanation of the procedure for appealing to
551 the Board, shall be mailed promptly to the member or applicant and the Board.
552

553 **Section 5. Appeal**

554 An applicant or member may appeal the decision of the hearing panel by written request to the
555 Board, made within 30 days after receipt of the hearing panel's decision. The Board, or a
556 committee of the Board appointed for this purpose, shall afford the opportunity for the parties
557 at the hearing to appear and respond, personally or by their attorneys. The Board, except for
558 good cause determined in the Board's own discretion, shall not receive evidence or testimony,
559 and shall act upon the record of the hearing and argument presented when the appeal is heard.
560 The Board or its appointed committee shall prepare a written decision, which shall be final,
561 unless appealed to the American Academy of Family Physicians. The Board may accept, reverse,
562 or modify the decision of the hearing panel, or may require further hearing if a fair procedure
563 has not been afforded.
564

565 **ARTICLE XIII**

566 **MISCELLANEOUS**

567 **Section 1. Rules of Order**

568

569 In the absence of any provision in the Bylaws all meetings of the Academy, the AMAM, the
570 Board and committees shall be governed by the parliamentary rules and usages contained in the
571 current edition of Sturgis Standard Code of Parliamentary Procedure.
572

573 **Section 2. Amendments**

574 The ~~Bylaws~~Governance Committee, working with staff, shall meet as needed to review the
575 Bylaws for necessary edits or policy changes. In addition, aAny twenty-five (25) or more
576 members may propose amendments to these Bylaws by submitting the same in writing to the
577 ~~executive vice president~~CEO at least sixty (60) days prior to any regular convening of the AMAM.
578 Notice of ~~the~~proposed amendment(s) shall be given in writing by the ~~executive vice~~
579 ~~president~~CEO to all delegates at the AMAM and the members of the Academy by official
580 publication at least thirty (30) days before the convening at which the proposed amendments
581 are to be voted upon. An affirmative vote of at least two-thirds (2/3) of the delegates present
582 and voting shall constitute adoption.
583

584 **Section 3. Indemnification**

585 This Academy shall indemnify any of its agents against expenses, judgments, fines, settlements,
586 and other amounts actually and reasonably incurred in connection with activities undertaken at
587 the Academy’s request if such a person acted in good faith and in a manner the person
588 reasonably believed to be in the best interest of the Academy and to the extent such
589 indemnification is permitted under California law.
590

591 For the purposes of this section, “agent” means any person who is or was a director, officer,
592 employee, committee member, or other agent of the Academy who is or was serving at the
593 request of the Academy; and “proceeding” means any threatened, pending, or completed action
594 or proceeding, whether civil, criminal, administrative, or investigative.
595

596 Indemnification can be made only as to a specific case, upon a determination that
597 indemnification is proper in the circumstances and must be authorized by a majority vote or a
598 quorum consisting of directors who are not parties to the proceeding.
599

600 The Academy shall purchase and maintain insurance on behalf of any agents of the Academy
601 against any liability asserted against or incurred by the agent in such capacity or arising out of
602 the agent’s status as such whether or not the Academy would have power to indemnify the
603 agent against such liability under the provision of these Bylaws.
604

605 **Section 4. Taking Effect of These Bylaws**

606 These Bylaws and all future amendments become effective at the close of the AMAM convening
607 at which they are accepted unless otherwise stated.
608

609
610 **Article XIV**

611 **EMERGENCY GOVERNANCE**

612
613 **Section 1. Emergency Condition.**

614 The following Bylaws shall become operative upon any emergency resulting from an attack on
615 the United States or on a locality in which the Academy conducts its business or holds its

616 meetings, or upon any disaster, catastrophe or other similar emergency condition, as a result of
617 which either of the following conditions occur:

618
619 a) All Member Advocacy Meeting. The quorum necessary for an AMAM convening cannot
620 readily be convened.

621
622 b) Board of Directors. The regular quorum of a majority of directors necessary for a meeting
623 cannot readily be convened.

624
625 **Section 2. All Member Advocacy Meeting.**

626 Regular convenings of the AMAM may be suspended by the Board of Directors during an
627 emergency condition.

628
629 (a) Quorum. If a convening is not suspended, a majority of the delegates present at the
630 commencement of the convening shall constitute a quorum.

631
632 (b) Elections. Any elections to be held at a meeting during an emergency condition shall be
633 suspended.

634
635 (i) Office of the President. The President and President-Elect in office immediately prior to the
636 commencement of the emergency condition shall remain in their respective offices until the first
637 convening of the AMAM following the end of the emergency condition.

638
639 (ii) Continuation of Office. All other officers and elected Board members in office immediately
640 prior to commencement of the emergency condition shall remain in their respective offices until
641 the later of (i) the first convening of the AMAM following the end of the emergency condition,
642 or ii) the end of their terms of office (in the absence of any emergency condition).

643
644 (iv) Extension of Tenure. Limitations on tenure of officers and directors shall not apply during an
645 emergency condition.

646
647
648

649 **Section 3. Board of Directors.**

650 (a) Minimum Number of Directors. The Board of Directors shall be composed of a minimum of
651 seven directors during an emergency condition.

652
653 (b) Designation of Emergency Directors. If fewer than seven Board members are available to
654 meet, the chairs of the committees become Emergency Directors and shall serve on the Board
655 of Directors (in addition to regular Board members who are available.) If there are still fewer
656 than seven Board members available after taking into account the Emergency Directors and
657 regular Board members, the available Board members shall appoint sufficient additional
658 Emergency Directors to comprise the minimum.

659
660 (c) Duties and Privileges. Emergency Directors shall have all duties and privileges of directors,
661 and shall serve as directors until the earlier of (i) the first convening of the AMAM following the
662 end of the emergency condition, or (ii) at least seven regularly elected Board members (other
663 than Emergency Directors) are available to meet.

664

665 (d) Authority. The primary duty of the Board of Directors during an emergency condition shall be
666 the continuation and management of the Academy. The Board of Directors may, upon a two-
667 thirds affirmative vote, adopt such other emergency bylaws as may be necessary for such
668 continuation and management.

669

670 (e) Meetings. A meeting of the Board of Directors may be called by any director. Notice of any
671 meeting shall be given to such directors as may be feasible to reach at the time and by such
672 means as may be feasible at the time.

673

674 (f) Quorum. A majority of the members of the Board of Directors shall constitute a quorum.

675

676 (g) Effect of Action. Action taken in accordance with these emergency bylaws shall bind the
677 Academy. No director acting in accordance with these emergency bylaws shall be liable for such
678 action, except for willful misconduct.

679

680 **Section 4. Duration.**

681 To the extent not inconsistent with any emergency bylaws, the bylaws of the Academy shall
682 remain in effect during the emergency condition. Upon the end of the emergency condition, as
683 determined by the Board of Directors, the emergency bylaws shall cease to be operative.

684