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 and 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

CA AFP Bylaws – Revised 3.3.13/1
Advocate for positions that promote the health of Californians and enhance the role and practice of family physicians individually and collectively.

Section 2. Implementation
To assist in accomplishing these objectives, the Academy may grant charters to county and regional chapters and shall have the power to acquire, own, and convey real and personal property; to promote and support research; to grant honorary degrees in recognition of achievement in the science and practice of medicine and surgery; to issue publications; to establish, conduct, and maintain schools, courses, museums, libraries, and other institutions for graduate study in medicine and surgery. The Academy shall have no capital stock and is not conducted for pecuniary profit and does not contemplate pecuniary gain or profit to the members.

ARTICLE IV
PERMISSIBLE ELECTRONIC TRANSMISSION METHODS OF VOTING
Communications between the Academy and members, delegates and directors may be made by means of electronic transmission as hereinafter provided.

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

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

ARTICLE V
QUALIFICATIONS AND CONDITIONS OF MEMBERSHIP
Section 1. Membership
The qualifications, classes and conditions of membership shall be the same as provided in the Bylaws of the AAFP. All active members of this organization shall be members of the AAFP and their county chapters. Any active member in good standing shall be eligible to vote and hold office.
Acceptance of membership in the Academy shall constitute an agreement to comply with the Bylaws of the Academy and the Bylaws of the AAFP. Subject to the right of appeal to the AAFP, a member shall recognize the Board as the sole and only judge of their right to be or remain a member. All rights, title and interest, both legal and equitable, of a member in and to the property of this organization shall cease in the event of any or either of the following: (a) expulsion of such member; (b) removal of their name from the roll of members; (c) their death or resignation. Any member who changes their occupation or status in such a manner as to render them ineligible for membership in the Academy may be removed from the membership roll by action of the Board.

Section 2. Dues and Assessments
The annual state dues and/or assessments for members shall be recommended by the Board subject to the approval of a majority of the delegates at the AMAM. Dues shall be payable at the times specified by the American Academy of Family Physicians. Annual county dues shall be set by the county chapter leadership and subject to Board approval when an increase exceeds $20.

Section 3. Application
Application for membership shall be submitted to the Secretary/Treasurer of the Academy, in such form as the Academy shall prescribe received and executed by the AAFP, subject to AAFP Bylaws. In the event that the application is incomplete, the Secretary/Treasurer may request further information, and may initiate such investigation as the Secretary/Treasurer deems appropriate.

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

ARTICLE VII
ALL MEMBER ADVOCACY MEETING
Section 1. Function
The AMAM shall convene at least annually to review Academy policy and direction implemented by the Board, Executive Committee, and committees of the Board. There shall may be presented at the AMAM annual activity reports from appropriate committees. The delegates to the AMAM may, at any time by majority vote, approve a referendum for submission to the members of the Academy on questions affecting the policy or recommendations of the Academy. The time and place of the AMAM shall be designated by the Board and announced at least 60 (sixty) days before the date.

Section 2. Composition
The delegates to the AMAM shall include the following: (1) Delegates from chartered and unchartered county units Academy county chapters as provided in this Article, (2) Members of the Board of Directors, and (3) Two resident and two student delegates to be chosen as provided in this article, Section 5. A Parliamentarian and Sergeant at Arms may be selected at
the option of the Speaker and shall serve without vote unless they are otherwise delegates at
the AMAM. General members in good standing with the Academy may attend the AMAM
without a vote.

Section 3. Delegates from county chapters
Each county chapter shall be entitled to one (1) delegate and one (1) alternate for 1-49 Active
members, and two (2) delegates and two (2) alternates for 50-99 Active members. For each
additional 100 Active members, each chapter shall be entitled to one (1) additional delegate and
alternate. The actual number of delegates and alternates allowed shall be based on the official
membership rolls for the Academy as of July 1st of each year.

Section 4. Appointment or election of delegates
Where the county chapter has been issued a charter, it will elect its own delegates. Where no
active chapter exists, the district director shall arrange for an election of delegates by the
members of the Academy or shall appoint such delegates within the county unit chapter and
transmit the results to the secretary/treasurer sixty (60) working days prior to the annual
meeting.

Section 5. Resident and student delegates
Two resident and two student delegates, and two resident and two student alternates shall be
chosen by the respective resident and student state organizations and submitted to the
Academy no less than sixty (60) days prior to the meeting. The length of the position shall be
two (2) years. Should the status of the resident or student change during their term, a new
person will be chosen to complete the term.

Section 6. Terms
Terms of office of the delegates shall be determined by their respective county chapters,
but shall be for a minimum of two (2) years.

Section 7. Certification
To be seated, a delegate must be in good standing in the Academy. In the event that no
certified delegate or alternate is present at the convening of the AMAM, a member or members
of that county unit chapter present may be seated upon recommendation of the district director
and with a two-thirds (2/3) affirmative vote of delegates at the AMAM.

Section 8. Convenings of the All Member Advocacy Meeting
The AMAM shall convene at least annually. Special convenings of the AMAM may be called by a
two-thirds (2/3) affirmative vote of the entire Board, and shall be called by the president upon
the written request of twenty-five (25) or more of the delegates to the AMAM. The Academy
shall give notice of the convening date and place to the delegates to the AMAM and members of
the Academy personally, by electronic transmission or by first class mail at least thirty (30) days
prior to the date set for such convening. Business to be considered at a special convening shall
be confined to the business for which the convening was called.

Section 9. Quorum
A majority of the total number of elected or appointed delegates to the AMAM shall constitute a quorum at any convening. The AMAM may adopt such rules of procedure for the transaction of its business as it deems desirable.

Section 10. Submitting of resolutions
Any chapter or member of the Academy may submit a resolution in writing to the AMAM, no fewer than sixty (60) days prior to the annual meeting, in advance or on-site, for consideration by the Board of Directors during a special session for that purpose. Emergency resolutions may be submitted on-site and heard subject to approval by the Speaker. The members of the Board shall hear testimony and report back as to the disposition of each resolution at the next AMAM after each quarterly meeting of the Board.

Section 11. Referendum
The AMAM may at any time by a majority vote of delegates refer and submit to the members questions affecting the policy or recommendations of the Academy. The result of the referendum shall control the acts of the Academy and of its officers, committees, agents, and employees.

Section 12. Voting in the All Member Advocacy Meeting
Each delegate to the AMAM shall have one vote. At the request of a delegate at the AMAM and with an affirmative vote by the AMAM, an Academy member in good standing shall have the privilege of the floor but shall have no right to vote.

ARTICLE VIII
BOARD OF DIRECTORS
Section 1. Function
The Board is responsible for implementing the policies and directives of the Academy through its own actions and its committee structure. The control and administration of the Academy shall be vested in the Board, subject to the review of the delegates at the AMAM. The Board shall be authorized to conduct the business and affairs of the Academy. All actions of the Board shall be binding until and unless the AMAM rescinds those actions by a majority vote of delegates at the next AMAM meeting.

Section 2. Composition
The Board shall be composed of district directors, officers, AAFP delegates, speaker, vice speaker, members elected to the AAFP board (ex-officio), one resident member, one student member, immediate past-president of the Academy, and the president of the California Academy of Family Physicians Foundation, ex-officio. The Foundation President shall have no voting privilege unless they are a member of the Academy in good standing. An alternate AAFP delegate may attend meetings with a vote in the event an AAFP delegate is unable to attend.

Section 3. Meetings of the Board
The Board shall meet at the time of the annual meeting and at such other times as may be set by the Board or the president.

Section 4. Absence from Meetings
The office of any director who is absent from two (2) successive meetings without reasonable excuse shall be declared vacant by the Board.

Section 5. Election and Terms of Office

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

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

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

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

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

Section 6. District Directors

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

The districts are as follow:

I. Imperial; San Diego
II. Orange
III. Metropolitan Los Angeles County
IV. Non-metropolitan Los Angeles County
V. Inyo-Mono-Alpine; Kern; Riverside-San Bernardino; Tulare
VI. Fresno-Kings-Madera; Merced-Mariposa; San Luis Obispo; Santa Barbara; Ventura
VII. Monterey; San Benito; San Mateo; Santa Clara; Santa Cruz
VIII. Alameda-Contra Costa; San Joaquin-Calaveras-Toulumne; Stanislaus
IX. Humbolt-Del Norte; Mendocino-Lake; Marin; Napa; San Francisco; Solano;
X. Amador; Butte-Glenn-Tehama; Lassen-Plumas-Modoc-Sierra; Placer-Nevada;
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 (12) 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
impossible to convene the entire membership of the Board. A telephone conference call shall be considered proper in lieu of an actual meeting. The Executive Committee shall be authorized to act in matters of an emergency nature or on recurring matters that must be disposed of promptly. All other actions of this Committee shall be subject to ratification by the Board as its first order of business at its next meeting. These other actions shall be binding until ratification by the Board, however.

Section 4. President

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

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

Section 5. President-Elect

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

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

Section 6. Secretary/Treasurer

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

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

Section 7. Editor

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

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

Section 78. AAFP Delegates and Alternates
(a) Function: They shall represent the views of the CAFP at the AAFP meeting, report AAFP affairs to the CAFP, and prepare resolutions for presentation at the AAFP meeting.

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

Section 89. Speaker and Vice Speaker of the All Member Advocacy Meeting
(a) Function: The speaker shall notify the delegates and alternates of the time and place of the meeting, prepare the agenda, and preside over meetings. The vice speaker shall assist the speaker with their duties.

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

Section 910. Executive Vice President/Chief Executive Officer (CEO)
(a) Function: The executive vice president/CEO shall, under the direction of the Board, perform such duties as the title of the office ordinarily connotes and such duties of the officers as may be assigned to them by the Board. They shall supervise all other employees and agents of the Academy and have such other powers and duties as may be prescribed by the Board. They shall not be entitled to vote. They shall be bonded in an amount fixed by the Board, the premium to be paid by the Academy.

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

Section 101. Vacancies in Office
If a vacancy occurs in the office of president, the president-elect shall automatically serve as president and their term as president will conclude at the expiration of the term for which they were originally elected. In the event a vacancy occurs in the office of the president-elect, it shall remain unfilled until the next meeting of the when the delegates to the AMAM shall elect a president. The Board shall fill any other vacancies in office by appointment until the next meeting of the AMAM. The delegates at the AMAM shall then fill the vacancy for the remainder of the unexpired term.

ARTICLE X
COUNTY CHAPTERS
Section 1. Requirements for Granting Charters
Upon the petition of any five (5) or more members of this Academy residing in any county in California, the Board may issue a charter for a county chapter, provided that no more than one chapter shall be chartered in any county. Petitions shall be accompanied by the proposed Bylaws for the chapter. No charter shall be issued until such Bylaws are approved by the Board.

Section 2. Membership in County Chapter
All members of the AAFP at the time the charter is issued shall automatically become members of the county chapter. No person may belong to the county chapter unless they are a member of the Academy and the AAFP.

Section 3. Transfers
Any member who transfers from one chapter to another shall automatically become a member of the county chapter to which they transfer.

Section 4. Revoking of Charters
The charter of any county chapter may be suspended or revoked by the delegates at the AMAM in the event of any action deemed to be in conflict with the letter or intent of these Bylaws or in the event of its failure to comply with all of the requirements of these Bylaws or with any lawful requirement of the AMAM, Board, or officers of the Academy. A member of the Academy may file written charges against any chapter with the secretary/treasurer of the Academy and shall state the acts of conduct complained of with reasonable particularity. The secretary/treasurer shall present the charges to the Board at its next meeting. The Board shall then, or at a time not more than thirty (30) days thereafter, consider the charges and shall either dismiss them or proceed in the same manner as set forth in the Bylaws of the AAFP for revoking of county charters.

Section 5. Branches
County chapters may issue charters to branches within their county upon approval of the Board.

Section 6. Election of County Chapter Officers
It is the responsibility of each local chapter to report the election of officers to CAFP within thirty (30) days of election.

ARTICLE XI
COMMITTEES AND BOARD APPOINTMENTS

Section 1. Appointment of Committees
The Executive Committee or Board shall review committee objectives, assign duties, and appoint or remove committee members for the following year. The president with the approval of the Executive Committee may at any time remove a committee chairman or member and make a new appointment in his/her place. There shall be three standing committees of the Academy: the Executive Committee, the Finance Committee and the Governance Committee, and the Nominating Committee. The members of the Bylaws Committee shall be appointed by the Executive Committee. Other committees and task forces shall be appointed as deemed necessary by the Board or Executive Committee.

Section 2. Nominating Governance Committee
The Nominating Committee shall consist of six (6) members, two (2) elected by and from the Board of Directors, three (3) elected by and from the delegates at the AMAM, and the immediate past-president, who shall serve as chair. The Governance Committee shall periodically review and propose amendments to the bylaws as necessary and nominate members for the following positions to be elected by the delegates at the AMAM.
1. President-Elect
2. Speaker
3. Vice Speaker
4. AAFP Delegates and Alternates
5. At-large Directors

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

1. Secretary/Treasurer
2. Editor

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

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

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

Section 3. Board Appointed Editor
(a) Function: The editor shall be editor of the official publication. The Board may appoint associate editors to assist them with their duties.

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

ARTICLE XII
FAIR HEARING PROCEDURE
REVOKING MEMBER STATUS

Section 1. Notice of Objections or Proposed Action
In the event that application for membership is denied, or in the event that charges are brought against any member, the applicant or member shall be given written notice, by certified mail with return receipt, which shall state:
—1. That the proposed action, if adopted, may be reported pursuant to section 805 of the California Business & Professions Code.
—2. The nature of the proposed adverse action.
—3. That the applicant or member has the right to request a hearing.
—4. That any request for hearing must be made in writing within 30 days following receipt of this notification.

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

Section 2. Hearing Panel
In the event that timely written request for a hearing is received, the President, with the advice of the Executive Committee, shall appoint a panel of unbiased individuals who shall gain no direct financial benefit from the outcome, who are not members of the local chapter wherein membership is sought, and who have not acted as an accuser, investigator, or a fact finder with respect to the application. Such a panel shall consist of at least five members of the Academy, and the President shall designate the chairman. The Executive Committee may also appoint a hearing officer, who shall not act as a prosecuting officer or advocate, and who shall not be entitled to vote. The chairman shall, within 30 days following the appointment of the hearing panel, set a place, time, and date of the hearing, allowing sufficient time for at least 30 days prior notice to the concerned member or applicant.

Section 3. Notice of Hearing
The Secretary/Treasurer shall promptly give written notice of hearing to the applicant or member, specifying the reasons for the proposed action, including the acts or omissions charged, and including any statement of reasons for adverse recommendation on an application for a membership. At least 30 days prior written notice of hearing shall be provided to the applicant or member. Continuances may be granted only if the chairman determines there is good cause for continuance.

Section 4. Conduct of Hearing
The hearing shall be conducted in accordance with the provisions of section 809.2 and 809.3 of the California Business & Professions Code. An applicant or member shall have the right to be represented by an attorney at such person’s own expense. The local chapter recommending against admission to membership or the persons bringing charges shall have the same right of representation. A hearing shall be commenced within 60 days after receipt of the request for hearing is received, unless good cause as specified in Section 809.2 exists. Upon the completion of the hearing, the hearing panel shall prepare a written decision, including findings of fact and a conclusion articulating the connection between evidence produced at the hearing and the decision reached. Such written decision, and an explanation of the procedure for appealing to the Board, shall be mailed promptly to the member or applicant and the Board.

Section 5. Appeal
An applicant or member may appeal the decision of the hearing panel by written request to the Board, made within 30 days after receipt of the hearing panel’s decision. The Board, or a committee of the Board appointed for this purpose, shall afford the opportunity for the parties at the hearing to appear and respond, personally or by their attorneys. The Board, except for good cause determined in the Board’s own discretion, shall not receive evidence or testimony, and shall act upon the record of the hearing and argument presented when the appeal is heard. The Board or its appointed committee shall prepare a written decision, which shall be final, unless appealed to the American Academy of Family Physicians. The Board may accept, reverse, or modify the decision of the hearing panel, or may require further hearing if a fair procedure has not been afforded.

ARTICLE XIII
MISCELLANEOUS
Section 1. Rules of Order
In the absence of any provision in the Bylaws all meetings of the Academy, the AMAM, the Board and committees shall be governed by the parliamentary rules and usages contained in the current edition of Sturgis Standard Code of Parliamentary Procedure.

Section 2. Amendments

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

Section 3. Indemnification

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

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

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

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

Section 4. Taking Effect of These Bylaws

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

Article XIV

EMERGENCY GOVERNANCE

Section 1. Emergency Condition.

The following Bylaws shall become operative upon any emergency resulting from an attack on the United States or on a locality in which the Academy conducts its business or holds its
meetings, or upon any disaster, catastrophe or other similar emergency condition, as a result of which either of the following conditions occur:

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

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

Section 2. All Member Advocacy Meeting.

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

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

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

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

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

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

Section 3. Board of Directors.

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

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

(c) Duties and Privileges. Emergency Directors shall have all duties and privileges of directors, and shall serve as directors until the earlier of (i) the first convening of the AMAM following the end of the emergency condition, or (ii) at least seven regularly elected Board members (other than Emergency Directors) are available to meet.
(d) Authority. The primary duty of the Board of Directors during an emergency condition shall be the continuation and management of the Academy. The Board of Directors may, upon a two-thirds affirmative vote, adopt such other emergency bylaws as may be necessary for such continuation and management.

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

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

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

Section 4. Duration.
To the extent not inconsistent with any emergency bylaws, the bylaws of the Academy shall remain in effect during the emergency condition. Upon the end of the emergency condition, as determined by the Board of Directors, the emergency bylaws shall cease to be operative.