

1 **BYLAWS**

2
3 **California Academy of Family Physicians**

4 **These bylaws were last amended by the delegates of the All Member Advocacy Meeting in**
5 **March 2020**

6
7 PREAMBLE: Any family physician who is either appointed or elected to represent the California
8 Academy of Family Physicians (CAFP) in capacities including: officer, director, editor, alternate
9 director, committee chair or member, AAFP delegate or alternate delegate, delegate or
10 alternate delegate to the CMA, chapter officer, delegate or alternate delegate to CAFP All
11 Member Advocacy Meeting or other election or appointment, must be a member in good
12 standing in the American and California Academies of Family Physicians.

13
14 **ARTICLE I**

15 **NAME AND AFFILIATION**

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

21
22 **ARTICLE II**

23 **DEFINITION AND USE OF TERMS**

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

30
31 **ARTICLE III**

32 **MISSION AND IMPLEMENTATION**

33 **Section 1. Mission**

34 The mission of California Academy of Family Physicians is:
35 CAFP empowers, educates, and connects current and future family physicians to improve the
36 health of all Californians.

37
38 **Section 2. Implementation**

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

46
47 **ARTICLE IV**

48 **PERMISSIBLE ELECTRONIC TRANSMISSION METHODS OF VOTING**

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

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

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

71 **ARTICLE V**

72 **QUALIFICATIONS AND CONDITIONS OF MEMBERSHIP**

73 **Section 1. Membership**

74 The qualifications, classes and conditions of membership shall be the same as provided in the
75 Bylaws of the AAFP. All active members of this organization shall be members of the AAFP and
76 their county chapters. Any Active member in good standing shall be eligible to vote and hold
77 office.

78
79 Acceptance of membership in the Academy shall constitute an agreement to comply with the
80 Bylaws of the Academy and the Bylaws of the AAFP. Subject to the right of appeal to the AAFP, a
81 member shall recognize the Board as the sole and only judge of their right to be or remain a
82 member. All rights, title and interest, both legal and equitable, of a member in and to the
83 property of this organization shall cease in the event of any or either of the following: (a)
84 expulsion of such member; (b) removal of their name from the roll of members; (c) their death
85 or resignation. Any member who changes their occupation or status in such a manner as to
86 render them ineligible for membership in the Academy may be removed from the membership
87 roll by action of the Board.

88

89 **Section 2. Dues and Assessments**

90 The annual state dues and/or assessments for members shall be recommended by the Board
91 subject to the approval of a majority of the delegates at the AMAM. Dues shall be payable at
92 the times specified by the American Academy of Family Physicians. Annual county dues shall be

93 set by the county chapter leadership and subject to Board approval when an increase exceeds
94 \$20.

95

96 **Section 3. Application**

97 Application for membership is received and executed by the AAFP, subject to AAFP Bylaws.

98

99 **ARTICLE VI**

100 **ANNUAL MEETING**

101 Unless otherwise ordered by the Board, there shall be an annual meeting of the Academy and an
102 annual convening of the delegates (currently referred to as the All Member Advocacy Meeting)
103 together with such meetings of the Board, Executive Committee, and other committees as may
104 be fixed by the Board. The time and place of the annual meeting shall be announced at least
105 sixty (60) days before the date.

106

107 **ARTICLE VII**

108 **ALL MEMBER ADVOCACY MEETING**

109 **Section 1. Function**

110 The AMAM shall convene at least annually to review Academy policy and direction implemented
111 by the Board, Executive Committee, and committees of the Board. There may be presented at
112 the AMAM annual activity reports from appropriate committees. The delegates to the AMAM
113 may, at any time by majority vote, approve a referendum for submission to the members of the
114 Academy on questions affecting the policy or recommendations of the Academy. The time and
115 place of the AMAM shall announced at least 60 (sixty) days before the date.

116

117 **Section 2. Composition**

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

124

125 **Section 3. Delegates from county chapters**

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

131

132 **Section 4. Appointment or election of delegates**

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

137

138

139

140 **Section 5. Resident and student delegates**

141 Two resident and two student delegates, and two resident and two student alternates shall be
142 chosen by the respective resident and student state organizations and submitted to the
143 Academy no less than sixty (60) days prior to the meeting. Should the status of the resident or
144 student change during their term, a new person will be chosen to complete the term.

145

146 **Section 6. Terms**

147 Terms of office of the delegates shall be determined by their respective county chapters.

148

149 **Section 7. Certification**

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

154

155 **Section 8. Convenings of the All Member Advocacy Meeting**

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

163

164 **Section 9. Quorum**

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

168

169 **Section 10. Submitting of resolutions**

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

176

177 **Section 11. Referendum**

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

182

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

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

187

188 **ARTICLE VIII**

189 **BOARD OF DIRECTORS**

190 **Section 1. Function**

191 The Board is responsible for implementing the policies and directives of the Academy through its
192 own actions and its committee structure. The control and administration of the Academy shall
193 be vested in the Board, subject to the review of the delegates at the AMAM. The Board shall be
194 authorized to conduct the business and affairs of the Academy. All actions of the Board shall be
195 binding until and unless the AMAM rescinds those actions by a majority vote of delegates at the
196 next AMAM meeting.

197

198 **Section 2. Composition**

199 The Board shall be composed of district directors, officers, AAFP delegates , members elected to
200 the AAFP board (ex-officio), one resident member, one student member, immediate past-
201 president of the Academy, and the president of the California Academy of Family Physicians
202 Foundation. The Foundation President shall have voting privilege if they are a member of the
203 Academy in good standing. An alternate AAFP delegate may attend meetings with a vote in the
204 event an AAFP delegate is unable to attend.

205

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

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

209

210 **Section 4. Absence from Meetings**

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

213

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

215 All newly-elected Board members, with the exceptions noted herein, will be seated as voting
216 members at the first Board meeting following the annual meeting. **In the event that the Board
217 cancels the annual meeting, newly elected members will be seated as voting members
218 at the first Board meeting following installation of officers at the All Member Advocacy
219 Meeting.**

220

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

226

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

232

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

236

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

239

240 **Section 6. District Directors**

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

249

250 The districts are as follow:

- 251 I. Imperial; San Diego
- 252 II. Orange
- 253 III. Metropolitan Los Angeles County
- 254 IV. Non-metropolitan Los Angeles County
- 255 V. Inyo-Mono-Alpine; Kern; Riverside-San Bernardino; Tulare
- 256 VI. Fresno-Kings-Madera; Merced-Mariposa; San Luis Obispo; Santa Barbara; Ventura
- 257 VII. Monterey; San Benito; San Mateo; Santa Clara; Santa Cruz
- 258 VIII. Alameda-Contra Costa; San Joaquin-Calaveras-Toulumne; Stanislaus
- 259 IX. Humbolt-Del Norte; Mendocino-Lake; Marin; Napa; San Francisco; Solano;
260 Sonoma
- 261 X. Amador; Butte-Glenn-Tehama; Lassen-Plumas-Modoc-Sierra; Placer-Nevada;
262 Sacramento-El Dorado; Shasta-Trinity; Siskiyou; Yolo; Yuba-Sutter-Colusa

263

264 **Section 7. Responsibilities of District Directors**

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

273

274 **Section 8. Resident and Student Directors**

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

282

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

286

287

288 **ARTICLE IX**

289 **ELECTED AND APPOINTED OFFICERS**

290 **Section 1. Officers**

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

295

296 **Section 2. Elections**

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

301

302 **Section 3. Executive Committee**

303 The Executive Committee or Board are responsible for appointing committees of the Board and
304 the Executive Committee oversees the finances of the Academy. It shall be composed of the
305 president, president-elect, secretary/treasurer, speaker, vice speaker, immediate past president,
306 Foundation president, and CEO, ex officio without vote. It shall be as representative as possible
307 from all areas of the state. The Executive Committee shall have full authority to act for and on
308 behalf of the Board whenever the business of the Academy demands prompt action in the
309 interim between meetings of the Board or when it is impractical or impossible to convene the
310 entire membership of the Board. A telephone conference call shall be considered proper in lieu
311 of an actual meeting. The Executive Committee shall be authorized to act in matters of an
312 emergency nature or on recurring matters that must be disposed of promptly. All other actions
313 of this Committee shall be subject to ratification by the Board as its first order of business at its
314 next meeting. These other actions shall be binding until ratification by the Board, however.

315

316 **Section 4. President**

317 (a) Function: The president shall be chair of the Board and of the Executive Committee, and ex-
318 officio member of all other committees. They shall report the activities of the Board at the
319 AMAM at its annual meeting.

320

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

324

325 **Section 5. President-Elect**

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

327

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

330

331 **Section 6. Secretary/Treasurer**

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

342
343 (b) Election and Term of Office: The secretary/treasurer shall be elected of and by the Board of
344 Directors for up to three one-year terms, and their Board term must not expire during the term
345 of service.

346
347 **Section 7. AAFP Delegates and Alternates**

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

350
351 (b) Election and Term of Office: AAFP delegates shall be elected by the delegates at the AMAM
352 to serve staggered two-year terms and shall serve no more than three terms as delegates unless
353 elected to an additional term by two-thirds (2/3) vote of the delegates at the AMAM. Alternate
354 delegates shall be elected by the delegates to the AMAM to serve staggered two-year terms and
355 shall serve no more than three terms as alternates unless elected to an additional term by two-
356 thirds (2/3) vote of the delegates to the AMAM. Alternates may succeed to delegate positions.

357
358 **Section 8. Speaker and Vice Speaker of the All Member Advocacy Meeting**

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

362
363 (b) Election and Term of Office: The speaker and vice speaker shall be elected by the majority
364 vote of the delegates at the AMAM for a one-year term.

365
366 **Section 9. Chief Executive Officer (CEO)**

367 (a) Function: The CEO shall, under the direction of the Board, perform such duties as the title of
368 the office ordinarily connotes and such duties of the officers as may be assigned to them by the
369 Board. They shall supervise all other employees and agents of the Academy and have such other
370 powers and duties as may be prescribed by the Board. They shall not be entitled to vote. They
371 shall be bonded in an amount fixed by the Board, the premium to be paid by the Academy.

372
373 (b) Appointment and Term of Office: They shall be appointed by the Board for a term and
374 stipend to be fixed by the Board.

375
376 **Section 10. Vacancies in Office**

377 If a vacancy occurs in the office of president, the president-elect shall automatically serve as
378 president and their term as president will conclude at the expiration of the term for which they

379 were originally elected. In the event a vacancy occurs in the office of the president-elect, it shall
380 remain unfilled until the next meeting of the when the delegates to the AMAM shall elect a
381 president. The Board shall fill any other vacancies in office by appointment until the next
382 meeting of the AMAM. The delegates at the AMAM shall then fill the vacancy for the remainder
383 of the unexpired term.

384

385 **ARTICLE X**

386 **COUNTY CHAPTERS**

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

388 Upon the petition of any five (5) or more members of this Academy residing in any county in
389 California, the Board may issue a charter for a county chapter. Petitions shall be accompanied
390 by the proposed Bylaws for the chapter. No charter shall be issued until such Bylaws are
391 approved by the Board. County chapters petitioning to merge shall follow the same protocol.

392

393 **Section 2. Membership in County Chapter**

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

397

398 **Section 3. Transfers**

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

401

402 **Section 4. Revoking of Charters**

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

413

414 **Section 5. Branches**

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

416

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

418 It is the responsibility of each local chapter to report the election of officers to CAFD within thirty
419 (30) days of election.

420

421 **ARTICLE XI**

422 **COMMITTEES AND BOARD APPOINTMENTS**

423 **Section 1. Appointment of Committees**

424 The Executive Committee or Board shall review-committee charters, and appoint or remove
425 committee members. There shall be three standing committees of the Academy: the Executive

426 Committee, the Finance Committee and the Governance Committee. Committees and task
427 forces shall be appointed as deemed necessary by the Board or Executive Committee.

428

429 **Section 2. Governance Committee**

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

- 435 1. President-Elect
- 436 2. Speaker
- 437 3. Vice Speaker
- 438 4. AAFP Delegates and Alternates
- 439 5. At-large Directors

440

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

- 442 1. Secretary/Treasurer
- 443 2. Editor

444

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

450

451 The Governance Committee members from the Board shall be nominated by the Board and
452 elected at the first a Board meeting prior following to the annual meeting. These committee
453 members will begin their term when officers are seated. Members of the committee from
454 among the AMAM shall be nominated and elected by the AMAM to begin serving that year.

455

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

460

461 **Section 3. Board Appointed Editor**

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

464

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

467

468 **ARTICLE XII**

469 **REVOKING MEMBER STATUS**

470 In the event that a member is required to surrender their medical license, their membership
471 shall be terminated, pursuant to AAFP bylaws. The AAFP will provide written notice to the
472 chapter and member and oversee any fair hearing procedures.

473

ARTICLE XIII

474 **MISCELLANEOUS**

475 **Section 1. Rules of Order**

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

479

480 **Section 2. Amendments**

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

489

490 **Section 3. Indemnification**

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

496

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

501

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

505

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

510

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

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

514

515 **Article XIV**

516 **EMERGENCY GOVERNANCE**

517 **Section 1. Emergency Condition.**

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

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

524

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

527

528 **Section 2. All Member Advocacy Meeting.**

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

531

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

534

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

537

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

541

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

546

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

549

550 **Section 3. Board of Directors.**

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

553

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

560

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

565

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

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

573
574 (f) Quorum. A majority of the members of the Board of Directors shall constitute a quorum.
575

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

579
580 **Section 4. Duration.**

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