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Colorado Academy of Family Physicians Bylaws (Revised May 2019)

Article I – Membership

Classes of Membership and Election

**Section 1.** Categories of Membership.

The qualifications, classes and conditions of membership shall be the same as provided in the Bylaws of the AAFP. Acceptance of membership shall constitute an agreement to comply with the Bylaws, rules and regulations of this organization and those of the AAFP. In the event of a conflict regarding classes of membership and election, the Bylaws of the AAFP shall prevail.

**Section 2**. **Active Members.**

Any active member in good standing shall be eligible to vote and hold office.

**Section 3. Resident Members**

A Resident member may vote and hold office in the Academy, may address the membership, and may serve on committees and ***may serve as chair of a committee.***

**Section 4. Student Members**

A Student Member may vote and hold office in the Academy, may address the membership, and may serve on committees and ***may serve as chair of a committee.***

**Section 5**. **Inactive Members.**

An inactive member shall not vote or hold office in the Academy but may address the membership and serve on committees.

**Section 6**. **Supporting Members.**

A supporting member shall not vote or hold office in the Academy, but may address the membership and serve on committees.

**Section 7. Life Members.**

A life member may vote, serve on committees and commissions and address the membership but shall not hold office.

**Section 11**. Acceptance. Acceptance of membership in this organization shall constitute an agreement by such member to comply with the Articles of Incorporation, and the Constitution and Bylaws of the Colorado Academy of Family Physicians. A member accepting membership in the Colorado Academy of Family Physicians shall recognize the Colorado Academy of Family Physicians Board of Directors as the sole and only judge of his/her right to be or remain a member. All rights, title, and interest, both legal and equitable, of a member in and to property of this organization shall cease in the event of the expulsion of such member, or the striking of his/her name from the roll of members, or his/her death or resignation.

**Section 12**. Resignation. Any member may withdraw from the CAFP after fulfilling all obligations to it by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors or Executive Committee by the Secretary at the first meeting after it is received.

Article II – Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each calendar year.

Article III – Dues

**Section 1**. Annual Dues. Annual dues for active members shall be set as determined from time to time by the Board of Directors. Dues are payable on election to membership, and on the first day of each subsequent year, so long as the member shall remain a member. The Colorado dues plus American Academy of Family Physicians’ dues shall be forwarded to the American Academy of Family Physicians in payment of the member's total annual dues to said Academy.

**Section 2**. Other. The dues of other than active members shall be fixed by the Board of Directors.

**Section 3**. Special Assessments. Special assessments may be levied and applied equally to all members by affirmative action of two-thirds (2/3) of the members of the Board of Directors.

**Section 4**. Default and Termination of Membership. Any member whose total dues are payable on a calendar year basis (active, inactive, supporting or life) and whose dues or assessments are (1) unpaid by April 1 of the calendar year  or (2) more than thirty (30) days in arrears if payable in installments, shall be notified thereof at the member's address of record. Unless payment is received within thirty (30) days thereafter, the CAFP shall cause the member's name to be stricken from the membership roll. If a member thus stricken from the roll shall pay the amount due, the Board of Directors may, at its discretion, reinstate said member.  However, former active members whose names have been stricken from the roll for failure to pay dues shall not be re-enrolled as new active members in accordance with the provisions of Article I unless such former members furnish evidence of completion during the three (3) years immediately preceding the date of application of one hundred fifty (150) hours of postgraduate study acceptable to the Board of Directors.

Any resident who has not paid his or her resident dues by the end of the calendar year shall be notified thereof at the member's address of record. Unless payment is received within thirty (30) days thereafter, the CAFP shall cause the member's name to be stricken from the membership roll. The member whose name has been stricken from the roll shall be in the same status as though he or she had never been a member and shall acquire membership only in the manner set forth in these Bylaws.

There shall be no membership dues payable by student members.

Article IV – Meetings

**Section 1**. Notice. Notice of each general or special meeting shall be given to all members at least thirty (30) days prior to the date of such meeting, either by letter mailed to each member's address, by e-mail, by fax, or by publication in the official publication, if any, of the organization.

**Section 2**. Special Meetings. Special meetings may be called by the Board of Directors or by the President. Additionally, special meetings shall be called by the Secretary upon the written request of any ten (10) or more members, at a place and time to be determined by the Board of Directors. Said petition shall state the purpose of such meeting as called.

**Section 3**. Quorum. The active, life, resident and student members present at a regular or special meeting shall constitute a quorum.

**Section 4**. Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of the CAFP may be held at any time and at any place within or without the state of Colorado, and any action may be taken thereat, if notice is waived in writing by every member having the right to vote at the meeting.

**Section 5**. Proxies. Every member of the CAFP entitled to vote at any meeting thereof may vote by proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless duration of the proxy is specified, it shall be invalid after eleven (11) months from the date of its execution.

Article V - Nominations

**Section 1**. Nominating Committee. At least ninety (90) days before the Annual meeting each year the President shall appoint a nominating committee to include the three (3) most recent past Presidents of the Academy who are able to serve. The Chair of the Board shall chair the nominating committee. Their duties shall be to solicit nominations from the membership and choose from those nominations which nominees to put forward for open positions for the board of directors, delegates, and executive committee. The Nominating Committee shall present nominations for the office of President in the event the office of the President-Elect is vacant at the time of the annual meeting. Any member in good standing may make nominations to the nominating committee.

Article VI – Directors

**Section 1**. Number. The property, affairs, activities, and concerns of the CAFP shall be vested in a Board of Directors. The members of the Board shall immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

The Board of Directors shall be composed of the six (6) chapter officers, its two (2) American Academy of Family Physicians Delegates, twelve (12) directors, one (1) resident director, and one (1) student director.

**Section 2**. Election of Board of Directors. Directors shall be nominated by the nominating committee as stated in Article V, Section 1, of these Bylaws. Election of the Board of Directors shall be by electronic ballot sent by email to members prior to the annual meeting. Each member will be allowed as many votes as there are vacancies, and may cast only one (1) vote per candidate. The candidates receiving the greatest number of votes shall fill the positions available. In the case of a tie for a position, members will be given one (1) vote to be cast by electronic ballot for the candidate of their choice. The candidate with the greatest number of votes will fill the position. A one-year vacancy on the Board of Directors may be filled by the board of directors based on the prior election results and recommendation of the nominations committee for the one year term plus an additional three-year full term. A two-year vacancy may be filled by the board of directors by appointment with input from the nominations committee, provided, however, that such appointment shall terminate after the two years.

**Section 3**. Duties of Directors. The Board of Directors may: (1) hold meetings at such times and places as it deems proper; (2) admit members and suspend or expel them by ballot; (3) create committees, each of which shall have at least one (1) director or officer as a member to serve as a liaison to the Board; (4) audit bills and disburse the funds of the CAFP; (5) print and circulate documents and published articles; (6) carry on correspondence and communicate with other corporations and associations interested in family medicine; (7) employ agents; (8) assist officers in conducting the business of the CAFP; (9) devise and carry into execution such other matters as it deems proper and expedient to promote the mission of the CAFP and to best protect the interests and welfare of the members.

The Board of Directors may appoint a staff executive, who may be, but need not be, a member of this organization, for a term and stipend, if any, to be determined by the Board. He/she shall perform such duties as are assigned by the Board of Directors.

**Section 4**. Meetings of the Board. Regular meetings of the Board of Directors shall be held. Notice of the meetings shall be sent to each member of the Board, at least ten (10) days before the time appointed for the meeting. The President may when deemed necessary or the Chair of the Board shall at the request in writing of five (5) members of the Board, issue a call for a special meeting of the board, and only five (5) days notice shall be required for such meetings.

**Section 5**. Executive Committee. There shall be an Executive Committee of six (6) members consisting of the President, President-Elect, Chair of the Board, Vice President, Secretary/Treasurer and one member of the Board of Directors elected annually by the Board of Directors at its first meeting. The Executive Committee shall have authority to act for the Board of Directors during the interim between meetings of the Board. A review of all actions proposed or taken shall occur at the next called meeting of the Board.

**Section 6**. Quorum. Those members present at a meeting of the Board shall constitute a quorum.

**Section 7**. Absence. Unexcused absence from three (3) consecutive meetings of the Board by any Board member shall constitute resignation from the Board of Directors. Unexcused absence is defined as failure to notify the Colorado Academy of Family Physicians' staff of anticipated absence in advance of a scheduled Board of Directors meeting.

Article VII – Officers

**Section 1**. Number. The Officers of the CAFP shall be a Chair of the Board, President, President-Elect, Vice-President, and Secretary/Treasurer.

**Section 2**. Method of Election. The officers of the CAFP shall be elected by individual ballot of the members of the CAFP. Each member shall be given one (1) vote to cast for each office vacancy. The person receiving the greatest number of votes for each office shall be appointed to that office. In the case of a tie between two or more people receiving the greatest number of votes, all members will again be given a vote to cast for one (1) of these people.

The person receiving the greatest number of votes from this election shall be appointed.

**Section 3**. Duties of Officers. The duties and power if the officers of the CAFP shall be as follows:

Chair of the Board--The Chair of the Board shall be a member of the Board and the immediate past President. The chair shall preside at all Board meetings and set the agenda in collaboration with the President. He/she shall vote only in case of a tie. In general, the Chair of the Board shall be the internal leader of the Board of Directors. He/she shall chair the nominations committee and appoint chairpersons of committees with the approval of the Board of Directors. In the case of the death or absence of the Chair of the Board, the Board will elect a Chair which may or may not be the President.

President--The President shall be a member of the Board and shall preside at the meetings in the absence of the chair of the Board. He/she has the right to vote unless presiding and in this event only in case of a tie. At the annual meeting of the CAFP and such other times as deemed proper, he/she shall communicate to the CAFP or to the Board of Directors such matters and make such suggestions as may in his/her opinion tend to promote the prosperity and welfare and increase the usefulness of the CAFP and shall perform such other duties as are necessarily incident to the office of President. In general, the President shall be the external leader of the Board of Directors and CAFP.

President-Elect--In case of the death or absence of the President or inability from cause to act, the President-Elect shall perform the duties of the President's office. The President-Elect shall be a member of the Board of Directors and shall preside at meetings in absence of the President. He/she also has the right to vote unless presiding and in this event shall vote only in case of a tie. He/she shall succeed to the office of President the year following his/her installation as President-Elect.

Vice President--The Vice President shall be a member of the Board of Directors. In the event the chair of the board, president and president-elect are all absent, he/she shall preside at meetings. In case of the death or absence of both the President and President-Elect or inability from cause to act, the Vice President shall perform the duties of the President's office. He/she has the right to vote unless presiding and in this event shall vote only in the case of a tie.

Secretary/Treasurer--The Treasurer shall keep an account of all moneys received and expended for the use of the CAFP. All sums received shall be deposited in a bank, or bank and trust company approved by Executive Committee. The Treasurer shall make a report at the annual meeting or when called upon by the President.

The funds, books and vouchers in the Treasurer's hands shall at all times be under the supervision of the Executive Committee and subject to its inspection and control. At the expiration of the term of office, all books, moneys, and other property shall be delivered over to the successor, or, in the absence of a Treasurer-Elect, to the President. In case of the absence or disability of the Treasurer, the Executive Committee may appoint a Treasurer Pro Tem. The Treasurer shall also be a member of the Board of Directors and shall have the right to vote.

**Section 4**. Vacancies. All vacancies in any office shall be filled by the Board of Directors without undue delay at its regular meeting or at a meeting specially called for that purpose. Any person appointed by the Board of Directors to fill a vacancy in the office of President-Elect shall succeed to the office of President at the next annual meeting of the CAFP.

**Section 5**. Compensation of Officers. The officers shall receive such compensation as the Board of Directors determines.

**Section 6.** Terms of Office. The terms of the CAFP officers shall expire each year, at the commencement of the installation of officers ceremony, at the annual meeting.

Article VIII – Delegates

**Section 1**. Number. There shall be elected two (2) Delegates and two (2) Alternate Delegates to the Congress of Delegates of the American Academy of Family Physicians. Each shall have a two-year staggered term and shall be elected by a vote of the members. Each member will be given one vote for the position of Delegate and one vote for the position of Alternate Delegate. The person with the greatest number of votes in each category will be elected.

**Section 2**. Eligibility. Delegates and alternate delegates must have served on the CAFP Board of Directors. Delegates must have served as Alternate Delegates unless no qualified candidates are available.

**Section 3**. Duties of Delegates. Delegates shall be members of the Board of Directors and shall have the right to vote. Delegates shall attend meetings of the Congress of Delegates of the American Academy of Family Physicians, shall report to the Board of Directors of the Colorado Academy of Family Physicians on the proceedings of the Congress of Delegates, and shall attend meetings of the Board of Directors and meetings of the Colorado Academy of Family Physicians. Delegates will be limited to no more than three (3) consecutive two-year terms in office.

**Section 4**. Duties of Alternate Delegates. Each Alternate Delegate shall be a member of the Board, and shall have the right to vote. An Alternate Delegate shall fulfill the duties of his/her respective Delegate in the absence of said Delegate. In the absence of an alternate delegate at the AAFP Congress of Delegates the current President or designee will fulfill the duties of the Alternate Delegate.

Article IX - Standing Committees

**Section 1**. Appointment. The Board of Directors shall appoint committees and may appoint other task forces as it deems necessary to assist it in the discharge of its duties. The Chair of each committee is appointed by the Chair of the Board. Members of each committee may be selected from the Board of Directors, as well as the membership of the Academy. Each committee shall contain at least one member who also sits on the Board of Directors and who shall serve as a liaison to the Board.

**Section 2**. Committee Quorum. The members present at a committee meeting shall constitute a quorum.

**Section 3**. Committee Vacancies. The various committees shall have the power to fill vacancies in their membership with consultation from the Board of Directors.

Article X – Ethics

**Section 1**. Code of Ethics. By specific action of the Academy's Congress of Delegates on a two-thirds 2/3 vote, the American Academy of Family Physicians may adopt policies or positions relating to ethical issues even though such policies or positions are in addition or contrary to the Principles of Medical Ethics of the American Medical Association. However, absent such specific action by the Congress of Delegates, the Principles of Medical Ethics of the American Medical Association, as they now or hereafter may provide, shall be the principles of ethics of this organization and , hereby are made part of these bylaws.

**Section 2**. Relation to Applicable Law. If any member, in good faith, believes another member has violated the principles of Medical Ethics, or the Articles of Incorporation and Bylaws of this organization, or of the American Academy of Family Physicians, or to be otherwise guilty of conduct justifying censure, suspension, or expulsion from this organization, he/she may refer charges against said member in the form and manner hereafter specified. However, to the extent the provisions of this chapter are in conflict with applicable law, the provisions of applicable law shall supersede these Bylaws.

**Section 3**. Procedure. Charges must be in writing, and signed by the accuser or accusers, and must clearly state the alleged acts or conduct which justifies the complaint. Such charges must be filed with the Secretary, and at the first meeting of the Board held after the filing of said charges, the Secretary must present said charges to the Board. The Board shall then, or at any adjournment of said meeting, but not more than thirty (30) days thereafter, consider the charges, and shall either dismiss them or shall proceed as thereafter set forth. If the Board fails to dismiss the said charges, it shall within fifteen (15) days thereafter cause a copy of the charges to be served upon the accused by depositing in the United States mail a copy thereof, registering and addressed to the last known address of the accused. The Board shall also, and at the same meeting, fix a time and place for hearing said charges in the same manner as provided for the serving of the charges. The time set for said hearing shall not be less than fifteen (15) days, nor more than six (6) months, after serving of charges. The accused may answer in writing, but need not do so. Failure to answer shall not be an admission of truth of the charges or a waiver of the accused’s right to a hearing. All those against whom charges have been filed pursuant to this chapter shall have the right to be represented by counsel at the initial hearing and upon appeal to the Board of Directors of the American Academy of Family Physicians.

The Board shall, after having given the accuser and the accused every opportunity to be heard, including oral arguments and the filing and consideration of any written briefs, conclude the hearing and within thirty (30) days thereafter render a decision. The affirmative vote of a majority of the members of the Board present and voting shall constitute the verdict of the board. The Board's available options shall include exoneration, censure, suspension, and expulsion of the accused member. The decision of the Board shall be expressed in a resolution, which shall contain no opinion, and shall be signed only by the Chairman of the Board and the Secretary. No member of the Board who is absent from any portion of the hearing shall be entitled to vote.

Censure shall mean reprimand by the Chairman of the Board of Directors, administered to the accused, in the presence of the Board. No member shall be suspended for more than one (1) year, and at the expiration of the period of suspension shall be reinstated to membership, upon his/her application and the payment of dues accrued during the period of suspension. The decision of the Board of Directors shall be final except as hereinafter provided.

Any member who has been censured, suspended, or expelled may appeal such action to the American Academy of Family Physicians pursuant to the Bylaws of the American Academy.

Article XI – Miscellaneous

**Section 1**. Records of Proceedings. The minutes of the proceedings of the Board of Directors, the membership books, and books of account shall be in writing, and addressed to the Colorado Academy of Family Physicians.

**Section 2**. Parliamentary Procedure. In the absence of any provision of the Articles of Incorporation or Bylaws, all meetings of this organization and of the Board of Directors shall be governed by the parliamentary rules and usages contained in the revised edition of the Sturgis Code of Parliamentary Procedures.

**Section 3**. Reimbursement of Expenses. Expenses incurred by officers, directors, Delegates, and Alternate Delegates of the CAFP shall be reimbursed by the CAFP at the discretion of the Board of Directors.

Article XII – Amendments

These Bylaws may be amended, repealed or altered in whole or in part by a majority vote at any duly organized meeting of the CAFP. Any five (5) or more members may propose Bylaws or Amendments to Bylaws. The proposed change shall be emailed to each Board member at least ten (10) days before the time of the meeting which is to consider the change. At least thirty (30) days prior to said meeting, the staff executive shall provide notice of the availability of proposed amendments to all CAFP members. Such notice shall be sent by email or published in an official publication of the CAFP sent to the entire membership, shall include a summary of all proposed amendments and shall set forth a mechanism by which any member may obtain a copy of all proposed amendments. Amendments to the Bylaws of this chapter shall be submitted in writing to the American Academy of Family Physicians not later than thirty (30) days following adoption. Those amendments relating solely to the internal structure and organization of the constituent chapter, and which do not address issues specifically addressed in the Bylaws of the AAFP, may be implemented immediately upon adoption by the constituent chapter but shall be subject to review by the Board of Directors of the AAFP. Amendments other than those addressed in the preceding sentence shall not be of any force or effect until they have been approved by the Board of Directors of the AAFP; provided, however, that if the AAFP Board fails to provide written objection to any amendment within ninety (90) days of receiving such amendment, it may be considered to be approved.