

## **ADFM Bylaws**

Revisions Approved February 2020

### **ARTICLE I**

#### **PURPOSES**

The purposes for which the corporation is organized are:

- (a) To promote the philosophy and interests of Family Medicine in medical schools in the United States;
- (b) To further the efficient and effective administration and operation of academic departments, divisions, and sections of Family Medicine for the benefit of society, faculty, students and institutions;
- (c) To support research and scholarship within departments, divisions, and sections of Family Medicine in United States and Canadian medical schools.

### **ARTICLE II**

#### **OFFICES**

Section 1. Registered Office. The Corporation shall have and continuously maintain in the District of Columbia a registered agent who is a resident of the District of Columbia and whose office is identical with such registered offices.

Section 2. Other Offices. The Corporation may have offices at such other places both within and without the District of Columbia as the Board of Directors may from time to time deem advisable.

### **ARTICLE III**

#### **MEMBERSHIP**

Section 1. Members. Members, as defined in the Articles of Incorporation, shall be a department, division, or section of Family Medicine (or an entity with functions and purposes similar to departments of family medicine) in educational institutions which include a medical school within the United States and Canada. These institutions must be (a) organizations exempt from Federal income taxation under Section 115(a) of the Internal Revenue Code of 1954, or (b) organizations exempt from Federal income tax under section 501(a) as organizations described in section 501(c), and (c) which also are not private foundations under section 509(a)(1), (2) or (3) of said Code (or the corresponding provisions of any future United States internal revenue law). For each member, the Chair, or equivalent, is the lead designated representative to participate in the affairs of the organization and the Senior Department Administrator is eligible to participate in the organization as designated and sponsored by the Chair.

Section 2. Criteria for Membership. The Board of Directors may from time to time establish criteria for all classes of membership in addition to those set forth in the Articles of Incorporation and the by-laws, and the Board of Directors shall establish procedures by which it will review and accept applications for membership. Per decisions of the Board of Directors, broader input will be sought through membership expansion to include osteopathic institutions and large regional medical centers with a department, division or section of Family Medicine or entity with functions and purpose similar to a department of family medicine. The Articles also provide for Associate Member status to an individual having an interest in promoting the well-being of medical school departments, divisions or sections of family medicine."

Section 3. Member Representatives. Each Member of the Corporation shall be represented at meetings by the Chair, other administrative head, or a designee of each such member's academic Department Division or Section of Family Medicine.

### **ARTICLE IV**

#### **MEETING OF MEMBERS**

Section 1. Annual Meeting. An annual meeting of the Members of the organization shall be held for the purpose of electing members of the Board of Directors and for the transaction of such other business as may properly come before the meeting. Unless otherwise ordered by the Board of Directors said Annual Meeting shall be held before the first Regular Meeting of the new Board of Directors of the organization.

Section 2. Special Meetings. Special meetings of the Members may be called either by the President or the Board of Directors or by petition of twenty (20) percent of the regular registered membership as of January 1 of the year in which the meeting is called.

Section 3. Place of Meeting. The Board of Directors will designate, either within or without the District of Columbia, the place of each Annual Meeting of Members and for any special meeting of Members for which the place of meeting is not specified in the call therefore.

Section 4. Notice of Meetings. A notice stating the specific location, the day, and the hour of all meetings shall be delivered either personally, by mail, or electronic mail to each Member not less than ten days before the date of such meeting by the Executive Director, Communication Chair (or other officer) at the direction of the President or their designee. In the case of a special meeting or when otherwise required by statute or by these by-laws, the purpose and place of the meeting shall be stated in the notice to the members. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the organization, with postage thereon prepaid. Any member may waive notice of the meeting.

Section 5. Quorum. The attendance of twenty percent (20) of the total Members shall be deemed a quorum for the transaction of any business at all official meetings, except for such matters as may require a greater quorum pursuant to statute or to the Articles of Incorporation of these by-laws. If a quorum is not present within 1 hour of any meeting of Members for which due notice has been given, a majority of the members present may adjourn the meeting without further notice.

Section 6. Voting. Voting at membership meetings may be in person or by proxy with each voting member having a single vote. A majority of those voting in person or by proxy where a quorum is present carries an action. Members may vote on matters presented by the Board of Directors where the votes are submitted in writing by postal or other delivery or by electronic means.

## **ARTICLE V BOARD OF DIRECTORS**

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have the authority and responsibility to act for the organization between meetings of Regular Members of the Corporation.

Section 2. Number, Tenure and Qualifications. The Board of Directors shall be composed of the elected positions of: the officers of the Corporation, the immediate past president who shall serve as Chair of the Board, and two to three Members-at-large (Department Chairs as lead representatives for members only). The term of office for elected positions is described in Article VI below.

Other non-elected (Board-appointed) positions, which are full voting members of the Board, shall include a) representative(s) of the Council of Faculty and Academic Societies (3 year term, eligible for reappointment); b) the Chairs of ADFM committees created by the Board (2 year term, eligible for reappointment); c) the Annual Conference Program Chair for that year (1 year term); d) two representatives from the Administrators' Steering Committee (2 year term for each with alternating years); and e) a public member (3 year term, eligible for reappointment to a second term). The Executive Director shall serve as an ex officio, nonvoting member of the Board of Directors.

The public member of the Board should be someone familiar with primary care, community health, and higher education, particularly academic medical centers. Qualifications for the public member include at least five years of experience in a professional or volunteer role in a health, education, consumer, community-service, and/or policy field, with a distinguished record of performance in this role(s); a bachelor's degree or commensurate experience; experience participating on a decision-making body for an organization or operational unit with a familiarity with group decision-making processes and demonstrated ability to effectively collaborate with other members of such bodies; and a commitment to fulfill the duties of the position. The public member cannot be employed in an ADFM member department and should have no current financial relationship with a for-profit or commercial entity operating in the health sector that might pose a conflict of interest for service on the ADFM Board; current employment by a government health

agency does not necessarily preclude serving on the ADFM Board, but would be reviewed on a case by case basis to assess for potential for conflict of interest.

Section 3. Regular Meetings. A Regular Meeting of the Board of Directors shall be held at least twice a year at a time and place to be designated by the Board of Directors or by the Board Chair if the Board fails to so designate, provided that one such meeting is to be held during the first six months and one during the last six months of each calendar year. The Board of Directors may provide by resolution or assign to the Board Chair the responsibility to fix the date, time and place either within or without the District of Columbia, for holding of Regular Meetings of the Board without other notice than such resolution. Additionally, the Board may also meet by means of a conference telephone or or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting. Action by the Board of Directors outside of a meeting may be taken by electronic vote. A written record shall be made of action taken via teleconference meetings and via electronic voting.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, Board Chair, or two or more of the Directors.

Section 5. Notice. Notice of any meeting of the Board of Directors shall be given at least five days prior thereto by written notice delivered personally or sent by mail or electronic mail to each Director at his addresses as shown by the records of the organization. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any Director may waive notice of any such meeting. The attendance of a Director at any meeting shall constitute a Waiver of Notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or Waiver of Notice of such meetings, unless specifically required by law or by these by-laws.

Section 6. Quorum. A majority of the then acting Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that: 1) at least three voting members are present and 2) if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Vacancies. Any vacancy of elective office shall be filled by the vote of the Members at the first Annual Meeting following the occurrence of the vacancy. The President, with consent of the Board of Directors, may appoint an Interim Director to fill any such vacancy and to serve until his or her successor is elected at the next Annual Meeting of Members. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. If the office of President is vacant, the President-Elect will advance to that office. The position of President-Elect will be filled at the next Annual Meeting of the Members. If due to a vacancy, the President is also serving in the position of Board Chair, the President will designate someone else to serve as Nominations Committee Chair, preferably a former Nominations Committee Chair if possible.

Section 8. Compensation. Directors as such shall not receive any stated compensation for their services, but by resolution of the Board of Directors may be reimbursed for their expenses of attendance at meetings of the Board of Directors.

Section 9. Committees. Committees not having or exercising the authority of the Board of Directors in the management of the organization may be designated by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The Board may appoint ad hoc committees or task forces as deemed necessary.

Section 10. Board of Directors. The Board of Directors shall appoint one or two representatives to the Council of Faculty and Academic Societies (CFAS) of the Association of American Medical Colleges (AAMC). The term of office of CFAS representative(s) shall be three years, with option for another three-year term. Representative(s) to CFAS shall serve on the Board of Directors of the Association of Departments of Family Medicine during their terms of appointment.

Section 11. Removal. A member of the Board of Directors may be removed by a three-quarters vote of the Board, with the Director proposed to be removed not voting, and if that Director is provided with advance written notice including the reason for the proposed removal, an opportunity to contest the proposed removal in writing or in person at a meeting of the Board, and final written notice of the Board's decision.

## **ARTICLE VI**

### **OFFICERS**

Section 1. Officers. The officers of the Corporation shall be the President, President-Elect, Communication Chair and Treasurer.

Section 2. Officeholder Continuations. Two or more offices of the Corporation may not be held by the same person.

Section 3. Election and Term of Office. The President, President-Elect and Immediate Past-President/Board Chair will each serve a term of one year which shall begin at the conclusion of the Annual Meeting of Members at which the officer is elected. The Communication Chair and Treasurer will each serve a term of two years which shall begin at the conclusion of the Annual Meeting of Members at which the officer is elected. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

The Board will appoint a Nominations Committee to be chaired by the Immediate Past President/Board Chair or a designee of the President in the case of a vacancy as described above and to be comprised of 4-5 members. The Nominations Committee will present candidates for these offices to the Board for approval:

Annually, office of President-elect;

Every other year, offices of Treasurer and Communication Chair.

The Nominations Committee will present the Board-approved single slate for President-Elect and Treasurer or Communication Chair to be voted on by the membership. There will be the opportunity for nominations from the floor when the single slate is brought to the membership for vote. The Nominations Committee will present individuals to serve on the Board with requisite skills and expertise to Chair committees created by the Board and other Board appointments.

One or two Members-at-Large shall be elected annually so as to maintain three Members-at-Large on the Board. At least two candidates will be nominated by the Nominations Committee for each position. Nominations from the floor will not be taken at the annual meeting unless there are fewer than two available candidates to run. If there are more than two candidates, then the winner must have more than 50% of the vote or else there will be a runoff.

Section 4. Duties of Officers. In general, the duties of the officers shall be those usually attached to such offices and, in addition thereto, such further duties as may be designated from time to time by the Board of Directors. Specifically, but not by way of limitation, the officers' duties are as follows: (1) the President shall preside at all meetings of the members and associate members. The Immediate Past President/Board Chair shall preside over meetings of the Board of Directors; (2) the President-Elect shall preside in the absence of the President and shall succeed him/her if he/she is unable to complete his/her term of office for any reason; (3) The President shall preside over meetings of the Board of Directors in the absence of the Board Chair; (4) the Communication Chair shall oversee communication systems/activities (website, list-serve) implemented by the Board of Directors; and (5) the Treasurer shall maintain appropriate financial records, on behalf of the Corporation and, in general, be responsible for all fiscal matters and the accounting thereof. A finance committee, headed by the Treasurer and appointed by the President, will be formed and will report to the Board of Directors.

Section 5. Bonding of Treasurer and Other Officers. If so directed by the Board of Directors or by vote of Regular Members at an Annual Meeting, the Treasurer or any other officer or employee of the Corporation shall be bonded.

## **ARTICLE VII**

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents of the Corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, and Other Instruments. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, or agent or agents of the organization and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

#### **ARTICLE VIII BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of all meetings, and shall keep at the registered or principal office a record giving the names and addresses of the Members. All books and records of the organization may be inspected by any Member, or his agent or attorney, for any proper purpose at any reasonable time.

#### **ARTICLE IX WAIVER OF NOTICE**

Whenever any notice, whatever, is required to be given under the provisions of the law of the District of Columbia or under the provisions of the Articles of Incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE X AMENDMENTS TO BY-LAWS**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by two-thirds of the membership present at a meeting at which a quorum is present, provided that due notice of such meeting shall have been furnished at least thirty (30) days prior to the proposed meeting or waived by all members and that such notice of waiver thereof shall have included a statement that one of the purposes of such meeting was to consider such alteration, amendment or repeal.

#### **ARTICLE XI MISCELLANEOUS PROVISIONS**

Section 1. Parliamentary Authority. The current edition from time to time of Sturgis Standard Code of Parliamentary Procedure shall be the parliamentary authority for any meeting held pursuant to these by-laws.

Section 2. Fiscal Year. The Corporation's fiscal year shall begin January 1 and end December 31.

Section 3. Corporate Action Not Binding on Member. No action of the Corporation is to be construed as committing any member to the Corporation's position on any issue.

Section 4. Annual Dues. The annual dues for membership shall be determined by vote of the Members at the Regular Annual Meeting or by vote during the course of the year as described in Article IV, Section 6 above.