

## CHAPTER 1

### Name

This corporation, an association of family physicians, shall be known as the "Georgia Academy of Family Physicians, Inc."

## CHAPTER 2

### Affiliation

This organization is a constituent chapter of the American Academy of Family Physicians, a corporation and is possessed only of those rights and powers conferred by said corporation on this organization. No rules, regulations or policies adopted by this organization shall be in conflict with the rules of the American Academy of Family Physicians or the Charter issued by said Academy to this organization.

## CHAPTER 3

### Purposes

**SECTION 1:** The purposes of this Academy are as follows:

- The promotion of the art and science of Family Medicine as a specialty;
- The preservation of the right of Family Physicians in the State of Georgia to engage in the practice of the medical and surgical procedures for which he or she is qualified;
- The promotion of research in the discipline of Family Medicine;
- The promotion of the Family Physician as an ideal medical home for patients of all ages;
- The promotion of the practice of high quality, safe, and cost effective medicine;
- The provision of appropriate continuing education for the Family Physician;
- The provision of support and education for the Family Physician in relation to the constantly changing medical environment;
- The promotion of Family Medicine as a career choice to pre-medical and medical students;
- The fostering and support of Family Medicine education in the State of Georgia;
- The promotion of public health by: patient education, health promotion, patient advocacy, and community leadership in health related affairs;
- The representation of Family Physicians in issues of importance to the public health and the practice of medicine to the people and leaders of the State of Georgia;
- The development and provision of leadership for the specialty of Family Medicine in the State of Georgia;
- The education of other physicians and health care professionals in the concept of Family Medicine.

**SECTION 2:** To accomplish its mission and Purposes this Academy may:

- Grant charters to the physicians in a district of the Georgia Academy of Family Physicians in such manner as the Bylaws may provide in order to develop a District Chapter;
- Have the power to acquire, own and convey real and personal property;
- Carry on research;
- Make awards and give recognition for achievements in leadership and the science and practice of medicine;
- Establish and issue publications;
- Establish, conduct, and maintain educational courses, museums, libraries, and other institutions for post graduate study in medicine and surgery;
- And to use any and all ethical and prudent means for the attainment of its objectives which from time to

time it may deem desirable.

**SECTION 3:** This organization shall have no capital stock. It is not conducted for pecuniary profit and does not contemplate pecuniary gain or profit to the members thereof.

#### **CHAPTER 4**

##### **Membership**

**SECTION 1:** Acceptance of membership in this organization shall constitute an agreement by such member to comply with Bylaws of this organization and those of the American Academy of Family Physicians. Subject to the right of appeal to the American Academy of Family Physicians, in a manner provided in the Bylaws of said corporation, a member accepting membership in this organization shall recognize the Board of Directors of this organization as the sole and only judge of his/her right to be or remain a member.

**SECTION 2:** The classes of membership and the method of election shall be the same as the American Academy of Family Physicians and shall change, effective immediately, if changed by the American Academy.

**SECTION 3:** All right, 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 of the following: a) the expulsion of such a member; b) the striking of his/her name from the roll of members; c) his/her death or resignation. Membership shall be automatically terminated with loss of Georgia license to practice medicine for disciplinary reasons, subject to appeal.

**SECTION 4:** Members shall be required to pay dues and/or assessments to this organization in an amount and manner as provided elsewhere in these Bylaws. Student members are exempt from payment of dues.

**SECTION 5:** All members of this organization whose dues and assessments are paid shall be members of the American Academy of Family Physicians.

**SECTION 6:** Eligibility. Applicants for active membership must be: (1) engaged in the practice of Family Medicine, except that active members who interrupt their practices to pursue a fellowship or additional graduate training may remain in the active category with the approval of the Board of Directors; or (2) engaged in the full-time teaching of Family Medicine; or (3) engaged in the practice of emergency medicine; or (4) engaged in full-time medical administration. Family physicians are defined as physicians in the discipline of family medicine whose training and experience qualify them to practice in the fields of medicine and surgery, with particular emphasis on the family unit. He or she must be of high moral and professional character. He or she must have graduated from a school of medicine or osteopathy. He or she must be duly licensed to practice in the state in which he or she practices or be a member of the uniformed services or a salaried employee of the government of the United States. He or she must also be a member of the American Academy of Family Physicians.

All applications for membership shall be in writing on a form of application prescribed by the Board of Directors. Election shall be subject to approval by a majority vote of the Board of Directors, or subject to the Board's discretion, the Committee on Membership and Members Services. There shall be issued to each member a certificate of membership in such form as may be determined by the American Academy of

Family Physicians, Board of Directors, title to such certificate remaining at all times with this Academy.

## **CHAPTER 5**

### **Ethics**

**SECTION 1:** The principles of Medical Ethics of the American Medical Association, as they now or hereafter may provide, as modified by the AAFP shall be the principles of this organization, and shall be and hereby are made a part of these Bylaws.

**SECTION 2:** If any member is believed to have violated the Principles of Medical Ethics or the 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, any member may then prefer charges against him/her in the form and manner hereinafter specified.

Such charges must be in writing and signed by the accuser(s) and must state the facts of the case with reasonable particularity.

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 of Directors. 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 hereinafter set forth.

If the Board fails to dismiss 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, registered 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 and the accused shall be notified of the time and place at the same time and in the same manner as provided for the serving of the charges. The time set for said hearing shall be not less than fifteen (15) days nor more than six (6) months after services of charges.

The accused may answer in writing but need not do so and failure to answer shall not be an admission of truth of the charges or a waiver of the accused's right to hearing.

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 shall render a decision. The affirmative vote of two-thirds (2/3) of the members of the Board present and voting shall constitute the verdict of the said Board which such vote may exonerate, censure, suspend, or expel the accused member(s). In matters of exoneration, suspension, or expulsion, the decision of the Board shall be expressed in a resolution which shall contain no explanation of the verdict and shall be signed only by the chairperson of the Board of Directors and forwarded to the accused in a certified mail, or equivalent, return receipt requested. Censure shall mean a reprimand by the chair of the Board of Directors administered to the accused in the presence of the said Board. No member shall be suspended for more than one year, except in instances when suspension is due to lack of or loss of licensure, in which case the suspension shall not exceed the duration of licensure suspension. At that time, the member may be reinstated to membership upon his/her application and the payment of dues accrued, before or after the period of suspension. The decision of the Board of Directors regarding censure, suspension, expulsion, exoneration, or reinstatement shall be final except as provided hereinafter.

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 said corporation.

## **CHAPTER 6**

### **District Chapters**

**SECTION 1:** District or local chapters may be formed under the provisions of the Board of Directors, and shall be provided a charter by the Board of Directors, and may adopt their own Bylaws, not inconsistent with these Bylaws.

**SECTION 2:** Membership in a district will be determined by the primary mailing address of said member, whether home or professional.

**SECTION 3:** Officers of all district or local chapters are to be certified to the Secretary of the Georgia Academy of Family Physicians upon their election.

**SECTION 4:** Delegates to the annual Congress of Delegates may be elected at the same meeting at which other officers are elected.

**SECTION 5:** All complaints or grievances wherein the state organization may assist the district chapters in the proper adjudication are to be forwarded by the district secretary to the state secretary for transmission to the proper state authority.

## **CHAPTER 7**

### **Dues and Assessments**

**SECTION 1:** The dues for active members shall be fixed annually by the Board of Directors. Special dues may be levied by a two-thirds (2/3) affirmative vote of the Congress of Delegates. The maximum amount of the annual dues of members may be changed by a two-thirds (2/3) vote of the Board of Directors, if approved by a majority vote of the Congress of Delegates. Said dues shall be levied per capita upon all the active members of the Academy.

**SECTION 2:** Membership dues shall be payable in advance on the first day of January each year. Dues of new members shall be prorated as follows: If enrollment occurs after July 1, but prior to November 1, dues for the balance of the calendar year shall amount to one-half (1/2) the annual dues; if enrollment is completed after November 1, his/her dues for the current ensuing calendar year shall immediately become due and payable, in addition to the admission fee of the American Academy of Family Physicians for active members, if any.

**SECTION 3:** Any member whose dues or assessments are unpaid at the time of any annual meeting shall be ineligible to vote or hold office. Any member whose dues or assessments are unpaid at the end of the calendar year shall be notified thereof by the treasurer of the AAFP. Unless payment is received within thirty (30) days thereafter, the treasurer 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 prior to the end of the ensuing calendar year the Board of Directors may, at its discretion, reinstate the said member. If at the end of the said calendar year

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the amount of dues remains unpaid, the member whose name has been stricken from the roll shall be in the same status as though he had never been a member and shall acquire membership only in the manner set forth in these Bylaws.

**SECTION 4:** The record of payment of dues and assessments on file in the secretary's office of the American Academy of Family Physicians shall be final as to the fact of payment by a member and to his/her right to participate in the business and proceedings of the Academy.

## **Chapter 8**

### **Annual Meeting**

Unless otherwise ordered by the Board of Directors, there shall be an annual meeting of the Congress of Delegates, together with such meetings of the Board of Directors, Executive Committee and other commissions and committees as may be fixed by the Board of Directors. The time and place of the annual meeting shall be designated by the Board of Directors, and announced at least sixty (60) days before the date so fixed.

## **CHAPTER 9**

### **Congress of Delegates**

**SECTION 1:** Subject to referendum, the control and administration of the Academy shall be vested in a Congress of Delegates, composed of delegates to be elected as hereinafter provided. The Congress of Delegates may, at any time, by majority vote refer and submit to the members of the Academy defined questions affecting the policy or recommendations of this Academy which, in the opinion of the Congress of Delegates, are of immediate practical consequence to the members of the Academy and of its Board of Directors, officers, commissions, committees, agents and employees.

**SECTION 2:** Each district as determined by the Board of Directors shall be entitled to elect delegates and alternate delegates to the Congress of Delegates, who shall be elected for terms of two (2) years, provided that at the first election, each district elects one delegate and one alternate delegate for two (2) years. Each district shall be entitled to no less than two delegates and two alternates. Only active or active exempt members may be elected as delegates; however, in determining the number of delegates per district all classes of members except student and resident affiliate members are counted.

**SECTION 3:** The total number of delegates in the Congress of Delegates shall be up to 90. Each district shall be allotted delegates and alternate delegates above their designated two delegates and two alternates as determined by the secretary on the basis of that district's proportion of the total paid Academy membership. Such determination shall be made by June 30<sup>th</sup> of each even numbered year. The names of all delegates entitled to be seated in the Congress of Delegates shall be furnished to the Credentials Committee of the Congress of Delegates by the secretary before the opening meeting.

**SECTION 4:** It shall be the duty of the secretary of the Congress to poll by mail each district as to their choice for delegates and alternate delegates from a list submitted to them of the entire active membership in that district. The names of those so elected shall be published by the secretary prior to the annual meeting.

**SECTION 5:** The Congress of Delegates shall meet during and at the place of the annual meeting of the

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Academy and at such other times and places as it may determine. Special meetings of the Congress of Delegates may be called by a two-thirds (2/3) affirmative vote of the Board of Directors, and shall be held at such time and place as may be set forth in said call, subject to the following notice: Notice of such meetings shall be given by the Executive Director/Executive Vice President in writing at least sixty (60) days prior to the date set for such a meeting.

**SECTION 6:** The Residents' component chapter shall have one (1) delegate and one (1) alternate delegate, from each family medicine residency program to serve a one (1) year term of office.

**SECTION 7:** The Family Medicine Interest Group from each allopathic and osteopathic accredited medical school in the state shall each have one delegate and one alternate delegate to the Congress of Delegates.

**SECTION 8:** A majority of the members of the Congress of Delegates shall constitute a quorum at any meetings of the Congress. The Congress may adopt such rules of procedure of the transaction of its business as it deems desirable, and shall be the judge of the election and qualifications of its members.

**SECTION 9:** Resolutions offered to the Congress of Delegates must be submitted to the Executive Director at least 45 days before the next meeting of the Congress of Delegates. Resolutions will be assigned by the Speaker to the reference committees. At the opening session of the Congress of Delegates any member may submit resolutions in writing that are pertinent to the objectives of the Academy or in reference to any report by any office or committee of the Academy.

At the Reference Committee hearing the proponents and opponents of resolutions shall be given reasonable opportunity to be heard. Any member of the Academy may attend and testify at the Reference Committees.

At a later session or sessions of the Congress of Delegates, during the annual meeting, the Reference Committees shall report their recommendation on such resolutions, with any amendments or comments, to the Congress of Delegates.

The Congress of Delegates shall thereupon approve or disapprove or modify such resolution at the annual meeting, and their actions shall be entered in the minutes.

Each delegate of the Congress shall have one (1) vote. Alternate delegates will not vote unless their associated delegate is absent. In the event of a dispute, the Speaker will determine which alternate(s) may vote. The officers and directors, past presidents, and the chairperson of each commission and committee of the Academy shall have the privilege of the floor in the Congress of Delegates, but shall not have the right to vote as such except as provided in this Chapter.

## **CHAPTER 10**

### **Board of Directors**

**SECTION 1:** Composition of the Board. Subject to the action of the Congress of Delegates, and during the interim between the meetings of the Congress, the control and administration of the Academy shall be vested in a Board of Directors. In addition to the Chairperson of the Board of Directors, the Secretary, the Treasurer, the President, the Vice President, the President-elect, the Speaker and Vice Speaker of the Congress of Delegates the Board shall be composed of one from each of the eleven (11) districts, two (2) resident

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directors, and three (3) student directors, each with the right to vote. Additionally, there shall be elected an alternate director for each of the eleven directors, alternate resident directors and alternate student directors referred to above. An alternate director shall assume the official duties of the director for whom s/he is alternate whenever the director cannot function in these duties.

**SECTION 2:** The Board of Directors shall meet within thirty (30) days following the annual meeting of the Academy and such other times and places but not less than two (2) times annually or as may be determined by the written request of five (5) voting members of the Board of Directors. A majority of the Board shall constitute a quorum.

**SECTION 3:** The Chairperson of the Board, with the approval of two-thirds (2/3) vote of the Board of Directors, may remove any director who misses two or more consecutive Board meetings or any director or alternate director who fails to show interest in the performance of the duties assigned him/her. Any director removed from the Board for lack of attendance can file a written appeal outlining any extenuating circumstances within thirty (30) days of notification to the chairperson of the Board for review. The decision of the chairperson regarding such a written appeal is final.

Vacancies on the Board of Directors shall be filled as outlined in these Bylaws under Section 5-(Directors).

**SECTION 4:** Executive Committee. There shall be an Executive Committee of seven (7) members composed of the chairperson of the Board of Directors, the secretary, the treasurer, the president, the vice president, the president-elect and the Speaker of the Congress of Delegates. The Executive Committee, by majority vote of those present, shall have full authority to act for and on behalf of the Board of Directors 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 of Directors. Action of this committee shall be ratified by the Board of Directors at its next meeting following.

**SECTION 5:** Directors. The term of office of directors shall be for three (3) years and shall begin at the conclusion of the annual meeting of the Congress of Delegates at which their elections occur and expire at the conclusion of the third succeeding annual meeting, or when their successors are elected. No director shall be eligible for re-nomination to the Board of Directors unless at least one year has elapsed since the expiration of his/her previous term. Should a vacancy occur on the Board of Directors, it shall be filled by a majority vote of the remaining members. Directors who have been appointed to the Board by the Board of Directors or district chapter to fill an un-expired term and who have served for a period of less than one (1) year shall be eligible for re-nomination to the Board notwithstanding the provisions to the contrary in this section.

**SECTION 6:** Alternate Directors. There shall be an alternate director for each of the district directors and for resident affiliate and student affiliate directors, said alternate directors to act in an official capacity only if the director for whom s/he serves is unable to perform his/her official functions. In no event may the alternate director vote when the director for whom s/he is an alternate votes. Elections occur and expire at the conclusion of the third succeeding annual meeting, or when their successors are elected. The alternate director shall be eligible for re-nomination to the Board.

**SECTION 7:** Resident Director. There shall be two (2) resident representatives elected by the Board of

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Representatives of the resident component chapter for the GAFP and shall have full voting privileges on the GAFP Board of Directors. One resident will serve two years and one will serve one year, with a corresponding number of alternate representatives elected annually. The resident alternate director shall be chosen by the Board of Representatives of the resident component chapter to the GAFP.

**SECTION 8:** Student Director. Three (3) students shall be elected by the Student Member Group to hold the positions of student directors to the GAFP Board of Directors, with full voting privileges. There will be corresponding number of alternate representatives elected annually.

**SECTION 9:** Delegate and Alternate Delegate to AAFP. One delegate and one alternate delegate to the Congress of Delegates of the American Academy of Family Physicians shall be elected annually for a two (2) year term that shall be limited to two consecutive terms with the option of serving in the same position at a later time. The delegates and alternate delegates shall be members of the Board of Directors and the delegates have a right to vote. The alternate delegates may vote in the absence of the delegates but do not have the privilege of a vote.

**SECTION 10:** Advisory Committee. All past presidents shall become an Advisory Committee to the Board of Directors and shall be considered ex-officio members of the Board with the privilege of the floor, but without the right to vote.

**SECTION 11:** Family Medicine Residency Program Directors and/or Chairpersons. There shall be one program director and/or chairperson from each family practice residency program in the State to represent their respective programs to serve on the Board of Directors. These representatives shall be ex-officio members of the Board with full privilege of the floor, but without the right to vote.

## **CHAPTER 11:**

### **Election of Officers**

**SECTION 1:** Definition. The officers of the Academy shall be a president, president-elect, vice-president, secretary, treasurer, chairperson of the Board of Directors, speaker of the Congress of Delegates, vice-speaker of the Congress of Delegates, GAFP delegates and alternate delegates to the AAFP. All officers shall serve until their successors are elected and installed. The powers, duties, terms of office and method of election of the officers shall be set forth in the Bylaws.

**SECTION 2:** Election of Officers. At least ninety (90) days before the annual meeting each year, the president shall appoint a nominating committee of three or more members whose duties shall be to present nominations for the office of president-elect, vice-president, one delegate and one alternate delegate to the Congress of Delegates of the American Academy of Family Physicians, and such directors whose terms of office expire therewith. At each third annual meeting, the nominating committee, appointed by the president, shall present a nomination for the offices of secretary and of treasurer both of whom shall be elected for a term of three (3) years, and shall serve until his/her successor shall have been elected and qualified for office. Nothing in these Bylaws shall prevent nominations from the floor of the Congress of Delegates. No officer or Board member who has served a full term shall be eligible to succeed him/herself, except the secretary, treasurer, delegates and alternate delegates to the AAFP. The election of all offices shall be by a majority vote of the members of the Congress of Delegates present and voting. When there are three or more candidates for a single office, and no one receives a majority vote on the first ballot, a second ballot shall be

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taken between the two candidates receiving the highest number of votes on the first ballot. Vacancies on the Board of Directors may be filled by special district vote performed by the district chapter or when no such chapter exists by the President. However, such an appointment shall terminate at the next annual meeting, at which time the nominating committee shall present a nominee for the unexpired term, if any.

**SECTION 3:** The Congress of Delegates shall elect annually a speaker and a vice-speaker who shall take office at the conclusion of the annual meeting at which their elections occur, and whose terms shall expire at the conclusion of the next annual meeting or when their respective successors are elected. In the event either of the above is a duly accredited delegate, his/her seat in Congress shall be declared vacant upon the adjournment of the session at which his/her election occurred, and a new delegate shall be elected by his/her district through a special district election performed by the district chapter or appointed by the Secretary if no district chapter exists.

**SECTION 4:** Election of the above officers shall be by ballot prepared by the executive director/executive vice president. The nominee receiving the majority of votes shall be declared elected, provided, however, that when the nominations have been closed with but a single candidate having been nominated, the presiding officer shall declare that candidate elected to office.

## **CHAPTER 12**

### **Duties and Terms of Officers**

**SECTION 1:** The president shall be a member of the Board of Directors and all standing commissions and committees, and shall preside at all meetings of the Academy. S/he shall be the Chief Elected Officer and spokesperson of the Academy. S/he shall have general supervision of the business of the Academy and shall see that all orders and resolutions of the Board of Directors are carried into effect, s/he shall execute bonds, mortgage and other contracts requiring a seal, under the seal of the Academy, except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Academy. His/her term of office shall begin at the installation ceremony following the one at which his/her predecessor was installed. In the event of the death or resignation of the president during the term of his/her office or if s/he shall for any reason be unable or unqualified to serve, the vice-president shall succeed to the office of the president for the unexpired portion of the president's term. In the event of the death, resignation or incapacity of both the president and the vice-president, the Board of Directors shall elect a president for the unexpired portion of the term. The president-elect shall succeed to the office of president at the conclusion of the annual meeting following the meeting at which his/her election occurred.

**SECTION 2:** The vice-president shall be a member of the Board of Directors and shall preside at meetings of the Academy in the absence of the president. His/her term of office shall begin at the installation ceremony during the annual meeting at which his/her election occurs and expires at the installation ceremony during the next annual meeting. The vice-president shall also serve as an ex-officio member with voting privileges on the bylaws committee and shall serve ex-officio as the parliamentarian of the Board of Directors. In the event of the death, resignation, or incapacity of the vice-president, the Board of Directors shall elect a vice-president for the unexpired portion of his/her term.

**SECTION 3:** The president-elect shall be a member of the Board of Directors and shall preside at meetings of the Academy in the absence of the president and vice-president. S/he shall succeed to the office of

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president at the expiration of the president's term as provided in Section 1. In the event of the death, resignation, or removal from office of the president-elect, the Board of Directors shall nominate candidate(s) for that office and election of the successor to the president-elect shall take place by vote on these candidate(s) by the Congress of Delegates at the next ensuing meeting, as the first order of business following approval of the minutes, provided, however, that nothing herein shall be construed as preventing additional nominations for this from the floor. Such elected president-elect shall succeed to the office of president at the next installation ceremony.

**SECTION 4:** The speaker of the Congress of Delegates shall be a member of the Board of Directors with the privilege to vote and also a member of the Executive Committee with the privilege to vote. S/he shall preside over meetings of the Congress, and shall appoint all reference and special committees of the Congress.

The vice-speaker shall serve as the secretary to the Congress of Delegates and shall keep or cause to be kept an accurate record of the minutes and shall be an ex officio member of the Board of Directors with the privilege to vote and shall preside over all meetings of the Congress in the absence or when designated by the speaker.

The speaker and vice speaker shall be elected for one (1) year term of office for a maximum of three (3) years. The term shall begin at the conclusion of the annual meeting of the Congress of Delegates at which their elections occur and expire at the conclusion of the next succeeding annual meeting, or when their successors are elected. No speaker shall be eligible for re-nomination to the Board of Directors unless at least one year has elapsed since the expiration of his/her previous term. Should a vacancy occur on the Board of Directors, it shall be filled by a majority vote of the remaining members. The speaker or vice speaker who have been appointed to the Board by the Board of Directors to fill an un-expired term and who have served for a period of less than one (1) year shall be eligible for re-nomination to the Board notwithstanding the provisions to the contrary in this section.

**SECTION 5:** The chairperson of the Board of Directors shall preside over all meetings of the Board and the Executive Committee. In the absence of the speaker and vice-speaker, s/he shall preside over meetings of the Congress of Delegates. The chairperson of the Board of Directors shall be the immediate past president and shall assume the office of chairperson at the conclusion of the annual Congress of Delegates meeting following the conclusion of his/her presidency.

In the event of the death or resignation of the chairperson during his/her term of office or if he/she shall for any reason be unable or unqualified to serve, the Board of Directors shall elect a new chair to serve the unexpired portion of the term. If the chairperson is unable to attend a meeting of the Board or the Executive Committee, the president shall preside at that meeting. In his/her absence a temporary chairperson shall be elected by the members present for that meeting.

The chairperson of the Board of Directors shall be an ex-officio member of all standing committees.

**SECTION 6:** The secretary shall be a member of the Board of Directors and shall be elected for a term of three (3) years. The secretary shall keep or cause to be kept an accurate record of the minutes of the Board of Directors, and shall serve as secretary to this body. The duties of secretary, by action of the Board of

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Directors, may be assigned to the executive director/executive vice president. The secretary, assisted by the executive director, shall provide a summary of the activities of the Academy including elected officers, significant actions, activities and events at the annual meeting for purposes of the GAFP archives.

**SECTION 7:** The treasurer shall be a member of the Board of Directors and shall be elected for a term of three (3) years. S/he shall be the Chair of the Committee on Finances. S/he shall cause to be kept adequate and proper accounts of the properties and funds of the Academy. The treasurer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the Academy with such depositories as may be designated by the board of Directors. S/he shall disburse the funds of the Academy as may be ordered by the Board of Directors; shall render to the Board of Directors, whenever it may request it, an account of his/her transactions as treasurer and of the financial condition of the Academy; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws. The treasurer may be required by the Board of Directors to give a surety bond in an amount to be determined by the Board of Directors, the premium thereon to be paid by the Academy. Any of the duties of the treasurer, by action of the Board of Directors, may be assigned to the executive director/executive vice president.

**SECTION 8:** The executive director shall be appointed for a term and stipend to be fixed by the Board of Directors. The executive director, under the direction of the Board of Directors, performs such duties as the title of the office ordinarily connotes and such duties of the secretary and/or treasurer as may be assigned to the executive director by the Board of Directors. The executive director shall supervise all other employees and agents of the Academy and have such other powers and duties as may be prescribed by the Board of Directors. The executive director shall not be entitled to vote. The executive director shall be bonded in an amount fixed by the Board of Directors, the premium thereon to be paid by the Academy.

**SECTION 9:** The title of executive director shall be changed to executive vice president when, in the judgment of the Board of Directors, tenure, expertise and credibility have been established, and the title will be conferred by the Board of Directors.

**SECTION 10:** The president, vice-president, president-elect, speaker of the Congress of Delegates, vice-speaker of the Congress of Delegates, chairperson of the Board of Directors, Delegate to the AAFP, alternate delegate to the AAFP, secretary, treasurer, or any member of the Board of Directors may be removed from office for cause by two-thirds (2/3) vote of the total voting members of the Board of Directors. Any vacancy which should occur as a result of removal from office shall be filled in the same manner as is otherwise provided in this Chapter.

No action may be taken to remove any person listed in the preceding paragraph from office except upon the written petition of five (5) voting members of the Board of Directors. The petition shall be delivered to the secretary of the Board of Directors and shall state that cause(s) for which removal is sought. Within five (5) days of receipt of such petition, the secretary shall cause a copy thereof to be sent by registered mail, with return receipt requested, to each officer and member of the Board of Directors. The person whose removal is being sought may answer the petition in writing at any time prior to the meeting of the Board of Directors but need not do so and failure to answer shall not be an admission of truth of the charges or waiver of the right to a hearing. The petition shall be considered and a decision rendered at the first meeting of the Board of Directors which is held no less than fifteen (15) days after the date on which a copy of the petition was

mailed to the officers and directors. The person whose removal is being sought shall be afforded every opportunity to be heard at the board meeting at which the petition is considered and may be represented by counsel.

## **CHAPTER 13**

### **Committees**

**SECTION 1:** Standing Committees. Standing committees of the Academy shall be as follows. Committee on Membership and Member Services; Committee on Education and Research; Committee on Bylaws; Committee on Practice Management and Managed Care, Committee on Legislation, and Committee on Public Health, Student and Resident Recruitment Committee, and the Committee on Finances.

The duties of each of these committees shall be defined by the Board of Directors. Unless otherwise provided in these Bylaws, each of these committees shall be appointed and may be replaced by the president and president-elect with the advice and consent of the Board. The president, with the approval of the Board of Directors, may replace any member of any committee who fails to show interest in the performance of the duties assigned him/her. All committee chairpersons shall make an annual report in writing to the Board of Directors thirty (30) days in advance of the annual session for consideration at the business meeting.

### **SECTION 2:** Special (Ad Hoc Task Force) Committees

To facilitate the work of this organization, Special Committees, may be appointed by the President subject to the approval of the Board of Directors. Special Committees shall serve until the end of that President's term unless re-appointed by the new President with Board approval. The new President can only extend the committee's life through the end of his/her term. All such Committees shall be designated as standing or special at the time of appointment and the purposes, duties, duration shall then be stated.

**SECTION 3:** Official Publication. The Board of Directors shall annually name an editor of the official publication and his/her appointment be made at the time of the annual session. The Board of Directors shall also elect members to serve in an advisory capacity to the editor.

## **CHAPTER 14**

### **Miscellaneous**

**SECTION 1:** Inspection of Records. The minutes of the proceedings of the Board of Directors and of the Congress of Delegates, the membership books and books of account shall be open to inspection upon the written demand of any member at any reasonable time for any purpose reasonably related to the member's interest as a member, and be produced at any time when requested by the demand of one-third (1/3) of the members of the Congress of Delegates present. Such inspection may be made by agent or attorney, and shall include the right to make extracts thereof. Demand of inspection, other than at a meeting of the members shall be in writing to the president or secretary of the Academy.

**SECTION 2:** Annual Report. The directors shall cause to be sent to the members, not later than six (6) months after the close of the fiscal year, a balance sheet as of the closing date of that fiscal year, together with statement of the income and profits and losses for such fiscal year, and such financial statement shall be certified by a public accountant.

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**SECTION 3:** Seal. The Georgia Academy shall have a seal, the form and device of which shall be adopted by the Board of Directors.

**SECTION 4:** Rules of Order. Sturgis Standard Code of Parliamentary Procedure, current edition, except when the same is in conflict with the Constitution and Bylaws of this Academy, shall control all parliamentary proceedings of the meetings of the Congress of Delegates and the Board of Directors.

**SECTION 5:** Fiscal year. The fiscal year of this organization shall begin on the first day of January and end on the last day of each year.

**CHAPTER 15**

**Amendments to Bylaws**

Any five (5) or more members, the Bylaws Committee, or the Board of Directors may propose amendments to the Bylaws. Such proposals shall be submitted to the executive director/executive vice president at least one hundred (100) days prior to any regular or special meeting of the Congress of Delegates, and notice shall be given by the executive director/ executive vice president to all Academy members at least thirty (30) days prior to said meeting. Publication of proposed amendments in the official publication of the Academy shall be sufficient to constitute notice thereof to the members. An affirmative vote of at least two-thirds (2/3) of the delegates present and voting shall constitute adoption. Amendments shall take effect immediately upon adoption unless otherwise specified.