

# GAFP Bylaws

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# **GAFP Bylaws 2018**

## **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 that 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 they are 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 promotion of Family Medicine as a career choice to pre-medical and medical students;
- The promotion of public health by: patient education, health promotion, patient advocacy, and community leadership in health related affairs;
- The development and provision of leadership for the specialty of Family Medicine in the State of Georgia;
- 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 provision of appropriate continuing education for the Family Physician; including the provision of support and education for the Family Physician in relation to the constantly changing medical environment;
- The fostering and support of Family Medicine education in the State of Georgia; including 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:

- 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 in the science and practice of medicine;
- Establish and issue publications;
- Establish, conduct, and maintain educational courses
- 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: Classes of Membership and Election

The qualifications, classes and conditions of membership shall be the same as provided in the Bylaws of the AAFP. All active members of this organization shall be members of the AAFP and the GAFP. In the event of a conflict regarding classes of membership and election, the Bylaws of the AAFP shall prevail.

### **ACTIVE MEMBERS**

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

### **LIFE MEMBERS**

Life members may vote, serve on committees and commissions, and address the membership but shall not hold office.

#### INACTIVE MEMBERS

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

#### HONORARY MEMBERS

An Honorary Member may not vote. He/She shall pay no dues or admission fees and shall have no right, title, or interest in any Academy property.

#### SUPPORTING MEMBERS

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

#### RESIDENT MEMBERS

A Resident member may vote and hold office in the Academy, may address the membership, may have a voice in reference committees, and may serve on committees but may not serve as a chair.

#### STUDENT MEMBERS

A Student Member may vote and hold office in the Academy, may address the membership, may have a voice on reference committees, and may serve on committees but may not serve as a chair.

#### SECTION 2: Agreement.

The Board of Directors of this chapter shall be the judge of each member's right to be or remain a member, subject to the right of appeal to the AAFP as provided in Chapter 6 (Ethics) of these bylaws. All rights, title, and interest, both legal and equitable, of a member in and to the property of this organization, shall cease and determine in the event of any or either of the following:

- (a) the expulsion of such member;
- (b) the striking of his/her name from the roll of members;
- (c) his/her death or resignation.

#### SECTION 3: Good Standing.

A member in good standing shall be one whose current dues and assessments, if any, have been paid in accordance with the provision of these Bylaws, as well as those of AAFP, who is not under disciplinary action, and who has met the applicable CME requirements during the period of the preceding three (3) years as set forth in the AAFP Bylaws.

### **CHAPTER 5**

#### **Dues and Assessments**

##### **SECTION 1:**

The dues for active members, special dues, and the maximum amount of annual dues may be changed by a two-thirds (2/3) affirmative vote of the Board of Directors. Dues for active members shall be fixed annually. Said dues shall be levied per capita upon all the active members of the Academy.

**SECTION 2:** Membership dues shall be payable in conjunction with the AAFP dues schedule.

**SECTION 3:** Any member whose dues or assessments are unpaid at the time of the AAFP dues deadline shall be ineligible to vote or hold office.

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

### **CHAPTER 6**

#### **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 are hereby 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 the bylaws 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 profer charges against them in the form and manner herein after 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 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.

Unless otherwise noted, the Board of Directors is the GAFP Board of Directors.

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 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 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 their 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 7**

### **Congress of Delegates**

#### **SECTION 1:** Congress of Delegates, Definition.

The control and administration of the GAFP shall be vested in the Congress of Delegates, subject to the statutory authority of the Board and to those additional duties and powers specifically reserved to the Board in these Bylaws.

**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. The total number of delegates in the Congress of Delegates shall be up to 70. Each district shall be allotted delegates and alternate delegates above their two delegates and two alternates as determined by the secretary on the basis of that district's proportion of the total paid Academy membership. Only active members may be elected as delegates; however, in determining the number of delegates per district all classes of members except student and resident members are counted. Such determination shall be made by May 31<sup>st</sup> each 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.

**SECTION 3:** Membership in a district will be determined by the primary mailing address of said member, whether home or professional.

**SECTION 4:** It shall be the duty of the COD Secretary (role filled by the Vice-Speaker, see Chapter 11, Section 4) of the Congress to poll 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 prior to the annual meeting.

**SECTION 5:** The Congress of Delegates shall meet during and at the place of the annual meeting of the 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 Family Medicine Residency Programs shall consider a full delegation to be up to (3) resident members and (3) alternate resident members, each from different Georgia family medicine residency programs, with elections by resident members if needed;

**SECTION 7:** The Family Medicine Interest Group from each allopathic and osteopathic accredited medical school physically located in the state shall have a total representation of (2) student delegates and (3) alternate delegates, each being from different Georgia medical school campuses, with elections by student members if needed; to the Congress of Delegates.

**SECTION 8:** The Congress of Delegates having at least one member from each geographic district 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/Executive Vice President at least 45 days before the next meeting of the Congress of Delegates. Resolutions will be assigned by the Speaker to the reference committees. Prior to the published deadline, 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(s) 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, 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 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 8**

### **Board of Directors**

Unless otherwise, noted, the Board of Directors is the GAFP Board of Directors.

**Duties and Powers.** The business and affairs of the GAFP shall be managed by or under the direction of the Board acting in a manner consistent with its fiduciary duties and responsibilities. In addition to the powers and authority expressly confirmed upon it by these Bylaws, the Board may exercise all powers and do all acts as allowed by law, subject to the powers of the Congress of Delegates as set forth in these Bylaws.

**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. There will be an Executive Committee of the Board comprised 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 Remaining Board members shall be composed of the Vice Speaker of the Congress of Delegates, two (2) delegates to the AAFP Congress of Delegates, one (1) elected member from each of the eleven (11) districts, two (2) resident directors, and three (3) student directors, each with the right to vote. Additionally, there shall be elected two alternate delegates to the AAFP Congress of Delegates, 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 they are alternate only when the director cannot function in these duties.

**SECTION 2:** The Board of Directors or the Executive Committee 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 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 or alternate director who misses two or more consecutive Board meetings or fails to show interest in the performance of the duties assigned them. 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.

**SECTION 4:** 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 voted on by the Board of Directors at its next meeting following.

**SECTION 5: Directors and Alternate Directors.**

The term of office of directors/alternate 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 their 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 to fill an unexpired term shall be eligible for re-nomination to the Board notwithstanding the provisions to the contrary in this section.

**SECTION 6: Resident Director.**

There shall be two (2) resident representatives elected by the Board of Representatives of the resident members 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 elected by the GAFP resident members. If the director's position becomes vacant, a resident alternate is eligible to serve the remainder of the unexpired term.

**SECTION 7: Student Director.**

Three (3) students shall be elected by the GAFP student members to hold the positions of student directors to the GAFP Board of Directors, with full voting privileges. There will be a corresponding number of alternate representatives elected annually. If the director's position becomes vacant, a student alternate is eligible to serve the remainder of the unexpired term.

**SECTION 8: 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 only in the absence of the delegates.

**SECTION 9: 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.

**CHAPTER 9:**

**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, 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 are expiring. At each third annual meeting, the nominating committee shall also 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 their successor has been elected.

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 them, except the Secretary, Treasurer, and Vice President. The election of all offices shall be by a majority vote of the members of the Congress of Delegates. 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 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 Board vote.

**SECTION 3:** The Congress of Delegates shall annually elect 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.

**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 that when the nominations have been closed with only a single candidate having been nominated, the presiding officer shall declare that candidate elected to office.

## **CHAPTER 10**

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

**SECTION 1:** The President shall be a member of the Board of Directors and all standing committees. The President shall preside at all meetings of the Academy. The President shall be the spokesperson of the Academy. They 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; they shall execute bonds, mortgage, and other contracts requiring 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. Their term of office shall begin at the installation ceremony following the one at which their predecessor was installed. In the event of the death or resignation of the president during the term of their office or if they 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 their 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. Their term of office shall begin at the installation ceremony during the annual meeting at which their election occurs and expires at the installation ceremony during the next annual meeting. The Vice-President shall also serve as a member with voting privileges on the bylaws committee and shall serve 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 their 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. They shall succeed to the office of 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 and the Executive Committee with the privilege to vote. The Speaker 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, shall cause to be kept an accurate record of the minutes, and shall be a member of the Board of Directors with the privilege to vote. He/She shall preside over all meetings of the Congress in the absence of 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 their 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 has been appointed to the Board by the Board of Directors to fill an un-expired term and who has 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 Chair of the Board of Directors shall be the immediate past president and shall assume the office of Chairperson at the conclusion of the annual meeting following the conclusion of their presidency. 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, they shall preside over meetings of the Congress of Delegates.

In the event of the death or resignation of the Chair during their term of office or if they 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 Chair is unable to attend a meeting of the Board or the Executive Committee, the President shall preside at that meeting. In their absence a temporary Chair shall be elected by the members present for that meeting.

The Chair 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 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 Directors, may be assigned to the Executive Director/Executive Vice

President. The Secretary, assisted by the Executive Director/Executive Vice President, 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 GAFF 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. They shall be the Chair of the Committee on Finances. They shall cause to be kept adequate and proper accounts of the properties and funds of the Academy. The Treasurer shall 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. They 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 their 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/Executive Vice President shall be appointed for a term and stipend to be fixed by the Board of Directors. The Executive Director/Executive Vice President, 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/Executive Vice President by the Board of Directors. The Executive Director/Executive Vice President 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/Executive Vice President shall not be entitled to vote. The Executive Director/Executive Vice President 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 11**

### **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, Committee on Legislation, Committee on Public Health, Committee on Student and Resident Recruitment, 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 them. All committee chairpersons shall make an annual report to the Congress of Delegates in advance of the annual meeting.

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

To facilitate the work of this organization, Special Committees may be appointed by the President. Special Committees shall serve until the end of that President's term unless re-appointed by the new President. The new President can only extend the committee's life through the end of their 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 appoint the Board Secretary to serve as the medical content editor for GAFFP publications.

**CHAPTER 12**

**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 13**

**Miscellaneous**

**SECTION 1: Inspection of records.**

The minutes of the proceedings of the Board of Directors and of the Congress of Delegates, as well as 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. They may 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 Financial 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. Such financial statement shall be certified by a public accountant.

**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 December.

**CHAPTER 14**

**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.

**CHAPTER 15:**

**AAFP Resolutions.**

Before submission to the American Academy of Family Physicians, members in good standing seeking an endorsement or support from the Georgia Academy of Family Physicians related to resolutions must submit a written resolution to the Chair of the Board of Directors a minimum of forty-five (45) days prior to a Board meeting. The resolutions require a two-thirds (2/3) affirmative vote of the Board to receive an endorsement of the state chapter.