

Association of Departments of Family Medicine*

BY-LAWS OF THE
ASSOCIATION OF DEPARTMENTS OF FAMILY MEDICINE
(A District of Columbia Non Profit Corporation)

Revisions Approved February 2010

* N.B. All personal references in this document are intended and shall be interpreted to signify both genders.

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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 shall be Chairman or equivalent of educational institutions which include a medical school with a department, division or section of Family Medicine 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).

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. Beginning in October 2004, broader input will be sought through membership expansion to include Chairs or equivalent of osteopathic institutions and large regional medical centers with a department, division or section of Family Medicine. Beginning in 2009, Associate Members shall be the chair-sponsored Senior Administrator of a member department, division or section. Associate membership status has representation on the Board of Directors and is without voting privileges.

Section 3. Member Representatives. Each Regular Member of the Corporation shall be represented at meetings by the Chairman, 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 Regular 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 following the first Regular Meeting of the new Board of Directors of the organization.

Section 2. Special Meetings. Special meetings of the Regular 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 Regular Members and for any special meeting of Regular 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 Regular Member not less than ten days before the date of such meeting by the Executive Director, Secretary (or other officer) at the direction of the President or his 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 Regular 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 Regular Members for which due notice has been given, a majority of the members present may adjourn the meeting without further notice.

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 organization.

Section 2. Number, Tenure and Qualifications. The Board of Directors shall be composed of the officers of the Corporation, the immediate past president, and three Members-at-large (regular

members only). Commencing with the 2007 annual meeting, to allow for expanded opportunity for leadership, the term of office of for President and President-elect shall be one year; the Immediate Past-President's term shall also be one year. The term of office for President-elect shall begin at the conclusion of the annual meeting at which he or she is elected; and it shall expire at the conclusion of the next succeeding annual meeting, or when his successor shall have been elected. Beginning in October 2004, an Executive Director shall be hired and will serve as an ex officio, nonvoting member of the Board of Directors.

Beginning in 2011, the slate for President-elect will alternate annually from Pres-elect/Secretary to Pres-elect/Treasurer and two Members-at Large shall be elected from among the member representatives at each annual meeting held in odd numbered years. One Member-at-Large shall be elected from among member representatives at each annual meeting held in even numbered years. Additionally, representatives of the Council of Academic Societies shall be ex officio members of the Board without vote, as shall be the senior representatives to the standing committees of ADFM. These committees shall consist of 1) Legislative and Federal Advocacy 2) Residency Education 3) Undergraduate Education 4) Research Development and Capacity. Additional standing committees will be the Program and Chair Development Committee and Clinical Committee.

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 President 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 President 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.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President 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 a 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 Regular 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 successor is elected at the next Annual Meeting of Regular Members. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

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. Other Committees. Other 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.

Section 10. Board of Directors. The President at the beginning of his term of office shall nominate and the Board of Directors shall appoint two representatives to the Council of Academic Societies of the Association of American Medical Colleges (AAMC). The term of office of each of these representatives shall be two years, renewable indefinitely. Representatives to the Council of Academic Societies shall serve ex officio on the Board of Directors of the Association of Departments of Family Medicine during their terms of appointment.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of the organization shall be the President, President-Elect, Secretary 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 officers of the organization shall be elected by the Regular Members. Beginning in 2007, the President, President-Elect and Immediate Past-President will each serve a term of one year which shall begin at the conclusion of the Annual Meeting of Regular Members at which the officer is elected. The Secretary and Treasurer will each serve a term of two years which shall begin at the conclusion of the Annual Meeting of Regular Members at which the officer is elected. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. Vacancies other than President or President-Elect may be filled by temporary appointment of the Board. 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 Regular Members.

The President, President-Elect and Immediate Past President will serve as the nominations committee. Nominations will be taken from the floor at the fall business meeting. After that meeting a request for nominations will go out to the membership. Nominations must be forwarded to the nominations committee by December 1st. Announcements of the nominees will be sent to the membership by the first Monday after January 1st. At least two candidates will be nominated for each position. Nominations from the floor will not be taken at the annual meeting unless there are less 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. In order to preserve continuity in knowledge and understanding of finances, for the position of Treasurer, the Nominations Committee reserves the right to have the treasurer run unopposed.

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 organization and shall be Chairman of the Board of Directors ex officio; (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 Secretary shall oversee communication systems/activities (website, list-serve) implemented by the Board of Directors; and (4) the Treasurer shall maintain appropriate financial records, receive all dues and other income on behalf of the organization 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 organization 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 organization, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization 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 organization, 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 organization shall be deposited to the credit of the organization 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 organization any contribution, gift, bequest or devise for the general purposes or for any special purpose of the organization.

ARTICLE VIII

BOOKS AND RECORDS

The organization 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 Regular 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

organization, 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. Seal. The seal of the Corporation shall be circular in form and there shall be inscribed thereon the name of the Corporation and the year of its organization. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 5. Annual Dues. The annual dues for membership shall be determined by vote of the Regular Members at the Regular Annual Meeting.