

Uniformed Services Academy of Family Physicians Bylaws

CHAPTER I: Election of Members

SECTION 1. The Academy shall be composed of the same classifications of membership and the same requirements for election to each class of membership as are outlined in the current revised edition of the Bylaws of the American Academy of Family Physicians. Any member of USAFP who fails to apply for and obtain membership in the AAFP shall be ineligible for membership in USAFP. Voting members include active and resident members.

CHAPTER II: Dues

SECTION 1. Dues for active members shall be fixed by a two-thirds majority vote of the Board of Directors. They are due and payable upon election to membership.

SECTION 2. The Board of Directors shall fix the dues of members of other categories. These members may be required to pay such dues to the American Academy of Family Physicians as may be prescribed by Bylaws of that organization.

SECTION 3. Special assessments may be applied equally to all members by a two-thirds (2/3) majority vote of the members of the Board of Directors, provided that no assessment shall be in excess of twenty-five dollars (\$25.00) annually.

SECTION 4. Members declared by the Department of Defense to be missing in action (MIA) or a prisoner of war (POW) or otherwise detained by a foreign power in performance of duty shall not be stricken from the membership roll, but shall be continued as a member in good standing throughout any such period. All dues and assessments shall be waived for the member for the duration of such period of time.

CHAPTER III: Election of Officers and Directors

SECTION 1. Elected officers shall be members in good standing at the time of election and throughout their term of office. Each year the members shall

elect a President-Elect, Vice President and one member from each uniformed service to serve on the Board of Directors, except the Public Health Service (PHS) who shall elect a PHS Director two of each three (3) years. These Directors shall be elected to serve for a term of three (3) years. Resident representative(s) from each military service, and any student member representative(s), shall be elected each year to serve on the Board of Directors for a term of one (1) year.

Triennially, the Board of Directors shall appoint a Secretary-Treasurer for a three (3) year term. To promote Public Health Service (PHS) representation on the executive committee, uniformed PHS members will preferentially be considered for this position. If no acceptable candidate is identified, a member of another uniformed service will be appointed. No Secretary-Treasurer who has previously served a full three (3) year term shall be eligible for re-appointment to this position unless at least one (1) year has elapsed since the expiration of the previous term. In the event that the Secretary-Treasurer is unable to fulfill his/her term of office, the Board of Directors shall appoint a replacement for the unexpired term.

At least one hundred (100) days prior to the annual meeting, the Nominating Committee shall prepare a slate of candidates (not including Resident and Student Directors) for each elective office and each impending vacancy on the Board of Directors and distribute such slate of candidates to all voting members of this organization. The Nominating Committee shall include at least two (2) candidates for each elected office whenever willing candidates exist. Balloting shall be by mail or by electronic means as available to insure widest possible contact with the voting membership. Winners shall be notified at least forty-five (45) days prior to the annual meeting.

The Public Health Service shall have two members on the Board of Directors, while each military service shall have three members on the Board of Directors. The candidate for each impending vacancy on the Board of Directors who receives the greatest

number of votes for that service-specific vacancy shall be declared elected.

Each military family medicine residency program is entitled to cast two votes for residents nominated from their own branch of service for Resident Director on the USAFP Board of Directors. The chief resident(s) of each program is responsible for querying the residents of his or her program to determine who will receive the programs two votes. Each residency must vote for two candidates for the ballot to be valid and only one of these votes may go to a resident from their program if one is nominated. Programs may not cast only one vote and programs may not cast two votes for the same nominee, regardless of program of origin.

Each year the Board of Directors may elect medical student members as representative(s) to the Board. The process for election and number of representative(s) is a USAFP policy.

Each of the three uniformed services except the Public Health Service shall have a member who is President, President-Elect, or Vice President, with each service being represented in each of these offices once every three years by simple rotation.

The Nominating Committee shall receive and solicit nominations of candidates and insure their eligibility and willingness to serve; thereafter, it shall prepare a slate of candidates for the offices of President-Elect and Vice President with such candidates to be members of the two services that are not represented by the incoming President.

If a tie occurs among two or more candidates receiving the greatest number of votes for any office or vacancy on the Board of Directors, those tying shall be candidates on a runoff ballot at the time of the annual meeting. All voting members present at the annual meeting shall be entitled to vote on a runoff ballot and the candidate receiving the greatest number of votes cast shall be declared elected.

SECTION 2. The Board of Directors may appoint an Executive Director who may but need not be a member of this

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organization, for a term and stipend, if any, to be determined by the Board.

SECTION 3. At the first meeting of the Board of Directors immediately following the annual meeting, the Board shall appoint alternates and delegates to the Congress of Delegates of the American Academy of Family Physicians when an opening exists.

CHAPTER IV: Duties and Terms of Officers

SECTION 1. The President shall preside at all meetings of the organization and the Board of Directors and shall be a non-voting member of all standing committees. His/her term of office begins upon his/her installation at the annual meeting and expires when his/her successor is installed. In the event of the death or resignation of the President during his/her term of office or if he/she 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. Once elected to the office of President, the member is not eligible for any other elected office.

SECTION 2. The Vice President shall be a member of the Board of Directors and shall preside at meetings of the organization and the Board of Directors in the absence of the President. His/her term of office begins upon his/her installation at the annual meeting following his/her election and expires when his/her successor is installed. 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 the term.

SECTION 3. The President-Elect shall be a member of the Board of Directors and shall preside at meetings of the organization in the absence of the President and Vice President. He/she 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 two candidates for that office who are members of the same uniformed service as the former President-Elect. An election to succeed the President-Elect shall take place by mail or by electronic means as available to insure widest possible contact with the voting membership and shall be announced at least forty-five (45) days prior to the annual meeting. In the event that election cannot occur during the annual vote, the election of the President-Elect's successor shall take place by vote on these candidates as the first order of business at the ensuing annual meeting. All voting members present at the annual meeting shall be entitled to vote, and the candidate receiving the greatest number of votes cast shall be declared elected.

SECTION 4. The Secretary-Treasurer shall be the custodian of all the funds of the organization and shall furnish bond, the premium for which shall be paid by the organization in such amount as the Board may require. He/she shall perform such other duties as the title of the office ordinarily connotes, including giving notices of and keeping a record of all meetings, enrolling and maintaining the records of members and acting as the custodian of all the official documents of the organization.

SECTION 5. The Executive Director shall perform such duties of the Secretary-Treasurer as may be assigned by the Board of Directors and such other duties as the Board of Directors may prescribe. He/she shall be bonded in an amount fixed by the Board of Directors, the premium thereon to be paid by the organization.

SECTION 6. Directors shall be elected to a three (3) year term of office which begins upon their installation at the annual meeting and expires when their successor is installed. Resident and student representatives shall serve terms of one (1) year which begins upon their installation at the annual meeting

and expires when their successors are installed.

Vacancies on the Board of Directors shall be filled by a majority vote of the remaining members of the Board for the unexpired term of the vacancy. No Director who has served a full three (3) year term shall be eligible for nomination to the Board unless at least one (1) year has elapsed since the expiration of his/her previous term. However, a Director who serves a term of office of less than three (3) years may be nominated to succeed himself/herself for a full three (3) year term.

SECTION 7. The Immediate Past President shall be a member of the Board of Directors for a period of one (1) year following his/her term as President, such term to begin at the conclusion of his/her term of office and ending at the conclusion of the next succeeding annual meeting.

CHAPTER V: Board of Directors

SECTION 1. The Board of Directors shall meet once annually and such other times and places as the President may determine.

SECTION 2. A majority of the Board shall constitute a quorum for the transaction of any business and unless provided otherwise in the Bylaws all matters shall be decided by a majority vote of the Directors present and voting.

SECTION 3. There shall be an Executive Committee of five (5) members composed of the President, the Vice President, the Secretary-Treasurer, the President-Elect, and the Immediate Past President. Each of the three military services shall have at least one member on the Executive Committee. The Executive Committee, by a majority vote of its members, shall have full authority to act for and on behalf of the Board of Directors whenever business of the organization demands prompt action in the interim between meetings of the Board or when it is impractical or impossible to convene the Board of Directors. The Executive Committee may, in time of war or national emergency as declared by the

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United States Government, extend the term of all officers until such times as annual meetings resume.

SECTION 4. The Board of Directors shall appoint and dissolve committees according to the best interest of the membership.

CHAPTER VI: Annual and Special Meetings

SECTION 1. A meeting of the members of this organization shall be held annually except in times of war or national emergency as declared by the government of the United States or in the judgment of the Board of Directors or its Executive Committee such a meeting would be impractical.

SECTION 2. Special meetings may be called by the Board of Directors or by the President. Special meetings shall be called by the Secretary-Treasurer upon written request of 25 percent of the active members at a place determined by the Board of Directors.

SECTION 3. Notice of annual or special meetings shall be given by the Secretary-Treasurer to all members at least sixty (60) days prior to the date of such meeting, either by letter mailed to the member's address as it appears on the secretary's records or by publication in the official publication, if any, of the organization.

SECTION 4. Those active members of this chapter present at any regular or special meetings shall constitute a quorum for the transaction of business and unless otherwise provided in these Bylaws all matters shall be determined by a majority vote of those members present and voting.

SECTION 5. The Board of Directors may adopt such rules of procedure for the transaction of business at the annual or special meetings of this organization, as it deems desirable unless otherwise provided in these Bylaws.

CHAPTER VII: Miscellaneous

SECTION 1. INSPECTION OF RECORDS: The minutes of the proceedings of the Board of Directors, 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 shall be produced at any time when requested by the demand of ten percent (10%) of the members at any regular or special meeting of the members. 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.

SECTION 2. As used in these Bylaws, the term "uniformed Services" shall mean those serving in the Army, Navy, Air Force, Marine Corps, Space Corps, Coast Guard, and the commissioned corps of the National Oceanic and Atmospheric Administration and the Public Health Service. When used in these Bylaws, the terms "he", "she", "him", "his", and "her" represent both the masculine and feminine genders.

SECTION 3. These Bylaws may only be amended by a majority vote of the Board of Directors. Before a Bylaws change can be considered by the Board of Directors, it must be published as a proposed change in the USAFP magazine or via electronic means a minimum of sixty (60) days prior to the Board's vote.

SECTION 4. In the absence of any provision in the Bylaws, all meetings of this organization and of the Board of Directors shall be governed by the parliamentary rules and usages contained in the most current edition of Robert's Rules of Order.

SECTION 5. FINANCIAL RESERVE: The Board shall ensure the maintenance of a financial reserve fund, to be guided by the *USAFP Financial Reserve Policy*, with the primary purpose to serve as a protective buffer against unexpected expenses that may

threaten the mission and solvency of the USAFP.

REVISED February 2021