At its meeting on November 10, 2018, the Board of Directors called for the creation of a Bylaws Committee to review key areas for consideration for edits and updates. That Committee met on January 28. Revisions were presented to the OAFP Board at its meeting on March 3. The Board approved the revisions and recommended that the changes be sent to the Congress for consideration.

In accordance with existing Bylaws, notification of these changes was circulated to members by email on March 24 and April 1, and by regular mail to those members who did not have email addresses on file on March 25. The original Bylaws and the revised versions were posted to the OAFP website. If the Congress of Members adopts the changes, the revised Bylaws will be sent to the AAFP Board for their consideration and approval.

This report provides a summary of recommended changes. (Words to be added are **bold and underlined**; words to be deleted are [in brackets and stricken through].)

**Chapter IV: Membership**

**Section 1:** Added the name of the Academy, spelled out.

**Section 1.** The qualifications and conditions of membership and the classes of **membership in the Oregon Academy of Family Physicians,** hereinafter “the Academy,” shall be the same as those now or hereafter provided in the Bylaws of the American Academy of Family Physicians.

**Section 3:** Changed to reflect that AAFP dues have primacy over OAFP dues in determining membership eligibility.

**Section 3.** All members of [this organization] the Academy shall be members of the American Academy of Family Physicians. Any member of the organization who fails to apply for and obtain membership in said American Academy of Family Physicians shall be ineligible for membership in this organization.
Chapter VII: Officers

Section 1. Titles: Revised language to ensure a match with the "Directors" section in Chapter VIII.

Section 1. Titles: The officers of the Academy shall be: President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, Speaker of the Congress of Members, Vice Speaker of the Congress of Members, two (2) Delegates and two (2) Alternate Delegates to the American Academy of Family Physicians, and the Trustee Delegate to the Oregon Medical Association and six (6) Directors at Large.

Section 2. Terms of Office: Updated language to match current OMA governance structure, and apply a limit to number of terms an OMA Trustee may serve (to match the limits on AAFP Delegates/Alternates).

Section 2. Terms of Office: The President-Elect, Vice President and Secretary shall be elected for one (1) year at the annual meeting of the Academy. The Treasurer shall be elected for three (3) years, with a maximum of 3 terms. Delegates and Alternate Delegates to the American Academy of Family Physicians shall be elected for two (2) years. Delegates and Alternate Delegates may be re-elected to a second two-year term, but no individual may serve more than two terms in each position. The Delegate OAFP Trustee to the Oregon Medical Association [Delegate OAFP Trustee to the Oregon Medical Association House of Delegates] Board of Trustees shall be elected for two (2) years for a maximum of four (4) terms.

[At the first annual meeting after the adoption of these Bylaws and at each successive annual meeting, one third (1/3) of the Directors shall be elected for a three (3) year term to replace those Directors whose terms are expiring. Election of the treasurer shall be held every third year when the term of the incumbent treasurer is expiring.]

The Speaker of the Congress of Members and Vice Speaker of the Congress of Members shall be elected annually as provided in Chapter XII of these Bylaws, and each may serve no more than three (3) consecutive one-year terms.

Section 3. Succession to Office and Filling Vacancies:

Clarified language regarding filling of vacancies on the Board.

Section 3. Succession to Office and Filling Vacancies: Officers shall serve until their successors are elected and take office, provided that the President-Elect shall succeed to the Presidency at the close of the next annual meeting of the Academy after his/her election, provided
further that the. The Board of Directors shall have authority to fill any vacancy for any unexpired term through the end of that term of office.

Chapter VIII: Board of Directors

Section 1. Composition: Removed enumeration (repetition) of all Officer titles since they are stipulated in Chapter VII, Section 1. Added language to allow a Student member from ANY medical school in Oregon (to include COMP-NW), and an ex-officio Department of Family Medicine representative from any accredited medical school in Oregon.

Removed language regarding Commission on Internal Affairs (see below).

Changed terms regarding Resident representation on the Board: the new language deems representatives of the programs to be Affiliate Members, and proposes Nominating Committee will identify two voting Resident members from among Affiliate Members.

The language now stipulates that representation should rotate among all existing programs. This reduces the number of voting residents on the board from 5 to 2, but continues to offer an engagement opportunity for all residencies and ensure proportionate representation as residency programs grow in number.

Section 1. Composition. The Board of Directors shall consist of the officers of this Academy, [including the Delegates and Alternate Delegates to the AAFP Congress of Delegates and the Delegate to the OMA House of Delegates] six (6) Directors at Large, two (2) Resident members, and a one Student member from each medical school in Oregon that so wishes to designate a member.

The Chair of the [Oregon Health and Sciences University] Department of Family Medicine or his/her designee from any medical school in Oregon that so wishes to designate a member, shall be an ex-officio member of the Board and shall have no vote. If the Chairs of the Commission on External Affairs [, the Commission on Internal Affairs] or the Commission on Education are not currently members of the Board, they shall be non-voting ex-officio members of the Board for their term as Chair. Any officer of the American Academy of Family Physicians who is a member of this Academy is an ex-officio member of the Board and has the privilege of the floor and the right to vote.

The Student [Affiliate] and Resident [Affiliate] members shall each serve a term of one two (2) years [and must be elected by their program]. If a student or resident graduates before the end of their term, they must resign and the Board will fill the vacancy for the remainder of the term. [annually by each component chapter-]
Each Family Medicine residency in the state of Oregon shall be entitled to nominate one Resident and one alternate as Affiliate Directors who shall have the privilege of the floor and shall have no vote.

The two voting Resident members shall be selected by the Nominating Committee from among the Affiliate Directors from two residency programs in a rotating fashion, in a manner to be determined by the Board in consultation with the Nominating Committee. In the first year after adoption of these Bylaws, one voting representative shall serve one year; thereafter, terms of office shall be as specified above.

Section 2. Terms of Office: (New section) Clarifies terms of office and moves information from Section 7 (now stricken from that section) regarding expectation of attendance.

Section 2: Terms of Office: Directors at Large shall be elected at the annual meeting of the Academy and serve three (3) year terms. An individual Director at Large may serve a maximum of three (3) consecutive terms and may then be re-elected to the Board after an absence of at least one year.

Any Board member with three (3) unexcused absences of any regularly scheduled Board meeting will have his/her position declared vacant and the expired term may be filled until the next annual meeting by the Board of Directors.

Section 3. (formerly 2) Duties and Meetings: Removed language about Board of Censors as obsolete (note AAFP may require that this be reinstated, but unlikely). Specifies that the Board shall meet four times per year (not specifically quarterly); adds language specifically permitting electronic meetings and participation in meetings electronically.

Section 3. Duties and Meetings: The Board of Directors shall be the executive body of this Academy [and act as the Board of Censors]. The Board of Directors shall meet at least [once each quarter] four times each year. Meetings may be held via electronic means, including but not limited to teleconference and/or videoconference, in accordance with Oregon law; individual participants may take part in meetings via electronic means. Subject to action of the Congress of Members and during the interim between the meetings of the Congress, control and administration of the Academy shall be vested in the Board of Directors.

Section 4. (formerly 3) Executive Committee: Added language regarding responsibility of Executive Committee to supervise and evaluate the Executive Director (related to removal of Commission on Internal Affairs, below); adds language specifically permitting electronic meetings and participation in meetings electronically.
Section 4. Executive Committee: The Executive Committee shall consist of the President, President-Elect, Immediate Past President, Vice President, and one at-large member of the Board of Directors appointed annually by the Board of Directors at its first meeting. It 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 Board of Directors. Meetings may be held via electronic means, including but not limited to teleconference and/or videoconference, in accordance with Oregon law; individual participants may take part in meetings via electronic means. Meetings shall be called by the President, who shall serve as Chairman, and a report of the Executive Committee’s action shall be given to the Board of Directors at the first meeting of the Board of Directors following. The Executive Committee shall have the responsibility of supervision and evaluation of the Executive Director.

Section 5. (formerly 4) Annual Budget: This section is renumbered; no other changes.

Section 6. (formerly 5) Quorum: Made small language clarification.

Section 6 Quorum: A majority of the Board of Directors then in office shall constitute a quorum.

Section 7. (formerly 6) Vacancies: Struck language regarding absences and moved language to section 2 above.

Section 7. Vacancies. Vacancies on the Board of Directors may be filled by the Board of Directors, provided however, that such appointment shall terminate at the next annual meeting, at which time the Nominating Committee shall present a nominee for the unexpired term, if any.

A. [Any Board member with three (3) unexcused absences of any regularly scheduled Board meeting will have his/her position declared vacant and the expired term may be filled until the next annual meeting by the Board of Directors.]

Chapter IX

Section 1. Nomination and Election: Clarified language regarding nomination to more simply refer to Chapters VII and VIII.

At least ninety (90) days before the annual meeting, the Board of Directors shall appoint a Nominating Committee of [at least] three (3) Directors whose duties shall be to present nominations for [the offices of] members of the Academy to serve in [President-Elect, Vice President, Secretary, and one Delegate and one Alternate Delegate to the Congress of]
Delegates of the American Academy of Family Physicians, and two (2) Directors. In those years when the term of office of the Treasurer will expire a nomination for that office shall also be made by the Nominating Committee. In the years when the terms of office of the Delegate to the OMA House of Delegates will expire, nominations for those offices shall also be made by the Nominating Committee, all Officer and Director positions where the term of the current Officer or Director ends during the year of the annual meeting. Nominations shall be made for the terms of office as provided in Chapters VII [–Section 1] and VIII of these Bylaws. The two-year terms of the Delegates and Alternate Delegates to the American Academy of Family Physicians shall be staggered, those having the longest tenure in office retiring annually. No retiring member of the Board of Directors may be nominated again without first having been retired from the Board for at least one year.

Chapter XII

Section 1. Composition: Clarified which members gets the right to speak and be recognized at the Congress of Members. Note: There are now two medical schools and thus potentially 8 slots for students to vote. Similarly, 5 (soon to be 7) Residencies can each identify 2 voting members, potentially 10-14 votes. This could represent a very large bloc in the Congress.1 The Bylaws committee chose not to make changes here but calls this to the Board’s attention.

Section 1. Composition: The Congress of Members shall consist of the following individuals, all of whom shall have the privilege of the floor and the vote: Active and Life members in good standing (including Past Presidents of this Academy) present at the session(s) of the Congress; [and five] four student members elected by the family medicine student interest group at each accredited medical school in the state; [and] two resident members from each residency program in the state; and [all of whom shall have the privilege of the floor and the vote;] the members of the Board of Directors [and any Past Presidents of this Academy who are Active or Life members].

Section 3. Meetings of the Congress of Members: Modified language to permit the potential future move of Congress of Delegates away from the Spring Family Medicine Weekend (e.g., to coincide with Lobby day or leadership development event). Further planning would be required before such a proposal could be advanced.

Section 3. Meetings of the Congress of Members: The Congress of Members shall meet during the Annual Meeting of this Academy and/or at such other times and places as it may determine. Special meetings of the

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1 Here is information about registrants for prior Congresses:
2018: 64; 2017: 72; 2016: 102; 2015: 73
Congress of Members may be called by a two-thirds (2/3) vote of the Board of Directors and shall be called by the President upon the written request of any ten (10) or more active members in good standing and shall be held at such time and place as may be set forth in such call; provided, however, that notice of such meeting date shall be given by the Secretary in writing to all active members in good standing at least thirty (30) days prior to the date set for such meeting.

**Chapter XIII**

**Section 3. Appeal:** Simplified language regarding appeals as it described process regarding decisions made by constituent chapters of OAFP (of which there are none).

**Section 3. Appeal.** [If any member of this Academy shall be disciplined by any component chapter, the Secretary of the component chapter shall forward the record of the disciplinary proceedings to the Secretary of this Academy; such record consisting of a copy of the charges against the member, notices to the accused to appear, any answer of the accused, record of the hearing, if any, documentary evidence, briefs, if any, copy of the action taken against the accused and all other material desired by the Board of Directors of the Academy of the accused. Thereafter, the Board of Directors of the Academy shall proceed to consider the matter on appeal, using the same procedure set forth under Section 1, Chapter XIII for notifying the accused, hearing, and other procedure as through the charges were originally filed with this Academy.] If any member of this Academy shall be disciplined, the accused shall have the right to appeal to the American Academy of Family Physicians as set forth in the Bylaws of that Academy.

**Chapter XV**

Edited to reflect removal of Commission on Internal Affairs (proposed below).

**Section 1.**

There shall be [three] **two** Commissions of the Academy

Modified 1.A to include mention of newer medical school.

**Section 1.A:**

A. **Commission on External Affairs.** The Commission on External Affairs shall consist of three (3) or more members. The Chair shall be appointed by the President annually and approved by the Board of Directors. If the Chair is not currently a member of the Board of Directors, he/she will be appointed to the Board as a non-voting ex-officio member for their term as Chair. The other members of the
Commission will be appointed by the Chair. The function of this Commission shall be to oversee the Academy’s interaction with external entities which may have an impact on family practice or family physicians in the state, including but not limited to the United States Congress; the College of Osteopathic Medicine of the Pacific Northwest; the Oregon Legislature, agencies of the State of Oregon; the general public; the Oregon Health Sciences University; the Oregon Medical Association and other specialty societies.

Section 1.B: Now stricken; the work of this commission is largely done by the Executive Committee and staff.²

[B. Commission on Internal Affairs. The Commission on Internal Affairs shall consist of three (3) or more members. The Chair shall be appointed by the President annually and approved by the Board of Directors. If the Chair is not currently a member of the Board of Directors, he/she will be appointed to the Board as a non-voting ex-officio member for their term as Chair. The other members of the Commission will be appointed by the Chair. The function of this Commission shall be to oversee the internal operations of the Academy with the advice of the Treasurer, including but not limited to personnel matters, operation of the Academy office, acquisition of equipment and communication with members.]

Chapter XVII

Section 4. Annual Report: Modified language to specify that the Treasurer/Staff present the balance sheet, etc. to the Board, clarifies availability to members.³

Section 4. Annual Report. The [Directors] Executive Director and/or Treasurer shall cause to be presented to the [members] Board of Directors not later than [four] six (6) months after the close of the fiscal year, a balance sheet, as of the closing date of such fiscal year, together with a statement of the income and profit and loss for such fiscal year. Such financial statement shall be certified to by a public accountant and shall be made available to any member of the Academy upon written request of the Executive Director or President.

The Board recommends adoption of these proposed Bylaws amendments.

² The annual report delivered to the Congress from this Commission could be replaced by an Executive Director’s report to the Congress, or an Executive Committee’s Report. or abandoned.

³ An annual report is given to the Congress each year by the Treasurer but this is beyond the timeframe that has been stipulated here; we can consider publishing a summary/dashboard for the membership in the Fall issue of the magazine. That might be earlier than the Accountant’s review but would still be pretty close to final.