# TEXAS ACADEMY OF FAMILY PHYSICIANS

# BYLAWS

(Revised November 2025)

## Chapter I. Name

The name of this organization shall be the Texas Academy of Family Physicians (TAFP) hereinafter referred to as the Academy. The Academy is chartered under the laws of the State of Texas.

## Chapter II. Affiliation

The Academy is a constituent chapter of the American Academy of Family Physicians (AAFP). No rules, regulations, or policies of this organization shall be in conflict with those of the American Academy of Family Physicians. In the event of conflict, the Bylaws of the AAFP shall prevail.

## Chapter III. Vision Statement

The Texas Academy of Family Physicians empowers family physicians to play a robust role in health care for their patients and their communities.

## Chapter IV. Mission Statement

The mission of the Texas Academy of Family Physicians is to promote the health of all by serving the needs of members and advancing the specialty of family medicine.

## Chapter V. Goals and Purposes

To support the vision and mission statement the goals of this organization include:

1. To establish, maintain and promote an organization of family physicians.
2. To promote and maintain the highest professional standards of family medicine.
3. To promote public awareness of family medicine.
4. To promote the science and art of medicine and surgery.
5. To preserve the right of the patient to choose a physician.
6. To preserve the right of the family physician to engage in medical and surgical procedures for which he/she is qualified by training, expertise, and/or demonstrated ability.
7. To provide and assist in providing CME courses for family physicians and general practitioners, and to encourage participation in such training.
8. To promote the availability of high-quality family medicine residency programs to provide competent family physicians for every Texas citizen.
9. To encourage men and women to choose family medicine as a career and assist them in achieving this goal.
10. To assure the responsibility of public advocacy in health-related matters.
11. To promote and improve the public health.
12. To serve as a public advocate for our members.

## Chapter VI. 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 their local chapter. In the event of conflict, the Bylaws of the AAFP shall prevail.

**SECTION 1. ACTIVE MEMBERS**

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

**SECTION 2. RESIDENT MEMBERS**

A resident member may vote in Academy and component chapter affairs, may hold component chapter office under provisions of individual component chapter bylaws, and may address the membership but may not hold state office. At the option of the resident and the component chapter where the resident resides, he/she may become a member of the component chapter. However, membership in a component chapter shall not be required.

**SECTION 3. INACTIVE MEMBERS**

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

**SECTION 4. 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.

**SECTION 5. SUPPORTING MEMBERS**

A supporting member shall not vote or hold office in the Academy but may address the membership and serve on committees.

**SECTION 6. LIFE MEMBERS**

A life member may vote, serve on committees, and address the membership but shall not hold office.

**SECTION 7. STUDENT MEMBERS**
A student member shall not vote nor hold office in the Academy but shall have the privilege of addressing the membership and serving on committees. However, one student may be elected to the Board of Directors.

**SECTION 8. UNIFORMED SERVICES ADJUNCT MEMBERS**
Members of the Uniformed Services Constituent Chapter of the AAFP may be designated Uniformed Services Adjunct Members of the Texas Academy, without the right to vote or hold office, upon application to the Board of Directors.

**SECTION 9. TRANSITIONAL MEMBERS**
A Transitional Member shall not vote nor hold office in the Academy but shall have the privilege of addressing the membership and serving on committees.

**SECTION 10. MEMBERSHIP AGREEMENT**
Acceptance of membership in this Academy shall constitute an agreement by each member to comply with the Bylaws and to recognize the Board of Directors as the sole judge of the right to be or remain a member, provided, however, that the membership in this Academy is conferred by virtue of membership in a component chapter. The Board of Directors shall be the judge of the member's right to be or remain a member of the Academy. All right, title, and interest, both legal and equitable, of the members in and to the property of this organization shall terminate in the event of any or either of the following: (a) expulsion of the member; (b) striking the name from the roll of members; (c) death; (d) resignation.

**SECTION 11. 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, who is duly licensed to practice medicine, and who has met the applicable CME requirements during the period of the preceding three years as set forth in the AAFP Bylaws.

**SECTION 12. TRANSFERS**
Transfer of membership from one constituent chapter to another shall be subject to what is outlined in the AAFP Bylaws.

## Chapter VII. Ethics

**SECTION 1. PRINCIPLES**
The principles of ethics of this organization shall be those of the American Academy of Family Physicians and the American Medical Association. The American Academy of Family Physicians' Congress of Delegates, on a two-thirds vote, may adopt policies or positions relating to ethical issues even though such policies or positions are in addition to or contrary to the Principles of Medical Ethics of the American Medical Association. Absent such specific action by the Congress of Delegates, the Principles of Medical Ethics of the American Medical Association, as they now or hereafter may provide, shall be the principles of ethics of this organization.

**SECTION 2. VIOLATION OF PRINCIPLES**
If any member has violated the principles of medical ethics or the Bylaws of this Academy, or is otherwise guilty of conduct justifying censure, suspension, or expulsion from this organization, any member may bring charges against him/her. Charges must be in writing and signed by the accuser(s) and must specify the acts and/or conduct.

Charges must be filed with the TAFP President. At the first meeting of the TAFP Board of Directors held after the filing of charges, the charges must be presented to the Board. The Board shall consider the charges and shall either dismiss them or proceed within 30 days.

If the Board fails to dismiss the charges, it shall, within 15 days, serve the charges to the accused through registered mail to the last known address of the accused. The Board shall also fix a time and place for hearing the charges and the accused shall be notified of the time and place in the same manner as the serving of the charges. The hearing shall not be less than 15 days or more than six months after serving of charges.

The accused may answer in writing but failure to do so shall not be an admission of guilt or a waiver of the accused right to a hearing. The Board shall give the accuser and the accused opportunity to be heard, including oral arguments, and the filing and consideration of written briefs, conclude the hearing and within 30 days render a decision. The affirmative votes of the majority of the Board members present and voting shall constitute the verdict of the Board which by such vote may exonerate, censure, suspend, or expel the accused member. The decision of the Board shall be signed by the Board Chair and the Parliamentarian of the Academy. No member of the Board not present for the entire time of the hearing shall be entitled to vote.

Censure shall mean a reprimand by the chair of the Board of Directors administered to the accused in the presence of the Board. No member shall be suspended for more than one year and at the expiration of the period of suspension shall be reinstated to membership upon application and the payment of dues accrued during the period of suspension. The decision of the

Board of Directors shall be final, except as provided hereafter.

**SECTION 3. APPEALS**
Any member of the TAFP Chapter who has been censured, suspended, or expelled may appeal such action within six months after notice is given by their chapter to the Board of Directors of the AAFP.

## Chapter VIII. Component Chapters

**SECTION 1**
Component Chapters consisting of counties or regional areas may be chartered by the Academy and their bylaws shall not be in conflict with the Bylaws of the Texas or American Academy of Family Physicians. One Uniformed Services Component Chapter and one Resident Component Chapter may be established for the state, subject to the same rules as other component chapters.

**SECTION 2**
Upon petition of 10 or more members of the Academy residing in a county or regional area, the Board of Directors may issue a charter for a component chapter. Such charters shall be in a form approved by the Board of Directors.

**SECTION 3**
Petitions for a component chapter shall be accompanied by the proposed bylaws for the chapter. No charter shall be issued until bylaws are approved by the Board of Directors of the Academy. The members of the component chapter shall be those to whom a charter is issued and such additional people who are elected to membership thereafter. A member may join or transfer his or her membership to another component chapter that offers a closer community of interest.

**SECTION 4**
Approval by the Board of Directors of the TAFP is necessary for expansion of an existing component chapter to include a contiguous county in such chapter.

**SECTION 5**
Any component chapter chartered by the TAFP may be suspended or revoked by the Board of Directors: (1) in the event of any action deemed to be in conflict with the Bylaws, (2) in the event of its failure to comply with all of the requirements of these Bylaws, or (3) with any failure to comply with any lawful requirement of the Board of Directors or officers of this Academy, or of the AAFP. Procedures shall be in accordance with Chapter V, Section 8, of the AAFP Bylaws. Component chapters are separate incorporated or unincorporated associations and unless there is a properly executed agreement, TAFP is neither explicitly nor by implication the guarantor of the debts of a component chapter. TAFP does not have the authority to approve, disapprove or veto any actions of a component chapter unless such action violates the provisions of the TAFP or AAFP Bylaws.

**SECTION 6**
Component Chapter Inactivity: When a component chapter exhibits evidence of inactivity such as failure to hold meetings, failure to send delegates to the Member Assembly, or failure to elect officers for a period of three years, the Board of Directors may request that a contiguous component chapter annex all or part of the inactive chapter to produce a larger, consolidated chapter. Such action is not to be considered as penalizing the inactive chapter, but to allow the membership in such chapter a voice and representation in the affairs of the Texas Academy of Family Physicians. Should a component chapter request dissolution, each member will be polled for their approval. If there is a majority, each member will be assigned to the selected component chapter of their closest community interest.

## Chapter IX. Dues

**SECTION 1**
Dues of the Academy will be set and can be changed by a two-thirds vote of the Board of Directors.

**SECTION 2**
It is mandatory that dues and assessments to the AAFP be current to be qualified for membership in the TAFP.

**SECTION 3**
Membership dues shall be payable in advance on January 1 each year. Membership dues shall be payable in accordance with the AAFP's bylaws and procedures.

**SECTION 4**
Any member whose dues are unpaid at the time of any annual business meeting shall be ineligible to vote or hold office. Any member who pays dues on a calendar year basis shall be considered delinquent if his/her dues are unpaid as of the date set by AAFP for receipt of dues and shall be removed from membership in accordance with the AAFP bylaws and procedures. Upon completion of residency or extended training, such a member may apply for active membership and may hold such membership for the remainder of the calendar year without paying the standard dues for this category.

## Chapter X. Annual Business Meeting

**SECTION 1**
A business meeting of this organization shall be held annually at a time and place to be determined by the

Board of Directors and shall be announced at least 60 days prior to the date. This meeting shall be presided over by the President, and the Chief Executive Officer/Executive Vice President of the association shall be the secretary of the meeting.

**SECTION 2**
Functions of the annual business meeting shall be: (1) to adopt or reject proposed changes in the Bylaws; (2) to act upon annual reports by officers and committees, which are summarized and given by the President; and (3) to act on business specifically referred by the Board of Directors. The delegates to the Assembly may, by majority vote, approve referenda for submission to the members of TAFP on questions affecting the policy or recommendations of the Academy.

**SECTION 3**
Any member of the Academy in good standing may submit a resolution to the Board of Directors for consideration at the annual business meeting and to be published on the Academy website prior to the annual meeting, provided: (1) the resolution is signed by five other members in good standing, and (2) it is sent to Academy headquarters at least 60 days prior to the annual business meeting.

**SECTION 4**
Resolutions not meeting the requirements specified will be introduced only if a copy is submitted in writing to the presiding officer, and only if consent to consider the resolution is voted by a majority of the members present and voting.

**SECTION 5**
Fifty members shall constitute a quorum at the annual business meeting or any special meeting. Active members in good standing whose dues are paid in full for the calendar year shall be eligible to vote.

## Chapter XI. Member Assembly

**SECTION 1**
A Member Assembly shall convene at least annually to review policy and direction implemented by the Board of Directors, Executive Committee, and committees of the Board. The Assembly shall elect officers, Delegates to the AAFP, and the TAFP Board of Directors, and act on business specifically referred by the Board of Directors. In addition, the delegates to the Assembly may, by majority vote, approve a referendum for submission to the members of TAFP on questions affecting the policy or recommendations of the Academy. Any member in good standing may attend the Member Assembly. Voting shall be limited to the members specified in Section 2.

**SECTION 2**
The Member Assembly shall be composed of all members of the TAFP Board of Directors, delegates from local chapters, delegates selected by the Residency Network and the Family Medicine Interest Group Network.

**SECTION 3**
Local chapters having between one and 49 active members shall be entitled to one delegate and one alternate delegate. Local chapters having between 50 and 99 active members shall have two delegates and two alternates. Chapters with 100 to 199 active members shall have three delegates and three alternates, and for each additional 100 active members, chapters shall be entitled to one additional delegate and alternate delegate. The actual number of delegates and alternates shall be based on the official membership rolls for TAFP as of June 1 each year.

Chapters shall elect their own delegates in a method of their choosing. Chapters must submit their names for delegates and alternates six weeks prior to the Annual Session. After the chapter deadline, a call for representatives shall be sent electronically to members in chapters with unfilled delegate or alternate positions. A member wishing to fill an open seat must notify TAFP in writing four weeks prior to the meeting and be properly credentialed. If more members are interested in representing a chapter than there are delegate seats, the date that TAFP receives notification from the member shall determine the representatives. The term of office of each delegate and alternate shall be one year and they can succeed themselves.

**SECTION 4**
The Residency Network shall select two delegates and two alternates at least 60 days prior to the beginning of the Annual Session to serve in the next Member Assembly. The term of office of each delegate and alternate shall be one year and they can succeed themselves.

**SECTION 5**
The Family Medicine Interest Group Network shall select two delegates and two alternates at least 60 days prior to the beginning of the Annual Session to serve in the next Member Assembly. The term of office of each delegate and alternate shall be one year and they can succeed themselves.

**SECTION 6**
To be seated, a delegate must be in good standing in the Academy.

**SECTION 7**
Thirty voting members of the Member Assembly shall constitute a quorum at any convening.

**SECTION 8**
Each delegate to the Member Assembly shall have one vote. Should a TAFP member in good standing not serving on the Assembly wish to have the privilege of the floor, they must petition the presiding officer and obtain permission to address the Assembly, but they shall have no right to vote.

## Chapter XII. Board of Directors

### SUB-CHAPTER I. Policy and Procedure

**SECTION 1**
The control and administration of the Academy shall be vested in a Board of Directors, hereinafter called the Board. The Board shall be composed of the Academy President, President-Elect, Treasurer, Parliamentarian, Immediate Past President, Delegates to the AAFP, four at-large directors, two new physician directors, one advocate for diversity director, one resident director, and one medical student director.

**SECTION 2**
The student and resident directors shall be nominated from among the student and resident membership of the Academy, respectively. The Family Medicine Interest Group Network and the Residency Network shall select members in good standing at least 60 days prior to the beginning of the Annual Session to recommend candidates for those director positions. They shall be elected by the Member Assembly and begin serving at the conclusion of the Annual Session. The term of office shall be one year, and they may succeed themselves.

**SECTION 3**
Two new physician directors shall serve staggered two-year terms. New physician directors must be active members in good standing who are less than seven years out of residency training at the time of their election to the position. The Nominating Committee shall recommend a new physician director at least 60 days prior to the beginning of the Annual Session, and they shall be elected by the Member Assembly and begin serving at the conclusion of the Annual Session. The term of office shall be two years. There shall be a limit of one term for the new physician position on the TAFP Board of Directors. Members having completed their terms as the new physician director would be allowed to serve on the Board in another capacity.

**SECTION 4**
The advocate for diversity director must be an active member in good standing. The Nominating Committee shall recommend an advocate for diversity director at least 60 days prior to the beginning of the Annual Session, and they shall be elected by the Member Assembly and begin serving at the conclusion of the Annual Session. The term of office shall be two years, and they may succeed themselves. There shall be a limit of two consecutive terms for the advocate for diversity position on the TAFP Board of Directors. Members having completed two consecutive two-year terms as the advocate for diversity director would be allowed to serve on the Board in another capacity. Such members would also be eligible to serve as the advocate for diversity director again after a minimum of a two-year hiatus.

**SECTION 5**
The four at-large directors shall serve two-year terms with two directors elected each year. All at-large directors must be active members in good standing. The Nominating Committee shall nominate them at least 60 days prior to the beginning of the Annual Session, and they shall be elected by the Member Assembly and begin serving at the conclusion of the Annual Session. They may serve up to two consecutive terms.

**SECTION 6**
Seven members of the Board of Directors shall constitute a quorum. An excused absence of a director, submitted in writing, shall count toward the quorum.

**SECTION 7**
The Board shall meet at the time of the Interim and Annual meeting and at such other times as may be set by the Board of Directors.

**SECTION 8**
Each member of the Board of Directors shall have one vote. Action taken by a mail or electronic ballot in which a majority of Board members indicate their agreement in writing or during a virtual meeting shall constitute a valid action of the Board if reported at the next regular meeting or via meeting minutes or ballot summary.

**SECTION 9**
Members of the Board of Directors who are absent from two consecutive Board Meetings shall be dropped from the Board unless excused for a reason acceptable to the Board.

**SECTION 10**
The officers of the Academy shall be President, Treasurer, President-Elect, Immediate Past President, and Parliamentarian. The Immediate Past President shall serve as Chair of the Board and shall not be eligible to succeed himself/herself. The powers, duties, terms of

office, and method of election of officers shall be set forth in these Bylaws.

**SECTION 11**
The Nominating Committee shall prepare nominations for officers, directors, and Delegate and Alternate Delegate to the AAFP Congress of Delegates at least 60 days prior to the beginning of the Annual Session.

Nominations may not be made from the floor for any position at the Annual Session Member Assembly. A Delegate or Alternate to the Congress of Delegates of AAFP may hold another elected or appointed office. Any additional Delegates from the Texas Chapter to AAFP may be elected at the Annual Session Board of Directors meeting without further amendment of the Bylaws.

**SECTION 12**
Component Chapter Nominations – A component chapter may nominate any active member for the elected positions of the Academy. This nomination must be submitted in writing to the President at least 60 days prior to the beginning of the Annual Session. If a component chapter is inactive, five members in good standing of that component chapter may submit a nomination. The President will notify the Board of Directors of all nominations for all elected positions at least 45 days prior to the beginning of the Annual Session.

**SECTION 13**
Board Elections shall be by majority vote of the credentialed delegates to the Member Assembly.

**SECTION 14**
All candidates for office in this Academy shall be active members in good standing. If a nominee becomes ineligible or unable to serve before the election, the Board of Directors in consultation with the Nominating Committee may replace them on the ballot.

**SECTION 15**
Board Chair: If a vacancy exists in the office of Immediate Past President, it shall be filled by a majority vote of the Board from among the remaining duly elected Board members.
President: If a vacancy exists in the office of president due to death, resignation, or for any reason the president shall be unable or unqualified to serve, the President-Elect shall succeed to the office for the unexpired term. The duration of the term for the individual filling that position would be determined by the Board.

Other Vacancies: If a vacancy exists for any officer position or elected member of the Board of Directors, unless within 90 days preceding the Annual Meeting, it may be filled with a vote by the Board of Directors.

**SECTION 16**
The Board shall control all properties and monies of the Academy and shall manage its financial affairs after the manner and with the usual authority of boards of directors under Texas state law. The Board will supervise all publications of the Academy. All resolutions or recommendations pertaining to the expenditure of money must be approved by the Board.
The Board shall fix the salaries of the Academy's salaried employees. The Board may appoint special committees to aid in the discharge of its duties.

**SECTION 17**
The Board may delegate any of its duties and authority to the Executive Committee as provided in Sub-Chapter II.

## Sub-Chapter II. Executive Committee Duties and Terms of Office

**SECTION 1. MEMBERS OF EXECUTIVE COMMITTEE**
There shall be a six-member Executive Committee of the Board composed of: the President, who also serves as Chair; President-Elect; Treasurer; Immediate Past President; the Parliamentarian; and one at-large director elected by the Board of Directors. Terms shall be in conjunction with the elected position terms for President, President-Elect, Treasurer, Immediate Past President, and the Parliamentarian. The at-large director shall be elected by the Board at the Annual Session and shall serve until the next Annual Session.

**SECTION 2. PURPOSES OF THE EXECUTIVE COMMITTEE**
The Executive Committee, by a vote of its members, shall have full authority to act for and on behalf of the Board of Directors on such matters as determined by the Board or whenever the business of the Academy demands prompt action in the interim between meetings of the Board or when it is impracticable or impossible to convene the Board of Directors.

The Executive Committee will also be responsible for evaluating and making recommendations to the Board concerning the internal affairs of the Academy. These affairs include among other items: personnel problems, major staffing selections and changes, performance reviews, annual salary review of the Chief Executive Officer/Executive Vice President and review of employee benefit plans. The Executive Committee will be available to the CEO/EVP to discuss any items necessary. The Executive Committee will decide at any time when the expertise of an Internal Affairs

Commission is necessary and call that commission in at that time.

**SECTION 3. EXECUTIVE COMMITTEE MEETINGS**
Meetings of the Executive Committee shall be held at the call of the chair. A report of its actions shall be given by the Executive Committee to the Board of Directors at the following Board meeting for approval. A majority shall constitute a quorum.

## SUB-CHAPTER III. Elected Positions

**SECTION 1. PRESIDENT**
The President shall be the chief elected officer and shall have the general supervision and will also control the business affairs of the organization subject to the approval of the Board or the Executive Committee. The President shall be an ex-officio member of all committees and shall appoint all standing committees, subject to Board approval and by authority of the Board shall appoint all special committees. His or her term of office shall begin at the conclusion of the first ensuing Annual Session meeting following the Annual Session meeting at which his/her election occurs as President-Elect and expires at the conclusion of the next Annual Session meeting, when his/her successor is seated. He/she shall not be eligible to succeed himself/herself.

**SECTION 2. PRESIDENT-ELECT**
The President-Elect shall be a member of the Board and ex-officio member of all committees and shall preside at meetings of the Academy in the absence of the President. He/she shall succeed to the office of the President at the conclusion of the first Annual Session meeting following the Annual Session meeting at which his/her election occurred and shall expire at the conclusion of the next Annual Session meeting, or when his/her successor is elected.

**SECTION 3. IMMEDIATE PAST PRESIDENT**
The Immediate Past President shall serve as Chair of the Board of Directors for a period of one year following his/her term as President; such term is to begin at the conclusion of his/her term of office and end at the conclusion of the following Annual Session meeting.

**SECTION 4. TREASURER**
The Treasurer shall become upon election a member of the Board and Chair of the Finance Committee. He/she shall be the custodian of all Academy funds and shall, in such amounts as the Board may require furnish bond, the premium of which shall be paid by the Academy. He/she shall perform the duties which the office ordinarily connotes. He/she will meet with the Chief Executive Officer/Executive Vice President and the financial manager as a Financial Oversight Committee at least four times annually. He/she shall be elected for a one-year term beginning at the conclusion of the Annual Session meeting at which he/she is elected and may succeed himself/herself. In the event of a vacancy in the office of Treasurer, the Executive Committee, by majority vote, shall appoint a successor to serve until the next Annual Session.

**SECTION 5. PARLIAMENTARIAN**
The Parliamentarian shall upon election become a voting member of the Board of Directors. His/her duties shall be to inform the officers of proper parliamentary procedures, according to the current edition of the American Institute of Parliamentarians He/she shall be elected for a one-year term beginning at the conclusion of the Annual Session meeting at which he/she is elected and may succeed himself/herself.

**SECTION 6. AAFP DELEGATES**
The term of office of a Delegate to AAFP shall not exceed two consecutive two-year terms. The term of the office of Alternate Delegate to AAFP shall not exceed two consecutive two-year terms. The terms of the TAFP Delegates and Alternate Delegates to the AAFP will begin and end at the conclusion of the TAFP Annual Session. The Board of Directors may by majority vote waive the term limit for Delegates and Alternate Delegates to AAFP if deemed necessary.

## SUB-CHAPTER IV - Appointed Positions

**SECTION 1. COORDINATOR OF PRECEPTORSHIP PROGRAMS**
The Coordinator of Preceptorship Programs shall be appointed by the President and confirmed by the Board. He/she shall have the responsibility of supervising student preceptorships with members.

**SECTION 2. INTER-SPECIALTY SOCIETY COMMITTEE APPOINTMENT**
The Academy's representative and alternate representative to the Inter-Specialty Society Committee of the Texas Medical Association shall be recommended by the Nominating Committee and confirmed by the Board. He/she shall have the responsibility of reporting the activities of the Inter-specialty Society Committee of the Texas Medical Association to the Board. He/she shall be appointed for a term not to exceed three years. However, he/she may succeed himself/herself without limits.

**SECTION 3. CHIEF EXECUTIVE OFFICER/EXECUTIVE VICE PRESIDENT**
The Board of Directors shall appoint a Chief Executive Officer/Executive Vice President for a term and stipend

to be fixed by the Board. He/she shall under the direction of the Board of Directors perform such duties as the title of office ordinarily connotes, and such duties of the Treasurer may be assigned to him/her by the Board. He/she shall keep an accurate record of meetings and transactions of the annual business meetings and the meetings of the Board. He/she shall serve as secretary to these bodies. He/she may or may not be a member of the Academy and shall not be entitled to vote.

## Chapter XIII. Standing Committees

**SECTION 1. GENERAL DEFINITION**

A screening committee of the Board chaired by the incoming President will appoint, subject to the approval of the Board, a Bylaws Committee and a Finance Committee. The Board of Directors shall determine the composition of these bodies and their function shall be established in other sections of these bylaws and shall be determined by the Board of Directors and published in the "Policy and Procedures Manual." In addition, the Board of Directors may appoint such additional committees, or similar organizational entities known as councils/committees to assist the Board of Directors as it deems appropriate. The composition and functions of such additional committees, or organizational entities shall be as determined by the Board of Directors and published.

Three active members of a council/commission will constitute a quorum for any council/commission.

A screening committee of the Board chaired by the incoming President, subject to Board approval, shall appoint the chair of the committee. No member may serve as chair of any specific committee for more than three years and members of committees are not considered officers. Resident or student members may be appointed to committee membership for a one-year term but not to exceed three appointments to the same committee.

Any committee chair or member who fails twice in succession to attend meetings of his/her committee shall be dismissed from the committee unless he/she submits an acceptable excuse. A chair must submit his/her excuse to the President and a member must submit his/her excuse to the chair of that committee.

**SECTION 2. COMMITTEE DESCRIPTIONS**

### Bylaws Committee

a) This Committee shall consist of a Chair and five or more other members. A resident member and a non-voting student member may be appointed for a one-year term.
b) One-third of the members shall be appointed annually, each for a term of three years.
c) Duties of this committee shall include studying the Bylaws and making recommendations for changes, deletions, modifications, and interpretations after consideration to submitted proposals.

### Finance Committee

a) This Committee shall consist of the Treasurer of the Texas Academy, as Chair, and four or more other members. A resident and a student member may be appointed for a one-year term.
b) One-third of the members shall be appointed annually, each for a term of three years. The Chief Executive Officer/Executive Vice President shall serve as ex-officio, non-voting member of this Committee.
c) This Committee shall supervise the Academy's fiscal accounts, submit an annual budget for Board approval and arrange an annual fiscal audit.

### Nominating Committee

a) This committee shall consist of nine members, each with terms of three years.
b) One-third of the members shall be appointed annually.
c) One member will be appointed by the Board of Directors and two will be elected by the Member Assembly annually.
d) The chair shall be elected annually by the Committee from the Committee's membership.
e) No member of the Nominating Committee can be a candidate for a position under consideration by the committee. Any committee member who wishes to apply for such a position should resign 90 days prior to being considered by the committee.
f) The purpose of this committee shall be to:
    i) Present nominations for the office of President-Elect, Treasurer, one Delegate and one Alternate Delegate to the Congress of the AAFP.
    ii) Present nominations for the Board of Directors.
    iii) Make suggestions to the President regarding appointments to the AAFP, Texas, and American Medical Associations, other state committees, and any other appointments, which may be requested.
    iv) Evaluate the job performance and attendance of elected TAFP officers and delegates.

### Other Committees

Special committees or task forces may be appointed by the President. They shall be reviewed annually and when their assigned task is completed and their report is received by the Board, they shall be dissolved.

## Chapter XIV. Notice of Meetings

**SECTION 1**

Notice of general or special meetings shall be given by the Chief Executive Officer/Executive Vice President to all members at least 30 days prior to the date of the meeting, either by letter mailed to each member's address or by publication.

**SECTION 2**

Special meetings may be called by the Board or the President. Special meetings shall be called by the Chief Executive Officer/Executive Vice President upon written request of 10 or more members, at a place and time determined by the Board.

**SECTION 3**

Fifty members shall constitute a quorum at any general or special meeting of the Academy.

## Chapter XV. Inspection of Records

The minutes of the proceedings of the Board of Directors, the membership registry, and the ledgers of fiscal account shall be open to inspection upon the written demand of any member at any reasonable time, (during regular business hours), for any purpose reasonably related to the member's interest as a member and shall be produced at any time when requested by 10 percent of the members present at any general or special meeting. Demand of inspection, other than at a meeting of the members, shall be in writing to the President or to the Chief Executive Officer/Executive Vice President of the Academy.

## Chapter XVI. Rules of Order

In all matters not covered by the Texas Academy of Family Physicians' constitution, bylaws, and standing rules, the Texas Academy of Family Physicians shall be governed by the current edition of the *American Institute of Parliamentarians Standard Code of Parliamentary Procedure.*

## Chapter XVII. Amendment of Bylaws

Any two or more members may propose Bylaws or amendments to Bylaws. Such proposals or amendments shall be submitted to the Chief Executive Officer/Executive Vice President of the Academy at least 100 days prior to the annual business meeting of the Academy. Notice shall be given by the Chief Executive Officer/Executive Vice President at least 30 days prior to the meeting. Publication of the amendments in the official publication of the Academy shall be considered notice to the members. An affirmative vote of at least two-thirds of the members present and voting at the annual business meeting shall constitute adoption. Amendments shall take effect immediately upon adoption unless otherwise specified. Amendments shall be subject to review by the AAFP Board of Directors.

## Chapter XVIII. Conflict of Interest

All TAFP officers, directors, commission/committee members or members of similar organizational entities may be asked to sign a Conflict of Interest Statement approved by the Board of Directors.