

BYLAWS
OF
ASSOCIATION OF DEPARTMENTS OF FAMILY MEDICINE

(A District of Columbia Nonprofit Corporation)

Revisions Approved February 19, 2025

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, Canada, and elsewhere;
- (b) To further the efficient and effective operation of academic family medicine entities, including departments, divisions, and sections of Family Medicine, for the benefit of faculty, trainees, administrators, staff, patients and communities;
- (c) To support research and scholarship within and among our members.

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 a department, division, or section of Family Medicine (or an entity with functions and purposes similar to departments of family medicine) in educational institutions within the United States, Canada, or elsewhere. For each member, the Chair, or equivalent, is the representative to participate in the affairs of the organization unless another individual is designated by the Chair. The Senior Department Administrator is eligible to participate in the organization as designated by the Chair.

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 these Bylaws, and the Board of Directors shall establish procedures by which it will review and accept applications for membership.

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

Section 2. Special Meetings. Special meetings of the Members may be called either by the President or the Board of Directors or by petition of twenty percent (20%) 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 Members and for any special meeting of 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 Member not less than ten (10) days before the date of such meeting by the Executive Director, Communication Chair (or other officer) at the direction of the President or their designee. In the case of a special meeting or when otherwise required by statute or by these Bylaws, 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's 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 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 provisions of the law of the District of Columbia, the Articles of Incorporation, or these Bylaws. If a quorum is not present within one (1) hour of any meeting of Members for which due notice has been given, a majority of the members present may adjourn the meeting without further notice.

Section 6. Voting. Voting at membership meetings may be in person or by proxy with each voting member having a single vote. A majority of those voting in person or by proxy where a quorum is present carries an action. Members may vote on matters presented by the Board of Directors where the votes are submitted in writing by postal or other delivery or by electronic means.

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 Corporation.

Section 2. Number, Tenure and Qualifications. There are at least 13 directors with full voting rights, composed of the following:

Elected positions (7-8):

- The officers of the Corporation, including President, President-Elect, Immediate Past President, Communication Chair and Treasurer (see Article V1. Section 1); and
- Members-at-large (2-3, 2-year term).

Non-elected (appointed) positions (6+):

- Representative(s) of the Council of Faculty and Academic Societies (1-2, 3-year term, eligible for reappointment);
- the Chairs of ADFM committees created by the Board (usually 6, 2-year term, eligible for reappointment);
- the Annual Conference Program Chair for that year (1, 1-year term);
- Representatives from the Administrators' Steering Committee (2, 2-year term for each with alternating years); and
- a public member (1, 3-year term, eligible for reappointment to a second term)

Additionally, the Executive Director shall serve as an ex officio, nonvoting member of the Board of Directors.

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 Board Chair if the Board fails to so designate, provided that one such meeting is to be held during the first six (6) months and one during the last six (6) months of each calendar year. The Board of Directors may provide by resolution or assign to the Board Chair 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. Additionally, the Board may also meet virtually whereby all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting. Action by the Board of Directors outside of a meeting may be taken by electronic vote. A written record shall be made of action taken via teleconference meetings and via electronic voting.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, Board Chair, or two (2) or more of the Directors.

Section 5. Notice. Notice of any meeting of the Board of Directors shall be given at least five (5) days prior thereto by written notice delivered personally or sent by mail or electronic mail to each Director at their address 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 Bylaws.

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. If less than a majority of the Directors are present at 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 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 or her successor is elected at the next Annual Meeting of Members. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. 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 Members. If due to a vacancy, the President is also serving in the position of Board Chair, the President will designate someone else to serve as Nominations Committee Chair, preferably a former Nominations Committee Chair if possible.

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. Committees. 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. The Board may appoint ad hoc committees or task forces as deemed necessary.

Section 10. Council of Faculty and Academic Societies. The Board of Directors shall appoint one or two (1-2) representatives to the Council of Faculty and Academic Societies (CFAS) of the Association of American Medical Colleges (AAMC). The term of office of CFAS representative(s) shall be three (3) years, with option for another three-year term. Representative(s) to CFAS shall serve on the Board of Directors of the Corporation during their terms of appointment.

Section 11. Removal. A member of the Board of Directors may be removed by a three-quarters (3/4) vote of the Board, with the Director proposed to be removed not voting, and if that Director is provided with advance written notice including the reason for the proposed removal, an opportunity to contest the proposed removal in writing or in person at a meeting of the Board, and final written notice of the Board's decision.

Section 12. Conflict of Interest. The Board of Directors shall adopt and enforce effective conflict of interest policies which will require the prompt disclosure of any actual or potential conflict of interest on the part of Directors, Officers, and employees of the Corporation. Such policies shall provide that all Directors, Officers, and employees whose positions might place them in conflict of interest situations shall be obligated to promptly disclose any such situation and to annually submit a conflict of interest disclosure statement to the Board of Directors.

ARTICLE VI OFFICERS

Section 1. Officers. The officers of the Corporation shall be the President, President-Elect, Immediate Past President/Board Chair Communication Chair and Treasurer.

Section 2. Officeholder Continuations. Two or more offices of the Corporation may not be held by the same person with the exception of a temporary overlap due to an unexpected vacancy as described in Article V, Section 7.

Section 3. Election and Term of Office. The President-Elect will serve a term of one (1) year which shall begin at the conclusion of the Annual Meeting of Members at which they are elected. The following year this individual moves into the role of President for one (1) year and then Immediate Past-President/Board Chair for one (1) year. The Communication Chair and Treasurer will each serve a term of two (2) years which shall begin at the conclusion of the Annual Meeting of Members at which the officer is elected. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

The Board will appoint a Nominations Committee to be chaired by the Immediate Past President/Board Chair or a designee of the President in the case of a vacancy as described above (Article V, Section 7) and to be comprised of four to five (4-5) members.

The Nominations Committee will present the Board with a single slate of candidates for the open offices that year (annually, President-Elect, and every other year the offices of Treasurer and Communication Chair). Once the Board has approved the single slate, it will be brought by the Nominations Committee to the membership for a vote, at which time there will also be the opportunity for nominations from the floor.

One or two Members-at-Large shall be elected annually so as to maintain two to three (2-3) Members-at-Large on the Board. At least one (1) candidate will be nominated by the Nominations Committee for each position. Nominations from the floor will not be taken at the annual meeting unless there are fewer than two (2) available candidates to run. If there are more than two (2) candidates, then the winner must have more than fifty percent (50%) of the vote or else there will be a runoff.

The Nominations Committee will also review and present for recommended appointment individuals with requisite skills and expertise to serve in other appointed Board positions.

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 members; (2) the Immediate Past President/Board Chair shall preside over meetings of the Board of Directors; (3) 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; (4) the President shall preside over meetings of the Board of Directors in the absence of the Board Chair; (5) the Communication Chair shall oversee communication systems/activities (website, list-serve) implemented by the Board of Directors; and (6) the Treasurer shall oversee the organization's finances on behalf of the Corporation. 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 Corporation 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 Corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation 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 Corporation, 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 Corporation shall be deposited to the credit of the Corporation 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 Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VIII BOOKS AND RECORDS

The Corporation 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 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 Corporation, 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 BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by two-thirds (2/3) 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 INDEMNIFICATION

Section 1. General Indemnity. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in right of the Corporation, by reason of the fact that he or she is or was a Director, Officer, or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit, or proceeding if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Indemnity for Derivative Actions. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in right of the Corporation to procure a judgment in its favor by reason of the fact that they are or were a Director, Officer, or employee of the Corporation, or are or were serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit, or proceeding if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to the Corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. Mandatory Indemnification of Expenses. To the extent that a Director, Officer, employee, or agent has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 or 2 of this Article, or in defense of any claim, issue or matter therein, they shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by them in connection with the action, suit, or proceeding.

Section 4. Board Determination. Any indemnification under Section 1 or 2 of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances because they have met the applicable standard of conduct set forth in this section. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action, suit, or proceeding, or if such a

quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or by the members, if any.

Section 5. Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that they are entitled to be indemnified by the Corporation as authorized in this section. If the Corporation indemnifies or advances expenses to a Director in connection with a proceeding by or in the right of the Corporation, the Corporation shall report the indemnification or advance in writing to the members, if any, with or before the notice of the next meeting of the members.

Section 6. Nonexclusive Right. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any provision of law, the Articles of Incorporation or Bylaws or any agreement, vote of members, if any, or disinterested Directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. The Corporation may give any further indemnification to any person who is or was a Director, Officer, employee or agent, or to any person who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise; provided, however, that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

Section 7. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Corporation would have the power to indemnify them against such liability under the provisions of this section.

ARTICLE XII 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 Bylaws.

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. Annual Dues. Changes in the annual dues for membership in excess of 3% from the prior year shall be determined by vote of the Members at the Regular Annual Meeting or by vote during the course of the year as described in Article IV, Section 6 above.