

Revised 03/04/2023

The Association of Family Medicine Residency Directors

BYLAWS

As amended by the Members

March 04, 2023

11400 Tomahawk Creek Parkway ■ Leawood, Kansas 66211-2672

Contents

Article	Page
I	Mission Statement..... 3
II	Membership
	Section I - Eligibility 3
	Section II - Privileges of Members 4
	Section III - Voting 4
III	Meetings
	Section I - Frequency 4
	Section II - Location 4
	Section III - Notice of Meetings 4
	Section IV - Quorum..... 4
	Section V – Rules of Order..... 4
IV	Board of Directors
	Section I - General Powers 5
	Section II - Board of Directors 5
	Section III – Eligibility 5
	Section IV - Term of Office..... 5
	Section V - Notice 5
	Section VI - Quorum 5
	Section VII - Election 5
	Section VIII - Vacancies 5
	Section IX - Compensation..... 6
	Section X - Committees..... 6
	Section XI - Duties of Officers 7
V	Amendments to Bylaws 7
VI	Miscellaneous Provisions
	Section I - Parliamentary Authority 7
	Section II - Fiscal Year 7
	Section III - Annual Dues 7

**BYLAWS
of the
Association of Family Medicine Residency Directors**

Article I - MISSION STATEMENT

AFMRD has a mission statement reviewed periodically by the AFMRD Board.

Article II - MEMBERSHIP

Section I - Eligibility

Residency Director Membership

Any designated director of a family medicine residency or 1-2 Track/Program accredited by the Accreditation Council on Graduate Medical Education (ACGME) may become a residency director member of this organization upon payment of dues and/or other criteria as may be established from time to time by the Board of Directors. Physician Site Coordinators/Directors for family medicine rural or urban residency programs which are 1-2 tracks of a parent residency program are also eligible for membership.

Associate Director Membership

A family physician who is in a role of associate/assistant residency director as designated by the residency director may become an associate director member.

Associate Membership

Associate members are in addition to the associate director members for each program. Family physicians who meet the following criteria may be associate members.

- Any designated residency director of an accredited Canadian family medicine residency program
- Designated residency directors of developing residency programs. .
- Former residency director members of the AFMRD
- Former residency director of AOA accredited family medicine residency program.
- Any graduate of the National Institute for Program Director Development (NIPDD)
- Current director of osteopathic education in an ACGME accredited family medicine program with osteopathic recognition.

Hereafter, the associate director member and associate member are collectively referred to as “associate member.”

International Residency Director Membership

Any designated director of an international family medicine residency accredited by the Accreditation Council on Graduate Medical Education – International (ACGME-I) may become a member of this organization upon payment of dues and/or other criteria as may be established from time to time by the Board of Directors.

International Associate Membership

A family physician in an existing or developing international family medicine residency program that has not achieved Accreditation Council on Graduate Medical Education – International (ACGME-I) accreditation may become an international associate member of this organization upon payment of dues.

Honorary Membership

Honorary membership in the organization, without any dues obligation, will be offered at the discretion of the Board of Directors.

Section II - Privileges of Members

Residency Director Membership

The residency director member will exercise all privileges of membership, including the right to speak at meetings, vote, hold office, introduce items of business, serve on committees, and receive communication from the organization. The residency director member may designate a proxy to speak at meetings, vote, introduce items of business and receive communication from the organization.

Associate Director Membership/ Associate Membership

The associate member will have the right to speak at meetings, to join committees and will receive communication from the organization but shall not have the right to vote or hold office, except as listed under Section VIII– Vacancies.

International Residency Director Membership

The international residency director member will have the right to speak at meetings, to join committees and will receive communication from the organization but shall not have the right to vote or hold office, except as listed under Section VIII – Vacancies.

International Associate Membership

The international associate member has access to web resources, but cannot vote, hold office, serve on committees or participate on the discussion forum.

Honorary Membership

The honorary member will have the right to speak at meetings and will receive communication from the organization but shall not have the right to vote or hold office.

Section III - Voting

For all matters coming before the organization requiring a vote, each residency director member shall have one vote. Whenever, in the judgment of the Board of Directors, a question arises that requires a vote of the membership and the calling of a meeting does not appear to be necessary, the membership may be polled by mail, fax or electronically. On all mail, fax or electronic ballots, the decision of the majority of the members voting shall prevail.

Article III - MEETINGS

Section I – Frequency

There will be an annual meeting of the membership. Other meetings may be called by the President, by a majority of the Board of Directors, or by petition of twenty percent of the current voting membership.

Section II - Location

The Board of Directors will designate the place of meetings.

Section III - Notice of Meetings

A written or printed notice stating the specific location, date and hour of all meetings shall be delivered electronically to each member not less than 30 days and not more than 60 days before the date of such meeting by a person designated by the President to call the meeting.

Section IV - Quorum

Twenty percent of the total voting membership and proxy constitutes a quorum for the transaction of any business at all official meetings.

Section V – Rules of Order

The Association of Family Medicine Residency Directors Rules of Order will be used to conduct all meetings.

Article IV - BOARD OF DIRECTORS

Section I - General Powers

The general powers and final authority shall rest with the membership. The Board of Directors shall have the authority and responsibility to act for the organization between meetings of the membership.

Section II - Board of Directors

The Board of Directors shall be composed of the following: President, President-Elect, Treasurer, Immediate Past President, and up to nine Members-At-Large.

A Resident Representative may be elected at the National Conference of Family Medicine Residents and Medical Students to serve a one-year term as a non-voting member of the Board of Directors, with the option to extend for one additional year.

An Associate Program Director member will be appointed by the Board to serve a one-year term as a non-voting member of the Board of Directors, with the option to extend for one additional year.

Section III – Eligibility

Candidates for the Board of Directors must have been an AFMRD member for at least two years and must currently be a residency director member.

Candidates for a Board of Director officer position must have, at some point, been elected to a two-year or three-year term on the Board. If no qualified candidates are identified, the Board may suspend this requirement.

Section IV - Term of Office

The President, President-Elect, and Immediate Past President will each serve a one-year term of office. Upon completion of the one-year term, the President shall succeed to the office of Immediate Past President, and the President-Elect shall succeed to the office of President. The Treasurer shall serve a two-year term for a maximum of six consecutive years. At-Large members shall each serve three-year terms of office for a maximum of six consecutive years. Two or more positions on the Board may not be held by the same individual concurrently.

Section V - Notice

Notice of any meeting of the Board of Directors shall be given at least 10 days prior thereto by written notice delivered electronically to each Director.

Section VI - 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.

Section VII – Election

With the exception of the President, whose office shall be filled by the President-Elect, and the Immediate Past President, whose office shall be filled by the President, the Board of Directors and its officers will be elected by voting members in accordance with the Rules of Order established by the Board of Directors.

The term of the Board of Directors and its officers shall begin at the conclusion of the annual meeting of the members that immediately follows the annual election through which the Director was elected and shall end following the conclusion of the annual meeting at the end of the Director's term.

Section VIII - Vacancies

Any member of the Board of Directors whose occupation changes so as to render them ineligible for residency director membership in this organization may complete the current year, at the discretion of the Board. Thereafter during the next annual election, the position held by such member of the Board of Directors shall be filled in accordance with the provisions set forth in the following paragraphs relating to vacancies.

At-Large Director: Any vacancy in the position of At-Large Director shall be filled by the voting members of this organization during the next annual election following the occurrence of the vacancy. A vacancy in the At-Large position may or may not, at the AFMRD Board's discretion, be filled by an appointee of the AFMRD Board until the next annual election. In the event that a vacancy is filled by an appointee, the Board will prioritize ensuring diverse representation on the Board. A person elected to fill a vacancy in an At-Large position shall be elected for a full three-year term.

Treasurer Vacancy: A vacancy in the Treasurer position shall be filled by an appointee of the AFMRD Board until the next annual election when the vacancy shall be filled by the voting members. The appointee may be a current or former member of the AFMRD Board of Directors. A person elected to fill a vacancy in the Treasurer position shall be elected for a full two- year term.

President-Elect Vacancy: A President-Elect who is no longer a residency director and therefore ineligible to assume the position of President must vacate the President-Elect position allowing the Board of Directors to appoint an Interim President-Elect to serve until the next annual election when the voting members shall elect a President whose term of office shall begin at the annual meeting.

President Vacancy: Any vacancy in the office of the President will be filled by the current President-Elect. The President-Elect will serve the remainder of the President's term and will then serve their full term as President. During the year of service as President, if the President is no longer a residency director and maintains associate member status, they may continue to hold the office of President and serve as Immediate Past President, at the discretion of the Board. If a vacancy exists in the office of the President at the time of the annual election of this organization, the voting members shall elect an Immediate Past President whose term of office shall begin at the annual meeting.

Any AFMRD Board Member may be removed from office for cause by a two-thirds vote of the total voting members of the Board. Any vacancy that shall occur as a result of removal from office shall be filled in the same manner as outlined in these bylaws.

Section IX - 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 the expenses of attendance at meetings of the Board of Directors or for other approved functions or purposes.

Section X - Committees

Committees are necessary and desirable to the operation and management of the organization.

- (a) The Nominating Committee shall be comprised of three (3) or more members appointed by the Board of Directors, to include the Immediate Past President, and will present written notification of the nominated slate to the membership no less than 30 days prior to the date of the annual election. The Nominating Committee shall oversee the election process. The committee shall appoint an Election Committee composed of non-voting AFMRD associate members and/or meeting attendees to oversee the ballot count process.
- (b) The Finance Committee is comprised of the President, Treasurer and a current At-Large member selected by the AFMRD Board. The Treasurer shall serve as chair. The Finance Committee is responsible for the oversight of the financial health of the organization. The committee reviews financial data, monitors fraud prevention, and reviews investment performance.
- (c) The Executive Committee is comprised of the President, President-Elect, Immediate Past President, and Treasurer. The Executive Committee is responsible for the overall functioning of the AFMRD Board, its committees, and the Executive Director .
- (d) Any other committees as deemed necessary by the Board of Directors from time to time shall be convened.
- (e) The Executive Committee may appoint non-voting members to committees.

Section XI - Duties of Officers

The President shall preside at all meetings of the organization and the Board of Directors. The President-Elect shall preside at meetings in the absence of the President. The Treasurer shall oversee the maintenance of appropriate financial records, oversee the receipt of all dues and other income on behalf of the organization and, in general, be responsible for all fiscal matters and the accounting thereof. The At-Large members, Immediate Past President, President, President-Elect, and Treasurer shall serve as voting members of the Board of Directors.

Article V - AMENDMENTS TO BYLAWS

These bylaws may be amended and new bylaws may be adopted by the following means:

- (a) majority of the voting membership present at an annual meeting at which a quorum is present, provided that notice of any proposed amendments is provided at least 30 days prior to the meeting at which such amendment is to be considered; or
- (b) majority of the voting membership by mail, fax or electronic ballot, provided that 30 days are allowed for the voting period.

The 30-day notice is not necessary when amendments are proposed at an annual meeting and unanimously approved by those voting members present.

Article VI - MISCELLANEOUS PROVISIONS

Section I - Parliamentary Authority

The current edition of The American Institute of Parliamentarians shall be the Parliamentary authority for any meeting held pursuant to these bylaws.

Section II - Fiscal Year

The organization's fiscal year shall be defined by the Board of Directors.

Section III - Annual Dues

Any change in annual membership dues shall be determined by the Board of Directors.