

BYLAWS OF THE PENNSYLVANIA ACADEMY OF FAMILY PHYSICIANS

CHAPTER I

Name

The name of this organization shall be the Pennsylvania Academy of Family Physicians and shall be governed by the laws of the Commonwealth of Pennsylvania and in compliance with the laws and regulations applicable to corporations exempt from income tax under Section 501 (C)(6) of the Internal Revenue Code.

CHAPTER II

Purposes and Powers

Purposes: To the end that the people of Pennsylvania may receive excellence in health care, the Academy has for its purposes and powers the following:

- a. To maintain an organization of family physicians to promote and maintain high standards of the practice of family medicine.
- b. To encourage and assist students, residents, and physicians in preparing, qualifying, establishing and maintaining themselves in family medicine.
- c. To preserve the right of the family physician to engage in medical and surgical procedures for which the physician is qualified by training and experience.
- d. To encourage and assist practicing family physicians to participate in postgraduate study.
- e. To promote the science and art of family medicine and the betterment of the public health, and to preserve the right of free choice of physician to the patient.
- f. To provide responsible advocacy for and education of patients and the public in all health- related matters.
- g. To maintain and provide an organization with high standards to fulfill the above purposes and to represent the needs of its members.

Section 1. To accomplish the foregoing purposes, this Academy may grant charters to sectional and county chapters, to be known as component assemblies, in such manner as the Bylaws may from time to time provide. This Academy shall have the power to acquire, own and convey real and personal property; to issue publications and to use any and all means for the attainment of its purposes which from time to time may seem to it proper and desirable.

Section 2. This Academy is not conducted for pecuniary profit and does not contemplate pecuniary gain or profit to the members thereof.

CHAPTER III

Membership

Section 1. All physicians who are members of the American Academy of Family Physicians, and who reside or practice in the Commonwealth of Pennsylvania, shall be eligible to become members of this organization.

Section 2. Membership in this organization shall be classified as stipulated in the Bylaws of the American Academy of Family Physicians.

CHAPTER IV

Meeting

Section 1. There shall be an annual meeting of the members of the Pennsylvania Academy of Family Physicians. The time and place of the annual meeting shall be designated by the Board of Directors and announced at least ninety (90) days before the date so fixed.

Section 2. Notice of the annual meeting and the meeting agenda shall be posted on the Academy's website and may be sent by mail or electronic means to the members of record thirty (30) days in advance of the meeting date.

Section 3. The Board of Directors shall adopt a policy governing the mechanisms for member input into, and initiation of, Academy policies. All policies adopted by the Board shall be published on the Academy's website and may be sent by mail or electronic means to the members.

Section 4. All categories of members in good standing shall be eligible to vote at the time of the annual meeting. Members present and eligible to vote shall constitute a quorum.

Section 5. A special meeting may be called by the President or by written request of any three members of the Board of Directors. Special meetings shall be called for specific purposes and shall be limited to questions related to that limited purpose. Special meetings must be convened within 30 days of any request with notice going to all Board Members at least 10 days before the date of such meeting.

Section 6. Any meeting of the Academy may be conducted electronically so long as all of the members participating in the meeting can hear its proceedings. Meetings of the Board of Directors may also be held electronically; however, the electronic means by which the meeting is being facilitated must allow for active debate and participation by each of the Board Members.

CHAPTER V

Officers

Section 1. The Officers of the Pennsylvania Academy of Family Physicians shall be a President, President-Elect, Board Chair, Treasurer and Executive Vice President.

Section 2. All officers except the Executive Vice President shall be active members in good standing elected and serving in office as provided herein. The Executive Vice President need not be a member of the Academy and shall be appointed by the Board of Directors to serve in that office as provided herein.

Section 3. The President or a qualified alternate, shall appoint all standing and special committees and shall perform such duties as are usual to that office. The term of office of the President shall begin upon installation at the annual meeting following the one at which the President was elected President-Elect and shall expire at the conclusion of the next annual meeting or when a successor is installed. In the event of the death or resignation of the President during the term of office or if the President shall for any reason be unable or unqualified to serve, the President-Elect shall succeed to the office of President for the unexpired portion of the President's term. In the event of the death, resignation, or incapacity of the President and the President-Elect, the Board of Directors shall appoint a President for the unexpired portion of the term. The President-Elect shall succeed to the office of President at the conclusion of the first annual meeting following the meeting at which the election occurred.

Section 4. The President-Elect shall serve in this capacity from the conclusion of the annual meeting at which he or she is elected. The President-Elect shall perform the duties of the President when the President is absent or unable to

perform such duties and shall succeed to the office of President at the expiration of the President's term of office as provided in Section 3. In the event of the death, resignation, incapacity, or removal from office of the President-Elect, the Board of Directors shall appoint a President-Elect for the unexpired portion of the term.

Section 5. The Immediate Past President upon expiration of the term of office as President, shall serve as Board Chair and member of the Board of Directors for a period of one year. The Board Chair shall be entitled to one vote on the Board of Directors and shall preside over all meetings of the Board. In the absence of the Board Chair, the President shall serve as temporary Chair for that meeting. In the absence of both the Board Chair and the President, the President-Elect shall serve as temporary Chair for that meeting. In the absence of the Board Chair, the President, and the President-Elect, a temporary Chair shall be elected by the members present at that meeting. In the event of the death, resignation, or incapacity of the Board Chair, the Board of Directors shall appoint a Board Chair for the unexpired portion of the term.

Section 6. The Treasurer's term of office shall begin at the conclusion of the annual meeting at which the Treasurer is elected and shall expire at the conclusion of the second annual meeting after the election or when a successor is elected. No individual may serve more than two terms as Treasurer. In the event of the death, resignation, or incapacity of the Treasurer, the Board of Directors shall appoint a Treasurer for the unexpired portion of the term.

Section 7. The Executive Vice President shall be appointed and employed by the Board of Directors with a salary to be fixed by the Board. The Executive Vice President shall perform such duties as the title of the office ordinarily connotes and such duties of the Treasurer as may be assigned by the Board of Directors. The Executive Vice President shall keep or cause to be kept an accurate record of the minutes and transactions of the Board of Directors and shall also serve as Secretary to the Board. The Executive Vice President shall supervise all other employees and agents of the Pennsylvania Academy of Family Physicians and perform such other duties as may be prescribed by the Board of Directors and these Bylaws but shall not be entitled to vote. The Executive Vice President shall be bonded in an amount fixed by the Board of Directors, with the premium to be paid by the Academy. The Executive Vice President shall be responsible for the day-to-day operations of the Academy.

Section 8. In addition to their specified duties, officers shall perform such other duties as may be directed by the Board of Directors.

Section 9. Subject to any contrary provision contained in the Academy's Articles of Incorporation, officers of the Academy shall perform their duties as officers in good faith, in a manner they reasonably believe to be in the best interests of the Academy and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

Section 10. Any officer of the Academy may be removed from office for cause by a two-thirds (2/3) vote of the total voting members of the Board of Directors, except the Executive Vice President who is bound by the terms and conditions of an employment agreement. Any vacancy that shall occur as a result of removal from office shall be filled in the same manner as is provided in these Bylaws. "Cause" as used in these Bylaws means any of the following: (1) The suspension (permanent or temporary), revocation, restriction, loss of, or imposition of any discipline against any medical or osteopathic license in the Commonwealth of Pennsylvania; (2) A member being found guilty or entering a guilty pleas or a plea of nolo contendere to a crime involving moral turpitude; 3) A member being temporarily or permanently prohibited from receiving reimbursement from Medicare or Medicaid programs or from any other commercial or private third party payor; or (4) The violation of any membership policies. For purposes of this section, cause means loss of Pennsylvania License, permanent relocation outside the Commonwealth of Pennsylvania, conviction of a criminal offense and exclusion from Medicare or Medicaid.

CHAPTER VI

Board of Directors

Section 1. The Board of Directors shall be composed of the President; the President-Elect; the Board Chair; the Treasurer; the Senior Delegate to the American Academy of Family Physicians; the Student Representative elected by the Pennsylvania Assembly of Medical Students, or its successor assembly; the Resident Representative elected by the Pennsylvania Assembly of Family Medicine Residents, or its successor assembly; the Chair of the Assembly of Family Medicine Residency Program Directors or its successor assembly; the Pennsylvania Academy of Family Physicians Foundation President; and three Directors-at-large.

Section 2. The Board of Directors shall set strategic direction, shall have fiduciary responsibility for the business, property, and funds of the Academy, and shall supervise the Executive Vice President.

Section 3. The Board of Directors may establish policies of the Academy to direct its operations in the intervals between meetings of the Board.

Section 4. The Board of Directors shall be empowered to appoint and employ the Executive Vice President who shall be empowered to appoint or employ such assistants and employees as shall be necessary to conduct the affairs of the Academy.

Section 5. The Board of Directors shall meet and organize immediately upon conclusion of the annual meeting. Subsequent meetings shall be held at such time and at such place as the Board shall determine. A majority of voting members of the Board of Directors shall constitute a quorum and all actions of the Board, unless otherwise provided in these Bylaws, shall be by majority vote of the directors present and eligible to vote.

Section 6. If funds permit, Board members may be reimbursed a reasonable amount for expenses incurred for attendance at Academy related activities.

Section 7. The term of the three Directors at-large shall be three years beginning at the conclusion of the annual meeting at which they are elected and expiring at the conclusion of the third annual meeting after their election, or when their successors are elected. The terms shall be staggered such that one Director at-large shall be elected each year. No individual may serve more than two terms as a Director-at- Large except as waived by the Board. If a Director is appointed or elected to serve any portion of an unexpired term, such time spent shall not preclude the Director from subsequently serving two, three-year terms. Vacancies on the Board of Directors, which may occur due to death, resignation, or any other reason, shall be filled by the Board of Directors. Appointees to such vacancies shall serve only until the next annual meeting of the Academy at which time the seat shall be filled in accordance with the normal electoral procedures of the Academy as stated in these bylaws.

Section 8. The Chair of the Assembly of Family Medicine Residency Program Directors, or its successor assembly, shall serve a two-year term as defined in the Assembly's bylaws. The Chair of the Assembly will serve as a voting member of the Board of Directors.

Section 9. The term of office of the Resident Representative on the Board of Directors will be for one year and shall begin at the conclusion of the annual meeting of the Resident Assembly and shall expire at the conclusion of the next annual meeting. The Resident Representative will be selected by the Pennsylvania Assembly of Family Medicine Residents, or its successor assembly. No one resident shall serve more than two years in the seat reserved for the Resident Representative. A vacancy in the seat of the Resident Representative shall be filled by the Pennsylvania Assembly of Family Medicine Residents, or its successor assembly. The Resident Representative shall be entitled to a vote on the Board of Directors.

Section 10. The Pennsylvania Assembly of Medical Students, or its successor assembly, will elect a Student Representative to the Board of Directors at their annual meeting. The term of office of the Student Representative on the Board of Directors will be for one year and shall begin at the conclusion of the yearly meeting of the Pennsylvania Assembly of Medical Students, or its successor assembly. The term shall expire at the conclusion of the next annual meeting of the Pennsylvania Assembly of Medical Students, or its successor assembly. No one student shall serve more than two years in the seat reserved for the Student Representative. A vacancy in the seat of the Student Representative shall be filled by the Pennsylvania Assembly of Medical Students, or its successor assembly. The Student Representative shall be entitled to a vote on the Board of Directors.

Section 11. Subject to any contrary provision contained in the Academy's Articles of Incorporation, Board members of the Academy shall perform duties as directors in good faith, in a manner they reasonably believe to be in the best interests of the Academy and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. Directors who so perform their duties shall not be personally liable for monetary damages for any action taken, or any failure to take action, by reason of their having been a director of the Academy, unless the action taken or failure to take action constitutes self-dealing, willful misconduct or recklessness or unless liability is imposed pursuant to criminal statute or for payment of taxes.

Section 12. Any elected or appointed member of the Board of Directors may be removed for any reason by a majority vote of the members present and eligible to vote at an annual meeting or for cause by a two-thirds majority of the total number of the Board of Directors eligible to vote at the Board meeting at which the vote on removal is to take place. The motion for removal must be made by a petition of three members of the Board of Directors and state the reason such removal is recommended. The petitioning board members will present the case to the Board and neither the petitioning members nor the accused will be eligible to vote. The motion must be announced in writing to all directors eligible to vote at least thirty (30) days prior to the meeting at which the vote is to take place. The individual whose position is in jeopardy may present a defense at the announced meeting prior to the vote of the Board. . "Cause" as used in these Bylaws means any of the following: (1) The suspension (permanent or temporary), revocation, restriction, loss of, or imposition of any discipline against any medical or osteopathic license in the Commonwealth of Pennsylvania; (2) A member being found guilty or entering a guilty pleas or a plea of nolo contendere to a crime involving moral turpitude; 3) A member being temporarily or permanently prohibited from receiving reimbursement from Medicare or Medicaid programs or from any other commercial or private third party payor; or (4) The violation of any membership policies. For purposes of this section, cause means loss of Pennsylvania License, permanent relocation outside the Commonwealth of Pennsylvania, conviction of a criminal offense and exclusion from Medicare or Medicaid.

Section 13. The senior delegate to the American Academy of Family Physicians shall be the delegate with the longest tenure in the role as delegate. If their tenure is identical, then it shall be the delegate with the longest tenure as alternate delegate. Should their tenures as both delegate and alternate delegate be equal, the Board of Directors shall determine the senior delegate in a process determined by the Board and both delegates.

CHAPTER VII INDEMNIFICATION

Section 1. Indemnification of Directors, Officers, Employees and Agents. Subject to the limitations hereinafter set forth, the Academy shall indemnify each director, officer, employee or agent of the Academy or of any organization that such person is serving as a director, officer, employee or agent at the request of the Academy, and the heirs, executors or administrator of such person to the full extent permitted by law, against all judgments, fines, liabilities, and reasonable expenses of such person (including, but not limited to, court costs, attorneys' fees and any amount paid in any settlement), which judgments, fines and liabilities and expenses were incurred or expended in connection with any claim, suit, action or proceeding ("Action"), whether civil, criminal, administrative or investigative, and whether or not the indemnified liability arises or arose from any action by or in the right of the Academy, in which

such person was involved because of anything such person may have done or omitted to do as a director, officer, employee or agent of the Academy or of any organization that such person may have served as a director, officer, employee or agent at the request of the Academy, but such indemnification can be made only if a determination is made as hereinafter provided that such indemnification should be made. Such indemnification shall not impair any other right any such person may have.

Section 2. Determination of Indemnification. Said indemnification can be made only if a Determination has been made, with the advice of counsel for the Academy, by members of the Board of Directors not involved in the claim or proceeding. (1) that the director, officer, employee or agent acted or failed to act, and in either case, in good faith, and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Academy, and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful; and (2) that the amount of the proposed indemnification is reasonable; and (3) that the proposed indemnification is just and proper and can be legally made by the Academy under then existing law; and (4) that the indemnification shall be made by the Academy in an amount stated in the Determination; provided, however, that the indemnification provided for herein shall not be available if the act or failure to act giving rise to the claim for indemnification has been determined to have constituted self-dealing, willful misconduct or recklessness. When making determinations with respect to indemnification, the Board is permitted to consult legal counsel.

Section 3. Advance Payment of Expenses. Expenses incurred by an officer, director, employee or agent in defending a civil or criminal action, suit or proceeding shall be paid by the Academy in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Academy.

Section 4. Insurance or Indemnification Fund. The Academy shall have the power to buy and maintain insurance and to establish and fund a self-insurance indemnification reserve fund on behalf of the directors, officers, employees and agents of the Academy and a person serving at the request of the Academy as a director, officer, employee or agent of another organization, against liability incurred in any such capacity, or arising out of the status as such.

Section 5. Validity. The invalidity of any portion of this Chapter VII shall not affect the validity of the remainder hereof.

Section 6. Application. The rights of indemnification provided in this Chapter VII may not be amended or repealed so as to limit in any way the indemnification or the right to advancement of expenses provided for herein with respect to any acts or omissions occurring prior to the adoption of any such amendment or repeal.

CHAPTER VIII

Dues, Assessments and Admission Fees

Section 1. Except when at variance with the Bylaws of the American Academy of Family Physicians, dues and special assessments for the Pennsylvania Academy of Family Physicians shall be set and approved by the Board of Directors.

CHAPTER IX

Elections

Section 1. The Academy is an inclusive state association and encourages all active members to apply for an officer or director position. The Board of Directors shall present to the annual meeting a list of one or more nominations for each of the officer and director positions of the Academy up for election as well as one delegate and one alternate delegate to the Congress of Delegates of the American Academy of Family Physicians, of the Pennsylvania Academy of Family Physicians. Nominees must be contacted and give their consent to be a candidate for a specific

position. Nominations in addition to those presented by the Board may be accepted provided the nominees are active members of the Academy and consent to serve in the positions for which they are nominated.

Section 2. Election of opposed candidates shall be made by secret ballot at the annual meeting or electronically through a procedure established by the Academy and through which the Academy general membership is appropriately informed in sufficient time prior to the annual meeting. The nominee receiving the most votes via handwritten and electronic ballots shall be declared elected.

Section 3. The term of office of the Delegates and Alternate Delegates, to the American Academy of Family Physicians, shall be two years and shall begin at the conclusion of the annual meeting at which they are elected, and shall expire at the conclusion of the second annual meeting after their election or when their successors are elected. The term of the Delegate to the Congress of Delegates of the American Academy of Family Physicians shall be limited to a total of six years (three, two-year terms). The term of the Alternate Delegate to the Congress of Delegates of the American Academy of Family Physicians shall be limited to a total of six years (three, two-year terms). The limitation of the number of terms may be waived at the discretion of the Board of Directors. Candidates for Delegates and Alternate Delegates must have experience serving on the Board of Directors. The Board of Directors may appoint a Delegate or Alternate Delegate in the event of a vacancy or lack of candidates with Board experience.

- **CHAPTER X Committees**

Section 1. At the beginning of his or her term of office, the President shall designate such Committees as the Board of Directors deems necessary to facilitate the business of the Academy. Certain Standing Committees may be established. Committee members can be appointed by the President and approved by the Board of Directors during the term of his or her of office. Committee members may be members of the Board of Directors or otherwise active members of the Academy. Committee Chairs shall be appointed by the members of the Committee and approved by the President. Individual Committee Chairs may serve one three-year term. Individual Committee members may serve two two-year terms and one additional two-year term if the member seeks a higher leadership position. Each Committee shall meet a minimum of once yearly.

Section 2. Such Committees, except Standing Committees shall, unless re-appointed by the incoming President, cease to exist when the new President takes office.

CHAPTER XI Component Assemblies

Section 1. The Assembly of Family Medicine Residency Program Directors shall meet at least once a year.

- a. These meetings shall be conducted by a chair elected by the assembly from its membership for a two-year term.
- b. A vice chair shall also be elected for a two-year term. The vice chair shall assist the chair when necessary.
- c. The vice chair shall assume the office of chair at the conclusion of the chair's term of office at the annual meeting of the Assembly of Family Medicine Residency Program Directors and after a vote of confidence by the voting members. Should the vice chair fail to achieve a vote of confidence or decline the position of chair, the office of chair will be filled by the usual election procedures.
- d. The combined terms of vice chair and chair shall be limited to four years. In the event of the death, resignation, or incapacity of the chair and/or vice chair, the Assembly shall appoint a chair and/or vice chair

for the unexpired portion of the term.

Section 2. The Pennsylvania Assembly of Family Medicine Residents shall meet at least once yearly.

- a. These meetings shall be conducted by a chair elected by the assembly from its membership. The Pennsylvania Assembly of Family Medicine Residents shall also elect one Resident Representative to the Board of Directors of the Pennsylvania Academy of Family Physicians for a one-year term.
- b. A vice chair shall also be elected. The vice chair shall assist the chair when necessary.
- c. The vice chair shall assume the office of chair at the next spring (or annual) meeting of the Pennsylvania Assembly of Family Medicine Residents after a vote of confidence by the voting members. Should the vice chair fail to achieve a vote of confidence or decline the position of chair, the office of chair will be filled by the usual election procedures.
- d. The combined terms of vice chair and chair shall be limited to two years. In the event of the death, resignation, or incapacity of the chair and/or vice chair, the Assembly shall appoint a chair and/or vice chair for the unexpired portion of the term. The chair of the Pennsylvania Assembly of Family Medicine Residents shall notify the Pennsylvania Academy's Executive Vice President annually of the names and addresses of these delegates, alternate delegates, and the Resident Representative. These delegates, alternate delegates, and the Resident Representative must be Resident members in good standing.

Section 3. The Pennsylvania Assembly of Medical Students shall meet at least yearly.

- a. These meetings shall be conducted by a chair elected by the assembly from its membership. The Pennsylvania Assembly of Medical Students shall also elect one student representative to the Board of Directors of the Pennsylvania Academy of Family Physicians for a one-year term.
- b. A vice chair shall also be elected. The vice chair shall assist the chair when necessary.
- c. The vice chair shall assume the office of chair at the next spring (or annual) meeting of the Pennsylvania Assembly of Family Medicine Residents after a vote of confidence by the voting members. Should the vice chair fail to achieve a vote of confidence or decline the position of chair, the office of chair will be filled by the usual election procedures.
- d. The combined terms of vice chair and chair shall be limited to two years. In the event of the death, resignation, or incapacity of the chair and/or vice chair, the Assembly shall appoint a chair and/or vice chair for the unexpired portion of the term. The Pennsylvania Assembly of Medical Students shall also elect one Student Representative to the Board of Directors of the Pennsylvania Academy of Family Physicians. The chair of the Pennsylvania Assembly of Medical Students shall notify the Pennsylvania Academy's Executive Vice President annually of the names and addresses of these delegates, alternate delegates, and the Student Representative. These delegates, alternate delegates, and the Student Representative must be Student members in good standing.

CHAPTER XII

Ethics

Section 1. The Principles of Medical Ethics of the AAFP, in accordance with the AAFP bylaws, shall be the principles of ethics of the Academy and hereby are made a part of these bylaws.

CHAPTER XIII

Fiscal Year

The fiscal year of the Pennsylvania Academy of Family Physicians shall coincide with the calendar year.

CHAPTER XIV

Authority

The Current Edition of The Standard Code of Parliamentary Procedure, as revised by the American Institute of Parliamentarians and generally known as “Sturgis Rules of Order,” shall control all parliamentary procedures of the annual and special meetings of the Academy, its Board of Directors and Executive Committee except when these Rules are in conflict with the standing rules of the body, the Bylaws of the Pennsylvania Academy of Family Physicians or the American Academy of Family Physicians.

CHAPTER XV

Amendment and Adoption of Bylaws

Section 1. These Bylaws may be adopted, amended or rescinded by affirmative vote of not less than two-thirds (2/3) of the members of the Board of Directors present and voting at any annual meeting or at a special meeting convened by the Board of Directors of the Academy, provided that notice of the proposed action shall have been given by the Executive Vice President to the members of the Academy by mail or official publication including posting on the Academy’s website at least thirty (30) days before the meeting at which such action is proposed to be taken.

Section 2. The Board of Directors or any five or more members of the Academy may propose amendments to these Bylaws by submitting the same to the Executive Vice President at least sixty (60) days prior to any annual or special meeting of the Board of Directors.

Section 3. This Academy adopts as part of its Bylaws, the Bylaws of the American Academy of Family Physicians and any subsequent changes in the latter shall become a part of these Bylaws.

Section 4. These Bylaws shall take effect immediately upon their adoption.

Section 5. These Bylaws shall be reviewed and updated, as needed but at a minimum must be reviewed at least once every five (5) years.

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Adopted by the PAFP Board of Directors September 3, 2025.