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BYLAWS OF
NEW MEXICO CHAPTER OF
THE AMERICAN ACADEMY OF FAMILY PHYSICIANS, INC.

Article I

MEMBERS

Sec. 1. Members. The qualifications, classes and conditions of membership shall be the same as provided in the Bylaws of the AAFP. To be a member of the NMAFP, physicians must reside or practice in New Mexico, and must be members of the AAFP.

Sec.2. Application and Election. All applications for membership shall be in writing on a form of application prescribed by the AAFP Board of Directors. Election shall be made by the AAFP Board of Directors or its designee. There shall be issued to each member a certificate of membership in such form as may be determined by the AAFP Board of Directors, title to such certificate remaining at all times with this Academy.

Sec3. Acceptance. Acceptance of membership in this organization shall constitute an agreement by such member to comply with the Articles of Incorporation and Bylaws of the New Mexico Chapter of the American Academy of Family Physicians and the Bylaws of the AAFP. A member accepting membership in the New Mexico Chapter of the AAFP shall recognize the NMAFP Board of Directors as the sole and only judge of his/her right to be or remain a member. All rights, title, and interest, both legal and equitable, of a member in and to the property of this organization shall cease in the event of the expulsion of such member, or the striking of his/her name from the roll of members, or his/her death or resignation.

Sec.4. Resignation. Any member may withdraw from NMAFP after fulfilling all obligations to it by giving notice of such intention to the Executive Director, which notice shall be presented to the Board of Directors or Executive Committee by the Executive Director at the first meeting after it is received.

Article II

PAYMENT OF
ADMISSION FEE AND DUES

Sec. 1. Dues for active members shall be fixed from time to time by the Board of Directors and shall be due and payable on election to membership and on the first day of each subsequent year so long as the member shall remain a member. Dues for the American Academy of Family Physicians shall be established according to their Bylaws. All invoices for membership dues shall be managed by the American Academy of Family Physicians with monthly payment sent to the New Mexico Chapter for their chapter dues.

Sec. 2. The dues of other than active members shall be fixed by the Board of Directors.

1 Sec. 3. Special assessments may be applied equally to all members by affirmative action of two-thirds (2/3)
2 vote of the members of the Board of Directors.

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4 Sec. 4. The annual schedule for dues payments, and clarification of when they are determined to be
5 delinquent, shall follow the policies of the AAFP.

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7 ARTICLE III

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9 NOTICE OF MEETINGS

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11 Sec. 1. Notice of general or special meetings shall be given by the Secretary to all members at least thirty (30)
12 days prior to the date of such meeting, either by letter or email as it appears on the Secretary's records or by
13 publication in the official publication, if any, of the corporation.

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15 Sec. 2. Special meetings may be called by the Board of Directors or by the President. Special meetings shall be
16 called by the Secretary upon the written request of any ten (10) or more members, or by a majority of the
17 membership if there are less than twenty-one (21) members, at a place and time determined by the Board of
18 Directors.

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20 Sec. 3. Twenty-one (21) members, or a majority of the membership, whichever number is smaller, shall
21 constitute a quorum at any regular or special meeting. The President may declare a quorum if less than these
22 are present and all members have been notified at least thirty (30) days prior to the meeting.

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24 Sec. 4. General Board of Director meetings are open to all members and are posted on the NMAFP website.

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26 ARTICLE IV

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28 OFFICERS AND DIRECTORS

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30 Sec. 1. The officers of the corporation shall be a president, president-elect, past president, vice president,
31 secretary-treasurer, chairman of the Board of Directors and executive director in an ex-officio capacity.

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33 Sec. 2. At least six (6) months before the annual meeting each year, the Chairman of the Board shall solicit
34 nominations for the position of Vice President by announcement at the Winter Board Meeting. The sitting Vice
35 President will have an automatic nomination to the office of Secretary/Treasurer, and the sitting
36 Secretary/Treasurer will have an automatic nomination to the office of President-Elect. After one year, the
37 President Elect will ascend to the office of President. Nothing in these bylaws shall prevent nominations from
38 the floor at the annual meeting, except for the offices of President and Board Chair. Election shall be by
39 majority vote of the members present and voting at the annual meeting. Nomination and election of two
40 delegates and two alternate delegates to the Congress of Delegates of the American Academy of Family
41 Physicians shall be made by the voting members of the Board of Directors. Terms shall be two years with up
42 to three consecutive terms permitted. A one-year extension shall be permitted if the Delegate runs for office of
43 the national organization or is involved in committee work. Nomination and election shall take place as close

1 to January 31 of each year as possible.
2

3 Sec. 3. The control and administration of this corporation shall be vested in a Board of Directors, who shall be
4 the Chairman of the Board, the Immediate Past President, the President, the President Elect, the Vice-President,
5 the Secretary-Treasurer, the two Delegates to the Congress of the American Academy of Family Physicians,
6 and the Executive Director in an ex-officio capacity. The above listed members are the voting members of the
7 Board. Ex-officio members are not considered voting members.
8

9 Sec. 4. Vacancies on the Board of Directors may be filled by the Chairman of the Board of Directors, provided,
10 however, that such appointment shall terminate at the next annual meeting.
11

12 Sec. 5. Each residency shall have the right to send one (1) resident representative or his/her designee to each
13 Board of Directors Meeting. Each medical school in New Mexico shall have the right to send one (1) student
14 representative or his/her designee to each Board of Directors Meeting.
15

16 Sec. 6. The Board of Directors shall annually, immediately subsequent to the annual meeting, elect a chairman
17 from among its members, who shall preside at all meetings of the Board.
18

19 Sec. 7. The Board of Directors may appoint standing or special committees to assist it in the discharge of its
20 duties.
21

22 Sec. 8. There shall be an Executive Committee of three (3) members composed of the Chairman of the Board
23 of Directors who shall be Chairman of the Executive Committee, the President and the President-Elect. The
24 Executive Committee shall have the authority to act for the Board of Directors during the interim between
25 meetings of the Board.
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27 ARTICLE V

28 DUTIES OF OFFICERS 29

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31 Sec. 1. Duties of Officers. The duties and power of the officers of the Corporation shall be as follows:
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33 President: The President shall be subject to the control of the Board of Directors, shall have general
34 supervision, direction and control of the business and officers of the organization. The President shall preside
35 at all general membership meetings and also preside over the Board of Directors meeting in the absence of the
36 Chairman of the Board, shall be an ex-officio member of all committees, and shall have such powers and duties
37 as may be prescribed by the bylaws and by the Board of Directors. The President shall also appoint all standing
38 committees, subject to the approval of the Board of Directors.
39

40 President-Elect: The President-Elect shall be a member of the Board of Directors and shall act as President in
41 the absence of the President and Vice-President, or at the request of the President and when so acting shall have
42 all the powers of and be subject to all the restrictions of the President and perform such other duties as may be
43 prescribed from time to time by the Board of Directors.

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2 Secretary-Treasurer: The Secretary-Treasurer shall be a member of the Board of Directors. The Secretary-
3 Treasurer shall keep or cause to be kept a book of minutes, at the principal office or such other place as the
4 Board of Directors may order, of all meetings and the names of those present at the meetings of the Board of
5 Directors. The Secretary-Treasurer shall likewise keep, or cause to be kept, an up-to-date list of members of
6 the organization. The Secretary-Treasurer shall give, or cause to be given, a notice of all meetings of the
7 organization and of the Board of Directors. The Secretary-Treasurer shall keep and maintain, or cause to be
8 kept and maintained, adequate accounts of its assets, liabilities, receipts, disbursements, gains, losses and
9 surplus. The books of accounts shall be at all times open to inspection to any member of the Board of
10 Directors and shall have such other powers and perform such other duties as prescribed by the Bylaws and the
11 Board of Directors. The Secretary-Treasurer may give a surety bond in an amount to be determined by the
12 Board of Directors, and the premium thereon shall be paid by this organization.
13

14 Vice-President: The Vice-President shall be a member of the Board of Directors and shall act as President in
15 the absence of the President, or at the request of the President, and when acting, shall have all the powers of
16 and be subject to all the restrictions of the president. The Vice-President shall have such other powers and
17 duties as may be prescribed from time to time by the Board of Directors.
18

19 Chairman of the Board of Directors: The Chairman of the Board of Directors shall preside over all meetings of
20 the Board. In the absence of the Chairman the President shall take the chair, but should the President be
21 absent, a temporary Chairman shall be elected by the members present at that meeting.
22

23 Executive Director: The Executive Director shall be appointed for a term and stipend to be fixed by the Board
24 of Directors. He or she shall, under the direction of the Board of Directors, perform such duties as the title of
25 the office ordinarily connotes and such duties of the Secretary-Treasurer as may be assigned by the Board of
26 Directors. He or she shall keep or cause to be kept an accurate record of the minutes and transactions of the
27 chapter and the Board of Directors and shall serve as secretary of these bodies. He or she shall supervise all
28 other employees and agents of the chapter and have such other powers and duties as may be prescribed by the
29 Board of Directors or these Bylaws. He or she shall not be entitled to vote. The Executive Director shall be
30 bonded, the premium thereon to be paid by the chapter.
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32 ARTICLE VI

33 ETHICS

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36 Sec. 1. The principles of medical ethics of the American Academy of Family Physicians, as they now or
37 hereafter may provide, shall be the principles of ethics of this corporation and hereby are made part of these
38 Bylaws.
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40 Sec. 2. (a) If any member is believed in good faith to have violated the principles of medical ethics or the
41 Articles and Bylaws of this corporation or of the American Academy of Family Physicians, or to be otherwise
42 guilty of conduct justifying censure, suspension, or expulsion from this organization, any member may prefer
43 charges against him in the form and manner hereinafter specified.

1 (b) Such charges must be filed with the President and at the first meeting of the Board held after filing
2 of said charges, the President must present said charges to the Board. The Board shall then or at any
3 adjournment of said meeting, but not more than thirty (30) days thereafter, consider the charges and shall either
4 dismiss them or shall proceed as hereinafter set forth.

5 (c) If the Board fails to dismiss said charges, it shall within fifteen (15) days thereafter cause a copy of
6 the charges to be served upon the accused by depositing in the United States mail a copy thereof, registered and
7 addressed to the last known address of the accused. The Board shall also and at the same meeting fix a time
8 and place for hearing said charges and the accused shall be notified of the time and place for hearing said
9 charges at the same time and in the same manner as provided for the serving of the charges. The time set for
10 said hearing shall not be less than fifteen (15) days nor more than six (6) months after service of the charges.

11 (d) The accused may answer in writing, but need not do so, and failure to answer shall not be an
12 admission to the truth of the charges or a waiver of the accused's right to a hearing.

13 The Board shall, after having given to the accuser and the accused every opportunity to be heard,
14 including oral arguments and the filing and consideration of any written briefs, conclude the hearing and within
15 thirty (30) days thereafter shall render a decision. The affirmative vote of a majority of the members of the
16 Board present and voting shall constitute the verdict of said Board which by such vote may exonerate, censure,
17 suspend or expel the accused member. The decision of the Board shall be expressed in a resolution which shall
18 contain no opinion and shall be signed only by the chairman of the Board and the Secretary-Treasurer. No
19 member of the Board not present for the entire time of the hearing shall be entitled to vote.

20 (e) Censure shall mean a reprimand by the Chairman of the Board of Directors administered to the
21 accused in the presence of said Board. No member shall be suspended for more than one year and at the
22 expiration of the period of suspension shall be reinstated to membership upon his application and the payment
23 of dues and assessments accrued during the period of suspension. (f) Any member who has been censured,
24 suspended, or expelled, may appeal such action to the American Academy of Family Physicians pursuant to the
25 Bylaws of said corporation.

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27 ARTICLE VII

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29 COMPONENT CHAPTERS

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31 Sec. 1. Component societies of this corporation may be formed in counties or regions of New Mexico or
32 contiguous thereto. The constitution and bylaws, rules and regulations of such component societies shall be
33 subject to the approval of the Board of Directors of this corporation and of the American Academy of Family
34 Physicians.

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38 ARTICLES VIII

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40 MISCELLANEOUS

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42 Sec. 1. Indemnification. Every person who is or shall be or shall have been a director, officer, member of a
43 committee or commission or an employee or agent of this corporation, or who is or shall be serving or shall

1 have served at the request of this corporation in any such capacity in another corporation, partnership, joint
2 venture, trust or other enterprise or organization or any committee thereof, and the personal representative of
3 each person described in this sentence, shall be indemnified by this corporation against all costs and expenses
4 reasonably incurred by or imposed upon any such person in connection with or resulting from any action, suit
5 or proceeding to which such person may be made a party by reason of such person's being or having been in
6 such position or capacity for this corporation or for any other enterprise or organization at the request of this
7 corporation, except in relation to such matters as to which such person shall finally be adjudicated in such
8 action, suit or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in
9 the performance of such person's duty in such indemnified capacity. Each such person shall be indemnified
10 also by this corporation against any and all criminal claims and liabilities to which such person has or shall
11 become subject by reason of action alleged to have been taken, omitted or neglected by him or her in any
12 capacity enumerated in the preceding sentence, provided, however, that no such person shall be indemnified
13 against or be reimbursed for any expenses incurred in connection with any criminal claim or liability unless
14 such person had reasonable cause to believe that his or her conduct which resulted in the criminal claim or
15 liability was lawful. "Costs and expenses" shall include, but are not limited to, attorney's fees, damages, fines
16 and reasonable amounts paid in settlement. The right to indemnification conferred by this section shall not
17 restrict the power of the corporation to make any other or further indemnification permitted by law.

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19 Sec. 2. Rules of Order. Robert's Rules of Order, Current Edition, shall control all parliamentary proceedings of
20 the meetings of the corporation and the Board of Directors except when in conflict with the Bylaws of the
21 Academy.

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23 ARTICLE IX

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25 UPDATING OF BYLAWS

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27 If there are revisions to the Bylaws which in the opinion of the Board of Directors should be made, the
28 president shall appoint an ad hoc committee to review and update these Bylaws. These updated Bylaws will
29 then be submitted to AAFP for approval. Then the committee shall cause a copy of the revisions to be
30 delivered to each member of the corporation as close to thirty (30) days as feasible prior to the Annual Meeting.
31 At this meeting, the proposed revisions shall be voted upon by the members present.

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34 As revised and approved 7/90
35 As revised and approved 6/99
36 As revised and approved 8/05
37 As revised and approved 7/07
38 As revised and approved 11/12
39 As revised and approved 07/17
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