

SUBJECT: Proposed amendments to the ACOFP Bylaws regarding Officer Composition and Terms

SUBMITTED BY: ACOFP Board of Governors

REFERRED TO: 2023 American College of Osteopathic Family Physicians (ACOFP) Congress of Delegates

RESOLUTION NO. 7

1 WHEREAS, the American College of Osteopathic Family Physicians (ACOFP) Board of
2 Governors drafted and approved the 2020-2024 Strategic Plan in October 2019 and
3 Congress was first able to approve it in March 2021; and

4 WHEREAS, one key objective raised by the Board during strategic planning in June 2019 was to
5 work on enhancing ACOFP's organizational effectiveness by assessing and streamlining
6 our governance structure; and
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8 WHEREAS, the Board's goal is to ensure ACOFP is being governed in a way that is responsive to
9 today's fast-changing society and profession, ensuring a more representative, effective
10 and efficient board, which will naturally make ACOFP a more nimble and successful
11 organization; and
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13 WHEREAS, the Board of Governors self-assessments in 2020, 2021 and 2022 identified Board
14 composition as the assessment factor rated with the greatest opportunity for
15 improvement, backed up by qualitative feedback; and
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17 WHEREAS, to support this goal and given the pandemic, strategic planning and Board feedback,
18 the Board voted to appoint a Governance Task Force to explore leading practices in
19 governance of healthcare organizations charged the Task Force to:
20 Align ACOFP's board composition and committee structures to increase the effectiveness
21 and efficiency of governance in order to advance the profession and sustain the
22 organization. The aspirational organizational objectives include:

- 23 • Being efficient, effective and inclusive
- 24 • Advancing organizational performance
- 25 • Ensuring all appointments are based on objective competencies and multi-faceted
26 diversity elements that are needed to represent the membership and profession
- 27 • Creating processes that are perceived as open, fair and consistent
- 28 • Increasing leadership opportunities; and
29

30 WHEREAS, the Board of Governors sought counsel from the Association Management Center
31 (AMC) dating back to February 2020 to review ACOFP's current governance, benchmark
32 ACOFP against association leading practices, and provide governance training to the
33 Board; and
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WHEREAS, AMC conducted leadership interviews and sent out a survey in April 2020 to committee members, ACOFP Future Leaders alum and past presidents asking feedback to help evaluate factors that impact the effectiveness of the ACOFP's governance structure; and

WHEREAS, the April 2020 Governance and March 2021 Diversity, Equity and Inclusion (DEI) surveys illustrate member confusion on ACOFP's leadership pathways and opportunities as currently organized; and

WHEREAS, the Board of Governors focused their generative discussions at the June 2020 and 2021 strategic planning meetings around ways to further enhance ACOFP's governance; and

WHEREAS, volunteers are increasingly not willing or unable to commit 10+ years of service on the Board, but still have interest and valuable insights and perspective to share to advance the mission and vision of the ACOFP; and

WHEREAS, the Vice President, Immediate Past President and Second Past President roles, comprising half of the Executive Committee, all have the same scope of responsibility in the ACOFP Bylaws to "perform duties and provide advice and counsel as requested by the President" and this can continue to be achieved in the same manner by any and all members of the Executive Council; and

WHEREAS, the elimination of the Vice President and second Past President is fiscally responsible and would allow for one New-in-Practice (NIP) Governor to be elected to the Board for a single two (2) year term therefore ensuring that a younger career physician is on the Board to increase leadership opportunities and the ability to adapt more quickly to organizational needs and representation of the diversity of the membership; and

WHEREAS, the Board of Governors took into consideration feedback gained from the 2022 ACOFP Congress of Delegates and made three notable changes from the 2022 resolution pertaining to the Bylaws which includes adding a New-in-Practice Governor to ensure this perspective is represented; adding a 5th rotating, voting member of the Executive Committee, selected from one of the six Governors-at-large by the ACOFP Board of Governors; and removing the recommendation to automatically ascend the Secretary/Treasurer to the President-Elect position; now, therefore be it

RESOLVED, that the American College of Osteopathic Family Physicians (ACOFP) change the Officer composition by eliminating the Vice President and Second Past President positions to allow for a New-in-Practice Governor to be elected for a single (2) year term; and, be it further

RESOLVED, the ACOFP Board of Governors total composition will consist of 13 total voting members including 4 officers, 6 Governors-at-large, 1 New-in-Practice Governor, 1 Resident Governor, 1 Student Governor and 2 non-voting members: Speaker and Vice Speaker; and, be it further

RESOLVED, the ACOFP Board of Governors will select a Governor-at-large, as detailed in the Board Operating Policy Manual, to serve as a 5th voting member of the Executive Committee for a one-year term; and, be it further

RESOLVED, that the ACOFP changes the following articles and sections of the Bylaws to be modified and read as follows:

(Old material crossed out, new material added in color)

ARTICLE VI - BOARD OF GOVERNORS

Section 2. Composition

- A. The Board of Governors shall consist of the President, President-Elect, the **Immediate** Past President, ~~and s for the preceding two years, Vice President,~~ Secretary/Treasurer, six (6) Governors-at-large, **one New-in-Practice Governor, who shall be a New-in-Practice member at the time of election,** one Osteopathic Resident Governor, or an allopathic Resident Governor in osteopathic focused education at a family medicine residency with ACGME osteopathic recognition status and one Osteopathic Student Governor as provided for in these Bylaws.
- B. The Speaker **and Vice Speaker** of the Congress of Delegates shall be ~~an~~ ex-officio members of the Board of Governors with voice but no vote.

Section 3. Quorum

A quorum of the Board of Governors ~~shall will~~ be **a simple the** majority of the **total eligible voting Board members, which includes current** ~~Officers and six~~ Governors. ~~-at-large.~~

ARTICLE VII – OFFICERS

Section 1. Composition

The elected officers of the College shall be the President, President-Elect, the **Immediate** Past President ~~s from the preceding two years, Vice President,~~ and Secretary/Treasurer.

Section 5. Duties of Officers

~~C. Vice President:~~

~~The Vice President shall perform the duties requested by the President.~~

- E. Immediate Past President ~~and Past President:~~
The Immediate Past President ~~and Past President~~ shall perform duties and provide advice and counsel as requested by the President.

F. Vacancies:

(1) In the event the office of President becomes vacant, the President-Elect assumes the ~~duties of the~~ office of the President. The office of President-Elect shall then be declared vacant, and said ~~vacancy position~~ shall be **assumed filled by the Secretary/Treasurer. The President shall appoint an individual to assume the office of Secretary/Treasurer** as provided in these Bylaws.

(2) In the event the President becomes disabled and unable to perform the duties of ~~his the~~ office, but does not request the President-Elect to assume the duties of the President, it shall be the prerogative of the Board of Governors to declare the President disabled and request the President-Elect to assume the duties of the President. Such action can only be taken by a two-thirds vote of quorum of Board members present and voting.

ARTICLE IX – ELECTIONS

Section 1. General

A. The **President-Elect, elected Officers-Secretary/Treasurer, Governors-at-large, New-in-Practice Governor,** two Governors representing the Academic Members of the College, Speaker and Vice Speaker shall be elected by the Congress of Delegates at the annual meeting.

Section 2. Terms

A. The President-Elect, ~~Vice President,~~ and Secretary/Treasurer shall each be elected for a one-year term or until their successors are elected.

B. The Speaker and Vice Speaker shall be elected to serve for a one-year term or until their successors are elected.

C. **At least** ~~Two~~ of the six Governors-at-large shall be elected annually to a three-year term.

D. The New-in-Practice Governor shall be elected for a single two-year term.

~~E.D.~~ The Resident and Student Governors shall be elected annually for a one-year term.

Section 3. Term Limits

A. The President-Elect shall be elected to serve a maximum ~~four~~**three**-year term, sequentially, as President-Elect, President, **and** Immediate Past President, ~~and Past President~~ with no opportunity for re-election to any of these positions.

~~B. The Vice President shall serve a maximum of three (3) one-year terms.~~

- 182 C. The Secretary/Treasurer shall serve a ~~maximum of up to nine (9) consecutive~~ one-
183 year terms.
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185 D. The Speaker and Vice Speaker of the Congress of Delegates shall each serve a
186 maximum of up to nine (9) consecutive one-year terms.
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188 E. Governors, other than those whose terms are defined above, shall be limited to two
189 (2) consecutive three-year (3) terms as Governor, with the exception that the
190 Governor may complete the term in which six (6) years or more of service is
191 completed.
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194 **ARTICLE X - DEPARTMENTS AND COMMITTEES**

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196 **Section 1. Executive Committee**

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198 A. The composition of the Executive Committee will include the elected officers of the
199 College: the President, President-Elect, the **Immediate** Past Presidents ~~s from the~~
200 ~~preceding two years, the Vice President, and the~~ Secretary/Treasurer **and one**
201 **Governor at-large selected by the Board of Governors who shall serve a one-**
202 **year term.**
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FINAL ACTION: APPROVED as of March 29, 2023