

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

SUBMITTED BY: ACOFP Board of Governors

REFERRED TO: 2022 American College of Osteopathic Family Physicians (ACOFP)
Congress of Delegates

RESOLUTION NO. 24

- 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 and 2021 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:
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 - 24 • Being efficient, effective and inclusive
 - 25 • Advancing organizational performance
 - 26 • Ensuring all appointments are based on objective competencies and multi-faceted
27 diversity elements that are needed to represent the membership and profession
 - 28 • Creating processes that are perceived as open, fair and consistent
 - 29 • Increasing leadership opportunities; and
- 30 WHEREAS, the ACOFP Board of Governors sought council from the Association Management
31 Center (AMC) dating back to February 2020 to review ACOFP's current governance,
32 benchmark ACOFP against association leading practices, and provide governance training
33 to the Board; and
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35 WHEREAS, AMC conducted leadership interviews and sent out a survey in April 2020 to
36 committee members, ACOFP Future Leaders alum and past presidents asking feedback
37 to help evaluate factors that impact the effectiveness of the ACOFP's governance
38 structure; and

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

42 WHEREAS, the Board of Governors focused their generative discussions at the June 2020 and
43 2021 strategic planning meetings around ways to further enhance ACOFP's governance;
44 and

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

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

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55 WHEREAS, the elimination of the Vice President and second Past President is fiscally
56 responsible and would allow for more than one Governor-at-large to be appointed to
57 the Board yearly therefore increasing leadership opportunities and the ability to adapt
58 more quickly to organizational needs and representation of the diversity of the
59 membership; now, therefore be it

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61 RESOLVED, that the American College of Osteopathic Family Physicians (ACOFPP) change the
62 Officer composition by eliminating the Vice President and Second Past President
63 positions to allow for additional Governors-at-large to be appointed yearly; and, be it
64 further

65 RESOLVED, that there will be an ascension to the presidency starting with the election of the
66 Secretary-Treasurer who will then automatically become President-elect, followed by
67 President and then Past President, serving 1-year terms in each role unless otherwise
68 removed by Congress; and, be it further

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70 RESOLVED, that Congress will still elect the proposed Secretary-Treasurer, but not the
71 President-Elect given the ascension of roles, and, be it further

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73 RESOLVED, that Congress will retain the ability to nominate candidates for the Secretary-
74 Treasurer role, Governors-at-large, Resident Governor, Student Governor, Speaker and
75 Vice Speaker from the floor; and, be it further

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77 RESOLVED, the ACOFP Board total composition will consist of 13 total voting members
78 including 4 officers, 7 Governors-at-large, 1 Resident Governor, 1 Student Governor and
79 2 non-voting members: Speaker and Vice Speaker; and, be it further

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81 RESOLVED, that the American College of Osteopathic Family Physicians (ACOFPP) change the
82 following articles and sections of the Bylaws to be modified and read as follows:
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84 *(Old material crossed out, new material added in color)*

85 **ARTICLE VI - BOARD OF GOVERNORS**

86 **Section 2.** Composition

- 87
- 88 A. The Board of Governors shall consist of the President, President-Elect, the
89 Immediate Past President and Secretary/Treasurer, seven (7) Governors-at-large,
90 one Osteopathic Resident Governor, or an allopathic Resident Governor in
91 osteopathic focused education at a family medicine residency with ACGME
92 osteopathic recognition status and one Osteopathic Student Governor as provided
93 for in the Bylaws.
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- 95 B. The Speaker and Vice Speaker of the Congress of Delegates shall be *ex-officio*
96 members of the Board of Governors with voice but no vote.

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98 **Section 3.** Quorum

99 A quorum of the Board of Governors will be a simple majority of the total eligible voting
100 Board members, which includes active Officers and Governors.-
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103 **ARTICLE VII – OFFICERS**

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105 **Section 1.** Composition

106 The elected officers of the College shall be the President, President-Elect, the
107 Immediate Past President and Secretary/Treasurer.
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109 **Section 5.** Duties of Officers

- 110 C.
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- 112 E. Immediate Past President:
113 The Immediate Past President shall perform duties and provide advice and
114 counsel as requested by the President.
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- 116 F. Vacancies:
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- 118 (1) In the event the office of President becomes vacant, the President-Elect assumes
119 the office of the President. The office of President-Elect shall then be declared
120 vacant, and said position shall be assumed by the Secretary/Treasurer. The
121 President shall appoint an individual to assume the office of
122 Secretary/Treasurer as provided in the Bylaws.
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- 124 (2) In the event the President becomes disabled and unable to perform the duties of
125 the office, but does not request the President-Elect to assume the duties of the
126 President, it shall be the prerogative of the Board of Governors to declare the
127 President disabled and request the President-Elect to assume the duties of the
128 President. Such action can only be taken by a two-thirds vote of quorum of
129 Board members present and voting.
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ARTICLE IX – ELECTIONS

Section 1. General

- A. The Secretary/Treasurer, Governors-at-large, 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 Secretary/Treasurer shall be elected for a one-year term or until a successor is 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 seven Governors-at-large shall be elected annually to a three-year term.
- D. The Resident and Student Governors shall be elected annually for a one-year term.

Section 3. Term Limits

- A. The Secretary/Treasurer shall be elected to serve a maximum four-year term, sequentially, as Secretary/Treasurer, President-Elect, President, and Immediate Past President with no opportunity for re-election to any of these positions.
- D. The Speaker and Vice Speaker of the Congress of Delegates shall each serve a maximum of up to nine (9) consecutive one-year terms.
- E. Governors, other than those whose terms are defined above, shall be limited to two (2) consecutive three-year (3) terms as Governor, with the exception that the Governor may complete the term in which six (6) years or more of service is completed.

ARTICLE X - DEPARTMENTS AND COMMITTEES

Section 1. Executive Committee

- A. The composition of the Executive Committee will include the elected officers of the College: the President, President-Elect, the Immediate Past President and the Secretary/Treasurer.