

SUBJECT: Proposed amendments to the ACOFP Constitution 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.

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

7
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

12
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

16
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 and 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 ACOFP Board of Governors sought counsel 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

34

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
48

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
54

55 WHEREAS, the elimination of the Vice President and second Past President is fiscally
56 responsible and would allow for one New-in-Practice (NIP) Governor to be elected to
57 the Board for a single two (2) year term therefore ensuring that a new career physician
58 is on the Board to increase leadership opportunities and the ability to adapt more
59 quickly to organizational needs and representation of the diversity of the membership;
60 now; and
61

62 WHEREAS, the ACOFP Board took into consideration feedback gained from the 2022 ACOFP
63 Congress of Delegates and made two notable changes from the 2022 resolution
64 pertaining to the Articles of Incorporation which includes adding a New-in-Practice
65 Governor to ensure this perspective is represented and removing the recommendation
66 to automatically ascend the Secretary/Treasurer to the President-Elect position; now,
67 therefore be it
68

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

73
74 RESOLVED, that the American College of Osteopathic Family Physicians (ACOFPP) change the
75 following articles and sections of the Constitution to be modified and read as follows:
76
77
78

79 *(Old material crossed out, new material added in color)*
80

81 **ARTICLE VI - OFFICERS**

82

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

86

87 **ARTICLE VII - BOARD OF GOVERNORS**

88

89 **Section 1.**

90 The Board of Governors shall be composed of the President, President-Elect, the
91 **Immediate** Past President, ~~and s for the preceding two years, Vice President,~~
92 Secretary/Treasurer, six (6) Governors-at-large, **one New-in-Practice Governor as**
93 **defined in the Bylaws**, one osteopathic Resident Governor, or an allopathic Resident
94 Governor in osteopathic focused education at a family medicine residency with ACGME
95 osteopathic recognition status, one osteopathic Student Governor, and the Speaker **and**
96 **Vice Speaker** of the Congress of Delegates, all to be selected as provided in the Bylaws.
97 The Speaker **and Vice Speaker of the Congress of Delegates shall be ex-officio**
98 **members of the Board of Governors with** ~~has~~ voice but no vote.

99

100

ACTION: _____

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.

- 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
7
- 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
12
- 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
16
- 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
 - 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 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
34

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

48
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

54
55 WHEREAS, the elimination of the Vice President and second Past President is fiscally
56 responsible and would allow for one New-in-Practice (NIP) Governor to be elected to
57 the Board for a single two (2) year term therefore ensuring that a younger career
58 physician is on the Board to increase leadership opportunities and the ability to adapt
59 more quickly to organizational needs and representation of the diversity of the
60 membership; and

61
62 WHEREAS, the Board of Governors took into consideration feedback gained from the 2022
63 ACOFP Congress of Delegates and made three notable changes from the 2022 resolution
64 pertaining to the Bylaws which includes adding a New-in-Practice Governor to ensure
65 this perspective is represented; adding a 5th rotating, voting member of the Executive
66 Committee, selected from one of the six Governors-at-large by the ACOFP Board of
67 Governors; and removing the recommendation to automatically ascend the
68 Secretary/Treasurer to the President-Elect position; now, therefore be it

69
70 RESOLVED, that the American College of Osteopathic Family Physicians (ACOFPP) change the
71 Officer composition by eliminating the Vice President and Second Past President
72 positions to allow for a New-in-Practice Governor to be elected for a single (2) year
73 term; and, be it further

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

78
79 RESOLVED, the ACOFP Board of Governors will select a Governor-at-large, as detailed in the
80 Board Operating Policy Manual, to serve as a 5th voting member of the Executive
81 Committee for a one-year term; and, be it further

82
83 RESOLVED, that the American College of Osteopathic Family Physicians (ACOFP) change the
84 following articles and sections of the Bylaws to be modified and read as follows:
85

86
87
88 *(Old material crossed out, new material added in color)*
89

90
91 **ARTICLE VI - BOARD OF GOVERNORS**
92

93
94 **Section 2. Composition**
95

- 96 A. The Board of Governors shall consist of the President, President-Elect, the
97 **Immediate** Past President, ~~and s for the preceding two years, Vice President,~~
98 Secretary/Treasurer, six (6) Governors-at-large, **one New-in-Practice Governor,**
99 **who shall be a New-in-Practice member at the time of election,** one Osteopathic
100 Resident Governor, or an allopathic Resident Governor in osteopathic focused
101 education at a family medicine residency with ACGME osteopathic recognition
102 status and one Osteopathic Student Governor as provided for in these ~~se~~ Bylaws.
103
104 B. The Speaker **and Vice Speaker** of the Congress of Delegates shall be ~~an~~ *ex-officio*
105 members ~~s~~ of the Board of Governors with voice but no vote.
106

107 **Section 3. Quorum**

108 A quorum of the Board of Governors ~~shall will~~ be **a simple the** majority of the **total**
109 **eligible voting Board members, which includes current e** Officers and ~~six~~
110 Governors. ~~-at-large.~~
111

112
113 **ARTICLE VII - OFFICERS**
114

115 **Section 1. Composition**

116 The elected officers of the College shall be the President, President-Elect, the
117 **Immediate** Past President ~~s from the preceding two years, Vice President,~~ and
118 Secretary/Treasurer.
119

120 **Section 5. Duties of Officers**
121

122
123 ~~C. Vice President:~~
124

125 ~~The Vice President shall perform the duties requested by the President.~~
126

- 127
128 E. ~~Immediate Past President and Past President:~~
129 The Immediate Past President ~~and Past President~~ shall perform duties and
130 provide advice and counsel as requested by the President.
131

132 F. Vacancies:

133
134 (1) In the event the office of President becomes vacant, the President-Elect assumes
135 the ~~duties of the~~ office of the President. The office of President-Elect shall then
136 be declared vacant, and said ~~vacancy position~~ shall be **assumed filled by the**
137 **Secretary/Treasurer. The President shall appoint an individual to assume**
138 **the office of Secretary/Treasurer** as provided in these Bylaws.

139
140 (2) In the event the President becomes disabled and unable to perform the duties of
141 ~~his the~~ office, but does not request the President-Elect to assume the duties of
142 the President, it shall be the prerogative of the Board of Governors to declare the
143 President disabled and request the President-Elect to assume the duties of the
144 President. Such action can only be taken by a two-thirds vote of quorum of
145 Board members present and voting.

146
147
148 **ARTICLE IX – ELECTIONS**

149 **Section 1. General**

150
151
152 A. The **President-Elect, elected Officers Secretary/Treasurer**, Governors-at-large,
153 **New-in-Practice Governor**, two Governors representing the Academic Members of
154 the College, Speaker and Vice Speaker shall be elected by the Congress of Delegates
155 at the annual meeting.

156
157
158 **Section 2. Terms**

- 159
160 A. The President-Elect, ~~Vice President~~, and Secretary/Treasurer shall each be elected
161 for a one-year term or until their successors are elected.
- 162
163 B. The Speaker and Vice Speaker shall be elected to serve for a one-year term or until
164 their successors are elected.
- 165
166 C. ~~At least two~~ of the six Governors-at-large shall be elected annually to a three-year
167 term.
- 168
169 **D. The New-in-Practice Governor shall be elected for a single two-year term.**
- 170
171 ~~E.D.~~ The Resident and Student Governors shall be elected annually for a one-year
172 term.

173
174 **Section 3. Term Limits**

175
176 A. The President-Elect shall be elected to serve a maximum ~~four~~**three**-year term,
177 sequentially, as President-Elect, President, **and** Immediate Past President, ~~and Past~~
178 ~~President~~ with no opportunity for re-election to any of these positions.

179
180 ~~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.
184
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.
187
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.
192

193
194 **ARTICLE X - DEPARTMENTS AND COMMITTEES**

195
196 **Section 1. Executive Committee**

- 197
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 ~~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.**
203
204

ACTION: _____