

## Bylaws Changes Summary

### History and Ideas Behind Concept

In early 2015, after an Executive Committee planning process with association consultant Bob Harris, the Executive Committee recommended undertaking a review of the NCAFP Governance structure with the goal of making the Academy's governance (Board, Executive Committee, Councils) as effective, efficient and meaningful to participants as possible, while maintaining a diversity of perspectives. That resulted in the formation of a Governance Task Force in mid-2015 which held two conference calls and an in-person meeting. The Task Force reviewed NCAFP's current structure, governance best practices and survey data from similarly sized AAFP Chapters and other specialty societies in North Carolina.

Based on feedback from the Governance Task Force, the Executive Committee ultimately developed a slate of proposed bylaws changes and a new policy on nominations, which was reviewed by the board and the Task Force last spring. Only minor comments were received at or after the Spring Board Meeting. Those changes and comments have been incorporated in the attached document, which was approved by the Board at the August 2017 Board of Directors meeting. A summary of the changes is included below. If you are interested in comparing the changes below to the current language in the bylaws, both current and proposed bylaws can be found at: [INSERT HYPERLINK HERE](#).

### Summary of Changes

Eliminates all categorical and geographical board spots with minor exceptions – it leaves in place a student board member, a resident board member, and a board member from academia (which could be from a residency or a medical school department). Beyond those three positions, there would be four officers and eight at-large board members.

- The officers would be President, President-Elect, immediate Past President and Secretary-Treasurer. This eliminates the Vice President (to make the move through NCAFP offices quicker) and changes Board Chair to Immediate past president – so the President would chair both the Executive Committee and the Board. This moves the Executive Committee to five members rather than six; the four officers plus one member of the board at large.
- The proposal also eliminates all ex-officio members of the Board with the exception of the delegates and alternate delegates to the AAFP Congress of Delegates and the Executive Vice President.
- These changes would be phased in so that no current position would be eliminated until their term expired.
- All Board and Council members would have to go through a nominating process that would include submitting a statement of interest and resume. This would include residents and students as well.
- There will be some changes in the Nominating Committee as well to insure diversity at that level with at least two non-board members on that committee. The Immediate Past President would serve as chair of this committee.
- It would also set the size of our Councils at between 8 and 12 members. The Board believes this would provide more leadership opportunities and more meaningful participation in our Councils versus the current "all comer" philosophy of Councils.
- The proposal also calls for a strict nominating policy to help ensure diversity at all levels in the Board and Councils.

**Note of Clarification Regarding Roles of Academia:** The Residency Directors Committee that currently exists will remain in place and report to the Board on a regular basis just as Councils do. In addition, the Medical School Department Chairs Committee will be reestablished and report to the board on a regular basis. This will provide an opportunity for ongoing information exchange with the state's medical schools and residency programs.

A copy of Chapters Nine and Ten of the NCAFP bylaws, as rewritten with these changes, is attached for more detailed information, and a copy of both the recommended changes and Chapter 9 and 10 of the bylaws as they exist today are both available online at: <https://www.ncafp.com/about-ncafp/governance-policies/bylaws-changes/>