

## **Preamble**

All Members of the Adjunct Clinical Faculty of the Stanford University School of Medicine are members of the Association of the Adjunct Clinical Faculty (AACF), which shall be governed by its Bylaws presented below. The inspiration for the AACF arose out of our common bond as clinical educators and our deep respect for our patients, our profession, and Stanford School of Medicine's tradition of excellence in medical education, clinical practice, and scholarly research. We acknowledge an imperative to conduct mutually-respectful dialogue with all who guide the School of Medicine and its affiliated Hospitals and Clinics. Our preeminent objectives are to have a voice in advancing the educational and training missions of the School of Medicine and to solve issues of concern through reasonable dialogue and respectful negotiation.

### **Bylaws of the Association of the Adjunct Clinical Faculty of the Stanford University School of Medicine**

**I. Name:** The Association of the Adjunct Clinical Faculty of the Stanford University School of Medicine. The abbreviated name shall be AACF.

**II. Purpose:** The Association of the Adjunct Clinical Faculty is an independent, unincorporated, non-profit, non-political organization within Stanford University School of Medicine with the following purposes:

1. To contribute to the high quality of medical education and clinical instruction in the School of Medicine and to the ethical foundations of teaching and clinical practice;
2. To seek to be the voice of the Adjunct Clinical Faculty of the Stanford University School of Medicine, a voice which shall command respect of and for its members;
3. To facilitate communication within and among the Adjunct Clinical Faculty of Stanford University School of Medicine;
4. To represent the ACF at regular and special meetings with the Dean and other senior members of the School of Medicine and of the Departments, including meetings which impact the duties, titles and privileges of the active ACF and its Emeriti;
5. To support the development of individual ACF organizations in all Departments which shall be component entities of the AACF;
6. To increase ACF service opportunities by acting proactively as a clearinghouse to match academic faculty needs and available adjunct faculty competencies;
7. To encourage continuing education for the Adjunct Clinical Faculty using resources and facilities of the AACF, the Departments, and the School of Medicine;
8. To seek appointment of one or more members of the ACF to the highest policy making committee(s) in each Department responsible for medical education and clinical training;
9. To participate in the formulation and implementation of School of Medicine and Department policies as they apply to medical education and clinical teaching;
10. To provide input into major appointments within the School of Medicine and its Departments.

**III. Membership:**

1. Qualifications for membership:
  - a. Current appointment as a member in good standing of the Adjunct Clinical Faculty of Stanford School of Medicine or an Emerita / Emeritus member of the Adjunct Clinical Faculty in any Department of the School of Medicine;
  - b. Licensed to practice in their discipline by the State of California unless Emerita / Emeritus of the ACF and retired from practice.
  - c. Certification by the Council of the candidate's qualifications for membership.
  - d. Payment of dues shall be voluntary when and as requested by the Bylaws.
  
2. Termination of membership:
  - a. Membership terminates automatically upon request of the member or upon notification that the member no longer meets criteria for membership or is unwilling or unable to support the purposes of the AACF;
  - b. Council finding that a member is unwilling or unable to support the purposes of the AACF.
  - c. Council finding that a member violated educational, ethical and/or legal standards of conduct fundamental to membership in the AACF.

#### **IV. Governance:**

1. Governance of the AACF is the responsibility of its Council. Except as described below, all members of the Council share the same general duties and rights of Council participation as every other Council member.
2. The Council consists of its Executive Committee plus one representative of the AACF from each Department which has ACF. The Executive Committee consists of Chair, Vice Chair, Secretary, Treasurer, Communications Director, and Member-at Large.
3. The Executive Committee shall consist of seven voting members. Six members of the Executive Committee of the AACF Council shall be elected by the General Membership and they shall constitute its Officers. The seventh member shall be appointed by the elected members of the Executive Committee. The seventh member shall be the Immediate Past Chair of the Association or any member of the ACF or other faculty within Stanford School of Medicine. The elected members shall serve for three years. The elected members may run for re-election to one successive term but may run for election again after being off the Committee for three years. The appointed member shall serve for one year. No more than two members of the Executive Committee shall be members of the same Department.
4. The elected members of the Executive Committee shall designate its Officers and select the appointed seventh member. The elected Officers and the appointed seventh member shall be subject to approval by the Council.
5. Department representatives shall be elected or appointed by the AACF in their Departments. They shall serve for three years and may run for re-election to one successive term. If any Department does not elect or appoint a Department Representative, the Executive Committee may appoint that department's representative subject to approval of the Council.



6. Vacancies on the Executive Committee shall be filled by appointment from within and by vote of the full Council.
7. Vacancies among department representatives shall be elected or appointed by the AACF in the departments or appointed by the Executive Committee subject to approval of the Council.
9. All vacancy appointments shall serve until the next scheduled election for those positions.
10. The Council is authorized to invite the Dean to appoint an Associate Dean who is licensed to practice in the State of California to serve on the Council as an *ex officio member without vote* subject to approval of the Council.
10. All questions of order and decisions regarding questions not provided for in the Bylaws shall be decided by reference to the current edition of *The Standard Code of Parliamentary Procedure*.

#### **V. Duties of the Members of the Executive Committee:**

1. The Chair is responsible for advancing the general purposes of the AACF and:
  - a. Represent the AACF in meetings with the Dean and the Departments but may delegate this duty to other member(s) of the Executive Committee or the Council.
  - b. Conduct the meetings of the AACF Council and the Annual Meeting of the General Membership.
  - c. Appoint subcommittees and establish Special Interest Group(s) (SIGs) subject to Council approval.
  - d. Authorize surveys and polls of the General Membership subject to approval of the Council.
  - e. Present an "Annual State of the AACF" report to the Council and to the General Membership, said report to include special reports prepared by the AACF or any authorized Committee or Special Interest Group;
  - f. Sign checks approved by the Council when the Treasurer is unavailable.
2. The Vice Chair will assist the Chair and assume all duties of the Chair when necessary.
3. The Treasurer is responsible for all financial accounts of the AACF and shall:
  - a. Deposit all monies in an accredited financial institution approved by the Council;
  - b. Maintain records of income and expenses, and receive dues and other monies;
  - c. Approve and sign all checks except any signed by the Chair in his/her absence;
  - d. Present an "Annual Treasurer's Report" to the Council and General Membership.
4. The Secretary is responsible for and shall;
  - a. Prepare and distribute Council Minutes.
  - b. Prepare and distribute AACF postal mailings.
  - c. Certify and report results of all elections and ballot matters.

- d. Maintain an AACF Member Database.
5. The Communications Director is responsible for:
  - a. Listserve communications;
  - b. AACF website management;
  - c. Manage surveys and polls of the General Membership upon request of the Council, with summary results reported in Council Minutes.
6. The Member-at-Large has the same responsibility to advance the purposes of the AACF as all other members of the Executive Committee.

## **VI. Duties of the Department Representatives**

1. Department Representatives are full voting members of the Council.
2. Each representative has the same responsibility to advance the purposes of the AACF as all other members of the Council and to represent the members of the AACF in his/her Department.
3. Each representative shall be a liaison between the AACF Council and his/her Department.

## **VII. Election Procedures:**

1. Any member of the General Membership may propose a member of the AACF for election to the Executive Committee.
2. The Executive Committee shall certify nominees and place their names on a ballot which shall be presented to the General Membership for election by a plurality of general members voting by means determined by the Council.
3. No more than two members of the Executive Committee shall be members of the same Department. In the event that a third member of the same Department shall receive a plurality of the vote, only the two members receiving the most votes cast shall be seated.
4. If a ballot seeks to amend, rescind or otherwise modify any Bylaw that measure shall require approval by two-thirds of the general membership who vote on the measure.
5. Department Representatives shall be elected or appointed by the AACF in their respective Departments. If no election is held and no member appointed, the Executive Committee shall appoint a Department Representative subject to approval of the Council.
6. This Section shall not apply to the first *interim* Council to be established under these Bylaws, the members of which shall be appointed by the Ad Hoc Bylaws Committee and serve for one year or until the first full vote of the General Membership, whichever comes first.

## **VIII. Meetings of the Association:**



1. Regular meetings of the Council shall be held quarterly and shall be open to any member of the AACF. The agenda is the responsibility of the Chair. Items for the agenda may be submitted by any member of the Council or by any member of the AACF.
2. There shall be an Annual Meeting of the General Membership. The agenda shall be determined by the Chair with approval of the Council.
3. Special meetings of the Council may be held at any time subject to call by the Chair, one-third of the Council, or by 20 members of the AACF.

#### **IX. Quorum:**

1. The ordinary conduct of business by the Council shall require a quorum of two-thirds of the Executive Committee.
2. When a vote of the full Council is required by these Bylaws, a quorum shall be two-thirds of the Executive Committee plus that number of Department Representatives who may be depended upon to regularly participate in meetings of the Council.

#### **X. Dues:**

1. Dues must be authorized by vote of the Council and approved by a plurality of General Members voting on the issue. Dues shall then be owed by all members of the AACF other than Emerita / Emeritus members who have retired from practice. Voluntary dues and contributions may be requested from the general membership when authorized by vote of the Council for purposes that advance the goals and objectives of the Association.

#### **XI. Financial Affairs:**

1. All funds of this Association shall be deposited in an accredited financial institution designated by the Council. Accounts shall be kept in the name of the Association of the Adjunct Clinical Faculty.
2. No member of the Council shall deposit any AACF funds in his/her personal account.
3. Funds shall be withdrawn only by check signed by the Treasurer or Chair.
4. The Treasurer shall report to the Council and the General Membership an annual accounting of AACF financial activities. The report and all accounts shall be subject to audit by the Council or its designee.

#### **XII. Repeal or Amendment:**

1. The Bylaws may be amended or repealed by a two-thirds vote of the General Membership responding to a ballot.
2. Amendment or repeal shall be initiated by action of the Council or a petition signed by 10% of the membership.

#### **XIII. Dissolution:**

1. This AACF does not contemplate pecuniary gain or profit to its members and it is organized solely for non-profit purposes. Upon the dissolution of this Association, after

paying or adequately providing for the debts and the obligations of the Association, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for scientific or educational purposes and which has established its tax exempt status under Section 501 (C.3) of the Internal Revenue Code. If the AACF holds any other assets, such assets shall be disposed of in such a manner as may be directed by decree of the Superior Court of the County in which the AACF's principal office is located, upon petition by the Attorney General, or by any person concerned in the liquidation

**Revised and enacted by vote of the General Membership in October 2012**