**Texas ACOFP Annual Membership Business Meeting**

**Friday, June 9, 2023**

The Texas ACOFP Board of Governors has considered each of the proposed changes to the Constitution and Bylaws, as recommended by the Constitution and Bylaws Committee. We submit the following report.

CONSENT AGENDA – FOR COLLECTIVE ACTION BY THE Members of Texas ACOFP

Resolutions 6 – 7 (Major change)

The Texas ACOFP Board of Governors recommends that it be APPROVED.

**Resolution 6. Reduction in Number of Board Positions**

**Resolution 7. Board Position Vacancy Declared for Non-Attendance**

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**Resolution 6. Reduction in Number of Board Positions (elimination of two Governor positions and the Past President)**

Explanatory Statement:

The proposed reduction of Board positions reflects similar changes recently adopted by the ACOFP (national). It is also intended to attract new Board members through reduced length of tenure.

***Article III – Board of Governors***

*Section 1 – The Board of Governors shall be the Administrative and Executive Body of the Society and is responsible to the Membership in all matters.*

*Section 2 - The Board of Governors of the society shall consist of the President, President Elect, Vice President, Secretary, Treasurer, the ~~2 most recent Past Presidents Immediate Past President~~ Immediate* *Past President, ~~6~~ 4 other elected Governors, and of the appointed Student physician and Resident physician Governors*

**Resolution 7. Board Position Vacancy Declared for Non-Attendance**

Explanatory Statement:

Because meetings are called, the number varies per year. Missing twenty-five percent, rather than two, provides more leeway for Board members who may encounter extenuating circumstances such as extended illness, personal or family, birth of a child or other reasonable cause.

***Article III – Board of Governors***

*Section 9 – All meetings of the Board of Governors shall be of annual, special, or called type as defined in the Administrative Handbook. Meetings may be called by the President, or they may be called by petition of a majority of the voting members of the Board of Governors to the Executive Director/Executive Secretary. The Board of Governors shall meet at least three times a year.*

*Section 10- When a member of the Board of Governors fails to attend ~~two~~ greater than twenty-five percent of the meetings of the Board of Governors meetings in one year, the last twelve months or one (1) annual meeting of the Society without proper cause, then that position may be declared vacant by a majority vote of the quorum voting of the Board of Governors.*