Bylaws of The Association of The Clinical Faculty
of the School of Medicine
University of California, San Francisco

I. Name: The Association of the Clinical Faculty of the School of Medicine, University of California, San Francisco.

II. Purposes: The Association of the Clinical Faculty is a UCSF support group and an unincorporated nonprofit association [through the UCSF Foundation]. It is a non-political organization with the following purposes:

1. To support the teaching activities of the volunteer clinical faculty in the School of Medicine.

2. To finance projects that organize, educate, and assist members of the clinical faculty in improving education and professional services for the university, and

3. To provide channels of communication between clinical faculty and other segments of the medical school, e.g. administration, academic senate, housestaff, students, and full-time faculty for mutual welfare of the medical school, and

4. To activate clinical faculty participation in policy making in the medical school and within individual departments, and

5. To suggest members to the administration and medical school for medical center committees.

III. Membership:

1. Qualifications for admission to membership and continuing membership in the association:

   a. member of the clinical faculty of the UCSF School of Medicine, and
   b. income derived from UCSF not exceeding 40% FTE status annually, and
   c. payment of annual fees or dues.

2. Denial or termination of membership in the association:

   a. unanimous vote by the executive committee of the administrative council that membership shall be denied or terminated, based on failure to satisfy any requirement listed under Part 1 above, or based on any reasonable cause bearing substantial relationship to professional or academic ability, and
   b. three-fourths vote of the entire membership of the administrative council.

3. Emeritus and retired members of the clinical faculty shall be eligible for membership. Dues shall be waived.
4. Requirement for resignation: member's resignation will be automatic by written notification.

5. Initial membership: The initial membership shall consist of those persons attending a meeting of the clinical faculty called for the purpose of organizing the Association of the Clinical Faculty of the UCSF School of Medicine, and the initial members shall have power to elect the first officers and the remaining members of the first administrative council. On adjournment of the organization meeting, initial membership shall cease.

IV. Officers: The officers will be president, president-elect, secretary, and treasurer.

1. Vacancy in Office: In any case of an officer vacancy on the administrative council, that vacancy will be filled by an election of the administrative council at the next stated meeting with a two-thirds vote of those voting.

V. Duties of Officers:

1. The president shall preside at all meetings of the association, the administrative council, and the executive committee of the administrative council. At the annual meeting, he/she shall make a report on the activities of the association during his/her term of office. He/She shall pass upon all questions of order and in deciding questions not herein provided for, shall be governed by Sturgis' Rules of Order. He/She shall appoint all committees and the chairmen thereof not otherwise provided for in these bylaws. At the expiration of his/her term, he/she will automatically become a councilor and serve in that capacity for a period of one year.

2. The president-elect shall assist the president and shall succeed the president after a one-year term.

3. The secretary, or designee, shall keep minutes of all meetings and conduct correspondence. The secretary shall certify, with the president, to all official acts of the association and attend to the publication of all notices. In the absence of the treasurer, the secretary, or designee, shall be empowered to sign checks to pay the lawful obligations of the association.

4. The treasurer, or designee, shall receive and have charge of all funds of the association. He/She shall keep a correct account of all financial transactions, keep an accurate roster of active members and the amount of dues paid. He/She shall pay all duly authorized expenses. He/She shall make available an annual report of the finances of the association to the administrative council and to the membership, at the annual meeting. At the expiration of his/her term of office, he/she, or designee, shall deliver to his/her successor all funds, accounts, records, books, and papers pertaining to his/her office.

5. The president, or designee, shall serve as a voting member of the UCSF Foundation board.
VI. Term of Office:

1. Term of office for each of the offices of president and president-elect shall be one year.

2. The secretary and treasurer shall be elected for a one-year term and may be elected for an additional term.

3. Terms of office will be from January 1 to December 31 or until a successor is elected.

VII. Administrative Council:

The administrative council will be the governing body of the association.

1. Membership will include the following:
   a. officers and the immediate past president, and
   b. one representative from each clinical department having 100 or less members of the clinical faculty, and
   c. one additional representative for each additional 100 or less members of the clinical faculty in each department. No department shall have more than three representatives, other than officers, serving on the council in one membership year, and
   d. one representative from the Fresno Campus, School of Medicine University of California San Francisco; this representative is to be elected by all members of the clinical faculty at that campus, and
   e. chancellor of UCSF, or designee, as an ex-officio member. Designee must be licensed to practice medicine in California and a member of the UCSF School of Medicine faculty.

2. Representatives from each clinical department to the administrative council will be nominated and elected by the association’s members of that department. If a clinical department does not elect its representatives, selection of representatives may be accomplished by a committee composed of the current representatives, the immediate past representatives, and the department chairperson. Such appointments will stand unless challenged by at least three of the association’s members of that department, at which time an open nomination and election by association members of that department must be held for the purpose of selecting representatives to the administrative council.

3. Duration of council term shall be three (3) years, except for councilors who are officers, and except for the immediate past president whose term shall be one year. At the first annual meeting of the general membership, and where more than one representative must be elected from a clinical department, such representatives will be elected to serve for three, two or one year and in that order. Councilors may NOT be re-elected more than once without a period of one year out of office.

4. Special and ad-hoc committees shall be appointed by the officers and councilors of the administrative council. The chairpersons and members selected must by approved by a majority vote of councilors present at a stated meeting.
Removal and/or replacement of a councilor:

a. if a councilor is unable to discharge his/her duties as a representative of his/her department, or if he/she fails or his/her designated alternate fails to attend three consecutive meetings without an excuse acceptable by two-thirds of members present at the next announced meeting, then the administrative council shall remove said councilor, and

b. the department involved shall be notified in writing, by the officers of the administrative council of this action. A replacement shall be recommended within 30 days of receipt of such notification, and

c. the replacement shall serve the remainder of the term upon resignation or removal.

VIII. Duties of Administrative Council:

1. The administrative council will appoint three of its members to the nominating committee.

2. The administrative council will certify fulfillment of qualifications of candidates for membership in the association.

3. The administrative council may survey the performance of members of the association for membership on the clinical faculty and may report its findings to the chairmen of the respective clinical departments.

4. The administrative council may poll the membership by mail, if necessary, for resolution of special problems.

5. The administrative council will request that one administrative council member serve on the highest policy making committee of each department.

IX. Executive Committee of the Administrative Council:

1. The executive committee of the administrative council will conduct the business of the administrative council whenever necessary.

2. The executive committee shall consist of the officers and the immediate past president. Initially, the councilor-at-large shall be a member of the executive committee until replaced by the immediate past president.

X. Nominating Committee: The nominating committee will consist of three members who will be elected from and by the administrative council.

XI. Election Procedures:

1. Officers will be nominated by the nominating committee and elected by a majority of the membership present at the annual meeting.

2. Members of the administrative council will be nominated and elected by the members of their respective clinical department (see VII, section 2).
XII. **Meetings of Association:**

1. **Annual meeting:** September, October or November.

   At least one meeting of the general membership shall be held each year, which shall be designated the annual meeting. It will be held in September, October or November as designated by the administrative council. Business of the meeting will include reports by the president and treasurer, reports by the nominating committee, special committees, and election of officers.

2. **Special meeting:** Special meetings may be called upon approval of the president or the administrative council or by a petition signed by 30 or more regular members in good standing.

3. **Regular meetings of the administrative council:**
   a. **frequency:** the administrative council shall meet four times between January and December. Lesser or greater frequency of meetings shall be based on a majority vote of those members present at a stated meeting of the administrative council;
   b. **quorum:** a majority of the members of the administrative council shall constitute a quorum;
   c. **order of business:** *Sturgis Rules of Order* shall be used to conduct the meetings;
   d. **location:** the site of meetings shall be determined by the officers of the administrative council.

XIII. **Dues:**

1. The amount of fees or dues shall be set by two-thirds vote of the administrative council.

2. The annual fee or dues shall be due and payable beginning the first day of Jan.

XIV. **Financial Affairs—Funds of Association:**

1. All funds of this association shall be deposited in a UCSF Foundation or UC Regents account. Accounts shall be kept in the name of the Association of the Clinical Faculty, UCSF School of Medicine.

2. No officer shall deposit any funds belonging to this association in his/her personal account.

3. Funds shall be withdrawn only by authorized check request signed by two parties—the treasurer of the association and(or) designated alternates.

4. The UCSF Foundation shall provide for an annual audit on the financial affairs of the association.
XV. **Repeal or Amendment:**

1. The bylaws of the association can be repealed or amended by:
   
a. two-thirds vote of the entire administrative council, and
b. the mailing of a written statement of such amendment or repeal to the general membership, and
c. the passing of a 30-day waiting period, at the end of which such amendment or repeal shall go into effect subject to the provisions of Part 2 below.

2. Veto of repeal or amendment to the bylaws of the association occurs with:
   
a. signed petition of thirty active members of the association requesting veto of such amendment or repeal, presented to the president of the association within the 30-day waiting period, and
b. attendance at the next regularly scheduled meeting of the administrative council of one or more of the petitioners for the purpose of presenting oral arguments in support of their objections, and
c. less than three-fourths vote of the administrative council members present in favor of such amendment or repeal.

3. The 30-day waiting period shall be extended by a petition presented pursuant to Part 2 above, until the next regularly scheduled meeting at which time failure to override the veto request by three-fourths vote of the administrative council shall render such repeal or amendment a nullity.

XVI. **Dissolution:**

Upon the winding up and dissolution of this association, after paying or adequately providing for the debts and obligations of the association, the remaining assets shall be distributed to the University of California Regents or an agent thereof, and which has established its tax-exempt status under Section 501(c)3 of the Internal Revenue Code.

No part of the net earnings of this association shall ever inure to or for the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the association shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.

Notwithstanding any other provisions of these articles, the association shall not carry on any other activities not permitted to be carried on by the association exempt from Federal income tax under Section 501 (c)3 of the Internal Revenue code of 954.

*Adopted at the Annual Meeting, May 27, 1976.*

* Roberta F. Fenlon, President

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*Bylaws Committee:*
Jack Jew, Chairman
Gerald A. Gellin
Dan Tennenhouse

Dates and Sections of Revision:

Article VII, Section I in 1985
Article II, Section 3 in 1987
Article VII, Section 1d, 2,4,5 in 1987
Article VIII, Section 5 in 1987

Dates and Sections of Revision Continued:

Article V, Section 1, 2 in 1987
Article VI, Section 1, 2 in 1987
Article VII, Section 3 in 1987
Article II, Section 3 in 1990
Article VII, Section 1c in 1990
Article VII, Section 2 in 1990
Article VIII, Section 5 in 1990
Article XI, Section 2 in 1990
Article V, Section 2 in 1991
Article VI, Section 1 in 1991
Article VI, Section 2 in 1991
Article II in 1995
Article II, Section 1 in 1996
Article II, Section 2 in 1996
Article III, Section 1a in 1996
Article III, Section 3 in 1996
Article IV, Section 1 in 1996
Article V, Section 3 in 1996
Article V, Section 4 in 1996
Article V, Section 5 in 1996
Article VII, Section 1e in 1996
Article VII, Section 3 in 1996
Article VII, Section 4b in 1996
Article XII, Section 1 in 1996
Article XII, Section 3a in 1996
Article XIII, Section 2 in 1996
Article XIV, Section 1 in 1996
Article XIV, Section 3 in 1996
Article XIV, Section 4 in 1996
Article XVI. Paragraph 1 in 1996
Article VI, Section 3 In 1999
Article XII, Section 1 & 3 In 1999
Article XIII, Section 2 In 1999
Article III, Section 1 in 2002
Article III, Section 1 in 2013