

BYLAWS KENTUCKY ACADEMY OF FAMILY PHYSICIANS

As Amended by the All-Member Business Meeting
Revised (9-27-2018)

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CHAPTER I

Name

This association shall be known as the Kentucky Academy of Family Physicians (KAFP). This organization is a constituent chapter of the American Academy of Family Physicians, a corporation existing under the laws of Illinois, and is possessed only of those rights and powers conferred by said corporation of this organization. No rules, regulations, or policies adopted by this organization shall be in conflict with the rules, regulations, or policies of the American Academy of Family Physicians or the Charter issued by said Academy to this organization. (The autonomy of constituent chapters is limited by the Bylaws of the American Academy of Family Physicians Membership in constitutional chapter shall be a prerequisite to membership in the American Academy of Family Physicians)- Component chapters as defined in Chapter V of KAFP bylaws shall have the right to intervene either pro or con on any member and it shall be mandatory for the American Academy of Family Physicians Board of Directors to act upon such recommendations. Throughout these bylaws the term chapter, Academy or the abbreviation KAFP is referring to the Kentucky Academy of Family Physicians. The American Academy of Family Physician name will be either represented by its proper name or by AAFP. (Nov 2015)

CHAPTER II

Mission Statement, Purposes and Powers Section

Section 1: The mission of the Kentucky Academy of Family Physicians is “Improving the health of Kentuckians, promoting the value of family medicine, and serving the needs of our members in a professional medical community.” (Nov 2015)

Section 2. To accomplish the foregoing aims, ideals, and objectives, the KAFP may grant charters to a component chapter of the Kentucky Academy of Family Physicians in such a manner provided by Bylaws provide; and shall have power to acquire, own and convey real and personal property; to carry on research; to grant academic degrees in recognition of achievement in the science and practice of medicine and surgery; to issue publications; to establish, conduct, and maintain schools, courses, museums, libraries, and other institutions for graduate study in medicine and surgery and to use any and all means for the attainment of its objectives which, from time to time, may seem ~~to it~~ desirable. (Nov 2015)

Section 3. This organization shall have no capital stock. It is not conducted for pecuniary profit and does not contemplate pecuniary gain or profit to the members thereof.

CHAPTER III

Classes of Membership and Election Section

The qualifications and conditions of membership and the classes of membership shall be the same as those now or hereafter provided in the Bylaws of the American Academy of Family Physicians. The method of election shall be as provided in the Bylaws. To hold membership in the Academy, the

individual must be of high moral and professional character. Additional membership qualifications required of each class of members as well as their rights and obligation and the method of their election shall be hereinafter set forth. Any active member in good standing shall be eligible to vote and hold office. Acceptance of membership in this organization shall constitute an agreement by each member. Bylaws of this organization and those of the American Academy of Family Physicians in a manner provided in the Bylaws of said corporation. A member accepting membership shall conform to the rules and regulations promulgated by the Board of Directors and constituent bylaws of KAFP and AAFP. All rights, titles, and interests, both legal and equitable of a member in and to the property of this organization shall cease and terminate in the event of either of the following: (a) the expulsion of such member (b) the striking of their name from the rolls of members (c) their death or resignation. The members of this organization shall be classified as set forth by the American Academy of Family Physicians. The qualifications required of the respective classes, their rights and obligations, along with the method of elections, shall also be set forth by the AAFP. (Nov 2015)

CHAPTER IV

Ethics and Change of Status

The Kentucky Academy of Family Physicians is a state chapter of the American Academy of Family Physicians. To be a member in the KAFP one must hold membership in the AAFP; therefore, the ethic guidelines shall be the same as those now or hereafter provided in the Bylaws of the American Academy of Family Physicians. (Nov 2014)

CHAPTER V

Component Chapters

Section 1. **Definition.** Upon the petition of any five (5) or more active members of the Academy, component chapters may be formed under the provisions of the Board of Directors and shall be provided a charter by the Board. Such chapters may adopt bylaws not inconsistent with these bylaws. A component chapter shall generally consist of members located in a defined geographic area or one, which is otherwise specifically constituted in these bylaws. In addition, provision may be made for a student chapter and a resident chapter. (Nov 2014)

CHAPTER VI

Dues, Assessments and Admission Fees

Section 1. **Payment.** The dues for active members shall be due and payable to the American Academy of Family Physicians at the time the dues statement is received by the member. (Nov 2014)

Section 2. **Rates.** AAFP dues for all member classifications shall be set annually by the AAFP Board of Directors and the KAFP dues shall be set annually by the KAFP Board of Directors and any dues

increase for the KAFP shall be approved by the KAFP All-Member Business Meeting at the annual meeting. (Nov 2015)

CHAPTER VII

Annual Meeting

Section 1. There shall be an Annual Meeting of the Academy which shall include an All-Member Business Meeting, together with such meetings of the Board of Directors, Executive Committee, and other committees as may be necessary by the Board of Directors. The time and place of the Annual Meeting shall be designated by the Board of Directors and announced at least sixty (60) days before the date so fixed.

Section 2. Any active member may present to the secretary 15 days prior to annual meeting in writing any resolution(s) pertinent to the objectives of the Academy in relation to any report by any officer or committee of the Academy at the All-Member Business Meeting at the Annual Meeting Resolutions so offered shall be acted upon at said All-Member Business Meeting. Late resolutions may be accepted by a majority vote of all members present at the All-Member Business Meeting. (Nov 2015)

Section 3. KAFP Board of Directors will post to their website 90 days prior to the AAFP Congress of Delegates a call for resolution from any KAFP member that has a national focus that should be taken up by the AAFP Congress of Delegates in the year that the resolution is submitted. Said resolution once received will be posted to the KAFP website for KAFP member's input. KAFP Board of Directors will determine if the resolution has a national focus and if so, will submit it to AAFP's Secretary of the Congress prior to the AAFP Congress of Delegates. Regardless of decision to submit said resolution it will be addressed at the next KAFP All-Member Business meeting. (Nov 2017)

CHAPTER VIII

Board of Directors and Executive Committee

Section 1. Subject to the actions at the All-Member Business Meeting during the interim of the annual All-Member Business Meeting, the control and administration of the Academy shall be vested in a Board of Directors, composed of the officers of the Chapter, (the Alternate Delegates to the AAFP shall have a vote only in the absence of his/her respective Delegate to the AAFP), a Regional Director from each of the four (4) regions of the Commonwealth, four (4) At Large Directors, a student member and an alternate, and a resident member and an alternate, all of whom shall have full voting privileges (Alternate may only vote in the absence of the Delegate). Residency Program Directors or Chairs of the Departments of Family Practice (or howsoever such a department is designated in the respective schools), and all committee chairs, also will be members without voting privileges unless theretofore named. The aforementioned regions of the Kentucky Academy of Family Physicians shall be identified as follows: Region I: Districts 1,2,3,6; Region II: District 5; Region III: Districts 4, 7, 8, 9, 10; and Region IV: Districts 11, 12, 13, 14, Such districts of the Academy shall correspond to the Trustee Districts of the Kentucky Medical Association. (2012) No member shall hold more than one KAFP office that would entitle them to voting membership on the Board of Directors. The Regional Director, At-Large-Director, and the student and resident members of the Board shall be elected at the All-Member Business Meeting

by those members of the Academy present at the time of the meeting. The candidates shall be selected by the Nominating and Awards Sub-committee of the Leadership Committee. (Nov 2015)

Section 2. There will be an Executive Committee of six (6) members composed of the president, vice president, treasurer, secretary, president elect and immediate past president. A quorum of the Executive Committee shall be at least four. A meeting of the Executive Committee may be called by the president or a majority of the members of the Executive Committee. The president shall preside at meetings of the Executive Committee if present; if not present, the Vice-President shall preside. If the Vice President is not present, the Secretary will preside. (2012)-The Executive Committee may transact business by telephone, which shall later be confirmed in writing. The Executive Committee shall have full authority to act for and on behalf of the Board of Directors whenever the business of the Academy demands prompt action in the interim between meetings of the Board or when it is impractical or impossible to convene the entire membership of the Board of Directors. Action of this committee shall be ratified by the Board of Directors at the first meeting following. (Nov 2015)

Section 3. The Board of Directors shall hold four regular meetings each year at such times and places as the Board may designate. Special meetings of the Board of Directors shall be called at least fourteen (14) days in advance by the president, the Executive Committee, or by one-fourth (1/4) of the members of the Board of Directors. All Board meetings shall be open to all members of the Academy who wish to attend. The official announcement of the meeting of the Board shall be printed in the KAFP Journal. Six (6) members of the Board shall constitute a quorum. (2003)

Section 4. The members of the Board of Directors of the Academy shall not receive any compensation for their services as such. Any officer or director, upon the decision of the Board of Directors, may receive reimbursement for expenses incurred in the line of Academy business.

CHAPTER IX

Election of Officers

Section 1. The officers of the Academy shall be president, president-elect, vice-president, treasurer, secretary, immediate past president, speaker and vice speaker of the All-Member Business Meeting, delegates and alternate delegates to the AAFP, Regional Director, At Large Director, and resident and students' members. The powers, duties, terms of office and the method of election of the officers shall be set forth in the Bylaws of the KAFP and AAFP. (Nov 2015)

CHAPTER X

Bylaws and Amendments

Section 1. These Bylaws may be adopted or amended by an affirmative vote of at least two-thirds (2/3) of the Academy members at the All-Member Business Meeting. Notice of the proposed changes must be filed with the KAFP Secretary by five (5) or more members of the Academy or any standing committee. The secretary shall present a copy of the proposed changes to the Academy members at the All-Member Business Meeting by mail or official publication at least fifteen (15) days before the meeting at which such proposed action is to be taken. These Bylaws shall take effect after the next All-Member Business Meeting. (Nov 2015)

Section 2. For purposes of organization and representation, the state shall be divided into four geographical areas called regions. Region I shall include District 1, 2, 3, and 6; Region II shall

include District 5 only; Region III shall include Districts 4, 7, 8, 9, and 10; Region IV shall include Districts 11, 12, 13, 14 and 15. (Should any region so designated at some future date have less than 100 members or more than 200 members it shall be the duty of the All Member Business Meeting to redefine the boundaries of that region.) The President, President-Elect, Vice President, Secretary, Treasurer, and Delegates and Alternate Delegates to the American Academy of Family Physicians shall be elected from the membership as a whole and not from any specific region. (Nov 2015)

Section 3. Election of the above officers shall be by-ballot prepared by the secretary, and a majority vote shall constitute election. No member of the Kentucky Academy of Family Physicians shall hold more than one elective office in the organization during any given year. (Nov 2015)

CHAPTER XI

Duties and Terms of Officers

Section 1. The President shall be a member of the Board of Directors and of the Executive Committee and the Executive Committee meetings if present. Their term of office shall begin at the conclusion of the annual meeting one (1) year after their election as President-Elect and shall expire at the conclusion of the following annual meeting or when their successor is seated. The President shall nominate members for all vacancies on standing and special committees. The Board of Directors will elect such members so nominated by a majority vote of the Board of Directors present and voting. In the absence of the Speaker and Vice Speaker, the President shall preside over the All-Member Business Meeting until a speaker is chosen by the Academy members present at the All-Member Business Meeting. The President shall be, ex officio, a member of all standing and special committees. In the event of the death or resignation of the President during the term of his/her office or if he/she shall for any reason be unqualified or unable to serve, the Vice President shall succeed to the office of President for the unexpired portion of the President's term. In the event of the death, resignation or incapacity of the President, Vice-President, and President-Elect, the Board of Directors shall elect a President for the unexpired portion of his/her term. The President-Elect shall succeed to the office of President at the conclusion of the first Annual Meeting following the meeting at which his/her election occurred. The Vice President shall remain in that office until his/her term expires. (Nov 2017)

Section 2. The Vice President shall be elected annually. He/She shall be a member of the Board of Directors and shall preside at meetings in the absence of the President. The term of his/her office shall begin at the conclusion of the Annual Meeting at which his/her election occurs and expires at the conclusion of the next Annual Meeting or when his/her successor is elected. (Nov 2015)

Section 3. The President-Elect shall be a member of the Board of Directors and of the Executive Committee. He/She shall preside at meetings in the absence of the Vice-President. He/She shall succeed to the office of President at the expiration of the President's term, as provided in Section 1.

Section 4. The Speaker of the All-Member Business Meeting shall be a member of the Board of Directors, shall preside over meetings of the All-Member Business Meeting. His/her term of office shall begin immediately following the session of the All-Member Business Meeting at which they are elected and shall continue until his/her successor takes office. The Vice Speaker of the All-Member Business Meeting shall be ex officio, a member of the Board of Directors, with privilege to vote, and shall preside over all meetings of the All-Member Business Meeting in the absence of the Speaker.

The presiding officer of the All-Member Business Meeting shall be entitled to vote only in case of a tie. In the event of the death, resignation or removal from office of the Speaker, the Vice Speaker shall succeed to the office of Speaker. If, however, a vacancy occurs in the office of the Speaker when there also is a vacancy in the office of Vice Speaker, the Board of Directors shall elect a Speaker to fill the unexpired portion of the term. In the event of the death, resignation, or removal from office of the Vice Speaker, or if the Vice Speaker succeeds to the office of the Speaker pursuant to this section. The Board of Directors shall elect a Vice Speaker to fill the unexpired portion of the term. (Nov 2015)

Section 5. The Treasurer shall be a member of the Board of Directors. His/Her duties shall include causing to be kept adequate and proper accounts of the properties and funds of the Academy, and to be responsible for supervising the personnel of the headquarters office including the Executive Vice President. The Treasurer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the Academy with such depositories as may be designated by the Board of Directors. He/She shall disburse the funds of the Academy as may be ordered by the Board of Directors; shall render to the Board of Directors, whenever it may request it, an account of all of his/her transactions as Treasurer, and of the financial condition of the Academy; and shall have such other powers, such other duties as may be prescribed by the Board of Directors or these Bylaws. Any of the duties of the Treasurer may, by action of the Board of Directors, be assigned to the Executive Vice President. (Nov 2015)

Section 6. The Executive Vice President is employed to do the work in the headquarters office and to supervise any other employees of the Academy. The Executive Vice President will be directly responsible to the Board of Directors for all records and work of the office and will be bonded at the expense of the Academy. (Nov 2015)

Section 7. The Secretary shall be a member of the Academy elected by the All-Member Business Meeting for a term of one to three years. The Secretary shall be a member of the Board of Directors with voting privileges, shall be bonded at the expense of Academy, and shall be directly responsible to the Board or the Executive Committee. (Nov 2015)

Section 8. At-Large-Directors shall serve as voting members of the Board and their term of office will be three (3) years to begin at the at which their election occurs and expires at the conclusion of the third succeeding Annual Meeting, or when their successors are elected. No director at-large elected to a three (3) year term shall be eligible for re-election to the Board unless two (2) years have elapsed since the expiration the previous term. (Nov 2015)

Section 8a. Currently elected and seated District Directors will remain until their term expires at which time those positions will be eliminated. These District Directors will retain their membership on the Board of Directors with voting rights. This section will sunrise once the last District Directors term(s) has expired. (Nov 2015)

Section 9. The term of the office of the Regional Directors of the Board shall be for four years and shall begin at the conclusion of the All-Member Business Meeting at which their election occurs and expire at the conclusion of the fourth succeeding Annual Meeting, or when their successors are elected. Any Regional Director who absents him/herself from three consecutive state meetings of the Board of Directors, without reasonable excuse acceptable to the Board of Directors, shall be considered as having resigned from the Board. His/her vacancy on the Board of Directors shall be filled by a majority vote of the remaining members of the Board until the next meeting of the All-

Member Business Meeting. Each Regional Director shall have the privilege of the floor and the right of the vote at each meeting of the Board of Directors. No Regional Director shall be elected for more than two consecutive four-year terms. (Nov 2015)

Section 10. The Chair of the Board and Executive Committee shall be the immediate Past President and shall be a member of the Board of Directors for a period of one year following his/her term as President, such term to begin at the conclusion of his/her term of office and ending at the conclusion of the following All-Member Business Meeting. As Chair of the Board of Directors and Executive Committee shall preside and facilitate the agenda of the meeting If the Chair is not present that the duties of facilitation of the agenda will fall the next officer in the chain of command excluding the President. (Nov 2017)

Section 11. The candidates for Delegate to the AAFP and Alternate Delegate to the AAFP will be nominated by the Nominating and Awards Sub-committee of the Leadership Committee. The number of positions to be filled will correlate with the allowable number of positions accorded by the Bylaws of the American Academy of Family Physicians. Each Delegate to the AAFP shall be elected by the All-Member Business Meeting of this Chapter, for a term of two years, and each may be reelected twice for a maximum tenure of service of six years. Each Alternate Delegate to the AAFP shall be elected by the All-Member Business Meeting of this Chapter, for a term of two years, and each may be reelected twice for a maximum tenure of service of six years. (Nov 2015)

Section 12. In the event of the vacancy of any office of the Academy not covered elsewhere in these Bylaws, the Board of Directors by majority vote shall elect his/her successor to serve until the next All-Member Business Meeting. (Nov 2015)

Section 13. Any member of the Kentucky Chapter who holds an elective office in the American Academy of Family Physicians and who is not an elected state officer shall be ex officio, and a member without a vote on the Board of Directors of the Kentucky Chapter as long as they hold that national office. (Nov 2015)

CHAPTER XII

Committees

Section 1. The Board of Directors may appoint such standing or special committees to assist in the work of the KAFP as it deems necessary. (Nov 2017)

CHAPTER XIII

Records, Annual Reports, Seal, Rules of Order, Fiscal Year, Adoption of Bylaws

Section 1. Inspection of Records. The minutes of the proceedings of the Board of Directors, the All-Member Business Meeting, the membership book and books of account shall be open to inspection upon the written request of any member at any reasonable time for any purpose related to the

member's interest. (Nov 2015)

Section 2. Annual Report. The Directors shall cause to be sent to the members, not later than four months after the close of the fiscal year, a balance sheet as of the closing date of such fiscal year, together with a statement of the income and profits and loss for such fiscal year; and such financial statement will be certified by a public accountant. This report will be published in the KAFP Journal. (Nov 2015)

Section 3. Seal. The AAFP official seal shall be recognized as the official seal of the Kentucky constituent chapter.

Section 4. Rules of Order. AIP Standard Code, except when the same are in conflict with the Bylaws of this Academy, shall control all parliamentary proceedings of the meetings of the All-Member Business Meeting, Board of Directors, and all committees. (Nov 2015)

Section 5. Fiscal Year. The fiscal year of this organization shall begin on the first day of January and end on the last day of December of each year.

Section 6. Taking Effect of These Bylaws. The Bylaws shall become effective-after the next All-Member Business Meeting. (Nov 2015)

*Updated (Sep 2018)