

**BYLAWS**  
**KENTUCKY ACADEMY**  
**OF FAMILY PHYSICIANS**  
As Amended by the Congress of Delegates

May 2009

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## **CHAPTER I**

### **Name**

1           The association shall be known as the Kentucky Academy of Family  
2 Physicians.

3           This organization is a constituent chapter of the American Academy  
4 of Family Physicians, a corporation existing under the laws of Illinois, and  
5 is possessed only of those rights and powers conferred by said corporation  
6 of this organization. No rules, regulations, or policies adopted by this  
7 organization shall be in conflict with the rules, regulations, or policies of the  
8 American Academy of Family Physicians or the Charter issued by said  
9 Academy to this organization. (The autonomy of constituent chapters is  
10 limited by the Bylaws of the American Academy. In a state where a con-  
11 stituent state chapter has chartered membership in said chapter shall be a  
12 prerequisite to membership in the American Academy; the qualifications  
13 for membership are established by the American Academy.) Constituent  
14 chapters shall have the right to intervene either pro or con on any member  
15 and it shall be mandatory for the American Academy of Family Physicians  
16 Board of Directors to act upon such recommendations.

## **CHAPTER II**

### **Mission Statement, Purposes and Powers Section**

1           Section 1. The mission of the American Academy of Family Physi-  
2 cians is to promote excellence in health care and the betterment of the  
3 health of the American people. Purposes in support of this mission are:  
4           To provide responsible advocacy for the education of patients and the  
5 public in all health-related matters;  
6           To preserve and promote quality, cost-effective health care;  
7           To promote the science and art of family medicine and to ensure an  
8 optimal supply of well-trained family physicians;  
9           To promote and maintain high standards among physicians who prac-  
10 tice family medicine;  
11           To provide advocacy, representation and leadership for the specialty  
12 of family practice;  
13           To maintain and provide an organization with high standards to fulfill  
14 the above purposes and to represent the needs of its members. **5/87**

1           Section 2. To accomplish the foregoing aims, ideals, and objectives,  
2 this academy may grant charters to a district of the Kentucky Academy of  
3 Family Physicians in such a manner as the Bylaws may from time to time  
4 provide; and shall have power to acquire, own and convey real and per-  
5 sonal property; to carry on research; to grant academic degrees in recogni-  
6 tion of achievement in the science and practice of medicine and surgery; to  
7 issue publications; to establish, conduct, and maintain schools, courses,  
8 museums, libraries, and other institutions for graduate study in medicine

9 and surgery; and to use any and all means for the attainment of its object-  
10 tives which from time to time may seem to it desirable.

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

### **CHAPTER III**

#### **Classes of Membership and Election Section**

1 The qualifications and conditions of membership and the classes of  
2 membership shall be the same as those now or hereafter provided in the By-  
3 laws of the American Academy of Family Physicians. The method of elec-  
4 tion shall be as provided in the Bylaws. To hold membership in the Acade-  
5 my, the individual must be of high moral and professional character. Ad-  
6 ditional membership qualifications required of each class of members as  
7 well as their rights and obligation and the method of their election shall  
8 be hereinafter set forth. Any active member in good standing shall be eli-  
9 gible to vote and hold office. Acceptance of membership in this organiza-  
10 tion shall constitute an agreement by such member to comply with the  
11 Bylaws of this organization and those of the American Academy of  
12 Family Physicians in a manner provided in the Bylaws of said corporation,  
13 a member accepting membership shall conform to the rules and regula-  
14 tions promulgated by the Board of Directors of this organization. All right,  
15 title, and interest, both legal and equitable of a member in and to the prop-  
16 erty of this organization shall cease and terminate in the event of any or  
17 either of the following: (a) the expulsion of such member (b) the striking of  
18 their name from the rolls of members (c) their death or resignation. The By-  
19 laws of the American Academy of Family Physicians now provide for eight  
20 classes of membership: Active members, Supporting members, Interna-  
21 tional members, Resident members, Inactive members, Honorary mem-  
22 bers, Life members and Student members. **(May 2009)**

### **CHAPTER IV**

#### **Ethics and Change of Status**

1 Section 1. By specific action of the Academy's Congress of Delegates  
2 on a two-thirds (2/3) vote, this organization may adopt policies or posi-  
3 tions relating to ethical issues even though such policies or positions are  
4 in addition or contrary to the Principles of Medical Ethics of the American  
5 Medical Association. However absent such specific action by the Con-  
6 gress of Delegates, the Principles of Medical Ethics of the American Medi-  
7 cal Association, as they now or hereafter may provide, shall be the prin-  
8 ciples of ethics of this organization.

1           Section 2. If any member in good faith is believed to have violated  
2 the principles of Medical Ethics or the Bylaws of this Academy, or to be  
3 otherwise guilty of conduct justifying censure, suspension, or expulsion  
4 from this organization, any member may prefer charges against them in the  
5 form and manner hereinafter specified. All those against whom charges  
6 have been filed pursuant to this chapter shall have the right to be repre-  
7 sented by Counsel at the initial hearing and upon appeal to the Board of  
8 Directors of the American Academy of Family Physicians.

9           Such charges must be in writing and signed by the accuser or accus-  
10 ers and must state the acts or conduct complained of with reasonable par-  
11 ticularity.

12           Such charges must be filed with Secretary of Kentucky Academy. At  
13 the first meeting of the Board of Directors of the Kentucky Academy held  
14 after the filing of said charges the secretary must present said charges to  
15 the Board. The Board shall then or at any adjournment of said meeting,  
16 but not more than thirty (30) days thereafter, consider the charges and  
17 shall either dismiss them or shall proceed as hereinafter set forth.

18           If the Board fails to dismiss said charges it shall within fifteen (15)  
19 days thereafter cause a copy of the charges to be served upon the accused  
20 by depositing in the United States mail a copy thereof, registered and ad-  
21 dressed to the last known address of the accused. The Board shall also at  
22 the same meeting fix a time and place for hearing said charges and the  
23 accused shall be notified of the time and place at the same time and in the  
24 same manner as provided for the serving of the charges, the time set for  
25 such hearing shall not be less than fifteen (15) days nor more than six (6)  
26 months after service of charges.

27           The accused may answer in writing but need not do so and failure to  
28 answer shall not be an admission of truth of the charges or a waiver of the  
29 accused's rights to a hearing.

30           The Board shall, after giving to the accuser and the accused every  
31 opportunity to be heard, including oral arguments and the filing and con-  
32 sideration of any written briefs, conclude the hearings and within thirty  
33 (30) days thereafter shall render a decision. The affirmative vote of a ma-  
34 jority of the members of the Board present and voting shall constitute the  
35 verdict of the said Board which by such vote shall exonerate, censure,  
36 suspend, or expel the accused member. The decision of the Board shall be  
37 expressed in resolution which shall contain no opinion and shall be signed  
38 only by the Chairman of the Board or the Secretary. No member of the  
39 Board not present for the entire time of the hearing shall be entitled to  
40 vote.

41           Censure shall mean a reprimand by the Chairman of the Board of  
42 Directors administered to the accused in the presence of the said Board.  
43 No member shall be suspended for more than one year and at the expira-  
44 tion of that period of suspension shall be reinstated to membership upon  
45 their application and the payment of dues accrued during the period of sus-

46 pension. The decision of the Board of Directors shall be final, except as  
47 provided hereafter.

1 Section 3. Any member of the Kentucky Academy of Family Physi-  
2 cians who has been censured, suspended, or expelled by the Kentucky  
3 Academy may appeal such action within six months after notice thereof is  
4 given by said Chapter to the Board of Directors of the American Academy  
5 of Family Physicians.

1 Section 4. Any member who changes their occupation or status in such  
2 a manner to render them ineligible to membership in this Academy may,  
3 unless they resign, be stricken from the roll by action of the Board of Di-  
4 rectors. Under unusual circumstances and on an individual basis, the Board  
5 of Directors by a two-thirds (2/3) vote may waive payment of dues and  
6 may make exceptions to the foregoing membership rules and requirements.

## **CHAPTER V**

### **Local Chapters**

### **District Chapters**

1 Section 1. Upon the petition of any five or more members of this  
2 Academy residing in any county, city, or district of Kentucky the Board of  
3 Directors may issue a charter for a chapter of this Academy, provided,  
4 however, that no more than one chapter shall be chartered in any city or  
5 county. Such charters shall be in such form as is approved from time to  
6 time by the Board of Directors.

1 Section 1a. Upon petition by the residents of an approved family  
2 practice residency program in Kentucky, the Board of Directors may is-  
3 sue a charter for a chapter of this Academy, provided however that  
4 no more than one chapter shall be chartered in any city or county. Such  
5 charters shall be in such form as is approved from time to time by the  
6 Board of Directors.

1 Section 2. Said petition shall be accompanied by the proposed by-  
2 laws for the local chapter. The chapter shall not be issued until such bylaws  
3 are approved by the Board of Directors of this Academy.

1 Section 3. The members of such local chapters shall be the persons to  
2 whom a charter is issued, and such additional persons meeting the qualifi-  
3 cations for membership set forth in Chapter I of these bylaws, who shall  
4 be elected to membership in the local chapter. No person may hold mem-  
5 bership in a component county, city, or district chapter unless they are also a  
6 member of the Kentucky Academy of Family Physicians or of their state  
7 academy or a member of the American Academy of Family Physicians  
8 except in the case of honorary members.

1           Section 4. The charter of any local chapter chartered by this Acad-  
2           emy may be suspended or revoked by the Congress of Delegates in the  
3           event of any action to be in conflict with the letter or intent of these  
4           bylaws or in the event of its failure to comply with all the requirements of  
5           these bylaws or with any lawful requirement of the Congress of Delegates,  
6           Board of Directors, or officers of this Academy, in the manner hereinafter  
7           specified.

8           Any member of this Academy may file written charges against any  
9           such chapter with the secretary of the Academy. Such charges must be  
10          signed by the accuser or accusers, and must state the acts or conduct com-  
11          plained of with reasonable particularity. The Secretary must present said  
12          charges to the Board of Directors at its next meeting. The Board of Direc-  
13          tors shall then or at any adjournment of said meeting, but not more than  
14          thirty (30) days thereafter, consider the charges and shall either dismiss  
15          them or shall proceed as hereinafter set forth.

16          If the Board fails to dismiss said charges it shall within ten (10) days  
17          thereafter cause a copy of the charges to be served upon the accused chap-  
18          ter by depositing in the United States mail a copy thereof, registered and  
19          mailed to the Secretary or other officer of said chapter. The Board shall  
20          also and at the same time fix a time and place for the hearing of said  
21          charges and the accused chapter shall be notified of the time and place at  
22          the same time and in the same manner as provided for the serving of the  
23          charges. The time set for the hearing shall not be less than fifteen (15)  
24          days nor more than ninety (90) days after service of charges.

25          The Board shall, after having given the accused and accuser reason-  
26          able opportunity to be heard in person or by counsel and to present all  
27          evidence and proofs conclude the hearing and within thirty (30) days there-  
28          after shall render a decision. The affirmative vote of a majority of the  
29          members of the Board present and voting shall constitute a decision of  
30          said Board which may by such vote dismiss the charges or order them  
31          presented to the Congress of Delegates. In either event the Board shall  
32          make known its decision in a written resolution signed by the Secretary  
33          and Chairperson thereof. In the former event the Board shall furnish the  
34          accused and the accuser with a copy of the resolution.

35          In the latter event its resolution shall be read at the next regular meet-  
36          ing of the Congress of Delegates or at a special meeting duly called for  
37          that purpose, provided that a copy of the decision shall be delivered to the  
38          accused in the same manner provided for the service of charges at  
39          least fifteen (15) days before such meeting. The accused and the accuser  
40          shall be given reasonable opportunity to be heard at the meeting of the  
41          Congress of Delegates where the decision is read. A two thirds majority of  
42          all those present and voting shall be required to suspend or revoke the  
43          charter of the accused local chapter provided, however that the members  
44          representing the accused chapter shall not be eligible to vote on such reso-  
45          lution.

1 Section 5. Amendments to the Bylaws of a county, city, or district  
2 chapter shall be submitted in writing to the Secretary of the Kentucky  
3 Academy of Family Physicians not later than thirty (30) days following  
4 the adoption of such amendments. Whenever practicable, proposed amend-  
5 ments shall be submitted in advance for a ruling as to their constitutionality.

1 Section 6. District chapters formed under the provisions provided  
2 herein shall elect permanent officers to replace temporary officers, fol-  
3 lowing the presentation of the charter from the Board of Directors, said  
4 officers shall continue in office until the annual district meeting following  
5 their original election.

1 Section 7. Officers of all district chapters are to be certified to the  
2 Secretary of the Kentucky Academy of Family Physicians upon their elec-  
3 tion.

1 Section 8. Delegates to the Annual Congress of Delegates may be  
2 elected at the same meeting at which the officers are elected.

1 Section 9. All complaints or grievances wherein the constituent or-  
2 ganization may assist the district chapters in the proper adjudication are to  
3 be forwarded by the district secretary to the district director for transmis-  
4 sion to the proper state authority.

## **CHAPTER VI**

### **Dues, Assessments and Admission Fees**

1 Section 1. The dues for active members of the Kentucky Academy of  
2 Family Physicians shall be the current dues of both the American Acad-  
3 emy of Family Physicians and the dues of the Kentucky Academy of Family  
4 Physicians, as established by the KAFP Congress of Delegates, annually.  
5 Special assessments not to exceed \$25.00 in any one year may be levied  
6 by two thirds (2/3) affirmative vote of the Congress of Delegates.

7 Except as herein provided with respect to dues for active members,  
8 the dues for all other categories of membership shall be established by the  
9 Board of Directors.

10 Dues of a new active member shall be prorated as follows: If they are  
11 enrolled on or after July 1 but prior to November 1, their dues for the bal-  
12 ance of the calendar year shall amount to one-half (1/2) of the annual  
13 dues; if they are enrolled on or after November, their dues for the current  
14 calendar year shall be waived, but their annual dues for the ensuing calendar  
15 year shall immediately become due and payable.

1 Section 2. Membership dues shall be payable on the first day of Janu-  
2 ary of each year.

1 Section 3. There shall be no chapter dues for student members and  
2 the AAFP dues for student members as described in the bylaws of the  
3 AAFP shall be the responsibility of the student member unless paid by  
4 some other entity, for example, the KAFP Foundation.

1 Section 4. Any member whose dues or assessments are unpaid at the  
2 time of any annual meeting shall be ineligible to vote or hold office. Any  
3 members whose dues are payable on a calendar year basis and whose dues  
4 or assessments are unpaid by July 1 of the calendar year shall be notified  
5 thereof by the Treasurer of the American Academy of Family Physicians  
6 ~~by certified mail to~~ (May 2009) at the member's address of record. Unless  
7 payment is received within thirty days thereafter, the Treasurer shall cause the  
8 the member's name to be stricken from the membership roll. If a member  
9 thus stricken from the roll shall pay the amount due prior to the end of the  
10 ensuing calendar year, the Board of Directors may, at its discretion, rein-  
11 state the said member. If at the end of the ensuing calendar year, the amount  
12 remains unpaid, the member whose name has been stricken from the roll  
13 shall be in the same status as though they had never been a member and  
14 shall acquire membership only in the manner set forth in these Bylaws.  
15 Any member dropped from the membership for failure to pay dues may  
16 be enrolled as a new member only after furnishing evidence of having earned  
17 150 credits of postgraduate education during the three years immediately  
18 preceeding the application and payment of all past and present dues.

1 Section 5. The dues for Family Practice residents in training shall be  
2 only the same as the current AAFP dues for residents in training, and there  
3 shall be no KAFP dues. Upon completion of their residency training and  
4 automatic transfer to active membership, resident members shall then be  
5 subject to the same dues as other active members, except that there will be  
6 no dues payable for the remainder of the year of the transfer.

## **CHAPTER VII**

### **Annual Meeting**

1 Section 1. There shall be an Annual Meeting of the Academy which  
2 shall include meetings of Congress of Delegates, together with such meet-  
3 ings of the Board of Directors, Executive Committee, and other commit-  
4 tees as may be fixed by the Board of Directors. The time and place of the  
5 Annual Meeting shall be designated by the Board of Directors, and an-  
6 nounced at least sixty (60) days before the date so fixed.

1 Section 2. Resolutions at the opening session of the Congress of  
2 Delegates at each Annual Meeting any active member may present in writ-  
3 ing any resolutions pertinent to the objects of the Academy in relation to  
4 any report by any officer or committee of the Academy. Resolutions so

5 offered shall be presented to the Congress of Delegates without debate at  
6 that time.

## CHAPTER VIII Congress of Delegates

1 Section 1. Subject to referendum pursuant to Section 2 of this ar-  
2 ticle, the control and administration of the Academy shall be vested in a  
3 Congress of Delegates, composed of delegates to be elected as provided  
4 in the Bylaws.

1 Section 2. Referendum. The Congress of Delegates may, at any time,  
2 by a majority vote refer and submit to the members of the Academy de-  
3 fined questions affecting the policy of recommendations of this Acad-  
4 emy, which, in the opinion of the Congress of Delegates, are of immedi-  
5 ate practical consequence to the members of the Academy and the public.  
6 The result of the referendum when duly ascertained by such vote shall  
7 control the acts of the Academy and of its officers, committees, and em-  
8 ployees.

1 Section 3. Voting. Each member of the Congress of Delegates shall  
2 have one vote. The officers, directors, and chairpersons of committees of  
3 the Kentucky Academy of Family Physicians shall have the privilege of the  
4 floor in the Congress of Delegates but shall have no right to vote as such,  
5 except as provided in Chapter VII of the Bylaws. Past Presidents have the  
6 privilege of the floor at the Congress of Delegates, but shall not have the  
7 right to vote unless they are duly authorized delegates. **(5/84)**

1 Section 4. Delegation Defined. The Congress shall be composed of  
2 elected Delegates, consisting of delegates and alternate delegates from  
3 each Chapter District, and delegates and alternate delegates from the body  
4 of student members and resident members. Delegates shall be elected for  
5 a term of one year. Each district shall be entitled to two delegates and two  
6 alternate delegates for up to fifteen members in the district, and one del-  
7 egate and one alternate delegate for each additional fifteen members or  
8 fraction thereof. One delegate and one alternate delegate shall be elected  
9 from the student members of the Academy in each accredited medical  
10 school or college within the commonwealth. One delegate and one alter-  
11 nate delegate shall be elected from the resident members of the Academy  
12 in each accredited family practice residency program within the common-  
13 wealth. With the exception of student and resident delegates, both active  
14 and life members may be elected as delegates; however, in determining  
15 the number of delegates for each district, all classes of members are  
16 counted.

1 Section 5. The total number of delegates per district will be deter-

2 mined by the secretary on the basis of paid membership in each district on  
3 December 31st in the year preceding the Annual Meeting. The names of  
4 all delegates entitled to be seated in the Congress of Delegates shall be  
5 furnished to the Credentials Committee of the Congress of Delegates by  
6 the secretary before the opening meeting.

1 Section 6. It shall be the duty of the director of each district in which  
2 there is no district chapter to call an assembly of the members of the dis-  
3 trict for the purpose of electing delegates and alternate delegates. It shall  
4 be the duty of the chair of the Leadership Committee or his/her designate  
5 to provide to all duly constituted student and resident members a ballot  
6 listing the eligible student and resident members on which a vote for one  
7 delegate and one alternate delegate from that school or residency program  
8 shall be cast. The names of those so elected shall be sent to the Secretary at  
9 least ninety (90) days prior to the Annual Meeting provided that in the event  
10 this is not done the secretary shall poll by mail the members in that district  
11 as to their choice for delegates and alternate delegates from a list submitted  
12 to them of the entire active membership in that district, and those names re-  
13 ceiving the greatest number of votes within thirty (30) days after being  
14 mailed shall be considered as duly elected delegates and alternates, and the  
15 membership shall be so notified.

16 In the event there is no duly authorized delegate in attendance at  
17 the regular meeting of the Congress of Delegates the president shall con-  
18 sult any duly elected officer of that district or director, who may be in  
19 attendance, and with the approval of the Credentials Committee may ap-  
20 point any active member of that district in attendance at the meeting as  
21 the delegate or delegates. In the event there is no duly elected officer of  
22 that district or director in attendance, the president may make the said  
23 appointment with the approval of the Credentials Committee. All appoint-  
24 ments shall also be with the approval of the Congress of Delegates.

1 Section 7. The Congress of Delegates shall meet during the Annual  
2 Meeting of the Academy and at such other times and places as it may  
3 determine. Special meetings of the Congress of Delegates may be called  
4 by a two-thirds (2/3) affirmative vote of the Board of Directors, and shall  
5 be called by the president upon the written request of any fifteen or more  
6 of the delegates representing all four regions of the state and shall be held  
7 at such time and place as may be set forth in said call, subject to the  
8 following notice: Notice of such meeting shall be given by the secretary  
9 in writing at least sixty (60) days prior to the date set for such meeting.

1 Section 8. Twenty percent of the members elected to and present at the  
2 Congress of Delegates shall constitute a quorum. The members of the Con-  
3 gress of Delegates may adopt such rules of procedure for the transaction of  
4 its business as they deem desirable, and shall be the judge of the election  
5 and qualifications of its members. (2005)

1           Section 9. Resolutions, reports of officers and reports of committees  
2 offered at the opening session of the Congress of Delegates shall either be  
3 sent to reference committees by the speaker of the Congress of Delegates  
4 without debate at that time, or (2) acted upon immediately by the Congress  
5 of Delegates, as determined by prior decision by the Board of Directors. In  
6 the event of the latter option, there shall be no reference committees appoint-  
7 ed, and debate will be allowed on each resolution and report of officers and  
8 committees. It shall be the duty of the Board of Directors to decide the format  
9 of the proceedings of the upcoming Congress of Delegates in a timely fashion,  
10 allowing sufficient time for the officers, delegates, and committees to plan ac-  
11 cordingly, or no later than three months prior to the convening of the next Con-  
12 gress, whichever shall occur earlier.

13           The procedure to be followed in the event that Option One (use of  
14 reference committees) is directed by the Board of Directors: Reports and  
15 resolutions shall be identified and referred to reference committees by the  
16 Speaker, without debate at that time. After reports and resolutions have  
17 been referred to reference committees, said committees shall meet at a  
18 time and place designated by the Speaker of the Congress of Delegates,  
19 and they shall hold hearings on the reports and resolutions so offered. At  
20 such hearings, the proponents and opponents shall be given a reasonable  
21 opportunity to be heard. Then at a later session or sessions of the Con-  
22 gress of Delegates during the Annual Scientific Meeting the reference  
23 committees shall report their actions on such reports and resolutions, with  
24 any amendments or comments, to the Congress of Delegates.

25           In the event that Option Two (dispensing with the reference commit-  
26 tees format) is directed by the Board of Directors the procedure will be as  
27 follows: After each report of an officer, or committee, or resolution, is  
28 brought to the floor by the Speaker, debate shall allowed, following which  
29 a motion may be entertained to accept, amend, or reject the said report,  
30 except that the narrative of the report of an officer may not be changed ex-  
31 cept to act upon any recommendation or directives contained therein. It shall  
32 be the prerogative of the Speaker to limit the duration of debate, providing  
33 that such limitation is announced prior to the beginning of debate, and pro-  
34 viding that proponents and opponents of any report, resolution, or issue to be  
35 given equal time and consideration.

36           In the case of either option being followed, the Congress of Del-  
37 egates shall thereupon approve, disapprove, or modify such report, re-  
38 ports, resolution, or resolutions at the Annual Meeting and these actions  
39 shall be entered on the minutes.

## CHAPTER IX

### Board of Directors and Executive Committee

1           Section 1. Subject to the action of the Congress of Delegates, and  
2 during the interim between the meetings of the Congress, the control and  
3 administration of the Academy shall be vested in a Board of Directors,  
4 composed of the officers of the Chapter, except that the Alternate Delegates  
5 to the AAFP shall have a vote only in the absence of his/her respective Dele-  
6 gate to the AAFP, and one member from each of the four (4) regions of the  
7 Commonwealth. There shall also be a student member, and a resident mem-  
8 ber, both of whom shall have full voting privileges. Also Residency Program  
9 Directors or Chairs of the Departments of Family Practice (or howsoever such a  
10 department is designated in the respective schools), **(2002)** and all committee  
11 chairs, who will be nonvoting members unless theretofore named. The afore-  
12 mentioned regions of the Kentucky Academy of Family Physicians shall be  
13 identified as follows: Region I: Districts 1, 2, 3, 6; Region II: District 5;  
14 Region III: Districts 4, 7, 8, 9, 10; and Region IV: Districts 11, 12, 13, 14, 15.  
15 Such districts of the Academy shall correspond to the Trustee Districts of the  
16 Kentucky Medical Association. No member shall hold more than one state  
17 office that would entitle them to voting membership on the Board of Directors.  
18 The regional members and the student and resident members of the Board shall  
19 be elected by the Congress of Delegates. The candidates shall be selected by  
20 the Nominating and Awards Sub-committee of the Leadership Committee. **(2003)**

1           Section 2. The Board of Directors is authorized to create an Executive  
2 Committee to act between meetings of the Board. However, any proposed  
3 action changing control, administration, or policy shall be considered only at  
4 meetings of the Board of Directors as a matter of special business. If a mem-  
5 ber of the Executive Committee should be deceased or otherwise unable to  
6 serve, the Board shall elect from its number a member to serve on the Execu-  
7 tive Committee until the next Annual Meeting of the Congress of Delegates.

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

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

1           Section 5. There will be an Executive Committee of six (6) mem-  
2           bers composed of the president, vice president, treasurer, secretary, presi-  
3           dent elect and immediate past president. A quorum of the Executive  
4           Committee shall be at least four. A meeting of the Executive Commit-  
5           tee may be called by the president or a majority of the members of the  
6           Executive Committee. The president shall preside at meetings of the  
7           Executive Committee if present; if not present, the secretary shall pre-  
8           side. If the secretary is not present, any other member of the committee  
9           may preside.

10          The Executive Committee may transact business by telephone  
11          which shall later be confirmed in writing. The Executive Committee,  
12          by a majority vote of those present, shall have full authority to act for  
13          and in behalf of the Board of Directors whenever the business of the  
14          Academy demands prompt action in the interim between meetings of  
15          the Board or when it is impractical or impossible to convene the entire  
16          membership of the Board of Directors. Action of this committee may  
17          be ratified by the Board of Directors at the first meeting following.

## **CHAPTER X**

### **Election of Officers**

1           Section 1. The officers of the Academy shall be president, president-  
2           elect, vice-president, treasurer, secretary, immediate past president, speaker  
3           and vice speaker of the Congress of Delegates, delegates and alternate  
4           delegates to the AAFP. The powers, duties, terms of office and the method  
5           of election of the officers shall be set forth in the Bylaws.

## **CHAPTER XI**

### **Bylaws and Amendments**

1           Section 1. These Bylaws may be adopted or amended by an affirma-  
2           tive vote of at least two-thirds (2/3) of the delegates at any meeting of the  
3           Congress of Delegates, provided that notice of the proposed action, which  
4           may be filed by five (5) or more members of the Academy or any standing  
5           committee with the secretary, shall have been given by the secretary to the  
6           members of the Academy and the members of the Congress of Delegates  
7           by mail or official publication at least fifteen (15) days before the meeting at  
8           which such action is proposed to be taken.

9           These Bylaws shall take effect immediately upon its adoption by the  
10          Congress of Delegates of the Kentucky Academy of Family Physicians.

1           Section 2. For purposes of organization and representation, the state  
2           shall be divided into four geographical areas called regions. Region I shall  
3           include District 1, 2, 3, and 6; Region II shall include District 5 only;  
4           Region III shall include Districts 4, 7, 8, 9, and 10; Region IV shall include  
5           Districts 11, 12, 13, 14 and 15. Should any region so designated at some

6 future date have less than 100 members or more than 200 members it shall  
7 be the duty of the Congress of Delegates to redefine the boundaries of that  
8 region. The President, President-Elect, Vice President, Secretary, Treasurer,  
9 and Delegates and Alternate Delegates to the American Academy of Family  
10 Physicians shall be elected from the membership as a whole and not from  
11 any specific region.

1 Section 3. Election of the above officers shall be by secret ballot pre-  
2 pared by the secretary, and a majority vote shall constitute election. No  
3 member of the Kentucky Academy of Family Physicians shall hold more  
4 than one elective office in the organization during any given year.

## **CHAPTER XII**

### **Duties and Terms of Officers**

1 Section 1. The President shall be a member and chairman of the Board  
2 of Directors and chairman of the Executive Committee and shall preside  
3 at the Board of Directors and Executive Committee meetings if they are  
4 present. Their term of office shall begin at the conclusion of the annual  
5 meeting one (1) year after their election as President-Elect and shall expire  
6 at the conclusion of the following annual meeting or when their successor is  
7 seated. The President shall nominate members for all vacancies on standing  
8 and special committees.

9 The Board of Directors may elect such members so nominated by a  
10 majority vote of the Board of Directors present and voting. In the  
11 absence of the Speaker and Vice Speaker, the President shall preside over  
12 the Congress of Delegates until a speaker is chosen by the Congress of  
13 Delegates. The President shall be, ex officio, a member of all standing and  
14 special committees. In the event of the death or resignation of the President  
15 during the term of his/her office or if he/she shall for any reason be unquali-  
16 fied or unable to serve, the President-Elect shall succeed to the office of  
17 President for the unexpired portion of the President's term. In the event of  
18 the death, resignation or incapacity of both the President and President-Elect  
19 the Board of Directors shall elect a President for the unexpired portion of  
20 his/her term. The President-Elect shall succeed to the office of President at  
21 the conclusion of the first Annual Meeting following the meeting at which  
22 his/her election occurred. The Vice President shall remain in that office until  
23 his/her term expires, unless elected to the office of President by the Board  
24 of Directors in the event of the aforementioned vacating of both the offices  
25 of President and President-Elect. **(5/90)**

1 Section 2. The Vice President shall be elected annually. He/She shall  
2 be a member of the Board of Directors and shall preside at meetings in the  
3 absence of the President and President-Elect. The term of his/her office shall  
4 begin at the conclusion of the Annual Meeting at which his/her election occurs

5 and expires at the conclusion of the next Annual Meeting or when his/her  
6 successor is elected.

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

1 Section 4. The Speaker of the Congress of Delegates shall be a member  
2 of the Board of Directors, shall preside over meetings of the Congress.  
3 His/her term of office shall begin immediately following the session of the  
4 Congress of Delegates at which they are elected and shall continue until  
5 his/her successor takes office.

6 The Vice Speaker of the Congress of Delegates shall be ex officio, a  
7 member of the Board of Directors, with privilege to vote, and shall preside  
8 over all meetings of the Congress of Delegates in the absence of the Speaker.  
9 The presiding officer of the Congress of Delegates shall be entitled to  
10 vote only in case of a tie.

11 In the event of the death, resignation or removal from office of the  
12 Speaker, the Vice Speaker shall succeed to the office of Speaker for the  
13 unexpired portion of the term. If, however, a vacancy occurs in the office  
14 of the Speaker when there also is a vacancy in the office of Vice Speaker,  
15 the Board of Directors shall elect a Speaker to fill the unexpired portion of  
16 the term. In the event of the death, resignation, or removal from office of  
17 the Vice Speaker, or if the Vice Speaker succeeds to the office of the Speaker  
18 pursuant to this section. the Board of Directors shall elect a Vice Speaker  
19 to fill the unexpired portion of the term.

1 Section 5. The Treasurer shall be a member of the Board of Directors  
2 and may receive a stipend, if any, fixed by the Board. His/Her duties  
3 shall include causing to be kept adequate and proper accounts of the prop-  
4 erties and funds of the Academy, and to be responsible for supervising the  
5 personnel of the headquarters office including the Executive Vice Presi-  
6 dent, CEO.

7 The Treasurer shall deposit or cause to be deposited all monies and  
8 other valuables in the name and to the credit of the Academy with such  
9 depositories as may be designated by the Board of Directors. He/She shall  
10 disburse the funds of the Academy as may be ordered by the Board of Direct-  
11 ors; shall render to the Board of Directors, whenever it may request it, an ac-  
12 count of all of his/her transactions as Treasurer, and of the financial condition  
13 of the Academy; and shall have such other powers and perform such other  
14 duties as may be prescribed by the Board of Directors or these Bylaws. The  
15 Treasurer shall give a surety bond in an amount to be determined by the  
16 Board of Directors, the premium thereon to be paid by the Academy. Any  
17 of the duties of the Treasurer may, by action of the Board of Directors, be  
18 assigned to the Executive Vice President, CEO.

1           Section 6. The Executive Vice President, CEO is employed to do the  
2 work in the headquarters office and to supervise any other employees of the  
3 Academy. The Executive Vice President, CEO will be directly responsible to  
4 the Secretary for all records and work of the office and will be bonded at  
5 the expense of the Academy.

1           Section 7. The Secretary shall be a member of the Academy elected by  
2 the Congress of Delegates for a term of one to three years. The duties of  
3 the Secretary shall include direct responsibility for receiving new applica-  
4 tions for membership, reviewing such applications to insure that they are  
5 appropriate, complete, and that the applicant fulfills the qualifications re-  
6 quired for membership in the class for which he or she is applying. In that  
7 capacity he/she shall be further responsible for making recommendations  
8 to the Board for action on each application. The Secretary shall be a mem-  
9 ber of the Board of Directors with voting privileges, shall be bonded at the  
10 expense of Academy, and shall be directly responsible to the Board or the  
11 Executive Committee.

1           Section 8. The term of office of Directors shall be for three years and  
2 shall begin at the conclusion of the Annual Meeting of the Congress at which  
3 their election occurs and expires at the conclusion of the third succeeding  
4 Annual Meeting, or when their successors are elected.

5           Each Director or Alternate Director shall be responsible for the activities,  
6 functions, and duties of the Kentucky Academy of Family Physicians with-  
7 in his/her respective district as follows: (1) Investigate and approve qualifica-  
8 tions of proposed members. (2) Conduct elections of Delegates and Alternates  
9 to the Congress. (3) Encourage enrollment of nonmembers. The Board of  
10 Directors shall have prepared a manual of procedure and operations, which  
11 may be revised from time to time by the Board of Directors. Each Director  
12 shall have in his/her possession the current copy of such manual. Candidates  
13 for the offices of District Directors shall be nominated by the members of the  
14 district involved and the list of candidates shall then be submitted to the Nom-  
15 inating Committee; then to the Congress of Delegates. **(2003)**

1           Section 9. The term of the office of the Regional Directors of the Board  
2 shall be for four years and shall begin at the conclusion of the Annual Meeting of  
3 the Congress at which their election occurs and expire at the conclusion of the  
4 fourth succeeding Annual Meeting, or when their successors are elected. Any  
5 Regional Director who absents him/herself from three consecutive state  
6 meetings of the Board of Directors, without reasonable excuse acceptable  
7 to the Board of Directors, shall be considered as having resigned from the Board.  
8 His/her vacancy on the Board of Directors shall be filled by a majority vote of the  
9 remaining members of the Board until the next meeting of the Congress of  
10 Delegates. Each Regional Director shall have the privilege of the floor  
11 and the right of the vote at each meeting of the Board of Directors. No

12 Regional Director shall be elected for more than two consecutive four year  
13 terms. **(2003)**

1 Section 10. The immediate Past President shall be a member of the  
2 Board of Directors for a period of one year following his/her term as Presi-  
3 dent, such term to begin at the conclusion of his/her term of office and  
4 ending at the conclusion of the following Annual Meeting of the Congress  
5 of Delegates.

1 Section 11. The candidates for Delegate to the AAFP and Alternate  
2 Delegate to the AAFP will be nominated by the Nominating and Awards  
3 Sub-committee of the Leadership Committee.

4 The number of positions to be filled will correlate with the allowable  
5 number of positions accorded by the Bylaws of the American Academy of  
6 Family Physicians.

7 Each Delegate to the AAFP shall be elected by the Congress of Del-  
8 egates of this Chapter, for a term of two years, and each may be reelected  
9 twice for a maximum tenure of service of six years.

10 Each Alternate Delegate to the AAFP shall be elected by the Congress  
11 of Delegates of this Chapter, for a term of two years, and each may be  
12 reelected twice for a maximum tenure of service of six years.

1 Section 12. In the event of the vacancy of any office of the Academy  
2 not covered elsewhere in these Bylaws, the Board of Directors by major-  
3 ity vote shall elect his/her successor to serve until the next Annual Meeting  
4 of the Academy.

1 Section 13. Any member of the Kentucky Chapter who holds an elec-  
2 tive office in the American Academy of Family Physicians and who is not  
3 an elected state officer shall be ex officio, a member without a vote of the  
4 Board of Directors of the Kentucky Chapter as long as they hold that na-  
5 tional office.

## **CHAPTER XIII**

### **Committees**

1 Section 1. Preamble. Each Committee will be comprised of eight (8)  
2 members, one of which shall be a student member and one of which shall  
3 be a resident member, except as hereinafter otherwise stated, and shall  
4 serve a term of three years or until there is a change in the classification of  
5 his or her membership. Beginning after the latest revision of these Bylaws  
6 **(May 2005)** all members will be appointed, and following that time each  
7 year one-third (1/3) of the membership of each Committee will be re-  
8 appointed, so that continuity on Committees will be assured. Members of  
9 each Committee, including the Chair, shall be nominated by the President  
10 unless hereinafter otherwise stated, subject to approval by the Board of Di-

11 rectors, and elected by the Board. In the event the Board does not approve  
12 a nominee; the President shall present another name for approval.

13 The functions of these bodies shall be as specifically set forth in other  
14 sections of these Bylaws and as may be determined by the Board of Directors.  
15 In addition, the Board of Directors may appoint such additional committees  
16 or similar organizational entities to assist the Board, as it deems appropriate,  
17 except the addition of standing committees shall only be through amendment  
18 to these Bylaws.

19 There shall be no limitation on the number of reappointments that a  
20 Committee Member shall receive.

21 All Committees shall meet quarterly, in conjunction with Chapter  
22 events when practicable, or by telephone conference call, unless otherwise  
23 decided by the Committee Members with approval by the President.

1 Section 2. There shall be seven (7) committees as follows:

- 2 (1) Committee on Advocacy
- 3 (2) Leadership Committee
- 4 (3) Communications Committee
- 5 (4) Education Committee
- 6 (5) Bylaws Committee
- 7 (6) Finance Committee
- 8 (7) Practice Enhancement Committee **(May 2008)**

1 Section 3. Committee on Advocacy. The function of this committee  
2 shall be to encompass those duties and responsibilities of the previously  
3 constituted Commission on Health Care Services, the duties and responsibi-  
4 lities of the previously constituted Commission on Legislation and Govern-  
5 ment Affairs, and additionally strive to reach the following goals:

- 6 (1) Identify member's interest and use mechanisms to advocate for those  
7 interests, effectively and efficiently using the resources of the Chapter;
- 8 (2) Identify the needs of our patients and advocate for those interests,  
9 effectively and efficiently using the resources of the Chapter;
- 10 (3) Educate public, private, and governmental agencies about the import-  
11 ance of a "Medical Home".

1 Section 4. Leadership Committee. The function of this committee shall  
2 be to encompass those duties and responsibilities of the previously constituted  
3 Commission on Membership and Member Services, the previously constituted  
4 Awards Committee, the previously constituted Nominating Committee, and the  
5 previously constituted Student and Resident Committee. This committee shall  
6 be comprised of all living past-presidents of the Chapter with one exception as  
7 noted below:

8 The noted exception to all the past presidents as committee members shall  
9 be the formation of the Nominating and Awards Sub-Committee. The member-  
10 ship of this sub-committee shall be composed of the President, the President-elect,  
11 and the immediate three Past-Presidents. The first immediate Past-President shall

12 Chair the sub-committee as well as the full Leadership Committee. The first  
13 charge of the Nominating and Awards Sub-Committee is to select the recipient  
14 of the Citizen Doctor of the Year Award and other awards that individuals may  
15 be qualified to receive. The second charge of this sub-committee is to submit  
16 to the Board of Directors prior to the KAFP's Congress of Delegates meeting,  
17 a slate of candidates for KAFP vacant officer positions. The Leadership Com-  
18 mittee shall strive to reach the following goals:

19 (1) Encourage the recruiting and enrollment of all qualified family phy-  
20 sicians in the Commonwealth into the Academy.

21 (2) Identify, develop and support current and future leaders, and assem-  
22 ble a slate of candidates annually for the various offices of the Chapter

23 (3) Recognize leaders for outstanding contributions.

1 Section 5. Communications Committee. The function of this com-  
2 mittee shall be to:

3 (1) Communicate the Chapter's past as it pertains to the present and  
4 future through the modalities of a Journal, Website, and e-mail.

1 Section 6. Education Committee. The function of this committee  
2 shall be to encompass those duties and responsibilities of the previously  
3 constituted Commission on Education, the previously constituted Commission  
4 on Scientific Assembly, the previously constituted Public Relations Committee  
5 and to:

6 (1) Develop Continuing Medical Education targeted to the needs of  
7 the membership.

1 Section 7. Bylaws Committee. The function of this committee  
2 shall be to consider proposals for amendments to the Bylaws and make  
3 recommendations based upon those considerations, make changes necessary  
4 to sustain consistency with the AAFP Bylaws, and to make any other changes  
5 to maintain the integrity and consistency of the Bylaws, and to:

6 (1) Provide guidance to Chapter leadership on policies and procedures  
7 for Chapter Governance.

1 Section 8. Finance Committee. The function of this committee shall  
2 be to:

3 (1) Oversee the financial operations of the Chapter.

1 Section 9. Practice Enhancement Committee. The function of this  
2 Committee shall be to provide information to the membership on the New  
3 Model of Family Medicine with particular focuses on Scope of Practice: pri-  
4 viling, credentialing, enhancement, preservation, adoption, and utilization  
5 of health information, technology, financing of health care services, and im-  
6 proved reimbursement. An additional role of this committee is to provide an  
7 educational forum for the mutual benefit of members, and to keep the Board

8 of Directors abreast of developments in all aspects of family medicine around  
9 the commonwealth and the nation. (May 2008)

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

1 Section 1. Inspection of Records. The minutes of the proceedings  
2 of the Board of Directors and of the Congress of Delegates, the mem-  
3 bership book and books of account shall be open to inspection upon  
4 the written demand of any member at any reasonable time for any pur-  
5 pose reasonably related to the member's interest as a member, and shall  
6 be produced at any time when requested by the demand of one-third of  
7 the members of the Congress of Delegates present. Such inspection  
8 may be made by agent or attorney, and shall include the right to make  
9 extracts thereof. Demand of inspection, other than a meeting of the  
10 members, shall be in writing, upon the President or Secretary of the  
11 Academy.

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

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

1 Section 4. Rules of Order. Sturgis' Standard Code of Parliamentary  
2 Procedure, except when the same are in conflict with the Bylaws of this  
3 Academy, shall control all parliamentary proceedings of the meetings of  
4 the Congress of Delegates and the Board of Directors.

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

1 Section 6. Taking Effect of These Bylaws. The Bylaws shall become  
2 effective immediately upon their adoption by the Congress of Delegates of  
3 the Kentucky Academy of Family Physicians.