

KAFP BOARD OF DIRECTORS & COMMITTEES NOTEBOOK

March 5, 2024
ZOOM CALL

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CONSENT AGENDA can be download from the KAFP Website
www.kafp.org under Resources.

- A. KAFP December 5, 2023 Minutes**
- B. KAFP Policy & Procedure Manual**
- C. 2024-2025 KAFP Working Calendar**
- D. 2024-2025 KAFP Board & Committee Members**
- E. KAFP Strategic Plan 2022-2027**
- F. KAFP Treasurer’s Report**
- G. KAFP FND Financial Report**

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I. CALL TO ORDER and INTRODUCTIONS (5 minutes)

- A. Review of Conduct of Board Meeting Protocol
- B. Ground Rules
 - 1. Be present turn off distraction
 - 2. You can agree to disagree but respect the person
 - 3. Be open and honest
 - 4. All ideas are valid
 - 5. Stay at the strategic level and out of the weeds
 - 6. Focus on what is best for KAFP and its members not you personally.

II. REVIEW AND ACCEPTANCE OF CONSENT AGENDA (5 minutes)

- A. September 14, 2023-Minutes
- B. KAFP Policy & Procedures Manual
- C. KAFP By Laws
- D. 2023-2024 KAFP Working Calendar
- E. 2023-2024 KAFP Board & Committee Members
- F. 2022-2027 KAFP Strategic Plan
- G. KAFP Financial Report
- H. KAFP Foundation Financial Report

III. COMMITTEE REPORTS

- A. **Academy Operations Committee** – Chaired by Dr. Gay Fulkerson with Gerry Stover, Staff
- B. **Advocacy Committee** Chaired by Dr. Patty Swiney with Gerry Stover, Staff
- C. **Communication/Membership Committee** – Chaired by Dr. Steve Wrightson with Janice Hechesky, Staff
- D. **Education and Practice Enhancement Committee** – Chaired by Dr. Monica Sullivan with Janice Hechesky, Staff
- E. **JEDI Committee** – Chaired by Dr. Syed Naseeruddin with Gerry Stover & Janice Hechesky, Staff
- F. **KAFP Foundation Committee** Chaired by Dr. Nancy Swikert with Gerry Stover, Sherry Spragens and Janice Hechesky, Staff

IV. OLD BUSINESS

V. NEW BUSINESS

VI. ADJOURN KAFP MEETING

VII. KAFP FOUNDATION MEETING

VIII. ADJOURN KAFP FOUNDATION MEETING

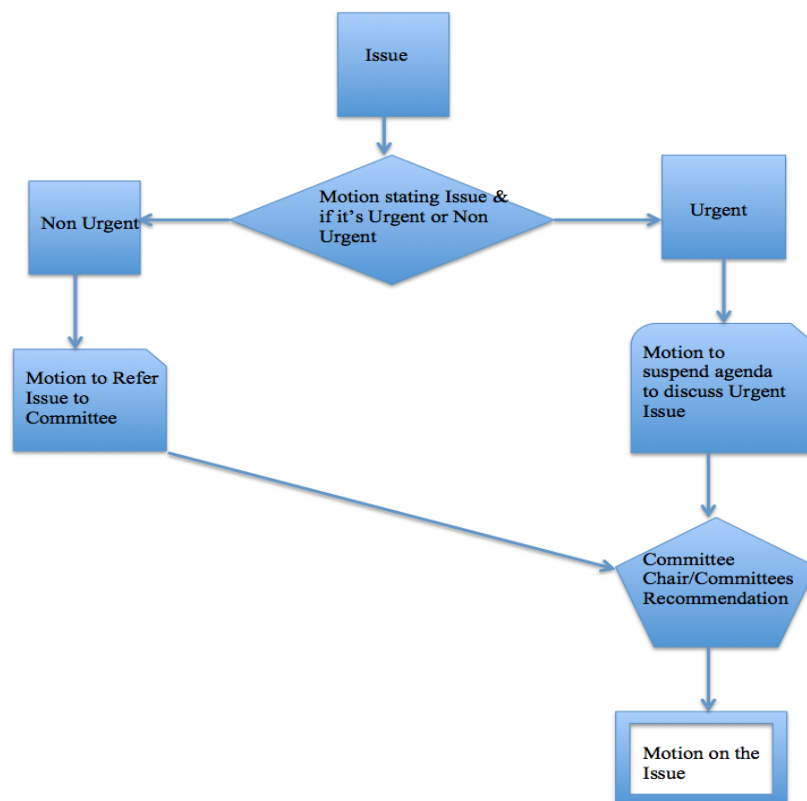
Conduct of Board Meeting Protocol

The following Conduct of Board Meeting Protocol is a learning document to assist KAFP leadership in fulfilling its vision of increasing participation of members through committee doing the tactical work in order to allow the KAFP Board to focus attention on strategic issues. **This protocol is designed to serve as a reminder of the procedure within AIP Standard Code (formerly known as Sturgis)** that is our procedural guide in facilitating discussion and debate at KAFP Board meeting.

The principle behind following AIP Standard Code is to give all members the opportunity for their voice to be heard. The authority to use AIP rules can be found in KAFP Bylaws under Chapter XIII Section 4. Rules of Order states, “ AIP Standard Code, except when the same are in conflict with the Bylaws of the Academy, shall control all parliamentary procedure of the meetings of the All-Member Business Meeting, Board of Directors, and all committees.”

The Chair of the Board will call the meeting to order and, after a roll call to confirm a quorum is present, the Chair will proceed to read the following, “In your policy manual and below is a algorithm explaining the concept that we desire to follow on issues brought to the board. In reviewing the algorithm you will note that new issues that are not urgent will be sent to committee to be researched, discussed and debated at the Committee level. Once the committee has done the tactical work on the issue the Chair of the Committee will bring the issue back to the board in the form of a committee recommendation.

The Chair of the Board will manage the meeting. For efficient use of our time together, the Chair propose that we limit debate on all issues being brought to the board to **X** minutes per member for the first round until each member has an opportunity to speak. The Chair proposes that on the second round we limit debate to **X** minutes. After the second round, the Chair will call for a vote to end debate, which will require a 2/3rd majority. If the motion fails then we will continue with another round of debate. Once debate ends the Chair will request of the board for a motion on the issue. Once the motion is made and properly seconded then I will call for a vote. **(On reverse side is a summary of AIP Standard Code Parliamentary Procedure.)**



AIP's Standard Code of Parliamentary Procedure

Summary:

Basic Rules of Precedence:

1. When a motion is being considered, any motion of higher precedence may be proposed, but no motion of lower precedence may be proposed.
2. Motions are considered and voted on in reverse order to their proposal. The motion last proposed is considered and disposed of first.

Common Motions in Order of Precedence:

LANGUAGE		INTERRUPT SPEAKER?	SECOND NEEDED?	MOTION DEBATABLE?	VOTE NEEDED?
Privileged Motions: Motions of urgency entitled to immediate consideration.					
1) *Adjourn the meeting	I move that we adjourn.	NO	YES	YES**	MAJORITY
2) *Recess the meeting	I move that we recess until...	NO	YES	YES**	MAJORITY
3) Questions of Privilege (Noise, temperature, etc.)	I raise the question of privilege....	YES	NO	NO	Decided by presiding officer
Subsidiary Motions: Motions which alter the main motion, or delay or hasten its consideration.					
4) Postpone temporarily	I move we table the motion.	NO	YES	NO	MAJORITY
5) Close debate	I move to close debate and vote immediately.	NO	YES	NO	TWO THIRDS
6) *Limit or extend debate	I move that the debate on this question be limited to...	NO	YES	YES**	TWO THIRDS
7) *Postpone to a certain time	I move we postpone this matter until...	NO	YES	YES**	MAJORITY
8) *Refer to committee	I move we refer this matter to committee.	NO	YES	YES**	MAJORITY
9) *Amend	I move that we amend this motion by....	NO	YES	YES	MAJORITY
Main Motions: Motions bringing substantive proposals before the assembly for consideration and action.					
10) *Main motions and restorative main motions	I move that...	NO	YES	YES	MAJORITY

The following motions can be offered whenever they are needed and have no order of precedence. They should be handled as soon as they arise.

LANGUAGE		INTERRUPT SPEAKER?	SECOND NEEDED?	MOTION DEBATABLE?	VOTE NEEDED?
Incidental Motions: Motions that arise incidentally out of the business at hand. They relate to matters incidental to the conduct of the meeting.					
1) Appeal a decision of the chair	I appeal the chair's decision.	YES	YES	YES	MAJORITY
2) Suspend the rules	I move to suspend the rules and....	NO	YES	NO	TWO THIRDS
3) Point of order	I rise to a point of order.	YES	NO	NO	Decided by presiding officer
4) Raise a question relating to procedure.	I rise to a parliamentary inquiry.	YES	NO	NO	Decided by presiding officer
5) Withdrawal of a motion	I move to withdraw my motion.	YES	NO	NO	MAJORITY
6) Separate a multi-part question for voting purposes	I move division on the question.	NO	NO	NO	MAJORITY

*Can be amended.

**Debatable if no other motion is pending.

Note: General consent is a way of saving time by avoiding votes on routine or non controversial matters. After a motion has been moved and seconded the presiding officer may ask if there are any objections. If anyone objects, a vote must be taken on the action. If there are no objections, the matter has been decided by general consent. The presiding officer may also propose actions by general consent without any motion. If anyone immediately objects, the question must be stated and voted on in the usual way.

2023-2024 KAFP BOARD OF DIRECTORS AND COMMITTEES

KAFP EXECUTIVE COMMITTEE



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No
Pic

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**MEMBER-AT-LARGE DIR.-3 yr. terms max of 1 term
Except for KAFP FND President – Life Term**



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www.kafp.org

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*subcommittee coordinators

ACADEMY/OPERATIONS COMMITTEE REPORT

Committee Member that prepared report: Gay Fulkerson, MD and Monica Sullivan, MD, Gerry Stover, MS-Staff Date: March 5, 2024

1. Response to the KAFP BOD Request:

- Scanning historical documents of KAFP
- EVP Contract

2. Committees Action Items to the KAFP BOD:

- Appointment of a Committee for Ten State Hosting in 2025 (AGENA ITEM – NEW)

3. Current Plans:

- Meeting with Dr. Fulkerson to go over operations priorities

4. Future Plans/Goals:

- Management contract from Attorney familiar with KY Law on Management Services
- Proposal to scan historical documents
- Accountant reviewing books
- Membership Committee restructuring
- Continue to search for New Physician Leaders

KAFP ADVOCACY COMMITTEE REPORT

ADVOCACY COMMITTEE REPORTING FORM

for March 5, 2024

Response to the KAFP BOD Request

None

Committees Action Items to the KAFP BOD

1. Support legislative priorities
 - HB317- Prior Auth
 - HB159- Immunity from criminal liability
 - HB194- Workplace violence
 - HB144- Noncompete - not moving but we need to
 - SB149 and 188- PBM bills
2. Discussion of SB6- postsecondary education DEI
3. Kentucky Healthcare Innovation Summit
 - a. July 11, 2024 by Kentucky Chamber
 - b. Would this benefit primary care, KAFP, PCI

Current Plans

1. Update on other Legislation and Advocacy Day
2. PCI update
3. AAFP Focus
 - a. Value Based Payment
 - b. Prior Auth wins
4. KY Vax Workgroup- HB274, others saved by the budget
5. Medical Marijuana legislation- not hearing much about definites

Future Plans/ Goals

1. State Legislative Conference
2. FMAS
3. SEF
4. PCI during interim
5. Work during legislature interim

KAFP COMMUNICATION/MEMBERSHIP COMMITTEE REPORT

*Committee Member that prepared report: Steve Wrightson, MD,
Janice Hechesky-Staff Date 03/05/24*

2017-2018 X 1st Quarter 2nd Quarter 3rd Quarter 4th Quarter

1. Response to the KAFP BOD Request:

None

2. Committees Action Items to the KAFP BOD:

The education committee has asked that the resident scholarly posters be reincorporated in the Annual Meeting, set for August 8-10, 2024. That would require the poster publication be in the Fall issue of the KAFP Journal, rather than the Summer Issue. The Editor, Steve Wrightson, is happy to make that accommodation.

3. Current Plans:

Dr. Ashley Iles will be stepping down as Associate Editor after the completion of the Spring KAFP Journal. I have greatly appreciated Dr. Iles expertise and compassion in helping create our journal.

We will very shortly, begin reviewing the resident scholarly posters. Additionally, in the next 2-3 months, we will begin asking for submissions for the Humanities journal in the Fall.

4. Future Plans/Goals:

Recruit for a new Associate Editor to assist me and Dr. Zowtiak.

KAFP EDUCATION COMMITTEE REPORT

Report prepared by the Chair: Monica Sullivan, MD, FAAFP,

Janice Hechesky-Staff Date: March 1, 2024

1st Quarter 2nd Quarter 3rd Quarter 4th Quarter

Response to the KAFP BOD Request:

None

Committees Action Items to the KAFP BOD:

- *Friday Night Activities at the Annual Meeting*

Current Plans:

- *Finalizing of the 2024 KAFP Annual Meeting Agenda*
Attached is the Tentative Agenda

Future Plans/Goals:

- Ten State
- Provide excellent educational CME to our members while also meeting requirements of KBML License requirements.
- Attract students/residents by providing panels & education geared toward their stage in training.

2024 KAFP ANNUAL TENTATIVE MEETING AGENDA – 19.25 CME

Thursday, August 8, 2024

6:30pm-10:00pm

BOARD DIRECTORS & COMMITTEE CHAIRS
RECEPTION & DINNER MEETING

Friday, August 9, 2024

7:30am-8:30am

**REGISTRATION/BREAKFAST/EXHIBIT VISITS
RESIDENT SCHOLARLY POSTERS**

8:30am-8:45am

Welcome, Announcements

Jon Becker, MD, FAAFP, KAFP

President

OPTION #1

8:45am-9:45am **1.0 CME**

ABFM Update

Speaker: Ashley Webb

ABFM Director of Outreach, Lexington, KY

9:45am-12:45pm **8.0 CME**

KSA Workshop –

Trainer: Jon Becker, MD, FAAFP,

Chair of University of Louisville FMGM

OPTION #2

8:30am-12:45pm **4.0 CME**

DOTME Workshop

Trainer: Philip Galapon, MD, FAAFP
Man, WV

10:45am – 11:15am

BREAK/EXHIBIT VISITS

12:45pm- 1:45pm

**LUNCH/EXHIBIT VISITS/
RESIDENT SCHOLARLY POSTERS**

1:45pm-2:45pm

Dementia Evaluation – 1 CME

2:45pm-3:00pm

Dementia Treatment Options Q&A– 1 CME

3:00pm-3:15pm

**BREAK/EXHIBIT VISITATION
RESIDENT SCHOLARLY EXHIBITS**

3:15pm-4:45pm

PACE Program & Resources & QA – 1 CME

6:00pm-9:00pm

TOPGOLF & DINNER

Saturday, August 10, 2024

7:30am to 8:30am	KAFP Town Hall Update 1 CME Bring your Breakfast into Lecture Hall for a Q&A on AAFP/KAFP Updates Presented by the KAFP's President/Chair/AAFP Delegates
8:30am to 9:15am	Pediatric Metabolic Wellness .75 CME
9:15am to 10:30am	Current recommendations for Pediatric Dermatology in Primary Care .75 CME
10:30am to 10:45am	BREAK/RESIDENT SCHOLARLY POSTERS
10:45am to 11:30am	Managing Mood Disorders in Children .75 CME
11:30am to 12:15am	How to Get In the Habit of Talking About Diversity .75 CME
12:30pm to 2:30pm	LUNCH & ALL MEMBER MEETING/INSTALLATION OF OFFICERS
2:30pm	Meeting Adjourn

Saturday, August 10, 2024 – 8:00am-9:30am

Residents & Medical Students Workshop

Finishing Medical School and finishing Residency are huge accomplishments but also times of change and preparation is needed. We have created a workshop for you to help you prepare and navigate all of this as well as an opportunity to get all your questions answered. You will be well prepared and ready to start your next adventure!

For the **MEDICAL STUDENTS**: ERAS (Electronic Residency Application System), which Residency Programs and how many to apply to, how many and how to get letters of recommendation, and your personal statement construction.

For the **RESIDENTS** graduating and looking for their first job: the job search and what to expect, inpatient/outpatient/er, urgent care, DPC, FQHC. What is a contract and how to start a solid review of it. Ongoing

requirements - CME, State Board Requirements, ABFM requirements, credentialing once you find your job, and a discussion panel.

JEDI COMMITTEE REPORT

Report prepared by the Chair: Syed Naseeruddin, MD, Gerry Stover, MS-Staff Janice Hechesky-Staff Date: 27 February 2024

X1st Quarter 2nd Quarter 3rd Quarter 4th Quarter

Response to the KAFP BOD Request:

1. Members of the JEDI committee have actively participated in committee work to include operations, advocacy and education.
2. Three members of the JEDI committee attended the Ten State conference in Detroit MI with successful networking with other DEI advocates at both state and Academy levels.
3. JEDI Chairman was asked to participate in a panel discussion at Ten State to discuss mentorship and membership efforts to recruit new members to leadership and augment chapter size.

Committees Action Items to the KAFP BOD:

1. In light of recent legislative actions, request the BOD to formulate and issue a response to the efforts to diminish the mission of DEI in our schools, colleges and universities as well as in healthcare access for all Kentuckians.
2. Ask that leadership strategically interact with medical university leaders to accentuate the need for diversity in our healthcare workforce
3. Request Advocacy committee to work with JEDI to educate and strategize for methods to draw light to the importance of Diversity in our state to broaden both business and education as well as healthcare provision in KY.
4. Request that the Board Chair actively deliver the message of diversity to legislators and community leaders through strategic meetings with statewide influencers and our lobbyists.
5. Request the Board work with other like-minded organizations like the KY Chamber of Commerce and UK leadership to form alliances that are supportive of diversity and inclusion.

Current Plans:

1. Review both SB6 and HB9 to strategize for appropriate responses.
2. Formulate a talking paper to disseminate to our board so that KAFP can deliver a unified and consistent response to the press and on social media.
3. Work with the Board to develop educational social media messages for the community so they understand what the mission of DEI is and help understand the ramifications of this legislation.
4. Work with Advocacy and our Lobbyists for further action to take at the legislative level.

Future Plans/Goals:

1. Given the lack of understanding of DEI in our chapter, recommend a DEI focused lecture at the annual meeting. Recommend inviting AAFP Past President ADA STEWART who is Chair of the AAFP DEI commission as invited speaker. DEI lectures have been pushed off the annual meeting agenda for two consecutive years and so now is the time.
2. Engage with the SNMA at UofL through efforts of Dr Etheridge to promote primary care within minority school and HBCUs.
3. Work with Sherry to interface her efforts with those of Dr Etheridge.
4. Engage with Dr. Fernandez on the status of Latino enrollees at UofL and in KY in general to see about efforts to engage with and encourage enrollment of this minority group in KY.

KAFP FOUNDATION COMMITTEE REPORT

Report prepared by the President KAFPF: Nancy Swikert, MD, Sherry Spragen-Staff & Gerry stover, MS-Staff Date: March 5, 2024

1. Response to the KAFP FOUNDATION BOD Request:

NONE

2. Committees Action Items to the KAFP FOUNDATION BOD:

- Needleman Scholarship board's guidelines (AGENDA ITEM – NEW)

3. Current Plans:

- a. Sherry's Resident and Student Activity Report attached.
- b. Meeting with Dr. Needleman and Dr. Mike Rankin to discuss scholarships

4. Future Plans/Goals:

- a. Building off the Needleman activity

Jan-March 2024 Student Board Report

- All the FMIG clubs have been visited either in person or by Zoom. I presented about the benefits of attending the National Conference. Dr. Becker talked about Family Medicine and also about why the KAFP would like for them to be involved in the KAFP local meetings. On January 4th, Dr. Becker and I spoke to the University of Louisville College of Medicine FMIG club and approximately 16 students attended. Then on January 23, we visited the FMIG club at UK with about thirteen students attending. We zoomed with KYCOM on Feb 5th with 8 students. At each site I had students who had been with me before to the National Conference speak on why the conference was valuable to them. I think this added to our talk. Finally, I was able to visit the UK College of Medicine-Bowling Green Campus and speak to 11 students about the conference. They were all first-year students. This is the first FMIG club that I have been able to connect with at Bowling Green.



- Dr. Stiltner has agreed to speak to the FMIG club at Bowling Green on family medicine.
- We have five exhibitors for KY Row. All the paperwork has been turned in. UK, UL, St. Elizabeth, Owensboro, and Madisonville will all attend. The CB recruiters decided to get a booth in the career section of the exhibit hall which probably makes more sense.
- I will be setting up a meeting via Zoom, probably in late March or April to talk to the exhibitors and see if they have any questions for me. This year's National Conference is August 1-3, 2024.
- The registration for the National Conference is only \$50 for students this year because it is the 50th anniversary of the conference. On Feb. 20, I sent out reminders to all the FMIG club leaders to remind students to register. Also, a reminder that March 1 is the last day to apply for the \$1000 FMIG Leads Scholarship. I also always send them my PowerPoint in case some students can't attend.
- I will be following Match Day in March and I will send out congratulations to all the students that match Family Medicine.

NEEDLEMAN SCHOLARSHIP WORKING PAPERS

****Background****: Established by Michael Needleman, a family medicine physician, to assist students financially, inspired by his own experiences with financial hardships and scholarships.

- ****Scholarship Offer****: Provides \$5,000 annually, adjusted every 4 years for cost of living, during the final year of medical school and the first three years of residency in Family Medicine, plus an additional \$2,000 for leadership skills symposia.

- ****Qualifications****: Open to U.S. medical (not osteopathic) school students entering their fourth year, who are Kentucky residents and have declared family medicine as their specialty. Selection is based on commitment to family medicine, leadership, academic performance, communication skills, service activities, and empathy. Priority given to UK, UofL, and Northwestern Medical School.

- ****Application Requirements****: Includes personal essays demonstrating commitment to family medicine, personal growth, financial hardships, and leadership vision; three letters of recommendation; and a 1-page annual report for ongoing evaluation.

- ****Deadline****: Applications must be completed by April 1 of the year.

Questions

1. Priority is given to Nelson County, KY students. Since we are targeting UK, UofL and Northwestern University Medical School does the student need to be a Kentucky resident?
2. Does the student need to select a family medicine residency program in Kentucky?
3. Does the student need to return to Kentucky after residency to practice? If yes, is there a specified time period 1 to 5 years?
4. What if the student defaults on any of the selection criteria? Do they pay the scholarship back or what?
5. Will the Kentucky Academy of Family Physicians scholarship committee have the right to define the leadership program that the student/resident can use the \$2,000 towards?
6. Do we need a letter of agreement with respects to KAFP roles, responsibilities and liabilities?
7. Overhead cost of administrating the scholarship.
8. Is this one per year? If zero applicant than does the next year increase it by X?
9. Reasonable number of applicants to have an interview? You could not fit the interview in with a time period based on one person? Virtual interview?
10. Cost of the selection of the individual for the scholarship to attend KAFP meeting.

Msc Notes

From Racheal -- I asked Annette Routon, Program Administration Manager for the AAFP Foundation, about the cost of administering scholarships in a program and here's what she shared:

The general cost to administer a program varies based on several factors. For ELI, factors include program costs (printing & supplies, meals, transportation, marketing and promotion), scholarship amount, and project award costs. The program's total cost for 30 participants and 15 volunteers (faculty, lead consultant, ambassador, board) is approximately \$85,000 and includes first-year cost for focus groups. The total cost does not include salary, taxes and fringe benefits. The cost per scholar is approximately \$6,000.

Veronica confirmed that both the [FMCA Grant Awards](#) and [FMCA Chapter Engagement Grants](#) are potential funding resources for you.

The MUF provides 4% on an endowment that has been in their portfolio for a year. So, to get \$5K you would have to have \$125,000.00 endowment. Thanks for your interest.

Happy Valentine's Day, LSH

- The **medical school at the University of California, Los Angeles (UCLA)** mandates an endowment of **\$100,000** for a **\$5,000 annual scholarship**.

There expected rate of return on their investment is 7% therefore they get \$7k annual on \$100k to provide \$5k in scholarships ... 28%

UK Policy

I can give you some estimates of what to expect based off UK's investment policy related to (question #1), but I do not know that we can quantify the cost of managing an endowment (question #2) at UK or if that would compare or relate to the cost of managing an endowment for KAFP or elsewhere. With that said, I'll be glad to share what I can in hopes to provide some useful information to Dr. Pearce.

UK investment policy states that spending distribution should fall between 3.5% to 5% each year and is adjusted each year according to calculations used in the investment policy. If we were to invest in a perpetual endowment, we could expect to be in that range barring any issues that would put the endowment significantly underwater (meaning the market value has dropped below the contributed value).

For question #1, To anticipate \$20k of generated spending distribution each year, the market value of the endowment would need to be between \$400K @ 5% level, and \$571K @ 3.5% level, so the minimum donation to begin generating \$20k annually would be somewhere between \$400K and \$571K, per UK's spending distribution rule.

Under UK investment policy, in order to generate \$5K each year, they would need between \$100K @ 5% level, and \$143K @ 3.5% level, so the minimum donation needed would be somewhere between \$100K and \$143K.

At UK, for question #2, we currently have a management fee of .95% (maximum cannot go above 1% per policy) but that includes the KY Can Campaign and managerial salaries for all of the investment folks who manage the different pools of funds that we have. I'm not sure what this would be for another organization, it would have to be considered and chosen by that organization based on their pool and investment policy.

One thing that may be beneficial is to share [UK's Investment Policy](#) as it outlines our fees and calculations. This would give some baseline information for how UK Investment Policy for Endowments have been established.

Meeting with OH Counterpart

They do not have anything like this but did have a state run scholarship. It went away over the problem with 'paying back' from those that defaulted on the loan and other specialties and medical group wanting to be included in it.

BYLAWS KENTUCKY ACADEMY OF FAMILY PHYSICIANS

KAFP BYLAWS

As Amended by the All-Member
Business Meeting

Revised
(Sept. 2023)

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CHAPTER I

Name

This association shall be known as the Kentucky Academy of Family Physicians (KAFFP). This organization is a constituent chapter of the American Academy of Family Physicians, a corporation existing under the laws of Kentucky, 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 KAFFP bylaws shall have the right to intervene either pro or con on any member and it shall be mandatory for the Kentucky Academy of Family Physicians Board of Directors to act upon such recommendations. Throughout these bylaws the term chapter, Academy or the abbreviation KAFFP 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.

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."

Section 2. To accomplish the foregoing aims, ideals, and objectives, the KAFFP may grant charters to a component chapter of the Kentucky Academy of Family Physicians in such a manner as provided by the KAFFP bylaws in Chapter V; 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.

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

Levels 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 member 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 to uphold the 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 member, their rights and obligations, along with the method of elections, shall also be set forth by the AAFP.

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 ethical guidelines shall be the same as those now or hereafter provided in the Bylaws of the American Academy of Family Physicians.

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 with 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.

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.

Section 2. **Rates.** AAFP dues for all member levels 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 at the KAFP All-Member Business Meeting at the annual meeting for the following fiscal year.

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 found 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.

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.

CHAPTER VIII

Board of Directors and Executive Committee

Section 1; During the interim between the annual All Member Business Meetings 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 their 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 except as outlined for alternates who will only have voting privileges in the absence of their corresponding member/ 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. 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.

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. The 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 Board Chair shall preside at meetings of the Executive Committee; 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 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.

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.

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 residents, 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.

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 Academy members by mail or official publication at least fifteen (15) days before the All-Member Business Meeting at which such proposed action is to be taken. These Bylaws shall take effect at the conclusion of the All-Member Business Meeting at which they were voted upon.

Section 2. Regions shall be so designated to maintain equality in member numbers between each region and shall be reviewed every 5 (five) years. 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.

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.

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. 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. In the event of the death or resignation of the President during the term of **their** office or if **they** 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 their term.

Section 2. The Vice President shall be elected annually. **They** shall be a member of the Board of Directors and shall preside at meetings in the absence of the Board Chair. The term of **their** office shall begin at the conclusion of the Annual Meeting at which their election occurs and expires at the conclusion of the next Annual Meeting or when **their** successor is elected.

Section 3. The President-Elect shall be a member of the Board of Directors and of the Executive Committee. **They** shall preside at meetings in the absence of the Vice-President who is serving in the Board Chair's absence. **They** 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 and shall preside over meetings of the All-Member Business Meeting. **Their** term of office shall begin immediately following the session of the All-Member Business Meeting at which they are elected and shall continue until **their** successor takes office. The Vice Speaker of the All-Member Business Meeting shall be an ex-officio member of the Board of Directors without privilege to vote except in the absence of the Speaker. The Vice Speaker will preside at the All-Member Business Meeting in the absence of the Speaker. 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.

Section 5. The Treasurer shall be a member of the Board of Directors. Their 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 staff of the Academy including the Executive. The Treasurer will be bonded at the expense of the Academy.

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

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 and shall be directly responsible to the Board and/or the Executive Committee.

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 time 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 of the previous term. An exception will be for the President/ Chair of the KAFP Foundation which will be appointed as an At-Large Director while serving in the capacity of President/ Chair of the Foundation without limit to their term.

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. Each Regional Director will have full voting privileges on the Board of Directors. Any Regional Director who absents themselves from three consecutive meetings of the Board of Directors, without reasonable excuse acceptable to the Board of Directors, shall be considered as having resigned from the Board. Their 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. No Regional Director shall be elected for more than two consecutive four-year terms.

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~~ their term as President, such term to begin at the conclusion of their term of office as President and ending at the conclusion of the following All-Member Business Meeting. The Chair of the Board of Directors and Executive Committee shall preside and facilitate the agenda of the meeting. If the Chair is not present, the duties of facilitation of the agenda will fall to the next officer present in the chain of command, excluding the President.

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.

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 the successor of the office to serve until the next All-Member Business Meeting.

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 for the term(s) they hold ~~that~~ national office.

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.

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.

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 at the conclusion of the All-Member Business Meeting at which they were approved.

*Updated (Sep 2023)