

BYLAWS
KENTUCKY ACADEMY
OF FAMILY PHYSICIANS
As Amended by the Congress of Delegates
June 2010

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CHAPTER I

Name

1 This association shall be known as the Kentucky Academy of Family Physicians.
2 This organization is a constituent chapter of the American Academy of Family
3 Physicians, a corporation existing under the laws of Illinois, and is possessed only of
4 those rights and powers conferred by said corporation of this organization. No rules,
5 regulations, or policies adopted by this organization shall be in conflict with the rules,
6 regulations, or policies of the American Academy of Family Physicians or the Charter
7 issued by said Academy to this organization. (The autonomy of constituent chapters is
8 limited by the Bylaws of the American Academy. In a state where a constituent state
9 chapter has chartered membership in said chapter shall be a prerequisite to membership
10 in the American Academy; the qualifications for membership are established by the
11 American Academy.) Constituent chapters shall have the right to intervene either pro
12 or con on any member and it shall be mandatory for the American Academy of Family
13 Physicians 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 Physicians is to
2 promote excellence in health care and the betterment of the health of the American
3 people. Purposes in support of this mission are:
4 To provide responsible advocacy for the education of patients and the public in all
5 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 optimal supply
8 of well-trained family physicians;
9 To promote and maintain high standards among physicians who practice family
10 medicine;
11 To preserve the right of family physicians to engage in medical and surgical
12 procedures for which they are qualified by training and experience. **6/10**
13 To provide advocacy, representation and leadership for the specialty of family
14 practice;
15 To maintain and provide an organization with high standards to fulfill the above
16 purposes and to represent the needs of its members. **5/87**

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

1 Section 3. This organization shall have no capital stock. It is not conducted for

2 pecuniary profit and does not contemplate pecuniary gain or profit to the members
3 thereof.

CHAPTER III

Classes of Membership and Election Section

1 The qualifications and conditions of membership and the classes of membership
2 shall be the same as those now or hereafter provided in the Bylaws of the American
3 Academy of Family Physicians. The method of election shall be as provided in the
4 Bylaws. To hold membership in the Academy, the individual must be of high moral and
5 professional character. Additional membership qualifications required of each class of
6 members as well as their rights and obligation and the method of their election shall be
7 hereinafter set forth. Any active member in good standing shall be eligible to vote and
8 hold office. Acceptance of membership in this organization shall constitute an
9 agreement by such member to comply with the Bylaws of this organization and those of
10 the American Academy of Family Physicians in a manner provided in the Bylaws of
11 said corporation, a member accepting membership shall conform to the rules and
12 regulations promulgated by the Board of Directors of this organization. All right, title,
13 and interest, both legal and equitable of a member in and to the property of this
14 organization shall cease and terminate in the event of any or either of the following:
15 (a) the expulsion of such member (b) the striking of their name from the rolls of
16 members (c) their death or resignation. The Bylaws of the American Academy of
17 Family Physicians now provide for eight classes of membership: Active members,
18 Supporting members, International members, Resident members, Inactive members,
19 Honorary members, 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 on a two-
2 thirds (2/3) vote, this organization may adopt policies or positions relating to ethical
3 issues even though such policies or positions are in addition or contrary to the Principles
4 of Medical Ethics of the American Medical Association. However absent such specific
5 action by the Congress of Delegates, the Principles of Medical Ethics of the American
6 Medical Association, as they now or hereafter may provide, shall be the principles of
7 ethics of this organization.

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

8 Such charges must be in writing and signed by the accuser or accusers and must
9 state the acts or conduct complained of with reasonable particularity.

10 Such charges must be filed with Secretary of Kentucky Academy. At the first
11 meeting of the Board of Directors of the Kentucky Academy held after the filing of said

12 charges the secretary must present said charges to the Board. The Board shall then or at
13 any adjournment of said meeting, but not more than thirty (30) days thereafter, consider
14 the charges and shall either dismiss them or shall proceed as hereinafter set forth.

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

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

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

35 Censure shall mean a reprimand by the Chairman of the Board of Directors
36 administered to the accused in the presence of the said Board. No member shall be
37 suspended for more than one year and at the expiration of that period of suspension
38 shall be reinstated to membership upon their application and the payment of dues
39 accrued during the period of suspension. The decision of the Board of Directors shall
40 be final, except as provided hereafter.

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

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

CHAPTER V

Local Chapters

District Chapters

1 Section 1. Upon the petition of any five or more members of this Academy
2 residing in any county, city, or district of Kentucky the Board of Directors may issue a

3 charter for a chapter of this Academy, provided, however, that no more than one chapter
4 shall be chartered in any city or county. Such charters shall be in such form as is
5 approved from time to time by the Board of Directors.

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

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

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

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

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

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

22 The Board shall, after having given the accused and accuser reasonable
23 opportunity to be heard in person or by counsel and to present all evidence and proofs
24 conclude the hearing and within thirty (30) days thereafter shall render a decision. The
25 affirmative vote of a majority of the members of the Board present and voting shall
26 constitute a decision of said Board which may by such vote dismiss the charges or

27 order them presented to the Congress of Delegates. In either event the Board shall
28 make known its decision in a written resolution signed by the Secretary and
29 Chairperson thereof. In the former event the Board shall furnish the accused and the
30 accuser with a copy of the resolution.

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

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

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

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

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

1 Section 9. All complaints or grievances wherein the constituent organization may
2 assist the district chapters in the proper adjudication are to be forwarded by the district
3 secretary to the district director for transmission 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 Family
2 Physicians shall be the current dues of both the American Academy of Family
3 Physicians and the dues of the Kentucky Academy of Family Physicians, as established
4 by the KAFP Congress of Delegates, annually. Special assessments not to exceed
5 \$25.00 in any one year may be levied by two thirds (2/3) affirmative vote of the
6 Congress of Delegates.

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

9 Dues of a new active member shall be prorated as follows: If they are enrolled on
10 or after July 1 but prior to November 1, their dues for the balance of the calendar year

11 shall amount to one-half (1/2) of the annual dues; if they are enrolled on or after
12 November, their dues for the current calendar year shall be waived, but their annual
13 dues for the ensuing calendar year shall immediately become due and payable.

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

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

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

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

CHAPTER VII

Annual Meeting

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

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

4 Academy. Resolutions so offered shall be presented to the Congress of Delegates
5 without debate at that time.

CHAPTER VIII Congress of Delegates

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

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

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

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

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

1 Section 6. It shall be the duty of the director of each district in which there is no
2 district chapter to call an assembly of the members of the district for the purpose of
3 electing delegates and alternate delegates. It shall be the duty of the chair of the

4 Leadership Committee or his/her designate to provide to all duly constituted student and
5 resident members a ballot listing the eligible student and resident members on which a
6 vote for one delegate and one alternate delegate from that school or residency program
7 shall be cast. The names of those so elected shall be sent to the Secretary at least ninety
8 (90) days prior to the Annual Meeting provided that in the event this is not done the
9 secretary shall poll by mail the members in that district as to their choice for delegates
10 and alternate delegates from a list submitted to them of the entire active membership in
11 that district, and those names receiving the greatest number of votes within thirty (30)
12 days after being mailed shall be considered as duly elected delegates and alternates, and
13 the membership shall be so notified.

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

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

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

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

12 The procedure to be followed in the event that Option One (use of reference
13 committees) is directed by the Board of Directors: Reports and resolutions shall be
14 identified and referred to reference committees by the Speaker, without debate at that
15 time. After reports and resolutions have been referred to reference committees, said

16 committees shall meet at a time and place designated by the Speaker of the Congress of
17 Delegates, and they shall hold hearings on the reports and resolutions so offered. At
18 such hearings, the proponents and opponents shall be given a reasonable opportunity to
19 be heard. Then at a later session or sessions of the Congress of Delegates during the
20 Annual Scientific Meeting the reference committees shall report their actions on such
21 reports and resolutions, with any amendments or comments, to the Congress of
22 Delegates.

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

33 In the case of either option being followed, the Congress of Delegates shall
34 thereupon approve, disapprove, or modify such report, reports, resolution, or resolutions
35 at the Annual Meeting and these actions 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 during the
2 interim between the meetings of the Congress, the control and administration of the
3 Academy shall be vested in a Board of Directors, composed of the officers of the
4 Chapter, except that the Alternate Delegates to the AAFP shall have a vote only in the
5 absence of his/her respective Delegate to the AAFP, and one member from each of the
6 four (4) regions of the Commonwealth. There shall also be a student member and an
7 alternate, **(2010)** and a resident member and an alternate, **(2010)** both of whom shall
8 have full voting privileges. Residency Program Directors or Chairs of the Departments
9 of Family Practice (or howsoever such a department is designated in the respective
10 schools), **(2002)** and all committee chairs, also will be nonvoting members unless
11 theretofore named. The aforementioned regions of the Kentucky Academy of Family
12 Physicians shall be identified as follows: Region I: Districts 1,2,3,6; Region II:
13 District 5; Region III: Districts 4, 7, 8, 9, 10; and Region IV: Districts 11, 12, 13, 14,
14 15. Such districts of the Academy shall correspond to the Trustee Districts of the
15 Kentucky Medical Association. No member shall hold more than one state office that
16 would entitle them to voting membership on the Board of Directors. The regional
17 members and the student and resident members of the Board shall be elected by the
18 Congress of Delegates. The candidates shall be selected by the Nominating and Awards
19 Sub-committee of the Leadership Committee. **(2003)**

1 Section 2. The Board of Directors is authorized to create an Executive Committee
2 to act between meetings of the Board. However, any proposed action changing control,
3 administration, or policy shall be considered only at meetings of the Board of Directors
4 as a matter of special business. If a member of the Executive Committee should be

5 deceased or otherwise unable to serve, the Board shall elect from its number a member
6 to serve on the Executive Committee until the next Annual Meeting of the Congress of
7 Delegates.

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

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

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

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

CHAPTER X

Election of Officers

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

CHAPTER XI

Bylaws and Amendments

1 Section 1. These Bylaws may be adopted or amended by an affirmative vote of at
2 least two-thirds (2/3) of the delegates at any meeting of the Congress of Delegates,
3 provided that notice of the proposed action, which may be filed by five (5) or more

4 members of the Academy or any standing committee with the secretary, shall have been
5 given by the secretary to the members of the Academy and the members of the Congress
6 of Delegates by mail or official publication at least fifteen (15) days before the meeting
7 at which such action is proposed to be taken. These Bylaws shall take effect
8 immediately upon its adoption by the Congress of Delegates of the Kentucky Academy
9 of Family Physicians.

1 Section 2. For purposes of organization and representation, the state shall be
2 divided into four geographical areas called regions. Region I shall include District 1, 2,
3 3, and 6; Region II shall include District 5 only; Region III shall include Districts 4, 7,
4 8, 9, and 10; Region IV shall include Districts 11, 12, 13, 14 and 15. Should any region
5 so designated at some future date have less than 100 members or more than 200
6 members it shall be the duty of the Congress of Delegates to redefine the boundaries of
7 that region. The President, President-Elect, Vice President, Secretary, Treasurer, and
8 Delegates and Alternate Delegates to the American Academy of Family Physicians shall
9 be elected from the membership as a whole and not from any specific region.

1 Section 3. Election of the above officers shall be by secret ballot prepared by the
2 secretary, and a majority vote shall constitute election. No member of the Kentucky
3 Academy of Family Physicians shall hold more than one elective office in the
4 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 of
2 Directors and chairman of the Executive Committee and shall preside at the Board of
3 Directors and Executive Committee meetings if they are present. Their term of office
4 shall begin at the conclusion of the annual meeting one (1) year after their election as
5 President-Elect and shall expire at the conclusion of the following annual meeting or
6 when their successor is seated. The President shall nominate members for all vacancies
7 on standing and special committees.

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

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

1 Section 3. The President-Elect shall be a member of the Board of Directors and of
2 the Executive Committee. He/She shall preside at meetings in the absence of the
3 President. He/She shall succeed to the office of President at the expiration of the
4 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. His/her term of
3 office shall begin immediately following the session of the Congress of Delegates at
4 which they are elected and shall continue until his/her successor takes office.

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

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

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

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

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

4 records and work of the office and will be bonded at the expense of the Academy.

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

1 Section 8. The term of office of Directors shall be for three years and shall begin
2 at the conclusion of the Annual Meeting of the Congress at which their election occurs
3 and expires at the conclusion of the third succeeding Annual Meeting, or when their
4 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 within his/her
7 respective district as follows: (1) Investigate and approve qualifications of proposed
8 members. (2) Conduct elections of Delegates and Alternates to the Congress. (3)
9 Encourage enrollment of nonmembers. The Board of Directors shall have prepared a
10 manual of procedure and operations, which may be revised from time to time by the
11 Board of Directors. Each Director shall have in his/her possession the current copy of
12 such manual. Candidates for the offices of District Directors shall be nominated by the
13 members of the district involved and the list of candidates shall then be submitted to the
14 Nominating Committee; then to the Congress of Delegates. **(2003)**

1 Section 9. The term of the office of the Regional Directors of the Board shall be
2 for four years and shall begin at the conclusion of the Annual Meeting of the Congress
3 at which their election occurs and expire at the conclusion of the fourth succeeding
4 Annual Meeting, or when their successors are elected. Any Regional Director who
5 absents him/herself from three consecutive state meetings of the Board of Directors,
6 without reasonable excuse acceptable to the Board of Directors, shall be considered as
7 having resigned from the Board. His/her vacancy on the Board of Directors shall be
8 filled by a majority vote of the remaining members of the Board until the next meeting
9 of the Congress of Delegates. Each Regional Director shall have the privilege of the
10 floor and the right of the vote at each meeting of the Board of Directors. No Regional
11 Director shall be elected for more than two consecutive four year terms. **(2003)**

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

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

4 The number of positions to be filled will correlate with the allowable number of

5 positions accorded by the Bylaws of the American Academy of Family Physicians.
6 Each Delegate to the AAFP shall be elected by the Congress of Delegates of this
7 Chapter, for a term of two years, and each may be reelected twice for a maximum tenure
8 of service of six years.

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

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

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

CHAPTER XIII

Committees

1 Section 1. Preamble. Each Committee will be comprised of eight (8) members,
2 one of which shall be a student member and one of which shall be a resident member,
3 except as hereinafter otherwise stated, and shall serve a term of three years or until there
4 is a change in the classification of his or her membership. Beginning after the latest
5 revision of these Bylaws (**May 2005**) all members will be appointed, and following that
6 time each year one-third (1/3) of the membership of each Committee will be reappoint-
7 ed, so that continuity on Committees will be assured. Members of each Committee,
8 including the Chair, shall be nominated by the President unless hereinafter otherwise
9 stated, subject to approval by the Board of Directors, and elected by the Board. In the
10 event the Board does not approve a nominee; the President shall present another name
11 for approval.

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

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

19 All Committees shall meet quarterly, in conjunction with Chapter events when
20 practicable, or by telephone conference call, unless otherwise decided by the Committee
21 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 shall be to
2 encompass those duties and responsibilities of the previously constituted Commission
3 on Health Care Services, the duties and responsibilities of the previously constituted
4 Commission on Legislation and Government Affairs, and additionally strive to reach the
5 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, effectively
9 and efficiently using the resources of the Chapter;
- 10 (3) Educate public, private, and governmental agencies about the importance of a
11 "Medical Home".

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

7 The noted exception to all the past presidents as committee members shall be the
8 formation of the Nominating and Awards Sub-Committee. The membership of this
9 sub-committee shall be composed of the President, the President-elect, and the
10 immediate three Past-Presidents. The first immediate Past-President shall Chair the
11 sub-committee as well as the full Leadership Committee. The first charge of the
12 Nominating and Awards Sub-Committee is to select the recipient of the Citizen Doctor
13 of the Year Award and other awards that individuals may be qualified to receive. The
14 second charge of this sub-committee is to submit to the Board of Directors prior to the
15 KAFP's Congress of Delegates meeting, a slate of candidates for KAFP vacant officer
16 positions. The Leadership Committee shall strive to reach the following goals:

- 17 (1) Encourage the recruiting and enrollment of all qualified family physicians in
18 the Commonwealth into the Academy.
- 19 (2) Identify, develop and support current and future leaders, and assemble a slate
20 of candidates annually for the various offices of the Chapter.
- 21 (3) Recognize leaders for outstanding contributions.

1 Section 5. Communications Committee. The function of this committee shall
2 be to:

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

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

- 5 (1) Develop Continuing Medical Education targeted to the needs of the

6 membership.

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

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

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

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

1 Section 9. Practice Enhancement Committee. The function of this Committee
2 shall be to provide information to the membership on the New Model of Family
3 Medicine with particular focuses on Scope of Practice: privileging, credentialing,
4 enhancement, preservation, adoption, and utilization of health information, technology,
5 financing of health care services, and improved reimbursement. An additional role of
6 this committee is to provide an educational forum for the mutual benefit of members,
7 and to keep the Board of Directors abreast of developments in all aspects of family
8 medicine around 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 of the Board of
2 Directors and of the Congress of Delegates, the membership book and books of account
3 shall be open to inspection upon the written demand of any member at any reasonable
4 time for any purpose reasonably related to the member's interest as a member, and shall
5 be produced at any time when requested by the demand of one-third of the members of
6 the Congress of Delegates present. Such inspection may be made by agent or attorney,
7 and shall include the right to make extracts thereof. Demand of inspection, other than a
9 meeting of the members, shall be in writing, upon the President or Secretary of the
10 Academy.

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

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

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

4 of Directors.

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

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

Updated June 2010