

BYLAWS
King County Academy of Family Physicians
As amended by the membership on June 2, 2016

CHAPTER 1 - CONSTITUTION

Section 1: Name

The name of the organization shall be the King County Academy of Family Physicians.

Section 2: Affiliation

This organization is a component chapter of the Washington Academy of Family Physicians, which is a constituent chapter of the American Academy of Family Physicians, a corporation existing under the laws of the State of Illinois. This organization is possessed only of those rights and powers conferred on this organization by the American Academy of Family Physicians and the Washington Academy of Family Physicians. No rules, regulations, or policies adopted by this organization shall be in conflict with the rules, regulations, or policies of the Washington Academy of Family Physicians or the charter issued by the American Academy of Family Physicians to the Washington Academy of Family Physicians.

Section 3: Objectives

The objects of this organization are:

- To improve the health of the patients cared for by Family Physicians and to improve the health of the communities in which we practice.
- To promote and maintain high standards of the Family Physician.
- To encourage and assist young men and women in preparing, qualifying, and establishing themselves as Family Physicians.
- To preserve the right of the Family Physician to engage in the scope of medical and surgical practice for which they are qualified, and as granted by state license.
- To assist in providing continuing medical education for Family Physicians, and to encourage and assist practicing physicians and surgeons in participating in such training.
- To advance medical science and private and public health and to preserve the right of free choice of physician to the patient.

Section 4: Not for Profit

The 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 2 - MEMBERSHIP

Section 1: Qualifications

The qualifications and conditions of membership and the classes of membership shall be the same as provided in the constitution and Bylaws of the Washington Academy of Family Physicians, with the additional requirement that members shall practice or reside in King County.

Section 2: Application

Application for membership shall be made in writing on a form prescribed by the American or Washington Academy of Family Physicians.

Section 3: Acceptance or Denial of Application

Election to membership shall be made by the Board of the American Academy of Family Physicians or its designee.

Section 4: Eligibility to Participate

Any active member in good standing shall be eligible to vote and to hold office. All active members of this organization whose dues and assessments are paid shall be members of the Washington Academy of Family Physicians and the American Academy of Family Physicians.

CHAPTER 3 - DUES AND FEES

Section 1: Dues

Dues for active members shall be set by the Board and transmitted to the County academy as provided by the American Academy of Family Physicians. The dues of other than active members shall be fixed by the Board.

Section 2: Special Assessments

Special assessments may be applied equally to all members by affirmative action of two-thirds of the Board.

Section 3: Unpaid Dues or Assessments

Any member whose dues or assessments are unpaid at the end of the calendar year shall be notified and stricken from the role in accordance with the bylaws of the American Academy of Family Physicians and may again acquire membership only in the manner set forth in the American Academy of Family Physicians bylaws.

CHAPTER 4 - MEETINGS

Section 1: Annual Member Meeting

The members of this organization shall meet annually in May at a time and place to be determined by the Governing Board.

Section 2: Special Member Meetings

Special meetings may be called (a) by the Board or (b) by the President, or (c) by the Secretary-Treasurer upon the written request of any ten or more members. Special meetings will be held at a place determined by the Board or may be conducted electronically through any available means, including phone conference, web conference or an exchange of email correspondence between the Board and the members.

Section 3: Meeting Notices

Notice of the annual or special member meetings shall be given by the Secretary- Treasurer to all members at least ten days prior to the date of such meeting, either by letter or email sent to the members' address as it appears on the Secretary-Treasurer's records, or by publication in the official publication, if any, of the organization. Special meetings requested by any ten or more members shall be held not more than thirty days following the date of such a request.

Section 4: Voting

Any matter brought to the membership for a vote may be conducted by any reasonable combination of paper ballot, a show of hands, voice vote or by electronic communications (including email vote) deemed appropriate by the person presiding at the meeting where the vote will be taken.

CHAPTER 5 - OFFICERS

Section 1: Officer Positions

The officers of this organization shall be a President, a President-Elect, a Secretary- Treasurer and the Immediate Past President, all of whom shall be members of the King County Academy of Family Physicians.

Section 2: Executive Committee Members

These officers shall constitute the Executive committee and shall take office on June 1 of each year and shall serve for one year or until their successors are installed.

Section 3: President's Duties

The President shall preside at all meetings of the organization and the Executive Committee or Board. The President may appoint any standing or special committees that circumstances require.

Section 4: President-Elect's Duties

The President-elect shall preside at all meetings of the organization and of the Executive Committee or Board in the absence of the president. The President-Elect shall become acquainted with all the routine of the organization so that the President-Elect will thereby be better fitted to assume office on the expiration of the term of the President.

Section 5: Secretary-Treasurer's Duties

The Secretary-Treasurer shall perform all duties which the title of the office ordinarily connotes; working with the Administrator to give notice of and keep a record of all meetings of the membership and of the board, and maintain the records of the members; be the custodian of all official documents of the organization, in such an amount as the Board may require. The Secretary-Treasurer shall present a financial report at each Annual Meeting and at such times as the Board may require.

Section 6: Immediate Past President's Duties

The Immediate Past President shall assist the President as requested by the President from time to time and otherwise provide continuity to the Board. The Immediate Past President shall be an ex-officio member of the Governing Board with full power to vote.

Section 7: State or National Office Eligibility

Any member holding office in the County Chapter shall not be barred from holding a State or National office.

CHAPTER 6 - GOVERNING BOARD

Section 1: Board Membership

Subject to the action of the members in meeting assembled or by referendum, the control and administration of this organization shall be vested in the Governing Board composed of the four officers of the organization (President, President-Elect, Secretary-Treasurer and Immediate Past President) plus two medical students, two family medicine residents, and four members-at-large elected by the membership.

Section 2: Term

The members of the Governing Board shall take office on June 1 of each year and shall serve for one year or until their successors are installed.

Section 3: Annual Board Meeting

The Board shall meet annually following the annual meeting of the organization and at such other times and places as the President may direct.

Section 4: Board Action and Voting

No action of the Board shall be considered valid unless taken at a properly constituted board meeting and recorded in the minutes. Voting on issues presented to the Board may be taken by any means, including email or other electronic means, so long as the Board member voting was able to participate in the discussion surrounding the subject matter of the vote. In the event of a tie, the current President shall cast the final vote.

Section 5: Quorum and Attendance

Those members present at any duly authorized meeting shall constitute a quorum. Board members shall be considered present if they are present either in person or participate in the meeting by phone or other electronic means that allows them to participate in the discussion taking place at the meeting. Members of the Board are expected to attend all meetings that their schedule allows and are encouraged to make special effort to attend not less than half of the organization's meetings.

Section 6: Executive Committee Authority

The executive committee shall have full power and authority to act for and on behalf of the Governing Board: (a) whenever such power and authority is delegated to the Executive Committee by the Board; or (b) whenever the business of the organization demands prompt action in the interim between Board Meetings; or (c) whenever it is impractical or impossible to convene the full Board. Meetings of the Executive Committee may be called by the President at any time and a full report of the Executive Committee meeting will be presented to the Board at the next Board Meeting.

CHAPTER 7 - ELECTIONS

Section 1: Nominating Committee

The Executive Committee shall serve as a nominating committee and present one or more nominations for each of the following positions: President, President-Elect, Secretary-Treasurer, and the four member-at-large positions on the Board. This committee shall also appoint two medical student positions and two family medicine resident positions on the Board.

Section 2: Ballot

The nominating committee will present the nominees to the membership on a written ballot at the Annual Meeting. Nominations from the floor may be made at the Annual Meeting.

Section 3: Voting

Voting shall be by written ballot at the Annual Meeting or by email by the due date listed on the ballot. The Executive Director shall be responsible for the tallying and recording of the votes. Election shall be by a plurality of the ballots received.

Section 4: Retention of Ballots and Reporting Results

Ballots will be retained by the Executive Director until installation of the new officers takes place. Results shall be published to the membership.

Section 5: Vacancies

Vacancies of those elected to, or appointed by, the Board may be filled by the Board, provided, however, that such appointment shall terminate at the next annual meeting.

CHAPTER 8 - DELEGATES TO THE STATE ASSEMBLY

Section 1: Delegate Identification

Delegates to the Washington Academy of Family Physicians Annual House of Delegates may include the four officers of the organization (President, President-Elect, Secretary- Treasurer and Immediate Past President) and the four members-at-large then serving on the governing board. Additional delegates and any alternate delegates to the annual state assembly will be appointed by the Executive Committee.

Section 2: Selection of Additional Delegates

If there are more delegate nominees than delegate positions assigned to the organization for the state assembly, the Executive Committee will determine who will be a delegate and who will be alternate delegates by majority vote of the Committee. In the event of a tie, the current president shall cast the final vote.

CHAPTER 9 - ETHICS

The Principles of Medical Ethics of this organization shall be the same as those of the Washington Academy of Family Physicians, and the disciplinary procedures shall be handled in the same manner specified in the Bylaws of the Washington Academy of Family Physicians.

CHAPTER 10 - RULES OF ORDER

In absence of any provision in the Bylaws, all meetings of this organization and of the Board shall be governed by parliamentary rules and usages contained in the current edition of "Sturgis' Standard Code of Parliamentary Procedure."

CHAPTER 11 - AMENDMENTS

Any five or more members may propose amendments to these Bylaws by submitting the same to the Secretary-Treasurer at least sixty days prior to any regular or special meeting of the Governing Board. Such proposed amendment is to be referred to a Bylaws Committee to be designated by the President in order to determine its constitutionality, and for study and recommendation. The committee shall report its findings at the next regular or special Board meeting for which the amendment is offered, and a ballot shall then be sent to all members with a synopsis of the pros and cons of the proposed amendment. An affirmative written vote of the majority of the membership of the Chapter voting shall constitute adoption.