

1 BYLAWS
2 **King County Academy of Family Physicians**
3 As amended by the membership on May 22, 2019
4

5 **CHAPTER 1 – CONSTITUTION**
6

7 **Section 1: Name**

8 The name of the organization shall be the King County Academy of Family
9 Physicians.
10

11 **Section 2: Affiliation**

12 This organization is a component chapter of the Washington Academy of Family
13 Physicians, which is a constituent chapter of the American Academy of Family
14 Physicians and is possessed only of those rights and powers conferred by said
15 corporations on this organization. No rules, regulations, or policies adopted by
16 this organization shall be in conflict with the rules, regulations, or policies of the
17 Washington Academy of Family Physicians or the charter issued by the
18 American Academy of Family Physicians to the Washington Academy of Family
19 Physicians.
20

21 **Section 3: Mission, Vision, Values, and Strategic Priorities**

22 The mission of the King County Academy of Family Physicians is to advance and
23 support Family Physicians in King County in providing optimal health care to all
24 people.
25

26 The vision of our organization is to transform health care to achieve optimal
27 health for all people. This vision is informed by the belief that Family Medicine
28 benefits our community by improving the health of its members. Family
29 Physicians improve health by delivering care with the following values:
30

- 31 • accessible and equitable for all people
- 32 • centered on the whole person within the context of family and community
- 33 • based on science, technology and best available evidence
- 34 • supported by workforce development and lifelong professional learning
35

36 To further our mission and vision, the current strategic priorities for our
37 organization are:
38

- 39 1. Support. We provide fellowship and professional development for Family
40 Physicians in King County.
- 41 2. Advocacy. We are a voice for Family Physicians promoting social justice in
42 our community and, through our work with the WAFP and AAFP, in our
43 state and nation.

44 3. Education. We support the future of Family Medicine by encouraging and
45 assisting student, resident, and new physician interest and involvement in
46 the specialty.

47

48 **Section 4: Not for Profit**

49 The organization shall have no capital stock. It is not conducted for pecuniary
50 profit and does not contemplate pecuniary gain or profit to the members thereof.

51

52 **CHAPTER 2 – MEMBERSHIP**

53

54 **Section 1: Qualifications for Membership**

55 The qualifications and conditions of membership and the classes of membership
56 shall be the same as provided in the constitution and Bylaws of the Washington
57 Academy of Family Physicians as part of the requirements and procedures
58 outlined by the American Academy of Family Physicians, with the additional
59 requirement that members, whether active, inactive, student or resident, shall
60 reside, practice, or be in training in King County.

61

62 **Section 2: Application for Membership**

63 Application for membership shall be made in writing on a form of application
64 prescribed by the Board of Directors of the American Academy of Family
65 Physicians. Only applications from those who meet the qualifications and
66 conditions set forth in the Bylaws of the American Academy of Family Physicians
67 will be considered for active membership. Election to membership shall be made
68 by the Board of the American Academy of Family Physicians or its designee.

69

70 **Section 3: Member Eligibility to Participate**

71 Any active, resident, or life members in good standing shall be eligible to vote but
72 only active and resident members may hold office. Inactive members may not
73 vote or hold office. Resident members may serve as a Resident Member of the
74 Board if elected. Student members are not eligible to vote unless they serve as a
75 Student Member of the Board. All members of this organization whose dues and
76 assessments are paid shall be members of the Washington Academy of Family
77 Physicians and the American Academy of Family Physicians. These members
78 shall be required to pay dues and assessments to this organization in an amount
79 and manner as provided in these Bylaws.

80

81 **Section 4: Maintenance of Membership**

82 Acceptance of membership in this organization shall constitute an agreement by
83 such member to comply with the Bylaws of this organization, the Bylaws of the
84 Washington Academy of Family Physicians, and the Bylaws of the American
85 Academy of Family Physicians, subject to the right of appeal to the American
86 Academy of Family Physicians, in a manner provided in the Bylaws of said
87 corporation. The right to remain a member of this organization shall be judged
88 solely by the Board of this organization, the Board of Directors of the Washington
89 Academy of Family Physicians and the American Academy of Family Physicians.

90
91
92
93
94
95
96
97
98
99
100
101
102
103
104
105
106
107
108
109
110
111
112
113
114
115
116
117
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135

Section 5: Termination of Membership

No member may remain a member of this constituent local chapter who has ceased to be a member in good standing with the Washington Academy of Family Physician or the American Academy of Family Physicians. All right, title and interest, both legal and equitable, of a member in and to the property of this organization shall cease and terminate in the event of any or either of the following:

- (a) the expulsion or suspension of such member;
- (b) the striking of the name from the roll of members whether due to change of occupation, status, or manner as to render the member ineligible for membership;
- (c) the death or resignation of the member.

As a constituent local chapter, our Board is empowered to escalate matters to the Washington Academy of Family Physicians Board of Directors should we have concerns about member professional or personal misconduct, violation of these Bylaws, or for any other reason that the Board in its own judgment deems to be for the best interest of the Academy.

CHAPTER 3 - DUES AND FEES

Section 1: Dues

Annual dues for members at the county level shall be set by the Board of this organization and transmitted on to the state and national Academies as provided by the American Academy of Family Physicians, for incorporation into the total dues for membership. All admittance fees, dues and assessments of the American Academy of Family Physicians, the Washington Academy of Family Physicians, and the King County Academy of Family Physicians may be billed through and collected by the Treasurer of the American Academy of Family Physicians.

Section 2: Special Assessments

Special assessments may be levied only by a two-thirds affirmative vote of all voting members present at a regular or special meeting and shall apply equally to all active members.

Section 3: Unpaid Dues or Assessments

Any member whose dues or assessments are unpaid at the time of the annual meeting shall be ineligible to vote or to hold office. Any member whose dues or assessments are unpaid by April 1st 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 reinstate membership only in the manner set forth in the American Academy of Family Physicians bylaws.

136
137
138
139
140
141
142
143
144
145
146
147
148
149
150
151
152
153
154
155
156
157
158
159
160
161
162
163
164
165
166
167
168
169
170
171
172
173
174
175
176
177
178
179
180
181

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 Board and to be announced prior to the close of the preceding annual meeting. The main purpose of this annual meeting shall be to provide transparency on the actions of the organization and its Board to the members as well as to elect new Board members for the coming year.

Section 2: Special 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 time and 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. A special meeting may serve a variety of purposes including but not limited to professional development and education, advocacy and networking, or socialization and family support.

Section 3: Meeting Notices

Notice of the annual or special member meetings shall be given by the Secretary- Treasurer or the Administrator 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 the record, 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 active 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.

182
183
184
185
186
187
188
189
190
191
192
193
194
195
196
197
198
199
200
201
202
203
204
205
206
207
208
209
210
211
212
213
214
215
216
217
218
219
220
221
222
223
224
225
226
227

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.

228 **Section 3: Annual Board Meeting**
229 The Board shall meet annually following the annual meeting of the organization
230 and at such other times and places as the President may direct.
231

232 **Section 4: Board Action and Voting**
233 No action of the Board shall be considered valid unless taken at a properly
234 constituted board meeting and recorded in the minutes. Voting on issues
235 presented to the Board may be taken by any means, including email or other
236 electronic means, so long as the Board member voting was able to participate in
237 the discussion surrounding the subject matter of the vote. If a vote occurs in
238 between meetings due to constraints of time or circumstances related to the
239 issue at hand, a summary of the voting will be reviewed, affirmed, and recorded
240 in the minutes of the next board meeting. In the event of a tie, the current
241 President shall cast the final vote.
242

243 **Section 5: Quorum and Attendance**
244 Those members present at any duly authorized meeting shall constitute a
245 quorum. Board members shall be considered present if they are present either in
246 person or participate in the meeting by phone or other electronic means that
247 allows them to participate in the discussion taking place at the meeting. Members
248 of the Board are expected to attend all meetings that their schedule allows and
249 are encouraged to make special effort to attend not less than half of the
250 organization's meetings.
251

252 **Section 6: Executive Committee Authority**
253 The executive committee shall have full power and authority to act for and on
254 behalf of the Governing Board: (a) whenever such power and authority is
255 delegated to the Executive Committee by the Board; or (b) whenever the
256 business of the organization demands prompt action in the interim between
257 Board Meetings; or (c) whenever it is impractical or impossible to convene the full
258 Board. Meetings of the Executive Committee may be called by the President at
259 any time and a full report of the Executive Committee meeting will be presented
260 to the Board at the next Board Meeting.
261

262 **CHAPTER 7 – ELECTIONS**

263

264 **Section 1: Nominating Committee**
265 The Executive Committee shall serve as a nominating committee and present
266 one or more nominations for each of the following positions: President,
267 President-Elect, Secretary-Treasurer, and the four member-at-large positions on
268 the Board. This committee shall also appoint two medical student positions and
269 two family medicine resident positions on the Board.
270

271 **Section 2: Ballot**

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

275

276 **Section 3: Voting**

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

281 **Section 4: Retention of Ballots and Reporting Results**

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

284

285 **Section 5: Vacancies**

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

289

290 **CHAPTER 8 - DELEGATES TO THE STATE ASSEMBLY**

291

292 **Section 1: Delegate Identification**

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

299

300 **Section 2: Selection of Additional Delegates**

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

305

306 **CHAPTER 9 – ETHICS**

307

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

312

313 **CHAPTER 10 - RULES OF ORDER**

314

315 In absence of any provision in the Bylaws, all meetings of this organization and of
316 the Board shall be governed by parliamentary rules and usages contained in the

317 current edition of the American Institute of Parliamentarians Standard Code of
318 Parliamentary Procedure.

319

320 **CHAPTER 11 – AMENDMENTS**

321

322 Any five (5) or more members may propose amendments to these Bylaws by
323 submitting them same to the Secretary-Treasurer at least sixty days prior to any
324 regular or special meeting of the Governing Board. Such proposed amendment is
325 to be referred to a Bylaws Committee to be designated by the President in order
326 to determine its constitutionality, and for study and recommendation. The
327 committee shall report its findings at the next regular or special Board meeting for
328 which the amendment is offered, and a ballot shall then be sent to all members
329 with a synopsis of the pros and cons of the proposed amendment at least thirty
330 (30) days prior to the meeting at which the proposed amendment is to be voted
331 upon. An affirmative vote of at least two thirds of the chapter members voting
332 shall constitute adoption, subject to confirmation by the Board of Directors of the
333 state or national Academies, except those amendments relating solely to the
334 internal structure and organization of this chapter, and which do not address
335 issues specifically addressed in the Bylaws of the state or national Academies,
336 which may be implemented immediately upon adoption by this chapter, but shall
337 be subject to review by the Board of Directors of the state or national Academy.