

**RHODE ISLAND CHAPTER
AMERICAN ACADEMY OF FAMILY PHYSICIANS**

BYLAWS Effective 07.11.17

ARTICLE I
NAME

The name of this organization shall be "The Rhode Island Chapter, American Academy of Family Physicians", abbreviated as RIAFP.

ARTICLE II
AFFILIATION

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

ARTICLE III
MISSION STATEMENT, PURPOSES AND POWERS

Section 3.0 Mission Statement:

"The RIAFP exists to promote the health of patients, families, and communities of Rhode Island by advancing the specialty of family medicine through education and advocacy."

Section 3.1 Purposes:

Purposes in support of the mission statement are:

- To provide responsible advocacy for and education of patients and the public in all health-related matters;
- To preserve and promote quality cost-effective health care;
- To promote the science and art of family medicine and to ensure an optimal supply of well-trained family physicians;
- To promote and maintain high standards among physicians who practice family medicine;
- To preserve the right of family physicians to engage in medical and surgical procedures for which they are qualified by training and experience;

- To provide advocacy, representation and leadership for the specialty of family practice;
- To maintain and provide an organization with high standards, to fulfill the above purposes, and to represent the needs of its members.

Sections 3.2 Powers:

To accomplish the foregoing aims, ideals and objectives, this corporation shall have power to acquire, own, and convey real and personal property; to carry on research; to issue publications; and to use any and all means for the attainment of its objectives which from time to time may seem to it desirable.

This Corporation shall have no capital stock. It is not conducted for pecuniary profit and does not contemplate pecuniary gain or profit to the members thereof.

Policy statements of the RIAFP will mirror the AAFP. Where there is no clear AAFP statement the RIAFP board will vote on whether or not it is necessary for the RIAFP membership to hold a formal membership-wide vote on the topic. If the board deems it unnecessary for the membership to hold a vote then the vote of the majority of board members within a quorum will decide the position stance RIAFP.

ARTICLE IV **MEMBERSHIP**

Section 4.0 Members:

The qualifications and conditions of membership and the classes of membership shall be the same of those now or hereafter in the Constitution and Bylaws of the AAFP. The criteria of election to membership of the RIAFP shall be:

Any physician licensed to practice in the State of Rhode Island or a state contiguous to Rhode Island shall be eligible for membership in this organization provided, however, that they meet the qualifications and conditions set forth in the Constitution and Bylaws of the American Academy of Family Physicians. Members must live and/or work in Rhode Island.

Application for membership shall be made in writing on a form prescribed by the AAFP. Election to membership shall be by a majority of the Board of Directors.

Any active member in good standing shall be eligible to vote and to hold office.

Acceptance of membership in this organization shall constitute an agreement by such member to comply with the Bylaws of this organization and those of the American Academy of Family Physicians. Subject to the right of appeal to the AAFP, the Board of Directors of the RIAFP is able to determine the right of an individual to be or remain a member of the RIAFP.

All right, title and interest, both legal and equitable, of a member in and to the property of this organization shall cease and desist in the event of any or either of the following:

- a) The expulsion of such member;
- b) The striking of his/her name from the roll of members;
- c) His/her death or resignation.

Section 4.1 Member Dues:

Dues for active members shall be fixed on a yearly basis by the Board of Directors at the first Board of Directors meeting of the previous year. Dues are payable on election to membership and prior to the first day of each subsequent year as long as the member shall remain a member.

Section 4.2 Inactive-Member Dues:

The dues of other than active members shall be fixed by the Board of Directors.

Section 4.3: Unpaid Dues:

Any member whose dues or assessments are unpaid at the time of any annual meeting shall be ineligible to vote or to hold office. Any member whose dues or assessments are unpaid at the end of the calendar year shall be notified thereof by the Secretary-Treasurer, by registered mail to the member's address of record. Unless payment is received within thirty (30) days thereafter, the Secretary-Treasurer shall cause the member's name to be stricken from the membership roll and member so notified when directed by the Board of Directors. If a member thus stricken from the roll shall pay the amount due prior to the end of the ensuing calendar year, the Board of Directors may, at its discretion, reinstate said member. If at the end of the ensuing calendar year the amount due remains unpaid, the member whose name has been stricken from the roll shall be in the same status as though he had never been a member and shall acquire membership only in the manner set forth in these Bylaws.

ARTICLE V **MEETINGS**

Section 5.0:

A meeting of the RIAFP membership shall be held annually at a time and place to be determined by the Board of Directors. Special meetings may also be called as provided below.

Notice of general or special meetings shall be given by the secretary-treasurer to all members at least thirty (30) days prior to the date of such meeting, either by e-mail sent to the members e-mail address as it appears on the secretary-treasurer's records, letter

mailed to the member's address as it appears on the secretary-treasurer's records or by publication in the official publication, if any, of the organization.

Special meetings may be called by the Board of Directors. Special meetings shall also be called upon the written request of any ten (10) or more members of the RIAFP, at a place and time determined by the Board of Directors.

ARTICLE VI **BOARD OF DIRECTORS, OFFICERS AND EXECUTIVE DIRECTOR**

Section 6.0 Board of Directors:

Subject to the action of the members of the RIAFP in a meeting assembled or by referendum, the control and administration of this organization shall be vested in a Board of Directors. The Board of Directors shall be composed of at least the Officers, Chairpersons of standing committees, and the Delegates to the AAFP. Other Directors may be appointed to fill additional or "open seats" on the Board of Directors at the discretion of the Board Chairperson with approval of a quorum of the Board of Directors. For the purposes of the RIAFP Bylaws five (5) Board Members shall constitute a quorum.

Section 6.01 Officers:

The officers of this organization shall be a Chairperson, President, President Elect, Vice-President, and Secretary-Treasurer, all of whom shall be members of the RIAFP. The officers shall collectively compose the Executive Committee of the Board of Directors. The Executive Committee shall have authority to act for the Board of Directors during the interim between meetings of the Board. All officers are elected and serve terms as outlined in the RIAFP Bylaws.

The Board Chairperson shall be expected to preside at all meetings of the Board of Directors.

The President shall preside at all meetings of the Executive Committee and at the Board of Directors in the absence of the Board Chairperson.

The Vice-President shall preside at Board meetings in the absence of the President and Board Chairperson.

The Secretary-Treasurer shall be custodian of all the funds of the organization. He or She shall also give notice of and keep a record of all meetings, enroll and maintain the records of members and be the custodian of all the official documents of the organization.

Section 6.02 "Open Seats":

All members of the RIAFP as well as supporting/non-members who possess “special skills” relevant to the operation of the Board of Directors may be appointed by the Chairperson and approved by the Executive Committee to fill “open seats” on the Board of Directors as long as these individuals are appointed in a manner consistent with the By Laws of the RIAFP and maintain the standards of professionalism and conduct consistent with that of the RIAFP. The number of “open seats” on the board shall not exceed nine (9).

Every two (2) years directors who occupy “open seats” must be re-nominated by the Chairperson of the Board of Directors and approved by executive committee in order to maintain a seat on the Board.

Section 6.03 Committees and Committee Chairs:

Committees shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board. Additional committees may be formed by the President with the approval of a majority vote of the Board of Directors.

All members of the RIAFP may be appointed by the Executive Committee to serve as Committee Chairpersons and thus serve on the Board of Directors as long as long as these individuals are appointed in a manner consistent with the By Laws of the RIAFP and maintain the standards of professionalism and conduct consistent with that of the RIAFP.

Every two (2) years Committee Chairpersons must be re-nominated by the Chairperson of the Board of Directors and approved by the executive committee in order to maintain such role as Chairperson and maintain a seat on the Board of Directors.

Section 6.04 Delegates to the Congress of Delegates of the AAFP:

Delegates to the Congress of Delegates of the AAFP shall be expected to attend the annual Congress of Delegates and keep the RIAFP Board of Directors apprised of the actions of said Congress of Delegates. In the event that a Delegate is unable to attend the Congress of Delegates of the AAFP an alternate delegate will attend. Delegates to the Congress of Delegates of the AAFP are elected and serve terms as outlined in the RIAFP Bylaws. Alternate Delegates to the Congress of Delegates of the AAFP are appointed and serve terms as outlined in the RIAFP Bylaws.

Section 6.1 Elections:

At least sixty (60) days before the annual meeting at which officers will be elected, the president shall appoint a nominating committee of five (5) members of the RIAFP whose

duties shall be to present nominations for the offices of President Elect, Vice President, Secretary-Treasurer, and two (2) Delegates to the Congress of Delegates of the American Academy of Family Physicians. Election shall be by majority vote of the members present and voting at the annual meeting. Term of office shall be for one (1) year beginning at said annual meeting.

No election shall be held for the offices of Board Chairperson, President, or Alternate Delegates to the Congress of Delegates of the American Academy of Family Physicians as at the annual meeting at which the elections take place the sitting President shall become the Board Chairperson and the sitting President Elect shall become the President. The Board Chairperson may select two (2) Alternate Delegates to the Congress of Delegates of the American Academy of Family Physicians with the approval of a quorum of the Board of Directors. The term of service for the Board Chairperson, President, and Alternate Delegates to the Congress of Delegates of the American Academy of Family Physicians shall be one (1) year beginning at said annual meeting.

Section 6.2 Vacancies:

Any vacancies of the Board of Directors shall be filled at the discretion of the Board Chairperson with approval of a quorum of the Board of Directors, provided, however, that such appointment shall terminate at the next annual meeting at which officers will be elected, at which time the nominating committee shall present a nominee for the unexpired term, if any.

Section 6.3 Voting:

Each Director shall have one vote. All voting at meetings shall be done personally, including conference call, video-conference or other remote communication but no proxy shall be allowed.

Section 6.4 Compensation

Directors shall not receive any compensation from the RIAFP for services rendered as members of the Board.

Section 6.5 Absence:

Each Board member is expected to communicate with the Chair/President in advance of all Board meetings stating whether or not s/he is able to attend or participate by conference telephone or other agreed-upon means of communication. Any Board member who is absent from three (3) successive Board meetings or fails to participate for a full year shall be deemed to have resigned due to non-participation, and his/her position shall be declared vacant, unless the Board affirmatively votes to retain that director as a member of the Board.

Section 6.6 Executive Director:

The Board of Directors may appoint an Executive Director who may be, but need not be, a member of the RIAFP, for a term and stipend, if any, to be determined by the Board. He or she shall perform the responsibilities of the Executive Director as outlined in the *Executive Director Job Description* as composed by the Executive Committee and approved by the Board of Directors as well as such other duties as the Board of Directors may prescribe. The Executive Director shall have a yearly performance review executed by the Executive Committee of the Board of Directors, the result of which will be communicated to the Board of Directors. Failure to fulfill the responsibilities outlined in the Executive Director Job Description or failure to maintain the standards of professionalism and conduct consistent with that of the RIAFP as determined by the Executive Committee may result in probation or termination.

ARTICLE VII **ETHICS**

Section 7.0 Member Ethics:

The Principles of Medical Ethics of the American Medical Association, as they now or hereafter may provide, shall be the principles of ethics of this organization and shall be and hereby are made a part of these Bylaws.

If any member is believed in good faith to have violated the Principles of Medical Ethics or the Constitution and Bylaws of this organization or of the American Academy of Family Physicians, or to be otherwise guilty of conduct justifying censure, suspension, or expulsion from this organization such charges must be in writing and signed by the accuser or accusers and must state the acts or conduct complained of with reasonable particularity.

Such charges must be filed with the Secretary-Treasurer. At the first meeting of the Board held after the filing of said charges, the Secretary-Treasurer must present said charges to the Board. The Board shall then or at any adjournment of said meeting but not more than thirty days thereafter, consider the charges and shall either dismiss said charges or shall proceed as hereinafter set forth.

If the Board fails to dismiss said charges, it shall, within fifteen days thereafter, cause a copy of the charges to be served upon the accused by depositing in the United States mail a copy thereof, registered and addressed to the last known address of the accused. The Board shall also, and at the same meeting, fix a time and place for hearing said charges and the accused shall be notified of the time and place for hearing the said charges and in the same manner as provided for the serving of charges.

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

The Board shall, after having given to the accuser and the accused every opportunity to be heard including oral arguments and the filing and consideration of any written briefs, conclude the hearing and within thirty days thereafter shall render a decision. The affirmative vote of two-thirds of the members of the Board present and voting shall constitute the verdict of the said Board which by such vote may exonerate, censure, suspend or expel the accused member. The decision of the Board shall be expressed in a resolution which shall contain no opinion and shall be signed only by the Chairman of the Board and the Secretary. Members of the Board not present for the entire time of the hearing shall not be entitled to vote.

Censure shall mean a reprimand by the Chairman of the Board of Directors administered to the accused in the presence of the Board. No member shall be suspended for more than one year and at the expiration of the period of suspension shall be reinstated to membership upon his/her application and the payment of dues accrued during the period of suspension. The decision of the Board of Directors shall be final.

Any member who has been censured, suspended, or expelled may appeal such action to the American Academy of Family Physicians pursuant to the Bylaws of said corporation.

ARTICLE VIII **RULES OF ORDER**

Sturgis Standard Code of Parliamentary Procedure, Current Edition, shall control all parliamentary proceedings of the meetings of the Congress of Delegates and the Board of Directors except when in conflict with the Bylaws of the Academy.

ARTICLE IX **AMENDMENTS**

Any five or more members of the Board of Directors may propose amendments to these bylaws by submitting the same to the secretary-treasurer at least thirty (30) days prior to any regular or special meeting. Notice of such proposed amendments shall be given by the secretary-treasurer to all Board members at least fourteen (14) days prior to the meeting for which the amendment is offered. An affirmative vote of at least two-thirds of the members present and voting shall constitute adoption. Amendments shall then be forwarded to the American Academy of Family Physicians for approval.