

# Utah Academy of Family Physicians Bylaws

## Chapter I

### Name and Mission of the Utah Academy of Family Physicians

#### Section 1. Name

The Utah Academy of Family Physicians (the "Organization") is a separately organized chapter of the American Academy of Family Physicians (the "AAFP").

#### Section 2. Mission of the Organization

The Organization and the AAFP seek to transform health care to achieve optimal health for everyone. The organization exists to improve the health of all Utahns by advocating for and serving the professional needs of family physicians.

## Chapter II

### Membership

#### Section 1. Eligibility

To be eligible for membership a physician must meet the qualifications and eligibility requirements as set forth for membership in the AAFP. Classifications of members shall be the same as established by the bylaws of the AAFP.

#### Section 2. Application and Election

Application for membership shall be made in writing on a form prescribed by the AAFP. Election to a membership shall be reviewed and approved by the Board or its designee.

#### Section 3. Voting Rights

Active, resident, and life members, ~~resident members, and life members, and student members in good standing shall be eligible to vote in member-wide votes, and hold office.~~

#### Section 4. Acceptance

Acceptance of membership in the Organization shall constitute an agreement by such member to comply with the Constitution and Bylaws of the Organization and those of the AAFP. Subject to the right to appeal to the AAFP, in a manner provided by the bylaws of said corporation, an individual accepting membership in the Organization shall recognize the Board of Directors of the Organization as the sole and only judge of their right to be or remain a member.

All rights, title and interest, both legal and equitable of a member in and to the property of the Organization shall cease and terminate in the event of: (a) failure to pay membership dues, (b) failure to comply with the Organization's Constitution and Bylaws, (c) resignation, or (d) death.

#### Section 5. Requirement

All active members of the Organization must also be members of the AAFP.

## **Chapter III**

### **Dues and Assessments**

#### **Section 1. Annual Dues**

In addition to dues paid to the AAFP as provided in the Constitution and Bylaws of that organization, active members shall pay state chapter dues. The amount of these dues shall be determined by the Board of Directors in the preceding calendar year in which they are to go into effect.

#### **Section 2. Dues**

The dues of all classes of members shall be set by the Board of Directors.

#### **Section 3. Special Assessments**

Special assessments may be levied and applied equally to all members by affirmative action of two-thirds (2/3) of the members of the Board of Directors.

#### **Section 4. Default and Termination of Membership**

Any member whose dues or assessments are unpaid at the time of any annual meeting shall be ineligible to vote or hold office. Any member whose dues are payable on a calendar year basis and whose dues or assessments are unpaid by the calendar year due date shall be notified by the AAFP. Procedures for termination of membership for nonpayment of dues shall be carried out by the AAFP in accordance with said corporation's bylaws. Reinstatement of membership following such termination shall be according to AAFP policy bylaws.

## **Chapter IV**

### **Notice of Meetings**

#### **Section 1. Notice**

Notice of general or special meetings of the Organization shall be given by the Chief Executive Officer/Executive Director, hereinafter referred to as CEO, to all members at least thirty (30) days prior to the date of such meeting, either by letter mailed to the member's address as it appears on the Organization's records, by electronic communication, or by publication in an official print or electronic publication of the organization.

#### **Section 2. Special Meetings**

Special meetings may be called by the Board of Directors or by the President. Additionally, special meetings shall be called by the CEO upon written request of any ten (10) or more members, at a place and time to be determined by the Board of Directors. Said petition shall state the purpose of such meeting called.

#### **Section 3. Quorum**

All voting members present or participating by electronic means at a general member meeting shall constitute a quorum.

## **Chapter V**

### **Election of Board of Directors**

#### **Section 1. Number**

The Board of Directors (the "Board") of the Organization shall consist of no more than twenty-four (24) voting members. Membership of the Board shall include general members of the Organization. In addition, one (1) residency representative from each of the Utah residency programs and one (1) student representative from each of the Utah FMIG programs shall be non-voting members of the Board.

## Section 2. Method of Election

At least thirty (30) days before Prior to elections, the Board Development and Governance Committee Executive Committee shall prepare nominations for elected Board members whose terms are expiring. The Organization shall send out a broad communication to all members annually notifying of open seats on the Board. Members of the Organization in good standing may seek election to the Board through a defined process. The slate of candidates with a brief bio will be sent to all eligible members of the Organization at least thirty (30) days prior to the start of voting. Voting will begin no later than June 1 and will remain open for fourteen (14) days. The official ballot will be sent via email and/or mail. All members of the Organization may vote to appoint members to the Board. Open Board seats will be filled by candidates with the most votes in sequential order, who receive the most votes. To eliminate the possibility of a tie, voting will be conducted using ranked choice voting.

## Section 3. Tenure

The term of office for elected Board Members shall be for three (3) years, unless otherwise duly removed or member resigns prior to completion of term. Each Director shall serve no more than two (2) three (3) consecutive three (3) year terms. The terms of the Board members shall be staggered, such that approximately one-third of the Board shall be up for reelection each year. Members who have served two (2) three (3) consecutive 3-year terms may reapply for membership after a full 3-year term has elapsed. Student and/or Resident board membership does not apply to full board member tenure.

The terms for resident and medical student members shall be for one (1) year with no more than two (2) three (3) consecutive terms.

## Section 4. Removal

Board members may be removed due to:

- a) Absences of three (3) fiscal-year meetings of the Board by any Board member shall constitute resignation from the Board of Directors.
- b) Loss of membership in the Organization and/or the AAFP
- c) For cause, including but not limited to disruptive behavior that prevents the Board from functioning effectively, unresolvable conflict of interest, and unethical or illegal behavior.

The affirmative vote of no less than two-thirds (2/3) of the remaining members of the Board is required to remove Board members for cause.

## Section 5. Vacancies

If a Board Member is unable to fulfill their his/her 3-year term, a member in good standing may be appointed by the Executive Board to complete the remainder of the 3-year term. If any current board member has been appointed to replace a board member, their term will be extended to complete full term(s).

## Section 6. Board Member Responsibilities

Board members are responsible to oversee the Organization and to make decisions and take actions to ensure its success. This includes, but is not limited to, reviewing and recommending financial budgets, setting priorities for legislative issues, member outreach and educational programs, and oversight of the Organization's employees.

## Section 7. Quorum

Except as otherwise specified in these bylaws, fifty (50%) of the voting members of the Board or any committee shall constitute a quorum.

# Chapter VI

## Officers

### Section 1. Number

The officers of the Board shall be selected from current members of the Board and include a President, President-Elect, Immediate Past President, Treasurer, and CEO. The CEO is a non-voting, ex-officio member of the Board unless he/she is a member in good standing of the Organization.

## Section 2. Method of Election

**President-elect** -- Prior to At least thirty (30) days before the elections, the Executive Board Development & Governance Committee shall prepare nominations for the office of President-Elect. The slate of candidates with a brief bio will be sent to all eligible members of the Organization at least fourteen (14) fifteen (15) days prior to the close of the election-start of voting. The official ballot will be sent via email and/or mail no later than June 1 and voting will remain open for fourteen (14) days. The person receiving the greatest number of votes for each office shall be appointed to that office. To eliminate the possibility of a tie, voting will be conducted using ranked choice voting. In the case of a tie between two or more people receiving the greatest number of votes, all members will vote again for one of these people. The person receiving the greatest number of votes from this election shall be appointed.

**Treasurer** – Treasurer will be elected by current members of the Board of Directors. If two or more candidates are nominated for the position, the person receiving the greatest number of votes shall be appointed.

## Section 3. Terms of Office

The term of office for President, President-Elect, and Immediate Past President shall be for one (1) year, or until their qualified successors are elected. The term for Treasurer shall be for two (2) years or until their his/her qualified successor is elected. The office of Treasurer may be renewed once for a total of two (2) two-year terms.

## Section 4. Duties of Officers

The Duties and power of the officers of the Organization shall be as follows:

**President** – The President shall be a member of the Board of Directors and the chairperson of the Executive Committee. The President shall preside at all meetings. The President shall communicate to the membership or the Board of Directors matters of concern or interest and make such suggestions to promote the prosperity and welfare and increase the usefulness of the Organization and shall perform such other duties as are necessarily incident to the office of the President.

**President-Elect** – The President-Elect shall be a member of the Board of Directors. The President-Elect shall succeed to the office of President. In the absence of the President, the President-Elect shall preside at meetings. The President-Elect has the right to vote on all board matters.

**Immediate Past President** – The Immediate Past President shall be a member of the Board of Directors. The Immediate Past President serves as an advisory role to the Board as well as having the right to vote on all Board matters.

**Treasurer** – The Treasurer shall be a member of the Board of Directors, chair of the Finance Committee, and has oversight of all funds of the organization. The Treasurer shall provide a report annually or when called upon by the President. The Treasurer has the right to vote on all board matters.

**CEO** – The Board of Directors shall hire a CEO, who may be, but not need be, a member of this organization, for a term and compensation, if any, to be determined by the Board. The CEO shall perform such duties as assigned by the Board of Directors. The CEO shall not be entitled to vote unless the CEO is a member of the Organization.

## Section 5. Absence

In the absence of the President and the President-Elect, the remaining members of the Board will select one of the Board members to preside over all the meetings during the aforementioned absence.

# Chapter VII

## Delegates

### Section 1. Number

There shall be elected two (2) Delegates and two (2) Alternate Delegates to the Congress of Delegates of the AAFP.

### **Section 2. Delegate Elections**

Of the candidates nominated for the position of Delegate, the candidate with the greatest number of votes will serve in the position of Delegate and the candidate with the second greatest number of votes will serve in the position of Alternate-Delegate.

### **Section 3. Terms of Office**

The term of office for AAFP Delegates and Alternates shall be for two (2) years. One (1) AAFP Delegate and one (1) Alternate shall be elected each year. Terms for delegate and alternate delegate will be limited to no more than three (3) two-(2) year terms in office.

### **Section 4. Duties**

Unless already serving on the Board of Directors, delegates and alternate delegates shall be non-voting ex-officio members of the Board. Delegates and alternate delegates shall attend meetings of the Congress of Delegates of the AAFP, may report to the Board of Directors of the Organization on the proceedings of the Congress of Delegates and shall attend meetings of the Board of Directors and meetings of the Organization as appropriate to adequately fulfill delegate duties. Delegates and alternate delegates who resign prior to completion of term, or do not fulfill the duties of their position, as outlined in the Delegate and Alternate Delegate Agreement, may be removed and replaced by the Board of Directors by a 2/3 vote.

## **Chapter VIII**

### **Committees**

**Section 1.** The President and Board of Directors shall have the authority to organize and empower standing and/or ad-hoc committees and define the function and composition of such bodies. Committees for any purpose shall be appointed by the President or Board of Directors and shall consist of at least one Board member, current President, any voting members of the Organization, and the CEO or other staff member as assigned. Each committee shall select a chair that shall be a current member of the Board of Directors, unless approved by 2/3 vote of the board.

**Section 2.** All committee decisions and recommendations will be subject to the approval of the Board of Directors.

**Section 3.** Committees will exist in perpetuity unless dissolved by action and vote of the Board of Directors. The President and Board of Directors shall have the authority to disband, combine or create committees as deemed necessary.

**Section 4.** Standing Committees are as follows:

- a) Executive: leadership committee has delegated authority to conduct any business of the Organization and to act on behalf of the Board of Directors. Membership includes President, immediate past president, President-elect, Treasurer, and CEO.
- b) Finance: responsible for regular review and approval of finances of the Organization. Membership includes Treasurer, President-elect, and CEO.
- c) Member Engagement: tasked with overseeing the creation and scheduling of all education and social activities of the organization.
- d) ~~Communications: tasked with shaping and developing the communications, marketing and public relations activities of the Organization.~~
- e) Legislative & Advocacy: tasked with shaping and developing the legislative and advocacy priorities and activities of the Organization
- f) Equality, Diversity, Inclusion, and Belonging (EDIB): works to form support networks for physicians, students, and those interested in medicine from underrepresented groups and provide education that will focus both on providing evidence-based education to fellow physicians and patients on medical discrimination, race-based medicine, and social determinants of health.

## **Chapter IX**

### **Ethics**

**Section 1.** The Principles of Medical Ethics of the American Medical Association, as they now hereafter may provide, shall be the principles of ethics of this organization. However, by specific action of the Organization's Congress of Delegates on a two-thirds (2/3) vote, the AAFP may adopt policies or positions relating to ethical issues even if such policies are in addition or contrary to the Principles of Medical Ethics of the American Medical Association.

**Section 2.** If any member, in good faith, believes another member has violated the Principles of Medical Ethics, or the Articles of Incorporation and Bylaws of this organization, or of the AAFP, or to be otherwise guilty of conduct justifying censure, suspension, or expulsion from this organization, he/she may levy charges against said member in the form and manner hereafter specified. However, to the extent the provisions of this chapter are in conflict with applicable law, the provisions of applicable law shall supersede these Bylaws.

Any member who has been censured, suspended, or expelled may appeal such action to the AAFP pursuant to the Bylaws of the AAFP.

## **Chapter X**

### **Inspection of Records**

**Section 1.** The minutes of the proceedings of the Board of Directors, the membership books of account or other records of the organization shall be open to inspection upon the written request of any member, at any reasonable time. Requests for inspection shall be in writing to the President, or to the office of the CEO of the Organization.

## **Chapter XI**

### **Annual Report**

**Section 1.** The Board of Directors will present, annually, an accounting summary for the fiscal year, to the Organization members.

**Section 2.** The fiscal year of the Organization will begin July 1 and end on June 30.

## **Chapter XII**

### **Rules of Order**

Section 1. In the absence of any provisions in the constitution or the Bylaws, all meetings of this organization and of the Board of Directors shall be governed by the parliamentary rules and usages contained in Robert's Rules of Order, current edition.

## **Chapter XIII**

### **Expenses and Reimbursement**

**Section 1.** Approved expenses incurred by Officers, Directors, Delegates, Alternate Delegates, and Organization staff persons in the performance of their duties may be reimbursed by the Organization at the discretion of the Board of Directors.

## Chapter XIV

### Amendments

**Section 1.** These Bylaws may be amended, repealed or altered in whole or in part by an affirmative vote of at least two-thirds (2/3) of the members present or responding at any duly organized meeting, electronic communication, or by mail of the Organization. Any member may propose Bylaws or Amendments of Bylaws to the ~~Board Development & Governance Committee~~ Organization for consideration, who shall present Bylaw Amendments to the Board of Directors. Board members shall have no greater than fourteen (14) days to review and accept proposed amendments. Amendments are deemed approved by the Board by a two-thirds (2/3) vote.

The proposed changes shall be communicated to the full membership at least fourteen (14) days before the time in which a change ~~become effective.~~ ~~considered.~~ Amendments to the Bylaws of this chapter shall be submitted in writing to the AAFP no later than 30 days following adoption. Those amendments relating solely to the internal structure and organization of the constituent chapter, and which do not address issues specifically addressed in the Bylaws of the AAFP, may be implemented immediately upon adoption by the constituent chapter but shall be subject to the review by the Board of Directors of the AAFP; provided, however, that if the AAFP Board fails to provide written objection to any amendment within 90 days of receiving such amendment, it may be considered to be approved.

## Chapter XV

### Anti-Trust Statement

The Organization is organized to promote, develop and maintain the advancement of family physicians. The Organization is not intended to and may not play any role in the competitive decisions of its members or their employees or in any way restrict the competition in any aspect of the family physician industry.

The Organization through this statement of policy makes clear its unequivocal support for the policy of competition served by the antitrust laws and its uncompromising intent to comply strictly in all respects with those laws. It is the individual responsibility of every member of the Organization to be guided by the antitrust laws. It shall be the special responsibility of any committee chairman and Organization officer to assure that this policy is known and adhered to in the course of activities pursued under their leadership.

It is not the Organization's role to act as arbiter or judge of competitive conduct of industry members. As such, this statement of antitrust policy is not a mechanism through which members should charge another member with an alleged illegal action.

## Chapter XVI

**Temporary Amendment to Chapter V, Section 3: Board Tenure (The entirety of Chapter XVI will automatically sunset and be removed when no longer valid for existing board members as of June 30, 2023)**

Board members who are currently serving when changes to tenure are made, shall be grandfathered and may remain for the duration of their duly elected term. Any board members, currently serving, who were elected to complete the term of a former board member, will have their board service extended to reach the length of a full term.