

MISSOURI ACADEMY OF FAMILY PHYSICIANS BYLAWS

As Amended November 13, 2021

CHAPTER I

Name

The name of this organization shall be the MISSOURI ACADEMY OF FAMILY PHYSICIANS.

This organization is a constituent chapter of the American Academy of Family Physicians 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 American Academy of Family Physicians or the charter issued by said Academy to this organization.

CHAPTER II

Mission Statement, Purposes and Powers

Section 1. The objectives of this organization are:

- a) To promote and maintain high standards of the practice of family medicine;
- b) To encourage and assist young men and women in preparing, qualifying and establishing them in family medicine;
- c) To preserve the right of the family physician to engage in medical and surgical procedures for which he or she is qualified by training and experience;
- d) To assist in providing postgraduate study courses for family physicians, and to encourage and assist other physicians and surgeons in participating in such training;
- e) To advance medical science and private and public health, and to preserve the free choice of the physician by the patient;

Section 2. To accomplish these objectives, the Academy may grant charters to county and district chapters and shall have the power to acquire, own and convey real and personal property; to carry on research; to grant awards in recognition of achievement in the science and practice of medicine and surgery; to issue publications; to establish, conduct, and maintain schools, courses, museums, libraries, and other institutions for graduate study in medicine and surgery.

CHAPTER III

Classes of Membership and Election

Section 1. 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 American Academy of Family Physicians in a manner provided in the Bylaws of said corporation, a member accepting membership in this organization shall recognize the Board of Directors of this organization as the sole and only judge of the right to be or remain a member.

Section 2. The classes of membership and the method of election shall be the same as the American Academy of Family Physicians and shall change, effective immediately, if changed by the American Academy.

Section 3. All right, title and interest, both legal and equitable, of a member in and to the property of this organization shall cease in the event of any of the following: a) the expulsion of such a member; b) the striking of the name from the membership roll; c) the death or resignation of the member.

Section 4. Members shall be required to pay dues and/or assessments to this organization as provided elsewhere in these Bylaws.

Section 5. All members of this organization whose dues and assessments are paid shall be members of the American Academy of Family Physicians.

CHAPTER IV

Ethics

Section 1. The principles of Medical Ethics for members of the Missouri Academy of Family Physicians shall be as defined in the Bylaws or policies of the American Academy of Family Physicians.

Section 2. If any member is believed to have violated the Principles of Medical Ethics or the 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, any member may then prefer charges against him or her in the form and manner hereinafter specified.

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 president and 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 (30) days hereafter, consider the charges and shall either dismiss them or shall proceed as hereinafter set forth.

If the Board fails to dismiss said charges, it shall within fifteen (15) 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 at the same time and in the same manner as provided for the serving of the charges. The time set for said hearing shall be not less than fifteen (15) days nor more than six (6) months after service of charges.

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

The Board shall, after having given 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 (30) days thereafter shall render a decision. The affirmative vote of two-thirds (2/3) 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 chair of the Board and the secretary-treasurer. Any member 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 chair of the Board of Directors administered to the accused in the presence of the said 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 application and the payment of dues accrued during the period of suspension. The decision of the Board of Directors shall be subject to any appeal as noted below.

Any member who has been censured, suspended or expelled may, within six months of receipt of notice thereof, appeal to the Board of Directors of the American Academy of Family Physicians pursuant to the Bylaws of the American Academy of Family Physicians.

The MAFP hearing process and actions shall be consistent with the Healthcare Quality Improvement Act of 1986 when granting requests for a fair hearing to members who have a pending adverse membership action which is based on their conduct or competence.

CHAPTER V

Component Chapters

Section 1. The state of Missouri may be divided into component chapter areas whose boundaries shall be established by the Board of Directors. Such boundaries may be changed from time to time as deemed necessary by the Board of Directors.

Section 2. Members residing in counties or regions outside this state may be enrolled in this organization when such membership is approved by the American Academy of Family Physicians. (The American Academy would seek and obtain the approval of the adjacent state before granting such approval.)

Section 3. Any member residing or practicing medicine in an area where a component chapter exists shall be a member of that component chapter unless specifically excused from membership by a vote of the Board of Directors of the MAFP. No person may hold membership in a component branch chapter unless that person is a member of the Missouri Academy of Family Physicians.

Section 4. Upon application by five (5) or more members to the Missouri Academy of Family Physicians, the Board of Directors may grant a charter for additional component chapters in conformity with Chapter V of the Bylaws.

Section 5. Each duly chartered component chapter shall carry the name "Academy of Family Physicians" with the name of the district thus chartered preceding the word "Academy" (i.e., "Poplar Bluff Academy of Family Physicians").

CHAPTER VI

Dues, Assessments, and Admission Fees

Section 1. The annual dues and assessments (if any) for members shall be determined each year by the Board of Directors.

Section 2. There shall be no dues or admission fees or assessments for honorary members.

Section 3. Special assessments may be applied equally to all members except student and resident members by affirmative action of two-thirds (2/3) of the members of the Board of Directors, provided however, that no assessment shall be in excess of fifty dollars (\$50.00) annually.

Section 4. Any member whose dues or assessments are unpaid at the time of any annual meeting shall be ineligible to vote or to hold office.

CHAPTER VII

Meetings

Section 1. There shall be an annual meeting of this organization, to be held at a time, place, and manner to be determined by the Board of Directors. Special meetings may be called as provided in Section 3 of Chapter VII of these Bylaws.

Notice of Meetings

Section 2. 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 letter mailed to the member's address as it appears on the secretary-treasurer's records, via electronic mail, or by publication in the official publication of the organization.

Section 3. Special meetings may be called by the Board of Directors, the president, or by the secretary-treasurer upon the written request of any ten (10) or more members, at a place and time, and manner determined by the Board of Directors.

CHAPTER VIII

Board of Directors

Section 1. Subject to the action of the members in meeting assembled or by referendum, and during the interim between the meetings of this Academy, the control and administration of this organization shall be invested in a Board of Directors. The Board of Directors shall be composed of the chair, the two AAFP delegates, up to four at-large directors appointed by the Executive Commission, one resident director, one student director and directors from ten (10) Districts. Each of the Districts, shall be represented by one (1) director, except districts 3 and 7 shall be represented by two (2) directors. The resident and student directors, and two (2) AAFP delegates of the Board of Directors have full voting privileges. For all purposes of the MAFP Bylaws, and this Chapter VIII, the ten (10) Districts, shall be as follows:

District 1 – Atchison, Nodaway, Worth, Harrison, Mercer, Holt, Andrew, Gentry, Daviess, Grundy, Linn, Buchanan, DeKalb, Caldwell, Livingston, Carroll, Platte, Clinton, Clay

District 2 – Putnam, Schuyler, Scotland, Clark, Sullivan, Adair, Knox, Lewis, Macon, Shelby, Marion, Chariton, Randolph, Monroe, Ralls, Pike

District 3 – City of St. Louis, St. Louis County, St. Charles

District 4 – Lincoln, Warren, Gasconade, Franklin

District 5 – Howard, Boone, Audrain, Cooper, Callaway, Montgomery, Morgan, Moniteau, Cole, Osage, Camden, Miller

District 6 – Ray, Lafayette, Saline, Cass, Johnson, Pettis, Bates, Henry, Benton, Vernon, St. Clair, Hickory, Cedar

District 7 – Jackson

District 8 – Barton, Dade, Polk, Dallas, Laclede, Jasper, Lawrence, Greene, Webster, Wright, Newton, Christian, McDonald, Barry, Stone, Taney

District 9 – Maries, Pulaski, Phelps, Crawford, Dent, Texas, Shannon, Howell, Douglas, Ozark, Oregon

District 10 – Jefferson, Washington, Ste. Genevieve, St. Francois, Iron, Reynolds, Carter, Ripley, Butler, Wayne, Madison, Perry, Bollinger, Cape Girardeau, Scott, Stoddard, New Madrid, Mississippi, Dunklin, Pemiscot

Section 2. There shall be elected an alternate director from each of the ten (10) Districts, two (2) alternate AAFP delegates, an alternate resident director, and an alternate student director. Any alternate director shall attend any Board meeting, but will not have the privilege of voting unless the respective director is absent.

Section 3. There shall be an Executive Commission of the Board of five (5) members composed of the president, president-elect, vice president, secretary-treasurer, and the chair of the Board who will also serve as the chair of the Executive Commission of the Board. The Executive Commission of the Board shall have authority to act for the Board of Directors between meetings of the Board.

Section 4. A majority of the officers and Board of Directors shall constitute a quorum.

Section 5. The Board of Directors shall provide such headquarters for the Academy as may be required to conduct its business properly.

Section 6. The Board of Directors shall be empowered to employ an executive director and such other personnel as may be necessary, who need not be members of the Missouri Academy of Family Physicians, each of whom shall perform such duties as the Board of Directors may designate and receive such salary and serve for such periods and under such conditions as the Board of Directors may determine. The Executive Commission shall provide oversight of the executive director. The executive director and all other personnel that handle any funds of the organization shall each furnish a surety bond, the premium thereon to be paid by the Missouri Academy of Family Physicians.

Section 7. The salaries of all employees of the Academy shall be fixed by the Board of Directors.

CHAPTER IX

Election of Officers

Section 1. The officers of the Academy shall be a president, vice president, president-elect, chair of the Board of Directors, and secretary-treasurer.

Section 2. At least ninety (90) days before the Annual Meeting the Executive Commission shall appoint a Nominating Committee of at least three members, whose duties shall be to present nominations for the offices of president-elect and vice president, directors and alternate directors whose terms are expiring or if there is a vacancy, and when appropriate a secretary-treasurer and delegate(s) and alternate delegate(s) to the Congress of Delegates of the American Academy of Family Physicians. A member nominated to replace a director or an alternate director must reside or practice in the same District, as the director or alternate director he or she is nominated to replace. The Nominating Committee shall consult with the local chapter if one exists.

At the Annual Meeting the presiding officer shall present the report of the Nominating Committee which names shall be construed as then being placed in nomination and request further nominations from the floor. Nothing in these Bylaws shall prevent nominations from the floor at this annual meeting.

Section 3. The election of officers, directors, and delegates shall be by majority vote of the members of the Academy present and voting at the annual meeting.

Section 4. The selection of the resident director and one alternate shall be under the jurisdiction of the Education Commission. The selection of the student director and one alternate shall be under the jurisdiction of the Education Commission.

CHAPTER X

Duties and Terms of Officers

Section 1. The term of office of the president, president-elect, vice president, resident director, alternate resident director, student director, alternate student director, and at-large directors, shall be for a period of one (1) year; that of delegate and alternate delegate for a period of three (3) years, and that of secretary-treasurer, directors, and alternate directors for a period of three (3) years. Delegates and alternate delegates to the AAFP will be limited to serving two (2) three-year (3) terms as alternate delegate and two (2) three-year (3) terms as delegate, for a maximum total of twelve (12) years of service. The president and the president-elect shall be ex-officio members of all commissions/committees. The immediate past president is to become an ex-officio member and chair of the Board of Directors for a period of one year. The terms of office will change at the conclusion of the annual meeting.

Section 2. Should a vacancy occur among the officers, the chair shall appoint a replacement for the remainder of the officer's term, subject to approval by the Board of Directors. Should a vacancy occur on the Board of Directors, involving a director from the ten (10) Districts, the alternate director from that district shall then become director for the remainder of the unexpired term of the director and the chair of the Board shall appoint a replacement for the alternate director, subject to approval by the Board of Directors, to serve until the next annual meeting, when the membership shall elect a successor for the alternate director. Should a vacancy occur on the Board of Directors involving a student or resident director, then his/her alternate shall become the director.

Section 3. At any duly constituted regular or special meeting of the membership, any officer, director, delegate or alternate delegate may be removed by a two-thirds (2/3) vote of those in attendance. In the case of the removal of an officer, the chair of the Board or, in the absence of the chair, the president will appoint a replacement, subject to approval of the Board of Directors, to serve until the next annual meeting. In the case of the removal of a director, the respective alternate director shall become a director and the chair of the Board shall appoint an alternate director subject to the condition of Section 2 above. In the case of the removal of a delegate, the respective alternate delegate shall become the delegate and the chair of the Board shall appoint an alternate delegate subject to the condition of Section 2 above. If any officer, director, or alternate director shall be absent from three (3) consecutive scheduled meetings, it will result in the termination of that person's term of office, by action of the Executive Commission, if in the opinion of the Executive Commission he or she does not have a valid reason for such absence.

Section 4. The chair of the Board of Directors shall preside over all meetings of the Board.

Section 5. The president shall be an ex-officio member of the Board of Directors and shall preside in the absence of the chair of the Board.

Section 6. The vice president shall be an ex-officio member of the Board of Directors and shall preside in the absence of the chair of the Board and the president.

Section 7. The president-elect shall be an ex-officio member of the Board of Directors and shall preside in the absence of the chair of the Board and the president and the vice president.

Section 8. The secretary-treasurer shall be an ex-officio member of the Board of Directors and shall, under the direction of the Board of Directors, perform such duties as the title of the office ordinarily connotes, and shall keep or cause to be kept, an accurate record of the minutes and transactions of all annual and special meetings of the Board of Directors and shall serve as secretary to those bodies.

The secretary-treasurer shall keep or cause to be kept adequate and proper accounts of the properties and funds of the Missouri Academy of Family Physicians; shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the Missouri Academy of Family Physicians with such depositories as may be designated by the Board of Directors; shall disburse the funds of the Missouri Academy of Family Physicians as may be ordered by the Board of Directors; shall render to the Board of Directors, whenever it may request it, an account of all transactions as secretary-treasurer, and of the financial condition of the Missouri Academy of Family Physicians; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws. The secretary-treasurer shall furnish a surety bond in the amount to be determined by the Board of Directors, the premium thereon to be paid by the Missouri Academy of Family Physicians.

CHAPTER XI

Commissions and Committees

Section 1. The Board of Directors shall establish such commissions and committees, including ad hoc committees, as it may from time to time deem necessary. Except where otherwise specified, members of the commissions and committees will be appointed by the president. The president and president-elect shall be ex-officio members of all commissions and committees. The commissions of the Academy shall include the following:

ADVOCACY COMMISSION: Shall investigate and/or initiate methods of improving the health and well-being of the citizens of Missouri, representing the interests of family physicians and strengthening the specialty of family medicine, including encouraging the passage of laws to that end. This commission will also have the responsibility for evaluating and initiating changes in the bylaws.

EXECUTIVE COMMISSION: Shall be responsible for the Academy's finances and planning for its future. This commission will also have the responsibility of nominating candidates for offices in the Academy.

EDUCATION COMMISSION: Shall be responsible for conducting of all educational and research programs of the Academy, as well as encouraging and assisting in all resident and student affairs in Missouri.

MEMBER SERVICES COMMISSION: Is responsible for any publications, public relations efforts and communications with the news media regarding public relations efforts. The Member Services Commission does not speak for the organization or represent the Board to the media. This commission will also be charged with the recruitment and maintenance of qualified members of this Academy.

CHAPTER XII

Miscellaneous

Section 1. In the absence of any provision in the Bylaws, all meetings of this organization and of the Board of Directors shall be governed by the parliamentary rules and usages contained in the current edition of Sturgis' Standard Code of Parliamentary Procedure.

Section 2. Inspection of Records. The minutes of the proceedings of the Board of Directors, the membership books, and books of account shall be open to inspection upon written demand of any member at any reasonable time, for any purpose reasonably related to the member's interest as a member, and shall be produced at any time when requested by the demand of ten percent of the members at the annual business meeting of the Missouri Academy. Such inspection may be made by agent or attorney, and shall include the right to make extracts thereof. Demand of inspection, other than at a meeting of the members, shall be in writing, upon the president or secretary-treasurer of the Academy.

Section 3. Referendum. Referendum on actions of the Board of Directors or the Assembly may be initiated by petition of ten (10) percent of the active membership providing the petitioners represent at least fifty (50) percent of the Districts. Petitions for referendum shall be submitted to the secretary-treasurer. The secretary-treasurer shall conduct the referendum within thirty (30) days of receipt of a bona-fide petition.

CHAPTER XIII

Amendments to Bylaws

The Board of Directors, by a majority vote, the Advocacy Commission, or any five (5) or more members, may propose Bylaws or amendments to the Bylaws. Except for proposed changes from the Board of Directors, all proposals must be submitted to the chair of the Board of Directors and the Advocacy Commission at least one month prior to any regular or special meeting of the Board of Directors. Publication of proposed amendments in the official publication of the Academy shall be sufficient to constitute notice thereof to the members. An affirmative vote of at least two-thirds (2/3) of the members present and voting shall constitute adoption. In accordance with the AAFP Bylaws, the changes will become effective immediately, providing that they relate solely to the internal structure and organization of this chapter and do not address issues specifically addressed in the Bylaws of the AAFP. Amendments to the bylaws are subject to review and approval by the AAFP, per the Bylaws of AAFP.