

BYLAWS
OF THE WEST VIRGINIA CHAPTER OF
THE AMERICAN ACADEMY OF FAMILY PHYSICIANS

1 adopted to promote and stimulate interest of the membership in its activities.

2 Sec. 3. This corporation shall have no capital stock. It is not conducted for
3 pecuniary profit and does not contemplate pecuniary gain or profit to the
4 members thereof.

5 Sec. 4. This organization is a constituent chapter of the AAFP, a corporation
6 possessing only those rights and powers conferred by said corporation to this
7 organization. No rules, regulations, or policies adopted by this organization shall
8 be in conflict with the rules, regulations, or policies of the AAFP.

9 Sec. 5. Under dissolution or other termination of this non-profit corporation, its
10 entire assets shall be distributed to an organization qualified and accepted under
11 Internal Revenue Code 26, USCA, Section 501(c) 3.

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CHAPTER III

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Classes of Membership and Election

16 The qualifications and conditions of membership and the classes of
17 membership shall be the same as those now or hereafter provided in the
18 Bylaws of the AAFP. The method of election shall be as provided in the AAFP
19 Bylaws. To hold membership in the AAFP and WVAFP, the individual must
20 be of high moral and professional character. Additional membership
21 qualifications required of each class of members as well as their rights and
22 obligation and the method of their election shall be hereinafter set forth. Any
23 active member in good standing shall be eligible to vote and hold office.
24 Acceptance of membership in this organization shall constitute an agreement
25 by each member. Bylaws of this organization and those of the AAFP in a
26 manner provided in the Bylaws of said corporation. A member accepting
27 membership shall conform to the rules and regulations promulgated by the
28 Board of Directors and constituent bylaws of AAFP and WVAFP. All
29 rights, titles, and interests, both legal and equitable of a member in and to the
30 property of this organization shall cease and terminate in the event of either of
31 the following: (a) the expulsion of such member (b) the striking of their name
32 from the rolls of members (c) their death or resignation. The members of this
33 organization shall be classified as set forth by the AAFP. The qualifications
34 required of the respective classes, their rights and obligations, along with the
35 method of elections, shall also be set forth by the AAFP.
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CHAPTER IV

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Ethics

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The WVAFP is a state chapter of the AAFP. To be a member in the WVAFP one must hold membership in the AAFP; therefore, the ethic guidelines shall be the same as those now or hereafter provided in the Bylaws of the AAFP.

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CHAPTER V

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Dues, Assessments and Admission Fees

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Sec. 1. **Payment.** The dues for active members shall be due and payable to the AAFP at the time the dues statement is received by the member.

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Sec. 2. **Rates.** AAFP dues for all member classifications shall be set annually by the AAFP Board of Directors and the WVAFP dues shall be set annually by the WVAFP Board of Directors and any dues increase for the WVAFP shall be approved by the WVAFP at the Board of Directors meeting at the annual meeting.

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CHAPTER VI

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Annual Meeting of the WVAFP

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There shall be an annual board meeting of this organization, to be held at a time and place to be determined by the Board of Directors. The time and place of the annual board meeting shall be during the Annual Scientific Assembly as designated by the Board of Directors, and announced at least sixty (60) days before the date is so fixed.

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CHAPTER VII

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Congress of Delegates of the WVAFP

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Chapter VII dealing with the Congress of Delegates was removed on April 2005 by unanimous vote.

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CHAPTER VIII

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Board of Directors of the WVAFP

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Sec. 1. The control and administration of the WVAFP shall be vested in a Board

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1 of Directors composed of twelve (12) voting members. The immediate past
2 Chairs of the Board shall remain a member of the Board of Directors for three (3)
3 years, such term to begin at the conclusion of his/her term as President.

4 Sec. 2. The Board of Directors shall meet four (4) times a year and at such other
5 times and at such places as the Chair may determine or as may be determined
6 by the written request of five (5) voting members of the Board of Directors. Five
7 (5) members of the Board shall constitute a quorum for the transaction of any
8 business and unless provided otherwise in these bylaws, the articles of
9 incorporation, or by law, all matters shall be decided by a majority vote of the
10 directors present and voting.

11 Sec. 3. There shall be an Executive Committee of six (6) composed of the Chair
12 of the Board of Directors who shall be the Chair of the Executive Committee, the
13 President of the WVAFP the President Elect, the Vice President, the Secretary,
14 and the Treasurer. The Executive Committee, by a majority vote of its members,
15 shall have full authority to act for and in behalf of the Board of Directors
16 whenever the business of the WVAFP demands prompt action in the interim
17 between meetings of the Board or when it is impracticable or impossible to
18 convene the Board of Directors.

19 Meetings of the Executive Committee shall be held at the call of the Chair. A
20 report of its actions shall be given by the Executive Committee to the Board of
21 Directors at the first meeting of the Board following a meeting of the Executive
22 Committee.

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25 style="text-align:center">CHAPTER IX

26 style="text-align:center">Election of Officers of the WVAFP

27 Sec.1. The officers of the WVAFP shall be President, Vice President, President
28 Elect, Secretary, Treasurer, Delegates and Alternate delegates to the American
29 Academy of Family Physicians' Congress of Delegates, Chair of the Board of
30 Directors, and immediate Chair of the Board of Directors, and the previous
31 immediate Chair of the Board of Directors. Their method of election shall be as
32 hereinafter set forth in this chapter.

33 Sec. 2. At least 90 days before the Annual Meeting, the Board of Directors shall
34 receive from the Chair of the Nominating Committee a report with nominations for
35 President Elect, Vice President, Secretary, one member for each vacancy
36 occurring on the Board of Directors, and Delegates and Alternate Delegates to

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1 the Congress of Delegates of the American Academy of Family Physicians. All
2 nominees shall be active members of the WVAFP. The slate shall be presented
3 to the Board of Directors at their meeting during the Annual Meeting. The
4 presiding officer shall present the report of the Nominating Committee which
5 names shall be constructed as then being placed in nomination and request
6 further nominations from the floor in accordance with Sturgeon's Rule of Order.
7 The Delegates and Alternate Delegates to the Congress of Delegates of the
8 AAFP shall be elected from the general membership.

9 Sec. 3. The election of officers, directors, and delegates shall be by majority vote
10 of the members of the Board of Director present and voting at the Board of
11 Directors meeting at the annual meeting.

12 Sec. 4. The Board of Directors shall elect a treasurer, who shall be a member of
13 the WVAFP. The Board shall select an Executive Vice President who may not
14 be a member of the WVAFP.

15 CHAPTER X

16 Duties and Terms of Officers of the WVAFP

17 Sec. 1. The President shall be a member of the Board of Directors and an ex
18 officio member of all standing committees. The President's term of office shall
19 begin at the conclusion of the first ensuing annual meeting following the annual
20 meeting at which his/her election occurs as President Elect and expire at the
21 conclusion of the next annual meeting, or when his/her successor is seated. In
22 the event of the death or resignation of the president during the term of his/her
23 office or if he/she shall for any reason be unable or unqualified to serve, the Vice
24 President shall succeed to the office of President for the unexpired portion of the
25 President's term. In the event of the death, resignation, or incapacity of the
26 President and Vice President, the Board of Directors shall elect a President for
27 the unexpired portion of the term. The President Elect shall succeed to the office
28 of President at the conclusion of the first annual meeting following the meeting at
29 which occurred.

30 Sec. 2. The Vice President shall be a member of the Board of Directors and shall
31 preside at meetings of the WVAFP in the absence of the president. His/her term
32 of office shall begin at the conclusion of the (next) annual meeting at which
33 his/her election occurs and expires at the conclusion of the next annual meeting,
34 or when his/her successor is elected. In the event of the death, resignation, or
35 incapacity of the Vice President, the Board of Directors shall elect a Vice
36 President for the unexpired portion of his/her term.

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1 Sec. 3. The President Elect shall be a member of the Board of Directors and
2 shall preside at meetings of the WVAFP in the absence of the President and Vice
3 President. He shall succeed to the office of President at the expiration of the
4 President's term as provided in Section 1. In the event of the death, resignation
5 or removal from office of the 26 President Elect, the Board Chair shall appoint a
6 replacement for the remainder of the officers' term, subject to approval by the
7 Board of Directors.

8 Sec. 4. The President is the presiding officer of the Annual Meeting and shall be
9 entitled to vote only in the case of a tie.

10 Sec. 5. The Chair of the Board of Directors shall preside over all meetings of the
11 Board and of its Executive Committee, and shall be ex-officio a member of all
12 standing committees. The immediate past Chair of the Board will automatically
13 become a member of the Board of Directors for a period of three (3) years
14 following his/her term of office.

15 Sec. 6. The Treasurer shall be member of the Board of Directors and shall be
16 elected for a one year term of office at the annual meeting of the Board. The
17 Treasurer may be elected to succeed him/herself. He/she shall cause to be kept
18 adequate and proper accounts of the properties and funds of the WVAFP. The
19 Treasurer shall deposit or cause to be deposited all monies and other valuables
20 in the name and to the credit of the WVAFP with such depositories as may be
21 designated by the Board of Directors. He shall disburse the funds of the WVAFP
22 as may be ordered by the Board of Directors and shall have such other powers
23 as may be prescribed by the Board of Directors to perform other duties. He shall
24 render an account of all transactions and of the financial condition of the WVAFP
25 when requested. The Treasurer shall give a surety bond in an amount to be
26 determined by the Board of Directors, the premium thereon to be paid by the
27 WVAFP. Any of the duties of the Treasurer may, by action of the Board of
28 Directors, be assigned to the Executive Vice President.

29 Sec. 7. The Executive Vice President shall be appointed for a term and stipend to
30 be fixed by the Board of Directors. He/she shall, under the direction of the Board
31 of Directors, perform such duties as the title of the office ordinarily denotes and
32 such duties of the Treasurer as may be assigned to him/her by the Board of
33 Directors. He shall keep or cause to be kept an accurate record of the minutes
34 and transactions of the Annual Meeting, and the Board of Directors, and shall
35 serve as Secretary of these bodies. He shall supervise all other employees and
36 agents of the WVAFP and have such other powers and duties as may be
37 prescribed by the Board of Directors or these Bylaws. He shall not be entitled to
38 vote.

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1 Sec. 8. The resident and student members of the Board of Directors shall serve
2 one year terms. The student member may be re-elected for one term only. In
3 the event the resident or student Director discontinues resident or student
4 membership in the WVAFP or become ineligible for resident or student
5 membership, the position shall be declared vacant and shall be filled by a
6 majority vote of the Board of Directors for the unexpired term. However, no
7 vacancy shall be deemed to exist solely because the resident completes
8 residency training during his/her term of office or because the student completes
9 medical school during his/her term of office.

10 Sec. 9. The immediate Past President shall become the Chair of the Board of
11 Directors for a period of one year following his/her term as President, such term
12 to begin at the conclusion of his/her term of office and ending at the conclusion of
13 the following annual meeting of the WVAFP.

14 Sec. 10. The President, Vice President, President Elect, Chair of the Board of
15 Directors, Secretary, Treasurer, or any member of the Board of Directors may be
16 removed from office for cause by a two-thirds vote of the total voting members of
17 the Board of Directors. Any vacancy which shall occur as a result of removal from
18 office shall be filled in same manner as is otherwise provided for in this chapter.
19 No action may be taken to remove any person listed in the preceding paragraph
20 from office except upon the written petition of five (5) voting members of the
21 Board of Directors. The petition shall be delivered to the secretary of the Board of
22 Directors and shall state the cause(s) for which removal is sought. Within five (5)
23 days of receipt of such petition the secretary shall cause a copy thereof to be
24 sent by registered mail, with return receipt requested, to each officer and
25 member of the Board of Directors. The person whose removal is being sought
26 may answer the petition in writing at any time prior to the meeting of the Board of
27 Directors but need not do so and failure to answer shall not be an admission of
28 truth of the charges or a waiver of the right to a hearing. The petition shall be
29 concise and a decision rendered at the first meeting of the Board of Directors
30 which is held no less than fifteen (15) days after the date on which a copy of
31 petition was mailed to the officers and directors. The person whose removal is
32 being sought shall be afforded every opportunity to be heard at the Board
33 meeting at which the petition is considered and may be represented by counsel.

34 Sec. 11. One (1) Delegate and one (1) Alternate Delegate to the Congress of the
35 American Academy of Family Physicians will be elected to a two (2) year term at
36 each annual meeting of the Congress of Delegates. Elected Delegates and/or
37 Alternates may succeed themselves by election. Delegates and Alternates shall
38 serve for a period of no more than ten (10) years in each class, past experience
39 not included.

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CHAPTER XI

Committees of the WVAFP

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3 Sec. 1. Organization. Committees in addition to those set forth below shall be
4 established through the recommendation of the President-Elect and the
5 President and approved by the Board of Directors. Committee Chair will be
6 directly responsible to and report to the Board of Directors.

7 Sec. 2. Composition. Members of the committees shall be members in good
8 standing and shall be appointed by the President. The President shall designate
9 a member(s) of each committee to serve as Chair and/or co-Chair.

10 Sec. 3. Special Committees. Special committees for specific purposes may be
11 established by the Board of Directors to assist it in the discharge of its duties.
12 The members of these committees shall be appointed by the President. These
13 special committees may be terminated at any time by a majority vote of the
14 Board of Directors or upon completion of its special assignment.

15 Sec. 4. Committee on Legislation and Governmental Affairs. This Committee
16 shall be composed of a Chair selected by the President, and six (6) or more
17 members selected from the membership of the WVAFP. One-third of such
18 members shall be appointed annually for terms of three (3) years each, except in
19 the case of a member who is a resident or student. Resident and Student
20 members may be appointed for terms determined by the Board of Directors. The
21 function of this committee shall be: (1) To investigate and recommend such
22 action to the Board of Directors as may be necessary to assure adequate
23 representation of the family physician in medical and political groups. (2) To
24 conduct such a campaign of public enlightenment or education as it may deem
25 advisable. (3) To furnish public officials with pertinent facts and information that
26 they may better maintain high standards of health care. (4) To recommend to the
27 Board of Directors any policies or actions which the WVAFP may formulate or
28 perform for the general improvement in medical care.

29 Sec. 5. Finance Committee. The Finance Committee shall be composed of the
30 Treasurer of the WVAFP as Chair, the Executive Vice President, and two (2) or
31 more members appointed by the President annually. Except in the case of
32 death or resignation, no more than two (2) members of the committee shall be
33 replaced in any one year. This committee shall supervise the keeping of the
34 WVAFP's accounts, submit an annual budget for the approval of the Board of
35 Directors, and arrange for an audit of the books annually by an approved public
36 accountant. Any two (2) members of this committee shall be able to sign checks.

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1 Sec. 6. Nominating Committee. The nominating committee shall consist of the
2 present Chair of the Board and the 2 past preceding Chairmen of the Board.

3 Sec. 7. Family Doc Awards Committee shall be chaired by the President- Elect
4 and be composed of his/her designees.

5 CHAPTER XII

6 Miscellaneous

7 Sec. 1. Seal. The WVAFP may have a seal, the form and device of which shall
8 be adopted by the Board of Directors.

9 Sec. 2. Fiscal Year. The fiscal year of this corporation as determined by the
10 Board of Directors shall begin January first (1) an end December thirty-first (31)
11 of each year.

12 Sec. 3. Rules of Order. Sturgis Standard Code of Parliamentary Procedure,
13 Current Edition shall control all parliamentary proceedings of the meetings of the
14 Board of Directors except when in conflict with the Bylaws of the WVAFP.

15 CHAPTER XIII

16 Amendments to Bylaws

17 Any five (5) or more members of the Board of Directors may propose Bylaws or
18 Amendments of Bylaws. Such proposals shall be submitted to the Executive Vice
19 President at least one hundred (100) days prior to any regular Board of Directors
20 Meeting, and notice shall be given by the Executive Vice President to all voting
21 Board Members at least thirty (30) days prior to said meeting. An affirmative vote
22 of at least two-thirds of the Board of Directors present and voting shall constitute
23 adoption. Amendments shall take effect immediately upon adoption unless
24 otherwise specified.