BYLAWS

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

CHAPTER I

NAME

This corporation, an association of family physicians, residents, and medical
students, shall be known as the West Virginia Chapter of the American Academy
of Family Physicians, a.k.a. the West Virginia Academy of Family Physicians
(WVAFP).

CHAPTER II

Mission Statement, Purposes and Powers

Sec. 1. The mission of the West Virginia Chapter of the American Academy of
Family Physicians (WVAFP) is to promote excellence in health care and the
betterment of health of the American people. Purposes in support of this mission
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.

Sec. 2. To accomplish the foregoing aims, ideals, and objectives, this corporation
shall have power to own, operate, manage and maintain buildings and properties
for use in carrying out its purposes and activities and for operation of its above
named purposes. Further, it shall conduct such cultural, educational and social
activities as will best promote and carry out its purposes and which are best
adopted to promote and stimulate interest of the membership in its activities.

Sec. 3. 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.

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

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

CHAPTER III

Classes of Membership and Election

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

Ethics

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.

CHAPTER V

Dues, Assessments and Admission Fees

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.

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.

CHAPTER VI

Annual Meeting of the WVAFP

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.

CHAPTER VII

Congress of Delegates of the WVAFP

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

CHAPTER VIII

Board of Directors of the WVAFP

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

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

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

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

CHAPTER IX
Election of Officers of the WVAFP

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

Sec. 2. At least 90 days before the Annual Meeting, the Board of Directors shall
receive from the Chair of the Nominating Committee a report with nominations for
President Elect, Vice President, Secretary, one member for each vacancy
occurring on the Board of Directors, and Delegates and Alternate Delegates to
the Congress of Delegates of the American Academy of Family Physicians. All
nominees shall be active members of the WVAFP. The slate shall be presented
to the Board of Directors at their meeting during the Annual Meeting. The
presiding officer shall present the report of the Nominating Committee which
names shall be constructed as then being placed in nomination and request
further nominations from the floor in accordance with Sturgeon’s Rule of Order.
The Delegates and Alternate Delegates to the Congress of Delegates of the
AAFP shall be elected from the general membership.

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

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

CHAPTER X
Duties and Terms of Officers of the WVAFP

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

Sec. 2. The Vice President shall be a member of the Board of Directors and shall
preside at meetings of the WVAFP in the absence of the president. His/her term
of office shall begin at the conclusion of the (next) annual meeting at which
his/her election occurs and expires at the conclusion of the next annual meeting,
or when his/her successor is elected. In the event of the death, resignation, or
incapacity of the Vice President, the Board of Directors shall elect a Vice
President for the unexpired portion of his/her term.
Sec. 3. The President Elect shall be a member of the Board of Directors and shall preside at meetings of the WVAFP in the absence of the President and Vice President. He shall succeed to the office of President at the expiration of the President’s term as provided in Section 1. In the event of the death, resignation or removal from office of the President Elect, the Board Chair shall appoint a replacement for the remainder of the officers’ term, subject to approval by the Board of Directors.

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

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

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

Sec. 7. The Executive Vice President shall be appointed for a term and stipend to be fixed by the Board of Directors. He/she shall, under the direction of the Board of Directors, perform such duties as the title of the office ordinarily denotes and such duties of the Treasurer as may be assigned to him/her by the Board of Directors. He shall keep or cause to be kept an accurate record of the minutes and transactions of the Annual Meeting, and the Board of Directors, and shall serve as Secretary of these bodies. He shall supervise all other employees and agents of the WVAFP and have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. He shall not be entitled to vote.
Sec. 8. The resident and student members of the Board of Directors shall serve one year terms. The student member may be re-elected for one term only. In the event the resident or student Director discontinues resident or student membership in the WVAFP or become ineligible for resident or student membership, the position shall be declared vacant and shall be filled by a majority vote of the Board of Directors for the unexpired term. However, no vacancy shall be deemed to exist solely because the resident completes residency training during his/her term of office or because the student completes medical school during his/her term of office.

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

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

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

Committees of the WVAFP

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

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

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

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

Sec. 5. Finance Committee. The Finance Committee shall be composed of the
Treasurer of the WVAFP as Chair, the Executive Vice President, and two (2) or
more members appointed by the President annually. Except in the case of
death or resignation, no more than two (2) members of the committee shall be
replaced in any one year. This committee shall supervise the keeping of the
WVAFP's accounts, submit an annual budget for the approval of the Board of
Directors, and arrange for an audit of the books annually by an approved public
accountant. Any two (2) members of this committee shall be able to sign checks.
Sec. 6. Nominating Committee. The nominating committee shall consist of the present Chair of the Board and the 2 past preceding Chairmen of the Board.

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

CHAPTER XII

Miscellaneous

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

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

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

CHAPTER XIII

Amendments to Bylaws

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