

WAFP CONSTITUTION AND BYLAWS

Revised: January 28, 2017

CHAPTER I – NAME

The name of the organization shall be the Wisconsin Academy of Family Physicians, hereafter referred to as the WAFP and shall be governed by the laws of the State of Wisconsin and in compliance with the laws and regulations applicable to corporations exempt from income tax under Section 501 (c) (6) of the Internal Revenue Code.

CHAPTER II – AFFILIATION

The WAFP is a constituent chapter of the American Academy of Family Physicians (AAFP) and possesses only those rights and powers conferred by the AAFP. No rules, regulations, or policies adopted by the WAFP shall be in conflict with the rules, regulations, or policies of the AAFP or the charter issued by the AAFP to the WAFP.

CHAPTER III – MISSION AND GOALS

Section 1. The mission of the WAFP is to promote excellence in health care and to improve the health of the people of Wisconsin through the advancement of the art and science of family medicine and the professional growth of family physicians.

Section 2. The purpose of the WAFP is:

1. To provide advocacy, representation, and leadership for family physicians and the specialty of Family Medicine in Wisconsin.
2. To provide responsible advocacy for, and education of, patients and the public in all health related matters.
3. To preserve and promote quality cost-effective health care, promote the science and art of family medicine, and ensure an optimal workforce of well-trained family physicians.
4. To promote and maintain high standards among physicians who practice family medicine.
5. To preserve the right of family physicians to engage in medical and surgical procedures for which they are qualified by training and experience.
6. To provide for the continuing professional development of its members.
7. To maintain and provide an organization with high standards to fulfill the above purpose and to represent and serve the needs of its members.

CHAPTER IV – MEMBERSHIP

Section 1. The qualifications and conditions of membership and the classes of membership shall be the same as those provided in the Bylaws of the AAFP. The manner of election, obligations, responsibilities, and privileges of the several classes of membership shall be those prescribed in the Bylaws of the AAFP. Membership classes

currently include: Active members, Supporting members, International members, Resident members, Student members, Inactive members, Honorary members, and Life members.

Section 2. Physicians with a current and unrestricted license to practice medicine in Wisconsin shall be eligible for active membership in this organization, provided that they also meet such other qualifications and conditions as are set forth for active members in the Bylaws of the AAFP and the WAFP.

Section 3. Resident physicians who are in good standing in Wisconsin Family Medicine residencies shall be eligible for resident membership in the WAFP, provided that they meet such other qualifications and conditions as are set forth for resident members in the Bylaws of the AAFP and the WAFP.

Section 4. Medical students who are in good standing at accredited schools of medicine or osteopathy in Wisconsin, or as defined by policy shall be eligible for student membership in the WAFP, provided that they meet such other qualifications and conditions as are set forth for student members in the Bylaws of the AAFP and the WAFP.

Section 5. Application for membership shall be made in a form prescribed by the AAFP and adopted by the WAFP Board of Directors. The Board of Directors or its designee shall confirm election to membership.

Section 6. Acceptance of membership into this organization shall constitute an agreement by such member to comply with the Bylaws of this organization and of the AAFP. A member accepting membership in the WAFP shall recognize the WAFP Board of Directors as the sole judge of that member's right to continued membership, subject to the right of appeal to the AAFP, in a manner provided by the AAFP Bylaws. The right of a member to any privilege, title, or property interest of the WAFP shall cease in the event of termination of membership status by expulsion, resignation, or death.

CHAPTER V – DUES AND ASSESSMENTS

The Board shall establish dues and assessment for all classifications of membership, but active member dues shall not exceed any maximum amount that may be established from time to time, by a majority of the members present at the annual meeting. Members whose dues and assessments are in arrears at the time of the annual meeting of the WAFP shall be ineligible to vote or hold office. The WAFP policy on delinquent dues shall be the same as the AAFP policy.

CHAPTER VI – MEETINGS

Section 1. Unless otherwise ordered by the Board of Directors, a meeting of this organization shall be held at least annually. The Board of Directors shall designate the time, place and format of the annual meeting. The Executive Director shall give notice of

the annual meeting to all members at least sixty (60) days prior to the date of the meeting by mail, email or other electronic means.

Section 2. The annual meeting shall consider any business that shall be presented to the assembled members by the officers, Board of Directors, committees, or any member of the organization in good standing.

Section 3. Special meetings may be called by the Board of Directors, by the President, or upon the written request of five (5) percent of the active members, at a place and time determined by the Board of Directors. Notice of special meetings shall be given to all members by mail, email or other electronic means by the Executive Director not less than twenty-one (21) days prior to the date of the meeting and shall stipulate the purpose for which the meeting has been called. No business other than that stated in the notice of the meeting shall be considered at a special meeting.

Section 4. Any member in good standing may have the privilege of the floor during the annual meeting or a special meeting, after being properly recognized by the presiding officer. Only active and resident members in good standing, and members of the Board of Directors, including Resident and Student Directors, who are present at the meeting may vote on matters before the membership. Active or Resident members in good standing may present resolutions for consideration at the annual meeting by submitting either a hard copy or electronic copy of the proposed resolution(s) to the Executive Director not less than thirty (30) days prior to the annual meeting. Any resolution not presented in this manner shall require the consent of two-thirds of the voting members present in order to be considered.

Section 5. The voting members present at the annual meeting or at a special meeting shall constitute a quorum.

CHAPTER VII – OFFICERS AND BOARD OF DIRECTORS

Section 1. The officers of this organization shall be a President, a President-Elect, a Chairperson of the Board, a Treasurer, a First Vice-President and a Second Vice-President. All officers must be Family Physicians and active members in good standing of the Academy.

Section 2. The control and administration of this organization shall be vested in a Board of Directors consisting of not more than twenty-four (24) active members in good standing and composed of the following: the officers (President, President-Elect, Chairperson, Treasurer, First Vice-President, and a Second Vice-President), up to nine directors-at-large, up to two Resident Directors, up to two Student Directors, two delegates and two alternate delegates to the AAFP, and the President of the Wisconsin Academy of Family Physicians – Foundation. The Foundation President shall serve as a voting member of the Board of Directors regardless as to whether or not the person is a member of the Academy.

Section 3. The Executive Directors of WAFP and the Foundation shall participate in all meetings of the Board of Directors without vote. The Board may vote to meet in executive session without the WAFP and/or Foundation Executive Directors.

Section 4. The Board of Directors shall meet at least once annually and at such other times and places as the Chairperson may determine. Special meetings of the Board of Directors may be requested by four (4) members of the Board, by the Chairperson, or by the President. Meetings may be in person or virtual.

Section 5. A majority of the voting members of the Board shall constitute a quorum. Unless otherwise provided in these Bylaws, in the articles of incorporation, or by law, all matters shall be decided by a majority vote of the directors present and voting.

Section 6. There shall be an Executive Committee of the Board of Directors comprised of the following members: The Chairperson, the President, the President-Elect, the Vice-President(s) and the Treasurer. The President shall serve as the chair of the Executive Committee. The Executive Committee shall have full authority to act for and on behalf of the Board of Directors between meetings of the Board when it is impractical to convene the Board. The WAFP Executive Director shall participate in meetings of the Executive Committee.

CHAPTER VIII – EXECUTIVE DIRECTOR

Section 1. The Board of Directors shall appoint an Executive Director who may, but need not be, a member of the WAFP for a term and stipend to be determined by the Board. The Executive Director does not vote at Board meetings and may only vote at meetings of the organization if s/he is an active member of the WAFP in good standing. The Executive Director shall perform duties as are assigned by the Board of Directors. The Executive Director shall give notice of and keep a record of the proceedings of all meetings, enroll and maintain the records of the members, serve as custodian of all of the official documents of the organization. The executive committee shall be charged with the responsibility to evaluate the performance of the Executive Director annually or as deemed necessary by the Board of Directors. The executive committee will report its findings to the Board of Directors.

CHAPTER IX – ELECTION OF OFFICERS AND DIRECTORS

Section 1. Each year at the annual meeting, the voting members present shall elect a President-Elect, a Treasurer, a First Vice-President, a Second Vice-President, one member for each vacancy occurring on the Board of Directors, and the delegations to the AAFP Congress of Delegates. All nominations shall be brought forth by the nominating committee or made from the floor in accordance with procedures noted below. The AAFP delegate and alternate delegate positions shall be two-year staggered terms.

Section 2. At least three months prior to the annual meeting, the President of the WAFP shall appoint a Nominating Committee to assist the organization in the election of

the most qualified officers and board members from the eligible active membership. The nominating committee shall be chaired by the President and shall consist of the most recent past president, two (2) members of the standing Board of Directors who shall not be in contention for election to office or re-election to the Board, and three (3) at large active WAFP members in good standing including one (1) new physician (less than 7 years in practice).

Three months prior to the annual meeting, the Executive Director will issue a call for nominations for officers and directors of the Board via mail, email, other electronic means or on the WAFP website. Active members may make nominations for officers and for at-large directors in good standing. Resident members may make nominations for the positions of Resident Directors in good standing. Student members may make nominations for the positions of Student Directors in good standing. The nominating committee will review all nominees' Curricula Vitae and other data that they deem necessary in making their recommendations. The nominating committee need not be limited to one candidate per Office/Board seat if more than one member is deemed equally qualified.

The report of the nominating committee will be presented to the Board at its meeting prior to the annual meeting. The Board has only two courses of action: 1) Approval, or 2) Disapproval.

- 1) If the Board approves the nominating committee report, it shall be published and presented to the membership prior to the annual meeting.
- 2) If the Board disapproves of any part of the nominating committee report, the report shall be referred back to the nominating committee. The nominating committee has the option of amending its report or letting it stand. The final report shall be published and presented to the membership prior to the annual meeting.

The final nominating committee report will be submitted at the Annual meeting and nominations will be opened one final time for eligible members to be nominated for Officer, Board of Directors, or Delegate positions.

Section 3. The election of the President-Elect, Treasurer, Vice-Presidents, and the delegations to the AAFP Congress of Delegates shall be by a majority vote of the voting members present.

Candidates for the Board of Directors (except the Resident and Student Directors) shall run for specific vacancies on the Board. The election of directors shall be by a majority vote of the voting members present.

Candidates for the Resident and Student Directors shall be elected by a majority vote of the voting members present. The election of resident and student directors shall be by a majority vote of the voting members present.

Section 4. At the first meeting of the Board of Directors immediately subsequent to the annual meeting, the retiring President shall assume the position of Chairperson of the Board of Directors and shall remain as a voting director.

CHAPTER X – DUTIES AND TERMS OF OFFICERS

Section 1. The President shall be a voting ex officio member of the Board of Directors and all committees and shall preside at all meetings of the organization. In the event of death, resignation, or incapacity, the President-Elect shall succeed to the office of President for the unexpired portion of the President's term. In the event of death, resignation, or incapacity of both the President and the President-Elect, the Board of Directors shall elect a President for the unexpired portion of the term.

Section 2. The First and Second Vice-Presidents shall be voting ex officio members of the Board of Directors. In the event of death, resignation, or incapacity, the Board of Directors shall elect a Vice-President for the unexpired portion of the term.

Section 3. The Chairperson of the Board of Directors shall preside over all meetings of the Board and shall be a voting ex officio member of all committees. In the absence of the Chairperson, a temporary presiding officer shall be elected by the Board members to be present for that meeting of the Board. In the absence of both the President and the President-Elect, the Chairperson shall preside at meetings of the organization.

Section 4. The President-Elect shall be a voting ex officio member of the Board of Directors and shall preside at meetings of the organization in the absence of the President. The President-Elect shall become President upon completion of the term as President-Elect or as indicated in Section 1, above.

Section 5. The Treasurer shall be a voting ex officio member of the Board of Directors. The Treasurer shall have oversight of all of the funds of the organization. The Treasurer shall annually submit to the board a financial report prepared by an outside accounting firm and shall be prepared to advise the Board of Directors or its Executive committee at all times on the financial status of the organization.

Section 6. Unless otherwise specified, the term of office for all officers shall begin at the conclusion of the annual meeting at which they were elected and expire at the conclusion of the next annual meeting, or when a successor is elected in the event of death, resignation, or incapacity.

Section 7. The term of office for the Directors, except for the Resident and Student Directors, shall be for three (3) years and shall commence at the conclusion of the annual meeting at which they were elected and expire at the conclusion of the third succeeding annual meeting, or when their successors are elected. Directors may serve two (2) consecutive three-year terms on the Board. Directors elected to fill a vacancy on the Board of two years or less shall be eligible for election to two additional consecutive three-year

terms. Resident and Student Directors shall serve a term of one year each, but shall be eligible for re-election.

Section 8. Two (2) delegates and two (2) alternate delegates may be elected for up to three (3) consecutive two (2)- year terms and shall represent the WAFP at the annual meeting of the Congress of Delegates of the AAFP. Delegates and alternate delegates shall serve as voting ex officio members of the Board. In the event of death, resignation, or incapacity of a delegate or alternate delegate, the Board shall, by majority vote, elect a successor to complete the unexpired term.

CHAPTER XII – APPOINTMENT AND DUTIES OF COMMITTEES

Section 1. The Board shall appoint such committees, either permanent or ad hoc, as it deems necessary to properly conduct the affairs of the WAFP. Committees shall consist of such members as are nominated by the President and approved by a majority vote of the Board of Directors.

Section 2. The description and duties of committees shall be delineated in the WAFP Policy Manual.

CHAPTER XIII – ETHICS

Section 1. The Principles of Medical Ethics of the American Academy of Family Physicians (AAFP), as they now or hereafter may provide, shall be the principles of ethics of the Wisconsin Academy of Family Physicians and are part of these Bylaws.

Section 2. If any member is believed in good faith to have violated the Principles of Medical Ethics or the Bylaws of the organization or of the AAFP, or to be otherwise guilty of conduct justifying censure, suspension, expulsion from the organization, or removal from office, then any voting member may prefer charges against that member in the form and manner hereinafter specified. All those against whom charges have been filed pursuant to this chapter shall have the right to be represented by counsel at the initial hearing and upon appeal to the AAFP.

Such charges must be in writing and signed by the accuser(s) and must state the acts or conduct complained of with reasonable specificity.

Such charges must be filed with the Executive Director, who must then present said charges to the Board at its first meeting after the filing of the charges. The Board shall then or at any adjournment of said meeting, but not more than thirty (30) days after said meeting, consider the charges and shall either dismiss them or proceed as hereinafter set forth.

If the Board fails to dismiss said charges, it shall within fifteen (15) days after meeting on the charges cause a copy of the charges to be served upon the accused by certified United

States mail addressed to the last known address of the accused. At the same meeting the Board shall also fix a time and place for hearing said charges and shall notify the accused 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 hearings shall be not less than fifteen (15) days nor more than six (6) months after the serving of the charges.

The accused may, but is not required to, answer in writing. Failure to answer shall not be an admission of the truth of the charges or a waiver of the accuseds right in a hearing.

At the hearing, the accuser and the accused shall have every opportunity to be heard, including oral arguments and the filing and consideration of written briefs. After hearing the evidence, the Board shall conclude the hearing and shall render a decision within thirty (30) days after the hearing. The affirmative vote of a majority of the members of the Board present and voting shall constitute the verdict of the Board. By such vote, the Board 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 which shall be signed only by the Chairperson of the Board and the Executive Director. Only members of the Board present for the entire time of the hearing shall be entitled to vote.

Censure shall mean a reprimand by the Chairperson of the Board of Directors administered to the accused in the presence of the Board. No member shall be suspended for more than one (1) year. At the expiration of the period of suspension, the member shall be reinstated to membership upon application and upon payment of dues accrued during the period of suspension.

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

CHAPTER XIV – MISCELLANEOUS

Section 1. The meeting record of the proceedings of the Board of Directors, the membership lists, and books of account shall be open to inspection upon the written demand of any member at any reasonable time and for any purpose reasonably related to the member's interest as a member. These records shall also be produced at any time when requested by the demand of ten (10) percent of the members at any regular or special meeting of the members. Such inspection may be made by an agent or attorney, accompanied by the Executive Director, and shall include the right to make extracts of the records. Demand of inspection, other than at a meeting of the members, shall be in writing and directed to the President, or Executive Director.

Section 2. The fiscal year of this organization shall begin on the first day of January and shall end on the final day of December of each calendar year.

Section 3. Unless otherwise specified, all meetings of this organization and of the Board of Directors shall be governed by the parliamentary rules and usages contained in the most current edition of "Modern Rules of Order."

CHAPTER XV – AMENDMENTS

The Board of Directors, any officer, or any five (5) or more active members may propose amendments to these Bylaws by submitting such proposals in writing to the Executive Director at least sixty (60) days prior to any regular or special meeting. The Executive Director shall give notice of such proposed amendments to all members at least thirty (30) days prior to the meeting at which the amendment is to be considered. A two-thirds vote of the voting members present shall constitute adoption. The adopted Bylaws shall take effect immediately or as approved by the AAFP Board of Directors unless otherwise specified.

CHAPTER XVI – INDEMNIFICATION

Section 1: Every person who is or shall be or shall have been a director, officer, member of a committee or an employee or agent of WAFP, or who is or shall be serving or shall have served at the request of WAFP in any such capacity in another corporation, partnership, joint venture, trust or other enterprise or organization or any committee thereof, and the personal representative of each person described in this sentence, shall be indemnified by WAFP against all costs and expenses reasonably incurred by or imposed upon any such person in connection with or resulting from any action, suit or proceeding to which such person may be made a party by reason of such person's being or having been in such position or capacity for WAFP or for any other enterprise or organization at the request of WAFP, except in relation to such matter as to which such person shall finally be adjudicated in such action, suit or proceedings to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of such person's duty in such indemnified capacity.

Section 2: Each such person shall be indemnified also by WAFP against any and all criminal claims and liabilities to which such person has or shall become subject by reason of action alleged to have been taken, omitted or neglected by him or her in any capacity enumerated in the preceding sentence, provide, however, that no such person had reasonable cause to believe that his or her conduct which resulted in the criminal claim or liability was lawful.

Section 3: "Cost and expenses" shall include, but are not limited to, attorneys' fees, damages, fines and reasonable amounts paid in settlement.

Section 4: The right to indemnification conferred by this chapter shall not restrict the power of the WAFP to make any other or further indemnification permitted by law.