

BYLAWS OF THE OREGON ACADEMY OF FAMILY PHYSICIANS

CHAPTER I

NAME

The name of this organization shall be the Oregon Academy of Family Physicians.

CHAPTER II

AFFILIATION

This organization is a constituent chapter of the American Academy of Family Physicians, a corporation existing under the laws of Illinois, and is possessed only of 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 American Academy of Family Physicians.

CHAPTER III

OBJECTS AND PURPOSES

Section 1. The mission of the Oregon Academy of Family Physicians is to support family physicians in their pursuit of optimal health for the people of Oregon.

The vision of the Oregon Academy of Family Physicians is health and vitality for all Oregonians.

The Oregon Academy of Family Physicians has eight basic value statements:

1. The OAFP values justice and equality, exemplified by universal access to care and the elimination of health disparities.
2. The OAFP values relationships as the vehicle for transformation in our patients' lives, our communities, and our health care system. We value the qualities that underlie all healthy relationships: compassion, integrity and respect.
3. The OAFP values high quality, patient-centered medical care and believes that family physicians have unique skills and leadership abilities that are essential for a patient-centered, collaborative medical community.
4. The OAFP values the life-long education of family physicians, health care teams, patients, and communities as the most effective way to improve care, optimize health, and increase quality of life.
5. The OAFP values the development of forward-thinking family physician leaders in Oregon to help shape the health care system and improve the health of our patients and communities.
6. The OAFP values and advocates for the empowerment of family physicians to influence their local and state health care systems and to model personal health and wellness.
7. The OAFP values the diverse experiences of family physicians and supports a broad scope of education and training to create compassionate, balanced, dedicated role models and educators.
8. The OAFP values broad diversity in leadership, our patients and our members.

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

CHAPTER IV

MEMBERSHIP

Section 1. The qualifications and conditions of membership and the classes of membership in the Oregon Academy of Family Physicians, hereinafter "the Academy," shall be the same as those now or hereafter provided in the Bylaws of the American Academy of Family Physicians.

The privilege of the floor of the annual meeting and the right to vote and hold office of each class of members shall be the same as provided that class of members in the Bylaws of the American Academy of Family Physicians.

The method of elections shall be as provided in the Bylaws. 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 member's right to be or remain a member.

All right, title and interest, both legal and equitable, of a member in and to the property of this organization shall cease and terminate in the event of any of the following: (a) the expulsion of such member; (b) the striking of the member's name from the role of members; (c) the member's death or resignation.

Section 2. Members shall be required to pay dues and /or assessments to this organization in the amount and manner provided in the Bylaws.

Section 3. All members of the Academy shall be members of the American Academy of Family Physicians. Any member of the organization who fails to apply for and obtain membership in said American Academy of Family Physicians shall be ineligible for membership in this organization.

CHAPTER V

DUES, ASSESSMENTS AND ADMISSION FEES

Section 1. The dues for all classifications of membership in the Academy shall be set annually by the Board of Directors of the Oregon Academy of Family Physicians and the Board of Directors of the American Academy of Family Physicians.

Section 2. Assessments. Special assessments may be applied equally to all active 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 twenty-five dollars (\$25) annually.

CHAPTER VI

COMPONENT ACADEMIES

Section 1. Definition. Component academies shall consist of those county or district or student or resident component academies which hold unrevoked charters from this Academy. The Board of Directors of this Academy, subject to approval of the Congress of Members, may charter or revoke the charters of component academies within the State of Oregon at its discretion.

Section 2. Component Academy Policy. Component academies shall conform to the general policies of this Academy and the American Academy of Family Physicians.

Section 3. Adjudication. Any complaint or grievance wherein this Academy may assist the component academy in the proper adjudication shall be submitted in writing to the Secretary of this Academy for action by the Board of Directors or its appropriate committee.

CHAPTER VII

OFFICERS

Section 1. Titles. The officers of the Academy shall be: President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, Speaker of the Congress of Members, Vice Speaker of the Congress of Members, two (2) Delegates and two (2) Alternate Delegates to the American Academy of Family Physicians, and the Trustee to the Oregon Medical Association,.

Section 2. Terms of Office. The President-Elect, Vice President and Secretary shall be elected for one (1) year at the annual meeting of the Academy. The Treasurer shall be elected for three (3) years, with a maximum of 3 terms. Delegates and Alternate Delegates to the American Academy of Family Physicians shall be elected for two (2) years. Delegates and Alternate Delegates may be re-elected to a second two-year term, but no individual may serve more than two terms in each position. The OAFP Trustee to the Oregon Medical Association Board of Trustees shall be elected for two (2) years for a maximum of four (4) terms.

The Speaker of the Congress of Members and Vice Speaker of the Congress of Members shall be elected annually as provided in Chapter XII of these Bylaws, and each may serve no more than three (3) consecutive one-year terms.

Section 3. Succession to Office and Filling Vacancies. Officers shall serve until their successors are elected and take office, provided that the President-Elect shall succeed to the Presidency at the close of the next annual meeting of the Academy after his/her election. The Board of Directors shall have authority to fill any vacancy for any unexpired term through the end of that term of office.

Section 4. Executive Director. The Board of Directors may employ an Executive Director. The Executive Director shall have no vote.

Section 5. Duties of Officers.

A. President. The President shall be the Chairman of the Board of Directors and shall preside at all meetings of the organization and shall be an ex-officio member of all committees.

B. Vice President. The Vice President shall be a member of the Board of Directors and shall preside at meetings in the absence of the President.

C. President-Elect. The President-Elect shall be a member of the Board of Directors and shall preside at meetings in the absence of the President and the Vice President.

D. Immediate Past President. The Immediate Past President shall be a member of the Board of Directors.

E. Treasurer. The Treasurer shall be custodian of all funds of the Academy and may be required to furnish bond, in such amount as the Board of Directors may require, the premium for which shall be paid by the Academy. The Treasurer must submit an annual budget report at annual meetings.

F. Secretary. The Secretary shall perform the duties which the title of the office usually connotes. The Secretary may be assisted in the performance of these duties by an Executive Director.

G. Speaker of the Congress of Members. The Speaker of the Congress of Members shall be a voting member of the Board of Directors. The Speaker's duties and term of office shall be as provided in Chapter XII, Section 6 of these Bylaws.

H. Vice Speaker of the Congress of Members. The Vice Speaker of the Congress of Members shall be a voting member of the Board of Directors. The Vice Speaker's duties and term of office shall be as provided in Chapter XII, Section 7 of these Bylaws.

CHAPTER VIII

BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall consist of the officers of this Academy, six (6) Directors at Large, two (2) Resident members, and one Student member from each medical school in Oregon that wishes to designate a member.

The Chair of the Department of Family Medicine or his/her designee from any medical school in Oregon that so wishes to designate a member, shall be an ex-officio member of the Board and shall have no vote. If the Chairs of the Commission on External Affairs or the Commission on Education are not currently members of the Board, they shall be non-voting ex-officio members of the Board for their term as Chair. Any officer of the American Academy of Family Physicians who is a member of this Academy is an ex-officio member of the Board and has the privilege of the floor and the right to vote.

The Student and Resident members shall each serve a term of two (2) years. If a student or resident graduates before the end of their term, they must resign and the Board will fill the vacancy for the remainder of the term.

Each Family Medicine residency in the state of Oregon shall be entitled to nominate one Resident and one alternate as Affiliate Directors who shall have the privilege of the floor and shall have no vote.

The two voting Resident members shall be selected by the Nominating Committee from among the Affiliate Directors from two residency programs in a rotating fashion, in a manner to be determined by the Board in consultation with the Nominating Committee. In the first year after adoption of these Bylaws, one voting representative shall serve one year; thereafter, terms of office shall be as specified above.

Section 2. Terms of Office. Directors at Large shall be elected at the annual meeting of the Academy and serve three (3) year terms. An individual Director at Large may serve a maximum of three (3) consecutive terms and may then be re-elected to the Board after an absence of at least one year.

Any Board member with three (3) unexcused absences of any regularly scheduled Board meeting will have his/her position declared vacant and the expired term may be filled until the next annual meeting by the Board of Directors.

Section 3. Duties and Meetings. The Board of Directors shall be the executive body of this Academy. The Board of Directors shall meet at least four times each year. Meetings may be held via electronic means, including but not limited to teleconference and/or videoconference, in accordance with Oregon law; individual participants may take part in meetings via electronic means. Subject to action of the Congress of Members and during the interim between the meetings of the Congress, control and administration of the Academy shall be vested in the Board of Directors.

Section 4. Executive Committee. The Executive Committee shall consist of the President, President-Elect, Immediate Past President, Vice President, and one at-large member of the Board of Directors appointed annually by the Board of Directors at its first meeting. It shall have full authority to act for and on behalf of the Board of Directors whenever the business of the Academy demands prompt action in the interim between meetings of the Board, or when it is impractical or impossible to convene the Board of

Directors. Meetings may be held via electronic means, including but not limited to teleconference and/or videoconference, in accordance with Oregon law; individual participants may take part in meetings via electronic means. Meetings shall be called by the President, who shall serve as Chairman, and a report of the Executive Committee's action shall be given to the Board of Directors at the first meeting of the Board of Directors following.

The Executive Committee shall have the responsibility of supervision and evaluation of the Executive Director.

Section 5. Annual Budget. The Treasurer and Executive Director shall submit the annual budget for the approval of the Board of Directors.

Section 6. Quorum. A majority of the Board of Directors then in office shall constitute a quorum.

Section 7. Vacancies. Vacancies on the Board of Directors may be filled by the Board of Directors, provided however, that such appointment shall terminate at the next annual meeting, at which time the Nominating Committee shall present a nominee for the unexpired term, if any.

CHAPTER IX

ELECTION OF OFFICERS AND DIRECTORS

Section 1. Nomination and Election. At least ninety (90) days before the annual meeting, the Board of Directors shall appoint a Nominating Committee of at least three (3) Directors whose duties shall be to present nominations for members of the Academy to serve in all Officer and Director positions where the term of the current Officer or Director ends during the year of the annual meeting. Nominations shall be made for the terms of office as provided in Chapters VII and VIII of these Bylaws. No retiring member of the Board of Directors may be nominated again without first having been retired from the Board for at least one year.

CHAPTER X

NOMINATION

Section 1. Nomination Procedure. A letter will be sent by US mail and/or electronically to all OAFP members requesting nominations. OAFP members will be encouraged to nominate themselves. The nominations received will be added to the list considered by the Nominating Committee. The Nominating Committee will present a slate of candidates to the Board of Directors at the Board meeting immediately preceding the Annual Meeting. Upon approval from the Board of Directors, that slate of candidates will be presented to the Congress of Members. Election shall be by the majority vote of the members present and voting at the Annual Meeting.

CHAPTER XI

MEETINGS OF THE ACADEMY

Section 1. Annual Meeting. The Academy shall hold an Annual Meeting at a time and place to be fixed by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Academy may be called by the Board of Directors. A special meeting shall be called by the Secretary upon the written request of any ten (10) or more voting members, at a time and place determined by the Board of Directors.

Section 3. Notices of Meetings. Notice of general or special meetings shall be given by the Secretary to all members at least thirty (30) days prior to the date of such meeting, either by letter, electronic notification or by publication in the official publication, if any, of the Academy.

CHAPTER XII

CONGRESS OF MEMBERS

Section 1. Composition. The Congress of Members shall consist of the following individuals, all of whom shall have the privilege of the floor and the vote: Active and Life members in good standing (including Past Presidents of this Academy) present at the session(s) of the Congress; four student members elected by the family medicine student interest group at each accredited medical school in the state; two resident members from each residency program in the state; and the members of the Board of Directors.

Section 2. Powers. The Congress of Members shall be the legislative body of the Academy. Actions of the Officers and of the Board of Directors shall be subject to approval, amendment, or direction by the Congress of Members.

Section 3. Meetings of the Congress of Members. The Congress of Members shall meet during the Annual Meeting of this Academy and/or at such other times and places as it may determine. Special meetings of the Congress of Members may be called by a two-thirds (2/3) vote of the Board of Directors and shall be called by the President upon the written request of any ten (10) or more active members in good standing and shall be held at such time and place as may be set forth in such call; provided, however, that notice of such meeting date shall be given by the Secretary in writing to all active members in good standing at least thirty (30) days prior to the date set for such meeting.

Section 4. Quorum and Rules. The members present at the Congress will constitute a quorum. The Congress may adopt such rules of procedure for the transaction of its business as it deems desirable and shall be the judge of the election and qualifications of its members.

Section 5. Publication of Proceedings. The Congress of Members shall prepare a summary of the proceedings of its Annual Meeting and any special meetings to be published in the Academy's official publication and/or on the Academy's website.

Section 6. Speaker and committees. At each Annual Meeting of the Congress of Members, the Congress shall elect from its membership a Speaker of the Congress of Members, whose term of office shall begin on the day following the Annual Meeting at which he/she is elected and continue until a successor is elected and takes office. The Speaker shall preside over meetings of the Congress and shall appoint all reference and special committees of the Congress.

Section 7. Vice Speaker. At each Annual Meeting of the Congress of Members, a Vice Speaker shall be elected at the same time and in the same manner as is the Speaker and for the same term of office. The Vice Speaker shall preside over meetings of the Congress in the absence of the Speaker and may assist the Speaker in the performance of the duties of the office.

CHAPTER XIII

ETHICS AND DISCIPLINE OF MEMBERS

Section 1. Ethics. The Principles of Medical Ethics of the American Academy of Family Physicians shall be the Principles of Ethics of this Academy and shall be and hereby be made a part of these Bylaws.

Section 2. Discipline.

A. If any member is believed to have violated the principles of Medical Ethics or the Bylaws of this Academy, or the Bylaws of the American Academy of Family Physicians, or to be otherwise guilty of

conduct justifying censure, suspension or expulsion from this Academy, any member may refer charges against him/her in the form and manner hereinafter specified. Such charges must be in writing and signed by the accuser or accusers, and shall state the acts or conduct complained of with reasonable particularity. The accused must be notified by certified mail of the charges as well as the time and place of his/her hearing at least ten (10) days prior to this hearing. The Board shall then, or within thirty (30) days thereafter, consider the charges and shall either dismiss them or proceed as hereinafter set forth.

B. If the Board of Directors fails to dismiss such 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 Certified mail a copy thereof, certified and addressed to the last known address of the accused. The board of Directors shall also and at the same time, set 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 not be less than fifteen (15) days nor more than six (6) months after serving of charges. The accused may answer in writing but need not do so, and failure to answer shall not be an admission of truth to the charges or a waiver of the accused's right to a hearing.

C. The Board of Directors, 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, shall conclude the hearing and within thirty (30) days thereafter shall render a decision. The affirmative vote of a majority of the members of the Board present and voting shall constitute the verdict of the Board. The decision of the Board shall be expressed in a resolution which shall contain no opinion and which shall be signed only by the Chairman of the Board and the Secretary. No member of the Board not present for the entire time of the hearing shall be entitled to vote.

D. Censure shall mean a reprimand by the Chairman of the Board of Directors administered to the accused in the presence of 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 his/her re-application and the payment of dues accrued during the period of suspension.

E. The decision of the Board of Directors shall be final, provided, however, that any member who has been censured, suspended, or expelled may appeal such action to the American Academy of Family Physicians pursuant to the Bylaws thereof.

F. 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 Board of Directors of the American Academy of Family Physicians.

Section 3. Appeal. If any member of this Academy shall be disciplined, the accused shall have the right to appeal to the American Academy of Family Physicians as set forth in the Bylaws of that Academy.

CHAPTER XIV

REFERENDUM

Section 1. Order of Referendum. The Congress of Members or the Board of Directors may order a referendum on any question of policy which may come before said bodies, under the terms and conditions provided for by the Congress of Members and the Board of Directors.

Section 2. Validity of Decision. Where the Congress of Members or Board of Directors has power to decide a question under the Bylaws of this Academy, the action of the Congress of Members or Board of Directors, as the case may be, shall be valid, pending final determination of the referendum.

CHAPTER XV

COMMISSIONS

Section 1. There shall be two Commissions of the Academy:

A. Commission on External Affairs. The Commission on External Affairs shall consist of three (3) or more members. The Chair shall be appointed by the President annually and approved by the Board of Directors. If the Chair is not currently a member of the Board of Directors, he/she will be appointed to the Board as a non-voting ex-officio member for their term as Chair. The other members of the Commission will be appointed by the Chair. The function of this Commission shall be to oversee the Academy's interaction with external entities which may have an impact on family practice or family physicians in the state, including but not limited to the United States Congress; the Oregon Legislature, agencies of the State of Oregon; the general public; the Oregon Health Sciences University; the College of Osteopathic Medicine of the Pacific Northwest; the Oregon Medical Association and other specialty societies.

B. Commission on Education. The Commission on Education shall consist of three (3) or more members. The Chair shall be appointed by the President annually and approved by the Board of Directors. If the Chair is not currently a member of the Board of Directors, he/she will be appointed to the Board as a non-voting ex-officio member for their term as Chair. The other members of the Commission will be appointed by the Chair. The function of this Commission shall be to conduct, develop or assist in programs, lectures, courses or other means of postgraduate medical education, for the benefit of the members and of the profession at large and to assess the educational needs of the membership and address the needs thus determined.

Section 2. Ad Hoc Committees. Ad Hoc committees may be created by the Chairs or Commissions or the Board of Directors for special purposes. When such a committee has completed the functions and duties assigned to it, the committee shall be dissolved.

CHAPTER XVII

MISCELLANEOUS

Section 1. Rules of Order. In the absence of any provisions in these Bylaws, all members of this organization and of the Board of Directors and Congress of Members shall be governed by the parliamentary rules and usages contained in the current edition of "Sturgis Standard Code Parliamentary Procedure".

Section 2. Fiscal year. The fiscal year of this corporation shall be determined by the Board of Directors.

Section 3. Inspection of Records. The minutes of the proceedings of the Board of Directors and of the Congress of Members, the membership books and books of account shall be open to inspection upon the written demand of any member at any reasonable time, for any purpose reasonable related to the member's interest as a member; and shall be produced at any time when requested by the demand of ten per cent (10%) of the members at any meeting of the Assembly. 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 of the Academy.

Section 4. Annual Report. The Executive Director and/or Treasurer shall cause to be presented to the Board of Directors not later than six (6) months after the close of the fiscal year, a balance sheet, as of the closing date of such fiscal year, together with a statement of the income and profit and loss for such fiscal year. Such financial statement shall be certified to by a public accountant and shall be made available to any member of the Academy upon written request of the Executive Director or President.

CHAPTER XVIII

AMENDMENT OF THE BYLAWS

Section 1. Method of Amendment. The Bylaws Committee or any five (5) or more members at large may propose amendments to these Bylaws. Such proposals shall be submitted to the Secretary at least sixty (60) days prior to any special or regular meeting of this organization and notice shall be given by the Secretary to all members at least thirty (30) days prior to the meeting at which the proposals are to be voted upon.

Section 2. Amendments to be approved by AAFP. Changes in Oregon chapter Bylaws must be submitted to the American Academy of Family Physicians within 30 days of adoption and such amendments may not take effect until they are submitted to and reviewed by the AAFP Board. If the AAFP Board fails to give written notice of its objections to any such amendments within 90 days following receipt, the amendments will be considered to be approved and in effect. If, however, the amendments relate solely to the internal structure and organization of the Oregon chapter, the changes must be submitted for review by the AAFP but may be implemented immediately upon adoption without prior approval of the AAFP Board.

The proposals may be accepted by the following methods.

A. An affirmative vote of at least two-thirds (2/3) of the members present and voting at any meeting of the Congress of Members shall constitute adoption. Amendment shall take effect immediately upon adoption unless otherwise specified.

B. The Congress of Members may adopt an amendment to these Bylaws at any regular or special meeting without the necessity of giving the notice required above, provided that such amendment is adopted by the unanimous vote of all the members present at such meeting.

CHAPTER XIX

INDEMNIFICATION

Section 1. Indemnification. Every person who is or shall be or shall have been a director, officer, member of a committee or commission or an employee or agent of this corporation, or who is or shall be serving or shall have served at the request of this corporation 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 this corporation 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 this corporation or for any other enterprise or organization at the request of this corporation, except in relation to such matters as to which such person shall finally be adjudicated in such action, suit or proceeding 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. Each such person shall be indemnified also by this corporation 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, provided, however, that no such person shall be indemnified against or be reimbursed for any expenses incurred in connection with any criminal claim or liability unless such person had reasonable cause to believe that his or her conduct which resulted in the criminal claim or liability was lawful. "Costs and expenses" shall include, but are not limited to, attorneys' fees, damages, fines and reasonable amounts paid in settlement. The right to indemnification conferred by this section shall not restrict the power of the corporation to make any other or further indemnification permitted by law.

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