

ARTICLE I NAME

The name of this organization shall be "The Rhode Island Chapter, American Academy of Family Physicians", which will publicly be referred to as "The Rhode Island Academy of Family Physicians", abbreviated as RIAFP.

ARTICLE II AFFILIATION

This organization is a constituent chapter of the American Academy of Family Physicians (AAFP), a corporation existing under the laws of Missouri and is possessed only of those rights and powers conferred by said corporation on this organization. No rules, regulations, or policies adopted by this organization shall be in conflict with the rules, regulations or policies of the AAFP or the charter issued by said Academy to this organization.

ARTICLE III MISSION STATEMENT, PURPOSES AND POWERS

Section 3.0 Mission Statement:

"The RIAFP exists to promote the health of patients, families, and communities of Rhode Island by advancing the specialty of family medicine through education and advocacy."

Section 3.1 Purposes:

Purposes in support of the mission statement 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.

Sections 3.2 Powers:

To accomplish the foregoing aims, ideals and objectives, this corporation shall have power to acquire, own, and convey real and personal property; to carry on research; to issue publications; and to use any and all means for the attainment of its objectives which from time to time may seem to it desirable.

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.

Policy statements of the RIAFP will mirror the AAFP when agreed upon by the RIAFP Board of Directors (hereinafter referred to as the "Board"). Where there is disagreement with national AAFP policy, or there is no clear AAFP statement, the RIAFP Board will vote on whether it is necessary for

the RIAFP membership to hold a formal membership-wide vote on the topic. If the Board deems a membership-wide vote to be unnecessary then the vote of the majority of the Board will decide the position stance of the RIAFP.

ARTICLE IV MEMBERSHIP

Section 4.0 Members:

The qualifications and conditions of membership and the classes of membership shall be the same as those in the Constitution and Bylaws of the AAFP. The criteria of election to membership of the RIAFP shall be:

Any physician licensed to practice in the State of Rhode Island or a state contiguous to Rhode Island shall be eligible for membership in this organization provided, however, that they meet the qualifications and conditions set forth in the Constitution and Bylaws of the American Academy of Family Physicians. Members must live and/or work in Rhode Island.

Application for membership shall be made in writing on a form prescribed by the AAFP.

Any active member in good standing shall be eligible to vote and to hold office.

Medical students living or working in Rhode Island may be granted Student Member status. Student members will not be granted voting rights. Opportunities to serve as representatives on the Board of Directors will be available to students, as outlined in Article VI.

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 AAFP, the Board of Directors of the RIAFP is able to determine the right of an individual to remain a member of the RIAFP.

All right, title and interest, both legal and equitable, of a member in and to the property of this organization shall cease and desist in the event of any or either of the following:

- a) The expulsion of such member;
- b) The striking of their name from the roll of members;
- c) Their death or resignation.

Section 4.1 Member Dues:

Dues for active members shall be fixed on a yearly basis by the Board of Directors at the first Board meeting of the year. Dues are payable on election to membership and prior to the first day of each subsequent year as long as the member shall remain a member.

Section 4.2 Inactive-Member Dues:

The dues of other than active members shall be fixed by the Board of Directors.

Section 4.3: Unpaid Dues:

Any member whose dues or assessments are unpaid at the time of any annual meeting shall be ineligible to vote or to hold office. Any member whose dues or assessments are unpaid at the end of the calendar year shall be notified thereof by the Secretary-Treasurer, by registered mail to the member's address of record. Unless payment is received within thirty (30) days thereafter, the Secretary-Treasurer shall cause the member's name to be stricken from the membership roll and member so notified when directed by the Board of Directors. If a member thus stricken from the roll shall pay the amount due prior to the end of the ensuing calendar year, the Board of Directors may, at its discretion, reinstate said member. If at the end of the ensuing calendar year the amount due remains unpaid, the member whose name has been stricken from the roll shall be in the same status as though he had never been a member and shall acquire membership only in the manner set forth in these Bylaws.

ARTICLE V MEETINGS

Section 5.0: Annual Meeting

A meeting of the RIAFP membership shall be held annually at a time and place, including virtually, to be determined by the Board of Directors.

Notice of the Annual Meeting shall be given by the Secretary-Treasurer to all members at least sixty (60) days prior to the date of such meeting, either by e-mail sent to the members e-mail, letter, or through notice in an official publication of the organization.

Section 5.1: Special Meetings

Special Meetings may be called by the Board of Directors. Special meetings may also be called through a written request of any ten (10) or more members of the RIAFP, at a time and place, including virtually, determined by the Board of Directors.

Notice of a Special Meeting shall be given by the Secretary-Treasurer to all members at least thirty (30) days prior to the date of such meeting, either by e-mail, letter, or through notice in an official publication of the organization.

ARTICLE VI BOARD OF DIRECTORS

Section 6.0 Board of Directors:

The control and administration of this organization shall be vested in a Board of Directors. The Board of Directors shall be composed of: The Executive Committee, Chairpersons of standing committees, Delegates to the AAFP Congress of Delegates (COD), at-large members, public members, the Brown University Family Medicine Department Chair, resident members, and student members. All members of the Board of Directors are expected to maintain the standards of professionalism and conduct consistent with that of the RIAFP.

All members of the Board of Directors may be alternatively referred to as "Director" or "Member" throughout this Article VI.

All members of the Board of Directors must be RIAFP members, except public members.

The term of service for all members of the Board of Directors shall be two (2) years, with the exception of the AAFP Congress of Delegates (COD) Delegates, and the resident and student members.

- a. COD Delegates will be elected first as Alternate Delegates and serve a one (1) year term, which is to be followed by a one (1) year term as full Delegate. Only the Delegate will serve as a voting member of the Board of Directors.
- b. The resident and student members will be elected by the family medicine residents, and the Family Medicine Interest Group respectively, as outlined in Section 6.1.

The Brown Family Medicine Department Chair shall be an ex-officio member of the Board of Directors, and is therefore not subject to a specific term of service.

Section 6.01 Executive Committee

The Executive Committee of this organization shall be made up of: Board Chairperson, President, President Elect, Vice President, and Secretary-Treasurer. The Executive Committee shall have authority to act for the Board of Directors during the interim between meetings of the Board.

The President shall be expected to preside at all meetings of the Executive Committee and the Board of Directors.

The Board Chairperson shall preside at all meetings of the Executive Committee and at the Board of Directors in the absence of the President.

The Secretary-Treasurer shall be custodian of all the funds of the organization. They shall also give notice of and keep a record of all meetings, enroll and maintain the records of members and be the custodian of all the official documents of the organization.

Members of the Executive Committee will be elected by the RIAFP Membership at the Annual Meeting, as outlined in Section 6.1.

Section 6.02 At-Large Members

Members of the RIAFP who possess “special skills” relevant to the operation of the Board of Directors may run for the position of at-large member. The total number of at-large members and public members combined shall not exceed twelve (12), and the number of at-large members should never be fewer than ten (10).

At-large members will be elected by the Board of Directors, as outlined in Section 6.1.

There shall be no term limits for at-large members. They may be renominated every two (2) years.

Section 6.03 Committees and Committee Chairs:

Committees shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board. Additional committees may be formed by the President with the approval of a majority vote of the Board of Directors.

Committee Chairs will be elected by the Board of Directors, as outlined in Section 6.1.

There shall be no term limits for Committee Chairs. They may be renominated every two (2) years.

Section 6.04 Delegates to the Congress of Delegates of the AAFP:

Delegates and Alternate Delegates to the Congress of Delegates of the AAFP shall be expected to attend the annual COD and keep the RIAFP Board of Directors apprised of the actions of said COD. In the event that a Delegate is unable to attend any part of the COD, an Alternate Delegate will be selected to assume the role of Delegate during the elected Delegate's absence. Selection of the individual Alternate Delegate who is to assume the role of Delegate will be by the President.

There shall be two (2) full Delegates and two (2) Alternate Delegates every year. Their respective terms are one (1) year as outlined in these Bylaws.

Alternate Delegates will be elected by the Board of Directors, as outlined in Section 6.1. Alternate Delegates will automatically become full Delegates at the completion of their one (1) year term.

Section 6.05 Resident and Student Directors

There will be two (2) voting and two (2) non-voting board seats available for family medicine residents in Rhode Island, which corresponds to the number of distinct residency training sites in the state. The residents will be expected to participate in the routine activities and meetings of the Board of Directors. The residents will be voted in by their residency site every 1 (year). Should additional residency programs or sites be created in Rhode Island, additional one (1) voting and one (1) non-voting seats will be granted to ensure fair representation.

The Brown medical students will have up to four (4) representatives on the Board. These are non-voting positions. The medical students will be appointed by the Family Medicine Interest Group and approved by their faculty advisor every one (1) year.

There shall be no term limits for resident or student directors. They may be renominated every one (1) year, while they remain residents and students, respectively.

Section 6.06 Public Members

Community members who possess "special skills" relevant to the operation of the RIAFP may run for one of the public member seats on the Board of Directors. They do not have to be members of the RIAFP, but are expected to maintain the standards of professionalism and conduct consistent with that of the RIAFP.

The number of public members on the Board shall not exceed two (2) and the number of public members and at-large members shall not exceed twelve (12). In the case that both public member seats are not filled, these may be designated as at-large member seats.

Public members will be elected by the Board of Directors, as outlined in Section 6.1.

There shall be no term limits for public members. They may be renominated every two (2) years.

Section 6.1 Elections:

At least sixty (60) days before the Annual Meeting the Secretary-Treasurer will give notice of the positions that are eligible for election at said meeting, accompanied by an outline of roles and responsibilities, and eligibility criteria. Election shall be by majority vote of the members present and voting at the Annual Meeting.

The positions that will be elected publically by the general membership at the Annual Meeting are: President-Elect, Vice President, and Secretary-Treasurer.

Applicants for any of the positions on the Executive Committee (President-Elect, Vice President, Secretary-Treasurer) will be expected to have served no fewer than one (1) year on the Board of Directors before running.

For positions that are elected by the Board of Directors, applications will be accepted following the Annual Meeting. At the Board meeting following the Annual Meeting, applications for additional Board positions will be considered and voted on.

The positions that will be elected internally by the Board of Directors are: Committee Chairpersons, AAFP COD Alternate Delegates, At-Large Members, and Public Members.

No election shall be held for the offices of Board Chairperson, President, or Delegates to the AAFP COD in light of succession policies outlined in these Bylaws. The sitting President shall become the Board Chairperson and the sitting President Elect shall become the President. The Alternate Delegates to the AAFP COD shall become the full Delegates at the completion of their terms.

Section 6.2 Vacancies:

Any vacancies of the Board of Directors shall be filled at the discretion of the Board Chairperson with approval by the Board of Directors, provided, however, that such appointment shall terminate at the next Annual Meeting, at which special elections will be held for the unexpired term, if any such time exists.

If the Board Chairperson seat is vacated, this seat will not be filled prior to the completion of the presiding President's term.

Any vacant medical student or resident director positions will be filled at the discretion of the Family Medicine Interest Group Faculty Advisor and the Brown Family Medicine Program Director respectively, in consultation with the Board Chairperson. Such appointments shall terminate at the end of the departing Director's term.

Section 6.3 Voting:

Each Director shall have one vote, with the exception of medical student members of the Board. All voting at meetings shall be done personally, including conference call, video-conference or other remote communication, but no proxy shall be allowed. Voting outside of official meetings via email may be permitted at the discretion of the Executive Committee.

All official votes of the Board of Directors will be by a simple majority, unless otherwise explicitly stated in these Bylaws. The Board must have a quorum to conduct an official vote; fifty (50) percent of seated members of the Board of Directors will constitute a quorum.

Section 6.4 Compensation

Directors shall not receive any compensation from the RIAFP for services rendered as members of the Board.

Section 6.5 Absence:

Each Board member is expected to communicate with the Chair/President in advance of all Board meetings stating whether or not they are able to attend or participate by conference telephone or other agreed-upon means of communication. Any Board member who is absent from three (3) successive Board meetings or fails to participate for a full year shall be deemed to have resigned due to non-participation, and their position shall be declared vacant, unless the Board affirmatively votes to retain that director as a member of the Board.

Section 6.6 Executive Director:

The Board of Directors may appoint an Executive Director who may be, but need not be, a member of the RIAFP, for a term and stipend, if any, to be determined by the Board. They shall perform the responsibilities of the Executive Director as outlined in the Executive Director Job Description as composed by the Executive Committee and approved by the Board of Directors as well as such other duties as the Board of Directors may prescribe. The Executive Director shall have a yearly performance review executed by the Executive Committee of the Board of Directors, the result of which will be communicated to the Board of Directors. Failure to fulfill the responsibilities outlined in the Executive Director Job Description or failure to maintain the standards of professionalism and conduct consistent with that of the RIAFP as determined by the Executive Committee may result in probation or termination.

ARTICLE VII ETHICS

Section 7.0 Member Ethics:

The Principles of Medical Ethics of the American Medical Association, as they now or hereafter may provide, shall be the principles of ethics of this organization and shall be and hereby are made a part of these Bylaws.

If any member is believed in good faith to have violated the Principles of Medical Ethics or the Constitution and Bylaws of this organization or of the American Academy of Family Physicians, or to be otherwise guilty of conduct justifying censure, suspension, or expulsion from this organization such charges must be in writing and signed by the accuser or accusers and must state the acts or conduct complained of with reasonable particularity.

Such charges must be filed with the Secretary-Treasurer. At the first meeting of the Board held after the filing of said charges, the Secretary-Treasurer must present said charges to the Board. The Board shall then or at any adjournment of said meeting but not more than thirty days thereafter, consider the charges and shall either dismiss said charges or shall proceed as hereinafter set forth.

If the Board fails to dismiss said charges, it shall, within fifteen days thereafter, cause a copy of the charges to be served upon the accused by depositing in the United States mail a copy thereof, registered and addressed to the last known address of the accused. The Board shall also, and at the same meeting, fix a time and place for hearing said charges and the accused shall be notified of the time and place for hearing the said charges and in the same manner as provided for the serving of charges.

The accused may answer in writing but need not do so and failure to answer will not be an admission of truth of the charges or a waiver of the accused's right of a hearing. The Board shall, after having given to the accuser and the accused every opportunity to be heard including oral arguments and the filing and consideration of any written briefs, conclude the hearing and within thirty days thereafter shall render a decision. The affirmative vote of two-thirds of the members of the Board present and voting shall constitute the verdict of the said Board which by such vote may exonerate, censure, suspend or expel the accused member. The decision of the Board shall be expressed in a resolution which shall contain no opinion and shall be signed only by the Chairman of the Board and the Secretary. Members of the Board not present for the entire time of the hearing shall not be entitled to vote.

Censure shall mean a reprimand by the Chairman of the Board of Directors administered to the accused in the presence of the 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 application and the payment of dues accrued during the period of suspension. The decision of the Board of Directors shall be final.

Any member who has been censured, suspended, or expelled may appeal such action to the American Academy of Family Physicians pursuant to the Bylaws of said corporation.

ARTICLE VIII RULES OF ORDER

American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall guide all parliamentary proceedings of the meetings of the Board of Directors, and official meetings of the RIAFP, as appropriate.

ARTICLE IX AMENDMENTS

Any five or more members of the Board of Directors may propose amendments to these bylaws by submitting the proposed amendments to the Secretary-Treasurer at least thirty (30) days prior to any regular or special meeting of the Board of Directors. Notice of such proposed amendments shall be given by the Secretary-Treasurer to all Board members at least fourteen (14) days prior to the meeting for which the amendment is offered. An affirmative vote of at least two-thirds of the members present and voting shall constitute adoption.