

Wyoming Academy of Family Physicians

Bylaws

Revised April 2018



WYOMING ACADEMY OF
FAMILY PHYSICIANS

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CHAPTER I

Name and Affiliation

SECTION 1: The name of this organization shall be the Wyoming Academy of Family Physicians, hereinafter referred to by the acronym WAFP, and it shall be a constituent chapter of the American Academy of Family Physicians, hereinafter referred to the by the acronym AAFP. 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 of this organization.

CHAPTER II

Mission and Purposes

SECTION 1: The mission of the WAFP is to promote excellence in health care and the betterment of the health of all people. Purposes in support of this mission are:

- 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 medicine;
- To promote the science and art of family medicine and to ensure an optimal supply of well-trained family physicians;
- To preserve and promote quality, cost-effective health care;
- To provide responsible advocacy for and education of patients and the public in all health-related matters;
- To maintain and provide an organization with high standards to fulfill the above purposes and to represent the needs of its 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.

SECTION 3: The WAFP is possessed only of those powers conferred upon it through the Charter issued by the American Academy of Family Physicians.

CHAPTER III

Membership and Election of Members

SECTION 1: To hold membership in the WAFP, a member must be an individual of high moral, ethical, and professional character and meet the definition of “good standing” as defined by the Bylaws of the AAFP.

SECTION 2: The eligibility, qualifications, and conditions for membership in the WAFP shall be those now or hereafter defined by the Bylaws of the AAFP.

SECTION 3: The member categories of the WAFP shall include the following: (1) Active Members, (2) Resident members, (3) Inactive members, (4) Honorary members, (5) Life members, (6) Student members, (7) Supporting members, (8) International members. The additional membership qualifications required of each class as well as their rights, obligations, and methods of election are as set forth now and hereafter in the Bylaws of the AAFP.

SECTION 4: All applications for membership shall be on a Form of Application prescribed by the AAFP. Election to membership of the WAFP shall be by majority vote of the Board of Directors of this organization.

SECTION 5: Persons accepting membership to the WAFP recognize the Board of Directors as the sole judge of the right to become or retain their membership in the WAFP. Acceptance for membership in the WAFP shall constitute an agreement to comply with the Bylaws of the WAFP.

SECTION 6: 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: (1) expulsion of the member; (2) the striking of his or her name from the roll of members; (3) death or resignation of the member.

SECTION 7: Members of the WAFP shall be required to pay dues, admission fees, and/or assessments to this organization in the amount and manner set forth in these Bylaws.

SECTION 8: All members of the WAFP whose dues, admission fees, and/or assessments are paid in accordance with these Bylaws shall be members of the AAFP. Failure to apply for, obtain, and/or maintain membership in the AAFP shall make an individual ineligible for membership in the WAFP.

SECTION 9: These Bylaws provide that Active members are given the privilege of the floor of the Annual Meeting, may vote, and may hold office in the WAFP. Resident and student members are granted the privilege of the floor of the Annual Meeting, but may not

vote or hold office except as noted in these Bylaws under Chapter VIII "Board of Directors." Other member categories of this Academy are given the privilege of the floor of the Annual Meeting.

CHAPTER IV

Annual and Special Meetings

SECTION 1: A meeting of the members of this organization shall be held annually at a time and place to be determined by the Board of Directors.

SECTION 2: Special meetings may be called by the Board of Directors or by the President. Special meetings shall be called by the Secretary-Treasurer upon the written request of any five (5) or more active members, at a place and time determined by the Board of Directors.

SECTION 3: Notice of annual or special meetings shall be given by the Secretary-Treasurer to all members at least sixty (60) days prior to the date of such meeting, either by letter mailed to the member's address as it appears on the executive secretary's records, by email to the email address on record, or by publication in the official publication, if any, of this organization.

SECTION 4: Members present shall constitute a quorum for the transaction of business at any regular or special meeting, and unless otherwise provided in these Bylaws, all matters shall be determined by a majority vote of the members present and voting.

SECTION 5: The Board of Directors may adopt such rules of procedure for the transaction of business at the annual or special meeting of this organization as it deems necessary unless otherwise provided in these Bylaws.

SECTION 6: Electronic Conference: Whenever possible the WAFP should provide a mechanism for participating by electronic conference at meetings of the Board, the Executive Committee, other Committees, and other issue-specific meetings or forums of the WAFP. During such electronic conference participation, a participant's electronically issued vote (voice, computer or otherwise, as designated by the Board) shall be considered a valid vote.

CHAPTER V

Dues

SECTION 1: Dues for active members shall be fixed annually by the Board of Directors, due and payable upon election to membership and payable in advance on the first day of each subsequent year so long as the member shall remain a member.

SECTION 2: The Candidate's first year dues shall accompany the candidate's membership application; provided, however, that the total sum shall be refunded in the event the application is not approved.

SECTION 3: The dues of other than active members shall be fixed by the Board of Directors. In addition, other than active members shall be required to pay such dues to the AAFP as may be prescribed by the Bylaws of that organization.

SECTION 4: Special assessments will be applied equally to all active members by affirmative action of two-thirds of the members of the Board of Directors.

SECTION 5: Any member whose dues or assessments are unpaid at the time of any annual meeting shall be ineligible to vote or to hold office.

CHAPTER VI

Board of Directors

SECTION 1: Subject to the action of the assembled voting eligible members at Annual or Special Meeting, the control and administration of the WAFP shall be vested in the Board of Directors. The Board of Directors shall be comprised of twelve voting members and two non-voting members of the WAFP and consist of the following:

1. President (Chair)
2. Vice-President (Vice-Chair)
3. Secretary-Treasurer (Member)
4. Immediate Past-President (Member)
5. Three (3) At-Large Board Members (Members)
6. Two (2) Delegates to the AAFP Congress of Delegates (Members)
7. Two (2) Alternate-Delegate to the AAFP Congress of Delegates (Non-Voting Members)
8. Two (2) Residents (Members)
9. One (1) Medical Student (Member)

SECTION 2: The Board of Directors shall meet face-to-face annually and at other such times, places, and manners as the President/Chair and Board of Directors shall determine.

SECTION 3: A simple majority of the Board, based upon total voting Board membership, shall constitute a “quorum” for the transaction of any and all business by the Board of Directors. Unless otherwise specified by these Bylaws, all matters shall be decided by a simple majority of Board Members present.

SECTION 4: The Board of Directors may appoint such standing or special committees deemed necessary to assist in conducting its assigned duties. Representatives from such committees may be asked to attend meetings of the Board and/or general membership to report upon findings or recommendations derived from their committee’s efforts.

SECTION 5: Membership on the Board of Directors constitutes a commitment to service to the state and national academies and requires time and personal commitment to:

1. Attend Annual and Special Meetings of the WAFP.
2. Attend annual, scheduled quarterly, conference call, internet, special, and/or emergency Board of Directors meetings.
3. Complete assigned work duties during Board activities.
4. Complete assigned work duties integral to Board activities, prepare, disseminate, and present such reports and/or documents as designated by the Board of Directors.
5. Discharge, to the best of one’s capacity, those patient and/or WAFP advocacy roles designated by the Board of Directors.
6. Comply with the “Competitive Activities of Officers, Directors, and Committee Members” Policy of this Academy as outlined in Appendix A of these bylaws.

SECTION 6: The Board of Directors will specifically review and consider for termination any Board member who:

1. Fails to attend at least fifty percent (50%) of Board activities, unless attendance is precluded by personal emergency or if absence is authorized by prior written notification to the Secretary/Treasurer, or
2. Fails to successfully discharge duties as assigned by the Board of Directors.

CHAPTER VII

Duties and Terms of Officers

SECTION 1: The President of the WAFP shall:

1. Serve as Chair of the Board of Directors,
2. Preside at all meetings (Annual and Special) of the organization,
3. Preside at all meetings of the Board,
4. Be an ex-officio member of all Standing and/or Special committees,
5. Be encouraged and expected to attend the annual meeting of the American Academy of Family Physicians,
6. Take office at the conclusion of the Annual Meeting during which elected, and
7. Assume the duties of the Immediate-Past-President at the conclusion of the next succeeding annual meeting, or at such time that a successor is seated.

SECTION 2: The Vice-President of the WAFP:

1. Shall be a member of the Board of Directors,
2. Preside over all meetings of the Board and this organization in the absence of the President,
3. Could succeed by preference vote to the office of President at the expiration of the President's term as outlined in these Bylaws.

SECTION 3: In the event of death or resignation of the President during term of office, or if for other reason determined to be unable or unqualified to complete the term of office, the Vice-President shall succeed to the office of President for the un-expired portion of the term.

SECTION 4: In the event of death or incapacitation of both the President and the Vice-President, the Board of Directors will appoint a President for the remainder of the un-expired term. This appointment will take place as the first order of business at the next Board of Directors meeting, however, nothing in these Bylaws is to be construed to prevent the voting-eligible members of the WAFP from nominating a candidate to complete the un-expired term of President.

SECTION 5: The three At-Large Board Members:

1. Must be active members of the WAFP.
2. Shall be voting members of the Board of Directors.

3. Shall serve a three-year term, commencing at the conclusion of the Annual Meeting during which elected.
4. Term will expire at the conclusion of the third consecutive Annual Meeting thereafter.

SECTION 6: In the event of death, resignation, or incapacitation of an At-Large Board Member during a term of office, the Board of Directors may appoint an At-Large Board Member to fulfill the un-expired portion of that term of office.

SECTION 7: Term limits for At-Large Board Members shall be one (1) three-year (3) term in office, however, an At-Large Board Member may be re-elected as same following a minimum of one (1) year lapse of time out-of-office. Nothing in these Bylaws is to be construed to prevent an active member, assigned to fulfill an un-expired term of an At-Large Board Member from being elected at the Annual Meeting to one (1) three-year (3) term as an At-Large Board Member.

SECTION 8: The Secretary/Treasurer:

1. Must be an active member of the WAFP,
2. Shall be a voting member of the Board of Directors,
3. Shall serve a one-year term of office, commencing at the conclusion of the Annual Meeting during which elected,
4. Could succeed by preference vote to the office of Vice-President at the expiration of the Vice-President's term as outlined in these Bylaws.
5. Shall be eligible to serve consecutive terms of office if so desires and is elected to do so,
6. Shall be custodian of all funds for the WAFP,
7. Shall perform other such duties as title of the office ordinarily connotes, including, but not limited to:
 - a. Giving notice of meetings,
 - b. Keeping records of all meetings,
 - c. Enrolling and maintaining member records, and
 - d. Acting as custodian of all official documents for the WAFP.

SECTION 9: The Secretary/Treasurer shall make available for inspection the minutes of the proceedings of the Board of Directors, the membership books, and books of account upon the written demand of any member at any reasonable time, for any purpose reasonably related to the member's interest as a member. Such inspection may be made by agent or attorney, and shall include the right to make extracts thereof.

SECTION 10: In the event of death, resignation, or incapacitation of the Secretary/Treasurer, the Board of Directors shall appoint a member to complete the unexpired portion of the term of office.

SECTION 11: The Immediate Past-President:

1. Is a voting member of the Board of Directors,
2. Shall be granted a one-year term of office commencing upon seating a replacement President as outlined in these Bylaws,
3. Term will expire at the next succeeding Annual Meeting.

SECTION 12: The Resident members of the Board of Directors:

1. Must be a Resident member of the WAFP,
2. Will be a full voting member of the Board of Directors,
3. Term of office will commence on July first (1st) of the year elected,
4. Term will expire upon the date of graduation from residency training,
5. Are ineligible to serve as an officer of the WAFP, a Delegate, or an Alternate Delegate during their term as Family Practice Resident on the Board of Directors.

SECTION 13: The Medical Student member of the Board of Directors:

1. Must be a Student member of the WAFP,
2. Will be a full voting member of the Board of Directors,
3. Term of office will commence on July first (1st) of the year elected,
4. Term will expire upon the date of graduation from medical school,
5. Is eligible to serve a second consecutive term as Student member of the Board of Directors if remaining a student in good standing,
6. Is ineligible to serve as an officer of the WAFP, a Delegate, or an Alternate Delegate during their term as Medical Student member of the Board of Directors.

CHAPTER VIII

Delegates

SECTION 1: There shall be elected two (2) Delegates and two (2) Alternate Delegates to the Congress of Delegates of the AAFP. Election will be as prescribed in Chapter IX of these Bylaws.

SECTION 2: Delegates shall be voting members of the Board of Directors and the Alternate Delegates shall be non-voting members of the Board of Directors. Delegates and the Alternate Delegates shall attend all meetings of the Congress of Delegates of the AAFP, and shall report to the Board of Directors and membership of the WAFP on the proceedings of the Congress of Delegates. Delegates will be limited to no more than three (3) consecutive two (2) year terms in office with the exceptions as listed in Chapter IX.

SECTION 3: An Alternate Delegate shall fulfill the duties of a Delegate in the absence of said Delegate.

CHAPTER IX

Nominations and Elections of Officers

SECTION 1: At least 30 (thirty) days prior to the annual meeting, a nominating committee composed of the Immediate Past President, the President, and the Vice-President shall be convened. The chairman of the nominating committee shall be the Immediate Past President. The duties of the committee shall be to present nominations for the offices that will be vacated at the annual meeting.

SECTION 2: Each year at the annual meeting of the membership, an election shall be held for:

1. One (1) President (one-year term)
2. One (1) Vice President (one-year term)
3. One (1) Secretary/Treasurer (one-year term)
4. One (1) At-Large Board Member (three-year term)
5. One (1) Delegate to the Congress of Delegates (two-year term)
6. One (1) Alternate-Delegate to the Congress of Delegates (two-year term)
7. One (1) Family Practice Resident (two-year term)
8. One (1) Medical Student (one-year term)

SECTION 3: The Immediate Past President position on the Board is a granted position and not subject to election. The positions of Secretary/Treasurer, Vice-President, and President shall be open for at-large nominations but with a preference for succession through these three positions in the order listed to ensure maximum leadership knowledge.

SECTION 4: Each year at the Annual Meeting the members shall elect one (1) Delegate to the Congress of Delegates of the American Academy of Family Physicians to

serve a term of two (2) years to commencing at the conclusion of the Annual Meeting during which elected. To serve as Delegate, the candidate:

1. Must have served as an Alternate Delegate
2. Preference may be given to candidates who have served on the board of directors of the WAFP.

SECTION 5: Each year at the Annual Meeting the members shall elect one (1) Alternate Delegate to the Congress of Delegates of the American Academy of Family Physicians. Preference may be given to candidates who have served on the board of directors of the WAFP.

SECTION 6: Term limits of three (3) sequential two-year (2-year) terms apply to Delegates. Term limit exceptions may be considered in the event of 1) insufficient alternate delegate training precedes the expiration of a term limit or 2) a delegate has assumed a leadership role at the AAFP Congress of Delegates of which their continued representation would be beneficial to the WAFP. The WAFP Board of Directors will authorize a term limit exception.

SECTION 7: Nominations for all positions shall be made by the nominating committee. Nominations shall also be allowed from the floor of the Annual Meeting by WAFP members as defined in these by-laws.

SECTION 8: Election of nominated officers should be performed electronically immediately following the annual meeting thus allowing for 1) nominations from the floor to be added to the ballot previously prepared by the nominating committee and 2) electronic polling of the full membership. Election of all positions will be by simple majority of the total votes received.

SECTION 9: When there are three or more candidates for an elected position and no one candidate receives a majority vote on the first ballot, the two candidates with the highest numbers of votes will appear on the next ballot and all other candidates will be dropped. Except in circumstances of a tie-vote for second place, where the candidate with the highest vote and the two tied-candidate's names will appear on the ballot. Voting will continue in like manner until a simple majority is reached.

SECTION 10: One (1) incoming second-year Family Practice Resident who is a member of the WAFP will be advanced as a candidate for a two-year term position of a Family Practice Resident member of the Board of Directors of the WAFP. On even-numbered years, the Resident member will be advanced from the Casper Family Medicine Residency and on odd-numbered years, the Resident member will be advanced from the

Cheyenne Family Medicine Residency thereby ensuring continuity amongst Resident members. Resident candidates are:

1. To be selected by fellow Family Practice Residents or at the recommendation of the current Resident Board Member from their respective training programs,
2. To be sanctioned by the Residency Faculty and/or Program Directors through accompanying letters of support and approval,
3. Advanced as candidates after selection by the Nominating Committee of the WAFP.

SECTION 12: At least one (1) clinical-level Medical Student (MS-III or MS-IV) in good standing who is a resident of Wyoming will be advanced as a candidate for Medical Student Member of the Board of Directors. The Medical Student candidate(s) is:

1. To be selected by the Wyoming WWAMI Foundations Dean or Assistant Clinical Dean Wyoming WWAMI, and
2. To be advanced by the Nominating Committee of the WAFP.

CHAPTER X

Executive Committee

SECTION 1: The Executive Committee shall be composed of five members as follows:

1. Past-President
2. President
3. Vice-President
4. Secretary / Treasurer
5. The most senior Delegate to the Congress of Delegates

SECTION 2: The Executive Committee, by a majority vote, shall have full authority to conduct necessary business:

1. That demands prompt action in the interim between meetings of the Board; or
2. When it is impracticable or impossible to convene the Board of Directors; or
3. When the Board authorizes or otherwise directs the Executive Committee to act for and on behalf of the Board.

SECTION 3: Meetings of the Executive Committee shall be held at the call of the President.

SECTION 4: Three members of the Executive Committee shall constitute a quorum for any regular or special meeting of the Executive Committee.

SECTION 5: The Executive Committee shall provide in writing all interim committee minutes to the Board of Directors

CHAPTER XI

Ethics

SECTION 1: The Principles of Medical Ethics of the American Medical Association (Appendix B), 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.

SECTION 2: All WAFP members nominated to serve in the capacity of officer, board member, committee member, or other such leadership position must submit to the Board of Directors a statement in writing on "Competitive Activities." This statement shall be in compliance with Appendix A of these bylaws "Competitive Activities of Officers, Directors, and Committee Members" and shall be reviewed by the Board of Directors prior to the election of said nominee. The Board of Directors of the WAFP shall be the final arbiter to determine if a conflict exists which precludes the member from serving in the capacity to which they have been nominated. If such a conflict exists, the member's candidacy shall be withdrawn from the election and the member shall be notified of this action.

CHAPTER XII

Miscellaneous

SECTION 1: The fiscal year of this organization shall begin on the first day of January and end on the last day of December of each year.

SECTION 2: In the absence of any provision in these Bylaws, all meetings of this organization and the Board of Directors shall be governed by the parliamentary rules and usages contained in the most current edition of the Standard Code of Parliamentary Procedure.

SECTION 3: The WAFP shall extend payment for meeting expenses for elected leadership and for the Executive Director as determined to be reasonable, fiscally responsible, and in compliance with the approved WAFP budget.

SECTION 4: Component chapters of this organization may be formed in counties or regions of this state. The Bylaws, rules and regulations of such component chapters shall be subject to the approval of the Board of Directors of this organization and shall be consistent with the Bylaws of this organization and the Bylaws of the AAFP.

CHAPTER XIII

Amendments

SECTION 1: Any five (5) or more members may propose amendments to these Bylaws. Such proposals shall be submitted to the Secretary-Treasurer at least one hundred (100) days prior to any regular meeting of this organization, and notice shall be given by the Secretary-Treasurer to all members at least thirty (30) days prior to the meeting at which the proposals are to be voted upon. An affirmative vote of at least two-thirds (2/3) of the members voting shall constitute adoption. Amendments shall take effect immediately upon adoption unless otherwise specified.

Appendix A

“Competitive Activities of Officers, Directors, and Committee Members”

SECTION 1: Policy Elements:

1. With any nomination to a leadership position the WAFP Member must submit a listing of any commercial, literary, or academic appointment or position which might contribute to a present or potential future conflict of interest with the suggested position or other possible future activity of the candidate on behalf of the WAFP.
2. Any WAFP Member elected to a leadership position who is engaged in any commercial activity which is beneficial financially to himself/herself, or through his/her efforts or advice to a commercial venture which is engaged in an activity which might be in competition with an WAFP function or which might come under the review of their leadership position may be asked to divest themselves of the relationship with that commercial venture or to relinquish his/her leadership position within the WAFP.
3. All WAFP members accepting nomination for a leadership position within the WAFP must review and be willing to comply with the elements of this policy.
4. The Board of Directors of the WAFP shall determine compliance with this policy. Specific exception to an individual’s participation in activity outside of the WAFP structure can be granted at Board discretion.
5. If once an active officer an apparent conflict of interest arises during WAFP matters, a voting official should recuse himself / herself from any vote pertaining to that apparent conflict of interest.

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Appendix B

AMA CODE OF MEDICAL ETHICS

AMA PRINCIPLES OF MEDICAL ETHICS

Preamble: The medical profession has long subscribed to a body of ethical statements developed primarily for the benefit of the patient. As a member of this profession, a physician must recognize responsibility to patients first and foremost, as well as to society, to other health professionals, and to self. The following Principles adopted by the American Medical Association are not laws, but standards of conduct that define the essentials of honorable behavior for the physician. (Revised June 2001 version)

- I. A physician shall be dedicated to providing competent medical care, with compassion and respect for human dignity and rights.
- II. A physician shall uphold the standards of professionalism, be honest in all professional interactions, and strive to report physicians deficient in character or competence, or engaging in fraud or deception, to appropriate entities.
- III. A physician shall respect the law and also recognize a responsibility to seek changes in those requirements which are contrary to the best interests of the patient.
- IV. A physician shall respect the rights of patients, colleagues, and other health professionals, and shall safeguard patient confidences and privacy within the constraints of the law.
- V. A physician shall continue to study, apply, and advance scientific knowledge, maintain a commitment to medical education, make relevant information available to patients, colleagues, and the public, obtain consultation, and use the talents of other health professionals when indicated.
- VI. A physician shall, in the provision of appropriate patient care, except in emergencies, be free to choose whom to serve, with whom to associate, and the environment in which to provide medical care.
- VII. A physician shall recognize a responsibility to participate in activities contributing to the improvement of the community and the betterment of public health.
- VIII. A physician shall, while caring for a patient, regard responsibility to the patient as paramount.
- IX. A physician shall support access to medical care for all people.