

CONSTITUTION AND BYLAWS OF THE DELAWARE ACADEMY OF FAMILY PHYSICIANS, INC.

Article I NAME

The name of this organization shall be "The Delaware Academy of Family Physicians, Inc."

Article 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 on 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 or the charter issued by said Academy to this organization.

Article III OBJECTS AND PURPOSES

Section 1. The mission of the Delaware Chapter of the American Academy of Family Physicians is to promote excellence in health care and the betterment of the health of the people of Delaware. Purposes in support of this mission are:

To provide responsible advocacy for and education of patients and the public in all health-related matters.

To preserve and promote quality cost-effective health care.

To promote the science and art of family medicine and to ensure an optimal supply of well-trained family physicians.

To promote and maintain high standards among physicians who practice family medicine.

To preserve the right of family physicians to engage in medical and surgical procedures for which they are qualified by training and experience.

To provide advocacy, representation and leadership for the specialty of family medicine.

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.

Article IV MEMBERSHIP

Section 1. The qualifications and conditions of membership and the classes of membership shall be the same as those now or hereafter provided in the Constitution and Bylaws of the American Academy of Family Physicians. This includes that those first applying for Active membership after December 31, 1988, must have satisfactorily completed a three-year family medicine residency program approved by the Accreditation Council on Graduate Medical Education. The method of election shall be provided in the Bylaws. Any Active member in good standing shall be eligible to vote and to hold office.

Acceptance of membership in this organization shall constitute an agreement by such member to comply with the Constitution and Bylaws of this organization and those of the American Academy of Family Physicians. A member accepting membership in this organization shall recognize the Board of Directors of this organization as the sole and only judge of his or her 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 or either of the following: (a) the expulsion of such member; (b) the striking of his or her name from the roll of members; (c) his or her death or resignation.

Section 2. Members shall be required to pay dues and/or assessments to this organization in an amount and manner as provided annually by the Board of Directors.

Section 3. All Active members of this organization whose dues and assessments are paid shall be members of the American Academy of Family Physicians, provided, however, that persons holding Active memberships in this organization on the date a charter is issued to this chapter by the American Academy of Family Physicians shall be given one year in which to pay the dues and become members of the American Academy of Family Physicians. Any member of the organization who fails to apply for and obtain membership in said A.A.F.P. in said one-year period shall be dropped from membership in this organization.

Section 4. Members of the American Academy of Family Physicians Uniformed Services Chapter are eligible for Associate membership paying only such dues as required of other Associate members. Such members shall be designated for reporting purposes as "Uniformed Services Associate." This category of membership is open to reserve and inactive military physicians who are members of a Uniformed Services Chapter. Dual membership with the right to vote and hold office in the Uniformed Services Chapter and the State chapter is permissible with payment of full dues to both chapters.

Section 5. Members of the uniformed services or students in a uniformed services medical school or students who have a service obligation to the uniformed services upon completion of their training and who are eligible for membership in this Academy may become members of the Uniformed Services Chapter. Members of the uniformed services or those eligible for student membership in the Uniformed Services Chapter may hold the same type of membership as they hold in the Uniformed Services Chapter or which allow active members of the Uniformed Services Chapter to hold a special category of constituent membership, without the right to vote or hold office, designated "uniformed services adjunct." Any member of the uniformed services or student eligible for membership in the Uniformed Services Chapter who ceases to be a member of the Uniformed Services Chapter of this organization shall cease to be a member of this Academy and his or her name shall be stricken from the roll of members.

Section 6. Duly licensed physicians may be elected to Supporting membership. Supporting members shall consist of two types: (1) those physicians in specialties other than family medicine; and (2) those physicians actively engaged in family medicine, the teaching of family medicine or medical administration for the previous six years, but who do not qualify for Active membership because they have not completed the necessary residency training or because they did not hold or apply for Active membership prior to January 1, 1989.

With respect to physicians practicing a specialty other than family medicine, such physicians may become Supporting members providing they meet criteria established by the Board of Directors and are licensed to practice in Delaware. Such criteria shall be based on activities which support and enhance the specialty of family medicine. Supporting members actively engaged in a specialty other than family medicine shall be relieved of the requirements for postgraduate education.

With respect to those physicians who are eligible for Supporting membership by virtue of being actively engaged in family medicine, the teaching of family medicine or medical administration for the previous six years, such physicians must have completed 150 hours of postgraduate study acceptable to the Commission on Continuing Medical Education during the three years immediately preceding their application for supporting membership. This type of Supporting member also must complete 150 hours of acceptable postgraduate study every three years in order to retain Supporting membership.

Article V **MEETINGS**

Section 1. Regular meetings will be held monthly, or upon such schedule as may be determined by a vote of a quorum of the membership, until such time as there is more than one constituent Chapter, at which time each constituent Chapter will decide for itself how often to hold its regular meetings. The annual meeting will be held at the time and place designated by the Board of Directors. Special meetings will be called as determined by the Board of Directors.

Section 2. Unless otherwise ordered by the Board of Directors, there shall be an Annual Meeting of the Academy which shall include a business meeting which shall hold elections of officers for the ensuing year; a Scientific Assembly; a meeting of the Board of Directors; and a full report of all officers, chairmen of standing committees and special committees. The time and place of the Annual Meeting shall be designated by the Board of Directors and announced at least ninety days before the date so fixed. It is incumbent upon the Board of Directors to designate a date to hold such a meeting.

Article VI **OFFICERS AND DIRECTORS**

Section 1. The officers of this organization shall be: President, President-elect, Vice President, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer, all of whom shall be members. The Treasurer shall be bonded, the amount of the bond to be determined by the Board of Directors, at whose discretion the amount may be changed.

Section 2. Subject to the action of the members in regular or special meeting assembled or by referendum, the control and administration of this organization shall be vested in a Board of Directors composed of seventeen (17) members: the President, President-elect, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Immediate Past-President, resident member, the two delegates and the two alternate delegates to the Congress of Delegates of the American Academy of Family Physicians, three (3) directors-at large, and the Kent-Sussex Counties liaison. The President, President-elect, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, delegates, and alternate delegates to the Congress of Delegates of the American Academy of Family Physicians, and three (3) directors-at-large shall be elected as prescribed in Article XI. The resident member, who must at the time of selection be in good standing in a family medicine program in Delaware, will be selected in a manner prescribed by the Board, and will have full voting privileges. The Kent-Sussex Counties liaison shall be appointed by the President. Nine (9) Directors shall constitute a quorum to conduct business unless otherwise stated in these Bylaws.

Section 3. All officers shall be invested in office at the Annual Meeting and shall immediately assume their duties as soon as they are invested in office.

Section 4. The Board of Directors shall hold a meeting shortly after the Annual Meeting. The President shall act as Chairman and appoint all committees for the year.

Article VII
COMPONENT SOCIETIES

Section 1. Component societies of this organization may be formed in counties or regions of this state or contiguous thereto. The constitution and bylaws, rules and regulations of such component societies shall be subject to the approval of the Board of Directors of this organization and shall be consistent with the Constitution and Bylaws of this organization and the American Academy of Family Physicians.

Section 2. Members residing in counties or regions contiguous to this state may be enrolled in this organization when such is approved by the American Academy of Family Physicians.

Section 3. This organization may allow the establishment of a resident component sub-chapter upon appropriate application and approval by the Active membership.

Article VIII
ELECTION OF MEMBERS

Section 1. Members of a State Medical Society 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.

Section 2. Any graduate from a medical school approved by the American Medical Association who is engaged in an approved internship or residency may be elected to Provisional (Associate) membership. Election to Provisional (Associate) membership shall be for a maximum period of one (1) year, provided, however, that a Provisional (Associate) member who fails to be elected to Active membership within one (1) year after completing his or her training and entering practice shall be dropped from the rolls of the Academy. Provisional (Associate) members shall be entitled to vote and hold office in the Academy.

Section 3. Provisional (Associate) membership may be granted to graduates of family medicine residency programs who extend their training immediately upon completion of residency training. Such Provisional (Associate) member who fails to be elected to Active membership within one (1) year after completing this training shall be dropped from the rolls of the Academy.

Section 4. Unless otherwise provided, students regularly enrolled in schools of medicine or osteopathy may be elected to student membership by the Delaware Chapter upon approval of their application on a form prescribed by the Board of Directors. Students applying for student membership must be enrolled in a medical or osteopathic school approved by an appropriate United States accrediting institution as defined by the American Academy's Commission on Education. Election to student membership shall terminate upon graduation from medical school.

Section 5. Application for membership shall be made in writing on a form prescribed by the American Academy of Family Physicians. Election to membership shall be by a majority of the Board of Directors.

Article IX
DUES AND ASSESSMENTS

Section 1. Dues are due and payable on election to membership and on the first day of each subsequent year so long as the member shall remain an Active member. The amount of the annual dues will be determined and revised as necessary by affirmation action of two-thirds of the members of the Board of Directors. From this amount, the then current dues of the American Academy of Family Physicians will be forwarded to the Treasurer of that organization.

Section 2. The payment of the first annual dues shall be forwarded to the Treasurer of the American Academy of Family Physicians and shall be paid upon invoice to new Active members, provided, however, that the sum shall be refunded in the event his or her application is not approved.

Section 3. Dues for Associate members shall be determined annually by the Board of Directors which shall constitute his or her subscription fee to AFP, the official journal of the Academy. Dues for the current calendar year for Associate members shall become due and payable on the date of their enrollment in the American Academy of Family Physicians and on the first day of January of each year thereafter.

Section 4. The dues of other members shall be fixed by the Board of Directors.

Section 5. Special assessments may be applied equally to all members by action of two-thirds of the members of the Board of Directors.

Section 6. 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 Treasurer, by registered mail to the member's address of record. Unless payment is received within thirty days thereafter, the Treasurer shall cause the member's name to be stricken from the membership roll. 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 the 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 or she had never been a member and shall acquire membership only in the manner set forth in these Bylaws.

Article X
NOTICE OF MEETINGS

Section 1. Notice of general or special meetings shall be given by the Secretary to all members at least ten days prior to the date of such meeting, either by letter mailed to the member's address as it appears on the Secretary's records or by publication in the official publication, if any, of the organization.

Section 2. Special meetings may be called by the President. Special meetings shall be called by the Secretary upon the written request of any ten or more members, at a place and time determined by the Board of Directors.

Article XI
ELECTION AND DUTIES OF OFFICERS AND DIRECTORS

Section 1. At least ninety (90) days before the Annual Meeting, the membership will, at a regular meeting, nominate and elect four (4) members to a Nominating Committee. The Immediate Past President will serve as chairman as a fifth (5th) member of that committee. Not more than one (1) member elected by the membership shall be a member of the Board of Directors. The duties of this committee shall be to present nominations for the respective offices of President, President-elect, Vice President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer; and one (1) Delegate and one (1) Alternate Delegate for two years to the Congress of Delegates of the American Academy of Family Physicians; and three (3) Directors-at-large. Nothing in these Bylaws shall prevent nomination from the floor at the annual meeting. Election shall be by majority vote of the members present and voting at the annual meeting, provided a quorum is present.

Section 2. Vacancies on the Board of Directors may be filled by the Board, 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.

Section 3. The President shall preside at all meetings of the organization.

Section 4. The President-elect shall preside at meetings of the organization in the absence of the President and shall assume the office of President when so elected, or if the President becomes incapacitated, or in the event a vacancy exists in the office of President for any reason. If the President-elect becomes President under any of these circumstances, he or she shall finish out the unexpired term and serve his or her own full elected term.

Section 5. The Vice President shall preside at meetings of the organization in the absence of the President and President-elect. The specific duties of the Vice President shall be prescribed by the President.

Section 6. The Board of Directors may appoint standing or special committees to assist in the discharge of its duties. The following are suggested: Committee on Credentials (to investigate candidates for membership), Education Committee, Committee on Public Policy (concerned with legislation, economics, hospital relations, et cetera) and Constitution and Bylaws Committee.

Section 7. A majority of the Board of Directors shall constitute a quorum.

Article XII
ETHICS

Section 1. By specific action of the Academy's Congress of Delegates on a two-thirds (2/3) vote, this organization may adopt policies or positions relating to ethical issues even though such policies or positions are in addition or contrary to the Principles of Medical Ethics of the American Medical Association. However, absent such specific action by the Congress of Delegates, 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.

Section 2. If, in good faith, it is believed that any member has 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, any member may prefer charges against him or her in the form and manner hereinafter specified.

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 accuser or accusers must be members of "The Delaware Academy of Family Physicians, Inc."

Such charges must be filed with the Secretary and at the first meeting of the Board held after the filing of said charges, the Secretary must present said charges to the Board. The Board shall then at any adjournment of said meeting, but not more than thirty days thereafter, consider the charges and shall either dismiss them 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 accuser(s) shall be notified of the 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 days nor more than sixty days after service of charges.

The accused may answer in writing but need not do so and failure to answer shall not be construed to be an admission of the validity of the charges or a waiver of the accused's rights to a hearing.

The Board shall after having given to the accuser and the accused every opportunity to be heard in the customary manner employed in such cases, 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 all members of a quorum of the Board present and voting shall constitute the verdict of the said Board which by such a 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 President and the Secretary. No member of the Board not present for the entire time of the hearing shall be entitled to vote. All those against whom charges have been filed pursuant to this article shall have the right to be represented by counsel at the initial hearing and at any subsequent appeals.

Censure shall mean a "reprimand by the President administered to the accused in the presence of the Board of Directors." No member shall be suspended for more than one year and at the expiration of the period of suspension 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 XIII **RULES OF ORDER**

In the absence of any provision in the Constitution or the By-Laws, all meetings of this organization and of the Board of Directors shall be governed by the parliamentary rules and usages contained in the current edition of Robert's "Rules of Order."

Article XIV **SEAL**

The corporate seal shall be circular and shall have inscribed thereon the name of the organization, the year of its incorporation and the words "Incorporated Delaware."

Article XV **QUORUM**

A quorum at any regular or special meeting of the membership shall be twenty-five Active members.

Article XVI **AMENDMENTS**

Any five or more members may propose amendments to the Constitution and Bylaws by submitting the same to the Secretary at least sixty days prior to any regular or special meeting. Notice of such proposed amendments shall be given to all members at least thirty days prior to the meeting for which the amendment is offered. An affirmative vote of at least two-thirds of a quorum present and voting shall constitute adoption.

As amended 9-7-05