

SUBJECT: Establishment of the ACOFP Mountain West Regional Society

SUBMITTED BY: ACOFP Board of Governors

REFERRED TO: 2021 American College of Osteopathic Family Physicians (ACOFP) Congress of Delegates (*submitted in 2020*)

RESOLUTION NO. 9

- 1 WHEREAS, American College of Osteopathic Family Physicians (ACOFP) members in the states of Idaho,
2 Utah and Wyoming seek to establish a Mountain West Regional Society within the ACOFP
3 Congress of Delegates; and
- 4 WHEREAS, the ACOFP Constitution & Bylaws/Policy & Organization Review Committee reviewed
5 the request and Bylaws of the proposed Mountain West Regional Society; and
- 6 WHEREAS, the ACOFP Constitution & Bylaws/Policy & Organization Review Committee having found
7 the request and the Bylaws to be complaint with the ACOFP policies and procedures forwarded
8 it to the ACOFP Board of Governors; now, therefore be it
- 9 RESOLVED, that the American College of Osteopathic Family Physicians (ACOFP) 2021 Congress of
10 Delegates approves the establishment of the ACOFP Mountain West Regional Society giving its
11 Delegates and Alternates voting rights and privileges accorded to all ACOFP Affiliate Societies.

FINAL ACTION: APPROVED as of MARCH 10, 2021

CONSTITUTION

I. NAME

The name of this organization shall be The American College of Osteopathic Family Physicians – Mountain West Regional Society, also referred to hereafter as the “ACOFP-MW.” The ACOFP-MW is a not-for-profit corporation chartered under the laws of the State of Utah and is an affiliate of the American College of Osteopathic Family Physicians (ACOFP).

II. MISSION AND OBJECTIVES

The mission of The American College of Osteopathic Family Physicians - Mountain West is to promote excellence in osteopathic family medicine through quality education, visionary leadership, professional fellowship, and advocacy for osteopathic family physicians and their patients.

The objectives of the ACOFP-MW are:

1. To promote and support osteopathic medical education.
2. To promote the specialty of Osteopathic Family Medicine to medical students and to provide networking opportunities for mentorship and guidance.

3. To conduct CME activities as determined by the Board.
4. To represent the voice and vote of the Mountain West states at the annual ACOFP Congress of Delegates.
5. To work collaboratively with other organizations that may share similar values, missions, or objectives.

III. MEMBERSHIP

The general membership of the ACOFP-MW shall consist of Family Physicians, and other persons who have met the requirements of membership prescribed by the ACOFP-MW's Bylaws. A state in or near the Mountain West Region may become a representing state member of ACOFP-MW if the state does not have an ACOFP state society. All members must abide by the ACOFP Code of Ethics.

IV. OFFICERS

The elected officers of the ACOFP-MW shall be President, President-elect, Vice-president, Secretary/Treasurer.

VI. BOARD OF GOVERNORS

The Board of Governors shall be the Executive Body of the ACOFP-MW and shall perform all such duties as provided in the ACOFP-MW's Bylaws and those directed by the membership.

VIII. AMENDMENTS TO THE CONSTITUTION

This Constitution may be amended at any annual meeting of the membership by an affirmative vote of two-thirds (2/3) of the total number of qualified members present at that meeting. Any Constitutional amendments items will be emailed to the general members thirty (30) days in advance for comments and then placed on the agenda for the upcoming ACOFP-MW General Membership Meeting.

BYLAWS

I. MEMBERSHIP

I. Section 1. **Individual Membership Classifications**

The membership of the ACOFP-MW shall consist of the following classes:
Active, Academic, and Associate

I. Section 1. A. **Active members** shall be licensed family physicians, board eligible or board certified who are engaged in the practice of family medicine, either in active clinical practice, or in academic medicine. Active members may vote, hold office or serve on the Board of Governors. Active members also include **Life members**, who are conferred by the ACOFP-MW Board of Governors upon reaching the age of 70 years and who has been a member of ACOFP-MW in good standing for 20 consecutive years immediately preceding. Life members shall pay no dues or assessment and shall be deemed to have the same privileges as other active members

I. Section 1. B. **Academic members** shall be students in colleges of osteopathic medicine accredited by the Commission on Osteopathic College Accreditation (COCA) who are also members of their local undergraduate chapter located within the Mountain West region or trainees in Graduate Medical Education programs in the representing states of ACOFP - MW. Academic members may serve and vote on committees, however are not eligible to vote in General Membership meetings. One student and one resident member will be elected to the Board of Governors and will have full voting rights at General Membership meetings.

I. Section 1. C. **Associate members** shall be those persons whose professional activities involve cooperation with family physicians through their specialty; or who contribute to some phase of the special field of osteopathic family medicine, such as education and research in scientific fields; or others interested in supporting this College.

I. Section 2. **In Good Standing**

The phrase "in good standing" shall describe those members who are current with all dues and assessments and who have no negative judgments against them as prescribed in the ACOFP-MW Constitution and Bylaws.

I. Section 3. **Resignation**

Any member may resign at any time without prejudice. However, there will be no refund of dues upon resignation.

I. Section 4. **Representing State Membership**

Any state in or near the Mountain West Region may become a representing state member of ACOFP-MW if and only if the state does not have a currently existing ACOFP state society. An official letter requesting to be a representing state member of ACOFP-MW must be submitted to the ACOFP-MW Board of Governors for initial approval. The letter must contain the signatures of at least three (3) osteopathic family physicians from the state who are active members in good standing with the national ACOFP. The ACOFP-MW Board of Governors, upon review and approval, will then forward the request to the national ACOFP Board of Governors for final approval.

II. ANNUAL MEETING AND ELECTIONS

II. Section 1. **Annual Meeting**

The annual meeting of the membership shall be held in a location determined by the Board. A quorum of the membership shall consist of those voting members "in good standing" present at the annual meeting.

II. Section 2. **Elections**

The Board of Governors and officers shall be elected by the membership at the annual meeting. Board of Governors members and officers may succeed themselves. Nominations for any office may be made from

the floor during that portion of the annual membership meeting. Nominations will be accepted from any general member in good standing, including self-nominations.

II. Section 3. **Elected Officers**

The newly elected officials shall assume their duties immediately following the adjournment of the annual convention.

The elected Officers of this chapter shall be the President, President Elect, Vice President, Secretary/Treasurer. All positions shall be for a two (2) year term with a maximum of two (2) consecutive terms in the same office. Officers may be re-elected to the position if not consecutive terms. All elected officers shall function as Board of Governors members as well.

II. Section 4. **Board of Governors**

The Board of Governors will be voted on by the general membership after the first year in such a manner as to elect half of the members of the board to a one (1) year term, and the remaining half of the board to a two (2) year term. In this fashion the Board of Governors will have continuity of function to conduct chapter business, without replacing the entire board in any given year. Each subsequent term will be for two (2) years with a maximum of five (5) consecutive terms.

The student and resident Board members will only have one (1) year terms.

III. BOARD OF GOVERNORS

III. Section 1. **Qualifications**

The Officers and members of the Board of Governors shall be elected by the general membership at its annual meeting. These Officers and Board of Governors members must reside in a representing state of ACOFP-MW and shall be elected from the ranks of Active or Life members of the ACOFP-MW "in good standing."

III. Section 2. **Composition**

III. Section 2. A. The Board of Governors shall consist of the President, President Elect, Vice President, Secretary/Treasurer, Past President, one resident member, one student member, and up to five (5) other Active members for up to twelve (12) members. The student board member will be rotated amongst the COMs' Student Association of the ACOFP chapter representatives.

III. Section 2. B. Quorum of Board of Governors: Five (5) or more Board members shall constitute a quorum at any duly called meeting.

III. Section 2. C. The Board of Governors may consist of non-voting Ex-Officio members. Ex-Officio members of the Board of Governors shall be determined by a simple majority vote of the Board of Governors. Terms for Ex-Officio members on the Board will be for one year with unlimited successive terms. Ex-Officio members may be Deans, Department Chairs, or leadership positions in Family Medicine as determined by the Board.

III. Section 2. D. There shall be at least one (1) Board member from each of the representing states of ACOFP-MW at all times.

III. Section 3. **Governance and General Functions**

The Board of Governors shall be the governing body and shall manage all affairs of the ACOFP-MW in accordance with its Constitution and Bylaws and the motions, policies and directives of the membership.

III. Section 3. A. Meetings. The Board of Governors shall meet at least three (3) times annually. Board meetings will be closed meetings. Special guests may be invited to certain Board Meetings at the discretion of the Board.

III. Section 3. B. Special Meetings.

Special meetings of the Board of Governors may be called:

(1) By the President, by giving each Board of Governors member fifteen (15) days written notice.

(2) Upon written request to the President by any three (3) members of the Board of Governors. The President shall call such special meeting within thirty (30) days of the request.

III. Section 4. **Termination**

In the event any officer or Board members fails to perform the duties of his/her office, the member's term may be terminated early by a two-thirds (2/3) vote of the Board of Governors at any regular or special meeting.

III. Section 5. **Vacancy**

Any vacancy occurring on the Board of Governors may be filled by Presidential appointment at any time. The Appointee shall serve as an interim board member until the next annual meeting of the membership at which time he/she may run for election for the remaining unexpired term for this Board of Governors position.

III. Section 6. **Resignation**

Anyone on the Board of Governors may resign at any time by giving written notice of resignation to the Board of Governors.

IV. OFFICERS

IV. Section 1. **Composition**

The elected officers of the ACOFP-MW shall be the President, President-elect, Vice-president, and Secretary/Treasurer. All elected officers are full voting members of the Board of Governors. However, the President or presiding officer shall only vote at meetings to break a tie.

IV. Section 2. **Duties of Officers**

IV. Section 2. A. **The President:**

- (1) Shall perform those duties which usually pertain to that office as well as those duties specified in the Constitution and Bylaws of this ACOFP-MW and by the Board of Governors.
- (2) Shall be the Chair of the Board of Governors and preside at all its meetings.
- (3) Shall appoint members to all committees of the ACOFP-MW and may be an ex-officio member of these committees.
- (4) Shall make appointments to fill any vacated office.
- (5) Shall exercise general supervision and have charge of the affairs, business matters, employees and property of the ACOFP-MW and be subject to the advice and authority of the Board of Governors and the membership as provided by the Constitution and Bylaws of the ACOFP-MW.
- (6) Shall have authority to execute all contracts for and on behalf of the ACOFP-MW with approval of the Board of Governors.
- (7) Shall, together with the Secretary/Treasurer, make conveyances of real estate, releases and assignments subject to the approval of the Board of Governors.
- (8) Shall together with the Secretary/Treasurer execute all other documents or instruments in the name of and on behalf of the ACOFP-MW.
- (9) Shall keep or cause to be kept a permanent record of all the official acts made in the performance of the duties of the office of President in the records of the ACOFP-MW. These records shall be made available to the membership and the Board of Governors upon request and shall be subject to their inspection.
- (10) Shall present a general report on the affairs of the ACOFP-MW at the annual meeting.

IV. Section 2. B. **The President Elect:**

- (1) Shall become well acquainted with the duties of the President and the function of the ACOFP-MW.
- (2) Shall function in the capacity of President in the event that the President is absent or unable to perform such duties.
- (3) Shall become the President:

- (a) at the expiration of the President's first term, or at the expiration of the second term should the President be elected to serve a consecutive term.
- (b) if the President's term ends prematurely due to relocation to another state, death, resignation, removal from office, or other reasons.
- (4) Shall be in charge of membership recruitment and retention.
- (5) Shall participate in all Committee meetings as a liaison at the discretion of the President.

IV. Section 3. C. The Vice President:

- (1) Shall function in the capacity of President in the event that the President and President Elect are both unable to perform their respective duties.
- (2) Shall participate in all Committee meetings as a liaison at the discretion of the President
- (3) Shall assist the President and the President Elect in all activities as necessary.

IV. Section 4. D. Secretary/ Treasurer:

- (1) Shall be responsible for recording the minutes of Board of Governors meetings and keeping the records of all other meetings of the Board of Governors and the membership.
- (2) Shall, together with the President and/or Executive Director, make conveyances of real estate, releases and assignments subject to the approval of the Board of Governors and:
 - (a) Shall approve all invoices and checks.
 - (b) Must personally sign all checks greater than \$600. Further, all checks greater than \$1,000 shall require the additional signature of either the President or the Executive Director.
 - (c) Shall present all items, budgeted or not budgeted, greater than \$2,500, to the Board of Governors for their approval before issuing such checks which must be signed by the Treasurer and the President or the Executive Director.
 - (d) Shall work with the Executive Director and President to assure the ACOFP has a balanced budget.
 - (e) Shall maintain an up-to-date inventory of all monies and tangible and intangible properties with the assistance of the Executive Director.
 - (f) Shall be prepared at all times to give a line by line accounting for all income and disbursements.
 - (g) Shall prepare an annual budget and present it to the general membership at the annual meeting with the assistance of the Executive Director.
 - (h) Shall deliver a financial report to the membership at its annual meeting.
- (3) Shall make available all financial records of the ACOFP-MW to an independent auditor selected by the Board of Governors upon request.

V. EXECUTIVE DIRECTOR

The Executive Director may be a compensated position and may be hired by the Board of Governors to run the day-to-day operations of the ACOFP-MW. The Executive Director shall be under the supervision of the Board of Governors, who will have the discretion to terminate with a majority vote. The Executive Director will hold chief responsibilities for managing and communicating with the ACOFP-MW general membership and the Board of Governors. The Executive Director may have authority to execute contracts for and on behalf of the ACOFP-MW only with approval of the Board of Governors as prescribed by the Bylaws.

VI. COMMITTEES

Board of Governors shall act as the Executive Committee as a whole, and will approve committees, upon the recommendation of the President, as it deems necessary to carry out the business/activities of the ACOFP-MW.

VI. Section 1. Qualifications

Committee members shall be members of the ACOFP-MW in good standing.

VI. Section 2. Appointments

VI. Section 2. A. Committee members shall be appointed by the President. The Committee Chairs shall also be appointed by the President.

VI. Section 2. B. The President may appointment ad hoc or special committees as needed.

VI. Section 3. **Standing Committees**

The Standing Committees and their general purviews are listed below. There will be no minimum or maximum number of members in any committee. Committee members will be appointed by the President and will have a one (1) year term with no limitations to consecutive terms.

(1) CONVENTION AND EDUCATION COMMITTEE:

Chair: To be appointed by the President

Purview: Convention, Education, CME activities

(2) MEMBERSHIP AND PROFESSIONAL AFFAIRS COMMITTEE:

Chair: President-Elect

Purview: Membership, Legislative Efforts, Student & Resident Engagement

VII. FINANCES

VII. Section 1. **Fiscal Year**

The ACOFP-MW's fiscal year will begin January 1 of each year and end on December 31 of the same year.

VII. Section 2. **Budget**

The annual budget shall be prepared by the Treasurer in consultation with the President and assistance from the Executive Director and presented to the Board of Governors for its approval at least three (3) months before the end of the fiscal year.

VII. Section 3. **Audit**

The Board of Governors shall commission an independent audit of the financial records of the ACOFP-MW at least once every three years once the organization exceeds \$25,000 in assets. The Board of Governors shall commission an independent annual audit of the financial records of the ACOFP-MW once the organization exceeds \$100,000 in assets.

VII. Section 4. **Compensation**

The Executive Director may receive compensation in the form of a monthly stipend to be determined by the Board of Governors. The amount of the stipend will be consistent with the time required to carry out the duties of the Executive Director.

Members of the Board of Governors shall not receive any stated salary or stipends for their services. However, a reasonable sum for expenses may be allowed for attendance at meetings that require ACOFP-MW representation if the budget allows, with the approval of the Board of Governors. Travel expenses will not be reimbursed for any board member or officer unless pre-approved by the Board of Governors.

VII. Section 5. **Dissolution**

Dissolution of ACOFP-MW may occur with a 2/3 majority vote of the active membership with at least thirty (30) days of prior notice. In the event the ACOFP-MW is dissolved, the total assets of the ACOFP-MW, including cash and title to real estate and all other property, shall be transferred to the national ACOFP.

VIII. MEMBERSHIP DUES

VIII. Section 1. **Annual Dues**

VIII. Section 1. A. The amount of the annual dues and/or assessments shall be determined by the Board of Governors and presented to the membership for ratification at the annual meeting. Annual dues may be billed jointly with the national ACOFP.

VIII. Section 1. B. All dues are payable by December 31 for the next fiscal year, which starts January 1. All dues must accompany all new applications.

VIII. Section 1. C. If dues are not paid by April 1, the member shall be deemed "not in good standing".

VIII. Section 1. D. The following categories of members shall not pay dues: life, student, and resident members.

VIII. Section 1. E. Active members must pay dues and assessments as established by the membership at the annual meeting. The Board of Governors shall prepare the recommendation for such dues and assessments in advance of the annual meeting.

VIII. Section 1. F. All interim members must pay those dues and assessments established by the membership at the annual convention/meeting.

IX. PARLIAMENTARY PROCEDURES

Robert's Rules of Order, newly revised, shall govern all proceedings of the ACOFP-MW not provided for in these bylaws.

X. EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no trustee, Officer, employee or representative of the Association shall take any action or carry on any activity by or on behalf of the Association not permitted under Section 501(c)(6) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

XI. INDEMNIFICATION

ACOFM-MW shall indemnify any and all persons who may serve or who have served at any time as Governors or Officers, or who at the request of the Board of Governors may serve or at any time have served the ACOFP-MW at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense of settlement of any claim, action, suit or proceeding in which they or any of them are made parties, or a party, or which may be asserted against them or any of them by reason of being or having been Governors or Officers of ACOFP-MW except in relation to matters as to which any such Governors or Officers, or former Governors or Officers, or person shall be adjudged in any action suit or proceeding to be liable for his/her own negligence or misconduct in the performance of his/her duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, and vote of stockholders or otherwise.

XII. AMENDMENTS

These Bylaws may be amended at any annual meeting of the membership by an affirmative vote of two-thirds (2/3) of the total number of qualified members present at that meeting, provided that the membership has been notified at least thirty (30) days in advance of the annual meeting of the general membership.