

# **Kentucky Society of American College of Osteopathic Family Physicians Bylaws**

## **Article 1.**

Name: The name of this organization is Kentucky Society of the American College of Osteopathic Family Physicians, an affiliate society of the American College of Osteopathic Family Physicians.

- 1.1 Offices: The principal office of the society shall be co-located with the Kentucky Osteopathic Medical Associations. The society may also establish other offices as the Board of Governors may require.

## **Article 2. Membership**

### 2.1 Qualifications

An applicant for membership, except as provided herein, shall be a graduate of a college of osteopathic medicine approved by the American Osteopathic Association at time of applicant's graduation and shall be licensed to practice osteopathic medicine or who are retired osteopathic physicians. Each applicant and member shall conform to the ACOFP code of Ethics. Members must be free of felony conviction or of any major crime conviction relating to or arising out of the practice of medicine

### 2.2 Types of Membership

#### 2.2.1 Active

Active member shall be an osteopathic physician licensed to practice medicine within the state of Kentucky. Whom is an graduate of a family medicine residency or a general osteopathic practice residency.

#### 2.2.2 Associated Members

Associated members shall be physicians whose professional duties involve cooperation with the family physician and/or training the osteopathic family physician. These members will be without voice or vote but may serve as advisors on committees at the discretion of the Board of Governors. They shall pay the associated members rate as set by the Board for dues. Associates members may be come active members at description of board on a case-by-case basis.

#### 2.2.3 Resident Members

Resident members shall be graduates of an AOA-COCA (American Osteopathic Association- Commission of Osteopathic College Accreditation) accredited college of osteopathic medicine who are currently in post-graduate medical training. Resident members shall have voice and vote, may serve on committees and may be elected to position of Resident Representative on the Board of Governors. Resident members shall pay the residency rate set by the Board for dues.

#### 2.2.4 Student Member

Student members shall be enrolled in a college of osteopathic medicine and have either primary residency in Kentucky or attend school located in Kentucky. These members will be without voice or vote but may serve as advisors on committees at the discretion of the Board of Governors. One student member may be elected to the Board of Governors as Student Representative. Student members will need to pay the student rate set by the Board for dues.

#### 2.2.5 Retired Membership

A retired membership status may be granted at the discretion of the Board of Governors to such person, whom has completely disassociated him or herself from the active practice of medicine. Applicants for retired status must present an application for the Board of Governors, who will at that time, decide qualifications and notify applicant. The applicant shall pay the retired rate as voted upon by the Board of Governors and shall have no vote in the Society, but shall receive all other prerogatives as are available to the Active membership.

#### 2.2.6 Life Membership

Life members are conferred by the Board of Governors to any active member who has:

- a. Reached the age of 70 years and
- b. Been a member of a state chapter of ACOFP and in good standing for 20 consecutive years immediately preceding application for life membership.
- c. Been a member of the Kentucky society of American College of Osteopathic Family Physicians for at least the preceding 5 years.

Life members shall not pay dues or assessments and shall be deemed to have the rights and privileges of active members.

#### 2.2.7 Honorary Memberships.

Honorary Membership may be conferred upon a person of distinction who have rendered outstanding service to the Kentucky Society of American College of Osteopathic Family Physicians and whom is retired from active practice.

- a. Requires two-third vote of membership approval at the annual society meeting.
- b. These members shall not pay dues or assessments nor be entitled to vote.
- c. These members may not be elected to an office in the Society.

#### 2.2.8 Allied Member

By specific action of the Board of Governors, allied membership may be granted to individuals or corporations, not eligible for any other category of membership, and who support the goals and objectives of this Society.

They have no right to vote or hold elected office. Allied members must pay dues as set by the Board.

#### 2.2.9 Out of State Membership

Any physician who practices out of state of Kentucky that wants to join the Kentucky Society of American College of Osteopathic Family Physicians. They have voice but no vote.

### 2.3. Membership Application

#### 2.3.1 Membership Application

All applications for membership or change of status, except Honorary or Life, shall be in writing to the Board of Governors, on standard membership application form or standard electronic application form. The form must be completed in full for application to be reviewed for approval. Payment for the appropriate year dues shall accompany the applications.

#### 2.3.2 Application Processing

Applications shall be reviewed by the Executive Director and if all requirements are met, forwarded to the Board of Governors for approval.

### 2.4 Revocation of membership

Membership may be revoked after due notice to the member and a hearing before the Board of Governors. The board shall have the right to revoke such membership by a two-thirds (2/3) vote of a quorum of the Board of Governors hearing such complaint.

#### 2.4.1 Causes for Revoking Membership

Membership in this Association may be revoked for one or more of the following reasons:

- a. Noncompliance with the Bylaws of Kentucky Society of American Osteopathic College of Family Physicians.
- b. Breach of the American Osteopathic Association's Code of Ethics
- c. Revocation of license to practice Osteopathic Medicine
- d. Conviction of a Felony
- e. Egregious unprofessional conduct as defined by (AOA or KBML)
- f. Held not "in good standing" as defined in 2.5

#### 2.4.2. Right of Appeal

Any individual whose membership has been revoked by the Board of Governors for any reason other than non-payment of dues shall have the right of appeal to the general membership at the next Annual Meeting. The general membership may, at its discretion, take such action, as it deems appropriate. Reinstatement of membership to the Kentucky Society shall be by an affirmative vote of two-thirds (2/3) of the total number of qualified members present at that Annual Meeting.

## 2.5 In Good Standing

The phrase “in good standing” shall describe those members whose dues and assessments are current and whom have no negative judgments against them as prescribed by the code of ethics.

### **Article 3. Dues**

The Board shall establish membership dues with concurrence of a majority of membership present at the Annual Meeting.

#### 3.1.1. Dues Payable

All Dues are payable by January 1 of the fiscal year. Dues not paid by April 1 shall deem a member “not in good standing”. Any member who fails to pay the dues by June 1 shall be considered delinquent and may be removed from the corresponding membership rolls.

#### 3.1.2 Waiver of Dues

A member may apply for a waiver of dues for cause to the Board of Governors. The Board of Governors, which must have a majority vote, may waive part or all of the annual dues for a member. Waiver of Dues will need to be applied for yearly.

### **Article 4. Membership Meetings**

The Society’s Annual Membership meeting will be held yearly in conjunction with The Kentucky Osteopathic Medical Association’s yearly Continuing Medical Education program.

#### 4.1 Notification

Notification of annual membership meeting shall be done 30 days before meeting.

#### 4.2 Quorum

The number of members attending any membership meeting shall constitute a quorum.

#### 4.3 Special meetings

Announcement of any special meeting that is deemed necessary by the Board shall be announced 60 days in advanced by email or postal mail to all members as appropriate.

#### 4.4 Elections

Immediately following the report of the Board’s Nominating Committee, nominations from the floor shall be open at the annual membership meeting. Consent of the nominee who has been nominated from the floor must be obtained before their name is formally presented, and a list of the nominee’s qualifications shall be available to the members.

#### 4.4.1 Elected Offices

Elected Offices are President, Vice-President, Secretary, Treasurer, Resident, Student, and 2 at-large members.

#### 4.4.2 Start of Duties

Officers and at-large members shall assume their elected duties immediately following the closure of the annual meeting at which they were elected.

#### 4.5 Kentucky Delegates for ACOFP Congress of Delegates

Kentucky Delegates to American College of Osteopathic Family Physicians' Congress of Delegates shall be volunteers for said position and must be member in good standing with the Kentucky Society and ACOFP. The Board shall approve/appointment volunteers prior to the Congress of Delegates.

#### 4.5.1 Number of Delegates

The number of delegates and alternates will be determined by the rules dictated by the American College of Osteopathic Family Physicians.

### **Article 5: Officers**

All Offices and Committees members are non-paid volunteers, except the Executive Director.

5.1 Board of Governors: To include the following: President, Vice President, Secretary, Treasurer, At large Elected Members, Resident Representative, and Student Representative.

#### 5.1.1 President

Role of the president shall be as follows:

- a. Preside at all meetings of the Board of Governors and official membership meetings.
- b. Execute contracts and documents on behalf of the Society, subject to the approval of the Board
- c. Oversee the business of the Society
- d. Obtain legal counsel, upon approval of the Board of Governors, as may be indicated for the welfare of the society.
- e. Be an ex-officio member of all Society committees except the Nominating committee
- f. Assume additional duties as directed by the Board

#### 5.1.2 Vice President

Role of Vice-President shall be as follows:

- a. Perform the duties of the President at such times, as the president is unavailable.
- b. Perform duties as designated by the President or the Board.

### 5.1.3 Secretary

Role of Secretary shall be as follows:

- a. Be responsible for administrative staff's record keeping for the Society, including but not limited to Society Bylaws, and minutes of all society meetings and minutes of the Board meetings.
- b. Oversee the maintenance of the Society's membership database
- c. Oversee notification of the Society's Board, or any committees meetings, and the membership of pertinent meetings.

### 5.1.4 Treasurer

Role of Treasurer shall be as follows

- a. Serve as Chairman of the Society's Finance Committee
- b. Sign all Society checks along with a signature of President or Executive Director
- c. Oversee all financial matters of the Society, including the annual audit and report to the Board on any financial matter pertaining to the Society.
- d. Present the annual budget to the Board of Governors and general membership.
- e. Assure the Financial Policies of the Society are followed.

### 5.1.5 At Large Elected Members (2)

Role shall be as follows:

- a. Shall be an active full member of the Society
- b. Shall help carry out any duty of asked of them by the President, Vice-President, Secretary, or Treasurer.

### 5.1.6 Resident Representative

Role shall be as follows:

- a. Shall be a one-year term
- b. Shall help any of the other Board members carry out any duties asked of them to the best of their abilities.
- c. Shall serve as KY resident delegate to the ACOFP House of Delegates

### 5.1.7 Student Representative

Role shall be as follows:

- a. Shall be a one-year term
- b. Shall help any of the Board members carry out duties as asked to the best of their abilities.
- c. Shall serve as KY student delegate to the ACOFP House of Delegates

### 5.1.8 Executive Director

Role shall be as follows:

- a. Administer the affairs of the Society in accordance to established administrative practices under the president and the Board. They shall be an ex-officio member of the Board and all committees.

- b. The Executive Director may be a compensated position and will be selected by and reviewed by the Board or an Executive Committee formed for such purpose.
- c. The Executive Director shall be allowed the necessary budget for office supplies, postage, travel expenses and other expenses relating to carrying out their official duties.
- d. Executive Director is responsible for administration of any and all Association staff.
- e. Executive Director is responsible to make sure proper reports to the Internal Revenue Service, Kentucky Department of Revenue, and any other qualified agency are prepared and submitted to the proper body. The expenses of reports shall be covered by the Society.

## 5.2 Removal from office

### 5.2.1 Removal Process

Removal from office can occur by the affirmative vote by 2/3 of the Board members when there is nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interest of the Society, for refusal to render reasonable assistance in carrying out its purpose, failure to attend 2 meetings of the Board without a valid excuse, or revocation of Medical license by any State Medical Licensing Board.

#### 5.2.1.1 Notification of Removal

Any Board member that being considered for removal has to be noticed by written notice via certified mail by Executive Director as to why, when the meeting for consideration of removal will be and where meeting will take place by 30 days before meeting is to occur. This allows Board member and/or representative, to answer the charges made at set meeting.

### 5.2.2 Resignation

Any officer or member of the Board or committee may resign at any time by giving written notice of resignation to the Board.

### 5.2.3 Vacancies

Any vacancy in the Board may be filled until the annual membership meeting, when an election for the position will take place. The Board will appoint by majority the position upon acceptance by considered member.

## **Articles 6. Committees**

The following are a list of committees

- a. Bylaws  
To be chaired by President
- b. Financial  
Chaired by Treasurer

- c. Nominating  
    Chaired by Vice-President  
    The Board of Governors will serve as the nominating committee.
- d. Membership  
    Chaired by Secretary
- d. Any other Committee that the Board of Governors deems appropriate.

#### **Article 7. Agents & Representatives**

To the extent permitted by law and these bylaws, the Board of Governors may appoint agents and representatives of the Society, with such powers to perform acts or duties on behalf of the Society.

#### **Article 8. Rules of Order**

The current edition of "Robert's Rules of Order" shall govern the proceedings of all session of the Society except were published in the bylaws or articles of incorporation of the Society.

#### **Article 9. Fiscal year**

The Board of Governors shall determine the fiscal year of the Society.

#### **Article 10. Contracts**

The Board of Governors, except when prohibited, may authorize any Officer or agent to enter into contract of the behalf to the Society. Unless authorized by the Board, no officer or agent or Executive Director shall have any power or authority to bind the Society or render it liable for any purpose or to any amount.

#### **Article 11. Investments**

The Society shall have the right to retain all or any part of any securities or property acquired by it and to invest and reinvest any funds held by it, according to the judgment of the Board of Governors. However, no action shall be taken by or on behalf of the Society if such action is prohibited or would result in the denial of the tax exemption under the applicable provisions of the Internal Revenue Code or its Regulations as they now exist or as they may be amended hereafter.

#### **Article 12. Amendments To Bylaws**

These Bylaws may be amended by the Society at any Annual Meeting, by a two-thirds vote of the accredited voting members in attendance at such meeting. Provided that any proposed amendment(s) have been approved for publication by the Board, and the Secretary shall have published, emailed or used postal mail to notify each member of the Society with in 2 months minimum and 3 months maximum prior to the Annual meeting where the



amendments are to be acted upon. Any Amendment must be recorded with the American College of Osteopathic Family Physician national office. Amendments become effective upon vote of the membership.

**Article 13. Policies**

The Board of Governors will maintain and regularly review policies on Anti-Trust, Conflict of Interest, Audit, Record Retention and other policies as deemed necessary by the Board, the Members, or the law.