

Bylaws of the
Kansas City Academy of Family Physicians

Revised November 8, 2024

**Chapter I
Name**

This organization, an association of family physicians in the Kansas City metropolitan area, is a Chapter of the Missouri Academy of Family Physicians (MAFP) and the American Academy of Family Physicians (AAFP) and shall be known as the Kansas City Academy of Family Physicians (KCAFP). No rules, regulations, or policies adopted by this organization shall be in conflict with the rules, regulations, or policies of the MAFP or the AAFP.

**Chapter II
Mission and Objectives**

The mission of the KCAFP is to support and promote the members of the MAFP who reside and/or practice in the Kansas City metropolitan area, to promote Family Medicine as a specialty choice for students and residents, and to promote community and regional public health.

In accordance with this mission, the KCAFP's objectives include the following:

1. To maintain a formal organization of family physicians in Kansas City, Mo.
2. To support the mission of the MAFP and the AAFP.
3. To support efforts by the MAFP and AAFP to promote Family Physicians as primary care physicians of choice in the Kansas City area.
4. To promote and require professional and ethical conduct among our members.
5. To protect the right of family physicians to provide the medical and surgical services for which they are qualified by training, skill, and experience.
6. To provide social functions which will offer family physicians the opportunity of association and networking with their peers.
7. To encourage and support talented students to choose Medicine as a career and Family Medicine as a specialty.
8. To support the education and professional development of medical students and residents in the field of Family Medicine in the Kansas City area.
9. To advocate in matters related to community and regional public health.
10. To support efforts to provide health care services to the medically underserved in the Kansas City area.

Chapter III 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 Bylaws of the AAFP and shall automatically change accordingly if changed by the AAFP.

Section 2 - All members of the MAFP who reside and/or practice within the Kansas City metropolitan area are eligible for membership in the KCAFP.

Section 3 - Acceptance of membership in the KCAFP shall constitute an agreement by such member to comply with the Bylaws thereof and recognize the Board of Directors as the sole and only judge of their right to be and remain a member, subject to the right of appeal. Any member whose occupation, status, or demographic location changes so as to make them ineligible for membership in the KCAFP shall, unless they resign, be stricken from the membership roll by action of the Board of Directors.

Section 4 - All rights, title and interest, both legal and equitable, of a member in and to the property of this organization shall cease in the event of any of the following: a) the expulsion of such a member; b) the striking of the name from the membership roll; c) the death or resignation of the member.

Section 5 - Members shall be required to pay dues and/or assessments to this organization based on member types established by the AAFP.

Section 6 - All members of this organization whose dues and/or assessments are paid must also be members of the MAFP and the AAFP.

Section 7 - The annual dues for members shall be determined each year by the KCAFP Board of Directors.

Section 8 - Any member whose dues are unpaid at the time of any annual meeting shall be ineligible to vote or to hold office until such dues are paid.

Section 9 - The fiscal year of the KCAFP shall be from January 1 to December 31 of the calendar year.

Chapter IV Officers and Duties

Section 1 - The Officers of this organization shall be:

1. President
2. Vice President
3. Secretary/Treasurer

Section 2 - Duties of the Officers are:

1. President – The President shall chair the Board of Directors, presiding at all meetings, both regular and called. The President shall appoint the membership of any committees, save for the nominating committee, which shall be appointed with the concurrence of the Board of Directors. The President shall provide oversight of the executive director of the KCAFP. The President or their designee will act as the official spokesperson for the KCAFP. The President shall be elected for a term of two years. The President and other Officers and Directors shall be elected as delineated in Chapter VI.

The Vice President shall fill out the unexpired portion of the President's term in the event of death, resignation, or incapacity of the President. In the event the Vice President fills the remaining term of the President, this will not count toward the maximum number of years served. In the event of the unavailability of the Vice President, the Board of Directors shall appoint another Director as acting President to fill out the unexpired term.

2. Vice President – The Vice President shall be elected for a term of two years, shall preside at meetings in the absence of the President, and shall be the successor should the President leave office prior to the end of their term. The Vice President shall be responsible for recruitment of student delegates and resident delegates and shall serve as liaison to their respective schools/ programs. The Secretary/Treasurer shall fill out the unexpired portion of the Vice President's term in the event of death, resignation, or incapacity of the Vice President. In the event of the unavailability of the Secretary/Treasurer, the Board of Directors shall appoint another Director as acting Vice President to fill out the unexpired term.

3. Secretary/Treasurer – The Secretary/Treasurer shall be elected for a term of two years. The Secretary/Treasurer or designee will keep or cause to be kept an accurate account record of the minutes and attendance for all meetings. The Secretary/Treasurer or designee shall maintain a roster of members of the KCAFP. The Secretary/Treasurer or designee shall give or cause to be given notice of all meetings of the KCAFP. The Secretary/Treasurer or designee shall keep or cause to be kept adequate and proper accounts of the properties and funds of the KCAFP. Financial records shall at all times be open to inspection by a member, upon written request to the Board of Directors. The Secretary/Treasurer or designee shall submit a report of transactions and balances at all regular business meetings. The Secretary/Treasurer or designee shall deposit all monies and other valuables in the name and into the credit of the Kansas City Academy of Family Physicians with such depositories as may be designated by the Board of Directors. The Secretary/Treasurer or designee shall disburse the funds of the KCAFP as may be ordered by the Board of Directors and shall have such other powers and perform such other duties as may be

prescribed by these Bylaws. The Secretary/Treasurer or designee will arrange for a financial audit of the Academy's financial status upon request of the Board of Directors. In the event of death, resignation or incapacity of the Secretary/Treasurer, the Board of Directors shall appoint another Director as Secretary/Treasurer for the unexpired portion of their term.

Section 3 - The Board of Directors shall be empowered to employ an Executive Director and other personnel as may be necessary to augment and support the activities and responsibilities of the Officers and members of the Board. Compensation of the Executive Director shall be determined by the Board of Directors.

Chapter V Organization Structure

Section 1 - Board of Directors

The Board of Directors shall consist of eleven Directors elected for three-year terms plus student delegates and resident delegates as described elsewhere in this chapter. The Board's responsibilities will be to transact the general business of the KCAFP and to approve or reject recommendations made by committees. The Board of Directors will be the ultimate controller of the organization's funds.

Directors may serve no more than three successive terms (9 years). If a Director is elected or appointed to an Officer position, the time spent serving as an Officer will not count toward this 9-year limit. Directors who have already met or exceeded these term limits at the time of adoption of these bylaws will be granted eligibility for an additional 3-year term, following the end of their current term.

The Board of Directors shall also retain one student delegate position for each Missouri medical school Family Medicine Interest Group and one resident delegate position for each Missouri Family Medicine Residency Program within the Kansas City Metropolitan area. Student delegates and resident delegates may not hold an office, but may attend board meetings, vote, report on relevant updates and activities, and assist the Vice-President in recruiting a successor from their respective programs. Student delegates and resident delegates shall not count towards a quorum. Student delegates and resident delegates shall be appointed by the Board of Directors in a manner to be determined by the Board of Directors.

Section 2 - Committees

The Board of Directors shall establish such committees, including ad hoc committees, as it may from time to time deem necessary. Except where otherwise specified, members of the committees will be appointed by the President. The President and Vice-President shall be ex-officio members of all committees.

Chapter VI Elections

Section 1 - Board of Directors

The Board of Directors shall consist of Officers and Directors. Vacant Board positions and positions about to be vacated due to term limits shall be filled by election during the next general membership meeting each year. This election by the general membership shall be from a slate prepared by a nominating committee, but nominations may also be made from the general membership at the time of the annual meeting. Any member of the KCAFP is eligible to serve on the Board of Directors. The nominating committee shall be appointed by the President with the concurrent approval of the majority of the Board of Directors. Terms of office shall begin with the first Board meeting following the election.

The President may appoint an interim replacement to fill a Board vacancy, subject to approval by the Board of Directors, to serve until the next general membership meeting, when the membership shall elect a successor.

Section 2 – Officers

Officers shall be elected on a biannual basis by the Board at a meeting to occur at or near the time of an annual general membership meeting. Officers shall be elected to a term of two years. Terms of office shall begin with the first Board meeting following the election.

Section 3 - Succession of Officers

Unless the Board votes otherwise, there will be a succession of officer positions from Secretary/Treasurer to Vice President to President over six years.

Chapter VII Quorum and Voting

Section 1 - Board of Directors

A quorum shall consist of a majority of the Officers and Directors. Student delegates and resident delegates shall not count towards a quorum but they are eligible to vote. Unless otherwise designated in these Bylaws, all votes shall be considered by a simple majority.

Section 2 - General Membership

In the event of a general membership meeting, poll, or ballot, a quorum shall consist of the number of members in attendance or responding to a poll or ballot. Unless otherwise designated in these Bylaws, elections and voting shall be by a simple majority of the members of the KCAFP in attendance at a general membership meeting or by majority of the total responses to a poll or ballot. Elections or other voting of the general membership may be carried out in a manner to be determined by the Board of Directors.

Chapter VIII Meetings

Section 1 - Board Meetings

The Board of Directors will meet at least six times yearly at a time and place and in a manner to be determined by the Board of Directors.

Section 2 - General Membership Meetings

The annual general membership meeting shall be held in the fourth quarter of each year at a time and place and in a manner to be determined by the Board of Directors. Special meetings of the general membership will be called by the President on the petition of one-fourth of the membership or at the direction of the Board of Directors. No other person(s) may call a special meeting. Special meetings shall be held at a time and place and in a manner to be determined by the Board of Directors. The business of special meetings will be restricted to items on that agenda. Agendas of all general membership meetings will be prepared and circulated to all members at least fourteen days prior to the meeting.

Chapter IX Rules of Order

The President or designee will prepare an agenda for each meeting and will serve as chair of the meeting. In the absence of any provision in the Bylaws, 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 Roberts' Rules of Order.

Chapter X Indemnification

Indemnification of Officers, Directors, Student Delegates, Resident Delegates, and Employees Against Liabilities and Expenses in Action

Section 1 - The KCAFP does hereby indemnify any person who was or is a party to any action, lawsuit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that they are or were an officer, director, student delegate, resident delegate, employee or agent of the KCAFP, against expenses, including attorneys' fees, judgment, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit, or proceeding if they acted in good faith and in a manner they reasonably believe to be in the best interests of the KCAFP. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which they

reasonably believed to be in the best interest of the KCAFP.

Section 2 - To the extent that an officer, director, student delegate, resident delegate, employee, or agent of the KCAFP has been successful on the merits or otherwise in defense of any action, lawsuit or proceeding, they shall be indemnified against expense, including attorney's fees, actually and reasonably incurred by them.

Section 3 - Any indemnification under this Article, unless ordered by a court, shall be made by the KCAFP upon a determination that indemnification is proper because the officer, director, student delegate, resident delegate, or employee has met the applicable standard of conduct. The determination shall be made by the Board of Directors consisting of directors who were not parties to the action, lawsuit or proceeding.

Section 4 - Expenses incurred in defending a civil or criminal action, lawsuit or proceeding may be paid by the KCAFP in advance of the final disposition of the action, lawsuit or proceedings as authorized by the Board of Directors.

Section 5 - Notwithstanding anything herein to the contrary, no indemnity shall indemnify any person from or on account of such person's conduct that was finally adjudged to have been knowingly fraudulent, deliberately dishonest, or willful misconduct.

Chapter XI Ethics

The principles of Medical Ethics for members of the KCAFP shall be as defined in the Bylaws or policies of the American Academy of Family Physicians. At the sole discretion of the Board of Directors, members who violate these codes may have their membership in KCAFP revoked.

Chapter XII Amendments and Changes

The Board of Directors, by a majority vote, or any five (5) or more members, may propose Bylaws or amendments to the Bylaws. Except for proposed changes from the Board of Directors, all proposals must be submitted to the president of the Board of Directors at least one month prior to any regular or special meeting of the Board of Directors. These Bylaws may be amended by a two-thirds vote of a quorum present at any regular or special meeting of the general membership. The majority of mail or electronic ballots shall be based on the number of ballots received. The membership must be informed in writing of any proposed changes at least fourteen days prior to the meeting date. In accordance with the AAFP Bylaws, the changes will become effective immediately,

providing that they relate solely to the internal structure and organization of this chapter and do not address issues specifically addressed in the Bylaws of the AAFP.