

North Carolina Academy of Family Physicians' Bylaws

Chapter IX Board of Directors

Section 1. The Board of Directors shall be composed of the officers of the Academy, the elected District Directors of the districts, two (2) at-large directors, one (1) Director representing minority physicians, one (1) Director representing new physicians, one (1) Director representing international medical graduates, one (1) Director representing Osteopathic Family Physicians, a family medicine resident serving as Resident Director, a medical student who is a member of the Family Medicine Interest Group serving as Student Director, a representative at the department chair level or higher from each medical school within the state of North Carolina (these to have one (1) vote collectively and the one (1) voting member to be determined by the chairs), all directors of Family Medicine Residency Programs within the state of North Carolina (these to have one (1) vote collectively and the member voting to be determined by the directors). The most immediate Past President shall also serve as Board Chair. The control and administration of this organization shall be vested in the Board of Directors. This control and administration shall be subject to the action of the members in the meeting assembled or by referendum.

Section 2. The number and make-up of the districts shall be determined by the NCAFP Board of Directors.

Section 3. The officers of this organization shall be a President, President-Elect, Vice President, Secretary-Treasurer and Executive Vice President. The powers, duties and terms of office and method of election to office shall be set forth in Chapter X of these Bylaws.

Section 4. All Past Presidents shall be Ex-Officio members of this Board with voting privileges limited to the two (2) immediate living Past Presidents.

Section 5. The Board of Directors shall also be composed of non-voting members whose terms and duties shall be stated in Chapter X. These shall include one (1) Resident Director-Elect and one (1) Student Director-Elect and any living past president of the Academy other than the two (2) immediate Past Presidents.

Section 6. A quorum of the Board of Directors shall be a majority of its members eligible to vote.

Section 7. Members of the Board of Directors must reside/practice in the state of North Carolina.

Chapter X Election of Officers and Directors and Their Duties

Section 1. (a) At least ninety (90) days before the Annual Meeting each year, the Nominating Committee shall meet. It shall be the duty of this Committee to present nominations (one name for each office) for the offices of: President-Elect, Vice President, each of whom shall serve for a term of one (1) year; Secretary-Treasurer, who shall serve for a term of one (1) year, but may serve up to three (3) consecutive terms; such District Directors and At-Large Directors whose terms of office expire therewith, who shall serve terms of two (2) years; Directors representing minority physicians, new physicians, Osteopathic Family Physicians, or International Medical Graduate (IMG) physicians whose terms expire therewith who shall serve terms of two (2) years; one (1) Delegate and one (1) Alternate Delegate to the Congress

of Delegates of the American Academy of Family Physicians, who shall serve terms of two (2) years (thus providing staggered terms for the two (2) delegates and two (2) alternate delegates provided by the American Academy of Family Physicians). Nothing in these Bylaws shall prevent nomination from the floor for any of these offices. No nomination shall be made by the Nominating Committee or from the floor without stated agreement by the nominee to serve in the office if elected. Election shall be by majority vote of the members voting. Voting may be by mail or electronic mail. The number of votes cast shall be considered a quorum. Votes must be postmarked, or received electronically, within fourteen (14) days of mailing to be valid.

Section 1. (b) The Executive Vice President, or his designee, shall notify the Resident Section and Student Section of the need for each respective group to submit nominations for positions on the Board of Directors as explained in Chapter IX immediately following their Annual Meeting, held in conjunction with the NCAFP Annual Meeting. These nominations shall consist of one Resident Director, one Resident Director-Elect, one Student Director and one Student Director-Elect. Election shall be by voting at the respective annual student and resident membership business meetings.

Section 2. Vacancies on the Board of Directors may be filled by the President, 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. Nominees for unexpired terms shall also be eligible for renomination for a full term immediately following a partial term of office. At any Board meeting, the President may, in the absence of an elected director (district, special constituency, or at-large), appoint an active member (preferably a chairperson) to serve with a vote for that constituent Board member who is absent. The appointee will serve for the duration of the Board meeting only.

Section 3. The President shall be a member of the Board of Directors and shall preside at all meetings of the Executive Committee and all meetings of the membership. He/She shall preside at meetings of the Board of Directors in the absence of the Board Chair/Immediate Past President. His/Her term of office shall begin at the conclusion of the Annual Meeting, one year after his/her election as President-Elect, and shall expire at the conclusion of the next Annual Meeting or when his/her successor is seated. In the event of the death or resignation of the President during the term of his/her office, or if he/she shall for any reason be unable or unqualified to serve, the President-Elect shall succeed to the office of President for the unexpired portion of the President's term. In the event of the death, resignation or incapacity of both the President and President-Elect, the Board of Directors, at a meeting called and chaired by the Secretary-Treasurer, shall elect a President for the unexpired portion of the term.

Section 4. The Board Chair/Immediate Past President shall preside at the meetings of the Board of Directors.

Section 5. The Vice President shall be a member of the Board of Directors and shall preside at the meeting of the membership and at the Executive Committee in the absence of the President. He/She shall preside at meetings of the membership in the absence of both the Board Chair/Immediate Past President and the President. His/Her term of office shall begin at the conclusion of the Annual Meeting and end when his successor is elected.

Section 6. The President-Elect shall be a member of the Board of Directors and shall preside at meetings of the membership in the absence of the Board Chair, President and Vice President. He/She shall succeed to the office of President at the expiration of the President's term as provided in Section 3. In the event of the death, resignation or removal from office of the President-Elect, the Nominating Committee shall nominate a member for that office and election of the successor to the President-Elect shall take place by vote on this candidate by the members at large at the next ensuing meeting as the first order of business

following approval of the minutes, provided, however, that nothing herein shall be construed as preventing additional nominations for this office from the floor as previously described in Chapter X, Section 1.

Section 7. The Secretary-Treasurer shall be a member of the Board of Directors. He/She shall serve as Secretary at all meetings of the membership and the Board of Directors and otherwise perform such duties and responsibilities ordinarily devoted upon the office of Secretary-Treasurer. The Secretary-Treasurer shall furnish bond, the premium for which shall be paid from the treasury in such amount as the Board of Directors may require.

Section 8. The Executive Vice President, who may or may not be a member of the North Carolina Academy of Family Physicians, shall be appointed for a term and stipend to be fixed by the Board of Directors. This person shall, under the direction of the Board of Directors, perform such duties as the title of the office ordinarily connotes, and such duties of the Secretary-Treasurer as may be assigned to this person by the Board of Directors. This person shall keep or cause to be kept an accurate record of minutes and transactions of the Annual Meeting, meetings of the Board of Directors and the meetings of the Executive Committee and all other official meetings of the Academy or Committee meetings. The Executive Vice President shall supervise all employees and agency organizations and have such powers and duties as may be prescribed by the Board of Directors of these bylaws. Unless this person otherwise is qualified to vote as a member at the Annual Meeting, this person shall not be entitled to a vote. The Executive Vice President shall be bonded by an amount fixed by the Board of Directors, the premium to be paid by the North Carolina Academy of Family Physicians.

Section 9. (a) The term of office for the position of department chair (or higher) for each medical school shall be for two (2) years and shall begin at the conclusion of the Annual Meeting of the membership at which their election occurs and expire at the conclusion of the Annual Meeting at the end of the two-year term. The other four (4) medical school representatives shall be members of the board but without vote except in the absence of the elected representative. The non-voting representatives may decide who votes in the absence of the elected representative.

Section 9. (b) The term of office of District Directors shall be for two (2) years and shall begin at the conclusion of the Annual Meeting of the membership at which their elections occur and expire at the conclusion of the second succeeding Annual Meeting, or when their successors are elected. A District Director shall be eligible for renomination for one additional two-year (2) term. At least two (2) years must then elapse before one is again eligible for renomination for District Director.

Section 9. (c) The term of office of the two (2) At-Large Directors shall be for two (2) years and shall begin at the conclusion of the Annual Meeting of the membership at which their elections occur and expire at the conclusion of the second succeeding Annual Meeting. At-Large Directors may be elected for one additional term of two (2) years.

Section 9. (d) The term of office of the four (4) Directors (representing Minority Physicians, New Physicians, Osteopathic Family Medicine Physicians or IMGs) shall be for two (2) years. Minority, New, Osteopathic, or IMGs may be elected for one additional term of two years.

Section 9. (e) The term of office of the Resident Director shall be for one (1) year and shall begin at the conclusion of the Annual Meeting of the membership at which their election occurs and expire at the conclusion of the next Annual Meeting or when their successor is elected. The Resident Director will be the Chair of the Resident Section as elected each year during their Annual Meeting.

Section 9. (f) The term of office of the Resident Director-Elect shall be for one (1) year and shall begin at the conclusion of the Annual Meeting of the membership at which their election occurs and expire at the conclusion of the succeeding Annual Meeting. The Resident Director-Elect shall be a member of the Resident Section and shall be nominated by that group. The Resident Director-Elect shall be installed Resident Director at the conclusion of the term of Resident Director-Elect.

Section 9. (g) The term of office of the Student Director shall be for one (1) year and shall begin at the conclusion of the Annual Meeting at which their election occurs and will expire at the conclusion of the next Annual Meeting or when their successor is elected. The Student Director shall be a member of the Student Section and may serve one or more consecutive one (1) year terms.

Section 9. (h) The term of office of the Student Director-Elect shall be for one (1) year and shall begin at the conclusion of the Annual Meeting at which their election occurs and expire at the conclusion of the succeeding Annual Meeting. The Student Director-Elect shall be a member of the Student Section and shall be installed as Student Director at the conclusion of his term as Student Director-Elect. The Student Director-Elect shall be a member of the Board but without vote except in the absence of the Student Director.

Section 9. (i) The term of office for the director of a family medicine residency training program shall be for two (2) years and shall begin at the conclusion of the Annual Meeting of the membership at which their election occurs and expire at the conclusion of the Annual Meeting at the end of the two-year term. This individual shall also serve as chair of a Residency Director's committee. The other family medicine residency directors shall be members of the board but without vote except in the absence of the elected chairperson of their committee. The non-voting residency directors may decide who votes in the absence of the chair of the Residency Director's committee.

Section 9. (j) The term of office for the American Academy of Family Physicians Delegates and Alternate Delegates shall be a maximum of two consecutive two-year terms. After sitting out one year, a member would be eligible to once again serve as an AAFP Delegate or Alternate Delegate. Under extenuating circumstances, when a Delegate is planning to run for the AAFP Board, the number of terms may be extended by special approval of the NCAFP Board of Directors.

Section 10. Members of standing and special committees are appointed by the President and approved by the Board of Directors, unless otherwise constituted by the bylaws. The members of the Board of Directors shall not receive any compensation for their services. A majority of the Board of Directors shall constitute a quorum. The Board of Directors shall meet not later than thirty (30) days following the Annual Meeting and at such other times and such places as the President may determine.

Section 11. There shall be an Executive Committee of six (6) composed of the President, Vice President, President-Elect, Secretary-Treasurer, Board Chair/Immediate Past President and one (1) board member-at-large elected from and by the elected Board of Directors with the Executive Vice President serving Ex-Officio and without vote. This Committee shall be formed at the first meeting of the Board of Directors following the Annual Meeting. The Executive Committee, by majority vote of its members, shall have full authority to act for and on behalf of the Board of Directors whenever the business of the Academy demands prompt action in the interim between meetings of the Board or when it is impractical or impossible to convene the Board of Directors. A report of its actions shall be given by the Chairman of the Committee at the next Board of Director's meeting, for Board approval. The Executive Committee will also receive reports from the Executive Vice President regarding the status of the Administration and Headquarters facility of the NCAFP. It shall supervise the keeping of the Academy's accounts, submit an

annual proposed budget at the last Board Meeting of the Fiscal Year for the approval of the Board of Directors, and arrange for an Audit of books annually by a Public Accountant.

Section 12. There shall be a nominating committee of six (6) members consisting of the three (3) immediate living past presidents, the most immediate past president acting as chairperson, plus three (3) at-large members elected by the Board of Directors. The functions of this committee are set forth in Chapter X, Section 1 of these Bylaws.

Section 13. All elected Board members shall be expected to attend all regular and all called meetings of the Board of Directors. If a board member is absent from twenty-five percent (25%) or more of the meetings in any one (1) year, the Executive Committee may request this person's resignation. The vacant position shall be filled by an appointment by the President until the next Annual Meeting at which time the Nominating Committee shall present a nominee for election to the unexpired term.

Chapter XI Amendments

Any five (5) or more members may propose amendments to these Bylaws by submitting same to the Secretary at least sixty (60) days prior to any regular or special meeting. Notice of such proposed amendments shall be given by the Secretary to all members at least thirty (30) days prior to the meeting at which the amendment is to be presented. Affirmative vote of at least two-thirds (2/3) of the members present and voting shall constitute adoption.

Chapter XII Miscellaneous

Section 1. The Standard Code of Parliamentary Procedure, current edition, shall stand except when in direct conflict with the Bylaws of the American Academy of Family Physicians or the North Carolina Academy of Family Physicians and will control all parliamentary proceedings of the meeting of the Board of Directors and at the Annual Meeting.

Section 2. The North Carolina Academy of Family Physicians shall have a seal, which has been adopted by the Board of Directors.

Section 3. The fiscal year of this corporation shall correspond with the calendar year.

Section 4. Inspection of Records. The Minutes of the proceedings of the Board of Directors and the Executive Committee, the membership books and books of accounts shall be open to inspection upon the written demand of any member at any reasonable time, for any purpose reasonably related to the member's interest as a member and shall be produced at any time when requested by the demand of ten percent (10%) of the members at any meeting of the Assembly. Such inspection may be made by agent or attorney and shall include the right to make extracts thereof. Demand of inspection, other than a meeting of the members, shall be submitted in writing to the President or Secretary of the Academy.

Section 5. Annual Report. The Board of Directors shall cause to be given at the Annual Meeting, by the Executive Vice President, a summary of the year's events of the Academy summarized from the Minutes of the Board of Director's meetings.

A balance sheet, as of the closing date of the previous fiscal year, together with a statement of income and profit and loss for such fiscal year, will be presented by the Secretary-Treasurer. Such financial statements shall be certified by a public accountant.

Section 6. Policy/Position Statements. Official policies of the Academy shall be reviewed on a regular basis, as determined by the Board of Directors.

Section 7. Indemnification. Every person who is, or shall be, or shall have been a director or officer of this corporation shall be indemnified by this corporation against all costs and expenses reasonably incurred by or imposed upon any such person in connection with or resulting from any action, suit or proceeding to which such person may be made a party by reason of enterprise or organization at the request of this corporation, except in relation to such matters as to which such person shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of such person's duty in such indemnified capacity. Each such person shall be indemnified also by this corporation against any and all criminal claims and liability to which such person has or shall become subject by reason of action alleged to have been taken, omitted or neglected by him/her in any capacity enumerated in the preceding sentence, provided, however, that no such person shall be indemnified against or be reimbursed for any expenses incurred in connection with criminal claim or liability unless such person had reasonable cause to believe that his/her conduct which resulted in the criminal claim or liability was lawful. "Costs and expenses" shall include, but are not limited to, attorney's fees, damages, fines and reasonable amounts paid in settlement. The right to indemnification conferred by this section shall not restrict the power of the corporation to make any other or further indemnification by law.

Revised: 11/88; Revised 4/90; Revised 3/92; Revised 3/93; Revised 3/94; Revised 12/95; Revised 11/96;
Revised 12/97; Revised 8/98; Revised 12/02; Revised 11/05; Revised 10/06; Revised 10/09; Revised
10/13