HARRIS COUNTY ACADEMY OF FAMILY PHYSICIANS

BYLAWS

(Revised February 2018)

Chapter I. Name

The name of this organization shall be the Harris County Academy of Family Physicians (HCAFP) hereinafter referred to as the HCAFP. The HCAFP is chartered under the laws of the State of Texas.

Chapter II. Affiliation

The HCAFP is a constituent local chapter of the Texas Academy of Family Physicians (TAFP), a constituent chapter of the American Academy of Family Physicians (AAFP). No rules, regulations, or policies of this organization shall be in conflict with those of the Texas Academy of Family Physicians or the American Academy of Family Physicians. In the event of conflict, the Bylaws of the AAFP shall prevail.

Chapter III. Vision Statement

The Harris County Academy of Family Physicians is dedicated to the promotion of a health care environment that values the vital role of family physicians in providing quality, comprehensive care to all Harris County Residents.

Chapter IV. Mission Statement

The Harris County Academy of Family Physicians unites the family physicians of Harris County through advocacy, education and member services, to empower them to provide a medical home for all patients.

Chapter V. Goals and Purposes

To support the vision and mission statement the goals of this organization include:

1. To establish, maintain and promote an organization of family physicians.
2. To promote and maintain the highest professional standards of family medicine.
3. To promote public awareness of family medicine.
4. To promote the science and art of medicine and surgery.
5. To preserve the right of the patient to choose a physician.
6. To preserve the right of the family physician to engage in medical and surgical procedures for which he/she is qualified by training, expertise, and/or demonstrated ability.
7. To provide and assist in providing CME courses for family physicians and general practitioners, and to encourage participation in such training.
8. To promote the availability of high quality family medicine residency programs to provide competent family physicians for every Texas citizen.
9. To encourage men and women to choose family medicine as a career and assist them in achieving this goal.
10. To assure the responsibility of public advocacy in health-related matters.
11. To promote and improve the public health.
12. To serve as a public advocate for our members.

Chapter VI. Classes of Membership and Election

The qualifications, classes, and conditions of membership shall be the same as provided in the Bylaws of the AAFP. All active members of this organization shall be members of the AAFP and the TAFP. In the event of conflict, the Bylaws of the AAFP shall prevail.

SECTION 1. ACTIVE MEMBERS

Any active member in good standing shall be eligible to vote and hold office.

SECTION 2. RESIDENT MEMBERS
A student member may not hold office in the HCAFP but shall have the privilege of addressing the membership and serving on committees. However, one resident may be appointed to the Board of Directors.

SECTION 3. INACTIVE MEMBERS
An inactive member shall not vote or hold office in the HCAFP but may address the membership and serve on committees.

SECTION 4. HONORARY MEMBERS
An honorary member may not vote. He/she shall pay no dues or admission fees and shall have no right, title, or interest in any HCAFP property.

SECTION 5. SUPPORTING MEMBERS
A supporting member shall not vote or hold office in the HCAFP, but may address the membership and serve on committees.

SECTION 6. LIFE MEMBERS
A life member may vote, serve on committees and address the membership but shall not hold office.

SECTION 7. STUDENT MEMBERS
A student member may not hold office in the HCAFP but shall have the privilege of addressing the membership and serving on committees. However, one student may be appointed to the Board of Directors.

SECTION 8. UNIFORMED SERVICES ADJUNCT MEMBERS
Members of the Uniformed Services Constituent Chapter of the AAFP may be designated Uniformed Services Adjunct Members of the Texas Academy, and HCAFP without the right to vote or hold office, upon application to the Board of Directors.

SECTION 9. MEMBERSHIP AGREEMENT
Acceptance of membership in this HCAFP shall constitute an agreement by each member to comply with the Bylaws and to recognize the Board of Directors as the sole judge of the right to be or remain a member. The Board of Directors shall be the judge of the member's right to be or remain a member of the HCAFP. All right, title, and interest, both legal and equitable, of the members in and to the property of this organization shall terminate in the event of any or either of the following: (a) expulsion of the member; (b) striking the name from the roll of members; (c) death;
(d) resignation.

SECTION 10. GOOD STANDING
A member in good standing shall be one whose current dues and assessments, if any, have been paid in accordance with the provision of these Bylaws, who is duly licensed to practice medicine, and who has met the applicable CME requirements during the period of the preceding three years as set forth in the AAFP Bylaws.

SECTION 11. TRANSFERS
Transfer of membership from one constituent local chapter to another shall be subject to what is outlined in the TAFP Bylaws.

SECTION 12. HONORARY AFFILIATE MEMBERS
Persons of distinction who have rendered outstanding service to the HCAFP or to the medical profession in Harris County may be honored as honorary affiliate members of the HCAFP. Membership Honorary affiliate members may not vote or hold office but may address the membership and serve on committees. He/she shall pay no dues or admission fees and is not considered an active member.

Chapter VII. Ethics

SECTION 1. PRINCIPLES

The principles of ethics of this organization shall be those of the American Academy of Family Physicians and the American Medical Association. The American Academy of Family Physicians' Congress of Delegates, on a two-thirds vote, may adopt policies or positions relating to ethical issues even though such policies or positions are in addition to or contrary to the Principles of Medical Ethics of the American Medical Association. 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. VIOLATION OF PRINCIPLES

If any member has violated the principles of medical ethics or the Bylaws of HCAFP, or is otherwise guilty of conduct justifying censure, suspension, or expulsion from this organization, any member may bring charges against him/her. Charges must be in writing and signed by the accuser(s) and must specify the acts and/or conduct.

As the bylaws of the HCAFP, TAFP and AAFP are aligned, all issues that could result in censure, suspension, or expulsion will be referred to the peer review process with due process rights provided in the TAFP bylaws. Violation of principles specific only to the bylaws of HCAFP will be presented to the HCAFP board, and if an adverse decision is recommended, the appeal will proceed to the due process procedures of the TAFP.

Chapter VIII. Dues and Admission Fees

SECTION 1

Dues of the HCAFP will be set and can be changed by a two-thirds vote of the Board of Directors.

SECTION 2

It is mandatory that dues and fees to the AAFP and TAFP be current to be qualified for membership in the HCAFP.

SECTION 3

Membership dues shall be payable in advance on January 1 each year. Dues of the new members shall be prorated as follows: If he/she is enrolled on or after July 1, but prior to November 1, his/her dues shall amount to one-half the annual dues; if he/she is enrolled on or after November 1, his/her dues shall be waived, but his/her annual dues for the ensuing calendar year shall immediately become due and payable, in addition to any admission fees.

SECTION 4

Any member whose dues are unpaid at the time of any annual business meeting shall be ineligible to vote or hold office. Any member who pays dues on a calendar year basis shall be considered delinquent if his/her dues are unpaid as of July 1 and shall be removed from membership 30 days after notice from the Treasurer. Any member who pays dues on an academic year basis, such as a student or resident member, shall be considered delinquent if his/her dues are unpaid as of December 31 and shall be removed from membership thirty 30 days after notice from the Treasurer. Upon completion of residency or extended training, such a member may apply for active membership and may hold such membership for the remainder of the calendar year without paying the standard dues for this category, but he/she must pay the usual and customary admission fees.

Chapter IX. Board of Directors

SUB-CHAPTER I. Policy and Procedure

SECTION 1.

The control and administration of the HCAFP shall be vested in a Board of Directors, hereinafter called the Board. The Board shall be composed of the HCAFP President, President-Elect, Treasurer, Immediate Past-President, two at-large directors, one resident director, and one medical student director.

SECTION 2.
The student and resident members shall be nominated from among the student and resident membership of the HCAFP respectively. The Board will select members in good standing to recommend for these director positions, and will be confirmed by the membership at the annual meeting. The term of office shall be one year and they may succeed themselves. There shall be a limit of two consecutive terms.

SECTION 3.
The two at-large directors shall serve two-year terms with one director elected each year. All at-large directors must be active members in good standing. They shall be elected at the annual meeting and begin serving at the conclusion of the annual meeting. They may serve up to two total terms in this position.

SECTION 4.
Four members of the Board shall constitute a quorum. An excused absence of a director, submitted in writing, shall count toward the quorum.

SECTION 5.
The Board shall meet at least two times yearly and at other times as may be set by the Board.

SECTION 6.
Each member of the Board shall have one vote.

SECTION 7.
Members of the Board who are absent from two consecutive Board meetings may be removed from the Board unless excused for a reason acceptable to the Board.

SECTION 8.
The officers of the HCAFP shall be President, President-Elect, Treasurer, and Immediate Past-President. The Immediate Past-President shall service as Chairman of the Board and shall not be eligible to succeed himself/herself. The powers, duties, terms of office, and method of election of offers shall be set forth in these Bylaws.

SECTION 9.
The Board shall control all properties and monies of the HCAFP, and shall manage its financial affairs after the manner and with the usual authority of boards of directors under Texas state law. The Board will supervise all publications of the HCAFP. All resolutions or recommendations pertaining to the expenditure of money must be approved by the Board.

The Board shall fix the salaries of the HCAFP's salaried employees. The Board may appoint special committees to aid in the discharge of its duties.

SECTION 10.
The Board shall act as the official policy making body of the Chapter and have full authority to act for and on behalf of the membership of the Chapter whenever the business of the Chapter demands prompt action between regularly scheduled meetings of the membership of the Chapter.

An annual report shall be made available at the annual business meeting of the balance sheet and income

statement of the Chapter for the fiscal year.

SECTION 11.
Board elections shall be by majority vote of all active members at the annual business meeting.

SECTION 12.
All candidates for office in the HCAFP shall be active members in good standing.

SECTION 13.
Board Chair: If a vacancy exists in the office of Immediate Past-President, it shall be filled by a majority vote of the Board from among the remaining duly elected Board members.

President: If a vacancy exists in the office of president due to death, resignation, or for any reason the president shall be unable or unqualified to serve, the President-Elect shall succeed to the office for the unexpired term. The duration of the term for the individual filling that position would be determined by the Board.

Other vacancies: If a vacancy exists for any officer position or elected member of the Board of Directors, unless within 90 days preceding the annual business meeting, it may be filled with a vote by the Board of Directors.

Sub-Chapter II. Elected Positions

SECTION 1. PRESIDENT
The President shall be the chief elected officer and shall have the general supervision and will also control the business affairs of the organization subject to the approval of the Board or the Executive Committee. The President shall be an ex-officio member of all committees and shall appoint all standing committees, subject to Board approval and by authority of the Board shall appoint all special committees. His or her term of office shall begin at the conclusion of the first ensuing annual meeting following the annual meeting at which his/her election occurs as President-Elect and expires at the conclusion of the next annual session meeting, when his/her successor is seated. He/she shall not be eligible to succeed himself/herself.

SECTION 2. PRESIDENT-ELECT
The President-Elect shall be a member of the Board and ex-officio member of all committees and shall preside at meetings of the HCAFP in the absence of the President. He/she shall succeed to the office of the President at the conclusion of the first annual session meeting following the annual meeting at which his/her election occurred, and shall expire at the conclusion of the next annual meeting, or when his/her successor is elected.

SECTION 4. IMMEDIATE PAST PRESIDENT
The Immediate Past President shall serve as member of the Board for a period of one year following his/her term as President; such term is to begin at the conclusion of his/her term of office and end at the conclusion of the following year end Board of Directors meeting.

SECTION 5. TREASURER
The Treasurer shall become upon election a member of the Board. He/she shall be the custodian of all HCAFP funds and shall, in such amounts as the Board may require furnish bond, the premium of which shall be paid by the HCAFP. He/she shall perform the duties which the office ordinarily connotes. He/she will meet with the Executive Vice President at least four times annually. He/she shall be elected for a one-year term beginning at the conclusion of the annual meeting at which he/she is elected and may succeed himself/herself. In the event of a vacancy in the office of Treasurer, the Executive Committee, by majority vote, shall appoint a successor to serve until the next Annual business meeting.

SECTION 6. AT LARGE MEMBERS
There will be two members of the board elected from the general membership. The term will be for 2 years and the terms will be staggered such that one will be elected annually.

SUB-CHAPTER IV- Appointed Positions

SECTION 1. CHIEF EXECUTIVE OFFICER/EXECUTIVE VICE PRESIDENT
The Board of Directors shall appoint a Chief Executive Officer/Executive Vice President for a term and stipend to be fixed by the Board. He/she shall under the direction of the Board of Directors perform such duties as the title of office ordinarily connotes, and such duties of the Treasurer may be assigned to him/her by the Board. He/she shall keep an accurate record of meetings and transactions of the annual business meetings and the meetings of the Board. He/she shall serve as secretary to these bodies. He/she may or may not be a member of the HCAFP and shall not be entitled to vote.

SECTION 2. Delegates to the TAFP Member Assembly
The Board of Directors shall appoint Delegates and Alternates to the TAFP Member Assembly. The term of office shall be one year. There is no term limit to serve as Delegate or Alternate Delegate.

Chapter X. Committees

The President will appoint, subject to the approval of the Board, committees, to assist the Board of Directors as it deems appropriate. The composition and functions of such committees, or organizational entities shall be as determined by the Board of Directors.

Three active members of a committee will constitute a quorum.

The President subject to Board approval shall appoint the chair of the committee. No member may serve as chair of any specific committee for more than three (3) years and members of committees are not considered officers. Resident or student members may be appointed to committee membership.

Any committee chair or member who fails twice in succession to attend meetings of his/her committee shall be dismissed from the committee unless he/she submits an acceptable excuse. A chair must submit his/her excuse to the President and a member must submit his/her excuse to the chair of that committee.

Chapter XI. Meetings

SECTION 1
Regular scientific meetings shall be held monthly, September through May (budget permitting). The dates of the meetings will be the second Wednesday of the month unless changed by the Board of directors. The November meeting will be the annual business meeting. Every scientific meeting will be a dinner meeting (budget permitting), and the yearly membership dues will include pre-payment of dinner for all members.

SECTION 2
Notice of special meetings shall be given by the Chief Executive Officer/Executive Vice President to all members at least 30 days prior to the date of the meeting, either by letter mailed to each member's address or by publication.

SECTION 3
Special meetings may be called by the Board or the President. Special meetings shall also be called by the Chief Executive Officer/Executive Vice President upon written request of 10 or more members, at a place and time determined by the Board.

SECTION 4
Twenty active members shall constitute a quorum at any general or special meeting of the HCAFP.

Chapter XII. Inspection of Records

The minutes of the proceedings of the Board of Directors, the membership registry, and the ledgers of fiscal account shall be open to inspection upon the written demand of any member at any reasonable time, (during regular business hours), for any purpose reasonably related to the member's interest as a member, and shall be produced at any time when requested by 10 percent of the members present at any general or special meeting. Demand of inspection, other than at a meeting of the members, shall be in writing to the President or to the Chief Executive Officer/Executive Vice President of the HCAFP.

Chapter XIII. Rules of Order

In all matters not covered by the Harris County Academy of Family Physicians' constitution, bylaws, and standing rules, the Harris County Academy of Family Physicians shall be governed by the current edition of the *American Institute of Parliamentarians Standard Code of Parliamentary Procedure.*

Chapter XIV. Amendment of Bylaws

Any two or more members may propose Bylaws or amendments to Bylaws. Such proposals or amendments shall be submitted to the Chief Executive Officer/Executive Vice President of the Academy at least 100 days prior to a business meeting of the Academy. Notice shall be given by the Chief Executive Officer/Executive Vice President at least 30 days prior to the meeting. Publication of the amendments in the official publication of the HCAFP or on their website shall be considered notice to the members. An affirmative vote of at least two -thirds (2/3) of the members present and voting at the business meeting shall constitute adoption. Amendments shall take effect immediately upon adoption unless otherwise specified. Amendments shall be subject to review by the TAFP Board of Directors.

Chapter XV. Conflict of Interest

All HCAFP officers, directors, commission/committee members or members of similar organizational entities may be asked to sign a Conflict of Interest Statement approved by the Board of Directors.