



**FLORIDA SOCIETY AMERICAN COLLEGE OF
OSTEOPATHIC FAMILY PHYSICIANS CONSTITUTION AND BYLAWS**

Revised:

**July 27, 1995
July 29, 1999
July 29, 2005
August 1, 2008
July 30, 2010
April 12, 2014
July 27, 2018**

CONSTITUTION

I. PREAMBLE

We, these Osteopathic Family Physicians of the State of Florida, do and hereby establish this Society for the purposes set forth below.

II. NAME

The name of this organization shall be The Florida Society of the American College of Osteopathic Family Physicians, Inc. (FSACOFP), also referred to hereafter as the "Society." The Society is a not-for-profit corporation chartered under the laws of the State of Florida and is an affiliate of the American College of Osteopathic Family Physicians (ACOFP).

III. OBJECTIVES

The objectives for this Society are:

Section 1. To promote and provide quality cost-effective health care and patient education in all health related matters.

Section 2. To promote public health, encourage scientific research and support high standards of Osteopathic education;

Section 3. To identify, promote and advance the standards of Osteopathic family practice in the field of Osteopathic medicine and surgery;

Section 4. To encourage and improve the educational opportunities in Florida for the training of Osteopathic family physicians in all branches of Osteopathic medicine and surgery, including all Osteopathic family practice training programs;

Section 5. To promote the department of Osteopathic family physicians in all Florida hospitals and colleges;

Section 6. To promote improved understanding by the public of the services rendered by the Osteopathic family physician;

Section 7. To abide by the Code of Ethics of the American Osteopathic Association, this shall be the Code of Ethics of this Society;

Section 8. To cooperate with the American College of Osteopathic Family Physicians (ACOFP), the American Osteopathic Association (AOA) and the Florida Osteopathic Medical Association (FOMA).

Section 9. To conduct at least one educational program annually.

IV. VISION

The Society shall promote Osteopathic family physicians as specialists of choice dedicated to the care and well-being of all human life.

V. MISSION

To advocate for our profession and to engage our membership, students and residents in the ideals and practice of Osteopathic family medicine, as well as continue to advance quality, compassionate care for all patients.

VI. MEMBERSHIP

Section 1. The general membership of the Society shall consist of Osteopathic family physicians and other persons who have met the requirements of membership prescribed by the Society's Bylaws.

VII. BOARD OF TRUSTEES

Section 1. The Board of Trustees (BOT) shall be the policy-making body of the Society and shall consist of those members who have been elected as prescribed in the Bylaws.

Section 2. The Board shall be the executive body of the Society and shall perform all such duties as provided in the Society's Bylaws and those directed by the membership.

VIII. OFFICERS

The elected officers of the Society shall be President-elect, Vice-president, Secretary and Treasurer.

IX. PARLIAMENTARY AUTHORITY

The Standard Code of Parliamentary Procedure by Robert's Rules of Order, newly revised, shall govern the proceedings of the Society in all matters to which they are applicable and not otherwise provided for in the Society's Constitution and Bylaws.

X. 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, provided that the membership has been duly notified at least thirty (30) days in advance via the official publication or website of the Society that a consideration of proposed Constitutional amendments shall be on the agenda of the annual meeting of the membership of the Society.

I. MEMBERSHIP Section 1.

Qualifications

A. An applicant for membership shall be of good moral and professional character.

B. Application shall be made upon the prescribed form and shall be accompanied by the annual dues as prescribed by these Bylaws.

Section 2. Membership Classifications

A. The membership of this Society shall consist of the following classes: Active,

Student, and Resident.

B. Active members shall be a graduate of an AOA Accredited College of Osteopathic Medicine (COM), in good standing and shall be licensed to practice Osteopathic medicine. Each applicant shall have conformed to the Code of Ethics of the AOA and the society and agree to do so in the future. Active members must have completed:

- (1) one year of a rotating internship approved by the AOA and at least three (3) years of active family practice, or,
- (2) at least five (5) years of active Osteopathic family practice, or,
- (3) an approved AOA or Accreditation Council on Graduate Medical Education (ACGME) family practice residency program.

C. Student members must be enrolled in a COM and complete an application. Student membership terminates upon graduation from the COM. Student members shall not pay dues or assessments nor hold office, nor vote. Student members serving on Society committees may vote in the committee meetings. One student will be elected by the Student Chapter of the ACOFP organization in each COM located in Florida to serve on the BOT and jointly will have one vote.

D. Resident members must be graduates of a COM and physicians in training in Florida AOA or ACGME approved family practice or rotating internship programs and complete an application. Membership shall be for the duration of the resident member's residency and extended training. Resident members shall not pay dues or assessments nor hold office, nor vote. Resident members serving on Society committees may vote in the committee meetings. One resident from an AOA training program will be selected by the BOT to serve on the BOT for one year and will have full voting rights. Upon completion of their residency training or extended training and upon verification of eligibility for active membership, resident members shall be automatically transferred to active membership.

Section 3. "In Good Standing."

The phrase "in good standing" shall describe only those members who are current with all dues and assessments.

Section 4. Revocation of Membership

A. The BOT shall assume full responsibility and exercise complete authority in regard to the status of all members of the Society. Membership may be revoked after due notice to the member and a hearing before the BOT based upon such notice. The BOT shall have the right to revoke such membership by a two-thirds (2/3) vote of a quorum of the BOT hearing such complaint.

B. Membership in this organization may be revoked for one or more of the following reasons:

- (1) Noncompliance with the Constitution and Bylaws of the Society;

- (2) Breach of the Code of Ethics of the AOA;
- (3) Revocation of the member's license to practice Osteopathic medicine;
- (4) Held not "in good standing";
- (5) Conviction of a felony;
- (6) Nonpayment of dues;
- (7) Any other just cause.

C. Any individual whose membership has been revoked by the BOT for reasons other than nonpayment of dues shall have the right of appeal to the general membership at its next annual meeting. The general membership may, at its discretion, take such action as it deems appropriate. Reinstatement of membership to the Society shall be by an affirmative vote of two-thirds (2/3) of the total number of qualified members present at that annual meeting.

D. Any individual whose membership has been revoked by the BOT for reasons other than nonpayment of dues shall have the right of appeal to the general membership at its next annual meeting. The general membership may, at its discretion, take such action as it deems appropriate. Reinstatement of membership to the Society shall be by an affirmative vote of two-thirds (2/3) of the total number of qualified members present at that annual meeting.

E. Revocation of membership does not bar one from future application for membership in the Society.

F. Any member of the Society may tender his/her resignation to the BOT without prejudice.

II. ELECTIONS AND ANNUAL MEETING

Section 1. Eligible members

The general membership "in good standing" and present at the annual meeting shall constitute a quorum at this meeting and shall be considered the voting members of the Society. The COM chapters of the ACOFP located in the state of Florida shall be entitled to one voting member each at the annual meeting.

Section 2. Annual Membership Meeting

A. The outgoing president or his/her designate, shall preside over the annual membership meeting and shall be entitled to a vote on matters brought before this body only in the event of a tie. He/she shall be responsible for formulating the agenda.

B. The annual meeting of the membership shall be held in conjunction with the annual convention of the Society. A quorum of the membership shall consist of those voting members "in good standing" present at the annual meeting.

Section 3. Elections

A. General

The BOT members and officers shall be elected by the membership at the annual membership meeting. BOT members and officers may succeed themselves. BOT members shall be selected in such a manner as to provide adequate geographical representations of the entire state.

B. Nominating Committee

- (1) The Nominating Committee shall be appointed by the President and consist of the President, President-elect, one Past President, and one Active BOT member.
- (2) The Nominating Committee shall submit a slate of nominees for the various BOT positions at least thirty (30) days prior to the annual meeting. The final slate shall be submitted to the membership by being printed in the official publication or website of the society at least fourteen (14) days prior to the annual meeting.
- (3) Nominations for any office may be made from the floor during that portion of the annual membership meeting.
- (4) A majority vote of all qualified members present at the annual meeting shall be required for election of any officer or BOT member.

C. Elected Officers

The newly elected officials shall assume their duties immediately following the adjournment of the annual convention. The following officers are elected positions: President Elect, Vice-president, Secretary, and Treasurer. All positions shall be for a term of one year. All the above positions shall be held only by duly elected BOT members. All elected officers shall function as BOT members as well. These Officers will be referred to as the Executive Committee and will include the Immediate Past President.

D. Board of Trustees

BOT members shall be active members, elected by the general membership at its annual meeting for a one (1) year term.

E. Convention Committee

The Convention Committee ~~nominees~~ shall consist of four (4) BOT members appointed by the President.

F. Appointed Officers.

The President shall appoint a parliamentarian and ~~other such nonvoting officers and~~ committee chairs as he/she deems necessary.

III. BOARD OF TRUSTEES

Section 1. Qualifications

- A. An applicant for membership shall be of good moral and professional character.
- B. Applicant shall be made upon the prescribed form and shall be accompanied by the annual dues as prescribed by these Bylaws.

Section 2. Composition of BOT

A. The BOT shall consist of the President, President Elect, Vice president, Immediate Past President, Secretary, Treasurer, and the elected BOT members. The total number of the BOT may not exceed more than twenty (20) active voting members, including the BOT Executive Committee. This total number will not include the non-voting members such as the Emeritus BOT.

B. Quorum of BOT: A majority of those present at any BOT meeting shall constitute a quorum at any duly called meeting.

C. The Family Physician Chair at each Florida COM shall be invited to serve as a voting member of the BOT.

Section 3. Emeritus Board of Trustees

- A. The President may appoint up to five (5) Past Presidents to the Emeritus Board of Trustees.
- B. While Emeritus Board of Trustees members are encouraged to attend all regular Board of Trustees meetings, Emeritus Board members have no voting privileges on the regular Board of Trustees.

Section 4. Governance and General Functions

The BOT shall be the governing body and shall manage the affairs of the Society in accordance with its Constitution and Bylaws and the motions, policies and directives of the membership.

- A. Board Meetings. The BOT shall meet up to four (4) times annually.
 - (1) Annual Meeting. One BOT meeting shall be held in conjunction with the Annual convention of the Society
- B. Special Meetings. Special meetings of the BOT may be called by the President:

Section 5. Termination

- A. In the event any BOT member fails to perform the duties of his/her office as determined by a two-thirds (2/3) vote of the BOT at any regular or special

meeting, the BOT shall declare the office vacant and the President shall appoint a replacement to serve until the next annual meeting. Notwithstanding Section 7: Presidential vacancy.

B. Excused absences and 75% rule. Unless excused by written or oral notice to the Executive Director prior to the meeting, each BOT member must attend seventy-five (75%) of the regularly scheduled BOT meetings.

C. Any other vacancy, than B above, occurring on the BOT shall be filled by Presidential appointment. The successor shall serve until the next annual meeting of the membership at which time he/she may run for election for the remaining unexpired term for this BOT position.

Section 6. Presidential Vacancy

In the event the office of President becomes vacant the President elect shall assume the duties of the office of President. The office of President elect shall then be declared vacant and said vacancy shall be filled as provided by the Bylaws.

IV. OFFICERS Section 1. Composition

Section 1. General Duties

A. The officers of the Society shall conduct their activities in accordance with the Constitution and Bylaws of the Society and shall perform such other duties as the Society may require of them. All individual officers are responsible to the BOT and membership.

Section 2. Duties of Officers

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 Society and by the BOT.
- (2) Shall be the Chair of the BOT and preside at all its meetings.
- (3) Shall appoint all standing committees of the Society and be an ex-officio member of these committees.
- (4) Shall appoint a parliamentarian.
- (5) Shall exercise a general supervision and have charge of the affairs, business matters, employees and property of the Society and be subject to the advice and authority of the BOT and the membership as provided by the Constitution and Bylaws of the Society.
- (6) Shall have sole authority to execute all contracts for and on behalf of the Society, subject to the approval of the BOT.

(7) Shall, together with the Treasurer, make conveyances of real estate, releases and assignments subject to the approval of the BOT and also constitute the Finance Committee.

(8) Shall, together with the Secretary, execute all other documents or instruments in the name of and on behalf of the Society.

(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 books of the Society. These books shall be made available to the membership and the BOT and shall be subject to their inspection.

(10) Shall present a general report on the affairs of the society at the annual meeting.

(11) Shall fill any vacancies.

(12) Shall discharge such other duties as may be required of the President by the Constitution and Bylaws of the Society and the BOT thereof.

(13) Shall have the right to appoint an Executive Director. This appointment shall require Executive Committee approval.

(14) The order of business of the annual membership meeting shall be prepared by the outgoing President or his/her designate.

B. The President Elect:

(1) Shall become well acquainted with the duties of the President and the function of the Society.

(2) Shall perform those duties as provided by the Constitution and Bylaws.

(3) Shall become the President:

(a) at the expiration of the President's term of office or

(b) in accordance with the provisions of the Bylaws

(4) Shall be the General Chair of the Public Affairs and the Society Business Affairs Standing Committees.

C. The Vice President:

(1) Shall function in the capacity of President in the event that the President and President elect are unable to perform their respective duties.

(2) Shall be the general chair of the Education & the Professional Affairs

Standing committees.

D. The Secretary:

(1) Shall perform all the functions of that office, which are specified in the Parliamentary Authority and Bylaws of the Society.

(2) Shall (or his/her designee) be responsible for recording the minutes of BOT meetings and keeping the records of all other meetings of the BOT and the membership.

E. The Treasurer:

(a) Shall work directly with the Executive Director on all financial matters and prepare an annual budget to be presented to the Executive Committee for approval.

(b) Executive Director shall present items, not budgeted, greater than \$10,000 to the Treasurer for their approval.

V. DEPARTMENTS AND COMMITTEES Section 1.

Qualifications

Committee members shall be members of the Society in good standing. Committee chairs shall be elected members of the BOT.

Section 2. Appointments.

A. All chairs of the Standing Committees (excepting permanent committees) shall be appointed by the President.

B. Special committees may be appointed by the President at any time.

Section 3. Organization

A. The activities of the Society shall be organized under such committees as the President so designates.

B. The Chair shall organize and supervise the work of his/her respective committee and see that necessary meetings are held, programs of work developed, and reports prepared in accordance with those obligations and duties as listed in the Constitution and Bylaws.

C. STANDING COMMITTEES

The General Chair of the Standing Committees shall be the President Elect and the Vice President as outlined below. Each subcommittee chair reports directly to the above named officer in charge of his/her subcommittee. The Standing Committees with their respective general chair and subcommittees (the general chair shall, at his/her discretion, create or not create sub- committees) shall be:

(1) EDUCATIONAL COMMITTEES:

General Chair: Vice- Pres.

Subcommittees are: ACOFP Fellowships, Hospital Liaison, Resident/Intern/Extern Liaison, and Osteopathic Colleges Liaison.

(2) PROFESSIONAL AFFAIRS COMMITTEES: General

Chair: Vice- President.

Subcommittees are: Awards, Florida Academy of Osteopathy (FAO)/ Osteopathic Manipulative Treatment (OMT) Liaison, FOMA Liaison (includes Legislation), Hospital FP/GP Departments, State regulatory agencies, Long Range Planning, membership, ACOFP Liaison (includes resolutions) and FAFP Liaison.

(3) PUBLIC AFFAIRS COMMITTEES:

General Chair: President Elect.

(4) SOCIETY BUSINESS AFFAIRS COMMITTEES: General

Chair: President Elect.

Subcommittees are: Publications and permanent committees, including the executive, finance, annual convention committees, Legal Liaison, and Communications (Newsletter, Public Relations, Social Media and Website).

D. PERMANENT COMMITTEES shall include:

The Executive Committee and the Annual Convention Committee. These committees shall be comprised of elected BOT members only.

(1) The Executive Committee shall consist of the President, President-Elect, Vice President, Immediate Past President, Secretary and Treasurer. The President shall serve as the chair of the committee

(2) ANNUAL CONVENTION COMMITTEE:

- a. They shall be charged with the successful operation of all convention functions and activities at the annual convention.

Section 4. General Duties of Committees

A. The General Chair shall be responsible for giving a written or oral report of his/her subcommittee's progress if any committee business has been conducted at each BOT meeting. The Chair shall also be responsible for transmitting all reports and pertinent papers to the following year's committee Chair.

VI. FINANCES, DUES AND ASSESSMENTS

Section 1. Fiscal Year

The Society's fiscal year will begin January 1st of each year and end on December 31st of the same year.

Section 2. Budget

The annual budget shall be prepared by the Treasurer and the Executive Director and presented to the BOT for its approval at the December BOT meeting.

Section 3. Audit

The BOT shall commission a certified annual audit of the financial records of the Society no later than thirty (30) days after the end of the fiscal year.

Section 4. Dissolution

In the event the Society should be dissolved the total assets of the Society, including cash and title to real estate and all other property, shall be dispersed as determined by the BOT.

Section 5. Annual Dues/Assessments

- A. The amount of the annual dues and/or assessments shall be determined by the BOT and presented to the membership for ratification at the annual meeting.
- B. All dues are payable at the beginning of the fiscal year except in the year a member joins when such dues shall accompany the application.
- C. If dues are not paid by October 1, the member shall be automatically suspended.
- D. The following categories of members shall not pay dues or assessments: residents, and student.
- E. Active members must pay those dues and assessments as established by the membership at the annual meeting. The BOT shall prepare the recommendation for such dues and assessments in advance of the annual meeting.
- F. All interim members must pay those dues and assessments established by the membership at the annual meeting.

Section 7. Waiver of Dues and Assessments

A member may apply for waiver of dues and assessments for cause to the membership Chair which shall make its recommendation to the BOT.

A majority vote by the BOT may waive all or part of such dues and assessments.

Section 8. Reinstatement of Membership

A member who has been suspended because of nonpayment of dues or assessments may request reinstatement. Upon payment of all outstanding dues and assessments and by submitting an official application with said dues and assessments, the board can, by a majority vote, reinstate such member.

VII. OFFICIAL PUBLICATION

The Society shall have an official publication, the name of which shall be the "Florida Society News."

The Executive Director shall coordinate publication and distribution of the Florida Society News, with approval by the President.

VIII. 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 via the official publication of the Society that a consideration of proposed Bylaws amendments shall be on the agenda of the annual meeting of the membership of the Society.

IX. SIGNATURES

Original document approved by the general membership at the Annual Meeting this 27th day of July 2018:

_____, President

_____, Secretary

_____, Executive Director

Sworn before me this _____ day of _____, _____.

Notary _____

My commission expires the day of _____, _____. SEAL