

## NHAFP Meeting Minutes January 21, 2015

Members present: Doug Dreffer, MD; Peter Mason, MD; Robert Kiefner, MD; Paula Leonard-Schwartz, MD; Louis Kazal, MD; Steve Elgert, MD; Amy Schneider, MD; Mckalyn Leclerc, MD; David Kehas, MD; Di Dung; Melissa Duxbury, MD; Burt Dibble, MD via phone; Catrina Watson

Meeting called to order

Motion to accept previous minutes. (Question regarding Jacky's last name- Morse)  
Motion passed.

Treasurer's Report: Increase in account as dues are coming in from AAFP. Biggest expenses currently are COD reimbursements and cost of CPA review.

Motion to accept.

Motion passed.

President's report: We will have a presentation on Direct Primary Care. AAFP has a supportive position on this model.

Resident Report: Recruitment in full swing. Applications are up 15-20%- 1,500. They have interviewed 106. Match could possibly be before next meeting. Biggest college presence- Tufts, St George's (Stanley Kimmel). Less than 10 from NH.

Elliott really wants to start a residency program. We are not sure what this will look like. The trip to Honduras is coming up with the Rotary club. Doug, his daughter, Mckalyn and a few 3<sup>rd</sup> years will attend for 8 days. Usually see 300-400 patients a day between 5-6 providers. It is a hope that they adopt more of a community development model Mckalyn attended Nutrition for Healthcare Providers course. Whole foods, mostly plant-based diets are widely recommended. She shared a picture of what our plates should look like.

Burt currently doing the Paleo diet. Lost 12 pounds. Had to give up alcohol, foods with sugar. Very difficult to find prepackaged foods that are not loaded with sugar. Lou remarked that foods with labels are not really foods.

Several funding requests that have been approved by residency director- Bobby Kelly- poster for maternal & child health, Fenway Health Ctr., Hyun Hong attended Navigating Choice and Change in Later Life: Frameworks for facilitating Person-Centered Planning. The cost was \$ 90.

Student Report: Di Dung is FMIG co-chair. They had their first meeting. Planning mid-February for speaker to talk on depression in physicians. Early April Concord residency will come to campus and teach skills. We are encouraging relationships between undergrads, medical students and residents to help with the feeling of isolation.

Advocacy: Catrina had a meeting with Representative Berrien to discuss how family physicians and pediatricians would feel about a few bills. Proposed bill that Rep. Berrien that he is presenting himself, that would require state agencies that currently have parenting education, to teach effective ways of discipline and discourage corporal punishment, and teach the detrimental effects of it. A bill that would prohibit Medicaid

reimbursing for circumcision and a bill that would require background checks for commercial/gun show purchases. We also discussed the telemedicine bill. Board did not support bill on corporal punishment. Had too many questions and felt that it did not go far enough. They would support a bill that prohibited corporal punishment totally. They opposed circumcision bill and supported gun safety bill. They had many questions regarding the telemedicine bill.

Rob- Single payer bill has sponsor. Strongly encourage testimony at hearing. Donald Kollisch is keynote at our CME event.

Old business:

Bylaw amendments

Motion to accept

Motion passed.

Action: Catrina to send bylaws to members notifying them of vote that will take place at annual meeting.

Bylaws attached below

New business:

Direct Primary Care presentation.

Polina Sayess, MD to represent NHAFP at NCCL.

Action: Catrina to send ACLF and NCCL info to Board and members. NHAFP will fund additional members to attend.

Board resignation: Eleanor Bueno has regretfully resigned due to work/life balance. We would gladly welcome her back in the future, as her kids get older.

Meeting adjourned 8:40

Next meeting March 18

**NEW HAMPSHIRE ACADEMY OF FAMILY PHYSICIANS  
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**BYLAWS OF  
THE NEW HAMPSHIRE ACADEMY OF FAMILY PHYSICIANS**

**ARTICLE I  
Name**

The name of this corporation shall be known as the New Hampshire Academy of Family Physicians, hereinafter referred to as the NHAFP, and shall be governed by the laws of the State of New Hampshire and in compliance with the laws and regulations applicable to corporations exempt from income tax under Section 501 (c) (6) of the Internal Revenue Code.

**ARTICLE II  
Affiliation**

The organization is a constituent chapter of the American Academy of Family Physicians, hereinafter referred to as the AAFP, a corporation existing under the laws of Illinois and is possessed only of those rights and powers conferred by said corporation to this organization. No rules, regulations, or policies adopted by this organization shall be in conflict with the rules, regulations, or policies of the AAFP or the charter issued by said Academy to this organization

**ARTICLE III  
Purpose**

The purpose of the NHAFP is to:

- A. provide advocacy, representation, and leadership for the specialty of family medicine;
- B. provide responsible advocacy for and education of patients and the public in all health-related matters;
- C. preserve and promote quality cost-effective health care, promote the science and art of family medicine, and ensure an optimal workforce of well-trained family physicians;
- D. promote and maintain high standards among physicians who practice family medicine;
- E. preserve the right of family physicians to engage in medical and surgical procedures for which they are qualified by training and experience;
- F. provide for the continuing professional development of its members;
- H. promote medical student selection of family medicine as a career and teach the values of family medicine to students who may choose other specialty careers; and
- G. maintain and provide an organization with high standards to fulfill the above purpose and to represent and serve the needs of its members.

**ARTICLE IV  
Membership**

**Section 1. Definition. Family Physicians.** For the purpose of these Bylaws, family physicians are defined as physicians in the discipline of family medicine whose training and

experience qualify them to practice in several fields of medicine and surgery, with particular emphasis on the family unit.

**Section 2. Eligibility.** The qualifications and the classes of membership shall be the same as those now or hereafter provided in the Bylaws of the AAFP. Active members of the NHAFP shall be duly licensed to practice medicine in the state of New Hampshire.

**Section 3. Application and Approval.** Application for membership shall be made on a form prescribed by the AAFP. Election to membership shall be by a majority of the Board of Directors of the NHAFP. The NHAFP may submit nominees for honorary membership in the AAFP to the Board of Directors of the AAFP, which shall at its discretion submit nominees to its Congress of Delegates for approval.

**Section 4. Requirements.** Requirements of membership shall be the same as those now or hereafter provided in the Bylaws of the AAFP.

**Section 5. Privileges.** Privileges shall be the same as those now or hereafter provided in the Bylaws of the AAFP, with the following additions and exceptions:

- A. Only Active and Life members of the NHAFP shall have all privileges of members. Inactive members, and supporting members of the NHAFP shall not be entitled to vote or hold office in the NHAFP.
- B. Resident members of the NHAFP may serve on national, state, and chapter commissions and committees as determined by the applicable Board. Resident Directors of the NHAFP shall have full voting privileges on the Board of the NHAFP. Resident members of the NHAFP shall also have full voting privileges at the Annual Meeting and on assigned committees of the NHAFP but shall not be entitled to hold office or chair committees of the NHAFP.
- C. Student members of the NHAFP may serve on national, state, and chapter commissions and committees as determined by the applicable Board. Student Directors of the NHAFP shall have full voting privileges on the Board of the NHAFP. Student members shall have full voting privileges only on assigned committees of the NHAFP. Student members of the NHAFP shall not have voting privileges at the Annual Meeting of the Members nor shall they be entitled to hold office or chair committees of the NHAFP.

**Section 6. Unified Membership.** No person may hold membership in the NHAFP unless he or she is also a member of the AAFP.

**Section 7. 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 not under disciplinary action, and who has met the applicable CME requirements during the period of the preceding three (3) years as set forth in these Bylaws.

**Section 8. Changes in Membership Status.** Changes in membership status shall be the same as those now or hereafter provided in the Bylaws of the AAFP.

**Section 9. Acceptance of Membership.**

- A. Acceptance of membership in the NHAFP shall constitute an agreement by such member to comply with these Bylaws and those of the AAFP. Subject to the right of appeal to the corporation, an applicant accepting membership shall also recognize the Board of Directors of the NHAFP as the sole and only judge of his or her right to be or remain a member.

- B. All rights, title and interest, both legal and equitable, of a member in and to the property of the NHAFP shall cease and terminate in the event of any of the following:
  - (a) expulsion of such member;
  - (b) the striking of his/her name from the roll of members;
  - (c) his/her death or resignation.

**Section 10. Dues and Assessments.**

- A. Members shall be required to pay dues and/or assessments to this organization in the amount and manner provided in these Bylaws.
- B. Dues for members will be set by the Board of Directors, due and payable upon election to membership, and payable each subsequent year to remain a member. Dues may be changed at any time during the year by a two-thirds (2/3) vote of the Board of Directors, with the additional requirement that any dues change must be ratified by a vote of the membership at the time of the next annual meeting.
- C. Special assessments may be applied equally to all active members by affirmative action of two-thirds of the members of the Board of Directors, provided, however, that no assessment shall be in excess of seventy-five dollars (\$75.00) annually.
- D. Members whose dues and assessments are in arrears at the time of the Annual Meeting of the NHAFP shall be ineligible to vote or hold office.

**ARTICLE V  
Meetings**

**Section 1. Annual Meeting.** There shall be an Annual Meeting of the NHAFP at a time and place designated by the President. Notice of the Annual Meeting shall be sent to all members at least sixty (60) days prior to the date of such meeting. The privilege of the floor of the Annual Meeting is extended to all members of the NHAFP.

**Section 2. Board of Directors Meetings.** Regular meetings of the Board shall be held at the Annual Meeting and at such other times as may be deemed necessary.

**Section 3. Special Meetings.** Special meetings of the Board of Directors may be called by the President or by written request of two-thirds (2/3) of the Board of Directors. Special meetings of the members shall also be called by the President upon the written request of any twenty (20) members of the NHAFP, at a place and time to be determined by the President.

**Section 4. Rules.** The Board of Directors may adopt such rules of procedure as it deems desirable for the transaction of business at the Annual Meeting, special meetings of the members, or Board meetings unless otherwise provided in these Bylaws.

**Section 5. Quorum.** Twenty (20) voting members shall constitute a quorum for the transaction of business at the Annual Meeting or at special meetings of the members. A majority of the Board of Directors shall constitute a quorum for the transaction of business at Board meetings. Unless provided otherwise in these Bylaws, the articles of incorporation, or by law, all matters shall be decided by a majority vote of the members present and voting.

**Section 6. Location.** The President shall determine the time and location of meetings.

**ARTICLE VI  
Officers**

**Section 1. Officers.** The elected officers of the NHAFP shall be: President, Immediate Past-President, President-Elect, Secretary, and Treasurer. The Executive Director is an ex officio member of the Board without vote appointed by the Board.

**Section 2. Qualifications for Office.** The elected officers shall be Active or Life members of the NHAFP in good standing at the time of election and throughout their term of office.

**Section 3. Terms of Office.** The term for each officer shall be two years or until his/her successor is elected. All officers elected shall take office immediately following the Annual Meeting at which they are elected.

- A. **President.** The term of office begins at the conclusion of his/her term as President-Elect and expires at the conclusion of the second Annual Meeting after election or when his/her successor is seated.
- B. **Immediate Past-President.** The term of office begins at the conclusion of his/her term as President and expires when his/her successor completes his/her term of office as President.
- C. **President-Elect.** The term of office begins at the conclusion of the Annual Meeting at which his/her election occurred and expires upon succeeding to the office of president.
- D. **Treasurer.** The term of office begins at the conclusion of the Annual Meeting at which his/her election occurred and expires at the conclusion of the second Annual Meeting after election.
- E. **Secretary.** The term of office begins at the conclusion of the Annual Meeting at which his/her election occurred and expires at the conclusion of the second Annual Meeting after election.

**Section 4. Vacancies.**

- A. **President.** If a vacancy exists in the office of President due to death, resignation, removal from office, or incapacity, the President-Elect shall succeed to the office for the unexpired term
- B. **Immediate Past-President.** If a vacancy exists in the office of Immediate Past-President, it shall be filled by a majority vote of the Board from the remaining duly elected Past President Board members.
- C. **President-Elect.** If a vacancy exists in the office of President-Elect due to death, resignation, removal from office, or incapacity, the Board shall elect a president-elect from the remaining duly elected Board members to serve until the next Annual Meeting.
- D. **President and President-Elect.** In the event of the death, resignation, removal from office, or incapacity of both the President and the President-Elect, the Board shall elect a President from the remaining duly elected Board members to serve for the unexpired term.
- E. **Treasurer.** If a vacancy exists in the office of Treasurer due to death, resignation, removal from office, or incapacity, the President shall serve as interim Treasurer until the Board of Directors elects a Treasurer from the remaining duly elected Board members to serve until the next Annual Meeting
- F. **Secretary.** If a vacancy exists in the office of Secretary due to death, resignation, removal from office, or incapacity, the Executive Director shall serve as interim Secretary until the next Annual Meeting.

**Section 5. Duties of Officers.** In addition to their specified duties, officers shall perform other duties as may be directed by the Board.

- A. **The President shall:**
  - a. be an ex-officio member of the Board and all standing committees;
  - b. preside over all meetings of the Board;
  - c. preside over all Annual Meetings; and

- d. in the absence of the Immediate Past President, preside over all meetings of the Executive Committee.
- B. The Immediate Past-President shall:**
  - a. be an ex officio member of the Board;
  - b. be the Chair of the Executive Committee; and
  - c. preside over all meetings of the Executive Committee
- C. The President-Elect shall:**
  - a. be an ex officio member of the Board;
  - b. in the absence of the President, preside over the all Board meetings and all Annual Meetings; and
  - c. succeed to the office of President upon the conclusion of his/her term as President-Elect.
- D. The Treasurer shall:**
  - a. be the custodian of all the funds of the organization;
  - b. provide periodic financial reports to the Board;
  - c. furnish bond, the premium for which shall be paid by the organization in such amount as the Board may require; and
  - d. perform such other duties as the title of the office ordinarily connotes.
- E. The Secretary shall:**
  - a. take and maintain minutes of the Annual Meeting and all meetings of the Board and the organization; and
  - b. conduct such correspondence as may be required.

## **ARTICLE VII**

### **Board of Directors**

**Section 1. Composition.** The Board shall be composed of:

- A. President;
- B. Immediate Past-President;
- C. President-Elect;
- D. Treasurer;
- E. Secretary;
- F. Two Delegates to the Congress of Delegates of the AAFP;
- G. Two Alternate Delegates to the Congress of Delegates of the AAFP;
- H. Nine At-Large Directors;
- I. Two Academic Directors;
- J. One Resident Director;
- K. One Student Director; and
- L. Executive Director

**Section 2. Eligibility and Terms of At-Large Directors.**

- A. At-Large Directors shall be active members of the NHAFP in good standing at the time of their election and throughout their term of office.
- B. The terms for the nine (9) At-Large Directors shall be three years or until their successors are elected.
- C. All At-Large Directors elected shall take office immediately following the Annual Meeting at which they are elected.
- D. Terms of At-Large Directors will be staggered so that three At-Large Directors will be elected at each Annual Meeting.
- E. An At-Large Director shall be elected at the next Annual Meeting to fill any vacancy that occurs during the first two years of the three-year term.



**Section 3. Eligibility and Terms of Delegates and Alternate Delegates.**

- A. Delegates and Alternate Delegates shall be active members of the NHAFP in good standing at the time of their election and throughout their term of office.
- B. All Delegate and Alternate Delegate terms shall be two years or until his/her successor is elected.
- C. All Delegates and Alternate Delegates elected shall take office immediately following the conclusion of the Annual Meeting at which they were elected.

**Section 4. Eligibility and Terms of Academic Directors.**

- A. Academic Directors shall be members of the NHAFP in good standing at the time of their election and throughout their term of office.
- B. The terms for the Academic Directors shall be one year or until their successors are elected.
- C. Academic Directors elected shall take office immediately following the Board meeting at which they were elected.

**Section 5. Eligibility and Terms of Resident and Student Directors.**

- A. Resident and Student Directors shall be members of the NHAFP in good standing at the time of their election and throughout their term of office.
- B. The terms for the Resident and Student Directors shall be one year or until their successors are elected.
- C. Resident and Student Directors elected shall take office immediately following the Board meeting at which they were elected.

**Section 6. Duties and Powers.** The business and affairs of the NHAFP shall be managed by or under the direction of the Board acting in a manner consistent with its fiduciary duties and responsibilities. In addition to the powers and authority expressly confirmed upon it by these Bylaws, the Board may exercise all powers and do all acts as allowed by law as set forth in these Bylaws. Specific powers and authority of the Board shall include, but not necessarily be limited to, the following:

- A. Calling a special meeting of the Board of Directors by a two-thirds (2/3) affirmative vote;
- B. Electing member(s) to fill any vacancy in Resident Director and/or Student Director positions;
- C. At a meeting designated by the Board, electing an at-large member to the Executive Committee who shall serve for the ensuing year subject to the continuation of his/her membership on the Board;
- D. Determining the fiscal year;
- E. Establishing dues and assessments for all classifications of membership;
- F. Appointing new standing or special committees as needed.

**Section 7. Removal from Office.** Any member of the Board of Directors of the NHAFP may be removed from office for cause by a two-thirds (2/3) vote of the total voting members of the Board. Any vacancy that shall occur as a result of removal from office shall be filled in the same manner as is provided in these Bylaws.

**Section 8. Procedure for Removal.**

- A. No action may be taken to remove any Board member except upon written petition of five (5) voting members of the Board.
- B. The petition shall be delivered to the Executive Director of the NHAFP and shall state the cause(s) for which removal is sought.
- C. Within five (5) days of receipt of such petition, the Executive Director shall cause a copy thereof to be sent by registered mail, with return receipt requested, to each officer and member of the Board.

- D. The Board member whose removal is being sought may answer the petition in writing at any time prior to the meeting of the Board, but need not do so; failure to answer shall not be construed to be an admission of truth of the charges or a waiver of the right to a hearing.
- E. The petition shall be considered and a decision rendered at the first meeting of the Board which is held no less than thirty (30) and no more than 100 days after the date on which a copy of the petition was mailed to the officers and directors.
- F. The Board member whose removal is being sought shall be afforded reasonable opportunity to be heard at the Board meeting at which the petition is considered and may be represented by counsel.

**Section 9. Reimbursement.** Officers and members of the Board shall be reimbursed for representing the NHAFP on official business in accordance with reimbursement policies established by the Board of the NHAFP.

## **ARTICLE VIII Nominations and Elections**

**Section 1. Nominations.** The Nominating Committee shall present a slate of candidates for each vacancy occurring on the Board, including unexpired terms. Additional nominations may be made from the floor of the Annual Meeting.

**Section 2. Nominating Committee.** The Nominating Committee will be chaired by the Immediate Past-President, who will select at least two (2) but not more than four (4) members of the Board of Directors to serve on the Committee.

### **Section 3. Elections.**

#### **A. Officers.**

- a. The voting members of the NHAFP at the Annual Meeting each year shall elect a President, President-Elect, Treasurer, and Secretary if there are vacancies in these positions.
- b. A candidate shall be declared elected when he or she receives a majority vote (i.e.: greater than one half of the votes) of the voting members present at the Annual Meeting.
- c. If there is only one candidate for any office, that candidate shall be declared to be elected.
- d. If there are three or more candidates for one office, and no candidate receives a majority vote on the first ballot, a second ballot shall be taken between the two candidates receiving the greatest number of votes on the first ballot.

#### **B. At-Large Directors, Delegates, and Alternate Delegates.**

- a. The voting members of the NHAFP at the Annual Meeting each year shall elect one member for each vacant At-Large Director, Delegate, and Alternate Delegate position.
- b. If the number of candidates is equal to the number of vacant positions for any office, all the candidates shall be declared to be elected,
- c. If there are more candidates than positions, the following process shall be followed. After every ballot, the candidates shall be ranked in descending order according to the number of votes received. Candidates who receive a majority vote shall be elected. If there remain unfilled positions after the first ballot, there will be subsequent ballots (excluding the candidate receiving the least number of votes on

the last ballot) until a sufficient number of candidates receive a majority vote to fill all vacant positions.

C. **Academic Directors.** The Board of Directors of the NHAFP shall annually elect two Academic Directors, one whose name and credentials shall be presented for approval by a Family Medicine residency in good standing in New Hampshire and one whose name and credentials shall be presented for approval by a Department of Family Medicine from a medical school in good standing in New Hampshire.

D. **Resident Director.** The Board of Directors of the NHAFP shall annually elect one Resident Director whose name and credentials shall be presented for approval by a Family Medicine residency in good standing in New Hampshire.

E. **Student Director.** The Board of Directors of the NHAFP shall annually elect one Student Director whose name and credentials shall be presented for approval by a Department of Family Medicine from a medical school in good standing in New Hampshire.

## **ARTICLE IX Executive Committee**

**Section 1. Composition.** The Executive Committee shall be composed of six members as follows:

- A. the President;
- B. the Immediate Past-President;
- C. the President-Elect;
- D. the Treasurer;
- E. the Secretary; and
- F. one At-Large Director of the Board.

**Section 2. Duties and Powers.** The Executive Committee, by a majority vote, shall have full authority to conduct necessary business:

- A. that demands prompt action in the interim between meetings of the Board of Directors;  
or
- B. when it is impracticable or impossible to convene the Board; or
- C. when the Board authorizes or otherwise directs the Executive Committee to act for and on behalf of the Board.

**Section 3. Meetings.** Meetings of the Executive Committee shall be held at the call of the President.

**Section 4. Quorum.** Three members of the Executive Committee shall constitute a quorum for any regular or special meeting of the Executive Committee.

**Section 5. Reports.** The Executive Committee shall provide the Board of Directors a report of its activities since the last Board meeting.

## **ARTICLE X Standing Committees**

**Section 1. Committees.** There shall be the following standing committees of the Board of Directors: (1) Education; (2) Membership & Member Services; and (3) Advocacy. The Board may appoint such additional committees or similar organizational entities to assist the Board as it deems appropriate. The composition and functions of such additional committees or organizational entities shall be determined by the Board.

## **ARTICLE XI Ethics**

**Section 1. Definition.** The Principles of Medical Ethics of the American Medical Association, as they now or hereafter may provide, shall be the principles of ethics of the NHAFP. The Board of Directors by a two-thirds (2/3) vote may adopt additional policies or positions relating to ethical issues even though such policies or positions may be contrary to the Principles of Medical Ethics of the American Medical Association.

**Section 2. Charges.** If a member in good faith is believed to

- A. have violated these Medical Ethics or these Bylaws; or
- B. be guilty of conduct justifying censure, suspension, or expulsion from the organization, any member may file charges against him or her. Charges shall be handled as follows: however, the provisions of applicable law supersedes these procedures:
  - a. All those against whom charges have been filed shall have the right to be represented by counsel at the initial hearing and upon appeal to the Board.
  - b. Charges must be in writing and signed by the accuser or accusers.
  - c. Charges must state the acts or conduct complained of with reasonable particularity.
  - d. Charges must be filed with the President of the NHAFP.
  - e. At the first meeting of the Board of Directors held after the filing of the charges, the charges must be presented to the Board.
  - f. The Board shall then or at any adjournment of said meeting, but not more than thirty (30) days thereafter, consider the charges and shall either dismiss them or shall proceed as follows:
    - 1) within fifteen (15) days serve a copy of the charges upon the accused by depositing in the United States mail a copy, registered and addressed to the last known address of the accused;
    - 2) fix a time and place for hearing said charges;
    - 3) the accused shall be notified of the time and place at the same time and in the same manner as provided for the serving of the charges;
    - 4) the time set for the hearing shall be not less than fifteen (15) days nor more than six (6) months after the charges have been served.
  - g. The accused may answer in writing but need not do so and failure to answer shall not be an admission of guilt or a waiver of the accused's right to a hearing.
  - h. The Board shall:
    - 1) after having given to the accuser and the accused every opportunity to be heard, including oral arguments and the filing and consideration of any written briefs, conclude the hearing; and
    - 2) within thirty (30) days shall render a decision.
  - i. The affirmative vote of a majority of the members of the Board present and voting shall constitute the verdict of the Board which by such vote may exonerate, censure, suspend, or expel the accused member.
  - j. The Board's decision shall be expressed in a resolution which shall contain no opinion and shall be signed by the Board President and Secretary.

- k. No member of the Board absent for any portion of the hearing shall be entitled to vote.

**Section 3. Censure.** No member shall be suspended for more than one year and at the expiration of the period of suspension may be reinstated to membership upon application and the payment of dues accrued during the period of suspension. Any member of the NHAFP who has been censured, suspended, or expelled may appeal such action to the AAFP, within six (6) months after notification is given to the Board of Directors of the AAFP, with jurisdiction of the Board of Directors of the AAFP extending only to matters of procedure and law and not of fact.

## **ARTICLE XII Inspection of Records**

**Section 1.** Open to inspection upon the written demand of any member shall be:

- A. Minutes of the proceedings of the Board of Directors; and
- B. Membership directory; and
- C. Financial records.

**Section 2.** Inspection of records shall be produced at any time when requested by ten (10) percent of the members at any meeting of the Board of Directors and:

- A. may be made by agent or attorney, and
- B. shall include the right to make extractions.

**Section 3.** Demand of inspection, other than at an Annual Meeting, shall be in writing to the president of the NHAFP.

## **ARTICLE XIII Annual Report**

**Section 1.** The Executive Director shall send a balance sheet to the Board of Directors:

- A. Not later than six (6) months after the close of the fiscal year; and
- B. As of the closing date of such fiscal year together with:
  - 1. a statement of the income and profit and loss for such fiscal year, and
  - 2. a review of financial statement by a public accountant at least every five years.

## **ARTICLE XIV Indemnification**

**Section 1.** Every person who is or shall be or shall have been a director, officer, member of a committee or commission or an employee or agent of this corporation, or who is or shall be serving or shall have served at the request of this corporation in any such capacity in another corporation, partnership, joint venture, trust or other enterprise or organization or any committee thereof, and the personal representative of each person described in this sentence, 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 such person's being or having been in such position or capacity for this corporation or for any other enterprise or organization at the request of this corporation, except in relation to such matter as to which such person shall finally be adjudicated in such action, suit or proceedings 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.

**Section 2.** Each such person shall be indemnified also by this corporation against any and all criminal claims and liabilities to which such person has or shall become subject by reason of action alleged to have been taken, omitted or neglected by him or 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 any criminal claim or liability unless such person had reasonable cause to believe that his or her conduct which resulted in the criminal claim or liability was lawful.

**Section 3.** "Costs and expenses" shall include, but are not limited to, attorneys' fees, damages, fines and reasonable amounts paid in settlement.

**Section 4.** The right to indemnification conferred by this Article shall not restrict the power of the corporation to make any other or further indemnification permitted by law.

## **ARTICLE XV Parliamentary Authority**

The rules contained in the current edition of *American Institute of Parliamentarians Standard Code of Parliamentary Procedure* shall govern the NHAFP in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and any special rules of order the NHAFP may adopt.

## **ARTICLE XVI Amendment of Bylaws**

**Section 1.** Amendments shall:

- A. be proposed by any five (5) or more members; and
- B. be submitted to the Executive Director at least one hundred (100) days prior to any regular or special meeting of the Members.
  - a. The Executive Director shall provide notice of the availability of proposed amendments to all NHAFP members at least thirty (30) days prior to said meeting; and
  - b. Such notice shall:
    - 1) be published in an official publication of the NHAFP sent to the entire membership; and
    - 2) include a summary of all proposed amendments; and
    - 3) set forth a mechanism by which any member may obtain a copy of all proposed amendments.

**Section 2.** These Bylaws may be amended by a minimum of two-thirds affirmative vote of members present and voting at the Annual Meeting of the NHAFP or at a special meeting of the general members called for the specific purpose of amending the Bylaws.

**Section 3.** Amendments shall take effect immediately upon adoption unless otherwise specified.