

Bylaws
Indiana Academy of Family Physicians
As adopted by the Congress of Delegates, Friday, July 26, 2013

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36
37
38
39
40
41
42
43
44
45
46
47

ARTICLE

- I Name
- II Affiliation
- III Purpose
- IV Membership
- V Component Branch Chapters
- VI Meetings
- VII Congress of Delegates
- VIII Officers
- IX Board of Directors
- X Nominations and Elections
- XI Executive Committee
- XII Emergency Governing Bylaws
- XIII Standing Commissions & Committees
- XIV Ethics
- XV Inspection of Records
- XVI Annual Report
- XVII Indemnification
- XVIII Parliamentary Authority
- XIX Amendment of Bylaws

48 **ARTICLE I**

49 **Name**

50
51 The name of this corporation shall be known as the Indiana Academy of Family Physicians,
52 hereinafter referred to as the IAFP, and shall be governed by the laws of the State of Indiana and
53 in compliance with the laws and regulations applicable to corporations exempt from income tax
54 under Section 501 (c) (6) of the Internal Revenue Code. The American Academy of Family
55 Physicians shall hereinafter be referred to as the AAFP. All references herein to the "Board of
56 Directors" or "Board" shall mean the IAFP Board of Directors unless otherwise noted. Likewise, all
57 references herein to the "Congress of Delegates" or "Congress" shall mean the IAFP Congress of
58 Delegates unless otherwise noted.

59
60 **ARTICLE II**

61 **Affiliation**

62 This organization is a constituent chapter of the AAFP. The policies adopted by this organization
63 shall be consistent with the policies of the AAFP. Any amendment adopted in the Bylaws of the
64 AAFP, and which is in contradiction to, or not covered by the IAFP Bylaws, shall take precedence
65 over the IAFP Bylaws until such time that changes can be made in the IAFP Bylaws.

66
67
68 **ARTICLE III**

69 **Purpose**

70
71 The purpose of this organization is to:

- 72 A. provide advocacy, representation and leadership for the specialty of family medicine;
- 73 B. provide responsible advocacy for and education of patients and the public in all health-
74 related matters;
- 75 C. preserve and promote quality cost-effective health care, promote the science and art of
76 family medicine;
- 77 D. work to ensure an optimal workforce of well-trained family physicians;
- 78 E. promote and maintain high standards among physicians who practice family medicine;
- 79 F. preserve the right of family physicians to engage in medical and surgical procedures for
80 which they are qualified by training and experience;
- 81 G. provide for the continuing professional development of its members; and
- 82 H. maintain and provide an organization with high standards to fulfill the above purpose and to
83 represent and serve the needs of its members.

84
85 **ARTICLE IV**

86 **Membership**

87
88 **Section 1. Definition of Family Physician.** For the purpose of these Bylaws, family physicians
89 are defined as physicians in the discipline of family medicine whose training and experience qualify
90 them to practice in several fields of medicine and surgery, with particular emphasis on the family
91 unit.

92
93 **Section 2. Classes of Membership** The classes of membership shall be: (A) active; (B) inactive;
94 (C) life; (E) resident; (F) student; and (G) supporting, and (H) honorary.

95
96 **Section 3. Qualifications and conditions of Membership** The qualifications and conditions for
97 each class of membership shall be the same as those now or hereinafter provided by, and outlined
98 in the bylaws of, the AAFP.

100 **Section 4. Good Standing.** A member in good standing shall be one whose current dues and
101 assessments, if any, have been paid in accordance with the provision of these Bylaws, who is duly
102 licensed to practice medicine, and who has met the applicable CME requirements during the
103 period of the preceding three (3) years as set forth in the AAFP Bylaws.

104
105 **Section 5. Privileges**

106 **A. Active Member Privileges** Active members shall have all privileges of membership.

107 **B. Inactive Member Privileges** Inactive members shall not be entitled to hold office in the
108 IAFP.

109 **C. Supporting Member Privileges.** Privileges for supporting members will be determined by
110 the Board or the Congress of Delegates. Supporting members shall not be entitled to hold
111 office in the IAFP.

112 **D. Life Member Privileges.** Life members shall not be entitled to hold office in the IAFP.

113 **E. Resident Member Privileges.**

114 1. Resident members who are appointed to serve on commissions and committees
115 have the right to vote in such bodies but are not eligible to serve as chair.

116 2. A resident member shall be selected to serve on the Board as described in Article IX
117 of these Bylaws and the Standing Rules of the Congress of Delegates.

118 3. The resident member of the Board shall have full voting privileges on the Board.

119 4. Resident members may vote in the Congress of Delegates as described in Article
120 VII of these Bylaws, have voice in reference committee, be appointed to serve on
121 reference committees but are not eligible to serve as chair.

122 5. Otherwise, resident members shall not be entitled to hold office in the IAFP

123 **F. Student Member Privileges.**

124 1. Student members may serve on commissions and committees. Student members
125 who are appointed to serve on commissions and committees have the right to vote
126 in such bodies but are not eligible to serve as chair.

127 2. A student member shall be selected to serve on the Board as described in Article IX
128 of these Bylaws and the Standing Rules of the Congress of Delegates.

129 3. The student member of the Board shall have full voting privileges on the Board.

130 4. Student members may vote in the Congress of Delegates as described in Article VII
131 of these Bylaws, have voice in reference committee, be appointed to serve on
132 reference committees but are not eligible to serve as chair.

133 5. Otherwise, student members shall not be entitled to hold office in the IAFP.

134
135 **Section 6. Changes in Membership Status.** Changes in Membership Status shall be handled
136 the same as outlined now, or hereinafter, in the bylaws of the AAFP. Other exceptions to the
137 foregoing membership rules and requirements may be made under unusual circumstances and on
138 an individual basis only upon a two-thirds (2/3) vote of the Board.

139
140 **Section 7. Acceptance of Membership.** Acceptance of membership shall constitute an
141 agreement by such member to comply with the Bylaws of the IAFP thereof and to recognize the
142 Board as the sole and only judge of the right to be or remain a member, subject to any applicable
143 right of appeal provided in Article XIV of these Bylaws.

144 **Section 8. Dues and Assessments.** The Congress of Delegates shall set the dues for all
145 categories of membership in the IAFP. Special assessments, not to exceed twenty-five dollars
146 (\$25.00) in any one (1) year, may be levied by a two-thirds (2/3) affirmative vote of the Board. The
147 amount of the annual dues and assessments of members may be changed by a majority vote of
148 the Board, with the approval of the Congress of Delegates. The Board or an entity designated by
149 the Board, acting in accordance with Board approved criteria, may waive or reduce members'
150 dues. Members whose dues and assessments are in arrears at the time of the annual meeting of
151 the IAFP shall be ineligible to vote or hold office.

153 **Section 9. Rights to property.** All rights, title, and interest, both legal and equitable, of a member
154 in and to the property of the IAFP shall cease and terminate in the event of any of the following: (a)
155 the expulsion of such member; (b) the striking of his/her name from the roll of members; or (c)
156 his/her death or resignation.

157 **ARTICLE V**

158 **Component Branch Chapters**

159
160
161 **Section 1. Classification.** There shall be the following component branch chapters: (A) region;
162 (B) resident; and (C) student.

- 163 A. **Region.** Upon the petition of any five (5) or more members of the IAFP, the Board may
164 issue a charter for a region component branch chapter.
- 165 B. **Resident.** Membership in the resident component branch chapter shall be limited to
166 resident members of the IAFP. This component branch chapter shall in all ways, conform
167 to the rules and regulations of the Bylaws of the IAFP with the following exception: the
168 director and alternate director have all the duties, powers and prerogatives of their offices
169 as defined in these Bylaws, except that they may not hold office in the IAFP.
- 170 C. **Student.** Membership in the student component branch chapter shall be limited to student
171 members of the IAFP. This component branch chapter shall in all ways, conform to the
172 rules and regulations of the Bylaws of the IAFP with the following exception: the director
173 and alternate director have all the duties, powers and prerogatives of their offices as
174 defined in the Bylaws of the Academy, except that they may not hold office in the IAFP.

175
176 **Section 2. Eligibility.** Members of component branch chapters shall be persons who qualify and
177 are members as stated in Article IV, Section 3 of these Bylaws.

178 **Section 3. Unified Membership.**

- 179 A. No person may hold membership in the IAFP who does not hold membership in the AAFP.
180 B. No person may hold membership in the IAFP unless they are a member of a component
181 branch chapter.
182 C. Likewise, no person may hold membership in a component branch chapter unless they are
183 a member of the IAFP.
184

185
186 **Section 4. Application.** Applications for charter shall be in such form as is approved from time to
187 time by the Board.

188 **Section 5. Requirements.**

- 189 A. Requirements for charter shall be in accordance with procedures established by the Board.
190 B. Amendments to all component branch chapter bylaws shall be submitted in writing to the
191 IAFP no later than thirty (30) days following the adoption of such amendments.
192 C. No amendment shall be of any force or effect until the Board has approved it; however,
193 such amendment shall be considered to be approved if the Board fails to give written notice
194 of its objections within ninety (90) days following receipt.
195 D. Amendments relating solely to the internal structure and organization of the component
196 branch chapter, and which do not address issues specifically addressed in these Bylaws,
197 may be implemented immediately upon adoption by the component branch chapter but
198 shall be subject to review by the Board.
199

200
201 **Section 6. Revocation.** Any charter may be suspended or revoked by the Congress of Delegates
202 in the event of any action deemed to be in conflict or failure to comply with the letter or intent of
203 these Bylaws.

204 **ARTICLE VI**

205 **Meetings**

206

207
208
209
210
211
212
213
214
215
216
217
218
219
220
221
222
223
224
225
226
227
228
229
230
231
232
233
234
235
236
237
238
239
240
241
242
243
244
245
246
247
248
249
250
251
252
253
254
255
256
257
258

Section 1. Annual Meeting. Unless otherwise ordered by the Board, there shall be an annual meeting of the IAFP that shall include meetings of the Congress of Delegates, together with such meetings of the IAFP Scientific Assembly, Board, Executive Committee, and other commissions and committees as may be fixed by the Board. The time and place shall be designated by the Board, and announced at least sixty (60) days before the date so fixed.

Section 2. Congress of Delegates The Congress of Delegates shall meet during the annual meeting of the IAFP and at such other times and places as it may determine. Special meetings of the Congress of Delegates may be called by a two-thirds (2/3) affirmative vote of the Board, or called by the president upon the written request of any twenty-five (25) or more members. Special meetings shall be held at such time and place as may be set forth in said call, provided notice of such meeting dates shall be given by the executive vice president in writing at least sixty (60) days prior.

ARTICLE VII Congress of Delegates

Section 1. Definition. The control and administration of the IAFP shall be vested in the Congress of Delegates, subject to the statutory authority of the Board and to those additional duties and powers specifically reserved to the Board in these Bylaws.

Section 2. Composition. All active, life, resident and student members in attendance at the Congress of Delegates shall comprise the Congress. No member shall be seated whose dues and assessments is in arrears at the time of the annual meeting.

The Past Presidents Council shall have four votes in the Congress of Delegates with the four voting past presidents to be selected by the Past Presidents Council.

Section 3. Privileges. All members who attend the Congress of Delegates shall have privileges of the floor. All active, life, resident, and student members shall have the right to be seated as a delegate in their region and shall have the right to vote. Each region component branch chapter shall have a maximum of four (4) votes; in the event there are less than 4 members present, each member gets one vote. In the event there are more than 4 members present, the equation to determine the division of votes will be as follows: the number of votes for an issue multiplied by four (4) divided by the members voting are the for votes, the number of votes against an issue multiplied by four (4) divided by the members voting are the against votes. These numbers will be rounded off to whole numbers.

The Congress of Delegates may adopt such rules of procedure for the transaction of its business as it deems desirable and shall be the judge of the election and qualifications of its members.

Section 4. Resolutions.

A. Except as provided in paragraph B of this Section 4, resolutions shall be submitted in writing to the executive vice president/or the speaker of the Congress of Delegates at least thirty (30) days prior to the meeting at which they are to be acted upon. Any resolution not meeting the 30-day deadline is considered late.

B. Late resolutions pertinent to the objectives of the IAFP may be submitted in writing as follows:

1. Any IAFP member may submit a late resolution up to one hour before each day's business session of the Congress of Delegates.

- 259 C. An affirmative vote of two-thirds (2/3) of the delegates present and voting shall be required
260 for consideration of each such late resolution.
261

262 **Section 5. Quorum.** Having at least one representative from the majority of the component branch
263 chapters present at any meeting of the Congress of Delegates shall constitute a quorum.
264

265 **ARTICLE VIII**
266 **Officers**
267

268 **Section 1. Officers.** The elected officers of the IAFP shall be: board chair, president, president-
269 elect, immediate past president, speaker of the Congress of Delegates, vice speaker of the
270 Congress of Delegates, the two AAFP delegates, the two AAFP alternate delegates, treasurer, and
271 the executive vice president.
272

273 **Section 2. Qualifications for Office.** The elected officers shall be active members in good
274 standing at the time of election and throughout their term of office. The executive vice
275 president/chief executive officer need not be a member of the IAFP.
276

277 **Section 3. Terms of Office.**

278 **A. Board chair.** The term of office begins with their election by a majority vote of the Board at
279 the first meeting of the Board following the election of officers at the Congress of Delegates.
280 Nominees for the office of Board chair must be from among the duly elected members of
281 the Board. The term of office expires following the election of a new board chair at the first
282 Board meeting following the last session of the next ensuing annual meeting of the
283 Congress of Delegates.

284 **B. Immediate Past President:** The term of office begins at the conclusion of his/her
285 term as president and expires at the conclusion of the next annual meeting of the
286 Congress of Delegates, or when his/her successor is seated. After serving as Immediate
287 Past President, members must wait two years before running for a at-large director seat on
288 the Board.

289 **C. President.** The term of office begins at the conclusion of his/her term as president-elect
290 and expires at the conclusion of the next annual meeting of the Congress of Delegates, or
291 when his/her successor is seated.

292 **D. President-elect.** The term of office begins at the conclusion of the annual meeting of the
293 Congress of Delegates at which his/her election occurred and shall expire upon succeeding
294 to the office of president.

295 **E. Speaker and Vice Speaker of the Congress of Delegates.** The term of office is for 3
296 years and begins at the conclusion of the annual meeting of the Congress of Delegates at
297 which elected and expires at the conclusion of annual meeting of the Congress of
298 Delegates following completion of a 3-year term, or when his/her successor is seated. The
299 speaker may fulfill two (2) consecutive 3-year terms and then must wait two (2) years
300 before seeking another term in the same office. The vice speaker may fulfill two (2)
301 consecutive 3-year terms and then must wait two (2) years before seeking another term in
302 the same office.

303 **F. AAFP Delegates and Alternate Delegates.** There shall be two (2) AAFP Delegates and
304 two (2) AAFP Alternate Delegates. Delegates and alternate delegates terms of office shall
305 be two (2) years and shall begin immediately after the first Congress of Delegates following
306 their election; provided, however, when a delegate or alternate delegate is serving as an
307 AAFP board member or officer he or she shall resign as a delegate or alternate delegate.
308 The AAFP delegates and alternate delegates shall be elected by the Congress of
309 Delegates for no more than two consecutive terms per position. Both delegates and
310 alternate delegates may petition the Board for revisions, with good cause, to serve one
311 additional two (2) year term. The Congress will elect such delegates and alternate

312 delegates on a staggered basis with one delegate and one alternate delegate being elected
313 each year.
314 **G. Treasurer** The term of office begins with their election by a majority vote of the Board at the
315 first meeting of the Board following the election of officers at the annual meeting of the
316 Congress of Delegates. The treasurer need not be a member of the Board at the time of
317 their election. The term of office expires at the conclusion of the first Board meeting
318 following the next ensuing annual meeting of the Congress of Delegates. The Treasurer
319 may fulfill 4 consecutive 1-year terms.
320

321 **Section 4. Vacancies.**

- 322 **A. Board Chair.** If a vacancy exists in the office of Board chair, it shall be filled by a majority
323 vote of the Board from among the remaining duly elected Board members.
- 324 **B. President.** If a vacancy exists in the office of president due to death, resignation, or for any
325 reason the president shall be unable or unqualified to serve, the president-elect shall
326 succeed to the office for the unexpired term.
- 327 **C. President-elect.** If a vacancy exists in the office of president-elect due to death,
328 resignation, or removal from office, the Board shall nominate two (2) or more members for
329 that office and the election of president-elect shall take place by a vote on these candidates
330 by the Congress of Delegates at the next ensuing meeting as the first order of business
331 following approval of the minutes provided, however, that nothing herein shall be construed
332 as preventing additional nominations for this office from the floor.
- 333 **D. President and President-elect.** In the event of the death, resignation, or incapacity of both
334 the president and the president-elect, the Board shall elect a president for the unexpired
335 term from the current Board members.
- 336 **E. Speaker of the Congress of Delegates.** If a vacancy exists in the office of speaker of the
337 Congress of Delegates, the vice speaker shall succeed to the office of the speaker and the
338 Board shall elect a vice speaker for the unexpired term.
- 339 **F. Vice Speaker of the Congress of Delegates.** If a vacancy exists in the office of vice
340 speaker of the Congress of Delegates, the Board shall elect a vice speaker for the
341 unexpired term.
- 342 **G. Speaker and Vice Speaker.** If a vacancy occurs in the office of speaker when there also is
343 a vacancy in the office of vice speaker, the Board shall elect a speaker to fill the unexpired
344 term.
- 345 **H. AAFP Delegates and Alternate Delegates** Vacancies for the office of delegates or
346 alternate delegates shall be filled by appointment by the Board, provided, however, that
347 such appointment shall terminate at the next annual meeting of the Congress of Delegates
348 at which time the Nominating Committee shall present a nominee for the unexpired term, if
349 any.
- 350 **I. Treasurer.** If a vacancy exists in the office of treasurer, the Board shall elect a treasurer for
351 the unexpired term.
352

353 **Section 5. Removal from Office.** Any officer of the IAFP may be removed from office for cause by
354 a two-thirds (2/3) vote of the total voting members of the Board. Any vacancy that shall occur as a
355 result of removal from office shall be filled in the same manner as is provided in these Bylaws.
356

357 **Section 6. Procedure for Removal**

- 358 **A.** No action may be taken to remove any officer listed in Section 5 except upon written
359 petition of five (5) voting members of the Board.
- 360 **B.** The petition shall be delivered to the secretary of the Board and shall state the cause(s) for
361 which removal is sought.
- 362 **C.** Within five (5) days of receipt of such petition, the secretary shall cause a copy thereof to
363 be sent by registered mail, with return receipt requested, to each officer and member of the
364 Board.

- 365 D. The officer whose removal is being sought may answer the petition in writing at any time
366 prior to the meeting of the Board, but need not do so; failure to answer shall not be an
367 admission of truth of the charges or a waiver of the right to a hearing.
368 E. The petition shall be considered and a decision rendered at the first meeting of the Board,
369 which is held no less than thirty (30) days after the date on which a copy of the petition was
370 mailed to the officers and directors.
371 F. The officer whose removal is being sought shall be afforded reasonable opportunity to be
372 heard at the Board meeting at which the petition is considered and may be represented by
373 counsel.
374

375 **Section 7. Duties of Officers.** In addition to their specified duties, officers shall perform other
376 duties as may be directed by the Board. Unless otherwise noted, all ex-officio members shall have
377 the right to vote.

378 **A. The board chair shall:**

- 379 1. preside over all meetings of the Board; and
380 2. be an ex-officio member of the Executive Committee and the Board and all standing
381 commissions and committees.

382 **B. The president shall:**

- 383 1. be an ex-officio member of the Executive Committee and the Board and all standing
384 commissions and committees;
385 2. preside over all meetings of the Executive Committee and the Assembly;
386 3. appoint all commission and committee chairmen and members with approval by the
387 Board;
388 4. in the absence of the speaker and vice speaker, preside over the meetings of the
389 Congress of Delegates; and
390 5. in the absence of the Board chair, preside over all meetings of the Board.
391 6. The president may serve as chairman of the Board if so elected by the Board.

392 **C. The immediate past president shall:**

- 393 1. be an ex-officio member of the Executive Committee and the Board.

394 **D. The president-elect shall:**

- 395 1. be an ex-officio member of the Executive Committee and the Board;
396 2. in the absence of the president, preside over the meetings of the Executive
397 Committee and the Assembly;
398 3. in the absence of the Board chair and the president, preside over the meetings of
399 the Board;
400 4. in the absence of the president preside over meetings of the Executive Committee;
401 5. succeed to the office of president; and
402 6. if a vacancy occurs in the office of president, serve the unexpired term of president
403 and then serve a term of president.

404 **E. The speaker of the Congress of Delegates shall:**

- 405 1. be an ex-officio member of the Executive Committee and the Board;
406 2. preside over the meetings of the Congress of Delegates;
407 3. appoint all reference and special committees of the Congress of Delegates;
408 4. be empowered to grant the privilege of the floor of the Congress of Delegates; and
409

410 **F. The vice speaker of the Congress of Delegates shall:**

- 411 1. in the absence of the speaker of the Congress of Delegates, or by request of the
412 speaker, preside over the meetings of the Congress of Delegates.

413 **G. The executive vice president/chief executive officer shall:**

- 414 1. be an ex-officio member, without vote, of the Executive Committee and the Board;
415 2. perform such duties as requested by the Board and under the direction of the Board;
416 3. perform such duties as the title of corporate secretary of the IAFF;
417 4. with the approval of the Board, appoint one or more assistant secretaries to perform
any duties incident to the office of secretary;

- 418 5. ensure that an accurate record of all proceedings and transactions of the Congress
419 of Delegates, Board, and Assembly is kept;
420 6. supervise all other employees and agents of the IAFP;
421 7. have other powers and duties as may be prescribed by the Board or these Bylaws;
422 8. be without a vote;
423 9. be bonded in an amount fixed by the Board, the premium thereon to be paid by the
424 IAFP; and
425 10. be appointed for a term and stipend to be fixed by the Board.
426

427 **H. The treasurer shall:**

- 428 1. be a ex-officio member of the Executive Committee and the Board;
429 2. shall serve as the chairman of the Budget and Finance Committee.
430 3. shall, working with the Budget and Finance Committee, oversee budget
431 preparation and shall ensure that appropriate financial reports including
432 accounts of major transactions, financial reviews, year end statements,
433 and audits are made available to the Board on a timely basis
434 or as may be required by the Board of Directors.
435 4. may appoint, with approval of the Board or the Executive Committee,
436 a qualified fiscal agent or member of the staff, to assist in performance of
437 allor part of the duties of the Treasurer.
438
439

440 **ARTICLE IX**
441 **Board of Directors**
442

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

- 444 A. board chair,
445 B. immediate past president,
446 C. president,
447 D. president-elect,
448 E. speaker of the Congress of Delegates,
449 1. In instances when the Speaker cannot attend a Board meeting, the Vice Speaker
450 may vote in the place of the speaker.
451 F. treasurer,
452 G. AAFP Delegates (2),
453 1. In instances where AAFP Delegates cannot attend, their AAFP Alternate
454 Delegate may vote in the place of the delegate.
455 H. one resident member,
456 I. one student member,
457 J. six at-large directors, and
458 K. executive vice-president/chief executive officer.
459

460 **Section 2. Eligibility and Terms of at-large directors.**

- 461 A. At-large directors shall be active members at the time of their election and throughout their
462 term of office.
463 B. The term for the six (6) at-large directors shall be three years or until their successors are
464 elected.
465 C. The terms for at-large directors will be staggered with the three year term for two directors-
466 at-large expiring each year.
467 D. At-large directors may serve up to two (2) consecutive terms (with formal re-election) and
468 then must sit out a minimum of one (1) year before again pursuing election to the Board.
469 E. All directors elected shall take office immediately following the annual Congress of
470 Delegates meeting at which they were elected.
471

472 **Section 3. Eligibility and Terms of Resident and Student Members of the Board.** The term for
473 resident and student director shall be one year or until their successors are elected. They shall
474 take office immediately following their election.
475

476 **Section 4. Duties and Powers.** The business and affairs of the IAFP shall be managed by or
477 under the direction of the Board acting in a manner consistent with its fiduciary duties and
478 responsibilities. In addition to the powers and authority expressly confirmed upon it by these
479 Bylaws, the Board may exercise all powers and do all acts as allowed by law, subject to the
480 powers of the Congress of Delegates as set forth in these Bylaws. Specific duties, powers, and
481 authority of the Board shall include, but not necessarily be limited to, the following:

- 482 A. considering and referring (to appropriate body when necessary) the mandates of the
483 Congress of Delegates;
- 484 B. calling a special meeting of the Congress of Delegates by a two-thirds (2/3) affirmative vote;
- 485 C. hiring an executive vice president/chief executive officer;
- 486 D. setting the term and stipend of the executive vice president/chief executive officer;
- 487 E. determining the fiscal year;
- 488 F. adopting the form and design of the seal;
- 489 G. issuing a charter for a component branch chapter and, as appropriate, causing such
490 charters to be suspended or revoked;
- 491 H. approving a component branch chapter bylaws and amendments to bylaws;
- 492 I. determining validity of charges against component branch chapters and taking appropriate
493 action in a timely manner in accordance with Article V, Section 6 of these Bylaws;
- 494 J. electing a vice speaker with the advice of the speaker to fill an unexpired term;
- 495 K. approving appointments from the president for members of the commissions and
496 committees, other than those positions designated in these Bylaws or in the composition for
497 such commissions/committees as outlined in the commission/committee charge; and
- 498 L. assigning from its members a liaison to each of the standing commissions/committees of
499 the IAFP.

500
501 **Section 5. Vacancies for At-large Directors and Resident and Student Members of the**
502 **Board.**

503 **A. At-Large Directors**

- 504 1. An at-large director shall be elected at the next Congress of Delegates to fill any
505 vacancy that occurs during the three-year term of an at-large director.

506 **B. Resident and Student Members of the Board**

- 507 1. If the resident or student member of the Board becomes ineligible or discontinues
508 membership in the IAFP the position is declared vacant.
- 509 2. No vacancy shall be deemed to exist solely because the resident completes
510 residency training during his/her term or because the student completes medical
511 school during his/her term.
- 512 3. The Board shall fill the vacancy by a majority vote of the Board for the unexpired
513 term.
- 514 4. Service for the unexpired term shall not affect an individual's eligibility to seek
515 subsequent election as resident or student member of the Board.

516
517 **Section 6. Removal from Office for At-Large Directors, Resident and Student Members of**
518 **the Board.** Any at-large, resident or student director of the IAFP may be removed from office for
519 cause by a two-thirds (2/3) vote of the total voting members of the Board. Any vacancy that shall
520 occur as a result of removal from office shall be filled in the same manner as is provided in these
521 Bylaws.

522
523 **Section 7. Procedure for Removal.**

- 524 A. No action may be taken to remove any Board member listed in Section 1 of this Article
525 except upon written petition of five (5) voting members of the Board.

- 526 B. The petition shall be delivered to the secretary of the Board and shall state the cause(s) for
527 which removal is sought.
528 C. Within five (5) days of receipt of such petition, the secretary shall cause a copy thereof to
529 be sent by registered mail, with return receipt requested, to each officer and member of the
530 Board.
531 D. The Board member whose removal is being sought may answer the petition in writing at
532 any time prior to the meeting of the Board, but need not do so; failure to answer shall not be
533 an admission of truth of the charges or a waiver of the right to a hearing.
534 E. The petition shall be considered and a decision rendered at the first meeting of the Board
535 which is held no less than thirty (30) days after the date on which a copy of the petition was
536 mailed to the officers and directors.
537 F. The Board member whose removal is being sought shall be afforded reasonable
538 opportunity to be heard at the Board meeting at which the petition is considered and may
539 be represented by counsel.
540

541 **Section 8. Meetings.**

- 542 A. **Regular Meetings.** Regular meetings of the Board shall be held quarterly and shall include
543 meeting:
544 1. immediately prior to the annual meeting of the Congress of Delegates;
545 2. no later than thirty (30) days following the annual meeting of the Congress of
546 Delegates; and
547 3. at such other times as may be deemed necessary.
548 B. **Special Meetings.** Special meetings may be called:
549 1. by the Board chair; or
550 2. at the written request of five (5) voting members of the Board.
551

552 **Section 9. Location.** The Board chair shall determine the time and location of meetings.
553

554 **Section 10. Quorum.** A majority of the voting members of the Board shall constitute a quorum for
555 any regular or special meeting of the Board.
556

557 **Section 11. Reimbursement.** Officers and members of the Board shall be reimbursed for
558 representing the IAFP on official business in accordance with reimbursement policies established
559 by the Commission on Budget and Finance
560

561 **ARTICLE X**
562 **Executive Committee**
563

564 **Section 1. Composition.** The Executive Committee shall be composed of six members as follows:
565

- 566 A. the Board chair;
567 B. the president;
568 C. the president-elect;
569 D. the immediate past president;
570 E. the speaker of the Congress of Delegates,
571 F. the treasurer; and
572 G. the executive vice president.

573 **Section 2. Duties and Powers.** The Executive Committee, by a majority vote, shall have full
574 authority to conduct necessary business:
575

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

579
580 **Section 3. Meetings.** Meetings of the Executive Committee shall be held at the call of the chair.
581
582 **Section 4. Quorum.** Three members of the Executive Committee shall constitute a quorum for any
583 regular or special meeting of the Executive Committee.
584
585 **Section 5. Reports.** The Executive Committee shall provide a written report of its activities to the
586 Board since the last Board meeting.

587
588 **ARTICLE XI**
589 **Nominations and Elections**
590

591 **Section 1. Nominations for Officers.** The Nominating Committee, appointed by the president
592 and the speaker of the Congress of Delegates, shall submit at least ninety (90) days prior to the
593 annual meeting of the Congress of Delegates, a slate of nominees for offices as provided in this
594 Article of the Bylaws to the Board. In addition, the slate of candidates for offices shall be carried in
595 the official publication of the IAFP at least thirty (30) days prior to the annual meeting.
596

597 The Nominating Committee shall present to the annual meeting of the Congress of Delegates one
598 (1) nominee for the following offices: president-elect, speaker of the Congress of Delegates and
599 vice speaker of the Congress of Delegates (every 3 years), and the AAFP Delegate and AAFP
600 Alternate Delegate whose terms have expired. The Nominating Committee shall also present to
601 the annual meeting of the Congress of Delegates one (1) nominee for each at-large director whose
602 term has expired.
603

604 The Nominating Committee's slate of nominees shall be presented at the first session of the
605 annual meeting of the Congress of Delegates, when at this same time nominations from the floor
606 may be made. The election of said officers shall be the first order of business at the second
607 session of the annual meeting of the Congress of Delegates.
608

609 **Section 2. Election of At-Large Directors** Six (6) at-large directors, each to serve for a period of
610 three (3) years, will be elected by the Congress of Delegates.ⁱ No more than three (3) of the six (6)
611 shall be from the same component branch chapter during any one year. At the time of the first
612 election, two of the six at-large directors shall be elected for a period of one (1) year, two of the six
613 at-large directors shall be elected for a period of two (2) years, and two shall be elected for a
614 period of three (3) years. Thereafter, two (2) at-large directors shall be elected per year, each for a
615 term of three (3) years.
616

617 In the event that one at-large member(s) already serving unexpired term(s), or in any situation
618 resulting in an odd number of at-large positions being open at the time of an election, the Board, in
619 keeping with the design and intent of this section, shall determine the number of open at-large
620 positions available and the term (up to three years) of service for each.
621

622 **ARTICLE XII**
623 **Emergency Governing Bylaws**
624

625 **Section 1. Emergency Condition.** The following Bylaws shall become operative upon:
626 A. Any emergency resulting from an attack:
627 1. on the United States, or
628 2. on a locality in which the IAFP conducts its business, or
629 3. on a locality in which the IAFP holds meetings.
630 B. Any disaster, catastrophe or other similar emergency conditions that prevents:
631 1. the quorum necessary for a Congress of Delegates meeting, or

- 632 2. the regular quorum of a majority of the members of the Board to assemble.
633

634 **Section 2. Congress of Delegates.** Regular meetings of the Congress of Delegates may be
635 suspended by the Board during an emergency condition.

636 **A. Quorum.** If a meeting is not suspended, a majority of the delegates present at the
637 commencement of the meeting shall constitute a quorum for the meeting.

638 **B. Election.** Any election to be held at a meeting during an emergency condition shall be
639 suspended.

640 **C. Term of Office.** The president, president-elect, and Board chair in office immediately prior
641 to the commencement of the emergency condition shall remain in their respective offices
642 until the first meeting of the Congress of Delegates following the end of the emergency
643 condition.

644 **D. Vacancy in Officers.**

645 1. If the office of president becomes vacant during the emergency condition, the
646 president-elect shall immediately become president and serve the remainder of the
647 unexpired term and then assume office in accordance with Article VIII Section 4.

648 2. If both the offices of president and president-elect become vacant during the
649 emergency condition, the speaker shall immediately become president and serve
650 until the first meeting of the Congress of Delegates following the end of the
651 emergency condition. At such first subsequent meeting, elections shall be held for
652 the offices of president and president-elect.

653 3. All other officers and elected Board members in office immediately prior to
654 commencement of the emergency condition shall remain in their respective offices
655 until the later of:

656 a. The first meeting of the Congress of Delegates following the end of the
657 emergency condition, or

658 b. The end of their terms of office (in the absence of any other emergency
659 conditions).

660 **E. Extension of Tenure.** Limitations on tenure of officers and directors shall not apply during
661 an emergency condition.
662

663 **Section 3. Board of Directors**

664 **A. Minimum Number.** The Board shall be composed of a minimum of seven (7) members
665 during an emergency condition.

666 **B. Designation of Emergency Directors.**

667 1. If fewer than seven (7) Board members are available to meet, the chairs of the
668 commissions become Emergency Directors and shall serve on the Board (in
669 addition to regular Board members who are available).

670 2. If there are still fewer than seven (7) Board members available after taking into
671 account the Emergency Directors and regular Board members, the available Board
672 members shall appoint sufficient additional Emergency Directors to comprise the
673 minimum.

674 **C. Duties and Privileges.** Emergency Directors shall:

675 1. have all duties and privileges of directors, and

676 2. serve as directors until the earlier of:

677 a. the first meeting of the Congress of Delegates following the end of the
678 emergency condition; or

679 b. at least seven (7) Board members (other than Emergency Directors) are
680 available to meet.

681 **D. Authority.** The primary duty of the Board during an emergency shall be the continuation
682 and management of the IAFP. The Board may, upon a two-thirds affirmative vote, adopt
683 such other emergency Bylaws as may be necessary for such continuation and
684 management.

- 685 E. **Meetings.** A meeting of the Board may be called by any member of the Board. Notice of
686 any meeting shall be given to such Board members as may be feasible to reach at the time
687 and by such means as may be feasible at the time.
688 F. **Quorum.** A majority of the members of the Board shall constitute a quorum.
689 G. **Effect of Action.** Action taken in accordance with these emergency Bylaws shall bind the
690 IAFP. No Board member acting in accordance with these emergency Bylaws shall be liable
691 for such action, except for willful misconduct.
692

693 **Section 4. Duration.** To the extent not inconsistent with any emergency Bylaws, the Bylaws of the
694 IAFP shall remain in effect during the emergency condition. Upon the end of the emergency
695 condition, as determined by the Board, the emergency Bylaws shall cease to be operative.
696

697 **ARTICLE XIII** 698 **Standing Commissions and Committees** 699

700 **Section 1. Standing Commissions and Committees.** There shall be the following standing
701 commissions: (1) Education and CME; (2) Membership & Communications; and (3) Budget &
702 Finance. There shall be the following standing committee: (1) Nominating. The Board may appoint
703 such additional commissions, committees, or similar organizational entities as deemed appropriate.

704 **Section 2. Duties of Commissions and Committees.** The composition and functions of such
705 additional commission, committees or organizational entities shall be determined by the Board.
706

- 707 **A. Nominating Committee:** The Nominating Committee shall be composed of a chairman
708 appointed by the president and president-elect and approved by the Board. The remainder
709 of the committee shall be appointed by the president and speaker of the Congress of
710 Delegates and approved by the Board as follows:
711 1. A past president not currently on the Board
712 2. At least two (2) representatives of the current Board
713 3. At least three (3) representatives of the IAFP membership at-large appointed by the
714 speaker of the Congress of Delegates.
715

716 The functions, procedures, and responsibilities for the Nominating Committee shall be as
717 outlined in Article XI of these Bylaws.
718

- 719 **B. Budget and Finance Committee:** The treasurer of the IAFP shall serve as the
720 chairman of the Budget and Finance Committee. The members of the Executive Committee
721 shall serve on the Budget and Finance Committee with at least one additional member from
722 the Board.
723

724 The Budget and Finance Committee **shall supervise the keeping of the IAFP's**
725 **accounts**, submit an annual budget for approval of the Board, and arrange for the audit of
726 the books as mandated by the Board.

727 **Section 3. Reimbursement.** Those representing the IAFP on official business, including members
728 of commissions and committees and other similar organizational entities, shall be reimbursed in
729 accordance with reimbursement policies established by the Committee on Budget and Finance.
730

731 **ARTICLE XIV** 732 **Ethics** 733

734 **Section 1. Definition.** The Principles of Medical Ethics of the American Medical Association, as
735 they now or hereafter may provide, shall be the principles of ethics of the IAFP. Additional medical
736 ethics policies or positions adopted by the AAFP, even though such policies or positions may be

737 contrary to the Principles of Medical Ethics of the American Medical Association, shall become
738 medical principles and positions of the IAFP.

739
740 **Section 2. Charges.** Procedure for censure, suspension or expulsion of any member of the IAFP
741 shall be in accordance with the chapter of Ethics of the Bylaws of the AAFP, and shall be and
742 hereby are made a part of these Bylaws.

743
744 **ARTICLE XV**
745 **Inspection of Records**
746

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

- 748 A. minutes of the proceedings of the Board;
- 749 B. minutes of the proceedings of the Congress of Delegates;
- 750 C. membership directory; and
- 751 D. financial records.

752
753 **Section 2.** Inspection of records shall be produced at any time when requested by ten (10) percent
754 of the members at any meeting of the Congress of Delegates and:

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

757
758 **Section 3.** Demand of inspection, other than at a meeting of the members, shall be in writing to the
759 president or secretary of the IAFP.

760
761 **ARTICLE XVI**
762 **Annual Report**
763

764 **Section 1.** The Board shall provide an annual report to the Congress of Delegates that shall
765 include a summary of the actions of the Board since the last meeting of the Congress of Delegates.
766 Such annual report shall also include, from a certified public account, a balance sheet and a
767 statement of income and profit and loss from the closing date of the most recent fiscal year.

768
769 **ARTICLE XVII**
770 **Indemnification**
771

772 **Section 1.** Every person who is or shall be or shall have been a director, officer, member of a
773 committee or commission or an employee or agent of this corporation, or who is or shall be serving
774 or shall have served at the request of this corporation in any such capacity in another corporation,
775 partnership, joint venture, trust or other enterprise or organization or any committee thereof, and
776 the personal representative of each person described in this sentence, shall be indemnified by this
777 corporation against all costs and expenses reasonably incurred by or imposed upon any such
778 person in connection with or resulting from any action, suit or proceeding to which such person
779 may be made a party by reason of such person's being or having been in such position or capacity
780 for this corporation or for any other enterprise or organization at the request of this corporation,
781 except in relation to such matter as to which such person shall finally be adjudicated in such action,
782 suit or proceedings to have acted in bad faith and to have been liable by reason of willful
783 misconduct in the performance of such person's duty in such indemnified capacity.

784
785 **Section 2.** Each such person shall be indemnified also by this corporation against any and all
786 criminal claims and liabilities to which such person has or shall become subject by reason of action
787 alleged to have been taken, omitted or neglected by him or her in any capacity enumerated in the
788 preceding sentence, provided, however, that no such person shall be indemnified against or be
789 reimbursed for any expenses incurred in connection with any criminal claim or liability unless such

790 person had reasonable cause to believe that his or her conduct which resulted in the criminal claim
791 or liability was lawful.

792
793 **Section 3.** “Costs and expenses” shall include, but are not limited to, attorneys’ fees, damages,
794 fines and reasonable amounts paid in settlement.

795
796 **Section 4.** The right to indemnification conferred by this Article shall not restrict the power of the
797 corporation to make any other or further indemnification permitted by law.

798
799 **ARTICLE XVIII**
800 **Parliamentary Authority**

801
802 The rules contained in the current edition of *American Institute of Parliamentarians Standard Code*
803 *of Parliamentary Procedure* shall govern the IAFP in all cases to which they are applicable, and in
804 which they are not inconsistent with these Bylaws and any special rules of order the IAFP may
805 adopt.

806
807 **ARTICLE XIX**
808 **Amendment of Bylaws**

809
810 **Section 1.** Amendments shall:
811 A. be proposed by any five (5) or more members; and
812 B. be submitted to the executive vice president/chief executive officer at least one hundred
813 (100) days prior to any regular or special meeting of the Congress of Delegates.
814 1. The executive vice president/chief executive officer shall provide notice of the
815 availability of proposed amendments to all IAFP members at least thirty (30) days
816 prior to said meeting; and
817 2. Such notice shall:
818 a. be published in an official publication of the IAFP sent to the entire
819 membership;
820 b. include a summary of all proposed amendments; and
821 c. set forth a mechanism by which any member may obtain a copy of all
822 proposed amendments.

823
824 **Section 2.** These Bylaws may be amended at any regular or special meeting of the Congress of
825 Delegates by an affirmative two-thirds vote of the delegates present and voting.

826
827 **Section 3.** Amendments shall take effect immediately upon adoption unless otherwise specified.

828
