BYLAWS
of the
INDIANA ACADEMY OF FAMILY PHYSICIANS
As adopted by the COD July 25, 2014

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ARTICLE I
Name
The name of this corporation shall be known as the Indiana Academy of Family Physicians, hereinafter referred to as the IAFP, and shall be governed by the laws of the State of Indiana 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. The American Academy of Family Physicians shall hereinafter be referred to as the AAFP. All references herein to the "Board of Directors" or "Board" shall mean the IAFP Board of Directors unless otherwise noted. Likewise, all references herein to the "Congress of Delegates" or "Congress" shall mean the IAFP Congress of Delegates unless otherwise noted.

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

ARTICLE III
Purpose
The purpose of this organization 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;
D. work to ensure an optimal workforce of well-trained family physicians;
E. promote and maintain high standards among physicians who practice family medicine;
F. preserve the right of family physicians to engage in medical and surgical procedures for which they are qualified by training and experience;
G. provide for the continuing professional development of its members; and
H. 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 of Family Physician. 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. Classes of Membership. The classes of membership shall be: (A) active; (B) inactive; (C) life; (E) resident; (F) student; (G) supporting; and (H) honorary.

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

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

Section 5. Privileges.

A. Active Member Privileges. Active members shall have all privileges of membership.
B. Inactive Member Privileges. Inactive members shall not be entitled to hold office in the IAFP.
C. Supporting Member Privileges. Privileges for supporting members will be determined by the
Board or the Congress of Delegates. Supporting members shall not be entitled to hold office in
the IAFP.
D. Life Member Privileges. Life members shall not be entitled to hold office in the IAFP.
E. Resident Member Privileges.
   a. Resident members who are appointed to serve on commissions and committees have
      the right to vote in such bodies but are not eligible to serve as chair.
   b. A resident member shall be selected to serve on the Board as described in Article IX of
      these Bylaws and the Standing Rules of the Congress of Delegates.
   c. The resident member of the Board shall have full voting privileges on the Board.
   d. Resident members may vote in the Congress of Delegates as described in Article VII of
      these Bylaws, have voice in reference committee, be appointed to serve on reference
      committees but are not eligible to serve as chair.
   e. Otherwise, resident members shall not be entitled to hold office in the IAFP.
F. Student Member Privileges.
   a. Student members may serve on commissions and committees. Student members who
      are appointed to serve on commissions and committees have the right to vote in such
      bodies but are not eligible to serve as chair.
   b. A student member shall be selected to serve on the Board as described in Article IX of
      these Bylaws and the Standing Rules of the Congress of Delegates.
   c. The student member of the Board shall have full voting privileges on the Board.
   d. Student members may vote in the Congress of Delegates as described in Article VII of
      these Bylaws, have voice in reference committee, be appointed to serve on reference
      committees but are not eligible to serve as chair.
   e. Otherwise, student members shall not be entitled to hold office in the IAFP.

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

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

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

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

ARTICLE V
Component Branch Chapters

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

A. Region. Upon the petition of any five (5) or more members of the IAFP, the Board may issue a charter for a region component branch chapter.

B. Resident. Membership in the resident component branch chapter shall be limited to resident members of the IAFP. This component branch chapter shall in all ways, conform to the rules and regulations of the Bylaws of the IAFP with the following exception: the director and alternate director have all the duties, powers and prerogatives of their offices as defined in these Bylaws, except that they may not hold office in the IAFP.

C. Student. Membership in the student component branch chapter shall be limited to student members of the IAFP. This component branch chapter shall in all ways, conform to the rules and regulations of the Bylaws of the IAFP with the following exception: the director and alternate director have all the duties, powers and prerogatives of their offices as defined in the Bylaws of the Academy, except that they may not hold office in the IAFP.

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

Section 3. Unified Membership.

A. No person may hold membership in the IAFP who does not hold membership in the AAFP.

B. No person may hold membership in the IAFP unless they are a member of a component branch chapter.

C. Likewise, no person may hold membership in a component branch chapter unless they are a member of the IAFP.

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

Section 5. Requirements.

A. Requirements for charter shall be in accordance with procedures established by the Board.

B. Amendments to all component branch chapter bylaws shall be submitted in writing to the IAFP no later than thirty (30) days following the adoption of such amendments.

C. No amendment shall be of any force or effect until the Board has approved it; however, such amendment shall be considered to be approved if the Board fails to give written notice of its objections within ninety (90) days following receipt.

D. Amendments relating solely to the internal structure and organization of the component branch chapter, and which do not address issues specifically addressed in these Bylaws, may be implemented immediately upon adoption by the component branch chapter but shall be subject to review by the Board.

Section 6. Revocation. Any charter may be suspended or revoked by the Congress of Delegates in the event of any action deemed to be in conflict or failure to comply with the letter or intent of these Bylaws.
ARTICLE VI
Meetings

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:

A. the number of votes for an issue multiplied by four (4) divided by the members voting are the for votes,
B. the number of votes against an issue multiplied by four (4) divided by the members voting are the against votes.
C. These numbers will be rounded off to whole numbers.
D. 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:
   a. Any IAFP member may submit a late resolution up to one hour before each day’s business session of the Congress of Delegates.
b. An affirmative vote of two-thirds (2/3) of the delegates present and voting shall be required for consideration of each such late resolution.

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

ARTICLE VIII
Officers

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

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

Section 3. Terms of Office.
A. Board Chair. The term of office begins with their election by a majority vote of the Board at the first meeting of the Board following the election of officers at the Congress of Delegates. Nominees for the office of Board chair must be from among the duly elected members of the Board. The term of office expires following the election of a new board chair at the first Board meeting following the last session of the next ensuing annual meeting of the Congress of Delegates.
B. Immediate Past President. The term of office begins at the conclusion of his/her term as president and expires at the conclusion of the next annual meeting of the Congress of Delegates, or when his/her successor is seated. After serving as Immediate Past President, members must wait two years before running for a at-large director seat on the Board.
C. President. The term of office begins at the conclusion of his/her term as president-elect and expires at the conclusion of the next annual meeting of the Congress of Delegates, or when his/her successor is seated.
D. President-Elect. The term of office begins at the conclusion of the annual meeting of the Congress of Delegates at which his/her election occurred and shall expire upon succeeding to the office of president.
E. Speaker and Vice Speaker of the Congress of Delegates. The term of office is for 3 years and begins at the conclusion of the annual meeting of the Congress of Delegates at which elected and expires at the conclusion of annual meeting of the Congress of Delegates following completion of a 3-year term, or when his/her successor is seated. The speaker may fulfill two (2) consecutive 3-year terms and then must wait two (2) years before seeking another term in the same office. The vice speaker may fulfill two (2) consecutive 3-year terms and then must wait two (2) years before seeking another term in the same office.
F. AAFP Delegates and Alternate Delegates. There shall be two (2) AAFP Delegates and two (2) AAFP Alternate Delegates. Delegates and alternate delegates terms of office shall be two (2) years and shall begin immediately after the first Congress of Delegates following their election; provided, however, when a delegate or alternate delegate is serving as an AAFP board member or officer he or she shall resign as a delegate or alternate delegate. The AAFP delegates and alternate delegates shall be elected by the Congress of Delegates for no more than two consecutive terms per position. Both delegates and alternate delegates may petition the Board for revisions, with good cause, to serve one additional two (2) year term. The Congress will elect such delegates and alternate delegates on a staggered basis with one delegate and one alternate delegate being elected each year.
G. **Treasurer.** The term of office begins with their election by a majority vote of the Board at the first meeting of the Board following the election of officers at the annual meeting of the Congress of Delegates. The treasurer need not be a member of the Board at the time of their election. The term of office expires at the conclusion of the first Board meeting following the next ensuing annual meeting of the Congress of Delegates. The Treasurer may fulfill 4 consecutive 1-year terms.

**Section 4. Vacancies.**

A. **Board Chair.** If a vacancy exists in the office of Board chair, it shall be filled by a majority vote of the Board from among the remaining duly elected Board members.

B. **President.** If a vacancy exists in the office of president due to death, resignation, or for any reason the president shall be unable or unqualified to serve, the president-elect shall succeed to the office for the unexpired term.

C. **President-Elect.** If a vacancy exists in the office of president-elect due to death, resignation, or removal from office, the Board shall nominate two (2) or more members for that office and the election of president-elect shall take place by a vote on these candidates by the Congress of Delegates at the next ensuing meeting as the first order of business following approval of the minutes provided, however, that nothing herein shall be construed as preventing additional nominations for this office from the floor.

D. **President and President-elect.** In the event of the death, resignation, or incapacity of both the president and the president-elect, the Board shall elect a president for the unexpired term from the current Board members.

E. **Speaker of the Congress of Delegates.** If a vacancy exists in the office of speaker of the Congress of Delegates, the vice speaker shall succeed to the office of the speaker and the Board shall elect a vice speaker for the unexpired term.

F. **Vice Speaker of the Congress of Delegates.** If a vacancy exists in the office of vice speaker of the Congress of Delegates, the Board shall elect a vice speaker for the unexpired term.

G. **Speaker and Vice Speaker.** If a vacancy occurs in the office of speaker when there also is a vacancy in the office of vice speaker, the Board shall elect a speaker to fill the unexpired term.

H. **AAFP Delegates and Alternate Delegates.** Vacancies for the office of delegates or alternate delegates shall be filled by appointment by the Board, provided, however, that such appointment shall terminate at the next annual meeting of the Congress of Delegates at which time the Nominating Committee shall present a nominee for the unexpired term, if any.

I. **Treasurer.** If a vacancy exists in the office of treasurer, the Board shall elect a treasurer for the unexpired term.

**Section 5. Removal from Office.** Any officer of the IAFP 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 6. Procedure for Removal.**

A. No action may be taken to remove any officer listed in Section 5 except upon written petition of five (5) voting members of the Board.

B. The petition shall be delivered to the secretary of the Board and shall state the cause(s) for which removal is sought.

C. Within five (5) days of receipt of such petition, the secretary 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 officer 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 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) days after the date on which a copy of the petition was
mailed to the officers and directors.

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

A. The Board Chair shall:
   a. preside over all meetings of the Board; and
   b. be an ex-officio member of the Executive Committee and the Board and all standing commissions and committees.

B. The President shall:
   a. be an ex-officio member of the Executive Committee and the Board and all standing commissions and committees;
   b. preside over all meetings of the Executive Committee and the Assembly;
   c. appoint all commission and committee chairmen and members with approval by the Board;
   d. in the absence of the speaker and vice speaker, preside over the meetings of the Congress of Delegates; and
   e. in the absence of the Board chair, preside over all meetings of the Board.
   f. The president may serve as chairman of the Board if so elected by the Board.

C. The Immediate Past President shall:
   a. be an ex-officio member of the Executive Committee and the Board.

D. The President-Elect shall:
   a. be an ex-officio member of the Executive Committee and the Board;
   b. in the absence of the president, preside over the meetings of the Executive Committee and the Assembly;
   c. in the absence of the Board chair and the president, preside over the meetings of the Board;
   d. in the absence of the president preside over meetings of the Executive Committee;
   e. succeed to the office of president; and
   f. if a vacancy occurs in the office of president, serve the unexpired term of president and then serve a term of president.

E. The Speaker of the Congress of Delegates shall:
   a. be an ex-officio member of the Executive Committee and the Board;
   b. preside over the meetings of the Congress of Delegates;
   c. appoint all reference and special committees of the Congress of Delegates;
   d. be empowered to grant the privilege of the floor of the Congress of Delegates; and

F. The Vice Speaker of the Congress of Delegates shall:
   a. in the absence of the speaker of the Congress of Delegates, or by request of the speaker, preside over the meetings of the Congress of Delegates.

G. The Executive Vice President/Chief Executive Officer shall:
   a. be an ex-officio member, without vote, of the Executive Committee and the Board;
   b. perform such duties as requested by the Board and under the direction of the Board;
   c. perform such duties as the title of corporate secretary of the IAFP;
   d. with the approval of the Board, appoint one or more assistant secretaries to perform any duties incident to the office of secretary;
   e. ensure that an accurate record of all proceedings and transactions of the Congress of Delegates, Board, and Assembly is kept;
   f. supervise all other employees and agents of the IAFP;
   g. have other powers and duties as may be prescribed by the Board or these Bylaws;
   h. be without a vote;
i. be bonded in an amount fixed by the Board, the premium thereon to be paid by the IAFP; and
j. be appointed for a term and stipend to be fixed by the Board.

H. The Treasurer shall:
   a. be an ex-officio member of the Executive Committee and the Board;
   b. serve as the chairman of the Budget and Finance Committee;
   c. working with the Budget and Finance Committee, oversee budget preparation and shall ensure that appropriate financial reports including accounts of major transactions, financial reviews, year end statements, and audits are made available to the Board on a timely basis or as may be required by the Board of Directors;
   d. appoint, with approval of the Board or the Executive Committee, a qualified fiscal agent or member of the staff, to assist in performance of all or part of the duties of the Treasurer.

ARTICLE IX
Board of Directors

Section 1. Composition. The Board shall be composed of:
   A. board chair,
   B. immediate past president,
   C. President,
   D. President-elect,
   E. speaker of the Congress of Delegates,
      a. In instances when the Speaker cannot attend a Board meeting, the Vice Speaker may vote in the place of the speaker.
   F. Treasurer,
   G. AAFP Delegates (2),
      a. In instances where AAFP Delegates cannot attend, their AAFP Alternate Delegate may vote in the place of the delegate.
   H. one resident member,
   I. one student member,
   J. six at-large directors, and
   K. executive vice-president/chief executive officer.

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

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

Section 4. Duties and Powers. The business and affairs of the IAFP 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, subject to the powers of the Congress of
Delegates as set forth in these Bylaws. Specific duties, powers, and authority of the Board shall
include, but not necessarily be limited to, the following:

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

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

A. At-Large Directors - An At-Large director shall be elected at the next Congress of Delegates
   to fill any vacancy that occurs during the three-year term of an At-Large Director.

B. Resident and Student Members of the Board
   a. If the resident or student member of the Board becomes ineligible or discontinues
      membership in the IAFP the position is declared vacant.
   b. No vacancy shall be deemed to exist solely because the resident completes residency
      training during his/her term or because the student completes medical school during
      his/her term.
   c. The Board shall fill the vacancy by a majority vote of the Board for the unexpired term.
   d. Service for the unexpired term shall not affect an individual’s eligibility to seek
      subsequent election as resident or student member of the Board.

Section 6. Removal from Office for At-Large Directors, Resident and Student Members of the
Board. Any At-Large, Resident or Student Director of the IAFP 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 7. Procedure for Removal.

A. No action may be taken to remove any Board member listed in Section 1 of this Article except
   upon written petition of five (5) voting members of the Board.
B. The petition shall be delivered to the secretary of the Board and shall state the cause(s) for
   which removal is sought.
C. Within five (5) days of receipt of such petition, the secretary 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 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
Section 8. Meetings.
   A. Regular Meetings. Regular meetings of the Board shall be held quarterly and shall include:
      a. immediately prior to the annual meeting of the Congress of Delegates;
      b. no later than thirty (30) days following the annual meeting of the Congress of Delegates;
      c. at such other times as may be deemed necessary.
   B. Special Meetings. Special meetings may be called:
      a. by the Board Chair; or
      b. at the written request of five (5) voting members of the Board.

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

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

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

ARTICLE X
Executive Committee

Section 1. Composition. The Executive Committee shall be composed of six members as follows:
   A. the Board Chair;
   B. the President;
   C. the President-Elect;
   D. the Immediate Past President;
   E. the Speaker of the Congress of Delegates,
   F. the Treasurer; and
   G. the Executive Vice President.

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; 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 chair.

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 a written report of its activities to the Board since the last Board meeting.
ARTICLE XI
Nominations and Elections

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

The Nominating Committee shall present to the annual meeting of the Congress of Delegates one (1) nominee for the following offices: President-Elect, Speaker of the Congress of Delegates and Vice Speaker of the Congress of Delegates (every 3 years), and the AAFP Delegate and AAFP Alternate Delegate whose terms have expired. The Nominating Committee shall also present to the annual meeting of the Congress of Delegates one (1) nominee for each At-Large Director whose term has expired.

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

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

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

ARTICLE XII
Emergency Governing Bylaws

Section 1. Emergency Condition. The following Bylaws shall become operative upon:

A. Any emergency resulting from an attack:
   a. on the United States, or
   b. on a locality in which the IAFP conducts its business, or
   c. on a locality in which the IAFP holds meetings.

B. Any disaster, catastrophe or other similar emergency conditions that prevents:
   a. the quorum necessary for a Congress of Delegates meeting, or
   b. the regular quorum of a majority of the members of the Board to assemble.

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

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

B. Election. Any election to be held at a meeting during an emergency condition shall be suspended.
C. **Term of Office.** The president, president-elect, and Board chair in office immediately prior to the commencement of the emergency condition shall remain in their respective offices until the first meeting of the Congress of Delegates following the end of the emergency condition.

D. **Vacancy in Officers.**
   a. If the office of president becomes vacant during the emergency condition, the president-elect shall immediately become president and serve the remainder of the unexpired term and then assume office in accordance with Article VIII Section 4.
   b. If both the offices of president and president-elect become vacant during the emergency condition, the speaker shall immediately become president and serve until the first meeting of the Congress of Delegates following the end of the emergency condition. At such first subsequent meeting, elections shall be held for the offices of president and president-elect.
   c. All other officers and elected Board members in office immediately prior to commencement of the emergency condition shall remain in their respective offices until the later of:
      i. The first meeting of the Congress of Delegates following the end of the emergency condition, or
      ii. The end of their terms of office (in the absence of any other emergency conditions).

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

Section 3. Board of Directors.

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

B. **Designation of Emergency Directors.**
   a. If fewer than seven (7) Board members are available to meet, the chairs of the commissions become Emergency Directors and shall serve on the Board (in addition to regular Board members who are available).
   b. If there are still fewer than seven (7) Board members available after taking into account the Emergency Directors and regular Board members, the available Board members shall appoint sufficient additional Emergency Directors to comprise the minimum.

C. **Duties and Privileges.** Emergency Directors shall have all duties and privileges of directors, and serve as directors until the earlier of:
   a. the first meeting of the Congress of Delegates following the end of the emergency condition; or
   b. at least seven (7) Board members (other than Emergency Directors) are available to meet.

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

E. **Meetings.** A meeting of the Board may be called by any member of the Board. Notice of any meeting shall be given to such Board members as may be feasible to reach at the time and by such means as may be feasible at the time.

F. **Quorum.** A majority of the members of the Board shall constitute a quorum.

G. **Effect of Action.** Action taken in accordance with these emergency Bylaws shall bind the IAFP. No Board member acting in accordance with these emergency Bylaws shall be liable for such action, except for willful misconduct.

Section 4. Duration. To the extent not inconsistent with any emergency Bylaws, the Bylaws of the IAFP shall remain in effect during the emergency condition. Upon the end of the emergency condition, as determined by the Board, the emergency Bylaws shall cease to be operative.
ARTICLE XIII
Standing Commissions and Committees

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

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

A. Nominating Committee: The Nominating Committee shall be composed of a chairman appointed by the president and president-elect and approved by the Board. The remainder of the committee shall be appointed by the president and speaker of the Congress of Delegates and approved by the Board as follows:
   a. A past president not currently on the Board
   b. At least two (2) representatives of the current Board
   c. At least three (3) representatives of the IAFP membership at-large appointed by the speaker of the Congress of Delegates.
   d. The functions, procedures, and responsibilities for the Nominating Committee shall be as outlined in Article XI of these Bylaws.

B. Budget and Finance Committee: The treasurer of the IAFP shall serve as the chairman of the Budget and Finance Committee. The members of the Executive Committee shall serve on the Budget and Finance Committee with at least one additional member from the Board. The Budget and Finance Committee shall supervise the keeping of the IAFP's accounts, submit an annual budget for approval of the Board, and arrange for the audit of the books as mandated by the Board.

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

ARTICLE XIV
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 IAFP. Additional medical ethics policies or positions adopted by the AAFP, even though such policies or positions may be contrary to the Principles of Medical Ethics of the American Medical Association, shall become medical principles and positions of the IAFP.

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

ARTICLE XV
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;
   B. minutes of the proceedings of the Congress of Delegates;
   C. membership directory; and
D. 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 Congress of Delegates 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 a meeting of the members, shall be in writing to the president or secretary of the IAFP.

ARTICLE XVI
Annual Report

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

ARTICLE XVII
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 XVIII
Parliamentary Authority

The rules contained in the current edition of American Institute of Parliamentarians Standard Code of
Parliamentary Procedure shall govern the IAFP 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 IAFP may adopt.

ARTICLE XIX
Amendment of Bylaws

Section 1. Amendments shall:
A. be proposed by any five (5) or more members; and
B. be submitted to the executive vice president/chief executive officer at least one hundred (100) days prior to any regular or special meeting of the Congress of Delegates.
   a. The executive vice president/chief executive officer shall provide notice of the availability of proposed amendments to all IAFP members at least thirty (30) days prior to said meeting; and
   b. Such notice shall:
      i. be published in an official publication of the IAFP sent to the entire membership;
      ii. include a summary of all proposed amendments; and
      iii. set forth a mechanism by which any member may obtain a copy of all proposed amendments.

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

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