



## IAFP Bylaws

### Chapter I – Charter and Identity

**Section 1** - The name of this corporation shall be known as the Iowa Academy of Family Physicians, hereinafter referred to as the IAFP or “Academy”. The corporation shall be governed by the laws of the State of Iowa and in compliance with the laws and regulations applicable to corporations exempt from income tax under Section 501C (6) of the Internal Revenue Code.

**Section 2** – Requirements for charter shall be in accordance with procedures established by the American Academy of Family Physicians (AAFP).

### Chapter II - Membership Application, Approval, and Status

**Section 1** - To be eligible for membership a physician must meet the qualifications and conditions set forth in the Bylaws of the American Academy of Family Physicians. Classification of members shall be the same as established by the Bylaws of the American Academy of Family Physicians.

**Section 2** - Application for membership shall be made in a form prescribed by the American Academy of Family Physicians. ↓

**Section 3** - Acceptance of membership in this Academy shall constitute an agreement by such member to comply with the Bylaws of this Academy and with the Bylaws of the American Academy of Family Physicians and to recognize the Board of Directors of this Academy as the sole and only judge of the right to be or remain a member of this Academy, subject to the right of appeal accorded by Chapter IX hereof.

**Section 4** - All right, title and interest, both legal and equitable, of a member in and to the property of this Academy shall terminate upon his/her expulsion, the striking of his/her name from the roll of members, or his/her death or resignation.

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**Deleted:** New member elections approvals shall be by a majority vote of the members of the Board of Directors.

### Chapter III - Payment of Admission Fee

**Section 1** – Payment of dues shall be payable in conjunction with the AAFP dues schedule. Changes in dues shall be adopted by the Board of Directors. Dues increases greater than ten (10) percent shall be approved by a simple majority of the voting members present at the annual meeting.

**Section 2** – Special assessment may be assessed, and shall be applied equally to all active members by affirmative action of two-thirds of the members of the Board of Directors.

**Section 3-** Any member in good standing is eligible to vote at the Annual Meeting. Only active members in good standing are eligible to hold office.

### Chapter IV – Districts and Directors - Composition and Number

**Section 1** - The Iowa Academy of Family Physicians shall be composed of four districts each containing relatively equal distribution of Active members with geographic consideration.

**Section 2** – There shall be a total of ten directors, two from each of the four districts and two at-large directors who may serve irrespective of geographical location.

### Chapter V – Meetings

**Section 1** - Notice of the annual and of special meetings of the Academy shall be given by the Secretary to all members at least thirty (30) days prior to the date of such meeting, by mail, email and/or by publication in an official publication, if any, of the organization.

**Section 2** - Special meetings of the membership may be called by a request from a majority of the Board of Directors or by the President. Special meetings of the members shall be called by the Secretary upon the written request of five percent (5%) or more of the voting members, at a place and time determined by the Board of Directors.

### Chapter VI – Nomination, Election and Duties of Officers, Directors and Delegates

**Section 1** – For purposes of this section Officers are the Board Chair, President, President-Elect, Vice President and Secretary-Treasurer. Voting members of the Board of Directors shall consist of the officers of the Academy plus 10 directors, one resident, one student, one residency director and two delegates to the AAFP Congress of

**Commented [MDW3]:** Added space (editorial change only)

**Commented [MDW4]:** Added for clarity

**Deleted:** Directors are eligible to serve two three-year terms. Each year, two districts shall nominate a director to serve one three-year term. The nominations shall occur in the following rotation: Districts 1 and 4, District 2 and At-Large Director A, District 3 and At-Large Director B. Nominations shall be presented to the Nominating Committee at least 120 days prior to the annual meeting.¶

¶ **Section 3** - If no one from the district agrees to serve as a director, the Nominating Committee shall nominate a member from that district to serve as a director.

**Commented [MDW6]:** Poorly defined. Typically bylaws require a number to be set. Most use “majority number of”

**Commented [PW7]:** Do we need this as an option? It still seems like we should have a majority vote to call a special meeting unless timing is an issue. In that case, I would think it would be called by the Executive Committee.

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Delegates. The resident, student, and residency director shall be selected by a mechanism determined by their constituencies and serve a term as determined by the Board of Directors.

**Section 2-** At least ninety (90) days prior to the annual meeting the Nominating Committee shall have met and will notify the Board of Directors of the names of candidates for President-elect, Vice-President, Secretary-Treasurer, directors, and one delegate and one alternate delegate to the Congress of Delegates of the American Academy of Family Physicians. If a vacancy should occur in the office of President-elect at or prior to the time of the annual meeting, the Nominating Committee shall then also nominate a President.

The Directors are elected on a staggered basis, using a three-year cycle. The Nominating Committee shall therefor use this rotation cycle in determining the Director election slate: District 1 and 4; District 2 and At Large Director A; District 3 and At Large Director B.

These nominations shall be presented at the annual meeting. At the annual meeting, nomination may be made from the floor for all elected positions. A majority of votes cast at the annual meeting shall be necessary to elect these candidates. When there are three or more candidates for a single office and no one candidate receives such majority on the first ballot, a second ballot shall be taken between the two candidates receiving the highest number of votes on the first ballot. In the event of a tie vote the winner will be determined by a coin toss.

**Section 3 -** The directors elected shall hold office for a term of three years with the option to hold office for a second three-year term except as otherwise hereinafter provided. A director who has previously served their maximum term of office shall be eligible for nomination as a director again only after being out of office for a period of one term. The Board Chair, President, President-elect and Vice-president shall hold office for a term of one year. The Secretary-Treasurer serves a two-year term with a maximum of three terms. The Delegates and Alternate Delegates to the American Academy of Family Physicians shall serve for a term of two years with a maximum of two terms in each position. The Nominating Committee shall give preference to Past Presidents of the Academy who have remained active at the state and/or national level in considering AAFP Delegate and Alternate Delegate positions.

In the event that a Delegate is considering running for an AAFP national office it is recommended that the Delegate run for office during his/her regular term, but if this consideration is encumbered by the term limits in these bylaws, the Delegate may request a third consecutive term - which must be approved by the Nominating Committee.

**Deleted:** At least one hundred-eighty (180) days before each annual meeting of this Academy, the President shall appoint a Nominating Committee of five members, consisting of the President-elect as chair, the Board chair, another Past President, a Director serving in their second three-year term, and a Director serving their first three-year term.

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**Deleted:** In the case of a district director the nominee and the nominator must be from that district. All active members in good standing are eligible to be nominated for the At-Large Director positions

In the event of vacancies occurring in a delegate position, the next senior Alternate Delegate will move into the vacated position. If there is a vacancy in the junior Alternate Delegate position, the Nominating Committee will fill that vacancy giving preference to past presidents. Each year the President-elect shall automatically become the President of this Academy for the ensuing year. The new President and the newly elected officers and directors shall assume their duties at the close of the annual meeting. The newly elected delegate and alternate delegate shall assume their duties on January 1 following their election. The terms of the incumbents shall automatically extend until the assumption of duties by their successors. Limitations of office do not apply for time spent in completion of an un-expired term.

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**Section 4-** In the event a district director does not complete his/her term, the Board of Directors may fill such vacancy from that district for the unexpired term. In the event an At-large Director does not complete their term, the Board of Directors may fill such vacancy from any eligible active Academy member for the unexpired term.

**Section 5 -** The President shall preside at meetings of the members. The immediate past president shall assume the role of Board Chair and shall chair all meetings of the Board of Directors and the Executive Committee. If a vacancy occurs in the office of President, the order of succession shall be President-Elect, Vice President, Secretary-Treasurer. In the event of vacancies occurring in any of the offices, the Board of Directors will fill the vacancies with members of this Academy of their choosing, the terms of such appointed officers automatically terminating at the next annual meeting.

**Section 6-** The President and President-elect shall be ex-officio voting members of all committees.

**Section 7-** The Vice-President shall preside in the absence of the President at all meetings at which the President otherwise would preside.

**Section 8-** The Secretary-Treasurer shall be custodian of all funds of this Academy He/she shall give notice of and keep or cause to be kept minutes of all meetings of the members and the Board; shall enroll and maintain the records of the members and shall be the custodian of all official documents and records of this Academy.

**Section 9-** An Executive Vice President may be appointed for a term and stipend to be fixed by the Board of Directors. He/she, shall, under the Directors, perform such duties as the title of the office ordinarily connotes, and such other duties (including those of the Secretary-Treasurer) may be assigned to him/her, by the Board of Directors. The

Executive Vice President shall be bonded at a minimum of the amount of the IAFP's cash reserves.

**Section 10-** There shall be an Executive Committee composed of the President, President-elect, Vice President, Secretary-Treasurer and Board Chair. The Executive Committee by majority vote of its members, shall have full authority to act for and in behalf of the Board of Directors on such matters as determined by the Board of Directors or whenever the business of the Academy demands prompt action in the interim between meetings of the Board or when it is impracticable or impossible to convene the Board of Directors. Meetings of the Executive Committee shall be held at the discretion of the chair. A written report of its actions shall be distributed by the Executive Committee to the Board of Directors with an opportunity for oral discussion at the next Board of Directors meeting.

### Chapter VII - Meetings of the Board of Directors

**Section 1 -** The Board of Directors shall meet at such times and at such places as the Chair may determine, but the Chair shall promptly call a Board meeting whenever requested to do so by a majority of members of the Board. A majority of the Board of Directors shall constitute a quorum.

**Section 2-** The members of the Board of Directors of this Academy shall not receive any compensation for their services as such. The IAFP shall authorize reimbursement to the members for expenses incurred in attending meetings of the Board and committees as stipulated in the policy manual.

### VIII - Chapter Committees

**Section 1-** There shall be 5 Standing Committees of the Academy.  
The Standing Committees are as follows:

- Education Committee
- Finance Committee
- Member Advocacy Committee
- Member Services Committee
- Nominating Committee

**Commented [MDW11]:** I just want you to think about this. I wonder where the four came from. It is worth a discussion if this is still valid, because there used to be six districts only with six votes. It is kind of unusual to allow a special meeting to be called by something less than a majority number.

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**Commented [PW12]:** Will not need if we include committees in Section 2 above.

**Deleted:** Section 3 - The Executive Committee may authorize reimbursement to various committee members for expenses incurred in attending called meetings of their committees

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**Deleted:** The following standing committees shall be appointed by the President with the advice and consent of the Board of Directors. The composition of each committee shall be determined by the Board of Directors.

**Deleted:** A student member and a resident member may be appointed as voting members of each standing committee. A board member or past president shall chair each committee unless otherwise stipulated by the Bylaws. ¶  
The duties of each of these committees shall be as defined in the respective job descriptions of the committees.

**Deleted:** In addition, the Board of Directors may appoint additional special committees to assist in the discharge of its duties.¶

Section 2 – A student member and a resident member may be appointed as voting members of each standing committee. A board member or past president shall chair each committee unless otherwise stipulated by the Bylaws.

The duties of each of these committees shall be as defined in the respective job descriptions of the committees.

Section 3 - Other committees may be created by action of the Board of Directors.

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## **Chapter IX - Ethics**

**Section 1-** The Principles of Medical Ethics of the American Medical Association, as they now or hereafter may provide, shall be the principle of ethics of this organization and shall be and hereby are made a part of these bylaws.

**Section 2-** If any member is believed in good faith to have violated the Principles of Medical Ethics or the Articles of Incorporation or Bylaws of this organization or the Bylaws of the American Academy of Family Physicians, or to be otherwise guilty of conduct justifying censure, suspension, or expulsion from this organization, any member may prefer charges against him in the form and manner hereinafter specified.

Such charges must be in writing and signed by the accuser or accusers and must state the acts or conduct complained of with reasonable particularity.

Such charges must be filed with the Secretary-Treasurer and at the first meeting of the Board held after the filing of said charges, the Secretary-Treasurer must present said charges to the Board. The Board shall then or at any adjournment of said meeting but not more than thirty (30) days after consider the charges and shall either dismiss them or shall proceed as hereinafter set forth.

If the Board fails to dismiss such charges, it shall within fifteen (15) days thereafter cause a copy of the charges to be served upon the accused by depositing in the United States mail a copy thereof, registered and addressed to the last known address of the accused. The Board shall, at the same time, fix a time and place for hearing said charges, and the accused shall be notified of the time and place for hearing the said charges at the same time and in the same manner as provided for the serving of the charges. The time set for said hearing shall be no less than fifteen (15) days nor more than six months after service of charges.

The accused may answer in writing but need not do so and failure to answer shall not be an admission of truth of the charges or a waiver of the accused rights to a hearing.

The Board shall after having given to the accuser and the accused every opportunity to be heard, including oral arguments and the filing and consideration of any written brief, conclude the hearing and within thirty (30) days thereafter shall render a decision. The affirmative vote of two-thirds of the members of the Board present and voting shall constitute the verdict of the said Board which by such vote may exonerate, censure, suspend, or expel the accused member.

The decision of the Board shall be expressed in a resolution which shall contain no opinion and shall be signed only by the Chairman of the Board and the Secretary-Treasurer. No member of the Board not present for the entire time of the hearing shall be entitled to vote.

Censure shall mean a reprimand by the Chairman of the Board of Directors administered to the accused in the presence of said Board. No member shall be suspended for more than one year and at the expiration of the period of suspension shall be reinstated to membership upon his/her application and the payment of dues accrued during the period of suspension. The decision of the Board of Directors shall be final.

Any member who has been censured, suspended, or expelled, may appeal such action to the American Academy of Family Physicians pursuant to the Bylaws of said Corporation.

## **Chapter X - Rules of Order**

In the absence of any provision in the Articles or these Bylaws, all meetings of the Academy, Board of Directors and Committees shall be governed by the American Institute of Parliamentarians Standard Code of Parliamentary Procedure.

## **Chapter XI – Amendments**

**Section 1** - Any ten (10) or more members, or the Board of Directors, may propose amendments to these Bylaws by submitting the same to the Secretary-Treasurer at least ninety (90) days prior to any regular or special meeting of the Academy. Notice of such proposed amendments shall be given by the Secretary-Treasurer to all members at least forty (40) days before the meeting at which the proposed amendments are to be voted upon. Publication of proposed amendments in the official publication of this Academy shall be sufficient to constitute notice thereof to the Members. An affirmative vote of at

least two-thirds of the members eligible to vote, who are present and voting shall constitute adoption.

**Section 2** – Amendments to all constituent chapter bylaws shall be submitted in writing to the AAFP no later than thirty (30) days following the adoption of such amendments. No amendment shall be of any force or effect until it has been approved by the AAFP Board. However, such amendment shall be considered to be approved if the AAFP Board fails to give written notice of its objections within ninety (90) days following receipt.

## **Chapter XII – Indemnification**

**Section 1-** The corporation shall indemnify a director, officer, employee, agent, volunteer or member of this corporation to the fullest extent possible against expenses, including attorneys' fees, judgments, fines, settlements, and reasonable expenses, actually incurred by such person with respect to any proceeding against such person relating to his/her conduct as a director, officer, employee, agent, volunteer or member, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of such person's duty of loyalty to the corporation, (ii) for intentional misconduct or knowing violation of the law, (iii) for a transaction from which such person derived an improper personal benefit, or (iv) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the corporation or against expenses in any such case where such person shall be judged eligible to the corporation.

**Section 2 -** The Board of Directors may indemnify those of the corporation's employees, agents, members or volunteers who are not directors in all instances, including those which are excluded from mandatory indemnification under Section 1, as it deems appropriate, so long as such indemnification is not inconsistent with law. Such indemnification may be provided by general or specific resolution, or by contract approved by the Board.

**Section 3-** No amendment to or repeal of this Article XII shall apply to or have any effect on the indemnification hereunder of any director, officer, employee, agent volunteer or member of the corporation for or with respect to any acts or omissions of such person occurring prior to such amendment or repeal.

## **Chapter XIII - Logo**

The corporate logo shall be in the form impressed hereon.



Approved at the Annual Business Meeting November 1, 2012  
Approved removal of VIII, Section 2 March 2017.