

## ITEM 4. DISCUSSION PAPER ON CHANGING TO ANNUAL BUSINESS MEETING

TO: IAFP Bylaws Task Force

FROM: Vincent D. Keenan, CAE  
Executive vice president

DATE: April 9, 2015

SUBJECT: Consideration of idea to change All Member Assembly to annual business meeting

---

### **Situation**

Task force to discuss idea of changing IAFP All Member Assembly to an annual business meeting

### **Background**

IAFP started in 1947 and soon after formed a Congress of Delegates, which provided geographical representation for members in a House of Representatives style of governance. Around 1990, the number of geographical chapters was reduced from 50+ to about 30. In 2004, the Congress of Delegates was dissolved and the current All Member Assembly was put in its place.

Discussions during the change to the All Member Assembly included a possible change to an annual business meeting. The sentiment was that an annual business meeting may be the most efficient way to run the Academy's policy-making. However, a move to an annual business meeting might send a message that members' direct input into the Academy was not wanted. There was a sense that the All Member Assembly may be an interim step.

The 2015 All Member Assembly will be the 11<sup>th</sup> All Member Assembly. The All Member Assembly allows for the following input by members:

- Resolutions can be sent by any member up to 45 days before the meeting, and it will be heard by all the assembled.
- Resolutions can be submitted at the meeting, and with 2/3 or ¾ vote, it will be heard by all the assembled.
- There is an open-microphone session, where any member can bring information or opinions to the assembled.

Very technically, the All Member Assembly is described in Chapter 7 and 8 of the bylaws:

### CHAPTER VII Meetings

Section 1. There shall be an Annual Meeting of the Academy which shall include a meeting(s) of the All-Member Assembly. The time and place of the Annual Meeting, in or outside the State of Illinois, shall be designated by the Board of Directors, and announced at least sixty (60) days before the date so fixed.

Section 2. Notice of general or special meetings shall be given to all members at least thirty (30) days prior to the date of such meeting, either by letter mailed to the member's address as it appears on the official file, or by inclusion in the official publication of the Academy.

Section 3. Special meetings may be called by the Board of Directors, or by the President. Special meetings shall be called by the Executive Vice President upon the written request of any ten (10) or more members, at a place and time determined by the Board of Directors.

Section 4. One percent (1%) of the total number of active members shall constitute a quorum at any regular or special all-member meeting.

CHAPTER VIII  
All-Member Assembly

Section 1. Subject to the referendum pursuant to Section 6 of this Chapter, control and administration of the Academy shall be vested in the All-Member Assembly.

Section 2. Resident members and Student members shall each have five (5) representatives to the All-Member Assembly. Students and Residents shall elect representatives to the All-Member Assembly at an annual business meeting, or in the absence of such a meeting, representatives shall be appointed by the Board of Directors.

Section 3. The All-Member Assembly shall meet during the Annual Meeting of the Academy. Special meetings may be called by a two-thirds (2/3) affirmative vote of the Board of Directors, or by the President upon written request of five percent (5%) of the active members. Special meetings shall be held at such time and place as may be set forth. Notice of such meeting dates shall be given in writing to all members at least sixty (60) days prior to the date set for such meeting.

Section 4. The All-Member Assembly may adopt such rules of procedure for the transaction of business as it deems desirable, and shall be the judge of the election and qualifications of those voting.

Section 5. The All-Member Assembly may, at any time, by majority vote, refer and submit to members of the Academy defined questions affecting the policy or recommendations of this Academy which, in the opinion of the All-Member Assembly, are of immediate practical consequence to members of the Academy and/or the public. The result of the resolutions, when duly ascertained by such vote, shall control the acts of the Academy and its officers, commissions, committees, agents and employees.

No resolution may be submitted to the All-Member Assembly unless said resolution has been submitted in writing to the Academy at least forty-five (45) days prior to the meeting at which time they are to be acted upon. However, at the opening session of the All-Member Assembly any member of the Academy may present, in writing, any resolutions pertinent to the objects of the

Academy, or in relation to any report of any officer, commission, or committee of the Academy. Resolutions so offered shall be referred to the All-Member Assembly without debate for vote. Upon affirmative vote of three-fourths (3/4) of the members present and voting, a reference committee appointed by the First Vice President shall hold a hearing upon the resolution so offered. At such hearing the proponents and opponents shall be given a reasonable opportunity to be heard. Thereafter, the reference committee shall report its action on such resolutions with any amendments thereof, or comment thereon, to the All-Member Assembly. The members shall thereupon approve, disapprove, or modify such resolutions, and the reference committee chairman shall report its action thereon before the last session of the All-Member Assembly.

Attached are the transactions of the 2014 All Member Assembly.

Attendance at the last six All Member Assemblies is as follows:

[Actual number followed by (number minus estimated 18 board members in attendance)]

2014 53 (35) Gurnee  
 2013 62 (44) Naperville  
 2012 37 (19) Itasca  
 2011 51 (32) Oak Brook  
 2010 32 (14) St. Louis  
 2009 40 (22) Oak Brook

Here are the number and types of resolutions that were addressed at the last six All Member Assemblies:

2014 Bylaws, commendation resolution, two condolence resolutions, and 5 content (ADEA, evaluate Medicaid managed care, study Illinois single payer, raw milk, prohibit tobacco sales where pharmaceuticals filled)  
 2013 Bylaws, Two memorial resolutions, and two content (ADEA and Tdap Booster under Medicare)  
 2012 Bylaws  
 2011 Bylaws, and three content (AOBFM and ABFM differences, AAFP-Coke relationship, and Ability for committees to introduce resolutions)  
 2010 Bylaws, One memorial resolution, and one content (Smoke Free Casinos)  
 2009 Bylaws, and two content (AAFP-Coke relationship, and Environmental Scan of PCMH in IL marketplace)

Number of members voting electronically

2014 151  
 2013 112  
 2012 109  
 2011 126  
 2010 103  
 2009 150

**Analysis**

There are pros and cons to changing from an All Member Assembly to an annual business meeting.

Pros

- Parliamentary procedure seems to be more confusing than helpful to the process of the All Member Assembly. Moving to an annual business meeting could move us away from using Parliamentary procedure.
- Voting on Bylaws issues could be done via e-voting, in the same manner as voting for officers and directors, AAFP Delegate and Alternate Delegate, and New Physician is now done, allowing more members to participate.
- Voting on memorial condolences could be transferred to the board of directors and announced at the annual business meeting.
- Keeping an open-microphone opportunity at the annual business meeting, will ensure that members who have a specific issue will have an opportunity to speak.
- A separate process could be developed for members to submit ideas to the board of directors for its four meetings annually, to provide another avenue for member input.
- There is an opportunity to try a live and electronic meeting, where members who could not attend in person, would be able to participate via webinar. The current assembly requires all attendees to participate in person.
- The opportunity for members to call a special meeting, when 10 or more members request it as stated in Chapter 7, Section 3 of the bylaws, could remain in the bylaws as an opportunity to make sure that members with an issue could still assemble to have their issues heard.

Cons

- The current All Member Assembly process of resolutions ensures that any member with an issue can have their issue heard if they submit their resolution 45 days before the assembly.
- There is also a process for a member with an issue to bring their issue on-site, and be heard if  $\frac{3}{4}$  of the assembled vote in affirmation to hear it.
- The assembly functions as the policy making body of the Academy according to the bylaws. If it were eliminated, then the board of directors becomes the policy making body of the Academy. Does that concentrate organizational power in too few members?
- The current assembly is working, why change it?

**Recommendation**

Staff recommends a discussion at the Bylaws Task Force meeting to explore other pros and cons. A report to the board for its May 11 meeting regarding the task force discussions, is an option.