

ILLINOIS ACADEMY OF FAMILY PHYSICIANS

BYLAWS

NOVEMBER 2013

CHAPTER I

Name and Affiliation

Section 1. This Corporation, an association of family physicians, shall be known as the Illinois Academy of Family Physicians.

Section 2. Unless otherwise specified, the use of the term Academy and Board of Directors shall refer to this corporation and its Board.

Section 3. This organization is a constituent chapter of the American Academy of Family Physicians (AAFP), and is a non-for-profit corporation existing under the laws of Illinois. No rules, regulations, or policies adopted by this organization shall be in conflict with the rules, regulations, or policies of the AAFP. Membership in the Illinois Academy shall be a prerequisite to membership in the national Academy, but the qualifications for membership are established by the national Academy.

CHAPTER II

Object and Purposes

Section 1. The mission of the Illinois Academy of Family Physicians is to promote excellence in health care and the betterment of the health of the American people. Purposes in support of this mission are:

To provide responsible advocacy for and education of patients in all health-related matters;

To preserve and promote quality cost-effective health care;

To promote the science and art of family medicine and to ensure an optimal supply of well-trained family physicians;

To promote and maintain high standards among physicians who practice family medicine;

To preserve the right of family physicians to engage in medical and surgical procedures for which they are qualified by training and experience;

To provide advocacy, representation and leadership for the specialty of family medicine;

To maintain and provide an organization with high standards to fulfill the above purposes and to represent the needs of its members.

Section 2. This organization shall have no capital stock. It is not conducted for pecuniary profit and does not contemplate pecuniary gain or profit to the members thereof.

Section 3. To accomplish the foregoing aims, ideals and objectives, this Academy shall have power to acquire, own, and convey real and personal property; to carry on research; to grant degrees in recognition of achievement in the science and practice of medicine and surgery; to issue publications; to establish, conduct and maintain educational activities for graduate study in family medicine; and to use any and all ethical means for the attainment of its objectives, which from time to time appear desirable.

CHAPTER III

Classes of Membership and Election

Section 1. The qualifications, conditions and classes of membership shall be the same as those of the AAFP. Acceptance of membership shall constitute an agreement to comply with the Bylaws, rules and regulations of this organization and those of the AAFP. All rights, title and interest, both legal and equitable, of a member in and to the property of this organization, 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; (c) resignation or death.

Section 2. IAFP adheres to current AAFP bylaws provisions describing the definition of membership, membership classifications, definition of good standing, changes of membership status, and acceptance of membership.

Section 3. For membership classifications there are additional privileges that IAFP confers: Inactive members shall not be entitled to vote or hold office, but shall have the privilege of the floor. Life members shall have the privilege of the floor and be entitled to vote at any regional level, but shall not be eligible to hold office at the regional or state level. Honorary membership in the AAFP may be proposed by IAFP. Resident members shall be entitled to vote but may not be officers in the IAFP. Student members may not be officers of the Academy.

CHAPTER IV
Fellowship

Section 1. IAFP adheres to the current AAFP bylaws for definition, classification, eligibility, application and requirements for the degree of fellow.

CHAPTER V
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 AAFP. The AAFP Congress of Delegates by a two-thirds (2/3) vote may adopt additional policies or positions relating to ethical issues even though such policies or positions may be contrary to the Principles of Medical Ethics of the American Medical Association.

Section 2. Charges. If a member in good faith is believed to: A. have violated these Medical Ethics or these Bylaws; or B. be guilty of conduct justifying censure, suspension, or expulsion from the organization, any member may file charges against him or her. Charges shall be handled as follows; however, the provisions of applicable law supersedes these procedures:

1. All those against whom charges have been filed shall have the right to be represented by counsel at the initial hearing and upon appeal to the Board.
2. Charges must be in writing and signed by the accuser or accusers.
3. Charges must state the acts or conduct complained of with reasonable particularity.
4. Charges must be filed with the president of the constituent chapter to which the accused member belongs, if any; otherwise with the executive vice president/chief executive officer of the AAFP.
5. At the first meeting of the Board of directors of the constituent chapter or of the Board, as the case may be, held after the filing of the charges, the charges must be presented to the Board.
6. The Board shall then or at any adjournment of said meeting, but not more than thirty (30) days thereafter, consider the charges and shall either dismiss them or shall proceed as follows:
 - a. within fifteen (15) days serve a copy of the charges upon the accused by depositing in the United States mail a copy, registered and addressed to the last known address of the accused;
 - b. fix a time and place for hearing said charges;
 - c. the accused shall be notified of the time and place at the same time and in the same manner as provided for the serving of the charges;
 - d. the time set for the hearing shall be not less than fifteen (15) days nor more than six (6) months after the charges have been served.

7. The accused may answer in writing but need not do so and failure to answer shall not be an admission of guilt or a waiver of the accused's right to a hearing.

8. The Board shall:

a. after having given to the accuser and the accused every opportunity to be heard, including oral arguments and the filing and consideration of any written briefs, conclude the hearing; and

b. within thirty (30) days shall render a decision.

9. The affirmative vote of a majority of the members of the Board present and voting shall constitute the verdict of the Board which by such vote may exonerate, censure, suspend, or expel the accused member.

10. The Board's decision shall be expressed in a resolution which shall contain no opinion and shall be signed by the Board chair and its secretary.

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

Section 3. Censure. No member shall be suspended for more than one year and at the expiration of the period of suspension shall be reinstated to membership upon application and the payment of dues accrued during the period of suspension. Any member of a constituent chapter who has been censured, suspended, or expelled may:

A. Appeal such action within six (6) months after notification is given to the Board, with jurisdiction of the Board extending only to matters of procedure and law and not of fact.

B. The Board shall:

1. determine a time and place for the hearing of the appeal; and

2. by a majority vote either sustain or reverse such censure, suspension or expulsion after giving the accused and representatives of the chapter from whose decision he or she appeals reasonable opportunity to be heard.

C. The decision of the Board is final.

CHAPTER VI Dues and Assessments

Section 1. Dues for Active members of this Academy shall be determined by the Board of Directors. Any increase shall not exceed ten percent (10%) annually, except by a two-thirds (2/3) affirmative vote of the All-Member Assembly. Special assessments may be levied by two-thirds (2/3) affirmative vote of the All-Member Assembly.

Section 2. Dues for Supporting, Resident and Student members shall be determined annually by the Board of Directors using a formula similar to that prescribed in Section 1.

Section 3. Dues for Inactive and Life members shall be established annually for the term of such membership except that in the case of Life members, a one-time payment may be made in an amount as determined by the Board of Directors.

Section 4. Under unusual circumstances of extreme hardship, dues may be waived upon recommendation of this Academy, and with the approval of the AAFP Board of Directors.

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.

CHAPTER IX Board of Directors

Section 1. Subject to the action of the All-Member Assembly and during the interim between meetings of the All-Member Assembly, the control and administration of the Academy shall be vested in a Board of Directors, composed of the Executive Committee (Chapter XIII, Section 2), and nine (9) elected Director members, two new physician members, a resident member and a student member. The delegates and alternate delegates to the AAFP shall sit as ex-officio members of the Board and shall not have a vote. A designated resident member shall be invited to attend Board meetings with the right to vote. A designated student member of the Academy shall be invited to attend Board meetings with the right to vote. Two new physician members, defined as any physician who is within his/her first seven years of practice following completion of a family medicine residency, shall be elected to the Board with the right to vote.

Section 2. The term of the office of Directors shall be for three (3) years, and shall begin at the conclusion of the Annual Meeting at which their election occurs, and expire at the conclusion of the third succeeding Annual Meeting, or when their successors are elected. A Director may not be re-nominated for that office unless one (1) year has elapsed from the conclusion of his/her

previous term. Any Director who absents him- or herself from three (3) consecutive meetings of the Board of Directors, without a reasonable excuse acceptable to the Board, shall be considered as having resigned from the Board. The two new physician board members shall serve two years each with their terms staggered; one new physician board member would be elected each year and serve for two years. Resident and student board members serve for one year each.

Section 3. Vacancies on the Board of Directors shall be filled by majority vote of the remaining members of the Board for the unexpired term of any vacancy occurring. Directors who have been appointed to the Board to fill an unexpired term, and who have served for a period of less than one (1) year, shall be eligible for re-nomination to the Board, withstanding the provisions to the contrary in Section 2 of Chapter IX. In the event of the resignation, death, or incapacity of the AAFP Alternate Delegate to serve, the Board of Directors shall elect an Alternate Delegate for the unexpired portion of the term.

CHAPTER X Elections

Section 1. At least one hundred eighty (180) days prior to the Annual Meeting, it shall be the duty of the President to appoint a Leadership Development Committee consisting of five (5) Active members, selected to represent all geographical sections. At least sixty (60) days prior to the Annual Meeting, the Committee shall present to the active membership through and by an electronic/paper voting process, nominations for president-elect, AAFP Delegate and Alternate Delegate. The positions of First Vice President and Second Vice President, each of three (3) vacancies occurring on the Board of Directors, and one (1) new physician vacancy each year are open for contested elections.

Section 2. Election of the above referenced board members, AAFP delegates, AAFP alternate delegates and officers shall occur by vote by active and life members through and by an electronic/paper voting process with the nominee receiving the majority of votes being declared elected.

Section 3. All elected board members and officers shall take office at the conclusion of the Annual Meeting at which their elections occur, and their terms shall expire at the conclusion of the next Annual Meeting, or when successors are elected. Any officer who absents him- or herself from three (3) consecutive meetings of the Board of Directors/Executive Committee, without a reasonable excuse acceptable to the Board, shall be considered as having resigned from the Board.

Section 4. The Treasurer shall be elected for the next year by the Board of Directors at its last meeting before the directors' terms expire. He/she shall be an Active member, and preferably shall have been a member of the Finance Committee prior to this appointment.

CHAPTER XI

Duties and Terms of Officers

Section 1. The officers of the Academy shall be a President, President-elect, Chair of the Board/Immediate Past-President, Treasurer, First Vice President, Second Vice President, and Secretary/Executive Vice President.

Section 2. The President's term of office shall begin at the conclusion of the Annual Meeting one (1) year after his/her election as President-elect and shall expire at the conclusion of the following Annual Meeting. In the event of resignation or death, or inability of the President to serve during the term of office, the President-elect shall succeed to the office of the President for the unexpired portion of the President's term. In the event of the resignation, death, or incapacity of both the President and President-elect to serve, the Board of Directors shall elect a President for the unexpired portion of the term. The President shall appoint all commissions and committees with the advice and concurrence of the Board of Directors, so that each committee reports to a commission or officer; be the official spokesperson; and assume such other duties that are normally identified with this office.

Section 3. The President-elect shall succeed to the office of President at the expiration of the President's term as provided in Section 1, and shall represent the President in his/her absence.

Section 4. The First Vice President shall preside over meetings of the All-Member Assembly, and shall appoint all reference and special committees of the All-Member Assembly. In the event the First Vice President is unable to attend to the duties of this office, the Second Vice President shall preside over meetings of the All-Member Assembly.

Section 5. The immediate past president shall serve as the chair of the Board. If the outgoing president is unavailable to serve as the incoming chair of the Board, the Board shall elect from its own number a chair for the next year at its last meeting before the directors' terms expire. The Chair of the Board/Immediate Past President shall preside over all meetings of the Board and its Executive Committee. In the absence of the First and Second Vice Presidents, he/she shall preside over meetings of the All-Member Assembly.

Section 6. The Treasurer shall keep adequate and proper accounts of the properties and funds of the Academy; shall deposit all monies and other valuables in the name and to the credit of the Academy; shall disburse funds of the Academy as may be ordered by the Board of Directors; shall render to the Board of Directors, upon request, an account of all transactions as Treasurer, and of the financial condition of the Academy; shall have such other powers and perform such other duties as may be prescribed by the Board of Directors of these Bylaws. The Treasurer shall be bonded in an amount to be determined by the Board of Directors, the premium thereon to be paid by the Academy. Any of the duties of the Treasurer may, by action of the Board of Directors, be assigned to the Executive Vice President.

Section 7. The Executive Vice President shall be appointed for a term and stipend to be fixed by the Board of Directors, perform such duties as the title of the office ordinarily connotes,

and such duties of the Treasurer as may be assigned by the Board of Directors. He/she shall keep an accurate record of the minutes and transactions of the All-Member Assembly, and the Board of Directors; shall serve as Secretary of these bodies; shall supervise all other employees and agents of the Academy, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The Executive Vice President shall be bonded in an amount fixed by the Board of Directors, premium thereon to be paid by the Academy.

CHAPTER XII Committees

Section 1. The Board of Directors shall establish and authorize by Board action such committees as it deems appropriate to conduct the business affairs of the Academy.

Section 2. The Executive Committee shall consist of the, Chair of the Board/Immediate Past President, President, President-elect, First Vice President, Second Vice President and Treasurer. The Committee shall make such decisions and conduct such business between meetings of the Board of Directors as may be required in the best interest of the Academy.

Section 3. The Finance Committee shall be appointed by the President with the advice and concurrence of the Board of Directors and shall be composed of the Treasurer as Chairman, and three (3) members of the Board of Directors with representation from each elective period. The Committee shall supervise the keeping of the Academy's accounts; submit an annual budget for approval of the Board of Directors; arrange an audit of the books annually by an approved public accountant; and send to the All-Member Assembly a balance sheet, and statement of income and expense for such fiscal year.

Section 4. It shall be the prerogative of the President, with the concurrence of the Board of Directors, to create committees when it is felt that there should be a continuation of effort in a given field. Committees are created for one (1) year only. The membership of all committees shall consist of at least three (3) members appointed for one (1) year.

Section 5. Interest groups may be formed if ten (10) or more members signify their desire, in writing, to the board of directors. The formulation of an interest group will be subject to the approval of the board. The board may adopt administrative rules for the operation of interest groups.

CHAPTER XIII Miscellaneous

Section 1. The minutes of proceedings of the Board of Directors and All-Member Assembly, the membership records, and books of accounts shall be open to inspection upon written request of any member, at any reasonable time, for any purpose reasonably related to the

member's interest. Such inspection may be made by agent or attorney, and shall include the right to make extracts thereof. Request for inspection shall be made in writing to the Academy.

Section 2. American Institute of Parliamentarians Standard Code of Parliamentary Procedure, Current Edition, except when in conflict with the Bylaws of the Academy, shall control all parliamentary proceedings of all meetings of the Academy.

CHAPTER XIV Amendments to Bylaws

Section 1. Any five (5) or more members may propose Bylaws or amendments to these Bylaws. Such proposals shall be submitted to the Executive Vice President at least one hundred (100) days prior to any regular or special meeting of the members, and notice shall be given to all members at least thirty (30) days prior to the meeting at which the proposals are to be voted upon. Affirmative vote of at least two-thirds (2/3) of the members present and voting shall constitute adoption. Amendments shall take effect immediately upon adoption unless otherwise specified.

Section 2. Amendments to the Bylaws shall be submitted in writing to the American Academy of Family Physicians not later than 30 days following adoption. Those amendments relating solely to the internal structure and organization, which do not address issues specifically addressed in the Bylaws of the American Academy of Family Physicians, may be implemented immediately upon adoption but shall be subject to review by the AAFP board of directors. Amendments other than those addressed in the preceding sentence shall not be of any force or effect until they have been approved by the AAFP board of directors; provided however, that if the AAFP board fails to provide written objection within 90 days of receiving such amendment, it may be considered approved.

ADMINISTRATIVE RULES to Bylaws

Chapter 1. Dues

Dues for Active members of AAFP shall be determined by AAFP Board of Directors and shall be retained by the AAFP for payment of members' annual dues to that corporation. The balance of the above total sum will be remitted by AAFP to the IAFP.

Chapter 2. Interest Groups

Interest groups may be formed based on geographic region, hospital affiliation, and/or special interests. The bylaws, rules, and /or regulations of such groups shall be subject to the approval of the Board of Directors and shall be consistent with the Bylaws of the Academy and AAFP. Interest groups may be formed if ten (10) or more members signify their desire, in writing, to the Board of Directors. The formation of an Interest Group will be subject to the approval of the Board.

Members shall be assigned to the Interest Group in accordance with their desires and may transfer to another Interest Group upon written request.

Interest groups having fewer than ten (10) members or having no reported activity for a one year period may be dissolved. Those wishing to consolidate with another Interest Group shall require the prior approval of the Board of Directors.

Each Interest Group must annually identify a chair and vice chair.

A representative from each Interest Group shall submit the names of the officers to the Executive Vice President.

No person may hold membership in an Interest Group unless such person is a member of the Academy.