

BYLAWS
OF
MARYLAND ACADEMY OF FAMILY PHYSICIANS– FOUNDATION

Approved May 19, 2019

ARTICLE I

Adoption of Bylaws

Section 1. Adoption Reference

These Bylaws are adopted by the Board of Directors of the Maryland Academy of Family Physicians–Foundation (MDAFP–Foundation) pursuant to authority evidenced in the MDAFP–Foundation’s State of Maryland Articles of Incorporation, and pursuant to Maryland Statutes.

Section 2. Adoption Date

These Bylaws are adopted by action of the MDAFP Board of Directors held on May 19, 2019, and shall be effective from date of incorporation. Amendments to these Bylaws shall be effective as of the date of adoption of the amendment or as otherwise specified in the amendment.

ARTICLE II

Sponsorship

The MDAFP–Foundation is sponsored by the Maryland Academy of Family Physicians (MDAFP) and is authorized to represent itself as the exclusive foundation of the MDAFP. In the event that MDAFP, by a vote of the majority of the Board of Directors, withdraws its support of the MDAFP–Foundation, the MDAFP–Foundation will be dissolved as provided for in these Bylaws.

ARTICLE III

Purposes

The purposes of the MDAFP–Foundation as referenced in its Articles of Incorporation are exclusively charitable, educational, literary and scientific, including the following:

- a. To support activities that maintain the excellence of family physicians throughout their practice experience;

- b. To support research activities in family practice that ultimately will result in improving patient care;
- c. Pursue family medicine as a specialty to achieve sufficient numbers to meet family practice needs; “To support activities which encourage pre-medical and medical students to pursue family medicine as their intended specialty”
- d. To support activities which enhance the educational preparation and training of prospective family physicians at the undergraduate and graduate levels; and
- e. To conduct or support any other activities related to the improvement of medical care or the delivery thereof, with special emphasis on matters of particular relevance to family medicine;

ARTICLE IV

Members

As stated in the Articles of Incorporation, the MDAFP–Foundation shall have no members.

ARTICLE V

Board of Directors

Section 1. General Powers.

The affairs of the MDAFP–Foundation shall be managed by its Board of Directors.

Section 2. Number, Classes, Election, Tenure and Qualifications.

- a. Number and Classes. The MDAFP–Foundation Board of Directors shall total no more than 9 members and may consist of a combination of the following:
 - Foundation President
 - Foundation Treasurer
 - MDAFP Executive Director
 - MDAFP Board member
 - Up to 2 at large directors
 - Up to 2 Student directors
 - Up to 1 Resident director

Except with respect to their tenure and manner of nomination and election as herein provided, the status, powers and duties of all members, shall be identical. Individuals

filling more than one position shall be entitled to a single vote in all decisions of the Board of Directors.

b. Election of At-Large Directors. Each year, up to two At-Large Directors shall be elected for a term of two years. Directors shall be elected by the MDAFP–Foundation Board of Directors, subject to the approval of the MDAFP Board of Directors.

(c) Election of MDAFP Foundation President and Treasurer. The MDAFP – Foundation President and Treasurer shall be elected for a two-year term by the MDAFP Foundation board of directors, subject to the approval of the MDAFP Board of Directors.

(d) Executive Director of the MDAFP. The Executive Director of the MDAFP shall be a member of the MDAFP–Foundation Board of Directors and shall continue as such Director for so long as he/she holds such position with the MDAFP.

(e) Tenure. The two-year term of each At-Large Director shall commence upon the approval of each Director’s election by the MDAFP Board of Directors following the annual meeting of the MDAFP–Foundation at which the Director’s election occurs. An At-Large Director may serve up to three consecutive terms. Notwithstanding the previous sentence, if an At-Large Director is elected to fill a partial unexpired term, such Director may thereafter be elected to up to three full terms of two years each. Notwithstanding all of the foregoing, the term of any Director shall expire immediately if such Director ceases to meet all qualifications for election to the particular directorship to which such director was elected.

(f) Qualifications.

- i. Membership in MDAFP. A minimum of 50% of members of the MDAFP – Foundation Board of Directors shall be active members of the MDAFP.
- ii. At-Large Directors. Except as specified above, there shall be no required qualifications for At-Large Directors.

Section 3. Regular Meetings.

An annual meeting of the MDAFP–Foundation Board of Directors shall be held for the purpose of electing officers and for the transaction of such other business as may come before the meeting. Unless otherwise ordered by the President said annual meeting shall be held in conjunction with the annual meeting of the MDAFP. The MDAFP–Foundation Board of Directors may hold additional regular meetings of the MDAFP–Foundation Board of Directors at any time and place.

Section 4. Special Meetings.

Special meetings of the MDAFP–Foundation Board of Directors may be called by the President or by any three Directors. Any authorized person or persons calling a special meeting of the MDAFP–Foundation Board of Directors shall designate the time and place therefore in such call, and any call without such designation shall be invalid and of no effect.

Section 5. Notice.

Notice of any meeting of the MDAFP–Foundation Board of Directors shall be given at least five days previously thereto by written notice delivered personally or sent by mail, facsimile or electronic mail to each Director at his address as shown by the records of the MDAFP–Foundation. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the MDAFP–Foundation Board need be specified in the notice of such meeting unless specifically required by law or by these Bylaws.

Section 6. Quorum.

A majority of the MDAFP–Foundation Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Vacancies.

Any vacancy occurring in the MDAFP–Foundation Board of Directors shall be filled by the MDAFP–Foundation Board of Directors subject to the approval by the MDAFP Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 8. Compensation.

Directors as such shall not receive any stated compensation for their services, but by resolution of the MDAFP–Foundation Board may be reimbursed for expenses incurred on MDAFP–Foundation activities.

Section 9. Executive Committee.

The MDAFP–Foundation Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint an Executive Committee which shall consist of the President and Treasurer of the MDAFP–Foundation and that Director who is the Executive Director of the MDAFP, together with such other Directors as the Board of Directors may wish to add. Between meetings of the Board of Directors, the Executive Committee shall have and exercise the power and authority of the MDAFP–Foundation Board of Directors in the management of the MDAFP–Foundation. The MDAFP–Foundation Board of Directors may withdraw or limit the powers of the Executive Committee at any time, and subject to any rights created in outside parties may amend or rescind an action taken by the Executive Committee. If

any member of the Executive Committee shall cease to be a Director, he/she shall also cease to be a member of the Executive Committee.

Section 10. Other Committees.

Other committees not having or exercising the authority of the MDAFP–Foundation Board of Directors in the management of the MDAFP–Foundation may be designated by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Persons may be designated as committee members who are not members of the Board of Directors.

Section 11. Telephone or Virtual Meetings

Members of the MDAFP–Foundation Board of Directors, the Executive Committee and any other committee designated by the MDAFP–Foundation Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. Any business transacted at such a meeting shall be deemed to have been duly and lawfully transacted at a meeting duly convened and held, unless any member of the MDAFP–Foundation Board or committee so meeting shall protest, prior to the commencement of discussion upon the business objected to, the holding of such meeting in such manner; and in the absence of any such protest, the Secretary or other appropriate officer may certify any action taken at such a meeting to any interested party as action taken at a meeting duly and lawfully convened and held.

ARTICLE VI

Officers

Section 1. Officers

The officers of the MDAFP–Foundation shall be a President, the MDAFP’s Executive Director, and a Treasurer.

Section 2. Qualifications, Election and Term of Office.

The President shall be elected by the MDAFP – Foundation Board of Directors and a family physician. The Treasurer shall be elected by the MDAFP-Foundation Board of Directors. The Executive Director of the MDAFP–Foundation need not be a Director. Officers shall be elected every two years by the MDAFP–Foundation Board of Directors at its annual meeting subject to confirmation by the MDAFP Board of Directors, and shall serve two-year terms commencing upon the approval of the MDAFP Board of Directors following the annual meeting of the MDAFP–Foundation at which they are elected, and expiring upon the following two annual meetings of the MDAFP–Foundation; provided, however, that each officer shall hold office until his successor shall have been duly elected, qualified and confirmed unless such officer shall have ceased to meet the qualifications for his office. Each officer-elect may serve in that capacity on an interim basis between the time of his or her election by the MDAFP–

Foundation Board of Directors and action upon that election by the MDAFP Board of Directors. If the MDAFP Board of Directors votes not to confirm an officer-elect, that individual shall not serve in the office to which he was elected, and the MDAFP–Foundation Board of Directors shall elect a new officer who shall meet the qualifications for such office or offices to fulfill the term of such officer or officers-elect and present that officer-elect to the MDAFP Board of Directors for confirmation or rejection. The President may serve a maximum of two consecutive terms. The term of any person holding any office shall expire immediately if such person shall cease to meet the qualifications of his office.

Section 3. Duties of Officers.

Section 3. The President shall be a voting ex officio member of the Board and all committees and shall preside at all member meetings of the organization. In the event of death, resignation, or incapacity, the President-Elect shall succeed to the office of President for the unexpired portion of the President’s term. In the event of death, resignation, or incapacity of both the President and the President-Elect, the Board shall elect a President for the unexpired portion of the term.

Section 5. The Treasurer shall be a voting ex officio member of the Board. The Treasurer shall have oversight of all of the funds of the organization. The Treasurer shall annually submit to the board a financial report prepared by an outside accounting firm and shall be prepared to advise the Board or its Executive Committee at all times on the financial status of the organization.

Section 6. Unless otherwise specified, the term of office for all officers shall begin at the conclusion of the annual meeting at which they were elected and expire at the conclusion of the next annual meeting, or when a successor is elected in the event of death, resignation, or incapacity.

Section 7. The term of office for the Directors, except for the Resident and Student Directors, shall be for two (2) years and shall commence at the conclusion of the annual meeting at which they were elected and expire at the conclusion of the third succeeding annual meeting, or when their successors are elected. Directors may serve up to three (3) consecutive two-year terms on the Board. Directors elected to fill a vacancy on the Board of two years or less shall be eligible for election to three additional consecutive two-year terms. Resident and Student Directors shall serve a term of one year each, but shall be eligible for re-election.

Section 4. Executive Director of the MDAFP–Foundation.

The MDAFP–Foundation Board of Directors may vote to hire an Executive Director of the MDAFP–Foundation. The Executive Director shall, under the direction of the Directors, perform such duties as the titles of those offices ordinarily connote and such duties of the Secretary as may be assigned by the Directors. Said officer shall keep or cause to be kept an accurate record of the minutes of all meetings and of transactions of the MDAFP–Foundation

Board of Directors and all committees thereof; shall supervise all other employees and agents of the MDAFP–Foundation; and shall have such other powers and duties as may be prescribed by the Directors or by these Bylaws.

The MDAFP–Foundation Board of Directors or, if delegated this responsibility by the Board of Directors, the Executive Committee will be responsible for negotiating a contract with the Executive Director. The contract is subject to approval by MDAFP Board of Directors or Executive Committee. The MDAFP–Foundation Board of Directors will appoint a committee to evaluate the performance of the Executive Director annually. This committee may consist of members of the MDAFP–Foundation Board of Directors, and a minimum of two members of the MDAFP. The committee’s composition will be determined by the MDAFP–Foundation Board of Directors at the time the committee is appointed and must include members of the MDAFP, who may or may not also be members of the MDAFP–Foundation Board of Directors. The appointed committee will report its findings to the MDAFP–Foundation Board of Directors and the MDAFP.

Section 5. Removal.

Any officer or director may be removed from office at any time by a majority of all members of the MDAFP–Foundation Board of Directors at a duly convened meeting of such Board.

Section 6. Vacancies.

An existing or prospective vacancy in any office may be filled at any meeting of the MDAFP–Foundation Board of Directors by majority vote of the MDAFP–Foundation Board of Directors, subject to confirmation by the MDAFP Board of Directors. The term of an officer elected between annual meetings of the MDAFP–Foundation Board of Directors shall expire upon the conclusion of the next such annual meeting, or, if later, when the successor of such officer shall have been duly elected and qualified.

ARTICLE VII

Contracts, Checks, Deposits and Funds

Section 1. Contracts.

The MDAFP–Foundation Board of Directors may authorize any officer or officers, agent or agents of the MDAFP–Foundation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the MDAFP–Foundation and such authority may be general or confined to specific instances.

Section 2. Deposits.

All funds of the MDAFP–Foundation shall be deposited to the credit of the MDAFP–Foundation in such banks, trust companies, or other depositories as the MDAFP–Foundation Board of Directors may select.

ARTICLE VIII

Books and Records

The MDAFP–Foundation shall keep correct and complete books and records of accounts and shall also keep a meeting record of the proceedings of its Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Board Members. All books and records of the MDAFP–Foundation may be inspected by any MDAFP–Foundation Board Member, by any member of the Executive Committee of the MDAFP, by any member of the MDAFP so authorized and designated by the Executive Committee of the MDAFP or by the agent(s) or attorney(s) of any of the aforementioned parties, for any proper purpose at any reasonable time.

ARTICLE IX

Seal

The MDAFP–Foundation shall have no corporate seal.

ARTICLE X

Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by two-thirds of the voting MDAFP–Foundation Board members, provided that at least thirty days' written notice is given of the intention to alter, amend or repeal or to adopt new Bylaws at the meeting at which such changes are made. Any Bylaw changes must be approved by the MDAFP Board of Directors after approval by the MDAFP–Foundation Board of Directors before any Bylaw change becomes effective. Amendments to these Bylaws may be proposed by the MDAFP Board of Directors, in which case the MDAFP–Foundation Board of Directors shall consider and vote upon such amendments as provided herein.

ARTICLE XI

Indemnification

The MDAFP–Foundation shall be subject to indemnification as provided for in May 6, 2019/6/19the Maryland Statutes as amended.

ARTICLE XII

Dissolution

Upon dissolution of the MDAFP–Foundation for any reason, the total remaining net assets of the MDAFP–Foundation shall be conveyed by the Directors to an exclusively charitable corporation, exempt from payment of Federal Income taxes under Section 501 (c) (3) of the U. S. Internal Revenue Code of 1986 or a corresponding section of the Internal Revenue Code as amended; provided, however, that if there be no such provision in said Code at the time of dissolution, then conveyance shall be made to an organization which would have qualified as a tax-exempt organization under Section 501 (c) (3) of the U. S. Internal Revenue Code of 1986. The organization to which the funds are conveyed shall be selected based upon its ability and willingness to sue the funds in question for activities that conform with the mission and purposes of the MDAFP–Foundation.