

## **Bylaws Resolution to Dissolve the All Member Assembly and replace with an Annual Business Meeting**

WHEREAS, the IAFP Congress of Delegates was dissolved in 2004 and replaced with the current All Member Assembly as the number of geographical chapters markedly declined,

WHEREAS, the 2015 All Member Assembly passed a resolution to investigate the possible change from the All Member Assembly format to an annual business meeting,

WHEREAS, the language to amend the Bylaws would dissolve the All Member Assembly and replace it with an annual business meeting, now therefore be it

RESOLVED, That the Illinois Academy of Family Physicians (IAFP) amend Chapter VII, Section 1 of the IAFP Bylaws to read as follows:

### CHAPTER VII Meetings

Section 1. There shall be an Annual business mMeeting 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 or a virtual meeting, 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.

And be it further,

RESOLVED, That the Illinois Academy of Family Physicians (IAFP) amend Chapter VIII, Sections 1-5 of the IAFP Bylaws to read as follows

### CHAPTER VIII Annual business meetingAll 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 board of directors ~~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.~~

And be it further,

RESOLVED, That the Illinois Academy of Family Physicians (IAFP) amend Chapter IX, Section 1 of the IAFP Bylaws to read as follows:

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, t~~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.

And be it further,

RESOLVED, That the Illinois Academy of Family Physicians (IAFP) amend Chapter XI, Section 4 and 7 of the IAFP Bylaws to read as follows:

CHAPTER XI  
Duties and Terms of Officers

Section 4. The First Vice President shall preside over the annual business 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 annual business meetings ~~of the All-Member Assembly.~~

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 annual business meeting ~~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.

And be it further,

RESOLVED, That the Illinois Academy of Family Physicians (IAFP) amend Chapter XII, Section 3 of the IAFP Bylaws to read as follows:

CHAPTER XII  
Committees

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

annual business meeting~~All Member Assembly~~ a balance sheet, and statement of income and expense for such fiscal year.

And be it further,

RESOLVED, That the Illinois Academy of Family Physicians (IAFP) amend Chapter XIII, Section 1 of the IAFP Bylaws to read as follows:

CHAPTER XIII  
Miscellaneous

Section 1. The record of the annual business meeting~~minutes of proceedings of~~ and minutes of the Board of Directors' meetings~~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.