

## MAFP Bylaws Changes

Attached for your consideration is a set of restated bylaws, a redline showing the proposed changes. The leadership team of MAFP worked with MAFP's legal counsel to review the bylaws and align them with current law, current practice of the organization, and generally update grammatical changes to the bylaws. In addition to the clean-up items mentioned above, the proposed bylaws include substantive changes which we summarize for your consideration below.

1. **Article III, Section 2: Removal of 2/3 vote for fee waiver.** The fee waiver process is handled by AAFP and therefore the reference to a 2/3 vote by both the AAFP and MAFP boards was not necessary.
2. **Prior Article IV: Removal of Ethics Provisions.** The ethics provisions rely on the process stipulated in the AAFP bylaws. To prevent inconsistencies between the two sets of bylaws, the MAFP leadership team suggests removing the provision from the MAFP bylaws and referencing the AAFP bylaws instead.
3. **Article V, Section 3(G): Bonding of CEO:** The original bylaws required that the CEO be bonded in an amount fixed by the board of MAFP. To provide greater flexibility, we have removed that sentence and the Board is now permitted to evaluate bonding or insurance options to determine which product would best suit the needs of the organization.
4. **Article VI, Section 3 and Article VIII, Section 1.** The proposed bylaws aim to clarify the means by which a meeting can take place virtually.
5. **Article VI, Section 6 and 7.** The proposed bylaws include clarification about which positions are included for purposes of counting directors, when directors begin service, and how the automatic ascension process works. These provisions were merely added for clarification.
6. **Article VII, Section 5.** We propose requiring every resolution to be submitted to the CEO 35 days in advance to be processed and added to the annual meeting materials. The reason for this change is to streamline the efficiency of the meetings and permit all members ample opportunity to review issues they will be voting on in advance of the meeting.

7. **Article IX, Section 2(D)**. This section includes substantial changes, but the changes are intended to clarify the process by which vacancies will be filled during an emergency condition. The process was not clear in the prior bylaws and therefore, clarification was recommended by legal counsel on this item.
8. **Article X, Rules of Order**. The reference to a specific parliamentary procedure is not required to be included in bylaws and its removal was proposed to allow greater flexibility for the organization to conduct meetings.
9. **Article X, Indemnification**. The prior indemnification language did not track the Michigan non-profit corporations act and the use of “bad faith” was not clear. The proposed language aims to align with Michigan law and provide a clear standard by which to analyze indemnification claims.



## Bylaws

*As Adopted by the Membership at the  
MAFP Annual Meeting, ~~August 3~~ July 19, ~~2019~~ 2025.*

## **ARTICLE I**

### **Name and Affiliation**

The corporation shall be known as Michigan Academy of Family Physicians ("MAFP") and governed by the laws of the state of Michigan and in compliance with the laws and regulations applicable to corporations exempt from income tax under Section 501(c)(6) of the Internal Revenue Code.

MAFP is a constituent state chapter of the American Academy of Family Physicians ("AAFP"), and the policies adopted by MAFP shall be consistent with AAFP policies.

## **ARTICLE II**

### **Mission and Purpose**

Section 1. **MISSION.** ~~The Michigan Academy of Family Physicians (MAFP)~~ supports ~~Family Physicians~~family physicians in Michigan through leadership, collaboration, and innovation to achieve the best patient outcomes.

Section 2. **PURPOSE.** To accomplish its mission, MAFP shall have the power to acquire, own, and convey real and personal property; to carry on research; to issue publications; to establish, conduct, and maintain schools; to advocate; to provide resources; to offer networking opportunities; and to use any and all means that are legal and ethical for the attainment of its objectives, which from time to time may seem to it desirable, and may grant charters to component chapters in such manner as these Bylaws may provide.

## **ARTICLE III**

### **Membership**

Section 1. **CLASSIFICATION.** The members of this organization shall be classified as set forth by the ~~American Academy of Family Physicians (AAFP)~~. The qualifications required of the respective classes, their rights and obligations, along with the method of elections, shall also be set forth by the AAFP.

Section 2. **INELIGIBILITY.** Any member who changes his or her licensing or status in such manner as to render himself or herself ineligible for membership in MAFP, may, unless he or she resigns, be stricken from the roll of members by action of the AAFP and MAFP Boards.

~~Under unusual circumstances and on an individual basis, the AAFP and the MAFP Boards by a two-thirds (2/3) vote may waive the payment of dues and may make exceptions to the foregoing membership rules and requirements.~~

Section 3. **AGREEMENT.** Acceptance of membership in MAFP shall constitute an agreement by such member to comply with MAFP and AAFP Bylaws and to recognize the MAFP and AAFP Board, as applicable, as the sole and only judge of his or her right to be or remain a member, provided, however, that if such membership in AAFP is conferred by virtue of membership in a constituent chapter pursuant to Article III of these Bylaws, the Board of such chapter shall be the judge of each member's right to be or remain a member, ~~subject to the right of appeal (Article IV, Section 3).~~

Any right to membership in MAFP 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; or (c) his/her death or resignation.

Section 4. DUES AND ASSESSMENTS. Dues and assessments for all classifications of membership in MAFP shall be established by the MAFP Board; ~~but active member dues shall not exceed any maximum amount that may be established, from time to time, by majority vote at the Annual Meeting.~~ Members whose dues and assessments are in arrears at the time of the Annual Meeting shall be ineligible to vote or hold office.

## **ARTICLE IV**

### **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 for MAFP. Members at the MAFP Annual Meeting may, by a two-thirds (2/3) vote, 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 have violated these Medical Ethics or these Bylaws; or 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 supersede these procedures:~~

- ~~A) 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 MAFP Board.~~
- ~~B) Charges must be in writing and signed by the accuser(s).~~

~~C) Charges must state the acts or conduct complained of with reasonable particularity.~~

~~D) Charges must be filed with the MAFP President.~~

~~E) At the first MAFP Board meeting held after filing of the charges, the charges must be presented. The MAFP Board shall then, or at 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:~~

- ~~• within fifteen (15) days serve a copy of the charges upon the accused by depositing in the U.S. mail a copy registered and addressed to the last known address of the accused;~~
- ~~• fix a time and place for hearing said charges;~~
- ~~• 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;~~
- ~~• 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.~~

~~F) 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.~~

~~G) The MAFP 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 briefs, conclude the hearing and shall render a decision within thirty (30) days.~~

Section 5. **ETHICS.** All ethics issues that arise with respect to a Member shall be addressed in accordance with the process stipulated in the AAFP Bylaws at the time of the issue.

~~H) The affirmative vote of a majority of the MAFP Board members present and voting shall constitute the verdict of the MAFP Board which by such vote may exonerate, censure, suspend, or expel the accused member. No member of the MAFP Board absent for any portion of the hearing shall be entitled to vote.~~

~~I) The MAFP Board's decision shall be expressed in a resolution which shall contain no opinion and shall be signed by the MAFP Board Chair and its Secretary.~~

~~Section 3. **CENSURE.** Any member who has been censured, suspended, or expelled may appeal such action within six (6) months after notification is given with jurisdiction of the AAFP Board extending only to matters of procedure and law and not of fact.~~

~~The AAFP Board shall determine a time and place for the hearing of the appeal and by a majority vote, either sustain or reverse such censure, suspension or expulsion after giving the accused reasonable opportunity to be heard. The decision of the AAFP Board is final.~~

~~No member shall be suspended for more than one (1) 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.~~

## **ARTICLE ~~V~~IV** **Component Chapters**

Section 1. **CHARTERS.** Upon the petition of any five (5) or more members of MAFP, the MAFP Board may issue a charter for a component chapter. Such charters shall be in such form as is approved from time to time by the MAFP Board.

Section 2. **BYLAWS.** Said petition shall be accompanied by proposed Bylaws for the component chapter. No charter shall be issued until such Bylaws are approved by the MAFP Board.

Section 3. **QUALIFICATIONS.** The members of such component chapter shall be persons to whom a charter is issued and such additional persons meeting the qualifications for membership set forth in Article III of these Bylaws. No person may hold membership in MAFP or a component chapter unless he or she be likewise a member of the AAFP.

Section 4. **TRANSFER BETWEEN COMPONENT CHAPTERS.** A member in good standing of one component chapter who moves to another component chapter of MAFP shall apply for election to membership in the chapter of his or her new residency within one (1) year, and shall not pay a second membership fee.

Section 5. **SUSPENSION OR REVOCATION.** The charter of any component chapter may be suspended or revoked by the MAFP Board in the event of any action deemed to be in conflict with the letter or intent of these Bylaws or in the event of its failure to comply with all of the requirements of these Bylaws, MAFP policies or with any lawful requirement of the MAFP Annual Meeting, MAFP Board, or Officers, in the manner hereinafter specified.

Section 6. AMENDMENTS. Amendments to the Bylaws of the component chapter shall be submitted in writing to the MAFP Chief Executive Officer not later than thirty (30) days following the adoption of such amendments. Whenever practicable, proposed amendments shall be submitted in advance for a ruling as to their ~~constitutionality~~consistency with applicable law.

## **ARTICLE ~~V~~VI** **Officers**

Section 1. OFFICERS. The Officers of MAFP shall be the MAFP Board Chair, President, President-elect, Vice President, Speaker, Treasurer, and the Chief Executive Officer. All Officers shall be active members in good standing (except for the Chief Executive Officer, who serves in an *ex officio* capacity), and the powers, duties, terms of the office, and method of election of the Officers shall be set forth in these Bylaws.

Section 2. NOMINATIONS AND ELECTIONS. The MAFP Board shall present to the membership at the MAFP Annual Meeting nominations for a one (1)-year term for the following offices: President-elect, Vice President, Speaker and Treasurer; and up to six (6) Directors (*subject to Article ~~V~~VI, Section 6*) for a two (2)-year term on the MAFP Board; and, one (1) Delegate and one (1) Alternate Delegate for a two (2)-year term to the AAFP Congress of Delegates, as defined in the *MAFP Board and Committee Leadership Manual*. Election of Officers shall be by a majority vote of the members present and voting at the Annual Meeting.

### Section 3. DUTIES AND TERMS OF OFFICE

- A) **CHAIR.** The Immediate Past President, who shall be referenced as MAFP Board Chair, shall be a member of the MAFP Board and the Executive Committee for a period of one (1) year following the conclusion of his or her presidency. The Chair shall attend all regular and special meetings of the MAFP Board and the Executive Committee, and serve as advisor to the MAFP Board and Chief Executive Officer.
- B) **PRESIDENT.** The President shall be a member of the MAFP Board, and all commissions and committees in an *ex officio* status, as permitted in these Bylaws, and shall preside at all meetings of the Executive Committee and MAFP Board.

The President shall be subject to the control of the MAFP Board, have general supervision of the business of the MAFP, and shall see that all orders and resolutions of the MAFP Board are carried into effect.

~~He or she~~The President shall have such powers and duties as may be prescribed by these Bylaws and by the MAFP Board. He or she shall also appoint all committees, subject to the approval of the MAFP Board.

His or her term of office shall begin at his or her installation ceremony at the Annual Meeting and expire when his or her successor is installed at the next Annual Meeting, or when his or her successor is seated. In the event of death or resignation of the President during his or her term of office, or if he or she shall for any reason be unable or unqualified to serve, the ~~Vice-President~~President-elect shall succeed to the office of President for the unexpired portion of the President's term. In the event of the death, resignation, or incapacity of both the President

and the ~~Vice President~~President-elect, the MAFP Board shall elect a President for the unexpired portion of the term.

- C) **PRESIDENT-ELECT.** The President-elect shall be a member of the MAFP Board. The President-elect shall act as President in the absence of the President, or at the request of the President; and when so acting shall have all the powers of, and be subject to, all restrictions upon the President. The President-elect shall have such other powers and perform such duties as from time to time may be prescribed by the MAFP Board.

The President-elect shall automatically become President the year following his or her term as President-elect. His or her term of office shall begin at the installation ceremony at the Annual Meeting at which his ~~or~~ her election occurs and expire when his or her successor is installed at the next Annual Meeting, or when his or her successor is seated. In the event of the death, resignation, or removal from office of the President-elect, the MAFP Board shall have the authority to appoint a person for that office and that person shall immediately become President-elect and serve until the first meeting of the Annual Meeting following the end of the emergency condition, at which time the election of the successor to the President- elect takes place by vote as the first order of business following approval of the minutes.

- D) **VICE PRESIDENT.** The Vice President shall be a member of the MAFP Board and shall preside at the MAFP Board meeting in the absence of both the President and the ~~President-elect~~President-elect. He or she shall also act as Corporate Secretary for the MAFP and is responsible for the minutes of all MAFP Board, Executive Committee, and Annual Meetings. The President may delegate the responsibilities for the minutes to the Chief Executive Officer or MAFP staff member. He or she shall represent the MAFP at national or other state meetings when requested to do so by the President, and shall represent the President as an ex officio member of such committees or commissions as designated by the President.

~~His or her~~The Vice President's term of office shall begin at the installation ceremony at the Annual Meeting at which his or her election occurs and expire when his or her successor is installed at the next Annual Meeting, or when his or her successor is seated. In the event of death, resignation, or incapacity of the Vice President, the MAFP Board shall elect a Vice President for the unexpired portion of his or her term.

- E) **SPEAKER.** The Speaker shall be a member of the MAFP Board and shall be elected annually. He or she shall take office at the installation ceremony at the Annual Meeting at which his or her election occurs, and his or her term shall expire when his or her successor is installed at the next Annual Meeting. The Speaker may be re-elected for a second one ~~year~~(1)-year term, for a maximum of two (2) years. He or she shall preside over the Annual Meeting and be entitled to vote only in the case of a tie.
- F) **TREASURER.** The Treasurer shall be a member of the MAFP Board and shall be elected for a one (1)-year term, with an election occurring every year. He or she shall take office at the installation ceremony at the Annual Meeting, and his or her term shall expire when his or her successor is installed at the next Annual Meeting. The Treasurer may be re-elected for a second one (1)-year term, for a maximum of two (2) years.

The Treasurer shall keep and maintain, or cause to be kept or maintained, adequate and correct accounts of ~~the properties~~all real estate and business transactions of the corporation, including

amounts of its assets, liabilities, receipts, disbursements, gains losses, and surplus. The books of account shall at all times be open to inspection by any MAFP Board member. The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of MAFP, with such depositories as may be designated by the MAFP Board. He or she shall disburse the funds of MAFP as may be ordered by the MAFP Board; shall render to the MAFP Board, whenever it may request it, an account of all his or her transactions as Treasurer and of the financial condition of MAFP; and shall have such powers and perform such other duties as may be prescribed by the MAFP Board or these Bylaws. The MAFP Board may request the Treasurer to give a surety bond, the premium to be paid for by MAFP. Any of the duties of the Treasurer may, by action of the MAFP Board, be assigned to the Chief Executive Officer.

- G) **CHIEF EXECUTIVE OFFICER.** The Chief Executive Officer, who is a non-voting, *ex officio* member of the MAFP Board, shall be appointed for a term and stipend to be fixed by the MAFP Board. He or she need not be a member of the MAFP. He or she shall, under the direction of the MAFP Board, perform such duties as the title of the office ordinarily connotes and such duties of the ~~Secretary and/or Treasurer~~ Chief Executive Officer as may be assigned by the MAFP Board. ~~The Chief Executive Officer shall be bonded in an amount fixed by the MAFP Board; the premium thereof being paid by MAFP.~~ He or she shall supervise all other employees and agents of MAFP and have such other powers and duties as may be prescribed by the MAFP Board or the Bylaws and in the *MAFP Board and Committee Leadership Manual*.

Section 4. **COMPENSATION.** ~~Officers~~ Unless otherwise approved by the MAFP Board, An Officer elected shall not receive any compensation for their services; however, ~~they~~ he or she may be reimbursed for actual expenses incurred in performing their duties, pursuant to the *MAFP Board and Committee Leadership Manual*.

## **ARTICLE ~~VIII~~ VI**

### **MAFP Board of Directors**

Section 1. **AUTHORITY TO ACT.** Subject to actions taken at the MAFP Annual Meeting, and during the period between Annual Meetings, the control and administration of the MAFP shall be vested in the MAFP Board of Directors in addition to the Officers. All of the foregoing individuals have the right to vote, except the Chief Executive Officer.

Section 2. **MEETINGS.** The MAFP Board shall meet before the MAFP Annual Meeting and at such times and at such places as the President may determine. Notice of a regular or special meeting must be delivered by, or at the direction of, the President, to each MAFP Board Member at least fourteen (14) days before the date that the meeting is to be held. Notice may be given in person, by U.S. mail or via any electronic delivery method permitted by law. Attendance of a MAFP Board Member at a MAFP Board meeting shall constitute a waiver of notice of the meeting, except where a MAFP Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or conveyed. In addition, the MAFP Board ~~Member~~ member may submit a waiver of notice that shall constitute a waiver of notice of the meeting.

Section 3. **QUORUM.** A majority of the MAFP Board currently seated shall constitute a quorum. A MAFP Board member may participate in a meeting by conference telephone, ~~videoconferencing, or any communications equipment through which~~ virtual platform, or other remote communication that permits all persons participating in the meeting ~~can hear each other~~ to communicate with one another. Participation in a meeting, pursuant to this section, constitutes presence at the meeting.

**Section 4. CONSENT TO CORPORATE ACTIONS.** Any action required or permitted to be taken, pursuant to authorization of the MAFP Board, may be taken without a meeting if, before or after the action, all MAFP Board members consent to the action in writing (electronic transmission is permissible). If a MAFP Board member fails to provide a formal consent/non-consent within 10 (ten) days of the notice of the proposed action, then it is deemed to be a consent for the action.

Written consents shall be filed with the MAFP Board minutes.

**Section 5. DUTIES AND POWERS.** It shall be the duty of each Director to attend the majority of meetings of the MAFP Board. Each Director shall serve on any committee(s) to which he or she is appointed, and attend the majority of committee meetings, ~~and~~. Each Director shall have other powers and duties as defined in the *MAFP Board and Committee Leadership Manual*.

**Section 6. DIRECTORS.** The MAFP Board will be composed of a minimum of eight (8), ~~and~~ a maximum of eleven (11) Directors. Delegates, Alternate Delegates, and Student Members will not be included in the count for determining the current number of Board Members. Up to six (6) Directors shall be elected at each MAFP Annual Meeting by majority vote of the members present and voting, but in no event shall exceed eleven

(11) total Directors.

The term of office of a Director shall be two (2) years. The term shall begin at the installation ceremony at the Annual Meeting at which the Director was elected and expire ~~two (2) years later~~ on the day that immediately follows the second annual meeting after the installation ceremony for such director. A Director may be re-elected for two additional two (2)-year terms for a maximum of six years. After three (3) terms, no Director shall be eligible to serve on the MAFP Board of Directors unless at least two (2) years have elapsed since the expiration of his or her term, unless appointed to fill a vacant term. If a vacancy occurs, the MAFP Board has the right and authority to appoint, by majority vote of the remaining MAFP Board members, a member in good standing to fill the vacancy for the remainder of the vacant term.

**Section 7. DELEGATES AND ALTERNATE DELEGATES.** Delegates and Alternate Delegates to the AAFP from the MAFP, shall be voting, *ex officio* members of the MAFP Board of Directors. Delegates are individuals who have ascended from President to Chair to Alternative Delegate to Delegate. After service as a Delegate, the individual will no longer be on the Board.

**Section 8. STUDENT MEMBER.** The MAFP Board shall appoint one (1) medical student who is a student member of MAFP, with one (1) vote on all matters being considered before the MAFP Board. The method of appointment shall be determined by the MAFP Board.

**Section 9. RESIDENT MEMBER.** The MAFP Board shall appoint one (1) ~~Family Medicine~~ family medicine resident member of MAFP, with one (1) vote on all matters being considered before the MAFP Board. The method of appointment shall be determined by the MAFP Board.

**Section 10. COMPENSATION.** ~~MAFP Directors~~ Unless otherwise approved by the MAFP Board on a case-by-case basis, a MAFP Director shall not receive any compensation for their services; however, ~~they~~ he or she may be reimbursed for actual expenses incurred in performing their duties, pursuant to the *MAFP Board and Committee Leadership Manual*.

Section 1. **ANNUAL MEETING.** Subject to referendum and as otherwise provided in these Bylaws, the control and administration of MAFP shall be vested in an Annual Meeting, composed of any member of the MAFP in good standing, as defined by the MAFP Board and so noted in the *MAFP Board and Committee Leadership Manual*.

The MAFP Annual Meeting may, at any time, by a majority vote, refer and submit to MAFP defined questions affecting the policy or recommendations for MAFP, which in the opinion of the Annual Meeting, are of immediate practical consequence to MAFP members and the public. The result of the referendum, when duly ascertained by such vote, shall control the acts of the MAFP and of its Directors, Officers, committees, agents, and employees.

Section 2. ELIGIBILITY TO VOTE. Voting members present at the MAFP Annual Meeting shall consist of members in good standing, as defined by the MAFP Board, from classifications defined in the Bylaws.

All members in good standing, as set forth in these Bylaws, shall have the privilege of the floor.

Section 3. NOTICE OF MEETING. The MAFP Annual Meeting shall convene at a time set forth by the MAFP Board and at such other times and places it may determine. The time and place of the Annual Meeting shall be designated by the MAFP Board, and announced at least sixty (60) days prior. Special meetings of the Annual Meeting may be called by a two-thirds (2/3) affirmative vote of the MAFP Board or shall be called by the President upon the written request of ten (10) or more members in good standing. Notice of such a meeting shall be given by the Corporate Secretary in writing at least thirty (30) days prior to the date for such meeting.

Section 4. QUORUM. A minimum of thirty-five (35) members in good standing as outlined in Article III of the Bylaws shall constitute a quorum at any MAFP Annual Meeting. The Annual Meeting may adopt such rules of procedure for the transaction of its business as it deems desirable and shall be the judge of the election and qualification of its members.

Section 5. RESOLUTIONS. ~~Except by an affirmative vote of two-thirds (2/3) of the members of the Annual Meeting present and voting, no~~No resolution may be submitted to the Annual Meeting unless such resolution has been submitted in writing to the Chief Executive Officer at least ~~thirty~~

thirty-five (~~30~~35) days prior to the meeting at which it is to be acted upon.

Section 6. TIE VOTE. The Speaker, who serves as the presiding officer of the Annual Meeting, shall vote only in the case of a tie.

## **ARTICLE ~~IX~~VIII** **Committees**

Section 1. COMMITTEES AND CHAIRS. The President may appoint, subject to the approval of the MAFP Board, standing or special committees to assist in its work, including the standing committees hereinafter specified. Only members holding active membership are eligible to serve as chairs of MAFP committees.

Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all committee members consent to the action in writing (electronic transmission is permissible). If a committee member fails to provide a formal consent/non-consent within 10 days of the notice of the proposed action, then it is deemed to be a consent for the action. Written consents shall be filed with the committee minutes.

A member of a committee may participate in a meeting by conference telephone, ~~videoconferencing, or any communications equipment through which~~virtual platform, or other remote communication that permits all persons participating in

the meeting ~~can hear each other~~ to communicate with one another. Participation in a meeting pursuant to this section constitutes presence at the meeting. A majority of committee members participating in a meeting shall constitute a quorum.

Section 2. EXECUTIVE COMMITTEE. The Executive Committee shall be composed of six (6) members of the MAFP Board: Chair of the MAFP Board, President (its chair), President-elect, Vice President, Speaker, and Treasurer.

The Executive Committee shall supervise the ~~keeping~~ maintenance of all MAFP accounts, including but not limited to, operations, investments, and reserves. The Executive Committee shall submit an annual budget for consideration and approval by the MAFP Board, and arrange for either an audit or review, as determined by the MAFP Board in its discretion, to be conducted annually, by an approved Certified Public Accountant. The Executive Committee shall serve as the oversight body for membership matters relating to the budget and all membership services. The Executive Committee is responsible for providing general guidelines regarding MAFP personnel and will annually review the performance and employment contract of the Chief Executive Officer.

The Executive Committee shall review the Bylaws and recommend changes, deletions, modifications, and interpretations after having given due consideration to submitted proposals. The Executive Committee's recommendations shall be provided at least ~~ninety~~ sixty (~~90~~ 60) days prior to the Annual Meeting to the MAFP Board, which will review the recommendations prior to being submitted to the membership at least thirty (30) days prior to the vote at the Annual Meeting.

The Executive Committee shall assume the responsibility of screening and overseeing candidates for the Offices of President-elect, Vice President, Treasurer and Speaker as well as Directors for the MAFP Board. It shall be the responsibility of the Executive Committee to annually solicit nominations for Directors from active members, through a process detailed in the *MAFP Board and Committee Leadership Manual*. The Executive Committee's recommendations for Officers and Directors shall be provided at least ~~ninety~~ thirty (~~90~~ 30) days prior to the Annual Meeting to the MAFP Board, which shall review the recommendations and provide notice to the membership at least thirty (30) days prior to the vote at the Annual Meeting.

The Executive Committee makes recommendations for AAFP Officer positions, commission appointments, and any other such positions or appointments, as defined in the *MAFP Board and Committee Leadership Manual*, with final approval resting with the MAFP Board.

The Executive Committee is responsible for promoting, screening, and recommending nominees for all awards and providing its recommendations to the MAFP Board for final approval, in accordance with the guidelines stated in the *MAFP Board and Committee Leadership Manual*.

The Executive Committee, by a majority vote of its members, shall have full authority to act for, and on behalf of, the MAFP Board whenever the business of MAFP demands prompt action in the interim between meetings of the MAFP Board or when it is impracticable or impossible to convene the MAFP Board. Meetings shall be held at the call of the President. A report of its actions shall be given by the Executive Committee to the MAFP Board at the first meeting of the MAFP Board following.

Section 3. SPECIAL COMMITTEES AND TASK FORCES. Special committees and task forces may be appointed by the MAFP Board from time to time, and their period of existence and functions shall be determined by the MAFP Board.

**ARTICLE ~~XIX~~**  
**Emergency Governance Bylaws**

Section 1. **EMERGENCY CONDITION.** The following Bylaws ("**Emergency Bylaws**") shall become operative upon any emergency resulting from an attack on the United States or on a locality in which MAFP conducts its business or holds its meetings, or upon any disaster, catastrophe or other similar emergency condition ("**Emergency Condition**"), as a result of which either of the following conditions occur:

- A) **MAFP Annual Meeting of Members.** The quorum necessary for an Annual Meeting cannot readily be convened.
- B) **MAFP Board of Directors.** The regular quorum of a majority of Directors necessary for a meeting cannot readily be convened.

Section 2. **ANNUAL MEETING.** Regular meetings of members may be suspended by the MAFP Board during an ~~emergency condition~~ **Emergency Condition**.

- A) **Quorum.** If a meeting is not suspended, a majority of members present at the commencement of the meeting shall constitute a quorum for the meeting.
- B) **Elections.** Any elections to be held at a meeting during an ~~emergency condition~~ **Emergency Condition** shall be suspended.
- C) **Officers.** All Officers in office immediately prior to the commencement of the ~~emergency condition~~ **Emergency Condition** shall remain in their respective offices until the first meeting of the Annual Meeting following the end of the ~~emergency condition~~ **Emergency Condition**.
- D) **Vacancy.** If the office of President becomes vacant during ~~the emergency condition, the Vice President shall~~ **an Emergency Condition, the President-Elect will** immediately become President and serve the ~~remainder~~ **rest** of the ~~unexpired term and then assume office.~~ **Simultaneously, the Vice President shall assume the President-Elect role and the Speaker shall assume the Vice President role. The Treasurer will serve as both Treasurer and Speaker during the duration of the Emergency Condition. Each individual shall remain in the new role until the first Annual Meeting after the Emergency Conditions ends. At the first Annual Meeting after the Emergency Condition ends, individuals will be nominated and elected for each role** in accordance with Article ~~VIII~~ **V**, Section 2. ~~If and elections will be held at that meeting to fill the remaining positions.~~
- ~~D) In the event that both the Office of the President and the Office of President-Elect positions become vacant, the Vice President will immediately become President, and serve until the first Annual Meeting after the Emergency Conditions ends. If the President, President-Elect, and Vice President offices all become vacant during the emergency condition, the Speaker shall will immediately become President and serve until the first meeting of the Annual Meeting following the end of after the emergency condition, at which time the President-elect assumes office. At such first subsequent meeting, elections shall be held for all remaining offices to be filled. ends. In the event of a vacancy in any office but that of President, the offices in positions below the vacant position shall move up to fill that vacant position.~~
- E) **Continuation of Office.** All other Officers and Directors in office immediately prior to commencement of the ~~emergency condition~~ **Emergency Condition** shall remain in their respective offices until the later of (i) the first meeting of the Annual Meeting following the end of the ~~emergency condition~~ **Emergency Condition**, or (ii) the end of their terms of office (in the absence of any ~~emergency~~

~~condition~~ Emergency Condition).

- F) **Extension of Tenure.** Limitations on tenure of Officers and Directors shall not apply during an ~~emergency condition~~ Emergency Condition.

Section 3. **MAFP BOARD OF DIRECTORS.**

- A) **Minimum Number of Directors.** The MAFP Board shall be composed of a minimum of five (5) Directors during an ~~emergency condition~~ Emergency Condition.

- B) **Designation of Emergency Directors.** If fewer than seven (7) MAFP Board members are available to meet, the chairs of the committees become Emergency Directors and shall serve on the MAFP Board (in addition to regular MAFP Board members who are available).

If there are still fewer than seven (7) MAFP Board members available after taking into account the Emergency Directors and regular MAFP Board members, the available MAFP Board members shall appoint sufficient additional Emergency Directors to comprise the minimum.

- C) **Duties and Privileges.** Emergency Directors shall have all duties and privileges of Directors, and shall serve as Directors until the earlier of (i) the first meeting of the Annual Meeting following the end of the emergency condition, or (ii) at least seven (7) MAFP Board members (other than Emergency Directors) are available to meet.
- D) **Authority.** The primary duty of the MAFP Board during an emergency condition shall be the continuation and management of MAFP. The MAFP Board may, upon a three-fifths (3/5) affirmative vote, adopt such other emergencyEmergency Bylaws as may be necessary for such continuation and management.
- E) **Meetings.** A meeting of the MAFP Board may be called by any Director. Notice of any meeting shall be given to such Directors as may be feasible to reach at the time and by such means as may be feasible at the time.
- F) **Quorum.** A majority of the currently seated members of the MAFP Board shall constitute a quorum.
- G) **Effect of Action.** Action taken in accordance with these emergencyEmergency Bylaws shall bind MAFP. No Director acting in accordance with these emergencyEmergency Bylaws shall be liable for such action, except for willful misconduct.

Section 4. DURATION. To the extent not inconsistent with any emergencyEmergency Bylaws, the MAFP Bylaws shall remain in effect during the emergency condition. Upon the end of the emergency condition, as determined by the MAFP Board, the emergencyEmergency Bylaws shall cease to be operative.

#### **ARTICLE XIX** **Rules of Order**

~~The American Institute of Parliamentarians Standard Code of Parliamentary Procedure (Current Edition), except when the same are in conflict with the Bylaws of the organization, shall cover all parliamentary proceedings of the meetings of the corporation and of the MAFP Board.~~

#### **ARTICLE XII** **Indemnification of Officers and Directors**

Section 1. DEFINITIONS. Every person who is or shall be or shall have been an Officer, Director, member of a committee or commission or an employee or agent of this corporation, or who is or shall be serving or shall have served at the request of this corporation in any such capacity in another corporation, partnership, joint venture, trust or other enterprise or organization or any committee thereof, and the personal representative of each person described in this sentence,

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shall be indemnified by this corporation against all costs and expenses reasonably incurred by or imposed upon any such person in connection with or resulting from any action, suit or proceeding to which such person may be made a party by reason of such person's being or having been in such position or capacity for this corporation or for any other enterprise or organization at the request of this corporation, ~~except in relation to such matter as to which such person shall finally be adjudicated in such action, suit or proceedings to have.~~ This section shall be limited only to those individuals who acted in ~~bad~~good faith and ~~to have been liable by reason of willful misconduct in the performance of such person's duty in such indemnified capacity~~ reasonably believed their actions were in the corporation's best interest.

**Section 2. ACTIONS.** Each such person shall be indemnified also by this corporation against any and all criminal claims and liabilities to which such person has or shall become subject by reason of action alleged to have been taken, omitted or neglected by him or her in any capacity enumerated in the preceding sentence, provided, however, that no such person shall be indemnified against or be reimbursed for any expenses incurred in connection with any criminal claim or liability unless such person had reasonable cause to believe that his or her conduct which resulted in the criminal claim or liability was lawful.

**Section 3. REIMBURSEMENT OF EXPENSES.** Costs and expenses to be covered by this Article X shall include, but are not limited to, attorneys' fees, damages, fines and reasonable amounts paid in settlement.

**Section 4. RIGHTS TO INDEMNIFICATION.** The right to indemnification conferred by this Article X shall not restrict the power of the corporation to make any other or further indemnification permitted by law.

## **ARTICLE ~~XIII~~XI**

### **Amendments to Bylaws**

**Section 1. PROPOSAL AND ADOPTION OF AMENDMENTS.** Any five (5) or more MAFP members may propose Bylaws or amendments of the Bylaws. Such proposals shall be submitted to the Chief Executive Officer at least sixty (60) prior to the Annual Meeting, and notice shall be given by the Chief Executive Officer to all members at least ~~thirty~~thirty-five (~~30~~35) days prior to said meeting. Affirmative vote of at least two-thirds (2/3) of the members present and voting shall constitute adoption.

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