

North Dakota Academy of Family Physicians Foundation, Inc.
By-Laws
Preamble

The mission of the North Dakota Academy of Family Physicians Foundation is to promote and encourage Family Practice in its entirety. Our long term goals are: 1) to provide experiential opportunities for medical students to allow consideration of family medicine as their specialty; 2) to support and enhance the educational preparation and training of prospective family physicians at the undergraduate and graduate levels; 3) to promote health care research relevant to family medicine.

Article I. Offices

The principal office of the corporation of the North Dakota Academy of Family Physicians Foundation, Inc., hereafter referred to as the Foundation, shall be located in the city of Grand Forks, North Dakota. The board of directors of the Foundation may designate other offices, either within or outside of North Dakota, as the business of the Foundation may require.

The registered office of the Foundation, required by the North Dakota Non-profit Corporation Act to be maintained in the State of North Dakota is, but need not be, the same as the principal office in the State of North Dakota. The registered office may be changed by designation of the board of directors.

The registered agent of the Foundation will be designated by the board of directors of the Foundation. That agent may be an individual whose business office is identical with the registered office, or a domestic corporation, whether for profit or not for profit, or a foreign corporation, as authorized by the board of directors.

Article II. Non-profit Status

The Foundation shall neither have nor exercise any power nor shall it directly or indirectly engage in any activity that would prevent it from obtaining exemptions from federal income taxation as a corporation described in Section 501 (c) (3) of the Internal Revenue Code of 1954 (or in any other relevant section of Internal Revenue Service Code), or to cause it to lose any exempt status. Nor shall the Foundation be operated for the primary purpose of carrying on a trade or business for profit.

Article III. Membership

There shall be three classes of membership in this Foundation including voting members, non-voting members, and non-voting corporate membership.

Section 1. Voting Members. Voting members of the Foundation will be selected and nominated by majority vote of the board of directors of the Foundation, but must be ratified by majority vote of the board of the directors of the North Dakota Academy of Family Physicians. Each voting member shall be entitled to one vote on each matter submitted to a vote of the voting members. Voting membership is not transferable or assignable. Voting membership will cease when that individual is no longer a voting member of the Foundation as determined by by-laws or action of the board of directors of the Foundation.

Section 2. Non-voting Members. All active members of the North Dakota

Academy of Family Physicians shall be considered non-voting members and eligible for voting membership. Additional non-voting membership may be obtained by individuals who are not members of the North Dakota Academy of Family Physicians by donation or payment of dues, as established by the board of directors of the Foundation. Non-voting members shall not be entitled to vote on any matter of or pertaining to the Foundation. The board of directors shall be entitled to reject any application for such membership, upon such standards for acceptance or rejection as shall be established by the board.

Section 3. Non-voting corporate membership. Any business entity whether organized and operated as a corporation, a partnership, a proprietorship or otherwise, may apply for non-voting corporate membership of this Foundation after donation, payment of dues or other requirements as established by the board of directors of the Foundation. Non-voting corporate members shall not be entitled to vote on any matter of or pertaining to this Foundation. The board of directors shall be entitled to reject any application for non-voting Foundation membership, upon such standards for acceptance or rejection as shall be established by the board of directors.

Article IV. Board of Directors

Section 1. General Powers. The business and affairs of the Foundation shall be managed by its board of directors.

Section 2. Number, Tenure and Qualifications. The number of directors shall be nine. Three directors shall annually be selected and nominated by the board of directors of the Foundation, but must be ratified by the board of directors of the North Dakota Academy of Family Physicians. The majority of the board of directors of the Foundation shall be active members of the North Dakota Academy of Family Physicians. The new term for a director shall begin at the adjournment of the meeting of the North Dakota Academy of Family Physicians at which time the director(s) are elected. A term on the board of directors shall serve through the annual meeting and expire at the end of the annual meeting of the Foundation.

Section 3. Regular Meetings. An annual meeting of the board of directors shall be held for the purpose of electing officers for the transaction of such other business as may come before the Foundation. Said annual meetings shall be held without other notice and at the same place as the annual meeting of the North Dakota Academy of Family Physicians. The board of directors may provide, by resolution, the time and place, either within or outside the State of North Dakota, for holding of additional regular meetings or special meetings.

Section 4. Special Meetings. Special meetings of the 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 board of directors shall designate the time and place of the meeting. To facilitate participation, special meetings may be conducted via telephone or other interactive electronic media that is available to all voting members of the board.

Section 5. Notice. Notice of any special meeting shall be given at least five days prior to the special meeting, by written notice, delivered personally or mailed to each director at his/her business address, or by telegram. Any director may waive notice of any meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of

notice of such meeting.

Section 6. Quorum. A majority of the number of directors fixed by Section 2 of Article IV shall constitute a quorum for transaction of business at any meeting of the board of directors. If less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting without further notice. If a quorum is present when the meeting is convened, the directors present may continue to do business, taking action by vote of a majority of a quorum, until adjournment, despite the withdrawal of enough directors to leave less than a quorum present, or the refusal of any director present to vote.

Section 7. Manner of Acting. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section 8. Action Without a Meeting. Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting by means of email, if all board members are notified, email records are kept on board member votes, and the email chain stands as valid meeting minutes.

Section 9. Vacancies. Any vacancy occurring in the board of directors shall be filled by voting members. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 10. Compensation. Directors as such shall not receive any stated compensation for their services, but by resolution of the board may be reimbursed for expenses incurred on Foundation activities.

Section 11. Executive Committee. The 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 not less than three directors and which, between meetings of the board of directors, shall have and exercise the power and authority of the board of directors in the management of the corporation. The 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 any action taken by the executive committee. If any member of the executive committee shall cease to be a director, that individual shall also cease to be a member of the executive committee.

Section 12. Other Committees. Other committees not having or exercising the authority of the board of directors in the management of the Foundation may be designated by resolution adopted by the 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 Foundation or its board of directors.

Article V. Officers

Section 1. Officers. The officers of the Foundation shall be President, Vice-President, Secretary and Treasurer. One or more of the offices of Vice-President, Secretary and Treasurer may be combined in a single individual at the discretion of the board of directors.

Section 2. Qualification, Election and Term of Office. Officers shall be elected annually by the board of directors at its annual meeting for one year terms commencing upon the conclusion of the annual meeting at which time they are elected and expiring upon the conclusion of the next annual meeting of the board of directors,

provided that each officer shall hold office until his successor shall have been duly elected and qualified unless such officer shall have ceased to meet the qualifications for his/her office.

Section 3. Duties of Officers. The duties of the officers shall be as usually attached to such offices and, in addition, such further duties as may be assigned from time to time by the board of directors. The President will be an ex officio member of all committees.

Section 4. Bonding of Treasurer and Other Officers. The board of directors may require bonding for the Secretary, Treasurer or any other officer or employee of the Foundation.

Section 5. Removal. Any officer may be removed from office at any time by a majority of all members of the 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 board of directors, but the term of an officer elected between annual meetings of the 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 VI. Contracts, Checks, Deposits/Funds, and Gifts

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents of the Foundation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to special instances.

Section 2. Checks, Drafts, et cetera. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the board of directors.

Section 3. Deposits. All funds of the Foundation shall be deposited to the credit of the Foundation in such banks, trust companies, or other depositories as the board of directors may select.

Section 4. Gifts. The board of directors may accept, on behalf of the Foundation, any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Foundation.

Article VII. Relationship to the American Academy of Family Physicians Foundation

It is the intent of the Foundation to be affiliated with the American Academy of Family Physicians Foundation, as long as the Foundation board determines it is to our mutual benefit.

Article VIII. Books and Records

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members. All books and records of the Foundation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

Article IX. Dues

No dues shall be paid by voting members of the Foundation. Dues for non-voting corporate members shall be established by the board of directors.

Article X. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Articles of Incorporation or by the by-laws of the Foundation, a waiver in writing signed by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice.

Article XI. Amendments to By-laws

Amendments to these by-laws may be altered, amended or repealed by the board of directors at any validly called meeting of the board of directors through a majority vote of the members of the board present at such meeting.

Article XII. Dissolution

Upon dissolution of this Foundation for any reason, the total remaining net assets of the corporation shall be conveyed by the directors to an exclusively charitable corporation, exempt from payment of Federal Incomes taxes under Section 501 (c) (3) of the United States Internal Revenue Code of 1954, or a corresponding section of the Internal Revenue Code as amended; provided, that if there be such a 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 Internal Revenue Code of 1954.