



WISCONSIN ACADEMY OF
FAMILY PHYSICIANS
FOUNDATION
STRONG FOUNDATION, HEALTHY FUTURE

BYLAWS
OF
WISCONSIN ACADEMY OF FAMILY
PHYSICIANS– FOUNDATION

Revised 11/07/08

ARTICLE I

Adoption of Bylaws

Section 1. Adoption Reference

These Bylaws are adopted by the Board of Directors of the Wisconsin Academy of Family Physicians–Foundation (WAFP–Foundation) pursuant to authority evidenced in the WAFP–Foundation’s State of Wisconsin Articles of Incorporation, and pursuant to Chapter 181.13, Wisconsin Statutes.

Section 2. Adoption Date

These Bylaws are adopted by action of the WAFP–Foundation Board of Directors held the 24th day of February 1983, and shall be effective from date of incorporation, namely the 9th day of September 1982. 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 WAFP–Foundation is sponsored by the Wisconsin Academy of Family Physicians (WAFP) and is authorized to represent itself as the exclusive foundation of the WAFP. In the event that WAFP, by a vote of the majority of the Board of Directors, withdraws its support of the WAFP–Foundation, the WAFP–Foundation will be dissolved as provided for in these Bylaws.

ARTICLE III

Purposes

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

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

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- b. To support research activities in family practice which ultimately will result in improving patient care;
- c. Pursue family practice as a specialty to achieve sufficient numbers to meet family practice needs;
- 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;
- f. Establish and maintain a board directed Endowment Fund to achieve the above.

and to those ends to receive, take and hold by gift, grant, assignment, transfer, devise or bequest, either absolutely or in trust for such purposes, any property, real, personal or mixed, without limitation as to amount or value except such limitations, if any, as may be imposed by law; provided, however, that no part of the net earnings of the corporation shall inure to the benefit of any private member or individual, and provided further that no substantial part of its activities shall involve the carrying on of propaganda, or otherwise attempting to influence legislation.

ARTICLE IV

Members

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

ARTICLE V

Board of Directors

Section 1. General Powers.

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

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

- (a) Number and Classes. The WAFP–Foundation Board of Directors shall total eleven members and shall consist of:
 - Foundation President

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- Foundation Vice-President
- Treasurer
- WAFP President-Elect
- WAFP 1st Vice-President
- WAFP 2nd Vice-President
- 4 at large directors
- WAFP Executive 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, two At-Large Directors shall be elected for a term of two years. Directors shall be elected by the WAFP–Foundation Board of Directors, subject to the approval of the WAFP Board of Directors.

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

(d) Election of WAFP Directors. The three WAFP Directors shall be the President-Elect, 1st Vice-President and 2nd Vice-President elected as of the WAFP’s annual meeting, and shall be members of the WAFP–Foundation Board of Directors and shall continue as such Director for as long as each holds such position with the WAFP.

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

(f) Tenure. The two-year term of each At-Large Director shall commence upon the approval of each Director’s election by the WAFP Board of Directors following the annual meeting of the WAFP–Foundation at which the Director’s election occurs. The term of each WAFP Director shall commence upon the installation of officers at the WAFP annual meeting and shall expire on the following installation of officers or if later when a successor shall have been elected and qualified. 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.

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(g) Qualifications.

(i) Membership in WAFP. A minimum of six members of the WAFP – Foundation Board of Directors shall be active members of the WAFP.

(ii) At-Large Directors. Except as specified above, there shall be no required qualifications for At-Large Directors.

(iii) WAFP Directors. WAFP Directors must be members of the WAFP Board of Directors and hold the position of President-Elect, 1st Vice-President, 2nd Vice-President. If a WAFP Director shall cease to hold the aforementioned office, the term of such WAFP Director shall thereupon end. The WAFP Board of Directors will elect a replacement for the remainder of the unexpired term.

Section 3. Regular Meetings.

An annual meeting of the WAFP–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 WAFP. The WAFP–Foundation Board of Directors may provide by resolution for holding additional regular meetings of the WAFP–Foundation Board of Directors at any time and place.

Section 4. Special Meetings.

Special meetings of the WAFP–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 WAFP–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. At least one meeting must be held in person each year.

Section 5. Notice.

Notice of any meeting of the WAFP–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 (if authorized by law) to each Director at his address as shown by the records of the WAFP–Foundation. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the WAFP–Foundation Board need be specified in the notice of such meeting unless specifically required by law or by these Bylaws.

Section 6. Quorum.

A minimum of seven WAFP–Foundation Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less

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

Section 8. Compensation.

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

Section 9. Executive Committee.

The WAFP–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, the Vice President, the Treasurer of the WAFP–Foundation and that Director who is the Executive Director of the WAFP, 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 WAFP–Foundation Board of Directors in the management of the WAFP–Foundation. The WAFP–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 WAFP–Foundation Board of Directors in the management of the WAFP–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 Meetings

Members of the WAFP–Foundation Board of Directors, the Executive Committee and any other committee designated by the WAFP–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.

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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 WAFP–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 WAFP–Foundation shall be a President, a Vice President, the WAFP–Foundation’s Executive Director if the WAFP–Foundation Board of Director’s votes to hire an Executive Director, and a Treasurer.

Section 2. Qualifications, Election and Term of Office.

The President, Vice President shall be elected by the WAFP – Foundation Board of Directors at least one of whom is a family physician. The Treasurer shall be elected by the WAFP-Foundation Board of Directors. The Executive Director of the WAFP–Foundation need not be a Director. Officers shall be elected every two years by the WAFP–Foundation Board of Directors at its annual meeting subject to confirmation by the WAFP Board of Directors, and shall serve two-year terms commencing upon the approval of the WAFP Board of Directors following the annual meeting of the WAFP–Foundation at which they are elected, and expiring upon the following two annual meetings of the WAFP–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 WAFP–Foundation Board of Directors and action upon that election by the WAFP Board of Directors. If the WAFP 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 WAFP–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 WAFP Board of Directors for confirmation or rejection. The President and the Vice President may each 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.

The duties of the officers shall be such as usually attached to such offices, in and addition thereto, such further duties as may be designated from time to time by the WAFP–Foundation Board of Directors. The President will be a voting ex officio member of all committees.

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Section 4. Executive Director of the WAFP–Foundation.

The WAFP–Foundation Board of Directors may vote to hire an Executive Director of the WAFP–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 WAFP–Foundation Board of Directors and all committees thereof; shall supervise all other employees and agents of the WAFP–Foundation; and shall have such other powers and duties as may be prescribed by the Directors or by these Bylaws.

The WAFP–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 WAFP Board of Directors or Executive Committee. The WAFP–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 WAFP–Foundation Board of Directors, and a minimum of two members of the WAFP. The committee’s composition will be determined by the WAFP–Foundation Board of Directors at the time the committee is appointed and must include members of the WAFP, who may or may not also be members of the WAFP–Foundation Board of Directors. The appointed committee will report its findings to the WAFP–Foundation Board of Directors and the WAFP.

The Executive Director of the WAFP–Foundation shall be bonded in an amount fixed by the Directors, at the expense of the WAFP–Foundation.

Section 5. Bonding of Treasurer and Other Officers.

The WAFP–Foundation Board of Directors may require bonding for the Treasurer or any other officer or employee of the WAFP–Foundation.

Section 6. Removal.

Any officer or director may be removed from office at any time by a majority of all members of the WAFP–Foundation Board of Directors at a duly convened meeting of such Board. Members must participate in at least 50% of all board meetings annually.

Section 7. Vacancies.

An existing or prospective vacancy in any office may be filled at any meeting of the WAFP–Foundation Board of Directors by majority vote of the WAFP–Foundation Board of Directors, subject to confirmation by the WAFP Board of Directors. The term of an officer elected between annual meetings of the WAFP–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.

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ARTICLE VII

Contracts, Checks, Deposits and Funds

Section 1. Contracts.

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

The WAFP–Foundation shall obtain the approval of the WAFP Board of Directors, or its designated agent(s), prior to entering into any contracts in excess of \$20,000 (including but not limited to any series of contracts which individually total less than \$20,000 but represent a purchase of necessarily related items or services, as such would be understood in the normal course of business, costing in the aggregate more than \$20,000) and prior to entering into any contracts for a term in excess of two years, regardless of the dollar amount. Contracts for a term of less than two years but which automatically renew by their terms such that the contract may extend beyond two years shall be considered, for this purpose, contracts for a term in excess of two years.

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 WAFP–Foundation, shall be signed by such officer or officers, agent or agents of the WAFP–Foundation and in such manner as shall from time to time be determined by resolution of the WAFP–Foundation Board of Directors.

Section 3. Deposits.

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

Section 4. Gifts

The WAFP–Foundation Board of Directors may accept on behalf of the WAFP–Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the WAFP–Foundation.

ARTICLE VIII

Books and Records

The WAFP–Foundation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors, and shall

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keep at the registered or principal office a record giving the names and addresses of the Board Members. All books and records of the WAFP–Foundation may be inspected by any WAFP–Foundation Board Member, by any member of the Executive Committee of the WAFP, by any member of the WAFP so authorized and designated by the Executive Committee of the WAFP 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 WAFP–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 WAFP–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 WAFP Board of Directors after approval by the WAFP–Foundation Board of Directors before any Bylaw change becomes effective. Amendments to these Bylaws may be proposed by the WAFP Board of Directors, in which case the WAFP–Foundation Board of Directors shall consider and vote upon such amendments as provided herein.

ARTICLE XI

Indemnification

The WAFP–Foundation shall be subject to indemnification as provided for in Section 181.0875 of the Wisconsin Statutes as amended.

ARTICLE XII

Dissolution

Upon dissolution of the WAFP–Foundation for any reason, the total remaining net assets of the WAFP–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

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selected based upon its ability and willingness to sue the funds in question for activities which conform with the mission and purposes of the WAFP-Foundation.