

**BYLAWS OF THE
ACOFP FOUNDATION**

ARTICLE I - NAME

The name of this Illinois not-for-profit corporation shall be the American College of Osteopathic Family Physicians (ACOFP) Foundation, hereafter referred to as the "Foundation".

ARTICLE II

MISSION

The mission of the ACOFP Foundation is to champion comprehensive osteopathic family medicine that provides high quality care, improves patient outcomes, and reduces health disparities.

OBJECTIVES

1. Strengthen the osteopathic family physician profession by promoting a diverse and distinct workforce.
2. Provide osteopathic training, resources, and other learning opportunities to promote delivery of the highest quality of care for the body, mind & spirit.
3. Demonstrate the impact of osteopathic family medicine in improving the health of patient populations and communities through addressing social determinants of health.

CONTRIBUTIONS

The Foundation shall devote all contributions to qualified charitable, educational, scientific, literary, and research purposes advancing osteopathic family medicine. No staff or Board member shall receive personal benefit from the earnings of the Foundation, and the Foundation shall not use funds to engage in activities to influence legislation.

ARTICLE III - OFFICES

The principal office of the Foundation in the State of Illinois shall be located in the offices of American College of Osteopathic Family Physicians (ACOFP). The Foundation may have such other offices, either within or without the State of Illinois, as the Board of Directors may determine or as the affairs of the Foundation may require. The Foundation shall have and continuously maintain in the State of Illinois, a Registered Office, and a Registered Agent whose office is identical with such Registered Office, as required by the Illinois Not-For-Profit Corporation Act. The Registered Office may be, but need not be, identical with the principal office in the State of Illinois, and the address of the Registered Office, and the Registered Agent, may be changed from time to time by the Board of Directors.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.1 General Powers

The activities of the Foundation shall be managed by its Board of Directors.

Section 4.2 Number and Tenure of Directors

The number of Directors shall be fixed at a maximum of thirteen (13) consisting of up to six (6) representatives from the American College of Osteopathic Family Physicians (ACOFP) to be NOMINATED by the ACOFP; up to three (3) representatives from the American Osteopathic Board of Family Physicians (AOBFP) to be NOMINATED by the AOBFP; three (3) at-large Directors WHO SHALL BE APPOINTED BY THE BOARD, one of whom shall not be a representative of the ACOFP, the AOBFP or the Auxiliary to the ACOFP, and up to one (1) representative from the Auxiliary to the ACOFP to be NOMINATED by the Auxiliary to the ACOFP. The nominations and Foundation appointments must be approved by the full ACOFP Foundation Board. The ACOFP Department Chair of Professional Affairs will be invited to ACOFP Foundation Board meetings as an ex-officio, non-voting liaison. The term of office for all Directors shall begin at the March meeting and be two years with a maximum of 3 terms (6 years maximum), regardless of nominating body, unless the Director is elected to an officer position. Directors will be eligible for re-appointment after 2 years off the Foundation Board.

The Foundation Board shall annually appoint a nominating committee to communicate desired Board competencies with ACOFP, AOBFP, and the Auxiliary and recommend candidates for open ACOFP Foundation director and officer positions.

The board shall define in policy the appointment process.

Section 4.3 Meetings

A regular annual meeting of the board of directors shall be held concurrent with the ACOFP annual convention and scientific seminar. The purpose of the annual meeting shall be to: to report on the financial affairs and other activities of the foundation, and to conduct such other business as may come before the board of directors. The board of directors may provide by resolution the time and place for the holding of additional regular meetings of the board without other notice than the resolution. Special meetings of the board of directors may be called by the president at any time or upon written request of any four members of the board of directors to the president and the president shall call such special meeting within 30 days of the request.

Section 4.4 Notice of Meetings

Unless specified by resolution, all meetings of the board of directors shall be held upon ten (10) days notice. Notice may be given by first class mail, facsimile (fax), or electronic mail and shall be considered delivered three (3) days after being deposited with the United States post office with adequate postage attached or if by fax or e-mail when sent.

Section 4.5 Quorum

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

Section 4.6 Manner of Acting

The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws.

Section 4.7 Vacancies

Any vacancy occurring on the Board of Directors shall be filled by appointment of the President in consultation with the nominating committee and the nominating organization, from among those who would normally be eligible for appointment to the vacant director position. A Director appointed to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Vacancy appointments will not count toward the term limit if less than a year.

Section 4.8 Compensation

Directors shall not receive any stated salaries or compensation for their services.

Section 4.9 Executive Director

The Foundation shall have an Executive Director holding ex-officio status with voice but without vote on the Board of Directors who shall be appointed by the Board. The Executive Director of the Foundation shall be responsible for maintaining records of Foundation actions and shall perform such other duties as directed by the Board.

Section 4.10 Controller

The Foundation shall have a Controller who shall be the Controller of the ACOFP who shall be responsible for: 1) Signing of checks and contracts that are essential to the business of the Foundation and approved by the Secretary-Treasurer; 2) Preparation, reconciliation, and reporting of the Foundation's financial records, including deposits and disbursements; and 3) Arranging for and reporting the findings of an annual audit of the finances of the Foundation.

Section 4.11 Removal of Board Members

The Foundation Board shall have the authority to remove Board members.

ARTICLE V - OFFICERS

Section 5.1 Officers

The officers of the Foundation shall be its President, Vice President, and the Secretary-Treasurer, with no automatic ascension, who shall be recommended by the Nominating Committee and elected by the board of directors from among themselves for a term of two (2) years. No person shall serve as an officer for more than three (3) terms consecutively.

An officer may be nominated to a director position so long as they do not exceed the maximum six (6) years as a director.

Officers must be active members in good standing of ACOFP.

Section 5.2 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.3 President

The President shall be the principal executive officer of the Foundation and shall, in general, supervise and control all of the business and affairs of the Foundation. The President shall preside at all meetings of the Board of Directors.

Section 5.4 Vice President

In the absence of the President or in the event of the President’s inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as, from time to time, may be assigned by the President or by the Board of Directors.

Section 5.5 Secretary-Treasurer

The Secretary-Treasurer shall be responsible for all funds and securities of the Foundation; keep or cause to be kept the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and in general perform all the duties incident to the office of Secretary-Treasurer and such other duties as may be assigned by the President or by the Board of Directors.

ARTICLE VI – FISCAL YEAR

Section 6.1 Fiscal Year

The fiscal year of the Foundation shall begin on the 1st day of January and end on the last day of December in each year.

ARTICLE VII - WAIVER OF NOTICE

Whenever any notice is required to be given under the provision of the Illinois Not-For-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Foundation, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VIII - AMENDMENTS

The Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting if at least thirty (30) day’s written notice is given of intention to alter, amend or repeal or to adopt a new Bylaw at such meeting.

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