

Kansas Academy of Family Physicians, Inc.

Amended and Restated Bylaws

Amendment Tracker

Existing Provision	Existing Language	Proposed Provision	Proposed Language	Proposed Handbook Section	Comments
Purposes, Powers & Limitations					
Purposes					
Constitution Article I, Section 1	The name of this organization shall be the Kansas Academy of Family Physicians, Inc.	Article I, Section 1.1	The Kansas Academy of Family Physicians, Inc. ("KAFP" or the "Corporation") is a Kansas nonstock corporation that is organized exclusively for exempt purposes as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code ("Code.")		
Constitution Article II, Section 1	This organization is a constituent chapter of the American Academy of Family Physicians. The policies adopted by this organization shall be consistent with policies of the American Academy of Family Physicians. Any amendment adopted to the Bylaws of the American Academy of Family Physicians, and which is in contradiction to, or not covered by the Kansas Academy's Constitution and Bylaws, shall take precedence until such time that such changes can be made in the Kansas Academy of Family Physicians' Constitution and Bylaws.	Article I, Section 1.3	The Corporation is a {state}{regional} constituent chapter of the American Academy of Family Physicians ("AAFP") and as such, must comply with the provisions of the bylaws of AAFP ("AAFP Bylaws") that are applicable to {state}{regional} constituent chapters. In the event there is a conflict or inconsistency between such a provision and one or more provisions of these Bylaws, the provision of the AAFP Bylaws will control.		
Constitution Article III, Section 1	The objectives of this organization are 1. To establish and maintain an organization of family physicians to promote and maintain high standards of the specialty of family medicine;	Article I, Section 1.1	Such purposes will include: a) establishing and maintaining an organization of family physicians to promote and maintain high standards of the specialty of family medicine;		

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	<p>2. To encourage and assist young men and women in preparing, qualifying and establishing themselves in family medicine;</p> <p>3. To preserve the right of the family physician to engage in medical and surgical procedures for which he/she is qualified by training and experience;</p> <p>4. To assist in providing continuing medical education for family physicians, and to encourage participation in such training;</p> <p>5. To promote the science and art of family medicine; and the betterment of the public health; and to preserve the right of free choice of physician to the patient</p>		<p>b) encouraging and assisting young men and women in preparing, qualifying and establishing themselves in family medicine;</p> <p>c) preserving the right of the family physician to engage in medical and surgical procedures for which he/she is qualified by training and experience;</p> <p>d) providing continuing medical education for family physicians, and encouraging participation in such training; and</p> <p>e) promoting the science and art of family medicine, the betterment of the public health, and preserving patients' right of free choice in selecting a physician.</p>		
Constitution Article III, Section 2	This organization shall have no capital stock. It is not conducted for pecuniary profit and does not contemplate pecuniary gain or profit to the members thereof.	Article I, Section 1.4	The Corporation will not engage in activities that are not in furtherance of the Corporation's purposes, as described in this article. No part of the net earnings of the Corporation will inure to the benefit of or be distributable to any private individual or entity. The Corporation will not participate in or intervene in (including publishing or distributing statements concerning) any political campaign on behalf of or in opposition to any candidate for public office to an extent that would disqualify it from tax exemption under Section 501(c)(6) of the Code. The Corporation is prohibited from making loans to (excluding advances made for legal defense made pursuant to Article VI), or guaranty obligations of, its directors or officers under any circumstance.		
None	None	Article I, Section 1.2	Powers. To enable the Corporation to carry out its purposes, the Corporation will have the power		Added a new section entitled "Powers."

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			to do any and all lawful acts and to engage in any and all lawful activities, directly or indirectly, alone or in conjunction with others which may be necessary, proper or suitable for the attainment of any of the purposes for which the Corporation is organized and which are permitted to be carried on by an organization exempt from federal income tax under Code Section 501(c)(6) and an organization incorporated under the Kansas General Corporation Code ("KGCC").		
Members					
Qualification					
Chapter I, Section 1	To be eligible for membership a physician must meet the qualifications set forth in the bylaws of the American Academy of Family Physicians.	Article II, Section 2.1	The Corporation will have members ("Members") who shall be physicians that satisfy the qualifications for membership set forth in the bylaws of the American Academy of Family Physicians, as now in effect or as they may hereafter be amended (the "AAFP Bylaws").	N/A	
Constitution Article IV, Section 1	The qualifications and conditions of membership and the classes of membership shall be the same as those now hereafter provided in the Bylaws of the American Academy of Family Physicians. The method of election shall be as provided in the Bylaws of this organization.				
Membership Application					
Chapter I, Section 2	Application for membership shall be made in the manner prescribed by the American Academy of Family Physicians.	Article II, Section 2.1	The terms of membership will be defined and determined from time to time by the Board in accordance with these bylaws ("Bylaws"), the Articles of Incorporation of the Corporation, the Corporation's guidelines, policies and procedures (collectively, "Policies"), the AAFP Bylaws, and applicable law, including with respect to classification and categorization; <i>conditions, standards, qualifications, applications and</i>	N/A	

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			<i>issuance</i>		
Election of Members					
Chapter I, Section 2	Affirmation of election to membership shall be by a majority vote of the Board of Directors or by any such committee of the Board of Directors to which this authority is delegated by majority vote of the Board.	Article II, Section 2.1	The Members will be identified, selected and admitted by the Board of Directors of the Corporation ("Board").	N/A	
Member Classification					
Chapter I, Section 1	Classification of members shall be the same as established by the bylaws of the American Academy of Family Physicians.	Article II, Section 2.1	The terms of membership will be defined and determined from time to time by the Board in accordance with these bylaws ("Bylaws"), the Articles of Incorporation of the Corporation, the Corporation's guidelines, policies and procedures (collectively, "Policies"), the AAFP Bylaws, and applicable law, including with respect to <i>classification and categorization . . .</i>	N/A	
Acceptance of Bylaws					
Chapter I, Section 4	Acceptance of membership in this organization shall constitute an agreement by such member to comply with the Constitution and Bylaws of this organization and those of the American Academy of Family Physicians. Subject to the right of appeal to the American Academy of Family Physicians, in a manner provided by the bylaws of said organization, a member accepting membership in this organization shall recognize the Board of Directors of this organization as the sole and only judge of his/her right to be or remain a member.	N/A	N/A	If admitted to membership, the Member will have agreed to abide by, and cause its representatives to abide by, this handbook and the Articles of Incorporation, Bylaws and Member policies of the Corporation, each as in effect from time to time and notified to the Members, which are	Consider addressing agreement to be bound by KAFP Bylaws and AAFP Bylaws in a separate Handbook.

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				incorporated into this handbook, made a part hereof and considered to be set forth herein.	
Termination of Membership					
Chapter I, Section 4	All rights, title and interest, both legal and equitable of a member in and to the property of this organization shall cease and terminate in the event of any or either of the following: (a) expulsion of such member (b) the striking of his/her name from the roll of members. (c) his/her death or resignation.	Article II, Section 2.1	The terms of membership will be defined and determined from time to time by the Board in accordance with these bylaws ("Bylaws"), the Articles of Incorporation of the Corporation ("Articles"), the Corporation's guidelines, policies and procedures (collectively, "Policies"), the AAFP Bylaws, and applicable law, including with respect to . . . <i>duration, lapse, forfeiture, suspension, resignation, termination, expulsion, revocation and readmission or reinstatement.</i>		Termination of membership may be addressed in a separate policy, or by reference to the AAFP Bylaws.
		Article II, Section 2.3 2.2(b)	Unless otherwise expressly and specifically provided, nothing in these Bylaws, the Articles or the Policies will be considered to create or vest in, between or among the Corporation and the Members any contractual or property rights		
Concurrent AAFP Membership					
Chapter I, Section 5	All members of this organization whose dues and assessments are paid shall be members of the American Academy of Family Physicians.	N/A	N/A	N/A	The requirements for membership are covered in Section 2.1 and requirements related to component chapters should be contained in KAPF's policies.
Member Voting					
Chapter I, Section 3	Active members and resident members in good standing shall be eligible to vote and hold office. Life members shall be eligible to	Article II, Section 2.7	Active, <u>Resident and Life</u> Members in good standing, as determined by the Board in accordance with the AAFP Bylaws, will be		

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	vote.		entitled to vote on all matters presented to the Members at a meeting thereof.		
Chapter I, Section 3	Supporting members in good standing shall be given the privilege of the floor during the Annual Meeting.	N/A	N/A		This should reside in the Corporation's policies, as an explanation of what it means to be given "the privilege of the floor" and the relevant procedures will need to be outlined.
Dues and Assessments					
Chapter II, Section 1	In addition to dues paid to the American Academy of Family Physicians as provided in the Bylaws of that organization, active members shall pay state chapter dues. Dues and assessments for membership shall be established by the Board of Directors, but annual active member dues shall not be increased by more than \$10 without a majority vote of members attending the annual meeting of the general membership. Dues shall be payable on election to membership and on the first day of each subsequent year as long as the member remains a member.	Article II, Section 2.1	The terms of membership will be defined and determined from time to time by the Board in accordance with these bylaws ("Bylaws"), the Articles of Incorporation of the Corporation ("Articles"), the Corporation's guidelines, policies and procedures (collectively, "Policies"), the AAFP Bylaws, and applicable law, including with respect to . . . <i>dues, assessments, fees and other obligations . . .</i>	Each year the [Finance] Committee approves the amount of the annual assessment for Members and any other dues, assessments or fees. Upon receipt of an invoice from the Corporation for such dues, assessments and fees, each Member is to remit payment within 120 days. Dues, assessments and fees will not be refunded for any reason. The Treasurer of the Corporation will review at least annually the status of each Member's payment of dues, assessments and fees to the Corporation and will report to the [Finance] Committee. The Corporation will deposit dues, assessments	Moving the terms and conditions of the payment of membership dues and assessments to a member handbook will provided added flexibility and not require edits to the bylaws if/when KAFP want to make changes to its policies regarding dues and assessments.

Existing Provision	Existing Language	Proposed Provision	Proposed Language	Proposed Handbook Section	Comments
				and fees received from Members into a dedicated bank account, segregate such funds from all other Corporation funds, and use these funds exclusively to underwrite Member activities.	
Chapter II, Section 2	Membership dues shall be payable in conjunction with the AAFP dues schedule. Any member whose dues are unpaid at the time of any Annual Meeting shall be ineligible to vote or hold office.	Same as above	Same as above	Same as above	
Chapter II, Section 3	The dues of other than active members shall be fixed by the Board of Directors.	Same as above	Same as above	Same as above	
Chapter II, Section 4	Special assessments may be applied equally to all active members by affirmative vote of two-thirds of the members of the Board of Directors, provided, however, that no assessment shall be in excess of one third (1/3) the amount of active members' dues annually.	Same as above	Same as above	Same as above	

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Member Meetings					
Constitution Article V, Section 1	A general business meeting of the membership of this organization shall be held at least annually at a time and place to be determined by the Board of Directors. Special meetings may be called as provided in the Bylaws.	Article II, Section 2.3	The annual A regular meeting of the Members (Annual will be held annually ("Membership Meeting")) and will be called by the Board for the election of directors and officers, and to transact such other business as may be required by applicable law, the Articles or these Bylaws, or as may be properly brought before the Annual Membership Meeting. If the election of directors and officers is not held at the Annual Membership Meeting or at any adjournment thereof, the Board will cause the election to be held at a special meeting of the Members as soon thereafter as is convenient. The Board may postpone the time of holding the Annual Membership Meeting for a period of time it considers advisable.		Deleted references to the "Annual Meeting," which will continue to be held in June of each year, but which will not be the annual membership meeting at which business of the corporation (including elections) is conducted. Instead adopts new "regular meeting of the members" approach, referred to as the annual "Membership Meeting," at which corporate business will be conducted. See also new Section 8.1. Place of Meetings.
Chapter III, Section 1	Notice of general or special meetings and Board of Directors Assemblies shall be given by the executive vice president to all members at least thirty (30) days prior to the day of such meeting, by electronic means, letter mailed to the member's address as it appears on the director's records or by publication in the official electronic or print publications of the organization.	Article II, Section 2.5	Written notice of each Annual Membership Meeting or special meeting of the Members, stating the date, time and place, if any, of the meeting, the means of remote communications, if any, and, in the case of a special meeting, the purpose(s) thereof, will be delivered to each Member entitled to notice thereof at least 30 days before the date of the meeting.		Not clear if whether this provision in the current Bylaws pertains to meetings of the Members, or just meetings of the Board of Directors
Chapter III, Section 2	Special meetings may be called by (1) the Board of Directors, (2) the president, or (3) by the executive vice president upon the written request of any ten (10) or more members. Special meetings will occur at a place and time to be determined by the Board of Directors.	Article II, Section 2.4	Special meetings of the Members for any purpose(s) may be called at any time by the Board or President. The Board or President, as applicable, may fix the date, time and place, if any, of a special meeting.		Not clear if whether this provision in the current Bylaws pertains to meetings of the Members, or just meetings of the Board of Directors.

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					See also new Section 8.1. Place of Meetings.
None	None	Article II, Section 2.6	[A majority] Ten percent (10%) of the Members entitled to vote at a meeting, present in person or represented by proxy, will constitute a quorum at all meetings of the Members for the transaction of business.		Existing Bylaws do not include a quorum provision for meetings of the Members Updated to include presence of 10% of the members, in person or via proxy, for a quorum.
Proxies					
None	None	Article II, Section 2.8	A Member entitled to vote may authorize another person or persons to vote or otherwise act for the Member by proxy authorized by an instrument in writing or by a transmission permitted by law and filed with the Secretary, but no such proxy may be voted or acted upon after three years from its date, unless the proxy provides for a longer period. Proxies must be filed with the secretary of the meeting. If a Member appoints a proxy in accordance with this section and such proxy holder(s) participate(s) in the meeting in accordance with these Bylaws, the Member will be considered to be present for all purposes of the meeting, including for purposes of determining the presence of a quorum.		Existing Bylaws do not allow Member presence or voting by proxy at Member meetings. Updated to clarify that presence at a meeting via proxy is sufficient to constitute presence of a Member at a meeting for the purpose of establishing a quorum.
Member Action by Written Consent or Ballot					
None	None	Article II, Section 2.9	(a) Voting at Meetings. Any action required or permitted to be taken at a meeting of the Members may be taken at a meeting by a show of hands, voice vote, or written vote delivered to the Corporation.		Existing Bylaws do not allow Members to act by written consent, without a meeting. Existing Bylaws do allow

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			<p>(b) <u>Action by Written Consent.</u> Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, are signed by Members entitled to vote having not less than the minimum number of votes that would be necessary to authorize or take that action at a meeting at which all members entitled to vote were present <u>in person or by proxy</u> and voted, and are delivered to the Corporation. Every consent must bear the date of signature of each Member who signs the consent, and no consent will be effective to take the corporate action referred to therein unless, within 60 days of the earliest dated consent delivered to the Corporation, consent<u>consents</u> signed by a sufficient number of Members to take the action are delivered to the Corporation. <u>Any consent may provide, whether through instruction to an agent or otherwise, that the consent will be effective at a future time, including a time determined upon the happening of an event, no later than 60 days after the instruction is given or such provision is made, and, for the purposes of this section, if evidence of the instruction or provision is provided to the Corporation, such later effective time will serve as the date of signature. Unless otherwise provided, any consent will be revocable prior to its becoming effective.</u> Prompt notice of the taking of the action without a meeting by less than unanimous written consent will be given to those Members who have not consented in writing <u>and who, if</u></p>		<p>Members to vote for District Directors and Faculty Representatives by mail ballot.<u>Updated to allow voting in person, at a meeting, or without a meeting, by written consent.</u></p>

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			<u>the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for notice of the meeting had been the date that a written consent or consents signed by a sufficient number of Members to take the action were delivered to the Corporation.</u>		
Board of Directors					
Number and Qualification					
Constitution Article VI, Section 2	These shall be the president; president-elect; vice-president; treasurer; secretary; immediate past-president; directors from each of the districts; the current president, or designee, of the Kansas Academy of Family Physicians-Foundation; a resident; a faculty member from the Kansas City campus Department of Family Medicine and one from the Wichita campus; two (2) national delegates and two (2) alternates; and a student. The executive vice president will be present at board meetings but shall not vote (unless a member of the Academy.)	Article III, Section 3.1	The Board will consist of that number of directors as determined exclusively by Board, from time to time; provided that all directors of the Corporation must be active members in good standing. The Board will include (a) the officers of the Corporation, each of whom will also serve as directors turning their term of office, (b) six At-Large Directors (as hereinafter defined); (c) one Resident Director (as hereinafter defined); and (d) one Student Director (as hereinafter defined). The President will serve as the chairperson of the Board. No reduction in the authorized number of directors will have the effect of removing any director before that director's term of office expires.		
Constitution Article VI, Section 2	Subject to the action of the members in meeting assembled or by referendum, the control and administration of this organization shall be vested in the Board of Directors.	Article V, Section 5.4	The officers of the Corporation will have such powers and perform such duties in the management of the business of the Corporation as may be designated from time to time by, and subject to the direction and supervision of, the Board and, in the case of the officers other than the President, the President.		
Election					
Chapter IV, Section 1a	At least sixty (60) days before one meeting of the general membership each year the nominating committee . . . shall prepare	Article III, Section 3.2	Director terms <u>Each director's term</u> will commence upon the adjournment of the Annual <u>on January 1st of the year following the</u>		Not clear whether Chapter IV, Section 1a of currently Bylaws pertains to the appointment

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	<p>nominations for vacancies for the offices of president-elect, vice-president, secretary, AAFP delegate, AAFP alternate delegate and, treasurer. Nothing in these bylaws shall prevent nominations for the above offices from the floor at that meeting.</p>		<p><u>Membership</u> Meeting at which he or she is elected and will expire upon the adjournment of the first or second Annual Meeting after taking office <u>on December 31st of the year in which he or she takes office, or on December 31st of the following year</u>, as applicable, or until his or her successor is elected, unless he or she sooner dies, resigns or is removed.</p>		<p>of officers, or the election of directors, since all officers are also directors and no other provision for "general" directors are included in the current Bylaws.</p> <p><u>Updated to reflect that all directors' terms will commence on January 1 following their election, and not immediately upon election.</u></p>
Chapter IV, Section 1b	<p>Nominations for district directors . . . shall be solicited by the nominating committee. The nominating committee shall prepare a separate ballot for each district in which an election is to be held and for the faculty representatives. The ballots for district directors shall contain names as solicited by the nominating committee of members whose practice is located in the geographic area of the district. The election shall be accomplished by mailing a ballot to all members in the district, however nothing shall prevent members of a district from electing a district director whose name is not on the ballot.This election procedure shall be completed at least thirty (30) days prior to the meeting of the general membership at which other officers are elected.</p>	N/A	N/A		District Directors not included in restructured governance plan
Chapter IV, Section 1b	<p>Nominations for . . . faculty representatives shall be solicited by the nominating committee. The nominating committee shall prepare a separate ballot for . . . the faculty representatives.The ballots for faculty</p>	N/A	N/A		Faculty Representatives not included in restructured governance plan

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	representatives shall be handled as stated in section 1 e of this chapter. This election procedure shall be completed at least thirty (30) days prior to the meeting of the general membership at which other officers are elected.				
Chapter IV, Section 1e	The nominating committee shall prepare ballots for the faculty representatives. One faculty representative shall be selected by the full-time family medicine faculty who hold teaching appointments within the Department of Family and Community Medicine at the Wichita campus. The other faculty representative shall be selected by the full-time family medicine faculty who hold teaching appointments within the Department of Family Medicine at the Kansas City campus.	N/A	N/A		
Chapter IV, Section 4	In the case of a tie for any District Director or Faculty Representative, the winner will be decided by a coin toss.	N/A	N/A		
N/A	N/A	Article III, Section 3.2(a)	At-Large Directors will be exclusively elected by the Members at the Annual Membership Meeting from a slate proposed by the Leadership Development Committee. Each At-Large Director will be elected to a two-year term. The terms of the At-Large Directors will be staggered to the extent possible, with one-half of the At-Large Directors being elected in even-numbered years and one-half of the At-Large Directors being elected in odd-numbered years.		Replacing District Director concept.
Chapter IV, Section 1c	The resident director shall be selected by the residents.	Article III, Section 3.2(b)	The Resident Director will be elected at the Annual Membership Meeting by a majority of the Resident Members, as that term is defined in the AAFP Bylaws, from a slate of Resident Members in good standing proposed by the Leadership		

Existing Provision	Existing Language	Proposed Provision	Proposed Language	Proposed Handbook Section	Comments
			Development Committee. Each Resident Director will be elected to a one-year term.		
Chapter IV, Section 1d	The student director shall be elected by the students.	Article III, Section 3.2(c)	The Student Director will be elected at the Annual Membership Meeting by a majority of the Student Members, as that term is defined in the AAFP Bylaws, from a slate of Student Members in good standing proposed by the Leadership Development Committee. Each Student Director will be elected to a one-year term.		
Board Meetings					
Chapter III, Section 5	The Board of Directors shall meet at least quarterly, and exercise the power and authority of the KAFP in the management of the Academy. At the time of the meetings of the general membership, the Directors will present either a verbal or written summary of actions taken.	Article III, Section 3.3	The Board will meet each year immediately following the Annual Membership Meeting of the Members, to appoint the members of any committee of the Board and to transact any other business that is properly brought before the meeting. Additional regular meetings, to transact business that is properly brought before the meeting, may be held at the date, time and place, if any, as are designated by the Board.		We recommend allowing directors to be present at meetings via electronic communication (Zoom, conference call, etc.). Whether to allow Members to attend Board meetings should be addressed in KAFP's Policies, as there could be a need to impose limitations, such as when the Board is considering closed agenda items.
Chapter III, Section 1	Notice of general or special meetings and Board of Directors Assemblies shall be given by the executive vice president to all members at least thirty (30) days prior to the day of such meeting, by electronic means, letter mailed to the member's address as it appears on the director's records or by publication in the official electronic or print publications of the organization.	Article III, Section 3.5	Written notice of a special meeting of the Board, stating the date, time and place, if any, and purpose(s) of the meeting, and the means of remote communications, if any, will be delivered to each director at least two days before the date of the meeting. Notice of regular meetings of the Board is not required.		
Chapter III, Section 2	Special meetings may be called by (1) the Board of Directors, (2) the president, or (3) by the executive vice president upon the	Article III, Section 3.4	Special meetings of the Board, for any purpose(s), may be called at any time by the President, Secretary, or any two or more		See also new Section 8.1. Place of Meetings.

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	written request of any ten (10) or more members. Special meetings will occur at a place and time to be determined by the Board of Directors.		directors. The person(s) who call the special meeting may fix the date, time and place, if any, of the meeting.		
Quorum					
Chapter III, Section 3	Fifty-one percent (51%) of the number of Board members, excluding vacancies, shall constitute a quorum at any regular or special meeting of the Board of Directors.	Article III, Section 3.6	Except as otherwise provided by applicable law, the Articles or these Bylaws, a majority of the directors then in office will be necessary to constitute a quorum for the transaction of business at any meeting of the Board and the act of a majority of the directors present and voting at any meeting at which there is a quorum will be the act of the Board. Each director is entitled to one vote and director presence or voting by proxy is not permitted. If a quorum is not present at any Board meeting, the chair of the meeting may adjourn or postpone the meeting to another date, time and place, if any, without further notice.		
Resignation & Removal					
Chapter III, Section 4	Each member of the Board shall be expected to participate in all of the scheduled Board Meetings on an annual basis. If expected participation is not achieved, the Board member in question may be interviewed by an ad hoc committee selected by the president, to consider whether that member should be asked to resign.	Article III, Section 3.7	Any director may resign at any time upon written notice to the Chairman of the Board, the President, or the Secretary. A resignation is effective upon delivery unless the resignation specifies a later effective date or an effective date determined upon the happening of an event or events. The acceptance of a resignation is not necessary to make it effective. The Board will have the exclusive authority to remove one or more directors, with or without cause, at any time, upon the affirmative vote of two-thirds of the directors then in office. Written notice of any such removal will be delivered to the director and to the President or Secretary.	Handbook will include a discussion of the duties of directors, including the duty of care, the duty of loyalty and the duty of obedience. The duty of care includes the duty to regularly attend board and committee meetings, devote appropriate time to studying board materials, and actively and appropriately participating in the board's deliberations.	We recommend allowing the directors to act to remove a fellow director by written consent, for added flexibility

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Chapter IV, Section 5b	Removal of any Board of Directors member for failure to fulfill responsibilities of the position requires a 2/3 vote of the total Board of Directors membership. This shall be by secret ballot at a regular Board of Directors meeting.	Article III, Section 3.7	Same as above.		
Vacancies					
Chapter IV, Section 3	Vacancies on the Board of Directors may be filled by the Board of Directors, provided, however, that such appointment shall terminate at the next annual meeting, at which time the nominating committee shall present a nominee for the unexpired term, if any.	Article III, Section 3.8	Vacancies on the Board will be exclusively filled by the Board and each director so elected will hold office until the sooner to occur of (a) the expiration of the term of his or her predecessor in office, if any, (b) the next election of directors, and (c) the election of his or her successor, unless he or she sooner dies, resigns or is removed. A vacancy will be considered to exist by reason of the resignation or death of a director, and newly created directorships resulting from any increase in the number of directors.		
		Article IV, Section 4.3 The Leadership Development Committee shall be responsible for developing and proposing a slate of Active Members to fill any vacancies (i) on the Board, as provided in Article III;		
Chapter IV, Section 5a	If 10% of district members petition for a recall, then a recall ballot will be issued. A 2/3 vote will result in a recall, and any vacancy occurring as the result of a recall shall be filled as provided in section 3 of this chapter.	None	None		District Directors not included in restructured governance plan.
Action without Without Meeting					
None	None	Article III, Section 3.9	Any action, required or permitted to be taken at a meeting of the Board may be taken without a meeting if all directors consent thereto in writing.		Current Bylaws do not allow the directors to act by written consent, without a meeting. We recommend allowing the directors to act without a

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					meeting, for added flexibility.
Compensation					
None	None	Article III, Section 3.10	Directors will not receive any compensation for serving as a director, but, if approved by the Board, may be reimbursed for their expenses in the performance of their duties as members of the Board or any committee of the Board.		
Committees					
Required Committees & Authority					
None	None	Article IV, Section 4.1	In addition to the standing committees of the Corporation, which will include an the Executive Committee, a and the Leadership Development Committee, and the 3Ps Committee, the Board may designate one or more additional committees of the Board, for such terms and with such powers, authority and duties as the Board authorizes and delegates; provided that no such committee will have the power or authority to: (a) authorize distributions to the Members or to the directors, officers, agents or employees of the Corporation except in exchange for value received; (b) approve or adopt, or recommend to the Members, an y action or matter expressly required by the KGCC, the Articles or these Bylaws to be submitted to the Members for approval; or (c) adopt, amend or repeal the Articles or these Bylaws.		We recommend giving the Board flexibility to establish committees as needed, as opposed to requiring specific standing committees. Updated to remove references to the 3Ps Committee, which is not a standing committee of the Board.
Chapter IV, Section 1a	. . . the nominating committee, consisting of the president-elect, vice-president and president shall prepare nominations for vacancies for the offices of president-elect, vice-president, secretary, AAFP delegate, AAFP alternate delegate and, treasurer.	Article IV, Section 4.3	The Corporation will have a Leadership Development Committee, which will consist of the (a) immediate past President (the "Past President"), who will serve as the chairperson of the Leadership Development Committee, (b) President-Elect, (c) At-Large Directors in the first year of their term, and (d) such other individuals as may be appointed by the Board,		

Existing Provision	Existing Language	Proposed Provision	Proposed Language	Proposed Handbook Section	Comments
			from time to time. The Leadership Development Committee will be responsible for developing and proposing a slate of Active Members to fill any vacancies (i) on the Board, as provided in Article III; (ii) in the offices of President-Elect, Secretary, Treasurer, as provided in Article V; and (iii) in the positions of AAFP Delegate and AAFP Alternate Delegate, as provided in the Policies.		
Chapter IV, Section 1b & 1e	Section 1b. Nominations for district directors and faculty representatives shall be solicited by the nominating committee. . . . Section 1e. The nominating committee shall prepare ballots for the faculty representatives. . . .	N/A	N/A		
Chapter VII, Section 2	The Executive Committee shall consist of the president, president-elect, vice president, immediate past president, secretary, treasurer and executive vice president. The Executive Committee shall have the authority to act for and on behalf of the Board of Directors whenever the business of the Academy demands prompt action between meetings of the Board or when it is impossible to convene the Board. A report of its actions shall be presented by the Executive Committee to the Board of Directors with an opportunity for discussion at the next meeting of the Board of Directors. Report of such actions shall also be presented at the next meeting of the general membership.	Article IV, Section 4.2	The Executive Committee will consist of the officers of the Corporation. The President will serve as the chairperson of the Executive Committee. Executive Committee will have the authority to act for and on behalf of the Board whenever the business of the Corporation demands prompt action between meetings of the Board or when it is impossible to convene the Board.		
Constitution Article VI, Section 3	The Executive Committee shall consist of the president, president-elect, vice president,	Article IV, Section 4.2	Same as above.		

Existing Provision	Existing Language	Proposed Provision	Proposed Language	Proposed Handbook Section	Comments
	immediate past president, secretary, treasurer and executive vice president and shall exercise such powers as delegated by the Board of Directors.				
Chapter VII, Section 1	Standing committees shall be appointed by the president subject to approval of the Board of Directors and shall submit reports annually or as directed. The following committees shall be appointed and with the concurrence of the Board of Directors the president may appoint such additional committees as deemed desirable: 1. Communications 2. Governmental Advocacy 3. Finance and Insurance 4. Membership and Member Services 5. Practice Enhancement 6. Professional Development	Article IV, Section 4.1	See new Article IV, Section 4.1, above.		We recommend giving the Board flexibility to establish committees as needed, as opposed to requiring specific standing committees.
Committee Meetings					
N/A	N/A	Article IV, Section 4.5 <u>4.4</u>	Regular meetings of each committee of the Board will be held on the date, and at the time and place, if any, as are designated by the		

Existing Provision	Existing Language	Proposed Provision	Proposed Language	Proposed Handbook Section	Comments
			committee. Special meetings will be called in the same manner as special meetings of the Board.		
N/A	N/A	Article IV, Section 4.6 <u>4.5</u>	At meetings of each committee of the Board, a majority of the members thereof will be necessary to constitute a quorum for the transaction of business and the act of a majority of the members present and voting at any meeting at which there is a quorum will be the act of the committee. Each member of the committee is entitled to one vote and member presence or voting by proxy is not permitted.		
N/A	N/A	Article IV, Section 4.7 <u>4.6</u>	Any action required or permitted to be taken at a meeting of a committee of the Board may be taken without a meeting if all members of the committee consent thereto in writing.		
N/A	N/A	Article IV, Section 4.8 <u>4.7</u>	A member of a committee of the Board may be removed from the committee, either with or without cause, at any time, by the Board. Resignation or removal of a director from the Board will automatically constitute resignation or removal, as applicable, of the director from the committee.		
None	None	Article IV, Section 4.9 <u>4.8</u>	A vacancy on a committee of the Board will be filled by the Board in the manner prescribed by these Bylaws for the original designation of the members of the committee.		
Officers					
Offices & Qualification					
Constitution Article VI, Section 1	The officers of this organization shall be president, president elect, vice president, secretary, immediate past-president, treasurer, and executive vice president.	Article V, Section 5.1	The officers of the Corporation will be elected from a slate proposed by the Leadership Development Committee. The elected officers of the Corporation will be a President, President-Elect, Secretary, Treasurer, Past President, and such other officers as the Board may from time to time consider necessary or		

Existing Provision	Existing Language	Proposed Provision	Proposed Language	Proposed Handbook Section	Comments
			advisable for the conduct of the business of the Corporation. Active Members in good standing will be eligible to serve as officers of the Corporation. Life Members and Supporting Members, as defined in the AAFP Bylaws, are ineligible to serve as officers of the Corporation. Each officer must at all times be a member of the Board.		
Election & Term of Office					
Chapter IV, Section 1a	At least sixty (60) days before one meeting of the general membership each year the nominating committee . . . shall prepare nominations for vacancies for the offices of president-elect, vice-president, secretary, AAFP delegate, AAFP alternate delegate and, treasurer. Nothing in these bylaws shall prevent nominations for the above offices from the floor at that meeting. . . .	Article V, Section 5.2	Officers of the Corporation will be exclusively elected by the Members at the Annual <u>Membership</u> Meeting, from a slate proposed by the Leadership Development Committee f , which will be prepared and distributed to the Members at least 60 <u>15</u> days prior to the Annual <u>Membership</u> Meeting.] The Past President will be elected by automatic succession of the President to the position of Past President, upon the expiration of the President’s term. The President will be elected by automatic succession of the President-Elect to the position of the President, upon the expiration of the President-Elect’s term. The Secretary will be elected in even-numbered years and the Treasurer will be elected in odd-numbered years.		Updated to provide that slate of officers will be prepared and distributed to the Members at least 15 (as opposed to 60) days before the annual Membership Meeting.
Chapter IV, Section 1a	. . . Election of these offices shall be by majority vote of the members present and voting at that meeting.	Article II, Section 2.6	. . . In all matters the affirmative vote of a majority of the Members entitled to vote, present in person or represented by proxy, at the meeting at which a quorum is present , will be the act of the Members, unless the vote of a greater number is required under these Bylaws, the Articles or applicable law. . . .		Updated to allow voting by proxy and to clarify that all action must be taken at a meeting of the Members at which a quorum is present.
Chapter IV, Section 2a	The term of office for the president, president-elect, vice-president and secretary shall be for one (1) year, or until their	Article V, Section 5.3	The Past President, President and President-Elect will each serve a one-year term. A Member may serve only one term each as Past President, President and President- Elect. Each		Updated to reflect that officers’ terms will commence on the January 1st following the Membership Meeting at

Existing Provision	Existing Language	Proposed Provision	Proposed Language	Proposed Handbook Section	Comments
	qualified successors be elected.		officer's term will commence upon the adjournment of the Annual <u>on January 1st of the year following the Membership Meeting</u> at which the officer is elected, and <u>will</u> expire upon the adjournment of the first or second Annual Meeting <u>on December 31st of the year in which he or she takes office, or on December 31st of the following year</u> , as applicable, after taking office or until his or her successor is elected, unless he or she sooner dies, resigns or is removed.		which the officer is elected.
Chapter IV, Section 2b	The term of office for treasurer shall be for three (3) years. Consecutive terms are allowed. Nominees for treasurer shall be active members of this organization.	Article V, Section 5.3	. . . The Secretary and Treasurer will each serve two- year terms. A Member may serve two terms as the Secretary and three terms as the Treasurer of the Corporation. Each officer's term will commence upon the adjournment of the Annual <u>on January 1st of the year following the Membership Meeting</u> at which the officer is elected, and <u>will</u> expire upon the adjournment of the first or second Annual Meeting <u>on December 31st of the year in which he or she takes office, or on December 31st of the following year</u> , as applicable, after taking office or until his or her successor is elected, unless he or she sooner dies, resigns or is removed.		Updated to reflect that officers' terms will commence on the January 1st following the Membership Meeting at which the officer is elected.
Chapter IV, Section 2c	The term of office for AAFP delegates and alternates shall be for two (2) years or until their successor be elected. One (1) AAFP delegate and one (1) alternate shall be elected each year . Consecutive terms are allowed.	N/A	N/A	(a) Election. The Corporation will have two AAFP Delegates and two AAFP Alternate Delegates at all times. One AAFP Delegate and one AAFP Alternate Delegate will be elected by the Board in each even-numbered year, from a slate proposed by the Leadership	

Existing Provision	Existing Language	Proposed Provision	Proposed Language	Proposed Handbook Section	Comments
				<p>Development Committee. In each odd-numbered year, (i) one AAFP Delegate will be elected by the Board, from a slate proposed by the Leadership Development Committee, and (ii) one AAFP Alternate Delegate will be appointed by the President.</p> <p>(b) <u>Term</u>. Each AAFP Delegate will serve a two-year term, such that the terms of the AAFP Delegates will be staggered so that one AAFP Delegate will be elected each year, and the term of one AAFP Delegate will end each year. An AAFP Alternate Delegate elected by the Board in an even-numbered year will also serve a two year term. An AAFP Alternate Delegate appointed by the President in an odd numbered year will serve a one-year term.</p>	
Chapter IV, Section 2d	The term of office for elected district directors . . . shall be for two (2) years, or until their successors be elected. Directors from odd-numbered districts shall be elected on odd-numbered years. Directors from even-numbered districts shall be elected on even-numbered years. Election will be	N/A	N/A		See Article III, Section 3.2(a) for election and term of office of At-Large Directors

Existing Provision	Existing Language	Proposed Provision	Proposed Language	Proposed Handbook Section	Comments
	accomplished prior to the annual meeting by mail ballot. Consecutive terms are allowed.				
Chapter IV, Section 2d	The term of office for . . . faculty representatives shall be for two (2) years, or until their successors be elected.....Election will be accomplished prior to the annual meeting by mail ballot. Consecutive terms are allowed.	N/A	N/A		
Powers & Duties					
None	None	Article V, Section 5.4	The officers of the Corporation will have such powers and perform such duties in the management of the business of the Corporation as may be designated from time to time by, and subject to the direction and supervision of, the Board and, in the case of the officers other than the President, the President. Unless otherwise provided by the Board, those powers and duties will include the following:		
Chapter V, Section 1	The immediate past president shall be a member of the executive committee and shall be chair of the Board of Directors.	Article V, Section 5.4(a)	The Past President will serve as the Corporation's representative to the KAFP Foundation's Board of Trustees, and and will preside at meetings in the absence of the President.		
Chapter V, Section 2	The president shall be a member of the executive committee, and shall preside at all general business meetings of the organization. The president shall be a member of the Board of Directors and shall preside at its meetings in the absence of the immediate past president.	Article V, Section 5.4(b)	The President will be the chairperson of the Board and will be responsible for general management and control in the ordinary course of the business of the Corporation. The President may execute and deliver, in the name and on behalf of the Corporation, agreements, instruments and documents of any kind or character (i) in the ordinary course of business and (ii) otherwise as authorized and directed by the Board. The President may appoint or employ and discharge agents and employees of the Corporation, and fix their compensation, as he or she considers necessary or advisable for the		

Existing Provision	Existing Language	Proposed Provision	Proposed Language	Proposed Handbook Section	Comments
			conduct of the business of the Corporation. Unless otherwise directed by the Board, the President will be entitled to attend in person, by substitute, or by proxy and act and vote on behalf of the Corporation at all meetings of the owners or members of any company in which the Corporation holds a voting interest or membership. The President-Elect will assume and perform the duties of the President at the request, or in the absence, of the President.		
Chapter V, Section 3	The president-elect shall be a member of the Board of Directors and executive committee and shall preside at the meetings in the absence of both the immediate past president and the president. The president-elect shall automatically become president the year following his/her term of president-elect. In the event of the president's death or resignation during his/her term of office, the president-elect shall succeed to the office of the president for the unexpired portion of the term.	Article V, Section 5.4(c)	The President-Elect will preside at meetings in the absence of both the Past President and the President. In the event of the President's death or resignation during his or her term of office, the President-Elect will succeed to the office of the President for the unexpired portion of the term.		
Chapter V, Section 4	The vice president shall be a member of the Board of Directors and executive committee and shall serve as Parliamentarian for the Board of Directors. The vice president shall automatically become president elect the year following his/her term of vice president.	N/A	N/A		Position not include in governance restructure plan.
Chapter V, Section 5	The secretary shall be reviewer of the minutes of the organization, and be a member of the Board of Directors and executive committee. He/she and the treasurer shall cause the financial records of the organization to be reviewed annually by a Certified Public Accountant and make	Article V, Section 5.4(d)	The Secretary will be responsible for keeping the minutes of the proceedings at all meetings of the Board. The Secretary will see that all notices required to be given to the Board and Members are given in accordance with these Bylaws or as required by applicable law. The Secretary will assume and perform the duties of the President		Annual review or audit of financial statements by accountant should be moved to a policy.

Existing Provision	Existing Language	Proposed Provision	Proposed Language	Proposed Handbook Section	Comments
	available the results of this review to the Board of Directors.		Elect at the request, or in the absence, of the President-Elect.		
Chapter V, Section 6	The treasurer shall be the custodian of all funds of the organization and shall be a member of the Board of Directors and the executive committee.	Article V, Section 5.4(e)	<u>The Treasurer will have active control of and will be responsible for all matters pertaining to the accounts and finances of the Corporation. The Treasurer will have charge of the corporate funds and securities and will keep a record of and account for those funds, security and other property and indebtedness of the Corporation.</u> The Treasurer will be the custodian of all of the Corporation's funds and other assets. [The Treasurer will be bonded in an amount fixed by the Board of Directors, the premium thereon to be paid by <u>prepared at all times to give information as to the condition of the Corporation and will make a detailed annual report of the entire business and financial condition of the Corporation.] The Treasurer will also perform, under the direction and subject to the control of the President and the Board, any other duties assigned to the Treasurer. Upon approval by the Board, the Treasurer may delegate to employees of the Corporation the Treasurer's duties</u>		<u>Updated to delete bond requirement and fact that the Treasurer does not have custody of all of the Corporation's funds and assets, and to clarify the Treasurer's role.</u>
Chapter V, Section 7	The Board of Directors may appoint an executive vice president, who may be, but need not be, a member of this organization, for a term and stipend, to be determined by the Board. He/she shall perform such duties of the officers as assigned by the Board of Directors and such other duties as the Board of Directors may permit. He/she shall not be entitled to vote unless he/she is a member of the Academy.	N/A	N/A		Position not included in governance restructure.
Chapter V, Section 8	The treasurer and executive vice president	Article V, Section	See Article V, Section 5.4(e), above.		

Existing Provision	Existing Language	Proposed Provision	Proposed Language	Proposed Handbook Section	Comments
	shall be bonded in an amount fixed by the Board of Directors, the premium thereon to be paid by the organization.	5.4(e)			
None	None	Article V, Section 5.5	Resignation; Removal. Any officer of the Corporation may resign at any time upon written notice to the President or the Secretary, if such officer is not the resigning officer. A resignation is effective upon delivery unless the resignation specifies a later effective date or an effective date determined upon the happening of an event or events. The acceptance of the resignation will not be necessary to make it effective. The Members Board will have the exclusive authority to remove one or more officers, at any time and with or without cause, but that removal will be without prejudice to the contract rights, if any, of the person so removed. The election of an officer does not itself create contract rights. Removal or resignation of a director pursuant to Section 3.7 will automatically constitute removal or resignation, as applicable, of the director from any position that he or she holds as an officer of the Corporation.		
Chapter IV, Section 1a	At least sixty (60) days before one meeting of the general membership each year the nominating committee, consisting of the president-elect, vice-president and president shall prepare nominations for vacancies for the offices of president-elect, vice-president, secretary, AAFP delegate, AAFP alternate delegate and, treasurer.	Article V, Section 5.6	A vacancy in an office occasioned by the death, resignation, or removal of the officer, or the increase in the number of officers, will be exclusively filled by the Members, other than a vacancy in the office of the (a) Past President, which will be filled by automatic succession of the President to the position of Past President, or (b) President, which will be filled by automatic succession of the President-Elect to the position of President. The person elected to fill a vacancy will serve until the sooner to occur of (i) the expiration of the term of his or her predecessor		

Existing Provision	Existing Language	Proposed Provision	Proposed Language	Proposed Handbook Section	Comments
			in office, if any, (ii) the next election of officers, and (iii) the election of his or her successor, unless he or she sooner dies, resigns or is removed.		
None	None	Article V, Section 5.7	Compensation. Officers will not receive any compensation for serving as an officer, but, if approved by the Board, may be reimbursed for their expenses in the performance of their duties as officers.		

Miscellaneous Provisions

Ethics

Chapter VI, Section 1	The principles of medical ethics of this organization shall be the same as the principles of medical ethics as specified in the Bylaws of the American Academy of Family Physicians.			Consistent with the directors' fiduciary duties and the Corporation's commitment to the highest standards of conduct, the Board has adopted a Code of Ethics for Directors, which sets forth the Board's expectations in this regard and is intended to focus each director on areas of ethical and fiduciary risk, including conflicts of interest, confidentiality and compliance with laws. It also provides mechanisms for reporting and addressing conduct contrary to those standards.	See Article II, Section 2.1
Chapter VI, Section 2	If any member of this organization is believed to have violated the Principles of Medical Ethics or the Bylaws of this Academy or to be otherwise guilty of conduct justifying censure, suspension, or expulsion of this organization,				See Article II, Section 2.1

Existing Provision	Existing Language	Proposed Provision	Proposed Language	Proposed Handbook Section	Comments
	any member may file charges against such individuals in accordance with the provisions of the Bylaws of the American Academy of Family Physicians.				
Amendments					
Chapter VIII, Section 1	Any five or more members or a special committee may propose amendments to these Bylaws by submitting the same to the executive vice president in writing, at least sixty (60) days prior to any regular or special meeting. Written or printed notice of such amendments shall be given by the executive vice president to all members at least thirty (30) days prior to the meeting at which the amendments are to be considered. An affirmative vote of at least two-thirds (2/3) of the members present and voting shall constitute adoption. Amendments to the Constitution and Bylaws of this chapter shall be submitted in writing to the American Academy of Family Physicians not later than 30 days following adoption. Those amendments relating solely to the internal structure and organization of the constituent chapter and which do not address issues specifically addressed in the Bylaws of the AAFP, may be implemented immediately upon adoption by the constituent chapter, but shall be subject to review by the Board of Directors of the AAFP. Amendments other than those addressed in the preceding sentence shall not be of any force or effect until they have been approved by the Board of Directors of the AAFP; provided, however, that if the AAFP Board fails to provide written objection to any	Article VIII, Section 8.6 <u>Amended and Restated Certificate of Incorporation</u>	Any five or more Members or a special committee appointed for such purpose may propose amendments to these Bylaws by submitting the same to the President, in writing, at least 60 days prior to the Annual Meeting or any special meeting of the Members. Written or printed notice of such amendments will be given to all Members at least 30 days prior to the meeting at which a vote to adopt such amendments will be held. An <u>The Board, acting by the affirmative vote of at least two-thirds of the Members entitled to vote thereon will be required to adopt an amendment to these Bylaws all directors then in office, will have the power to make, and from time to time alter, amend, or repeal the Bylaws; provided, however, that (i) the members of the Corporation will have the paramount power to alter, amend and repeal the Bylaws or adopt new Bylaws, and (ii) if and to the extent the members exercise that power, the Board will not thereafter suspend, alter, amend or repeal the Bylaws, or portions thereof, adopted by the members, unless, in adopting those Bylaws, or portions thereof, the members otherwise provide.</u> Any amendment to these <u>the</u> Bylaws will be subject to the relevant provisions of the AAFP Bylaws.	<u>We recommend including the procedures for seeking approval of a bylaw amendment in a separate policy.</u>	Legal counsel recommends provisions for amendment of the Bylaws from the Bylaws and instead including this language in Amended and Restated Certificate of Incorporation of KAFP. We also recommend giving the Board the <u>authority to amend the Bylaws, however, giving the Board the</u> power to amend the bylaws would require <u>requires</u> an amendment to KAFP's Articles of Incorporation, as this

Existing Provision	Existing Language	Proposed Provision	Proposed Language	Proposed Handbook Section	Comments
	amendment within 90 days of receiving such amendment, it may be considered to be approved.				power must be conferred on the Board in the Articles of Incorporation. Note that giving the Board the power to amend the Bylaws does not limit the power of the Members to do so a well.
Indemnification					
Constitution, Article X	The Kansas Academy of Family Physicians shall fully indemnify, hold harmless and defend its directors, officers, or members of committees from and against all claims, demands, actions, suits, damages, liabilities, losses, settlements, judgments, costs and expenses (including but not limited to reasonable attorney’s fees and costs), whether or not involving a third party claim, which arise out of or relate to any action, suit or proceeding to which the director, officer or committee member may be made a party by reason of being or having been performed in a capacity for the Kansas Academy of Family Physicians.	Article VI (Sections 6.1–6.16)	Subject to Section 6.3, the Corporation will indemnify, to the fullest extent permitted by the KGCC or any other applicable law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director or officer of the Corporation or any predecessor of the Corporation, or he or she is or was a director or officer of the Corporation serving at the request of the Corporation as a director, trustee, officer, employee or agent of another company, against expenses (including attorneys’ fees,) judgments, penalties, excise taxes, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, including the defense or settlement thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct		

Existing Provision	Existing Language	Proposed Provision	Proposed Language	Proposed Handbook Section	Comments
			was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, will not, of itself, create a presumption that he or she did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, he or she had reasonable cause to believe that his or her conduct was unlawful.		
Component Chapters					
Constitution, Article VII, Section 1	Component chapters of this organization may be formed in counties or regions of this state or contiguous thereto. All members of a component chapter must be members of the Kansas Constituent Chapter. The constitution and bylaws, rules and regulations of such component chapters shall be subject to the approval of the Board of Directors of this organization and shall be consistent with the constitution and bylaws of this organization and the American Academy of Family Physicians. Members residing in the counties or regions contiguous to this state may be enrolled in this organization when such is approved by the American Academy of Family Physicians.	N/A	N/A	Component chapters of the Corporation may be formed in counties or regions of the State of Kansas or states contiguous thereto. All members of a component chapter of the Corporation must be Members of this Corporation. The articles and bylaws, rules and regulations of such component chapters shall be subject to the approval of the Board of Directors of the Corporation and shall be consistent with the Articles and Bylaws of KAFP, as well as the AAFP Bylaws. Members residing in the counties or regions contiguous to the State of Kansas may become Members of the	

Existing Provision	Existing Language	Proposed Provision	Proposed Language	Proposed Handbook Section	Comments
				Corporation, upon the approval of AAFFP.	
Corporate Records					
Chapter IX, Section 1	The minutes of the proceedings of the Board of Directors, the membership list, and the financial accounts shall be open to inspection upon written demand of any member, at any reasonable time, and shall be produced at any time when requested by demand of ten percent of members present at any meeting. Demand of inspection other than at a meeting of the members, shall be in writing to the president or the office of the executive vice president of the Academy.	Article VIII, Section 8.4	The Board and its committees will keep regular minutes of their proceedings, which minutes must be prepared and submitted to the Board or committee, as applicable, for approval by the later of the next meeting of the Board or committee, as applicable, and 60 days after the date of the meeting. In addition, committees of the Board will report the minutes to the Board in accordance with these Bylaws and when so required by the Board.		
Annual Report					
Chapter X, Section 1	The Directors will present a balance sheet, together with a statement of the income and profit loss for the fiscal year at the meeting of the general membership of the Academy.	None	None	The Board is responsible for the overall financial health of the Corporation, including ensuring that the Corporation is adequately funded and that its assets are safeguarded and being used responsibly and effectively in furtherance of its mission. This responsibility requires the board to (i) review and approve the Corporation's annual operating budget before the start of the next fiscal year, (ii) review the Corporation's periodic financial reports in order to monitor budget compliance and	

Existing Provision	Existing Language	Proposed Provision	Proposed Language	Proposed Handbook Section	Comments
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<u>Place of Meetings</u>					
<u>Constitution Article V, Section 1</u>	<u>A general business meeting of the membership of this organization shall be held at least annually at a time and place to be determined by the Board of Directors. Special meetings may be called as provided in the Bylaws.</u>	<u>Article VIII, Section 8.1</u>	<u>Any meeting of the Members, Board or committee of the Board may be held at the principal office of the Corporation, or at such other place within or outside of the State of Kansas as determined by the Board, committee or President, as applicable. The Board, committee or President, as applicable, may determine that a meeting will not be held at any place, but may instead be held solely by means of remote communication as authorized by Section 7.1.</u>		
<u>Chapter III, Section 2</u>	<u>Special meetings may be called by (1) the Board of Directors, (2) the president, or (3) by the executive vice president upon the written request of any ten (10) or more members. Special meetings will occur at a place and time to be determined by the Board of Directors.</u>				

Summary report: Litera Compare for Word 11.2.0.54 Document comparison done on 8/18/2022 9:29:11 AM	
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Intelligent Table Comparison: Active	
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Modified DMS: iw://usa-dms.onefirm.law/USA/605254596/4	
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Delete	67
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<u>Move To</u>	0
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Table moves from	0
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Embedded Excel	0
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