

**BYLAWS of the**  
**PENNSYLVANIA ACADEMY OF FAMILY PHYSICIANS FOUNDATION**

**ARTICLE I**  
**Purposes**

As the educational, research and philanthropic arm of the Pennsylvania Academy of Family Physicians, the Pennsylvania Academy of Family Physicians Foundation is dedicated to improving the health of every Pennsylvanian.

The purposes of the Pennsylvania Academy of Family Physicians Foundation (hereinafter referred to as the "Foundation"), as stated in its Articles of Incorporation, are exclusively charitable, educational, literary and scientific, including the following:

- A. To generate resources to foster innovative strategies and programs in education, research and philanthropy consistent with the unique nature of family medicine;
- B. To support educational and research activities which ultimately result in improved patient care;
- C. To educate the public on family-centered health issues and provide public services to aid Pennsylvania families;
- D. To support educational activities that expose medical students and residents to the profession of family medicine;

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 Foundation 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 II**  
**Offices**

The Foundation shall conduct business at such locations as determined by the Board of Trustees.

**ARTICLE III**  
**Members**

Section 1. Voting Membership.

(a) Members of the Board of Directors of the Pennsylvania Academy of Family Physicians shall be voting members of the Foundation.

(b) Voting Limitations. Any physician who ceases to be a member of the Board of Directors of the Pennsylvania Academy of Family Physicians shall immediately cease to be a voting member of the Foundation. Voting membership in the Foundation is not transferable or assignable, nor shall there be any proxy voting permitted.

Section 2. Non-Voting Membership.

(a) Any individual who makes a contribution on an annual basis to the Foundation shall be a non-voting member of the Foundation.

(b) Any business entity, whether organized or operated as a corporation, a partnership, a proprietorship or otherwise, may apply for non-voting corporate membership in the Foundation. All applicants must be approved by two-thirds of a majority vote of the Board of Trustees. Upon approval of such application by the Board of Trustees and the payment of dues by such applicant as required for the category of membership for which application is made, such applicant shall be a non-voting corporate member of the Foundation. The Board of Trustees may establish categories of non-voting corporate memberships and shall establish from time to time dues and other requirements applicable to such type of membership and to each category thereof. Non-voting corporate members shall not be entitled to any vote on any matter of or pertaining to the Foundation.

**ARTICLE IV**  
**Meetings of Voting Members**

Section 1. Annual Meeting.

An annual meeting of the voting members of the Foundation shall be held for the purpose of the installation of trustees and for the transaction of such other business as may come before the meeting. Unless otherwise ordered by the Board of Trustees said annual meetings shall be held at the call of the President of the Foundation, at the time and place designated in such call. The President of the Foundation shall endeavor (but shall not be required) to arrange for such annual meeting to be held in conjunction with the annual meeting of the Pennsylvania Academy of Family Physicians.

Section 2. Special Meetings.

Special Meetings of the voting members may be called either by the President of the Foundation, the Board of Trustees of the Foundation. Any authorized person or persons calling a special meeting of voting members may designate the time and place therefor in such call.

Section 3. Time and Place of Meeting.

Meetings shall be held at such time and at such place as the Board shall determine.

Section 4. Notice of Meeting.

Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally by mail, or electronically to each member entitled to vote at such meeting by the direction of the President or the Secretary of the Foundation, or the persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed delivered when deposited in the United States mail addressed to the member's address as it appears on the records of the Foundation, with postage thereon paid. Any member may waive notice of any meeting.

Section 5. Quorum.

A majority of the voting members shall constitute a quorum at any meeting. If a quorum is not present at any meeting of voting members, a majority of the voting members present may adjourn the meeting from time to time without further notice.

**ARTICLE V**  
**Board of Trustees**

Section 1. General Powers.

The Board of Trustees shall set strategic direction, shall have fiduciary responsibility for the business, property, and funds of the Foundation, and shall supervise the Executive Vice President.

Section 2. Number, Tenure, Qualifications, (Vacancy) and Voting Status of Trustees.

(a) Number and Tenure. The Board of Trustees shall be the members of the Board of Directors of the Pennsylvania Academy of Family Physicians. Any vacancy in the seat of a trustee shall be filled by an individual properly appointed in accordance with the Bylaws of the Pennsylvania Academy of Family Physicians.

Section 3. Removal of Trustees.

Any trustee may be removed in accordance with the Bylaws of the Pennsylvania Academy of Family Physicians.

Section 4. Trustees' Duties and Obligations.

(a) Standard of Care. A trustee of the Foundation shall stand in a fiduciary relation to the Foundation and shall perform their duties as a trustee, including their duties as a member of any committee of the Board upon which they may serve, in good faith, in a manner they reasonably believes to be in the best interests of the Foundation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing their duties, a trustee shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (i) One or more officers or employees of the Foundation whom the trustee reasonably believes to be reliable and competent in the matters presented.
- (ii) Counsel, public accountants or other persons as to matters which the trustee reasonably believes to be within the professional or expert competence of such person.
- (iii) A committee of the Board upon which they do not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the trustee reasonably believes to merit confidence.

A trustee shall not be considered to be acting in good faith if they have knowledge concerning the matter in question that would cause their reliance to be unwarranted.

(b) Consideration of Factors. In discharging the duties of their respective positions, the Board of Trustees, committees of the Board and individual trustees may, in considering the best interests of the Foundation, consider the effects of any action upon employees, upon suppliers and customers of the Foundation, and upon communities in which offices or other establishments of the Foundation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of the standards set forth in Subsection (a) above.

(c) Presumption. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a trustee or any failure to take any action shall be presumed to be in the best interests of the Foundation.

Section 5. Regular Meetings.

An annual meeting of the Board 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 Board, said annual meeting shall be held at a time and place to be designated by the President of the Foundation. The Board may provide by resolution for holding additional regular meetings of the Board at any time and place.

Section 6. Special Meetings.

Special meetings of the Board may be called by the President of the Foundation. Any authorized person or persons calling a special meeting of the Board shall designate the time and place therefore in such call, and any call without such designation shall be invalid and of no effect.

Section 7. Notice.

Notice of any meeting of the Board shall be by written notice delivered personally, sent by mail or telegram or electronically to each trustee at their address as shown by the records of the Foundation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed delivered when the telegram is delivered to the telegram company.

Section 8. Quorum.

A majority of the voting members shall constitute a quorum at any meeting. If a quorum is not present at any meeting of voting members, a majority of the voting members present may adjourn the meeting from time to time without further notice.

Section 9. Compensation.

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

Section 10. Executive Committee.

The Board, by resolution adopted by a majority of the trustees in office, may designate and appoint an Executive Committee which shall consist of the President, Secretary, Treasurer and Executive Vice President and which between meetings of the Board shall have and exercise the power and authority of the Board. The Board may withdraw or limit the powers of the Executive Committee at any time, and, subject to any rights created in outside parties, may amend or rescind any action taken by the Executive Committee. If any member of the Executive Committee shall cease to be a trustee, they shall also cease to be a member of the Executive Committee.

Section 11. Other Committees.

Other committees not having or exercising the authority of the Board may be designated by resolution adopted by a majority of the trustees present at a meeting at which a quorum is present. Persons may be designated as committee members who are not members of the Foundation or the Board.

Section 12. Virtual Meetings.

Any meeting of the Foundation may be conducted electronically so long as all of the members participating in the meeting can hear its proceedings. Meetings of the Board of Trustees may also be held electronically; however the means by which the meeting is facilitated must allow for active debate and participation by each of the board members.

Section 13. Actions without Formal Meeting.

Any action required to or which may be taken at any meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds of the members of the Board.

Section 14. Interested Trustee or Officer Contracts.

A contract or transaction between the Foundation and any one or more of its trustees or officers or between the Foundation and another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture,

trust or other enterprise in which one or more of the Foundation's trustees or officers are trustees or officers or have a financial or other interest, shall be conducted in accordance with the Foundation's Conflict of Interest Policy which shall be adopted by the Trustees and updated from time to time.

Section 15. Limitation of Personal Liability of Trustee.

To the fullest extent that the laws of the Commonwealth of Pennsylvania, as in effect on the date of the adoption of this Section 15, or as such laws are thereafter amended, permit elimination or limitation of the liability of trustees, no trustee of the Foundation shall be personally liable as such for monetary damages for any action taken, or any failure to take any action, as a trustee. Any amendments or repeal of this Section 15 or adoption of any other provision of these Bylaws or the Foundation's Articles of Incorporation which have the effect of increasing trustee liability shall operate prospectively only and shall not have any effect with respect to any action taken, or failure to act, prior to the adoption of such amendment, repeal or other provision.

**ARTICLE VI**  
**Officers**

Section 1. Officers.

The officers of the Foundation shall be a President, a Secretary and a Treasurer.

Section 2. Qualifications, Elections and Terms of Office.

The officers shall be members and trustees of the Foundation.

The President shall be elected by the voting members of the Pennsylvania Academy of Family Physicians at the Annual Meeting. The President shall serve a one-year term. The Secretary and Treasurer shall be the Secretary and Treasurer of the Pennsylvania Academy of Family Physicians provided, however, that each officer shall hold office until their successor shall have been duly elected and qualified unless such officer shall have ceased to meet the qualifications for office. In the event the President, Secretary or Treasurer shall cease to meet the qualifications of office, their term of office shall expire immediately.

Section 3. Duties of Officers.

Duties of the Officers shall occur in accordance with the Bylaws of the Pennsylvania Academy of Family Physicians.

Section 4. Executive Vice President.

The Executive Vice President (EVP) of the Pennsylvania Academy of Family Physicians shall also serve as the Executive Vice President and Secretary of the Foundation. The EVP shall perform such duties as the title of the office ordinarily connotes and such duties of the Treasurer as may be assigned to them by the Board. The EVP shall also serve as Secretary and keep or cause to be kept an accurate record of the minutes and transactions of the Board and all committees thereof. The EVP shall supervise all other employees and agents of the Foundation and have such other powers and duties as may be prescribed by the Board or by these Bylaws.

Section 5. Removal.

Any officer may be removed from office in accordance with the Bylaws of the Pennsylvania Academy of Family Physicians.

Section 6. Vacancies.

An existing vacancy in any office may be filled in accordance with the Bylaws of the Pennsylvania Academy of Family Physicians.

Section 7. Standard of Care.

Subject to any contrary provision contained in the Foundation's Articles of Incorporation, an officer of the Foundation shall perform their duties as an officer in good faith, in a manner they reasonably believes to be in the best interests of the Foundation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. A person who so performs their duties shall not be liable by reason of having been an officer of the Foundation.

**ARTICLE VII**  
**Indemnification of Trustees, Officers and Employees**

Section 1. Right to Indemnification.

Except as prohibited by law, every trustee and officer of the Foundation shall be entitled as of right to be indemnified by the Foundation against all expenses, liability and loss (including without limitation, attorney's fees, judgments, fines, taxes, penalties and amounts paid in settlement) paid or incurred by such person in connection with any actual or threatened claim, action, suit or proceeding, civil, criminal, administrative, investigative or other, whether brought by or in the right of the Foundation or otherwise, in which they may be involved, as a party or otherwise, by reason of such person being or having been a trustee or officer of the Foundation or by reason of the fact such person is or was serving at the request of the Foundation as a trustee, officer, employee, fiduciary or other representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, employee benefit plan or other entity or enterprise (such claim, action, suit or proceeding hereinafter being referred to as an "Action"); provided, that no such right of indemnification shall exist with respect to an Action brought by an Indemnitee (as hereinafter defined) against the Foundation except as provided in the last sentence of this Section 1. Persons who are not trustees or officers of the Foundation may be similarly indemnified in respect of service to the Foundation to the extent the Board at any time denominates any of such persons as entitled to the benefits of this Article VII. As used in this Article VII, "Indemnitee" shall include each trustee and officer of the Foundation and each other person of this Article VII. An Indemnitee shall be entitled to be indemnified pursuant to this Section 1 for expenses incurred in connection with any Action brought by such Indemnitee against the Foundation only if the Action is a claim for indemnity or expenses under Section 3 of this Article VII or otherwise and either

- (i) the Indemnitee is successful in whole or in part in the Action for which expenses are claimed or
- (ii) the indemnification for expenses is included in a settlement of the Action or is awarded by a court.

Section 2. Right to Advancement of Expenses.

Every Indemnitee shall be entitled as of right to have their expenses in any Action (other than an Action brought by such Indemnitee against the Foundation) paid in advance by the Foundation prior to final disposition of such Action, subject to any obligation which may be imposed by law or by provision of the Foundation's Article of Incorporation, these Bylaws, an agreement or otherwise to reimburse the Foundation in certain events.

Section 3. Right of Indemnitee to Initiate Action.

If a written claim under Section 1 or Section 2 of this Article VII is not paid in full by the Foundation within thirty days after such claim has been received by the Foundation, the Indemnitee may at any time thereafter initiate an Action against the Foundation to recover the unpaid amount of the claim and, if successful in whole or in part, the Indemnitee shall also be entitled to be paid the expenses of prosecuting such Section 1 or 2 Action. It shall be a defense to any Action to recover a claim under Section 1 of this Article VII that the Indemnitee's conduct was

such that under Pennsylvania law the Foundation is prohibited from indemnifying the Indemnitee for the amount claimed, but the burden of proving such defense shall be on the Foundation. Neither the failure of the Foundation (including its Board of Trustees, independent legal counsel and its voting members) to have made a determination prior to the commencement of such Section 1 or 2 Action that indemnification of the Indemnitee is proper in the circumstances, nor an actual determination by the Foundation (including its Board of Trustees, independent legal counsel or its voting members) that the Indemnitee's conduct was such that indemnification is prohibited by law.

Section 4. Insurance and Funding.

The Foundation may purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against such expense, liability or loss asserted or incurred by such person in connection with any Action, whether or not the Foundation would have the power to indemnify such person against such expense, liability or loss by law or under the provisions of this Article VII. The Foundation may create a trust fund, grant a security interest, cause a letter of credit to be issued or use other means (whether or not similar to the foregoing) to ensure the payment of such sums as may become necessary to effect indemnification as provided herein.

Section 5. Non-Exclusivity; Nature and Extent of Rights.

The rights of indemnification and advancement of expenses provided for in this Article VII

(i) shall not be deemed exclusive of any other rights, whether now existing or hereafter created, to which any Indemnitee may be entitled under the Foundation's Articles of Incorporation or these Bylaws, any agreement, any vote of voting members or trustees or otherwise,

(ii) shall be deemed to create contractual rights in favor of each Indemnitee,

(iii) shall continue as to each person who has ceased to have the status pursuant to which they are entitled or was denominated as entitled to indemnification hereunder and shall inure to the benefit of the heirs and legal representatives of each Indemnitee, and

(iv) shall be applicable to Actions commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.

The rights of indemnification provided in this Article VII may not be amended or repealed so as to limit in any way the indemnification or the right to advancement of expenses provided for herein with respect to any acts or omissions occurring prior to the adoption of any such amendment or repeal.

**ARTICLE VIII**  
**Books and Records**

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

**ARTICLE IX**  
**Seal**

The Board shall provide a corporate seal which shall be in the form of a logo-type and have inscribed thereon the name of the Foundation.

**ARTICLE X**  
**Waiver of Notice**

Whenever any notice whatever is required to be given under the provisions of the Non-Profit Corporation Law of Pennsylvania or under the provisions of the Articles of Incorporation or the Bylaws of the Foundation, a 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 XI**  
**Amendments to Bylaws**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by two-thirds of the voting members, provided that at least thirty-days written notice, fax or electronically by the Executive Vice President is given of the intention to alter, amend or repeal or to adopt new Bylaws at the meeting at which such changes are made.

**ARTICLE XII**  
**Dissolution**

Upon the dissolution of the Foundation, the Board shall, after paying or making provisions for the payment of any and all liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purpose of the Foundation in such manner, to such organization or organizations organized and operating exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law, as the Board shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XIII**  
**Authority**

The Current Edition of Sturgis Rules of Order shall control all parliamentary procedures of the annual and special meetings of the Foundation, its Board of Trustees and Executive Committee except when these Rules are in conflict with the Bylaws of the Foundation.

AMENDED by the Board of Directors on the 21st day of April 2023.