

**PENNSYLVANIA CHAPTER
AMERICAN ACADEMY OF PEDIATRICS**

CONSTITUTION AND BYLAWS

CONSTITUTION

ARTICLE I. NAME

Section 1. The name of this organization shall be the Pennsylvania Chapter of the American Academy of Pediatrics, hereafter referred to as the Chapter.

Section 2. The Chapter shall be the state affiliate of the national organization known as the American Academy of Pediatrics, a national organization whose headquarters is located in Illinois.

ARTICLE II. ORGANIZATION

Section 1. The Chapter shall be incorporated under the laws of the Commonwealth of Pennsylvania as a non-profit entity, tax exempt organization, within the meaning of Section 501(c)(3) of the Internal Revenue Code ("Code"). This organization shall be organized exclusively for charitable, educational and scientific purposes.

Section 2. The Chapter shall adopt a Constitution and Bylaws not in conflict with those of the American Academy of Pediatrics, hereinafter referred to as the Academy.

Section 3. The general management of the Chapter shall be vested in the members of the Executive Board of Directors which shall have the same duties and powers as the directors of a duly incorporated organization in the Commonwealth of Pennsylvania.

Section 4. The registered office of the Chapter shall be at the address of the Executive Director or such other places as the Executive Board may from time to time assign or the business of the Chapter may require.

Section 5. In the event of dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any prior or future Internal Revenue Code, or to the Federal, State or local government, for use exclusively for a public purpose.

Section 6. The fiscal year of the Chapter shall commence on July 1 and terminate on June 30th.

ARTICLE III. GOALS AND PURPOSES

The primary goal of the Chapter shall be the instruction of health care professionals, public and private organizations and the general public to improve the health care of infants, children, adolescents and young adults

The Chapter shall:

1. Foster measures and conduct activities directed toward establishing and maintaining the highest quality and acceptability in the delivery of health care to infants, children, adolescents and young adults;
2. Conduct and encourage programs designed to maintain and increase the effectiveness of all those who provide health care to infants, children, adolescents and young adults;
3. Encourage the development of high quality pediatric educational programs for students and health professionals at all levels of education and experience;
4. Support and encourage programs designed to improve the health and health care of infants, children, adolescents and young adults;
5. Encourage and support the membership in their efforts to improve the health and welfare of infants, children, adolescents and young adults;
6. Stimulate interest in the health and welfare of children and youth and in the field of pediatrics;
7. Stimulate and conduct public information and education programs designed to improve the health and welfare of infants, children, adolescents and young adults;

8. Function as an advocate for all children and youth in all matters pertaining to health and health care;
9. Stimulate advances in the preventive aspects of health care in such areas as control of disease and disability, reduction of neonatal mortality and morbidity, environmental hazards, accident prevention, nutrition, mental and emotional health, and child abuse, neglect and exploitation;
10. Support and encourage the role of the family in the health and development of children and youth;
11. Establish and promote liaison and cooperation with other organizations concerned with the well-being of infants, children, adolescents and young adults;
12. Foster ethical practice in pediatric care.

BYLAWS
ARTICLE I. MEMBERSHIP

Section I. CATEGORIES OF MEMBERSHIP

A. Membership

- (a) All Fellows, Special Fellows, Candidate Fellows and Emeritus Fellows of the Academy shall be automatically eligible for membership in the Chapter.
- (b) All pediatric residents, physicians who have graduated from an approved M.D. or D.O. medical school and who are enrolled in a pediatric specialty training program as PL1, PL2 or PL3 residents and who work in the state of Pennsylvania are automatically enrolled as members in the Chapter.
- (c) Membership in the organization shall be limited to holders of M.D., D.O. and other degrees recognized by the Commonwealth of Pennsylvania for licensure as a physician who qualify as:
 - (i) pediatricians certified by the American Board of Pediatrics, the Royal College of Physicians and Surgeons of Canada, the Osteopathic Board of Pediatrics, or La Corporation Professionnelle des Medecins du Quebec, who have a minimum of three years of specialized study and/or practice in pediatrics, who provide evidence of high ethical and professional standing and clinical experience, and who are participating actively in pediatrics; *or*
 - (ii) physicians certified by boards other than those listed above who devote the majority of their professional activity to infants, children and adolescents, who provide evidence of high ethical and professional standing and specialty experience; *or*,
 - (iii) individuals who are members in good standing who have reached the age of 70 years and are retired or who request emeritus status because of exigencies of health or other circumstances; *or*,
 - (iv) physicians who meet all the requirements for membership except board certification and who are eligible to take one of the board examinations which would qualify them for membership.

B. Affiliate Memberships

Affiliate membership in the organization shall be limited to those Sections approved by the Executive Board. Each Section shall determine its own bylaws, officers and dues structure with approval of the Chapter Executive Board.

Medical Student Section: Members in the Medical Student Section shall be medical students enrolled in a Pennsylvania School of Medicine (allopathic or osteopathic). Membership will terminate upon graduation. Those accepted into a Pennsylvania pediatric residency program are automatically enrolled as Resident members of the Chapter (see above).

Practice Managers Section: Members of the Practice Managers Section shall be pediatric office managers employed in Pennsylvania and current members of the Practice Managers Association.

Allied Health Professionals Section: Members of the Allied Health Professionals Section shall be persons who work directly with infants, children and adolescents in allied health professions as approved by the Executive Board.

BYLAWS

Section 2. Privileges of Membership

Members in good standing, is not in arrears in dues payments, may attend meetings vote and hold office, may be appointed to serve on committees and act on behalf of the Chapter. Affiliate members may attend meetings, but may not vote, hold office, or serve on committees.

Section 3. Application for Membership

All Fellows, Special Fellows, Candidate Fellows and Emeritus Fellows of the Academy will automatically be members of the chapter upon payment of Chapter dues.

An applicant who is not a member of the national organization of the American Academy of Pediatrics must provide written documentation of the qualifications specified in this Bylaws for membership in the organization.

Verification of qualifications for each applicant will be the responsibility of the Executive Board of Directors.

Admission to membership shall be by approval of the Executive Board of Directors, with provision for due process, if an application is rejected. The rules established for due process in termination of membership will apply to consideration of applications for membership which are rejected.

Applicants whose membership application is reviewed by the Executive Board of Directors shall be notified by the Secretary-Treasurer of the action of the Executive Board.

Section 4. Payment of Dues and Assessments

All members are required to pay dues and/or assessments as defined by this Bylaws by the end of the current fiscal year. Dues shall be collected by the Academy. Members who are delinquent in paying their dues shall be notified by the Academy and dropped by the Academy for non-payment and they shall be deprived of the privileges of membership in the Chapter immediately upon receipt of such notice. Members dropped for delinquency may be reinstated upon payment of arrears in dues, fees and assessments or, at the discretion of the Board, payment of a reactivation fee.

Section 5. Termination of Membership

Any member may be suspended or expelled for sufficient cause, such as violation of the Constitution and/or the Bylaws or any lawful rules duly adopted by the Chapter, or by conduct prejudicial to the interests of the Chapter, or by loss of PA medical license, or conviction of a felony or removed from hospital staffing privileges. Suspension or expulsion shall be by a 2/3 majority of the entire Executive Board after a statement of the charges is sent by certified, receipt required mail to the last recorded address of the member in question at least 20 days before the date at which the Executive Board will consider the matter. Such notice must include the time and place of the meeting and offer the member the opportunity to appear in person or to be represented by counsel to present any defense to such charges before action is taken.

Members may resign from the organization by submitting notification of resignation in writing to the Executive Board. Notification of resignation shall relieve the member of responsibility for payment of dues and assessments in the next, but not the current fiscal year, nor of responsibility for payment of delinquent dues and/or assessments. All rights and privileges of membership in the Chapter shall terminate upon resignation.

Section 6. Readmission to Membership

Readmission to membership following termination shall be by the same approval mechanism as for initial application.

ARTICLE II. NOMINATING COMMITTEE

Section 1. Membership

The Nominating Committee shall consist of three (3) elected members, who were elected during the general election.

Section 2. Duties

The duties of the Nominating Committee shall include:

- (a) Preparing a slate of one or more candidates for all offices that will be vacant in the coming year for presentation to the Executive Board by May 1st of the year in which the term begins.
- (b) Arranging for the list of candidates to be mailed to the Chapter membership in June.

- (c) Assuring the development and maintaining procedures for issuing, returning, counting and validating the ballots for elections.
- (d) Identifying a candidate for Pediatrician of the Year from the nominees submitted by the membership. The Nominating Committee shall present the candidate for Executive Board approval.
- (e) Identifying candidates for other Chapter awards as determined by the Executive Board.
- (f) Identifying candidates for national AAP awards.

Section 2. Validation of Elections

The Chairperson of the Nominating Committee shall validate the results of the election by reporting the results in written form to the Executive Board.

ARTICLE III. OFFICERS

Section 1. Executive Board of Directors. The Executive Board of Directors of the Chapter shall consist of the following officers:

- Chapter President
- Chapter Vice President
- Secretary/Treasurer
- Six Regional Executive Board Members
- Two Young Physician Board Members
- Immediate Past President

The Chapter President, Vice-President and Secretary-Treasurer shall serve as President, Vice-President and Secretary-Treasurer of the corporation respectively, empowered with legal authority during their term of office as specified by the laws of the Commonwealth of Pennsylvania.

Section 2. Election of Officers

Only members who are Fellows or Specialty Fellows, in good standing, of the Academy are eligible for nomination for office in the Chapter. Members who have served as the Regional Executive Board Members shall be considered first for officer positions.

Petitions for nomination of candidates must bear the signatures of at least 5% of the members who are eligible to vote in the Chapter.

The election shall be by ballot of voting members in June of each year. The officers shall be elected by a majority of vote, from eligible voting members, received by the Chapter office within 30 days of posting the ballots. If no candidate receives a majority of votes, a runoff election between two candidates receiving the most votes shall be conducted.

The Nominating Committee will select candidates for the Regional Executive Board Members and Young Physician Board Members. The Regional Executive Board Members shall represent the six geographic regions of PA, as defined by the Executive Board. The Young Physician members may be nominated from any geographic area but must be under 40 years of age at the time of their election. The Nominating Committee will make every effort to assure candidates represent difference geographic regions.

Newly elected officers of the Chapter shall assume their duties on July 1.

Section 3. Duties of Officers

Chapter President:

The Chapter President is the Chief Executive Officer of the corporation, and shall have the general powers and duties of supervision and management usually vested in the office of the President of a Corporation.

The specific duties of the Chapter President shall include:

1. Preside at all meetings of the members, Executive Committee and Executive Board of Directors;
2. Have a general and active management responsibility for the conduct of all business of the Chapter;
3. See that all orders and resolutions of the Executive Committee, Executive Board and membership meetings are carried out;

4. Appoint all committee and liaison representatives and serve as a member ex-officio of all committees;
5. Uphold the Constitution and Bylaws of the Academy at the Chapter level;
6. Promote Chapter activities;
7. Organize and conduct appropriate meetings and committee projects;
8. Represent the Chapter at District and National meetings including the Annual Leadership Forum;
9. Be responsible for good communication and liaison between his/her constituency and the Academy;
10. Review applications for National and Chapter membership;
11. File an annual report with the Chapter Executive Board of Directors, the District Chairperson, the District Vice Chairperson, and the Central Office of the Academy by a date to be determined by the Academy. Communicate an annual "state of the Chapter" report to the members.
12. Maintain an up-to-date functional set of Chapter Constitution and Bylaws.
13. Perform such other duties to the Academy as may be described elsewhere in the Academy Bylaws or determined by the Academy Board of Directors.
14. Perform activities that are consistent with the Academy's Bylaws, Constitution, and policies and that are not prohibited by state or federal law.

Chapter Vice President (President-elect):

The Chapter Vice President shall assist the Chapter President in the performance of the duties of the Chapter President as noted above, and perform other functions as delegated by the Chapter President or the Chapter Executive Board of Directors. Specifically, the Chapter Vice President shall be responsible for communicating with the President on the annual report of the Chapter and, in the event of the Chapter President's resignation or inability to serve due to illness or other cause, the Chapter Vice President shall immediately assume the duties of the Chapter President. In such an event, the Chapter Vice President shall assume the office of President and unless the President's inability to serve is less than three months, a special election will be held to replace the Chapter Vice President.

Secretary-Treasurer:

The Secretary-Treasurer shall perform or delegate the usual duties of that office such as keeping records and sending notices and ballots to members. S/he shall be responsible for the collection of all dues and assessments, and payment of all bills as authorized by the Executive Board. S/he shall be responsible for all funds entrusted to the Chapter and shall render financial reports to the Executive Board at all official Executive Board and membership meetings. S/he may be bonded at the discretion of the Executive Board. Specifically, the Secretary-Treasurer shall maintain fiscal accountability and legal documentation for the Chapter through the PA AAP Controller by:

1. Keeping the funds of the Chapter in a separate account(s) to the credit of the Chapter;
2. Monitoring monthly expenditures for appropriate charges and spending by comparison with the annual budget,
3. Dispersing the funds of the Chapter as may be ordered by the Executive Board of Directors according to standard accounting practices;
4. Tracking dues payments and monitoring investment of Chapter assets and other sources of payment to maximize Chapter income.
5. Assuring preparation of reports and statements required by the Commonwealth of Pennsylvania and the Internal Revenue Service.
6. Recommend for approval by the Executive Board of Directors, a certified public accountant who shall function on retainer for the Chapter in order to perform a yearly independent, single audit and other reports as required.
7. Initiating annual budget planning activities. The budget shall be prepared for approval by the Executive Board of Directors for the Summer Board Conference Call. The budget shall be prepared by working with Chapter officers, coordinators, committee chairpersons, the Chapter Controller and the Chapter Executive Director, using statements of previous expenditures and proposals for future activity to make projections for the new fiscal period.
8. Maintaining a file of the minutes of membership, Executive Committee and Executive Board of Directors meetings;
9. Notifying applicants for membership in the Chapter of the action taken by the Executive Board of Directors on their application.

Regional Executive Board Members:

The Regional Executive Board Members shall serve on the Executive Board of Directors to conduct the business of the Chapter.

Specifically, Regional Executive Board Members shall:

1. Conduct all business of the Chapter in accordance with the goals specified in the Chapter Constitution.

2. Attend the meetings of the Executive Board of Directors and the membership meetings of the Chapter.
3. Be responsible for dissemination of information to and from the region of the membership assigned by the Chapter President.
4. Review, approve and assist the Chapter President in the appointment of Committee Chairpersons, Coordinators and Liaison Representatives.
5. Review the qualifications and requirements of all applications for membership.
6. Set Chapter dues, assessments and reimbursable expenses, and authorize the policies for the payment of bills, debts and reimbursements by the Secretary-Treasurer.
7. Hire an Executive Director for the Chapter.
8. Review and approve all new proposals for contracts to be negotiated and executed by the Chapter President, Vice President or Secretary-Treasurer.
9. Approve official sponsorship of activities with other organizations, agencies and societies.
10. Have the power by unanimous vote to remove an officer of the Chapter for failure to meet the responsibilities of office as designated in the Chapter Constitution and Bylaws after a hearing subject to the due process procedures outlined as for Termination of Membership in the Bylaws.
11. Except for the Chapter President, elect a member by majority vote to serve the unexpired term of any officer until a general election can be held. Vacancies in the Executive Board shall be filled by vote of a majority of the remaining members of the Executive Board of Directors, even if less than a quorum exists.
12. Identifying candidates for Chapter nomination to AAP District III for positions on national committees and District offices.
13. Accept assignments made by the Chapter President.

Young Physician Board Members:

The Young Physician Board Members shall serve on the Executive Board of Directors to conduct the business of the Chapter.

Specifically, Young Physician Board Members shall:

1. Conduct all business of the Chapter in accordance with the goals specified in the Chapter Constitution.
2. Attend the meetings of the Executive Board of Directors and the membership meetings of the Chapter.
3. Be responsible for dissemination of information to and from their constituents as assigned by the Chapter President.
4. Review, approve and assist the Chapter President in the appointment of Committee Chairpersons, Coordinators and Liaison Representatives.
5. Review the qualifications and requirements of all applications for membership.
6. Set Chapter dues, assessments and reimbursable expenses, and authorize the policies for the payment of bills, debts and reimbursements by the Secretary-Treasurer.
7. Hire an Executive Director for the Chapter.
8. Review and approve all new proposals for contracts to be negotiated and executed by the Chapter President, Vice President or Secretary-Treasurer.
9. Approve official sponsorship of activities with other organizations, agencies and societies.
10. Have the power by unanimous vote to remove an officer of the Chapter for failure to meet the responsibilities of office as designated in the Chapter Constitution and Bylaws after a hearing subject to the due process procedures outlined as for Termination of Membership in the Bylaws.
11. Except for the Chapter President, elect a member by majority vote to serve the unexpired term of any officer until a general election can be held. Vacancies in the Executive Board shall be filled by vote of a majority of the remaining members of the Executive Board, even if less than a quorum exists.
12. Identifying candidates for Chapter nomination to AAP District III for positions on national committees and District offices.
13. Accept assignments made by the Chapter President.

Section 4. Terms of Office

The Chapter President, Chapter Vice President and Secretary-Treasurer shall serve a term of two years and may be re-elected to a second term, but may serve no more than four successive years. Unless unwilling to serve, the Chapter Vice President shall assume the office of President when the President vacates that office.

The Regional Board Members shall serve a term of three years and may be re-elected to serve a second term, but may serve no more than six successive years.

The Young Physician Board members shall be elected for a three year term, serving no more than three successive years.

The Nominating Committee Members shall serve staggered terms of three years and may not be re-elected. The most senior member of the Nominating Committee shall serve as the Chairperson of the Nominating Committee.

An officer or Board Member who does not attend 50% of the Executive Board of Directors meetings per year will be requested to resign. At the Executive Board's discretion, a special election may be held to replace this officer or Executive Board member or a member may be appointed to complete the term until the next general election, as outlined in these Bylaws.

Section 5. Liability of Officers

An officer of the Chapter shall not be personally liable for money damages as such for any action taken or failure to take action as a Director or officer unless his action constitutes self dealing, willful misconduct or recklessness, or unless liability is imposed pursuant to criminal statute or for payment of taxes.

The Executive Board of Directors may provide for indemnification of officers to the extent allowed by law.

ARTICLE IV. MEETINGS

Section 1. Membership Meetings

Business requiring membership action may either be presented by a communication to the entire membership or by regional meetings held in at least three different locations in the state. If there is no annual meeting or set of regional meetings, action on pending business requiring membership action can only be taken by the Executive Board of Directors when the membership is provided at least three weeks to respond.

Membership communication requiring action may be initiated at the call of the Chapter President, the Executive Board of Directors, or by a written petition of at least twenty-five members, elected officers excepted.

Section 2. Executive Board of Directors Meetings.

The Executive Board of Directors shall meet at least twice annually at the call of the Chapter President or by the petition of at least five (5) of the members of the Executive Board of Directors with at least three weeks written notice of the time and place determined by the Executive Committee and Executive Director. Chapter Committee Chairpersons and Coordinators may be invited to attend Executive Board of Directors meetings at the discretion of the officers of the Chapter.

Special meetings of the Executive Board of Directors may be held by electronic methods of communication as long as the requirements for notice and for a quorum are met. Special meetings of the Executive Board may be called on five days notice to each member of the Executive Board either personally, or by an appropriate manner. Special meetings shall be called by the Chapter President or by any member of the Executive Board in like manner and on like notice on the written request of the majority of the members of the Executive Board.

Members of the Executive Board shall not receive any salary for their services, but expenses for attendance at Executive Board meetings shall be provided.

For each Program created by the Chapter, the Executive Board of Directors shall approve and/or appoint a Pediatric Advisor to be the liaison between the Chapter and the Program. The Pediatric Advisor shall be a pediatrician who is a member, in good standing, of the Chapter. The Pediatric Advisor shall provide a report to the semi-annual leadership Executive Board of Directors meeting.

Section 3. Quorum

A quorum for all membership meetings shall consist of twenty-five voting members of the Chapter. The requirement for a quorum may be cumulatively met when the Annual Meeting is held as regional meetings or when a mail vote is being held in lieu of the Annual Meeting.

A quorum for the Executive Board of Directors shall consist of six (6) members of the Executive Board. The acts of a majority of the members of the Executive Board present at a meeting at which there is a quorum shall be the acts of the

Executive Board of Directors. Any action which may be taken at a meeting of the Executive Board of Directors may be taken without a meeting if written consent of the members of the Executive Board of Directors to the action are filed with Secretary/Treasurer or his/her designee.

Section 4. Meeting Conduct

All meetings of the Chapter shall be conducted in accordance with *Robert's Rules of Order, newly revised*, when not in conflict with these Bylaws.

ARTICLE V. DUES AND ASSESSMENTS

Section 1.

Chapter dues shall be set by the Executive Board of Directors subject to approval of the members present and voting at the Annual Meeting or its equivalent communication to members.

Section 2.

Dues may be waived for just cause by the Executive Board of Directors.

Section 3.

Assessments may be levied on recommendation of the Executive Board of Directors with the approval of the majority of the members present and voting at the Annual Meeting or its equivalent.

ARTICLE VI. AMENDMENTS

Section 1.

The Constitution and Bylaws may be amended by a favorable vote of six of the ten members of the Executive Board of Directors. Amendments so approved are to be published in the Chapter newsletter or mailed to the Chapter membership. If 1% of the active membership objects within 30 days of publication or mailing, the amendments will require ratification by the entire membership.

Section 2.

The Secretary -Treasurer shall be responsible for maintaining a current copy of the Constitution and Bylaws for the Chapter. The Chapter President shall be responsible for notification of the national office of the Academy of duly enacted changes in the Constitution and Bylaws of the Chapter.