

Pennsylvania Chapter

American Academy of Pediatrics

DEDICATED TO THE HEALTH OF ALL CHILDREN®



PENNSYLVANIA CHAPTER, AMERICAN ACADEMY OF PEDIATRICS CONSTITUTION AND BYLAWS

CONSTITUTION

ARTICLE I. NAME

Section 1. Name

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

Section 2. Relationship to the National Organization

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

ARTICLE II. LEGAL STATUS

Section 1. Legal Status

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. Chapter Management

The general management of the Chapter shall be vested in the members of the Board of Directors, hereafter referred to as the Board, which shall consist of the following:

- Chapter President
- Chapter Vice President
- Secretary-Treasurer
- Six Regional Members
- Two Early Career Members
- Immediate Past President
- Two Resident Members
- Two Sub-specialty Members
- Chairperson of the Governance Committee

The Chapter will appoint a member to serve as the Pediatrics Specialty Trustee to the Pennsylvania Medical Society Specialty Leadership Cabinet, who shall serve as a non-voting (ex-officio) member of the Board.

The Board will have the same duties and powers as the directors of a duly incorporated organization in the Commonwealth of Pennsylvania. 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 3. Executive Committee

There shall be an Executive Committee of the Board consisting of the President, Vice-President, Secretary-Treasurer, Immediate Past President and staffed by the Executive Director. The duties of the Executive Committee are to uphold the Constitution of the Pennsylvania Chapter of the American Academy of Pediatrics and perform other duties as prescribed by these laws.

The Executive Committee shall appoint standing committees of the Board that shall provide oversight to Chapter activities. The Executive Committee shall meet regularly to conduct Chapter business between Board of Director's meetings in accordance with Board of Director's policy, and to the extent authorized by the applicable provisions in Pennsylvania law. The President shall preside at all meetings of the Executive Committee. The Executive Committee shall perform such duties as may be determined by the Board of Directors. Minutes of conferences and meetings of the Executive Committee shall, at a minimum quarterly be kept and circulated to other members of the Board of Directors to keep them informed of the Executive Committee meetings.

Section 4. Governance Committee

The Governance Committee shall consist of a minimum of 3 members. (1) elected member of the Chapter elected in the general election by the membership, one (1) previous past member of the board to be appointed by the president, and one (1) past president. The functions of the Governance Committee shall be carried out as specified in the Bylaws.

Section 5. Chapter Office Location

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 6. Fiscal Year

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

ARTICLE III. GOALS AND PURPOSES

The primary goals of the Chapter shall be the instruction of health care professionals, public and private organizations and the public to improve the health care of infants, children and adolescents and to function as an advocate on behalf of children and pediatricians in all matters pertaining to health and the practice of pediatric medicine.

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 and adolescents;
2. Conduct and encourage programs designed to maintain and increase the effectiveness of all those who provide health care to infants, children and adolescents;
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 and adolescents;
5. Encourage and support the membership in their efforts to improve the health and welfare of infants, children and adolescents;
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 and adolescents;
8. 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;

9. Support and encourage the role of the family in the health and development of children and youth;
10. Establish and promote liaison and cooperation with other organizations concerned with the well-being of infants, children and adolescents;
11. Foster ethical practice in pediatric care.

BYLAWS

ARTICLE I. MEMBERSHIP

Section 1. PA AAP Membership

The vision of the American Academy of Pediatrics ("Academy" or "AAP") and the PA Chapter is that all children shall have optimal health and well-being and are valued by society. From the founding of the AAP, pursuing this vision has included treasuring the uniqueness of each child and fostering a profession, health care system, and communities that celebrate all aspects of the diversity of each child and family. Members are expected to embrace this vision of the Chapter, to support AAP policies, medical ethics, and the profession of pediatrics. It shall be the duty of each member of the Chapter to keep on file with the Central Office, an official email address to which all notices required by the Bylaws, rules, or regulations and other communications of the Academy may be sent.

Section 2. Categories of Membership

Members of the Academy shall be admitted according to these Bylaws, and pursuant to such further rules and regulations as may be adopted by the Board of Directors. The categories of membership and qualifications of each are as follows:

A. Fellows.

An applicant who desires to become a Fellow Member must hold an MD, DO or other degrees recognized by the Commonwealth of Pennsylvania, have received initial certification in pediatrics from the American Board of Pediatrics and 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, (All Fellows of the national organization of the AAP are automatically eligible for membership in the state chapter of the American Academy of Pediatrics.) or,

B. Specialty Fellows.

Physicians certified by boards other than those listed above who devote most of their professional activity to infants, children and adolescents, who provide evidence of high ethical and professional standing and specialty experience, (All Specialty Fellows in the national organization will be automatically eligible for membership in the state chapter.) or,

C. Candidate Members.

Physicians who have graduated from an approved medical school who have completed PL1, PL2 and PL3 years of pediatric specialty training, and are eligible to sit for the Boards (All Candidate Fellows in the national organization will be automatically eligible for membership in the state chapter),

D. Candidate Members in Post Residency Training.

Physicians who have completed training in a pediatrics and is currently enrolled in a pediatric fellowship training program.

E. Resident Members.

Physicians who have graduated from an approved M.D. or D.O. medical school who are enrolled in a pediatric specialty training program as PL1, PL2 or PL3 residents, (All pediatric residents who work in the state are automatically enrolled as members in the Chapter.)

F. Medical Student Members

A student interested in pediatrics who is enrolled in a medical school in Pennsylvania that is accredited by the American Association of Medical Colleges or the American Association of Colleges of Osteopathic Medicine. Membership will terminate upon graduation. Those accepted into a Pennsylvania pediatric residency program are automatically enrolled as Resident members of the Chapter.

G. Senior Members.

Individuals who are members in good standing who have reached the age of 70 years OR is 65 or older and no longer derives income from professional activities or who request emeritus status because of exigencies of health or other circumstances, (All Senior Fellows of the national organization shall be automatically eligible for membership in the state chapter.) or,

H. Associate Members.

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 OR a dentist who received a certificate or a degree in the specialty of pediatric dentistry from a program accredited by the Council on Accreditation of the American Dental Association and practice pediatric dentistry in Pennsylvania.

I. Affiliate Members.

Persons (licensed Nurse Practitioners, Physician Assistants or Allied Health Professionals) who are working in a pediatric setting and spends at least 50% of their professional activities directly with infants, children and adolescents. Persons involved in pediatric care and/or pediatric research shall be affiliate members at the discretion of the Board of Directors. A sponsor statement by a PA FAAP in good standing is required. These members shall be non-voting,

J. Practice Managers Affiliate Membership:

Pediatric Managers - shall be pediatric office managers employed in Pennsylvania and current members of the Practice Managers Association. These members shall be non-voting.

ARTICLE II. MEMBERSHIP PRIVILEGES AND RESPONSIBILITIES

Section 1. Privileges of Membership

Members may attend meetings, vote and hold office, may be appointed to serve on committees and act on behalf of the Chapter. Affiliate and Practice Manager members may attend meetings and may be appointed to serve on committees but will be non-voting and non-office holding.

Section 2. Application for Membership

All members of the national organization of the American Academy of Pediatrics 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 the Bylaws of the Pennsylvania Chapter of the American Academy of Pediatrics for membership in the organization.

Verification of qualifications will be the responsibility of the Board for all applicants.

Admission to membership shall be by approval of the Board 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 Board shall be notified by the Secretary-Treasurer of the action of the Board.

Section 3. Payment of Dues and Assessments

All members are required to pay annual dues and/or assessments as defined by the Bylaws of the Chapter. Members who are delinquent in paying their dues shall be notified by the AAP and dropped by the AAP for non-payment and they shall be deprived of the privileges of membership in the Chapter immediately. 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.

Members joining as part of an Institutional Membership will be required to pay individual dues if he/she no longer works for the said Institution

Section 4. Termination of Membership

Any member may be suspended or expelled for sufficient cause, such as (1) violation of 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, (2) conviction of a felony or any crime relating or arising out of the practice of medicine or involving moral turpitude, (3) limitation or termination or any right to practice medicine in any state or removed from hospital staffing privileges, (4) grossly immoral, dishonorable or unprofessional behavior, (5) improper financial dealings. 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 5. Readmission to Membership

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

ARTICLE III. GOVERNANCE COMMITTEE

The responsibility of the Governance Committee is to establish policies and monitor their implementation with the goal of leading the organization toward prosperity and sustainability and is responsible for overseeing how the Board manages itself. The governance committee will include a minimum of 3 and a maximum of 5 members. One member will be elected in the general election and the Board appoints the chair and other members of the Governance Committee. The duties shall include:

- Identifying, interviewing and evaluating candidates for board vacancies and making recommendations to the Board
- Create a pipeline of qualified Board candidates to fill Board vacancies as part of succession planning support and encourage opportunities for Board development.
- Assure the development and maintaining of procedures for issuing, returning, counting and validating the ballots for elections.

- Identifying a candidate for Pediatrician of the Year from the nominees submitted by the membership and present the candidate to the Board for approval.
- Identify candidates for other Chapter awards as determined by the Board.
- Identify candidates for national AAP awards
- Take the lead in conducting annual evaluations for Board members, committees and the Board as a whole.
- Take responsibility for succession planning for the Executive Director.
- Oversee all aspects of the organization's functions on behalf of the Board
- Make recommendations to the Board on governance policies, practices and procedures related to nonprofit organizations.

ARTICLE IV. OFFICERS AND BOARD MEMBERS

All Officers and Board members are required to sign a Conflict of Interest & Whistle Blower Statement.

Section 1. Election of Officers and Board Members

Only members who are Fellows in good standing of the national AAP and the PA AAP Chapter are eligible for nomination for office in the Chapter. Members who have served as Regional Board Members-at-Large shall be considered first for officer positions. Candidates for Board Membership positions of the Chapter shall be nominated by the **Governance Committee** or by petition. 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 and board members shall be elected by a majority of valid votes 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.

Officers and Board Members elected will include Chapter Vice President (President-elect), Secretary/Treasurer, Regional Board Members, Early Career, and Sub-Specialty Board Members and one (1) member of the Governance Committee.

The Governance Committee will select candidates for all open Board positions. The Regional Board Members will represent the six geographic regions of PA, as defined by the Board. The Early Career Members may be nominated from any geographic area but must be under 40 years of age at the time of their election or in the first five (5) years of practice. The two Resident Members will be appointed and represent two (2) different geographical areas. The Governance 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 2. Duties of Officers

Chapter President:

The Chapter President 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 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, the Board and membership meetings are carried out;
4. Appoint all committee and liaison representatives at local, state and national levels and serve as a member ex-officio of all committees;
5. Uphold the Constitution and Bylaws of the American Academy of Pediatrics 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 American Academy of Pediatrics;
10. Review applications for Associate Chapter membership;
11. By December 15th file an annual report with the Chapter Board, and the central office of the American Academy of Pediatrics. Communicate an annual "state of the Chapter" report to the members.
12. Maintain an up-to-date, functional set of Chapter Bylaws.
13. Invite chief residents from programs in the vicinity of the meeting to the Board, Pediatric Council and Leadership Meetings.

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 Board. 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 -office of - President. - A special election will be held to replace the Chapter Vice President if this time period exceeds three (3) months.

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 oversee for the collection of all dues and assessments, and payment of all bills as authorized by the Board. S/he shall be responsible for all funds entrusted to the Chapter and shall render financial reports to the Board at all official Board and membership meetings. S/he may be bonded at the discretion of the 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 Board 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 Board, 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 Board for the Summer/Fall Board Meeting. 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. Assuring a file of the minutes of membership, Executive Committee and Board meetings are maintained by the Chapter office.
9. Notifying applicants for membership in the Chapter of the action taken by the Board on their application.

Board Members:

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

Specifically, 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 Board and the membership meetings of the Chapter.
3. Be responsible for dissemination of information to and from the constituents 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 all new proposals for contracts as presented by the Executive Director and executed by the Chapter President, Vice President, Secretary-Treasurer; or Executive Director.
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 Board shall be filled by vote of a majority of the remaining members of the 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.

Executive Director:

The Executive Director is the Chief Executive Officer of the Chapter and shall be appointed by the Board of Directors under the terms of an employment agreement approved by the Board of Directors, shall perform such duties and exercise such authority as shall be determined by the Board of Directors, shall be responsible for overall management of the Chapter and shall act under the supervision of the Board of Directors. The Executive Director shall be an ex-officio nonvoting member of all Chapter organizational entities including committees and editorial boards, unless exception is made in the Bylaws or in rules and regulations adopted by the Board of Directors from time to time.

Section 3. Terms of Office

The Chapter President, Chapter Vice President and Secretary-Treasurer shall serve a term of two (2) years and may be re-elected to a second term, but may serve no more than four (4) 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 (3) years and may be re-elected to serve a second term, but may serve no more than six (6) successive years.

The Sub-specialty Board member shall serve a term of two (2) years and may be re-elected to serve a second term, but may not serve more than four (4) successive years.

The Resident Board Members shall serve a term of one (1) year and may be re-elected to serve a second term, but may not serve more than two (2) successive years.

The Early Career Board Members shall be elected for one three (3) year term, serving no more than three (3) successive years.

The Governance Committee Members shall serve staggered terms of three (3) years and may not be re-elected. The most senior member of the Governance Committee shall serve as the Chairperson of the Governance Committee.

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

Section 4. 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 act 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 Board may provide for indemnification of officers to the extent allowed by law. The Chapter shall be purchase insurance for such indemnification of officers and directors to the full extent permitted by Pennsylvania law.

ARTICLE V. 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 Board when the membership is provided at least three (3) weeks to respond.

Membership communication requiring action may be initiated at the call of the Chapter President, the Board, or by written petition of at least twenty-five (25) members, elected officers excepted.

Section 2. Board Meetings

The Board shall meet at least quarterly at the call of the Chapter President or by the petition of at least five (5) of the members of the Board with at least three (3) weeks written notice of the time and place determined by the Executive Committee and Executive Director. Any Chapter member may be invited to attend Board meetings at the discretion of the officers of the Chapter.

Special meetings of the Board may be held by electronic methods of communication if the requirements for notice and for a quorum are met. Special meetings of the Board may be called on five (5) days notice to each member of the Board either personally, or by an appropriate manner. Special meetings shall be called by the Chapter President or by any member of the Board in like manner and on like notice on the written request of the majority of the members of the Board.

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

Section 3. Quorum

A quorum for all membership meetings shall consist of twenty-five (25) 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 an electronic or mail vote is being held in lieu of the Annual Meeting.

A quorum for the Board shall consist of a majority members of the Board. The acts of a majority of the members of the Board present at a meeting at which there is a quorum shall be the acts of the Board. Any action - of the Board may be taken without a meeting if written consent of the members of the Board 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 the most recently revised edition of Robert's Rules of Order.

ARTICLE VI. DUES AND ASSESSMENTS

Section 1.

Chapter dues shall be set by the Board 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 Board.

Section 3.

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

Section 4.

In the event of dissolution of the Chapter, all funds will be transferred to the national organization of the American Academy of Pediatrics, to be used in furtherance of pediatric education.

ARTICLE VII. AMENDMENTS

Section 1.

The Constitution and Bylaws may be amended by a favorable vote of the majority of members of the Board. 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 Bylaws for the Chapter. The Chapter President shall be responsible for notification of the national office of the American Academy of Pediatrics of duly enacted changes in the Bylaws of the Chapter.