

**AMERICAN ACADEMY OF PEDIATRICS
CONSTITUTION AND BYLAWS**

CONSTITUTION

Preamble

Children are our most enduring and vulnerable legacy. For nations as well as for individual families, they represent the link between past and future, between experience and promise. The nurturing of future generations is a basic, and most important, human activity.

The American Academy of Pediatrics is dedicated to the principle of a meaningful and healthy life for every child. As an organization of physicians who care for infants, children, adolescents, and young adults, the Academy seeks to promote this goal by encouraging and assisting its members in their efforts to meet the overall health needs of children and youth; by providing support and counsel to others concerned with the well-being of children, their growth and development; and by serving as an advocate for children and their families within the community at large.

The Academy believes in the attainment by all infants, children, adolescents, and young adults of their full potential for physical, mental, emotional, and social health. Together with those who share this purpose, the Academy pledges its efforts and expertise to a fundamental goal -- that all children and youth have the opportunity to grow up safe and strong, with faith in the future and in themselves.

ARTICLE I

Name

Section 1. The name of the organization shall be American Academy of Pediatrics.

Section 2. The principal office of the organization ("Central Office") shall be at such location within or without the State of Illinois as the Board of Directors may determine from time to time. The organization may have such other offices as may be designated by the Board of Directors. A Central Office staff shall be maintained to implement the Board of Directors' decisions and policies.

ARTICLE II

Incorporation

Section 1. The American Academy of Pediatrics is incorporated under the laws of the State of Illinois. It shall have the structure, powers, and functions of a nonprofit corporation as delineated under Illinois statutes.

Section 2. The corporation shall have a corporate seal which shall include the name of the corporation and the words "Corporate Seal" and "Illinois."

Section 3. The general management of the American Academy of Pediatrics shall be vested in a Board of Directors which shall have the same duties and powers as the directors of a duly incorporated organization.

ARTICLE III

Rules

The following rules shall conclusively bind the corporation and all persons acting for or in behalf of it:

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distribution in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall

be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

- B. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated 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 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the appropriate court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.
- C. The corporation shall not adopt any practice, policy, or procedure which would result in discrimination on the basis of race, religion, or creed.

ARTICLE IV

Goals and Purposes

The American Academy of Pediatrics shall pursue specific scientific, social, and educational objectives including the following:

- A. 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;
- B. 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;
- C. encourage the development of high quality pediatric educational programs for students and health professionals at all levels of education and experience;
- D. support and encourage programs designed to improve the health and health care of infants, children, adolescents, and young adults;
- E. encourage and support the membership in their efforts to improve the health and welfare of infants, children, adolescents, and young adults;
- F. encourage support of basic and applied research into all aspects of health, health care, and disorders of infants, children, adolescents, and young adults;
- G. stimulate interest in the health and welfare of children and youth in the field of pediatrics;
- H. stimulate and conduct public informational and educational programs designed to improve the health and welfare of infants, children, adolescents, and young adults;
- I. function as an effective advocate for all children and youth in all matters pertaining to health and health care;

- J. stimulate advances in the preventive aspects of health care, in such areas as control of disease and disability, environmental hazards, accident prevention, nutrition, mental, and emotional health, and child abuse, neglect, and exploitation;
- K. support and encourage the role of the family in the health and development of children and youth;
- L. establish and promote liaison and cooperation with other organizations concerned with the well being of infants, children, adolescents, and young adults;
- M. foster ethical practice in pediatric care and research.

BYLAWS

ARTICLE I

Membership

Section 1. AAP Membership. The vision of the American Academy of Pediatrics (“Academy” or “AAP”) 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 Academy, to support AAP policies, medical ethics, and the profession of pediatrics. It shall be the duty of each member of the Academy to keep on file with the Central Office, an official address to which all notices required by the Bylaws, rules, or regulations and other communications of the Academy may be sent.

Section 2. Fees, Dues, and Assessments. All members shall pay initiation fees, annual dues, and special assessments as may be determined by the Board of Directors.

Section 3. Applications. The general application procedure for each category of membership will be defined in rules and regulations adopted by the Board of Directors from time to time. An applicant who is denied admission to membership shall be entitled to impartial review of that decision pursuant to the rules and regulations adopted by the Board of Directors from time to time.

Section 4. 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 have received initial certification in pediatrics from the American Board of Pediatrics, the American Osteopathic Board of Pediatrics, the Royal College of Physicians and Surgeons of Canada, or La Corporation Professionnelle des Medecins du Quebec.

B. Specialty Fellows. An applicant who desires to become a Specialty Fellow Member must be certified by a Board other than those Boards that qualify the applicant for Fellow membership as provided in Article I, Section 4.A of these Bylaws. Specialty Fellows must also meet the requirements determined by the specialty section/council, and approved by the Board of Directors, to which they are applying.

C. Candidate Members. An applicant who desires to become a Candidate Member must have completed training in pediatrics in a residency program that is approved for credit toward certification from the American Board of Pediatrics, American Osteopathic Board of Pediatrics, the Royal College of Physicians and Surgeons of Canada, or La Corporation Professionnelle des Medecins du Quebec.

D. Candidate Members In Post Residency Training. An applicant who desires to become a Candidate Member in Post Residency Training must have completed training in pediatrics in a residency program that is approved for credit toward certification from the American Board of Pediatrics, American Osteopathic Board of Pediatrics, the Royal College of Physicians and Surgeons of Canada, or La Corporation Professionnelle des Medecins du Quebec and be currently enrolled in a pediatric fellowship training program (defined as any fellowship or secondary residency program affiliated with an academic center, medical center, or private foundation); or (ii) have completed a medical or surgical residency, and be currently enrolled in a pediatric fellowship training program leading to proficiency and/or certification in a pediatric surgical or pediatric-oriented subspecialty; and (iii) must also meet the requirements determined the specialty section/council, and approved by the Board of Directors, to which they are applying.

E. Resident Members. An applicant who desires to become a Resident Member must be currently enrolled in a pediatric or surgical residency training program which (i) is approved for credit toward certification from the American Board of Pediatrics, American Osteopathic Board of Pediatrics, the Royal College of Physicians and Surgeons of Canada, La Corporation Professionnelle des Medecins du Quebec , or the AGCME, (ii) is approved for credit toward certification from the applicant's medical or surgical board, or (iii) has otherwise been reviewed and deemed acceptable by the AAP.

F. Medical Student Members. An applicant who desires to become a Medical Student Member must be enrolled in a medical school accredited by the American Association of Medical Colleges or the American Association of Colleges of Osteopathic Medicine. International medical student applicants must be enrolled in a medical school listed in the International Medical Education Directory.

G. International Members. An applicant who desires to become an International Member must (i) have received an MD or DO or an equivalent degree from a medical school located outside of the United States, and Canada; (ii) reside and practice medicine or engage in other professional activities to the benefit of children outside of the United States and Canada; and (iii) either be a member in good standing of a local pediatric society which has been recognized by the International Pediatric Association or be sponsored by a member who may use the designation, "Fellow of the American Academy of Pediatrics" or "FAAP".

H. Associate Members. An applicant who desires to become an Associate Member must have 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 the United States or Canada.

I. National Affiliate Members. An applicant who desires to become a National Affiliate Member must (i) be a licensed Physician Assistant who received a certificate from an ACR-PA accredited program, practice in the United States or Canada, work in a pediatric setting or have at least 50% of his or her professional activities with infants, children, adolescents, or young adults, and have at least one sponsor statement from a member in good standing who may use the designation, "Fellow of the American Academy of Pediatrics" or "FAAP"; or (ii) be a Pediatric Nurse Practitioner licensed and certified in the United States or Canada, currently working as a member of a pediatric care or medical home team and have at least one sponsor statement from a member in good standing who may use the designation, "Fellow of the American Academy of Pediatrics" or "FAAP"; or (iii) Pediatric Pharmacists who have earned a PharmD and are Board-certified Pediatric Pharmacy Specialists and have at least one sponsor statement from a member in good standing who may use the designation, "Fellow of the American Academy of Pediatrics" or "FAAP"; or (iv) Pediatric Laboratory Directors who are Board-certified pathologists with medical degrees (MD or MD/PhD) in pathology, or Board-certified clinical chemists and other PhD-level scientists in related fields and have at least one sponsor statement from a member in good standing who may use the designation, "Fellow of the American Academy of Pediatrics"

or “FAAP”.

J. Honorary Fellows. An Honorary Fellow is a pediatrician or other individual of national or international stature who has made exceptional contributions to child health, who has been proposed as an Honorary Fellow by a Chapter, a District, a Section, or a member of the Board of Directors, and who is elected to Honorary Fellowship by a two-thirds vote of the Board of Directors.

K. Senior Members. A member who desires to become a Senior Member must be in good standing of any membership category who (i) has attained the age of 70, or (ii) is 65 or older and no longer derives income from professional activities.

L. Corresponding Fellow Members. An applicant who desires to become a Corresponding Fellow Member must be a pediatrician who resides and practices in a country other than the United States, its territories, or Canada and has been certified by a Board that qualifies him or her for Fellow or Specialty Fellow membership as described in Sections A and B of this Section 4.

Section 5. Rights of Members. Only members in the following categories of members shall have the right to vote on any matter submitted to a vote of the members: (i) Fellows; (ii) Specialty Fellows; (iii) Post Residency Training Members that are Board Certified; (iv) Candidate Members, and (v) Senior Members. Only Fellows and Specialty Fellows shall be eligible to serve as National Officers. Only members in the following categories of membership shall have the right to use the designation “Fellow of the American Academy of Pediatrics” or “FAAP”: (i) Fellows; (ii) Specialty Fellows; (iii) Honorary Fellows; (iv) Corresponding Fellows; (v) Senior Members; and (vi) Post Residency Training Members that are Board Certified.

Section 6. Termination of Membership.

A. Delinquency

All members required by these bylaws to pay dues shall become delinquent after failure to pay such dues upon the expiration date of their membership. If dues are not paid prior to membership expiration, AAP reserves the right to terminate all access to the benefits and privileges of membership.

B. Discipline

The Board of Directors may terminate, suspend, or otherwise restrict the membership of any Academy member if two-thirds of the members of the Board of Directors find that the conduct of the member in question has been in knowing violation of the Bylaws or other lawful rules or regulations or has been otherwise prejudicial to the best interests of the Academy and values outlined in Article I, Section 1.

The disciplinary actions that may be taken by the Academy against any member shall be set forth in greater detail in the Academy’s rules and regulations adopted by the Board of Directors from time to time; provided that no disciplinary action may be taken against any member unless the notice and hearing procedures set forth in the Academy’s rules and regulations are also followed.

Section 7. Waivers and Exceptions. An exception to or a waiver of board certification requirements or other exceptions to membership requirements may be requested by a member of the Board of Directors or an individual. A two-thirds vote of the Board of Directors shall be required for the approval of such requests. The process for initiating exceptions to or waivers of membership requirements shall be set forth in rules and regulations adopted by the Board of Directors from time to time.

ARTICLE II

Officers

Section 1. President. The President shall succeed from the position of President-Elect, shall take office on January 1, and shall serve a term of one year.

The President shall be an ex-officio non-voting member of all Academy organizational entities

including committees and editorial boards, unless exception is made in the Bylaws.

The President shall preside at all meetings of the Academy's general membership, the Academy's Board of Directors, and the Academy's Executive Committee. In addition, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 2. *President-Elect.* The President-Elect shall be elected in the manner outlined in Article III. The President-elect shall take office on January 1 immediately following the election, shall serve for a term of one year, and shall be installed as President on January 1 of the following year. The President-Elect shall be an ex-officio non-voting member of all Academy organizational entities including committees and editorial boards, unless exception is made in the Bylaws.

The President-Elect shall assist the President in performing his or her duties. The President-Elect shall also perform such other duties as may be prescribed by the President or the Board of Directors from time to time.

Section 3. *Immediate Past President.* The Immediate Past President shall succeed from the position of President, shall take office on January 1, and shall serve for a term of one year. The Immediate Past President shall be an ex-officio non-voting member of all Academy organizational entities throughout his or her term, including committees and editorial boards, unless exception is made in the Bylaws. The Immediate Past President shall assist the President and the President-Elect in performing their duties and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 4. *Secretary/Treasurer.* The Secretary/Treasurer shall be elected by the Board of Directors from among its members according to such procedures as it may establish. The Secretary/Treasurer shall assume such duties and responsibilities as are customary for the secretary and treasurer of a nonprofit corporation and as may be required by law and shall serve for a term determined by the Board.

Section 5. *Chief Executive Officer/Executive Vice President.* The Chief Executive Officer/Executive Vice President ("CEO/EVP") shall be appointed by the Board of Directors under the terms of an employment agreement approved by the Board of Directors, and shall perform such duties and exercise such authority as shall be determined by the Board of Directors. The CEO/EVP shall be responsible for the day to day administration of the Academy's affairs and shall manage and direct the activities of the organization as prescribed by and under the supervision of the Board of Directors. The CEO/EVP shall have the power to hire and discharge agents and employees of the organization and shall oversee and direct their activities in carrying out the work of the organization. The CEO/EVP shall not cause or allow any practice, activity, decision, or organizational circumstance that is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics.

Section 6. *Executive Committee.* There shall be an Executive Committee of the Board consisting of the President, the President-Elect, Immediate Past President, Secretary/Treasurer, and the CEO/Executive Vice President who will be an ex-officio member and shall not vote except in the event of a tie. The terms of office of the members of the Executive Committee shall be coterminous with their terms on the Board of Directors. The Executive Committee shall meet periodically to carry out Academy business between meetings of the Board of Directors in accordance with Board of Director policies, and to the extent authorized by the applicable provisions of Illinois law. The duties of the Executive Committee are to uphold the Constitution of the Academy and to perform such other duties as prescribed by these Bylaws. The Executive Committee shall appoint the members who shall serve on the committees of the Board of Directors. The President shall preside at all meetings of the Executive Committee. The Executive Committee shall perform such other duties as may be determined by the Board of Directors. Meeting minutes of the Executive Committee shall be kept and circulated to all members of the Board of Directors.

Section 7. *Membership on the Board of Directors.* The Board of Directors shall consist of the President, the President-Elect, the Immediate Past President, Secretary/Treasurer, Chief Executive

Officer/Executive Vice President (ex-officio), the Chairperson from each of the Academy's Districts, and three At Large Members. All elected members of the Board of Directors must remain Fellow or Specialty Fellow members of the AAP in good standing.

Section 8. At Large Members of the Board of Directors. There shall be three At Large members of the board of directors elected nationally from all districts according to the provisions of Article III, Section 7. Nominees for the positions of At Large board members shall be selected by the National Nominating Committee. Qualifications for all nominees for At Large directors shall include experience in leadership of the AAP committees, councils or sections. All nominees for At Large Seat A shall be pediatric medical subspecialists, all nominees for At Large Seat B shall be pediatric surgical specialists, and all nominees for At Large Seat C shall be any Fellow or Specialty Fellow who otherwise meets the qualifications set forth in this section.

Each At Large director elected to Seats A and B shall be limited to one full four-year term. The initial At Large director elected to Seat C shall be limited to one full three-year term. Thereafter, the At Large director elected to Seat C shall be limited to one full four-year term. If an At Large director position becomes vacant, an election of a member to complete the unexpired term shall be held in the same manner as the original election with a modified time schedule if required. If less than 24 months of the unexpired term remain, the individual who fills such a vacancy shall thereafter be eligible for election to one full four-year term as a member of the Board.

Section 9. Duties and Responsibilities of Board of Directors. The property, business and affairs of the Academy shall be governed by the Board of Directors. The duties and responsibilities of the Board of Directors include oversight and overall management of the Academy's operations to enable it to fulfill its purpose and mission, promulgation of such rules and regulations as the Board of Directors deems necessary to carry out the Academy's mission and the duties and intentions of these Bylaws, and publication of those rules and regulations in a Policies and Procedures Manual which is accessible to all Academy members in good standing.

Section 10. Meetings of the Board of Directors. The President of the Academy shall designate the time and place of the regular meetings of the Board of Directors. At least 15 days' notice of such meetings shall be given by the CEO/EVP. Special meetings of the Board may be called by the President or upon written request of three or more other members of the Board. Notice of any special meeting of the Board of Directors shall be given at least 10 days prior thereto and shall state the purpose of the special meeting. Notice of regular and special meetings shall be in writing and shall be delivered personally or by mail or electronic means to each director. If sent by mail, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the appropriate director, postage thereon prepaid.

Attendance at a meeting by a majority of the Board members then in office shall constitute a quorum of the Board of Directors for the transaction of business at any meeting of the Board. Except as may otherwise be provided in the Academy Constitution or Bylaws, or as required by Illinois law, a majority vote of the members of the Board of Directors in attendance at a meeting at which a quorum is present shall be required for action of the Board of Directors. All members of the Board of Directors shall have the right to vote except the CEO/EVP who will vote only in the event of a tie. The Board of Directors shall establish voting procedures for such instances in which members are participating or meetings are not conducted in person. Voting by proxy shall not be permitted. An absentee Board member may not designate an alternate to represent him or her at a Board meeting.

Among other guests that may be determined by the Board of Directors, at each meeting a representative of pediatric trainees and a family member representative shall be invited to attend.

Section 11. Removal of Officers. Any officer who is unable or unwilling to fulfill the duties of the office can be removed from office by a two thirds majority vote of the Board of Directors. However, the removal of the CEO/EVP is subject to the terms of any written employment agreement and those terms will control in the event of a conflict with these Bylaws. In the case of the removal of the President the President-Elect shall be appointed Acting President and in such event a successor President-Elect shall

be elected in the same manner as specified in Article III, with a modified time schedule if required.

ARTICLE III

District and National Nominating Committees and Elections

Section 1. Nominations. Candidates for the offices of national President-Elect and At Large members of the Board of Directors shall be nominated by a National Nominating Committee (“NNC”) or by petition. Candidates for District Chairperson, District Vice Chairperson, and National Nominating Committee Representative shall be nominated by a District Nominating Committee (“DNC”) or by petition. A majority of the voting members of the NNC shall constitute a quorum for purposes of conducting business by the NNC.

Section 2. National Nominating Committee.

A. Composition. The National Nominating Committee shall be composed of one Fellow or Specialty Fellow member elected for this purpose from each District. The NNC shall also include the following members selected by the Board of Directors: a recent past President, ordinarily the most recent president not currently serving on the Executive Committee, a recent past member of the Board of Directors, and a representative of the committees, sections and councils not currently serving in an appointed or elected position. NNC members representing committees, councils, districts, and sections shall serve for a term of three years and may not be re-elected.

B. Nomination and election. Nomination and election of NNC members from the Districts shall be held in the same manner as nomination and election for District Chairpersons and District Vice Chairpersons, as further specified in this Article. If any such member is unable to fulfill the duties of that office, a replacement shall serve for the remainder of the unexpired term and ineligible to run for a subsequent three-year term through a process determined by the Board. There shall be no substitutes or alternates for sitting NNC members.

C. Selection of Members by the Board. The Board of Directors will establish a process for the selection of the appointed members of the NNC. The past board member and representative from committees, councils and sections will serve a term of three years with no opportunity for reappointment. The past president will serve a term of one year with no opportunity for reappointment. The past board member and past president of the NNC shall serve as ex-officio members.

Section 3. Duties of the National Nominating Committee. The NNC shall elect its own chairperson annually who shall have a vote. Each year, the NNC shall nominate no more than two candidates for the office of President-Elect and each of the offices of At Large board members in accordance with rules and regulations adopted by the Board of Directors. When selecting candidates, the NNC shall be inspired by the principles of and vision for the Academy outlined in the Constitution and in Article I, Section 1 of the Bylaws. The NNC shall supervise the election process. Guidelines for supervision shall be consistent with these Bylaws and Illinois law and shall be subject to the approval of the Board of Directors. The CEO/EVP shall inform all vote-eligible members of the NNC’s candidate nominations for the offices of President-Elect and At Large Board members at least 30 days prior to the elections for those offices. The NNC shall perform other duties as may be determined by the Board of Directors.

Section 4. District Nominating Committee. The DNC shall be composed of all Chapter Presidents and Vice Presidents, up to three representatives with experience in leadership from committees, councils and sections that reside within the district, and the District representative to the NNC. The District Chairperson, District Vice Chairperson, and the Chapter Forum Management Committee Representative will be ex-officio members of the DNC but shall not vote. In the event that a Chapter President or Vice-President is unable to attend the District Nominating Committee meeting in

person, the chapter president may designate another chapter leader to represent either officer on the District Nominating Committee with both voice and vote, including for the purposes of elections. The DNC shall be chaired by the District representative to the NNC unless that NNC representative is a candidate for another District or national office, in which case the DNC shall select its own chair. A member of the DNC may not vote on any nomination for an office for which that member is a candidate.

Section 5. Duties of the District Nominating Committee. The DNC shall nominate no more than two candidates each for the positions of District Chairperson, District Vice Chairperson, and National Nominating Committee Representative. To the extent possible, each District Nominating Committee shall give notice to the vote-eligible members in the District at least 30 days prior to its meeting to allow the voting membership to suggest potential candidates for office. Notice shall be provided to the members in each District of the DNC's action. The DNC shall elect the district representative to the Chapter Forum Management Committee.

Section 6. Petitions. Candidates for the office of national President-elect and At Large Members of the Board of Directors may also be nominated by petition. Petitions must bear the signatures of at least 5% of the vote-eligible members from each of at least five Districts, and be certified by the NNC. Petitions must be received by the CEO/EVP at least 30 days prior to the election.

To be effective, petitions nominating candidates for District Chairpersons, District Vice Chairpersons, , and NNC Representatives must have the signatures of at least 5% of the vote-eligible members from a majority of the Chapters in the District. No more than 50% of the signatures may come from any one Chapter. Petition candidates shall be verified by the DNC. Petitions must be received by the CEO/EVP at least 30 days prior to the election.

Section 7. Elections. The election of the national President-Elect by all vote-eligible members shall be held annually. The Executive Committee members of the Section on Pediatric Trainees also will be permitted to vote in the annual national election for President-Elect. In order to be elected, the President-Elect must receive over 50% of the valid votes received by the Academy within 30 days after the provision of ballots. If there are more than two candidates and no candidate receives over 50% of the valid votes, a runoff election between the two candidates receiving the most votes shall be conducted.

The election of District Chairpersons, District Vice Chairpersons, At-Large Directors and National Nominating Committee Representatives shall be held annually in conjunction with the national Presidential election by mail or electronic ballot of all vote-eligible members. In order to be elected, candidates must receive over 50% of the valid votes received by the Academy within 30 days after the provision of ballots. If there are more than two candidates and no candidate receives 50% of the valid votes, a runoff election between the two candidates receiving the most votes shall be conducted.

ARTICLE IV

Districts, District Chairpersons, and District Vice Chairpersons

Section 1. Districts. The Academy shall be divided into Districts that shall be organized by geographic area. The districting of the Academy may be evaluated and modified at any time at the discretion of the Board of Directors.

Section 2. District Chairpersons and District Vice Chairpersons. District Chairpersons and District Vice Chairpersons shall be limited to one full four-year term in each of these positions. If the office of District Chairperson becomes vacant, the District Vice-Chairperson shall fill that vacancy. If less than 24 full months of an unexpired term of a District Chairperson remain, the District Vice Chairperson who fills that vacancy shall thereafter be eligible for election to one full four-year term as District Chairperson.

If the office of District Vice Chairperson becomes vacant at a time when less than 18 months of the unexpired term remain, the District Nominating Committee shall appoint a replacement. If more than 18 months of the unexpired term remain, an election of a member to complete the unexpired term shall be held in the same manner as the original election with a modified time schedule if required. If less than 24 full

months of the unexpired term remain, the member who fills such a vacancy shall thereafter be eligible for election to one full four-year term as District Vice Chairperson. All District Vice Chairpersons must remain Fellow or Specialty Fellow members of the AAP in good standing.

The term limits set forth in this Section 2 shall not apply to District Chairpersons or District Vice-Chairpersons serving in that capacity on January 1, 2019. Rather, the term limits in effect at the time of their election or appointment shall apply to these individuals.

Section 3. District Committee. A District Committee shall be established in each District and will include but will not be limited to the District Chairperson, the District Vice Chairperson, the Chapter Presidents, the Chapter Vice Presidents, the National Nominating Committee member, and the Chapter Forum Management Committee representative. District voting privileges and procedures, other than when voting as a District Nominating Committee, shall be determined by each District. The District Committee shall meet at least annually to discuss District and national Academy activities. The District Chairperson may submit reports, resolutions, and recommendations of the District Committee to the Board of Directors for consideration at the next regular meeting of the Board of Directors.

Section 4. Duties. The District Chairperson shall represent the District as a voting member of the Board of Directors, shall guide and coordinate the activities of the Chapters in the District, and shall perform such other duties as may be described elsewhere in the Bylaws or as may be determined by the Board of Directors. The District Vice Chairperson shall assist the District Chairperson with District duties and shall have such other duties as the Board of Directors may determine.

ARTICLE V

Organization of Chapters

Section 1. Establishment of Chapters. One or more Chapters shall be established where feasible in each state and territory of the United States, the District of Columbia, and each province of Canada. Chapters may be consolidated or new Chapters established at the initiative of a Chapter or Chapter member with the approval of the Board of Directors; or at the initiative of the Board of Directors.

Section 2. Chapter Bylaws and Activities. Each chapter shall be incorporated in the state where is it located and shall adopt bylaws which shall not violate the Bylaws or policies of the Academy or otherwise jeopardize the federal tax exempt status of the Academy under Section 501 (c)(3) of the Internal Revenue Code. None of the resources of the Academy may be used by a chapter to support any activity that may not be undertaken by an organization described in Section 170(c)(2) of the Internal Revenue Code and exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI

National Committees, Sections, Councils, and Task Forces

Section 1. National Committees. The Board of Directors shall appoint national committees as may be required to address specific subject areas, to respond to directives, and to comply with policy as specified by the Board of Directors.

Section 2. Sections. The Board of Directors may establish Sections concerned with special interests or subspecialties and surgical specialties in pediatrics to provide a forum for those members with such interests.

Section 3. Councils. The Board of Directors may establish Councils to serve the functions and purpose of committees and sections defined in this Article under such rules as the Board may establish.

Section 4. Task Forces. The Executive Committee may appoint Task Forces to address a specific objective that is not included in the directive of existing committees under such rules and procedures as the Board of Directors may establish.

ARTICLE VII

Annual Business and Special Meetings

Section 1. Annual Business Meeting. A meeting of the Academy, to be known as the Annual Business Meeting, shall be held each year. The time and place of the Annual Business Meeting shall be designated by the Board of Directors.

Section 2. Notice of Meetings. A written, printed, or electronic notice stating the place, day, and hour of the Annual Business Meeting shall be provided to each member not less than ten days nor more than 40 days before the date of the meeting. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail addressed to a member at the address that appears on the records of the Central Office of the Academy, with postage thereon paid. Any member may waive notice of any meeting.

Section 3. Agenda. The Executive Committee shall prepare the agenda for the Annual Business Meeting. Items to be included on the agenda at the request of a member must be submitted to the Executive Director in writing at least 90 days before the meeting for consideration and recommendation by the Executive Committee.

Section 4. Quorum. Five hundred vote-eligible members of the Academy shall constitute a quorum for voting purposes at the Annual Business Meeting or at any special meeting of members of the Academy which is called by the Board of Directors.

Section 5. Special Meetings. Special meetings of the members of the Academy may be called by the Board of Directors for such time and place as it may designate. Notice of not less than ten nor more than 40 days shall be provided to the members prior to the meeting. Such notices shall designate the purpose or purposes thereof. No business shall be transacted other than that specified in the notice.

Section 6. Rules. All deliberations of the Academy, its Board of Directors, and its committees shall be governed by parliamentary procedure as interpreted by the current edition of *The Standard Code of Parliamentary Procedure (Alice Sturgis)* when not in conflict with the Bylaws of the Academy or Illinois law. In the event of a conflict, the Bylaws of the Academy shall prevail, unless they are contrary to Illinois law, in which event, Illinois law shall prevail.

ARTICLE VIII

Annual Leadership Forum

An annual forum (the “Annual Leadership Forum”) shall be convened to integrate the policy development, education, and advocacy functions of the Academy. At this meeting, the Academy’s volunteer leadership will exchange ideas, express and establish priorities for issues of concern through the

passage of resolutions and recommendations, provide a channel of communication from the membership to the Board of Directors, orient and educate the leadership, and serve in an advisory capacity to the Board of Directors.

ARTICLE IX

Academy Year

Section 1. Fiscal Year. The fiscal year of the Academy, including publications shall be determined pursuant to rules and regulations adopted by the Board of Directors from time to time.

Section 2. Terms of Office. The terms of office for National Officers, District Vice Chairpersons and for members of the National Nominating Committee shall begin on January 1 unless otherwise specified by these Bylaws or by the Board of Directors. Unless otherwise specified, the terms of office for members of national committees shall coincide with the Academy's fiscal year. Liaison appointments, appointments to provisional committees and task forces, and interim appointments may have other terms of office as specified by the Board of Directors.

ARTICLE X

Amendments

The Academy Constitution and Bylaws may be amended in any manner consistent with the provisions of Illinois law, pursuant to the following procedures and such other procedures as may be established from time to time by the Board of Directors:

- A. A duly proposed amendment may be initiated by any of the following methods: a two-thirds favorable vote of the members of the Board of Directors, a two-thirds favorable vote of the members of the Annual Leadership Forum present at the meeting at which the vote is taken, or a petition submitted to the Board of Directors with the signatures of not less than 5% of the vote-eligible members from each of at least five Districts.
- B. The Board of Directors must consider and act upon a duly proposed amendment within 180 days following its receipt by the Board of Directors;
- C. A duly proposed amendment, which has been acted upon favorably the Board of Directors, shall be circulated with ballots to the entire voting membership of the Academy within 120 days after the date of its consideration and favorable recommendation by the Board of Directors;
- D. The CEO/EVP, in mailing or electronic transmission of the ballots, shall specify the date by which all ballots must be received to be counted. This date shall be not earlier than 30 days nor later than 45 days after the date of provision of the ballots.
- E. If two-thirds of the valid votes received by the CEO/EVP in the specified time frame are in favor of the proposed amendment, the proposed amendment, notice of the adoption of the proposed amendment, and its effective date shall be published in an official Academy print or electronic publication. The proposed amendment shall become effective following its print or electronic publication to the Academy membership in this manner.

ARTICLE XI

Contracts, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Academy to enter into any contract or execute and deliver any instrument in the name of and in behalf of the Academy and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Deposits Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Academy shall be signed by such officers, agent, or agents of the Academy and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the CEO/EVP. All funds of the Academy shall be deposited from time to time to the credit of the Academy in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE XII

Indemnification

The Academy shall indemnify all officers and directors of the Academy for matters arising only out of their service in this capacity and only to the fullest extent permitted by Illinois law. The Academy shall be entitled to purchase insurance for such indemnification of officers and directors to the fullest extent permitted by Illinois law and as determined from time to time by the Board of Directors.