

BYLAWS  
OF  
AMERICAN ACADEMY OF PEDIATRICS, DISTRICT II, INC.

PREAMBLE

The AMERICAN ACADEMY OF PEDIATRICS, DISTRICT II, INC., also known as the AMERICAN ACADEMY OF PEDIATRICS, DISTRICT II (NEW YORK STATE), (hereinafter referred to as the “District”) is the successor organization to an unincorporated association known as The AMERICAN ACADEMY OF PEDIATRICS, DISTRICT II, and succeeds to all of the assets and is liable for all of the debts of said prior organization.

ARTICLE 1

PURPOSES

1.1 The purposes for which the District is formed are exclusively charitable, educational and scientific in nature within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended (the “Code”) and more particularly:

(a) To sponsor and support charitable, educational and scientific activities and seminars which will contribute to improved healthcare services for infants, children, adolescents and young adults and to support pediatricians practicing within the State of New York;

(b) To foster and promote training, research and advances in the field of pediatric medicine and other healthcare services for infants, children, adolescents and young adults and to support the growth and availability of such services through direct grants, gifts, advances, loans and other assistances to such persons, corporations and other organizations or entities which the District shall determine will further said purposes;

(c) To receive and administer funds and to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly or in any other manner or form with any other person, persons, or corporations, any property, whether real, personal, tangible, or intangible or any undivided interest therein, without limitation as to amount or value;

(d) To formulate, manage and control directly or indirectly other entities, firms, corporations and the like as may be deemed necessary or desirable to carry out the purposes of the District;

(e) To sell, convey, or otherwise dispose of any property and to invest, reinvest or deal with the principal or the income thereof in such manner as in the judgment of the District will best promote the purposes of the District without limitation, except as may be limited by the instrument under which such property is received, the District's Certificate of Incorporation, as amended, bylaws or any laws applicable thereto and by Section 501 (c) (3) of the Code;

(f) To solicit and receive grants, contracts and funds from federal, state and local governmental agencies, foundations or any other sources, to further the corporate purposes; and

(g) To do anything and everything reasonably and lawfully necessary, proper, suitable or convenient for the achievement of the foregoing purposes or for the furtherance of said purposes.

1.2 In furtherance of the foregoing purposes, the District shall have the following powers:

(a) To solicit, accept, receive and acquire by way of gift, devise, bequest, lease, purchase or otherwise, and to hold, invest and reinvest all property real or personal, including shares of stock, bonds and securities of other corporations and to dispose of property, real or personal, by gift, lease, sale or otherwise, all as may be necessary or desirable for the attainment of the purposes of the District;

(b) To borrow money, contract debts, issue notes and secure payment of the performances of its obligations and to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the District;

(c) To foster and promote health care education, research and advances in the health field and the growth and availability of quality health care services through direct grants, gifts, loans or otherwise to the local New York State chapters of the American Academy of Pediatrics and to such other person or persons, corporations or other corporations or entities determined by the District to be engaged in activities or projects whose goals and purposes are consistent with those of this District;

(d) To coordinate and support activities of not-for-profit organizations engaged in health care activities for the betterment of the general health of the communities served by them;

(e) To promote and advance relationships between health care institutions, health care providers and the communities they serve; and

(f) In addition to the foregoing and in furtherance of its purposes as set forth above, the District shall have all of the powers enumerated in Section 202 of the Not-for-Profit District Law, together with the power to solicit grants and contributions for corporate purposes subject to any limitations provided in the Not-for-Profit District Law or any other statute of the State of New York.

## ARTICLE 2

### MEMBERS

#### 2.1 Members.

(a) The District shall have the following three (3) Section 501 (c ) (3) corporate members:

(i) THE AMERICAN ACADEMY OF PEDIATRICS, NEW YORK, CHAPTER 1, INC.;

(ii) THE AMERICAN ACADEMY OF PEDIATRICS, NEW YORK, CHAPTER 2, INC.; and

(iii) THE AMERICAN ACADEMY OF PEDIATRICS, NEW YORK, CHAPTER 3, INC.

Individually, the members shall be referred to herein as the “Chapter” or collectively as the “Chapters”.

(b) The Chapters shall be required to pay dues and/or assessments to the district as determined by the District’s Board of Directors. Such dues and/or assessments shall be determined in proportion to the number of members in each Chapter.

ARTICLE 3  
BOARD OF DIRECTORS

3.1 Composition. The District’s board of directors (the “Board”) shall be composed of the following individuals all of whom shall be entitled to one (1) vote each:

(i) The District Chair, the District Vice Chair and the National Nominating Committee Member, each of whom shall be elected by ballot by the voting fellows of the American Academy of Pediatrics (the “Academy”) residing in the State of New York;

(ii) The President and Vice President of each Chapter

(iii) The Chapter Forum Committee Representative, if other than any of the foregoing individuals, who shall be selected by the Chapter Presidents and Vice Presidents pursuant to the Chapter Forum Committee’s formal rules and procedures; and

(iv) The District Treasurer.

3.2 Term. The members of the board shall serve as long as they shall hold their respective offices that entitle them to be members of the Board pursuant to the bylaws which create and define said offices.

3.3 Nomination and Election of District Chair, District Vice Chair, and National Nominating Committee Member.

(a) Candidates for District Chair, District Vice Chair, and National Nominating Committee Member shall be nominated by the District's nominating committee (the "District Nominating Committee"). Additional candidates may be nominated by a petition. The District Nominating Committee shall be comprised of the President and Vice President of each of the three NY Chapters. It will be chaired by the District's National Nominating Committee Representative. The District Chair and Vice Chair shall serve as ex-officio members. At least 30 days notice prior to its meeting will be given to allow the membership to suggest potential candidates for office.

(b) The District Nominating Committee shall nominate one (1) or more candidates for District Chair, District Vice Chair and National Nominating Committee Member. The Executive Director of the Academy shall be notified of the Nominating Committee's action and shall send out ballots to the District's vote-eligible fellows.

(c) The petition process may be used to nominate candidates for District Chair, District Vice Chair and National Nominating Committee Member. In order to be effective, such petitions must have the signatures of at least 5% of the vote-eligible fellows in the State, including a majority of the Chapters. No more than 50% of the signatures may come from any single Chapter. Petition candidates shall be verified by the District Nominating Committee.

(d) The election of District Chair, District Vice Chair and National Nominating Committee Member shall be by e-mail ballot of the District's vote-eligible fellows. Candidates shall be elected by a majority of valid votes received by the Academy's Executive Director within 30 days after the e-mailing of ballots. Should no candidate receive a majority of votes, a

runoff election between the two (2) candidates receiving the most votes shall be conducted. Such run off election shall be conducted in the same manner as set forth above.

(e) If a District Chair is unable to fulfill the duties as determined by a majority vote of the Executive Board of the Academy, the District Vice Chair shall become the District Chair. If less than 2 full years of the unexpired term remain, the District Vice Chair who fills such vacancy shall be eligible for election to 2 full terms as District Chair. If the office of District Vice Chair becomes vacant at a time when less than 18 months of the unexpired term remains, an election shall be held in the same manner as the original election. If less than 2 full years of the unexpired term remain, the member who fills such a vacancy shall be eligible for election to 2 full terms as District Vice Chair.

3.4 Resignation. Any Director may resign at any time by giving written notice to the District Chair. Such resignation shall take effect on the date of formal acceptance.

3.5 Duties.

(a) The District Chair shall represent the District as a voting member of the Academy's Board of Directors and 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 Academy's bylaws or be determined by the Academy's Board of Directors.

(b) The District Vice Chair shall assist the District Chair with District duties and shall have such other duties as the Academy's Executive Board may determine. District Vice Chair may be invited to attend regular meetings of the Academy's Board of Directors, but may vote only in the absence of the District Chair.

3.6 Power and Authority. The Board of Directors shall have power and authority to perform all acts and functions consistent with its responsibilities and not inconsistent with the Certificate of Incorporation or these Bylaws and to manage and control the District, its property, business and concerns. The authority, responsibilities and duties of the Board shall include:

- (a) Providing such functions as set forth in the bylaws of the Academy;
- (b) Reviewing the annual budget and operating the District within such budget;
- (c) Supervising all the business affairs of the District, such as records of financial transactions, collection of accounts, purchase and issuance of supplies, and ensuring that all funds are collected and expended to the best possible advantage of the District;
- (d) Amending the Bylaws of the District as required in the best interest of the District.
- (e) Appointing committees as necessary to effect the discharge of Board responsibilities;
- (f) Ensuring compliance with all applicable federal, state and local laws and regulations;
- (g) Engaging certified or registered public accountants to conduct an audit of the District's accounts and records at least once a year; and
- (h) Performing any other duty necessary in the best interest of the District.

3.7 Meetings of the Board. The board shall meet at least annually to discuss District and Academy activities. The District Chair may submit reports, resolutions, and recommendations of the Board to the Academy's Board of Directors for consideration at the next regular meeting of the Executive Board.

- (a) Annual meetings. The Annual Meeting of the Board shall be held at such time and place as shall be stated in the notice of such meeting and at least annually.

(b) Regular Meetings. Regular meetings of the Board shall be held as often as necessary to carry out the functions of the Board and at least semi-annually.

(c) Order of Business. The order of business of the Board at any annual or Regular Meeting shall be as follows:

- i. Call to order.
- ii. Call of roll.
- iii. Reading of Minutes.
- iv. Communications from absentee members.
- v. Reading of other communications.
- vi. Report of the Treasurer.
- vii. Report of the Executive Director.
- viii. Reports of Committees.
- ix. Report of the District Chair.
- x. Report of the District Vice Chair.
- xi. Report of the President of each Chapter.
- xii. Unfinished business.
- xiii. New business.
- xiv. Adjournment.

(d) Special Meetings of the Board. Special Meetings of the Board shall be called by the District Executive Director at any time upon request of the District Chair, or upon request of one-third 1/3 of the members of the Board. Written notice of Special Meetings shall be communicated to each member of the Board at least five (5) days before the date of such Special Meeting. Such notice shall state in general terms the nature of the business to be transacted for which the Special Meeting has been called. No business other than that stated in the notice shall be transacted.

(e) Quorum. At all Annual, Regular and Special meetings of the Board, a majority of the Board shall constitute a quorum for the transaction of business, and a majority vote of those Directors present shall determine all questions.

3.8 Conflict of Interest. The following policy of duality and conflict of interest is hereby adopted:

(a) Any duality of interest or possible conflict of interest on the part of any member of the Board shall be disclosed to the other members of the Board and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action.

(b) Any member of the Board having a duality of interest or possible conflict of interest on any matter shall not vote or use personal influence on the matter, but shall be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made and the abstention from voting.

(c) The foregoing requirements should not be construed as preventing the member of the Board from briefly stating his/her position in the matter, nor from answering pertinent questions of other members of the Board since his/her knowledge may be of great assistance.

3.9 Out of Pocket Expenses. Members of the Board may be reimbursed for their audited out-of pocket expenses incurred while acting on behalf of the District, provided that such actions all have been duly and specifically authorized by the Board and the necessary funds made available before disbursement.

3.10 Indemnification. The District shall indemnify any person who is, or was, a Director or Officer of the District in accordance with and to full extent provided and subject to the limitations contained in, Article 7 of the Not-for Profit District law of the State of New York. Directors and Officers shall be entitled to such additional indemnification and/or advancement of expenses as may be authorized by a resolution of the Board or an agreement providing for indemnification, provided that no indemnification shall be made to or on behalf of any Director

or Officer if a judgment or other final adjudication adverse to the Director or Officer establishes that the act(s) were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he/she personally gained in fact a financial profit or other advantage to which such Director or Officer was not legally entitled.

ARTICLE 4  
OFFICERS

4.1 Officers. The officers of the Board of Directors of the District shall be a President (Chair), a Vice President (Vice Chair), and a Treasurer. The District Chair shall be the President and the District Vice Chair shall be the Vice President. The Treasurer shall be a member of the District who is appointed by the District Chair and shall take office at the Annual Meeting and will hold office for a period of one year. In the event that the treasurer is unable or unwilling to complete his/her term, a successor may be appointed at any Regular or Special Meeting of the Board to complete the unexpired term of the vacated office.

4.2 President. The President, known as the District Chair, shall be given all necessary authority and be held responsible for the administration of the District in all its activities, subject only to such policies as may be adopted and such instructions as may be issued by the Board, or by any of its committees to which it has delegated power for such action. The President shall preside at all meetings of the District's Executive Committee and shall be ex-officio a member of all committees. The President shall perform such other duties as from time to time may be assigned by the Board of Directors.

4.3 Vice President. The Vice President, known as the District Vice-Chair, shall, in the absence or disability of the District Chair, perform the duties of the President and when so acting shall have all of his/her power and authority. Further, the Vice President shall be responsible for carrying out all policies established by the Board of Directors; preparing and implementing a plan for the achievement of the District's specific objectives and periodically reviewing and evaluating that plan; and such other duties and responsibilities as may be assigned by the Board.

4.5 Treasurer. The Treasurer shall receive and disburse all moneys of the District. He/she shall submit an annual budget showing the expected revenue and expenditures; operating within an approved budget unless otherwise directed by the Board. He/she shall keep a complete record of all receipts, disbursements, investments, and other financial transactions of the District. He/she shall disburse all moneys and funds in the name and to the credit of the District in such bank or banks of depository as the Board shall designate. He/she shall have custody of all investment funds, securities, deeds, mortgages and like documents of value belonging to the District and shall keep the same in such place of safe deposit as the Board may designate. He/she shall make a report to the Board at each Regular Meeting, and an Annual Report in detail at the Annual Meeting of the District. The books of the Treasurer shall always be open for inspection by the Directors of the District. The Treasurer shall have the authority to delegate any of the above duties through the President of the District.

ARTICLE 5  
FISCAL YEAR

The fiscal year of this District shall commence on July 1 and end as of June 30 of each following year.

ARTICLE 6  
RULES OF PROCEDURE

Robert's Rules of Order shall prevail at all meetings, unless otherwise provided in these Bylaws.

ARTICLE 7  
AMENDMENTS AND EFFECTIVE DATE

7.1 Amendments. These Bylaws may be amended by affirmative vote of a two-thirds (2/3) majority of the members of the Board present at the Annual Meeting or any Special Meeting of the Board at which a quorum is present, in person or by proxy, provided that a full statement of the proposed amendment(s) is contained in the notice calling the meeting at which

said amendment(s) is to be voted, or that a copy of the proposed amendment(s) to the Bylaws of this District to be voted on by the stipulated meeting may be studied at the principal office of this District.

7.2 Effective Date. These Bylaws shall become effective upon approval thereof and adoption by the members of the Board, and all Bylaws previously adopted shall thereupon be and become superseded and repealed.



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District Chair



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District Vice Chair

06/16/14

Date