

Maine Chapter

OF THE AMERICAN ACADEMY OF PEDIATRICS

INCORPORATED IN MAINE

BYLAWS

AMERICAN ACADEMY OF PEDIATRICS, MAINE CHAPTER, INC.

Content Revised by '2020 ByLaws Revision Subcommittee' – April 2020

Reviewed and Approved by Andrew MacLean, JD, MMA – April 2020

ARTICLE I: NAME, PURPOSE/SCOPE, MEETINGS

Section 1. Name: The name of the organization shall be "American Academy of Pediatrics, Maine Chapter, Inc." (Hereinafter "the Chapter").

Section 2. Purpose/Scope

The Chapter is a charitable organization that improves the health and well-being of Maine children and its members through three core areas of focus – policy, advocacy, and education – within the meaning of Section 501(c)(3) of the Internal Revenue Code. This includes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The specific scope of activity includes:

- A. To provide leadership, advocacy, clinical expertise and healthcare provider education in promoting excellence in physical and mental health care for infants, children, adolescents, young adults, their caregivers, and other adults important in their lives.
- B. To end racial inequities and injustices that impact child health and the well being of our communities.
- C. To unite Maine pediatric healthcare providers in a representative organization to improve the lives of infants, children, adolescents, and young adults and ensure they reach their full potential and transition successfully to adulthood.
- C. To promote and support Maine pediatric healthcare providers' well-being and resilience.

The foregoing enumeration of specific purposes shall not be deemed to be exclusive, and in general the Chapter shall have the power to do all things incidental, necessary or convenient to the carrying out of its general aims and as permitted by the laws of the State of Maine as amended from time to time and Section 501(c)(3) of the Internal Revenue Code, as amended.

As a 501(c)(3) non-profit organization, the Chapter shall not participate in or intervene in any political campaign or candidate for public office.

Section 3. Meetings

Maine AAP Bylaws

- A. A quorum shall consist of 10% of voting members of the Chapter for all member meetings and 33% of the voting members of the Board of Directors (hereinafter “the Board”) for all Board meetings.
- B. All member and Board meetings of the Chapter shall be conducted in accordance with the most current edition of Robert’s Rules of Order. Member and Board meetings may be held in whole or in part virtually (conference call or webinar) if all members can simultaneously hear one another.
- C. There shall be at least one annual member meeting of the Chapter. The time and place of any member meetings will be determined by the Board and notice of the time and place of member meetings shall be electronically mailed to all members of the Chapter at least thirty days in advance of such meeting whenever possible. At the annual member meeting, the Chapter President, or designee, shall make a report of the Chapter activities of the preceding year, and the Treasurer, or designee, shall make a report of the financial condition of the Chapter.
- D. The Executive Committee and Board meetings shall meet to conduct business as is necessary. There shall be at least two meetings of the Board per year, and, ideally, one per quarter.

ARTICLE II: MEMBERSHIP

Section 1. Classes of Membership

- A. Fellow: Applicant must have received initial certification in pediatrics or a pediatric surgical specialty.
- B. Specialty Fellow: Applicant must be certified by a Board other than those which qualify for fellow membership and associated with pediatric practice.
- C. Candidate: Applicant must have completed training in pediatrics or a pediatric surgical specialty within a residency program which is approved for credit toward Board certification.
- D. Resident: Applicant must be currently enrolled in a pediatric, internal medicine-pediatric, or pediatric surgical residency training program which is approved for credit toward Board certification.
- E. Fellowship Trainee: Applicant must have completed training in pediatrics or pediatric surgery in a residency program that is approved for credit toward Board certification and be enrolled in a pediatric fellowship trainee program.
- F. Medical Student: Applicant must be enrolled in a medical school accredited by the Association of American Medical Colleges or the American Association of Colleges of Osteopathic Medicine.
- G. Associate: Applicant must be a pediatric nurse or a pediatric dentist.
- H. Affiliate: Applicant must be a physician assistant, pharmacist, nurse practitioner or lab director spending at least 50% of their time with the pediatric patient population.
- I. Honorary: A non-pediatrician applicant must have made exceptional contributions to child health.
- J. Military: Applicant must be a pediatrician and active military member.
- K. Senior: Applicant must be a pediatrician who has reached the age of 70 years or reached the age of 65 years and no longer receiving income from professional activities.

Maine AAP Bylaws

Section 2. Rights and Duties of Membership

- A. The following member types shall have the right to vote on all matters submitted to the membership by the Board: Fellow, Specialty Fellow, Candidate, and Senior
- B. Committees of the Board: All committees of the Board shall include at least one Board member. All committees shall report to the Board of Directors and provide updates at Board meetings.

Section 3. Forfeiture of Membership

- A. Any member may be removed from the membership roster if after two notifications, they fail to pay dues without exceptional circumstance.
- B. Any conduct which violates the Professional Code of Ethics of a member's professional organization (American Medical Association, American Pharmacists Association, American Nursing Association, The American Society for Clinical Laboratory Science, American Association of Physician Assistants), which results in a legal conviction, or which involves discipline from a Maine licensure board, shall be brought before the Executive Committee for proper disposition.

ARTICLE III: OFFICERS (Executive Committee of the Board) and DUTIES OF OFFICERS

Section 1. The Officers of the Chapter (Executive Committee of the Board) must be from one of the following member categories: Fellow, Specialty Fellow, Candidate or Senior. The positions shall include:

- A. The Chapter President: The term of office of the President shall be two years. The President, or in the President's absence, the Vice President/President Elect, shall preside at all meetings of the Chapter, including Board meetings. The President shall appoint all committee members and committee chairs. The President shall submit a report to the Chapter at all formal meetings. Annually, and in accordance with the Division of Chapter and District Relations of the National American Academy of Pediatrics, the Chapter president shall file a complete written report of the Chapter activities of the preceding year.
- B. The Chapter Vice President/President-elect: The term of office of the Vice President/President-elect shall be two years immediately prior to ascending to the position of Chapter President. The Vice President/President-elect shall assist the President and preside at all meetings of the Chapter when the President is unavailable.
- C. The Chapter Treasurer: The Chapter Treasurer shall serve a term of two years. They shall be eligible for additional terms but may not serve more than eight consecutive years. The Treasurer shall assess and oversee the finances of the Chapter in accordance with the Maine AAP Financial Policies and Procedures and provide a financial report at each Board and member meeting.
- D. The Chapter Secretary: The Chapter Secretary shall serve a term of two years. They shall be eligible for two years but may not serve more than eight consecutive years. The Secretary shall approve the minutes of each Board and member meeting and assist with creation and approve of newsletters and correspondence to members, outside group, and legal entities.

Maine AAP Bylaws

- E. The Immediate Past Chapter President: The Immediate Past Chapter President will serve on the Executive Committee as an officer for two years following their term and remain on the Board after serving as the Immediate Past Chapter President.

Section 2. Openings on the Executive Committee (officers) shall be elected by the membership from a slate of nominees presented by the nominating committee.

Section 3. In the event that any officer of the Chapter is unable to serve the full term of office, the Board shall appoint a member to serve until the next annual meeting when the vacancy can be filled by an election.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Composition: The Board shall be composed of members of the Executive Committee and a minimum of ten and a maximum of twenty additional voting members (members at-large). Openings for at-large members shall be elected by the membership from a slate of nominees presented by the nominating committee.

Section 2. At-Large Voting Members

- A. The term of at-large Board members shall be two years. At-large members may serve an unlimited number of terms.
- B. The Nominating Committee shall present at-large members who reflect the diversity of the Maine community.
- C. At-large Board members who fail to attend 50% of the meetings of the Board may be asked to resign by the Executive Committee.

Section 3. Trainee Members: Medical Student and Resident members shall be approved by the Board.

Section 4. Inability to Serve: In the event that a member of the Board is unable to serve the full term of office, the Board may appoint a member to serve until the next annual member meeting when the vacancy can be filled by an election.

ARTICLE V: FINANCES

Section 1. The fiscal year shall begin July 1 and end on June 30 of the following year.

Section 2. Funds for the necessary expenses for the operation of the Chapter shall be derived from membership dues, from contributions, from grants, and from other sources and by other methods.

Section 3. The annual dues of the Chapter shall be established or altered by a majority vote of the Board.

Section 4. Dues may be waived for any good cause by the Board.

Section 5. The Board is empowered to defray all or any part of the expenses of the Executive Committee or Board members for the performance of Chapter business.

Maine AAP Bylaws

Section 6. Any expenditure greater than five thousand dollars (\$5,000) shall be approved by consensus of the Executive Committee. All checks and expenditures issued by the Corporation shall be executed by either the Executive Director, Treasurer or President.

ARTICLE VI: NOMINATING COMMITTEE

Section 1. The Nominating Committee shall consist of members of the Executive Committee.

Section 2. The Nominating Committee will prepare a slate of candidates for Executive Committee and at-large Board seats that will be vacant by the end of the fiscal year. Recommendations are encouraged from Chapter members. The candidates shall be approved by the Board and presented to the general membership for a vote.

A. The names of candidates for election to the Executive Committee and/or the Board will be e-mailed to each chapter member, and conducted via survey, by the Secretary or Executive Director before the end of each fiscal year. Candidates shall be elected by a majority of the chapter members participating in the vote.

ARTICLE VII: EXECUTIVE DIRECTOR AND OTHER EMPLOYEES

If funds are available, the Board shall select, appoint, and supervise a competent Executive Director and other employees and shall determine the terms, duties and compensation of all employees. The Executive Director shall be in charge of and shall exercise general management of the business of the Chapter with such powers and functions as the Board may direct. The Executive Director shall act as technical advisor to the Board and shall attend all Board meetings but shall not be a Board member and shall have no vote.

ARTICLE VIII: EMERGENCY PROCEDURES AND PROCESSES

At times, the well-being of the Chapter, the Executive Committee, the Board, and its members, may require actions or decisions outside of the routine procedures and processes. Emergency matters that require a decision within 48 hours will be addressed by a consensus of the Executive Committee members who are available. Urgent matters that require a decision between 48 hours and one week will be addressed by a consensus of the Board members who are available. Other time-sensitive matters that require a decision prior to the next formal meeting of the membership, committee, or the Board will be based on the specifics of the situation.

In times of national or state-wide emergency, the Executive Committee may postpone the annual meeting at their discretion. The current officers will retain their positions until the next voting opportunity. During such periods, Executive Committee and all other meetings may be held virtually, using an electronic platform that allows for group discussion and voting.

ARTICLE IX: AMENDMENTS/REVISIONS

Maine AAP Bylaws

Amendments to the Bylaws may be proposed by an individual or group of members. Such amendments require two-thirds affirmative vote of all eligible voting members. The proposed amendments should be submitted in writing to the Board at least thirty days in advance of the proposed vote. A copy of the proposed amendments, together with recommendations of the Board, shall be emailed to all members of the Chapter at least fifteen days prior to voting.

Minor revisions, such as grammatical or spelling changes, shall be approved by the Executive Committee. Major revisions/review shall be conducted as needed, or every three to five years, by a subcommittee appointed by the Executive Committee and must be approved by a two-thirds affirmative vote of eligible Board members.

ARTICLE X: LIABILITY PROTECTION AND INDEMNIFICATION

Section 1. Limitation of Liability: The Directors, Officers, Members, employees and agents of the Chapter shall not be liable to the Chapter or to any other Director, Officer, or Member for any mistake of judgment, negligence, or otherwise, except for his or her individual willful misconduct or except if he or she fails to act in good faith with a view to the interests of the Chapter (and, in the case of an Officer, with a view to the interests of the Chapter's Members) and with that degree of diligence, care and skill which an ordinarily prudent person would exercise under similar circumstances in like positions. No Director, Officer, Member, employee or agent shall be liable out of his or her personal assets for any obligation or liability incurred by the Chapter. The Chapter alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of this Chapter.

Section 2. Indemnification: The Chapter shall, to the greatest extent permissible by law, indemnify each person who serves or who has served at any time as an Officer, Director, Member, employee or agent of the Chapter.

The indemnification provided hereunder shall apply to all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity, or who is or was serving in another capacity at the request of the Chapter.

Any compromise or settlement payment related to such proceeding shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the Chapter and the indemnified Officers, Directors, Members, employees and agents. No amendment or repeal of the provisions of this Article which adversely affects the right of a person indemnified under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE XI: PROHIBITION AGAINST PRIVATE INUREMENT AND PUBLIC BENEFIT

No part of the net earnings of the Chapter shall inure to the benefit of any Director, Officer or Member of the Chapter, or any private individual, excepting solely such reasonable compensation that the Chapter shall pay for services actually rendered to the Chapter, or allowed by the Chapter as a reasonable allowance for authorized expenditures incurred on behalf of the Chapter, and no Director, Officer, or Member of the Chapter, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Chapter (except that a Director, Officer or Member may receive property of the Chapter in exchange for fair market value compensation to the Chapter).

These Bylaws shall not prohibit the reimbursement of incidental expenses necessarily incurred in the business of the Chapter by any Director duly authorized and also shall not prohibit the employment of persons, including Directors, Officers, and Members, to perform duties for the Chapter and receive compensation therefor, upon proper authorization of the Board of Directors.

ARTICLE XII: DISSOLUTION

The Chapter shall exist in perpetuity, but in the event of dissolution of the Chapter or the termination of its activities, the assets of the Chapter remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and as a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of Title 13-B, of the Maine Revised Statutes as amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

CERTIFICATION

I, the undersigned, do hereby certify that the above and foregoing revised bylaws were duly adopted on April 28, 2020 by the Board of Directors at our regularly scheduled meeting in compliance with policy set forth in this document and at which time a quorum was present.

Submitted to the Board of Directors by Members of the '2020 ByLaws Revision Subcommittee'

Deborah Hagler, MD, FAAP

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