AMENDED AND RESTATED BYLAWS OF
WASHINGTON CHAPTER OF THE AMERICAN ACADEMY OF PEDIATRICS
A WASHINGTON NONPROFIT CORPORATION

ARTICLE I
PURPOSES, POWERS AND RESTRICTIONS; OFFICES

SECTION 1. Purposes. The Washington Chapter of the American Academy of Pediatrics (the “Corporation”) is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”), or the corresponding section of any future federal internal revenue laws, including but not limited to the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, and improving the health and welfare of children within the State of Washington and other states through means, which include, but are not limited to: stimulating and advancing medical knowledge and research relating to pediatric medicine and the health and welfare of children; creating educational resources and providing support to pediatricians and other pediatric healthcare professionals to empower and educate them to provide high quality medical care to children; connecting pediatricians, specialists and providers to create a network of passionate experts and advocates for child health issues; advancing public policy to benefit the health and welfare of children; collaborating with other child health advocates to frame and lead the public discussion on child health issues; and carrying out such other charitable, educational, and scientific activities relating to or intending to further the improvement of the health and welfare of children.

SECTION 2. Powers. The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Washington Nonprofit Corporation Act, as amended from time to time, provided that such activities are consistent with the purposes of the Corporation set forth in Section 1 of this Article I and the restrictions and limitations on the Corporation set forth in the Articles of Incorporation and Section 3 of this Article I.
SECTION 3. Restrictions.

a) Nonprofit Status. The Corporation is not organized for profit and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.

b) Prohibited Activities. 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 or in opposition to 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 Code, or the corresponding section of any future federal internal revenue laws; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal internal revenue laws. The Corporation shall not have objectives or engage in activities that characterize it as an “action” organization within the meaning of the Code.

c) Distribution of Assets on Dissolution. Upon the dissolution of the Corporation, surplus assets in excess of amounts necessary to satisfy the obligations of the Corporation shall be distributed to one or more other not-for-profit organizations qualifying as exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding section of any future federal internal revenue laws), which organizations: (a) are engaged in charitable, scientific, or educational activities similar to the Corporation’s tax-exempt activities; and (b) shall use such assets for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding section of any future federal internal revenue laws). Any such assets not so disposed of shall be disposed of by the Superior Court of King County, Washington, exclusively for such purposes or to such organization or organizations, as that court shall determine that are organized and operated exclusively for such purposes.
SECTION 4. Registered Office and Registered Agent. The principal office of the Corporation in the State of Washington shall be located at its principal place of business. The Corporation may have such other offices, either within or without the State of Washington, as the Board of Trustees may determine or as the affairs of the Corporation may require from time to time. The Corporation shall have and continuously maintain in the State of Washington, a registered office and a registered agent whose office is identical with such registered office, as required by the Washington Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Washington, and the address of the registered office may be changed from time to time by the Board of Trustees.

ARTICLE II

MEMBERS

SECTION 1. Classes of Members. The Corporation shall have the following classes of members. New classes may be created from time to time by a majority vote of the Board of Trustees. All members shall have the right to vote on all questions and to hold any office except as stated in the description of the class. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

a) **Fellow Members**: Fellows and Specialty Fellows of the American Academy of Pediatrics (“AAP”) licensed to practice in the State of Washington.

b) **Active Members**: Any physician, not a Fellow or Specialty Fellow of the American Academy of Pediatrics but including Candidate Fellows of the Academy, who is licensed to practice medicine in the State of Washington and who, in the opinion of the Board of Trustees has the training and experience to qualify as one who has basic interest in persons in the pediatric age group. They shall have the same rights and privileges as Fellows and Specialty Fellows to hold any office within the Chapter except that of President or Vice President. They have the right to vote on all issues except those that pertain solely to the business of the AAP.

c) **Affiliate Members**: Other health professionals or individuals, who are interested in the promotion of child health. They may serve as chair or member of any committee but shall not have the right to vote or hold office. Affiliate Members shall be sponsored by any member of the
Chapter and elected by a majority of the Board of Trustees. Successful candidates shall be notified immediately after election and shall become full members upon payment of annual dues.

d) **Academic Fellows**: Physicians who are currently participating in an approved Pediatric Fellowship Training Program in the State of Washington. They may hold any office within the Chapter except President or Vice President, and shall have the right to vote on all issues except those that pertain solely to the business of the AAP.

e) **Resident Fellows**: Physicians who are enrolled in an approved Pediatrics Residency Program in Washington State may serve as members of committees but shall not have the right to vote or hold office.

f) **Inactive Members**: Any member of this or other AAP Chapters who has ceased to engage in the practice of medicine but wishes to be informed of Chapter activities. They shall not have the right to vote or hold office.

g) **Honorary Members**: Any distinguished person who has rendered outstanding contribution to pediatrics in the State of Washington. They shall not have the right to vote or hold office.

h) **Emeritus Members**: Any member who has retired from active practice after being a member twenty (20) years or is an Emeritus member of the AAP residing in Washington State. They shall have the right to vote but not hold office.

**SECTION 2. Termination of Membership.** The Board of Trustees reserves the right to terminate membership with and without cause. Such members shall be notified by the President via a written notice that sets forth in general terms the cause for concern. The member will be given ample opportunity for defense, including an opportunity to appear in person and be heard by the Board of Trustees, with representation by legal counsel if the member so desires. A two-thirds (2/3) vote of the serving Board of Trustees is required to terminate a person’s membership.

**SECTION 3. Resignation.** Any member may resign by filing a written resignation with the Secretary but such resignation shall not relieve the member so resigning of the obligation to pay dues, assessments or other charges theretofore accrued and unpaid.
SECTION 4. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Trustees may by majority vote reinstate such former member to membership upon such terms as the Board of Trustees may deem appropriate.

SECTION 5. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

ARTICLE III
MEETINGS OF MEMBERS

SECTION 1. Official Meetings. Dates of official meetings shall be set by the Board of Trustees. The purpose of these meetings will be specified on an individual basis.

SECTION 2. Special Meetings. Special meetings of the members may be called by the call of the President, the Board of Trustees, or by written request signed by ten (10) voting members.

SECTION 3. Place of Meeting. The Board of Trustees may designate any place, either within or without the State of Washington, as the place of meeting for any official meeting or for any special meeting called by the President or Board of Trustees.

SECTION 4. Notice of Meetings. Notice of meetings stating the place, day and hour of any meeting of members shall be delivered, to each member entitled to vote at such meeting, not less than ten (10) days in advance of the date of such meeting nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid.

SECTION 5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof.
SECTION 6. Quorum. A quorum for a meeting of members shall consist of 10% of the eligible voting members. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

SECTION 7. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his or her duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

SECTION 8. Voting. A member may vote in person, by mail, by electronic transmission or by proxy in the form of a record executed by the member. An election may be conducted by electronic ballot or similar means, as the Board of Trustees shall determine. Where Trustees or Officers are to be elected by members or any class or classes of members, such election may be conducted in such manner as the Board of Trustees shall determine.

SECTION 9. Conduct of Meetings. All meetings of the members shall be conducted in accordance with the revised Robert's Rules of Order.

ARTICLE IV

BOARD OF TRUSTEES

SECTION 1. Name; General Powers. The affairs of the Corporation shall be managed by the Board of Trustees, which, pursuant to Article 4 of the Articles of Incorporation, shall be the alternative name by which the Corporation’s Board of Directors shall be known, and, similarly, the members of the Board of Trustees shall be known as Trustees. All members of the Board of Trustees shall be members of the Corporation in good standing.

SECTION 2. Composition, Election and Tenure. The Board of Trustees shall consist of the President, Immediate Past President, Vice President, Secretary, Treasurer; a specified number of Trustees (as determined by the Board of Trustees) elected in a manner intended to geographically represent Washington State, and a specified number of additional “at large” Trustees as determined by the Board of Trustees. The number of Trustees shall be no fewer than six (6) and no more than twenty (20). The Immediate Past President shall serve for a term of two (2) years on the Board of Trustees. The members shall elect all Trustees and Officers, as provided
in Section 2 of Article V. Each member of the Board of Trustees shall hold office until June 30th of the year their term expires, or until their successor shall have been elected and qualified. The Board of Trustees may, by a majority vote, increase or decrease the number of the members of its Board of Trustees, provided, no decrease in number of members shall result in the early termination of the term of office of an existing Trustee.

SECTION 3. Regular Meetings. The Board of Trustees may designate, by resolution the time and place, either within or without the State of Washington, for the holding of regular meetings of the committee without other notice than such designation. In addition, Trustees may participate in a meeting of the Board of Trustees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting. Written minutes of the meeting must be approved by a majority of the Trustees.

SECTION 4. Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the President or any two Officers or Trustees. The person or persons authorized to call special meetings of the Board of Trustees may fix any place, either within or without the State of Washington, as the place of holding any special meeting of the Board of Trustees called by them. Special meetings of the Board of Trustees may be held by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Written minutes of the meeting must be approved by a majority of the Trustees.

SECTION 5. Notice. Notice of any special meeting of the Board of Trustees shall be given at least two (2) days before the meeting. Any Board of Trustees member may waive notice of any meeting. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.
SECTION 6. Quorum. A majority of the Board of Trustees shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board of Trustees; but if less than a majority of the Board of Trustees is present at a meeting, the majority of the Board of Trustees members present may adjourn the meeting from time to time without further notice.

SECTION 7. Manner of Acting. The act of the majority of the Board of Trustees members present at a meeting at which a quorum is present shall be the act of the Board of Trustees unless the act of a greater number is required by law or by these Bylaws.

SECTION 8. Vacancies. Any vacancy occurring in the Board of Trustees and any Trusteeship to be filled by reason of an increase in the number of Trustees, shall be filled by the Board of Trustees; provided any vacancy in the position of President shall be automatically filled by the succession of the Vice President to that position and he or she shall hold that position for the remainder of that term as well as the following term. An appointed Vice President shall stand for reelection at the next election. Any Trustee appointed to fill a vacancy shall be appointed for the remainder of the unexpired term of his or her predecessor in office. If the Immediate Past President is unable to fill his or her term on the Board of Trustees, the position will remain unfilled.

SECTION 9. Compensation. The Board of Trustees shall not receive any stated salary or compensation for their services but by resolution of the Board of Trustees, a fixed sum in expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Trustees; but nothing herein contained shall be construed to preclude any Board of Trustees member from serving the Corporation in any other capacity and receiving compensation for such service.

SECTION 10. Informal Action by Board of Trustees Members. Any action required by law to be taken at a meeting of Board of Trustees or any action which may be taken at a meeting of Board of Trustees may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Board of Trustees.
ARTICLE V
OFFICERS

SECTION 1. Officers. The officers of the Corporation ("Officers") shall be a President, a Vice President, the Immediate Past President, a Secretary, a Treasurer, and an Executive Director. The President and Vice President shall be Fellows or Specialty Fellows of the American Academy of Pediatrics. The Board of Trustees may elect or appoint such other Officers, as it deems desirable, who shall have the authority to perform such duties prescribed, from time to time, by the Board of Trustees. All Officers other than the Executive Director shall be members of the Corporation in good standing.

SECTION 2. Election and Term of Office. All Officers other than the Executive Director, and all Trustees, shall be elected by the members every two (2) years and serve a two (2)-year term. The Nominating Committee shall, with the consent and approval of the Board of Trustees, prepare a slate of candidates for each vacant office and Trusteeship, as provided in Section 2 of Article VI.

The Vice President shall be elected every two (2) years and shall serve a two (2)-year term. On the expiration of said term or the earlier vacancy of the position of President, the Vice President shall automatically succeed to the position of President. In the case of a vacancy of the position of President, the Vice President shall serve for the remainder of the prior President’s unexpired term and then shall serve an additional two (2)-year term.

The remaining Officers of the Corporation shall be elected every two (2) years and, unless otherwise specified on the election ballot, shall serve for a term of two (2) years. New offices may be created and filled at any meeting of the Board of Trustees. Each Officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

Only the Secretary, Treasurer and Trustees may be re-elected to successive terms in the same office. However, no individual may be elected to more than six (6) successive years (i.e., three terms) in any one office.
SECTION 3. Removal. Any Officer may be removed by the Board of Trustees when, in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

SECTION 4. Vacancies. A vacancy in any office other than President, Vice President, and the Immediate Past President, because of death, resignation, removal, disqualification or otherwise, may be filled by appointment of the Board of Trustees for the unexpired portion of the existing term.

SECTION 5. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members and of the Board of Trustees. The President may sign, with the Secretary, Treasurer or any other Officer of the Corporation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

The President shall appoint all committees and liaison representatives subject to the approval of the Board of Trustees; shall be a member ex officio of all committees; and shall serve a term of two (2) years. The President will submit an annual report when requested by the AAP and make this report available to the Corporation’s membership.

SECTION 6. Vice President. In the absence of the President or in the event of the President’s inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time as may be assigned to him or her by the President or by the Board of Trustees. In addition, the Vice President shall assist the President in the duties of that office and preside at all meetings of the Corporation in the absence of the President. The Vice President shall succeed to the Presidency.
SECTION 7. Secretary. The Secretary shall see that the minutes of the meetings of the members and the Board of Trustees are kept in one or more places provided for that purpose. The Secretary or the Board of Trustees may delegate the keeping of the minutes to another Board of Trustees member or staff member. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; see that a register of the post office address of each member which shall be furnished to the Secretary by such member is kept; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Trustees.

SECTION 8. Treasurer. The Treasurer shall ensure that sound fiscal controls are in operation and that a full and accurate account is kept of all money received and paid out. The Treasurer shall make financial reports to the Board of Trustees at each meeting. The Treasurer shall review annually the procedures for signing checks. The Board of Trustees shall designate the amount of a check requiring two signatures. The Treasurer shall have the power to endorse for deposit or collection all notes, checks, drafts and similar documents that are payable to the Corporation in any bank, trust company or other depository selected in accordance with the provisions of Article VII of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Trustees.

SECTION 9. Executive Director. An Executive Director shall be appointed at the discretion of and shall serve at the will of the Board of Trustees, and shall have primary responsibility for executing all activities and programs of the Corporation in accordance with the policies established by the Board of Trustees and subject to its supervision and control. The Executive Director shall be an employee of the Corporation and is not required to be a member. The Executive Director shall be an ex-officio member of the Board of Trustees.
ARTICLE VI

COMMITTEES

SECTION 1. Executive Committee. There shall be an Executive Committee of the Board of Trustees, consisting of the President, Vice President, Immediate Past-President, Treasurer, Secretary, Executive Director, and any other Officers as the Board of Trustees may appoint to the Executive Committee. The Executive Committee shall perform such other duties as may be determined by the Board of Trustees.

SECTION 2. Nominating Committee. The Nominating Committee shall consist of three (3) members, one elected each year by the Board of Trustees for a term of three (3) years. The senior member will act as chair. No member may serve more than three (3) successive years. The Nominating Committee will inform membership of vacancies on the Board of Trustees and solicit nominations from them.

The Nominating Committee each year will prepare a slate of at least one (1) candidate for each office other than President established in Sections 1 and 2 of Article V, which will be vacant the following year. Write-in candidates are permitted with the specific approval of the person so named as a write-in candidate.

The list of candidates will be sent to the voting members on a set schedule each year. Information regarding each candidate will be included with this ballot. Thirty (30) days will be allowed for the voting period. The results will be announced promptly to the general membership.

SECTION 3. Other Committees. Other committees may be established by resolution of the Board of Trustees. The Executive Committee shall designate the Committee Chair with input from the Board of Trustees. Such committees shall have and exercise the authority of the Board of Trustees in the management of the Corporation, subject to such limitations as may be prescribed by the Board of Trustees except that no committee shall have the authority to: (a) amend, alter, or repeal these Bylaws; (b) elect, appoint or remove any member of any committee or Officer of the Corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, distribution or exchange of the property or assets of the Corporation without the approval of the Board of Trustees; (f) amend, alter, or repeal
any resolution of the Board of Trustees; or (g) dissolve the Corporation or revoke any proceedings of the Corporation.

ARTICLE VII
CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. The Board of Trustees may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer.

SECTION 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

SECTION 4. Gifts. The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VIII
BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees and committees having any authority of the Board of Trustees, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member in good standing, or their agent or attorney for any proper purpose at any reasonable time.
ARTICLE IX
FISCAL YEAR

The fiscal year of the Corporation shall be the twelve months ending December 31st.

ARTICLE X
DUES

SECTION 1. The Board of Trustees shall determine the dues from time to time and the amount of initiation fee, if any, payable to the Chapter by members of each class.

SECTION 2. All Fellow Members, Active Members, Affiliate Members and Academic Fellow Members as defined in Article II must pay dues. All other categories of memberships are not required to pay dues.

SECTION 3. Dues may be waived for just cause by majority vote of the Board of Trustees.

SECTION 4. All members required by these Bylaws to pay dues and/or assessments shall become delinquent after failure to pay such dues or other fees or assessments within six months of their initial dues notification. If dues and/or assessments are not paid at least six months prior to the expiration of the fiscal year in which the dues are required to be paid, delinquent members shall be deprived of the privileges of membership.

SECTION 5. Assessments may be levied upon recommendation of the Board of Trustees and with the approval of a majority vote of the membership. This vote may be obtained by a ballot or by voting at the annual meeting.

ARTICLE XI
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Washington Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
ARTICLE XII

AMENDMENTS TO BYLAWS

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of two-thirds (2/3) of the voting members present at any regular meeting or at any special meeting or by a poll provided to members. Any amendment to Bylaws must previously have been submitted to the Board of Trustees for consideration and referral to the membership. A copy of the proposed amendment together with a statement by the Board of Trustees shall have been provided to all the voting members at least one (1) month before the vote.

THESE AMENDED AND RESTATED BYLAWS were adopted in Seattle, Washington, by the membership of this Corporation at its meeting February 2, 2018.

Julian Ayer, Secretary

3/28/2018

Date