

1 **AMENDED AND RESTATED BYLAWS OF**
2 **WASHINGTON CHAPTER OF THE AMERICAN ACADEMY OF PEDIATRICS**
3 **A WASHINGTON NONPROFIT CORPORATION**

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5 **ARTICLE I**
6 **PURPOSES, POWERS AND RESTRICTIONS; OFFICES**

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

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

29 **SECTION 3. Restrictions.**

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

35 **b) Prohibited Activities.** No substantial part of the activities of the Corporation shall
36 be the carrying on of propaganda, or otherwise attempting to influence legislation, and the
37 Corporation shall not participate in, or intervene in (including the publishing or distribution of
38 statements) any political campaign on behalf of or in opposition to any candidate for public office.
39 Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other
40 activities not permitted to be carried on: (a) by a corporation exempt from federal income tax
41 under Section 501(c)(3) of the Code, or the corresponding section of any future federal internal
42 revenue laws; or (b) by a corporation, contributions to which are deductible under Section
43 170(c)(2) of the Code, or the corresponding section of any future federal internal revenue laws.
44 The Corporation shall not have objectives or engage in activities that characterize it as an “action”
45 organization within the meaning of the Code.

46 **c) Distribution of Assets on Dissolution.** Upon the dissolution of the Corporation,
47 surplus assets in excess of amounts necessary to satisfy the obligations of the Corporation shall be
48 distributed to one or more other not-for-profit organizations qualifying as exempt from federal
49 income tax under Section 501(c)(3) of the Code (or the corresponding section of any future federal
50 internal revenue laws), which organizations: (a) are engaged in charitable, scientific, or
51 educational activities similar to the Corporation’s tax-exempt activities; and (b) shall use such
52 assets for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3)
53 of the Code (or the corresponding section of any future federal internal revenue laws). Any such
54 assets not so disposed of shall be disposed of by the Superior Court of King County, Washington,
55 exclusively for such purposes or to such organization or organizations, as that court shall determine
56 that are organized and operated exclusively for such purposes

85 Chapter and elected by a majority of the Board of Trustees. Successful candidates shall be notified
86 immediately after election and shall become full members upon payment of annual dues.

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

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

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

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

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

103 **SECTION 2. Termination of Membership.** The Board of Trustees reserves the right to
104 terminate membership with and without cause. Such members shall be notified by the President
105 via a written notice that sets forth in general terms the cause for concern. The member will be
106 given ample opportunity for defense, including an opportunity to appear in person and be heard by
107 the Board of Trustees, with representation by legal counsel if the member so desires. A two-thirds
108 (2/3) vote of the serving Board of Trustees is required to terminate a person's membership.

109 **SECTION 3. Resignation.** Any member may resign by filing a written resignation with
110 the Secretary but such resignation shall not relieve the member so resigning of the obligation to
111 pay dues, assessments or other charges theretofore accrued and unpaid.

112 **SECTION 4. Reinstatement.** Upon written request signed by a former member and filed
113 with the Secretary, the Board of Trustees may by majority vote reinstate such former member to
114 membership upon such terms as the Board of Trustees may deem appropriate.

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

117 **ARTICLE III**

118 **MEETINGS OF MEMBERS**

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

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

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

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

135 **SECTION 5. Informal Action by Members.** Any action required by law to be taken at
136 a meeting of the members, or any action which may be taken at a meeting of members may be
137 taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed
138 by all the members entitled to vote with respect to the subject matter thereof.

167 in Section 2 of Article V. Each member of the Board of Trustees shall hold office until June 30th
168 of the year their term expires, or until their successor shall have been elected and qualified. The
169 Board of Trustees may, by a majority vote, increase or decrease the number of the members of its
170 Board of Trustees, provided, no decrease in number of members shall result in the early
171 termination of the term of office of an existing Trustee.

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

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

187 **SECTION 5. Notice.** Notice of any special meeting of the Board of Trustees shall be
188 given at least two (2) days before the meeting. Any Board of Trustees member may waive notice
189 of any meeting. The attendance of a Trustee at a meeting shall constitute a waiver of notice of
190 such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the
191 transaction of any business because the meeting is not lawfully called or convened. Neither the
192 business to be transacted at, nor the purpose of, any regular or special meeting of the Board of
193 Trustees need be specified in the notice or waiver of notice of such meeting, unless specifically
194 required by law or by these Bylaws.

195 **SECTION 6. Quorum.** A majority of the Board of Trustees shall be necessary to
196 constitute a quorum for the transaction of business at any meeting of the Board of Trustees; but if
197 less than a majority of the Board of Trustees is present at a meeting, the majority of the Board of
198 Trustees members present may adjourn the meeting from time to time without further notice.

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

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

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

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

220 **ARTICLE V**

221 **OFFICERS**

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

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

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

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

243 Only the Secretary, Treasurer and Trustees may be re-elected to successive terms in the
244 same office. However, no individual may be elected to more than six (6) successive years (i.e.,
245 three terms) in any one office.

246 **SECTION 3. Removal.** Any Officer may be removed by the Board of Trustees when, in
247 its judgment, the best interests of the Corporation would be served thereby, but such removal shall
248 be without prejudice to the contract rights, if any, of the Officer so removed.

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

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

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

267 **SECTION 6. Vice President.** In the absence of the President or in the event of the
268 President's inability or refusal to act, the Vice President shall perform the duties of the President,
269 and when so acting, shall have all the powers of and be subject to all the restrictions upon the
270 President. The Vice President shall perform such other duties as from time to time as may be
271 assigned to him or her by the President or by the Board of Trustees. In addition, the Vice President
272 shall assist the President in the duties of that office and preside at all meetings of the Corporation
273 in the absence of the President. The Vice President shall succeed to the Presidency.

274 **SECTION 7. Secretary.** The Secretary shall see that the minutes of the meetings of the
275 members and the Board of Trustees are kept in one or more places provided for that purpose. The
276 Secretary or the Board of Trustees may delegate the keeping of the minutes to another Board of
277 Trustees member or staff member. The Secretary shall see that all notices are duly given in
278 accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate
279 records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all
280 documents, the execution of which on behalf of the Corporation under its seal is duly authorized
281 in accordance with the provisions of these Bylaws; see that a register of the post office address of
282 each member which shall be furnished to the Secretary by such member is kept; and in general
283 perform all duties incident to the office of Secretary and such other duties as from time to time
284 may be assigned by the President or by the Board of Trustees.

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

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

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302 **ARTICLE VI**

303 **COMMITTEES**

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

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

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

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

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

330 any resolution of the Board of Trustees; or (g) dissolve the Corporation or revoke any proceedings
331 of the Corporation.

332 **ARTICLE VII**

333 **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

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

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

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

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

349 **ARTICLE VIII**

350 **BOOKS AND RECORDS**

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

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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.

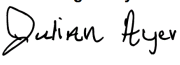
ARTICLE XII

AMENDMENTS TO BYLAWS

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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.

DocuSigned by:

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Julian Ayer, Secretary

3/28/2018
Date