



27 of the Corporation set forth in Section 1 of this Article I and the restrictions and limitations on the  
28 Corporation set forth in the Articles of Incorporation and Section 3 of this Article I.

29

30 **SECTION 3. Restrictions.**

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

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

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

54 of the Code (or the corresponding section of any future federal internal revenue laws). Any such  
55 assets not so disposed of shall be disposed of by the Superior Court of King County, Washington,  
56 exclusively for such purposes or to such organization or organizations, as that court shall determine  
57 that are organized and operated exclusively for such purposes

58 **SECTION 4. Registered Office and Registered Agent.** The principal office of the  
59 Corporation in the State of Washington shall be located at its principal place of business. The  
60 Corporation may have such other offices, either within or without the State of Washington, as the  
61 Board of Trustees may determine or as the affairs of the Corporation may require from time to  
62 time. The Corporation shall have and continuously maintain in the State of Washington, a  
63 registered office and a registered agent whose office is identical with such registered office, as  
64 required by the Washington Nonprofit Corporation Act. The registered office may be, but need  
65 not be, identical with the principal office in the State of Washington, and the address of the  
66 registered office may be changed from time to time by the Board of Trustees.

67 **ARTICLE II**

68 **MEMBERS**

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

74 a) Fellow Members: Fellows and Specialty Fellows of the American Academy of  
75 Pediatrics (“AAP”).

76 b) Active Members: Any pediatrician or pediatric subspecialist ~~practicing pediatrics or a~~  
77 ~~pediatric subspecialty~~, not a Fellow or Specialty Fellow of the American Academy of Pediatrics  
78 but including Candidate Fellows of the Academy. They shall have the right to hold any office  
79 within the Chapter except that of President or Vice President.

80 c) Allied Health Members: Other medical professionals caring for pediatric patients. They  
81 may serve as a chair or member of any committee or in an appointed non-voting, advisory role on  
82 the Board of Trustees (in accordance with Article IV, Section 11), but may not hold an elected  
83 position or have the right to vote.

84 d) Affiliate Members: Other individuals, who are interested in the promotion of child  
85 health. They may serve as chair or member of any committee or in an appointed non-voting,  
86 advisory role on the Board of Trustees (in accordance with Article IV, Section 11), but shall not  
87 have the right to vote or hold office.

88 e) Academic Fellows: Physicians who are currently participating in an approved Pediatric  
89 Fellowship Training Program in the State of Washington. They may hold any office within the  
90 Chapter except President or Vice President.

91 f) 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  
95 h) Honorary Members: Any distinguished person who has rendered outstanding  
96 contribution to pediatrics in the State of Washington. They shall not have the right to vote or hold  
97 office.

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

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





160 number of Trustees (as determined by the Board of Trustees) elected in a manner intended to  
161 geographically represent Washington State, and a specified number of additional “at large”  
162 Trustees as determined by the Board of Trustees. The number of Trustees shall be no fewer than  
163 six (6) and no more than twenty (20). The Immediate Past President shall serve for a term of two  
164 (2) years on the Board of Trustees. The members shall elect all Trustees and Officers, as provided  
165 in Section 2 of Article V. Each member of the Board of Trustees shall hold office until June 30<sup>th</sup>  
166 of the year their term expires, or until their successor shall have been elected and qualified. The  
167 Board of Trustees may, by a majority vote, increase or decrease the number of the members of its  
168 Board of Trustees, provided, no decrease in number of members shall result in the early  
169 termination of the term of office of an existing Trustee.

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

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

185         **SECTION 5. Notice.** Notice of any special meeting of the Board of Trustees shall be  
186 given at least two (2) days before the meeting. Any Board of Trustees member may waive notice

187 of any meeting. The attendance of a Trustee at a meeting shall constitute a waiver of notice of  
188 such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the  
189 transaction of any business because the meeting is not lawfully called or convened. Neither the  
190 business to be transacted at, nor the purpose of, any regular or special meeting of the Board of  
191 Trustees need be specified in the notice or waiver of notice of such meeting, unless specifically  
192 required by law or by these Bylaws.

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

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

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

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





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

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

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

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

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

265 The President shall appoint all committees and liaison representatives subject to the  
266 approval of the Board of Trustees; shall be a member ex officio of all committees; and shall serve

267 a term of two (2) years. The President will submit an annual report when requested by the AAP  
268 and make this report available to the Corporation's membership.

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

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





373 months prior to the expiration of the fiscal year in which the dues are required to be paid,  
374 delinquent members shall be deprived of the privileges of membership.

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

378 **ARTICLE XI**

379 **WAIVER OF NOTICE**

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

385 **ARTICLE XII**

386 **AMENDMENTS TO BYLAWS**

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

393 THESE AMENDED AND RESTATED BYLAWS were adopted in Seattle, Washington,  
394 by the membership of this Corporation at its meeting on \_\_\_\_\_, 20\_\_

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Secretary

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Date

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