**THE NEBRASKA CHAPTER**

**OF THE AMERICAN ACADEMY OF PEDIATRICS**

**BYLAWS**

*revised September 2017*

# ARTICLE I

The name of the Corporation shall be the Nebraska Chapter of the American Academy of Pediatrics (the “Chapter”). Our mission is to advance the health of Nebraska’s children.

# ARTICLE II: PURPOSE

**Section One: Not for Profit.** The Chapter is organized under the Nonprofit Chapter Act of the State of Nebraska, shall operate as a Nebraska nonprofit corporation, and shall have such powers as are now or as may hereafter be granted by the Nonprofit Chapter Act of the State of Nebraska.

**Section Two: Purposes.** The Chapter is organized exclusively for charitable, educational and scientific purposes, including but not limited to:

(i) activities directed toward establishing and maintaining the highest quality in the delivery of health care to infants, children and adolescents;

(ii) activities designed to encourage the development of high quality pediatric educational programs for medical students and health professionals at all levels of education and experience;

(iii) activities designed to encourage support of basic and applied research into all aspects of health, health care and disorders of infants, children and adolescents;

(iv) activities designed to stimulate public interest in the health and welfare of infants, children and adolescents;

(v) activities designed to support and encourage the role of the family in the health and development of infants, children and adolescents;

(vi) activities designed to establish and promote advocacy and cooperation with other organizations concerned with the well-being of infants, children and adolescents.

**Section Three: Rules.** The following rules shall conclusively bind the corporation and all persons acting for or on behalf of it:

(i) No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to its members, members of the Executive Committee, officers or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Chapter shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the Chapter shall not carry out any other activities not permitted to be carried out (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(ii) Upon the dissolution of the Chapter, the Executive Committee shall, after paying or making provision for the payment of all the liabilities of the Chapter, dispose of all the assets of the Chapter exclusively for the purposes of the Chapter in such a manner, or to such organization or organizations which operate exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Committee shall determine. Any assets not so disposed of shall be disposed of by an appropriate court in the county in which the principal office of the Chapter is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(iii) The Chapter shall not adopt any practice, policy or procedure which would result in discrimination on the basis of race, religion, gender, orientation, or creed.

# ARTICLE III: REGISTERED OFFICE AND AGENT

The Chapter shall have and continuously maintain in the State of Nebraska a registered office and a registered agent, and may have such other offices within or without the State of Nebraska and such other registered agents as the Executive Committee may determine.

# ARTICLE IV: MEMBERSHIP

**Section One: Classes and Categories of Membership**. There shall be two categories of membership in the Chapter: Physician Members and Associate Members.

### A. PHYSICIAN MEMBERS

Any existing member of the American Academy of Pediatrics, or Executive Board-approved physician, who resides in Nebraska may become a member of the Chapter upon submission of an application containing the information required by the Chapter and payment of the requisite Chapter dues. Existing members of the Academy who have the right to vote on national Academy matters shall also have the right to vote on Chapter matters.

**B. ASSOCIATE MEMBERS**

Associate Membership is available to health care providers in Nebraska who spend a majority of their professional time dealing with infants, children and adolescents. Associate members must be licensed in their respective fields, or be currently in training to become licensed. Associate members must submit an application containing the information required by the Chapter, and pay dues. Associate members do not have voting privileges.

**Section Two: Duties of Membership.**  It shall be the duty of each member of the Chapter to keep on file with Chapter Office an official address and e-mail address to which all notices required by the bylaws and other communications of the Chapter may be sent.

**Section Three: Voting Rights of Members.** Each Physician Member shall be entitled to one vote on each matter submitted to a vote of the membership.

**Section Four: Dues and Assessments**. All members shall pay initiation fees, annual dues, and special assessments as may be determined by the Executive Committee. A Member who fails to pay dues for one year shall be declared delinquent. Such a Member shall be notified of his or her delinquency, and shall have thirty days from receipt of the notice within which to pay the delinquent dues. Failure to comply will result in automatic termination of the membership status.

**Section Five: Resignation**. Any Member may resign from membership in the Chapter by filing a written notice of resignation with the Secretary-Treasurer.

**Section Six: Termination of Membership.** Any Member may be expelled from membership upon a two-thirds vote of the Executive Committee. Such Member shall be entitled to advance written notice setting forth the reasons for the proposed expulsion, and shall have an opportunity to appear in person and be heard by the Executive Committee.

# ARTICLE V: MEETINGS OF MEMBERS

**Section One: Annual Meetings** Two annual meetings of the membership shall be held each year in the Spring and Fall, or at times and places designated by the Executive Committee for the purpose of transacting such business as may come before the meetings.

 **Section Two: Special Meetings** Special meetings of the membership may be called either by the President, Vice President or the Executive Committee, or by written request submitted to the Committee by not less than one third of all voting members.

**Section Three: Place of Meeting.** The Executive Committee may designate any place, either within or without the State of Nebraska, as the place of meeting for any annual or special meeting.

**Section Four: Notice of Meetings.** Written or electronic notice stating the place, day and hour of any meeting of the membership shall be delivered to each Member not less than seven days before the meeting, by or at the direction of the President, the Secretary-Treasurer, or the other persons calling the meeting. In the case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. Any Member may waive notice of any meeting.

**Section Five: Informal Action by Membership** Any action required to be taken at a meeting of the membership of the Chapter, or any other action which may be taken at a meeting of membership, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a quorum of the Members entitled to vote with respect to the subject matter thereof.

**Section Six: Quorum**. The Members holding at least one fifteenth (1/15) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the membership, a majority of the Members present may adjourn the meeting without further notice, or may conduct an electronic ballot to obtain a quorum.

**Section Seven: Rules and Voting.** All meetings shall be conducted in accordance with Robert's Rules of Order, revised. All Members may vote in person by written ballot, by voice, or by electronic ballot. Officers and Executive Committee members are to be elected by a simple majority. There shall be no voting by proxy.

# ARTICLE VI: OFFICERS

**Section One: Officers**. The officers of the Chapter shall be a president, a vice president, a secretary-treasurer, and such other officers as may be determined by the Executive Committee of the Chapter. Any two or more offices may be held by the same person, except the offices of president and secretary-treasurer and the offices of president and vice president. Officers must be Physician Members and residents of Nebraska. Officers shall serve a term of two years, and may continue in office beyond their two-year terms, if necessary, until their successors have been elected. Vacancies may be filled, or new offices may be created and filled, at any meeting of the Executive Committee.

**Section Two: Nomination of Candidates for Office.** Members desiring to hold office must file a petition stating their intent to run for a specific position, and this petition must contain the names and signatures of at least five (5) Chapter members who support their bid for office. Petitions must be submitted either via hard copy or electronically to the Executive Committee in care of the Chapter Office at least sixty (60) days prior to the Annual Spring Meeting. The Executive Committee may serve as a nominating committee and add or remove candidates if needed. Ballots identifying the candidates will be delivered either via U.S. Mail or electronically to the voting Members by the Chapter Office no later than thirty (30) days prior to the Annual Spring Meeting, with results announced at the Annual Spring Meeting.

**Section Three: Removal.** Any officer may be removed by majority vote of the Executive Committee whenever in their judgment the best interests of the Chapter would be served thereby.

**Section Four: President.** The President shall automatically serve in this capacity without election after having served a two-year term as Vice President/President-Elect. He or she shall be the principal executive officer of the Chapter and shall in general supervise and control all of the affairs of the Chapter. He or she shall preside at all meetings of the membership and of the Executive Committee and shall be the Chairman of that committee. He or she may sign, with the Secretary-Treasurer or any other proper officer of the Chapter authorized by the Executive Committee, any deeds, mortgages, contracts or other instruments which the Executive Committee has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Committee by these bylaws or by statute to some other officer or agent of the Chapter. The duties of the President shall be to uphold these Chapter bylaws, to promote Chapter activities, and to organize and conduct appropriate meetings and committee projects at the chapter level, to represent the Chapter at meetings of the District and at all National meetings of the American Academy of Pediatrics (including but not limited to the Annual Leadership Forum and District Meeting), to be responsible for good communication and liaison between the membership and the Executive Committee of the American Academy of Pediatrics, to review applications for membership, to file an annual report each year prior to the annual meeting of the American Academy of Pediatrics with the District Chairman, Alternate District Chairman and the central office of the American Academy of Pediatrics, and to maintain an up-to-date functional set of bylaws of the Chapter. The President shall in general perform all other duties incident to his or her office and such other duties as may be prescribed by the Executive Committee from time to time and shall appoint all committees and liaison representatives, subject to the approval of the Executive Committee. The President shall be an ex-officio, nonvoting member of all committees of the Chapter.

**Section Five: Vice President/President Elect.** The Vice President shall be the Alternative Chapter Chairman. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall assist the President in the performance of the President's duties and shall perform such other duties as from time to time may be assigned by the President or by the Executive Committee. The Vice President is responsible for the planning and organizing of the fall educational meeting with the help of the President and Executive Director. The Vice President is expected to attend national AAP meetings that include, but are not limited to, the District meeting and ALF (Annual Leadership Forum).

**Section Six: Secretary-Treasurer.** The Secretary-Treasurer shall work with the Executive Director to keep minutes of Chapter meetings and Chapter records. He or she shall also oversee and hold responsibility for all funds due and payable to the Chapter; and shall in general perform all the duties incident to the office of Secretary-Treasurer and such other duties as may be assigned to he or she by the President or the Executive Committee. The Secretary-Treasurer may not serve more than two consecutive terms.

 **Section Seven: Executive Director.** The Executive Director is a non-voting, employed or contracted entity, whose role is to assist the officers in the running of the Chapter business and meetings. The Executive Director shall be hired or contracted by the Executive Committee. See attachment 1 for details.

 **Section Eight: Officers**. Officers may meet more routinely to handle ongoing operations of the Chapter. Decisions regarding finances, meetings and matters pertaining to Chapter operations may be decided by the Officers pending later review and consideration by the Executive Committee at its next scheduled meeting.

# ARTICLE VII: EXECUTIVE COMMITTEE

**Section One: General Powers**. The affairs of the Chapter shall be managed by the Executive Committee.

**Section Two: Composition, Tenure and Qualifications.** The voting members of the Executive Committee shall consist of the President, the Vice President, the Secretary-Treasurer, the Immediate Past President and seven additional members elected from regions throughout the state. Each voting member shall serve a two year term. Four of the seven elected members of the Executive Committee shall be elected from among the Members residing and/or practicing in Omaha-Douglas/Sarpy County. Positions one and two shall be elected in even numbered years, and positions three and four shall be elected in odd numbered years. Two of the seven elected members of the Executive Committee shall be elected from among the Members residing and/or practicing in Lincoln-Lancaster County. Position one shall be elected in even numbered years, and position two shall be elected in odd numbered years. The final Executive Committee member shall be elected from the Members residing and/or practicing outside the Omaha-Douglas/Sarpy County and the Lincoln-Lancaster County areas. This position shall be elected in even numbered years. Each voting member of the Executive Committee shall hold office until his or her successor has qualified. Voting members of the Executive Committee must be residents of Nebraska. The Chairman of the Departments of Pediatrics at the University of Nebraska and at Creighton University, and the Pediatrics Residency Program Director, shall serve as non-voting advisory members of the Executive Committee. The chief resident/residents of the Pediatric training program in Nebraska will also serve as a non-voting advisory member of the Executive Committee.

**Section Three: Regular Meetings**. Four quarterly meetings of the Executive Committee shall be held at such times and places as may be designated by resolution by the Executive Committee without notice other than these bylaws and such resolution. The Executive Committee may provide by resolution the time and place, either within or without the State of Nebraska, for the holding of additional regular meetings of the Committee without other notice than such resolution. Attempts will be made to hold Executive Committee meetings in conjunction with meetings of the membership.

**Section Four: Special Meetings** Special meetings of the Executive Committee may be called by or at the request of the President at any time and must be called by the President at the request of any two members of the Executive Committee. The person or persons authorized to call special meetings of the Committee may designate any place, either within or without the State of Nebraska, as the place for holding any special meeting of the Committee called by them.

**Section Five: Notice.** Notice of any special meeting of the Executive Committee shall be given at least seven days previously thereto by written notice delivered personally or sent by email to each member of the Executive Committee. Any member of the Executive Committee may waive notice of any meeting.

**Section Six: Quorum.** Fifty percent (50%) of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Committee, including in-person or electronically; provided that if less than fifty percent (50%) of the members of the Executive Committee are present at said meeting, a majority of the members present may adjourn the meeting without further notice. Voting matters may be communicated electronically to the members to achieve a quorum.

**Section Seven: Manner of Acting.** The act of a majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee, except where otherwise provided by law or these bylaws.

**Section Eight: Informal Action by Members of the Executive Committee**. Any action required to be taken at a meeting of the Executive Committee or any action which may be taken at such a meeting may be taken without a meeting if a consent in writing or electronic form, setting forth the action so taken, shall be signed by all of the members of the Executive Committee entitled to vote with respect to the subject matter thereof.

**Section Nine: Vacancies.** Any vacancy occurring in the Executive Committee or any position to be filled by reason of an increase in the number of the Executive Committee shall be filled by the Executive Committee. A member selected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

**Section Ten: Compensation** Members of the Executive Committee as such shall not receive any salaries for their services, but by resolution of the Executive Committee, expenses of attendance, if any, may be allowed for attendance at meetings of the Executive Committee; provided that nothing herein contained shall be construed to preclude any member of the Executive Committee from serving the Chapter in any other capacity and receiving compensation therefor.

**Section Eleven: Committees**. At the discretion of the Executive Committee, subcommittees and task forces may be assigned to address current needs of the Chapter.

# ARTICLE VIII: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

**Section One: Contracts.** The Executive Committee may authorize any officer or officers, agent or agents of the Chapter, 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 Chapter and such authority may be general or confined to specific instances.

**Section Two: Checks, Drafts, etc**. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chapter, shall be signed by the Secretary/Treasurer, the President, the Vice President, or the Executive Director of the Chapter. Any amount greater than $500 must be co-signed by two of the above named persons.

**Section Three: Deposits.** All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks, trust companies, or other depositories as the Executive Committee may select.

**Section Four: Gifts.** The Executive Committee may accept on behalf of the Chapter any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Chapter. Such gifts, contributions or bequests are presumed to be tax-exempt under IRS guidelines and will be acknowledged with a letter per IRS rules for 501 (c)(3) organizations.

# ARTICLE IX: AMENDMENTS TO BYLAWS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the Executive Committee present at any meeting with a quorum.

# ARTICLE X: INDEMNIFICATION

The Chapter shall have the power to indemnify all officers and Executive Committee members of the Chapter to the full extent permitted by Nebraska law and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined from time to time by the Executive Committee of the Chapter.

**ATTACHMENT 1:**

**EXECUTIVE DIRECTOR**

The Executive Director shall be employed or contracted by the Nebraska Chapter of the American Academy of Pediatrics and be responsible to the Executive Committee which shall determine the length of employment and salary.

The Executive Director shall assist the officers to carry out the purposes of the Chapter, shall perform duties usual to this office and be responsible to the President and Secretary/Treasurer.

The Executive Director shall refer all medical or professional questions to the President and shall be the custodian of correspondence, records, applications for membership and financial reports of the Society, except as otherwise provided in the Constitution and By-laws or by order of the Executive Committee.

The Executive Director shall coordinate with the American Academy of Pediatrics to maintain a current roster of members and facilitate membership dues collection.

The Executive Director shall notify members prior to meetings as to time, place and program. The Executive Director shall notify members regarding dues and assessment and shall attend all regular and special meetings of the Chapter and the Executive Committee.

All funds of the Chapter which may come into the Executive Director’s possession shall be recorded and promptly turned over to the designated financial institution or to such other custodian as the Executive Committee may direct.

The Executive Director shall submit all records having to do with the finances of the Chapter to a certified public accountant designated by the Executive Committee and submit the report thereon to the Secretary/Treasurer and Executive Committee. The Executive Director shall submit an annual report having to do with the office, as well as any other reports that may be required by the Executive Committee.

The Executive Director shall perform such other duties as the Executive Committee shall direct.

In case of vacancy in the Executive Director position, the Secretary-Treasurer shall assume the duties of the office pending replacement by the Executive Committe..