

Nevada Chapter

American Academy of Pediatrics

DEDICATED TO THE HEALTH OF ALL CHILDREN®



Revised 6 January 2020

THE NEVADA CHAPTER OF THE AMERICAN ACADEMY OF PEDIATRICS

CONSTITUTION

Preamble

Children are our most enduring and vulnerable legacy. For our state as well as for individual families, they represent the link between past and future, between experience and promise. The nurturing of future generations is a basic, and most important, human activity.

The Nevada Chapter (“Chapter”) of the American Academy of Pediatrics (“Academy”) is dedicated to the principle of a meaningful and healthy life for every child. As an organization of physicians who care for infants, children, adolescents, and young adults, the Chapter seeks to promote this goal by encouraging and assisting its members in their efforts to meet the overall health needs of children and youth; by providing support and counsel to others concerned with the wellbeing of children, their growth and development; and by serving as an advocate for children and their families within the community at large.

The Chapter believes in the attainment by all infants, children, adolescents, and young adults of their full potential for physical, mental, emotional, and social health. Together with those who share this purpose, the Chapter pledges its efforts and expertise to a fundamental goal – that all children and youth can grow up safe and strong, with faith in the future and in themselves.

ARTICLE I

Name

Section 1. The name of the organization shall be the Nevada Chapter of the American Academy of Pediatrics.

Section 2. The principal office of the Chapter shall be at such location within or without the State of Nevada as the Executive Committee may determine from time to time. The organization may have such other offices as may be designated by the Executive Committee.

ARTICLE II

Incorporation

Section 1. The Nevada Chapter of the American Academy of Pediatrics is incorporated under the laws of the State of Nevada. It shall have the structure, powers, and functions of a nonprofit corporation as delineated under Nevada statutes.

Section 2. The general management of the Nevada Chapter of the American Academy of Pediatrics shall be vested in a Executive Committee which shall have the same duties and powers as the directors of a duly incorporated organization.

ARTICLE III

Rules

The following rules shall conclusively bind the corporation and all persons acting for or in behalf of it:

- A. No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distribution 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 publishing 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 on any other activities not permitted to be carried on (a) by a Chapter exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Chapter, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- B. 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 manner, or to such organization or organizations organized and operated 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 1954 (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 the appropriate court of 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.
- C. The Chapter shall not adopt any practice, policy, or procedure which would result in discrimination based on race, religion, or creed.

ARTICLE IV

Goals and Purposes

The Nevada Chapter of the American Academy of Pediatrics shall pursue specific scientific, social, and educational objectives including the following:

- A. foster measures and conduct activities directed toward establishing and maintaining the highest quality and acceptability in the delivery of health care to infants, children, adolescents, and young adults;
- B. conduct and encourage programs designed to maintain and increase the effectiveness of all those who provide health care to infants, children, adolescents, and young adults;
- C. encourage the development of high quality pediatric educational programs for students and health professionals at all levels of education and experience;
- D. support and encourage programs designed to improve the health and health care of infants, children, adolescents, and young adults;

- E. encourage and support the membership in their efforts to improve the health and welfare of infants, children, adolescents, and young adults;
- F. encourage support of basic and applied research into all aspects of health, health care, and disorders of infants, children, adolescents, and young adults;
- G. stimulate advances in the preventive aspects of health care, in such areas as control of disease and disability, environmental hazards, accident prevention, nutrition, mental, and emotional health, and child abuse, neglect, and exploitation;
- H. support and encourage the role of the family in the health and development of children and youth;
- I. establish and promote liaison and cooperation with other organizations concerned with the wellbeing of infants, children, adolescents, and young adults;
- J. foster ethical practice in pediatric care and research.

BYLAWS

ARTICLE I

Membership

Section 1. Chapter Membership. The vision of the Nevada Chapter of the American Academy of Pediatrics is to better the lives of infants, children, adolescents, and young adults throughout the state of Nevada by improving child health through increased access to care; legislative and community advocacy; support of research; education of pediatric healthcare providers; and support of the Chapter's members. Members are expected to embrace this vision of the Chapter, to support National AAP policies, medical ethics, and the profession of pediatrics. It shall be the duty of each member of the Chapter to keep on file with the Central Office, an official address to which all notices required by the Bylaws, rules, or regulations and other communications of the Chapter may be sent.

Section 2. Dues. All members of the Chapter shall pay annual dues as may be determined by the Executive Committee. Chapter membership fees will be waived for active duty military working and/or living in Nevada who pay dues to the AAP Uniform Services West or East Chapter.

Section 3. Categories of Membership.

A. Members of the American Academy of Pediatrics. Any existing member of the Academy who resides in Nevada may become a member of the Chapter upon submission of an application to the Chapter in the form and containing the information required by the Chapter and payment of the requisite Chapter initiation fees and/or 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. Other Categories of Membership. The Chapter shall have the following additional categories of membership:

A. Fellows. An applicant who desires to become a Fellow Member must have received initial certification in pediatrics from the American Board of Pediatrics, the American Osteopathic Board of Pediatrics, the Royal College of Physicians and Surgeons of Canada, or La Corporation Professionnelle des Medecins du Quebec.

B. Specialty Fellows. An applicant who desires to become a Specialty Fellow Member must be certified by a Board other than those Boards that qualify the applicant for Fellow membership as provided in Article I, Section 3B(A) of these Bylaws. Specialty Fellows must also meet the requirements determined by the specialty section/council, and approved by the Executive Committee, to which they are applying.

C. Candidate Members. An applicant who desires to become a Candidate Member must have completed training in pediatrics in a residency program that is approved for credit toward certification from the American Board of Pediatrics, American Osteopathic Board of Pediatrics, the Royal College of Physicians and Surgeons of Canada, or La Corporation Professionnelle des Medecins du Quebec.

D. Candidate Members in Post Residency Training. An applicant who desires to become a Candidate Member in Post Residency Training must have completed training in pediatrics in a residency program that is approved for credit toward certification from the American Board of Pediatrics, American Osteopathic Board of Pediatrics, the Royal College of Physicians and Surgeons of Canada, or La Corporation Professionnelle des Medecins du Quebec and be currently enrolled in a pediatric fellowship training program (defined as any fellowship or secondary residency program affiliated with an academic center, medical center, or private foundation); or (ii) have completed a medical or surgical residency, and be currently enrolled in a pediatric fellowship training program leading to proficiency and/or

certification in a pediatric surgical or pediatric-oriented subspecialty; and (iii) must also meet the requirements determined the specialty section/council, and approved by the Executive Committee, to which they are applying.

E. Resident Members. An applicant who desires to become a Resident Member must be currently enrolled in a pediatric or surgical residency training program which (i) is approved for credit toward certification from the American Board of Pediatrics, American Osteopathic Board of Pediatrics, the Royal College of Physicians and Surgeons of Canada, La Corporation Professionnelle des Medecins du Quebec , or the AGCME, (ii) is approved for credit toward certification from the applicant’s medical or surgical board, or (iii) has otherwise been reviewed and deemed acceptable by the AAP.

F. Medical Student Members. An applicant who desires to become a Medical Student Member must be enrolled in a medical school accredited by the American Association of Medical Colleges or the American Association of Colleges of Osteopathic Medicine. International medical student applicants must be enrolled in a medical school listed in the International Medical Education Directory.

G. Associate Members. An applicant who desires to become an Associate Member must have received a certificate or a degree in the specialty of pediatric dentistry from a program accredited by the Council on Accreditation of the American Dental Association and practice pediatric dentistry in the United States or Canada.

H. National Affiliate Members. An applicant who desires to become a National Affiliate Member must (i) be a licensed Physician Assistant who received a certificate from an ACR-PA accredited program, practice in the United States or Canada, work in a pediatric setting or have at least 50% of his or her professional activities with infants, children, adolescents, or young adults, and have at least one sponsor statement from a member in good standing who may use the designation, “Fellow of the American Academy of Pediatrics” or “FAAP”; or (ii) be a Pediatric Nurse Practitioner licensed and certified in the United States or Canada, currently working as a member of a pediatric care or medical home team and have at least one sponsor statement from a member in good standing who may use the designation, “Fellow of the American Academy of Pediatrics” or “FAAP”; or (iii) Pediatric Pharmacists who have earned a PharmD and are Board-certified Pediatric Pharmacy Specialists and have at least one sponsor statement from a member in good standing who may use the designation, “Fellow of the American Academy of Pediatrics” or “FAAP”; or (iv) Pediatric Laboratory Directors who are Board- certified pathologists with medical degrees (MD or MD/PhD) in pathology, or Board-certified clinical chemists and other PhD-level scientists in related fields and have at least one sponsor statement from a member in good standing who may use the designation, “Fellow of the American Academy of Pediatrics” or “FAAP”.

I. Honorary Fellows. An Honorary Fellow is a pediatrician or other individual of national or international stature who has made exceptional contributions to child health, who has been proposed as an Honorary Fellows by a Chapter, a District, a Section, or a member of the Executive Committee, and who is elected to Honorary Fellowship by a two-thirds vote of the Executive Committee.

J. Senior Members. A member who desires to become a Senior Member must be in good standing of any membership category who (i) has attained the age of 70, or (ii) is 65 or older and no longer derives income from professional activities.

Section 4. Rights of Members.

Only members in the following categories of members shall have the right to vote on any matter submitted to a vote of the members: (i) Fellows; (ii) Specialty Fellows; (iii) Post Residency Training Members that are Board Certified; (iv) Candidate Members, and (v) Senior Members. Only Fellows and Specialty Fellows shall be eligible to serve as Chapter Officers.

Section 5. Termination of Membership.

A. Resignation

Any member may resign by filing a written resignation with the Secretary of the Chapter. All paid dues are not refundable.

B. Delinquency

All members required by these Bylaws to pay dues shall become delinquent after failure to pay such dues upon the expiration date of their membership. If dues are not paid prior to membership expiration, Nevada AAP reserves the right to terminate all access to the benefits and privileges of membership.

C. Discipline

The Executive Committee may terminate, suspend, or otherwise restrict the membership of any Chapter member if two-thirds of the members of the Executive Committee find that the conduct of the member in question has been in knowing violation of the Bylaws or other lawful rules or regulations or has been otherwise prejudicial to the best interests of the Chapter and values outlined in the Preamble and Article IV of the Constitution.

The disciplinary actions that may be taken by the Chapter against any member shall be set forth in greater detail in the Chapter's rules and regulations adopted by the Executive Committee from time to time; provided that no disciplinary action may be taken against any member unless the notice and hearing procedures set forth in the Chapter's rules and regulations are also followed. All paid dues are not refundable.

Section 6. Waivers and Exceptions.

An exception to or a waiver of board certification requirements or other exceptions to membership requirements may be requested by a member of the Executive Committee or an individual. A two-thirds vote of the Executive Committee shall be required for the approval of such requests. The process for initiating exceptions to or waivers of membership requirements shall be set forth in rules and regulations adopted by the Executive Committee from time to time

ARTICLE II

Annual Business and Special Meetings

Section 1. Annual Meeting. An annual meeting of the members shall be held each year as determined by the Executive Committee, for the purpose of education and discussing the annual business of the Chapter.

Section 2. Notice of Meetings. A written, printed, or electronic notice stating the place, day, and hour of the Annual and Quarterly Meetings shall be provided to each member not less than ten days before the date of the meeting. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail addressed to a member at the address that appears on the records of the Central Office of the Chapter, with postage thereon paid. Any member may waive notice of any meeting.

Section 3. Agenda. The Executive Committee shall prepare the agenda for the Annual and Quarterly Meetings. Items to be included on the agenda at the request of a member must be submitted to the Executive Director in writing at least 15 days before the meeting for consideration and recommendation by the Executive Committee.

Section 4. Quorum. One-tenth of the members of the Chapter shall constitute a quorum for voting purposes at the Annual and Quarterly Meeting or at any special meeting of members of the Chapter which is called by the Executive Committee.

Section 5. Special Meetings. Special meetings of the members of the Chapter may be called by the Executive Committee for such time and place as it may designate. Notice of not less than ten days shall be provided to the members prior to the meeting. Such notices shall designate the purpose or purposes thereof. No business shall be transacted other than that specified in the notice.

Section 6. Rules. All deliberations of the Chapter, its Executive Committee, and its committees shall be governed by parliamentary procedure as interpreted by the current edition of The Standard Code of Parliamentary Procedure (Alice Sturgis) when not in conflict with the Bylaws of the Chapter or Nevada law. In the event of a conflict, the Bylaws of the Chapter shall prevail, unless they are contrary to Nevada law, in which event, Nevada law shall prevail.

ARTICLE III

Officers

Section 1. President. The President must be a Fellow of the Academy, shall be the principal executive officer of the Chapter and shall in general supervise and control all of the affairs of the Chapter, shall preside at all meetings of the members and of the Executive Committee, shall be the Chairman of the Board and shall be an ex-officio, nonvoting member of all Chapter committees. The President may sign, with the Secretary or any other proper officer of the Chapter authorized by the Executive Committee, any deeds, mortgages, contracts or other instruments which the Board has authorized to be executed, except in cases the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Chapter.

The President shall succeed from the position of Vice President and shall take office on January 15 and shall serve a term of two years.

The President shall have the following specific duties

1. Establish and keep Chapter focused on meeting its own goals and those of the Academy
2. Monitor the progress of the Chapter in view of its goals and objectives
3. Oversee the officers and committees of the Chapter
4. Nominate chapter members for appointments to national AAP committees
5. Oversee budget and fiscal obligations of the Chapter
6. Preside at the annual meeting and all of the meetings of the Executive Committee
7. Serve as a spokesperson for the Chapter in representing the interests of pediatrics at the federal, state, and community levels
8. Ensure a relationship with the pediatric academic chairpersons
9. Extend chapter influence by maintaining good relations with other chapters
10. Appoint appropriate chapter committees and provide guidance to committees to enable them to fulfill their responsibilities
11. Keep current with new information and policies from the Academy and communicate the information to chapter members
12. Maintain a close relationship with the Academy in conducting chapter activities and programs and communicate local needs and ideas to the Academy

13. Represent the chapter at national meeting
14. Recognize the achievements of chapter members and staff
15. Supervise the Chapter Executive Director
16. Complete an annual report
17. Ensure proper succession planning for Chapter

Section 2. Vice President. The Vice President must be a Fellow of the Academy. 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 assist the President in the performance of the President's duties and shall perform such other duties and functions as from time to time may be assigned to him or her by the President, the Chapter Board or the Academy.

The Vice President shall be elected and shall take office on January 15 and shall serve a term of two years.

The Vice President shall have the following specific duties

1. Assist the Chapter President in the performance of the duties
2. Perform other functions as delegated by the President or Executive Committee
3. Assume all duties in absence of the President
4. Attend the Annual Leadership Forum and District Meeting
5. Attend Chapter Executive Committee meetings
6. Serve as Chair of the CME Committee
7. Serve on the Chapter Budget or Membership Committee
8. Complete member outreach activities to new and lapsed members
9. Work with outside agencies to promote the health and well-being of children in Nevada

Section 3. Secretary/Treasurer. The Secretary/Treasurer shall be a Fellow of the Academy and elected by Chapter membership according to such procedures as it may establish. The Secretary/Treasurer shall assume office on January 15 and shall serve a term of two years. He or she shall perform such duties and responsibilities as are customary for a nonprofit Chapter and as may be required by law.

The Secretary/Treasurer shall have the following specific duties

1. Authenticate records and minutes
2. Keep and maintain records
3. Prepare and send voting ballots to members
4. Perform all other duties assigned by the President, Executive Committee or Bylaws
5. Ensure proper internal controls are in place
6. Oversee/Review the financials of the Chapter
7. Sign all checks for employees, large invoices or payments over \$1500
8. Present financial and investment reports for meetings
9. Serves on the Chapter Budget and Finance Committee

10. Attend the Executive Committee Meetings

Section 4. Immediate Past President. The Immediate Past President shall succeed from the position of President, shall take office on January 15, and shall serve for a term of two years. The Immediate Past President shall be an ex-officio non-voting member of all Chapter organizational entities throughout his or her term, including committees and editorial boards, unless exception is made in the Bylaws. The Immediate Past President shall assist the President and Vice President in performing their duties and shall perform such other duties as may be prescribed by the Board from time to time.

Section 5. Executive Committee. There shall be an Executive Committee of the Board consisting of the President, the Vice President, Immediate Past President, Secretary/Treasurer, and the Chapter Executive Director who will be an ex-officio member and shall not vote except in the event of a tie. The terms of office of the members of the Executive Committee shall be coterminous with their terms on the Executive Committee. The Executive Committee shall meet periodically to carry out Chapter business between meetings of the Executive Committee in accordance with Board of Director policies, and to the extent authorized by the applicable provisions of Nevada law. The duties of the Executive Committee are to uphold the Constitution of the Chapter and to perform such other duties as prescribed by these Bylaws. The President shall preside at all meetings of the Executive Committee.

a. Duties and Responsibilities. The duties and responsibilities of the Executive Committee shall be those ordinarily performed by a Executive Committee of a nonprofit Chapter. These shall include but not be limited to the following:

1. to transact all business of the Chapter that is required to uphold the Constitution and carry out the mission of the organization;
2. to manage, control, and conserve the real properties and monies of the Chapter;
3. to fix dues and assessments for members;
4. to adopt rules and regulations for membership in the Chapter in accordance with the Bylaws and to act on membership applications;
5. to be responsible for and develop mechanisms to carry out planning and policy development for the Chapter;
6. to establish, monitor, and terminate, if indicated, Chapter organizational entities, including committees and editorial boards of publications, and to make appointments to such entities in accordance with these Bylaws;
7. to reflect and present official Chapter policy in public;
8. to have the authority to transact all business not otherwise provided for in these Bylaws that may pertain to the Chapter; and
9. to promulgate such rules and regulations as the Board deems necessary to carry out the duties and intentions of these Bylaws.

b. Compensation. Directors as such shall not receive any salaries for their services, but by resolution of the Executive Committee, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any director from serving the Chapter in any other capacity and receiving compensation therefor.

Section 6. Nominations. Nominations for vacant Executive Committee positions may be made by current Chapter members with voting rights as described in these Bylaws, Article I, Section 4. Only Fellows and Specialty Fellows shall be eligible to serve as Chapter Officers. Nominations must be received by the Chapter President at least 30 days prior to the deadline date on which electronic ballots are due by to the members.

Section 7. Elections. The election of the officers shall be by electronic ballot of the voting members of the Chapter conducted in sufficient time to permit the installation of new officers by January 15 of each year. The candidate receiving a majority of the valid votes received by the Chapter President within 30 days after the e-mailing of ballots shall be elected. If there are more than two candidates for a position and no candidate receives a majority of the valid votes, a runoff election between the two candidates receiving the most votes shall be conducted. Notice of the results of the election shall be transmitted to the District officers of the Academy District in which the Chapter is located, to the Executive Director of the Academy, and to all voting members of the Chapter within 30 days after the results have been tabulated.

Section 8. Term of Office; Vacancies. Each officer shall serve for a term of two years and until his or her successor has been elected and qualified. In the event that a vacancy occurs in the office of president during a term, the Vice President shall serve as the President and a new Vice President shall be elected to fill the vacancy in the office of vice president for the remainder of the term. Any vacancy in the offices of vice president or secretary/treasurer which occurs during a term shall also be filled by an election. Elections to fill vacancies occurring during the term shall be conducted in the same manner as the regular biennial elections at such time as may be determined by the Nominating Committee. Nominations of one or more candidates to fill a vacancy shall be made by the Nominating Committee and may also be made by petition in the manner set forth in Section 6 of this Article III.

Article IV

Committees

Section 1. Committees of Directors. The Executive Committee, by resolution adopted by a majority of the directors in office, may designate one or more committees. Such committees shall serve the Chapter on behalf of the Board and, to the extent provided in the resolution and not prohibited by law, may have and exercise the authority of the Executive Committee in management of the Chapter; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Executive Committee, or any individual director, of any responsibility imposed upon them by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Executive Committee in the management of the Chapter may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Members of each such committee need not be directors, but they must be members of the Chapter.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Executive Committee of the Chapter and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless the member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman by the President of the Chapter.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Executive Committee designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. A committee may also act by unanimous consent in writing without a meeting.

Article V

Contracts, Checks, Deposits, and Funds

Section 1. Contracts. The Executive Committee may authorize any officer or officers, agent or agents of the Chapter 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 2. Checks, Drafts, Deposits. 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 such officers, agent, or agents of the Chapter and in such manner as shall from time to time be determined by resolution of the Executive Committee. In the absence of such determination by the Executive Committee, such instruments shall be signed by the Executive Director. 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 3. 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.

Article VI

Fiscal Year

The fiscal year of the Chapter shall be determined by the Executive Committee.

Article VII

Amendments to Bylaws

These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by unanimous consent of the Executive Committee or a majority of the directors present at any regular meeting or at any special meeting at which a quorum is present; provided, that at least fifteen days written notice shall be given of any intention to alter, amend or repeal and to adopt new bylaws at a meeting.

Article VIII

Indemnification

The Chapter shall indemnify all officers and directors of the Chapter for matters arising only out of their service in this capacity and only to the fullest extent permitted by Nevada State law. The Chapter shall be entitled to purchase insurance for such indemnification of officers and directors to the fullest extent permitted by Nevada State law and as determined from time to time by the Executive Committee.