

**AMENDED AND RESTATED  
BYLAWS  
OF  
ASSOCIATION OF ADMINISTRATORS IN  
ACADEMIC PEDIATRICS  
A North Carolina Non-Profit Corporation  
(May, 2014)**

**ARTICLE I  
Name**

This organization, a North Carolina non-profit corporation, shall have the name ASSOCIATION OF ADMINISTRATORS IN ACADEMIC PEDIATRICS, and may also be known as AAAP.

**ARTICLE II  
Purposes and Objectives**

The AAAP is dedicated to the improvement of health care delivery, education, and research in Departments of Pediatrics through professional management. The purposes of the corporation are to promote the concept of professional management in Departments of Pediatrics, to provide a forum for discussion of management problems in Departments of Pediatrics, and to provide a mechanism for exchange of information, education and training of Administrators and interaction with other organizations in accomplishing these objectives. In pursuance of the foregoing purposes, the corporation may exercise all the rights and powers conferred on non-profit corporations by the North Carolina Non-Profit Corporation Act and may engage in all other lawful activities as provided therein for non-profit corporations. The corporation may also do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

**ARTICLE III  
Membership**

**Section A. Categories.** The organization shall have members in three classes, all of them non-stockholding members.

1. **Active Members.** Active membership shall be limited to those who meet the following criteria.
  - a. Works in a Pediatric Department which is part of an accredited medical school of the Association of American Medical Colleges and is involved in teaching, research, and patient services; or works in a Pediatric Department that is affiliated with an accredited medical school of the Association of American Medical Colleges and is involved in teaching, research, and patient services; and
  - b. The individual holds an administrative position in the Pediatric Department, and
  - c. Eligibility is confirmed in writing by the Senior Administrator, if a member of the AAAP or Chairperson.
2. **Adjunct Members.** At such time that an active member changes his/her professional career and is no longer serving in a managerial capacity with an academic Pediatric group, he/she may submit a written request to the Board of Directors for a change in membership status from active membership status to adjunct membership status. It is ultimately the

President of the organization who makes the final determination on whether the change to adjunct status will be approved, with input from the Board of Directors.

3. **Emeritus Members.** At such time that an active member has met his/her institution's criteria for retirement and retires from his/her professional career and is no longer in the healthcare field either as an employee, business owner or consultant, he/she may submit a written request to the Board of Directors for a change in membership status from active membership status to emeritus membership status.

#### **Section B. Admission to Membership**

1. Application for active membership shall be submitted to AAAP for confirmation in accordance with current procedures.
2. Application for adjunct membership and for emeritus membership shall be limited to previously active members.

#### **Section C. Rights and Duties of Members.**

1. Each active member shall participate in voting on all matters relating to the election of officers, the adoption and amendment of Bylaws, and all other matters on which the President of the AAAP shall request a vote of the membership according to Section E below.
2. Only active members who have paid their dues for the current year are eligible to vote.
3. Each active member is eligible to serve as a director or officer of the AAAP.
4. The right to vote and hold office shall not be accorded to those members holding adjunct or emeritus member status.

#### **Section D. Meetings**

1. **Annual Meeting.** There shall be at least one meeting of the AAAP each year at the registered office of the Association or at such other place as may be chosen by the Board of Directors. This meeting shall be designated as the Annual Meeting for the purpose of electing new officers, and for the transaction of such other business as may come before the membership. Failure to elect officers at the Annual Meeting shall not cause dissolution of the AAAP, but the several officers currently holding positions shall continue until their successors are elected. A special meeting for the purpose of holding such elections may be called as soon thereafter as convenient or the officers shall be elected at the next regular meeting.
2. **Special Meeting.** Special meetings of the members, for any purpose or purposes unless otherwise prescribed by statute, may be called by the President or by a majority of the Board.
3. **Notice of Meeting.** Written notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes of the meeting, shall be delivered not less than thirty (30) days before the day of the meeting, to each member of record in accordance with current procedures. Attendance at or participation in any meeting of the members shall constitute a waiver of notice of such meeting except where a person attends or participates for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

4. **Quorum.** With respect to the Annual or any Special Meeting of the members, the voting members present at such meeting shall constitute a quorum.
5. **Annual Dues.** The annual dues shall be established by the Board. Annual dues are payable each year upon receipt of invoice and/or the annual dues notification. Nonpayment by the due date specified in the invoice will result in the loss of membership rights and benefits; membership rights and benefits may be reinstated upon payment of dues.
6. **Voting List.** The Treasurer and Membership Director shall have joint responsibility for maintaining the list of members entitled to vote. This list shall be available at AAAP Business meetings, and upon request of any member, made available for review. It shall be the responsibility of the voting members to keep the Director informed of any change in address or other information affecting membership status.

**Section E. Voting Process.** The AAAP will maintain a two-tiered voting process.

**1. Institutional Voting.**

- a. Whenever an issue arises that could potentially change the strategic direction of the organization, the voting methodology that will be used will consist of "one institution -one vote." Active members from the same institution may caucus prior to such vote and may employ any reasonable method for determining what the institutional vote will be.
- b. The individual casting the vote will be identified by the AAAP membership director prior to the vote taking place.
- c. No institutional vote will be recorded if there is no active member present at the time of voting.
- d. The determination that an issue could potentially change the strategic direction of the organization will be made by the Board of Directors. This determination may be overridden at the time of voting by a roll call vote of the membership in which two-thirds (2/3) of the active members present vote to override the determination.
- e. Any active member may move from the floor that an issue be subject to institutional voting at the time of the vote if the Board of Directors has not previously determined such. Institutional voting will be used if two-thirds (2/3) of the members present vote in favor of the motion.
- f. Notice of a determination of institutional voting will be given to the membership at least 30 days in advance of the vote.

- 2. Active Member Voting.** Any routine issues and all issues determined not to have the potential for changing the strategic direction of the AAAP that requires vote of the membership will consist of a voice, roll call, or written vote of all active members in good standing.

## **ARTICLE IV Board of Directors**

**Section A. Composition.** The business and affairs of the corporation shall be managed by the Board of Directors.

All Board of Directors are voting members except Past President who votes only to break a tie vote. This would also pertain to Article IV, Section D.

**Section B. Eligibility.** To be eligible for election to the Board of Directors, candidates shall be at least 21 years old and shall have maintained at least two consecutive years of membership in AAAP, and, at the time of their nomination for the Board of Directors, shall be active members in good standing and who shall remain in good standing on the date of election and through their terms on the Board of Directors.

**Section C. Term.** The officers of the Association will serve as Directors during the term of their office as specified in Article V, Section B.

**Section D. Vacancies.** Vacancies on the Board of Directors shall be filled with persons elected by a majority of the remaining directors, though less than a quorum, and each person so elected shall be a director for the remaining term of the vacant office.

**Section E. Removal of Directors.** The Board of Directors or the members may remove any Director at any time with or without cause either by an affirmative vote of a majority of the Board of Directors or by two-thirds (2/3) vote of the members at duly called meeting by the Board of the membership.

**Section F. Election of Directors.** Prior to the Annual Meeting, the President shall appoint nominating committee consisting of a minimum of three members of the AAAP to be chaired by the Past President as specified in Article V, Section D, Item 3. The nominating committee shall propose a slate of candidates, reviewed by the Board, to the membership. The slate will be approved with an affirmative vote of at least 2/3 of voting members in attendance at the Annual meeting. Nominations other than those proposed by the nominating committee may be made only at the time of the Annual Meeting by voting members who are in attendance at such meeting. .

**Section G. Meetings - Time and Place/Quorum.**

1. **Regular Meeting.** The Board of Directors shall meet regularly but not less than once per year at which time the directors and a quorum of them shall be present physically with each other. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time, by resolution of the Board at a duly convened meeting, or by a two-thirds majority of the Directors giving written consent. Notice of each regular meeting of the Board shall be written, shall specify the date, place and hour of the meeting, and shall be delivered to each Director at least five days before the meeting in accordance with current procedures.
2. **Special Meetings.** Special meetings of the Board may be called by the President on twenty-four (24) hours' written notice to each Director in accordance with current procedures either personally or by mail or e-mail; special meetings may be called by the President or Secretary in like manner and on like notice on the written request of two (2) or more Directors. Notice of each special meeting of the Board shall specify the date, place and hour of the meeting. The notice should, but need not, state the general nature of the business to be conducted at such special meeting.

Special meetings of the Board of Directors may be conducted through telephone conferences, coordinated by the President, if a quorum of the Directors can participate in the discussion either at one time or separately within a reasonable period of time.

3. **Committees.** The President, as Chairman of the Board, and with the advice of the Board, may appoint such ad hoc and/or standing committees as the President deems necessary to deal with specific items of business of concern to the AAAP.

4. **Quorum.** At all meetings of the Board in regular or special session, at least four Directors shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these By-Laws. If a quorum shall not be present at any meeting of Directors, the Directors present shall adjourn the meeting. Business shall not be transacted other than by announcement at the meeting at which such adjournment is taken.
5. **Action Without Meetings.** Any action which may be taken at a meeting of the Directors may be taken without a meeting if consent or consents in writing setting forth the action so taken shall be signed by all of the Directors and shall be filed with the Secretary of the corporation.

**Section H. Compensation of Directors.** The members of the Board of Directors of the corporation will serve without compensation; however, upon resolution by the Board of Directors, they may be reimbursed for out-of-pocket expenses incurred in fulfilling their responsibilities as Board members. The reimbursement of the expenses of the President and/or other Board members designated by the President to attend meetings as a representative of the Board and/or the AAAP shall be approved by the Board annually as part of the budget process.

## ARTICLE V Officers

**Section A. Titles, Qualifications.** The corporation shall have a President, President-Elect, Program Director, Program Director-Elect, Secretary, Treasurer, Membership Director, Salary Survey Director and Communications Director. The corporation may also have such other officers and assistant officers as the Board of Directors may authorize, which officers and assistant officers shall have such authority and shall perform such duties as from time to time shall be determined by resolution of the Board. The officers shall be at least 21 years of age. The officers shall be elected from the active membership of the organization at large.

**Section B. Election and Term of Office.** The officers of the corporation shall be elected at large each year by the active members at the annual meeting of the organization. The officers of the corporation shall hold office until the next annual meeting of the Board or until their successors are chosen and have been qualified. The Communication Director and Secretary shall each serve for two years. To provide continuity, the Treasurer, Membership Director, and Salary Survey Director will each serve for three years.

### TERMS:

President	1 Year	Program Director	1 Year
President-Elect	1 Year	Program Director Elect	1 Year
Past-President	1 Year	Treasurer	3 Years
Secretary	2 Years	Membership Director	3 Years
Communication Director	2 Years	Salary Survey Director	3 Years

Any officer may be removed by a majority of the Board of the Directors whenever in its judgment the best of interests of the Organization will be served thereby, but such removal shall be without prejudice to the contractual rights, if any, of the person so removed. If the office of any officer becomes vacant for any reason before the annual meeting, the vacancy may be filled by vote of the majority of the Board of Directors for the remaining term of the vacant office in accordance with Article VI, Section D.

**Section C. Compensation and Bonding.** The compensation, if any, of all officers of the

corporation shall be fixed by the Board of Directors by resolution adopted by a majority of the Directors.

#### **Section D. Duties**

1. **President.** The President shall be the Executive Director of the AAAP and shall have charge of the general direction and promotion of its affairs with authority to perform such acts as necessary or proper to carry on the business of the AAAP, including responsibility for the scheduling of meetings for the Board of Directors. The President shall prepare the agenda for and shall preside at the meetings of the AAAP and Board of Directors. He/she shall be assisted by the other Directors and may seek aid as needed, from other members and non-members, including persons specifically requested to provide liaison between the AAAP and other organizations. The President may, during the absence of any Director, delegate said Director's duties to any other Director on an interim basis.
2. **President-Elect.** The President-Elect shall in the absence or disability of the President perform the duties of the President and shall perform such other duties as may be delegated to him/her from time to time by the President and shall otherwise function as a member of the Board of Directors.
3. **Past President.** The Past President Chairs both the Nominating and By-Laws Committees, is responsible for coordinating efforts pertaining to site selection for the Annual Meeting, and provides advice and continuity regarding prior actions of the Board and Organization. The Past President shall perform such other duties as are incident to his/her office or as may be delegated to him/her by the Board of Directors or by the President.
4. **Program Director.** The Program Director shall have responsibility for all aspects of the elected year's annual meeting of the Association, including development of the educational content and assuring coordination of site arrangements and activities in support of the program. The Program Director shall serve as member of the Board of Directors and as an advisor to the Program Director-Elect and shall perform such other duties as may be delegated to him/her by the Board of Directors or by the President.
5. **Program Director-Elect.** The Program Director-Elect shall initiate arrangements as necessary for the annual meeting of the Association to be held following the elected year and oversee the development of site plans and activities. The Program Director-Elect shall in the absence or disability of the Program Director perform the duties of the Program Director and shall perform such other duties as may be delegated to him/her from time to time by the Board of Directors or by the President.
6. **Secretary.** The Secretary shall keep and maintain minutes of all meetings of the AAAP and all meetings of the Board of Directors, including the maintenance of records noting key decisions approved by the Board of Directors. The Secretary shall serve as custodian for all records of association activities, and shall make such reports and perform such duties as are incident to his/her office, including ensuring that all approved Board and Annual Meeting minutes, including financial presentations and "audited financials" are appropriately filed/recorded/archived. The Secretary shall perform such other duties as may be delegated by the Board of Directors or by the President.
7. **Treasurer.** The Treasurer shall have responsibility for collecting dues and shall render complete financial statements at the Annual Meeting and at such times as may be requested of him/her. The Treasurer shall perform such other duties as are incident to his/her office or as may be delegated to him/her by the Board of Directors or by the President.

8. **Membership Director.** The Membership Director shall have responsibility for rendering written notices to the membership sixty (60) days prior to the due date of annual dues and shall have responsibility for the official membership listing of the AAAP. The Membership Director shall have responsibility for the maintenance of said listing of members and/or institutions entitled to vote at any meeting of the AAAP. The Membership Director also helps to coordinate the initiation of new members into the organization by pairing first time attendees with established members to serve as mentors and hosts. The Membership Director also helps to coordinate and direct activities/efforts to support the evolving needs of the AAAP membership. The Membership Director shall perform such other duties as are incident to his/her office or as may be delegated to him/her by the Board of Directors or by the President.
9. **Communication Director.** The Communications Director is responsible for overall coordination of all aspects of the AAAP Website, including the timely and accurate maintenance of posted information and details regarding AAAP activities, events and any AAAP news. These responsibilities are carried out in collaboration with each Board member who has shared responsibility to gather and distribute relevant information to the membership.
10. **Salary Survey Director.** The Salary Survey Director is responsible for administering the annual Faculty Compensation and Productivity survey. This position interfaces regularly with members regarding questions about survey content, access to the survey, and requests for survey modifications. In addition, this position works with the third party vendors for data collection/reporting activities. The Salary Survey Director, in conjunction with other Board members, also determines the appropriateness of adding new specialties to the existing divisions currently surveyed. The Salary Survey Director also carries out other duties incident to this position and those delegated to him/her by the Board of Directors or by the President.

## **ARTICLE VI Indemnification**

Any person who is or was an officer or active member of AAAP who was engaged with the corporation in any venture on behalf of the corporation, shall be indemnified by the corporation against any and all liability and reasonable expenses (including but not limited to counsel fees and disbursements and amount paid in settlement or in satisfaction of judgments, fines, or penalties) paid or incurred by such persons in connection with or resulting from any action, suit or proceeding unless brought by or in the right of AAAP and whether civil, criminal, administrative or investigative, including appear related hereto, in which he or she may be involved or threatened to be involved, is a party or otherwise, by reason of his or her being or having been a proper representative of the corporation or by reason of any action taken or not taken in the course of such representation; PROVIDED that there shall not be such indemnification unless such representative acted in good faith and in a manner in which he or she reasonably believed to be in the best interest of the corporation, and had no reasonable cause to believe his or her conduct was unlawful or improper; and such facts shall be established and determined by the Board of Directors with the advice of counsel, and further, PROVIDED that in the case of an action, suit or proceeding by or in the right of the corporation to procure a judgment in its favor, if such representation has been adjudged to be liable for gross negligence or malfeasance in a performance of his or her duty to AAAP, then such person shall not be indemnified unless (and only to the extent that) a court of competent jurisdiction of the county or province at which the registered office of the corporation is located or such other court in which such action or suit was brought shall determine that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably

entitled to indemnity for such expenses as the said court shall deem proper.

**ARTICLE VII  
Fiscal Year**

The fiscal year of the AAAP shall be the calendar year.

**ARTICLE VIII  
Dissolution**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the stated purposes of the corporation or to such organization or organizations organized and operated exclusively for such purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for the stated purposes of the Corporation or to such organization or organizations, as said court shall determine, which are organized and operated for such purposes.

**ARTICLE IX**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted at the Annual Meeting by a majority vote of the voting members present. Any proposed change to the Bylaws must be submitted to the membership in writing at least thirty (30) days prior to the Annual Meeting.

This 21<sup>st</sup> day of May, 2013.

**ASSOCIATION OF ADMINISTRATORS IN ACADEMIC PEDIATRICS**

BY: *1st Jackie Jew*  
Jackie Jew, Chair, By-Laws Committee

BY: *1st Nina Pickett*  
Nina Pickett, President