# BYLAWS OF

**VIRGINIA CHAPTER, AMERICAN ACADEMY OF PEDIATRICS AND THE VIRGINIA PEDIATRIC SOCIETY**

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BYLAWS OF

VIRGINIA CHAPTER, AMERICAN ACADEMY OF PEDIATRICS AND
THE VIRGINIA PEDIATRIC SOCIETY

ARTICLE I

NAME

The name of the corporation, hereinafter referred to as "the Chapter," is VIRGINIA CHAPTER, AMERICAN ACADEMY OF PEDIATRICS AND THE VIRGINIA PEDIATRIC SOCIETY.

ARTICLE II

PURPOSE

The Chapter is a non-profit corporation organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code. The purposes of the Chapter are set forth in Article II of the Articles of Incorporation of the Chapter.

ARTICLE III

MEMBERSHIP

3.1 Classes of Membership

There shall be nine (9) classes of membership: Chapter Fellow; Society Member; Affiliate; Young Physician; Resident/Fellowship Trainee; Emeritus; Honorary; Allied Health Professionals; and Practice Managers. All classes of membership shall reside or be in practice in Virginia.

3.1.1 Chapter Fellow: Physicians who are Fellows in good standing in the American Academy of Pediatrics (the "Academy"). Fellows shall have the right to vote and to hold any office or honor within the Chapter.

3.1.2 Society Member: Physicians who are not Fellows of the Academy, but are practicing pediatrics. Society Members have the rights and privileges of Fellows except that Society Members may not vote on matters relating to the business of the Academy and may not hold the offices of President, President-Elect or Secretary-Treasurer of the Chapter.

3.1.3 Affiliate: Physicians and dentists who are interested in pediatrics, and who are practicing in fields related to pediatrics. Affiliate Members may participate in activities of the Chapter, but cannot vote or hold office.
3.1.4 **Young Physician:** Physicians who have completed three years* of training in programs that are approved for credit toward Board certification by the American Board of Pediatrics. A Young Physician may or may not be Board-certified. Membership as a Young Physician is limited to individuals under 40 years of age and/or in practice for less than 5 years following the completion of their pediatric training. Young Physician members may vote and be voting members of the Board once certified by the American Board of Pediatrics.

*Four (4) years for a physician who is training in a program that is approved for credit toward dual certification in Internal Medicine and Pediatrics]*

3.1.5 **Resident/Fellowship Trainee:** Physicians who are enrolled in an approved pediatric residency or fellowship training program. Resident/Fellowship Trainees may not vote or hold office.

3.1.6 **Emeritus:** Any Fellow or Society Member in good standing who has reached the age of seventy (70) years shall be granted Emeritus status. Upon approval by the Executive Committee, Emeritus status is also available to Fellows or Society Members at any age for reasons related to health or other circumstances. Emeritus members may not vote or hold office.

3.1.7 **Honorary:** Distinguished pediatricians or other individuals who have made exceptional contributions to child health may be elected to receive this honor. Honorary Members may participate in activities of the organization but may not vote or hold office.

3.1.8 **Allied Health Professionals:** Licensed Pediatric Nurse Practitioners and Physician Assistants delivering child health care in collaborative practice with a licensed medical doctor or a government agency. Allied Health Professionals have the rights and privileges of physician members but they cannot vote, hold office or chair committees.

3.1.9 **Practice Managers:** Individuals who are managing pediatric practices in the state of Virginia. Practice Managers are eligible for membership if the physician with whom they are employed is a member. Practice managers cannot vote, hold office, or chair committees.

3.2 **Application and Acceptance Procedures**

3.2.1 **Fellows or Young Physician Fellows:** Physicians who are already Fellows or Young Physician Fellows of the Academy may be automatically accepted for membership in the state Chapter as Fellows or Young Physicians.

3.2.2 **Non-Fellows:** A physician who is not a Fellow of the Academy may be proposed for membership as a Society Member by two members or Fellows of the Chapter who have personal knowledge of the applicant. The proposed Society Member
shall submit the Chapter’s Application for Membership form, including the names of two members as references. The proposed Society Member must meet the following qualifications and requirements to the satisfaction of the Executive Committee:

3.2.2.1 Graduation from an accredited medical school.

3.2.2.2 A minimum of one year of specialized study and two years practice in pediatrics or five years practice primarily in pediatrics.

3.2.2.3 Evidence of high ethical and professional standards and clinical experience.

When the Executive Committee has determined that the applicant has satisfied the above requirements, the Executive Committee may vote the applicant into membership. If any applicant is not voted into membership by the Executive Committee, the application will be presented at the annual business meeting where the applicant may be voted into membership upon the affirmative vote of at least two-thirds of those present at the meeting at which a quorum is present.

3.2.3 **Affiliate:** Identical to Section 3.2.2 above, except that 3.2.2.2 shall read: “in a field related to pediatrics” instead of “in pediatrics.”

3.2.4 **Non-Young Physician Fellows:** Young Physician members who are not Young Physician Fellows of the Academy shall follow the same application procedure as provided in Section 3.2.2, including the requirement of submitting the names of two members as references.

3.2.5 **Resident Physicians:** Resident physicians shall be sponsored by the Pediatric Department Chairman of the Residency Program in which they are training.

3.2.6 **Honorary Fellows:** Pediatricians and other individuals who have made exceptional contributions to child health may be elected to Honorary Fellowship. The name of an individual proposed as an Honorary Fellow in the Chapter shall be submitted by a Fellow and accompanied by the endorsement of at least one other Fellow, a substantiating written statement, and a curriculum vitae. Chapter Honorary Fellowship shall be approved by a two-thirds vote of the Executive Committee.

Honorary Fellows of the American Academy of Pediatrics residing or practicing in the Commonwealth of Virginia shall automatically become Honorary Fellows of the Chapter.

3.2.7 **Allied Health Professionals:** Licensed Pediatric Nurse Practitioners and Physician Assistants may be sponsored for membership by two members or Fellows of the Chapter who have personal knowledge of the applicant. An
Application for Membership shall be submitted for approval by the Executive Committee.

3.2.8 **Practice Managers**: Practice Managers should be of high ethical and professional standing and have the sponsorship of a Chapter Fellow or Society Member who is his/her employer.

3.3 **Annual Meeting**

An annual meeting of the Chapter shall be held each year at a time and place, within or without the Commonwealth of Virginia, as the Executive Committee may designate from time to time. The failure to hold an annual meeting does not affect the validity of any corporate action.

3.4 **Notice of Meetings**

3.4.1 Written notice stating the date, time and place of all meetings shall be emailed or mailed to the membership at least twenty-one (21) days, but no more than sixty (60) days, before the date of the meeting.

3.4.2 Notice of a special meeting shall state the purpose or purposes for which the meeting is called.

3.4.3 Notice of a meeting of the members to act on an amendment of the articles of incorporation or on a plan of merger or consolidation shall be delivered by mail or email, not less than twenty-five (25) nor more than sixty (60) days before the date of the meeting. Any such notice shall be accompanied by a copy of the proposed amendment or plan of merger or consolidation, or a summary thereof.

3.5 **Quorum**

At the annual meeting, members holding one-fourth of the votes entitled to be cast represented in person or by proxy shall constitute a quorum. The affirmative vote of the majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present shall be the act of the members.

3.6 **Rules Governing Meetings**

All business meetings of the Chapter shall be conducted in accordance with Roberts Rules of Order, latest revision.

3.7 **Proxies**

A member entitled to vote may vote in person or may vote by proxy executed in writing by the member or by a duly authorized attorney-in-fact. No proxy shall be valid after one (1) month from the date executed unless the proxy provides otherwise.
ARTICLE IV

BOARD OF DIRECTORS

4.1 Number and Qualifications

4.1.1 The Board of Directors shall consist of the following voting members: the President; the President-Elect; the Secretary-Treasurer; the Immediate Past President; five (5) Delegates-At-Large; three (3) Strategic Plan Coordinators; the Government Affairs Committee Chairman; the Membership Committee Chairman; and a Young Physician. The pediatric chairs of the major Academic Medical Centers in Virginia shall be non-voting, ex officio members of the Board. The President may appoint additional non-voting members as advisers to the Board of Directors as deemed necessary. Advisory members may be reappointed.

4.1.2 There shall be an Executive Committee of the Board of Directors as provided in Section 6.1.

4.1.3 The President, President-Elect, Secretary-Treasurer and Young Physician shall be Fellows of the Academy. The Chapter’s President shall serve as the Chairman of the Board of Directors and the Executive Committee.

4.2 Governance

Unless otherwise provided herein, the Chapter shall be governed and operated by and under the authority of the Board of Directors, and the business and affairs of the Chapter shall be managed under the Board’s direction. Final authority for the establishment of all policy pertaining to the Chapter for operation, maintenance and development, and for the attainment of its objectives shall be vested in the Board of Directors.

4.3 Election of Directors and Officers

At its annual meeting, the membership shall elect persons to fill the vacancies created by expiring terms or vacated officers’ and Directors’ positions. Any election or re-election of any officer or Director shall require the affirmative vote of a majority of the membership entitled to vote at a meeting at which a quorum, by person or by proxy, is present. Unless otherwise provided herein, each elected officer and Director shall hold office for a term of two (2) years and until his successor is elected and qualified. Delegates at Large, Strategic Plan Coordinators, the Government Affairs Committee Chairman and the Membership Committee Chairman may each be reelected for one additional term.

4.3.1 At least twenty-one (21) days prior to the annual meeting, the report of the Nominating Committee, with a proposed list of officers and Directors and a list of nominees who have acknowledged that they are willing to serve as an officer or
Director, shall be e-mailed or mailed to the members and shall also be posted on
the Chapter’s website. Nominations for officers and Directors also may be made
from the floor at the annual meeting. An officer or Director shall be elected at the
annual meeting *viva voce* when no more than one candidate is nominated for that
office. When more than one candidate is nominated for an office, election shall
be by ballot.

4.3.2 Officers and Directors elected in accordance with Section 4.3.1 will begin elected
terms effective on July 1 following the annual meeting at which they were
selected.

4.3.3 The Young Physician representative on the Board shall serve a term of two (2)
years and may be re-elected once for an additional two (2) year term. To be
eligible for this position, the candidate must be a Young Physician for the
duration of the term sought. The Young Physician representative will serve on
the Membership and Education/Academic Committees.

4.4 Termination of Directors

Any Director may resign at any time by giving written notice to the President or to the
Secretary-Treasurer of the Chapter. Such resignation, which may or may not be made
contingent upon formal acceptance by the Board, shall take effect on the date of receipt
or at any later time specified in it. Any Director may be suspended for a period of time
specified by the Board or removed permanently, with or without cause, at any time by the
affirmative vote of a majority of the then actual membership of the Board at a meeting of
the Board called for the purpose of suspending or removing the Director. Notice of such
meeting must state that the purpose, or one of the purposes, of the meeting is the
suspension or removal of the Director.

4.5 Vacancies

If any officer of the Chapter or any member of the Board of Directors of the Chapter is
unable to serve his full term of office due to death, resignation, suspension or removal, or
if there is an increase in the authorized number of Directors, the Board may fill such
vacancy or vacancies with a Fellow or a Member by the affirmative vote of a majority of
the remaining number of Directors, even if such number constitutes fewer than a quorum.
Any Director so elected shall hold office for the unexpired portion of the term of the
vacated Director until the next annual meeting; provided, however, that in the case of the
President, the President-Elect shall automatically become President for the remainder of
the term; and provided further that, if a vacancy occurs in the office of President-Elect or
Secretary-Treasurer, the Executive Committee is empowered to elect a Fellow to serve
the remainder of the term.

4.6 Compensation of Members

Board members and members of all committees shall receive no compensation for any
services rendered in their capacities as Directors or committee members. However,
nothing herein contained shall be construed to preclude any Director or committee
member from receiving, in the discretion of the Board, compensation for other services actually rendered or reimbursement for out of pocket expenses incurred and appropriately documented in serving the Chapter as a Director or in any capacity.

4.7 Meeting of Directors

4.7.1 Regular and Annual Meetings of the Board:

Regular meetings of the Board of Directors may be held without notice at such place or places as the Board of Directors may designate from time to time. A regular meeting of the Board of Directors shall be held as soon as practicable after each annual meeting of the members for the purpose of appointing officers and transacting such other business as may properly come before the meeting, and such regular meeting shall be designated the annual meeting of the board of directors.

4.7.2 Special Meetings of the Board:

Special meetings of the Board may be called by or at the request of the President or any two members of the Board and may be held at any time and at such location as may be designated by the authorized person or persons calling such meeting. Notice of any special meeting shall be given each member of the Board at least three (3) working days before such meeting.

4.7.3 Notice:

Unless otherwise required by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or any waiver of notice of such meeting.

4.7.4 Waiver of Notice:

Notice of any meeting of the Board may be waived by a Director before or after the date and time of the meeting in a writing, signed by the Director entitled to the notice, and filed with or entered upon the records of the meeting. The attendance of any Director at any meeting without protesting prior to or at the commencement of the meeting shall be deemed to be a waiver by him of proper notice of the meeting.

4.7.5 Quorum:

At all meetings of the Board of Directors, seven (7) voting members shall constitute a quorum for the transaction of business. The act of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the act of the Board. In addition to those Directors who are physically present at a meeting of the Board of Directors or any committee, Directors shall for purposes of these Bylaws be deemed present at such meeting if a telephone or similar communications device by means of which all persons participating in the
meeting can hear each other at the same time is used. After a quorum has been established at a meeting, the subsequent withdrawal of Directors from the meeting so as to reduce the number of Directors present to fewer than the number required for a quorum shall not affect the validity of any act taken by the Board at the meeting or any continuation thereof, as long as one-third (1/3) of the number of voting Directors in office at the beginning of the meeting remain present. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. At such adjourned meeting, a quorum shall be established.

4.7.6 **Board and Board Committee Action Without a Meeting:**

Any action that may be taken at a meeting of the Board or any committee thereof may be taken without a meeting if the action is taken by all members of the Board or committee and such action is evidenced by one or more written consents stating the action taken, signed by each member either before or after the action taken, and included in the minutes of the Board or committee.

**ARTICLE V**

**OFFICERS**

5.1 **Number and Qualifications**

The officers of the Chapter shall be:

1. President
2. President-Elect;
3. Secretary-Treasurer;
4. Immediate Past President;
5. Delegate-At-Large: Eastern Virginia;
6. Delegate-At-Large: Northern Virginia;
7. Delegate-At-Large: Greater Richmond-Southside Virginia;
8. Delegate-At-Large: Central-Shenandoah Virginia;
9. Delegate-At-Large: Western-Southwest Virginia;
10. Strategic Plan Coordinator - Education;
11. Strategic Plan Coordinator - Advocacy;
12. Strategic Plan Coordinator – Health Care Systems;
13. The Government Affairs Committee Chairman;
14. The Membership Committee Chairman; and

such other executive officers and subordinate officers, who are not required to be Directors of the Chapter, as may be recommended by the Nominating Committee and elected by the Chapter membership.

Officers shall be elected and hold office in accordance with the provisions of Section 4.3.
5.2 **Duties of Officers**

5.2.1 **President:**

The President shall appoint all committee chairs, subject to the approval of the Board of Directors, except the chairs of the Nominating, Finance, Government Affairs and Membership Committees. The President shall be an ex officio member of all committees. The President shall serve a term of two (2) years and is eligible for a second term ten years after completing the first term as President. The President is to carry out all delegated duties as outlined in the American Academy of Pediatrics Chapter President’s Manual, unless instructed otherwise by the Chapter.

5.2.2 **President-Elect:**

The President-Elect shall serve a term of two (2) years and shall assume the position of President at the end of his term. The President-Elect is eligible for reelection ten years after completing the first term as President-Elect. The President-Elect shall serve as President if the President is unable to carry out his duties. The President-Elect shall carry out other duties as assigned by the President and the Board.

5.2.3 **Secretary-Treasurer:**

The Secretary-Treasurer will supervise the financial affairs of the Chapter and be responsible for all funds. The Secretary-Treasurer will render a financial report to the Board at its scheduled meetings and to the membership at the annual meeting. The Secretary-Treasurer shall supervise the collection of all dues and assessments and the payment of debts.

The Secretary-Treasurer shall be Chairman of the Finance Committee and shall supervise the approval of new membership applications, membership status changes and deletions.

The Secretary-Treasurer will oversee Chapter communications and maintain the relevance and timeliness of the Chapter website in coordination with the Executive Director.

The Secretary-Treasurer shall serve a term of two (2) years and may be re-elected for one (1) additional two (2) year term. The Secretary-Treasurer is eligible for reelection 10 years after completing the last term as Secretary-Treasurer. The Secretary-Treasurer shall be bonded.

5.2.4 **Immediate Past President:**

The Immediate Past President shall attend and participate in the meetings of the Board of Directors, and shall serve as Chairman of the Nominating Committee.
5.2.5 Delegates-At-Large:

Delegates-At-Large will be elected to represent the members in their respective regions as specified in Section 5.1. Delegates-At-Large will be elected for a two (2) year term and may be reelected for one (1) additional two (2) year term.

Delegates-At-Large will serve on standing committees and perform other duties as assigned by the President and the Board.

5.2.6 Strategic Coordinators:

Strategic Coordinators are responsible for the review and amendment of the Chapter Strategic Plan and monitoring the actions of the Chapter to assure consistency with the Strategic Plan. Strategic Coordinators will be elected for a two (2) year term and may be reelected for (1) additional two (2) year term.

ARTICLE VI

BOARD COMMITTEES

6.1 Standing, Special and/or Ad Hoc

The Board shall maintain an Executive Committee, a Nominating Committee, a Finance Committee, a Membership Committee and a Government Affairs Committee. The Board or the Executive Committee may appoint and authorize any additional standing, special or ad hoc committees as deemed necessary to assist in the Chapter's activities, consistent with these Bylaws. Unless otherwise provided in these Bylaws, the committee chairman and members, whether they be Directors or not, shall be appointed by the President of the Board and shall serve at the President's pleasure, with the approval of the Board of Directors. The committee responsibilities shall be outlined in the Chapter's Policies.

6.1.1. Executive Committee:

a. **Number and General Provisions**

The Executive Committee shall be composed of three (3) voting members, as follows: the President; the President-Elect; and the Secretary-Treasurer.

b. **Duties and Responsibilities**

The Executive Committee shall act for the Chapter between meetings. In addition to the powers and authorities herein conferred upon it, the Executive Committee may exercise all such powers and do all such acts and things as may be exercised or done by the Board, subject to the laws of the Commonwealth of Virginia and to the provisions of these bylaws. The Executive Committee shall take no action that conflicts with the policies and expressed wishes of the Board of Directors.
Meetings of the Executive Committee may be called by, or at the direction of, the President or any other two (2) members of the Committee. A majority of the members of the Executive Committee shall constitute a quorum for transaction of business at any meeting of the Committee. The Committee shall keep minutes of its proceedings. All activities of the Executive Committee will be reported to the Board of Directors at the next regular meeting.

6.1.2. Nominating Committee:

a. **Number and General Provisions**

The Nominating Committee shall be composed of the Immediate Past President, who shall be the Chairman, and two (2) additional members, selected by the Nominating Committee Chairman, who are Directors of the Chapter.

b. **Duties and Responsibilities**

The primary responsibilities of the Nominating Committee shall consist of identifying and recommending individuals qualified and willing to serve as directors and officers of the Chapter. The Nominating Committee shall each year prepare a slate of candidates in accordance with Section 4.3.

6.1.3. Finance Committee:

a. **Number and General Provisions**

The Finance Committee shall be composed of the Secretary-Treasurer, who shall be the Chairman, the five (5) Delegates-At-Large, the Membership Committee Chairman and the Strategic Plan Coordinator - Education.

b. **Duties and Responsibilities**

The primary responsibilities of the Finance Committee shall consist of developing and recommending to the Board of Directors the annual operating budget for each fiscal year, and reviewing other financial matters at the direction of the Board.

6.1.4. Membership Committee:

a. **Number and General Provisions**

The Membership Committee shall be composed of the Membership Committee Chairman, elected in accordance with Article IV, the Young Physician member of the Board, and such additional members, selected by the Membership Committee Chairman, with the approval of the Board.
b. **Duties and Responsibilities**

The primary responsibilities of the Membership Committee shall consist of identifying membership recruitment and retention strategies and opportunities and recommending such to the Board of Directors, and carrying out such other duties as may be directed by the Board.

6.1.5. **Government Affairs Committee:**

a. **Number and General Provisions**

The Government Affairs Committee shall be composed of the Government Affairs Committee Chairman, elected in accordance with Article IV, and such additional members, selected by the Government Affairs Committee Chairman, with the approval of the Board.

b. **Duties and Responsibilities**

The primary responsibilities of the Government Affairs Committee shall consist of identifying legislative priorities and recommending such to the Board of Directors, and carrying out such other duties as may be directed by the Board.

6.1.6. **Education/Academic Committee:**

a. **Number and General Provisions**

The Education/Academic Committee shall be composed of the Strategic Plan Coordinator - Education as Chairman, the pediatric chairs of the major Academic Medical Centers in Virginia, or their representatives, Resident representatives from each of the major Academic Medical Centers in Virginia, the Young Physician member of the Board, the Pediatric Alliance representative, and such additional members, selected by the Education/Academic Committee Chairman, with the approval of the Board.

b. **Duties and Responsibilities**

The primary responsibilities of the Education/Academic Committee shall consist of identifying educational and professional practice priorities and recommending such to the Board of Directors, coordinating Chapter activities within Academic Medical Center-sponsored meetings, developing Quality Improvement initiatives qualifying for the Maintenance Of Certification process, and carrying out such other duties as may be directed by the Board.
6.1.7. **Health Care Systems Committee:**

a. **Number and General Provisions:**

The Health Care Systems Committee shall be composed of the Strategic Plan Coordinator - Health Care Systems as Chairman, the Pediatric Council and such additional members, selected by the Health Care Systems Committee Chairman, with the approval of the Board.

b. **Duties and Responsibilities:**

The primary responsibilities of the Health Care Systems Committee shall consist of identifying best practice issues and professional priorities and recommending such to the Board of Directors, and carrying out such other duties as may be directed by the Board.

6.1.8. **Advocacy Committee:**

a. **Number and General Provisions**

The Advocacy Committee shall be composed of the Strategic Plan Coordinator - Advocacy as Chairman, and such additional members, selected by the Advocacy Committee Chairman, with the approval of the Board.

b. **Duties and Responsibilities**

The primary responsibilities of the Advocacy Committee shall consist of identifying best advocacy opportunities and recommending such to the Board of Directors, working in conjunction with the Government Affairs Committee when advocacy issues involve the legislative process, and carrying out such other duties as may be directed by the Board.

6.2 **Meeting, Notice and Quorum**

Meetings of any committee may be called by the President of the Board, the Chairman of the committee or a majority of the committee’s voting members. Each committee shall meet as often as is necessary to perform its duties except where frequency of meetings is specified in these Bylaws. Notice may be given at any time and in any manner reasonably designed to inform the members of the time and place of the meeting. A majority of the voting members of any committee shall constitute a quorum for the transaction of business at any meeting of such committee. Each committee shall keep minutes of its proceedings and report periodically to the Board.

6.3 **Resignations and Removals**

Any member of a committee may resign at any time by giving written notice to the President or to the Secretary-Treasurer of the Chapter. Such resignation, which may or
may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified in it. The President may, with prior approval of the Board, remove any member of a committee.

6.4 **Vacancies**

A vacancy in any committee shall be filled for the unexpired portion of the term in the same manner in which the original appointment to such committee is made.

**ARTICLE VII**

**CONFLICTS OF INTEREST**

7.1 **General Policy**

As more fully detailed in the Chapter's policy entitled “Fiduciary Duties of Virginia Chapter of AAP Officers, Board Members and Employees,” Directors, officers, staff members and advisory members of the Chapter committees, task forces and similar groups (collectively, “Affiliated Individuals”) are expected to act at all times in the best interest of the Chapter, and to avoid both the fact and the appearance of a conflict of interest between the Chapter and other organizations or activities with which the Affiliated Individual may be associated or involved.

7.2 **Disclosure**

7.2.1 Biannually, or more often as circumstances warrant, each Affiliated Individual shall provide to the President a written statement regarding Conflicts of Interest, the form and content of which is attached hereto, and is subject to amendment from time to time by the Board.

7.2.2 Whenever any matter arises in the course of Board or committee meetings or otherwise where Chapter affairs are being considered, which represents a conflict or a potential conflict of interest for an Affiliated Individual, that person will immediately declare the conflict or potential conflict, and thereafter act in accordance with this policy with respect to discussion and/or voting relative to said matter.

7.3 **Abstention/Removal**

Affiliated Individuals shall abstain from voting or the exercise of personal influence on any matter which represents a conflict or a potential conflict of interest for such Individuals. For purposes of determining the presence of a quorum with respect to such matters, such Individuals shall not be counted. Minutes of meetings shall note specifically the abstention of such Individuals due to a conflict or potential conflict of interest, and the participant is limited to general discussion, the provision of information, and/or responses to questions. In the event any matter which represents a conflict or a potential conflict of interest for an Affiliated Individual which materially jeopardizes
such Individual’s ability to perform its duties to the Chapter, the Board may direct such Individual to remove the cause of the conflict or be removed from the Board.

7.4 Gifts and Favors

Affiliated Individuals shall not accept gifts or favors from any firm or individual which does or seeks to do business with, or is a competitor, grant recipient or potential grant recipient of the Chapter, under circumstances which imply reasonably that such action is intended to influence the Affiliated Individual(s) in the performance of his duties. The foregoing does not apply to the acceptance of items of nominal value (i.e. $50.00) under circumstances or for reasons clearly unrelated to any particular transaction or activity of the Chapter.

7.5 Staff Services to Other Organizations

Staff service (a) as a volunteer officer, director, consultant and/or advisor to other charitable, civic, or service organizations, governmental or quasigovernmental units, or other entities, or (b) in such capacities for compensation (including reimbursement of actual and reasonable out-of-pocket expenses) is permitted; provided however, that such service is reported in advance to the President, that the performance of such service is not in conflict with the ability of the individual to properly discharge his responsibilities to the Chapter, that such service is closely monitored to avoid conflict or potential conflict of interest, and that any conflict or potential conflict of interest arising is promptly resolved in favor of the Chapter.

ARTICLE VIII

DUES AND EXPENSES

8.1 Payment of Dues by a Member

The Chapter shall assess the members’ dues as follows:

8.1.1 All Chapter Fellows, Society Members, Affiliates, Young Physicians, Allied Health Professionals and Practice Managers shall pay dues.

8.1.2 Resident/Fellowship Trainees may pay dues as determined by action of the Executive Committee and adopted by vote of the membership.

8.1.3 Honorary and Emeritus members are not required to pay dues.

8.2 Amount of Dues, Special Assessments and Fees

8.2.1 All dues, special assessments and fees necessary for the operation of the Society shall be determined by the Board of Directors. In the event an increase in dues or a special assessment is recommended, the increase or special assessment shall be presented to the Membership for approval at the annual meeting. Written notice
of the proposed increase shall be mailed to the members at least twenty-one (21) days prior to the annual meeting.

8.2.2 Fees for services shall be established by the Executive Committee.

8.3 Non-Payment of Dues

Payment of dues shall be made annually. Any member delinquent for ninety (90) days shall be notified of the delinquency and advised that if payment is not made within thirty (30) days, the member will automatically be dropped from the rolls. The former member may be reinstated by requesting readmission and paying the current fiscal year’s dues.

8.4 Officers’ Expenses

The Board of Directors is empowered to defray necessary expenses of the officers of the Chapter for the performance of Chapter business, and to pay all or part of the expenses of the President or President-Elect to attend the annual meeting of the Academy.

ARTICLE IX

GENERAL PROVISIONS

9.1 Checks, Drafts or Orders

All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Chapter shall be signed by such officer or officers, agent or agents of the Chapter, and in such a 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 Secretary-Treasurer and countersigned by the President or President-Elect of the Chapter.

9.2 Waiver of Notice

Whenever any notice is required to be given under the provisions of the Virginia Nonstock Corporation Act, under the Articles of Incorporation, or under these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice where such waiver is permitted by state law. All such waivers shall be filed with the corporate records, or be made a part of the minutes of the relevant meeting.

9.3 Procedure

The Board and committees may adopt rules of procedure which shall be consistent with these Bylaws.
9.4 Roberts Rules of Order

Any procedure or point of order that is not outlined in these Bylaws will be guided by Roberts Rules of Order.

9.5 Construction of Terms and Headings

Words used in these Bylaws shall be read as the masculine or feminine gender as the singular or plural, as the context requires. The captions or headings in these Bylaws are for convenience only and are not intended to limit or define the scope or effect of any provision of these Bylaws.

9.6 Review of Bylaws

From time to time, as necessary, the President shall appoint an ad hoc Committee composed of Board members which shall review the Bylaws of the Chapter. After review, the Committee shall report to the Board any recommendation or changes deemed necessary or appropriate.

ARTICLE X

LIABILITY

10.1 General Liability

No officer, committee member or employee of the Chapter, or other persons shall contract or incur any debt on behalf of the Chapter, or in any way render it liable unless authorized by the Board of Directors. No officer, committee member or employee of the Chapter or other person is authorized to promise moral or financial support to any charitable or other objective without the approval of the Board of Directors; provided, however, that the President may negotiate or make such commitments as may be appropriate within the Chapter's budget and for which he shall be accountable to the Board.

ARTICLE XI

AMENDMENTS TO BYLAWS

11.1 Procedure

These Bylaws may be amended or repealed and new Bylaws adopted by a majority vote of the Directors present at any regular meeting of the Board or any special meeting called for that purpose, if at least ten (10) days written notice is given of the intention to take such action.

At the next annual meeting following any such action, the Board must present such action to the Membership for adoption by two-thirds vote of the members present and voting.
The Membership may adopt some, all or none of the Board’s action, and the Bylaws shall be amended or repealed or new Bylaws adopted only to the extent approved by the required vote of the Membership.

Notice of proposed Bylaw revisions shall be emailed or mailed to the Membership at least twenty-one (21) days prior to the annual meeting. Any member wishing to submit an amendment may do so by sending it in writing to the Secretary-Treasurer of the Board.

ARTICLE XII

LIMIT ON LIABILITY AND INDEMNIFICATION

12.1 Definitions

For purposes of this Article, the following definitions shall apply:

(a) "Expenses" includes counsel fees, expert witness fees, and costs of investigation, litigation and appeal, as well as any amounts expended in asserting a claim for indemnification.

(b) "Legal entity" means a corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise.

(c) "Liability" means the obligation to pay a judgment, settlement, penalty, fine or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan.

(d) "Predecessor entity" means a legal entity the existence of which ceased upon its acquisition by the Corporation in a merger or otherwise.

(e) "Proceeding" means any threatened, pending or completed action, suit, proceeding or appeal, whether civil, criminal, administrative or investigative, and whether formal or informal.

(f) "Chapter" means this Chapter only and no predecessor entity or other legal entity.

12.2 Limit on Liability

In every instance in which the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation or its members, the directors and officers of the Chapter shall not be liable to the Chapter or its members.
12.3 **Indemnification of Directors and Officers**

The Chapter shall indemnify any individual who is, was or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the Chapter or by or on behalf of its members) because such individual is or was a director or officer of the Chapter or because such individual is or was serving the Chapter, or any other legal entity in any capacity at the request of the Chapter while a director or officer of the Chapter, against all liabilities and reasonable expenses incurred in the proceeding, except such liabilities and expenses as are incurred because of such individual’s willful misconduct or knowing violation of the criminal law. Service as a director or officer of a legal entity controlled by the Chapter shall be deemed service at the request of the Chapter.

The determination that indemnification under this Section is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made, in the case of a director, as provided by law, and in the case of an officer, as provided in Section 12.4 of this Article; provided, however, that if a majority of the directors of the Chapter has changed after the date of the alleged conduct giving rise to a claim or indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board of Directors and such person.

Unless a determination has been made that indemnification is not permissible, the Chapter shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding upon receipt of an undertaking from such director or officer to repay the same if it is ultimately determined that such director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to such director’s or officer’s ability to make repayment.

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that a director or officer acted in such manner as to make such director or officer ineligible for indemnification.

The Chapter is authorized to contract in advance to indemnify and make advances and reimbursements for expenses to any of its directors or officers to the same extent provided in this Section.

12.4 **Indemnification of Others**

The Chapter may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to its directors and officers pursuant to Section 12.3, provide indemnification and make advances and reimbursements for expenses to its employees and agents, the directors, officers, employees, and agents of its subsidiaries and predecessor entities, and any person serving any other legal entity in any capacity at the request of the Chapter, and may contract in advance to do so.
The determination that indemnification under this Section is permissible, the authorization of such indemnification, and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board of Directors, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. No person's rights under Section 12.3 of this Article shall be limited by the provisions of this Section.

12.5 **Miscellaneous**

The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors and administrators. Special legal counsel selected to make determinations under this Article may be counsel for the Chapter. Indemnifications pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Chapter, and indemnification under policies of insurance purchased and maintained by the Chapter or others. However, no person shall be entitled to indemnification by the Chapter to the extent such person is indemnified by another, including an insurer.

The Chapter is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the Chapter or any other legal entity at the request of the Chapter regardless of the Chapter's power to indemnify against such liability. The provisions of the Article shall not be deemed to preclude the Chapter from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above.

If any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article, and to this end, the provisions of this Article are severable.

12.6 **Amendments**

No amendment, modification or repeal of this Article shall diminish the rights provided hereunder to any person arising from conduct or events occurring before the adoption of such amendment, modification or repeal.
SECRETARY'S CERTIFICATE

THIS IS TO CERTIFY THAT the foregoing Bylaws of Virginia Chapter, American Academy of Pediatrics and The Virginia Pediatric Society have been duly adopted by the Board of said Chapter on this 26th day of September 2009.

IN WITNESS WHEREOF, the undersigned, duly acting Secretary-Treasurer of the Chapter has signed this Certificate and affixed the seal of the Chapter hereon this 26th day of September 2009.

[Signature]
Secretary-Treasurer

American Academy of Pediatrics
DEDICATED TO THE HEALTH OF ALL CHILDREN®
VOLUNTARY DISCLOSURE STATEMENT

VIRGINIA CHAPTER, AMERICAN ACADEMY OF PEDIATRICS AND THE VIRGINIA PEDIATRIC SOCIETY

I declare that, if I have any direct or indirect financial interests, or any personal, family or other relationships which conflict (or have the appearance of conflicting) with my duties, responsibilities, and/or exercise of independent judgment as an officer, Board member, or employee of the Chapter, as a member of a committee, or other body of the Chapter, or as a representative of the Chapter to other public, private or governmental organizations, I shall voluntarily disclose that a conflict (potential or real) exists, will abstain from voting and from drafting any Chapter policy or participating in any Chapter business matter which could be influenced by the conflict, and will take such other actions as may be deemed necessary or appropriate by the Chapter Board under the circumstances then present to manage the conflict of interest. I have read the Chapter's Bylaws, the Chapter’s policy entitled “Fiduciary Duties of Virginia Chapter of AAP” and this Voluntary Disclosure Statement and I agree to comply with their terms.

__________________________
(Signature)

__________________________
(Print Name)

__________________________
(Virginia Chapter of AAP Position)

__________________________
(Date)