

**BYLAWS
OF
NORTH DAKOTA CHAPTER OF THE AMERICAN ACADEMY OF PEDIATRICS**

ARTICLE 1 - OFFICES, PURPOSES AND POWERS

1.1 Offices

The principal office of the North Dakota Chapter of the American Academy of Pediatrics shall be located in the State of North Dakota and shall be maintained at the address specified in Article VIII of the Articles of Incorporation.

1.2 Purposes and Powers

The Corporation shall have such purposes as are now or may hereafter be set forth in the Articles of Incorporation. The Corporation shall have and exercise such powers in the furtherance of the stated purposes in Article III of the Articles of Incorporation.

ARTICLE 2- MEMBERSHIP

2.1 Qualification of Members

The Corporation shall have two classes of members, Fellow Members and Associate Members. The qualifications for each class of membership is as follows:

2.1.1 Fellow Members shall consist solely of fellows of the American Academy of Pediatrics residing in North Dakota, or whose primary practice is located in North Dakota.

2.1.2 Associate members shall consist of any person who cares for children in the state of North Dakota, but is not eligible to be a Fellow Member, including physicians licensed to practice in North Dakota, members of the District Medical Society, and certified nurse practitioners specializing in the care of pediatric patients.

2.2 Selection of Associate Members

No less than once a year, the Fellow Members shall consider nomination of Associate Members. Those qualified nominees receiving a majority vote of the Fellow Members present at a meeting shall be selected to be Associate Members.

2.3 Voting Rights of Members

Each Fellow Member shall have the right to vote one vote on any matter to come before a regular or special meetings of the Corporation. Associate Members shall have the right to attend all meetings of members, but shall have no vote on any matter to come before the members.

2.4 Termination of Membership

The membership of any person no longer qualified to be selected as a member of the class in which they serve shall automatically be terminated. In addition, the Board may terminate the membership of any person who fails to pay dues, or who, in the sole judgment of the Board, does not serve in the best interests of the Corporation. No person shall have any vested right to be a member of the Corporation.

2.5 Annual Meeting

The annual meeting of the members of the Corporation shall be held once during each calendar year at such time and place as shall be designated by the Board of Directors.

2.6 Special Meetings

Special meetings of the members of the Corporation shall be held at the time and place directed by the President of the Corporation, or as requested by 10 percent of the total number of Fellow Members. Notice of special meeting shall be sent not less than three weeks in advance of the meeting specifying the purpose of the meeting. No business may be transacted at a special meeting except as is set forth in the notice.

2.7 Quorum

A quorum shall consist of 25 percent of the Fellow Members of the Corporation voting in person or by proxy.

2.8 Proxy

At all meetings of members, a member may vote by proxy executed in writing by the member, but the proxy shall be valid only for a particular special or annual meeting. Each such proxy shall be filed with the Secretary, or other appointed officer, before the time of the meeting and may be voted only by an existing member of the Corporation.

ARTICLE 3 - Board of Directors

3.1 Powers

Except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws, the Board shall exercise the powers of the Corporation, conduct its business affairs, and control its property.

3.2 Number and Qualification

The Board shall consist of at least four (4) directors who must be members of the Corporation. All members of the Board of Directors shall be Fellow Members of the Corporation.

3.3 Election, Vacancies and Term

Directors shall serve for a term of three (3) years. Terms of directors shall commence July 1 of each year. Directors shall be elected by the Fellow Members prior to the July 1. Director's terms of the directors shall be staggered. Vacancies on the Board due to death, resignation, or other cause may, but need not, be filled by the vote of Fellow Members. BOARD OF DIRECTORS. Directors elected shall hold office until their successors have been duly appointed.

Each year prior to June 1, a nominating committee appointed by the board of directors shall nominate one or more persons to be elected to the fill director up for position prior to the next July 1. The nominations shall be submitted for a vote of the Fellow Members by mailed/mailed ballot in accordance with the following procedures:

3.3.1 Ballots shall be mailed by first class mail, internal mail, email, or other means of distribution to all Fellow Members of the corporation at their last known address. Each ballot must contain a place for the signature of the Fellow Member, and a place where the

shareholders name may be printed or typed. The names of the directors nominated and for election shall be included on the ballot or in materials sent with the ballot.

3.3.2 At the time the ballots are mailed, each Fellow Member shall be provided, either on the ballot or separately, instructions for completion of the ballots, the place where ballots are to be returned, and the deadline for return of completed ballots. A return envelope, stamped or unstamped, and other information the board deems appropriate, may be included with the ballots.

3.3.3 Ballots not returned to the Corporation on or prior to the deadline specified by the board, or such later time as may be specified by the board, shall be void. Ballots which fail to comply with the requirements of these bylaws shall be disregarded. Ballots which are not signed, which do not contain a legible identification of the shareholder casting the ballot, or which contain any other irregularities, may be corrected by the shareholder, but if not resubmitted in proper form prior to the deadline for the return of ballots, shall not be counted.

3.3.4 The president shall appoint one or more persons to count ballots. Directors receiving the most votes shall be elected to fill the positions up for election, provided that ballots are returned by a sufficient number of Fellow Members to constitute a quorum at a meeting of Fellow Members. If more than one director is to be elected to fill terms ending on different dates, the director with the most votes shall be deemed to have been elected to fill the longest term.

3.3.5 The validity any election returned in the manner required in these bylaws shall not be affected by the failure of a Fellow Member to receive a ballot; the misaddressing or inadvertent failure to mail a ballot to one or more Fellow Members; or any other irregularity which does not affect the validity of the affirmative votes on returned ballots in the number necessary elect a director.

3.4 Removal of Directors

Any director may be removed with cause by a vote of the majority of the Fellow Members present at a meeting.

3.5 Vacancies

Vacancies in elected directorships due to death, removal, resignation or an increase in the authorized number of directors may be filled by election by the remaining members of the Board of Directors. Any director so elected by the Board of Directors to fill an unexpired term shall hold office until the next election of directors by members. If re-elected by the members, the director's terms shall be for the unexpired term of his or her predecessor.

3.6 Indemnity of Directors

The Corporation shall indemnify its corporate member and the officers and directors of its corporate member, and each of the Corporation's officers and directors against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they are made parties, by reason of being or having been a corporate member, officer or director, except in relation to matters as to which any such corporate member, officer or director shall be adjudged in such action, suit or proceeding to be guilty of or liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. Such right of

indemnification shall not be deemed exclusive of any right, or rights, to which they may be entitled under any other bylaws, board resolution, agreement or otherwise.

3.7 Organization Meeting

As soon as is reasonably possible after the annual meeting of the Corporation, the Board shall meet for the purpose of organizing itself, electing and appointing officers, appointing committees, and conducting such other business as may come before the meeting.

3.8 Regular Meetings

Regular meetings of the Board shall be held at the times as may be designated by the Board from time to time.

3.9 Special Meetings

Special meetings of the Board may be called by the President or upon written request by one-third of the directors. A special meeting shall be scheduled within fourteen (14) days following the receipt of the written request from the directors. No business shall be conducted at a special meeting other than that stated in the notice of the meeting. A written notice of special meetings shall be mailed to each member of the Board at least three (3) days before the date of such special meeting. The notice shall specify the agenda items to be discussed.

3.1.0 A Quorum

A majority of all of the directors present/responsive holding office shall constitute a quorum for the transaction of business at any meeting of the directors. A Board meeting may be conducted by a conference among directors using any means of communication through which the directors may simultaneously hear each other during the conference if the number of directors participating in the conference constitutes a quorum. Any directors participation at any meeting by means of communication through which the director, other directors so participating, and all directors physically present at the meeting, may simultaneously hear each other shall constitute presence and participation at the meeting of the Board.

3.1.1. Voting

Each Director shall be entitled to one (1) vote on any matter before the Board. Voting by proxy shall not be permitted.

3.12 Manner of Acting

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by these Bylaws or the North Dakota Non-Profit Corporation Act.

3.13 Presumption of Assent

A director who is present at a meeting at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting.

3.14 Procedure at Meetings

Roberts Rules of Order Revised (latest edition) shall govern procedure at all meetings of the Board of Directors and its committees where not covered expressly by these Bylaws.

ARTICLE 4 – OFFICERS

4.1 Officers of the Board

The officers of the Corporation shall consist of a president, one or more vice presidents, a secretary, and a treasurer. The office of secretary and treasurer may, but need not be, held by one person. All officers shall be elected by the Board of Directors and shall hold office for three year terms or until their successors have been duly elected and qualified. All officers shall be subject to re-election at the end of their term of office, except that no president shall be authorized to serve more than two consecutive terms as president. Newly-elected officers shall assume their duties on July 1.

4.2 President

The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The President may sign, individually or with any proper officer of the corporation thereunto authorized by the Board of Directors, certificates for shares of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President, and such other duties as may be prescribed by the Board of Directors from time to time. Among other duties the president shall:

- Be a member ex officio of all committees;
- Submit an annual report to the District Vice-Chairman, with a copy to the District Chairman and Director, Division of Chapter and members at the Academy;
- Establish and maintain a close relationship with the national organization;
- Further the aims and objectives of the American Academy of Pediatrics in the Chapter area;
- Maintain good public relations with medical and lay organizations of the state;
- Become familiar with the activities of other organizations of the state interested in the health and welfare of children;
- Appoint committees and the chairmen thereof from the membership of the chapter;
- Attend the Annual Chapter Forum or send a representative in his or her place;
- Appoint Liaison representatives to the state organizations concerned with infant and child health and welfare; and
- Prepare appropriate directives to the chapter committees as well as the liaison representatives.

4.3 Vice President

In the absence of the President or in the event of his death, inability or refusal to act, the Vice President in the order of his election, 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.

Any Vice President may sign, with the Secretary or an Assistant Secretary, certificates for shares of the corporation.

4.4 Secretary

The Secretary shall: (a) keep the minutes of the shareholders' and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given, in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the post office address of each member which shall be furnished to the Secretary; and (e) in general perform **all** duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

4.5 Treasurer

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety as the Board of Directors shall determine. He shall: (a) have charge and custody of and be responsible for **all** funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation, and deposit **all** such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.

4.6 Vacancies

Any vacancy in any office the unexpired portion of the term. The Board of Directors at any time, may be filled by the Board for Any officer may be removed by with or without cause.

ARTICLE 5 - DUES AND ASSESSMENTS

5.1 Dues for **all** classes of members shall be set by the Board of Directors subject to approval of a majority of Fellow Members present and voting at the annual meeting of the members. Dues may be waived for just cause by the board. The Board, with the approval of the majority of Fellow Members present at a meeting, may also levy assessments on members.

5.2 Delinquencies

Members who fail to pay dues or assessments for more than six months may be declared delinquent. Delinquent members may be terminated from membership if they fail to fully pay **all** dues and assessments within 30 days after written notice from the corporation.

ARTICLE 6 - FISCAL MATTERS

6.1 Fiscal Year

The fiscal year of the Corporation shall commence on July 1 of each year and shall end on June 30th of each year.

6.2 Contracts

The President and his express designees shall be authorized to execute contracts on behalf of the Corporation. In addition, the Board may authorize other officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, with such authority being either general or confined to specific instances.

6.3 Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. No loan shall be granted to an officer or director of the Corporation.

6.4 Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation or to the Corporation, shall be signed or endorsed by any two of the following officers who shall be authorized signatories on accounts of the corporation: the President, Vice President, Secretary or Treasurer. The signatures of such persons may be by facsimile where expressly authorized, but shall not be preprinted on the instrument.

6.5 Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

6.6 Maintenance of Records

The Corporation shall keep correct and complete books and records of account and other records of the activities of the Corporation as may be appropriate. All such records shall be open to inspection upon the demand of any member of the Board of Directors.

ARTICLE 7 - CONFLICTS OF INTEREST

7.1 Statement of General Policy on Conflicts of Interest

These Bylaws recognize that both real and apparent conflicts of interest or dualities of interest (hereinafter referred to as "conflicts") naturally sometimes occur in the course of conducting the Corporation's daily affairs. A conflict as used in these Bylaws refers only to personal, proprietary interests of the persons covered by this policy and their immediate families, and not to philosophical or professional differences of opinion. Conflicts occur because the many persons associated with the corporation should be expected to have, and do in fact generally have, multiple interests and affiliations and various positions of responsibility within the community. Sometimes a person will owe identical duties to two or more organizations conducting similar activities.

Conflicts are undesirable because they potentially or apparently place the interests of others ahead of the Corporation's obligations to its corporate purposes and to the public interest. Conflicts are also undesirable because they often reflect adversely upon the persons involved and upon the institutions with which they are affiliated regardless of the actual facts or motivations of the parties. However, the long range best interests of the corporations do not require the termination of all association with persons who may have real or apparent conflicts if a prescribed and effective method can render such conflicts harmless to all concerned. Therefore, the Corporation's affirmative policy shall be to require that all actual or apparent conflicts be disclosed promptly and fully to all necessary parties and to prohibit specified involvement in the affairs of the corporation by persons having such conflicts.

7.2 Coverage of this Policy

This policy shall apply to all members of the Board of Directors and corporate officers, agents and employees of the Corporation, including independent contractor providers of services and materials. The Corporation's management shall have the affirmative obligation to publicize periodically this policy to all such parties.

7.3 Disclosure of All Conflicts

All persons to whom this policy applies shall disclose all real and apparent conflicts which they discover or which have been brought to their attention in connection with the Corporation's activities. "Disclosure" as used in these Bylaws shall mean providing promptly to the appropriate persons a written description of the facts comprising the real or apparent conflict. An annual disclosure statement shall be circulated to all persons to whom this policy applies to assist them in considering such disclosures, but disclosure is appropriate whenever conflicts arise. The written disclosure notices shall be filed with the President of the Corporation or any other person designated by him from time to time to receive such notifications. All disclosure notices received hereunder shall be noted for record in the minutes of a meeting of the Board of Directors.

7.4 Proscribed Activity by Persons Having Conflicts

When an individual director, officer, agent or employee believes that he or a member of his immediate family might have or does have a real or apparent conflict, he shall, in addition to filing the disclosure notice required under section 3.10, abstain from making motions, voting, executing agreements, or taking any other similar direct action on behalf of the Corporation. A director who has a real or apparent conflict shall be counted in determining the presence of a quorum at a meeting of the directors. No contract approved or action taken by the Board of Directors shall be void or voidable solely because of such conflict. When any person requests in writing, or upon its own initiative, the Board at any time may establish further guidelines consistent with the interests of the Corporation for the resolution of any real or apparent conflicts.

ARTICLE 8 - NON-DISCRIMINATION

8.1 Non-Discrimination

The Corporation recognizes the right of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and shall not at any time discriminate against any employee, applicant for employment, director, officer, contractor or any other person with whom it deals, because of race, creed, color, sex, handicap, or national origin.

ARTICLE 9 - AMENDMENTS

9.1 Amendment Procedure

These Bylaws may be amended by majority vote of all of the fellow members of the corporation at any annual or any regular or special meeting of the members provided that a copy of the proposed amendment(s) shall have been mailed to all members with the notice of the meeting. Alternatively, bylaw amendments may be approved by mail ballots returned by a majority vote of all of the fellow members of the Corporation. The Board shall establish a deadline for return of ballots which shall be no earlier than two weeks and no later than four weeks after the date the ballots are mailed. At the time the ballots are mailed, each member shall be provided with the text of the proposed amendment, instructions for completion of the

ballots, the place where ballots are to be returned, and the deadline for return of completed ballots. All ballots must be received by the corporation on or prior to the deadline specified. Each ballot must be signed by the member and the member must print or type the member's name on the ballot in legible fashion. Ballots which are not signed, do not contain a legibly printed or typed name of the member, which are not received by the deadline, which do not include the seal or which otherwise fail to comply with the requirements of these Bylaws shall be disregarded. All ballots shall be kept by the Society for at least three years.

ARTICLE 10 - DISSOLUTION

10.1 Corporate Dissolution

In the event of the dissolution of the Corporation, whether voluntary or involuntary, the Corporation shall, after obtaining or making provision for the payment of all liabilities of the Corporation, dispose of all of its assets to the American Academy of Pediatrics, provided such organization exists and is operated exclusively for charitable, educational or scientific purposes and shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954, and if not, to such other organization or organizations with purposes and functions similar to those of this Corporation which are organized and operated exclusively for charitable, educational or scientific purposes and shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 or any corresponding provision of any future United States Internal Revenue law.

ARTICLE 11 - GENERAL PROVISIONS

11.1 Compensation

The members of the Board of Directors of this Corporation shall not be entitled to receive compensation, but may be reimbursed for travel and other business expenses they incur as a director of the corporation.

11.2 Inspection of Corporate Records

These . Bylaws , the membership register, the books of accounts, and the minutes of proceedings of the members of the Corporation and of the Board of Directors, shall be opened to inspection by any member for any purpose reasonably related to his interest as a member. Such records may also be made available for the same purpose at any meeting of the members. Inspection may be made in person or by an authorized agent or attorney and include the right to make extracts at the member's expense.

Adopted this 17 day of July, 1995.

Revised this 20 day of September, 2012.

Revised this 1 day of October, 2015.