

BYLAWS
COLORADO CHAPTER, AMERICAN ACADEMY OF PEDIATRICS
Revised 2016; amended 4.2018

ARTICLE I. Name and Office

Section 1. The name of the organization shall be The Colorado Chapter of the American Academy of Pediatrics (AAP-CO), an affiliate of the American Academy of Pediatrics (AAP).

Section 2. The principal office of the organization shall be at such location within the State of Colorado as the Board of Directors may determine from time to time. The organization may have such other offices as may be designated by the Board of Directors. A principal office staff shall be maintained to implement the decisions and policies of the Board of Directors.

ARTICLE II. Incorporation

Section 1. AAP-CO is incorporated under the laws of the State of Colorado. It shall have the structure, powers, and functions of a 501(c)(3) nonprofit corporation as delineated under Colorado statutes.

Section 2. The general management of AAP-CO shall be vested in a Board of Directors which shall have the same duties and powers as the directors of a duly incorporated organization.

ARTICLE III. Rules

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

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distribution in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the

- corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
2. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the appropriate court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.
 3. The corporation shall not adopt any practice, policy, or procedure which would result in discrimination on the basis of race, religion, creed, national origin, sex or gender identity.

ARTICLE IV. Goals and Purposes

AAP-CO shall pursue specific scientific, social, and educational objectives including the following:

- A. foster measures and conduct activities directed toward establishing and maintaining high quality and access in the delivery of health care to infants, children, adolescents, and young adults;
- B. encourage the development of pediatric educational programs for students and health professionals;
- C. function as an advocate for all children and youth in all matters pertaining to health and health care;

- D. promote preventive aspects of health care in areas such as disease and disability, the environment, injury prevention, nutrition, and emotional health;
- E. support and encourage the role of the family in the health and development of children and youth; and
- F. establish and promote liaison and cooperation with other organizations concerned with the well-being of infants, children, and adolescents.

ARTICLE V. Membership

Section 1. Categories of membership. Categories of membership will be defined in rules adopted by the Board of Directors from time to time. An applicant who is denied admission to membership shall be entitled to impartial review of that decision pursuant to the rules adopted by the Board of Directors.

Section 2. Annual dues. Annual dues payment amounts shall be set by the AAP-CO Board of Directors, with advice from the members. Voting members may vote in decisions of the AAP-CO only if dues payment has been made for the current year.

Section 3. Additional assessments. Additional assessments of the members may be levied on the recommendation of the Board of Directors, with the approval of the majority of the voting members present at the Annual General Members Meeting.

Section 4. Privileges and Benefits of Membership. As a requisite to being a member of the AAP-CO, members shall receive certain privileges and benefits as determined by the Board of Directors.

Section 5. Duties of Membership. It shall be the duty of each member of the Chapter to keep on file with the Chapter Office an official address to which all notices required by the Bylaws and other communications of the Chapter may be sent. The mailing of a notice to this address, either by U.S. mail or in electronic form, shall be the extent of the Chapter's responsibility.

Section 6. Qualifications for Membership. Qualifications for membership in AAP-CO shall be determined according to these Bylaws, and pursuant to such further rules and regulations as may be adopted by the Board of Directors from time to time. Categories of membership shall be the same as the categories of membership in the AAP. The

qualifications and privileges for each category of membership will be as defined in the Bylaws of the AAP, and by any rules or regulations adopted by the AAP Board of Directors.

Section 7. Voting members. Voting members of AAP-CO shall be any pediatrician or pediatric specialist residing or practicing in the State of Colorado who would be categorized by the AAP as a Fellow, Specialty Fellow, Candidate Member (completed Pediatric or Surgical Residency, Board-eligible) or Senior Member. Voting members of AAP-CO shall have the right to vote on any matter submitted to a vote of the members, to serve as an Officer or member of the Board of Directors for AAP-CO, to be listed in a member directory, and to serve on committees of the AAP-CO or serve as liaison representative to affiliated child health organizations. Each voting member of AAP-CO shall be entitled to one vote on each matter submitted to a vote of the members.

Section 8. Non-voting members. Non-voting members of AAP-CO shall be any provider of pediatric health care services residing or practicing in the State of Colorado who would be categorized by the AAP as an In Training Member (Resident or Fellow), Medical Student Member, Associate Member (Pediatric Dentist), or National Affiliate Member (Pediatric Nurse Practitioner or Physician Assistant). Non-voting members of AAP-CO shall not have the right to vote on any matter submitted to a vote of the members, and may not serve as an Officer or member of the Board of Directors of AAP-CO. Non-voting members shall have the right to be listed in a member directory, and may serve on committees of AAP-CO or serve as liaison representative to affiliated child health organizations.

Section 9. Termination of Membership.

A. Resignation. Any member may resign by filing a written resignation with the Secretary of the Chapter.

B. Termination after Notice and Hearing. The Board of Directors may terminate a member for good cause shown after providing the member with notice of the proposed action and an opportunity to appear in person and be heard by the Board of Directors, with representation by legal counsel if the member so desires. The notice shall delineate the cause for the termination. Good cause for

termination of membership in the Chapter shall consist of any conduct by the member which is seriously prejudicial to the interests of the AAP or of AAP-CO, or the loss of one or more qualifications for membership in AAP-CO.

C. Delinquency. A member who fails to pay dues or any other assessment or fees owing to the Chapter shall be considered delinquent and shall be denied the privileges of membership if payment of the past due amount is not made within six months following the date on which the amount was required to be paid. The privileges of membership shall be restored upon payment in full of the past due amount.

ARTICLE VI. Officers

Section 1. The officers of the AAP-CO shall be:

- (a) The Chapter President
- (b) The Chapter Vice President
- (c) The Chapter Secretary-Treasurer, or the Chapter Secretary and the Chapter Treasurer

Section 2. Duties of the Chapter President

The AAP-CO Chapter President shall carry out all delegated duties as outlined in the AAP Bylaws, which state: The duties of the Chapter President shall be as follows: (1) To uphold the Constitution and Bylaws of the AAP at the Chapter level; (2) To promote Chapter activities and represent the Chapter at the Annual Leadership Forum and at District meetings; (4) To be responsible for good communication and liaison between the Chapter constituency and the Board of Directors; (5) To file an annual report with the District Chairperson, District Vice Chairperson, and the AAP Central Office by a date to be determined by the AAP; (6) To have and keep up-to-date a functional set of Chapter Bylaws; (7) To perform such other duties to the AAP as may be described elsewhere in the AAP Bylaws or determined by the AAP Board of Directors; (8) To perform activities that are consistent with the AAP's Bylaws, Constitution, and policies, and that are not prohibited by state or federal law.

The Chapter President shall preside over the Board of Directors and shall appoint all committees and liaison representatives subject to the approval of the Board of Directors. The Chapter President shall be a member, ex-officio, of all committees. The Chapter President will also act as liaison representative to the Colorado Medical Society and the Colorado Department of Public Health and the Environment.

The Chapter President shall serve a single term of two years, starting on July 1 of every even year. The Chapter President must be a Fellow of the AAP.

Section 3. Duties of the Chapter Vice President

The AAP-CO Chapter Vice President shall perform the ordinary duties of a Chapter Vice President as outlined in the AAP Bylaws. The Chapter Vice President shall act as the Chapter President if the Chapter President is unable to carry out any activities of that office.

The Chapter Vice President shall serve a single term of two years, starting on July 1 of every even year. The Chapter Vice President must be a Fellow of the AAP.

If possible, after serving a two-year term in office, the Chapter Vice President shall assume the office of Chapter President for the following two years.

Section 4. Duties of the Chapter Secretary and Chapter Treasurer, or Chapter Secretary-Treasurer

The position of AAP-CO Secretary-Treasurer may be filled by one person or by two separate people at the discretion of the Board of Directors. The Secretary shall perform the ordinary duties of a Chapter Secretary as outlined in the AAP Chapter Manual. The Chapter Treasurer shall perform the ordinary duties of a Chapter Treasurer as outlined in the AAP Chapter Manual. If the positions are filled by a single person, those duties will be combined.

The Chapter Secretary will establish and implement policies and procedures to protect and preserve the organization's important documents and business records. The Chapter Secretary will assure

that accurate minutes of all official AAP-CO meetings are kept and made available to the members.

The Chapter Treasurer shall collect all dues and assessments, and pay all bills authorized by the Executive Committee. The Chapter Treasurer shall be responsible for all AAP-CO funds, and keep complete, current, and accurate financial records. The Chapter Treasurer shall render financial reports to the Executive Committee and the Board of Directors at all official meetings, and to all members at the Annual General Members Meeting. The Chapter Treasurer will have a qualified, independent financial expert audit or review these statements annually.

The Chapter Secretary and Chapter Treasurer shall serve a term two years, starting on July 1 of every even year. There shall be no limit to the number of terms served.

Section 5. Compensation. The Officers of AAP-CO shall serve without compensation, other than reimbursement for expenses incurred to fulfill their duties as Officers.

ARTICLE VII. Executive Committee

The Executive Committee shall consist of the Chapter President, Chapter Vice President, Chapter Secretary and Chapter Treasurer or Chapter Secretary-Treasurer, the immediate past President, and one other member from the Board of Directors, chosen by the Board of Directors. The Executive Committee shall act for the Chapter between meetings, under the general direction of the Board of Directors.

ARTICLE VIII. Board of Directors

Section 1. Membership of the Board of Directors. The Board of Directors shall consist of the Chapter President, Chapter Vice President, Chapter Secretary and Chapter Treasurer or Chapter Secretary-Treasurer, the immediate Past President, and six (6) elected Members at Large who each shall serve a staggered three-year term. The Members at Large shall be representative of the various geographic regions of Colorado as much as possible.

Section 2. Meetings of the Board of Directors. The Chapter President shall designate the time and place of the regular meetings of the Board of Directors. Notice of such meetings shall be given by the Chapter President at least fifteen days in advance of the meeting. Special meetings of the Board may be called by the President or upon written request of at least two other members of the Board. The purpose of a special meeting shall be stated in the notice. Notice of any special meeting of the Board of Directors shall be given at least 5 days prior thereto. The members of the Board of Directors shall be expected to attend at least three (3) meetings a year, one of which may include the Annual General Members Meeting. A quorum for any meeting of the Board of Directors shall consist of five (5) members.

Section 3. Duties and Responsibilities of the Board of Directors. The Board of Directors shall be responsible for reviewing and approving the Chapter's vision statement, goals and strategic plan; annual budget and key financial transactions; compensation practices and policies; and fiscal and governance policies.

Section 4. Compensation. The members of the Board of Directors shall serve without compensation, other than reimbursement for expenses incurred to fulfill their Board duties.

Section 8. Attendance by Communications Equipment. Members of the Board of Directors or of any committee of the Board of Directors may participate in and act at any meeting of such Board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

ARTICLE IX. Executive Director

The Board of Directors shall be empowered to contract for the services of an Executive Director of the Chapter at an annual compensation to be fixed by the Board of Directors. The duties of the Executive Director shall be determined by the Board of Directors. The Executive Director shall attend all meetings of the Executive Committee, of the Board of Directors, and of the general members, but will not have voting rights.

ARTICLE X. Committees

Section 1. The Board of Directors shall be empowered to form Committees, Provisional Committees, and Task Forces to carry out the functions of AAP-CO, each with a particular area of focus. The Board of Directors shall annually appoint committee chairpersons. The size, composition, and terms of Committees and Task Forces shall be determined by the Board of Directors.

Section 2. Standing committees will include:
The Legislative and Policy Committee
The Committee on Access to Health Care

ARTICLE XI. General Members Meetings

Section 1. Annual General Members Meeting. An Annual General Members Meeting of the Chapter shall be held at a time and place determined by the Board of Directors, for the purpose of transacting such business as may come before the meeting.

Section 2. Other meetings of the General Members. Other meetings of the General Members may be held at the call of the Chapter President, of the Board of Directors, or by a written request which has been signed by twenty-five (25) voting members, elected officers excepted.

Section 3. Notice of time and place. Notice of the time and place of all General Members Meetings shall be sent to the members by either U.S. mail or in electronic form at least thirty (30) days in advance thereof by the Secretary-Treasurer. An agenda for the meeting shall be enclosed.

Section 4. Quorum for General Members Meetings. A quorum shall consist of at least ten (10) voting members present at any General Members Meeting. If a quorum is not met, the Board of Directors reserves the right to act on behalf of the members.

Section 5. Proxies. At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

Section 6. Rules of Order. All business meetings of the Chapter shall be conducted in accordance with Robert's Rules of Order, latest revision.

ARTICLE XII. Election of Officers and Board of Directors

Section 1. Nominating Committee. The Chapter President shall convene a Nominating Committee in February of every even year to prepare a slate of candidates for open positions for Officers and for members of the Board of Directors. The Nominating Committee shall consist of the Chapter President, the Immediate Past-President, and three other members of the Chapter. No later than March 1, a notice will be sent to the entire membership about the upcoming election, soliciting suggestions for candidates for open positions. No later than April 15, a slate of candidates for open positions will be finalized.

Section 2. Election Process. The Chapter Secretary-Treasurer will send by U.S mail or electronic mail a ballot with the list of candidates for open positions to all voting members of AAP-CO not later than May 1. A write-in vote may be cast for any voting member of AAP-CO, for any office. Return ballots will be sent to the Executive Director. Votes must be cast no later than May 15 to be counted.

The Executive Director will be responsible for tabulating the election results and reporting the outcome by U.S mail or by electronic mail and on the AAP-CO web site no later than June 1. The results of the Chapter election shall be transmitted to the AAP District officers and to the AAP central office.

Section 3. Vacancies. In the event that the position of any Chapter Officer or member of the Board of Directors of AAP-CO is vacant or becomes vacant between election cycles, the Board of Directors is empowered to select any voting member of AAP-CO to fill that position until the next regular election cycle. The replacement Officer or Board Member may then be a candidate for a subsequent full term.

ARTICLE XIII. Expenses

The Board of Directors of AAP-CO is empowered to pay all reasonable expenses incurred in the course of business of AAP-CO, including the compensation for the Executive Director; the expenses of the Officers and

the Executive Director incurred in the performance of AAP-CO business, including expenses associated with attendance at AAP meetings; expenses of an accountant or other independent contractors serving AAP-CO; and expenses of lobbyists for AAP-CO.

ARTICLE XIV. Contracts, Checks, Deposits, and Funds

Section 1. Contracts. The Board of Directors may authorize any officer of AAP-CO to enter into any contract or execute and deliver any instrument in the name of and in behalf of the AAP-CO and such authority may be general or confined to specific instances.

Section 2. 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 AAP-CO shall be signed by such officers, agent, or agents of the Academy and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Executive Director or the Chapter Secretary-Treasurer.

Section 3. Deposits. All funds of the AAP-CO shall be deposited from time to time to the credit of AAP-CO in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Chapter.

ARTICLE XV. Books and Records

AAP-CO shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors. AAP-CO shall also keep a record of the names and addresses of its members entitled to vote.

ARTICLE XVI. Fiscal Year

The fiscal year of the Chapter shall be determined by the Board of Directors.

ARTICLE XVII. Indemnification

AAP-CO shall indemnify all officers and directors of AAP-CO to the full extent permitted by Colorado law. AAP-CO shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent permitted by Colorado law as determined from time to time by the Board of Directors.

ARTICLE XVIII. Unethical Financial Practices

AAP-CO as a charitable organization will not provide loans (or the equivalent, such as loan guarantees, purchasing or transferring ownership of a residence or office, or relieving a debt or lease obligation) to directors, officers, or trustees.

ARTICLE XIX. Conflict of Interest Policy

AAP-CO shall have a policy in place which requires all officers, directors and employees to disclose on an annual basis all personal, professional and business relationships and interests which might give rise to a conflict of interest in which the individual's loyalty would be divided between the organization and the other relationship or interest. Conflict of interest forms will be completed in July of each year and returned to the Executive Director, who will maintain a file of these forms.

ARTICLE XX. Responsible Fundraising

Section 1. Solicitation. Solicitation materials and other communications addressed to donors and to the public will clearly identify the organization and be accurate and truthful.

Section 2. Contributions. Contributions must be used for purposes consistent with the donor's intent, whether as described in the relevant solicitation materials or as specifically directed by the donor.

Section 3. Acknowledgements. AAP-CO will provide donors with specific acknowledgments of charitable contributions, in accordance with IRS requirements, as well as information to facilitate the donors' compliance with tax law requirements.

Section 4. Gifts. AAP-CO will adopt clear policies to determine whether accepting a gift would compromise the organization's ethics, financial circumstances, program focus or other interests.

Section 5. Donor Privacy. AAP-CO shall respect the privacy of individual donors and, except where disclosure is required by law, shall not sell or otherwise make available the names and contact information of its donors

ARTICLE XXI. Revision of the Bylaws of AAP-CO

The Chapter President shall convene a Bylaws Committee at least once every 5 years to propose revisions to the Bylaws of the AAP-CO. Proposed revisions to the Bylaws must be approved by the Board of Directors, and then approved by a majority of voting members present at the Annual General Members Meeting.