

Adopted and Effective October 16, 2008

Amendment Passed June 18, 2013: Section 8.00 - Standing Committees

Amendment Passed April 22, 2016:

Section 5.02 -- SUSPENSION

Section 5.03 -- FORFEITURE

Section 5.04 -- SPECIAL ASSESSMENTS

Section 8.00 -- STANDING COMMITTEES

Pass by a minimum of two-thirds vote of the membership: May 10, 2016

Amendments to be reviewed by Board and then membership:

Section 2.02- PRESIDENT

Section 2.03- VICE PRESIDENT

Section 3.02- TENURE AND ATTENDANCE REQUIREMENTS

Section 8.00 - PERMANENT AND STANDING COMMITTEES

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OKLAHOMA CHAPTER AMERICAN ACADEMY OF PEDIATRICS, INC. (OKAAP)
BYLAWS

CHAPTER ONE
MEMBERSHIP

Section 1.00 -- BASIC QUALIFICATIONS

A candidate for membership in the OKAAP shall be a pediatrician holding the degree of Doctor of Medicine or Doctor of Osteopathy, be licensed by either the Oklahoma State Board of Medical Licensure and Supervision, the Oklahoma State Board of Osteopathic Examiners or by another state licensing authority, be of good moral character and professional reputation, as defined in Chapter 1, Section 3.00 of these Bylaws.

1.01 -- STATE LICENSE

A physician employed by any branch of the federal government, who is not licensed to practice medicine in Oklahoma, but who is licensed in another state and meets all other qualifications, may be elected to membership under the regular membership classifications and conditions as described herein. Physicians in training may be elected to Resident Membership under the conditions set forth in Chapter 1, Section 2.02 (D) of these Bylaws.

Persons serving as full-time medical students in an educational institution approved by the Board of Directors may be elected to Student Membership under the conditions set forth in Chapter 1, Section 2.02 (F) of these Bylaws.

Persons whose contributions to the medical profession of pediatrics justify honorary membership may be elected as an Honorary Member as provided for under the conditions set forth in Chapter 1, Section 2.02 (C) of these Bylaws.

1.03 -- MEMBERSHIP CLASSIFICATIONS

Members of the OKAAP shall be classified as Active Members, Life Members, Honorary Members, Resident Members, Student Members, Active Dues-Exempt Members or Ancillary Members. All OKAAP members classified as Active Members and Life Members shall be members and Fellows in good standing of the American Academy of Pediatrics (AAP).

1.03 (A) -- ACTIVE MEMBERS

Members whose dues and assessments are fully paid shall be classified as Active Members. Such members shall have the full privileges of OKAAP membership, including the rights to hold office and vote.

1.03 (B) -- LIFE MEMBERS

Any physician who is a member in good standing of OKAAP may be elected to Life Membership upon attaining the age of 65, provided he/she has retired from the practice of medicine. A member shall make application for such privileges in writing to the Board of Directors. The Board of Directors may also initiate actions for Life Membership. Election shall be by affirmative vote of a majority of the members of the Board of Directors present and voting at a regularly scheduled meeting. Life Members shall have full privileges of membership, including the rights to hold office and vote, but shall not be required to pay OKAAP dues and assessments.

1.03 (C) -- HONORARY MEMBERS

The OKAAP may confer Honorary Membership upon those persons whose contributions to the medical profession and pediatrics in particular justify Honorary Membership status. Honorary Members shall have all privileges of membership, except holding office and voting. Honorary Members are not subject to dues or assessments. Election to Honorary Membership shall be only by affirmative vote of the majority of members of the Board of Directors present and voting at a regularly scheduled meeting.

1.03 (D) - RESIDENT MEMBERS

Physicians serving as full-time residents may become Resident Members of OKAAP. Resident Members shall meet the same basic requirements for membership as set forth in Chapter 1, Section 1.00 of the Bylaws for Active Members. They shall be entitled to all privileges of membership, except holding office and voting, and shall pay such OKAAP dues and assessments as may be levied by the Board of Directors. Membership in this classification is limited to the period of training.

1.03 (E) -- ACTIVE DUES-EXEMPT MEMBERS

Active Members who temporarily leave their practice to complete a tour of duty with the United States Armed Forces shall be relieved from the payment of dues and assessments during the period of their military service.

1.03 (F) -- STUDENT MEMBERS

Persons who are full-time medical students enrolled in an accredited medical college in Oklahoma or another state, whose curriculum leads to the degree of Doctor of Medicine (M.D.) or Doctor of Osteopathy (D.O.), may become Student Members of OKAAP. Membership in this classification is limited to the period of enrollment in medical school. A Student Member is entitled to all privileges of membership except voting and holding office. Student Members shall pay such dues and assessments as determined by the Board of Directors.

1.03 (G) - ANCILLARY MEMBERS

Licensed pediatricians or allied healthcare professionals who are not members or Fellows in the AAP may be permitted to become OKAAP members upon application and approval by the OKAAP Board of Directors.

Section 1.04 -- APPLICATION AND ELECTION

Application for membership shall be made on forms provided by either the OKAAP and accompanied by an application fee to be determined by the Board of Directors. In making application for membership, the applicant shall relieve all individuals and entities that provide information at the request of the OKAAP from liability for statements given to facilitate the applicant's evaluation.

CHAPTER TWO OFFICERS

Section 2.00 -- ELECTION

The certification of officers of the OKAAP shall take place at the annual business meeting each year. The Nominating Committee shall prepare a slate of nominations of one or more candidates for all offices to be filled, and shall send a copy of its report with a ballot containing the slate of nominees to each member at least 30 days in advance of the date of the annual meeting. Nominations may be accepted from the general membership if presented in writing 45 days prior to the Annual Meeting to allow for distribution to OKAAP members. A majority of the votes of members on ballots returned to the OKAAP office shall be required to elect. Should no candidate receive a majority of all votes cast, a run-off ballot shall be conducted between the two candidates receiving the most votes. Notification and voting may be conducted by email.

Section 2.01 - ELIGIBILITY

To be eligible for nomination as an officer, a candidate must be a member in good standing of the OKAAP.

Section 2.02 -- PRESIDENT

The President shall be elected for a 2 year term term of office and shall preside at all meetings of the OKAAP and Board of Directors. He/she shall perform such other duties as customary and parliamentary usage may require. He/she shall, with the approval of the Board of Directors, appoint the personnel of all standing and special committees, except as otherwise set forth in the Bylaws. He/she shall serve as representative of the OKAAP in all pertinent matters. He/she shall formulate and implement, with the advice and assistance of the Board of Directors, a beneficial program of OKAAP activities. He/she shall be an ex-officio member of all Committees.

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Section 2.03 -- VICE-PRESIDENT

The Vice-President shall be elected for a two-year term of office prior to his/her term of service as President. The Vice-President shall assist the President in the performance of his/her duties. He/she shall preside at all meetings of the OKAAP and the Board of Directors in the absence of the President. He/she shall succeed automatically to the office of President after his/her two-year tenure as Vice-President or earlier in the event the office of President becomes vacant, regardless of the reason for such vacancy. He/she shall perform such other duties as the President or Board of Directors may reasonably request or assign to him/her. He/she shall be a member of the Board of Directors and shall have full voting privileges. He/she shall be an ex-officio member of all Committees.

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Section 2.04 -- SECRETARY-TREASURER

A Secretary-Treasurer of the Board shall review the financial and non-financial business records of the OKAAP. He/she shall be elected from its own members to keep the minutes of all meetings of the Board, be custodian of the funds, and keep records of the financial transactions of the OKAAP. The Secretary-Treasurer shall make authorized disbursements of funds in a manner prescribed by the Board of Directors. He/she shall keep all membership records of the OKAAP. He/she shall be assisted in the performance of these duties by the Executive Staff of OKAAP. He/she shall perform such duties as may be reasonably requested by the President or Board of Directors.

Section 2.05 -- VACANCIES

In the event the position of Vice-President shall become vacant due to death, disqualification, disability or other cause, as determined by the Board of Directors, an election to fill the vacancy shall take place at the next regular meeting of the OKAAP. The Nominating Committee shall prepare a slate of nominations of one or more candidates, and shall send a copy of its report by mail to each member at least thirty (30) days in advance of the date of election, and nominations may be accepted from the general membership if presented in writing 15 to 30 days prior to the election to allow for distribution to OKAAP members. A majority of the votes of the members present and voting shall be required to elect. Should no candidate receive a majority of votes cast, a run-off ballot shall be conducted between the two candidates who received the most votes.

CHAPTER THREE **BOARD OF DIRECTORS**

Section 3.00 -- COMPOSITION

The Board of Directors shall be composed of the President, Vice-President, all Immediate Past-Presidents (*ex-officio*), Secretary-Treasurer and four (4) Directors to be elected from the membership. In addition, the Pediatric Department Chairs of the University of Oklahoma College of Medicine-Tulsa and - Oklahoma City and the Oklahoma State University College of Osteopathic Medicine, if not serving as elected members of the Board, may serve as *ex-officio* members.

Section 3.01 -- ELECTION OF DIRECTORS

Directors shall be elected at the annual business meeting of the OKAAP each year. For nomination to the Board of Directors, a candidate shall have been a member of the OKAAP for at least one (1) year. The Nominating Committee shall prepare a slate of nominations of one or more candidates, and shall send a copy of its report by mail to each member at least thirty (30) days in advance of the date of election, and nominations may be accepted from the general membership if presented in writing 15

to 30 days prior to the election to allow for distribution to OKAAP members. The candidates receiving the most votes shall be elected.

Section 3.02 -- TENURE

An elected Director shall serve a term of two (2) years. Initial Director terms of office shall be staggered, so as not to have more than three vacancies by election each year.

Directors shall be required to maintain a minimum of 50% meeting attendance annually.

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Section 3.03 -- VACANCIES.

In the event the position of Director shall become vacant due to death, disqualification, disability or other cause, as determined by the Board of Directors, an election to fill the vacancy for the unexpired term of office shall take place at the next regular meeting of the OKAAP. The Nominating Committee shall prepare a slate of nominations of one or more candidates, and shall send a copy of its report by mail to each member at least thirty (30) days in advance of the date of election, and nominations may be accepted from the general membership if presented in writing 15 to 30 days prior to the election to allow for distribution to OKAAP members. A majority of the votes of members present and voting shall elect. Should no candidate receive a majority of votes cast, a run-off ballot shall be conducted between the two candidates who received the most votes.

Section 3.04 -- DUTIES AND RESPONSIBILITIES.

The Board of Directors shall direct the affairs of the OKAAP. It shall have charge of all business and financial affairs of the OKAAP, shall control all property and funds, and shall authorize the disbursement of all funds.

It shall be charged with the enforcement of the Bylaws. The Board of Directors shall serve as an advisory body to the President, and shall assist him/her in the performance of his/her duties. The minutes of the Board of Directors shall be kept in a permanent form. The Board of Directors shall perform such other functions as are assigned to it by the Bylaws. It shall observe and comply with all directives and actions by the membership.

Section 3.05 -- MEETINGS, QUORUM.

The President shall call the meetings of the Board of Directors and shall fix a date, time and place of such meetings. The Board of Directors shall meet quarterly in person or by conference call. Four (4) members of the Board shall constitute a quorum for the transaction of official business.

CHAPTER FOUR
MEETINGS

Section 4.00 -- ANNUAL BUSINESS MEETING

The Annual Business Meeting of the OKAAP shall be held each year for the purpose of transacting official business including certification of election results. The Board of Directors shall fix the date, time and place of such meeting and give notice to the membership. Notice may be given by regular or e-mail.

Section 4.01 -- MEMBERSHIP MEETINGS

The Board of Directors shall be empowered to determine the number of membership meetings, and shall fix the date, time and place of each meeting. Notice of each meeting shall be given in advance to the membership. Notice may be given by regular or e-mail.

Section 4.02 -- SPECIAL MEETINGS

The Board of Directors shall be empowered to call a special meeting of the OKAAP providing that notice is given in writing to the membership. The notice shall state the purpose of the special meeting, and no business shall be transacted other than the business for which the special meeting has been called. Upon written request of five (5) percent of the Active voting members of the OKAAP, filed with the President, the Board of Directors shall call a special meeting. Notice may be given by regular or e-mail. The meeting may be conducted by conference call or by e-mail communication.

Section 4.03 -- QUORUM

Five (5) percent of the members eligible to vote shall constitute a quorum for the legal transaction of business of the OKAAP.

CHAPTER FIVE
DUES AND ASSESSMENTS

Section 5.00 -- DUES AND ASSESSMENTS

The annual dues of the OKAAP shall be set by action of the Board of Directors and approved by the membership for the calendar year following. Absent affirmative action by the Board of Directors to change the annual dues, they shall remain unchanged from year to year. The levy of dues and assessments may be billed by and remitted to OKAAP by AAP.

Section 5.01 -- PAYMENT OF DUES

Dues for the current year shall become due and payable as established by AAP or OKAAP. The Board of Directors may, at its discretion, authorize the payment of dues in installments of specified amounts on specified dates.

Section 5.02 -- SUSPENSION

Failure to pay dues by the annual renewal date shall result in suspension of membership in the OKAAP. A member suspended for non-payment of dues or assessments may be reinstated, upon full payment of the amount due, at the discretion of the Board of Directors.

Section 5.03 -- FORFEITURE

Failure of a suspended member to pay dues by the annual renewal date shall result in termination of membership as of that date. At the discretion of the Board of Directors, the terminated physician may be required to reapply for membership, following the usual application process as set forth in Chapter 1 of the Bylaws. He/she must also make payment of all obligations, dues and assessments for the full year in which membership was terminated.

Section 5.04 -- SPECIAL ASSESSMENTS

A special assessment or assessments may be levied upon the membership in addition to the regular dues, and said assessments occupy the same relative status as dues. The Board of Directors, or any Active Member, may propose to the membership any special assessment, stating in writing the purpose of the assessment. A proposed assessment may be voted upon at any regular or special meeting of the OKAAP Board of Directors, providing that a written copy of the proposed assessment, stating the amount and purpose of the assessment, shall have been sent to all Board members of the Chapter at least seven days before same is to be acted upon. A two-thirds vote of the members of the Board of Directors present and voting shall be required to levy a special assessment. Unless otherwise provided for, the Board of Directors shall fix the date on which the unpaid assessment shall become delinquent, providing that it is not less than sixty days from the date of approval of the assessment by the Board of Directors and communication of the assessment notice to the membership. Special assessments are not refundable.

Section 5.05 -- EFFECT OF NON-PAYMENT OF ASSESSMENTS

A member, who shall fail to pay a special assessment by the date fixed in the enabling motions of the membership or by the Board of Directors, may be suspended, after review by the Board of Directors, from membership. A suspended member who has not paid the assessment by the end of the 60th day after suspension may, after review by the Board of Directors, be expelled from membership.

Section 5.06 -- EXEMPTIONS

The following classifications of members shall be completely exempted from payment of dues and assessments: Life Members; Active Dues-Exempt; and Honorary Members.

Section 5.07 -- DEFERMENT

Payment of dues and special assessments by a member may be deferred or postponed for specified lengths of time by action of the Board of Directors, providing that the member has made a written request for deferment or postponement of payment, stating the reasons for the requested deferment or postponement.

Section 5.08 -- APPORTIONMENT

Dues for Active Members, and for Active Dues-Exempt Members returning to Active Membership, shall be apportioned by one-year.

Section 5.09 - AMERICAN ACADEMY OF PEDIATRICS

All Active Members of the OKAAP shall pay dues and assessments levied by the American Academy of Pediatrics (AAP). Such dues and assessments shall be collected in the manner as OKAAP dues and assessments, unless otherwise specified by the Bylaws or other official actions of those organizations. Failure to pay AAP dues and assessments shall result in suspension or termination of OKAAP membership under the same conditions as for failure to pay dues and assessments of the OKAAP. Nothing herein shall prevent OKAAP from billing OKAAP dues directly to AAP and/or non-AAP members.

Section 5.10 -- OTHER INCOME

Receipts from incidental grants, CME activities, advertising, publications and other projects, as well as gifts, may be used, at the discretion of the Board of Directors, to promote the general welfare of the OKAAP.

Section 5.11 -- FUNDS, DEPOSITORY AND AUDITING

The funds of the OKAAP shall be kept in such depository or depositories as the Board of Directors may select. Surplus funds of the OKAAP may be prudently invested to earn interest or dividend income. The books and records of the OKAAP and its agencies and bureaus shall be audited at the discretion of the Board of Directors by a Certified Public Accountant selected by the Board of Directors. The Board of Directors shall be authorized to require a fidelity bond upon such officers and employees as it may decide, and the premium for such bond shall be paid by the OKAAP.

CHAPTER SIX
RULES

The deliberations of OKAAP shall be governed by parliamentary usage as contained in the current edition (at time of adoption 4th edition, 2001) of Alice Sturgis's *The Standard Code of Parliamentary Procedure*.

CHAPTER SEVEN
EMPLOYEES

Section 7.00 -- EMPLOYEES

The OKAAP shall have authority to employ full-time and part time employees, independent contractors or management services organization under the conditions set forth herein.

Section 7.01 -- EXECUTIVE DIRECTOR

The Board of Directors shall have authority to employ a full-time or part-time Executive Director. He/she shall attempt to create a feeling of goodwill toward the medical profession as a whole, OKAAP and toward individual members of OKAAP. He/she shall manage the business of the OKAAP and perform such other duties as are assigned to him/her by the Board of Directors. Compensation of the Executive Director shall be reviewed annually and incorporated into the annual budget for approval by the membership. He/she shall enjoy tenure as long as his/her services are acceptable to the Board of Directors.

Section 7.02 -- OTHER EMPLOYEES

The Executive Director shall be empowered to employ other full-time and/or part-time personnel to assist him/her in the performance of his/her duties. The Board of Directors shall prescribe the number of such employees and approve the amount of salary paid to them. The Executive Director shall be responsible for the personnel under his/her direction.

Section 7.03 -- CONDITION OF EMPLOYMENT.

The Board of Directors shall have the authority to prescribe rules and regulations governing employees.

CHAPTER EIGHT

COMMITTEES

Section 8.00 - PERMANENT AND STANDING COMMITTEES

The following permanent committees of the OKAAP shall exist: PROS, CATCH, REACH OUT & READ, and Oral Health. The following standing committees of the OKAAP shall exist: Legislative, Medicaid, Resident Relations; Equity, Diversity, and Inclusion (EDI); Immunizations, Obesity, and Behavioral Health.

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Section 8.01 -- NOMINATING COMMITTEE

Unless the Officers shall appoint a separate Nominating Committee, the Board shall serve as the Nominating Committee.

The Nominating Committee shall be composed of at least seven members including the Immediate Past-President (who shall serve as Chairman of the Committee). The President may appoint additional members as may be required to conduct business.

Section 8.02 -- OTHER COMMITTEES

The President shall be empowered, with the approval of the Board of Directors, to create such other committees as are necessary for the efficient operation of the OKAAP. Such committees shall continue in effect and operation until discontinued by action of the Board of Directors.

Section 8.03 -- TENURE

Each committee member shall serve a term of one year, except as otherwise provided in these Bylaws.

Section 8.04 -- REPORTS

All committees shall be responsible to the Board of Directors, and shall perform such functions and duties as are assigned to them by the Board of Directors. Each committee shall, at the request of the Board of Directors, render a written report of current activity.

CHAPTER NINE AMENDMENTS

These Bylaws may be amended at any regular or special meeting of the OKAAP or via electronic means, i.e. email, Fax, etc., by a two-thirds affirmative vote of the members, providing that such proposed amendments shall have been presented at the preceding meeting of the OKAAP, and providing a copy of same shall have been sent to each member of the OKAAP at least ten days prior to the date at which action is to take place. Any member may introduce an amendment, or it may be introduced by resolution of the Constitution and Bylaws Committee or by the Board of Directors as provided by the Bylaws. Any amendments introduced will be reviewed by the Constitution and Bylaws Committee prior to the general vote of the membership. The Committee may recommend that the amendment be adopted, rejected or make no recommendation.

CHAPTER TEN **INDEMNIFICATION**

Section 10.00 – IN GENERAL

The OKAAP shall indemnify (a) any person who was a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the OKAAP or procure a judgment in its favor by reason of the fact that such person is or was a Director, officer, employee or agent of the OKAAP or is or was serving at the request of the OKAAP as a director, officer employee or agent of another OKAAP, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, and (b) any person who was or is party or is threatened to be made a party of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the OKAAP) by reason of the fact that he/she is or was a director, officer, employee or agent of the OKAAP, or who is or was serving at the request of the OKAAP as a director, officer, employee or agent of another OKAAP, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any such action, suit or proceeding, in each case to the fullest extent permissible under the Oklahoma statutes regarding indemnification by corporations, as amended from time to time, or the indemnification provisions of any successor statute(s), law(s), rule(s) or regulation(s).

Section 10.01 – NO DIMINUTION BY AMENDMENT OF BYLAWS; NON-EXCLUSIVE EFFECT

The foregoing provisions of this Chapter 10 shall be deemed to be a contract between the OKAAP and each Director and officer who serves in such capacity at any time while this by-law is in effect, any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought based in whole or in part upon any such state of arts. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any Director or officer may be entitled apart from the provisions of this Chapter 10. The Board of Directors in its discretion shall have power on behalf of the OKAAP to indemnify any person, other than a

Director or officer, made a party to any action, suit or proceeding by reason of the fact that he/she, his/her testator or in testate is or was an employee of the OKAAP.

CHAPTER ELEVEN
DISSOLUTION

Upon dissolution of the OKAAP, all of the assets of the OKAAP not otherwise subject to the debts, liabilities, and obligations of the OKAAP shall be distributed in accordance with the Oklahoma statutes then in effect regarding Oklahoma non-profit corporations and as determined by the OKAAP Board of Directors in its sole discretion.

CHAPTER TWELVE
EFFECT AND PRESERVATION

These Bylaws as herein codified and amended shall be in effect from the moment of their legal adoption by the OKAAP.

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