

**BYLAWS
OF
KENTUCKY PEDIATRIC SOCIETY, INC.**

ARTICLE I

MEMBERS

Section 1. The Corporation shall have six classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

- A. Active Members – All categories of Fellows in good standing of the American Academy of Pediatrics and physicians interested in child care whose principal residence or place of occupation is the Commonwealth of Kentucky may be Active Members.
- B. Emeritus Members – Active Members who have been granted Emeritus status by the American Academy of Pediatrics or who have retired or semi-retired from active practice may be Emeritus Members.
- C. Associate Members-Pediatric Dentists
- D. Honorary Members – Physicians of important stature in Kentucky who have made exceptional contributions to child health may be Honorary Members.
- E. In-Training Members – Physicians in residency or fellowship training who are junior members of the American Academy of Pediatrics may be In-Training Members.
- F. Affiliate Members: Nurses, Nurse Practitioners, Child Health Advocates and Other physicians who support the AAP's mission.

Section 2. Any eligible person may become a member of the appropriate class of membership by submitting an application to the Executive Director of the corporation and paying the dues, if any, for the current year.

Section 3. Each Active Member shall be entitled to one vote on each matter submitted to a vote of the members. Emeritus Members, Honorary Members, In-Training Members and Affiliate Health Members shall not be entitled to vote.

ARTICLE II

OFFICERS

Section 1. The Officers of this corporation shall be a President, a Vice President, and a Secretary-Treasurer.

Section 2. The President shall be the principal officer of the corporation and shall in general supervise all affairs of the corporation. He shall preside at all meetings of the Members and of the Board of Directors. He shall also serve as State President of the Kentucky Chapter of the American Academy of Pediatrics. He shall appoint all and liaison representatives subject to the approval of the Board of Directors and he shall be a member ex-officio of all committees. The President shall report to the members at the Annual Meeting. The President will also submit an annual report to the AAP annually. The President must be a Fellow of the American Academy of Pediatrics.

Section 3. The Vice President shall assist the President and attend the District Meeting, Annual Leadership Forum and Executive Committee meetings. In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President. The Vice President succeeds directly to the office of President. He also must be a Fellow of the American Academy of Pediatrics. He shall also serve as State Vice President of the Kentucky Chapter of the American Academy of Pediatrics.

Section 4. The Secretary-Treasurer will perform the ordinary duties of that office, supervise the Executive Director who will keep records, send notices and ballots to members. He will ensure that the Executive Director pays all bills authorized by the Board of Directors. He will be responsible for all funds entrusted to him and will render a financial report to the Board of Directors and the members at the Annual Meeting. The Secretary Treasurer must be a Fellow of the American Academy of Pediatrics.

ARTICLE III

DIRECTORS

Section 1. The Board of Directors will conduct all of the business of the corporation. They will plan and be responsible for all corporation activities.

Section 2. The Board of Directors of the corporation shall consist of the President, Vice President, (2 year terms) and Secretary-Treasurer (2 year term), and three at-large members to be elected for 3 year terms on a staggered basis. In the event of a tie vote, the immediate Past President shall cast the deciding vote. The Board of Directors may appoint additional non voting members to the Advisory Committee. The immediate Past-President shall be an ex-officio, nonvoting member of the Board of Directors.

Section 3. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

ARTICLE IV

ELECTIONS

Section 1. The Vice President will be asked to solicit names from the general membership each year and submit names of possible candidates for offices to be vacant to the Executive Director.

Section 2. A ballot will be sent by the Executive Director to all members during the month of April. Return ballots will be sent to the President or his designee. The vote becomes official thirty (30) days after the ballots were mailed to the membership or on the published due date.

Section 3. The Nominating Committee shall consist of the current officers.

Section 5. In the event that any officer is unable to serve his full term of office, the Board of Directors is empowered to elect a member to serve until the next annual election.

ARTICLE V

MEETINGS

Section 1. The Annual Meeting of the members shall be held on a date specified by the Executive Committee members

Section 2. Other meetings may be held at the call of the President, the Board of Directors, or by written request signed by ten members, elected officers excepted.

Section 3. Notice of the time and place of all meetings shall be sent to all members at least three weeks in advance thereof by the Executive Director.

Section 4. A quorum shall consist of 20 or more Active Members of the corporation.

Section 5. All business meetings of the corporation shall be conducted in accordance with Roberts Rules of Order Revised.

Section 6. The Board of Directors of the corporation shall meet at least twice per year to conduct the corporation's business, approve the President's appointments of committees and liaison representatives, give directives to committees and liaison representatives as well as receive and study reports submitted by these agents.

Section 7. Committees shall meet at least once a year or more often as necessary to fulfill their designated responsibilities.

ARTICLE VI

DUES, ASSESSMENTS, AND EXPENDITURES

Section 1. The amount of dues for active Members shall be set by the Board of Directors subject to the approval of the majority of the members present and voting at the Annual Meeting. There will be no dues for Emeritus Members, Honorary Members, and In Training Members.

Section 2. A member shall become delinquent after failing to pay dues and assessments for current year. If such member shall not have paid all arrears within thirty days after notification by the

AAP, his privilege of voting and holding office and enjoying other benefits of membership in the corporation shall be forfeited. Such member shall be reinstated on payment of all such debts.

Section 3. Assessments may be levied on recommendation of the Board of Directors with the approval of the majority of the members present and voting at the Annual Meeting.

Section 4. The Board of Directors of the corporation is empowered to defray all or part of the expenses of the officers of the corporation for the performance of corporation business.

Section 5. The corporation may pay the President's and Vice President's expenses to national meetings of the American Academy of Pediatrics. If not covered by the AAP, the Board of Directors should be authorized to approve these expenses. The Board of Directors shall also be authorized to pay the expenses of other members of the corporation to national or district meetings that it deems necessary for them to attend as official representatives of the corporation.

Section 6. Expenses for members to attend committee meetings may be paid by the corporation up to the dollar amount approved limits of Chapter reimbursement. This will usually include meals, transportation if not otherwise deductible, and telephone calls. Except to prevent hazardous travel, hotel expenses will not be paid by the corporation. Committee projects that require expenditures of corporate funds shall be authorized by the Board of Directors.

Section 7. The Board of Directors shall have authority to approve expenses for special projects of the corporation.

Section 8. All income accrued by the corporation shall be retained by the corporation to cover corporate activities as approved by the Board of Directors to meet the objectives of the corporation.

AMENDMENTS

ARTICLE VII

Section 1. These bylaws may be amended by a quorum (20 or more voting members). A copy of any such proposed amendment together with the recommendations thereon by the Board of Directors shall be mailed to each member thirty days before such balloting.

Having been duly proposed, presented, and voted upon in accordance with Article VII Section 1, Article IV Section 4 of the By-Laws of the Kentucky Pediatric Society is amended as follows:

ARTICLE IV

Section 4. Terms of office for President and Vice President, will begin on the first day of July and will be for two years. Directors will be eligible for a second term but may not serve more than six years in succession.

This amendment is effective November 1, 1990. ATTEST: Christie C. Lewis, M.D, Secretary

Revision of ByLaws approved 9/18/2007