

# **FEDERATION OF PEDIATRIC ORGANIZATIONS**

## **BY-LAWS**

### **ARTICLE I – PURPOSE**

The purpose of the Federation of Pediatric Organizations (FOPO) is to promote optimal health for children by building on the efforts and expertise of the member organizations, and on the relationships between the member organizations to accomplish shared goals. The Federation is organized and shall operate as a 501 (c) 3 not-for-profit corporation under Virginia law.

FOPO shall pursue this purpose by:

1. Building strong relationships, communication, and connectivity among member organizations
2. Responding effectively to critical issues impacting the health of children and the profession of pediatrics
3. Building on the visions and activities of the member organizations to create effective partnerships on behalf of children
4. Taking action and engaging in other activities, as the Board of Directors may determine

### **ARTICLE II – MEMBERSHIP**

Section 1. Members. The following organizations shall constitute the initial Member Organizations of FOPO:

- Academic Pediatric Association (APA)
- American Academy of Pediatrics (AAP)
- American Board of Pediatrics (ABP)
- American Pediatric Society (APS)
- Association of Medical School Pediatric Department Chairs (AMSPDC)
- Association of Pediatric Program Directors (APPD)
- Society for Pediatric Research (SPR)

Section 2. Additional Members. Other organizations may be admitted to membership in FOPO by unanimous vote of the Member Organizations.

Section 3. Transfer, Withdrawal and Termination of Membership. Membership in FOPO is not transferable or assignable. Any Member Organization has the right to voluntarily withdraw from membership at any time, whether or not it has paid its percentage of all authorized assessments, and upon withdrawal, such Member Organization shall thereupon have no financial obligation to FOPO. The Board shall have the right to terminate the membership of any Member Organization that fails to pay its percentage of any authorized assessment within two months after it is imposed, and upon termination, such Member Organization shall have no further financial obligation to FOPO. The Board shall have the right to terminate the membership of any Member Organization which fails to send a director to two consecutive Board meetings.

Section 4. Voting. Each Member Organization shall have one vote on all matters on which the Member Organizations are entitled to vote under the Certificate of incorporation, these By-laws or applicable law.

Section 5. Special Meetings of the Members. Special Meetings of the Member Organizations may be called at any time by the Chair or a majority of the Member Organizations. Written notice of any Special Meeting of the Board shall be given at least 14 days prior to the meeting. Notice shall be delivered personally, sent by mail, electronic mail, or sent by facsimile transmission to each director at his or her address as shown on the books and records of FOPO and to each Member Organization at its principal office.

A majority of the Member Organizations shall constitute a quorum at a meeting.

Member Organizations may participate in and act at any meeting 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, and participation in the meeting pursuant in that manner shall constitute presence in person at the meeting.

### **ARTICLE III – BOARD OF DIRECTORS**

Section 1. Authority. The affairs of FOPO shall be managed by the Board of Directors (the Board) The Board may delegate said responsibilities to the FOPO Chair, the Secretary-Treasurer, and/or management.

Section 2. Composition. Each Member Organization shall be entitled to appoint up to 2 directors to the Board; each of whom will share a single vote such that there is 1 vote per Member Organization. In the event of the death, disability, retirement or resignation of any director, the Member Organization which originally appointed such director shall promptly appoint a replacement.

Section 3. Removal and Re-Appointment. Each Member Organization may remove its director at any time and appoint a replacement. The replacement shall serve for such period of time as the Member Organization may determine (including without limitation for a single meeting of the Board of Directors).

Section 4. Quorum. The presence of a majority of the total number of directors shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting, those directors present may adjourn the meeting.

Section 5. Voting. The adoption or amendment of any formal external policies and the approval of budgets shall require the unanimous vote of the Board.

Section 6. Regular Board Meetings. Regular meetings of the Board shall be held twice a year at such place and time as shall be determined by the Chair. Written notice of any regular meeting

of the Board shall be given at least 30 days prior to such meeting. Such notice shall specify the date, place, and hour of the meeting. Directors shall be provided with an agenda in advance of any Board meeting.

Directors may participate in and act at any meeting of the Board 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, and participation in the meeting in that manner shall constitute presence in person at the meeting.

Section 7. Observation Rights and Delegation to the FOPO Board Meeting. Attendance at board meetings is limited to the two designated directors from each organization. Additional representatives from organizations, if present, will serve as guests by prior invitation. In general, the Director(s) is (are) the current President or Chair of the Member Organization's Executive Committee or Board. Member Organizations that choose to send additional representatives must make arrangements by prior invitation.

Section 8. Attendance by Other Persons. Individuals acting independently or as occasional representatives of other organizations may be invited by the Board to attend meetings as non-voting guests. Representatives of organizations involved with the welfare of children and, particularly, the National Institute of Child Health and Human Development and the Children's Hospital Association may also be invited to attend Board meetings.

#### **ARTICLE IV – ADMINISTRATION AND FINANCE**

Section 1. Administration. FOPO shall arrange for appropriate administrative staff and logistical support.

Section 2. Finance. Member Organizations shall be responsible for payment of the travel and meeting expenses incurred by their representative(s) in attending regular and special meetings of the Board (and any other meetings of FOPO). The Secretary-Treasurer may prepare a budget for other expenses of FOPO and submit this budget to the Board for approval. The Board shall assess the Member Organizations for a proportionately divided share of the budget. Nothing contained in the By-laws shall prevent contributions by Member Organizations in connection with the operation of FOPO.

Section 3. Fiscal Year. Each fiscal year of FOPO shall begin on July 1 and end on the following June 30.

#### **ARTICLE V – OFFICERS**

Section 1. Composition. The officers of FOPO shall consist of a Chair and a Secretary-Treasurer. In order to be eligible for appointment as an officer of FOPO, an individual must be a member of the Board. The term of the Chair and of the Secretary-Treasurer shall be for two years. The Chair and Secretary-Treasurer shall have the authority and perform the duties prescribed from time to

time by the Board of Directors of FOPO.

Section 2. Election . The Chair shall be elected from among the Directors and will serve as a fifteenth member of the Board. Elections shall be held on even numbered years. The Chair shall be a non-voting member of the Council except in the case of a tie, but shall not vote in elections for Chair. The Chair shall serve for a term of two years. One person shall serve no more than two terms. Terms shall begin in July of even-numbered years. Elections shall take place six months before the expiration of the term of the existing Chair. Nominees for Chair shall be current or former Board representatives with at least one year of service. In the event that a current representative is elected Chair, the member organization that the Chair represented shall appoint a replacement representative to the Board.

Section 3. Chair. The Chair shall be the leader and convener of the Council and will serve without financial compensation. The Chair will be responsible for

- 1) creating the agenda for the FOPO meetings, based on input from the member organizations,
- 2) facilitating the regular phone and in-person meetings
- 3) tracking and documenting outcomes resulting from the collaborative efforts of FOPO and its member organizations.
- 4) Convening the member organizations to respond to critical issues that impact the health of children.

The Chair shall preside at all meetings. The Chair may speak for FOPO on matters of policy that have been unanimously approved by the Board.

The Chair shall delegate the responsibility to the Secretary-Treasurer, and management for collection and disbursement of any funds managed by FOPO.

In the event of the absence or inability to act as Chair, an individual will be selected from a member organization and confirmed by a majority vote of the Board serve as an Acting Chair. .

Section 4. Secretary-Treasurer. The Secretary-Treasurer shall be elected by the Board from among the Directors and will serve for a two-year term. The election will be held on odd numbered years. The Secretary-Treasurer may or may not be a sitting member of the Board. This individual may collect and disburse funds managed by FOPO in collaboration with Management. He or she shall prepare minutes of the meetings for circulation to the Board. The Secretary-Treasurer approves expenditures in order to provide internal oversight of funds managed by FOPO. In carrying out these duties, he or she may delegate as appropriate.

#### **ARTICLE VI - JOSEPH W. ST. GEME, JR. LEADERSHIP AWARD**

FOPO shall administer The Joseph W. St. Geme, Jr. Leadership Award (the “Award”) and shall maintain an endowment in support of the Award. No changes to the Award, including eligibility criteria, except by unanimous approval of the FOPO members.

## **ARTICLE VII - MISCELLANEOUS**

**Section 1. Amendments.** These By-Laws may be altered, amended or repealed only by a unanimous vote of the directors.

**Section 2. Indemnity.** To the extent permitted by law, each director, committee member, officer or other agent of FOPO shall be held harmless and indemnified by FOPO against all claims and liabilities and all costs and expenses, including attorney's fees, reasonably incurred or imposed upon him in connection with or resulting from any action, suit or proceeding, or the settlement or compromise thereof to which he may be made a party by reason of any action taken or omitted to be taken by him or her as a director, committee member, officer or agent of the FOPO in good faith. This right of indemnification shall inure to such person whether or not he is a director, committee member, officer or agent at the time such liabilities, costs or expenses are imposed or incurred and, in the event of his death, shall extend to his legal representatives.

Approved November 29, 2016