

FEDERATION OF PEDIATRIC ORGANIZATIONS, INC.

BY-LAWS

ARTICLE I - PURPOSES

The purpose of the Federation is to promote high standards of health care for infants, children, adolescents and young adults. Goals shall include: 1) promoting high quality education and training of pediatricians both in residency and throughout their careers, 2) fostering research and development of new knowledge for the improvement of children's health and well being; 3) promoting the provision of quality health care to children from birth to age 21; and 4) promoting education of the public, the government and other organizations regarding development and maintenance of high standards of care. The Federation is organized and shall operate as a not-for profit corporation under Delaware law.

The Federation shall pursue this purpose by:

- 1) Facilitating communication between the member Pediatric societies
 - 2) Developing consensus by these organizations on certain policy manors.
 - 3) Transmitting those developed and agreed upon Policies (opinions) to appropriate parties and organizations.
 - 4) Taking such actions, and engaging in such other activities, as the Board of Directors may determine.

ARTICLE II- MEMBERSHIP

Section 1. Members. The following societies shall constitute the initial Member Organizations of the Federation:

- Ambulatory 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 the Federation by unanimous vote of the Member Organizations.

Section 3. Transfer, Withdrawal and Termination of Membership. Membership in the Federation 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 the Federation. 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 the months after it is imposed, and upon termination, such Member Organization shall have no further financial obligation to the Federation. 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. Meetings of the Members. Meetings of the Member Organizations may be called at any time by the Chair or a majority of the Member Organizations. Written notice or notification by electronic mail of such meetings shall be delivered to the principal office of each Member Organization, at least 10 but not more than 60 days prior to the meeting, stating the place, date, time and purpose of the meeting.

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

Each Member Organization entitled to vote at a meeting may authorize another person or persons to act for it by proxy, but no such proxy shall be voted or acted upon after three years from its original date, unless the proxy provides for a longer period.

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 the Federation shall be managed by the Board of Directors.

Section 2. Composition. Each Member Organization shall be entitled to appoint one director to the Board. Each director shall serve for a one-year term (or such longer or shorter term as the Member Organization which appointed such director shall determine). 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 policies or action plans shall require the unanimous vote of the Board of Directors. Any other action by the Board shall require a majority vote of the directors present at a meeting at which a quorum is present.

Section 6. Meetings. Regular meetings of the Board shall be held twice a year at such place and time as shall be determined by the Chair. Special meetings of the Board may be held at such place and at such time as shall be determined by the Chair or the Board.

Written notice of any regular meeting of the Board shall be given at least 30 days prior to such meeting. Written notice of any special meeting of the Board shall be given at least 10 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 the Federation, and to each Member Organization at its principal office. 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 of Directors 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. Each Member Organization may send one or more nonvoting observers to each meeting of the Board of Directors.

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 governmental organizations involved with the welfare of children and, particularly, the National Institute of Child Health and Human Development and the Bureau of Maternal and Child Health, may also be invited by the Board to attend meetings.

ARTICLE IV - ADMINISTRATION AND FINANCE

Section 1. Administration. The Federation 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 representatives in attending regular and special meetings of the Board (and any other meetings of the Federation). The Board may prepare a budget for other expenses of the Federation and submit this budget to the Member Organizations for approval. Upon approval of all of the Member Organizations, 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 the Federation.

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

ARTICLE V - OFFICERS

Section 1. Composition. The officers of the Federation shall consist of a Chair, a Vice Chair, and a Secretary/Treasurer. In order to be eligible for appointment as an officer of the Federation, an individual must be a member of the Board of Directors. The terms of the officers shall be for one year. The Chair, Vice Chair and Secretary/Treasurer shall have the power to sign agreements and instruments on behalf of the Federation.

Section 2. Appointment. The Chair and Vice Chair shall be appointed on a rotating basis by the Member Organizations in accordance with the following schedule:

<u>Year</u>	<u>1</u>	<u>2</u>	<u>3</u>	<u>4</u>	<u>5</u>	<u>6</u>	<u>7</u>
Chair	APS	AAP	ABP	APA	APPD	AMSPDC	SPR
Vice-Chair	AAP	ABP	APA	APPD	AMSPDC	SPR	APS

After the seventh year, the rotation shall be repeated. The rotation may be modified by the Board,

Section 3. Chair. The Chair shall work with the Executive Director for scheduling and providing notice of all meetings. He or she shall also coordinate the preparation of the agenda after consultation with the other Member Organizations. The Chair shall preside at all meetings. The Chair may speak for the Federation on matters of policy that have been unanimously approved by the Board of Directors.

The Chair shall delegate the responsibility to the Executive Director and the Secretary/Treasurer for collection and disbursement of any funds managed by the Federation.

Section 4. Vice Chair. The Vice Chair shall perform the duties and exercise the powers of the Chair in the event of the Chair's absence or inability to act as Chair. In the event of the absence or inability to act as Vice-Chair, an individual will be appointed from the member organization next in line of succession according to Section 2.

Section 5. Secretary/Treasurer. The Secretary/Treasurer shall be appointed by the Board of Directors for a three-year term. This individual may collect and disburse funds managed by the Federation in collaboration with the Executive Director. He or she shall prepare minutes of the meetings for circulation to the Member Organizations. The Secretary-Treasurer approves expenditures in order to provide internal oversight of funds

managed by the Federation. In carrying out these duties, he or she may delegate to appropriate staff.

Section 6. Executive Director. The Executive Director is appointed by the Board of Directors for a five-year term. The term of appointment is renewable at the discretion of the Board of Directors. This individual will oversee and direct FOPO activities, including fiscal management and the strategic planning process. He or she will facilitate and foster relationships among federation and non-Federation organizations on issues relevant to public policy, education and research. The Executive Director works closely with the Chair to schedule and plan meetings and with the Secretary-Treasurer to draft budgets and manage financial matters. In carrying out these duties, the Executive Director may delegate to appropriate staff.

ARTICLE VI - MISCELLANEOUS

Section 1. Amendments. These By-Laws may be altered, amended or repealed only by the approval of all of the Member Organizations.

Section 2. Indemnity. To the extent permitted by law, each director, committee member, officer or other agent of the Federation shall be held harmless and indemnified by the Federation 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 Federation 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.

12/97 - prepared by attorneys in conjunction with incorporation of FOPO.

9/01 - fiscal year changed from September 1/August 30 to July 1/June 30 to agree with Articles of Incorporation/tax return due date.

01/07 – revised to conform with new structure