

AMERICAN ACADEMY OF
CHILD & ADOLESCENT
PSYCHIATRY

W W W . A A C A P . O R G

BYLAWS

Revised December 2015

ARTICLE I

NAME AND OFFICES

Section 1.

The name of the corporation is AMERICAN ACADEMY OF CHILD AND ADOLESCENT PSYCHIATRY, INC.

Section 2.

The principal office of the corporation shall be at 229 South State Street, Dover, Kent County, Delaware, and the name of the resident in charge thereof the Prentice-Hall Corporation System, Inc.

ARTICLE II

PURPOSES

Section 1.

The purposes for which the corporation is formed are fully set forth in its Certificate of Incorporation. Such purposes are, in brief, the encouragement and advancement of medical contributions to the knowledge and treatment of psychiatric problems of children and adolescents, without profit, so that no part of the income of the corporation shall inure to the private benefit of any donor, member, officer, director or employee of the corporation other than as reasonable compensation for work or services rendered or to the benefit of any other corporation or individual except as an appropriate beneficiary of one of the purposes stated in the Certificate of Incorporation, and so that the corporation shall never engage in a transaction of the type described as “Prohibited Transactions” in Section 501(c)(3) of the Internal Revenue Code, and so that no substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, or participating in or intervening in (including the publishing or distributing of statements) a political campaign on behalf of any candidate for public office.

Section 2.

The mission of the American Academy of Child and Adolescent Psychiatry is to promote the healthy development of children, adolescents, and families through advocacy, education, and research, and to meet the professional needs of child and adolescent psychiatrists throughout their careers.

Section 3.

In furtherance of this mission and these purposes, the Academy is committed to the concept of continuing education as a means of maintaining competence in child and adolescent psychiatry.

ARTICLE III

MEMBERSHIP

Section 1. Classes of Membership

There shall be specific classes of membership in the corporation:

- (1) General Members
- (2) Distinguished Fellow Members
- (3) Affiliate Members
- (4) Trainee Members
 - (a) Child and Adolescent Psychiatry Trainee Members
 - (b) Psychiatry Trainee Members
 - (c) Medical Student Members
 - (d) Pediatric Trainee Members
 - (e) Triple Board Trainee Members
 - (f) Post-Pediatric Portal Program (PPPP) Trainee Members
- (5) International Members
- (6) Distinguished Fellow International Members
- (7) Corresponding Members
- (8) Honorary Members

Section 2. Election to Membership

- (a) Election to any class of membership in the corporation shall be initiated by application, unless otherwise provided in this Article III. The application shall include documentation relating to the training, Board Certification, professional experience, activity, competence, judgment, and/or other qualifications of the applicant cited in this Article as requirement for the membership class for which he/she is applying. The items of required documentation shall be those established by the Membership Committee.
- (b) The Membership Committee shall make a determination for each applicant as to his/her eligibility for membership in the corporation and as to the appropriate class of membership. The Committee shall then submit a report to Council stating its views on both eligibilities for membership and the class of membership it recommends.
- (c) Election to membership or change in membership class shall be by approval of two-thirds of Council members voting, except that elevation to the Distinguished Fellow class of membership shall be by approval of two-thirds of Distinguished Fellow members of Council voting.
- (d) All General, Distinguished Fellow, or Trainee Members of the Academy must be members in good standing of the regional organization in their locality of practice, where one exists, and/or application for membership must be submitted jointly to the said regional organization and the national organization. Acceptance to Academy membership of new applicants is contingent, in part, on acceptance to membership by a regional organization, and continuing membership in a regional organization is a requirement for continuing membership in the Academy, whether as General, Distinguished Fellow, or Trainee member except as noted in item (f) of this article and section.
- (e) All members qualifying under (d) above, who move to another locality of practice shall affiliate with the regional organization for that locality. When a member remains unaffiliated after relocating, he/she shall be assigned to the regional organization nearest his/her locality of practice.
- (f) Any member with no access to a regional organization or with an APO address may be exempted from the requirement to belong to a regional organization upon application to the Membership Committee.
- (g) In accordance with Section 4 (b) (3) of Article VIII, representation and membership of any regional organization of Child and Adolescent Psychiatry in the Assembly of Regional Organizations is contingent on the organization's requirement of Academy membership of all members of the regional organization.

Section 3. Class 1: General Members

(a) Election to General Membership in the corporation may be extended, upon application, to any licensed physician who meets both of the following qualifications:

(1) Shall have been certified in child and adolescent psychiatry by the American Board of Psychiatry and Neurology, OR

have completed two years of training in a child and adolescent psychiatry training program accredited by the Accreditation Council on Graduate Medical Education, and have completed general psychiatry training, OR

have completed a Triple Board combined training program in pediatrics, general psychiatry and child and adolescent psychiatry, OR

have completed three years of training in a Post-Pediatric Portal (PPPP) training program, (general psychiatry and child and adolescent psychiatry).

(2) Shall demonstrate, through documentation, that his/her major professional interest and activity is child and adolescent psychiatry. Activities may be in one or more of the following areas: clinical practice, teaching, research, administration, scholarly publication, or organizational or social policy work at community, state, or national levels.

(b) General Members

(1) shall be eligible to serve as members of Council but shall not be eligible to hold office as President, President-elect, Secretary, or Treasurer of the corporation.

(2) shall be eligible to serve on any committee except the Executive Committee and to chair any committee except the Executive Committee and the Bylaws Committee.

(3) shall have the power to vote on any and all issues considered by the corporation at its official meetings and by mail or electronic ballot, except those issues that relate directly or indirectly to proposed changes in the membership requirements of the corporation.

(c) General Members shall be subject to membership dues as specified by Council and shall receive a subscription to the *Journal of the American Academy of Child and Adolescent Psychiatry* and other such benefits as Council may authorize.

Section 4. Class 2: Distinguished Fellow Members

- (a) The hallmark of a Distinguished Fellow is excellence; that is, beyond adequacy and at the level of preeminence.
- (b) General Members are eligible for elevation to Distinguished Fellow Membership by nomination of any three Distinguished Fellow Members. Such nominations will be reviewed by the member's regional organization or AACAP Membership Chair and recommended to the Membership Committee. The Chair of the Membership Committee shall review all comments and finalize the list of nominees to be recommended to the Distinguished Fellow members of Council for vote as provided for in Section 2 (c) of this Article III. There shall be an installation ceremony at the time of the Annual Meeting.

(c) Criteria for Election to Distinguished Fellowship

- (1) Shall have been a General Member of the Academy for not less than five years.
- (2) Shall have been certified in child and adolescent psychiatry by the American Board of Psychiatry and Neurology.
- (3) Shall have made an outstanding and sustained contribution in any three of the five areas listed.
 - i. Significant scholarly publications
 - ii. Outstanding teaching
 - iii. Five years or more of significant and continuing contribution to patient care
 - iv. Organization or social policy leadership at community, state or national levels
 - v. Significant contributions to the work of the Academy through its committees, or the Regional Assembly, or a regional organization, over a period of five years, as recognized by Council
- (4) Exceptions to the above criteria may be made at the discretion of Council.

(d) Distinguished Fellow Members

- (1) shall be eligible to hold office in the corporation,
- (2) shall be eligible to serve as chairpersons or members of committee,
- (3) shall have the power to vote on any and all issues considered by the corporation at its official meetings and by mail or electronic ballot, and
- (4) shall be accorded the right to use the letters D.F.A.A.C.A.P. after their names.

- (e) Distinguished Fellow Members shall be subject to membership dues as specified by Council and shall receive a subscription to the *Journal of the American Academy of Child and Adolescent Psychiatry* and other such benefits as Council may authorize.

Section 5. Class 3: Affiliate Members

- (a) Affiliate Membership in the corporation may be extended, upon application, to any physician who is not eligible for General Membership but who is making contributions to the field of child and adolescent psychiatry in one or more of the activities listed in Section 3, (a), (2) of this Article III. The evaluation of such contribution should be made by at least two General or Distinguished Fellow Members of the Academy, or other qualified child and adolescent psychiatrists, who are familiar with the applicant's work.
- (b) Affiliate Members of the corporation shall be eligible to participate in all of the activities of the corporation except that they
- (1) shall not have the power to vote,
 - (2) shall not be eligible to hold office in the corporation, and
 - (3) shall not be eligible to serve as chairperson of the committees of the corporation.
- (c) Upon fulfillment of the stated qualifications required of General Members of the corporation, an Affiliate Member shall be eligible to apply to the Membership Committee for advancement to General Member status.
- (d) Affiliate Members shall be subject to membership dues as specified by Council and shall receive a subscription to the *Journal of the American Academy of Child and Adolescent Psychiatry* and other such benefits as Council may authorize.

Section 6. Class 4: Trainee Members

Subclass 4 (a): Child and Adolescent Psychiatry Trainees (individuals accepted for child and adolescent psychiatry training in an accredited program)

Subclass 4 (b): Psychiatry Trainees (individuals accepted for psychiatry training in an accredited program)

Subclass 4 (c): Medical Students (individuals matriculated at an accredited medical school)

Subclass 4 (d): Pediatric Trainees (individuals accepted for pediatric training in an accredited program)

Subclass 4 (e): Triple Board Trainees (individuals accepted for training in a Triple Board program)

Subclass 4 (f): Post-Pediatric Portal Program (PPPP) Trainees (individual trained in pediatrics and accepted for training in a combined general psychiatry and child and adolescent psychiatry program)

- a) Trainee membership may be extended, upon application, to any physician or medical student who provides evidence of membership in any of the sub-classes; i.e., acceptance to or matriculation in the corresponding accredited training program or accredited medical school.
- b) Trainee Members shall be eligible to participate in all of the activities of the corporation except that they
 - (1) shall not have the power to vote,
 - (2) shall not be eligible to hold office, (except for child and adolescent psychiatry trainee participation in Council as noted in Article VII, Section 1, c), and
 - (3) shall not be eligible to serve as chair of any of the standing committees of the corporation.
- c) Trainee Membership in the corporation shall be terminated upon the trainee's termination of training status that qualified her/him for membership. However, Trainee Members may, with application and appropriate documentation, continue their membership in the corporation under a different trainee membership sub-class.
- d) Trainee Members who reach qualification for General Membership as specified in this Article III, Section 3(a)(1) and (2), shall be advanced to General Membership upon submission of appropriate documentation. Failure

to submit such documentation following eligibility for General Membership shall result in termination of membership in the corporation.

- e) Trainee Members of each subclass shall be subject to membership dues as specified by Council and shall receive a subscription to the *Journal of the American Academy of Child and Adolescent Psychiatry* and other such benefits as Council may authorize.

Section 7. Class 5: International Members

- (a) Physicians who live and are trained outside the United States and Canada and who do not meet the criteria established for General Members may apply for election to International Membership.
- (b) International Membership in the corporation may be extended, upon application, to licensed physicians who can provide verification of the following qualifications:
 - (1) Graduated from an international medical school listed in the World Health Organization Directory.
 - (2) Completed acceptable training in general psychiatry, and acceptable training in child and adolescent psychiatry
 - (3) Possess a valid license in good standing in their country of graduation or locality of practice, as verified by one of the following:
 - i. Certification from the national medical association in the country of practice attesting to the applicant's valid authorization to practice medicine without limitation;
 - ii. Certification from the registry or licensing authority of the country of practice attesting to the applicant's valid license in good standing.
- (c) Membership in a Regional Organization is not required for International Members.
- (d) International Members are subject to Annual International Membership Dues as specified by Council, based on the member's country of residence income classification as defined by the World Bank.
- (e) International members will receive a subscription to the *Journal of the American Academy of Child and Adolescent Psychiatry* and other such benefits as Council may authorize.
- (f) International members of the corporation are eligible to participate in all of the activities of the corporation except that they:
 - (1) Do not have the power to vote

- (2) Are not eligible to hold office in the corporation
- (3) Are not eligible to serve as chair of any committees.

Section 8. Class 6: Distinguished Fellow International Members

- (a) Physicians who live and are trained outside the United States and Canada and who do not meet the criteria for Distinguished Fellowship of AACAP.

International Distinguished Fellow Membership in the corporation may be extended, upon application, to licensed physicians who can provide verification of the following qualifications:

- (1) Applicants meet all the criteria for International Membership, AND
 - (2) Applicants submit the written support of three Distinguished Fellows and/or International Distinguished Fellows of AACAP.
- (b) International Distinguished Fellows shall demonstrate through documentation that their major professional interest and activity is child and adolescent psychiatry. Activities may be in one or more of the following areas: clinical practice, teaching, research, administration, scholarly publication, or organizational or social policy work.
- (c) International Distinguished Fellows must be a member in good standing of the Academy for at least 5 consecutive years and made outstanding and sustained contributions in any 3 of the 5 areas listed:
- (1) Significant scholarly publications
 - (2) Outstanding teaching
 - (3) 3 years or more of significant and continuing contributions to patient care
 - (4) Organizational leadership in the country of your residence
 - (5) Significant contributions to the work of AACAP through its committees
- (d) International Distinguished Fellows are subject to Annual International Membership Dues as specified by Council, based on the member's country of residence income classification as defined by the World Bank.
- (e) International Distinguished Fellows shall receive a subscription to the *Journal of the American Academy of Child and Adolescent Psychiatry* and other such benefits as Council may authorize.
- (f) International Distinguished Fellows of the corporation shall be eligible to participate in all of the activities of the corporation except that they
- (1) Do not have the power to vote
 - (2) Are not eligible to hold office in the corporation

- (3) Are not eligible to serve as chair of any committees.
- (g) Exceptions to the above criteria may be made at the discretion of Council.

Section 9. Class 7: Corresponding Members

- (a) Election to Corresponding Membership may, upon application, be extended to any physician living outside the United States who does not qualify for election to membership in any of the previously described membership classes.
- (b) Corresponding Members of the corporation shall be eligible to participate in all of the activities of the corporation except that they
 - (1) shall not have the power to vote
 - (2) shall not be eligible to hold office in the corporation, and
 - (3) shall not be eligible to serve as chair of the committees of the corporation.
- (c) Corresponding Members shall be subject to membership dues as specified by Council and shall receive the AACAP Journal at no additional cost.

Section 10. Class 8: Honorary Members

- (a) Invitation to Honorary Membership shall be initiated by Council under the following guidelines:
 - (1) Invitation to Honorary Membership may be extended to persons not eligible for General or Distinguished Fellow membership who have made outstanding contributions to the field of child and adolescent psychiatry, child and adolescent development, or child and adolescent mental health.
 - (2) Invitation to Honorary Membership shall be extended to the chief elected officer of child and adolescent psychiatric associations not in the United States. Membership shall coincide with term of international office.
- (b) Honorary Members shall not have the power to vote or to hold office or serve as chair of any committee.
- (c) Honorary Members shall not be subject to membership dues and shall receive the AACAP Journal at no cost.

Section 11. Distinguished Life Membership Status

- (a) Council shall designate and may from time to time modify a formula combining age and years of membership according to which any General Member, Distinguished Fellow Member, Affiliate Member or Corresponding Member in good standing for at least 10 years shall be elevated to Distinguished Life Membership Status.
- (b) Members with Distinguished Life Membership Status shall retain all privileges of their membership class.
- (c) Members with Distinguished Life Membership Status shall be exempt from payment of dues, and a subscription to the AACAP Journal may be made available for a fee.
- (d) General or Affiliate Members who have been accorded Distinguished Life Membership Status will be referred to as “Distinguished Life Member”. Distinguished Fellow Members who have been accorded Distinguished Life Membership Status will be referred to as “Distinguished Life Fellow”.

Section 12. Retired Status

Any General, Distinguished Fellow, Affiliate, or Corresponding Member in good standing for at least ten years who has reached the age of 65 years or any Member who has achieved Distinguished Life Membership Status, is considered exempt from the requirement for medical licensure; provided that surrender of his/her license was voluntary, was unrelated to legal and/or disciplinary proceedings, and was in connection with retirement from the practice of medicine.

Section 13. Inactive Status

- (a) Inactive Status may be granted by Council, upon application and on recommendation of the Membership Committee, to any Member in good standing who is liable for dues and who establishes inability to pay such dues as a consequence of hardship or illness.
- (b) Inactive Status is granted for a designated period of time, not to exceed two years. Extension of that period of time, if appropriate, may be granted upon request.
- (c) Members on Inactive Status shall be entitled to register as members at the annual meetings of the corporation, but shall not be eligible for any other privileges of membership.

- (d) Members on Inactive Status shall be exempt from payment of dues, but receipt of the Journal may be subject to a fee.
- (e) Any Member on Inactive Status may apply to Council for reinstatement to his/her former membership status at any time.

ARTICLE IV

OFFICERS

Section 1.

- (a) The corporation shall have a President, Vice President, Secretary and Treasurer.
- (b) The Office of Vice President shall be filled by the President-elect.

Section 2. Elections and Vacancies

The corporation shall, prior to every second annual meeting, elect by a majority of mail or electronic votes cast by eligible members for a two-year term the President, President-Elect (who shall serve as Vice President until taking office as President), Secretary, and Treasurer. Vacancies occurring in the offices of Secretary or Treasurer shall be filled by Council, the officers so elected to hold office for the remainder of the term of office. In the case of a vacancy in the position of President-elect, including early succession to the Presidency, the Secretary shall assume the duties of President-elect until the regular election or a special election is held, as called by a majority vote of Council. Expiration and commencement of the terms of all elected officers shall take place during the Annual Meeting at the final meeting of Council at the point of New Business.

Section 3. Reelection

Except in the case of the Secretary and the Treasurer, the officers shall not be eligible for reelection following the expiration of their term of duty until a period of two years shall have elapsed.

Section 4. Duties of the President

The President shall preside at all meetings of Council. The President shall have general supervision, direction and active management of the business and affairs of the corporation and shall have the general powers of supervision and

management usually vested in the office of the President of a corporation without profit under the laws of Delaware.

Section 5. Duties of the Vice President (President-elect)

During the absence or disability of the President, the Vice President (President-elect) shall exercise all the functions of the President.

Section 6. Duties of the Secretary

The Secretary shall keep the records of the corporation under the supervision of the President and Council, including the permanent record of all minutes of meetings of Council that minutes shall be signed by him/her as Secretary. The Secretary shall have charge of all such additional books and papers as Council may direct, and shall, in general, perform all such duties as are incidental to the office of Secretary of a corporation without profit under the laws of Delaware.

Section 7. Duties of the Treasurer

- (a) The Treasurer shall be responsible for all the funds, property, and other assets of the Corporation and for an accounting of these and shall, in general, perform all duties that are consistent with the office of Treasurer of a not-for-profit corporation under the laws of Delaware.
- (b) The Treasurer shall arrange for an annual audit of the corporation accounts.

Section 8.

- (a) Except as provided in Section 8 of Article IX, Section 4 of Article X and Section 4 of Article XI, all checks drawn on any bank accounts standing in the name of the corporation shall be signed by the Treasurer or the President or the Executive Director of the corporation within guidelines established by Council.
- (b) The Treasurer, the President, and the Executive Director shall be bonded in the amounts set by Council.

ARTICLE V

MEETINGS

Section 1.

There shall be an annual meeting of the corporation and may be such special meetings as Council may from time to time determine necessary, the time and place of all meetings to be determined by Council, which place may be outside the State of Delaware.

Section 2.

A quorum at any meeting of the corporation shall be those Distinguished Fellow and General Members attending.

Section 3.

Every member shall be entitled to ten days' notice of the time and place of every meeting served personally, or by mailing, telephoning or e-mailing such notices, unless such notice shall be waived in writing.

Section 4.

Every Distinguished Fellow Member and General Member of the corporation shall, at every meeting of members, be entitled to one vote in person or by proxy, as provided herein.

Section 5.

The order of business at the annual meeting shall be as follows:

- (1) Reading minutes of the preceding meeting
- (2) Report of Officers and Council
- (3) Reports of committees
- (4) Old business
- (5) New business

ARTICLE VI

COMMITTEES

Section 1. Formation of Committees

- (a) The Executive Committee shall consist of the President, the President-elect, the Secretary, the Treasurer of the corporation, and the Chair of the Assembly.
- (b) The Nominating Committee shall consist of the Immediate Past President and four General or Distinguished Fellow members of AACAP who are neither officers nor members of Council nor elected to any other AACAP position. The Immediate Past President shall serve as chair of the committee. The other members of the Nominating Committee shall be elected. Each year Council shall propose a slate of four General or Distinguished Fellow members of AACAP, of which two shall be elected by the general membership to serve a term of two years each. Members of the Nominating Committee shall not be eligible for reelection following the expiration of their term of duty until a period of two years shall have elapsed.
- (c) All other committees shall be appointed by the President as necessary for the conduct of the corporation's business, and the President shall appoint a successor for the unexpired term of any Nominating Committee vacancy.

Section 2. Standing Committees

There shall be the following Standing Committees:

- (1) Executive Committee
- (2) Committee on Bylaws
- (3) Financial Planning Committee
- (4) Membership Committee
- (5) Nominating Committee
- (6) Program Committee
- (7) Ethics Committee

Section 3. Executive Committee Functions

The Executive Committee shall serve in an advisory capacity to the President and Council and shall, at the discretion of the President, act for Council when necessary between meetings of Council except, however, that the Executive Committee may not take any action in conflict with any action taken by Council or the membership of the corporation.

Section 4. Nominating Committee Functions

The Nominating Committee shall be responsible for presenting a slate of nominations for the election of officers of the corporation and Council Members-at-Large. The Nominating Committee is encouraged to nominate more than one member for each position to be filled. The slate of the Nominating Committee may be supplemented by the name of any eligible member supported by a petition signed by 5% of the voting membership.

ARTICLE VII

COUNCIL

Section 1. Composition

- (a) The board of directors of the corporation, herein called Council, shall consist of sixteen voting members, being
 - (1) the four officers and the Immediate Past President of the corporation,
 - (2) six members elected by the eligible members of the corporation in accordance with the provisions of Section 3(a) of the Article VII, and
 - (3) five members elected by the Assembly of Regional Organizations of Child and Adolescent Psychiatry in accordance with the provisions of Section 6 of Article VIII. No person shall at any time hold more than one of the sixteen Council membership positions.
- (b) Members of Council shall be either General or Distinguished Fellow Members of the corporation during their term of office.
- (c) Two non-voting resident members in training shall be appointed by each President for a two-year term. They shall be selected from Child and Adolescent Psychiatry Trainees (Subclass 4(a)); Triple Board Trainees (Subclass 4 (e) and Post-Pediatric Portal Program trainees (Subclass 4 (f). Resident member terms are staggered with one being appointed each year.

Section 2. Powers and Function

(a) Direction and Management

The direction and management of the affairs of the corporation and the control and disposition of its property and funds shall be vested in Council under leadership of the President. Council shall have, in addition to the powers and authority expressly conferred upon it by the Certificate of Incorporation and these bylaws, the right, power, and authority to exercise all such powers and do all such acts and things as may be exercised or done by the corporation as a corporation without profit organized under the laws of the State of Delaware, but subject, nevertheless, to the laws of the State of Delaware, to the provisions in the Certificate of Incorporation and the Bylaws of the corporation.

(b) Policies and Procedures

Council shall cause Policies and Procedures to be written and maintained to govern the operations of the corporation.

(c) Executive Director

Council shall appoint an Executive Director to carry out the directives of Council. Council shall determine the duties and responsibilities of Executive Director.

Section 3. Elections

(a) *Council Members-at-large*

Four General or Distinguished Fellow Members shall be nominated by the nominating committee for Council Members-at-Large. Two members shall be elected for a term of three years by a simple majority of votes cast by the eligible members of the corporation voting by mail or electronic ballot. Those elected shall take office at the final meeting of Council at the point of New Business during the annual meeting of the corporation held after their election, shall replace the two Council members previously elected pursuant to this article whose terms of office expire at that time, and shall serve until their successors have been duly elected and installed. The six members of Council elected pursuant to this Section 3(a) shall not be eligible for reelection to Council as a Member-at-Large after the expiration of their term of office until a period of at least three years shall have elapsed.

(b) *Assembly Members of Council*

The Assembly of Regional Organizations of Child and Adolescent Psychiatry shall elect five members to Council in accordance with the provisions of Section 6 of Article VIII.

Section 4. Vacancies

Except as provided in Section 2 of Article IV and Section 6(f) of Article VIII, vacancies in Council, whether caused by death, resignation, or any other reason, may be filled by a majority vote of Council members then in office.

Section 5. Meetings of Council

Council shall hold face to face meetings regularly and periodically throughout the year, but not less than two times yearly. Meetings of Council may be called by the President or by a majority of Council members, with a notice stating the time and place thereof, served personally, or mailed to each member of Council at least 10 days prior to the meeting. The members of Council may hold their meeting within or without the State of Delaware, and may at such meeting transact any and all business pertaining to the corporation. A majority of the members of Council shall be necessary to constitute a quorum for the transaction of business at any meeting. Unless otherwise provided in these Bylaws, any action taken or authorized by the vote of the majority of the members present at any meeting duly called and convened at which a quorum is present shall have the same force and effect as if all the members had been present and had taken or authorized such action.

ARTICLE VIII

ASSEMBLY OF REGIONAL ORGANIZATIONS OF CHILD & ADOLESCENT PSYCHIATRY

Section 1. Organization of Assembly and Its Relationship to Academy

In order to formalize and promote the Academy's relationship with regional organizations of child and adolescent psychiatry and to provide improved channels of communication, coordination and collaboration among various regional organizations of child and adolescent psychiatry, the Academy has assisted in the organization of an Assembly of Regional Organizations of Child and Adolescent Psychiatry. This Assembly shall be an integral part of the Academy and shall be represented on Council of the Academy in the manner and to the extent set forth in these Bylaws, provided, however, that said Assembly is constituted and operated in accordance with the provisions of Sections 2 through 6 of this Article VIII.

Section 2. Purpose of the Assembly

The purpose of the Assembly of Regional Organizations of Child and Adolescent Psychiatry and each of the regional organizations represented in the Assembly shall be consistent with and in furtherance of the objects of the Academy, as set forth in Article II of these Bylaws.

Section 3. Membership and Representation in Assembly

- (a) The Assembly of Regional Organizations of Child and Adolescent Psychiatry shall consist of those regional organizations elected to membership in accordance with procedure set forth in Section 4 of this Article VIII.
- (b) Each regional organization which becomes a member of the Assembly (hereafter referred to as a member regional organization) shall elect Delegate(s) and one Alternate to serve as its representatives in the Assembly in accordance with the provisions of Section 3(c) of this Article VIII. Delegates and Alternates serve in said capacity for a term determined by their regional organization but recommended no less than two years, unless said term is extended in accordance with the provisions of Section 6(e) of this Article VIII. The Delegates and Alternates to the Assembly shall be General or Distinguished Fellow Members of the Academy. Delegates or their Alternates shall be given such powers and duties not inconsistent with the requirements of this Article VII as the Assembly may, through adoption of its own Bylaws or otherwise, provide. Persons elected to serve as Delegates or Alternates may be re-elected to serve additional terms in either position without any limitation on the number of terms (consecutive or otherwise) they may serve in either position.
- (c) Delegates shall be selected by each member regional organization. Each member regional organization shall be entitled to select one or more delegates according to a delegate representation formula adopted by the Assembly and approved by Council. Each delegate shall be entitled to cast one vote with respect to each question requiring a vote of the members of the Assembly.
 - (1) The number of delegates is based on the total number of Academy members (General and Distinguished Fellow) in the regional organization.

- (2) Regional organizations may also include child and adolescent psychiatry trainee members (as defined in Article III, Section 6a) in determining the number of their delegates. Two (2) child and adolescent psychiatry trainee members shall be counted as one (1) member for this purpose.
- (3) Regional organizations desiring to add Delegate(s) to any meeting of the Assembly must submit their membership roster (and count) to be verified by the Academy at least 60 days prior to the Assembly meeting.
- (4) Each regional organization shall also designate one Alternate Delegate. If the Delegate(s) of a member regional organization should be unavailable to vote, the Alternate may vote in place of the Delegate, and if neither the Delegate nor the alternate is available to vote, the President of the regional organization may appoint some other member of the regional organization who is an Academy member to vote on behalf of the regional organization. The President of the regional organization must have previously notified the Chair of the Assembly or the Executive Director of the Academy of this appointment in order for it to be effective.

Section 4. Election of Regional Organizations to Membership in Assembly

- (a) Any regional organization of child and adolescent psychiatrists may apply for membership in the Assembly of Regional Organizations of Child and Adolescent Psychiatry in accordance with such application procedures and subject to such requirements, not inconsistent with the requirements of this Article VIII, as the Assembly may establish.
- (b) In order to be eligible for membership in the Assembly, a regional organization of child and adolescent psychiatrists must have adopted and submitted to the Assembly for its consideration Bylaws, which
 - (1) make it clear that the goals of the regional organization are consistent with the goals of the Academy, as set forth in Article II of these Bylaws, and
 - (2) incorporate rules for membership in the regional organization under which any General Member or Distinguished Fellow Member of the Academy would qualify for membership in the regional organization. In addition, the Assembly shall encourage each of its member regional organizations to adopt categories of membership that correspond to the various classes of membership in the Academy, and

- (3) require all members of regional organizations to be bona fide members of the American Academy of Child and Adolescent Psychiatry.
- (c) After determining that the application and Bylaws of any regional organization that has applied for membership in the Assembly meet the requirements of paragraph (b) of this Section and such other requirements as the Assembly may have established, the members of the Assembly shall vote as to whether to admit the applicant regional organization as a member of the Assembly. In deciding whether to vote for admittance of the applicant organization to the Assembly, the Assembly members may take into account whether the region of the country that the applicant organization represents is already adequately represented in the Assembly by another regional organization from essentially the same region. If two-thirds of the then existing member regional organizations vote in favor of admitting the applicant organization, said organization shall thereupon become a member of the Assembly. If less than two-thirds of the then-existing member regional organizations vote in favor of admitting the applicant organization, said organization shall not become a member of the Assembly, provided, however, that said regional organization may, at any time more than one year after the Assembly last voted against its admittance, submit another application for membership in the Assembly, which application shall be given due consideration by the Assembly.

Section 5. Officers of Assembly

The Assembly shall elect as its officers a Chair, a Vice Chair, and a Secretary-Treasurer. Each such officer must be a Delegate to the Assembly and a Distinguished Fellow or General Member of the Academy. The officers shall be given such powers and duties not inconsistent with the requirements of this Article VIII. Each of the officers of the Assembly shall be elected for a two-year term. The Assembly Chair is also a member of the Executive Committee of the corporation as defined in Article VI Section 3. The Chair shall not be eligible for re-election as Chair of the Assembly following expiration of office until a period of two years shall have elapsed, except as provided in Section 6(f) of this Article VIII.

Section 6. Election of Assembly Members as Representatives to Council of the Academy

- (a) The Assembly shall elect five of its Delegates to become members of Council of the Academy. The Academy shall encourage the Assembly to elect members to Council who, taken as a group, are representative of the entire Assembly in terms of the geographic area and membership size of the regional organizations which they represent. The Academy shall also encourage the Assembly to provide the opportunity for serving as at-large

Assembly Representatives to Council to as many different Assembly Delegates as possible.

- (b) The Delegates elected Chair, Vice-Chair, and Secretary-Treasurer of the Assembly shall automatically be deemed three of the five members elected to Council of the Academy, and their terms of office and membership on Council shall run concurrently.
- (c) On alternate years from the officer elections, two at-large Assembly representatives to Council shall be elected to serve a two-year term. The two at-large Assembly representatives to Council elected pursuant to this Section 6(c) shall not be eligible for reelection as at-large Assembly representatives to Council following expiration of office until a period of at least two years has elapsed.
- (d) Each year, the Assembly shall have a Nominating Committee consisting of the Chair of the Assembly who will serve as Nominating Committee Chair and two Delegates of the Assembly elected by the Assembly. The Nominating Committee is charged with the responsibility of providing nominees for the positions of officers or at-large Assembly representatives to Council.
- (e) Delegates elected as at-large Assembly representatives to Council shall retain their positions as Delegates to the Assembly, and any Delegate elected at-large Assembly Representative to Council whose term of office as Delegate would otherwise expire before the end of his/her term as Council Member, shall automatically have her/his term of office as Assembly Delegate extended by his/her regional organization to such time as his/her term as at-large Assembly Representative to Council expires. If an Assembly Delegate serving as at-large representative to Council moves to a new geographical area or for some other reason is no longer able to represent his/her regional organization, her/his term as at-large Assembly Representative to Council shall terminate, and the vacancy shall be filled as provided in Section 9 below.

Section 7. Selection of Assembly Early Career Psychiatry Representative to the Assembly

Every two years the Assembly officers select an early career psychiatrist who is a member of the Academy to represent early career psychiatrists on the local level and in the Assembly.

Section 8. Selection of Assembly Resident Representative to the Assembly

Every two years the Assembly officers select a child and adolescent psychiatry resident who is a member of the Academy to represent residents on the local level and in the Assembly.

Section 9. Vacancies

In the event of a vacancy in the position of the Chair of the Assembly, the Vice-Chair of the Assembly shall automatically become the Chair for the balance of the term of office, and the Assembly shall promptly elect a new Vice-Chair of the Assembly. Any vacancy in the positions of Vice Chair, Secretary-Treasurer, or at-large representative to Council shall be promptly filled by an election held by the Assembly. Any person who fills a vacancy in accordance with the provisions of this Section shall be eligible for election as an officer of the Assembly or as at-large Assembly representative to Council at the expiration of the terms of the office which this person has filled. Any vacancy in the ECP and Assembly Resident Representative positions will be filled by a majority vote of the Assembly Executive Committee for the balance of that term.

ARTICLE IX

JOURNAL

Section 1.

The Academy shall publish an official *Journal* known as the *Journal of the American Academy of Child and Adolescent Psychiatry*. In addition, it may publish such other material as would require special publication procedures.

Section 2.

- (a) There shall be a Journal Editor elected by Council.
- (b) The term of office of the Journal Editor shall be five years with re-election to a single additional five-year term possible.

Section 3. Ad Hoc Committee on Editorship and Publications

- (a) An Ad Hoc Committee on the Editorship and Publications of the Academy of at least five Distinguished Fellow Members of the Academy shall be appointed by the President with the advice and consent of Council between the third and fifth year of the Editor's term of office.

- (b) The Ad Hoc Committee shall review the stewardship of the Editor in relation to the Editorial functions and publications. It shall discuss with the Editor any questions that have arisen during the current term of the Editor's office. The Committee shall report in writing to Council.
- (c) The Ad Hoc Committee shall provide a slate of nominees for the office of the Editor to Council.
- (d) In case of the disability or death of the Editor during his/her term of office, the Ad Hoc Committee on the Editorship and Publications of the Academy shall be immediately appointed and/or directed by the President to review the stewardship and prepare the slate of nominees as quickly as feasible.

Section 4. Duties of the Journal Editor

- (a) The Journal Editor shall
 - (1) have responsibility for the scientific content of the *Journal*.
 - (2) have responsibility for the selection of advertising in the *Journal*, subject to approval of Council.
 - (3) report to Council at least annually on the status of the *Journal*.

Section 5. Editorial Board

- (a) There shall be an Editorial Board of the *Journal* consisting of no less than ten and no more than twenty-five members not including the Editor and the Associate Editor.
- (b) Individual Academy Members shall be appointed by the Editor to serve on the Editorial Board with approval by Council
- (d) An Academy Member is appointed for a three-year term and is eligible for reappointment for one additional term. Thereafter reappointment is prohibited for a minimum of five years.

Section 6. Associate Editor

- (a) There shall be an Associate Editor, nominated by the Journal Editor and approved by Council.
- (c) The Associate Editor shall assist the Editor in his/her duties.

- (d) In the event of the Editor's disability or death, the Associate Editor shall take over the duties of the Editor until a new Editor is appointed by the process described in article IX, Section 3(d).

Section 7.

The Editor, with the approval of Council, may appoint assistant Editors as it becomes necessary.

Section 8.

Council shall develop and maintain policies and procedures concerning the finances of the *Journal*.

ARTICLE X

NEWSLETTER

Section 1.

The Academy shall publish a Newsletter several times annually. The purpose shall be to disseminate pertinent news to the membership (and other professionals) of the Academy's affairs and issues and other current items of interest in child and adolescent psychiatry.

Section 2. Newsletter Editor

- (a) There shall be a Newsletter Editor appointed by the President with the approval of Council.
- (b) The term of office of the Newsletter Editor shall be five years with re-appointment to a single additional five-year term permissible.

Section 3. Duties of the Newsletter Editor

The Newsletter Editor shall

- (a) have responsibility for selecting material, editing, and printing the Newsletter.
- (b) appoint as many assistant editors as necessary to carry out his/her duties

- (c) have responsibility for the selection of advertising in the Newsletter, subject to the approval by Council.
- (d) report to Council at least annually on the status of the Newsletter.

Section 4.

Council shall develop and maintain policies and procedures concerning the finances of the Newsletter.

ARTICLE XI

WEBSITE

Section 1.

The Academy shall operate a website (www.aacap.org). The purpose of the AACAP Website (hereafter referred to as website) shall be to disseminate pertinent information to the membership, other child and adolescent psychiatrists, allied professionals, patients and their families, and the general public.

Section 2. Website Editorial Board (WEB)

- (a) The AACAP Website Editorial Board (WEB) is charged with ensuring that all website information and content is relevant, current, organized and accessible.
- (b) The Website Editorial Board shall consist of an Editor, and at a minimum, two Associate Editors and a resident member appointed by the President with the approval of Council.
- (c) The term of office of the WEB Editor shall be five (5) years with reappointment to a single additional term permissible.
- (d) The term of office of the WEB Associate Editors shall be three (3) years.

Section 3. Duties of the Website Editorial Board (WEB)

The Website Editorial Board shall:

- (a) have responsibility for oversight of the website's content, appearance and organization.

- (b) develop policies and procedures relating to the use of the website, subject to the approval by Council and the Executive Committee.
- (c) report to Council and the Executive Committee at least annually on the status of the website.

Section 4.

Council shall develop and maintain policies and procedures concerning the finances of the website.

ARTICLE XII

ACADEMY DUES AND ASSESSMENTS

Section 1.

Each class or sub-class of membership may be subject to dues or assessments as set from time to time by Council.

Section 2.

Any class of membership subject to membership dues who shall fail one year to pay dues and assessments after special notice by the Treasurer shall be regarded as having forfeited membership unless such payment is waived by Council for good and sufficient reason.

Section 3.

Any member who is liable for dues and is in arrears may be subject to revocation of any or all privileges of his/her class of membership.

ARTICLE XIII

DISCIPLINARY PROCEDURE

Section 1.

Council is empowered to determine suitability for membership. Dismissal from membership shall occur concurrent with the revocation or loss of any state license to practice medicine, when such a revocation or loss is based on improper medical practice. The member shall be notified in writing.

Section 2.

Any person who has had membership removed and whose license has been fully restored may request reinstatement by application.

ARTICLE XIV

FISCAL YEAR

The fiscal and business year of the corporation shall commence on the first day of January in each year and terminate on the 31st day of December.

ARTICLE XV

SEAL

The corporate seal of the corporation shall consist of two concentric circles, between which shall be the name of the corporation, American Academy of Child and Adolescent Psychiatry, Inc., and the words "Corporate Seal, Delaware."

ARTICLE XVI

AMENDMENTS

Section 1.

Amendments to these Bylaws may be proposed to or by Council. After a majority of Council members vote in favor of submitting a proposed amendment to the entire eligible membership, a two-thirds vote of eligible members who respond to a mail or electronic ballot shall be required for passage.

Section 2.

Amendments to these Bylaws may also be proposed at an annual meeting of the corporation through submission of a written petition that contains the names and signatures of at least 5% of the entire eligible membership. Amendments proposed in this manner shall then be submitted to the entire eligible membership by mail or electronic ballot. A two-thirds vote of eligible members who respond to a mail or electronic ballot shall be required for passage.