

**COUNCIL OF PEDIATRIC SUBSPECIALTIES
BYLAWS**

ARTICLE I

Purposes

The Council of Pediatric Subspecialties integrates approaches to pediatric subspecialty education, research and patient care to provide a forum for considering issues raised by its members or by other organizations; to serve as a voice representing the pediatric subspecialties; and to address issues and opportunities of importance to pediatric subspecialty medicine.

ARTICLE II

Membership

Two representatives from those subspecialties for which the American Board of Pediatrics offers a certificate of special qualifications (CSQ) will constitute the membership of the Council. In addition to these pediatric subspecialties, the Council may have representatives from other pediatric organizations and/or subspecialties. The subspecialties constituting the membership of the Council are listed in Article IV.

ARTICLE III

Meetings

There shall be at least one yearly meeting of the Council at such time, place and method as determined by the Executive Committee.

ARTICLE IV

Officers and Council

The Officers of the Council shall include a Chair, Vice Chair, Immediate Past Chair and four additional At-Large members who will form the Executive Committee. The term of the Executive Committee will be 2 years. The Executive Committee will establish a sequence of rotations after the first two years in order to establish a consistent presence and facilitate organization memory. No Executive Committee Member may serve consecutive terms in the same office. A period of at least one year must separate terms in the same office.

The Executive Committee members shall be appointed from among the Council as outlined in the Operating Policies and Procedures. The Vice-Chair shall succeed to the Chair. If for any reason the Chair is unable to serve a full term, the Vice-Chair shall assume the role of Chair for the remainder of the term to which the Vice-Chair was elected. A new Vice-Chair may be appointed from among the Council.

The Executive Committee shall serve as the governing body of the Council and in concert with the Council will propose and approve policies and procedures.

The term of office for each representative shall be three years, renewable by the subspecialty as outlined in the Operating Policies and Procedures.

The Council will be comprised of the following subspecialties and closely related specialties with two representatives from each field. These members have voting privileges:

- 1- Academic General Pediatrics
- 2- Adolescent Medicine
- 3- Allergy and Immunology
- 4- Cardiology
- 5- Child Abuse
- 6- Child Psychiatry
- 7- Critical Care Medicine
- 8- Dermatology
- 9- Developmental and Behavioral Pediatrics
- 10- Emergency Medicine
- 11- Endocrinology
- 12- Gastroenterology
- 13- Genetics
- 14- Hematology-Oncology
- 15- Infectious Diseases
- 16- Neonatal-Perinatal Medicine
- 17- Nephrology
- 18- Neurology
- 19- Pulmonary Medicine
- 20- Rheumatology

There are non-voting Ex-Officio members including:

- 1- Association of Medical School Pediatric Department Chairs, Inc (AMSPDC) (up to 2 members)
- 2- Association of Pediatric Program Directors (APPD) (up to 2 members)
- 3- American Academy of Pediatrics (AAP) (1 member)
- 4- American Academy of Pediatrics Section on Medical Students, Residents and Fellowship Trainees (SOMSRFT) (1 member)
- 5- American Board of Pediatrics (ABP) (1 member)
- 6- American Pediatric Society (APS) (1 member)
- 7- Society for Pediatric Research (SPR) (1 member)
- 8- Federation of Pediatric Organizations (FOPO) Executive Director (1 member)

Other subspecialties, and non-voting Ex-Officio members, may be added to the Council if approved by a majority of the total number of voting members on the Council.

ARTICLE V

Duties of Officers

The Chair shall prepare the agenda for and preside at the meetings of the Council and the Executive Committee. In addition, the Chair shall be responsible for dealing with concerns of and opportunities for the Council as they may arise throughout the year. The Chair shall be assisted by the other Executive Committee Members and may seek aid, as needed, from other members and non-members, including persons specifically requested to provide liaison between the Council and other organizations.

The Vice Chair shall serve in the place of the Chair when necessary and shall otherwise function as a member of the Executive Committee of the Council. The Immediate Past Chair shall serve as a member of the Executive Committee of the Council.

The Executive Committee shall meet as often as necessary throughout the year and shall represent the Council. The Chair shall call meetings of the Council.

ARTICLE VI

Committees and Sections

The Chair, with the advice of the Council, may appoint standing and ad hoc committees and task forces to deal with specific items of business or concern to the Council. The Operating Policies and Procedures shall establish the purpose and mission, number of members and length of terms for each position for all committees and task forces.

The Council may establish sections to advance the purposes of the Council and interests of its community. The Operating Policies and Procedures shall detail the purpose of each section and the reporting relationships within the Council.

ARTICLE VII

Quorum and Voting

With respect to any meeting of the Council pursuant to Article III, there must be at least fifty-two percent (52%) of the Council present and entitled to vote to constitute a quorum. If a vote is taken on any matter at a Council meeting, except as otherwise provided in Article X.1D, the matter shall be acted upon affirmatively on a favorable vote of a plurality of the Council present and voting. Voting by the Council may also be by phone, mail or electronic means, in which case at least fifty-two percent (52%) of the Council members must vote and a plurality of the votes cast shall rule. There will be 1 vote per representative or their designee, up to 2 votes for each discipline represented on the Council. Policy matters will require a supermajority at the level of 75% of votes cast.

Official policy statements by the Council will require a supermajority vote.

ARTICLE VIII

Annual Dues

The annual dues, if any, shall be established by the Council.

ARTICLE IX

Fiscal Year

The Council shall set the fiscal year.

ARTICLE X

Amendment to the By-laws

An amendment to these By-laws may be made in accordance with either of the following procedures:

1. At a Council Meeting

- A. The proposed amendment must be supported by at least a 75% vote of the Council.
- B. The proposed amendment must be circulated in writing, to all of the members of the Council, at least 30 days prior to the meeting at which it is to be voted.
- C. The proposed amendment will be adopted upon an affirmative vote of 75% of those attending and voting at the meeting, provided a quorum (as defined in Article VII) is present.

2. By mail or electronic ballot

- A. Amendments to the bylaws may be proposed by mail ballot or electronic voting at the discretion of the Council.
- B. Amendments shall be circulated and at least 30 days shall be provided for voting.
- C. The proposed amendment will be adopted upon an affirmative vote of 75% of the Council.

ARTICLE XI

Operating Policies and Procedures

The Council shall determine the Operating Policies and Procedures.

INDEMNIFICATION

The Council shall indemnify any officer, board member, committee member, member, employee, agent or any other person acting on its behalf pursuant to fulfilling responsibilities on behalf of the Council who is made a party to any legal proceeding or is threatened with any legal action relating to activities on behalf of the Council to the maximum extent permitted by law provided such person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Council, with respect to any action or proceeding, and had no reasonable cause to believe the conduct was unlawful.

DISSOLUTION

In the event of dissolution of the Council of Pediatric Subspecialties, the Council shall, after paying and making provisions for the payment of all liabilities, distribute all the assets of the corporation over to an organization involved in pediatric subspecialty medicine and which has been recognized as a 501(c)(3) organization by the Internal Revenue Service.