

**COUNCIL OF PEDIATRIC SUBSPECIALTIES
BYLAWS**

ARTICLE I

Purposes

The Council of Pediatric Subspecialties (CoPS) serves as a voice and communication network for pediatric specialties and subspecialties and, by representing its members, addresses areas of common importance related to subspecialty education, patient care and research.

ARTICLE II

Membership

Membership will be made up of organizations involved in the practice, training, education and/or research of pediatric specialty and subspecialty medicine. The CoPS Membership may also be referred to as Council. Members must pay dues annually and are recognized in the following categories:

1. Allied Pediatric Organizations

The following organizations are eligible to be Allied Pediatric Organization members to CoPS:

- a. Academic Pediatric Association (APA)
- b. American Academy of Pediatrics (AAP)
- c. American Board of Pediatrics (ABP)
- d. American Pediatric Society (APS)
- e. Association of Medical School Pediatric Department Chairs (AMSPDC)
- f. Association of Pediatric Program Directors (APPD)
- g. Federation of Pediatric Organizations (FOPO)
- h. Society for Pediatric Research (SPR)

Other organizations may become an Allied Pediatric Organization member by 2/3 vote of the Executive Committee. The dues categories for Allied Pediatric Organizations shall be set annually by the Executive Committee. Each Allied Pediatric Organization may have no more than two representatives and no more than one vote per Allied Pediatric Organization. No more than one person who represents an Allied Pediatric Organization may be a member of the Executive Committee.

2. Specialty/Subspecialty Representation

Specialty/subspecialty organizations and sections are eligible for membership. Each specialty/subspecialty dues paying member organization will designate which subspecialty they represent. Each specialty/subspecialty may have multiple representatives. Dues are per representative. Each representative has one vote; however, no subspecialty may have more than 2 votes. No subspecialty/subspecialty may have more than one representative on the Executive Committee.

The specialty/subspecialty organizations constituting the initial membership of the Specialty/Subspecialty Representation 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. Special meetings of the Council may be called by the Chair or at least 33% of the membership. Written notice of Council meetings shall be provided to each member, by US mail, overnight delivery service, or electronic mail. No action may be taken on any matter at a Council meeting that is not included in the advance notice of such meeting.

ARTICLE IV

Executive Committee and Specialty Representation

The Executive Committee shall be comprised of the four Officers and two At-Large members. The Officers of CoPS shall be a Chair, Vice Chair, Immediate Past Chair, and Secretary-Treasurer. The term of the Officers shall be two years in each position with the exception of the Secretary-Treasurer who shall serve three years. The term of the Executive Committee At-Large members will be 3 years. No Executive Committee Member may serve consecutive terms in the same position. A period of at least one year must separate terms in the same position.

The Executive Committee members shall be appointed from among the Council as outlined in the Operating Policies and Procedures. The outgoing Chair shall become the Immediate Past Chair. 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 CoPS.

The following specialties are eligible to be represented in the initial Specialty/Subspecialty Representation Member Category:

- 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

The American Academy of Pediatrics Section on Medical Students, Residents and Fellowship Trainees (SOMSRFT) is eligible to be a member of CoPS under the Specialty/Subspecialty Representation Category.

Other specialties/subspecialties may be added to CoPS by a majority vote of the Council. A listing of all the specialty/subspecialty representatives shall be kept in the policies and procedures.

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. The Immediate Past Chair shall serve as a member of the Executive Committee of the Council.

The Secretary-Treasurer will annually present a proposed budget to the Executive Committee for the following fiscal year. He or she will monitor income and expenditures throughout each fiscal year, and reconcile year-end financial reports with the approved budget. He or she will review minutes for accuracy of all meetings for which the Secretary-Treasurer is present. The Secretary-Treasurer may delegate responsibilities as deemed appropriate.

The Executive Committee shall meet as often as necessary throughout the year to review, prioritize and vet issues; establish goals and implement the initiatives outlined in the strategic plan; and develop and approve the annual budget. The Chair shall call meetings of the Council.

ARTICLE VI

Committees, Action Teams and Working Groups

The Chair, in consultation with the Executive Committee and CoPS members, may appoint standing and ad hoc committees, action teams and working groups 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, action teams and working groups.

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, 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

voting 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 specialty/subspecialty and 1 vote per Allied Pediatric Organization. Members may also vote by proxy, under such rules as may be established by the Executive Committee. Only dues paying members in good standing may vote.

Official policy statements by CoPS will require majority vote of the Executive Committee.

ARTICLE VIII

Annual Dues

The annual dues, if any, shall be established by the Executive Committee after input from the Council.

ARTICLE IX

Fiscal Year

The Executive Committee 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 entire 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.
2. By mail or electronic ballot
 - A. Amendments to the bylaws may be proposed by the Council by mail ballot or electronic voting at the discretion of the Executive Committee.
 - 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 Executive Committee shall determine the Operating Policies and Procedures.

INDEMNIFICATION

CoPS shall indemnify any officer, executive committee member, committee member, action team member, working group member, member, employee, agent or any other person acting on its behalf pursuant to fulfilling responsibilities on behalf of CoPS who is made a party to any legal proceeding or is threatened with any legal action relating to activities on behalf of CoPS 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 CoPS, 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 Executive Committee 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.