

# American Academy of Pediatrics

DEDICATED TO THE HEALTH OF ALL CHILDREN™



## California Chapter 3

Amended and Restated By-Laws  
Of  
American Academy of Pediatrics, California Chapter 3

(A California Non-Profit Public Benefit Corporation  
Incorporated Under the Name AAP3)

### **ARTICLE 1: NAME AND OFFICE**

#### Section 1: Name

The name of this organization shall be: AMERICAN ACADEMY OF PEDIATRICS, CALIFORNIA CHAPTER 3 (the “Chapter” or “Corporation”). The Chapter is incorporated under the laws of the State of California under the name “AAP3” (Corporation No. 1899921, incorporated January 9, 1996). This corporation shall have the structure, powers, and functions of a non-profit Public Benefit Corporation as delineated under Sections 5110-6910 of the California Corporations Code, as the same may be amended from time to time. Membership shall be composed primarily, but not exclusively, of pediatricians residing or practicing in San Diego County or Imperial County, California.

#### Section 2: Principal Office

The principal office of the corporation for the transaction of its business is located in San Diego County, California. The county of the corporation's principal office can be changed only by amendment of these By-laws and not otherwise. The Board of Directors (the “Board” or the “Executive Board”) may, however, change the principal office from one location to another within the named county.

### **ARTICLE 2: OBJECTIVE AND PURPOSE**

#### Section 1: Objectives and Purposes

The objective and purpose of the American Academy of Pediatrics, California Chapter 3, (“AAP- CA3”, the “Chapter” or the “corporation”) is to provide leadership, strategic direction, and support for the membership in order to enhance the quality of the practice of pediatrics, to advocate for the health and well-being of children and their families, and to maintain the highest possible standards of care for children. The specific objectives of this organization shall be:

- a. To safeguard and improve the health and welfare of all infants, children, and adolescents in San Diego and Imperial Counties
- b. To further the policies and objectives of the national American Academy of Pediatrics, at the state and local level.
- c. To assist pediatricians in all aspects of their delivery of health care and to maintain the important role of pediatric practice in improving public welfare.
- d. To unite qualified pediatricians and other interested physicians and clinicians of San Diego and Imperial Counties in a representative organization to further and enhance the practice of pediatrics for the health and welfare of infants, children and adolescents.

## ARTICLE 3: MEMBERS

### Section 1: Membership Categories

Any existing member of the national American Academy of Pediatrics (the “AAP” or “Academy”) who resides or works in San Diego or Imperial County, as well as other clinicians who provide medical care and services to children, may become a member of the Chapter upon submission of an application, in the proper format, to the Chapter. This application must contain the information required by the Chapter and payment of the requisite chapter initiation fees and/or dues. Upon admission to membership in this Chapter, existing members of the Academy who have the right to vote on national Academy matters shall also have the right to vote on Chapter matters. The categories of membership shall, insofar as is practical, conform to those of the National AAP as follows:

1. Fellows
2. Specialty Fellows
3. Resident Fellows
4. Post-Residency Training Fellows
5. Candidate Fellows
6. Honorary Fellows
7. Emeritus Fellows
8. Chapter Affiliates
9. Chapter Associates

### Section 2: Rights and Duties of Membership

- a. Fellows and Specialty Fellows of the AAP may become voting members of AAP-CA3 upon payment of Chapter dues.
- b. Resident Fellows and Post Residency Fellows shall include any PL-1, PL-2, PL-3, PL-4, Chief Resident or Post Residency Fellow enrolled in an approved Pediatric training program. They shall pay reduced annual dues during these years of training, but shall not be entitled to vote in Chapter elections.
- c. Candidate Fellows shall have the same privileges and pay the same dues as Fellows.
- d. Honorary Fellows, as defined by the Chapter, shall pay no dues and are not eligible to vote in Chapter elections.
- e. Emeritus Fellows are Fellows or Chapter Affiliates in good standing who have retired from active practice, or have attained the age of 65, or because of ill health, may, on request, by vote of the Board be transferred to Emeritus status. They shall retain the right to vote and pay reduced dues.
- f. Chapter Affiliates are physicians or dentists in addition to pediatricians who are not Fellows of the AAP (such as Child Psychiatrists, Pediatric Dentists, and Public Health Physicians, etc.) but who are licensed to practice medicine or dentistry and who have had the training and experience to qualify as having a basic interest in pediatrics. Chapter Affiliates shall pay full dues but shall not be entitled to vote in Chapter elections or hold office.
- g. Chapter Associates are non-physician, licensed professionals (such as Child Psychologists, Physician Assistants, Nurse Practitioners, Pediatric Nurses and Licensed Clinical Social Workers) who are not AAP Fellows, who have training, experience and a basic interest in children. Chapter Associates seeking membership shall be nominated by a Chapter member, and their membership

application shall be approved by the Board. Chapter Associates shall pay a discounted fee for dues, but shall not be entitled to vote or hold office.

### Section 3: Membership List

The Chapter shall keep a membership list containing the name and address of each member. Termination of the membership of any member shall be recorded in the list, together with the date of termination of membership. The membership list shall be kept at the Chapter's principal office and shall be available for inspection by any Director or member of the Chapter during regular business hours.

### Section 4: Non-liability of membership

No member or officer of this Chapter shall be personally liable for the debts, liabilities or obligations of the Chapter in any way whatsoever.

### Section 5: Non-transferability of members

No member may transfer for value a membership or any associated right. All rights of membership cease upon the member's death, resignation or removal.

### Section 6: Termination of Membership

- a. Any member may resign by filing a written resignation with the Secretary of the Chapter. A member shall be deemed to have resigned upon nonpayment of dues, if such nonpayment shall continue for thirty (30) days after written notice is provided to such member in the manner provided in paragraph (c)(1) of this Section. The provisions of Article 4, Section 3 also shall apply to nonpayment of dues.
- b. Termination after Notice and Hearing: The Board of Directors may terminate a member for good cause shown after providing the member with notice of the proposed action and an opportunity to appear in person and be heard by the Board of Directors, with representation by legal counsel if the member so desires. The notice shall delineate the cause for the termination. Good cause for termination of membership in the Chapter shall consist of any conduct by the member that is seriously prejudicial to the interests of the Academy or of the Chapter, or the loss of one or more qualifications for membership in the Chapter.
- c. Procedure for Expulsion. Following the determination that a member should be expelled under this section, the following procedure shall be implemented:
  1. A notice shall be sent by first-class mail, certified mail or registered mail, postage prepaid, to the last known address of the member as shown on the Chapter records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
  2. The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these By-Laws applicable to the meetings of the Board. The notice to the member of the proposed expulsion shall state the date, time, and place of the hearing on the proposed expulsion.
  3. Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of

the Board shall be final.

4. Any person expelled from the Chapter shall receive a prorated refund of dues already paid. The refund shall be prorated to return only the un-accrued balance remaining for the period of the dues payment.

#### Section 7: Rights on Termination of Membership

All rights of a member in the Chapter shall cease on termination of membership as herein provided.

### **ARTICLE 4: DUES AND FINANCES**

#### Section 1: Dues

Annual dues shall be set yearly by the Board. Special Assessments may be made by the Board based upon financial needs of the Chapter. Dues may include an assessment for the support of activities of AAP District IX, California (also referred to as the “District”) as recommended by the District Board of Directors and subject to the approval of the Chapter Board of Directors.

#### Section 2: Expenses

The Board is empowered to reimburse or advance, if appropriate, all or part of the expenses of the officers and committee members incurred in their performance of Chapter business.

#### Section 3: Delinquency:

A member shall become delinquent after failure to pay dues or fees within 6 months of receiving a billing statement for dues, in accordance with the billing cycle established by the National AAP. If the member continues to be delinquent for 30 days after written notification by the Treasurer, the member’s name shall be dropped from the Chapter roll and all his/her rights and privileges as a member shall thereafter terminate. A notice shall be sent by first-class mail, certified mail or registered mail, postage prepaid, to the last known address of the member as shown on the Chapter records. Members so dropped may be reinstated if approved by the Board of Directors upon payment of dues and Chapter assessments.

### **ARTICLE 5: MEETINGS OF THE MEMBERSHIP**

#### Section 1: Place and Time of Meetings

Meetings of the members shall be held at locations designated by of the Board of Directors. General meetings of the membership may be held at the call of the Chapter President or a majority of the Board of Directors. A general membership meeting shall be held at least every 2 years, or in cycle with the terms of the Board officers, if such terms exceed 2 years. This meeting of members shall be deemed a regular meeting and any reference in the by-laws to regular meetings of members refers to this meeting.

#### Section 2: Special Meetings

Special meetings of the general membership may be held at the call of the Chapter President, a majority of the Board of Directors, or by the written request of twenty (20) voting members of the general membership.

### Section 3: Notice of Meetings

- a. **Time of Notice.** Whenever Members are required or permitted to take action at a meeting, a written or electronic notice of the meeting shall be given by the Secretary of the Chapter not less than twenty (20), nor more than ninety (90), days before the date of the meeting to each of the entire membership of record. For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board of Directors may, in advance, fix a record date not more than 60 days prior to (i) the date of the meeting or (ii) the date that any written ballot is mailed or delivered.
- b. **Manner of Giving Notice.** Notice of a membership meeting or any report shall be given either personally or by mail or other means of written or electronic communication, addressed to the member at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or other means of written or standard electronic communication.
- c. **Contents of Notice.** Notice of a membership meeting shall state the place, date, and time of the meeting and (as long as the quorum requirement for Membership meetings is less than 1/3 of the Voting Membership) the general nature of the business to be transacted and no other business may be transacted unless more than 1/3 of the Voting Membership is actually present either in person or by proxy. In the case of a special meeting, the notice of that meeting shall state the place, date, and time of the special meeting and shall state those matters which the Board of Directors (at the time notice is given) intends to present for action by the Members, and no other business may be transacted. Subject to the above and any other provision to the contrary contained in these By-Laws, any proper matter may be presented at regular meetings for action.
- d. **Notice of Meetings Called by Voting Fellows.** If a special meeting is called by Voting members as authorized by these By-Laws, the request for the meeting shall be submitted in writing specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by certified or registered mail or electronically to the President, Vice-President or Secretary of the Chapter. The officer receiving the request shall promptly cause notice to be given to the membership that a meeting shall be fixed by the Board and shall not be less than thirty-five (35) or more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.
- e. **Waiver of Notice of Meetings.** The transactions of any meeting of the membership, however called and noticed, and wherever held, shall be as valid as those taken at a meeting duly held after regular call and notice, if a quorum of Voting Members is present, and if either before or after the meeting, each of the persons entitled to vote, not present in person, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the Chapter records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of the membership, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal.
- f. **Special Notice Rules for Approving Certain Proposals.** If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless approved by the affirmative vote of 2/3 of those voting members present at a duly called and held meeting at which

a quorum is present and unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

1. An election to voluntarily dissolve the corporation.
2. Sale or disposition of all or substantially all of the assets of the corporation.

#### Section 4: Quorum for Membership Meetings:

- a. A quorum for general membership meetings shall consist of a minimum of ten percent (10%) of the Voting Members of the Chapter.
- b. The Voting Members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Voting Members from the meeting, provided that any action taken after the loss of a quorum must be approved by at least a majority of the Voting Members required to constitute a quorum.
- c. When a meeting is adjourned for lack of a sufficient number of Voting Members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be enacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. Notice of the adjourned meeting shall be required, however, if the adjournment is for more than forty-five (45) days from the date of the original meeting.
- d. In the absence of a quorum, any meeting of the Chapter may be adjourned from time to time by the vote of a majority of the votes represented in person, but no other business shall be transacted at such meeting.
- e. Notwithstanding any other provision of this Article, if this Chapter authorizes members to conduct a meeting with a quorum of less than one-third (1/3) of the voting power, then, if less than one-third (1/3) of the voting power actually attends a regular meeting, in person or by proxy, then no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

#### Section 5: General Membership

Every act or decision done or made by a majority of Voting Members present in person at a duly held meeting at which a quorum is present is the act or decision of the membership, unless the law, the Articles of Incorporation of this Chapter, or these By-Laws requires a greater number. Each Voting Member is entitled to one vote on each matter submitted to a vote by the Voting Members.

#### Section 6: Conduct of General Membership Meetings

The President of the Chapter shall preside over meetings of the general membership. In his or her absence, the Vice President of the Chapter or other member of the Executive Board, as so appointed, shall preside over the meeting. In the absence of these persons, a chairperson chosen by a majority of the Voting Members present in person shall preside over the meeting. The Secretary of the Chapter shall act as Secretary of all meetings of the membership provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order Revised and such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these By-Laws, with the

Articles of Incorporation of this corporation, or with any provision of law.

### Section 7: Membership Action by Written Ballot

Any action that Voting Members may take at any meeting of members may be taken without a meeting if (i) the written ballot of every Voting Member is solicited, (ii) the required number of signed approvals setting forth the action so taken is received, and (iii) the notice requirements of Section 3 of this Article V are complied with.

This corporation shall distribute one written ballot to each Voting Member entitled to vote on the matter. The ballots and any related materials shall be mailed or delivered by electronic transmission in the manner required for written notices under Section 3 of this Article V. If ballots are delivered by electronic transmission, then ballot responses may be returned by members to the corporation either by electronic transmission or by mail. All solicitations of votes by written ballot shall (a) state the number of responses needed to meet the quorum requirement; (b) state, with respect to ballots other than for election of directors, the percentage of approvals necessary to pass the measure or measures; and (c) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (a) set forth the proposed action; (b) give the members an opportunity to specify approval or disapproval of each proposal; and (c) provide a reasonable time in which to return the ballot to the corporation. Any written ballot distributed to members shall provide that, subject to reasonable specified conditions, if the person solicited specifies a choice in any matter to be voted upon, the vote shall be cast according to that specification.

In any election of directors, a written ballot that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.

All solicitations of written ballots shall indicate the time by which the ballot must be returned in order to be counted.

Approval by written ballot shall be valid only when (i) the number of votes cast by ballot (including ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (ii) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

A written ballot may not be revoked.

All written ballots shall be filed with the secretary of the corporation and maintained in the corporate records for at least three years.

## **ARTICLE 6: BOARD OF DIRECTORS**

### Section 1: Powers

Subject to the provisions of the California Non-profit Public Benefit Corporation Law and any limitations in the Articles of Incorporation or By-Laws relating to action required or permitted to be taken or approved by the Voting Members of this corporation, the management activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

## Section 2: Number of Directors

The corporation shall have five (5) Directors and collectively they shall be known as the Board of Directors (the “Board” or the “Executive Board”). The number may be changed by amendment of these By-Laws, or by repeal of these By-Laws and adoption of new By-Laws, as provided in these By-Laws. The Board shall consist of the corporation’s President, Vice President, Secretary and Treasurer and the Immediate Past President. The Board may elect or appoint such other officers as it shall deem desirable and such other officers shall have the authority to perform the duties prescribed from time to time by the Board.

## Section 3: Qualifications and Term of Office

As noted in the foregoing Section, this corporation’s Officers are also Directors and serve in both capacities concurrently. Their qualifications and term of office are therefore set forth in Article 8, Section 6 of these By-Laws. Any Voting Member of the corporation who is in good-standing is eligible to be a Director, except for Emeritus Members. As noted in Article 3 Section 2, other member categories are not voting members.

## Section 4: Duties

It shall be the general duty of the Board of Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation and by these By-Laws.
- b. Register their addresses with the Secretary of the Chapter, and notices of meetings mailed or e-mailed to them at such addresses shall be valid notices thereof.
- c. Levy all dues and assessments.
- d. Adopt rules and regulations for membership in the Chapter in accordance with the By-Laws and act on membership applications.
- e. Promulgate such rules and regulations as necessary to carry out the duties and intents of these By-Laws.
- f. Conduct the Chapter business, approve nominations to committees and liaison representatives, give directives to committees and liaison representatives, as well as receive and study reports by these agents.
- g. Fill any of vacancies on the Board with the advice and the consent of the Advisory Committee.
- h. Fill any vacancies on any Chapter committees.

Approve any transactions to which this corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

## Section 5: Restriction Regarding Interested Directors

Notwithstanding any other provision of these By-Laws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, “interested persons”

means either:

- a. any person currently being compensated by the Chapter for services rendered it within the previous twelve (12) months, whether as a full-or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director and reimbursement of expenses; or
- b. any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

#### Section 6: Elections

This Chapter shall make available to the membership reasonable nomination and election procedures with respect to the election of Directors by members. Such procedures are deemed to be reasonable given the nature, size and operations of the Chapter, and, together with the following procedures, include:

- i. A reasonable means of nominating persons for election as Directors,
- ii. A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- iii. A reasonable opportunity for all nominees to solicit votes.
- iv. A reasonable opportunity for all Voting Members to choose among the nominees.

Upon the written request by any nominee for election to the Board, the Chapter shall, within ten (10) business days after such request, mail to all the membership or such portion of them that the nominee may reasonably specify, any material which the nominee shall furnish and which is reasonably related to the election, unless the Chapter within five business days after the request allows the nominee, at the Chapter's option, the right to do either of the following; (1) inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the Chapter, which demand shall state the purpose for which the inspection rights are requested; or (2) obtain from the Secretary; upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights, at reasonable times, of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as any date specified by the nominee subsequent to the date of demand. The demand shall state the purpose for which the list is requested and the membership list shall be made available on or before the later of ten business days after the demand is received or ten days after the date specified therein as the date by which the list is to be compiled.

If this Chapter publishes any material soliciting votes for any nominee for Director in any publication owned or controlled by the Chapter, it shall make available to all other nominees, in the same issue of the publication, an equal amount of space, with equal prominence, to be used by the other nominees for a purpose reasonably related to the election.

Elections shall be conducted in the following manner in accordance with the election proceeding guidelines as contained within the addendum document entitled "Election Procedure for Directors."

- a) At the start of the election cycle a Nominating Committee shall be appointed by the outgoing Chapter President. The Nominating Committee shall be composed of the Immediate-Past President, the Outgoing President and at least one other Executive Board or Advisory Committee member as appointed. The Immediate Past President shall serve as the Chairperson of the Nominating Committee
- b) The Nominating Committee shall meet, consider all proposals for nominations, and prepare a ballot for the positions of President, Vice-President, Secretary, and Treasurer. The Nominating Committee

shall follow the Chapter Policy on Nominations and Elections.

- c) Within 2 months prior to the date of the election, the ballot will be presented for approval by the Board. Upon approval, the ballot will be presented to the Advisory Committee for advice and consent. Any questions, recommendations or comments will be presented to the Board prior to final approval. If approved, the nominating period shall close as of the date of approval and a ballot with the candidates, so approved, will be presented or mailed (regular mail or electronic mail) to the general membership. If the ballot of candidates listed is not approved by a majority vote of the Board, then the Nominating Committee shall reconvene and re-present a ballot to the Board of Directors and to the Advisory Committee as outlined above.
- d) The ballot shall be sent to all voting membership at least 30 days prior to the election date.
- e) The ballot shall include a space for write-in candidates.
- f) The Board of Directors shall confirm and ratify those individuals elected by the membership who return ballots, provided that (i) the number of votes cast by ballot equals or exceeds the membership quorum requirement, and (ii) the Director(s) to be elected has received a majority of the votes cast for that office.
- g) For any position in which two or more candidates are listed, the individual who receives a majority of votes cast for that position will be elected, provided that (i) the number of votes cast by ballot equals or exceeds the membership quorum requirement, and (ii) the Director(s) to be elected has received a majority of the votes cast for that office.
- h) The Chairperson of the Nominating Committee shall notify all candidates of the election results immediately after the votes are counted, confirmed and ratified.
- i) The installation of the new Directors shall take place approximately 3 months following the conclusion of the election.
- j) If possible, the election cycle should parallel the election dates of the National AAP Election.

#### Section 7: Terms of Office

The terms of office of members of the Board of Directors shall be as follows:

- a) The new terms of office shall commence approximately 3 months after the conclusion of the election and shall be for two years, provided, however, the Chapter President may have his / her term of office extended for an additional year. The Chapter President must affirmatively announce such choice to the Board at least 6 months prior to the likely date of a Chapter election.
- b) The President and the Vice-President shall each serve 2 years, unless the President chooses to extend his or her tenure for a third year, in which case the Vice-President shall also serve a three year term. At the end of the President's term of office, the Vice President shall become the President for the ensuing two years (or three years in the event of a choice to extend term as described in the preceding Paragraph).
- c) The Secretary and Treasurer shall serve 2 years, unless the President chooses to extend his or her tenure for a third year, in which case the Secretary and Treasurer each shall also serve a three year term. The offices of Secretary, Treasurer and Vice President shall be elected every two years, unless the President chooses to extend his or her tenure for a third year.

#### Section 8: Vacancies

Vacancies on the Board of Directors shall exist on the death, resignation or removal of any Director, and/or whenever the number of authorized Directors is increased.

- a. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

- b. Directors may be removed without cause by a vote of a majority of the eligible voting members at a duly called and held meeting at which a quorum is present and provided that the general nature of the proposal is stated in the notice of the meeting.
- c. Any Director may resign effective upon giving written notice to the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Chapter would then be left without a duly elected Director in charge of its affairs, except upon notice to the Attorney General.
- d. Vacancies on the Board or in the office of Vice President, Secretary or Treasurer may be filled by a majority of Directors then in office, whether or not less than a quorum, or by a sole remaining Director. Vacancies on the Board can be filled by the Board of Directors with the advice and consent of the Advisory Committee.
- e. The Voting Members, if any, of this Chapter may elect a Director at anytime to fill any vacancy not filled by the Directors.
- f. A person elected to fill a vacancy as provided in this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

#### Section 9: Place of Meetings of the Board / Telephonic Meetings

Meetings shall be held at the principal office of the Chapter unless otherwise provided by the Board or at such place within or without the State of California, which has been designated from time to time by resolution of the Board of Directors. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can communicate. Regular meetings of the Board of Directors shall be held at least twice per year. Special meetings of the Board of Directors may be called by the President, the Vice President or by any two Directors, and such meetings shall be held at the place, within or outside of the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Chapter.

#### Section 10: Notice of Board of Directors Meetings

Regular and Special meetings of the Board of Directors shall be held upon four (4) days notice by first-class mail or forty eight (48) hours notice delivered personally or by telephone or e-mail. If sent by mail, the notice shall be deemed to be delivered on its deposit in the mail. Such notice shall be addressed to each Director at his or her address as shown on the books of the Chapter. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

#### Section 11: Contents of Notice for Board of Directors Meetings

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board of Directors meeting need not be specified in the notice.

#### Section 12: Waiver of Notice and Consent to Hold Board of Directors Meetings

The transactions of any meetings of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter

defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting or an approval of the minutes thereof. All such waivers, consents, or approvals, shall be filed with the Chapter records or made a part of the minutes of the meeting.

#### Section 13: Quorum for Board of Directors

A quorum shall consist of a majority of the Board of Directors.

Except as otherwise provided, in these By-Laws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board of Directors at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 8 of this Article.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or By-Laws of this corporation.

#### Section 14: Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the Chapter, or, in his or her absence, the Vice President of the Chapter. In the absence of each of these persons, the meetings can be presided over by a Chairperson *pro tem* chosen by a majority of the Directors present at the meeting. The Secretary of the Chapter shall act as Secretary of all meetings of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts' Rules of Order, and such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these By-Laws with the Articles of Incorporation of this corporation, or with provisions of law.

#### Section 15: Majority Action as Board Action

Every act or decision done or made by a majority of the Board of Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or By-Laws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212) approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter of the Board.

#### Section 16: Action by Unanimous Written Consent without Meeting

Any action required or permitted to be taken by the Board of Directors under provision of law may be taken without a meeting, if all members of The Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of the

Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without such a meeting and that the By-Laws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

#### Section 17: Compensation

Directors may be allowed and paid their actual and necessary expenses incurred in attending Directors meetings. In addition, they shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as approved by the Board and as specified in Article 8.

### **ARTICLE 7: COMMITTEES**

#### Section 1: Advisory Committee

The Advisory Committee shall consist of the members of the Board of Directors, the Committee Chairs, and Community Liaisons as identified by the Board of Directors. The Advisory Committee shall meet at the pleasure of the Chapter President and/or the Board of Directors between Executive Board meetings, no less than twice per year. The Advisory Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

The Advisory Committee shall recommend policies for the Board of Directors, and provide advice and consent to the Board of Directors regarding matters related to Chapter business, as seen necessary by the Board of Directors. All actions taken shall require majority vote of a quorum of the Advisory Committee.

#### Section 2: Place of Meetings; Telephonic Meetings

Advisory Committee Meetings shall be held at the principal office of the Chapter unless otherwise provided by the Board of Directors or at such place within or without the State of California, which has been designated from time to time by resolution of the Board of Directors or the Advisory Committee. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Advisory Committee members participating in such meeting can communicate.

#### SECTION 3: Quorum for the Advisory Committee

A quorum for the Advisory Committee shall consist of at least 9 members, including at least 2 Members of the Board of Directors and at least 7 other members. The Chapter President is the chair of the meeting, unless another member of the Board of Directors has been authorized to be the chair for that specific meeting.

#### Section 4: Committees

The Chapter shall have such other standing committees as may be designated by resolution of the Board of Directors. All members are eligible for committee membership. Committee chairpersons are appointed by the President. Additional committees can be created and shall act in an advisory capacity only to the Board and shall be clearly titled as “advisory” committees.

#### Section 5: Meetings and Actions of Committees

Meetings and actions of committees, including the Advisory Board, shall be governed by, noticed, held and taken in accordance with the provisions of these By-Laws concerning meetings of the Board of Directors, with such changes in the context of such By-Law provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for meetings of

committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these By-Laws.

## **ARTICLE 8: OFFICERS**

### **Section 1: Duties of the President**

The Chapter President, as the Chairperson of the Board, shall, subject to the control of the Board of Directors, guide and supervise the affairs of the corporation and the activities of the officers. He or she shall perform all the duties commonly incident to the duties of that office and such other duties as may be required by law, by the Articles of Incorporation of this corporation or by these Bylaws, or which may be prescribed from time to time by the Board. The President may not concurrently serve as Secretary or Treasurer.

The Chapter President must be a Fellow or Specialty Fellow in good standing of the AAP.

The Chapter President shall

- a) Preside at all meetings of the Board of Directors and of the Advisory Committee, unless another Executive Board member is appointed to do so by the Chapter President.
- b) Preside at all meetings of the general membership.
- c) Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.
- d) Serve as the designated representative of the corporation at AAP California District meetings. Appoint all committee and liaison representatives, subject to the approval of the Board of Directors.
- e) Be an ex-officio member of all committees.
- f) Assure that all related reports required by the national American Academy of Pediatrics are completed and filed in a timely manner.

If for any reason the Chapter President is unable to continue serving, the Vice President shall assume the office of President and a new Vice President shall be selected.

### **Section 2: The Duties of the Vice-President**

The Chapter Vice-President, as the Vice-Chairperson of the Board, must be a Fellow or Specialty Fellow in good-standing of the AAP. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all of the restrictions on, the President. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, the Articles of Incorporation, or by these by-laws, or as may be prescribed by the Board of Directors.

### **Section 3: The Duties of the Secretary**

The Chapter Secretary must be a Fellow or Specialty Fellow in good standing of the AAP.

The Secretary, as the Secretary of the Board, shall

- a) Certify and keep at the principal office of the corporation the original or a copy of these By-laws as amended or otherwise altered to date, and a conformed copy of the Corporation's Articles of Incorporation including all amendments filed to date.
- b) Keep at the principal office of the corporation or at such other place as the Board of Directors may determine, a book or electronic computer file of all minutes of the Directors, and, if applicable, meetings of the Advisory Committee and of other Committees and of Membership, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given,

- the names of those present or represented at the meeting, and the proceedings thereof.
- c) See that all notices are duly given in accordance with the provisions of these By-laws or as required by law.
  - d) Be custodian of the records and of the seal or logo of the corporation and see that the seal or logo is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal or logo is authorized by law of these by-laws.
  - e) Keep at the principal office of the corporation a membership book in hard copy and/or electronic form containing the name and mailing address of each member, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
  - f) Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefore, the Articles of Incorporation, the By-laws, the membership book and the minutes of the proceedings of the Directors of the Corporation.
  - g) Perform, in general, all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these by-laws, or which may be assigned to him or her from time to time by the Board of Directors.

#### Section 4: The Duties of the Treasurer

The Chapter Treasurer must be a Fellow or Specialty Fellow in good standing of the AAP.

The Treasurer, as the Treasurer of the Board, shall

- a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- b) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- c) Disperse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors taking proper vouchers for such disbursements.
- d) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets and liabilities, receipts, disbursements, gains and losses.
- e) Exhibit at all reasonable times the books of the account and financial records to any director of the corporation, or to his or her agent or attorney, on a request therefore.
- f) Render to the President and Directors, wherever requested, an account of any or all of his or her transactions and of the financial condition of the corporation.
- g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- h) Perform, in general, all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these by-laws, or which may be assigned to him or her from time to time by the Board of Directors.

#### Section 5: The Duties of the Executive Director

The Executive Director, who shall not be a member of the Board, shall function as the Chief Executive Officer and General Manager of the Corporation, and shall manage the Corporation in administering the day-to-day conduct of its business. Where appropriate, the Board of Directors shall place the Executive Director under a contract of employment. The Executive Director shall be responsible to and governed by the Board of Directors, shall report to and advise the Board of Directors on all significant matters of the Corporation's business, and shall see that all orders and resolutions of the Board are carried into effect.

At the direction of the Chapter President, the Executive Director shall

- a) Be empowered to act, speak for or otherwise represent the Corporation between meetings of the Board of Directors within the boundaries of policies and purposes established by the Board and as set forth in the

- articles of incorporation and bylaws.
- b) Be responsible for the hiring and firing of all personnel other than officers elected by the Board of Directors, and shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board.
  - c) Be authorized to contract, receive, deposit, disburse, and account for funds of the Corporation in fulfillment of the Corporation's objectives; to execute in the name of the Corporation all Board of Directors approved bonds, contracts, deeds, leases, and other written instruments to be executed by the Corporation; and to negotiate all material business transactions of the Corporation.
  - d) Under the general direction and supervision of the corporation's Secretary, shall record or cause to be recorded and shall keep or cause to be kept, at the principal executive office and such other place as the Board of Directors may order, a book or electronic computer file of minutes of actions taken at all meetings of directors and committees, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at the such meetings, and the proceedings of such meetings.
  - e) At the direction of the Board, appoint and remove, employ and discharge all contractors, consultants and agents of the Chapter and, except as otherwise provided in these By-Laws, prescribe their duties and fix their compensation, if any.

## **ARTICLE 9: INDEMINFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS FO THE CORPORATION; PURCHASE OF INUSRANCE**

### Section 1: Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Chapter.

### Section 2: Indemnification of Corporation of Directors, Officer, Employees, and Other Agents

To the extent that a person, who is, or was, a Director, officer, employee or other agent of this Chapter has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was an agent of the Chapter, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Chapter, but only to the extent allowed by, and in accordance with, the requirements of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

### Section 3: Insurance for Corporate Agents

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Chapter (including a Director, officer, employee or other agent of the Chapter) against any liability other than violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Chapter would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## **ARTICLE 10: EXECUTION OF INSTRUMENTS, DEPOSITITS, AND FUNDS**

### **SECTION 1: Execution of Instruments**

The Board of Directors, except as otherwise provided in these By-Laws, may, by resolution, authorize any officer or agent of the Chapter to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority may be general, or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Chapter by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **SECTION 2: Checks and Notes**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Chapter shall be signed by the President, Vice President, Secretary or Treasurer or Executive Director (CEO). Signatures of two of the aforementioned shall be required on checks of \$10,000 and over.

### **SECTION 3: Deposits**

All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks, trust companies, or other depositories as the Board of Directors may select.

### **SECTION 4: Gifts**

The Board of Directors may accept on behalf of the Chapter any contribution, gift or bequest, for the charitable or public purposes of this corporation.

## **ARTICLE 11: ANNUAL REPORT TO DIRECTORS**

The Corporation shall provide to the directors, and to any member upon request, no later than 120 days after the close of its fiscal year, a report containing the following information in appropriate detail:

- a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes, for the fiscal year.
- d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
- e) Any information required by Section 6322 of the California Corporations Code concerning certain self-dealing transactions involving more than \$50,000 or indemnifications or advances involving more than \$10,000 which took place during the fiscal year; notification of this same information shall also be sent to the Voting Members of the Corporation.

The report shall be accompanied by any pertinent report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

## **ARTICLE 12: MAINTENANCE AND INSPECTION OF CORPORATE RECORDS**

### **Section 1: Maintenance of Corporate Records**

The corporation shall keep at its principal office in the State of California:

- a. Minutes of all meetings of Directors, committees of the Board and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c. A record of its members, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.
- b. A copy of the corporation's Articles of Incorporation and By-Laws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

### **Section 2: Corporate Seal or Logo**

The Board of Directors may adopt and use a corporate seal or logo. Such seal or logo shall be kept at the principal office of the corporation. Failure to affix the seal or logo to corporate instruments, however, shall not affect the validity of any such instrument.

### **Section 3: Directors' Inspection Rights**

Every Director shall have the absolute right at any reasonable time to inspect and copy all corporate books, records and documents of every kind and to inspect the physical properties of the corporation.

### **Section 4: Members' Inspection Rights**

Every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member.

- a. To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.
- b. To obtain from the Secretary of the Corporation, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date the purpose for which the list is requested. The membership list shall be made available on or before the latest of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
- c. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the corporation by the member, for the purpose reasonably related to such person's interests as a member.

### **Section 5: Right to Copy and Make Extracts**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and

the right to inspection includes the right to copy and make extracts.

### **ARTICLE 13: CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS**

#### **Section 1: Prohibition against sharing corporate profits and assets**

No member, Director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these By-Laws and is fixed by resolution of the Board of Directors and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation, whether voluntarily or involuntarily. The assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed in the manner provided in the Articles of Incorporation.

### **ARTICLE 14: FISCAL YEAR**

#### **Section 1: Fiscal Year of the Corporation**

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December.

### **ARTICLE 15: AMENDMENT OF BY-LAWS**

#### **Section 1: Amendments**

A. Subject to any provision of law applicable to the amendment of By-Laws of public benefit nonprofit corporations these By-Laws, or any of them; may be altered, amended, or repealed and new By-Laws adopted as follows, with subsequent approval by the Board of Directors:

1. By a By-Laws Committee appointed by the Chapter President.
2. By the Advisory Committee as per Article 7 of these by-laws.
3. By a petition presented by twenty (20) Voting Members of the Chapter

B. Without the approval of the Voting Members, the Board alone may not adopt, amend or repeal any Bylaw that would:

1. Increase or extend the terms of directors;
2. Change the number of directors
3. Increase or decrease the quorum requirement for membership meetings;
4. Modify the required membership vote needed to approve an action or transaction; or
5. Materially and adversely affect Voting Members' rights as to voting, dissolution or transfer of assets.

### **ARTICLE 16: CONSTRUCTION AND DEFINITION**

#### **Section 1: Tax Status**

This corporation is incorporated under the laws of the State of California as a California Non-Profit Public Benefit Corporation. It shall have the structure, powers and functions of a nonprofit corporation as delineated under Section 501 (c) (3) of the Internal Revenue Code of 1986. Notwithstanding any other

provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2: Electronic Communications

"Electronic transmission" means a communication

(a) delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, which has been furnished to the Corporation by a director, member or other person for the express purpose of electronic communications, or has been furnished by the Corporation to its members and directors for sending communications to the Corporation, or (2) posting on an electronic message board or network which the Corporation has designated for those communications, and which transmission shall be validly delivered upon the posting and notification thereof to the intended recipients of such communication, or (3) other means of electronic communication; and if the communication is transmitted to the Corporation,

(b) as to which the Corporation has placed in effect reasonable measures to verify that the sender is the member or director purporting to send the transmission, and

(c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

"Written" or "in writing" includes facsimile, telegraphic and other electronic communications including electronic transmissions as defined above.

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**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of the American Academy of Pediatrics, California Chapter 3, a California nonprofit public benefit corporation; that these by-laws, consisting of **20** pages (not including this certification page), are the by-laws of this corporation as adopted by the Board of Directors on \_\_\_\_\_, **2007**; and that these by-laws have not been amended or modified since that date.

Executed on \_\_\_\_\_, **2007** at **San Diego, California**.

Signature: \_\_\_\_\_

Name: Dean E. Sidelinger, MD MSEd  
Secretary