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# ARTICLES OF INCORPORATION OF THE AMERICAN ASSOCIATION OF DIRECTORS OF CHILD AND ADOLESCENT PSYCHIATRY

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We, the undersigned natural persons over the age of eighteen years, acting as Incorporators of a corporation under the Non-Profit Corporation Act (D.C. Code, Title 29, Chapter 3 as amended) adopt the following Articles of Incorporation:

## WITNESSETH:

We, Steven P. Cuffe, Sandra B. Sexson, and Efrain Bleiberg desiring to incorporate a District of Columbia nonprofit corporation, in accordance with the laws of the District of Columbia, and to obtain the rights and benefits conferred by said laws upon nonprofit corporations, do form a nonprofit corporation, and execute the following Articles of Incorporation, the terms whereof shall be equally obligatory upon us and upon all of the parties who from time to time may be officers of the Corporation:

### ARTICLE 1 CORPORATE NAME

The name of the Corporation shall be: The American Association of Directors of Child and Adolescent Psychiatry.

### ARTICLE 2 LOCATION OF THE CORPORATION

The location of the Corporation and the street and mailing address of its initial principal office shall be 3615 Wisconsin Avenue NW, Washington, DC 20016.

### ARTICLE 3 CORPORATE PURPOSES

Section 3.1 Purposes. The Corporation is organized exclusively for the following purposes:

- 1) Enhancing the growth and development of child and adolescent psychiatry as a discipline;
- 2) Strengthening graduate and postgraduate medical education, patient care and research in the area of child and adolescent psychiatry;
- 3) Providing appropriate liaison between academic child and adolescent psychiatry as represented by the membership and administrative persons and organizations in medical education (e.g., departments of psychiatry, medical school deans, specialty boards), government, research, and health care delivery to forward our objectives; and
- 4) Promoting academic child and adolescent psychiatry.

Section 3.2 Restrictions. No part of the assets, funds, or earnings of the Corporation shall inure to the benefit of any officer of the Corporation or any individual having a private interest in the activities of the Corporation. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaigns on

behalf of any candidate for public office. The term “funds of the Corporation,” as used herein, shall mean and include any properties and money held by the Corporation, including any income accumulated by the Corporation and any proceeds from the sale of any properties sold or otherwise disposed of by the Corporation.

Notwithstanding any other provision of these Articles, the Corporation is organized and shall be operated exclusively for charitable, scientific, literary, religious, or educational purposes, or for the prevention of cruelty to children, as a nonprofit corporation and the Corporation shall not carry on any activities not permitted to be carried on:

(1) 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

(2) 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).

#### **ARTICLE 4 REGISTERED OFFICE AND REGISTERED AGENT**

Section 4.3 Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the District of Columbia a registered office and a registered agent. The agent may be an individual resident of the District of Columbia, a domestic entity or a foreign entity authorized to transact business in the District of Columbia, whose business office is identical with the registered office. The name of the Corporation’s initial registered agent in the District of Columbia is the American Academy of Child and Adolescent Psychiatry, and the street address of the Corporation’s initial registered office in the District of Columbia is 3615 Wisconsin Avenue NW, Washington, DC 20016.

#### **ARTICLE 5 CORPORATE POWERS**

The Corporation shall have and possess all of the powers permitted to nonprofit corporations under the laws of the District of Columbia.

#### **ARTICLE 6 CORPORATE LIFE AND INTERNAL AFFAIRS**

The duration of the Corporation shall be perpetual. The provision for the regulation of the internal affairs of the Corporation shall be in accordance with the Bylaws.

#### **ARTICLE 7 INCORPORATORS**

Section 7.1 Incorporators. Steven P. Cuffe, M.D., University of Florida College of Medicine-Jacksonville, 580 West 8<sup>th</sup> Street, Tower 2, Suite 6005, Jacksonville, FL 32209; Sandra B. Sexson, M.D., Medical College of Georgia, Child, Adolescent & Family Psychiatry Section, 997 St. Sebastian Way, Augusta, GA 30912-2613; and Efrain Bleiberg, M.D., Baylor College of Medicine, 1 Baylor Plaza, Houston, TX 77000, are the incorporators of the Corporation.

**ARTICLE 8**  
**INITIAL BOARD OF DIRECTORS**

Section 8.1 Initial Directors. The initial directors shall consist of six persons. The following persons shall be the initial directors of the Corporation and shall serve until their successors are duly elected. The manner in which the directors shall be elected is provided in the Bylaws:

Name and Residence Address

Steven P. Cuffe, M.D.  
University of Florida College of Medicine- Jacksonville  
580 West 8<sup>th</sup> Street, Tower 2, Suite 6005  
Jacksonville, FL 32209

Sandra B. Sexson, M.D.  
Medical College of Georgia  
Child, Adol & Family Psychiatry Section  
997 St. Sebastian Way  
Augusta, GA 30912-2613

Paramjit T. Joshi, M.D.  
Children's National Medical Center  
111 Michigan Avenue, NW  
Floor 2.5, Rm 700  
Washington, DC 20010-2916

Efrain Bleiberg, M.D.  
Baylor College of Medicine  
1 Baylor Plaza  
Houston, TX 77000

Albert Jackson Naftel, Jr., M.D.  
University of North Carolina  
Dept. of Psychiatry, CB #7160  
1st Fl. Neurosciences Hospital  
Chapel Hill, NC 27599-7160

Ellen Sholevar, M.D.  
Temple University School of Medicine  
100 East Lehigh Avenue  
Medical Arts Bldg. Suite 105  
Philadelphia, PA 19125

**ARTICLE 9**  
**LIABILITY AND INDEMNIFICATION OF**  
**OFFICERS, EMPLOYEES AND AGENTS**

Section 9.1 No Liability to Corporation. No officer, employee, or other agent of the Corporation, and no person serving at the request of the Corporation as a trustee, officer, employee, or other agent of another corporation, partnership, joint venture, trust, or other enterprise, and no heir or other personal representative of any such person, shall be liable to the Corporation for any loss or damage suffered by it on account of an action or omission by such person as a trustee, officer, employee, or other agent if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, unless with respect to an action or suit by or in the right of the Corporation to procure a judgment in its favor such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation.

Section 9.2 Indemnity.

(1) The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding (other than an action by or in the right of the Corporation), by reason of the fact that such person is or was an officer, employee, or agent of the Corporation or is or was serving in such capacity at the request of the Corporation or in any other corporation, partnership, joint venture, trust, or other enterprise, against expenses, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, by itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(2) The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, by or in the right of the Corporation by reason of the fact that such person is or was an officer, employee, or agent of the Corporation, or is or was serving in such capacity at the request of the Corporation in any other corporation, partnership, joint venture, trust, or other enterprise against expenses and attorneys' fees actually and reasonably incurred by such person in the defense of settlement of such action or suit if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation; provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses and attorneys' fees which such court deems proper.

(3) To the extent that a person seeking indemnification under Section 9.2(1) or 9.2(2) above has been successful on the merits or otherwise in defense of any action, suit, or proceeding, or any claim, issue, or matter therein, the Corporation shall indemnify such person against expenses and attorneys' fees actually and reasonably incurred in connection therewith.

(4) The Corporation shall make indemnification payments to or on behalf of the person seeking them only if authorized in the specific case upon a determination that indemnification of such person is proper because such person meets the applicable standards of conduct set forth in Section 9.2(1) or 9.2(2) above. Such determination may be made (a) by the officers of the Corporation by a majority vote of a quorum consisting of officers who were not parties to such action, suit, or proceeding, or (b) if such quorum is not obtainable, or if a quorum of disinterested officers so directs, by independent legal counsel in a written opinion to the Corporation, or (c) by the court in which such action, suit, or proceeding was pending upon application made by the Corporation or the person seeking indemnification or the attorney or such other person rendering services in connection with the defense, whether or not such application is opposed by the Corporation.

(5) The officers of the Corporation shall authorize payment in advance of final disposition of an action, suit, or proceeding for the expenses and attorneys' fees incurred by a person seeking indemnification under Section 9.2(1) or 9.2(2) above, provided that such person delivers a written undertaking to repay such amount unless it is ultimately determined that such person is entitled to be indemnified under this Section 9.2.

(6) The indemnification provided in this Section 9.2 shall not be deemed exclusive of any other rights to which those seeking indemnification are entitled under any bylaw, agreement, vote of disinterested officers or otherwise, both as to action in a person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who ceases to be an officer, employee, or agent, and shall inure to the benefit of his or her heirs, executors, and administrators.

(7) The Corporation may purchase and maintain insurance on behalf of any person described in Section 9.2(1) or 9.2(2) above against any liability asserted against or incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against such liability under this Section 8.2.

(8) This Section 9.2 shall be effective with respect to any person who is a officer, employee, or agent of the Corporation or is serving in such capacity at the request of the Corporation in any other corporation, partnership, joint venture, trust, or other enterprise, at any time on or after the effective date of these Articles of Incorporation with respect to any action, suit, or proceeding pending on or after that date against such person based upon his or her acting in such capacity before or after that date.

## **ARTICLE 10 MEMBERSHIP**

The Corporation shall have members. All members shall have voting rights. The qualifications of such members shall be as stated in the Bylaws.

## **ARTICLE 11 NON-PROFIT**

The Corporation is not organized for profit and it will not issue any stock, and no part of its assets, income, or earnings shall be distributed to its officers, employees, or agents, except for services actually rendered to the Corporation. Provided, however, that the Corporation shall be empowered to make payments and distributions in furtherance of the purposes for which it is organized and operated.

**ARTICLE 12  
CORPORATE LIABILITY**

The property of the Corporation shall alone be liable in law for the debts and liabilities of the Corporation. The officers of the Corporation shall incur no personal liability for said debts and liabilities by reason of such position.

**ARTICLE 13  
CORPORATE DISSOLUTION**

If the Corporation shall cease to exist or shall be dissolved, all property and assets of the Corporation of every kind, after payment of its just debts, shall be distributed only to one or more public agencies, organizations, corporations, trusts, or foundations having like purposes and organized and operated exclusively for charitable, scientific, literary, religious, or educational purposes, or for the prevention of cruelty to children, no part of whose assets, income, or earnings may be used for dividends or otherwise withdrawn or distributed to or inure to the benefit of any private individual and the activities of which do not include participation or intervention (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office. In no event shall any distribution be made to any organization unless it qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) with purposes similar or related to those of the Corporation.

**ARTICLE 14  
BYLAWS**

Section 13.1 Adoption. The Bylaws of the Corporation shall be adopted by the membership of the Corporation in accordance with the Bylaws.

**ARTICLE 15  
BYLAWS AMENDMENTS**

Section 15.1

Amendments to these Bylaws may be proposed to or by Executive Committee in the manner provided by law. After a majority of Executive Committee 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 or two-thirds vote of eligible members present at the business meeting of the annual meeting of the Corporation shall be required for passage.

Section 15.2

Amendments to these Bylaws in the manner of the law may also be proposed at the business meeting of the annual meeting of the corporation through submission of a written petition that contains the names and signatures of at least 1/10<sup>th</sup> 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.

We certify under the penalties of the District of Columbia statutes, that we have read the above statements and that the same are true and correct.

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**STEVEN P. CUFFE, M.D.**

*Incorporator*

Dated: \_\_\_\_\_

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**SANDRA B. SEXSON, M.D.**

*Incorporator*

Dated: \_\_\_\_\_

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**EFRAIN BLEIBERG, M.D.**

*Incorporator*

Dated: \_\_\_\_\_