
**BYLAWS
OF
SOCIETY OF PROFESSORS
OF CHILD AND ADOLESCENT PSYCHIATRY**

**ARTICLE 1
NAME AND OFFICES**

Section 1.1 Name. The name of the organization is the Society of Professors of Child and Adolescent Psychiatry, herein after referred to as “the Society.”

Section 1.2 Principal Office. The principal office of the Society shall be at such place as the Executive Committee shall from time to time determine. The initial principal office of the Society is 3615 Wisconsin Avenue, Washington, DC 20016.

Section 1.3 Other Offices. The Society may have such other offices as the Executive Committee may designate.

**ARTICLE 2
OBJECTIVES AND ACTIVITIES**

Section 2.1 Objectives. The objectives of the Society are set forth in the Articles of Incorporation and shall be to provide a forum for discussion and exchange of ideas among the child and adolescent psychiatry program directors in medical schools in the United States (U.S.) and elsewhere for purposes of:

- 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 2.2 Activities. The activities of the Society shall be those necessary and appropriate to accomplish the purposes of the Society as stated in the Articles of Incorporation.

**ARTICLE 3
MEMBERS**

Section 3.1 General Members. Membership shall, with limited exception, be restricted to child and adolescent psychiatrists who head ACGME-accredited child and adolescent psychiatry

sections, divisions or free standing departments within or affiliated with any accredited U.S. or Canadian medical school that has an ACGME-accredited child and adolescent training program. Heads of child and adolescent psychiatry sections, divisions, or freestanding departments within or affiliated with any accredited U.S. or Canadian medical school who do not have an ACGME-accredited child and adolescent training program may request to apply for membership. The Executive Committee of the Society will review these applications on a case by case basis to determine eligibility for membership. Any person who ceases to head a child and adolescent psychiatry section, division or free standing department, as specified above, shall cease to be a general member of the Society. However, those who have been a General Member for five or more years may request transfer to Emeritus membership status.

Section 3.2 General Member Admission. Eligible persons can obtain membership by submission of a written request to the Executive Committee of the Society or its designees. The membership application must be accompanied by verification of the academic credentials and program directorship by the chairman of the psychiatry department or dean of the applicant's school of medicine. All invitations and applications for membership in the Society shall first be reviewed by the Membership Chair or Secretary-Treasurer and approved by the Executive Committee of the Society. Membership will become official and will remain in General Member status upon payment of dues each year.

Section 3.3 Emeritus Members. Anyone who has been a member of the Society for five or more years and is no longer the director of a child and adolescent psychiatry program, be it a section, division or free standing department within or affiliated with any accredited U.S. or Canadian medical school, may request transfer to Emeritus status. Such requests should be in writing and addressed to the Executive Committee or its designee. Written verification of academic credentials is unnecessary for Emeritus members. Emeritus members retain all rights and privileges of General Members, including payment of dues.

Section 3.4 Change in Emeritus Status. If an Emeritus member subsequently becomes a director of a child and adolescent psychiatry program again, his/her membership status shall revert to the category of General Member upon approval by either the Membership Chair or Secretary-Treasurer of the Society. This transfer shall be executed by notification of the Executive Committee or its designee in writing of such changes in status with an accompanying letter of verification of program directorship by the chairman or dean of the Emeritus Member's school of medicine.

Section 3.5 Voting Rights. All members, General and Emeritus, are eligible to participate in all votes of the Society.

Section 3.6 Dues Each member, to maintain membership, shall timely pay regular membership dues to the Society in such amounts and at such times to be determined from time to time by the Executive Committee.

Section 3.7 Termination, Expulsion, Suspension of Membership. A member may be terminated, expelled, or suspended from membership in the Society in the event the member has not paid dues for 2 consecutive years, or for any other good reason the Executive Committee determines.

**ARTICLE 4
MEETINGS OF THE MEMBERSHIP**

The Society shall meet at least once per year at a site approved by the Executive Committee. The bulk of this meeting shall be devoted to presentation(s) and discussion(s) of topics earlier agreed upon by the Executive Committee and Program Chair as likely to further its objectives as stated in Article 2 of these Bylaws. The Executive Committee may authorize, and the President may appoint, a Program Chair to share the responsibility for the program and the arrangements for the Annual Meeting with the President and the Society Director. A business meeting in which the newly elected officers are announced and other matters germane to the Society's organization and objectives are presented will occur at the Annual Meeting.

**ARTICLE 5
EXECUTIVE COMMITTEE**

Section 5.1 Executive Committee. The Executive Committee shall be President, President-Elect, Past President, and Secretary-Treasurer, who are elected by the membership; Program Chair and Membership Chair and Newsletter Editor, who are appointed by the President with approval of the other elected officers. The Executive Committee shall meet throughout the year per Section 6.1 and shall represent the Society as necessary between Annual Meetings.

Section 5.2 Terms and Elections. The term of elected office shall be a two year consecutive term with elections held in even numbered years by ballot sent out at least six weeks prior to the Annual Meeting. In alternate years, the President shall appoint a Nominating Committee per Section 5.5 of these Bylaws. The Society President will notify those who win and lose in the elections. Candidates for President-Elect must be active program directors. All members are eligible for all other leadership positions. New officers will take office upon completion of Old Business at the Business Meeting of the Annual Meeting occurring after the election in the even number year.

Section 5.3 Executive Director

The Executive Committee may appoint an Executive Director to carry out the directives of the Executive Committee. The Executive Committee shall list the duties and responsibilities of Executive Director.

Section 5.4 Standing Committees. The Society committees (Administration, Clinical Services, Education and Research) shall:

- A. Meet at Annual Meetings (more often as necessary) to discuss and report pressing issues to the membership.
- B. Represent the Society on issues related to the committee.
- C. Arrange a panel presentation at the Annual Meeting.

Section 5.5 Nominating Committee. Before the election, there shall be a three-person Nominating Committee established that will determine a slate of at least two candidates for the positions of President-Elect and Secretary-Treasurer. The Chair of the Nominating Committee

shall be a Past President other than the immediate Past President as chosen by the President of the Society during an odd-numbered year. The other members of the Nominating Committee can be chosen by the Chair of the Nominating Committee or the President and shall be represented by two other Society members in good standing, one General Member and one Emeritus Member. Members of the Nominating Committee are not eligible for the slate of the upcoming election. The work of the Nominating Committee should be accomplished by email or conference call, as needed. The Nominating Committee shall be disbanded at the end of the election process with a fresh committee being appointed for the next election.

Section 5.6 Removal; Resignation. An officer may be removed from office without cause by the affirmative vote of a majority of the remaining officers in office at any meeting called for such purpose. An officer may resign from office by delivering a written notice to the President, or the Secretary-Treasurer, and the resignation is effective when the notice is received unless the notice specifies a later date. Any vacancy so created may be filled by the Executive Committee and shall be effective upon the effective date of the removal or resignation. A replacement officer shall serve until an election can be held. A vacancy on the Executive Committee may be filled by members meeting the requirements in Section 5.2.

ARTICLE 6 MEETINGS OF THE EXECUTIVE COMMITTEE

Section 6.1 Regular Meetings. Regular meetings of the Executive Committee of the Society shall be held, either by conference call or in-person, at such times and places as the Executive Committee may provide by resolution. No notice other than such resolution need be given.

Section 6.2 Quorum and Adjournment. A majority of officers shall constitute a quorum. No action taken by the Executive Committee shall bind the Society unless it shall receive the concurring vote of a majority of the officers present at a meeting at which a quorum is present. In the absence of a quorum, the presiding officer of a majority of the officers present may adjourn the meeting from time to time without further notice until a quorum is present.

ARTICLE 7 POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

Section 7.1 Powers. The corporate powers of the Society shall be vested in the Executive Committee to the fullest extent permitted by the laws of the District of Columbia. The Executive Committee shall have general charge of the affairs, funds, and property of the Society, and shall have full power, and it shall be their duty, to enforce these Bylaws.

Section 7.2 Duties. It shall be the duty of the Executive Committee to conduct, manage, and control the affairs and business of the Society and to promulgate and enforce rules and regulations not inconsistent with law, the Articles of Incorporation, or these Bylaws.

ARTICLE 8 DUTIES OF THE OFFICERS

Section 8.1 President. The President shall be the chief executive officer of the Society. The President shall have responsibility for general supervision, direction and active management of the business and affairs of the Society. The President is the external leader of the association, establishing proactive presence with the media, elected leaders, regulators and related organizations. The President works in collaboration with other leaders to advance the mission of the Society on behalf of the members.

The President presides at several Annual Meeting functions and chairs the Executive Committee. The President shall have authority to appoint the Program and Membership Chairs with Executive Committee consultation as well as any standing or ad hoc committees necessary for the conduct of the Society's business and may appoint a successor for the unexpired term of any Nominating Committee vacancy.

The President serves for a total of six years: two years as President-Elect, two years as President, and two years as Past-President.

Section 8.2 President-Elect. The President-Elect serves for two years until taking office as President at the business meeting. The President-Elect keeps abreast of Society issues and developments, in preparation for the Presidency. During the absence or disability of the President, the President-Elect shall exercise all functions of the President.

Section 8.3 Secretary-Treasurer. The Secretary-Treasurer shall keep the records of the Society under the supervision of the President and the Executive Committee, including the permanent record of all Executive Committee minutes, which shall be signed by the Secretary-Treasurer. The Secretary-Treasurer shall have charge of all such additional books and papers as the Executive Committee may direct and shall, in general, perform all such duties as are incidental to the office of Secretary-Treasurer. The Secretary-Treasurer reviews minutes of the Society Executive Committee meetings and business meetings. The Secretary-Treasurer fills a vacancy in the position of President-Elect until an election is held.

The Secretary-Treasurer establishes financial policies for the Society and is responsible for general oversight of the Society's financial affairs, and makes recommendations to the Executive Committee. The Secretary-Treasurer shall be responsible for accounting of finances and has the fiduciary responsibility for the periodic review of the Society's budget and Treasurer's Report. The Secretary-Treasurer shall perform all duties that are pertinent to the office of Secretary-Treasurer at all times under the direction and control of the Executive Committee and the President.

Section 8.4 Past President. The Past President serves as a member of Executive Committee for two years after his/her Presidency.

Section 8.5 Program Chair. The Program Chair initiates the development of the Annual Meeting theme in association with the Executive Committee and based on recommendations from the

membership, and in regard to current issues affecting academic child and adolescent psychiatry. The Program Chair develops innovative events that enhance the theme using the resources of the profession and academic community, in cooperation with the Executive Committee. The Program Chair determines program topics, format, and schedule, and recommends keynote speakers to the Executive Committee. The Program Chair contacts all speakers, serves as point-of-contact for all speakers, and works with the Society President to confirm participation of speakers.

Section 8.6 Membership Chair. The Membership Chair manages all membership issues. The Membership Chair reviews and approves Society surveys to the membership, periodically reviews whether Society is fulfilling the needs of the members, works with the Society President to analyze the results, and presents them to the Executive Committee and the larger membership, as appropriate.

Section 8.7 Newsletter Editor. The Newsletter Editor is responsible for publishing periodically a newsletter for the Society.

ARTICLE 9 AUDITOR

An auditor may be elected by the Executive Committee to serve until a successor is elected. No director or officer of the Society shall be eligible to serve as auditor.

ARTICLE 10 DISBURSEMENTS AND CONTRIBUTIONS

Section 10.1 Disbursement. Disbursements of the funds of the Society for the purposes for which it is organized shall be determined by the Executive Committee in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner reasonably believed to be in the best interests of the Society.

Section 10.2 Limitations on Disbursements. The Executive Committee shall not make any disbursements or contributions of the funds or assets of the Society to or for the benefit, directly or indirectly, of any director or officer of the Society, except for reasonable payments for services actually rendered to the Society by such director or officer as an employee of the Society.

ARTICLE 11 MISCELLANEOUS

Section 11.1 Inspection of Corporate Records. The books of account and minutes of proceedings of the Executive Committee shall be open to inspection upon the written demand of any officer or member, and at any reasonable time, and for a purpose reasonably related to such officer's or member's interests in the Society. Such inspection may be made in person or by an agent or attorney, and shall include the right to make copies. Demand for inspection shall be made in writing upon the President or the Secretary-Treasurer of the Society.

Section 11.2 Execution of Instruments. All checks and other orders for the payment of money, drafts, notes, bonds, acceptances, contracts, and all other instruments, except as otherwise provided in these Bylaws, shall be signed by such person or persons as shall be provided by general or special resolutions of the Executive Committee, and in the absence of any provision in these Bylaws or any such general or special resolution applicable to any such instrument, then such instrument shall be signed by the President, by the Secretary-Treasurer, or the Executive Director. Unless authorized by the Executive Committee, no officer, agent, or employee of the Society shall have any power or authority to bind the Society by any contract or engagement or pledge its credit or to render it liable for any purpose or for any amount.

Section 11.3 Inspection of Bylaws. The Society shall keep in its principal office the original or a copy of these Bylaws as amended, certified by the Secretary-Treasurer, which shall be open for inspection by the officers at all reasonable times during office hours.

Section 11.4 Conflict of Interest Policy. (*see Appendix A*)

ARTICLE 12 SEAL

The Society may have a seal of such form as the Executive Committee may from time to time determine.

ARTICLE 13 AMENDMENTS

Section 13.1

Amendments to these Bylaws may be proposed to or by the Executive Committee. After a majority of the 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 13.2

Amendments to these Bylaws 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 5% of the entire eligible membership. Amendments proposed in this manner shall then be submitted to the entire eligible membership by mail or electronic ballot. A two-thirds vote of eligible members who respond to a mail or electronic ballot shall be required for passage.

CERTIFICATE

The undersigned officers of the Society certify that the foregoing Bylaws of the Society have been duly adopted as the Bylaws of the Society on this 9th day of May, 2009.

STEVEN P. CUFFE, M.D.
President

PARAMJIT T. JOSHI, M.D.
Past President

SANDRA SEXSON, M.D.
President-Elect

A. JACK NAFTEL, M.D.
Program Chair/Newsletter Editor

EFRAIN BLEIBERG, M.D.
Secretary-Treasurer

ELLEN SHOLEVAR, M.D.
Membership Chair

APPENDIX A: Conflict of Interest Policy

Article I Purpose

The purpose of the conflict of interest policy is to protect the Society's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Society or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. Interested Person

Any member, principal officer, or person with Executive Committee delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity with which the Society does business, he or she is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Society has a transaction or arrangement,
- b.** A compensation arrangement with the Society or with any entity or individual with which the Society has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Society is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if a majority of the Executive Committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Committee.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the Executive Committee shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation to the Executive Committee, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Executive Committee shall determine whether the Society can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Committee shall determine by a majority vote whether the transaction or arrangement is in the Society's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the Executive Committee shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Executive Committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

- a. A voting member of the Executive Committee or disinterested member or committee who receives compensation, directly or indirectly, from the Society for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of the Executive Committee or disinterested member or committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Society for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Executive Committee or disinterested member or committee whose jurisdiction includes compensation matters and who receives compensation,

directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

- d.** Members who receive compensation from the Society, whether directly or indirectly or as employees or independent contractors, are precluded from membership on the disinterested committee whose jurisdiction includes compensation matters. No physician, either individually or collectively, is prohibited from providing information to the disinterested committee regarding physician compensation.

Article VI

Annual Statements

Each member, principal officer, or person with Executive Committee delegated powers shall be given a copy of the Bylaws with Appendix A document, which affirms such member has:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands the Society is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure the Society operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on comprehensive information.
- b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the Society's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Society may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Executive Committee of its responsibility for ensuring periodic reviews are conducted.