

TENNESSEE PEDIATRIC SOCIETY FOUNDATION, INC.
BYLAWS

Revised February, 2009

ARTICLE I

Name

The name of this Corporation shall be Tennessee Pediatric Society Foundation, Inc., hereinafter referred to as the "Corporation."

ARTICLE II

Board of Directors

- Section 1. All corporate powers shall be exercised, and the affairs of the Corporation shall be managed, by or under the authority or direction of an independent Board of Directors.
- Section 2. The number of directors constituting the Board of Directors of the Corporation shall be not less than five (5) nor more than 15, with a majority of pediatricians, who shall also be members of the Tennessee Chapter of the American Academy of Pediatrics/Tennessee Pediatric Society ("TNAAP"). Two such pediatricians shall be members of the Board of Directors of TNAAP, whether voting or ex-officio, provided the interest exists. The remaining seats on the Board of Directors of the Corporation may or may not be held by members of the Board of Directors of the TNAAP.
- Section 3. All directors of the Corporation shall be subject to approval by a majority vote of the Board of Directors of the TNAAP.
- Section 4. The term of office for members of the Board of Directors of the Corporation shall be as determined from time to time by the Board of Directors of the TNAAP. Should the Board of Directors of the TNAAP fail to specify the term of office for any director, such director shall serve for a period of two (2) years and until his or her respective successor is appointed. Directors may serve up to four (4) consecutive terms.
- Section 5. A director may resign at any time by communicating such resignation to the Board of Directors of the Corporation or its presiding officer. The resignation of any such director will be effective when communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.
- Section 6. Any member of the Board of Directors of the Corporation may be removed from office at any time with or without cause by a majority vote of the directors of the Corporation.

- Section 7. Any vacancy in the Board of Directors occurring either through any newly created directorships, death, resignation, or removal, shall be filled by an affirmative vote of a majority of the remaining directors of the Corporation and approved in accordance with Section 3 above.
- Section 8. Members of the Board of Directors of the Corporation shall not receive compensation for their services as directors; however, directors may receive reasonable reimbursement for travel and expenses associated with carrying out their duties hereunder.
- Section 9. Members of the Board of Directors of the Corporation shall support the mission of the Corporation by attending at least 50% of the Board meetings and providing financial support either in cash or in-kind.

ARTICLE III

Meetings

- Section 1. Notice of the date, time and place of the annual meeting shall be given not less than five (5) days prior to the meeting, and shall be given by telephone call, electronic message or facsimile message.
- Section 2. The Board of Directors of the Corporation shall meet at least two (2) times per year (including the annual meeting). Additional notice of such regular meetings shall not be required, except that notice of the annual meeting shall be given pursuant to Section 1 of this Article III. Attendance may be by attendance in person or by means of a conference telephone or similar communication device such that all persons participating in the meeting can hear each other, and participation in such a manner shall constitute presence in person at such meeting.
- Section 3. Special meetings of the Board of Directors may be called by the President or any two (2) Board members. Notice of the date, time and place of such meetings shall be given not less than five (5) days prior to the meeting, and shall be given by telephone call, electronic message or facsimile message.
- Section 4. A majority of the membership of the Board of Directors shall constitute a quorum. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present shall be the act of the Board unless the Charter or law requires otherwise.
- Section 5. The Board of Directors may take action without a meeting if all directors consent to taking such action without a meeting and the action is approved by the affirmative vote of the number of directors that would be necessary to authorize or take such action at a meeting. The action must be evidenced by one or more written or electronic consents describing the action taken, signed by each director, and included in the minutes of the Corporation.

ARTICLE IV

Officers

- Section 1. The Corporation shall have a President, Vice President, and a Secretary/Treasurer, all of whom shall be elected by the Board of Directors of the Corporation. The Board of Directors of the Corporation may elect such other officers as such Board may deem necessary or desirable from time to time.
- Section 2. Each officer of the Corporation shall serve for a period of two (2) years and until his or her successor is duly elected. Officers shall be elected at the annual meeting and shall be eligible to serve two (2) consecutive terms.
- Section 3. Any officer may resign at any time by communicating such resignation to the Board of Directors of the Corporation. The resignation of any such officer will be effective when communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.
- Section 4. Any officer of the Corporation may be removed from office with or without cause by the vote of a majority of the Board of Directors of the Corporation. In the event the President is removed, then such former President shall immediately cease to serve on the Board of Directors of the Corporation.
- Section 5. Should a vacancy occur for any reason in any office, the Board of Directors of the Corporation shall elect a person to fill the vacancy for the unexpired term.
- Section 6. The officers shall have such powers and shall perform such duties as from time to time may be specified by the Board of Directors of the Corporation. In the absence of such specification by the Board of Directors, each officer shall have the following power and authority:
- a. President. The President shall be the chief executive officer of the Corporation, and shall have such general supervision of the affairs of the Corporation and other authority and duties as may be determined by the Board of Directors of the Corporation.
 - b. Vice President. The Vice President shall act as an aide to the President and shall perform the duties of the President in the absence or disability of the President.
 - c. Secretary/Treasurer. The Secretary/Treasurer shall record the actions and maintain the books and records of the Corporation and the Board of Directors; shall give notice of annual and special meetings of the Board of Directors; shall keep an accurate accounting of all monies and other property received, held and disbursed by the Corporation; and shall generally perform other duties as may be determined by the Board of Directors of the Corporation.

d. Other Officers. Other officers shall perform such duties and shall have such powers as may be assigned and prescribed by the Board of Directors.

Section 7. All checks, drafts or orders for payment of monies shall be signed by the officer or officers or other individuals as designated by the Board of Directors. No loans shall be made to the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board of Directors.

ARTICLE V *Board Committees*

Section 1. The Corporation shall have such committees of the Board of Directors as the Board shall designate from time to time; however, the Corporation shall at all times have an Executive Committee, comprised of the President, Vice President, Secretary/Treasurer and any other officers appointed. The Executive Committee shall exercise management and control in accordance with the direction of the Board of Directors of the Corporation. The Executive Committee shall keep minutes of its proceedings and shall report to the Board of Directors of the Corporation on any and all actions taken. Minutes of the meetings of the Executive Committee shall be prepared and kept with the records of the Corporation. The Executive Director of the TNAAP or his or her designee shall serve as an ex-officio member of the Executive Committee.

Section 2. All committee members shall be appointed by and shall serve at the pleasure of the Board of Directors.

ARTICLE VI *Fiscal Year*

The fiscal year of the Corporation shall commence July 1 and conclude June 30 of each year.

ARTICLE VII *Indemnification; Insurance*

Section 1. The Corporation, to the fullest extent permitted by applicable law as then in effect, shall indemnify any person (an "Indemnitee") who was or is involved in any manner (including, without limitation, as a party or a witness), or is threatened to be involved, in any threatened, pending or completed investigation, claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including without limitation, any action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor (each, a "Proceeding"), by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, or employee or agent of another corporation,

partnership, joint venture, trust or other enterprise against all expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with any Proceedings. This indemnification shall be a contract right and shall include the right to receive payment in advance of any expenses incurred by an Indemnitee in connection with Proceedings, consistent with the provisions of applicable law as then in effect.

Section 2. The Corporation shall have the authority by action of the Board of Directors to purchase and maintain insurance on behalf of any person who is or was a director, officer, or employee of the Corporation, or who is or was serving at the request of the Corporation against any liability asserted against him or her or incurred by him or her in any such capacity or arising out of his or her status as director, officer, or employee, whether or not the Corporation would have the power to indemnify him or her against such liability.

ARTICLE VIII

Amendments

Amendments to these Bylaws may be made at any meeting of the Board of Directors by a majority vote of the entire Board of Directors. Notice of proposed changes shall be made along with notification of the meeting at least ten (10) days prior to the meeting. Any amendment to these Bylaws must be approved by a two-thirds (2/3) majority of the Board of Directors of the TNAAP.

ARTICLE IX

Dissolution Clause

In the event that the Corporation ceases operations, the assets of the Corporation shall be dispersed in accordance with the Charter of the Corporation.

ARTICLE X

Financial Reports and Information

A copy of the Corporation's annual financial statements shall be provided to the Board of Directors of the TNAAP within 90 days after the end of the Corporation's fiscal year. In addition, the Corporation promptly shall make such other financial reports and provide such other financial information to the TNAAP as the Board of Directors of the TNAAP may request from time to time. Such other reports and information shall be in such form or forms as may be determined by the Board of Directors of the TNAAP.

ARTICLE XI

Miscellaneous

- Section 1. The Corporation shall be noncommercial, nonsectarian, and nonpartisan.
- Section 2. Neither the name of the Corporation or the name of any person acting on behalf of the Corporation shall be used in connection with any commercial concern or any partisan interest, except as specifically approved by the Board of Directors of the Corporation upon a specific finding that such endeavor will promote the purposes and objectives of the Corporation.
- Section 3. The Corporation may cooperate with other organizations and agencies concerned with the programs, policies, and needs that the Corporation seeks to promote and further; provided, however, no person representing the Corporation shall make any such commitments that bind the Corporation without the express written consent of a majority of the Board of Directors.

ARTICLE XII

Severability of Provisions of Bylaws

These Bylaws shall be subject to and construed in accordance with the laws of the State of Tennessee. The provisions hereof shall be deemed independent and severable, and the invalidity or partial invalidity or unenforceability of any one provision or portion thereof shall not affect the validity or enforceability of any other provision hereof.