

AMERICAN ACADEMY OF
CHILD & ADOLESCENT
PSYCHIATRY

W W W . A A C A P . O R G

AACAP BYLAWS

Approved by the membership, December 2023.

ARTICLE I

NAME AND OFFICES

Section 1.

The name of the corporation is AMERICAN ACADEMY OF CHILD AND ADOLESCENT PSYCHIATRY, INC, hereafter referred to as “AACAP,” “the Academy,” or “the corporation.”

Section 2.

The principal office of the corporation shall be at 3615 Wisconsin Avenue, NW, Washington, DC 20016-3007.

ARTICLE II

PURPOSES

Section 1.

The purposes for which the corporation is formed are fully set forth in its Certificate of Incorporation, as amended. Such purposes are, in brief, the encouragement and advancement of medical contributions to the knowledge and treatment of psychiatric problems of children and adolescents, without profit, so that no part of the income of the corporation shall inure to the private benefit of any donor, member, officer, director or employee of the corporation other than as reasonable compensation for work or services rendered or to the benefit of any other corporation or individual except as an appropriate beneficiary of one of the purposes stated in the Certificate of Incorporation, and so that the corporation shall never engage in a transaction of the type that is limited or prohibited for organizations qualified under Section 501(c)(3) of the Internal Revenue Code. Accordingly, no substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Section 2.

The mission of the American Academy of Child and Adolescent Psychiatry is to promote the healthy development of children, adolescents, and families through advocacy, education, and research, and to meet the professional needs of child and adolescent psychiatrists throughout their careers.

Section 3.

In furtherance of this mission and these purposes, the Academy is committed to advancing diversity, equity, inclusion, and belonging in all program and services. The Academy is also committed to lifelong learning as a means of maintaining competence in child and adolescent psychiatry.

ARTICLE III

MEMBERSHIP

Section 1. Classes of Membership

There shall be specific classes of membership in the corporation:

- (1) General Members
- (2) Distinguished Fellow Members
- (3) Affiliate Members
- (4) Resident Members
 - (a) Child and Adolescent Psychiatry Trainee Members
 - (b) Psychiatry Trainee Members
 - (c) Pediatric Trainee Members
 - (d) Triple Board Trainee Members
 - (e) Post-Pediatric Portal Program (PPPP) Trainee Members
- (5) Medical Student Members
- (6) International Members
- (7) Distinguished Fellow International Members
- (8) Corresponding Members
- (9) Honorary Members
- (10) Distinguished Life Members

Section 2. Election to Membership

- (a) Election to any class of membership in the corporation shall be initiated by application, unless otherwise provided in this Article III. The application shall include documentation relating to the training, Board Certification, professional experience, activity, competence, judgment, and/or other qualifications of the applicant cited in this Article as a requirement for the membership class for which they are applying. The items of required documentation shall be those established by the Membership Committee.
- (b) The Membership Committee shall make a determination for each applicant as to their eligibility for membership in the corporation and as to the appropriate class of membership. If there is disagreement within the Membership Committee, Council will make the final decision.

- (c) All General, Distinguished Fellow, or Resident Members of the Academy must be members in good standing of the regional organization in their locality of practice, where one exists, and/or application for membership must be submitted jointly to the said regional organization and the national organization. Acceptance to Academy membership of new applicants is contingent, in part, on acceptance to membership by a regional organization, and continuing membership in a regional organization is a requirement for continuing membership in the Academy, whether as General, Distinguished Fellow, or Resident Member except as noted in Section 2 of this Article III.
- (d) All members qualifying under Section 2(c) above, who move to another locality of practice shall affiliate with the regional organization for that locality. When a member remains unaffiliated after relocating, they shall be assigned to the regional organization nearest their locality of practice.
- (e) Any member with no access to a regional organization may be exempted from the requirement to belong to a regional organization upon application to the Membership Committee.
- (f) In accordance with Section 4(b)(3) of Article VIII, representation and membership of any regional organization of child and adolescent psychiatry in the Assembly of Regional Organizations of Child and Adolescent Psychiatry, hereafter, referred to as “the Assembly,” is contingent on the organization’s requirement of Academy membership of all members of the regional organization.

Section 3. Class 1: General Members

- (a) Election to General Membership in the corporation may be extended, upon application, to any licensed physician who meets both of the following qualifications:
 - (1) shall have been certified in child and adolescent psychiatry by the American Board of Psychiatry and Neurology, OR
 - have completed two years of training in a child and adolescent psychiatry training program accredited by the Accreditation Council on Graduate Medical Education, and have completed general psychiatry training, OR
 - have completed a Triple Board combined training program in pediatrics, general psychiatry and child and adolescent psychiatry, OR
 - have completed three years of training in a Post-Pediatric Portal (PPPP) training program, (general psychiatry and child and adolescent psychiatry).
 - (2) shall demonstrate, through documentation, that their major professional interest and activity is child and adolescent psychiatry. Activities may be in one or more of the following areas: clinical practice, teaching, research, administration, scholarly publication, or organizational or social policy work at community, state, or national levels.
- (b) General Members
 - (1) shall be eligible to serve as members of Council but shall not be eligible to hold office as President, President-elect, Secretary, Assembly Chair, Assembly Chair-elect, or Treasurer of the corporation,
 - (2) shall be eligible to serve on any committee except the Executive Committee and to chair any committee except the Executive Committee and the Bylaws Committee, and

- (3) shall have the power to vote on any and all issues considered by the corporation at its official meetings and by mail or electronic ballot, except those issues that relate directly or indirectly to proposed changes in the membership requirements of the corporation.
- (c) General Members shall be subject to membership dues as specified by Council and as provided in Article IX shall receive a subscription to the Journal of the American Academy of Child and Adolescent Psychiatry hereafter referred to as *JAACAP*, and other such benefits as Council may authorize.

Section 4. Class 2: Distinguished Fellow Members

- (a) The hallmark of a Distinguished Fellow is excellence in their professional career and sustained positive contributions to the field.
- (b) General Members are eligible for elevation to Distinguished Fellow Membership by nomination of any three Distinguished Fellow Members. Such nominations will be reviewed by the member's regional organization or AACAP Membership Chair and recommended to the Membership Committee. The Chair of the Membership Committee shall review all comments and finalize the list of nominees to be recommended to the Distinguished Fellow members of Council for vote as provided for in Section 2(c) of this Article III. There shall be an installation ceremony at the time of the Annual Meeting.
- (c) Criteria for Election to Distinguished Fellowship
 - (1) shall have been a General Member of the Academy for not less than five consecutive years,
 - (2) shall have been certified in child and adolescent psychiatry by the American Board of Psychiatry and Neurology, and
 - (3) shall have made an outstanding and sustained contribution in any three of the five areas listed.
 - (i) Significant scholarly publications
 - (ii) Outstanding teaching
 - (iii) Five years or more of significant and continuing contribution to patient care
 - (iv) Organization or social policy leadership at community, state, or national levels
 - (v) Significant contributions to the work of the Academy through its committees, or the Assembly, or a regional organization, over a period of five years, as recognized by Council
 - (4) Exceptions to the above criteria may be made at the discretion of Council.
- (d) Distinguished Fellow Members
 - (5) shall be eligible to hold office in the corporation,
 - (6) shall be eligible to serve as chairpersons or members of committees,
 - (7) shall have the power to vote on any and all issues considered by the corporation at its official meetings and by mail or electronic ballot, and
 - (8) shall be accorded the right to use the letters DFAACAP after their names.

- (e) Distinguished Fellow Members shall be subject to membership dues as specified by Council and shall receive a subscription to *JAACAP* and other such benefits as Council may authorize.

Section 5. Class 3: Affiliate Members

- (a) Affiliate Membership in the corporation may be extended, upon application, to any licensed physician who is not eligible for General Membership but who is making contributions to the field of child and adolescent psychiatry in one or more of the activities listed in Section 3(a)(2) of this Article III. The evaluation of such contribution should be made by at least two General or Distinguished Fellow Members of the Academy, or other qualified child and adolescent psychiatrists, who are familiar with the applicant's work.
- (b) Affiliate Members of the corporation shall be eligible to participate in all of the activities of the corporation except that they
 - (1) shall not have the power to vote,
 - (2) shall not be eligible to hold office in the corporation, and
 - (3) shall not be eligible to serve as chairperson of the committees of the corporation.
- (c) Upon fulfillment of the stated qualifications required of General Members of the corporation, an Affiliate Member shall be eligible to apply to the Membership Committee for advancement to General Member status.
- (d) Affiliate Members shall be subject to membership dues as specified by Council and shall receive a subscription to *JAACAP* and other such benefits as Council may authorize.

Section 6. Class 4: Resident Members

- (a) Subclass 4 (a): Child and Adolescent Psychiatry Resident Members (individuals accepted for child and adolescent psychiatry training in an accredited program)
- (b) Subclass 4 (b): Psychiatry Resident Members (individuals accepted for psychiatry training in an accredited program)
- (c) Subclass 4 (c): Pediatric Resident Members (individuals accepted for pediatric training in an accredited program)
- (d) Subclass 4 (d): Triple Board Resident Members (individuals accepted for training in a Triple Board program)
- (e) Subclass 4 (e): Post-Pediatric Portal Program (PPPP) Resident Members (individual trained in pediatrics and accepted for training in a combined general psychiatry and child and adolescent psychiatry program)
- (a) Resident Membership may be extended, upon application, to any physician who provides evidence of membership in any of the sub-classes; i.e., acceptance to or matriculation in the corresponding accredited training program.
- (b) Resident Members shall be eligible to participate in all of the activities of the corporation except that they

- (1) shall not have the power to vote,
- (2) shall not be eligible to hold office, (except for child and adolescent psychiatry trainee participation in Council as noted in Section 1(c) of Article VII), and
- (3) shall not be eligible to serve as chair of any of the standing committees of the corporation.

- (c) Resident Membership in the corporation shall be terminated upon the trainee's termination of training status that qualified them for membership. However, Resident Members may, with application and appropriate documentation, continue their membership in the corporation under a different Resident membership sub-class.
- (d) Resident Members who reach qualification for General Membership as specified in Section 3(a)(1) and (2) of this Article III, shall be advanced to General Membership upon submission of appropriate documentation. Failure to submit such documentation following eligibility for General Membership shall result in termination of membership in the corporation.
- (e) Resident Members of each subclass shall be subject to membership dues as specified by Council and shall receive a subscription to JAACAP and other such benefits as Council may authorize.

Section 7. Class 5: Medical Student Members

- (a) Medical Student Membership may be extended, upon application, to an individual who provides evidence of acceptance to or matriculation in an accredited medical school.
- (b) Medical Student Members shall be eligible to participate in all of the activities of the corporation except that they
 - i. shall not have the power to vote,
 - ii. shall not be eligible to hold office,
 - iii. shall not be eligible to serve as chair of any of the standing committees of the corporation.
- (c) Medical Student Membership in the corporation shall be terminated upon the student's termination of training status that qualified them for membership.
- (d) Medical Student Members shall be subject to membership dues as specified by Council and shall receive a subscription to JAACAP and other such benefits as Council may authorize.

Section 8. Class 6: International Members

- (a) Physicians who live and are trained outside the United States and Canada and who do not meet the criteria established for General Members may apply for election to International Membership.
- (b) International Membership in the corporation may be extended, upon application, to licensed physicians who can provide verification of the following qualifications:
 - (1) Graduated from an international medical school listed in the World Health Organization Directory,
 - (2) Completed acceptable training in general psychiatry, and acceptable training in child and adolescent psychiatry, and

- (3) Possess a valid license to practice medicine in good standing in their country of graduation or locality of practice, as verified by one of the following:
 - (i) Certification from the national medical association in the country of practice attesting to the applicant's valid authorization to practice medicine without limitation;
 - (ii) Certification from the registry or licensing authority of the country of practice attesting to the applicant's valid license to practice medicine in good standing.
- (c) Membership in a regional organization is not required for International Members.
- (d) International Members are subject to Annual International Membership Dues as specified by Council, based on the member's country of residence income classification as defined by the World Bank.
- (e) International Members will receive a subscription to *JAACAP* and other such benefits as Council may authorize.
- (f) International Members of the corporation are eligible to participate in all of the activities of the corporation except that they
 - (i) shall not have the power to vote,
 - (ii) shall not be eligible to hold office in the corporation, and
 - (iii) shall not be eligible to serve as chair of any committees.

Section 9. Class 7: Distinguished Fellow International Members

- (a) Physicians who live and are trained outside the United States and Canada and who do not meet the criteria for Distinguished Fellowship of AACAP.

International Distinguished Fellow Membership in the corporation may be extended, upon application, to licensed physicians who can provide verification of the following qualifications:

 - (1) Applicants shall meet all the criteria for International Membership, and
 - (2) Applicants shall submit the written support of three Distinguished Fellows and/or International Distinguished Fellows of AACAP.
- (b) International Distinguished Fellows shall demonstrate through documentation that their major professional interest and activity is child and adolescent psychiatry. Activities may be in one or more of the following areas: clinical practice, teaching, research, administration, scholarly publication, or organizational or social policy work.
- (c) International Distinguished Fellows must be a member in good standing of the Academy for at least five consecutive years and made outstanding and sustained contributions in any three of the five areas listed:
 - (1) Significant scholarly publications
 - (2) Outstanding teaching
 - (3) Five years or more of significant and continuing contributions to patient care

- (4) Organizational leadership in the country of residence
- (5) Significant contributions to the work of AACAP through its committees.
- (d) International Distinguished Fellows are subject to Annual International Membership Dues as specified by Council, based on the member's country of residence income classification as defined by the World Bank.
- (e) International Distinguished Fellows shall receive a subscription to *JAACAP* and other such benefits as Council may authorize.
- (f) International Distinguished Fellows of the corporation shall be eligible to participate in all of the activities of the corporation except that they
 - (1) do not have the power to vote,
 - (2) are not eligible to hold office in the corporation, and
 - (3) are not eligible to serve as chair of any committees.
- (g) Exceptions to the above criteria may be made at the discretion of Council.

Section 10. Class 8: Corresponding Members

- (a) Election to Corresponding Membership may, upon application, be extended to any licensed physician living outside the United States who does not qualify for election to membership in any of the previously described membership classes.
- (b) Corresponding Members of the corporation shall be eligible to participate in all of the activities of the corporation except that they
 - (1) shall not have the power to vote,
 - (2) shall not be eligible to hold office in the corporation, and
 - (3) shall not be eligible to serve as chair of the committees of the corporation.
- (c) Corresponding Members shall be subject to membership dues as specified by Council and shall receive a subscription to and other such benefits as Council may authorize.

Section 11. Class 9: Honorary Members

- (a) Invitation to Honorary Membership shall be initiated by Council under the following guidelines:
 - (1) Invitation to Honorary Membership may be extended to persons not eligible for General or Distinguished Fellow membership who have made outstanding contributions to the field of child and adolescent psychiatry, child and adolescent development, or child and adolescent mental health.
 - (2) Invitation to Honorary Membership shall be extended to the chief elected officer of child and adolescent psychiatric associations not in the United States. Honorary Membership shall coincide with term of international office.

- (b) Honorary Members shall not have the power to vote or to hold office or serve as chair of any committee.
- (c) Honorary Members shall not be subject to membership dues and shall receive a subscription to *JAACAP* and other such benefits as Council may authorize.

Section 12. Distinguished Life Membership Status

- (a) Distinguished Life Members of the corporation:
 - (1) shall be eligible to hold office in the corporation,
 - (2) shall be eligible to serve as chairpersons or members of committees, and
 - (3) shall have the power to vote on any and all issues considered by the corporation at its official meetings and by mail or electronic ballot.
- (b) Council shall designate and may from time to time modify a formula combining age and years of membership according to which any General Member, Distinguished Fellow Member, Affiliate Member or Corresponding Member in good standing for at least ten years shall be elevated to Distinguished Life Membership Status.
- (c) Members with Distinguished Life Membership Status shall retain all privileges of their membership class.
- (d) Members with Distinguished Life Membership Status shall be exempt from payment of dues, and a subscription to *JAACAP* may be made available for a fee.
- (e) General or Affiliate Members who have been accorded Distinguished Life Membership Status will be referred to as "Distinguished Life Member." Distinguished Fellow Members who have been accorded Distinguished Life Membership Status will be referred to as "Distinguished Life Fellow."

Section 13. Retired Status

Any General, Distinguished Fellow, Affiliate, or Corresponding Member in good standing for at least ten years who has reached the age of 65 years or any member who has achieved Distinguished Life Membership Status, is considered exempt from the requirement for medical licensure; provided that the surrender of medical license was voluntary, was unrelated to legal and/or disciplinary proceedings, and was in connection with retirement from the practice of medicine.

Section 14. Inactive Status

- (a) Inactive Status may be granted by Council, upon application and on recommendation of the Membership Committee, to any member in good standing who is liable for dues and who establishes inability to pay such dues as a consequence of hardship or illness.
- (b) Inactive Status is granted for a designated period of time, not to exceed two years. Extension of that period of time, if appropriate, may be granted upon request.
- (c) Members on Inactive Status shall be entitled to register as members at the annual meetings of the corporation but shall not be eligible for any other privileges of membership.

- (d) Members on Inactive Status shall be exempt from payment of dues, and a subscription to *JAACAP* may be made available for a fee.
- (e) Any Member on Inactive Status may apply to the Membership Committee for reinstatement to their former membership status at any time.

ARTICLE IV

OFFICERS

Section 1.

The corporation shall have as the Officers the President, President-elect, Secretary, and Treasurer.

Section 2. Elections and Vacancies

The corporation shall, prior to every second annual meeting, elect by a majority of mail or electronic votes cast by eligible members for a two-year term the President, President-elect, Secretary, and Treasurer. Vacancies occurring in the offices of Secretary or Treasurer shall be filled by Council, the officers so elected to hold office for the remainder of the term of office. In the case of a vacancy in the position of President-elect, including early succession to the Presidency, the Secretary shall assume the duties of President-elect until the regular election or a special election is held, as called by a majority vote of Council. Expiration and commencement of the terms of all elected officers shall take place during the Annual Meeting at the final meeting of Council at the point of New Business.

Section 3. Reelection

Except in the case of the Secretary and the Treasurer, the officers shall not be eligible for reelection following the expiration of their term of duty until a period of two years shall have elapsed.

Section 4. Duties of the President

The President shall preside at all meetings of Council. The President shall have general supervision, direction and active management of the business and affairs of the corporation and shall have the general powers of supervision and management usually vested in the office of the President of a not-for-profit corporation under the laws of Delaware.

Section 5. Duties of the President-elect

During the absence or disability of the President, the President-elect shall exercise all the functions of the President.

Section 6. Duties of the Secretary

- (a) The Secretary shall have charge and be responsible for the records of the corporation under the supervision of the President and Council, including the permanent record of all minutes of meetings of Council. The Secretary shall sign the minutes.

- (b) The Secretary shall have charge and be responsible for all such additional books and papers as Council may direct, and
- (c) The Secretary shall, in general, perform all such duties as are incidental to the office of Secretary of a not-for-profit corporation under the laws of Delaware.

Section 7. Duties of the Treasurer

- (a) The Treasurer shall be responsible for all the funds, property, and other assets of the Corporation and for an accounting of these and shall, in general, perform all duties that are consistent with the office of Treasurer of a not-for-profit corporation under the laws of Delaware.
- (b) The Treasurer shall arrange for an annual audit of the corporation accounts and the results shall be reported to the Executive Committee and Council.

Section 8.

- (a) Except as provided in Section 8 of Article IX, Section 4 of Article X and Section 4 of Article XI, all checks drawn on any bank accounts standing in the name of the corporation shall be signed by the Executive Director/CEO, Treasurer, or President of the corporation within guidelines established by Council.

ARTICLE V

MEETINGS

Section 1.

There shall be an annual meeting of the corporation. Council may from time to time determine special meetings as necessary. Council shall determine the time and place of all meetings, which may take place outside the State of Delaware.

Section 2.

In lieu of a face-to-face meeting, Council may determine any annual or special meeting shall not be held in any place, but shall instead be held solely by telephone, videoconference, or other electronic means of remote communication by which members can hear and speak to each and otherwise participate in the meeting. Each participating member shall be deemed present in person, provided that (i) the corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a member; (ii) the corporation shall implement reasonable measures to provide such members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (iii) if any member votes or takes other action at the meeting by means of remote communication, the results of the vote shall be maintained by the corporation.

Section 3.

A quorum at any meeting of the corporation shall be those Distinguished Fellow and General Members attending.

Section 4.

Every member shall be entitled to ten days' notice of the time and place of every meeting served personally or by mail, telephone, or electronic transmission or means, unless such notice shall be waived in writing.

Section 5.

Every Distinguished Fellow Member and General Member of the corporation shall, at every meeting of members, be entitled to one vote.

Section 6.

The order of business at the annual meeting shall be as follows:

- (1) Reading minutes of the preceding meeting
- (2) Report of Officers and Council
- (3) Reports of committees
- (4) Old business
- (5) New business

ARTICLE VI

COMMITTEES

Section 1. Formation of Committees

- (a) The Executive Committee shall consist of the President, the President-elect, the Secretary, the Treasurer of the corporation, and the Chair of the Assembly.
- (b) The Nominating Committee shall consist of the Immediate Past President and four General or Distinguished Fellow members of AACAP who are neither officers nor members of Council nor elected to any other AACAP position. The Immediate Past President shall serve as chair of the committee. The other members of the Nominating Committee shall be elected. Each year Council shall propose a slate of four General or Distinguished Fellow members of AACAP, of which two shall be elected by the general membership to serve a term of two years each. Members of the Nominating Committee shall not be eligible for reelection following the expiration of their term of duty until a period of two years shall have elapsed.
- (c) All other committees shall be appointed by the President as necessary for the conduct of the corporation's business, and the President shall appoint a successor for the unexpired term of any Nominating Committee vacancy.

Section 2. Standing Committees and Groups

There shall be the following Standing Committees:

- (1) Executive Committee
- (2) Bylaws Committee
- (3) Membership Committee
- (4) Nominating Committee
- (5) Program Committee
- (6) Ethics Committee
- (7) Diversity, Equity, Inclusion and Belonging Committee

There shall be the following Standing Group:

- (1) Financial Planning Group
 - Audit Group

Section 3. Executive Committee Functions

The Executive Committee shall serve in an advisory capacity to the President and Council and shall, at the discretion of the President, act for Council when necessary between meetings of Council except, however, that the Executive Committee may not take any action in conflict with any action taken by Council or the membership of the corporation.

Section 4. Nominating Committee Functions

The Nominating Committee shall be responsible for presenting a slate of nominations for the election of officers of the corporation and Council Members-at-Large. The Nominating Committee is encouraged to nominate more than one member for each position to be filled. The slate of the Nominating Committee may be supplemented by the name of any eligible member supported by a petition signed by 5% of the voting membership.

ARTICLE VII

COUNCIL

Section 1. Composition

- (a) The board of directors of the corporation, herein called Council, shall consist of sixteen voting members, being
 - (1) the four officers and the Immediate Past President of the corporation,
 - (2) six members elected by the eligible members of the corporation in accordance with the provisions of Section 3(a) of the Article VII, AND

- (3) five members elected by the Assembly in accordance with the provisions of Section 6 of Article VIII.
- (4) No person shall at any time hold more than one of the sixteen Council membership positions.

(b) Members of Council shall be either General or Distinguished Fellow Members of the corporation during their term of office.

(c) Non-voting resident members shall be appointed by each President for a two-year term. They shall be selected from Child and Adolescent Psychiatry Resident Members as defined in Section 6 (a) of Article III; Triple Board Trainee Members as defined in Section 6 (e) of Article III, and Post-Pediatric Portal Program Trainee Members as defined in Section 6 (f) of Article III. Resident member terms are staggered with one being appointed each year.

Section 2. Powers and Function

(a) Direction and Management

The direction and management of the affairs of the corporation and the control and disposition of its property and funds shall be vested in Council under leadership of the President. Council shall have, in addition to the powers and authority expressly conferred upon it by the Certificate of Incorporation and these Bylaws, the right, power, and authority to exercise all such powers and do all such acts and things as may be exercised or done by a not-for-profit corporation organized under the laws of the State of Delaware, but subject to the laws of the State of Delaware, to the provisions in the Certificate of Incorporation and the Bylaws of the corporation.

(b) Policies and Procedures

Council shall cause Policies and Procedures to be written and maintained to govern the operations of the corporation.

(c) Executive Director/CEO

Council shall appoint an Executive Director/CEO to carry out the directives of Council. Council shall determine the duties and responsibilities of Executive Director/CEO.

Section 3. Elections

(a) Council Members-at-Large

Four General or Distinguished Fellow Members shall be nominated by the nominating committee for Council Members-at-Large. Two members shall be elected for a term of three years by a simple majority of votes cast by the eligible members of the corporation voting by mail or electronic ballot. Those elected

- (1) shall take office at the final meeting of Council at the point of New Business during the annual meeting of the corporation held after their election,
- (2) shall replace the two Council members previously elected pursuant to this Section 3(a) whose terms of office expire at that time, and
- (3) shall serve until their successors have been duly elected and installed.

The six members of Council elected pursuant to this Section 3(a) shall not be eligible for reelection to Council as a Member-at-Large after the expiration of their term of office until a period of at least three years shall have elapsed.

(b) Assembly Members of Council

The Assembly shall elect five members to Council in accordance with the provisions of Section 6 of Article VIII.

Section 4. Vacancies

Except as provided in Section 2 of Article IV and Section 9 of Article VIII, vacancies in Council, whether caused by death, resignation, or any other reason, may be filled by a majority vote of Council members then in office for the unexpired term of the Council member position being replaced.

Section 5. Meetings of Council

Council shall hold meetings regularly and periodically throughout the year, but not less than two times yearly. Meetings of Council may be called by the President or by a majority of Council members, with a notice stating the time and place thereof, served personally, by mail or electronic transmission or means to each member of Council at least ten days prior to the meeting for in-person meetings. The members of Council may hold their meeting within or without the State of Delaware and may at such meeting transact any and all business pertaining to the corporation. A majority of the members of Council shall be necessary to constitute a quorum for the transaction of business at any meeting. Unless otherwise provided in these Bylaws or by Delaware law, any action taken or authorized by the vote of the majority of the Council members present at any meeting duly called and convened at which a quorum is present shall have the same force and effect as if all the members had been present and had taken or authorized such action.

Section 6. Action by Written Consent.

Council can take any action without a meeting if the majority of voting Council members consent to the action in writing or by electronic means. Such decisions shall be filed within the Executive Office.

ARTICLE VIII

ASSEMBLY OF REGIONAL ORGANIZATIONS OF

CHILD & ADOLESCENT PSYCHIATRY

Section 1. Organization of Assembly and Its Relationship to Academy

In order to formalize and promote the Academy's relationship with regional organizations of child and adolescent psychiatry and to provide improved channels of communication, coordination and collaboration among various regional organizations of child and adolescent psychiatry, the Academy has assisted in the organization of an Assembly. This Assembly shall be an integral part of the Academy and shall be represented on Council in the manner and to the extent set forth in these Bylaws, provided that said Assembly is constituted and operated in accordance with the provisions of Sections 2 through 9 of this Article VIII.

Section 2. Purpose of the Assembly

The purpose of the Assembly and each of the regional organizations represented shall be consistent with and in furtherance of the purposes and mission of the Academy, as set forth in Article II.

Section 3. Membership and Representation in Assembly

- (a) The Assembly shall consist of those regional organizations elected to membership in accordance with procedure set forth in Section 4 of this Article VIII.
- (b) Each regional organization that becomes a member of the Assembly, hereafter referred to as a member regional organization, shall elect Delegate(s) and Alternate Delegate(s), hereafter referred to as “Alternate(s),” to serve as its representatives in the Assembly in accordance with the provisions of Section 3(c) of this Article VIII. Delegates and Alternates serve in said capacity for a term determined by their regional organization but recommended no less than two years, unless said term is extended in accordance with the provisions of Section 6(e) of this Article VIII. The Delegates and Alternates to the Assembly shall be General or Distinguished Fellow Members of the Academy. Delegates or their Alternates shall be given such powers and duties not inconsistent with the requirements of this Article VIII as the Assembly may, through adoption of its own Bylaws or otherwise, provide. Persons elected to serve as Delegates or Alternates may be re-elected to serve additional terms in either position without any limitation on the number of terms (consecutive or otherwise) they may serve in either position.
- (c) Delegates shall be selected by each member regional organization. Each member regional organization shall be entitled to select one or more delegates according to a delegate representation formula adopted by the Assembly and approved by Council. Each delegate shall be entitled to cast one vote with respect to each decision requiring a vote of the members of the Assembly.
 - (1) The number of delegates is based on the total number of Academy members (General and Distinguished Fellow) in the regional organization.
 - (2) Member regional organizations may also include child and adolescent psychiatry Resident Members, as defined in Section 4(a), in determining the number of their delegates. Two Resident Members shall be counted as one member for this purpose.
 - (3) Member regional organizations desiring to add Delegate(s) to any meeting of the Assembly must submit their membership roster (and count) to be verified by the Academy prior to the Assembly meeting.
 - (4) Each member regional organization shall also designate Alternate Delegate(s). If the Delegate(s) of a member regional organization should be unavailable to vote, the Alternate may vote in place of the Delegate, and if neither the Delegate nor the Alternate is available to vote, the President of the member regional organization may appoint a member of the member regional organization who is a General and Distinguished Fellow member to vote on behalf of the member regional organization. The President of the member regional organization must have previously notified the Chair of the Assembly or the Executive Director/CEO of the Academy of this appointment in order for it to be effective.

Section 4. Election of Regional Organizations to Membership in Assembly

- (a) Any regional organization of child and adolescent psychiatry may apply for membership in the Assembly in accordance with such application procedures and subject to such requirements, consistent with the requirements of this Article VIII, as the Assembly may establish.

(b) In order to be eligible for membership in the Assembly, a regional organization of child and adolescent psychiatry must have adopted and submitted its Bylaws to the Chair of the Assembly and the Executive Director/CEO of the Academy for its consideration. Bylaws of the regional organization must:

- (1) make it clear that the goals of the regional organization are consistent with the goals of the Academy, as set forth in Article II of these Bylaws,
- (2) incorporate rules for membership in the regional organization under which any General Member or Distinguished Fellow Member of the Academy would qualify for membership in the regional organization. In addition, the Assembly shall encourage each of its member regional organizations to adopt categories of membership that correspond to the various classes of membership in the Academy, and
- (3) require all members of regional organizations to be members of the Academy.

(c) After determining that the application and Bylaws of any regional organization that has applied for membership in the Assembly meet the requirements of paragraph (b) of this Section and such other requirements as the Assembly may have established, the delegates of the Assembly shall vote as to whether to admit the applicant regional organization as a member regional organization of the Assembly. In deciding whether to vote for admittance of the applicant organization to the Assembly, the Assembly members may take into account whether the region of the country that the applicant organization represents is already adequately represented in the Assembly by another regional organization from the same region. If two-thirds of the then-existing member regional organizations vote in favor of admitting the applicant organization, said organization shall thereupon become a member of the Assembly. If less than two-thirds of the then-existing member regional organizations vote in favor of admitting the applicant organization, said organization shall not become a member of the Assembly. That said, regional organization may, at any time more than one year after the Assembly last voted against its admittance, submit another application for membership in the Assembly, which shall be given due consideration by the Assembly.

Section 5. Officers of Assembly Executive Committee

The Assembly shall elect as its officers a Chair, a Chair-elect, and a Secretary-Treasurer. Each such officer must be a Delegate to the Assembly and a Distinguished Fellow or General Member of the Academy. The officers shall be given such powers and duties consistent with the requirements of this Article VIII. Each of the officers of the Assembly shall be elected for a two-year term. The Assembly Chair is also a member of the Executive Committee of the corporation as defined in Section 1(a) of Article VI. The Chair shall not be eligible for re-election as Chair of the Assembly following expiration of office until a period of two years shall have elapsed, except as provided in Section 9 of this Article VIII. The Assembly Executive Committee is comprised of the Officers of the Assembly, at-large Assembly Representatives to Council, and the Assembly Early Career Psychiatrist and Resident Representatives as defined and provided in Sections 7 and 8 of this Article VIII.

Section 6. Election of Assembly Members as Representatives to Council

(a) Five Assembly Delegates shall serve as members of Council. The Academy shall encourage the Assembly to elect members to Council who, taken as a group, are representative of the entire Assembly in terms of the geographic area and membership size of the regional organizations they represent. The Academy shall also encourage the Assembly to provide the opportunity for serving as at-large Assembly Representatives to Council to as many different Assembly Delegates as possible.

- (b) The Assembly Chair, Chair-elect, and Secretary-Treasurer of the Assembly shall automatically be deemed three of the five members elected to Council, and their terms of office and membership on Council shall run concurrently.
- (c) On alternate years from the Assembly officer elections, two at-large Assembly Representatives to Council shall be elected by the Assembly to serve a two-year term. The two at-large Assembly Representatives to Council elected pursuant to this Section 6(c) shall not be eligible for reelection as at-large Assembly Representatives to Council following expiration of office until a period of at least two years has elapsed.
- (d) Each year, the Assembly shall have a Nominating Committee consisting of the Chair of the Assembly who will serve as Nominating Committee Chair and two Delegates of the Assembly elected by the Assembly. The Nominating Committee is charged with the responsibility of providing nominees for the positions of officers or at-large Assembly Representatives to Council.
- (e) Delegates elected as at-large Assembly Representatives to Council shall retain their positions as Delegates to the Assembly. Any Delegate elected as an at-large Assembly Representative to Council whose term of office as Delegate would otherwise expire before the end of their term as Council Member, shall automatically have their term of office as Assembly Delegate extended by their regional organization to such time as their term as at-large Assembly Representative to Council expires. If an Assembly Delegate serving as at-large Assembly Representative to Council moves to a new geographical area or for some other reason is no longer able to represent their regional organization, their term as at-large Assembly Representative to Council shall terminate, and the vacancy shall be filled as provided in Section 9 of this Article VIII.

Section 7. Selection of Assembly Early Career Psychiatry Representative to the Assembly

Every two years the Assembly officers select an early career psychiatrist (hereafter referred to as “ECP”) who is a member of the Academy to represent ECPs on the local level and in the Assembly. ECPs are members who are within their first seven years after completion of an accredited residency program.

Section 8. Selection of Assembly Resident Representative to the Assembly

Every two years the Assembly officers select a Resident Member(as defined in Article III, Section 6. Class 4) to represent trainees on the local level and in the Assembly as the Assembly Resident Representative.

Section 9. Vacancies

In the event of a vacancy in the position of the Chair of the Assembly, the Chair-elect of the Assembly shall automatically become the Chair for the balance of the term of office, and the Assembly shall promptly elect a new Chair-elect by an election held by the Assembly. Any vacancy in the positions of Chair-elect, Secretary-Treasurer, or at-large Assembly Representative to Council shall be promptly filled by an election held by the Assembly. Any person who fills a vacancy in accordance with the provisions of this Section shall be eligible for election for the same position as an officer of the Assembly or as an at-large Assembly Representative to Council at the expiration of the terms of the office this person has filled. Any vacancy in the Assembly Resident and ECP Representative positions will be filled by a majority vote of the Assembly Executive Committee for the balance of that term.

ARTICLE IX

JOURNALS

Section 1. Journals

The Academy shall publish an official journal, known as the *Journal of the American Academy of Child and Adolescent Psychiatry* (hereafter referred to as *JAACAP*). In addition, the Academy may publish other peer reviewed scholarly publications.

Section 2. Mastheads

(a) Mastheads

- (1) Each journal shall have a masthead consisting of editors and editorial board members.
- (2) Individuals appointed to serve on a masthead who are eligible for corporation membership shall maintain active memberships during their terms.
- (3) Sixty percent of each masthead must comprise corporation members.

(b) Editors

- (1) Editor-in-Chief
 - (i) There shall be an Editor-in-Chief (hereafter referred to as “the EIC”) elected by Council.
 - (ii) Duties: The EIC shall perform the duties of a Journal Editor (outlined in (a)(3)) for *JAACAP*.

(c) Journal Editors

- (1) There shall be a designated Journal Editor for each publication elected by Council.
- (2) The term of office of the Journal Editor shall be five years with re-election to a single additional five-year term possible.
- (3) The Journal Editor shall be a Distinguished Fellow Member of the corporation during their term of office.

(4) Duties

- (i) The Journal Editor shall:
 - (a) have responsibility for the scientific content of the assigned journal.
 - (b) have responsibility for the selection of advertising in the assigned journal.
 - (c) have responsibility for stewardship of the assigned journal.
 - (d) report to Council at least annually on the status of the assigned journal.

- (e) All actions of the Journal Editor with respect to content and advertising shall be consistent with and in furtherance of the purposes and mission of the Academy as set forth in Article II and shall be subject to ultimate review by Council keeping in mind the importance for editorial independence of the Journal Editor and journals.
- (f) The Journal Editor may be removed upon a two-thirds vote of all the members of Council in office.

(d) Associate Editor

- (1) There shall be an Associate Editor of each publication nominated by the Journal Editor and approved by Council.
- (2) The Associate Editor shall assist the Journal Editor in their duties.
- (3) The Associate Editor shall be a Distinguished Fellow Member of the corporation during their term of office.
- (4) In the event of the Journal Editor's absence or disability, the Associate Editor shall take over the duties of the Journal Editor until a new editor is appointed by the process described in Section 4(c) of Article IX.

(e) Additional Editors

- (1) The Journal Editor, with approval of Council, may appoint additional sub-editors as necessary (e.g., deputy and assistant editors).

(f) Editorial Boards

- (1) There shall be an editorial board consisting of:
 - (i) *JAACAP*: no less than 12 individuals not including the Journal Editor and the Associate Editor.
 - (ii) Other publications: no less than 4 individuals not including the Journal Editor and Associate Editor.
 - (iii) Individuals shall be appointed by the Journal Editor to serve on the editorial board with approval by Council.
 - (iv) Individuals shall be appointed to a designated seat on the editorial board. Each seat shall be for a three-year term renewable once. If a seat is vacated before the end of the current term, a replacement will be sought to serve out the remainder term. No person shall be appointed more than two consecutive terms, and no person who has served as editorial board member, either in their own term or for more than 2 years of a term to which another person was appointed, shall be appointed to the office more than one additional consecutive term. Following the completion of a second term, regardless of total length of service, reappointment to the same journal is prohibited for a minimum of 5 years.

Section 3. Finances

Council shall develop and maintain policies and procedures concerning the finances of the journal portfolio.

Section 4. Ad Hoc Committees on Editorship and Publications

- (a) An Ad Hoc Committee on the Editorship and Publications of the Academy of at least five Distinguished Fellow Members of the Academy shall be appointed by the President with the advice and consent of Council between the third and fifth year of the Journal Editor's term of office.
 - (1) If the editor is eligible for appointment to an additional term, the Ad Hoc Committee shall review the stewardship of the editor in relation to the editorial functions and publications. It shall discuss with the editor any questions that have arisen during the current term of office. The Committee shall report in writing to Council.
 - (2) If the editor is term-limited or otherwise not considered eligible for reappointment, the Ad Hoc Committee shall provide a slate of nominees for the office to Council.
- (b) In case of the resignation, disability, removal, or death of the Journal Editor during their term of office, the Ad Hoc Committee on the Editorship and Publications of the Academy shall be immediately appointed and/or directed by the President to review the stewardship and prepare a slate of nominees as quickly as feasible.

ARTICLE X

NEWSLETTER

Section 1.

The Academy shall publish a newsletter several times annually (hereafter referred to as "the Newsletter"). The purpose shall be to disseminate pertinent news to the membership (and other professionals) of the Academy's affairs and issues and other current items of interest in child and adolescent psychiatry.

Section 2. Newsletter Editor

- (a) There shall be a Newsletter Editor appointed by the President with the approval of Council.
- (b) The term of office of the Newsletter Editor shall be five years with re-appointment to a single additional five-year term permissible.

Section 3. Duties of the Newsletter Editor

The Newsletter Editor shall

- (a) have responsibility for selecting material and editing the Newsletter,
- (b) make recommendations for appointment of section editors with approval of President.
- (c) have responsibility for the selection of advertising in the Newsletter, with the approval by Council, AND
- (d) report to Council at least annually on the status of the Newsletter.

Section 4.

Council shall develop and maintain policies and procedures concerning the finances of the Newsletter.

ARTICLE XI

WEBSITE

Section 1.

The Academy shall operate a website on the internet (www.aacap.org). The purpose of the AACAP Website (hereafter referred to as “the Website”) shall be to disseminate pertinent information to the membership, other child and adolescent psychiatrists, allied professionals, patients, their families, and the general public.

***Section 2.* Website Editorial Board (W.E.B.)**

- (a) The AACAP Website Editorial Board (hereafter referred to as the “W.E.B.”) is charged with ensuring that all Website information and content is relevant, current, organized, and accessible.
- (b) The Website Editorial Board shall consist of a W.E.B. Editor, and at a minimum, two W.E.B. Associate Editors and a Resident Member appointed by the President with the approval of Council.
- (c) The term of office of the W.E.B. Editor shall be five years with reappointment to a single additional term permissible.
- (d) The term of office of the W.E.B. Associate Editors shall be three years, with reappointment possible.
- (e) The W.E.B. Editor shall be a General or Distinguished Fellow Member of the corporation during their term of office.

***Section 3.* Duties of the Website Editorial Board (W.E.B.)**

The Website Editorial Board shall

- (a) have responsibility for oversight of the Website’s content, appearance, and organization,
- (b) develop policies and procedures relating to the use of the Website, subject to the approval by Council, and
- (c) report to Council at least annually on the status of the Website.

ARTICLE XII

ACADEMY DUES AND ASSESSMENTS

Section 1.

Each class or sub-class of membership may be subject to dues or assessments as set from time to time by Council.

Section 2.

The member of any class of membership subject to membership dues who shall fail one year to pay dues and assessments after special notice by the Treasurer shall be regarded as having forfeited membership unless such payment is waived by Council for good and sufficient reason.

Section 3.

Any member who is liable for dues and is in arrears may be subject to revocation of any or all privileges of their class of membership.

ARTICLE XIII

DISCIPLINARY PROCEDURE

Section 1.

Council is empowered to determine suitability for membership. Dismissal from membership shall occur concurrent with the revocation or loss of any license to practice medicine, when such a revocation or loss is based on improper medical practice. The member shall be notified in writing and provided the opportunity to respond before final removal action is taken by Council.

Section 2.

Any person who has had membership removed and whose license to practice medicine has been fully restored may request reinstatement by application.

ARTICLE XIV

FISCAL YEAR

The fiscal and business year of the corporation shall commence on the first day of January and terminate on the last day of December in each year.

ARTICLE XV

SEAL

The corporate seal of the corporation shall consist of two concentric circles, between which shall be the name of the corporation, American Academy of Child and Adolescent Psychiatry, Inc., and the words "Corporate Seal, Delaware."

ARTICLE XVI

AMENDMENTS

Section 1.

Amendments to these Bylaws may be proposed to or by Council. After a majority of Council 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 shall be required for passage.

Section 2.

Amendments to these Bylaws may also be proposed at an 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.