

KENTUCKY ACADEMY OF CHILD & ADOLESCENT PSYCHIATRY, INC.

BYLAWS

Revised March 23, 2012

ARTICLE I

NAME

The name of the organization is KENTUCKY ACADEMY OF CHILD AND ADOLESCENT PSYCHIATRY, INC.  
("KACAP" or "Kentucky Academy")  
(Formerly "KACAP, LLC", "KACP", or "AACAP- Kentucky Region")

ARTICLE II

PURPOSES

*Section 1.*

This organization is formed for the purposes of promoting professional development and excellence in the clinical practice of child and adolescent psychiatrists and advancements in the mental health and wellbeing of children, adolescents and families. The majority of the organization's membership consists of medical physicians trained in accredited child and adolescent psychiatry programs and licensed to practice medicine by a State Medical Board. To fulfill these aims the organization:

- a) Provides a scientific forum for the discussion of subjects deemed important to the emotional needs of children and their families.
- b) Encourages communication and collaboration with other professional groups who are concerned with the health, welfare and education of children and adolescents with the goal of enhancing mental health services for children and their families.
- c) Provides liaison with other medical organizations such as the local, state, regional and national psychiatric and medical societies.
- d) Functions as a regional organization within the Assembly of Regional Organizations of Child and Adolescent Psychiatry within the American Academy of Child and Adolescent Psychiatry (AACAP.)
- e) Serves as a resource, as spokespersons and advocates for child and mental health issues in Kentucky.
- f) Supports professional competence through a program of continuing psychiatric and medical education for its members and other clinicians.

*Section 2.*

This corporation is organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by an organization contributions to which are deductible under section 170(c)(2) of the Internal Revenue code of 1986 (or corresponding provision of any future United States Internal Revenue law).

No substantial part of the activities of the organization shall consist of carrying on propaganda or otherwise attempting to influence legislation, or participating in or intervening in (including the publishing or distributing of statements) a political campaign on behalf of any candidate for public office. No part of the income of the organization shall inure to the private benefit of any donor, member, officer, or employee of the organization other than as reasonable compensation for work or services rendered, nor to the benefit of any other corporation or individual except as an appropriate beneficiary of one of the purposes stated in Section 3.

### ARTICLE III

#### MEMBERSHIP

##### *Section 1. Classes of Membership*

There will be six classes of membership in the organization.

1. General Members
2. Fellow Members
3. Affiliate Members
4. Trainee Members
  - a) Child and Adolescent Psychiatry Trainee Members
  - b) Psychiatry Trainee Members
  - c) Medical Student Members
  - d) Pediatric Resident Members
5. Corresponding Members
6. Honorary Members

Criteria for membership in each class will be consistent with that detailed in the current bylaws of the American Academy of Child and Adolescent Psychiatry.

##### *Section 2. Election to Membership*

- a) Election to membership in the organization will be initiated by application to the American Academy of Child and Adolescent Psychiatry, unless otherwise provided in the bylaws of the AACAP. The application will include documentation relating to the training, Board Certification, professional experience, activity, competence, judgment, and/or other qualifications of the applicant cited in the bylaws of the AACAP as requirement for the membership class for which he/she is applying. The items of required documentation shall be those established by the AACAP Membership Credentials Committee ("Committee").
- b) The Committee shall make a determination for each applicant as to his/her eligibility for membership in AACAP and as to the appropriate class of membership. During the process, membership applications are reviewed at the region level by the KACAP Membership Chair, or in the absence of a

member filling this position, the President or Secretary-Treasurer, and any concerns or questions regarding the qualifications of the applicant for membership are conveyed to the Committee. The AACAP Membership Credentials Committee then submits a report to AACAP Council stating its views on both eligibility for membership and the class of membership it recommends.

- c) Election to membership or change in membership class is by approval of two-thirds of AACAP Council members voting, except that elevation to the Fellow class of membership is by approval of two-thirds of Fellow members of Council voting. (The AACAP Council is the Board of Directors of AACAP, consisting of 16 voting members including the four officers and Immediate Past President, six members elected by eligible members of AACAP and five members elected by the Assembly of Regional Organizations of Child and Adolescent Psychiatry, in accordance with current AACAP Bylaws.
- d) After January 1, 1990 all new General, Fellow, or Trainee Members of the American Academy must be members in good standing of the regional organization in their locality of practice, and application for membership must be submitted jointly to the regional organization and the national organization. Acceptance to AACAP membership of new applicants is contingent, in part, on acceptance to membership by the regional organization, and continuing membership in a regional organization is a requirement for continuing membership in the AACAP, whether as General, Fellow, or Trainee member.
- e) Membership in the KACAP is contingent on acceptance for membership in the AACAP, and continuing membership in the KACAP is contingent on remaining a member in good standing with the AACAP. (In accordance with the bylaws of AACAP, representation and membership of any regional organization of Child and Adolescent Psychiatry in the Assembly of Regional Organizations is contingent on the organization's requirement of Academy membership of all new applicants to the regional organization after January 1, 1991. )
- f) All members qualifying under d) above, who move to another locality of practice will affiliate with the regional organization for that locality. When a member is unaffiliated after relocating, he/she is assigned by AACAP to the regional organization nearest his/her locality of practice.

#### ARTICLE IV

#### COUNCIL

##### *Section 1. Composition*

- a) The board of directors of the corporation, herein called Council, will consist of up to ten voting members, herein called Council Members, being
  - 1) The five members of the executive committee (the 3 officers and 2 delegates.)
  - 2) The immediate past president of the organization.
  - 3) Up to four members elected by the membership of the organization who serve as Council Members-at-large. Eligible members may be nominated by themselves, or other members, to serve as Council Members-at-large. The four nominees, among the ballot of nominees, receiving the most votes, will become board members.
- b) Members of Council will be either General or Fellow Members of the organization during term of office.
- c) Two non-voting resident members in training will be appointed by the president for a two year term.

*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 will 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 Articles 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 the corporation as a corporation without profit organized under the laws of the Commonwealth of Kentucky, but subject, nevertheless, to the laws of the Commonwealth to Kentucky.

*Section 3. Elections*

Nominations for Members-at-large of Council will be solicited by the President prior to the Annual Meeting, with election occurring at the annual meeting by votes cast by the membership present at the annual meeting and those votes received via electronic mail to the president no later than the noon of the date of the meeting by those members unable to attend the meeting. The term of Members-at-large will be 3 years. There will be no limit on the number of years a Member-at-large may serve, and Council Members may serve successive terms.

*Section 4. Vacancies*

Vacancies in Council whether caused by resignation, death, or any other reason, may be filled by a majority vote of Council members then in office.

*Section 5. Meetings of Council*

Meetings will occur regularly and periodically throughout the year, but not less than annually. 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 electronically mailed to each member of Council at least 1 week prior to the meeting. The meetings of Council may be held within or outside of the Commonwealth of Kentucky and may be held via teleconferencing. The Council may at such meeting transact any and all business pertaining to the organization. A majority of the members of Council will be necessary to constitute a quorum for the transaction of business at any meeting.

ARTICLE V

OFFICERS AND EXECUTIVE COMMITTEE

*Section 1. Offices of the Organization*

- a) The organization will have a President, Vice President, and Secretary-Treasurer.
- b) Officers will be General or Fellow members of KACAP and AACAP.
- c) The terms of President and Vice-President, and Secretary-Treasurer will be two years.
- d) The Office of Vice President will be filled by the President-elect, who will become President in the following election year.
- e) Delegates (currently two, based on the delegate representation formula adopted by the Assembly), and an Alternate Delegate will be elected and represent the KACAP at the Assembly of Regional Organizations of the AACAP. The terms of Delegates will be three years. Trainees may serve as Delegates, with two trainee members counted as one member for voting purposes at the Assembly.

## *Section 2. Elections*

- a) Officers and Council Members will be elected by a majority of votes cast by eligible members via email, regular mail, or by written ballot in attendance at the Annual Meeting each fall.
- b) Expiration and commencement of the terms of all elected officers will take place during the Annual Meeting at which the election is held.
- c) Officers may be eligible for reelection following the expiration of their term of duty, without any limitation on the number of terms (consecutive or otherwise) they may serve in each position.
- d) The President will fill vacancies in offices by interim appointment until the next regular election or special election. In the case of the vacancy of the position of Vice President, including early succession to the President, the Secretary-Treasurer will assume the duties of Vice President until the regular election or a special election is held.

## *Section 2. Duties of the Officers*

- a) The duties of the officers will include, but not be limited to be such as are usually associated with their respective offices and may be further prescribed by the bylaws.
- b) The President will preside at all meetings of KACAP and the executive committee. The President will have general supervision, direction and active management of the business and affairs of the organization and shall have the general powers of supervision and management usually vested in the office of the President of a non-profit organization in the Commonwealth of Kentucky.
- c) During the absence or disability of the President, the Vice President (President-elect) will exercise all the functions of the President.
- d) The Secretary-Treasurer will keep the records of the corporation under the supervision of the President and Executive Committee, including the permanent record of all minutes of meetings of KACAP which minutes shall be signed by him/her as Secretary-Treasurer. The Secretary-Treasurer will have charge of all such additional books and papers as Executive Committee may direct, and shall, in general, perform all such duties as are incidental to the office of Secretary of a Non-Profit Organization in the Commonwealth of Kentucky. The Secretary-Treasurer will be responsible for all the funds, property, and other assets of the organization and for an accounting of these and shall, in general, perform duties that are consistent with the office of Treasurer of a Non-Profit Organization in the Commonwealth of Kentucky.
- e) All checks drawn on any bank accounts standing in the name of the corporation will be signed by the current Secretary-Treasurer or the President within guidelines established by the Executive Committee and membership. Dual signatures are not required.
- f) Delegates to the Assembly attend meetings of the Assembly and are entitled to cast one vote with respect to each question requiring a vote of members of the Assembly. Delegates may include Trainee members. Two Trainee members will be counted as one member for the Assembly's voting if the Delegate(s) to the Assembly are unavailable to vote, the Alternate may vote in place of the

Delegate, and if neither the Delegates nor the alternate is available to vote, the President may appoint some other member to vote on behalf of KACAP. (The President must notify the Chair of the Assembly or the Executive Director of AACAP of this appointment prior to the vote in order for it to be effective.)

*Section 3. Executive Committee*

- a) The Executive Committee of the KACAP will consist of the President, Vice President, Secretary-Treasurer, and the Delegates to the Assembly of the AACAP.
- b) The Executive Committee will be empowered to conduct the affairs of the KACAP in accord with such directions as may be established from time to time by the membership. The Executive Committee will be authorized to make fiscal and contractual arrangements and to conduct the usual business of the KACAP except as may be prescribed specifically by the bylaws or by action of the membership. Agreement by a quorum of executive committee members is needed for fiscal and contractual commitments.
- c) The president will fill vacancies in the Executive Committee by interim appointment until the next regular election.
- d) A simple majority of the Executive Committee will constitute a quorum. Actions of the Executive Committee will be by concurrence of a quorum of the committee.

*Section 4. Exoneration and Indemnification of Council Members, Officers, Members, and Employees*

- a) No person acting as an officer, council member, member, or employee of this organization will incur any personal liability or at any time be held liable for errors of judgment, or mistake of law or fact, or for any loss coming to the organization, or any member thereof, or to any other person whomsoever, for anything done or omitted to be done in connection with the duties of such officer, council member, member, or employee, or in the administration of the affairs of this organization, except through actual fraud or willful misconduct on the part of the officer, member, or employee to be charged.
- b) The officers, council members, members and employees of this organization, and their respective legal representatives and estates, shall be and are held harmless and indemnified by this organization from any and all expenses, costs, damages, loss or other liability arising out of, or incurred in connection with , the exercise of such officer's, director's, or employee's duties, or any act or failure to act of an officer, council member, member, or employee in connection with the administration of the business of the organization.

ARTICLE VI

MEETINGS

*Section 1. Annual Meeting*

There will be an annual meeting of KACAP and such special meetings as the Executive Committee may from time to time determine necessary. The time and place of all meetings will be determined by the Executive Committee, which place may be outside of the Commonwealth of Kentucky.

*Section 2. Meeting Quorum*

A quorum at any meeting of KACAP will be those Fellow and General Members attending.

*Section 3. Meeting Notice*

Members will be provided at least ten days' notice of the time and place of the meeting, served by emailing such notices. The President or Secretary-Treasurer will make the notification. It will be the responsibility of members to assure a current e-mail address is on file with AACAP and KACAP.

*Section 4. Voting*

Every Fellow and General Member of KACAP will at every meeting of members be entitled to one vote in person or by proxy, as provided herein.

*Section 5. Order of Business*

The order of business of the annual meeting will be as follows:

- 1) Reading the minutes of the preceding meeting.
- 2) Report of Officers and Delegates
- 3) Reports of Committees
- 4) Unfinished Business
- 5) New Business

ARTICLE VII

COMMITTEES

*Section 1. General*

Committees will be appointed by the President as necessary for the conduct of KACAP's business.

*Section 2. Membership Committee*

- a) The membership committee will consist of the executive committee members along with a Chair, appointed by the President. The Membership Chair may or may not be an executive committee member.
- b) The Membership Chair is the liaison with the AACAP membership Committee, facilitating review of Candidate Applications and identifying and communicating any concerns regarding the qualifications of an Applicant to AACAP. These duties will be assumed by the President or Secretary-Treasurer in the absence of an appointed Membership Chair.

- c) The Membership Chair may also participate in outreach activities to prospective, qualified candidates for membership.

*Section 3. Ad Hoc Committees*

The President will appoint such ad hoc committees as he/she deems necessary.

ARTICLE VIII

DUES AND ASSESSMENTS

*Section 1.*

The membership is to be assessed such dues as are necessary for conducting the affairs of KACAP. Each class and sub-class of membership may be subject to dues or assessments as set from time to time by a majority vote of the members in attendance at the meeting in which this matter is discussed. Planned discussion related to changes to annual dues will be submitted to and communicated to the members prior to the meeting by the Executive Committee.

*Section 2.*

Any Member who is deemed as having forfeited membership in AACAP due to failure to pay dues in accordance with the bylaws of AACAP will be deemed to have forfeited membership in KACAP.

*Section 3.*

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

ARTICLE IX

DISCIPLINARY PROCEDURE

*Section 1.*

The Executive Committee is empowered to determine suitability for membership. Dismissal from membership will occur concurrent with the revocation or loss of any state license to practice medicine, when such revocation or loss is based on improper medical practice. The member will be notified in writing.

*Section 2.*

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



ARTICLE X

FISCAL YEAR

The fiscal and business year of the organization will commence on the first day of January in each year and terminate on the 31<sup>st</sup> of December.

ARTICLE XI

DISTRIBUTION OF ASSETS IN THE EVENT OF DISSOLUTION

*Section 1.*

Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

*Section 2.*

In the event of dissolution of the organization the preference for distribution of any remaining assets will be to AACAP, provided it meets the criteria in Section 1. Alternatively, the funds will be distributed to another appropriately qualifying organization whose primary mission is advocacy for mental health of children and families which will be selected by agreement of the majority of the executive committee and by a process to be determined by the executive committee at such time as dissolution is anticipated.

ARTICLE XII

AMENDMENTS

*Section 1.*

Amendments to these Bylaws may be proposed to or by the Executive Committee. After a majority of Executive Committee members vote in favor of submitting a proposed amendment to the entire eligible membership, a two-thirds vote of eligible members who respond by mail or electronic ballot will be required for passage.

*Section 2.*

Amendments to these Bylaws may also be proposed at an annual meeting of KACAP 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 will then be submitted to the entire eligible membership by mail or electronic ballot. A two-thirds vote of eligible members who respond by mail or electronic ballot will be required for passage.