

A M E R I C A N A C A D E M Y F O R
C E R E B R A L P A L S Y A N D
D E V E L O P M E N T A L M E D I C I N E

B Y L A W S

ARTICLE I - NAME AND OFFICES

Amended: September 20, 2008

Section 1. Name. This organization will be known as AMERICAN ACADEMY FOR CEREBRAL PALSY AND DEVELOPMENTAL MEDICINE (the ACADEMY).

Section 2. Principal Office. The principal office of the ACADEMY shall be located at 555 E. Wells Street, Suite 1100, Milwaukee, Wisconsin, 53202, or at such other place or places as the Board of Directors may from time to time designate.

ARTICLE II - PURPOSE

Section 1. A. General Purpose. The purpose of the ACADEMY shall be to foster and stimulate interdisciplinary professional education, research and interest in cerebral palsy and/or other neuro-developmental disorders, as well as to promote and support other charitable, scientific and educational purposes as are determined by the Board of Directors. The ACADEMY will strive at all times to apply these endeavors to the welfare of persons with disabilities, their families, and the community at large.

B. The ACADEMY may also receive, use, hold, and apply gifts, bequests and endowments in carrying forward such purposes.

Section 2. Operational Limitations. The ACADEMY shall always be operated solely for the aforesaid purposes, without discrimination, provided that no part of the net earnings of the ACADEMY shall inure to the benefit of or be distributable to any member, director or officer of the ACADEMY or any private individual, except that the ACADEMY shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. Furthermore, notwithstanding any other provision of these Bylaws, the ACADEMY shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law). Furthermore, this ACADEMY shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of the ACADEMY.

Section 3. Advocacy and Legislative Activities.

Advocacy to improve the quality of life for those individuals and families served by the ACADEMY and its members is in accordance with the purposes of the ACADEMY. The ACADEMY shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office. All such activities must not exceed limitations imposed by Federal laws and regulations as described in Article II, Section 2.

ARTICLE III - MEMBERSHIP

Section 1. Members. There shall be five classes of membership, namely, Fellowship, Honorary Membership, Foreign Corresponding Membership, Emeritus Membership and Resident/Trainee Membership.

Section 2. Privileges. All Fellows, Honorary Members, Foreign Corresponding Members, Emeritus Members and Resident/Trainee Members shall have the right to attend meetings. The right to vote shall be confined to Fellows of the ACADEMY and Emeritus Members. The right to hold office shall be confined to Fellows of the ACADEMY.

Section 3. Financial Obligations. Annual membership dues for Fellows, Foreign Corresponding, Honorary, Emeritus Members and Resident/Trainee Members shall be amounts to be determined by the Board of

Directors.

Section 4. Qualifications For Membership. The qualifications for the classes of membership are as follows:

- A. Fellows.** Fellows in the ACADEMY shall consist: of (1) members of the medical profession in good standing and other individuals with appropriate doctorate degrees who manifest by their work a significant interest and competence in cerebral palsy and/or other neuro-developmental disorders and whose professional activity is consistent with the purposes of the ACADEMY; and (2) individuals with at least a bachelor's degree who manifest by their professional contribution a significant interest in cerebral palsy and/or other neuro-developmental disorders.
- B. Honorary Members.** Honorary Members shall be members of the medical profession or related fields of science who have been selected for the distinction of Honorary Membership in the ACADEMY because of their special accomplishment or acknowledged pre-eminence in work related to the study or treatment of cerebral palsy and/or other neuro-developmental disorders.
- C. Foreign Corresponding Members.** Foreign Corresponding Members shall be: (1) members of the medical profession or other fields of science at the doctoral level; or (2) professionals with at least a bachelor's degree. Such Foreign Corresponding Members shall manifest by their work a significant interest in cerebral palsy and/or other neuro-developmental disorders and reside outside the United States or Canada.
- D. Emeritus Members.** Emeritus Members are those in good standing in the ACADEMY who at their request have such status conferred on them because of age beyond 70 years, or because of retirement from active practice or because of other sufficient reason.
- E. Resident/Trainee Members.** The Resident/Trainee member is a professional attending post-entry professional training (i.e. residency, clinical fellowship, masters or doctoral programs). Full-time Resident/Trainee and graduate students may use this category of membership up to two (2) consecutive years. Documentation of this status will be required (i.e. a letter from supervisor of fellowship training program). The chair of the Membership Committee, as part of the application process, will review documentation of the status. Membership fees for this category will be determined by the Board of Directors.

Section 5. Nomination and Election of Members. All applications for membership, except for Honorary Members, shall be presented to the Secretary or his/her delegate on the approved Board of Directors application form. The Membership Committee shall review the applications and credentials of each candidate. The Membership Committee shall submit the names with recommendations for all candidates to the Board of Directors of the ACADEMY, which shall review the applications and take final action.

Section 6. Objection to Membership. In the event that one or more members of the ACADEMY shall object to admission of a candidate recommended for admission by the Membership Committee, then, in either case, the objector (or objectors) shall be formally requested to set forth in writing his/her (their) reasons for protesting admission of the candidate. If such written response is not received within 30 days of the Committee's request, the objection(s) shall be considered withdrawn. On receiving such written objection(s), the Committee shall consider it (them) in whatever reasonable manner is deemed appropriate by the Chair. The objection(s) may be rejected by the Committee, or the candidate may be given an opportunity to respond to the objection(s) in any appropriate manner. In any event, an application for membership shall be either approved or rejected within 120 days of its presentation to the Secretary or his/her delegate.

Section 7. Annual Meeting of Members. The annual meeting of members shall be held at such time and place as shall be determined by the Board of Directors of the ACADEMY. Such meetings shall be held for the transaction of such business as may properly come before the meeting. The Annual Meeting shall consist of scientific sessions and at least one Executive (Business) session. Recognition of new Fellows and members shall take place at each Annual Meeting.

Section 8. Special Meeting of Members. Special meetings may be called by the President of the ACADEMY, by a majority of the Board of Directors or upon petition of fifteen or more of the members of the ACADEMY.

Section 9. Notice of Meetings of Members. Written or printed notice of each meeting of Members of the

ACADEMY, stating the place (which need not necessarily be at the principal office of the ACADEMY), day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less the five (5) nor more than sixty (60) days before the date of the meeting, either personally or by mail, to each Member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at his most recent address as it appears on the records of the ACADEMY.

Section 10. Quorum. A quorum for the transaction of business at any meeting of the Members of the ACADEMY shall be at least ten percent (10%) of the voting members registered at the meeting, including a majority of the Board of Directors. Every act or decision of a majority of Members present at a duly called and held meeting at which a quorum is present, made or done when assembled, shall be valid as the act of the Members. The Members present at a duly called and held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

Section 11. Action Without Meeting. Any action required or permitted to be taken by the Membership under any provision of law, the Articles of Incorporation, or these Bylaws may be taken without a meeting if all Members shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Membership. Action by written consent shall have the same force and effect as a unanimous vote of such Membership.

ARTICLE IV - FORFEITURE OF MEMBERSHIP

Section 1. Termination of Membership. Upon the recommendation of the Board of Directors, any Fellow or member of any class may be expelled by an affirmative vote of three-fourths of the Membership present at an Annual Meeting of the ACADEMY, provided that a copy of the charges against him/her with a written notice of the hearing thereon by the Board of Directors at a special time and place, shall have been delivered to him/her personally or mailed to his/her last known address, not less than 90 days before the date of such hearing, and further provided, that the member charged shall have the right to appear before the Board of Directors in defense of the charges.

Section 2. Dues Requirements. Any member who has not paid his/her dues for the current year by December 31 shall have his/her membership discontinued. Membership may be reinstated at any time thereafter by payment of one year's delinquent dues and the current dues.

Section 3. Leave of Absence. Any member of the ACADEMY in good standing may request of the Board of Directors a leave of absence for a period of not more than two years. When a member so requests, a waiver of dues during the leave of absence may be granted by the Board of Directors. Any further extension of the leave of absence shall be dependent on the member submitting a request for further extension, and favorable action on the request by the Board of Directors.

ARTICLE V - DIRECTORS

Section 1. General Powers. Except as otherwise provided by the Articles of Incorporation or these Bylaws, the powers of the ACADEMY shall be exercised, its property controlled, and its affairs conducted by the Board of Directors of this ACADEMY.

Section 2. Number of Directors. The Board of Directors shall consist of the elected officers of the ACADEMY; the two (2) most recently retired Presidents of the ACADEMY; and six (6) Directors from the general membership.

The Board of Directors shall also consist of the following ex-officio non-voting Directors: the Chair of the current and next succeeding Scientific Program Committees; the Historian; the Executive Director; the Senior Editor of Developmental and Child Neurology; and any consultant to the Board from United Cerebral Palsy Association.

Section 3. Election of Directors and Term of Office. At the Annual Business Meeting of the Membership, the 2nd vice-president, two directors-at-large, and a secretary-elect and treasurer-elect at the termination of the Secretary's and Treasurer's second year of office shall be nominated by the Nominating Committee. Additional nominations may be offered from the floor. Directors from the general membership shall be elected for three (3) year terms. All ex-officio non-voting members of the Board of Directors shall be

appointed by the President, subject to the approval of the Board of Directors and shall serve at the discretion of the President and Board of Directors.

Section 4. Requirements for Directors. Any candidate for office must have been a member of the ACADEMY for at least three (3) years.

Section 5. Removal of Directors. Any of the Directors may be removed from office by a majority vote of the Board of Directors at any meeting. In the event that any one or more of the elected Directors may be so removed, new Directors may be elected at the same meeting to fill the unexpired terms of the Directors so removed.

Section 6. Vacancies. Any vacancies of the Board of Directors may be filled by the remaining Directors at an annual or special meeting of the Board of Directors as provided in these Bylaws. A vacancy may be filled only for the unexpired portion of its term.

Section 7. Annual Meeting of the Board of Directors. The annual meeting of the Board of Directors shall be held each year immediately before the Annual Meeting of the membership of the ACADEMY. Such meeting shall be held for the transaction of such business as may properly come before the meeting. At least one other meeting of the Board of Directors shall be held at such time and place as may be designated by the President. At least 30 days advance notice in writing of time and place of this meeting shall be given to each member of the Board.

Section 8. Special Meetings. Special meetings of the Board of Directors of the ACADEMY may be called by the President or a majority of the Directors. The person or persons calling the meeting shall specify the time and place of such meeting.

Section 9. Notice of Meetings of the Board of Directors. Written notice of the time and place of meetings of the Board of Directors shall be delivered to each Director of the ACADEMY personally or by mail or other form of written communication, charges prepaid, addressed to him either at his address as it is shown on the records of the ACADEMY, or if it not shown on such records or is not readily ascertainable, to the place at which the meetings of the Directors are regularly held. Such notice shall be delivered at least seventy-two (72) hours prior to the time of the holding of the meeting.

Section 10. Quorum. A quorum to transact business shall consist of a majority of the Directors of the ACADEMY then in office. Every act or decision of a majority of the Directors present at a duly held meeting at which a quorum is present, made or done when assembled, shall be valid as an act of the Board of Directors.

Section 11. Presumption of Assent. A Director of the ACADEMY who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken, unless his dissent to such action shall be entered in the minutes of the meeting, or unless he files his written dissent to such action with the Secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 12. Validation of Transaction. The transactions of the Directors at any meeting, however called or noticed or wherever held, shall be as valid as though duly held after regular call and notice if a quorum be present, and if, either before or after the meeting, each Director not present signs a written waiver of notice or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 13. Action with Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of law, the Articles of Incorporation, or these Bylaws may be taken without a meeting if all Directors shall individually or collectively consent in writing to such action. Such written consent or consents, or approvals shall be filed with the minutes of the proceedings of the Board. Action by written consent shall have the same force and effect as a unanimous vote of such Directors.

ARTICLE VI - OFFICERS

Section 1. Officers. The officers of the ACADEMY shall be a President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, Secretary-Elect, and Treasurer-Elect, and such Vice Presidents, Assistant Secretaries and Assistant Treasurers and other officers as may be from time to time elected or appointed

by the Board of Directors.

Section 2. Election and Term of Office. All officers shall be elected at the business session of the Membership at the Annual Meeting by a majority vote of the Fellows of the ACADEMY, and Emeritus Members present and voting. Unless otherwise provided they shall serve for one year, except the Secretary and Treasurer, who shall serve for three years. The Secretary-Elect and Treasurer-Elect shall be elected at the termination of the second year of term of the Secretary and Treasurer. The office of Secretary and Treasurer and of Secretary-Elect and Treasurer-Elect may be combined at the discretion of the Board of Directors.

Section 3. Restrictions. None of the officers are eligible for re-election to succeed themselves. The 1st Vice President will succeed the President, and the 2nd Vice President will succeed the 1st Vice President. The Secretary-Elect and Treasurer-Elect will succeed the Secretary and Treasurer.

Section 4. President. The President shall be the Chief Executive Officer of the ACADEMY and, subject to the supervision of the Board of Directors of the ACADEMY, shall have general supervision and direction of the business and affairs of the ACADEMY. The President shall preside at all meetings of the Board of Directors of the ACADEMY and shall have such other duties and responsibilities as may from time to time be determined by the Board of Directors. The President may vote any and all shares held by the ACADEMY in any other corporation. He or she shall be ex-officio and a voting member of all standing committees and shall have the general powers and duties as may be specified by the Board of Directors, or by these Bylaws.

Section 5. First Vice President. In the absence of the President, or in the event of his or her inability to act, the 1st Vice President (or in the absence of the 1st Vice President, the 2nd Vice President) shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The First Vice President shall be responsible for the organization of the Annual Meeting.

Section 6. Second Vice President. The Second Vice President, with the advice and consent of the President and First Vice President, will appoint the Chairs and Members of all continuing committees.

Section 7. Secretary. The Secretary shall:

- A. Keep the minutes and records of the meetings of the Board of Directors of the ACADEMY;
- B. See that all notices are duly given in accordance with provisions of these Bylaws or as required by law; and
- C. In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President.

Section 8. Treasurer. The Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the ACADEMY, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all time be opened to inspection by any Director. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the ACADEMY in such depositories as may be designated by the Directors. He shall disburse the funds of the ACADEMY as shall be ordered by the Board of Directors, shall render to the President, and the Board of Directors, whenever any of them shall request, an accounting of all of his transactions as Treasurer and of the financial condition of the ACADEMY, shall take proper vouchers for disbursements of the funds of the ACADEMY, and shall have such other powers and perform such other duties as may be prescribed by the President, or by the Board of Directors.

Section 9. Secretary/Treasurer-Elect and Assistant Treasurers and Secretaries. In the absence of the Secretary, or in the event of his or her inability to act, the Secretary-Elect (or if the Secretary-Elect is also unable to act, then an Assistant Secretary, in the order of seniority of election) shall perform the duties of the Secretary and, when so acting, shall have all the powers of and be subject to all restrictions upon the Secretary.

In the absence of the Treasurer, or in the event of his or her inability to act, the Treasurer-Elect (or if the Treasurer-Elect is also unable to act, then an Assistant Treasurer, in the order of seniority of election) shall perform the duties of the Treasurer and, when so acting, shall have all the powers of and be subject to all restrictions upon the Treasurer.

Each Secretary/Treasurer-Elect and Assistant Secretaries and Treasurers shall perform such duties and have such responsibilities as may be from time to time directed or requested by the President.

Section 10. Removal and Vacancies. Any officers may be removed from office for cause by two-thirds (2/3) vote of the Board of Directors. Any vacancies among the officers between the meetings, arising from any cause, shall be filled by vote of the Board of Directors.

ARTICLE VII - COMMITTEES

Section 1. Executive Committee. The Executive Committee shall be composed of the elected officers of the ACADEMY and the Executive Director - ex-officio, with the President as chairperson. During the interim between meetings of the Board of Directors it will act on urgent matters or on matters referred to it by the Board. Its actions are subject to ratification by the Board of Directors.

Section 2. Standing Committees. The Standing Committees of the ACADEMY shall consist of a Nominating Committee, a Membership Committee, a Scientific Program Committee, a Publications Committee, a Finance Committee, and an Executive Committee, to be elected or appointed as hereinafter provided.

Section 3. Reports. All Committees shall report directly to the Board of Directors, unless the Board otherwise directs.

Section 4. Continuing Committees. The Board of Directors on recommendation of the President may establish continuing committees to develop and carry out the business of the ACADEMY. The Second Vice President shall each year appoint the chair of each of the committees and fill vacancies on the committees, subject to confirmation by the board of directors. All such committee appointments shall be for three years or less, except a chair who may serve a 4th year on a committee. No person shall be appointed to more than one continuing committee at any given time.

Section 5. Nominating Committee. The Nominating Committee shall be composed of:

- A. The Immediate Past President who shall serve as Chairperson.
- B. Three members of the ACADEMY elected by the membership through a slate of up to six (6) candidates put forth by the Nominating Committee.
- C. Three members of the ACADEMY elected by the Board of Directors at the first meeting of the new Board usually held at the Annual Meeting.
- D. No member may serve on the Nominating Committee for more than one year consecutively

Section 6. Membership Committee. Membership Committee. The Committee shall be appointed and shall consist of Fellows of the ACADEMY, the number to be determined by the Board of Directors, at least half of whom shall be Non-Doctoral Members. The members shall be appointed for a term of five years, on a staggered schedule, one or two members being elected each year.

Section 7. Finance Committee. This Committee is responsible for the financial status and operation of the ACADEMY, as directed by the Board of Directors. Membership shall be composed of the Treasurer as Chair, the President, the immediate Past-President, the 1st and 2nd Vice Presidents, The Secretary and Secretary -Elect and the Treasurer-Elect with the Executive Director and Deputy as ex-officio members. The committee reports directly to the Board of Directors.

Section 8. Program Committee. Each year the 2nd Vice President shall appoint two members to the Program Committee, said appointees to serve a term of three years. Additional members may be appointed to the Program Committee for a term of one year, at the discretion of the President.

Section 9. Publications Committee. The Committee shall consist of six members, one appointed each year for a six-year term by the President.

Section 10. Ad Hoc Committees. The President may appoint for three year periods ad-hoc committees for stated tasks with the approval of the Board of Directors, or at the request of the majority of the members eligible to vote at the executive (business) meeting held in conjunction with the annual meeting. At the end of three years an ad-hoc committee shall be discontinued unless converted to a continuing committee by action of the Board of Directors on recommendation of the President.

ARTICLE VIII - GENERAL PROVISIONS

Section 1. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the ACADEMY and any and all securities owned or held by the ACADEMY requiring signature for transfer shall be signed or endorsed by such person and in such manner as from time to time shall be determined by the Board of Directors.

Section 2. Execution of Contracts. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officers or agents to enter into any contract or execute any instrument in the name of and on behalf of the ACADEMY, and such authority may be general or confined to specific instances and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the ACADEMY by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 3. Compensation of Directors. The members of the Board of Directors shall serve without compensation unless compensation is authorized from time to time by the Board of Directors for actual expenses incurred in the conduct of the corporation business. Notwithstanding the foregoing, a Director of the ACADEMY who is also an officer, employee or agent of the ACADEMY may receive compensation from the ACADEMY for his or her services as such officer, employee or agent.

Section 4. Reference to Other Organizations. any reference herein to any corporation, association or organization shall be interpreted to include any successor to such corporation, association or organization.

Section 5. Indemnification of Directors. Officers, Employees, and Agents. Directors, officers, employees, and agents of the ACADEMY shall be indemnified by the ACADEMY in accordance with the provisions of Section 108.75 of the Illinois General Not for Profit Act of 1986.

Section 6. Fiscal Year. The fiscal year of the ACADEMY shall commence on January 1st of each year.

ARTICLE IX - GUESTS

Any member of the medical or allied professions in good ethical standing may attend any or all of the scientific sessions but shall be required to pay a registration fee as determined by the Board of Directors. Official guests of the ACADEMY shall not be required to pay registration fees.

ARTICLE X - AMENDMENTS

The Articles of Incorporation and the Bylaws may only be altered, amended, repealed or restated by the following procedure:

1. The proposed change must first be approved by a majority vote of the Board of Directors.
2. The proposed change must then be distributed to the general membership at least 30 days prior to the next Annual or Special Meeting of the ACADEMY at which the proposed change is to be considered.
3. The proposed change must be ratified by a majority vote of those members entitled to vote at any Annual or Special Meeting of the ACADEMY.

October 5, 1995

Amended September 1999

Amended September 2000

Amended September 2004

Amended September 2006

Amended September 2008