

Mission Statement

The American Academy of Pediatric Neuropsychology (AAPdN) mission is to:

- ❖ Advocate for the rights and appropriate assessment, education and treatment of children and adolescents
- ❖ Advance training and education in pediatric neuropsychology
- ❖ Support examination of competence in pediatric neuropsychology, and
- ❖ Establish collaborative relationships with other professional organizations

AAPdN Bylaws

- ARTICLE I: Name and Composition of the Corporation
- ARTICLE II: Purpose
- ARTICLE III: Board of Directors
- ARTICLE IV: Committees
- ARTICLE V: Fiscal Year
- ARTICLE VI: Income and Properties
- ARTICLE VII: Liabilities of the Board of Elected Officers
- ARTICLE VIII: Indemnification
- ARTICLE IX: Amendments
- ARTICLE X: Ratification

ARTICLE I: Name and Composition of the Corporation

The name of the Corporation shall be the American Academy of Pediatric Neuropsychology, Inc. (hereinafter referenced as “AAPdN” and/or “the Academy” and/or “the Corporation”), as stated in the articles of Incorporation filed with the State of Louisiana. The Corporation shall be not-for-profit.

Section 1. Classes of Membership

The members of the Corporation shall be known as “Fellows,” “Members,” “Student Members,” “Emeritus Members,” and “Honorary Members” of the Academy.

Fellows: “Fellows” of the American Academy of Pediatric Neuropsychology are Diplomates of the American Board of Pediatric Neuropsychology (ABPdN) who attained their Board Certification/Diplomate status via Board examination by ABPdN or its successor board, if any. Fellows are voting members of the

Academy and are entitled to one vote. Fellows must be in good standing at the time of the vote. Fellows pay annual dues to the association and are entitled to all benefits of membership. Only Fellows and Emeritus members of the Academy may vote and hold elected office.

Members: “Members” of the American Academy of Pediatric Neuropsychology are not Diplomates of the American Board of Pediatric Neuropsychology who attained their Board Certification/Diplomate status via Board examination. Members are individuals who are licensed or certified (masters level or above) providers of mental health services to children and adolescents. Members are not voting members of the Academy, but are entitled to serve on Committees. Members pay annual dues to the association and are entitled to all benefits of membership.

Emeritus Members: An Emeritus Member is a Fellow of the American Academy of Pediatric Neuropsychology who has retired from full-time practice in the field of Pediatric Neuropsychology. In order to be considered for Emeritus status, the Fellow must be in good standing for at least five years, and have retired from full-time practice as of September 1st of any given calendar year. Fellows are eligible to become Emeritus Members of AAPdN beginning that next year provided they: (1) practice at less than 50% of a full time equivalent, i. e., less than 20 hours per week on average over the course of each year; and (2) they are judged by the Board of Directors of AAPdN to have made a significant contribution to the field of pediatric neuropsychology as a scholar, a practitioner, via service to the profession, or any combination of these activities. Members granted Emeritus status under these conditions will retain all voting rights and privileges of Fellows as stated in the current bylaws of the AAPdN. The Board of Directors shall have the authority to make Emeritus designations at other times of year and change the effective date of such designations as it deems proper and of benefit to AAPdN.

A request for consideration for Emeritus status should be noted on the notice of dues, or may be submitted separately via email or in writing.

Honorary Members: “Honorary Members” of the American Academy of Pediatric Neuropsychology are professionals in the field of child mental health services who have distinguished themselves by publications, research, and or service to the field and are recognized as national and international leaders. Honorary Members do not pay association dues and are not voting members. Honorary Members are entitled to all benefits of membership and may serve on committees. Honorary Members may be nominated by any Fellow and approved by the Executive Committee.

Student Members: “Student Members” of the American Academy of Pediatric Neuropsychology are individuals who are currently enrolled in academic programs leading to a degree from a regionally accredited university or college at the graduate, internship or post-doctoral level. Student members are not voting

members of the Academy and may not hold office. Student Members may serve on Academy committees and are entitled to all benefits of membership. Student Members pay annual dues to the association.

Section 2. Requirements for Membership

Status other than Fellow and Honorary Members will include submission of:

- 1) Application
- 2) Curriculum vitae
- 3) Annual dues

Benefits of Membership will be posted on the Association website and updated as needed.

Section 3. Renewal of Membership

Annual Dues will be determined by the Board and will be payable before the first day of the calendar year. Non-payment is subject to penalty and/or removal from the Academy. Renewal notices for all membership categories will be electronically mailed in November of the fiscal year and continued membership will be noted upon receipt of annual dues. The preparation and mailing of Membership statements will be completed by the Executive Director.

Section 4. Revocation of Membership

Membership may be revoked for:

- 1) Falsification of credentials on the AAPdN application or subsequent attestation;
- 2) Any violation of the APA Ethical Principles of Psychologists and Code of Conduct or any violation of the state laws governing psychologists and ethics in the state of licensure; and
- 3) Any criminal violation demonstrating moral turpitude.
- 4) Other acts or reasons described in other sections of these Bylaws.

Should a Fellow of the Academy have his or her Diplomate status revoked or removed or Diploma from the American Board of Pediatric Neuropsychology removed or withdrawn for cause through valid due process by the American Board of Pediatric Neuropsychology, such Fellow of the Academy shall be dropped from the roles of Fellows of the Academy but may petition the Board for member status under other membership categories. Such membership will be considered and granted solely at the discretion of the Board and upon a determination that such action serves a positive interest for the Academy.

ARTICLE II: Purpose

- 1) To serve the public welfare by preparing and furnishing lists of its members to proper persons and agencies.
- 2) To serve the membership and public with advocacy efforts on local, state, national, and international issues.
- 3) To provide continuing education training support for Fellows and Members.
- 4) To provide a welcoming presence and forum for professionals from multiple disciplines to interact and communicate for the benefit of the children and youth that we serve
- 5) To provide for and conduct other activities as determined by the Board from time to time that are consistent with the Mission Statement in the preface to these Bylaws.

ARTICLE III: Board of Directors

Section 1. Responsibilities of the Board of Directors

The Board of Directors shall be the governing body of the American Academy of Pediatric Neuropsychology and shall supervise the general affairs and business of the Academy. It shall perform such actions necessary for the conduct of the affairs of the Academy and for the realization of its objectives and purposes provided such actions of its voting and non-voting members are not inconsistent with these By-laws. The Board of Directors and its designees shall accept a fiduciary relationship with the Academy and comport themselves in a manner that enhances the reputation and mission of the Academy.

Section 2. Composition of the Board of Directors

The Board of Elected Officers (hereinafter "Board") shall consist of a President, President-Elect, Immediate Past-President, a Treasurer, a Secretary and at least two Members-at-Large, all of whom are drawn from the Fellows of the AAPdN. In addition, other officers and agents may, from time to time, be elected to the Board, including public members who are not Fellows of the AAPdN. One individual may hold up to two offices. The membership of the Board shall reflect an interest in pediatric neuropsychology. The Board shall be vested with the management and control of the property, business, and affairs of the Corporation.

Section 3. Election and Term of Office

The Board of Directors of the Academy are elected by the voting members.

Elections are held annually for open positions. Nominees will be requested from the Fellows, Emeritus Members, and Members of the Academy and submitted to a Nominating Committee. The Executive Director shall prepare a ballot at the direction of the Nominating Committee presenting the names of all vetted nominees for office. This ballot, in addition to providing the names of nominees,

shall provide a space for a write-in vote in each case. These ballots shall be sent to the membership by the Executive Director at least twelve weeks before the annual meeting and shall include a brief summary of the background and professional experience of each candidate for office. Ballots must be received by the date on the ballot to be considered valid. Each officer shall hold office until a successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided.

The President, President-Elect, Immediate Past-President, Treasurer, Secretary, and Members-at-Large shall each be elected to serve for a term of two years by a vote of the voting Fellows of the AAPdN, and until their successors are elected and qualify. The President can serve no more than one consecutive term. The Secretary, Treasurer and Members-at-Large can be elected to successive terms, but serve only one consecutive term in the same position. The voting membership of the AAPdN shall elect a person to fill each of the offices named above whose term expires at the annual meeting, and other officers as may be deemed advisable. The term of office shall commence at the annual meeting following the member's election.

Section 4. Resignation

Any officer may resign at any time by giving written notice to the President of the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of the acceptance there as determined by the President of the Board.

Section 5. Removal

Any officer may be removed from his/her office, with or without cause, by a three-fourths vote of the Board. If there be a vacancy among the Officers of the Board by reason of death, resignation, removal, or otherwise, that vacancy may be filled for the unexpired term by the Board, which may include a Past President.

Section 6. Meetings

There shall be a minimum of two board meetings per year. The President shall preside at all meetings of the Board. The President shall be the Chief Executive Officer of the Corporation and see that all directions of the Board are carried out; shall, with the approval of the Board, appoint members of all committees other than the Executive Committee (Article IV, Section 1), of which he or she shall be a voting member; shall direct the preparation and submission of the annual meeting of the Board, a report of the Board's business, activities, and affairs during the year; shall have other duties as may from time to time be prescribed by the Board. Special meetings of the Board may be called at the direction of the President or by a majority of the voting Board members then in office, to be held at such time, day, and place as shall be designated in the notice of the special

meeting. Meetings may be convened and conducted, including voting on all manner before the Board, via electronic media or via traditional mail or other competent delivery services for the transmission and delivery of hard copies of documents at the discretion of the President. Except as otherwise required by statute or by the Articles of Incorporation, a simple majority of the members present at the meeting will constitute a quorum. In the case of hard copies or physical delivery of documents, presence will be determined to have occurred by return receipt of any documents requiring the voting director's signature or any form of acknowledgement of receipt of these documents by the voting director.

Section 7. Notice

Notice of any meeting shall be given at least ten (10) days by written notice delivered by mail to each director at his/her business address or by electronic communication. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. Quorum

A simple majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 9. Executive Director

The Board shall have authority to appoint from time to time an Executive Director who need not be a member of the Corporation. If any Executive Director be appointed, the Board may delegate to him or her any or all of the duties conferred upon the Treasurer and Secretary by these bylaws, or such other duties as the Board may determine. The Executive Director may be compensated for services in an amount established from time to time by resolution of the Board. If requested, the Executive Director will receive additional funding in an amount and with terms established by the Board to compensate an assistant for up to 20 hours per week. The Executive Director shall be a non-voting member of the Board of Directors. The Executive Director shall be directly accountable to the President when the Board of Directors is in recess.

Section 10. Treasurer

The Treasurer shall be responsible for and oversee the administration of all financial activities of the Corporation and will keep or cause to be kept records of all the financial affairs of the Corporation. The Treasurer shall ensure staff

members properly receive and provide receipts for moneys due and payable to the Corporation and deposit all such moneys in the name of the Corporation in appropriate banks, In general the Treasurer will perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board. He or she shall oversee all debits, checks, deposits and all receipts of the Corporation accounts and have the power to sign checks on the Corporation's accounts, and shall render from time to time and upon demand by the Board or the President reports of all matters within his or her jurisdiction.

Section 11. Secretary

The Secretary shall keep or cause to be kept minutes and records of all Board proceedings, of all meetings of the members, of all examinations, and of all diplomas issued. The Secretary shall have custody of the Corporation's seal and shall affix it when and wherever proper.

Section 12. Members-at-Large

The Member(s)-at-Large shall be responsible to attend all meetings of the Board and represent the interests of the members at such meetings. In general, the Member-at-Large shall perform such duties as from time to time may be assigned to him/her by the President or by the Board of Directors. Members-at-Large shall serve for a term of two (2) years with the term of each member set such that a new Member-at-Large shall be elected each year.

ARTICLE IV: Committees

Section 1 Executive Committee

There shall be an Executive Committee composed of the Officers of the Corporation and the Executive Director. The duties of the Executive Committee will be to develop an agenda for the annual meeting, to make recommendations to the Board for action, and to act on matters that do not require the vote of the Board.

Section 2 Ad Hoc Committees

Ad hoc committees can be assigned at the discretion of the President.

ARTICLE V: Fiscal Year

The fiscal year of the Academy shall begin on the 1st day of January and end on the 31st day of December of each year.

ARTICLE VI: Income and Properties

The income and properties of the Corporation, whenever and however derived, shall be applied solely toward promoting the purposes of the Corporation as set forth in the Certificate of Incorporation. No portion of the income or properties shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to members of the Corporation, provided that nothing contained herein shall prevent proper remuneration to any officer or to any servant of the Corporation or to any member for any services actually rendered to the Corporation, nor prevent the payment of interest at prevailing bank interest rates or reasonable and proper rent for premises let by any member of the Corporation, nor repayment to any member for traveling expenses actually incurred in connection with the proper and necessary business of the Corporation.

ARTICLE VII: Liabilities of the Board of Directors

No member of the Board, the Executive Director, or other officer or servant of the Corporation shall be liable for the accounts, receipts, neglects, or defaults of any other like members or agent, or for joining in any receipt or other act of conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom any monies, securities, or effects shall be deposited, or from any loss or damage occasioned by an error of judgment or oversight, or for any other loss, damage, or misfortune whatever which shall happen in the execution of the official duties or in the relation thereto, unless the same happened through dishonesty, willful neglect, or default.

ARTICLE VIII: Indemnification

Unless otherwise prohibited by law, the Corporation may indemnify any director, Executive Director, or any former director or officer, and may by resolution of the Board indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or

employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article VII.

The Academy shall maintain liability insurance at all times for acts of Board members.

ARTICLE IX: Amendments

The Academy may adopt such amendments to the By-laws as it may later deem necessary for the conduct of its affairs and business within the objects and purposes of the Academy. Proposed amendments to the By-laws may be initiated by:

(a) The Board of Directors, (b) Petition of 10% of the members of the Academy or, (c) By vote of the membership at any annual meeting. Such proposed amendments shall be submitted to a mail vote after approval of the Board of Directors, to the voting members of the Academy. Notification can be electronic or by mail. Names of the members for the purpose of this voting shall be derived from Membership list of the Academy. Members must be in good standing to have a vote. A copy of each proposed amendment shall be delivered electronically and mailed to the last known address of each member. The return deadline will be no less than sixty days after the date of the mailing of the amendment and an approval of two-thirds of those members voting shall be necessary for the amendment to carry.

ARTICLE X: Ratification

These By-laws shall become effective following passage by a majority vote of the responding voting members.