



THE WESTERN SOCIETY FOR PEDIATRIC RESEARCH

De-Ann M. Pillers, M.D., Ph.D., F.A.A.P., Secretary-Treasurer

P.O. Box 19587

Portland, OR 97280

(503) 494-3172 (Message #)

(503) 494-0901 (Fax)

E-mail: wspr@ohsu.edu

Website: http://www.aps-spr.org/regional_societies/wspr/

Federal Tax ID #94-2796477

President:

Ronald L. Ariagno, M.D.

Secretary – Treasurer:

De-Ann M. Pillers, M.D., Ph.D.

President – Elect:

Kurt R. Stenmark, M.D.

Past President:

Marilyn C. Jones, M.D.

DRAFT

Council:

Robert W. Armstrong, M.D., Ph.D.

James F. Bale, Jr., M.D.

Suzanne B. Cassidy, M.D.

Edward Goldson, M.D.

Robin L. Hansen, M.D.

Sandra E. Juul, M.D.

Robin K. Ohls, M.D.

Istvan Seri, M.D., Ph.D.

Eric Vilain, M.D., Ph.D.

Amended By-Laws

2005

Article I

Name. The name of this association is WESTERN SOCIETY FOR PEDIATRIC RESEARCH.

The name and address in the State of California of this corporation's initial agent for service of process is Allen V. Africk, 6380 Wilshire Boulevard, Los Angeles, CA 90048.

Article II

Purpose.

1. The specific purpose of this association is to foster pediatric teaching and investigation, to encourage young investigators, and to provide a platform for the presentation of original research.
2. This association is a nonprofit public benefit association and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.
3. This association is organized and operated exclusively for educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.
4. No substantial part of the activities of this association shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the association shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Article III

Membership. Membership shall be of two types: **active** and **emeritus**.

1. Active members shall be limited to those individuals actively engaged in clinical or laboratory investigations in pediatrics.
 2. Emeritus status may be conferred upon members who have reached the age of 70 and who request emeritus status. After age 70, dues will be deleted, but if the individual wishes to have a program in advance of the meeting, they will pay \$15 and remain on the mailing list. Emeritus members may introduce papers and may attend meetings without paying dues, but may not vote or hold office.
- A. **Nominations.** Nominations must be accompanied by a statement of the qualifications of the nominee together with a list of publications and unpublished work in progress. This work must be published within four years of the individual's nomination. When the only qualifying work is a manuscript in press, the final manuscript and the letter of final acceptance from the Journal must be submitted for consideration. There must be evidence that the nominee is currently engaged in academic research and/or headed for a continuing commitment to academic medicine. The letter from the nominator, as well as the statement of the nominee, should specifically address this point. The nominee shall be a principal author of at least one piece of original research (more than a routine case report) published in an established scientific journal with a peer review process. Exceptions to the first author criteria can be made by the Council for established senior investigators or on a case by case basis. In general, the nomination of persons in the resident or fellowship categories is inappropriate.

The process for the nomination and selection of new members is the responsibility of the Executive Committee. Nominations of individuals for membership must be signed by the nominee and be in the hands of the secretary at a date determined by the Executive Committee of this Society. Nominees must be passed by the Executive Committee of the Society who will report on them at a plenary session at the annual meeting. An affirmative vote of $\frac{3}{4}$ of the active members present shall be necessary for election.

- B. **Termination.** Individuals who have not paid dues for 3 consecutive years shall, after proper notification, be suspended automatically from membership in the Society. All privileges of their membership shall remain in suspension until dues are paid in full.

Article IV

Officers. There shall be 13 officers:

- 1) President
- 2) Vice President (President-elect)
- 3) Secretary-Treasurer
- 4) Past President
- 5) 9 Council Members

- A. Selection.** The Officers of the Society shall be nominated by a committee of 3 (exclusive of the members of the Executive Committee) appointed by the President. If a member of the Executive Committee is unable to complete his/her term, the Committee will nominate an individual to complete the term. Nominations from the entire Society must be requested at the annual meeting.
- B. Terms.** The term of office of the President and Vice President shall be one year. After serving one year the President-elect will automatically become President; this means that every President will serve 3 years on the Council. The term of Secretary-Treasurer shall be 4 years. The term of office of the members of the Council shall be 3 years, 3 Council members being elected each year.
- C. Duties.** The 9 Council members and the 4 Officers comprise the Executive Committee. The President is Chair of the Executive Committee. The function of the Executive Committee shall be to pass on nominations for membership, to determine the conduct of the meetings, and to conduct such other business as necessary to achieve the stated purpose of the Society.

The President and his delegates are to select the program for the plenary sessions and meet with the other Intersociety Presidents to select the program for the subspecialty sessions.

The President will appoint a committee to review the candidates nominated for awards and to select awardees.

Article V

Miscellaneous Provisions.

1. Meetings of the Society, with the exception of the executive sessions, shall be open to non-members.
2. Changes in the By-Laws shall be submitted to the membership by mail at least one month prior to the annual meeting and must be approved by at least 2/3 of the active members present and voting at the meeting.
3. Guidelines for the submission and selection of abstracts for the annual meeting are the responsibility of the Executive Committee.
4. The annual budget, the abstract fee, and the recommendation for dues are the responsibility of the Executive Committee. A change in dues requires a majority vote of the active members in attendance at the annual business meeting.
5. The property of this association is irrevocably dedicated to educational purposes and no part of the net income or assets of this association shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private person. Upon the dissolution or winding up of the association, its assets remaining after payment, or provision for payment, of all debts and liabilities of this association shall be distributed to a nonprofit fund, foundation or association which is organized and operated exclusively for educational purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

Dated: March 24, 2005

ARDY MYERS
ATTORNEY GENERAL

PETER D. SHEPHERD
DEPUTY ATTORNEY GENERAL



1515 SW 5th Avenue
Suite 410
Portland, Oregon 97201
FAX: (503) 229-5120
TDD: (503) 378-5938
Telephone: (503) 229-5725

DEPARTMENT OF JUSTICE
PORTLAND OFFICE

BYLAWS

Bylaws are rules and procedures governing how an organization will operate. Bylaws may contain any provision for regulating and managing the affairs of the corporation that is not inconsistent with law or the articles of incorporation.

There is no set form for writing bylaws, however, most organizations have, at a minimum the following:

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| ARTICLE I | Name |
| ARTICLE II | Offices |
| ARTICLE III | Purpose(s) of the Corporation |
| ARTICLE IV | Membership This often has subsections such as qualifications, classes, termination, meetings, quorums, dues, etc. |
| ARTICLE V | Board of Directors Subsections include general duties and responsibilities, number, election and term of office, removal, vacancies, quorum and voting, meetings, compensation, etc. |
| ARTICLE VI | Committees Subsections outline types of committees (i.e. executive), composition, limitations on power, etc. |
| ARTICLE VII | Officers Subsections are usually a list of offices, how appointed or elected, term, vacancies, duties of each office, etc. |
| ARTICLE VIII | Corporate Indemnity of Officers and Directors |
| ARTICLE IX | Amendments to Bylaws |

The nonprofit, grant section of a library should contain books with samples of bylaws such as The Oregon Nonprofit Corporation Handbook by Cumfer and Sohl. If your organization is complex, we would suggest that you seek legal assistance in writing the bylaws.