

**ARTICLES OF ASSOCIATION OF THE
WESTERN SOCIETY FOR PEDIATRIC RESEARCH**

ARTICLE I

The name of this association is Western Society for Pediatric Research.

ARTICLE II

- A. 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.
- B. 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.

ARTICLE III

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

ARTICLE IV

- A. This association is organized and operated exclusively for educational purposes within the meaning of Section 5_01(c)(3) of the Internal Revenue Code.
- B. 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 V

- A. 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.
- B. 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: August 10th, 2017

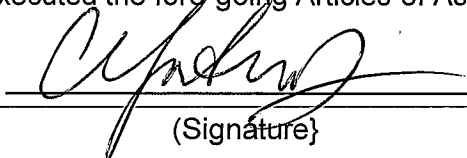


(Signature)

Roberta Keller, MD, President

(Name typed)

I hereby declare that I am the person who executed the fore-going Articles of Association, which execution is my act and deed.



(Signature}

**PROPOSED AMENDMENT TO BYLAWS OF THE
WESTERN SOCIETY FOR PEDIATRIC RESEARCH**

ARTICLE I

NAME. The name of the association shall be WESTERN SOCIETY FOR PEDIATRIC RESEARCH.

ARTICLE II

PURPOSE. The purpose of this association shall be to foster pediatric teaching and investigation, to encourage young investigators, and to provide a platform for the presentation of original research.

ARTICLE III

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. 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. Nominations must be accompanied by a statement of the qualifications of the nominee together with a list of publications and unpublished work in progress. 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. In general, the nomination of persons in the resident or fellowship categories is inappropriate. 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 3/4th of the active members present shall be necessary for election.
2. Emeritus status may be conferred upon members who have reached the age of 60 and who request emeritus status. Emeritus members may introduce papers and may attend meetings without paying dues, but may not vote or hold office.

ARTICLE IV

OFFICERS. There shall be **13-16** officers:

1. President
2. Vice President (President-elect)
3. Secretary-Treasurer
4. Past-President
5. **9-12** Council Members

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, **with up to 4** council members being elected each year. **To the extent possible, Council Members should be representative across pediatric sub-specialties and Western academic institutions.**

The 4 Officers and **9-12** Council Members 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 her/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 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.

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

ARTICLE V

MISCELLANEOUS PROVISIONS

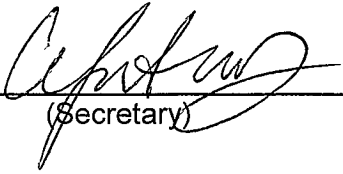
1. Meetings of the Society, with the exception of the executive sessions, shall be open to non-members.
2. Changes in the By-Laws shall be submitted to the membership by mail at least one month prior to the annual meeting and must be approved by at least 2/3rd of the active members present and voting at the meeting.
3. To the extent allowed by law, the Council may allow any vote to be conducted in whole or in part via electronic means. A majority of the votes cast shall be required to elect Officers, Council Members, and conduct society business. In the event that no one candidate receives a majority of the votes cast for an officer's or council member's position, a second ballot shall be taken between the two candidates with the highest number of votes on the first ballot. The electronic voting results thus required shall be reported to the membership and summarized at the annual business meeting.
4. Individuals who have not paid their 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.
5. Guidelines for the submission and selection of abstracts for the annual meeting are the responsibility of the Executive Committee.
6. The process for the nomination and selection of new members is the responsibility of the Executive Committee.
7. 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.

THIS IS TO CERTIFY:

That I am the duly-elected, qualified and acting secretary of the above named Association; that the foregoing By-Laws were adopted as the By-Laws of said Association on the date set forth below by the members of said Association.

IN WITNESS WHEREOF, I have hereunto set my hand this 10th day of August, 2017.

Proposed amendment to ByLaws; See pages 2-3; 26/July/2017



(Secretary)