

**BY-LAWS
OF
WILMINGTON-NEW CASTLE
PEDIATRIC ASSOCIATION**

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ARTICLE I – NAME AND PURPOSES

SECTION 1-NAME: The Corporation shall operate under the name of “Wilmington-New Castle Pediatric Association” and shall maintain its principal office at some convenient location in New Castle County, Delaware, as may be selected from time to time by the Board of Directors (hereinafter referred to as the “Board”).

SECTION 2-PURPOSES: Consistent with its Certificate of Incorporation, the Association shall engage in such activities and programs as will improve the standard of pediatric care in the community. To accomplish this objective, the Association may engage in the following specific activities and programs:

- (a) Obtain guest lecturers and speakers to give instruction on new and improved medical procedures to those individuals engaged in pediatric medicine and services.
- (b) Provide educational grants to providers of pediatric health care in Delaware, to assist such individuals in improving their training and knowledge in the pediatric medicine field.
- (c) Engage in such other activities and programs as are not inconsistent with the Association’s Certificate of Incorporation and which will promote higher standards of care for pediatric patients.

ARTICLE II-MEMBERSHIP

Membership in the Association shall be open to active and retired community-based general pediatricians and self-employed pediatric sub-specialists who care for children in New Castle County who have manifested an interest in the aims, objectives, and purposes of the Association as set forth in the Association's Certificate of Incorporation and which will promote higher standards of care for pediatric patients.

"Community based general pediatrician" shall be defined as those pediatricians who work in a general pediatric practice that is open to the general public (this will exclude pediatric hospitalists who only see patients that are admitted to inpatient services, emergency room pediatricians, et.).

All present and past members of the WNCPA will continue to be members.

ARTICLE III-FISCAL YEAR

The calendar year shall be the fiscal year of the Association.

ARTICLE IV-Meeting of Members

SECTION 1-ANNUAL MEETINGS: The Annual Meeting of the members of the Association, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting, shall be held at such time and place as may be designated by the Board.

SECTION 2-NOTICE: It shall be the duty of the Secretary to give written notice stating the time, place, and in general terms, the business to be transacted at each Annual Meeting. Such written notice shall be mailed or emailed to the last known address of each member of the Association prior to the meeting.

SECTION 3-ORGANIZATION: The President, or in his/her absence, the Vice President, shall call the meeting to order and shall serve as the Chairman of such meeting, provided, however, that the Board may appoint any member to serve as Chairman of any meeting in the absence of the President and Vice President of the Association. The Secretary shall record the minutes of all meetings of the members. In the absence of the Secretary at any meeting of the members, the Presiding Officer may appoint any member to act as Secretary Pro-tem of such meeting.

SECTION 4-SPECIAL MEETINGS: Special Meetings of the members shall be held promptly whenever called by the Board or when requested in writing by at least 25% of the general membership. Notice of each Special Meeting, stating the time, place, and in general terms, the purpose or purposes thereof, shall be sent by mail, email, fax or phone to the last known address of each member at least three days prior to such meeting.

SECTION 5-VOTING: Each member of the Association shall be entitled to one vote per voting item at each meeting of the Association. At each meeting of the members, a full, true, and complete list, in alphabetical order, of all members in good standing, shall be certified and furnished by the Secretary. Only the persons whose names are listed in the membership records of the Association on the date of such meeting shall be entitled to vote at such meeting.

SECTION 6-QUORUM: At any meeting of the members of the Association, a quorum shall consist of 25% of the total membership, and majority in amount of such quorum may decide any question, which may come before the meeting.

ARTICLE V- BOARD OF DIRECTORS

SECTION 1-NUMBER OF MEMBERS: The business and affairs of the Association shall be managed by the Board of Directors, which shall consist of nine members. A majority of the Board shall be general pediatricians that are self-employed. Membership on the Board will be limited to 1 member of any incorporated group or business entity. The Board of Directors shall be elected at the Annual Meeting by a simple majority of the general membership, either in person or by proxy. The candidates will include the slate presented by the nominating committee as well as any nominations from the general membership if they are supported by at least 10 additional member (either in person or by proxy). To be included on the ballot, individuals must submit a request and show said support before July 1. The membership shall be notified of the slate by September 1.

The term for a Director is three years. Each year three of the nine positions are to be filled, on a rotating basis, by the election of new candidates or re-election of a Director or Directors whose initial 3-year term is expiring at the time of the annual elections. A Director who shall be elected or appointed to serve for two consecutive terms of three years shall not be eligible to serve as a Director for two years thereafter. If a director is appointed to complete more than $\frac{1}{2}$ of a 3 year term, then that time served will count for a full term and he or she will be allowed to complete more than $\frac{1}{2}$ of a 3-year term, then that time served will count for a full term and he or she will be allowed to run for 1 additional 3-year term.

Each member of the Board of Directors is expected to attend at least 50% of the board meetings for the corporate year. If this minimum criterion is not met, then such member shall be subject to dismissal, and replacement, as determined by the other Board Members after extensive review of the circumstances surrounding the absences.

If the immediate past President is not reappointed or re-elected to the Board, or is not eligible to be reappointed or re-elected to the Board, he or she shall be an ex-officio, non-voting member of the Board of Directors for 1 year following the end of his or her term.

SECTION 2-VACANCIES: In the case of any vacancy of Directors through death, resignation, disqualification, or other cause, the remaining Directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant. Such successor Director shall serve out the term of the Director whom he or she replaces, and will be eligible to run for an additional term or term, as outlined in Section 1.

SECTION 3-REGULAR MEETINGS: The Board shall meet for the transaction of business at such place as it may designate from time to time.

SECTION 4-SPECIAL MEETINGS: Special meetings of the Board may be called by the President or by 50% of the Board for any time or place, provided reasonable notice of the time, place and business to be transacted, and notice shall be sent to each member of the Board with adequate notification before the time appointed for such meeting.

SECTION 5-QUORUM: The Directors shall act as a Board only, and the individual Directors shall have no power as such. 50% of the Directors in office (either present, by proxy, or via live teleconferencing) shall constitute a quorum for the transaction of business, but a majority of those present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice until a quorum be at hand. The act of a majority of Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as otherwise provided by law.

SECTION 6-ANNUAL REPORTS: The Board shall make available to the members of the Association, upon written request, a written report of the activities of the Association. An accounting of the financial transactions of the past year may also be provided upon written request.

SECTION 7-COMPENSATION OF DIRECTORS AND OFFICERS: No compensation shall be paid to the Officers or Directors of the Association for the services rendered by them to the Association during their respective terms of office; however, Officers and Directors may be reimbursed for out-of-pocket expenses and for disbursements made by them on behalf of the Association.

ARTICLE VI- OFFICERS

SECTION 1-EXECUTIVE OFFICERS: The Executive Officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. The Board will select all candidates for officers. The slate of candidates for officers will be selected by the Board at the first general Board of Directors meeting after the general election. All Officers shall be elected from among the members of the Board of Directors. The term of office will be 1 year.

In case of any vacancy in any office through death, resignation, disqualification, or other cause, the Board of Directors shall elect a successor to hold such office for the unexpired portion of the terms of the Officer whose place is vacant.

SECTION 2-THE PRESIDENT: Subject to the direction of the Board of Directors, the President shall be the Chief Executive Officer of the Association and shall perform such other duties as from time to time may be assigned to him or her by the Board. The President shall be ex-officio a member of all committees.

SECTION 3-THE VICE PRESIDENT: The Vice President shall have such power and perform such duties as shall be assigned to him or her by the Board or by the President. In the case of the absence or disability of the President, the duties of the office of the President shall be performed by the Vice President.

SECTION 4-SECRETARY: The Secretary shall keep the minutes of all proceeding of the Board and the minutes of all members' meetings in books provided for such purposes; he or she shall have custody of the corporate seal and such books and papers as the Board may direct; he or she shall, in general, perform all the duties incident to the Office of the Secretary, subject to the control of the Board and the President, and he or she shall perform such other duties as from time to time may be assigned by the President of the Board.

SECTION 5-TREASURER: The Treasurer shall have the custody of all the receipts, disbursements, funds, and securities of the Association and shall perform all duties incident to the Office of the Treasurer, subject to the control of the Board and the President.

The Treasurer shall collect and receive, or provide for the collection and receipt of , all monies in any manner due to or received by the Association;

shall deposit all Association funds in such bank or banks or other places of deposit as from time to time may be designated by the Board;

shall, whenever so required by the Board, render an account showing the financial status of the Association and his or her transactions as Treasurer;

and shall perform such other duties as from time to time may be assigned by the Board or the President.

ARTICLE VII-COMMITTEES

SECTION 1-STANDING COMMITTEES: There are no Standing Committees.

SECTION 2-SPECIAL COMMITTEES: The Board of Directors from time to time may establish Special Committees as it shall deem advisable.

These Committees shall be headed by a Chairman appointed by the President, subject to the approval of the Board, and each Chairman shall have power to make rules for the governing of his or her Committee.

The members of each Committee shall be selected by its Chairman who shall advise the Board promptly of the composition of such Committee.

Each Committee shall consist of such number of members as shall be selected by its Chairman, and of that number a majority shall constitute a quorum.

Each Committee shall have the power to adopt such rules as it shall deem proper, and with the approval of the President, to establish subcommittees and to delegate to those subcommittees such parts of its duties and responsibilities as it may desire to delegate.

The Board shall have the power to revise or amend the decision of an Committee.

ARTICLE VIII-DISBURSEMENT OF FUNDS

SECTION 1-APPROVAL: No funds of the Association shall be disbursed for any purpose whatsoever except upon specific approval of such disbursement by the Board of Directors. No disbursement shall be approved unless the Board, in its sole discretion, shall first determine that such disbursement would be consistent with the Association's objectives of improving the education and training of persons involved in rendering care to pediatric patients in New Castle County and of improving the quality of the care rendered to such patients.

SECTION 2-GRANTS FOR SPECIFIC PURPOSES: To the extent the Association's funds may permit, the Board may approve grants for the following programs:

- (a) To pay the fees and expenses of outside lecturers and speakers who are invited by the Association to address Association meetings, or other meetings sponsored by the Association, or other affiliated bodies.
- (b) To provide funds for non-profit organizations which benefit the children of New Castle County.
- (c) We dedicate ourselves to support the pediatric training of residents in New Castle County.

SECTION 3-OPERATING EXPENSES: The Board is authorized to make disbursements of Association funds to pay for the administration and operating expenses of the Association. Disbursements are authorized for such expenses as clerical salaries, rental of meeting accommodations, stationery and supplies, legal fees, and such other reasonable and necessary expenses, which the Association may incur in carrying out its objectives.

SECTION 4-EXTRAORDINARY DISBURSEMENTS: No disbursement may be made by the Board for purposes other than those specifically enumerated hereinbefore in the Article VIII, except upon express approval by a majority vote of the members of the Association. No such approval shall be granted for any disbursement of Association funds that would be inconsistent with the Association's Certificate of Incorporation, the provisions of these By-laws, the Law of the State of Delaware pertaining to non-profit corporations, or the provisions of the Internal Revenue Code, and its interpretive regulations, governing the tax-exempt status of charitable and educational organizations. No disbursement of Association funds, which would result in the earnings of the Association inuring to the benefit of any member of the Association, shall be authorized.

ARTICLE IX- AMENDMENTS

The Board of Directors shall have the power to suggest changes to the By-Laws of the Association, to be approved by a majority of the general membership (present or by proxy), at any Regular or Special Meeting of the general membership.

NOW, THEREFORE, We, being all the members of the Board of Directors of the WILMINGTON-NEW CASTLE PEDIATRIC ASSOCIATION, do hereby consent to the adoption of these By-laws and do hereby repeal and revoke any By-laws of the Association heretofore made.

_____ Joseph DiSanto, M.D.	President
_____ Aguida Atkinson, M.D.	Vice President
_____ Amy Chang, M.D.	Secretary
_____ Matt Gotthold, M.D.	Treasurer
_____ Darren Franczyk, M.D.	Member
_____ Renee Kottenhahn, M.D.	Member
_____ Vicky Levin, M.D.	Member
_____ Laura Lundgren, M.D.	Member
_____ Quan Nguyen, M.D.	Member

March 29, 2017

*Note: Signed version to be available upon request.