

BYLAWS OF THE AMERICAN BOARD OF ADOLESCENT PSYCHIATRY

BACKGROUND:

The name of this non-profit organization is THE AMERICAN BOARD OF ADOLESCENT PSYCHIATRY (ABAP). This organization was originally organized and incorporated in the State of Illinois in 1992 in accordance with the General Not for Profit Corporation Act of 1986, as amended. It was then dissolved as a corporate entity and instead subsumed by The American Society for Adolescent Psychiatry (ASAP) in 2009 as ASAP's Council on Certification in Adolescent Psychiatry. Per the ASAP By-Laws, ABAP was to remain and therefore exists at this time as a semi-autonomous entity within ASAP yet retaining its own bylaws and policies & procedures to continue in existence should ASAP disband or relinquish ABAP. As of the date of adoption of these bylaws, ABAP remains a semi-autonomous non-corporate entity within ASAP and as such, all revenue generated by ABAP activities flows through to ASAP and in turn, ASAP provides administrative support and marketing at no expense to ABAP.

ABAP has not been formed for the purposes of making profit or obtaining personal financial gain. The assets and income of this organization shall not be distributed to or for the benefit of the trustees, directors, or any other officers. The assets and income shall only be used to promote non-profit purposes as described below. Nothing contained herein shall be deemed to prohibit the payment of a modest and reasonable compensation to employees and contractors for services provided for the benefit of the organization. This organization shall not carry on any activities not permitted to be carried out by a non-profit organization exempt from federal income tax. The organization shall not endorse any candidate or contribute to or work for or otherwise support or oppose any candidate for public office. This organization has been created exclusively for purposes subsequent to section 501(c)(1) of the Internal Revenue Code.

PURPOSE AND FUNCTIONS:

The American Board of Adolescent Psychiatry (ABAP) exists for the purpose of developing and maintaining certification standards for eligible psychiatrists to become and remain Diplomates of The American Board of Adolescent Psychiatry (ABAP). These include development of, and revision of the examination(s) administered to determine initial competency in the field of Adolescent Psychiatry as well as the development of and administration of the recertification and continuing certification processes. ABAP may in the future develop additional and administer certification opportunities such as one for primary care providers interested in certification as an Adolescent & Transitional Age Youth Mental Health Specialist or equivalent.

As long as ABAP remains the ASAP Council on Certification in Adolescent Psychiatry, ASAP provides ongoing administrative support to ABAP while all revenues generated by ABAP

activities are retained by ASAP. ASAP administration will provide ABAP a summary of the prior year's income generated by its certification, recertification, and maintenance of certification activities from the prior year at its annual meeting for review and approval. In the event ABAP separates from ASAP, ABAP would then apply in a state of its headquarters for its license as a non-profit corporation subsequent to section 501(c)(1) of the Internal Revenue Code and assume responsibility for its own administrative support costs while also retaining all revenue generated by its certification, maintenance of certification, and recertification activities.

ARTICLE I. MEETINGS

1.1 *Annual Meetings.* An annual meeting shall be held once every calendar year for the purposes of accepting the ASAP President's choice for the ABAP Chairperson and any new directors he/she appoints to fill vacancies. If ABAP is no longer affiliated with ASAP, the annual meeting will occur to elect the President and Secretary/Treasurer. It will then transact any other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the incoming Chairperson/President either at the ASAP annual meeting or virtually/telephonically within a month of the ASAP annual meeting or, if no longer affiliated with ASAP, in January of each year.

1.1.a. The following orders of business shall be addressed during the annual meeting unless decided otherwise by the Board of Directors via written notice:

- a. Indoctrination of new chairperson and any new directors
- b. Reviewing the annual report, if prepared
- c. Reconciling the balance sheet and reviewing the Board's income and expenses for the previous year
- d. Any other transaction of such other business as may be properly brought before the meeting

1.2. *Routine Meetings.* Routine business meetings are scheduled on a regular (typically quarterly) basis to conduct the routine business of ABAP. These meetings are held virtually or via teleconference but may also be held in-person. The ASAP Executive Director and ASAP President are invited to attend these meetings as ex-officio members. Routine meetings will be scheduled for the year at the time of the annual meeting. Reminders will be sent within 2 weeks to each Director at their email address of record.

1.3. *Special Meetings.* Special meetings may be requested by the Chairperson/President or any other member of the Board of Directors. A special meeting of members is not required to be held in person at a geographic location if the meeting may be held by means of teleconference or another form of electronic communication in a manner pursuant to which all members have the chance to read and/or hear the proceedings substantially

concurrent with the occurrence of the proceedings, raise points on matters submitted to the members, pose questions, and make any desired comments.

1.4. *Notice.* The following amount of written notice of all regular meetings shall be provided under this section or as otherwise required by law: 2 weeks. The following amount of written notice of all special meetings shall be provided under this section or as otherwise required by law: 48 hours. The notice shall include the date, hour, and location of the meeting and, if for a special meeting, the purpose of the meeting. Such notice shall be emailed to all directors of record at the email address shown on the corporate books, at least 2 weeks prior to the meeting.

1.5. *Quorum.* A quorum of the Directors shall be the following: 50%. In the absence of a quorum, a majority of the directors may delay and reschedule the meeting to another time without further notice. If a quorum is represented at a rescheduled meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in a representation of less than a quorum.

1.6. *Informal Actions.* Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, set forth the action so taken, is signed by the Directors with respect to the subject matter of the vote.

ARTICLE II. BOARD OF DIRECTORS

2.1. *Role of Directors.* The Board of Directors shall be responsible for having the authority of managing the affairs of the Nonprofit directly and/or by delegation.

2.2 *Number of Directors.* The organization shall be managed by a Board of Directors consisting of 5 Directors.

2.3 *Election and Term of Office.* The Directors shall be appointed by the ASAP President at the recommendation of the ABAP Chairperson. In the event ABAP is no longer affiliated with ASAP, then any new Directors will be elected by a majority vote at the annual meeting. Each Director shall serve a term of 5 years and each term is staggered so that only one vacancy occurs per year. Directors may serve successive 5-year terms.

2.4 *Quorum.* A quorum of the Directors shall be the following: 50%.

2.5 *Regular Meetings.* The Board of Directors shall meet within one month of the ASAP annual meeting for transacting such other business as may be deemed appropriate. In the event ABAP is no longer affiliated with ASAP, the Board will meet annually in January and then at other intervals as set by the Chairperson/President to conduct the routine business

of the Board. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

2.6 Special Meetings. Special meetings may be requested by the Chairperson/President or any other member of the Board of Directors.

A special meeting may be requested by providing 48 hours written notice by email. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communication in a manner pursuant to which all members have the opportunity to read and/or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

2.7 Procedures. The vote of a majority of the Directors present at a properly called meeting as dictated by these Bylaws at which a quorum is present shall be the act of the Board of Directors unless the vote of a greater number is required by law or by these Bylaws for a particular resolution. A Director of the organization who is present at a meeting at the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records. The minutes will include, at the last, names of all members present, resolutions proposed and voted upon, and any Director abstentions or objections to resolutions.

2.8 Vacancies and Removals. A Director shall be subjected to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal, or any other reason, may be filled by a majority vote of the remaining Directors. A Director elected to fill a vacancy shall serve the remaining term of their predecessor or until a successor has been elected and qualified. If all Directors resign or are removed, any Officer shall hold a special meeting for the purpose of electing a new Director or Board of Directors.

2.9 Resignation. If a Director wishes to resign from their directorial position, they shall do so in the following manner:

A board member may resign from the Board at any time during his/her term by giving written notice to the Board Chairperson.

2.10 Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers, and authorities of such committees. The committees shall have a specific purpose and the Board of Directors, in creating a committee, shall outline the parameters of the committee, including, but not limited to, meetings, notice, quorum requirements, and all other pertinent procedures.

ARTICLE III. OFFICERS

3.1 *Number of Officers.* The Officers of the organization shall be the following: 1. a President, otherwise described herein as the Board Chairperson so long as ABAP is affiliated with ASAP. 2. A Secretary/Treasurer. The President/Chairperson may not concurrently serve in another position on the ABAP Board.

3.2 *Officer Roles.* The Officers shall have the following responsibilities in their roles:

President/Chairperson -- The President/Chairperson shall be the chief executive officer and shall preside over all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board of Directors, sign all corporate documents unless they delegate that responsibility to another Officer, and direct the process of the creation and implementation of resolutions.

Secretary/Treasurer – The Secretary/Treasurer shall be responsible for reviewing any meeting minutes, working with administrative staff to review and prepare reports relating to the Board’s financial operations, and other board duties as assigned. In the absence of the Chairperson, the Secretary/Treasurer will serve as Acting Chairperson.

3.3 *Election and Term of Office.* The President/Chairperson shall be appointed annually by the ASAP President and may serve successive terms. If ABAP is no longer affiliated with ASAP, the President will then be elected by the Board at the annual meeting each year. The secretary is elected by the Board of Directors at the annual meeting. Each officer shall serve a term of 1 year and may serve successive terms.

3.4 *Vacancies and Removals.* The Board of Directors shall have the power to remove an Officer, Director, or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE IV. EXECUTION OF INSTRUMENTS

4.1 *Instruments.* All instruments that are executed on behalf of the organization which are acknowledged, and which affect an interest in real estate shall be executed by the President/Chairperson or another Director. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President/Chairperson. Notwithstanding the previous provisions in this document, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated this responsibility by a resolution of the Board of Directors.

ARTICLE V. AMENDING BYLAWS

5.1 *Amendment Procedure.* The Bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The full text of the proposed change shall be distributed to all board members at least fourteen (14) days before the meeting where the change is to be voted on.

ARTICLE VI. DISSOLUTION

5.2 *Dissolution Procedure.* If the purpose and function of ABAP no longer exists and all obligations to existing Diplomates have been met, regardless of whether ABAP is affiliated with ASAP at the time, the organization may be dissolved only with the authorization of the Board of Directors given a special meeting called for that express purpose and with the subsequent approval of a supermajority (2/3rds) vote of the members.

5.3 *Liabilities.* If no longer affiliated with ASAP at the time, all liabilities and obligations shall be paid, satisfied, and discharged, or adequate provisions shall be made, therefore.

5.4 *Distribution of Assets.* If no longer affiliated with ASAP at the time, assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

ADOPTION:

Adopted by the American Board of Adolescent Psychiatry Directors by Quorum vote (3 yes, one abstention, one no vote due to vacant seat) on 9-11-20.