

BYLAWS

Northern California-Regional Organization of Child and Adolescent Psychiatry (NC-ROCAP)

Article I NAME

The name of the Organization is the NORTHERN CALIFORNIA REGIONAL ORGANIZATION OF CHILD AND ADOLESCENT PSYCHIATRY, hereafter called NC-ROCAP.

Article II PURPOSES

NC-ROCAP is formed to stimulate and advance psychiatric knowledge and treatment of children and adolescents, to advocate for the mental health of children and adolescents, to promote interdisciplinary activities for the advancement of child and adolescent mental health, and to represent child and adolescent psychiatrists of the NC-ROCAP region, as defined by The American Academy of Child and Adolescent Psychiatry (AACAP), at national, state, regional, and local levels of professional and community organizations.

Article III AMENDMENTS

These bylaws may be amended by a two-thirds vote of the eligible members of NC-ROCAP responding to a ballot presented to the membership by mail or email. Amendments may be initiated by either:

1. A majority vote of the Executive Committee; or
2. A written request by five active members to the secretary at least 15 days before an annual meeting. The proposed amendment shall be presented at the annual meeting. The proposed amendment shall be presented to the membership if approved by a majority of the eligible members present at that annual meeting.

Article IV MEMBERSHIP

Section 1)

Election to Membership

Election to the several categories of membership shall be limited to those who meet the qualifications as stated below. Membership shall be initiated by application. The application shall include documentation relating to the prospective member's training, American Board of Psychiatry and Neurology eligibility and certification, professional experience, activity, and competence and/or other qualifications. Except for applicants to Honorary membership, applicants must establish that they have professional activities within the geographic boundaries served by NC-ROCAP. Names of applicants shall be reviewed and approved by the Executive Committee.

Section 2)

Membership Categories

The membership of NC-ROCAP shall include any number of members in each of the following categories:

- A) Active Member
- B) Emeritus
- C) Associate
- D) Trainee
- E) Honorary

Section 3)

Requirements for membership

A) Active Membership

Active membership in NC-ROCAP may be extended, upon application, to any physician who is an active member of the American Academy of Child and Adolescent Psychiatry. Active members shall be voting members of NC-ROCAP.

B) Emeritus Membership

Emeritus membership may be extended to a member in good standing who has retired from active practice but wishes to maintain professional affiliation. Payment of dues in this category is voluntary. Emeritus members shall be voting members of NC-ROCAP.

C) Associate Membership

Associate membership may be extended to a physician who does not meet the requirements for Active membership but whose major professional activity is in the field of child and adolescent mental health as construed by the Executive Committee. Associate members shall not be voting members of NC-ROCAP.

D) Trainee Membership

Trainee membership in NC-ROCAP may be extended, upon application, to any physician who is enrolled in an ACGME accredited fellowship in child and adolescent psychiatry. Trainee membership may also be granted to residents in general psychiatry and medical students who declare a major interest in child and adolescent psychiatry. Trainee members shall not be voting members of NC-ROCAP.

E) Honorary Membership

Honorary membership may be extended to any person who has made a distinguished contribution to the mental health and welfare of children and adolescents. Honorary members shall not be voting members of NC-ROCAP.

Article V OFFICERS

Section 1)

Election of Officers

The Nominating Committee shall nominate eligible members for President-Elect, Secretary-Treasurer, National Delegate(s), State Delegate, and up to two Members-at-Large. In addition, any eligible member may be nominated by a petition signed by five active members. The ballot shall also have a provision for write-in candidates for each office. Officers shall be elected by gaining a plurality for each office, by votes cast in response to mail or email ballots presented to all eligible members. In case there is more than one position open for an office, the top vote getters shall assume them, with primacy awarded in the order of votes received.

Vacancies occurring in any of the offices of NC-ROCAP shall be filled by Executive Committee appointment. The officers thus appointed shall hold office for the remainder of the term or until successors are duly elected. If the term of a resigning or removed officer is less than 50% completed, any appointment by the Executive Committee shall be temporary only and the Executive Committee shall convene a special election within two months for the purpose of filling the position for the remainder of the term.

Only eligible members shall hold office and no member shall hold more than one office at a time, except for the President, who will also function as a National Delegate. The officers' terms of office shall begin at the annual meeting. Only Active or Emeritus members (and who are eligible to vote according to both NCROCAP and AACAP bylaws) are eligible for nomination and holding office.

Section 2)

President

The President's term of office shall be two years. The following two years, the President shall serve as the Immediate Past-President. The President shall be the chief executive officer of NC-ROCAP and shall preside at all meetings of NC-ROCAP. The President shall have general supervision, direction, and active management of the business and affairs of NC-ROCAP. The President shall serve as the Program and Continuing Education Committee Chairperson. The President shall also hold one of the National Delegate positions to the Assembly of Regional Organizations of the AACAP. The President may appoint an alternate delegate should a delegate be unable to attend an assembly meeting. The President is a non-voting member of the Executive Committee, except when deciding an inconclusive vote of the Executive Committee.

Section 3)

President Elect

The President-Elect's term of office shall be two years. The following two years, the President-Elect shall serve as the President. During the absence of the President, the President-Elect shall exercise all the functions of the President. When not acting as the President, the President-Elect shall be a voting member of the Executive Committee.

Section 4)

Immediate Past-President

The Immediate Past-President's term of office shall be two years. The Immediate Past-President shall not be eligible for nomination as President-Elect. The Past-President shall be a voting member of the Executive Committee.

Section 5)

Secretary-Treasurer

The Secretary-Treasurer's term of office shall be one year. Unless no other nominations are presented, a member shall serve no more than two consecutive terms as Secretary-Treasurer. All activities of the Secretary-Treasurer shall be conducted in coordination with the Executive Secretary, hired by the Executive Committee to manage and administer the business of NC-ROCAP. The Secretary-Treasurer shall keep the records of NC-ROCAP including a permanent record of all minutes of meetings of NC-ROCAP. The Secretary-Treasurer shall present minutes for approval at meetings for NC-ROCAP. S/he shall have charge of all such additional books and papers as the Executive Committee may direct.

The Secretary-Treasurer shall also maintain the custody of all the funds and property of NC-ROCAP and shall collect monies due to and resolve debts owed by NC-ROCAP in such manner as the Executive Committee may direct. When necessary and proper, s/he shall endorse on behalf of NC-ROCAP all checks, notes or other obligations and evidences of the payment of money owed and shall deposit these funds in banks as may be selected by the Executive Committee. S/he shall keep the financial books of NC-ROCAP and enter an accurate account of all money received and paid on account by NC-ROCAP, together with all other business transactions. S/he shall be a voting member of the Executive Committee.

Section 6)

National Delegate

The National Delegate's term of office shall be three years. Unless no other nominations are presented, a member shall serve no more than two consecutive terms as National Delegate. The National Delegate(s) shall represent NC-ROCAP at the Assembly of the Regional Organization of AACAP. The number of National Delegate(s) is determined by the rules of the Assembly of Regional Organizations of Child and Adolescent Psychiatry of AACAP. S/he shall be a voting member of the Executive Committee.

Section 7)

State Delegate

The State Delegate's term of office shall be three years. Unless no other nominations are presented, a member shall serve no more than two consecutive terms as State Delegate. The State Delegate shall represent NC-ROCAP at the California Academy of Child and Adolescent Psychiatry (CALACAP). S/he shall be a voting member of the Executive Committee.

Section 8)

Member at Large

The Member(s)-at-Large's term of office shall be one year. Unless no other nominations are presented, a member shall serve no more than two consecutive terms as Member-at-Large. S/he shall attend Executive Committee meetings and represent the general membership. S/he shall be a voting member of the Executive Committee.

Section 9)

Resignation of Officers

Any officer may resign his/her position by providing written notice to the Executive Committee. Resignation is effective immediately upon delivery of such notice. The Executive Committee shall fill the vacancy in accordance with Article V, Section 1.

Section 10)

Process for Removal of Officers

(a) A member of the Executive Committee may make a motion for removal of any sitting officer of NC-ROCAP. The motion for removal can be made with or without identification of a cause. The motion shall be in writing and communicated to all members of the Executive Committee at least five days prior to a meeting of the Executive Committee at which the motion shall be discussed and decided. Discussion and debate shall be allowed, but no officer shall be able to prevent a vote following discussion which must end within the customary time of a typical scheduled meeting's duration.

(b) For purposes of making this motion, any Executive Committee member may solicit other members of the Executive Council to convene a meeting if no regularly scheduled meeting is otherwise convenient for purposes of the vote— and while notification to the entire Executive Committee shall be required of the request and proposed date, medium and purposes, non-attendance of the officer in question shall not be reason to delay or obstruct the motion, vote or removal.

(c) A vote of a supermajority (66% or more) of the Executive Committee shall serve to remove that officer at the completion of that vote. Any Executive

Committee voting officer may vote, whether in person or electronically. All powers, responsibilities and privileges of the removed officer shall end at the conclusion of the vote.

(d) In the case of the sitting President resigning or being removed, the immediate replacement shall be the President-Elect, unless that member shall refuse the position. If the President-Elect accepts the appointment, she/he shall complete the out-going President's term and continue as President for the duration of the term for which she/he was elected. The Executive Committee shall fill the President-Elect vacancy in accordance with the provisions of this Article V, Section 1. In all other situations of a removed officer, the Executive Committee shall fill the vacancy by appointment in accordance with Article V, Section 1.

Article VI EXECUTIVE COMMITTEE MEMBERS-IN-TRAINING

Section 1)

Appointment of Executive Committee Members-in-Training (EC-MITs)

One current fellow and member of NC-ROCAP may be appointed as a EC-MIT by the program director and current fellows from each of the two Bay Area child and adolescent psychiatry fellowship programs, University of California at San Francisco and Stanford. Vacancies to EC-MIT positions may be filled by a current fellow appointed by the program director and current fellows.

Section 2)

EC-MIT's term of office shall be one year and shall start at the annual meeting. S/he shall attend Executive Committee meetings and represent members-in- training. S/he shall be a non-voting member of the Executive Committee. EC- MITs may resign or be removed following the same procedures as for Officers.

Article VII

GENERAL MEMBERSHIP MEETINGS

Section 1)

Frequency

There shall be one business meeting for general membership at the annual meeting. There may be additional business meetings of the general membership of NC-ROCAP at the discretion of the Executive Committee.

Section 2)

Quorum

Thirty members eligible to vote shall constitute a quorum. A majority vote shall be considered an official act of the membership.

Article VIII COMMITTEES

Section 1)

Appointments

The President shall have the authority to appoint any ad hoc committee which in his/her opinion is necessary for the conduct of NC-ROCAP's business, and shall be an ex-officio member of all committees except the Nominating Committee.

Section 2)

Standing Committees

Standing Committees shall include the Executive Committee, Nominating Committee, Program and Continuing Education Committee, and Membership Committee.

Section 3)

Executive Committee

The Executive Committee of NC-ROCAP shall have a President, President-Elect, Immediate Past-President, Secretary-Treasurer, National Delegate(s), State Delegate, up to two Members-at-Large, and up to two EC-MITs. The Executive Committee shall function as the Board of Directors of NC-ROCAP and act for the membership consistent with the procedures as stated in the bylaws. The Executive Committee shall meet at least three times annually. All Executive Committee meetings are open to the general membership.

Quorum of the Executive Committee shall be a majority of the current officers. Action taken during a meeting at which a quorum is present shall be regarded as an action of the Executive Committee.

Section 4)

Nominating Committee

The Nominating Committee shall consist of one to three Active Members elected by the Executive Committee. The Immediate Past-President shall be the Chairperson. Effort should be made to appoint members who are not current officers. During his/her term on the Nominating Committee, a member may not be nominated for office by the Nominating Committee.

The Nominating Committee shall solicit and select one or more candidates for each position to be filled. In selecting nominees, the Nominating Committee shall make every effort to represent a diversity of geographical areas, academic affiliations, and fields of special interest within child and adolescent psychiatry.

Section 5)

Program and Continuing Education Committee

The Program and Continuing Education Committee shall consist of one or more members of the Executive Committee. The President shall be the chairperson and may appoint additional members to the committee. The committee shall organize educational events including the Annual Meeting.

Section 6)

Membership Committee

The Membership Committee shall consist of a Chair appointed by the President and may include other members recruited by the Chair. The Membership Committee shall be responsible for recruitment of new members, review of membership applications, determination of the appropriate category of membership for each applicant, and presentation of approved applications to the Executive Committee.

Article IX NEWSLETTER

There may be a newsletter published in print, email, or online at the discretion of the Executive Committee. The President may appoint an Active or Emeritus member to be the Editor.

Article X

RELATIONSHIP TO THE AMERICAN ACADEMY OF CHILD AND ADOLESCENT PSYCHIATRY

NC-ROCAP is an affiliate of the Assembly of Regional Organizations of Child and Adolescent Psychiatry of the American Academy of Child Psychiatry. NC- ROCAP shall be represented at the Assembly of Regional Organizations of Child and Adolescent Psychiatry in accordance with that Assembly's rules of representation.

Article XI DUES

Dues shall be collected by AACAP and distributed to NC-ROCAP in accordance with AACAP procedures.

Article XII PARLIAMENTARY AUTHORITY

The rules contained in the modern edition of Robert's Rules of Order shall govern the proceedings of NC-ROCAP in all cases where they are not inconsistent with these Bylaws and any special rules of order that NC-ROCAP may adopt.

Article XIII LIMITATION OF LEGAL LIABILITY

No person acting as an officer or a director or employee of NC-ROCAP shall incur any personal liability or at any time be held liable for errors of judgment, or mistake of law or fact, or for any loss coming to NC-ROCAP, or any Member thereof, or to any other person whomsoever, for anything done or omitted to be done in connection with the duties of such officer, director or employee, or in the administration of the affairs of NC-ROCAP, except through actual fraud or willful misconduct on the part of the officer, director or employee to be charged. The officers, directors and employees of NC-ROCAP, and their respective legal representatives and estates, shall be and are held harmless and indemnified by NC-ROCAP from any and all expenses, costs, damages, loss or other liability arising out of, or incurred in connection with, the exercise of such officers', directors', or employees' duties, or any act or failure to act of an officer, director or employee in connection with the administration of the business of NC-ROCAP.

Article XIV DISSOLUTION

In the event of the dissolution of NC-ROCAP, all assets will be transferred to the Assembly of Regional Organizations of the American Academy of Child and Adolescent Psychiatry.