BYLAWS OF

Council on Medical Student Education in Pediatrics

ARTICLE I

Name

The Council on Medical Student Education in Pediatrics (hereafter, COMSEP) was created in collaboration with the Association of Medical School Pediatric Department Chairs, Inc. (hereafter, AMSPDC) to improve the care of infants, children and adolescents in North America by fostering excellence in pediatric undergraduate medical education.

ARTICLE II

Mission and Nondiscrimination Policies

SECTION 1. Mission. The mission of COMSEP is to promote exemplary teaching practices, advance innovation and scholarship in medical student education in pediatrics, and foster personal growth, professional success and collaboration among our members.

SECTION 2. Nondiscrimination Policies. COMSEP shall not discriminate on the basis of race, religion, creed, color, national origin, gender, age, disability, veteran or disabled veteran status, sexual orientation or marital status.

ARTICLE III

Membership

SECTION 1. Membership. Membership is available to any healthcare provider, educator, or clerkship administrative staff person interested in or participating in the coordination of medical student education.

SECTION 2. Dues. Annual dues will be assessed at rate(s) set by the Executive Committee. Dues and any required fees must be paid in full by a date specified by the Executive Committee.

SECTION 3. Termination. Membership may be terminated by resignation, dues in arrears for more than two years, or disciplinary action by the Executive Committee.

SECTION 4. Reinstatement. Any member whose membership has been terminated for nonpayment of dues and who seeks reinstatement shall be required to pay dues for the current year in which reinstatement is sought plus the years of nonpayment up to two years, and upon such payment, membership may be reinstated by the Executive Committee.

SECTION 5. Voting Rights. Each COMSEP member shall have one vote on each matter submitted to the vote of the members of COMSEP as set forth in the policies and procedures.

SECTION 6. Annual Meeting. COMSEP will hold an annual meeting at a time and place to be determined by the Executive Committee.

SECTION 7. Officers of the Meetings. At annual business meetings of COMSEP, the President, if present, otherwise the President-elect, if present, otherwise the Immediate Past President shall act as chair of the
meeting. The Treasurer, if present, otherwise a person appointed by the chair of the meeting, shall act as secretary of the meeting. The chair of the meeting shall, without relinquishing the chair, have full power of discussion and shall not, by reason of holding the chair, relinquish any right to vote otherwise held by such person in respect of any matter before the meeting. The chair of the meeting shall have the right to decide, without appeal, the order of business for such meeting and all procedural matters, including the right to limit discussion as being unreasonably prolonged.

SECTION 8. Notice of Meetings. Notice of the annual meeting and of the annual business meeting of COMSEP shall be delivered by the President of COMSEP, or a designee, to each Member at least 60 days in advance of the day on which the meeting is to be held.

ARTICLE IV

Officers

SECTION 1. Officer Terms. The officers of COMSEP shall consist of the President, the President-Elect, the Immediate Past President and the Treasurer. Each officer shall serve for a 2 year term. All officers will serve until their respective successors have been duly elected and qualified, unless their service is sooner terminated by death, resignation or removal.

SECTION 2. Duties of the President:

a. Call and preside at the meetings of the Executive Committee.

b. Preside at the annual Business meeting.

c. Be the official spokesperson of the Executive Committee and the membership.

d. Act as the liaison with other professional organizations or societies or appoint members to liaison positions.

e. Participate as a member of committees and task forces, to the extent the President deems appropriate. (The President shall not be counted in any enumeration of members of such committees and task forces set forth elsewhere in these Bylaws).

f. Review minutes for accuracy of all meetings at which the President presides.

g. Prepare an annual report of COMSEP’s activities and distribute that report to the AMSPDC leadership as well as the COMSEP membership.

h. In the event that the President-Elect or Treasurer is unable to continue in this capacity, the President, in consultation with the Nominations Committee would identify a candidate whose nomination would be brought to vote by the membership within 30 days.

SECTION 3. Duties of the President-Elect:

a. Preside at all meetings of the Executive Committee and/or membership if the President is absent.

b. Assume the position of President in the event the President is unable to continue in this capacity after 90 or more days in office.

c. Participate as a member of committees and task forces, to the extent the President deems appropriate. (The President-Elect shall not be counted in any enumeration of members of such committees and task forces set forth elsewhere in these Bylaws).

SECTION 4. Duties of the Immediate Past-President.
a. Assume the position of President in the event the President in his or her first year is unable to continue in this capacity at any time in the first 90 days of the presidency. After 90 days the presidency would be assumed by the President-Elect.

b. Serve as the Chairperson of the Nominations and Awards Committee

SECTION 5. Duties of the Treasurer.

a. Present a proposed budget annually to the Executive Committee for the following fiscal year.

b. Monitor income and expenditures throughout each fiscal year, and reconcile year-end financial reports with the approved budget. The Treasurer may delegate responsibilities as deemed appropriate.

c. Participate as a member of committees and task forces to the extent the President deems appropriate. (The Treasurer shall not be counted in any enumeration of members of such committees and task forces set forth elsewhere in these Bylaws).

SECTION 6. Resignation. Any officer may resign at any time by giving written notice to the President or Treasurer of COMSEP. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 7. Vacancies. It shall be the responsibility of the President to appoint a replacement for any vacancy in an office, because of death, resignation, removal, disqualification or any other cause, with the exception of the President-Elect as noted in Article IV, Section 3.

ARTICLE V

Executive Committee

SECTION 1. General Powers and Duties.

a. The property, business and affairs of COMSEP shall be managed by the Executive Committee, which shall have exclusive responsibility for the determination and implementation of policy. The Executive Committee may delegate such responsibilities as deemed appropriate.

b. Appoint chairs and members to standing and ad hoc committees and/or task forces.

SECTION 2. Number, Election and Term of Office. The Executive Committee shall consist of the Officers (the President, the President-elect, the Immediate Past President and the Treasurer) and seven Executive Committee Members-at-Large. One of the seven at-large Executive Committee Members shall be a Pediatric Undergraduate Program Directors of Canada (PUPDOC) Representative. The President-elect, the President, the Immediate Past President, and the Treasurer shall each serve terms as outlined in Article IV Section 1. The at-large Executive Committee Members shall hold office for staggered three-year terms, which shall begin in the year of election at the conclusion of the annual business meeting of COMSEP. Except as otherwise expressly provided in these Bylaws, Executive Committee Members shall hold office for one term and until their successors have been elected and qualified. Former Executive Committee Members may serve another term after a period of two years.

SECTION 3. Resignation and Removal. Any Executive Committee Member may resign at any time by giving written notice to the President or Treasurer of COMSEP. Such resignation shall take effect when the notice is delivered, unless the notice specifies a future date; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The pending vacancy may be filled pursuant to Section 4 of this Article before the effective date. Any officer or other Executive
Committee Member may be removed from office, with or without cause, upon the majority vote of the Voting Members.

SECTION 4. Vacancies in an At-Large Executive Committee Position. Any vacancy occurring in an Executive Committee member-at-large position may be filled by an appointment by the President in consultation with the Executive Committee, and such individuals so appointed shall carry out the term of the person[s] they came in for and be eligible for election at the next [regularly scheduled] election.

SECTION 5. Regular Meetings. Meetings of the Executive Committee shall be held at least twice a year. There shall be a regular annual meeting of the Executive Committee, which shall be held in conjunction with the annual business meeting at such time and place as may be designated by resolution of the Executive Committee. There shall be a second meeting approximately six months later, the exact date and place to be specified by the President.

SECTION 6. Special Meetings. Special meetings, to include conference calls, of the Executive Committee may be held at any time on the call of the President or a majority of the Executive Committee Members. The person or persons authorized to call special meetings of the Executive Committee may fix the place for holding any special meeting of the Executive Committee called by them.

SECTION 7. Quorum. A majority of the Voting Executive Committee then in office shall constitute a quorum for the transaction of business at any meeting of the Executive Committee, provided that if less than such a majority is present at said meeting, a majority of the Executive Committee Members present may adjourn the meeting to another time without further notice.

SECTION 8. Manner of Acting. The act of a majority of the voting Executive Committee Members present at a meeting at which a quorum is present shall be the act of the Executive Committee, unless the act of a greater number is required by law or these Bylaws.

ARTICLE VI

Election of Executive Committee Members

SECTION 1. Elections. The voting membership will be requested to submit names of potential candidates to the Nominations and Awards Committee for open Executive Committee positions. A slate of candidates will be prepared by the Nominations and Awards Committee and presented for election to the voting membership at least 45 days prior to the Annual Business Meeting.

ARTICLE VII

Standing Committees

SECTION 1. Committees. The following Standing Committee shall be established: Nominations and Awards Committee.

The President and Executive Committee may at any time, or from time to time, (i) establish additional Committees with such duties and such membership and terms of office as the Executive Committee may designate by resolution, (ii) abolish any Committee, including those specifically designated in these Bylaws, and (iii) alter the name, duties, membership, and terms of office of any Committee, including those specifically designated in these Bylaws.

SECTION 2. Nominations and Awards Committee. The Nominations and Awards Committee shall consist of three members: the Immediate Past President and two Nominations and Awards Committee Members at-Large. The at-large Nominations and Award Committee members shall hold office for staggered two-year terms, which shall begin in the year of election at the conclusion of the annual business meeting of
COMSEP. Except as otherwise expressly provided in these Bylaws, at-large Nominations and Awards Committee members shall hold office for one term and until their successor has been elected and qualified. Former Nominations and Awards Committee members may serve another term after a period of two years. The Immediate Past President shall serve as Chairperson of the Nominations and Awards Committee. The Nominations and Awards Committee each year shall prepare a slate of nominees for the open positions.

ARTICLE VIII

Indemnification

SECTION 1. Indemnification of Executive Committee Members, Officers, Employees and Agents. Any present or former Executive Committee Member, officer, employee, or agent of COMSEP, or other such persons so designated in the discretion of the Executive Committee, or the legal representative of such person, shall be indemnified (including advances against expenses) by COMSEP against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such an Executive Committee member, officer, employee, or agent, to the extent authorized by the Executive Committee. No indemnification or advance against expenses shall be approved by the Executive Committee or paid by COMSEP until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

ARTICLE IX

Miscellaneous Provisions

SECTION 1. Depositories. All funds of COMSEP not otherwise employed shall be deposited from time to time to the credit of COMSEP in such banks, trust companies or other depositories as the Executive Committee, or designee, may select.

SECTION 2. Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money ("Payment Orders") and all notes or other evidences of indebtedness ("Notes") issued in the name of COMSEP shall be signed by such officer or officers, or agent or agents, of COMSEP and in such manner as shall from time to time be determined by resolution of the Executive Committee.

SECTION 3. Fiscal Year. For accounting and related purposes, the fiscal year of COMSEP shall begin on the first day of January each year and end on the last day of December each year. The Executive Committee may change the beginning and ending dates of the fiscal year, and any such change shall be effective upon the date set in the resolution.

SECTION 4. Contracts. The Executive Committee may authorize any officer or officers, agent, or agents of COMSEP in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of COMSEP and such authority may be general or confined to specific instances.

ARTICLE X

Amendments
SECTION 1. Amendment of Bylaws. These Bylaws may be altered, amended or repealed, and new and other Bylaws may be made and adopted by the Voting Members. Notice of any meeting at which an amendment to the Bylaws is to be acted upon shall include an announcement of the action to be taken and a text of the proposed amendment. An amendment shall be adopted upon the affirmative vote of a majority of the voting Members present at such meeting.