

**BYLAWS OF THE
AMERICAN PEDIATRIC SURGICAL
ASSOCIATION FOUNDATION**

ARTICLE I Name and Purposes

Section 1. Name. The name of the corporation shall be the American Pediatric Surgical Association Foundation, a Florida not-for-profit corporation ("Foundation").

Section 2. Purposes. The purposes of the Foundation are charitable, educational and scientific.

Mission: The APSA Foundation is the philanthropic partner of APSA in support of pediatric surgical innovation and discovery, surgeon-scientist career development, member education, and other efforts which ensure access, quality, and equity in the surgical care and lives of all children.

Vision: Promote excellence in pediatric surgery by fostering scientific, clinical and educational endeavors through inspired giving.

Section 3. Rules. The following rules shall bind the Foundation and all persons acting for or on behalf of it:

(a) No part of the net earnings of the Foundation shall inure to the benefit of, or be distributed to, its trustees, officers, committee members or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Foundation shall be the production or dissemination of propaganda, or otherwise attempting to influence legislation. The Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any provision of these bylaws, the Foundation shall not carry on any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(b) In the event of dissolution of the Foundation, the board of directors, after paying or making provision for the payment of all the liabilities of the Foundation, shall distribute the remaining assets of the Foundation exclusively for the purposes of the Foundation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine. Any assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Foundation is then located, exclusively for such purposes in such manner, or to such organization or organizations, which are organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE II Offices

The Foundation shall have and continuously maintain in the State of Florida a registered office and a registered agent whose office is identical with such registered office. The Foundation may have offices within or without the State of Florida as the board of directors may from time to time determine.

ARTICLE III Members

All members in good standing of the American Pediatric Surgical Association shall, by virtue of such membership, automatically be members of the Foundation. The members will exercise their membership rights, including the right to vote, through action of the board of directors of the Foundation.

ARTICLE IV Board of Directors

Section 1. Authority and Responsibility. The affairs of the Foundation shall be managed by the Foundation's board of directors, which shall have supervision, control and direction of the affairs of the Foundation, shall determine its policies and changes therein within the limits of these bylaws, shall actively promote its purposes and have discretion in the disbursement of its funds. The board of directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary or appropriate.

Section 2. Composition and Selection. The board of directors shall be composed of no less than four (4) and no more than fourteen (14) members, some of whom shall be elected by the members of the American Pediatric Surgical Association, others by merit of their office with the American Pediatric Surgical Association and others selected by the Foundation board. The Foundation's executive director shall be invited to attend and participate in all meetings of the Foundation's board of directors, other than those held in executive session.

Section 3. Term. Four (4) at-large directors shall serve a three-year (3) term in office, or until such time as their successors are duly elected, qualified and take office. Two (2) directors who have been Foundation Jay Grosfeld, MD Scholar Grant recipients will be appointed by the Foundation board. The terms of the at-large directors shall be staggered such that the terms of no more than one-third the number of at-large directors shall expire in any year. At-large directors may not serve more than two (2) terms in that office. (At-large directors must apply if they wish to complete a second term.) Upon completion of his/her term as APSA president, this person will move into the role of immediate past president and will serve as a director of the Foundation board for a term of three (3) years.

Section 4. Regular Meetings. The board of directors may provide by resolution the time, date and place for the holding of a regular annual meeting of the board of directors and additional regular meetings of the board of directors without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the board of directors may be called by, or at the request of, the chair or upon a written request to the secretary by a majority of the board of directors. The person or persons calling any special meeting of the board of directors shall set forth in the notice the purpose, time and place of such special meeting.

Section 6. Notice. Notice of any special meeting of the board of directors shall be given at least five (5) days prior thereto, by written or printed notice delivered personally, by mail, e-mail or by facsimile transmission to each director at his or her address as shown in the records of the Foundation; provided, that in the case of a special meeting held through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other, notice of the meeting shall be given twenty-four (24) hours prior thereto. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7. Quorum. A majority of the directors shall constitute a quorum for the transaction of business at any duly called meeting of the board of directors; provided, that, if less than a quorum is present at said meeting, a majority of the directors present may adjourn the meeting without further notice.

Section 8. Manner of Acting. The act of a majority of the directors present at a duly called meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law, the articles of incorporation or these bylaws.

Section 9. Resignation and Removal. Any director may resign at any time by giving written notice to the secretary. In addition, a director may be removed by the board of directors, whenever, in its judgment, the best interests of the Foundation would be served by such removal.

Section 10. Vacancies. In the event of a director's death, resignation, inability to act or a promotion to a different position on the board, a successor may be elected or appointed by the board for the unexpired portion of the term. As the secretary and treasurer are ex officio, these positions will be filled per APSA's bylaws.

Section 11. Compensation. Directors shall not receive any remuneration for their services as directors; however, the board of directors, by the affirmative vote of the majority of the directors then in office, may authorize the reimbursement of reasonable expenses for attendance at each regular or special meeting of the board of directors. Nothing contained herein shall be construed to preclude any director from serving the Foundation in any other capacity and receiving reasonable compensation therefor.

Section 12. Action by Written Consent. Any action requiring a vote of the board of directors may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 13. Meeting by Conference Call. Any action to be taken at a meeting of the board of directors or any committee thereof may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating.

ARTICLE V Officers

Section 1. Officers. The officers of the Foundation shall be a chair, a secretary, and a treasurer (collectively, the "Officers"). If a chair-elect has been elected, he/she will serve on the board in a non-voting capacity, until assuming the office of chair.

Section 2. Election and Tenure. The chair shall be elected by the Foundation board of directors. The chair shall serve a three-year (3) term or until such time as a successor is duly elected, qualified, and take office. The chair may not serve more than two (2) terms in that office. The secretary and treasurer of the American Pediatric Surgical Association shall serve as secretary and treasurer, respectively, of the Foundation. The agent of the Foundation shall be appointed by the chair with advice from the board of directors. The agent should be a resident of Florida, the state in which the Foundation was incorporated. The immediate past president of the American Pediatric Surgical Association shall serve for a three-year (3) term, taking office when beginning his/her term as immediate past president of APSA. The current president of the American Pediatric Surgical Association shall serve in a non-voting, *ex officio* capacity during his/her term. Four (4) at-large directors shall be elected, each for a three-year (3) term. Two (2) directors who have been Foundation Jay Grosfeld, MD Scholar Grant recipients will be appointed by the Foundation board. Terms shall be staggered as noted in Article IV, Section 3. At-large directors may be self-nominated or nominated by the Foundation board of directors or APSA members. Four of the six at-large directors will be elected by APSA members in good standing who are eligible to vote.

Section 3. Chair. The chair shall be the principal executive officer of the Foundation. The chair shall, in general, supervise and direct all of the business affairs of the Foundation, subject to the direction and control of the board of directors. The chair shall preside at all meetings of the board of directors and the executive committee. The chair may sign, with the secretary or any other proper officer

of the board of directors authorized by the board of directors, any deeds, mortgages, bonds, contracts or other instruments, which the board of directors has authorized to be executed, except documents the execution of which shall expressly be delegated by law, the articles of incorporation, these bylaws, or the board of directors to some other officer or agent of the board of directors. The chair shall, in general, perform all duties customarily incident to the office of chair and such other duties as may be prescribed from time to time by the board of directors.

Section 4. Secretary. The secretary shall oversee the keeping of the minutes of the meetings of the board of directors; shall see that all notices are duly given in accordance with applicable law, the articles of incorporation and these bylaws; shall be custodian of the corporate records; and, in general, shall perform all duties customarily incident to the office of secretary and such other duties as from time to time may be assigned by the chair or the board of directors. The duties of the secretary may be assigned in whole or in part by the board of directors to the executive director, or his or her designee(s).

Section 5. Treasurer. The treasurer shall be the principal accounting and financial officer of the Foundation and shall have charge of and be responsible for the oversight of the maintenance of adequate books of account for the Foundation; shall have charge and oversight of all funds and securities of the Foundation, and be responsible therefor, and for the receipt and disbursement thereof; shall oversee deposit of all funds and securities of the Foundation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IX of these bylaws; shall oversee the annual audit of the Foundation's books conducted by a certified public accounting firm; and, in general, shall perform all of the duties customarily incident to the office of treasurer and such other duties as from time to time may be assigned by the chair or the board of directors. The duties of the treasurer may be assigned in whole or in part by the board of directors to the executive director, or his or her designee(s).

Section 6. Registered Agent. The board of directors of the corporation shall designate a registered agent for service of process on the corporation. The initial registered agent for service of process in the state of incorporation of the corporation shall be set forth in its articles of incorporation. Each registered agent and each successor or registered agent appointed pursuant to this Section 2 shall file a statement in writing with the Department of State of the State of Florida or state official of any other state accepting the appointment as registered agent simultaneously with being designated, unless such agent signed the document making the appointment.

ARTICLE VI Executive Director

The administrative and day-to-day operation of the Foundation shall be the responsibility of a salaried staff head or firm employed or appointed by, and responsible to, the board of directors. The salaried staff head or, in the case of a firm, chief staff officer retained by the firm shall have the title of "Executive Director." The executive director shall have the authority to execute contracts on behalf of the Foundation and as approved by the board of directors. The executive director may carry out such other duties as may be specified by the board of directors. The salaried staff head or firm shall employ and may terminate the employment of members of the staff necessary to carry out the work of the Foundation. The executive director shall attend and participate in all meetings of the Foundation's board of directors and committees except as otherwise provided by the bylaws. The executive director of the association shall serve as the Foundation's executive director.

ARTICLE VII Committees

Section 1. Executive Committee.

(a) The executive committee shall consist of the Foundation's chair, secretary, and treasurer. The executive director shall be invited to attend and participate in all meetings of the executive committee, other than executive sessions. The chair shall serve as the chair of the executive committee.

If a chair-elect has been identified, he/she shall be a non-voting member of the executive committee until assuming the office of chair.

(b) The executive committee shall have the authority to carry out the business and functions of the Foundation between meetings of the board of directors, except as otherwise set forth in these bylaws or the laws of Florida or the Illinois General Not For Profit Corporation Act of 1986, as may be amended from time to time (the "Act"), reporting to the board of directors any action taken; but the delegation of authority to the executive committee shall not operate to relieve the board of directors or any individual director of any responsibility imposed by law.

(c) The executive committee shall meet in person or by conference call upon the request of the chair or a majority of the executive committee. Each member shall have one vote. Three (3) members of the executive committee shall constitute a quorum for the transaction of business at any duly called meeting of the executive committee; provided, that, if less than a quorum is present at said meeting, a majority of the members present may adjourn the meeting without further notice. The act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the executive committee.

Section 2. Committees of Directors. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of a majority or more directors, which to the extent provided in said resolution shall have and exercise the authority of the board of directors in the management of the Foundation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors or any individual director of any responsibility imposed by law.

Section 3. Other Committees. Other committees not having and exercising the authority of the board of directors in the management of the Foundation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee need not be directors of the Foundation, and the chair of the Foundation may appoint the members thereof, including one member as chair of the committee.

Section 4. Removal and Vacancies. Any member of a committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Foundation would be served thereby. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as the original appointments to that committee.

Section 5. Quorum and Manner of Acting. Unless otherwise provided by these bylaws or by resolution of the board of directors, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee.

Section 6. Policies and Procedures. The board of directors shall develop and approve general policies and procedures for the operation of all committees. All committees shall report to the board of directors, and committee chairs must submit budget requests to the board of directors and receive approval prior to committing expenditures.

ARTICLE VIII Indemnification of Directors and Officers

The Foundation shall indemnify all officers, directors, and committee members of the Foundation to the full extent permitted by the General Not For Profit Corporation Act of the State of Illinois and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the board of directors.

ARTICLE IX Finance

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents of the Foundation, 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 the Foundation, and such authority may be general or confined to specific instances.

Section 2. Payment of Indebtedness. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer and countersigned by the chair of the Foundation.

Section 3. Deposits. All funds of the Foundation shall be deposited to the credit of the Foundation in such banks, trust companies, or other depositories as the board of directors may select.

Section 4. Bonding. The board of directors shall provide for the bonding of such officers and employees of the Foundation as it may from time to time determine.

Section 5. Gifts. The board of directors may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Foundation.

Section 6. Books and Records. The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the board of directors. The books and accounts of the Foundation shall be audited annually by accountants selected by the board of directors.

Section 7. Fiscal Year. The fiscal year of the foundation shall be determined from time to time by the board of directors.

ARTICLE X Use of Electronic Communication

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any other action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

ARTICLE XI Waiver of Notice

Whenever any notice is required to be given under applicable law, the articles of incorporation or these bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII Amendments

These bylaws may be altered, amended or repealed and new bylaws may be adopted by an affirmative vote of a majority of the directors.

Approved by the APSA Foundation Board of Directors
May 15, 1993
May 5, 2017
September 28, 2018
September 4, 2019
November 4, 2020