

BYLAWS  
OF THE  
MIDWEST SOCIETY FOR PEDIATRIC RESEARCH

ARTICLE 1  
NAME

Name. The name of the organization shall be the Midwest Society for Pediatric Research, (hereinafter referred to as the Society). Membership applies to individuals in the states of Ohio, Michigan, Indiana, Illinois, Missouri, Kansas, Iowa, Wisconsin, Minnesota, Nebraska, North Dakota, South Dakota, western Pennsylvania, as well as the provinces of Manitoba and Saskatchewan in Canada.

ARTICLE II  
PURPOSES

Purposes. The Society shall have the following primary purposes:

- 1). To foster scientific pediatric research.
- 2). To provide a forum for investigators to present their work for discussion and feedback by their associates.
- 3). To foster an environment of academic collaboration, mentorship and improvement in scholarship in pediatrics.
- 4). Anything in these bylaws to the contrary, the Society is organized exclusively for educational and scientific purposes, including, for such purposes, the making of distributions to organization that qualify as exempt organizations under Section SO1(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Rules. The following rules shall conclusively bind the Society and all personas acting for or in behalf of it:

- a) No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Society shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are

deductible under section 170(c)(2) of the Internal Revenue code, or corresponding section of any future federal tax code.

b) Upon the dissolution of the Society, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE III MEMBERSHIP

Members. The Society shall have as members individuals who are engaged in activities to further pediatric research in the Midwest. Membership is further defined in the MSPR Membership Policy. Council may modify the membership policy in the interests of the Society with rights and benefits as the need arises.

Meetings. A regular annual meetings will be held at such time and place designated by the Executive Committee. Meetings may take place virtually or by any means of communication by which all persons participating in the meeting are able to hear one another. The annual meeting will include a general membership business meeting

Quorum. A quorum at all duly constituted meetings of the Society or Council shall consist of those members who are present at the time of such meetings.

Manner of Acting. The act of a majority of the members at a meeting at which a quorum is present shall be the act of the membership, except where otherwise provided by law or by these Bylaws.

Informal Action by Membership. Any action required to be taken outside the scope of a formal meeting may be done so through mail, electronic means, or other means permitted by applicable law.

### ARTICLE IV OFFICERS

Officers. The officers of the Society shall be a president, a president-elect, a secretary, a treasurer and such other officers as may be determined necessary by the council. Council may elect or appoint such other officers as it deems prudent, such officers are to have the authority to perform the duties prescribed by Council. Except for the office of the president, any two or more offices may be held by the same person.

Appointment and Term of Office. Each officer shall serve such terms as outlined in the policies of the council. Vacancies may be filled, or new offices created and filled at any meeting of council.

Removal. Any officer may be removed by council whenever in its judgment the best interests of the Society would be served thereby.

Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the majority vote of the council for the unexpired portion of the term.

President. The president shall be the Chief Executive Officer of the Society and shall in general supervise and control all the affairs of the Society and perform such other duties as may be prescribed by council from time to time. Duties/responsibilities are outlined in the policies of the council.

President-elect. The president-elect shall perform the duties as may be assigned to the president-elect by council from time to time. Duties/responsibilities are outlined in the policies of the council.

Past President. The past president shall perform the duties as may be assigned to the past president by council from time to time. Duties/responsibilities are outlined in the policies of the council.

Secretary. The Secretary shall perform the duties as may be assigned to the secretary by council from time to time. Duties/responsibilities are outlined in the policies of the council.

Treasurer. The Treasurer shall perform the duties as may be assigned to the treasurer by council from time to time. Duties/responsibilities are outlined in the policies of the council.

## ARTICLE V COUNCIL

Council. The affairs of the Society shall be managed by council.

Composition. The number of council members shall be not less than eight and consist of the executive members: President, President-elect, Past President, Secretary, and Treasurer. Each council member shall serve such terms as outlined in the policies of the Council.

Meetings. The council shall select the place and time of meetings. Meetings may take place by conference call by any means of communication by which all persons participating in the meeting are able to hear one another.

Quorum. A majority of the council shall constitute a quorum.

Vacancies. Any officer or council member may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein or if no time is specified at the time of its receipt by the President or Secretary.

#### ARTICLE VI COMMITTEES

Committees. Council, by resolution adopted by a majority of council, may designate one or more committees to perform such functions as needed. The term of each member of a committee is defined by Council. Vacancies in the membership of any committee, as may be directed by Council, may be filled by Committee Chairs.

#### ARTICLE VII FISCAL YEAR

Fiscal Year. The fiscal year of the Society is calendar year. Council retains the right to change the fiscal year at their discretion.

#### ARTICLE VIII AMENDMENTS

Amendments. All proposed amendments to the Bylaws shall be submitted in writing to the Secretary of the Society. Proposed amendments will be reviewed and voted upon by the MSPR members at the business meeting during annual meeting. Amendments must have support of 75% of the members present at the annual meeting.