

APSARD

The American Professional Society
of ADHD and Related Disorders



BYLAWS OF THE AMERICAN PROFESSIONAL SOCIETY FOR ADHD & RELATED DISORDERS, INC.

ARTICLE I OFFICE AND REGISTERED AGENT

Section 1. Principal Office. The principal office of the Corporation shall be in State of New Jersey, unless the Board shall select some other state for its headquarters.

Section 2. Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and a registered agent in New Jersey, as required by the New Jersey Nonprofit Corporation Act. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

ARTICLE II PURPOSES

The purposes for which the Corporation is formed are as set forth in the Articles of Incorporation. The Board of Directors may develop a further mission statement to carry out its purposes.

ARTICLE III MEMBERSHIP

Section 1. Classes and Qualifications. The Board of Directors shall determine and may set forth in separate documents the classes, qualifications, dues, terms and other conditions of each class of member. In the absence of any contrary designation by the Board, there shall be the following initial classes of members:

- a. **Regular Members** shall consist of individuals who are licensed professionals in a health-related field whose clinical work and/or research is focused on ADHD, or individuals from other disciplines who have made a significant contribution to ADHD research or clinical practice as determined by a majority vote of the Board of Directors.
- b. **Associate Members** shall consist of those non-medical licensed individuals and entities that have an interest in the field of ADHD or are in a related field. Associate Members must work with individuals who have ADHD, but do not need to have ADHD as the primary or sole focus of their work.
- c. **Residents and Fellows** must be currently enrolled in school or a training program. Students must provide a current student ID or letter from their training director to verify their registration status.

The Membership Committee will determine the qualifications for membership and review applications for membership.

Section 2. Voting Rights. Only Regular Members in good standing shall have the right to vote for the election of the directors, officers and on such other issues as the Board may choose to bring before the members. Other classes of members may attend meetings, but may not vote. Only Regular Members in good standing may serve as voting directors on the Board of Directors and as officers.

Section 3. Membership Meetings.

a. There shall be an annual meeting of the members upon such date, time and place as the Board shall determine. During the annual meeting, voting members shall have the right to vote on the election of the board members and such other matters presented as may be presented by the Board to the members for a vote. Voting on all other matters is expressly reserved for the Board of Directors.

b. Special meetings or requests for an electronic vote of the members may be called by the Chair of the Board or upon the request of 10% of the voting members. Members shall receive not less than 10 days prior written notice of special meetings. Notice shall be given in the manner specified in Section 2 of Article VII of these bylaws, and the notice shall state the purposes of the special meeting or vote.

Section 4. Quorum and Voting. Each voting member in good standing shall have one vote at any meeting or electronic vote of members. A quorum shall consist of 10% of the total voting members or 8 members, whichever is greater, present either in person or by proxy. A majority of the votes cast where a quorum is present shall constitute the action of the members. In lieu of voting at a meeting, the voting members may be asked to vote by written or electronic ballot or electronic ballot. As in the case of a meeting, a majority of the votes cast by written ballot shall constitute the action of the member, provided that a quorum of members (as defined above) return their ballots.

Section 5. Removal. Any member may be removed from membership by a two-thirds vote of the Board of Directors without cause. Cause shall include any actions by a member that are contrary to the values, purposes or best interests of the organization. Members are also automatically removed from membership for failure to timely pay or renew annual dues.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws.

Section 2. Number and Qualifications. The members of the initial Board of Directors of the Corporation shall be those individuals named in the Articles of Incorporation and shall serve until their successors are elected and qualified. Thereafter, the Board of Directors of the Corporation shall be composed of not less than five no more than twenty-five individuals, with such number to be set from time to time by the Board. The number of directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent director.

Section 3. Election and Term of Office. The members of the Board of Directors shall be elected by the members at the annual meeting of the members or elected by written or electronic ballot. Each director shall hold office for a term of three years. Each director may be re-elected for one additional term.

Section 4. Resignation. Any director may resign at any time by giving written notice to the Chairman of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chairman of the Corporation.

Section 5. Removal. Any director may be removed from such office, with cause, by a two-thirds vote of the directors at any regular or special meeting of the directors called expressly for that purpose. In addition, any director may be removed from such office, with cause, by two-thirds of the voting members at any regular or special meeting of the members or by written ballot in lieu of a meeting. "Cause" shall include a serious breach of a director's fiduciary duties or any action that brings discredit upon the Corporation.

Section 6. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

Section 7. Regular Meetings. A regular annual meeting of the Board of Directors of the Corporation shall be held each year, at such time, day and place as shall be designated by the Board of Directors.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the Chair or by a majority of the voting directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 9. Notice. Notice of the time, day and place of any meeting of the Board of Directors shall be given at least two days previous to the meeting and in the manner set forth in Section 2 of Article VII. The purpose for which a special meeting is called shall be stated in the notice. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 10. Quorum. A majority of all of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 11. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 12. Unanimous Written Consent In Lieu of a Meeting. The Board may take action without a meeting if written consent to the action is signed by all of the directors.

Section 13. Telephone Meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device which allows all persons participating in the meeting to hear and/or communicate in real time with each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

ARTICLE V OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of a President/Chair, a Past President, a President-Elect, a Secretary, and a Treasurer. The Corporation may have such other officers and assistant officers as the Board of Directors may deem necessary, and such officers shall have the authority prescribed by the Board. One person may not hold more than one office.

Section 2. Election of Officers. The initial officers of the Corporation shall be elected by the voting members. **Every two (2) years** beginning in 2015, not later than ninety (90) days before the annual meeting of the Board, a Nominating Committee, established by the Board of Directors, shall request names for consideration from the membership for the offices of President-elect, Treasurer-elect, Secretary-elect and up to four (4) directors. Such names must be received in writing or by electronic mail by the date specified in the request. The Nominating Committee shall consider and submit a maximum of two (2) qualified full members per open position. The Executive Office shall verify candidates, and shall prepare the official ballot for the election of officers and directors. The election shall be by secret ballot and conducted in a manner approved by the Board.

Section 3. Term of Office. The officers of the Corporation shall hold office for two (2) years which may be renewed or until their respective successors shall have been duly elected. Three (3) year staggered terms for board members.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Chair of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. Removal. Any officer may be removed from such office, with cause, by a two-thirds vote of the voting members or the Board at any regular or special meeting of the Members or Board called expressly for that purpose. "Cause" shall include a serious breach of a director's fiduciary duties or any action that brings discredit upon the Corporation.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Section 7. President/Chair. The President/Chair shall have the authority to sign contracts and other legal documents requiring the signature of a President. He or she also shall preside at and control the conduct of Board meetings and shall perform such other duties incident to the office of Chair, as well as such other duties as may be designated by the Board.

Section 8. President-Elect/Chair-Elect. The President-Elect shall perform the duties of the President in his or her absence and shall perform such other duties as may be assigned by the President or the Board.

Section 9. Past President. The Past President shall perform duties as may be assigned by the President or the Board and offer a historical perspective to the officers.

Section 10. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws, ensure staff members keep corporate records; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

Section 11. Treasurer. The Treasurer shall monitor staff handling of finances and report to the Board on all funds and securities of the Corporation; shall see that bank accounts are appropriately maintained by staff; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

ARTICLE VI COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of two or more directors, which committees shall have and exercise the authority that has been delegated to them by the Board of Directors. However, no committee shall have the authority to amend or repeal these Bylaws; elect or remove any officer or director; adopt a plan of merger; or authorize the voluntary dissolution of the Corporation. In addition, no committee may enter into contracts or commit the Corporation to an expenditure of funds without prior budgetary approval of the Board or Executive Committee. The standing committees of the Corporation are as follows: Executive Committee, Nominating Committee, and Membership Committee.

Section 2. Other Committees and Task Forces. The Board of Directors may create and appoint members to such other ad hoc committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 3. Term of Office. Each member of a committee shall serve until a successor is appointed, unless the committee is sooner dissolved.

Section 4. Vacancies. Vacancies in the membership of committees may be filled by the Chair of the Board.

Section 5. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

ARTICLE VII MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 2. Notice. Whenever under the provisions of these Bylaws notice is required to be given to a director, officer or committee member, such notice shall be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the mail or the delivery service. Notice may also be given by facsimile, electronic mail (if allowed by state law), or hand delivery, and will be deemed given when received.

ARTICLE VIII INDEMNIFICATION

Unless otherwise prohibited by law, the Corporation will indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses or where appropriate may itself undertake the defense of any director, officer or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

ARTICLE IX

AMENDMENTS TO BYLAWS

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of two-thirds of the board of directors at any regular or special meeting of the board. The notice of the meeting shall set forth a summary of the proposed amendments.