

**THE NORTH AMERICAN SOCIETY FOR
PEDIATRIC GASTROENTEROLOGY, HEPATOLOGY AND NUTRITION, INC.**

Article 1 - NAME

The name of this organization is “The North American Society for Pediatric Gastroenterology, Hepatology and Nutrition, Incorporated” (abbreviated as “NASPGHAN”).

Article II - PURPOSE

The purposes for which this Society is formed are: to advance the knowledge of diseases and function of the gastrointestinal tract, liver, and pancreas in children, and of normal and abnormal nutrition and to foster the dissemination of this knowledge through:

- (1) National scientific meetings;
- (2) Cooperation with other societies concerned with pediatric gastroenterology; and
- (3) Other means approved by the members of this Society on recommendation by its Board of Directors, which Board may also be referred to as the Executive Council.

The purposes of this Society shall not be construed to authorize any activities not permitted by Section 501(c) (3) of the United States Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and it is expressly intended that no part of the net earnings of the Society shall inure to the benefit of any member or other individual in his private capacity, that no substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation and that the society shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office. The corporation shall be empowered to make the election authorized under section 501(h) of the Internal Revenue code of 1986.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization 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) (b) by an organization described in sections 509(a)(1), (2), or (3) of the Internal Revenue code of 1986, and/or (c) by an organization, contributions to

which are deductible under section 170(c)(2), 2055(a)(2) of the Internal Revenue code or 1986 (or the correspondence provision of any future United States Internal Revenue Law).

In the event of dissolution or final liquidation of the corporation, the Board of Directors shall, after paying or making provisions for payment of all lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories or recipients as the Board of Directors of the corporation shall determine;

- (a) a non-profit organization or organizations which may have been created to succeed the corporation, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code of 1986 or an organization described in section 501(c)(3) of such Code; and/or
- (b) a non-profit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code of 1986 for an organization exempt from federal income taxation under section 501((a) of such Code as an organization described in section 501(c)(3) of such Code.

Article III - MEMBERSHIP

Section 1

The Society shall consist of active members only, Full, Associate, International, or Emeritus.

Section 2

Members - Full membership shall be extended to Pediatric Gastroenterologists, Research Scientists, and Physician Nutritionists with a major and sustained interest in the area of Pediatric Gastroenterology, Hepatology and/or Nutrition who are permanent residents or citizens of a country of North America.

Section 3

Qualifications for Full Membership - Ordinarily, applicants will qualify for Full membership by fulfilling criteria specified below.

1. **Pediatric Gastroenterologists** - Certified or eligible for certification in Pediatric Gastroenterology by a national examining board of the United States of America, Canada or Mexico, by virtue of having completed an accredited pediatric gastroenterology fellowship in a training program approved by the Accreditation Council for Graduate Medical Education of the United States of America, by the Royal College of Physicians and Surgeons of Canada or by the Mexican Board of Gastroenterology. Verification of eligibility for certification should be submitted in writing by the training director.

OR

Five years of broadly based experience in Pediatric Gastroenterology. These five years should be of such type and quality that they substitute for the clinical and research exposure one might have encountered during sub-specialty training. A combination of sub-specialty residency training in Pediatric Gastroenterology and practice of Pediatric Gastroenterology to equal five years is considered acceptable. A minimum of 50% current full time professional activities must be spent in Pediatric Gastroenterology.

2. **Physician Nutritionists** - Certified or eligible for certification in Pediatric Nutrition by a national examining body in the United States or Canada.

OR

Five years of broadly based experience in Pediatric Nutrition. These five years should be of such type and quality that they substitute for the clinical exposure one might have encountered during sub-specialty training. A combination of sub-specialty residency training in Pediatric Nutrition and practice of Pediatric Nutrition to equal five years is considered acceptable. A minimum of 50% current full-time professional activities must be spent in Pediatric Nutrition.

3. **Research Scientists** - Ph.D. or M.D. in a basic or clinical science with a sustained research interest in Pediatric Gastroenterology and/or Hepatology and/or Nutrition
4. Under extraordinary circumstances, the Executive Council may grant Full membership status to other individuals after review.

Section 4

Qualifications for Associate Membership - Ordinarily, applicants will qualify for Associate membership if they are training in a clinical or basic science which demonstrates the likelihood of a sustained interest in Pediatric Gastroenterology and/or Hepatology and/or Nutrition.

Physicians enrolled in accredited Fellowship programs in Pediatric Gastroenterology and/or Pediatric Nutrition within North America can be admitted as Associate Members. Membership becomes effective at the beginning of each academic year, after the training director of an accredited program provides the National Office with a completed membership application form, a copy of the trainee's curriculum vitae, and submits a written statement to the Secretary-Treasurer detailing the trainee's qualifications and years of training.

OR

Ph.D. students in a basic clinical science with a sustained research interest in Pediatric Gastroenterology and/or Hepatology and/or Nutrition. Membership becomes effective at the beginning of each academic year, after the student's supervisor submits to the Secretary-Treasurer a completed membership application form, a copy of the trainee's curriculum vitae and a written statement outlining the relevance of the applicant's research interests. If the student's supervisor is not a member of the North American Society for Pediatric Gastroenterology and Nutrition, an additional letter of reference from a full member is required.

Associate membership becomes effective at the beginning of the first academic year and lasts for a period of up to three years. At the end of the three year period, associate members will automatically become full members, provided they fulfill the membership criteria outlined in Article III, Section 3, including verification of fellowship completion and board eligibility by the training program director. Associate membership permits attendance at meetings and social events, receipt of newsletters and membership directory and listing in the membership directory, but not voting rights. Dues are assessed at a reduced rate, to be reviewed annually by council.

Section 5

Qualifications for International Membership - Any non-North American meeting the criteria for Full membership will be eligible for International membership, as will any member of the European Society for Pediatric Gastroenterology, Hepatology and Nutrition (ESPGHAN), the Latin American Society for Pediatric Gastroenterology and Nutrition (LASPGN), and the Asian Pan Pacific Society for Pediatric Gastroenterology, Hepatology and Nutrition (APPSPGHAN). Members of these societies may apply for membership in NASPGHAN by submission of 1) verification of membership in that society by the Secretary-Treasurer of the society, 2) a completed membership form and 3) a curriculum vitae. International members have the same privileges as full members with the exception of voting rights. Dues are assessed at Full membership rate, except for members of ESPGHAN, who will be assessed at a NASPGHAN membership rate that does not include the cost of the Journal of Pediatric Gastroenterology and Nutrition.

Section 6

Qualifications for Emeritus Membership- Any member admitted to the organization as a full member who has reached 65 years of age or older. Emeritus members have the same privileges as full members but are not required to pay dues.

Section 7

Application Procedure- Application for Full membership shall be initiated by the candidate by submitting a membership application form and curriculum vitae to the National Office of the organization. One sponsoring letter from a full member of the society should be submitted with the application. If the application is being submitted while in training or within two years of training, the letter must be submitted by the applicant's program director or research supervisor. Application procedure for Associate membership is addressed in Article III, section 4.

Section 8

Election to Membership- Election to Full or International membership shall take place by a vote of the Executive Council at its meetings. Complete applications must be submitted to the National Office at least one month prior to the Executive Council meeting. The Secretary-Treasurer will be empowered to evaluate the completed applications on behalf of the Executive Council and to approve of Associate members who meet the qualifications stated in Article III, Section 4, without the need for approval by the Executive Council. Any application for membership that does not clearly fulfill the recommended criteria will be circulated to the Executive

Council members before a meeting and reviewed by the Executive Council at the meeting. In all cases, a decision in favor of membership would require a majority vote by the Executive Council at that time.

Section 9

Revocation of Membership- Failure to pay dues for two consecutive years will result in revocation of membership. The second dues notice will contain a note to the effect that failure to pay dues will terminate membership at that time. Membership can also be revoked by a majority vote of the Executive Council.

Section 10

All current paid-up members of NASPGHAN will continue to be members under these new By-Laws.

Article IV - OFFICERS AND OTHER EXECUTIVE COUNCIL MEMBERS

Section 1

Officers - The Officers of the Society shall be a President and a President-Elect, each to be elected by the membership for a two-year term, and a Secretary-Treasurer who shall be elected for a three-year term. The immediate Past-President shall serve as a member of the Executive Council for two years. No person shall serve two successive terms as President. Election shall be by mail ballot from the slate proposed by the Nominating Committee. Election will require a simple majority of those full members returning ballots. At least one third of the full members must return ballots for an election to be valid.

Section 2

Executive Council Members - There shall be ten Executive Council members. The members shall include the four Officers, the President and President-Elect, the Secretary-Treasurer, and the immediate Past-President, and six other members. The terms of the President-Elect, President and Past-President shall be two years. The terms of the other Executive Council members shall be three years. Two of the non-Officer Executive Council members shall be replaced each year. Election shall be by mail ballot, with a simple majority of full members returning ballots necessary for election. At least one third of the full members must return ballots for an election to be valid. No Executive Council member shall serve for two successive terms, unless the first of such terms shall have been one year or less.

Section 3

Vacancy - In the event that a vacancy occurs in the President position, the President-Elect will become the President. If the President-Elect position becomes vacant, a new election is required. If the Secretary-Treasurer position becomes vacant, the Executive Council may appoint a replacement for the duration of the term, if only one year remains in term; otherwise a new election will be held. In the event that a new election is required to fill these positions, the previously appointed Nominating Committee will prepare the slate. Any vacancy occurring among other Executive Council members may be filled by the Executive Council for the duration of the term of office.

Section 4

New Officers and Executive Council members shall assume office at the conclusion of the Annual Business Meeting held at the Annual Meeting of NASPGHAN.

Article V - EXECUTIVE COUNCIL

Section 1

Executive Council Positions - The Executive Council shall consist of at least ten members. It shall be the duty of the Executive Council to supervise the affairs of the Society, to elect new members and to arrange for the annual meeting.

Section 2

Quorum - Five members of the Executive Council shall constitute a quorum.

Article VI - DUES

Dues should be assessed annually in an amount stipulated by the Executive Council. In addition, full members of the Society will pay an annual subscription to the Journal of Pediatric Gastroenterology and Nutrition at a discount rate. The subscription rate will be established by agreement between the Society and the publisher of the Journal. Associate and Emeritus members have the option to subscribe to the Journal of Pediatric Gastroenterology and Nutrition at the same rate established for full members.

Article VII - MEETINGS

Section 1

The Society will hold an annual scientific meeting at a time and place to be decided by the Executive Council.

Section 2

The business meeting of the Society will be held annually at the time of the scientific meeting. Changes in procedures shall require a majority vote of those full members voting at the meeting or returning ballots if a mail ballot is used. A quorum for official voting either at the meeting or by mail ballots shall consist of at least one-third of the full members.

Section 3

Special scientific or business meetings may be called by the Executive Council.

Article VIII - COMMITTEES

Section 1

Nominating Committee - At the time of the fall Executive Council meeting prior to the term of office, the Executive Council shall select a Nominating Committee of five members. Only one of these should be a Council member, and this person shall not be the Chair of the Committee. The Committee will solicit nominations (in the form of a short nominating letter) for Officers and Executive Council members from the membership as a whole.

From this list of names, the Committee shall select two candidates for each position that will become vacant. The Nominating Committee shall, if possible, attempt to balance the Executive Council geographically and in terms of diversity. The selected list of candidates shall be submitted to the Executive Council for approval, and voted upon by mail ballot by the membership. In every third election at least two Canadians will be nominated to be a non-Officer member of the Executive Council. The Canadian with the greater number of votes will be elected to the Executive Council.

Section 2

Finance Committee - There shall be a Finance Committee, Chaired by the Secretary-Treasurer, that shall be responsible for budgeting, investments, monitoring and reporting on the financial status of the Society. The Finance Committee shall arrange for and provide a report of an independent financial audit once every three years.

Section 3

Publications Committee – There shall be a Publications Committee, Chaired by the immediate Past-President, with members including but not limited to the Secretary-Treasurer and the Executive Director of NASPGHAN and the immediate Past-Editor of the Journal of Pediatric Gastroenterology and Nutrition, for matters relating to the Journal of Pediatric Gastroenterology and Nutrition and related publications, if any.

Section 4

Ethics Committee - There shall be an Ethics Committee. This committee is charged with developing and interpreting policy relating to conflicts of interest and appropriate conduct when NASPGHAN, its leadership and members interact with industry and other external organizations, developing and interpreting guidelines for professional misconduct and developing and interpreting guidelines for publication ethics in collaboration with the Publications Committee. The Chair of the Ethics Committee will be elected by the membership at large, by a process similar to that for a Council Member.

Section 5

Additional Committees - The President, with the approval of the Executive Council, shall be empowered to appoint such additional committees as shall be necessary to conduct the affairs of the Society. Membership on each committee, including the Chair, shall be determined by the President of the Society with the advice of the Executive Council. Appointments of committee members shall be for a duration of three years, and for committee Chairs for two years. Appointments can be extended at the discretion of the President with the approval of the Executive Council. Expenditures by any committee must have prior approval by the Executive Council. The President, with the approval of the Executive Council, shall also be empowered to dissolve one or more of such additional committees.

Article IX - AMENDMENTS

Any amendment of these By-Laws must be proposed in writing to the Executive Council by at least five members. The amendment must be submitted to the membership with a mail ballot, and any such amendment shall require for its adoption an affirmative vote of at least two-thirds of the members voting. At least one-half of the full members must have returned ballots for the vote to be considered final.

Article X - JOURNAL

The Editor of the Journal of Pediatric Gastroenterology and Nutrition shall be appointed by the Executive Council; shall submit a five-year plan for the Journal subject to the approval of the Executive Council; shall appoint assistant editors and editorial board members subject to the approval of the Executive Council; and shall submit a semi-annual report to the Executive Council prior to its meetings. The Executive Council shall be responsible for all major decisions made by NASPGHAN regarding the Journal.