

**BYLAWS OF THE SOCIETY FOR
PEDIATRIC AND PERINATAL EPIDEMIOLOGIC RESEARCH**

ARTICLE I

NAMES AND OFFICES

Section 1. Name--The name of this society shall be

**THE SOCIETY FOR PEDIATRIC AND PERINATAL EPIDEMIOLOGIC
RESEARCH, INCORPORATED**

Section 2. Offices--The principal office of the Society and the mailing address shall be located in the city of residence of the Secretary. The Society may also have offices at other places that the Executive Committee may from time to time establish as the purposes of the Society may require. The Society is incorporated in the state of New Jersey as a nonprofit corporation.

ARTICLE II

OBJECTIVE

The objective of the Society shall be to foster reproductive, perinatal and pediatric research. This research includes the study of any factors that influence maternal health and the health and development of children, from their conception through their adolescence.

ARTICLE III

MEMBERSHIP

Section 1. Membership--Any person with an interest in reproductive, perinatal and pediatric epidemiologic research shall be eligible for membership. Any person may apply by completing a membership form, including professional title (if any) and address, and submitting it to the Treasurer, together with one year's annual dues. Membership is renewable annually and is active for the calendar year in which dues are paid.

Section 2. Rights of Members--The rights of members of the Society include the right to vote, the right to make poster or platform presentations at the Society's annual meeting, the right to attend and participate in the Society's annual business meeting, and the right to be an officer of the Society.

Section 3. Dues--Each member shall pay to the Society annual dues of such amount as prescribed by the Executive Committee and approved by the members. The Executive Committee may set different dues for students and others.

Section 4. Termination of Membership--Membership shall cease:

(a) by resignation; or

(b) by default in the payment of annual dues (unless the Executive Committee votes otherwise); or

(c) upon proposal by the Executive Committee, and by an affirmative majority of the members present at the annual business meeting, because of conduct detrimental to the Society.

All rights of a member shall cease on termination of membership.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. Annual Meeting--There shall be an annual meeting of the Society to include both a meeting of the Executive Committee (see Article V) and a meeting of the members. The Executive Committee has the right to postpone or cancel the annual meeting for one year if deemed necessary. The Executive Committee has the power to fix or change the time and place of the annual meeting when circumstances so require. The annual meeting shall normally be held around the same time and in the same place as the annual meeting of the Society for Epidemiologic Research. If the Society for Epidemiologic Research does not have an annual meeting scheduled, the annual meeting of the Society will be held at the time and place recommended by the Executive Committee.

Section 2. Special Meetings--Special meetings of the Society may be called (a) at any time by the President or (b) by the Secretary at the request of a majority of the Executive Committee or (c) on receipt of the written request of not less than one-fifth of the Society's members.

Section 3. Notice of Meetings--Notice of the time, place, and purpose(s) of meetings of the Society shall be given to the members by mail at least sixty (60) days before the meeting.

Section 4. Quorum--At any meeting of the Society, a majority of members present shall be a quorum for all purposes except as otherwise provided by law. Whether or not a quorum is present, a meeting may be adjourned by vote of a majority of the members

present, without notice other than by announcement at the meeting and without further notice to any absent member.

Section 5. Voting--At every meeting of the Society each member shall be entitled to one vote.

Section 6. Business of the Annual Meeting--The business of the annual meeting of the Society shall be:

(a) to announce the results of the election of officers;

(b) to change the annual dues, if proposed by the Executive Committee;

(c) to consider the annual financial statement and the balance sheet presented by the Executive Committee and to arrange for such action to be taken thereon as may seem appropriate;

(d) to consider reports of the Executive Committee and motions relating to the adoption of such reports in whole or in part and to arrange for such action to be taken thereon as may seem appropriate;

(e) to instruct the Executive Committee concerning investigations to be taken in the pursuit of the objectives of the Society;

(f) to consider such resolutions as can be properly considered by the Society which relate to the objectives of the Society.

Section 7. For all meetings of the Society, when the Bylaws are silent, Robert's Rules of Order shall govern.

ARTICLE V

OFFICERS AND EXECUTIVE COMMITTEE

Section 1. Number--The officers of the Society shall be a President, a President-Elect, an Immediate Past-President, a Secretary, a Treasurer, and four Members-at-Large. Together, these officers shall constitute the Society's Executive Committee. The President of the Society shall be the Chairperson of the Executive Committee.

Section 2. Nominations--One of the four Members at-Large on the Executive Committee shall organize the nomination of candidates for officers. She or he will obtain nominations in writing from the membership and present these to the Executive Committee not later than 90 days before the annual meeting. The Executive Committee may make additional nominations.

Section 3. Election and Terms of Office--The officers of the Society shall be members of the Society, elected individually by majority vote of the members voting by mail or email ballot. The ballot for election of officers shall be mailed to the membership not later than 60 days before the annual meeting.

(a) The President-Elect shall serve on the Executive Committee for three years, the first as President-Elect, the next as President, and the last as Past-President. The President-Elect shall automatically assume the office of the President at the end of a regular term of office or at any time the office of President becomes vacant. Only in the latter instance may s/he succeed her/himself as President the following year.

(b) The Secretary shall be elected for a period of three years, and is eligible to succeed him/herself.

(c) The Treasurer shall be elected for a period of three years, and is eligible to succeed him/herself.

(d) Each Member-at-Large shall be elected for a period of four years, and is not eligible for re- election for two years after retiring from office. One Member-at-Large shall be elected each year.

(e) The terms of office of all officers shall commence on the last day of the annual meeting of the year in which they are elected.

Section 4. Duties--The officers of the Society shall perform the duties usually performed by such officers, together with such duties as shall be prescribed by the Bylaws or by the Society or Executive Committee.

Section 5. Ex Officio Members of the Executive Committee

(a) Liaison Members--Liaison members are appointed by the President of the Society and approved by the Executive Committee to provide links with other societies and organizations (e.g., the American Academy of Pediatrics and the Society for Epidemiologic Research) whose interests and activities overlap with those of the Society. Liaison members shall serve ex officio on the Executive Committee during the two years the appointing President serves as President and Past-President.

(b) Editor(s) of Paediatric and Perinatal Epidemiology—The Editor(s) of Paediatric and Perinatal Epidemiology shall serve as ex officio members on the Executive Committee for the duration of their term as Editor and will be invited to attend meetings of the Executive Committee to report on the activities of the Editorial Office(s) and the Society's relationship with the Journal.

Section 6. Vacancies--Vacancies in the Executive Committee may be filled by the vote of a majority of the remaining members of the Executive Committee. Any member of the Society so elected shall hold office for the unexpired term of the member s/he succeeds or any shorter term at the discretion of the Executive Committee. Temporary appointees may be re-elected by the membership to an office for a full term at the end of the temporary term.

Section 7. Powers--The Executive Committee shall determine the nature and conduct of meetings, advise on policies of the Society, be custodian of the funds of the Society, change the place for meetings (if necessary), and conduct other business of the Society.

Section 8. Meetings--The Executive Committee may meet or confer at a time or place other than the annual meeting, at a time and place set by the President. The Secretary shall give the Committee thirty (30) days prior notice of such meeting, but such notice may be waived by a vote of two-thirds of the Executive Committee. At any meeting so convened, even though without notice or waiver thereof, Society business may be transacted by the Executive Committee. Additional meetings of the Executive Committee may also be called either (a) by the Secretary or (b) upon the request of a majority of the Executive Committee. Notice of such meetings must be given to all members of the Executive Committee thirty (30) days prior to the date of the meeting.

Section 9. Quorum--At all meetings of the Executive Committee, a majority of the members thereof shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Executive Committee members present at any meeting at which there is a quorum shall be the act of the Executive Committee except as may be otherwise specifically provided by law.

Section 10. Contracts and Services--The Executive Committee members and officers of the Society may be interested directly or indirectly in any contract relating to the operations conducted by the Society or in any contract for furnishing supplies thereto, and no transaction entered into by the Society shall be affected by the fact that the Executive Committee members or officers of the Society, or any of them, were personally interested in it; and every Executive Committee member of the Society is hereby relieved from any disability resulting from holding such office that might otherwise prevent his or her contracting with the Society for the benefit of himself or herself or of any firm, association, or corporation in which he or she has any interest, provided that such information is revealed to the Executive Committee.

Section 11. Reimbursement of Executive Committee Members--Each current or former Executive Committee member of the Society, or any person who shall serve or may have served at its request as a director or as an officer of another society, corporation, or organization shall be indemnified by the Society against expenses actually and necessarily incurred by him or her by reason of his or her being or having been an Executive Committee member of the Society, or a director or an officer of such other society, corporation, or organization. This indemnity does not include reimbursement for expenses incurred for attending the annual meeting, nor does it extend to matters in

which the Executive Committee member shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct outside the scope of his or her duties as Executive Committee member.

Section 12. Contracts--The Executive Committee, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents to enter into any contract to execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances; and unless so authorized by the Executive Committee, no officer, agent, or employee shall have power or authority to bind the Society by any contract or engagement or to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

ARTICLE VI

ADOPTION AND AMENDMENT OF BYLAWS

Bylaws may be adopted, amended, or rescinded by majority vote of the members voting by mail ballot. An amendment may be proposed by any member and seconded by at least five members of the Society. It must be submitted to the Secretary no less than 90 days prior to the annual meeting and will then be included in the annual mail ballot.

ARTICLE VII

ANNUAL AND FINANCIAL REPORTS

The Executive Committee shall annually submit to the Society for adoption and approval a report on the general state and proceedings of the Society for the past year, a balance sheet and financial statement for the past year properly reviewed, and an estimate of the probable income and expenditures of the Society for the ensuing year.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Society shall begin on the first day of July in each year and shall end on the thirtieth day of June following.

ARTICLE IX

RESOLUTIONS

Resolutions may be presented to the membership at the annual meeting by the Executive Committee or by petition of any member of the Society according to the following procedures:

(1) by submitting a written draft of the resolution to the Secretary at least 45 days before the annual meeting. This draft shall include the sponsors of the resolution and specify its mode of implementation. Such a resolution must be approved by a simple majority of members present and voting at the annual meeting; or

(2) by submitting a written draft of the resolution to the Secretary at or before the annual business meeting. This draft shall include the sponsors of the resolution and specify its mode of implementation. Such a resolution must be approved by two-thirds of members present and voting at the annual meeting.

ARTICLE X

JOURNAL

The official journal of the Society shall be Paediatric and Perinatal Epidemiology. The Executive Committee shall report to the members, from time to time, on the Society's relationship with the Journal.