



BY-LAWS



Puerto Rico Chapter

INCORPORATED IN PUERTO RICO

American Academy of Pediatrics

DEDICATED TO THE HEALTH OF ALL CHILDREN®



September 7, 2023



By laws of the Puerto Rico Chapter
of the American Academy of Pediatrics
Amendments Approved in San Juan, Puerto Rico
July 2023
by electronic ballot

PUERTO RICO CHAPTER OF THE AMERICAN ACADEMY OF PEDIATRICS CONSTITUTION AND BYLAWS

CONSTITUTION

Preamble

Children are our most enduring and vulnerable legacy. For nations as well as for individual families, they represent the link between past and future, between experience and promise. The nurturing of future generations is a basic, and most important, human activity. The Puerto Rico Chapter of American Academy of Pediatrics (PRAAP) is dedicated to the principle of a meaningful and healthy life for every child. As an organization of physicians who care for infants, children, adolescents, and young adults, the Puerto Rico Chapter seeks to promote this goal by encouraging and assisting its members in their efforts to meet the overall health needs of children and youth; by providing support and counsel to others concerned with the well-being of children, their growth and development; and by serving as an advocate for children and their families within the community at large. The Chapter also fosters the wellbeing and continuing education of pediatricians so that this principle may be achieved. The Puerto Rico Chapter believes in the attainment by all infants, children, adolescents, and young adults of their full potential for physical, mental, emotional, and social health. Together with those who share this purpose, the Chapter pledges its efforts and expertise to a fundamental goal which all children and youth have the opportunity to grow up safe and strong, with faith in the future and in them.

Embracing equity for all children and families as well as for the pediatricians who care for them is central to the mission of the Puerto Rico Chapter of American Academy of Pediatrics. The PRAAP is committed to achieving meaningful diversity and inclusion and to combat bias and discrimination in all its forms, including structural and systemic racism. The PRAAP does not discriminate on the basis of race, ethnicity, religion, sex, sexual orientation, gender identity, disability, or national origin.

ARTICLE I

Name

Section 1. The name of the organization shall be Puerto Rico Chapter of the American Academy of Pediatrics.

ARTICLE II

Incorporation

Section 1. The Puerto Rico Chapter of the American Academy of Pediatrics is incorporated under the laws of Puerto Rico. It shall have the structure, powers, and functions of a nonprofit corporation as delineated under Puerto Rico statutes.

Section 3. The general management of the Puerto Rico Chapter of the American Academy of Pediatrics shall be vested in an Executive Committee which shall have the same duties and powers as the directors of a duly incorporated organization.

ARTICLE III

Rules

The following rules shall conclusively bind the corporation and all persons acting for or on behalf of it:

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distribution in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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 bylaws, the corporation 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

B. Upon the dissolution of the corporation, the Executive Committee shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable,

educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Committee shall determine. Any assets not so disposed of shall be disposed of by the appropriate court of the county in which the principal office of the corporation 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.

- C. The corporation shall not adopt any practice, policy, or procedure which would result in discrimination on the basis of race, religion, or creed.

ARTICLE IV Goals and Purposes

The Puerto Rico Chapter of the American Academy of Pediatrics shall pursue specific scientific, social, and educational objectives including the following:

- A. foster measures and conduct activities directed toward establishing and maintaining the highest quality and acceptability in the delivery of health care to infants, children, adolescents, and young adults.
- B. foster education on and promote the use of recommended tools and best practices so that pediatricians may provide the best care to their patients.
- C. conduct and encourage programs designed to maintain and increase the effectiveness of all those who provide health care to infants, children, adolescents, and young adults.
- D. encourage the development of high quality pediatric educational programs for students and health professionals at all levels of education and experience;
- E. support and encourage programs designed to improve the health and health care of infants, children, adolescents, and young adults;
- F. encourage and support the membership in their efforts to improve the health and welfare of infants, children, adolescents, and young adults;
- G. encourage support of basic and applied research into all aspects of health, health care, and disorders of infants, children, adolescents, and young adults.
- H. stimulate interest in the health and welfare of children and youth in the field of pediatrics;
- I. stimulate and conduct public informational and educational programs designed to improve the health and welfare of infants, children, adolescents, and young adults.
- J. function as an effective advocate for all children and youth in all matters pertaining to health and health care;
- K. stimulate advances in the preventive aspects of health care, in such areas as control of disease and disability, environmental hazards, accident prevention, nutrition, mental, and emotional health, and child abuse, neglect, and exploitation;
- L. support and encourage the role of the family in the health and development of children and youth.

- M. establish and promote liaison and cooperation with other organizations concerned with the well-being of infants, children, adolescents, and young adults;
- N. foster ethical practices in pediatric care and research.
- O. work in collaboration with the American Academy of Pediatrics and integrate its policies and objectives.
- P. collaborates with other societies and governmental agencies in furthering these aims.
- Q. foster the wellbeing of pediatricians as the principal healthcare providers of the pediatric population in our community;
- R. advocate for the pediatricians to be the principal healthcare providers for the pediatric population in our community.

BYLAWS

ARTICLE I

Membership

Section 1. PRAAP Membership. The vision of the Puerto Rico Chapter of the American Academy of Pediatrics (“PRAAP”) is that all children shall have optimal health and well-being and are valued by society. From the founding of the PRAAP, pursuing this vision has included treasuring the uniqueness of each child and fostering a profession, health care system, and communities that celebrate all aspects of the diversity of each child and family. Members are expected to embrace this vision of the PRAAP which are in accordance with the vision of the American Academy of Pediatrics (“AAP”), to support AAP policies, medical ethics, and the profession of pediatrics. It shall be the duty of each member of the PRAAP to keep on file with the Executive Director of the Chapter an official address to which all notices required by the Bylaws, rules, or regulations and other communications of the PRAAP may be sent.

Section 2. Fees, Dues, and Assessments. All members shall pay annual dues, and special assessments as may be determined by the Executive Committee.

Section 3. Applications. The general application procedure for each category of membership will be defined in rules and regulations adopted by the Executive Committee from time to time. An applicant who is denied admission to membership shall be entitled to impartial review of that decision pursuant to the rules and regulations adopted by the Executive Committee from time to time.

Section 4. Categories of Membership. Members of the PRAAP shall be admitted according to these Bylaws, and pursuant to such further rules and regulations as may be adopted by the Executive Committee.

The categories of membership and qualifications of each are as follows:

- A. **Fellows.** An applicant who desires to become a Fellow Member must have received initial certification in pediatrics from the American Board of Pediatrics, the American Osteopathic Board of Pediatrics, the Royal College of Physicians and Surgeons of Canada, or La Corporation Professionnelle

- des Medecins du Quebec. They must reside in the Commonwealth of Puerto Rico or in the Virgin Islands to participate in the Puerto Rico Chapter. Voting fellows shall have the right to attend, take part in, and vote at annual and special meetings of the chapter. They may attend any meeting of the executive committee but will have no vote. They shall be eligible for any office or honor within the chapter or the Academy and may propose qualified individuals for membership. They shall pay such dues as may be established by the vote of the chapter. They have the right to vote and to hold chapter office.
- B. **Specialty Fellows.** An applicant who desires to become a Specialty Fellow Member must have received initial certification in a Board that qualify the applicant for Fellow membership. Applicants who are not pediatricians, who are certified by their appropriate specialty boards and devote a minimum of 50% of their professional activities in practice, teaching, or research with infants, children, adolescents and young adults may become specialty fellows. Specialty Fellows have the right to vote. They may hold chapter office. They shall pay dues.
- C. **Candidate Members.** An applicant who desires to become a Candidate Member must have completed training in pediatrics in a residency program that is approved for credit toward certification from the American Board of Pediatrics, American Osteopathic Board of Pediatrics, the Royal College of Physicians and Surgeons of Canada, or La Corporation Professionnelle des Medecins du Quebec. They may not vote or hold chapter office. They shall pay dues.
- D. **Candidate Members In Post Residency Training.** An applicant who desires to become a Candidate Member in Post Residency Training must have completed training in pediatrics in a residency program that is approved for credit toward certification from the American Board of Pediatrics, American Osteopathic Board of Pediatrics, the Royal College of Physicians and Surgeons of Canada, or La Corporation Professionnelle des Medecins du Quebec and be currently enrolled in a pediatric fellowship training program (defined as any fellowship or secondary residency program affiliated with an academic center, medical center, or private foundation); or (ii) have completed a medical or surgical residency, and be currently enrolled in a pediatric fellowship training program leading to proficiency and/or certification in a pediatric surgical or pediatric-oriented subspecialty. They may not vote or hold chapter office. They shall pay dues.
- E. **Resident Members.** An applicant who desires to become a Resident Member must be currently enrolled in a pediatric or surgical residency training program which (i) is approved for credit toward certification from the American Board of Pediatrics, American Osteopathic Board of Pediatrics, the Royal College of Physicians and Surgeons of Canada, La Corporation Professionnelle des Medecins du Quebec , or the AGCME, (ii) is approved for credit toward certification from the applicant's medical or surgical board, or (iii) has otherwise been reviewed and deemed acceptable by the AAP. They may not vote or hold chapter office. They shall not pay dues.
- F. **Medical Student Members.** An applicant who desires to become a Medical Student Member must be enrolled in a medical school accredited by the American Association of Medical Colleges or the American Association of Colleges of Osteopathic Medicine. International medical student applicants must be enrolled in a medical school listed in the International Medical Education Directory. They may not vote or hold chapter office. They shall not pay dues.

- G. **Associate Members.** An applicant who desires to become an Associate Member must have received a certificate or a degree in the specialty of pediatric dentistry from a program accredited by the Council on Accreditation of the American Dental Association and practice pediatric dentistry in the United States or Canada. They shall pay dues.
- H. **Affiliate Members.** Any pediatrician residing in Puerto Rico or the Virgin Islands who is not a fellow of the American Academy of Pediatrics, may be invited to become an affiliate fellow of this chapter by the executive committee or any of the active PRAAP Chapter members. Must have an active medical license to practice the specialty in PR or be retired. Affiliate fellows have no right to vote or hold chapter office. They shall pay their dues.
- I. **Honorary Fellows.** An Honorary Fellow is a pediatrician or other individual of national or international stature who has made exceptional contributions to child health, who has been proposed as an Honorary Fellows by a Chapter, a District, a Section, and who is elected to Honorary Fellowship by a two-thirds vote of the Executive Committee. They shall not pay their dues.
- J. **Senior/ Emeritus Members.** A member who desires to become a Senior Member must be in good standing of any membership category who (i) has attained the age of 70, or (ii) is 65 or older and no longer derives income from professional activities. They may attend meetings and serve on committees and may sponsor applicants for membership but may not vote or hold chapter office. They shall pay chapter dues.

Section 5. Termination of Membership.

- A. **Delinquency** All members required by these bylaws to pay chapter dues shall become delinquent after failure to pay such dues upon the expiration date of their membership. If dues are not paid prior to membership expiration, PRAAP reserves the right to terminate all access to the benefits and privileges of membership.
- B. **Discipline** The Executive Committee may terminate, suspend, or otherwise restrict the membership of any PRAAP member if two-thirds of the members of the Executive Committee find that the conduct of the member in question has been in knowing violation of the Bylaws or other lawful rules or regulations or has been otherwise prejudicial to the best interests of the PRAAP and values outlined in Article I, Section 1.
- C. The disciplinary actions that may be taken by the PRAAP against any member shall be set forth in greater detail in the rules and regulations adopted by the Executive Committee from time to time; provided that no disciplinary action may be taken against any unless the notice and hearing procedures set forth in the rules and regulations are also followed.

ARTICLE II

Officers

Section 1. President. The President shall succeed from the position of Vice-President, shall take office on the 1st day of the month after completing elections, and shall serve a term of two years. The President shall preside at all meetings of the PRAAP general membership and the PRAAP Executive Committee. The chapter President shall appoint all committees and liaison representatives subject to the approval of the executive committee, except as hereinafter provided. He shall be a member ex-officio of all committees and shall serve a term of two years.

Shall be eligible for a second term. The chapter President represents the Academy at the chapter level and must submit an annual report to the Academy when requested. Shall participate in meetings requested by the AAP or by the district Chairperson to which the Chapter belongs.

Section 2. Vice President The Vice President shall be elected in the manner outlined in Article III. The Vice-President shall take office on the 1st day of the month immediately following the election, and shall serve a term of two years. The Vice-President shall assist the President in performing his or her duties. The Vice-President shall also perform such other duties as may be prescribed by the President or the Executive Committee from time to time. Shall immediately assume the duties of the chapter President as soon as the President completes his/her term or in the event of the President's resignation or inability to serve due to illness or other causes. Shall participate in meetings requested by the AAP or by the district Chairperson to which the Chapter belongs.

Section 3. Immediate Past President. The Immediate Past President shall succeed from the position of President, shall take office on the 1st day of the month immediately following the election, and shall serve a term of two years. The Immediate Past President shall assist the Vice-President in performing their duties and shall perform such other duties as may be prescribed by the Executive Committee from time to time.

Section 4. Secretary/Treasurer. The Secretary and the Treasurer each shall be elected according to the provisions of Article III, Section 7. Nominees for the positions of Secretary and the Treasurer each shall be selected by the Nominating Committee. Qualifications for all nominees shall include pediatric medical subspecialists, pediatric surgical specialists, and any Fellow or Specialty Fellow who otherwise meets the qualifications set forth in this section. The Secretary shall be limited to two-year term and the Treasurer shall be limited to three year term. If the Secretary or the Treasurer Member position becomes vacant, an election of a member to complete the unexpired term shall be held in the same manner as the original election with a modified time schedule if required. The Secretary and the Treasurer shall assume such duties and responsibilities as are customary for the secretary and treasurer of a nonprofit corporation and as may be required by law. The Treasurer will perform the usual duties of that office, such as keeping records of income and expenditures, and paying bills authorized by the executive committee. Will be responsible for all funds and will render a financial report at the annual meeting and when requested by the President or the Executive Committee. The Secretary will be responsible for the executive committee minutes. Shall serve for a period of two years.

Section 5. Executive Director. The Executive Director shall be appointed by the Executive Committee under the terms of professional services agreement approved by the Executive Committee and shall perform such duties and exercise such authority as shall be determined by the Executive Committee. The Executive Director shall be responsible for the duties assigned, to accomplish the day to day administration of the PRAAP's affairs and shall manage and direct the activities of the organization as prescribed by and under the supervision of the Executive

Committee. The Executive Director shall not cause or allow any practice, activity, decision, or organizational circumstance that is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics.

Section 6. Executive Committee. The Executive Committee consisting of the President, the Vice- President, Immediate Past President, Secretary, Treasurer, At large Members and the Executive Director who will be an ex-officio member and shall not vote. The Executive Committee shall meet periodically to carry out PRAAP business, in accordance with PRAAP policies, and to the extent authorized by the applicable provisions of Puerto Rico law. The duties of the Executive Committee are to uphold the Constitution of the PRAAP and to perform such other duties as prescribed by these Bylaws. The President shall preside at all meetings of the Executive Committee. Meeting minutes of the Executive Committee shall be kept and circulated to all members of the Committee.

Section 7. Membership on the Executive Committee. The Executive Committee shall consist of the President, the Vice-President, the Immediate Past President, Secretary, Treasurer, Executive Directors, and five Executive Members At Large Members. All elected members of the Executive Committee must remain Fellow or Specialty Fellow members of the AAP in good standing.

Section 8. At Large Members of the Executive Committee. There shall be five Executive Committee At Large Members elected according to the provisions of Article III, Section 7. Nominees for the positions of At Large members shall be selected by the Nominating Committee. Qualifications for all nominees for At Large shall include pediatric medical subspecialists, pediatric surgical specialists, and any Fellow or Specialty Fellow who otherwise meets the qualifications set forth in this section. Each At Large member shall be limited to two year term. If an At Large member position becomes vacant, an election of a member to complete the unexpired term shall be held in the same manner as the original election with a modified time schedule if required. They shall plan and conduct all of the chapter business and be responsible for the chapter activities.

Section 9. Duties and Responsibilities of the Executive Committee. The property, business and affairs of the PRAAP shall be governed by the Executive Committee. The duties and responsibilities of the Executive Committee include oversight and overall management of the PRAAP's operations to enable it to fulfill its purpose and mission, promulgation of such rules and regulations as the Executive Committee deems necessary to carry out the PRAAP's mission and the duties and intentions of these Bylaws, and publication of those rules and regulations which is accessible to all members.

Section 10. Meetings of the Executive Committee. The President of the PRAAP shall designate the time and place of the regular meetings of the Executive Committee. At least 15 days' notice of such meetings shall be given by the Executive Director. Special meetings of the Executive Committee may be called by the President or upon written request of three or more other members of the Executive Committee. Notice of any special meeting of the Executive Committee shall be given at least 10 days prior thereto and shall state the purpose of the

special meeting. Notice of regular and special meetings shall be in writing and shall be delivered personally or by mail or electronic means to each member. If sent by mail, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the appropriate member, postage thereon prepaid. Attendance at a meeting by a majority of the Executive Committee members then in office shall constitute a quorum of the Executive Committee for the transaction of business at any meeting of the Executive Committee. Except as may otherwise be provided in the PRAAP Constitution or Bylaws, a majority vote of the members of the Executive Committee in attendance at a meeting at which a quorum is present shall be required for action of the Executive Committee. All members of the Executive Committee shall have the right to vote except the Executive Director who will vote only in the event of a tie. The Executive Committee shall establish voting procedures for such instances in which members are participating or meetings are not conducted in person. Voting by proxy shall not be permitted. An absentee member may not designate an alternate to represent him or her at a Executive Committee meeting. Among other guests that may be determined by the Executive Committee, that shall be invited at meetings includes a representative of pediatric trainees, medical students, youth and/or a family community representatives. They shall not vote in the Executive Committee meetings.

Section 11. Expenses and Due Waivers: Dues may be waived for justifiable causes after evaluation by executive committee. The Executive Committee is empowered to defray all or part of the expenses of the officers of the chapter for the performance of Chapter business.

Section 12. Removal of Officers. Any officer who is unable or unwilling to fulfill the duties of the office can be removed from office by a two thirds majority vote of the Executive Committee. However, the removal of the Executive Director is subject to the terms of the written professional services agreement and those terms will control in the event of a conflict with these Bylaws. In the case of the removal of the President the Vice-President shall be appointed Acting President and in such event a successor Vice-President shall be elected in the same manner as specified in Article III, with a modified time schedule if required.

ARTICLE III

Nominating Committee and Elections

Section 1. Nominations. Candidates for the offices of national Vice-President and At Large members of the Executive Committee shall be nominated by a Nominating Committee or by petition.

Section 2. Nominating Committee.

Composition. The Nominating Committee shall be composed of three volunteers, fellow, specialty fellow or candidate fellows in good standing, who volunteer to complete the task of identifying candidates for the available positions. Every two years the nominating committee will prepare a slate of the candidates for the offices that will be vacant that year . The Executive Director shall inform all vote-eligible members of the PRAAP for candidate

nominations for the offices of Vice- Vice-President and At Large Board members via email at least 15 days prior to the elections for to allow the voting membership to suggest potential candidates for office.

Section 3. Elections.

The election of the Vice-President and at large members, all vote-eligible members, shall be held every two years. If there is a candidate and no competitors for a vacancy, after approval by the majority of the executive committee in a meeting, the candidate will be selected for the position. If multiple candidates for each position, nominated candidates for the vacant positions will be sent to the AAP voting system from which all vote eligible members will receive electronic ballots. Election of officers shall be by secret ballot via electronic mail. Results are compiled and informed by the Academy. The candidates that receive the most votes within 30 days after the provision of ballots shall be the elected members for the position of Vice-President, Treasurer and At Large Members for the Executive Committee. Newly elected officers shall assume their duties on the first day of the month after the elections. The chapter President, Vice President, Secretary and Members-at-large may be elected for a term of two years and are eligible for reelection to a second term. They may not serve in the same capacity for more than four years in succession. The Treasurer may be elected for a term of three years and is eligible for reelection to a second term. They may not serve in the same capacity for more than six years in succession. In the event that any officer of the chapter (other than the President) is unable to serve his full term of office, the executive committee is empowered to elect a member to serve out the remainder of his term of office.

Section 7. Terms of Office. The chapter President, Vice President, Secretary and Members-at-large may be elected for a term of two years Treasurer for a term of 3 years. All are eligible for reelection to a second term. They may not serve in the same capacity for more than four years in succession. In the event that any officer of the chapter (other than the President) is unable to serve his full term of office, the executive committee is empowered to elect a member to serve out the remainder of his term of office. In the event that the President is unable to serve his full term of office, the Vice President will serve out the remainder of his term of office.

ARTICLE IV

Annual Business and Special Meetings

Section 1. Annual Business Meeting. A meeting of the PRAAP, to be known as the Annual Business Meeting, shall be held each year. The time and place of the Annual Business Meeting shall be designated by the Executive Committee.

Section 2. Notice of Meetings. A written, printed, or electronic notice stating the place, day, and hour of the Annual Business Meeting shall be provided to each member not less than ten days nor more than 40 days before the date of the meeting. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail addressed to a member at

the address that appears on the records of the PRAAP, with postage thereon paid. Any member may waive notice of any meeting.

Section 3. Agenda. The Executive Committee shall prepare the agenda for the Annual Business Meeting. Items to be included on the agenda at the request of a member must be submitted to the Executive Director in writing at least 20 days before the meeting for consideration and recommendation by the Executive Committee.

Section 4. Quorum. A quorum shall consist of the vote-eligible members of the Chapter present 30 minutes after the meeting is called for voting purposes at the Annual Business Meeting or at any special meeting of members of the Chapter which is called by the Executive Committee.

Section 5. Special Meetings. Special meetings of the members of the Academy may be called by the Executive Committee, for such time and place as it may designate. Notice of not less than ten nor more than 40 days shall be provided to the members prior to the meeting. Such notices shall designate the purpose or purposes thereof. No business shall be transacted other than that specified in the notice.

Section 6. Rules. All deliberations of the Chapter, its Executive Committee., and its committees shall be governed by parliamentary procedure as interpreted by the current edition of accordance with the revised Robert’s Rules of order when not in conflict with the Bylaws of the Chapter or Puerto Rico law. In the event of a conflict, the Bylaws of the Chapter shall prevail, unless they are contrary to Puerto Rico law, in which event, Puerto Rico law shall prevail.

ARTICLE V

Amendments

The PR AAP Constitution and Bylaws may be amended in any manner consistent with the provisions of Puerto Rico law, pursuant to the following procedures and such other procedures as may be established from time to time by the Executive Committee.:

- A. This constitution and by-laws may be amended by a two -thirds vote of the voting fellows voting at the annual meeting. Any active member may propose an amendment by submitting it to the executive committee prior to or at the Annual Meeting. A copy of the proposed amendment together with a statement by the executive committee shall be mailed to all of the voting fellows of the chapter at least one month before the annual meeting.
- B. Amendments may also be approved when submitted to the voting fellows by mail. The Executive Director, in mailing or electronic transmission of the ballots, shall specify the date by which all ballots must be received to be counted. This date shall be not later than 30 days after the date of provision of the ballots. If two-thirds of the votes received by the chapter after 30 days from the mailing of the ballots are received in favor of the proposed amendment, the proposed amendment shall be adopted. If less than two-thirds of the votes received favor the proposed amendment, it shall be defeated.

- C. If the amendment is approved, notice of the adoption of the proposed amendment, and its effective date shall be published in an official Chapter notification to all members. The proposed amendment shall become effective following its notification.

ARTICLE VI

Contracts, Checks and Deposits

Section 1. Contracts. The Executive Committee. may authorize any officer or officers, agent or agents of the Chapter to enter into any contract or execute and deliver any instrument in the name of and in behalf of the Chapter and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Deposits Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Chapter shall be signed by such officers, agent, or agents of the Chapter and in such manner as shall from time to time be determined by resolution of the Executive Committee. In the absence of such determination by the Executive Committee, such instruments shall be signed by the Secretary of the Chapter. All funds of the Chapter shall be deposited from time to time to the credit of the PRAAP in such banks, trust companies, or other depositories as the Executive Committee. may select.

ARTICLE VII

Indemnification

The Chapter shall indemnify all officers and directors of the Chapter for matters arising only out of their service in this capacity and only to the fullest extent permitted by Puerto Rico law. The PRAAP shall be entitled to purchase insurance for such indemnification of officers and directors to the fullest extent permitted by Puerto Rico law and as determined from time to time by the Executive Committee.

ARTICLE VIII

Dissolution of the Chapter

Upon the dissolution of the Chapter, the Executive Committee. shall, after paying or making provisions for the payment of all the liabilities of the Chapter, dispose of all the assets of the Chapter. The disposition of the assets of the Chapter will be exclusively to charitable, educational and or scientific purposes. Any assets not so disposed of shall be disposed of by the appropriate court of the county in which the Chapter is located. This court shall then dispose of any remaining assets respecting the previously stipulated purposes. This Chapter is a non – profit organization.

Article IX

Whistle blower and Conflict of Interest

The Executive Committee shall adopt and follow the Chapters policies on conflict of interest, whistleblower protection and document destruction and retention.