

# **BYLAWS OF THE INTERNATIONAL ASSOCIATION OF PEDIATRIC FEEDING AND SWALLOWING**

## **ARTICLE I. NAME OF ORGANIZATION**

The name of this organization shall be the International Association of Pediatric Feeding and Swallowing (hereinafter called "the Association"), a not-for-profit corporation incorporated under the laws of the state of Pennsylvania.

## **ARTICLE II. CORPORATE PURPOSE**

The specific objectives and purpose of this organization shall be:

- a. To join together professionals interested in the feeding and swallowing problems of children into a single organization that will promote dialogue across the multiple specialties;
- b. To raise awareness among professionals and the public regarding the nature of feeding and swallowing problems;
- c. To serve as the organizing body for a yearly international meeting to bring together members of the feeding and swallowing communities;
- d. To serve as a platform for advocacy geared towards governmental agencies and insurance companies to promote the understanding of the needs of the patients, families and the treatment community;
- e. To serve as an environment both among members of the Association and with other professional organizations to promote research into this field.

## **ARTICLE III. MEMBERSHIP**

### **Section 1. Eligibility for Membership**

- a. Full member shall be any credentialed professional or clinician who works in the field of pediatric feeding disorders.
- b. Student member shall be any individual who presents evidence of currently being in a program of study in the field of pediatric feeding disorders.

### **Section 2. Annual Dues**

- a. Full member annual dues shall be \$50.
- b. Student membership is limited to three years. The first year shall be free, and annual dues will be \$25 for the next two years.
- c. Change in dues shall be made by the Board of Directors with sufficient notification to the membership.

### **Section 3. Rights of Members in Good Standing**

- a. All members have the right to vote in all Association elections and bylaws changes.
- b. Full members may be elected to the Board of Directors, serve as a Committee Chair or serve on a Committee.
- c. Student members may serve on a Committee. They are not eligible to be elected to the Board of Directors or serve as a Committee Chair.

## **ARTICLE IV. MEETINGS OF MEMBERS**

### **Section 1. Annual Meetings**

A meeting of the members shall take place each year. At the annual meeting, the members shall receive reports on the activities of the association and determine the direction of the association for the coming year.

### **Section 2. Special Meetings**

Special meetings may be called by the Board of Directors or a petition signed by fifteen percent (15%) of the membership.

### **Section 3. Notice of Meetings**

Notice shall be given for all meetings at least 30 days prior.

### **Section 4. Quorum**

A quorum for a meeting of the members shall consist of at least ten percent (10%) of members in good standing.

### **Section 5. Voting**

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

## **ARTICLE V. BOARD OF DIRECTORS**

### **Section 1. Definition**

The Association shall be governed by the Board of Directors. The Board of Directors is the single governing body of the Association and shall actively promote the objectives of the Association, operating in accordance with and administering and implementing the programs and policies established by these bylaws and by the Board of Directors. Members of the Board of Directors are elected to serve and are accountable to the members of the Association.

## **Section 2. Composition of the Board of Directors**

- a. Officers - The Officers of the Board of Directors shall be comprised of a President, President-Elect, Immediate Past President, Secretary and Treasurer.
- b. Directors at Large – The Directors shall include one representative from the following disciplines (or professions).
  - Occupational Therapy
  - Speech-Language Pathology
  - Dietician
  - Physician
  - Nurse Practitioner
  - Psychologist

## **Section 3. Meetings**

The Board of Directors shall meet a minimum of four times per year either in person or by a virtual meeting.

## **Section 4. Quorum**

Quorum is defined as the attendance of three officers and four Directors at Large.

## **Section 5. Election of Officers**

Note: For purpose of starting the cycle of elections, Officers and Board of Directories under the bylaws, everyone is appointed the first year and the first election will be based as outlined below.

- a. Officers and Directors serve for two years, with exception of the President, who serves one year each as President-Elect, President and then Past President. The term of each elected office shall commence on September 1, following the election.
- b. Officer and Directors are eligible to serve only two consecutive terms, of the position elected to. President can only serve once in a presidential capacity.
- c. In even-numbered years, the following Officers and Directors shall be elected: Treasure, Occupational Therapist, Dietician and Nurse Practitioner. In odd-numbered years, the following Officers and Directors shall be elected: Secretary, Speech-Language Pathologist, Physician and Psychologist.
- d. Officers of the Association (President, President-Elect, Immediate Past President, Secretary and Treasurer) must be a clinician who has cared for children with feeding disorders for a minimum of five years.
- e. Nominees who have consented to run for elected office shall be submitted by the Past President to the Board of Directors for their approval. This slate of nominees for elected officers shall be presented to the membership via electronic method. Further nominations may be made from

the membership up to two weeks after notification. Election shall be by electronic ballot. The requirement for election shall be a plurality of the votes cast by the members.

#### **Section 6. Vacancies**

- a. If the vacancy is in the Presidency, the President-Elect shall automatically become the President for the remainder of that term.
- b. If the vacancy is in the office of President-Elect, the President, with Board approval, shall appoint a member of the Board to fulfill the duties and obligations of the office, but such person shall not automatically succeed to the Presidency. At the next election, a President and a President-Elect shall be elected via separate elections.
- c. If vacancy is in the office of Secretary or Treasurer, the President with Board approval, shall appoint a member of the Board to fulfill the duties and obligations of the office for the remainder of the term.
- d. If the vacancy is in the office of a Director, the President, with Board approval, shall appoint a member at large to serve for the unexpired portion of the term.
- e. If the vacancy is in the office of the Immediate Past President, the last former President willing to serve shall complete the unexpired portion of the term.

#### **Section 7. Removal**

A Board of Director may be removed from the Board by two-thirds vote of the full Board of Directors for adequate reasons, including, but not limited to, failure to fulfill the duties of office or any violation of the by-laws.

#### **Section 8. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Officers or Directors.

#### **ARTICLE VI. PARLIAMENTARY PROCEDURE**

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

#### **ARTICLE VII. DUTIES OF THE BOARD OF DIRECTORS**

- a. All Board of Directors shall sign a Conflict of Interest Disclosure statement annually.
- b. President - Responsibilities include leading the Board of Directors in accomplishing formation of tasks, setting the agenda for meetings and being the spokesperson to outside organizations.
- c. President-Elect – Responsibilities include assisting the President in all above tasks.

- d. Past President – Responsibilities include direct oversight of the annual election.
- e. Secretary – Responsibilities include taking minutes at official meetings of the Association and sending correspondence as requested.
- f. Treasurer – Responsibilities include working directly with the management company to review and monitor the association finances.
- g. Discipline specific Directors at Large must be prepared to query and represent other members of their discipline on all matters related to the work of the Board of Directors.

#### **ARTICLE VIII. COMMITTEES**

The Board of Directors may establish and dissolve standing committees, ad hoc committees and other entities necessary to conduct the Association’s business and designate and change their charges and determine their size, member qualifications and terms.

#### **ARTICLE IX. INSURANCE**

The Association shall maintain appropriate insurance as deemed necessary by the Board of Directors.

#### **ARTICLE X. AMENDMENTS**

Amendments to the bylaws shall first be approved by the Board of Directors. The bylaws shall then be amended by electronic ballot by the members of the Association by a two-thirds majority vote of those participating in the vote. Members will be given 20 days to review the proposed changes and vote.

#### **ARTICLE XI. DISSOLUTION**

The Association shall use its funds only to accomplish the objectives and purposes specified in these bylaws. In the event of the dissolution or liquidation of the Association, all of its assets and property remaining after payment of its debts and obligations and the expenses of such dissolution and liquidation, shall be distributed only to such regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be chosen by the Board of Directors.

**ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors of this association, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of the five preceding pages, as the bylaws of this Association. ADOPTED AND APPROVED by the Board of Directors on this 18 day of June, 2019.



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Sherri Cohen  
President



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ATTEST: Secretary