

**BYLAWS
OF
PEDIATRIC ANESTHESIA LEADERSHIP COUNCIL**

Adopted February 26, 2020

There shall be, the Society for Pediatric Anesthesia (hereinafter called “SPA”), a Pediatric Anesthesia Leadership Council (“PALC”) comprised of anesthesiologists with leadership responsibilities in pediatric anesthesiology, as specified below.

Section 1. Mission Statement of PALC. To provide a forum for leaders in pediatric anesthesiology to exchange ideas and experience, and to develop strategies to grow and strengthen our profession in order to better serve our patients and their families.

Section 2. PALC Administration. PALC shall be administered as a part of SPA and SPA shall provide to the Council administrative services as may be determined to be reasonable or necessary by the Board of Directors of SPA in consultation with the PALC Board. In general, the expenses of PALC shall be funded through PALC dues or other revenues generated by PALC and no liabilities or expenses of PALC in excess of such sums shall be incurred without the prior approval of the Board of Directors of SPA. The PALC Board shall annually prepare a budget reflecting reasonably anticipated dues and other sources of revenues, as well as expenses. The PALC Board may otherwise adopt policies and procedures applicable to PALC. All funds of PALC shall be deposited into an account which shall be under the supervision of the Treasurer of SPA.

Section 3. PALC Members. In order to be eligible for membership in PALC, a person must be a member in good standing of SPA. Subject to the limitations listed below, any member of SPA may become a member of PALC upon payment of such dues and satisfaction of such criteria as may be determined from time to time by the PALC Board.

In addition to the regular criteria for membership in SPA, members of PALC must meet at least one (1) of the following requirements:

1. Chair (or chief) of the department of anesthesiology in a children’s hospital as defined by membership in the Children’s Hospital Association, or
2. Chief (or head) of the section (or division) of pediatric anesthesiology in an ACGME-recognized academic anesthesiology department, or
3. President of SPA, or
4. Chair of the American Society of Anesthesiologists Committee on Pediatric Anesthesia (ASA COPA), or
5. Chair of the Executive Committee of the American Academy of Pediatrics (AAP) Section on Anesthesiology and Pain Medicine, or
6. Chair of the Pediatric Anesthesia Program Directors Association (PAPD), or

7. A leader of pediatric anesthesia in a private sector healthcare corporation. While the corporation may have several subsidiaries or clinical sites, the corporation can only have one PALC member. The corporation must have at least ten (10) ABA pediatric subspecialty board certified or eligible anesthesiologists or must deliver at least eight thousand (8,000) pediatric anesthesia cases annually, or
8. President of Wake Up Safe.

Section 4. Application for PALC Membership. Any member of SPA desiring membership in PALC shall submit to the President of PALC (or his or her designee) a membership application in such form and on such terms, including the submission of an initiation fee (if any) and dues, as may be established by PALC. Any member of SPA who meets these requirements and has filed such an application, been approved by the PALC Board (by majority vote), been approved by PALC as a whole (by majority vote), and paid any required initiation fee and/or dues, shall be designated as a member of PALC.

The membership year shall begin on January 1 and conclude on December 31. Membership shall renew automatically as long as the requirements of Section 3 are met.

Section 5. Termination, Resignation and Reinstatement of PALC Membership. Membership in PALC shall be automatically terminated for nonpayment of PALC dues and may otherwise be terminated by the PALC Board pursuant to procedures identical to those set forth in Section 4.4 of the SPA Bylaws with respect to termination of SPA membership. Any PALC member may resign from PALC by delivery of a written resignation to the President of PALC, but such resignation shall not relieve the member so resigning from the obligation to pay any unpaid dues, assessments or other charges which accrued on or before the date of such resignation. Reinstatement may ensue upon written request signed by the former member and filed with the President of PALC, by the affirmative vote of not less than two-thirds of all members of the PALC Board, and upon such terms as the PALC Board may deem appropriate, including receipt of any dues, assessment or other charges imposed by the Council Board, including, but not limited to, those previously accrued. Members retiring from, resigning, or otherwise losing the position(s) described in Section 3 will be permitted to continue as a member of PALC through the remainder of the membership year in which eligibility is lost.

Section 6. PALC Officers and Board of Directors.

(a) **Officers and Directors.** PALC shall elect, from among its membership, Officers and Directors of PALC. Officers and Directors shall be selected on the schedule and for the term of office as specified below. The sole initial Officer of PALC shall be a President nominated by the PALC Board of Directors and approved by majority vote of the members of PALC. The PALC Board of Directors shall be composed of the President and two (2) at-large Board members. Of the at-large Board members, one (1) will serve as the Chair of the Board of Directors. With respect to its Officers and Directors, PALC shall, unless specified in this Section 6 and insofar as reasonably possible, function in accordance with the provisions of Sections 6.4 through 6.16 and Sections 7.2 through 7.8 of the SPA Bylaws. The person serving as PALC President shall, during his/her term as such, also

serve on the Board of Directors of SPA. This position on the Board of Directors of SPA shall be as a full voting member. The PALC President shall provide the SPA President and Board of Directors with such updates regarding PALC affairs as may be requested from time to time.

(b) **Terms of Office.** The PALC President shall serve for a two (2) year term and may be elected to two (2) consecutive terms for a total of four (4) years. At-large members of the PALC Board of Directors shall serve for staggered three years terms and may be elected to two (2) consecutive terms. Directors elected to initial one (1) or two (2) year terms at the formation of the Council may serve for an additional two (2) terms if reelected by the PALC membership. A term-limited Officer or Director may regain eligibility for election after a period of two (2) years of non-elected status. PALC Officers and Directors who do not maintain membership eligibility as specified in Section 3 shall be permitted to serve the remainder of the membership year or until a new Officer or Director is elected but shall not be eligible for reelection.

(c) **Elections and Quorum.** Elections for PALC Officers and Directors shall take place by secret ballot at PALC's annual winter (spring) meeting held in conjunction with the annual winter (spring) meeting of SPA. The term of office shall commence at the conclusion of the annual winter (spring) meeting. Quorum shall be 50% of the number of PALC members in good standing plus one.

(d) **Duties of the PALC President.** The PALC President shall serve as the chief executive officer of PALC and, unless specified elsewhere in these Bylaws, possess the authority and responsibility for overseeing and conducting the affairs of PALC in a reasonable and prudent manner. These duties include planning and leading PALC meetings, preparing a written report of the meetings, creating a strategic plan and roadmap for the Council for the term of the Presidency, executing that roadmap, reporting to the PALC Board on the annual performance of financial, roadmap and operating metrics, and developing leadership and management capability among the members of PALC. Unless specified elsewhere in these Bylaws, the President may appoint or assemble any style of cabinet, work group, or task force(s) as necessary to assist in the business of PALC which may be comprised of PALC members and non-members. The President shall select one (1) PALC member to serve on the WUS Executive Team, which will be a two (2) year term concurrent with the PALC President, and which will be renewable for one (1) two (2) year term corresponding to the PALC President's term of renewal. The President shall report to the PALC Board of Directors on his/her activities and the work groups he/she oversees approximately every three (3) months. Any cabinet, work group, or task force appointed by the President shall serve only during the term of the President who appoints it.

(e) **Duties of the PALC Board of Directors.** The PALC Board of Directors shall maintain leadership continuity of PALC during transition of the presidency and oversee the executive functions of the president during his/her term. The PALC Board shall review the budget as prepared by the PALC President and the amount of the annual dues or assessments to be approved by the PALC membership at the annual winter (spring) meeting. The PALC Board of Directors is responsible for leadership development and succession planning for PALC Officers and Directors, ensuring a sound strategic plan for

PALC, and identifying important public relations and financial matters that require the president and PALC to plan and act on. The PALC Board of Directors shall annually evaluate the performance of the PALC President and communicate the results of the evaluation to the PALC President. The Chair of the Board of Directors and the President shall communicate regularly. The PALC Board shall oversee the development and execution of the strategic plan and ensure the completion of any required legal or other documents required for the operation of PALC.

Section 7. **PALC Committees.**

(a) **PALC Nominating Committee.** Not later than 180 days before the date of each annual winter (spring) meeting of PALC, the Board of Directors shall appoint from among its members a nominating committee which shall be responsible for preparing a slate of candidates for vote at the upcoming meeting of PALC. The President shall not serve on the nominating committee.

(b) **Ad Hoc PALC Committees.** The PALC Board may designate and appoint one (1) or more additional committees to carry out such duties or activities, as it may deem necessary. Board Committee actions will be reported to the PALC Board and shall be subject to the approval of the PALC Board before implementation. A chair of each committee will be designated by the Chair of the PALC Board of Directors, and at least one (1) member of each committee shall be a member of the PALC Board. The membership of such committees may be PALC members or non-members. The term of any such committee or chair shall not extend beyond the term of the PALC President.

(c) **PALC Bylaws Committee.** The President shall nominate and the PALC Board shall approve the appointments to a PALC Bylaws Committee from among the members of the PALC. The Bylaws committee is charged with reviewing and updating these Bylaws upon the recommendation of the PALC President, the PALC Board of Directors, or the members of PALC. Bylaws changes may be made by an affirmative 2/3 vote by the PALC membership at the annual winter (spring) meeting of PALC.

(d) **Miscellaneous Provisions Regarding PALC Committees.** Unless otherwise specified, there shall be no limit upon the number of terms or committees which a person may serve upon any standing committee of the PALC. Elections, notices of meeting, quorum requirements, filling of vacancies and other matters, actions and limitations of committees of PALC, not specifically defined in this Section 7 shall be conducted as provided in Article VIII (Committees and Sections) of the SPA Bylaws, as if such committees were a committee appointed directly by the Board of Directors of SPA.

Section 8. **Meetings of PALC Members.**

(a) **Face to Face Meetings.** Meetings of the membership of PALC shall be held in conjunction with the winter (spring) meeting of SPA and the fall meeting of Society of Academic Anesthesiologists Association (SAAA) or at such other times and places as determined by the PALC Board.

(b) **Electronic or Telephonic Meetings.** Subject to approval by the PALC Board, PALC may meet by electronic or telephonic means. Meeting notice must be given by email or other Board-determined means as least two (2) weeks in advance of any electronic or telephone meeting. Quorum will be as specified in Section 6(c).

(c) **Electronic Voting.** Matters requiring vote other than the election of Officers and Directors may be submitted to the membership and tallied by electronic means in the manner permitted by law.

Section 9. Incorporation of Various Articles of the SPA Bylaws by Reference. For the purposes of the operation, administration, and management of PALC, the provisions of Articles IX (Contracts, Checks, Deposits and Funds), X (Certificates of Membership), XI (Books and Records), XII (Fiscal Year), XIII (Dues), XV (Waiver of Notice), XVI (Indemnification), XVII (Prohibited Activities), and XVIII (Gender) of the SPA Bylaws are incorporated in these Bylaws and shall apply to PALC, provided that in interpreting the provisions of such Articles whenever reference is made therein to SPA such reference shall be deemed to refer to PALC.