

**BYLAWS
OF
PEDIATRIC ANESTHESIOLOGY
PROGRAM DIRECTORS' ASSOCIATION**

Adopted February 26, 2020

**ARTICLE I
Name**

There shall be, within the Society for Pediatric Anesthesia (hereinafter called "SPA"), a subspecialty section which shall be known as Pediatric Anesthesiology Program Directors' Association (hereinafter called "PAPDA").

**ARTICLE II
Purposes**

PAPDA is formed to support and enhance graduate medical education in the specialty of pediatric anesthesiology and to promote dialogue among PAPDA members from accredited fellowship programs located in the United States of America including the Commonwealth of Puerto Rico and Canada.

**ARTICLE III
Membership**

Any program accredited by the Accreditation Council for Graduate Medical Education or the Canadian Royal College of Physicians and Surgeons to provide training programs in Pediatric Anesthesiology may have members of the PAPDA. The Policies and Procedures shall outline any categories of membership or sections that may be established as well as the purposes and benefits thereof.

Each member program shall have one vote on all matters relating to the election of officers, the adoption and amendment of Bylaws, and all other matters on which the PAPDA Board of Directors, its designees, committees, task forces or other bodies shall request a vote of the membership. The program's vote will be cast by the program director or his/her designee as outlined in Article VIII below.

If dues are set forth by the PAPDA Board of Directors, the Board may determine that no program may vote on any matter unless the payment of dues set with respect to membership is current.

Any member program director may endorse PAPDA membership of physician faculty from their institution. Such endorsed members may serve on all committees, and in any role or position, except for as noted in Article V below.

ARTICLE IV Meetings

There shall be at least two yearly meetings of the PAPDA as follows:

- A. A meeting of the PAPDA is usually held in the spring of each year, in conjunction with the meeting of the SPA or at such other time and place as determined by the Board of Directors.
- B. An additional meeting is also held in the fall of each year, in conjunction with the meeting of the Society of Academic Anesthesiology Associations and Perioperative Medicine or at such other time and place as determined by the Board of Directors.
- C. The Board of Directors of the PAPDA may also call additional meetings as the need arises.

ARTICLE V Board of Directors and Officers

The elected Board of Directors of the PAPDA shall be chosen from among the membership categories as outlined in the Policies and Procedures. A list of members of the Board of Directors shall be maintained as an attachment to these bylaws and shall be updated at least annually following elections.

The Board shall consist of a President, a President-Elect, the Immediate Past President, a Secretary-Treasurer and three At-Large Board Members. One member each from the American Board of Anesthesiology and the Anesthesiology Residency Review Committee may be invited to serve on the board in an ex-officio status. The person serving as PAPDA 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 PAPDA President shall provide the SPA President and Board of Directors with such updates regarding PAPDA affairs as may be requested from time to time.

The Secretary-Treasurer shall succeed to the President-Elect, and the President-Elect shall succeed to the Presidency. The Board position of Secretary-Treasurer shall be filled by active fellowship program directors only. Should the program director status of an officer change during term of office, that officer shall remain in office for the duration of the term to which they were elected or appointed unless the officer elects to step down. The officer may continue with board succession provided they maintain a leadership role in education (example-Vice Chair of Education). If any officer is unable to serve a full term or chooses to step down, for any reason, the successor (as outlined) shall assume the new office for the remainder of the term and for the term to which that person was elected, and a new Secretary-Treasurer shall be elected to fill the subsequent Board of Directors vacancy.

The Immediate Past President role is a hereditary position filled by the outgoing president. This member may remain in the role as a non-Program director. In the case of a vacancy, this position on the Board shall remain unfilled.

Other offices may be created and filled at any meeting of the Board of Directors. Terms of office shall typically be three (3) years for At-Large board members and two (2) years for President, President-Elect, Immediate Past President, and Secretary-Treasurer. Individual terms may be lengthened from time to time by Officers of the PAPDA to ensure that there is at least one (1) Board of Director member in continuity from year to year.

The Board of Directors of the PAPDA shall serve as the governing and policy making body of the PAPDA. No officer or Board Member may serve consecutive terms in the same office. A period of at least one (1) year must separate terms in the same office.

ARTICLE VI Duties of Officers

The President or his/her delegate shall prepare the agenda for and preside at the meetings of the full PAPDA and the Board of Directors. In addition, the President or her/his delegate shall be responsible for communications with the governing bodies of the Society for Pediatric Anesthesia, the Pediatric Anesthesia Leadership Conference, the National Resident Matching Program (NRMP), the Association of American Medical Colleges (AAMC) including the Electronic Residency Application Service (ERAS), the Society for Academic Anesthesiology Associations, and all other external organizations on behalf of PAPDA.

The President-Elect shall serve in the place of the President when necessary and shall otherwise function as a member of the Board of Directors of the PAPDA.

The Secretary-Treasurer shall ensure that the proceedings of meeting of the PAPDA and Board of Directors are recorded, shall administer elections, and shall oversee the collection of dues. The Secretary-Treasurer shall be responsible for development of the budget for approval by the Board of Directors and shall oversee the distribution of funds and investments. The Secretary-Treasurer is also charged with maintaining an active membership roster, welcoming new members, tracking committee chair positions, and updating the Board of Directors list attached to these bylaws.

The Immediate Past President shall provide counsel to the President, offer mentorship to PAPDA members, and seek to identify and recruit members into leadership roles and committees of the PAPDA. The Immediate Past President shall serve on the SPA Education Executive Committee.

The Board of Directors shall meet as often as necessary throughout the year and shall represent the PAPDA as necessary. Meetings of the Board of Directors may be called by any Board member. Because it will not always be possible to discuss all issues of current interest at the meetings of the PAPDA, the Board of Directors may solicit and be guided by the opinions of the membership. The Board of Directors shall have sole discretion and is empowered to act on behalf of the membership.

ARTICLE VII Committees and Sections

The PAPDA Board of Directors shall establish ad-hoc committees as needed. All members are eligible for committee chairmanship or membership.

The Board of Directors may establish sections to advance the purposes of the PAPDA and interests of its members. The Policies and Procedures shall detail the purpose of each section and the reporting relationships within the PAPDA.

ARTICLE VIII Quorum and Voting

All voting for both elections and other referenda shall occur electronically. Each ACGME-accredited fellowship program is granted one (1) vote, which is to be cast by the recognized program director of that program. Non-program director members may provide counsel to program directors but are not eligible to vote.

Voting shall occur at least annually following the spring meeting for election of new Board of Directors members, including in most cases one (1) At-Large Board of Directors member each year. Additional votes may be initiated at any time when full membership referenda present themselves.

When a vote is taken on any matter related to the PAPDA, the electronic ballot shall be available for at least fourteen (14) days, a simple plurality of votes will determine the outcome, and the matter shall be acted upon affirmatively on a favorable vote, except as noted in Article XI below.

As all voting occurs electronically, there is no quorum requirement for meetings.

ARTICLE IX Annual Dues, Expenses and Budget

The annual dues shall be established by the Board of Directors.

In general, the expenses of the PAPDA shall be expected to be funded through PAPDA dues or other revenues generated by the PAPDA and no liabilities or expenses of the PAPDA in excess of such sums shall be incurred without the prior approval of the SPA Board of Directors. The PAPDA Board shall annually prepare a budget reflecting reasonably anticipated dues and other sources of revenues, as well as budgeted expenses, and shall submit such budget to the SPA Board of Directors for review and approval not less than thirty (30) days prior to the commencement of each fiscal year of the SPA. The PAPDA Board may otherwise adopt policies and procedures applicable to the PAPDA, subject to the advance approval of the SPA Board of Directors. All funds of the PAPDA shall be deposited into an account which shall be under the supervision of the Secretary/Treasurer of the PAPDA and all requests for disbursements from such account shall require the approval of the Secretary/Treasurer of the PAPDA.

ARTICLE X Fiscal Year

The fiscal year of the PAPDA shall be set by the PAPDA Board of Directors.

ARTICLE XI
Amendment to, and Revision of, the Bylaws

Any amendments to, or revisions of, these Bylaws may be made in accordance with the following guidelines:

- A. Amendments/Revisions to the bylaws may be adopted by electronic voting as outlined in Article VIII.
- B. Amendments/Revisions shall be circulated electronically to the entire membership and at least thirty (30) days shall be provided for voting.
- C. The proposed amendment/revision to the Bylaws will be adopted upon an affirmative vote of sixty percent (60%) of responding programs.

The attached Board of Directors roster is not part of these Bylaws and does not require Bylaws amendment for updates by the Secretary-Treasurer.

ARTICLE XII
Indemnification

The PAPDA shall indemnify any officer, board member, committee member, member, employee, agent or any other person acting on its behalf pursuant to fulfilling responsibilities on behalf of the PAPDA who is made a party to any legal proceeding or is threatened with any legal action relating to activities on behalf of the PAPDA to the maximum extent permitted by law provided such person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the PAPDA, with respect to any action or proceeding, and had no reasonable cause to believe the conduct was unlawful.

ARTICLE XIII
Incorporation of Various Articles of SPA Bylaws by Reference

For the purposes of the operation, administration, and management of the PAPDA, 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 the PAPDA, provided that in interpreting the provisions of such Articles whenever reference is made therein to SPA such reference shall be deemed to refer to the PAPDA.

ATTACHMENT A
MEMBERS OF PAPDA BOARD OF DIRECTORS

[to be provided]