

BYLAWS OF

The Pediatric Pulmonology Division Directors Association

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ARTICLE I

NAME AND STATUS

The name of this group will be the “**Pediatric Pulmonology Division Directors Association**” (the “Group”). The Group will initially be operated as a committee/working group of the American Thoracic Society, Inc. (“ATS”). All Group-related materials and information are therefore owned by the ATS, and all Group-related agreements are entered into in the name of the ATS.

ARTICLE II

PURPOSES

The Group will be composed of Division Directors in Pediatric Pulmonology in the United States. The purpose of the Group is to foster common knowledge and best practices regarding the organization and management (to include clinical, research, education, and advocacy activities) of Divisions of Pediatric Pulmonology within medical institutions across the United States.

ARTICLE III

MEMBERSHIP AND MEETINGS

1. Membership.

Regular Membership will be open to Division Directors from institutions with Pediatric Pulmonology divisions/sections that include the clinical practice of Pediatric Pulmonary Medicine, serve an academic mission with training of students/resident/fellows, participate in research and scholarly activity, and serve children through advocacy activities. Membership may be granted to those who also serve as

Clinical Directors. Honorary membership will be granted to those who previously served as such Division Directors, and have now gone to pursue more senior administrative positions.

2. **Meetings.** There shall be two annual meetings of the Group, which will be held in conjunction with the annual ATS International Conference and at the North American Cystic Fibrosis Conference. Additional meetings of the Group may be held when deemed necessary by the Executive Committee or the President.

3. **Expulsion or Disciplinary Action.** Any member may be expelled for adequate reasons as determined by a two-thirds vote of the Executive Committee. Any member proposed for expulsion for other reasons is given advance written notice, including the reason for the proposed expulsion, and the opportunity to contest the proposed expulsion in writing to the Executive Committee. The Executive Committee may take other disciplinary actions, including but not limited to, reprimand or suspension, in accordance with ATS-approved policies and procedures. .

ARTICLE IV

OFFICERS

1. **Positions.** The officers of the Group shall be a president, a president-elect, and an immediate past-president, and such ex-officio officers as the Executive Committee may from time to time appoint.

2. Duties.

(a) All officers shall perform the duties and have the powers commonly incident to their respective offices and any and all other powers and duties prescribed by the Executive Committee and the bylaws.

(b) The president shall preside at all meetings of the Executive Committee and the meetings of the members of the Group.

3. Terms. The president-elect shall be elected by and from the regular members of the Group at the ATS International Conference, with his or her term commencing at the North American Cystic Fibrosis Conference. The individual elected shall serve for two years as the president-elect, and shall then serve for two years as the president, and then for two years as the immediate past-president, for a total of six years as an officer.

4. Election. Members may vote in person or by ballot, be it paper or electronic, for officers in accordance with the policies and procedures adopted by the Executive Committee. The nominee receiving a plurality of the votes cast shall be declared duly elected.

5. Removal. An elected officer may be removed with or without cause by a two-thirds vote of the Executive Committee, with the officer being considered for removal not participating in the vote.

6. Vacancy. In the case of an officer's death, resignation, removal, or inability to function as an officer, the following succession will occur:

- In the case of the president, the president-elect shall become the president.
- In the case of the president-elect, another election will be held.

7. No Compensation. Officers do not receive compensation for their services, but shall be reimbursed for authorized expenses.

ARTICLE V

Executive Committee

1. Executive Committee. The Executive Committee oversees and directs the Group in accordance with these bylaws and applicable policies or resolutions of the ATS Board.

2. Composition. The Executive Committee shall consist of the president, immediate past president, president-elect, and three at large members.

3. Election and Terms. At-large Executive Committee members will be nominated by the President and approved by the Executive Committee. Executive Committee members will serve for three-year terms, and can serve multiple terms if so decided by the majority of the Executive Committee.

4. Meetings of the Executive Committee. The Executive Committee shall meet in person/teleconference at least three times annually. A majority of voting members of the Executive Committee shall constitute a quorum, and a majority vote shall carry an action where a quorum is present.

ARTICLE VI

SUBCOMMITTEES

1. Nominating Committee. The Nominating Committee shall consist of three (3) members, elected by the Executive Committee from the general membership. No member elected by the Committee shall serve for more than three consecutive years. The Nominating Committee shall issue an annual call for nominations for president-elect from the general membership. The Nominating Committee shall determine a slate of three candidates which will be approved by the Executive Committee and presented biannually to the members of the Group for election by the regular membership.

2. Other Committees. The Executive Committee may form or disband such other committees or work groups as it deems necessary or desirable.

ARTICLE VII

POLICIES AND PROCEDURES

The Executive Committee may establish policies and procedures that are consistent with these bylaws. Except as otherwise provided, Robert's Rules of Order Revised shall be the guiding parliamentary authority of this Group.

ARTICLE VIII

INDEMNIFICATION

Executive Committee members, and other volunteers or agents of the Group, shall be indemnified by the ATS against claims of liability arising in connection with their positions or activities on behalf of the Group to the full extent permitted by law. However, in no circumstances shall they be indemnified for activities that are fraudulent, grossly negligent, or beyond their authority under these Bylaws or otherwise.

ARTICLE IX

AMENDMENTS

Amendments to these Bylaws may be proposed by the Executive Committee, or in writing to the President by 20 or more members of the Group. These Bylaws may be amended by a two-thirds affirmative vote of the Executive Committee, subject to the approval of the ATS Board.