

**BYLAWS OF THE
ASSOCIATION OF PAIN PROGRAM DIRECTORS**
(revised April 2018)

ARTICLE I. NAME AND INCORPORATION

The name of corporation is the ASSOCIATION OF PAIN PROGRAM DIRECTORS, hereafter called the “ASSOCIATION”.

ARTICLE II. MISSION

The Association is an organization of academic physicians and clinicians practicing pain medicine. The purpose of the Association is to advance pain medicine-related education, research, treatment, and professional practice.

ARTICLE III. MANAGEMENT OF THE ASSOCIATION

The Association shall maintain an agent as specified in the state in which the Association is incorporated and may have other offices as appropriate for the management of the Association.

ARTICLE IV. MEMBERSHIP

Membership in the Association shall be of four classes. All members shall support the mission of the Association.

Section 4.1 Program Director Membership: Program director membership shall be composed of program directors for an ACGME accredited pain fellowship. Each program director member shall be entitled to one vote. Only program director members may hold office with the Association.

Section 4.2 Associate Membership: Any pain fellowship faculty member, associate program director, pain fellow, or resident in one of the pain-medicine related specialties (anesthesiology, emergency medicine, PM&R, psychiatry, psychology, family medicine, neurology, or radiology) can become an associate member. Associate members are not entitled to a vote in elections, nor may they hold office.

Section 4.3 Honorary Membership: Honorary members shall be conferred by the Board of directors on an individual who has made distinguished contributions to the training of pain medicine physicians or has in other ways furthered the objectives of the Association. A maximum of two honorary members shall be elected by the Officers and Board of Directors per year. Honorary members need not be elected annually. Honorary members shall have no vote, nor hold office, and shall be exempt from payment of dues.

Section 4.4 Corporate Membership: Organizations who have demonstrated a sustained interest in the mission of the Association may apply for corporate membership. Corporate membership applications shall be approved by the Officers and Board of Directors. Policies governing the rights and privileges of corporate members shall be determined by

the Officers and Board of Directors. Corporate members shall have no vote nor hold office.

Section 4.5 Dues and Assessments: The Officers and Board of Directors shall determine the annual dues and assessments to the various classes of membership. Annual dues shall be payable as set forth by the board. Any member who is required to pay dues and who has failed to pay them within the current dues cycle shall forfeit membership unless all indebtedness to the Association is met within sixty days of notification.

Section 4.6 Termination of Membership: A member can lose membership for conduct injurious to the Association, or which is in violation of the Association's objectives or code of ethics. The Officers and Board of Directors shall establish rules and regulations to insure that any disciplinary action including loss of membership accords due process to an accused individual. Termination process shall be under the jurisdiction of the Board of Directors. A member subject to termination shall receive due process.

Section 4.7 Resignation: A member may resign at any time by giving written notice to the secretary. Dues and assessments paid shall not be refunded.

ARTICLE V. POLICIES AND PROCEDURES

The Officers and Board of Directors shall enact, and make public, policies and procedures to govern the working of the Association not specifically addressed by the Bylaws. Such policies and procedures must be consistent with the Bylaws. A majority of all Directors is required to enact or modify the policies and procedures.

ARTICLE VI. MEETINGS

Section 6.1 Annual Business Meeting: The Association shall meet annually at a place, date, and time designated by the Officers and Board of Directors. Additional business meetings may be scheduled by the Officers and Board of Directors as necessary to conduct the business of the Association.

Section 6.2 Special Meetings: Special meeting may be called at the discretion of the President or by a majority of the Board of Directors or by written request to the President from thirty percent of the voting members in good standing. The President, with approval by the majority of the Board of Directors, shall establish the place, date and time of any special meetings.

Section 6.3 Quorum: A quorum for the transaction of business shall consist of ten voting members present. A simple majority shall be necessary for the adoption of any matter voted upon by the members present.

Section 6.4 Notice of Meetings: Notice of all meetings of the Association shall be sent to all members no less than twenty, or more than sixty days, prior to the selected date.

Section 6.5 Conduct of Business Meetings: Unless otherwise provided by these Bylaws, *Sturgis, Standard Code of Parliamentary Procedure* shall govern the conduct of all duly organized meetings of members.

Section 6.6 Voting: At all business meetings of the Association each Program Director member shall have one vote and may take part in voting in person only. If unable to attend the Association business meeting a Program Director member may delegate his or her vote to a proxy associate member from the same institution. Unless specified by these bylaws, a majority vote of voting members present shall govern.

ARTICLE VII. OFFICERS

Section 7.1: The officers of the association shall be a President, a President-Elect, a Secretary-Treasurer, and an Immediate Past President.

Section 7.2 President: The President shall be the Chief Executive Officer of the Association and shall preside at the Annual Business meeting and at the meetings of the Board of Directors. The President shall be responsible for executing policies determined by the Board of Directors and shall act as the chief spokesperson for the Association. The President shall be an ex-officio member, without vote, of all committees of the Association except as otherwise provided by these Bylaws. The President shall make all required appointments of standing and special committees with the approval of the Board of Directors. The President shall serve for a term of one year, and may not be reelected. The President must have been a voting member of the Association for at least two years prior to assuming the Presidency.

Section 7.3 President-Elect: The President-Elect shall succeed to the presidency. The President-Elect shall assist the President and shall substitute for the President when required to and shall chair meetings in the absence of the President. The President-Elect shall have served for at least a year as the Secretary/Treasurer or a member of the Board of Directors prior to assuming the position. The President-Elect shall be an ex-officio member, without vote, of all committees of the Association except as otherwise provided by these Bylaws. The President-Elect shall serve for a term of one year.

Section 7.4 Immediate Past President: The Immediate Past President shall assist the President and the President-Elect in the performance of their duties. The Immediate Past President shall serve for a term of one year.

Section 7.5 Secretary-Treasurer: The office of the Secretary-Treasurer shall be held by one person. The Secretary-Treasurer shall be responsible for minutes of all business meetings and the meetings of the Board of Directors. The Secretary-Treasurer shall be responsible for the proper delivery of all notices to members. The Secretary-Treasurer shall be responsible to see that accurate records are kept for all members.

The Secretary-Treasurer shall supervise the Association's funds and all financial activities of the Association. The Secretary-Treasurer shall be responsible for a full and accurate record of receipts and disbursements of funds that belong to the Association.

The Secretary-Treasurer shall be responsible for depositing all monies and valuable effects in the name of the Association and to the credit of the Association in such depositories as may be designated by the Officers and Board of Directors. The Secretary-Treasurer shall disburse funds of the Association as may be ordered by the Officers and Board of Directors. The Secretary-Treasurer shall render to the Officers and Board of Directors at their meetings, or when the Officers and Board of Directors so requires, and to the membership at the Annual Business Meeting an account of all the transactions as Treasurer, of the financial condition of the Association.

The Secretary-Treasurer shall have the authority to sign all checks and disbursements. Additionally, checks and disbursements shall be signed by agents of the Association as determined by the Officers and Board of Directors from time to time. The Secretary-Treasurer shall retain full responsibility for such fiscal transactions. A single signature shall suffice.

The Secretary-Treasurer shall be elected from the voting members of the Association. The Secretary-Treasurer shall serve as the Chair of the Finance Committee.

The Secretary-Treasurer shall serve in that capacity for one year and then shall succeed to become the President-Elect.

Section 7.6 Vacancies: Vacancy of the presidency shall be filled by the President-Elect. Vacancy in all other officers shall be filled by appointment of a member of the Association by the President, subject to approval by the Board of Directors, for the unexpired portion of the term.

ARTICLE VIII. BOARD OF DIRECTORS

Section 8.1 Duties: The affairs and policies of the Association shall be supervised by the Board of Directors, hereafter the "Board". The Board shall be responsible for the actions of the officers of the Association, and shall have sole power to take disciplinary action against any member and shall have authority to hire and dismiss any employee.

Section 8.2 Composition: The Board shall consist of eight voting members of the Association. The members shall be three officers, namely the President, the President-Elect, and the Secretary-Treasurer. The other members include the Immediate Past President and four elected Directors-at-Large. The President shall be the Chairperson of the Board and the President-Elect shall be the Vice Chairperson of the Board. The Board of Directors may appoint an Executive Director who shall be an ex-officio member of the Board without a vote.

Section 8.3 Term of Members of the Board of Directors: The officers and Immediate Past President shall serve one year terms as specified in Article VII. The four Directors-at-Large shall serve for two years.

Members of the Boards of Directors shall take office immediately at the end of the annual meeting held in conjunction with the American Society of Regional Anesthesia Pain meeting.

Section 8.4 Nomination of Officers and Directors-at-Large: The Nominating Committee shall solicit voting members for nominations of persons for election as officers and Directors-at-Large. Nominations shall be submitted to the Chair of the Nominating Committee.

The Nominating Committee shall prepare and submit a slate of officers and Directors-at-Large. Each nominee is required to give a written consent that he or she is willing to serve. Elections for officers and Directors-at-Large shall be administered on-line by the Secretary/Treasurer at least 30 days prior to the annual meeting. Ballots shall be distributed to all current Association members with a written statement from each candidate.

The officers and Directors-at Large shall be elected by a simple majority of the members voting. A tie in the number of votes for any position shall be resolved by a repeat election by members of the Association.

Section 8.5 Vacancies: Any vacancy occurring on the Board except the President shall be filled by a voting member of the Association appointed by the President, subject to approval by the Board. Such an appointed member shall serve until the expiration of the term of his or her predecessor. A vacancy in the Presidency shall be filled by the President-Elect, who will then become President for the unexpired portion of the term of the former President, in addition to the scheduled duration of his or her presidency.

Section 8.6 Meetings: The Board of Directors shall hold at least one meeting a year at a place and time designated by the President. Other meetings, which may include conference calls, may be held at the call of the President or of any four members of the Board when necessary or desirable.

Written notice of such meetings shall be sent to all members of the Board not less than 15 days prior to the selected date. A quorum shall consist of four members of whom two must be elected officers.

Section 8.7 Voting: Each voting member of the Board shall have one vote. Voting rights of a director shall not be delegated to another nor excused by proxy.

Section 8.8 Forfeiture of Office: Any officer or member of the Board may resign his or her position, subject to approval by the Board. Officers and board members are required to be the official Program Director of an ACGME-accredited Multidisciplinary Pain Medicine Fellowship Program at the time of their election throughout their service as an officer or Board member. If one is no longer a PD during the course of their service, the person will forfeit their office and the open position will be subject to an electronic vote via email. In addition, officers and Board members are required to be an official PD of an

ACGME-accredited Multidisciplinary Pain Medicine Fellowship Program at time of their election and must remain in academic medicine in a meaningful capacity throughout their officer-ship. If an officer (President, Past President, President Elect, or Secretary/Treasurer) is no longer actively involved in academic medicine in a meaningful capacity during the course of service to the APPD, the individual will forfeit their leadership position. Any vacant officer positions (President, President Elect, Secretary/Treasurer) will be voted upon at the subsequent or following annual APPD meeting via the nomination and election process described previously.

Any PD in good standing within the APPD can motion that a member of the Board or an officer receive a vote of “no confidence” which, if passed by the majority of PDs present at an APPD meeting, would remove this individual from their position on the Board or as an officer. This vote would be facilitated in accordance with the by-laws outlined herein.

Section 8.9 Executive Director: The Board may appoint an Executive Director who shall be responsible for the daily management of the affairs of the Association and who shall supervise the activities and functions of the Association’s central office. The terms and conditions of this appointment shall be specified by the Board of Directors.

The Executive Director shall assist the President, other officers and committees in the performance of their duties as requested by such officers and committees. The Executive Director shall be an ex-officio member, without vote, of all standing committees except as otherwise provided by the Bylaws.

The Executive Director shall report directly to the President. The Executive Director shall not make any public statement on behalf of the association unless specifically instructed to do so by the Board on a specific matter.

ARTICLE 1X. COMMITTEES

Section 9.1 Executive Committee: The three elected officers, namely the President, the President-Elect, and the Secretary-Treasurer, and one representative of the Board of Directors shall constitute the Executive Committee of the Board of Directors. The representative of the Board shall be elected by a vote of the members of the Board, following policies and procedures enacted by the Board, and shall serve a two-year term on the Executive Committee.

Section 9.2 Nominating Committee: The Nominating Committee shall be a committee of the membership and shall be composed of five voting members of the Association in good standing. The members of the committee shall be the Immediate Past President, the President, the President-Elect, and two members who have not been members of the Board. The two members are to be selected by the voting membership at alternate annual meetings, between the election of the officers and members of the Board. The Immediate Past President shall chair the Nominating Committee.

Section 9.3 Finance Committee: The Finance Committee shall be composed of the Secretary-Treasurer, the President, the President-Elect, and one member of the Board

who is appointed by the President and not a member of the Executive Committee. The committee shall make recommendations to the Board with regard to annual budget, reserve funds, investments, depositories and other matters of financial policy.

Section 9.4 Other Committees: Other committees shall be established or discontinued by a resolution of the Board. The President may appoint such ad hoc committees and task forces as necessary to carry out the aims of the Association with approval of the Board. An ad hoc committee or task force shall terminate with the expiration of the president's term of office unless continued by incoming president, with approval of the Board.

ARTICLE X. RECORDS

The Association shall keep and maintain correct and complete books and records of accounts and shall also keep minutes of the proceedings of its annual membership meeting, Board of Directors meetings, and shall keep at its principal office a record of the names and addresses of its membership. Members may inspect these records for any proper purpose with written notice being received by the Executive Director 15 days prior to the date of inspections.

ARTICLE XI. FISCAL YEAR

The fiscal year of the association shall commence on January first and ends on the thirty-first of December.

ARTICLE XII. AMENDMENT OF THE BYLAWS

On resolution by the majority action of the Board or by a written proposal signed by 20 voting members of the Association, these bylaws may be amended by a simple majority vote cast by the voting members during the annual business meeting. Ballots shall be presented to the voting members during the annual business meeting. The change in Bylaws becomes effective at the end of the annual business meeting.

ARTICLE XIII. DISSOLUTION OF THE ASSOCIATION OF PAIN PROGRAM DIRECTORS

In the event of dissolution of the Association of Pain Program Directors, the officers and directors shall not be liable for any debts of the Association, nor shall they receive any of the assets. In the event of dissolution, The Board shall, after paying all of the liabilities of the Association, dispose all of the remaining assets of the Association to an organization selected by the Board of Directors by majority vote.