

# **Thoracic Surgery Directors Association By-Laws**

## **ARTICLE I: *Name and Objectives***

### **Section 1. Name**

The name of this organization is the Thoracic Surgery Directors Association, hereinafter referred to as "the TSDA."

### **Section 2. Objectives**

The objectives of the TSDA are to -

1. Provide a forum for the interchange of ideas and information relating to the education and training\_of thoracic surgery residents and fellows;
2. Assist in the identification and solution of educational and administrative problems that may arise in the conduct of thoracic surgery residencies, subspecialty tracks and formal post residency and fellowship programs;
3. Serve as the advocate of resident education in the various professional agencies, boards, councils and committees that influence the specialty of Thoracic Surgery;
4. Represent the Directors of residencies in Thoracic Surgery that have been approved by the Accreditation Council on Graduate Medical Education (ACGME). These individuals shall hereinafter be referred to as the Directors;
5. Serve as the administrative sponsor of the Thoracic Surgery Residents Association (TSRA) and ensure resident representation in TSDA activities and;
6. Serve as administrative sponsor to the Thoracic Surgery Residency Coordinators Association and assure coordinator representation in TSDA activities.

## **ARTICLE II: *Registered Office and Registered Agent***

TSDA shall have and continuously maintain in the State of North Carolina a registered office and a registered agent whose office shall be identical to such

registered office, and may have other offices within or outside the State of North Carolina as the Executive Committee may from time to time determine.

### **ARTICLE III: *Membership and Responsibilities***

#### **Section 1: Types of Membership**

There shall be four types of membership: Director, Associate, Emeritus, and Honorary.

#### **Section 2: Director Members**

Each Director of an approved Thoracic Surgery residency program or Thoracic Surgery subspecialty program is eligible for membership in the TSDA. The application form shall be furnished by TSDA to each eligible applicant upon request of the applicant, or upon invitation for membership initiated by TSDA. The applicant will also be furnished with a citation from the Bylaws setting forth the objectives of TSDA and the responsibilities for Director Membership. Once admitted, a Director Member is expected to participate in TSDA deliberations and endeavors, including a uniform Matching Program for resident selection as specified in the TSDA Policies and Procedures Manual. Director Member status shall be approved by the Executive Committee.

For purposes of membership in the TSDA, an "Approved Program" is defined as a thoracic surgery residency program or subspecialty program which is recommended for approval by the Residency Review Committee (RRC) for Thoracic Surgery, participates in the National Residency Match Program (the "Match Program"), and is accredited by the Accreditation Council for Graduate Medical Education (ACGME). The Director of such an Approved Program is identified by the RRC as that individual authorized to sign the applications of his/her graduates for the certifying examination by the American Board of Thoracic Surgery.

Director Members have the right to vote on all matters brought before the membership and shall be eligible for election to office and to the Executive

Committee. Director Members may also serve on other temporary or standing committees.

### **Section 3: Associate Members**

**Associate** Member status shall be approved by the Executive Committee. Such membership is available to (1) faculty members sponsored by a Director - such sponsorship is limited to two associate members per Approved Program; (2) Directors of approved Canadian residency programs in cardiac or general thoracic surgery; and (3) Directors of programs whose approved status is withdrawn by the RRC.

Under special circumstances approved by the Executive Committee, a program may petition for three Associate Members. A Director of a program which loses its approved status is eligible for Associate Member status for a period of time not to exceed three years, by which time it is expected that his/her program will have regained its approved status.

Associate Members may attend meetings, receive publications of the TSDA, and serve on temporary or standing committees. Associate Program Directors whose programs have lost accreditation are not eligible to hold office, serve on the Executive Committee, or vote on the deliberations of the TSDA. Associate Memberships will be reviewed by the Executive Committee every three years to determine whether they should be renewed.

### **Section 4: Members Emeritus**

If a member of TSDA ceases to be a Program Director after 10 or more years of service, he/she may petition the Executive Committee for continued membership as a nonvoting and non dues paying member. Members Emeritus are eligible for service on temporary or standing committees or in any other capacity and remain Members Emeritus at the discretion of the Executive Committee.

### **Section 5: Honorary Members**

Honorary membership is reserved for persons of extraordinary service to Thoracic Surgery Education. Upon unanimous recommendation of the Executive

Committee, Honorary Members shall be elected by at least a 75% vote of the Director Membership.

### **Section 6: Voting Privileges**

Each Director is accorded one vote for purposes of transacting the business of the TSDA. No proxies or substitutions are permitted without at least sixty (60) days prior written or electronic notice to the Secretary-Treasurer by the Director.

### **Section 7: Responsibilities**

Director and Associate Membership is contingent upon timely completion of annual Approved Program demographics and the necessary contact information. This will include information regarding program structure and status, as well as contact information for Directors, Associate Directors, Faculty, Coordinators, matriculated Residents and prematriculated Residents.

Director Members and Associate Members shall be responsible to pay fees, dues, and assessments of the TSDA. If a Director is newly appointed to an Approved Program, such Director must comply with the responsibilities in this Section 7 in order to be admitted as a new Director Member.

Directors or their designees, authorized as a result of prior notification to the Secretary-Treasurer, are required to attend all TSDA General Sessions.

### **Section 8: Termination**

Termination of Director Membership will occur if (1) an individual ceases to be an Approved Program Director, (2) a Director fails to participate in the Match Program without the specific authorization of the Executive Committee, (3) a Director fails to pay annual dues or meet his/her fiscal responsibility to the TSDA, or (4) a Director or his/her designee (authorized as a result of prior request to the Secretary-Treasurer) fails to attend three consecutive General Session meetings. Should an individual with specific ongoing responsibilities to the TSDA cease to be an Approved Program Director, he/she may continue to discharge those assigned responsibilities until their completion at the discretion of the Executive Committee.

Termination of Associate Membership can occur if (1) the individual ceases to be affiliated with an Approved Program, (2) the sponsorship of the Approved Program Director is withdrawn, or (3) the Associate Member fails to meet any assigned TSDA fiscal responsibilities.

## **ARTICLE IV: Officers**

### **Section 1: Officers**

The officers of the TSDA shall be elected by the Director Membership during a regular TSDA meeting and will consist of the following:

1. President
2. President-Elect
3. Secretary-Treasurer
4. Councilors (3)

### **Section 2: Terms of Office**

The President and President Elect shall each hold office for two years or until their successors are duly elected by the membership and may not succeed themselves. The President-Elect, at the end of a two-year term, shall automatically become President. The Secretary-Treasurer shall hold office for four years or until a successor is elected by the membership and may not succeed himself or herself.

The three Councilors shall each hold office for three years and may succeed themselves for one additional term. Their terms shall be arranged so that a new Councilor will be elected each year in a staggered fashion. If a Councilor vacates office for any reason, he/she may be replaced by majority vote of the Executive Committee at that time electronically with the newly selected Councilor expected to serve the length of the vacated term. If the office of the President becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the President-Elect shall become President, fill the remainder of the unexpired term, and then complete his/her two year term of office. Such unexpected progression of the President-Elect to the office of President shall result in an election of a new President-Elect by the Directors at the next meeting of the TSDA. The term of the new President-Elect shall coincide with the term of

office of the then President. Should the office of the Secretary-Treasurer or a Councilor become vacant, the Executive Committee may, by majority vote, choose a successor. Such successor(s) shall hold office for the unexpired term of the vacated office.

### **Section 3: Duties of Officers**

**President:** The President shall preside at all meetings of the TSDA and the Executive Committee; shall perform all other duties usually associated with the office of President, including the appointment of various committees as set forth in these articles, or as directed by the Executive Committee and/or the assembled members at regular meetings of the TSDA; with the aid and advice of the other officers, shall be responsible for developing a program for the regularly scheduled meetings; and as chief executive officer of the TSDA, shall be a member or ex-officio member without vote on all committees except the Nominating Committee.

**President-Elect:** If the President is absent or unable to act, the President-Elect will perform the duties and exercise the powers of the President and will be a member or ex-officio member without vote on all committees except the Nominating Committee.

**Secretary-Treasurer:** The Secretary-Treasurer shall prepare and distribute minutes of all meetings of the TSDA; shall maintain the records of the TSDA including a list of all members and their contact information; shall initiate notices of forthcoming meetings and conduct any correspondence deemed necessary by the TSDA and/or the Executive Committee; shall collect all moneys, make all authorized disbursements and render an account thereof to the TSDA each year at the first bi-annual meeting; shall obtain review of the financial records and assure proper reporting of the tax status of the TSDA each year; and shall be a member, or ex-officio member without vote, of all committees except the Nominating Committee; and shall serve as ex-officio member of TSRA executive committee and the TSRCA executive committee.

## **ARTICLE V: Committees**

### **Section 1: Types of Standing Committee**

There shall be four TSDA Standing Committees: Nominating Committee; Executive Committee; Committee on Professionalism and Ethics; and the Curriculum Committee.

### **Section 2: Nominating Committee**

The Nominating Committee shall be responsible for presenting at the second of two annual meetings of the TSDA nominees for offices which are or have become vacant. The membership of this Committee shall consist of one individual elected by the Directors, one Director appointed by the President, and the last three consecutive living past Presidents. The most senior past President still active in Thoracic Surgery education shall serve as Chairperson of the Committee. No elected member of the Nominating Committee may serve consecutive terms.

### **Section 3: Executive Committee**

Members of the Executive Committee are the President, the President-Elect, and the immediate past President, the Secretary-Treasurer and the three elected Councilors. The chairpersons of the standing committees of the TSDA shall serve as ex-officio (without vote) members of the Executive Committee. The Presidents of the TSRA and the TSDA Coordinators Association shall serve as ex-officio members of the TSDA Executive Committee.

The Executive Committee shall generally manage the affairs of the TSDA. During the interval between meetings, it shall serve as the administrative and policy making body of the TSDA. A majority of the voting Executive Committee shall constitute a quorum for the transaction of business.

Meetings of the Executive Committee shall be held at such times and places as may be agreed upon by a majority of the Executive Committee, or in the event of disagreement, as designated by the President. Binding votes of the Executive Committee may be performed as called by the President, or a majority of the Executive Committee when the matter has been previously discussed either electronically or in person with all members of the Executive Committee. These votes may be done electronically, by telephone conference, or in person as required.

#### **Section 4: Committee on Professionalism and Ethics**

Members of the Committee on Professionalism and Ethics shall address issues related to standards of conduct in the specialty and matters pertaining to ethics and discipline which involve members of the TSDA.

#### **Section 5: Curriculum Committee**

Members of the Curriculum Committee shall be responsible for regular review and updating of the "Blue Book" curriculum as well as coordination and distribution of the TSDA Education Universe. The Committee shall address curriculum issues for general surgery ("matched") residents accepted into an Approved Program for the subsequent year and for all residents enrolled in an Approved Program.

#### **Section 6: Ad Hoc Committees**

Ad hoc committees shall be appointed by the President, subject to the approval of the Executive Committee. Ad hoc committees shall be comprised of Director Members or Associate Members of the TSDA and shall perform such duties and fulfill such functions as assigned by the President or the Executive Committee.

#### **ARTICLE VI: *Executive Director***

The Executive Committee shall appoint a chief administrative officer hereinafter designated the Executive Director. The Executive Director shall be responsible for the operational management of the affairs of the TSDA under the executive direction of the President and Secretary-Treasurer. As primary custodian of the TSDA funds, the Executive Director or the parent organization shall be bonded in an amount sufficient to safeguard the financial assets of the TSDA. Directors' and Officers' insurance of an amount deemed appropriate by the majority vote of the TSDA Executive Committee shall be maintained.

## **ARTICLE VII: *Finances***

**Section 1. Fiscal Year.** The fiscal year of the TSDA shall coincide with the calendar year dating from January 1. The books shall be kept and reported on this basis.

**Section 2. Power to Execute Documents.** The President and/or Secretary-Treasurer shall have the power to execute documents and binding commitments on behalf of the TSDA consistent with the policies established by the Executive Committee.

**Section 3: Dues and Assessments.** Members and Associate Members shall contribute to the financial maintenance of the TSDA through annual dues and special assessments. The amount of dues and assessment shall be determined by the Executive Committee subject to approval by the membership in regular session. All income derived from dues, assessments, gifts or other sources shall be used for expenses incurred in attaining the objectives outlined in Article II.

## **ARTICLE VIII: *Meetings***

**Section 1: Bi-Annual Meetings.** Two TSDA meetings shall be held each year. The specific time, place, duration and format of these meetings will be determined by the President in consultation with the Executive Committee. Written notice of meetings shall be provided to each member entitled to vote at such meeting, not less than ten (10), nor more than sixty (60) days before the meeting date. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the records of the TSDA, with postage thereon prepaid. If notice is sent by facsimile, such notice shall be deemed to be provided upon confirmation of the receipt of the facsimile transmission. A majority of the membership of the TSDA shall constitute a quorum.

**Section 2: Special Meetings.** A special meeting of the TSDA may be called on a one month's notice by the President, or on written request of twenty members. The specific purposes of the meeting must be stated in the request and in the official call for the meeting.

**Section 3: Executive Committee Meetings.** There will be at least two meetings of the Executive Committee each year.

**Section 4: Quorum.** A majority of the voting membership of the TSDA shall constitute a quorum of any meeting of TSDA members. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on a matter shall be the act of the members, unless the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

#### **ARTICLE IX: *Newly Revised Robert's Rules of Order***

Any question of order not provided by these articles shall be determined by parliamentary usage as contained in Robert's Rules of Order, Newly Revised.

#### **ARTICLE X: *Amendments***

**Section 1: Amendment of Bylaws.** These articles may not be changed except by a two-thirds vote of the Director Members present at regularly called meetings, and further provided that the proposed alteration or amendment will have been moved and seconded previously at a meeting of the Executive Committee, and that printed or electronic copies of the suggested alteration or amendment shall have been circulated among the members, and that the members shall have been specifically advised that such alteration or amendment will be voted upon.

**Section 2: Suspension of Bylaws.** These articles may be suspended in whole or in part for a period of not more than twelve hours by unanimous vote of those present at any regularly convened meeting of the TSDA.

*(Revised May 10, 2008)*