

**PULMONARY PATHOLOGY SOCIETY
OPERATING PROCEDURES**

January 1, 2010

ARTICLE I – NAME AND PURPOSE

Section 1. Name. The name of the organization shall be the Pulmonary Pathology Society Inc (“the Society”).

Section 2. Purpose. The purpose of the Society is to promote excellence in education, research and the clinical practice of pulmonary pathology.

ARTICLE II – MEMBERSHIP

Section 1. Membership Categories The membership categories shall be Regular, Trainee, Associate, Emeritus, and Honorary.

Section 2. Eligibility and Dues Membership criteria and dues for the various membership categories shall be established by the PPS Council. Both are available at the Society website (www.pulmonarypath.org). The Council shall have the authority to approve membership applications. Membership shall be open to individuals or organizations who share the stated purposes of the Society. The Society shall not discriminate on the basis of criteria unrelated to professional qualifications. Members are entitled to the privileges of membership only after payment of dues. The dues year shall be from January 1 to December 31.

Section 3. Rights and Privileges Only regular members shall have the right to vote to approve amendments to the bylaws, to vote for officers of the Society, and to hold office. The PPS Council shall determine the rights of the various membership categories, including: to receive publications to sponsor abstracts for Society meetings; to attend Business Meetings of the Society; to make nominations for officers, committee positions and awards; and to receive awards, as well as other benefits.

Section 4. Regular Members An individual who holds a doctoral degree (or equivalent training/experience) and supports the mission of the Society shall be eligible for regular membership. Regular members shall have the right to vote and hold office as well as the benefits designated by the Council.

Section 5. Trainee Members Students enrolled in a graduate program leading to a degree in medicine, osteopathy, pathology or a related discipline who support the mission and aims of the Society shall be eligible for student membership. Individuals who were recently awarded a doctoral degree and who occupy a post-doctoral or residency position at an academic center, a hospital, a research institution or in industry and who support the mission and aims of the Society shall be eligible for postdoctoral membership. Trainee members shall meet other standards as set by the Council, including annual certification by the supervisor or head of the educational unit.

Section 6. Associate Members Individuals who support the mission and aims of the Society but do not have a graduate degree or evidence of scholarly work in pathology and related disciplines shall be eligible for associate membership.

Section 7. Emeritus Members A regular member in good standing may apply for transfer to emeritus

membership if that person has retired from professional duties and meets other standards as set by the Council. Emeritus Members can act as special consultants or exofficio members of boards and committees at the request of the President but cannot vote. Emeritus Members are not required to pay dues.

Section 8. Honorary Members. Distinguished academicians who have contributed to the advance of pathology shall be eligible for election by the Council to honorary membership. Honorary Members can act as special consultants at the discretion of the President.

Section 9. Forfeiture, Resignation, and Expulsion of Membership Any member in arrears of dues for more than one year shall cease to be a member in good standing and may forfeit certain benefits of membership as defined as determined by the Council. A member may resign from membership by submitting a letter to the Council. The Council shall establish criteria and procedures by which the Society may revoke the membership of any member who does not meet all ethical standards or adhere to policies and procedures of the Society.

ARTICLE III - GOVERNANCE

Section 1. Council. The Society's Council shall be the primary governing body. The Council shall establish the policies and procedures for the Society consistent with its purposes

Section 2. Members of Council Voting members of the Council shall be the Officers, consisting of the President, President-elect, Past President, Treasurer, Secretary, four Councilors (to include at least one from Europe --who must be a member of the European Pathology Society; and one from Australia or Asia), Program Committee Chair and Awards Committee Chair. The Council may invite guests, including Chairs of *ad hoc* committees of the Society, liaisons to other organizations and non-members of the Society to participate in Council meetings; such guests shall not be entitled to vote on any matter.

Section 3. Meetings of the Council The Council shall meet at least once a year. In addition to face-to-face meetings, the Council may meet by teleconference. All Council votes outside of a formal meeting, such as via facsimile or electronically, must be confirmed at the next duly called meeting of the Council. Voting members of the Council may provide a written proxy to the President, President-Elect, Treasurer, or Secretary. Each voting member of Council shall be provided with notice by mail, telephone or electronic means at least two days prior to any regular or special meeting of the Council. A quorum for conducting official business of the Society shall be a majority of the voting members of the Council, at least one of whom must be the President, President-Elect or Past President. Except as otherwise stated in these Operating Procedures, in any decision requiring a vote, a simple majority of those voting shall carry the vote. The President may invite guests to attend and participate in Council meetings as necessary.

Section 4. Duties of the Council The duties of the Council shall be to:

- (1) establish policies and procedures in accordance with the Operating Procedures;
- (2) consider for approval the nominations to committees and liaisons made by the President except for those elected directly by the membership or designated by the Operating Procedures;
- (3) review, revise, and approve the annual operating budget submitted by the Treasurer;
- (4) set dates and locations for future meetings and invite other individuals to participate in such meetings;
- (5) set the agenda for the annual Business Meeting of the Society;
- (6) establish or discontinue ad hoc committees

- (7) set the dues structure and fees;
- (8) establish benefits, rights, and privileges of members in accordance with the Operating Procedures;
- (9) consider proposals for Amendments of the Operating Procedures
- (10) Consider other matters in furtherance of the mission and aims of the Society and as permitted by the Operating Procedures.
- (11) Approve all programs and courses endorsed or sponsored by the PPS and/or posted on the PPS website

Section 5. Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Society in all cases in which they are applicable and in which they are not inconsistent with these Operating Procedures and any special rules of order the Society may adopt.

ARTICLE IV. ELECTIONS AND OFFICERS

Section 1. Elections. Every other year, the Nominating Committee shall present a slate of candidates to the regular membership for open positions on the PPS Council, at least sixty (60) days prior to the annual meeting. Ballots must be received by mail, by facsimile, or by electronic means thirty (30) days from the date they are distributed to the membership.

The Nominating Committee shall develop and follow procedures to avoid conflicts of interest, to provide the membership with a choice of candidates, and to encourage diversity membership on the Council in accordance with the Operating Procedures of the Society. The nominees who receive the most number of votes from the members voting shall be declared elected. In the event of a tie vote for any position, the winning nominee shall be declared by the Nominating Committee. Any challenge to, or alleged deficiency in, an election shall be resolved by majority vote of the Nominating Committee. In such event, the decision of the Nominating Committee may be reviewed by the Officers of the Council. Any modification by the Officers of the Council to a decision of the Nominating Committee must be by two-thirds majority vote.

Section 2. Terms of Office. Terms of office for all newly elected positions in the Society shall begin at a date to be determined each year by the PPS Council, typically immediately after the annual Business meeting of the Society. The President, President-elect, Treasurer, and Secretary shall serve for a term of two years. (See amendment 1) The Councilors shall serve for a term of two years. In the event of an interim vacancy for elected positions among the Officers of the Council the Nominating Committee shall appoint a regular member of the Society to fill the vacancy until the next scheduled election, at which time the membership shall have an opportunity to elect a replacement for the remaining term, except as determined for specific positions on the Council as defined further in Article IV. The President is ineligible to repeat a consecutive term of office. No member of Council shall hold more than one position on the Council at any one time except as described in Article IV, Section 3.

Section 3. President. The President shall chair the Council and preside over meetings of the Society. The President shall be an *ex officio* member of all other committees of the Society. The term of office of the President shall be two years (or longer if the President-Elect assumes the Presidency earlier or later than expected, for reasons of unanticipated vacancy). Following conclusion of service as President, such person shall serve as Past President

Section 4. President-Elect. The President-elect shall serve for a term of two years and at the end of this term, or if the Presidency becomes vacant, the President-Elect automatically becomes President. When

the President is absent or otherwise unavailable, the President-elect shall fulfill the President's duties. In the event the President-elect position is vacant, the Council shall designate one of its members to act as such until a special election is held. Upon such special election, the new President-elect shall take office immediately and shall fulfill the remainder of the term and shall succeed to the Presidency

Section 5. Past President. The Past President shall serve as the Chair of the Nominating Committee. In the absence of the President and the President-Elect, the Past President shall fulfill the President's duties. In the event there is an unexpected vacancy in the position of the Past President, the Nominating Committee shall appoint a Councilor to fulfill the duties of the Past President for the duration of the term. Assumption of such duties shall not result in ineligibility of such an individual from nomination as President-elect in the next election.

Section 6. Treasurer. The Treasurer shall be elected by the membership to a term of two years and may serve no more than two consecutive terms. The Treasurer shall:

- (1) assure that an operating budget is presented to the Council for its approval
- (2) perform other duties that usually pertain to this office

Section 7. Secretary. The Secretary shall be elected to a term of two years and may serve no more than two consecutive terms. The Secretary shall:

- (1) assure that the records and archives of the Society are properly maintained
- (2) oversee the electronic and print publications of the Society
- (3) record and circulate minutes related to official meetings of the Council
- (4) perform other duties that usually pertain to this office

Section 8. Webmaster. The position of webmaster will be appointed by the President and approved by majority vote of the Council. The webmaster's responsibilities will be to maintain the pulmonary pathology website (www.pulmonarypath.org). The term of the webmaster shall be 4 years after which he or she may be reappointed. While the webmaster may suggest material for the website, ultimate decisions regarding website content will be made by the President after consultation and majority vote of the Council. The webmaster may come to the Society Council meetings, but shall not be able to vote unless he or she holds another office within the Council. The webmaster may be either a company or person and may be replaced by majority vote of the Council.

Section 9. Grandfather Clause. Officers elected prior to the adoption of this version of the Operating Procedures shall serve the remainder of their original terms, unless removed from the office pursuant to Section 8 of this Article.

Section 10. Removal of a member of Council Should an officer or other member of the Council not meet the responsibilities of the position, any two Council officers may call for a special meeting of the Council concerning removal of that member. The member in question shall have the opportunity to defend his/her performance. In a secret ballot vote, the concurrence of at least two-thirds of all the voting members of the Council shall be required to remove the member.

ARTICLE V. COMMITTEES

Section 1. Standing Committees The Society shall maintain standing committees which are essential to the operation of the Society and which ensure that the Society achieves its goals and objectives for the membership. The Standing Committees shall be: Nominating, Program, and Awards.

Section 2. Nominating Committee The Nominating Committee shall provide a uniform and organized

means of nominating and electing persons to positions within the Society. The Nominating Committee shall develop and follow procedures to avoid conflicts of interest, to provide the membership with a choice of candidates, and to encourage diversity of membership on the Council in accordance with the Operating Procedures of the Society.

The voting members of the Nominating Committee shall be the Immediate Past President as Chair and four (4) other members who shall be appointed by the Council after nomination by the President for terms of up to three years. The Nominating Committee shall develop and follow procedures to avoid conflicts of interest, to provide the membership with a choice of candidates, and to encourage diversity of membership on the Council in accordance with the Operating Procedures of the Society. Members of the Nominating Committee are not ineligible for candidacy in elections except as stated in Article IV, Section 2.

Section 3. Program Committee The Program Committee shall plan the scientific program for meetings sponsored by the Society. The Program Committee shall be comprised of a Chair and additional members from various membership categories who shall be appointed by the President and approved by the Council. In appointing members to the Program Committee, the Council shall follow procedures to encourage diversity membership. The President shall be a voting *ex officio* member of the Program Committee.

Section 4. Awards Committee The Awards Committee shall present criteria, requirements and review processes for determining winners of prizes and awards as designated by the Society. The Committee shall develop and follow procedures to avoid conflicts of interest and shall recommend specific criteria for eligibility and selection of candidates for awards that shall be consistent with the Operating Procedures of the Society. The Committee shall be comprised of a Chair and additional members from various membership categories who shall be appointed by the President and approved by the Council.

Section 5. Ad hoc Committees The Council may establish and disband *ad hoc* committees as deemed necessary for the proper promotion of the Society's purposes and shall appoint Chairs and members of the *ad hoc* committees from among the various membership categories. Such members may be appointed for terms of up to three years and may serve consecutive terms.

ARTICLE VI. FINANCES

Section 1. Fiscal year The fiscal year of the Society shall begin on January 1.

Section 2. Budget and Fiduciary Control The Treasurer shall be responsible for developing an annual budget and the PPS Council shall recommend approval of the annual budget. The Treasurer shall deduct expenses for Society activities from the Society Operating Fund, as established in the annual budget. The Treasurer shall be the responsible agent to the PPS Council, with signatory powers and shall follow the Operating Procedures of the Society in managing the Operating Fund. Signatory powers may be delegated to other staff by the Council in accordance with the Operating Procedures of the Society.

Section 3. Dues The PPS Council shall establish membership dues for the various membership categories and policies for determination of membership benefits. Members whose dues are in arrears as defined by the Operating Procedures of the Society shall cease to be members in good standing. Upon payment of dues in arrears, the Council shall approve reinstatement of membership benefits. It shall be the duty of the Council to notify delinquent members that they are in arrears, and of procedures to request reinstatement.

Section 4. Fees. The PPS Council shall establish fees for various meetings, conferences, courses, and publications of the Society.

Section 5. Society Operating Fund. The Society Operating Fund shall consist of all accumulated funds received by the Society, including dues, fees, and specific contributions after direct and indirect expenses (see Section 2 above) have been deducted. At least once a year, the Treasurer shall provide the Council with statements of net assets and related statements of income, expenditures, and fund capital.

Section 6. Dissolution and Distribution. The Council shall separately track the operating funds of the Society and shall authorize release of the Society Operating Fund to the Society should it elect (by Amendment to these Operating Procedures as established in Article X) as long as the Society affiliates with an organization recognized by the United States Internal Revenue Service as exempt from Federal taxation under Section 501(c)3 of the Internal Revenue code or the corresponding section of any future federal tax code. The Society shall be dissolved if its membership in good standing declines below twenty (20) regular members or if there are no assets in the Society Operating Fund for a period of ninety (90) consecutive days. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VII. CONFLICT OF INTEREST AND ETHICS

Section 1. Fiduciary Responsibility Policy. All officers and voting members of Council and committee chairs serve the Society with the highest degree of individual duty, loyalty, and care and shall undertake no enterprise to profit personally from their position with the Society.

Section 2. Conflicts of Interest. Members of the Council and committee members shall:

- (1) as appropriate, file with the Council a statement disclosing all business, financial, and organizational interests and affiliations they or persons with a close legal relationship (as defined by the Operating Procedures of the Society and the Bylaws of the Society) to them have which could be construed as related to the interests of the Society;
- (2) disclose to the Council and relevant committees all matters in which they have actual or apparent conflicts of interest and shall abstain from votes to determine whether such issues present conflicts of interest with or to the Society.

Members of the Council shall receive no payment of honoraria or stipend, excepting reimbursement for expenses incurred for performance of Council activities and fair and reasonable compensation should they simultaneously serve as Director or Lecturer of educational courses authorized by the Council.

The Society shall not enter into any contract or transaction with any committee member, member of Council, or any organization in which any of these individuals has a material financial interest, unless the relevant interest is fully disclosed, and the Council authorizes the transaction in good faith by a two thirds vote of all the Officers of the Council.

ARTICLE VIII. MEETINGS

Section 1. Annual Meeting. A meeting of the Society for transacting the business of the Society shall be held at least once a year, and may be held in conjunction with one or more established national

scientific pathology meetings as determined by the Council. Members in good standing shall be notified of the annual meeting at least thirty (30) days in advance by mail, facsimile, or electronic means. At all business meetings of the Society, ten (10) percent of the regular members in good standing shall constitute a quorum.

Section 2. Other Meetings. The Society is authorized to hold scientific meetings on an international, national, or local basis.

Section 3. Parliamentary Authority. The rules contained in the current edition of Robert's *Rules of Order, Newly Revised*, shall govern the conduct of the business meetings of the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or special rules of order of the Society.

ARTICLE IX. AFFILIATIONS AND LIAISONS

Section 1. Affiliations. The Council may authorize affiliation with organizations having mutual interests to the Society.

Section 2. Memberships. The Society may maintain membership in such organizations as determined by the Council.

Section 3. Liaisons. The Council shall be empowered to appoint liaisons to affiliates and other organizations.

ARTICLE X. PUBLICATIONS

The Society is empowered to publish or to enter into agreements with others to publish such journals and other publications as may be authorized by a majority of the Council.

ARTICLE XI. AMENDMENTS

Section 1. Amendments. Amendments to the Operating Procedures may be proposed by the Council or by a petition to the Council signed by at least twenty (20) regular members of the Society in good standing. The Council shall determine whether members shall vote on amendments at the next business meeting or sooner by mail, facsimile, or other method approved by the Council. The Council shall distribute copies of the proposed amendments to the regular members of the Society at least thirty (30) days before a vote is counted. To be adopted, amendments must be approved by two-thirds of regular members voting as long as the votes of a quorum of 10% of the regular members in good standing are received. Voting may either take place at a business meeting or by mail, facsimile or other method approved by the Council. If voting does not take place at a business meeting, ballots returned within thirty (30) days of the date of distribution shall be counted by the Council.

Section 2. Notification. Notice of all adopted amendments shall be sent to the membership within thirty (30) days.

AMENDMENT 1

As a one time event, the sitting President in January, 2010, shall serve a one (1) year term during the course of which a Secretary will be elected for the Society. At the biennial meeting in 2011, the existing Vice President shall assume the role of President, and the existing Secretary-Treasurer will assume the role of Vice President. All terms for officers will be 2 years from that point forward.