

PROGRAM DIRECTORS SECTION OF THE ASSOCIATION OF PATHOLOGY CHAIRS
OPERATING PROCEDURES

Revised July 2015

ARTICLE I. NAME

The name of the Section shall be the PROGRAM DIRECTORS SECTION (PRODS) of the Association of Pathology Chairs (APC).

ARTICLE II. PURPOSE

The Program Directors Section (PRODS) shall (1) provide a forum for the exchange of information and ideas, (2) make recommendations concerning rules of governing content and management of resident training to the Residency Review Committee and the American Board of Pathology, and (3) participate in programs that will facilitate the continued development and enhancement of training programs in Pathology. Training programs are those approved by the Residency Review Committee for Pathology or by the Accreditation Council on Graduate Medical Education or by the Royal College of Physicians and Surgeons of Canada which lead to eligibility for primary certification by the American Board of Pathology or the Canadian Board of Pathology. The PRODS shall be sponsored by the Association of Pathology Chairs (APC) and will be responsible to APC Council.

ARTICLE III. MEMBERSHIP ELIGIBILITY AND PRIVILEGES

Section 1. Eligibility for Membership. The members of the PRODS shall be individuals listed with the Residency Review Committee for Pathology as Directors of the Primary Pathology Training Programs described in Article II. Membership shall be open to all Residency Program Directors of Primary Programs in pathology at approved institutions. From time-to-time, at the discretion of the PRODS Council, former PRODS members will be permitted to remain on the listserv and participate in meetings and working groups as PRODS Emeritus members. PRODS Emeritus members will not have voting privileges.

Section 2. Dues and fees. The APC Council shall establish dues and fees for participation in the PRODS and its activities as necessary.

Section 3. Rights and Privileges. Each member in good standing, as determined by the APC Council, shall have one vote on all matters relating to the adoption and amendment of Operating Procedures, and on any other matter on which the Council of the PRODS may desire a vote.

ARTICLE IV. GOVERNANCE AND ELECTIONS

Section 1. Council. The Council shall be the primary governing body of the PRODS and shall consist of the elected officers and four members-at-large as chosen by the eligible membership.

Section 2. Officers of the Council. The elected officers shall consist of the Chair, the Chair-Elect, the Immediate Past Chair, the Secretary, and the Secretary-Elect.

Section 3. Meetings of the Council. The Council shall meet at least once a year in person or by teleconference or by electronic means to carry out the business of the PRODS and shall act on behalf of the membership in furthering the purposes of the PRODS and in conducting its business. Meetings of the Council shall be called by the Chair. Voting members of the Council may provide a written or electronic proxy to any Officer. Each member of the Council shall be provided with notice by mail, telephone or electronic means at least two days prior to any regular or special meeting. A quorum for conducting official business of the Council of the PRODS shall be a majority of the voting members, at least one of whom must be the Chair, the Chair-Elect or the Immediate Past Chair. Except as

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otherwise stated in these Operating Procedures, in any decision requiring a vote, a simple majority of those voting shall carry the vote. The Chair may invite past Chairs of PRODS and other non-voting guests, including staff of the APC, to participate in meetings of the Council.

Section 4. Voting Privileges. All officers and all members-at-large shall vote on all matters before the Council.

Section 5. Terms of Office. The term of office for each elected officer and member-at-large shall be two years. Incumbents shall be eligible for a consecutive term in the same position. Officers and members-at-large shall be eligible for election to positions they have not previously held on the Council without a break in service on the Council. The Chair-Elect and the Secretary-Elect shall normally succeed the Chair and Secretary, respectively. If the Chair shall be unable to serve a full term for any reason, the Chair-Elect shall assume the Chair position through the end of the term of the incumbent and shall then succeed to a full term. If the Secretary shall be unable to serve a full term for any reason, the Secretary-Elect shall assume the Secretary position through the end of the term of the incumbent and shall then succeed to a full term. In the event that a member-at-large, the Chair-Elect or the Secretary-Elect is unable to complete his/her term of office, it shall be the option of the Council to select a replacement or to call a special election to fill the remaining term.

Section 6. Elections. As necessary, the Nominating Committee shall present a slate of candidates from among the members and affiliate members of the PRODS to the voting membership for open positions on the Council. In developing the slate of candidates, the Nominating Committee shall consult with the membership and shall strive to maintain geographic, gender, and racial and ethnic diversity among the members of the Council. In addition, the Nominating Committee shall strive to ensure that there is representation on the Council from each of the following types of programs: (1) medical school based, (2) medical school affiliated, (3) uniformed service and government, and (4) private hospital, private medical group, foundation. At its discretion, the Nominating Committee shall determine the number of candidates for each open position. Ballots must contain a write-in provision. Ballots may be distributed by mail, facsimile, or by electronic means. 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. In the event there is a discrepancy or challenge to any election, the Council shall decide the matter by a majority vote.

For each election cycle, the Nominating Committee shall solicit the PRODS membership for nominations for upcoming elections at least sixty (60) days prior to the annual business meeting. In general, two members-at-large shall be elected each year and the Chair-elect and the Secretary-elect shall be elected every other year. At its discretion, the Nominating Committee shall determine the number of candidates for each open position. Ballots must contain a write-in provision. Generally, elections shall take place at the annual Business Meeting. For elections that shall take place prior to the Business Meeting, ballots shall be distributed by mail, facsimile, or by electronic means at least thirty (30) days prior to the annual business meeting of the PRODS. To be counted, ballots must be received by mail, facsimile or electronic means within fifteen (15) days from the date they are distributed to the membership. The APC Managing Officer and delegated staff may assist the Nominating Committee if requested to do so. For elections that shall take place at the annual Business Meeting, ballots shall be distributed at the Business Meeting.

Section 7. Parliamentary Authority. The rules contained in the current edition of Robert's *Rules of Order, Newly Revised*, shall govern the conduct of the business of the PRODS and its Council in all cases to which they are applicable and in which they are not inconsistent with these Operating Procedures.

Section 8. Removal of a Member of the 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 by notifying the APC Managing Officer. The Managing Officer shall ensure that 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 members of the Council shall be required to remove the member.

ARTICLE V. DUTIES OF THE OFFICERS AND MEMBERS-AT-LARGE

Section 1. Chair. The Chair shall prepare the agenda for, and preside at, the meetings of the PRODS and the Council. In addition, the Chair shall be responsible for dealing throughout the year with items of major concern to the PRODS. The Chair shall report regularly to the APC Council. Should the Chair be unable to fulfill this responsibility, s/he may designate another member of the PRODS Council to represent the PRODS in this capacity for a specified period of time. The Chair or his/her designate shall be a non-voting *ex officio* member of the Graduate Medical Education Committee of the APC. The Chair shall be assisted by other officers and members of the Council and may seek, as needed, service from other members and non-members, including persons specifically requested to provide liaison between the PRODS and other organizations.

Section 2. Chair-Elect. The Chair-Elect shall assist the Chair with his/her duties, shall serve in the place of the Chair when necessary and shall otherwise function as a member of the Council of the PRODS.

Section 3. Immediate Past Chair. The Immediate Past Chair shall head the Nominating Committee and shall fulfill other functions as designated by the Chair. In the absence of the Chair and the Chair-Elect, the Immediate Past Chair shall lead meetings of the Council.

Section 4. Secretary. The Secretary shall serve as recorder for all meetings in the PRODS, and shall provide minutes to the membership and the Council within one month after the conclusion of the meetings.

Section 5. Secretary-Elect. The Secretary-Elect shall assist the Secretary with her/his duties, shall serve in the place of the Secretary when necessary and shall otherwise function as a member of the Council of the PRODS.

Section 6. Members-at-Large. The members-at-large shall be eligible to chair standing and *ad hoc* committees of the PRODS and to represent the PRODS Council at the request of the Chair.

Section 7. Officers. All officers shall be eligible to chair standing and *ad hoc* committees of the PRODS and to represent the PRODS Council at the request of the Chair.

ARTICLE VI. MEETINGS

Section 1. Business Meeting. There shall be at least one business meeting of the PRODS annually, which shall take place in conjunction with the annual summer meeting of the APC and shall be held in person.

Section 2. Other Meetings. Interim meetings of the membership may be called by the PRODS Council in consultation with APC Council and may be held in person, by teleconference, or by other electronic means. Registration fees for interim meetings shall be established by the APC Council.

Section 3. Quorum and Voting. Advanced notice of at least fifteen (15) days shall be required for any meeting in which a vote will be taken. With respect to any duly called meeting of the members of the PRODS, the members present at such meeting shall constitute a quorum. Except as otherwise provided herein, the matter shall be acted upon affirmatively on a favorable vote of a simple majority of the members of the PRODS present and voting. Voting may also be by telecommunication or by other electronic means.

ARTICLE VII. COMMITTEES

Section 1. Standing Committees. The only Standing Committee of the PRODS shall be the Nominating Committee. In lieu of additional Standing Committees, the Council will establish and dissolve goal-directed ad hoc committees to address current issues and otherwise carry out the mission of the PRODS (see Article VII, Section 3). The business of Standing or ad hoc Committees may be transacted by mail, by teleconference, by electronic means, at the time of other meetings, or in any practical manner which effectively accomplishes the purpose of the Committee.

Section 2. Nominating Committee. The Nominating Committee shall be responsible for organizing and carrying out elections of the PRODS (See Article IV, Section 6). The Chair of the Nominating Committee shall be the Immediate Past Chair of PRODS. The Chair of the PRODS Council, in consultation with the Chair of the Nominating Committee, shall appoint at least two other members from the PRODS membership to the Nominating Committee for terms of one year, at least one of whom shall be a previous Chair of PRODS. Members may be reappointed for no more than four successive terms without a break of service. Members of the Nominating Committee shall be eligible to be candidates for election to open positions unless otherwise proscribed by Article IV, Section 5 of these Operating Procedures. The Nominating Committee shall strive to maintain a balance within the Council with optimal distribution noted previously in Article IV, Section 6.

Section 3. Ad hoc Committees. The Council will establish and dissolve goal-directed ad hoc committees to address current issues and otherwise carry out the mission of the PRODS. The Chair of PRODS, with the advice and consent of PRODS Council, shall appoint two co-chairs (term of office one year each) for each ad hoc committee, at least one of whom shall be a member of the Council and both of whom are PRODS members in good standing. The Chair of PRODS shall be a voting ex officio member of all ad hoc committees and may also serve as co-chair of any ad hoc committee, at the request of PRODS Council. Co-chairs may be reappointed by the current Chair of PRODS for an unlimited number of consecutive terms, if otherwise eligible. Members of the ad hoc committees will be widely solicited from the general PRODS membership. With the advice and consent of PRODS Council, the Chair of PRODS may solicit non-members to join ad hoc committees and liaise between the PRODS and other relevant organizations. Members of PRODS may serve simultaneously on more than one committee. Co-chairs of ad hoc committees shall be responsible for organizing and running committee meetings and projects. Business may be transacted by mail, by teleconference, by electronic means, at the time of other meetings, or in any practical manner which effectively accomplishes the purpose of the committee. The co-chairs of each ad hoc committee shall be expected to maintain written records and shall provide concise written reports of its activities for consideration by PRODS Council, which will be archived by the APC Executive Office. These reports shall constitute a part of the regular agenda of PRODS Council and business meetings.

ARTICLE VIII. FINANCES

Section 1. Finances. Dues and fees shall be established as necessary by the APC Council. The Council of the PRODS may request financial support for specific activities from the APC Council.

Section 2. Fiduciary Responsibility. All officers, members-at-large of the Council, and members of committees shall adhere to the APC Fiduciary Responsibility Policy as stated in the APC Bylaws, Article VIII.

ARTICLE IX. AMENDMENTS TO OPERATING PROCEDURES

Section 1. Amendments. Amendments to the Operating Procedures may be proposed by the Council or by petition to the Council signed by at least twenty percent of the PRODS members in good standing and must be approved by the APC Council before presentation to the PRODS membership. The Council shall determine whether members shall vote on amendments at the next business or

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special meeting or sooner by mail, facsimile, or other method, including electronic. The Secretary shall distribute copies of the proposed amendments to the members in good standing at least fifteen (15) days before a vote is counted, and may delegate that responsibility to the APC Managing Officer. To be adopted, amendments must be approved by two-thirds of PRODS members voting as long as the votes of a quorum of at least ten percent of the members in good standing are received. Voting may take place at a business meeting, special meeting, or by mail, facsimile or other method, including electronic, as determined by the Council. If voting is not in person at a business or special meeting, ballots returned within fifteen (15) days of the date of distribution shall be counted. The Secretary shall be responsible for counting the ballots and may delegate that responsibility to the APC Managing Officer.

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