

Thoracic Surgery Directors Association Bylaws

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" or "TSDA."

Section 2. Mission and Objectives

Mission Statement

TSDA's mission is to provide its members and their associates with the tools to meet the educational needs of the modern thoracic surgery resident and fellow, to successfully navigate the regulatory environment, and to cultivate healthy, diverse, equitable and inclusive thoracic surgery training programs.

TSDA's objectives are designed to support TSDA's Mission Statement.:

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. Administrative Sponsorship:
 - serve as the oversight and administrative sponsor of the Thoracic Surgery Residents Association (TSRA) and ensure resident representation in TSDA activities;
 - serve as oversight and administrative sponsor to the Thoracic Surgery Residency Coordinators Association (TS-RACS) and assure coordinator representation.
6. The TSDA will actively liaison with organizations that are aligned with its mission, to disseminate information to and support its members.
7. The TSDA will develop and implement the annual In-Training Exam (ITE). The ITE is an exam designed to measure the progress attained by residents and fellows in their knowledge of the pathophysiology and evidenced-based management of clinical problems related to thoracic surgery. The ITE is not a high-stakes exam, nor should it be used as such, and is a trainee needs assessment tool.

8. The TSDA will foster a diverse, equitable and inclusive working and learning environment where people from all backgrounds are accepted, celebrated, and respected.

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 approved by the Accreditation Council for Graduate Medical Education (ACGME) and participates in the National Residency Match Program or the TSDA Congenital Cardiac Surgery Fellowship Match ("Match Program"). The Director of such an Approved Program is identified by the Review Committee (RC) for Thoracic Surgery as that individual authorized to sign the applications of their graduates for the certifying examination by the American Board of Thoracic Surgery.

Director Members have the right to attend meetings of the membership and 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 accreditation status is withdrawn by the ACGME.

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 their program will have regained its approved status.

Associate Members may attend meetings of the general membership and vote on all matters brought before the general membership on behalf of the program's Director Member, receive publications of the TSDA, and serve on temporary or standing committees. Associate Members from programs that have lost ACGME 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, such individual may petition the Executive Committee for continued membership as a non-dues paying member who may attend meetings of the membership but shall not have the privilege of voting on any matters brought before the general membership. 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, and shall have the privilege of voting on any matters brought before the temporary or standing committee on which they sit.

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. Honorary Members shall not be eligible for election to office or to the Executive Committee, nor shall they be eligible for service on temporary or standing committees. Honorary Members may attend meetings of the membership but shall not have the privilege of voting on any matters brought before the membership.

Section 6: Voting Privileges

Each Director Member (or Associate Member on behalf of the Director Member) is accorded one vote for purposes of transacting the business of the TSDA.

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 their fiscal responsibility to the TSDA, (4) a Director or their designee (authorized as a result of prior request to the Secretary/Treasurer) fails to attend three consecutive General Session meetings, or (5) violates the TSDA Code of Ethics. Should an individual with specific ongoing responsibilities to the TSDA cease to be an Approved Program Director, such individual 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, (3) the Associate Member fails to meet any assigned TSDA fiscal responsibilities, or (4) violates the TSDA Code of Ethics.

ARTICLE IV: Officers

Section 1: Officers

The officers of the TSDA shall be elected by the Director Membership during a TSDA General Session, with the exception of the Congenital Cardiac Surgery Fellowship Committee Chair and the Early Specialization Committee Chair who will be appointed as specified in Article IV, Section 2, and will consist of the following:

1. President
2. President-Elect
3. Secretary/Treasurer
4. Councilors (3)
5. Immediate Past President
6. Congenital Cardiac Surgery Fellowship Committee Chair

7. Early Specialization Committee Chair

Section 2: Terms of Office

The President and President-Elect shall each hold office for two years or until such later time that their successors are duly elected by the Director Membership, and may not succeed themselves. The President-Elect, at the end of their term, shall automatically become President. The Secretary/Treasurer shall hold office for four years or until such later time that a successor is elected by the Director Membership, and may not succeed himself or herself. The President, at the end of their term, shall automatically become Immediate Past President.

The three Councilors shall each hold office for three years or until such later time that a successor is elected by the Director Membership, 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, such individual may be replaced by majority vote of the Executive Committee at that time with the newly selected Councilor expected to serve the remaining length of the vacated term.

The Congenital Cardiac Surgery Fellowship Committee Chair shall serve a two-year term or until such later time that a successor is appointed, and may succeed themselves for one additional term. The Congenital Cardiac Surgery Fellowship Committee Chair shall be appointed by a nominating committee consisting of the last two consecutive living Congenital Cardiac Surgery Fellowship Committee Chairs, and the TSDA President.

The Early Specialization Committee Chair shall serve a two-year term or until such later time that a successor is appointed, and may succeed themselves for one additional term. The Vice Chair shall serve a two-year term or until such later time that a successor is appointed, and may succeed themselves for one additional term should the Chair serve a second two-year term. The Vice Chair shall automatically become Chair at the conclusion of the Chair's term or earlier if the position of Chair becomes vacant before the end of the term. The Early Specialization Committee Vice Chair shall be appointed by the TSDA Executive Committee. If the position of Chair becomes vacant and cannot be filled by the Vice Chair for any reason, the TSDA Executive Committee shall appoint a Chair to complete the remaining length of the vacated term.

The In-Training Exam Committee Chair and the Chairs of the Subcommittees of the In-Training Exam Committee shall serve a two-year term, and may succeed themselves for one additional term.

The Chair of the Professionalism and Ethics Committee shall serve a two-year term or until a such later time that successor is appointed, and may succeed themselves for one additional term. The Vice Chair shall serve a two-year term or until such later time that a successor is appointed, and may succeed themselves for one additional term should the Chair serve a second two-year term. The Vice Chair shall automatically become

Chair at the conclusion of the Chair's term or earlier if the position of Chair becomes vacant before the end of the term. The Professionalism and Ethics Committee Vice Chair shall be appointed by the TSDA Executive Committee. If the position of Chair becomes vacant and cannot be filled by the Vice Chair for any reason, the TSDA Executive Committee shall appoint a Chair to complete the remaining 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 and fill the remainder of the unexpired term. Such unexpected progression of the President-Elect to the office of President shall result in an election of a new President-Elect by the Director Members 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, Councilor, or Congenital Cardiac Surgery Fellowship Committee Chair 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; and with the aid and advice of the other officers, shall be responsible for developing a program for regularly scheduled meetings..

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. The President-Elect shall serve as an ex-officio member of the In-Training Exam 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 General Session of each year; shall obtain review of the financial records and assure proper reporting of the tax status of the TSDA each year; and shall serve as Chair of the Finance Committee..

ARTICLE V: *Committees*

Section 1: Types of Standing Committees; Quorum

There shall be seven TSDA Standing Committees: Executive Committee; Nominating Committee; Professionalism and Ethics Committee; In-Training Exam Committee;

Congenital Cardiac Surgery Fellowship Committee; Early Specialization Committee; and Finance Committee. A majority of the voting members of any Committee of the TSDA shall constitute a quorum for the transaction of business by that Committee.

Section 2: Executive Committee

Voting Members of the Executive Committee are the President, the President-Elect, the Immediate Past President, the Secretary/Treasurer, three Councilors, the Congenital Cardiac Surgery Fellowship Committee Chair, and the Early Specialization Committee Chair. In a case of a tie vote of the Executive Committee on any matter, the President's vote shall constitute the deciding vote. The Chair and Vice Chair of each of the other standing committees of the TSDA shall serve as ex-officio members of the Executive Committee without the right to vote, with the exception of the Congenital Cardiac Surgery Fellowship Committee Chair and the Early Specialization Committee Chair who will serve as a full, voting member of the Executive Committee. The Presidents of TSRA and TS-RACS may be invited to attend meetings of the TSDA Executive Committee but shall not have the right to vote.

The Executive Committee shall generally manage the affairs of the TSDA. During the interval between General Sessions, it shall serve as the administrative and policy making body of the TSDA.

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. There will be at least two meetings of the Executive Committee each year. 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 designated by the President.

Section 3: Nominating Committee

The Nominating Committee shall be responsible for presenting at the 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 Chair of the Committee. Members of the Nominating Committee elected by the Directors or appointed by the President shall serve a one-year term. No elected or appointed member of the Nominating Committee may serve consecutive terms.

Section 4: Professionalism and Ethics Committee

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

as defined by the ACGME at Approved thoracic surgery residency programs. Members of the Professionalism and Ethics Committee shall each hold office for two years or until such later time that a successor is appointed, and they may succeed themselves for one additional term.

Section 5: In-Training Exam Committee

Members of the In-Training Exam (ITE) Committee shall be responsible for developing the annual ITE, preparation and review of new test items annually, and ongoing review of items. The membership of this Committee shall include Core Faculty as defined by the ACGME at Approved thoracic surgery residency programs. The Chair of the ITE Committee shall be appointed by the Executive Committee and selected from among current members of the ITE Committee. The Chair of the ITE Committee shall appoint the Cardiac and General Thoracic Subcommittee Chairs from among current members of the ITE Committee. Members of the ITE Committee shall be appointed by the TSDA Executive Committee on the recommendation of the ITE Chair and Subcommittee Chairs. Members of the ITE Committee shall each hold office for two years and may succeed themselves for one additional term. If a member advances to ITE Chair or Subcommittee Chair positions, they may serve for an additional two years to complete the Chair or Subcommittee Chair commitment. The President-Elect shall serve as an ex-officio member of the ITE Committee.

Section 6: Congenital Cardiac Surgery Fellowship Committee

Members of the Congenital Cardiac Surgery Fellowship Committee shall address matters related to congenital cardiac surgery fellowship programs. The membership of this Committee shall consist of all Director Members at Approved Congenital Cardiac Surgery Fellowship Programs. The Congenital Cardiac Surgery Fellowship Committee Chair shall serve on the Executive Committee.

Section 7: Early Specialization Committee

Members of the Early Specialization Committee shall address matters related to six-year integrated and combined 4/3 thoracic surgery residency programs. The membership of this Committee shall include Core Faculty as defined by the ACGME at Approved six-year integrated and combined 4/3 thoracic surgery residency programs. The Early Specialization Committee Chair shall serve on the Executive Committee. Members of the Early Specialization Committee shall be appointed by the TSDA Executive Committee and shall each hold office for two years or until such later time that a successor is appointed, and may succeed themselves for one additional term.

Section 8: Finance Committee

Members of the Finance Committee shall address matters related to TSDA finances and TSDA's long-term financial viability. The membership of this Committee shall consist of the Secretary/Treasurer who also serves as Chair of the Finance Committee, two other Executive Committee members appointed by the President, and four Director

Members appointed by the Executive Committee. Each appointed member shall serve a three-year term or until a successor is appointed, and their terms shall be in a staggered fashion. The Chair shall serve a four-year term equivalent to their term as Secretary/Treasurer.

Section 9: 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 Core Faculty as defined by the ACGME at thoracic surgery residency programs, and shall perform such duties and fulfill such functions as assigned by the President and approved by the Executive Committee, or as assigned by 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 shall be bonded, or shall be employed by an employer that is 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, Secretary/Treasurer and Executive Director 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 I, Section 2.

ARTICLE VIII: *Meetings*

Section 1: Bi-Annual Meetings

Two TSDA meetings, known as General Sessions, shall be held each year and may be held by electronic means. 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 such person's address as it appears on the records of the TSDA, with postage thereon prepaid. If notice is sent by electronic mail (e-mail), such notice shall be deemed to be provided upon the date the e-mail is sent to the member at their e-mail address as it appears on the records of the TSDA.

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 in good standing with voting privileges. The specific purposes of the meeting must be stated in the request and in the official call for the meeting.

Section 3: 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. Members entitled to vote may participate in and act at any meeting of TSDA through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

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 or informal vote, 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 at least 30 days prior to the time of the regularly called meetings, 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: TBD)