



**Association of Program Directors
for
Colon and Rectal Surgery**

Bylaws

**ASSOCIATION OF PROGRAM DIRECTORS FOR
COLON AND RECTAL SURGERY
BYLAWS**

ARTICLE I

NAME

Section 1.1 Name: The name of the organization is The Association of Program Directors for Colon and Rectal Surgery.

ARTICLE II

PURPOSES AND OBJECTIVES

Section 2.1 Purposes: The purposes of the Association shall be as follows:

1. To provide a forum for the exchange of information and for discussion on a wide range of subjects related to post-graduate colon and rectal surgical education.
2. To maintain high standards of residency training and education in colon and rectal surgery by improving graduate education.
3. To provide advice, assistance, and support to program directors on matters pertaining to surgical education or to accreditation.
4. To encourage research in the education and training of colon and rectal surgeons.
5. To represent the interests of program directors to other organizations, individuals, and governmental or regulatory bodies concerned with surgical education.
6. To promote and develop an academic interest in teaching colon and rectal surgery.
7. To transmit to the American Board of Colon and Rectal Surgery (ABCRS) and the American Society of Colon and Rectal Surgeons (ASCRS) such suggestions, comments, or ideas as may be of value in furthering our mutual interests and purposes.
8. To advance, promote, and develop training programs in colon and rectal surgery in concert with the Residency Review Committee for Colon and Rectal Surgery.

ARTICLE III

MEMBERSHIP

Section 3.1 Membership and Voting: The membership of the Association shall consist of the following:

1. **Active Member**: The Program Director of an active training program in colon and rectal surgery shall be admitted as an Active Member. Members shall be entitled to vote.
2. **Affiliate Member**: A Board-certified colon and rectal surgeon who is an Associate Program Director, considering applying for a program, or who has a special interest in colon and rectal training programs may be admitted as an Affiliate Member. Affiliate Members may attend meetings of the Members but shall not be entitled to vote on any matters.
3. **Ex Officio Members**: The President and Executive Director of the ABCRS shall be Ex Officio Members of the Association. Ex Officio Members may attend meetings of the Members and of the Board of Directors but shall not be entitled to a vote on any matters.

Position	Term	Possible Terms
ABCRS Executive Director	5 yrs	Two
ABCRS President	1 yr	One

4. **Representative Members**: Representative Members may attend meetings of the Members and of the Board of Directors but shall not be entitled to a vote on any matters unless they are Active Members.

Position	Term	Possible Terms
ABCRS Representative (1)	4 yrs	Two
ABCRS Representative (2)	4 yrs	Two
ACGME Review Committee Chair	3 yrs	One
ACS Advisory Council Representative	3 yrs	Two
APDCRS Past Presidents (past 3)	6 yrs	One
ASCRS President	1 yr	One

5. **Honorary Life Member**: Colon and rectal surgeons who have served the Association or who by their achievements have furthered the aims and purposes of the Association may be elected Honorary Life Members. Honorary Life Members shall not have to pay dues and may attend meetings of the Members and of the Board of Directors but shall not be entitled to vote on any matters.

Section 3.2 Admission to Membership:

1. **Members:** If an individual becomes an officially designated Program Director, he/she is eligible to become a Member. If such person ceases to be a Program Director, he/she ceases to be a Member of the Association. Membership is activated by payment of annual dues.
2. **Affiliate Members:** An individual may be admitted as an Affiliate Member by majority vote of the Members present at a duly called annual meeting.
3. **Honorary Life Members:** An individual may be admitted as an Honorary Life Member by a majority vote of the Members present at a duly called annual meeting.

Section 3.3 Dues and Fees:

1. **Annual Dues:** Dues are invoiced by colon and rectal surgery residency training programs, and not individual Members. Membership is activated by payment of annual dues.
2. **Fees:** Annual Meeting registration fees will be invoiced to Members, Affiliate Members, and Program Coordinators who elect to attend the Meeting.

ARTICLE IV

MEETINGS

Section 4.1 Place of Meetings: All meetings of the Members shall be held at such place as may be designated from time to time by the Board of Directors and stated in the notice of meeting or in a duly executed waiver of notice thereof.

Section 4.2 Date of Annual Meetings: An annual meeting of the Members shall be held in each calendar year on such day and at such time and place as the Board of Directors shall fix, at which the Members shall transact such business as may properly be brought before the meeting. Any business may be transacted at the annual meeting, irrespective of whether the notice of such meeting contains a reference thereto, except as otherwise required by these Bylaws.

Section 4.3 Special Meetings: Special meetings of the Association, for any purpose or purposes, may be called at any time by the Board of Directors or at the request of at least thirty percent of the Active Members. Upon receipt of any written request from a source authorized to call such meeting, it shall be the duty of the President to call a special meeting of the members to be held at such time, not more than ninety days after the receipt of the request. If the President shall neglect or refuse to issue such call, the person or persons making the request may issue the call. Business transacted at all special meetings of Members shall be limited to the purposes stated in the notice.

Section 4.4 Notice: Written notice of every meeting of the Members, specifying the place, date of the meeting, and hour shall be given either personally, by mail, or by electronic means at least 14 days prior to the meeting to each Member entitled to vote. The general nature of the business of the meeting may be specified and shall be specified in case of special meetings.

Section 4.5 Quorum: A meeting of Members duly called shall not be organized for the transaction of business unless a quorum of at least 50 percent of Members and Alternates entitled to vote is present. The presence of Members and Alternates entitled to cast at least 50 percent of the votes which all Members are entitled to cast on the particular matter shall be requisite and shall constitute a quorum for the purpose of considering such matters. Those present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough Members and Alternates to leave less than a quorum. If a meeting of the members cannot be organized because a quorum has not attended, the Members and Alternates present shall have power, except as otherwise provided by statute, to adjourn the meeting to such time and place as they may determine.

Section 4.6 Manner of Voting: In the election of officers, voting shall be as required by Section 5.3.1. In all other matters, voting shall be oral unless otherwise required by law, the President, or the majority of the Active Members present vote to require voting by ballot or the oral vote is sufficiently disputed to require written ballots:

1. There shall be only one vote per program. In the absence of the Program Director, his/her designee may vote. Each Active Member (Program) shall be entitled to appoint an alternate person, by written proxy to vote on their behalf on all matters to be voted on by the Association.
2. Affiliate Members, Ex Officio Members, and Honorary Life Members shall have no vote.

ARTICLE V

OFFICERS AND DIRECTORS

Section 5.1 Officers: The Officers of the Association shall be a President, Vice President (president-elect) and a Secretary/Treasurer.

Section 5.2 Composition and Number of Directors: The Board of Directors of the Association shall consist of the President, the Vice President (president-elect), the Secretary/Treasurer, and a Member elected from the membership at large (Member-at-Large).

Section 5.3 Election: The President shall be elected for a successive two-year term. The Vice President (president-elect) shall be elected to a successive two-year term, with the expectation that he/she will become the President after serving a term as Vice President. Secretary/Treasurer shall be elected for a two-year term and is eligible for re-election to a second two-year term. The Member-at-Large of the Board of Directors shall be elected for a two-year term. For continuity the officers shall be elected in successive years whenever possible.

Position	Term	Possible Terms
President	2 yrs	One
Vice President (president-elect)	2 yrs	One
Secretary / Treasurer	2 yrs	Two
Member-at-Large	2 yrs	One

Section 5.3.1 Nominations: Applications will be due before the Annual Meeting to the Nominating Committee. The Nominating Committee will present three names to the Board Officers to select from. The Nominating Committee shall consist of the last three APDCRS Presidents who are willing to serve.

Section 5.4 Duties and Powers:

1. **President:** The President shall preside at all regular and special meetings of the Association and the Board of Directors. In consultation with the Board of Directors, the President shall be responsible for the appointment of all ad hoc committees and shall serve as an Ex-Officio Member of all committees. The President shall perform all other duties normally associated with the office.
2. **Vice President:** The Vice President (president-elect) will serve as a member of the Board of Directors, and shall fulfill the duties of the President if he/she is unable to serve. It is expected that the Vice President (president-elect) will be included in the Association’s activities in order to assume the role of President at the conclusion of his/her term as Vice President (president-elect).
3. **Secretary/Treasurer:** The Secretary/Treasurer shall sign all official documents and shall carry out such other duties as are assigned by the Board of Directors. The Secretary/Treasurer shall be responsible for keeping the record of the proceedings of the meetings of the Members and Board of Directors and reporting on such proceedings to the Members of the Association annually. The Secretary/Treasurer shall maintain a list of the membership of the Association. The Secretary/Treasurer shall be responsible for the receipt and disbursement of all funds of the Association. The Secretary/Treasurer shall submit a written report at least annually to the Board of Directors detailing all of the funds received and disbursed and present a detailed statement of the financial condition of the Association at the Annual Meeting of the Members.

4. Board of Directors: The Board of Directors shall have the responsibility for managing the affairs of the Association. Specific duties and powers of the Board of Directors shall include, but not be limited to, the following:
 - a. Transact all business required to carry out the objectives of the Association.
 - b. To recommend initiation fees and annual dues of all categories of Members.
 - c. To review all Memberships and from time to time adopt rules and regulations regarding such.
 - d. To create, approve and direct ad hoc committees of the Association.
 - e. To control the publication or publications sponsored by the Association and to appoint such editors and committees on publications for all such publications.

Section 5.5 Vacancies: Whenever a vacancy occurs among the elected officers, the Directors may appoint a Member in good standing to fill the unexpired term of such individual until the next regular election of the Association.

Section 5.6 Conference Telephone: One or more Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means, such that all persons participating in the meeting can hear each other.

Section 5.7 Compensation: Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefore.

ARTICLE VI

COMMITTEES

Section 6.1 Standing Committees: The Standing Committee of the Association shall be the Nominating Committee. This Committee shall be composed of the three previous APDCRS presidents who are willing to serve. The duties of the Nominating Committee shall be to present a slate of nominees for the following offices: President, Vice President (president-elect), Secretary/Treasurer, Member-at-Large, ACS Advisory Council Representative, and ABCRS Representatives.

Section 6.2 Ad Hoc Committees: The President may, from time to time, appoint such ad hoc committees as deemed necessary to conduct the affairs of the Association. The structure, term, and duties of such ad hoc committees shall be as determined by the President subject to the approval of the Directors.

ARTICLE VII

AMENDMENTS

Section 7.1 Amendments: These Bylaws may be altered, amended, or repealed by a majority of the votes which all Members present are entitled to cast at any regular or special meeting or by mail or email after twenty (20) days notice to the Members of that purpose.

ARTICLE VIII

RULES

Section 8.1 Rules of Order: The adopted version of Robert's Rule of Order will apply to all meetings of the Association. If no version is formally adopted, the most recent version of the Rules will apply. In a case of conflict between Robert's Rules of Order and these Bylaws, these Bylaws will govern.

Adopted 4/25/98

Revised 4/29/00

Revised 7/21/10

Revised 5/15/13

Revised 4/28/18

Revised 4/9/22