**INTERNATIONAL PEDIATRIC ACADEMIC LEADERS’
 ASSOCIATION (IPALA) BYLAWS**
August 10, 2021

**ABOUT IPALA**

IPALA, an academic professional association, is composed of an international community of leaders in academic pediatrics and child health. Members are committed to promoting global collaboration in the pediatric academic community that will advance the health and wellbeing of children and youth. IPALA will support improved quality and impact related to education, research, clinical practice, and policy with specific focus on collaboration across geographic and socio-economic regions of the world. IPALA will link global academic expertise and resources with the preventive, promotive and therapeutic best practices that countries are working to achieve. Our success will come through collaborative activities and through supporting each other in working toward these goals.

**VISION**

Impacting newborn, child and youth health and wellbeing globally.

**MISSION**

The mission of IPALA is to harness the energy and commitment of pediatric academic leaders to promote collaboration in pediatrics and child health through fostering excellence in education, research, and clinical practice, drawing on the global expertise of leaders in the field.

To advance this mission, IPALA will:

* Act as a senior integrating organization optimizing communication and collaboration between medical school pediatric departments and professional child health societies and organizations.
* Work in close collaboration with the International Pediatric Association supporting the value of academic links to the global specialty societies.
* Advance leadership skills among child health professionals.
* Promote and support the quality of pediatrics and child health training programs globally.
* Foster excellence in pediatric and child health related research topics.
* Promote high quality clinical practice in pediatrics and child health.
* Develop cooperative strategies for undergraduate and postgraduate training in child health.
* Function collaboratively with other international child health organizations such as Children's Hospitals Associations, Child Health Research Groups, Learned Colleges etc.

**Article 1**

**General**

The name of the Association shall be the International Pediatric Academic Leaders Association (IPALA) to recognize the involvement of the breadth of pediatric academic leaders who wish to be involved in the organization.

**Article 2**

**Purpose**

The IPALA is an association of academic leaders (current and retired) in pediatrics who function collaboratively and with partners to advance the health of children and youth through the fostering of excellence in education, research, and clinical practice in the field of pediatrics and child health. We will build strength of purpose through:

* Creating a forum to exchange ideas (meetings, on-line forums).
* Enhancing collegiality, respecting, and valuing the multiple roles undertaken by pediatric leaders.
* Building collaborative relationships between academic leaders and leaders in pediatric societies within countries.
* Mentoring, facilitating and catalyzing leadership in pediatrics and child health.
* Supporting training in advocacy for child health.
* Developing and advocating for appropriate standards of education and training in child health.
* Emphasizing within training the population and public health aspects of child and youth health.
* Strengthening research training and research programs that focus on the health priorities of the community.
* Supporting the enhancement of academic health systems and academic child health infrastructure at country and regional levels.
* Promoting skills for acquiring and using evidence-based practices and programs in child and youth health.
* Sharing and promoting best educational practice that is contextually and culturally relevant.
* Contributing to academic physician workforce planning models.
* Promoting the professional development of pediatric leaders.

**Article 3**

**Membership**

3.1 Four categories of membership will be recognized within the governance and operation structure of IPALA:

**3.1.1. Category One**: Individuals who are currently or have in the past had a significant leadership role in academic pediatrics (e.g., department head/chair/professor, division/section heads, education program director, research director) may join as active voting members.

**3.1.2.** **Category Two:** Regional or country organizations may join IPALA as an active voting organization member.

**3.2.3. Category Three**: Academic departments of pediatrics may join IPALA as an active voting department member.

**3.1.3.** **Category Four:** Professional and subspecialty global organizations interested in a liaison role with IPALA may join through this category of membership.

3.2. Applications for membership shall be submitted to the Executive Director for review and approval by the executive Committee of IPALA on recommendation of the membership committee of the Governing Council (GC). The membership committee will establish terms of reference, criteria for membership and procedures for reviewing membership applications. The terms of reference of the membership committee will be approved by the governing council and may be amended from time to time with the approval of the Governing Council.

3.3. Members shall pay dues according to the guidelines established by the Executive and approved by the Governing Council.

3.4 The Executive may consider subsidy for individual members who are unable to pay dues personally and are not able to have their dues paid by their department or from other sources.

3.5 Non-payment of dues by members for two or more years shall result in automatic suspension of membership.

3.6. Membership may be terminated by the decision of the Governing Council for documented violation of IPALA principles. Such decisions will be documented in writing to the individual involved.

**Article 4**

**Governing Council and Executive Committee**

4.1. **Governing Council (GC):** The responsibility for the policies and activities of the IPALA shall be vested in a Governing Council by the membership.

4.2 **Individual members** of the Governing Council will be selected based on six (6) macro-regions. The number of seats for each region is based on a "best fair estimate" related to total population and number of countries with population greater than 1 million within the macro-region. The regional membership on the governing council will be reviewed and adjusted from time to time as required. For the initial period the total elected seats from individual members will be 37, allocated in the following way (see Appendix for country assignment to regions):

Americas (North, Central, South) 6
Africa (North, Sub-Saharan) 7
East Asia, North Asia 6

South Asia 6
South-East Asia, Oceania 5
Western/Eastern Europe, Middle East 7

The election for members will be held in the year prior to the biennial meeting of the membership. There is no limit on the number of members who can be nominated for the governing council. The Governing Council will establish a nominations committee that will be responsible for supporting and overseeing the nomination and election process. Nominations will be solicited from the regions and the election of Governing Council members will be held within each region with voting done by mail (including postal, e-mail and fax). Candidate information including nominators, brief biography and statement of interest will be sent to each member with the election ballot. All members within a macro-region will vote for the number of seats available to the macro-region with candidates with the most votes being elected to the region.

An individual country can have no more than one (1) member on the Governing Council except where that country has a population greater than 400 million, in which case the country can have 1 additional member if over 400 million population and a third member if over 800 million with maximum of 3 members in any given country.

4.3 **Country/Regional** members of the Governing Council will be selected from those organizations residing within a macro-region, with one organization being selected from each of the regions through a vote of the county/regional members within the region.

4.4 **Departments of Pediatrics** members of the Governing Council will be selected from those departments residing within a macro-region, with one organization being selected from each of the regions through a vote of the department members within the region.

4.5 **Global Organizations**: Global organizations serve primarily a liaison function to IPALA and would not sit on the Governing Council.

4.6 Vacancies on the Governing Council will be filled by taking the candidate or organization within the region that had the next largest number of votes during the previous election. This person or organization will fulfill the term of the vacated person/organization and may stand for re-election. The time served in filling the vacancy will not be counted in relation to calculating the maximum consecutive time that can be served on the Governing Council.

4.7 The Governing Council will also appoint a ‘Local Host’ of the IPA sponsoring country where the biennial Congress will be held. This person will sit on the Governing Council as a non-voting member for a period of three years and this individual will be appointed to the IPALA Congress Program Committee.

4.8 The Executive Committee (EC) will be elected from within the Governing Council and will consist of a President, President-Elect, Past President, Secretary and Treasurer, one (1) Individual Member representative from each of the six regions, one (1) Category Two and one (1) Category Three representative.

4.9 Members of the Executive Committee will sit as voting members of the governing council. Any term served on the Executive Committee will be in addition to the members term on the Governing Council.

4.10 The President of the IPALA shall preside over all meetings of the Governing Council and will be the designated representative to the IPA.

4.11 The Governing Council shall meet on-line annually at a minimum, with in-person attendance available at the time of the biennial meeting.

4.12 The functions of the Governing Council shall be to:

a) develop, review and approve policies and strategic plans of the IPALA;
b) elect the Executive Officers of the IPALA;
c) establish a **Standing Membership Committee** and receive and approve new members of IPALA
d) receive and approve the budget and financial reports of the IPALA;
e) establish a **Standing Program Committee** to plan and implement the educational program in association with the IPA Congress;
f) establish a **Standing Nominations Committee** to support recruitment and election of new governing council members;
g) establish other standing committees as appropriate; and
h) submit an annual report to the membership of IPALA.

4.13 A member of the Governing Council is elected, in the first instance, for a period of 2 years. No elected individual can serve as a regular member of the GC for more than two successive 2-year terms. This does not include persons elected to Executive Offices. A member may be re-elected to GC, given a gap of at least two years since last serving on the GC.

4.14 Members of the EC shall be voting members of the Governing Council.

4.15 **Other Members of Executive Council:** Standing Committee members will be non-voting members of the EC. The Executive Director will also be a non-voting member of the Executive Committee.

4.16 The functions of the EC shall be to:

(i) carry out the programs and policies of the IPALA as determined by the Governing Council;
(ii) recommend the budget of the IPALA to the GC for approval;
(iii) refer applications from prospective new Members to the GC for approval; and
(iv) exercise such authority as may be delegated by the GC.

**Article 5**

**Officers**

5.1. The Officers of IPALA shall be the President, President-Elect, Secretary, Treasurer, and Past President. The Officers must be members in good standing of the IPALA. Once elected as an officer, the officer ceases to be an elected representative of the region, and his/her position will be filled by a member in that region who received the next highest number of votes to those elected to the council.

5.2. The President of the IPALA shall preside at the meetings of the Governing Council and the Executive Committee. The President shall be elected from the Governing Council and will serve a two-year term.

5.3. The President shall continue as Past-President for a term of two years.

5.4. A nomination for President-Elect must be made by at least one member from three of the six regions. Members must be in good standing.

5.5. The President-Elect, after one two-year term, shall take office as the President for one two-year term.

5.6. In the event of the President's temporary or permanent incapacity, the President-Elect shall serve as Acting President for the remaining duration of the period of incapacity. This time shall not be counted in the two-year tenure period as the President.

5.7. The Treasurer will be elected from the Governing Council for a term of two years, renewable once.

5.8 The Treasurer shall be responsible for oversight of all financial activities of the IPALA including the development of an annual budget. The Treasurer will approve all financial commitments and expenditures beyond the Executive Director limit to be defined by the Executive Committee from time to time and within the limits defined for the Treasurer by the Governing Council. The Treasurer will be responsible for ensuring an independently audited financial report is conducted for approval by the Governing Council and distribution to the membership.

5.9. The Secretary will be elected from the Governing Council for a term of two years, renewable once.

5.10. The Secretary will ensure that appropriate minutes are kept of all meetings of the IPALA and will be responsible for securing historical documents. The Secretary will also be responsible for ensuring appropriate communication with the membership including such items as the Annual Report, web-site development, and newsletters or bulletins.

**Article 6**

**Executive Director**

6.1 The Executive Director will be a staff position appointed by the Executive Committee and will serve for a renewable two-year term subject to annual review by the Executive Committee.

6.2 The Executive Director will conduct the business of the IPALA, reporting to the President and through the President to the Executive Committee and Governing Council.

**Article 7**

**Site Administration Office**

7.1. The Executive Committee with consultation to the Governing Council shall decide where the Administrative Office and staff of the IPALA are to be located.

**Article 8**

**Amendments to Bylaws**

8.1 Amendment to the bylaws will be proposed in writing to the GC. The GC will provide opportunity for discussion and potential amendment of the proposed changes, to be followed by on-line vote of the GC membership.

8.2 Any proposal to amend the bylaws shall be sent to the Executive Director in a timely fashion to permit the Executive Director to send this to the GC not later than four months prior to the next meeting and shall appear on the agenda in the form of a motion by a Member or by the EC.

**Article 9**

**Meetings**

9.1 A meeting of the full membership will be held on-line every two years with in-person attendance available in association with the IPALA biennial meeting.

9.2 Additional meetings of the EC and GC may be called at the discretion of the President and the EC of the IPALA.

9.3 Meetings of the GC and Membership must be convened, and a provisional agenda sent to members at least two weeks in advance.

9.4 Agenda and minutes of Executive, Governing Council and full membership will be accessible through the website.

9.5 The GC on-line meeting will occur in advance of the on-line meeting of the full membership that will occur in conjunction with the biennial meeting.

9.6 Elected members who fail to attend two consecutive meetings of the GC or three consecutive meetings of the EC, will be subject to removal from office following confirmation by two-thirds of EC members, excluding the individual under consideration. If removed, the member will be replaced by the member who was runner-up in the previous election.

**Article 10**

**Voting**

10.1 Business of the GC requiring a vote of members will be conducted electronically or e-mail following appropriate discussion of the item at the GC and summarized in writing. A simple majority of the GC membership will constitute approval of an agenda item, with exception to changes in the bylaws which will require a two-thirds majority of the Governing Council members. Voting members will have at least 7 days to respond to a request to vote following receipt of the final motion.

10.2 If a vote of the membership, Governing Council or Executive is tied, the President shall cast the deciding vote.

**Article 11**

**Financial Status**

11.1 The assets and income of the organization shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organization except for expenses incurred on behalf of the organization.

11.2 In the event of the organization being dissolved the amount that remains after such dissolution, at the satisfaction of all debts and liabilities shall be transferred to another organization with similar purposes which is not carried on for the profit or gain of its individual members.

**Article 12**

**Transitional Governing Council and Executive**

12.1 A Transitional Executive will be constituted whose responsibility will be to establish programs and grow the membership to the level that can establish the Governing Council across the regions.

12.2 The Transitional Executive will be in position until June 2023 when membership shall be large enough across the regions to formally establish the Governing Council and Executive positions in line with these bylaws and implemented at the IPALA meeting held concurrent with the time of the IPA Congress.

12.3 Members of the Transitional Executive shall be eligible for election to the 2023 Governing Council and Executive positions.

12.4 In order to assure continuity in transition, the President and President-Elect positions in 2023 will be elected from the Transitional Executive and Transitional Executive members will hold one of the available Governing Council positions in their respective regions for the first term of the Governing Council.

12.5 Consideration may be given to extend the transition period beyond June 2023 where sufficient membership has not yet been achieved but there is clear evidence of progress toward the goal.

12.6 With formal establishment of the Governing Council and Executive, Article 12 of the bylaws will be removed.