

PALISI Network By-laws

ARTICLE I – NAME AND PURPOSE

Section 1 – Name: PALISI (Pediatric Acute Lung Injury and Sepsis Investigators) Network

Section 2 – Purpose: The purpose of this organization is to support and conduct research related to critical illness and injury in children and their families. PALISI is organized for scientific, charitable, and education purposes.

Article II – Membership

Section 1 – Eligibility for membership: Membership shall be open to all institutions and healthcare and research professionals interested in knowledge development in the care and outcome of children and their families suffering critical illness or injury. Membership is granted after completion and receipt of a membership application and annual dues. Memberships are not transferable.

Section 2 – Annual dues: The amount required for annual dues shall be determined by the Executive Committee and will include individual and institutional categories. Continued membership is contingent upon being up to date on membership dues. Membership dues are to be paid at the beginning of the North American academic year (July) and must be paid in full prior to registering for the fall meeting. Memberships will not be prorated. As a non-profit organization, financial oversight is in alignment with Internal Revenue Services 501 (c)(3) rules and regulations.

Section 3 – Voting rights of members: Each individual member and individuals covered by institutional membership who have attended at least one half of the meetings in the prior three years shall be eligible to vote in PALISI elections and other decisions for which voting occurs. In the event of illness or other circumstances whereby an individual misses the required half of meetings, he/she may petition the Executive Committee to be allowed to vote. Approval would require a simple majority vote of the Executive Committee. (Refer to Article III, Section 4 for further details on voting)

Section 4 – Resignation and termination: Any member or member institution may resign by filing a written resignation with the Administrative Director. Resignation shall not relieve a member or institution of unpaid dues, or other charges previously accrued. For resignations during a year for which dues have been paid, there will be no refund.

All members of the PALISI community are expected to conduct themselves in a manner that does not infringe upon the rights of others. This includes maintaining confidentiality of research ideas, preliminary data, and other information presented at meetings, if applicable. Members of the PALISI network, guests and visitors have the right to be free from any misconduct, harassment, or discrimination. The PALISI Network has a zero-tolerance policy for discrimination based upon gender or gender identity, racial, ethnic, religious, sexual orientation, or any other basis. When any misconduct, harassment, or discrimination occurs, the Executive Committee will act to end the conduct, prevent its recurrence, and remedy the effects on both individual(s) and the Network. If one or more members of the Executive Committee have a conflict of interest related to the misconduct, harassment, or discrimination, they will be recused from any discussion related to the resolution.

The Executive Committee shall have the authority to suspend or terminate individual membership privileges for of the following reasons: (a) Violation of any provision of the Articles, By-laws, contractual obligations, or written policies of the PALISI Network; (b) Default of payment of dues where such default is not waived by the Executive Committee or remedied by the Member or Site within 60 days from the date of the Member or Site being notified of such default; (c) Carrying out any conduct which may be detrimental to the PALISI Network as determined by the Executive Committee in its sole discretion; or (d) For any other reason that the Executive Committee in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Network. If the Executive Committee determines that a member should be expelled or suspended from Membership, the Chair, or such other officer as may be designated by the Executive Committee, shall provide 20-day notice of suspension or expulsion to the Member and shall provide reason(s) for the proposed suspension or expulsion. The Member may make written submissions to the Chair, or such other officer as may be designated by the Executive Committee, in response to the notice received within such 20-day period. If no written submissions are received, termination will be considered final. Termination or suspension of the membership of an individual member requires a unanimous vote of the Executive Committee members.

Section 5 — Non-voting membership: The Executive Committee shall have the authority to establish and define non-voting categories of membership.

Section 6 – Guests/Observers at Meetings: Periodically, non-member guests or observers may request to attend a PALISI meeting for the purpose of presenting a proposal, learning about the organization, or for other educational, advocacy, or scientific purposes. The Executive Committee must receive such requests at least 6 weeks prior to the meeting. Meeting fees for such guests may be waived or discounted with a majority vote of the Executive Committee. It is expected that guests/observers will maintain confidentiality and must agree to enforce the bylaws of the PALISI Network, which include not copying or ‘borrowing’ from any research project or any research program discussed by members of the Network.

ARTICLE III — MEETINGS OF MEMBERS

Section 1 — Regular meetings: Regular meetings of the members shall be held twice yearly (generally autumn and spring), at a time and place designated by the Chair of the Executive Committee. A summary report, in the form of an agenda, will be posted on the network website for each meeting.

Section 2 — Notice of meetings: Electronic notice of meeting dates and location shall be given to members by email not less than three months prior to the meeting whenever possible, and ideally six months prior. Electronic notice of meeting registration information shall be given to members by email as early as possible prior to the meeting.

Section 3 — Quorum: The members present at any properly announced meeting shall constitute a quorum.

Section 4 — Voting: All issues to be voted on shall be decided by a simple majority of those individuals who have attended at least 50% of meetings in the past three years who vote. In-person voting at

meetings will take place by simple blind ballot. All other voting will be by electronic mail with one vote to each individual member.

ARTICLE IV — EXECUTIVE COMMITTEE

Section 1 — Executive Committee (EC) role, size, and compensation: The EC is responsible for overall policy and direction of the Network. Responsibility for day-to-day operations may be delegated to staff and committees. At any given time, the EC shall have up to 11 but not fewer than 5 members. The EC receives no compensation. The EC members are required to undergo Diversity, Equity and Inclusion training at their home institutions, or if not available, through an external agency.

Section 2 — Executive committee members: The EC will have the following members:

- Chair
- Vice-Chair: Elected every three years by the membership at large, must be a current member of the EC, and automatically assumes the Chair position upon completion of the Chair's three-year term. If no EC member chooses to be considered for Vice-Chair, nominations will be solicited from the membership.
- Past-Chair
- Scientific Committee Chair: Elected from the membership at-large every three years.
- Treasurer: Appointed by the Chair from the EC and approved by a majority vote of the EC.
- Clinical Research Coordinator (CRC) member: appointed from the leadership of the CRC subgroup
- Four at-large members: Two members are appointed by Chair and approved by majority vote of the Executive Committee and two are nominated and elected by the membership as a whole.

Section 3 — Terms: All EC members, including the Chair and Vice Chair, shall serve three-year terms and are eligible for re-election for a total of two consecutive terms. The Chair and Vice Chair serve three-year terms with the Vice-Chair assuming the Chair position upon completion of the Chair's three-year term. The transition date for all EC positions, including Chair and Vice-Chair, will occur within 60 days after the results of the general election are known.

Section 4 — Executive Committee elections: The EC Chair and Vice-Chair share responsibility for the organization of all elections. Elections for the Vice-Chair position and EC members will be held every three years. Elections will generally be conducted by email around the autumn meeting with nominations for the new Vice-Chair and EC members submitted in writing after the previous spring meeting. Vice-Chair nominees must have previously served at least one term on the EC, and EC nominees must have attended at least 50% of meetings in the past three years. If no EC member chooses to be considered for Vice-Chair, nominations will be solicited from the membership. All elections shall be decided by simple majority. Attendance at a minimum of 50% of the PALISI meeting in the last three years is required to vote. Appointment of EC members by the EC Chair, as described above, will be completed within 60 days following the announcement of the election results. Similarly, all Chair and Vice-Chair transitions occur at the same time.

Section 5 — Meetings and notice: The EC shall meet face-to-face or electronically at least semiannually, during or close to regular meetings of PALISI. In addition, the EC will meet face-to-face or electronically on at least two additional occasions annually.

Section 6 – Quorum: A majority of EC members must be present either in person or electronically for business transactions to occur and motions to pass.

Section 7 – Officers and Duties: There typically shall be ten members of the Executive Committee, consisting of a Chair, Vice-Chair, Past-Chair, Scientific Committee Chair, Treasurer, Research Coordinator Subgroup member, and four members at-large. The Administrative Director is a non-voting member of the EC. The Chair, Vice-Chair, SC Chair, Past-Chair, and Administrative Director will have access to the PALISI mailing list and website. Such access will not be shared outside of the EC without approval of the EC and notification of the Administrative Director and Chair. Duties of the EC members are as follows:

Subsection 7a – Duties of the Chair: The Chair shall convene regularly scheduled EC meetings, shall preside (or arrange for another designee member of the Executive Committee to preside) at each meeting in the following order: Vice-Chair, SC Chair, Treasurer, Past-Chair, At-large Member. The Chair will announce the meetings to the PALISI members and work with the Administrative Director, Administrative Coordinator, and Vice Chair to develop the agenda of the semi-annual meetings. In addition, the PALISI Chair will serve as the point of contact with other networks for PALISI-wide affiliations, represent PALISI at national meetings and functions or designate another member of the EC to do so, and sign letters of support for grants and other initiatives on behalf of PALISI. The Chair and the Treasurer are responsible for oversight of all significant expenditures.

Subsection 7b – Duties of the Vice-Chair: The Vice-Chair shall:

- a) Partnering with the EC, Administrative Director and Administrative Coordinator in the development of the semiannual meeting agendas.
- b) Working with PALISI subgroups on their meeting agendas.
- c) Assisting the SC Chair with linking subgroups with network activities.
- d) Leading and designing educational initiatives.
- e) Be responsible for oversight of the PALISI website.
- f) Temporarily reassume the Chair position in the event the Chair steps down.

The Vice-Chair may delegate portions of these duties, where appropriate, to other EC members. Portions of these duties may also be delegated to non-EC members after approval from the entire EC for duties that are outside the scope of expertise of the Vice-Chair and/or other EC members, for example: website design related activities.

Subsection 7c – Duties of the Immediate Past-Chair: The Past-Chair will serve as an advisor to the Chair, Vice-Chair, and all EC members.

Subsection 7d – Duties of the Former Chairs: All Former Chairs become part of an informal PALISI advisory board. This board serves to provide an institutional memory and is available to advise the EC, as requested, on all major PALISI issues.

Subsection 8d – Duties of the SC Chair: The Scientific Committee Chair leads SC meetings at each PALISI meeting and works with PALISI subgroups and working group leaders to integrate activities of the groups with the overall network (also see section V2a).

Subsection 7e – Duties of the Treasurer: The Treasurer, in conjunction with the Administrative Director,

Administrative Coordinator, Chair, and Vice Chair, will be responsible for maintaining a record of active members and institutions, billing and recording of dues, and tracking of all expenditures. He/she will be responsible for reviewing, at a minimum, yearly budget summaries prepared by the Administrative Director and reporting budgetary updates to the EC at each meeting and ensuring that budget summary information is provided to the Chair to present to the entire membership at least once annually. He/she will also be responsible for, in conjunction with the Administrative Director and an external accounting service, filing appropriate tax forms as required for the corporation, and in accordance with 501c3 requirements. In conjunction with the EC Chair, he/she oversees all significant PALISI expenditures and both must approve any expenditure greater than \$250.

Subsection 7f – Duties of the EC Members at-large and CRC member: The four EC members at-large and the CRC member will participate in all of the semi-annual meetings and may be assigned or accept additional responsibilities as needed for the operation of PALISI. Such additional responsibilities may include liaison with other organizations, contributions to the PALISI website, subgroups oversight, network communications, or other duties as requested by the Chair or Vice-Chair.

Subsection 7g – Duties of the Administrative Director and Administrative Coordinator: The Administrative Director is a non-voting member of the EC. In conjunction with the Administrative Coordinator, they organize and support the PALISI meetings and telecommunications, identifies meeting sites and negotiate meeting requirements and costs, manages CME submissions and records for members, and documents and tracks PALISI activities. Such duties may by necessity be divided as needed into more than one position. The positions of PALISI Administrative Director and Administrative Coordinator will be a salaried position with a compensation negotiated by the Chair and approved by a majority of the EC. All other EC positions are unpaid.

Section 8 – Vacancies: When a vacancy on the EC exists mid-term, the Chair will seek nominations for new members from EC members. These nominations shall be distributed to EC members, to be voted upon by the entire membership at the next regular network meeting or electronically, depending on the timing of the vacancy as determined by the EC Chair. These vacancies will be filled only to the end of the particular EC member's term. In the event of multiple EC vacancies, they will be filled 50/50 by nomination/vote of the membership and Chair appointment (with majority approval of the EC).

Section 9 – Resignation, termination, and absences: Resignation from the EC must be in writing and received by the Chair. An EC member may be terminated from the EC due to more than two unexcused absences from EC meetings in a year. An EC member may be removed for other reasons by a unanimous vote of the remaining members.

Section 10 – Special meetings: Special meetings of the EC shall be called upon the request of the Chair, or one-third of the EC. The Administrative Director and Administrative Coordinator shall distribute notices of special meetings to each EC member electronically at least two weeks in advance, when possible.

ARTICLE V – COMMITTEES

Section 1 – Committee formation: The EC may create committees and working groups as needed.

Section 2 – Scientific Committee (SC): The SC shall be a permanent committee of PALISI. The purpose

of the SC is to offer scientific review of grant proposals, new ideas, surveys, and manuscripts submitted by PALISI members. The Chair of the SC and a Vice-Chair will be nominated by the EC Chair, from the SC members elected by the membership at large every three years. Members of the SC shall include the Chair of each approved PALISI subgroup. Three additional SC members will be elected from the membership at-large in conjunction with the regular election of EC members. SC members serve three-year terms and are eligible for re-election for a total of two consecutive terms. The SC Chair and Vice-Chair may appoint temporary ad hoc members of the SC as needed for the purpose of review of proposals or manuscripts for which they have special expertise.

Subsection 2a – SC Chair Duties: The SC Chair receives all submissions, is responsible for assigning reviewers, and sets the SC meeting agenda. The SC Chair also nominates the SC Vice-Chair to support the SC Chair’s duties, with approval of the EC. Approval to include the PALISI Network in the authorship of a manuscript (written as “for the Pediatric Acute Lung Injury and Sepsis Investigators (PALISI) Network”) requires approval of the SC Chair and Vice-Chair. The SC Chair is responsible for writing letters of support for proposals approved by the SC. These letters also require the approval and co-signature of the EC Chair.

Subsection 2b – SC Vice-Chair Duties: Serves as SC Chair in Chair’s absence and works directly with SC Chair and helps to organize reviews of proposals.

Subsection 2c – SC meetings: Semiannual face-to-face or electronic meetings will be held in conjunction with PALISI meetings, generally the day prior to the first day of the PALISI conference, to allow predictable scheduling for attendees. Members or a designated representative of each subgroup are required to attend all meetings. A minimum of two weeks prior to the meeting is required for submissions to be reviewed by the SC. Reviews will be in writing using the current NIH format. SC endorsement requires review by a minimum of two members and majority approval. The SC Chair may organize members of the SC and/or ad hoc reviewers from the membership at large to review a given proposal “off-cycle” should grant deadlines mandate such timing. Approval by the SC for ‘off-cycle’ submissions require the approval of two SC members along with the Chair and Vice-Chair.

ARTICLE VI – PALISI SUBGROUPS

Section 1 – Purpose of Subgroups: PALISI was founded as a network focused on research in acute lung injury and sepsis. As the membership has grown, however, the interests of the organization have diversified into many different aspects of Pediatric Critical Care. This diversification is consistent with the PALISI primary purpose of supporting research for the benefit of critically ill children and their families.

Section 2 – Organization of Subgroups: Subgroups are organized around the research interests of their members and remain part of the larger PALISI Network. Each subgroup is required to:

- a) Have a Chair (or co-chairs) to represent the subgroup to the larger organization and contribute to the PALISI SC.
- b) Have a minimum of 15 members.
- c) Meet regularly.
- d) Have at least two ongoing research projects.
- e) Participate in the PALISI SC as outlined in Article V, Subsection 1c.
- f) Present either 1) a research idea currently being curated within the subgroup or full research

proposal and intending to include 2 or more PALISI institutions, or 2) a brief summary of the subgroup activity at PALISI meeting at least once every 2 years. Presentations will be made by the subgroup chair or his/her designee.

Approval of a subgroup requires an application to the PALISI EC and a one-year probationary period. A majority of the PALISI EC is required for approval. Failure to participate may necessitate revocation of the subgroup designation.

Section 3 - Informal Interest groups can be formed around a broad research topic that requires ongoing, multi-site investigations. Interest groups will have the support of the Network, and can be viewed as precursor groups toward formal subgroup designation

Section 4 – Working Groups: A Working group is constituted by an organized group of investigators focused on a specific research proposal, usually with study-specific, time-limited source of funding, such as a working group to facilitate communication to all PALISI sites enrolling in a particular randomized, controlled trial. These groups may exist within or outside of the PALISI subgroups.

Section 5 – Affiliated Groups or Networks: PALISI may affiliate with other organizations or networks to collaborate in joint studies or other activities. An affiliated group has its own organizational structure and independently but collaboratively functions with PALISI and other organizations. Joint studies and details regarding authorship and responsibilities require prior review by the PALISI SC and approval by the majority of the EC.

ARTICLE VII — DIRECTOR AND STAFF

Section 1 — Administrative Director and staff: The Administrative Director and staff are hired by the EC and have day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Administrative Director and a staff designated by Administrative Director will attend EC meetings, report on the progress of the organization, support Chair and Treasurer with financial report, answer questions of the EC members and carry out the duties described in the job description. He/she is a non-voting member of the EC. The EC can designate other duties as necessary.

ARTICLE VIII — BYLAW APPROVAL AND AMENDMENTS

Section 1 — Bylaw Approval: Approval of these bylaws will be simple majority of the PALISI EC members, with a vote conducted at a convened EC meeting.

Section 2: — Amendments: Proposed amendments must be submitted to the EC Chair and will be distributed with regular EC announcements. Proposed amendments to the bylaws must be approved by a two-thirds majority of the EC and then be distributed to the membership at-large after approval.

CERTIFICATION

These bylaws were approved at a meeting of the EC by a two-thirds majority vote on June 20, 2023 and distributed to the PALISI membership via the website once updated.