

## BYLAWS OF THE AMERICAN SOCIETY OF PLASTIC SURGEONS®

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# BYLAWS OF THE AMERICAN SOCIETY OF PLASTIC SURGEONS

## ARTICLE I: Name and Location

**Section 1.** The name of this organization shall be the American Society of Plastic Surgeons.

**Section 2.** The offices of the Society shall be located in the State of Illinois and/or any other location(s) selected by the Board of Directors.

## ARTICLE II: Purposes

The purposes of the Society shall be:

- (1) To benefit humanity by advancing the art and science of plastic and reconstructive surgery.
- (2) To promote the highest standards of professional skills and competence among plastic surgeons.
- (3) To promote the exchange of information among plastic surgeons.
- (4) To promote the highest standards of personal and professional conduct among plastic surgeons and other physicians.
- (5) To provide the public with information about the scientific progress in plastic and reconstructive surgery.
- (6) To promote the purposes and effectiveness of plastic surgeons as is consistent with the public interest.

## ARTICLE III: Membership

**Section 1.** *General:* Membership in the Society shall be at the invitation of the Society. Regularly licensed physicians engaged in the practice of plastic and reconstructive surgery, and others who demonstrate that they fulfill the applicable requirements of these Bylaws, may be admitted to membership in the Society. All members must agree to abide by the Society's Bylaws and Code of Ethics.

Upon being accepted into membership in the Society, individuals automatically become members of the Plastic Surgery Foundation.

**Section 2.** *Classes of Membership:* The Society shall have the following classes of members: (a) Active Members, (b) Life Members, (c) International Members, (d) Retired International Members, (e) Associate Members, (f) Retired Associate Members, (g) Honorary Members and (h) Affiliate Members.

Resident Affiliates and Candidates for Membership are not members of the Society.

**Section 3.** *Active Membership:*

A) *Basic Requirements:* Active Members shall be surgeons of high moral and ethical standing; shall have demonstrated medical competence by obtaining certification by The American Board of Plastic Surgery, Inc.® or in plastic surgery by The Royal College of Physicians and Surgeons of Canada® and/or the Corporation Professionnelle des Médecins du Québec; shall have demonstrated ethical competence by conforming to the

Society's Code of Ethics; shall be actively engaged in the practice of plastic and reconstructive surgery; shall have served as Candidates for Membership in the Society for at least one (1) year.

The Active Member status of members whose certification from The American Board of Plastic Surgery, Inc.®, The Royal College of Physicians and Surgeons of Canada®, or the Corporation Professionnelle des Médecins du Québec ("Board-certification") has been revoked or suspended will similarly be revoked or suspended concurrent with the duration of the revocation or suspension of the Board-certification.

B) *Citizenship/Residence Requirements*: There shall be no citizenship or residency requirement for Active Membership. Individuals who do not reside and practice in the United States or Canada are eligible to be considered for Active Membership or, if they so desire, International Membership in the Society.

C) *Application Procedure*: An applicant for Active Membership must be sponsored by two (2) Active or Life Active Members who are familiar with the individual's professional competence, ethics, and moral standing. One sponsor shall practice within the same geographic region as the individual. The sponsors shall propose the individual to the Membership Compliance Subcommittee, which shall evaluate the individual on the basis of the criteria set forth in these Bylaws and recommend approval or disapproval of membership to the Board of Directors. Election to Active Membership shall be by a majority vote of the Board at a meeting at which a quorum is present. If the Board of Directors does not elect an applicant to membership, the applicant may request a hearing before the Trustees.

The hearing shall be conducted pursuant to Section 12 of this Article. The decision of the Trustees on the application shall be final. Individuals who are not approved after a hearing or who do not receive the affirmative vote of the Board of Directors shall be removed from the lists of Candidates for Membership in the Society. Such individuals may apply again for Active Membership, provided they fulfill the requirements pertaining to Active Membership then in effect.

D) *Rights and Privileges*: After election to Active Membership, and after payment of any entrance fees, dues, or assessments, Active Members shall have all the rights and privileges of the Society, including the right to vote at all meetings of the Society, to be eligible to hold office, and to serve on committees of the Society.

#### **Section 4. Life Membership**

A) *Basic Requirements*: The Board of Directors shall confer Life Membership upon Active Members in good standing who so request and who have retired from the active practice of plastic and reconstructive surgery; who are no longer performing surgery for remuneration; whose licenses to practice medicine currently held in each state is in good standing and not subject to any restrictions; and who are not subject to an investigation or administrative complaint in any state where a license to practice medicine is held. Under special circumstances and at its discretion, the Board of Directors may confer Life Membership upon Active Members who no longer perform surgery for remuneration but who have not fully retired from active practice. Eligibility for Life Membership shall lapse upon the Life Member's return to the active practice of plastic and reconstructive surgery or upon change in the special circumstances qualifying the member for Life Membership. The Life Member shall have the affirmative obligation to notify the Board Vice President of Finance and Treasurer of the Society of any such change in status. Upon such notice, the Board of Directors may, in its discretion, reconvert the Life Member to Active Membership.

B) There shall be two categories of Life Members: Life Active Members and Life Inactive Members:

(i) Life Active Members shall not pay dues but shall pay an annual fee as determined by the Board of Directors. Life Active Members may not hold office but shall have the other rights and privileges of Active Membership, including the right to vote and to serve on committees of the Society.

(ii) Life Inactive Members shall not pay dues or an annual fee. Life Inactive Members shall have such rights and privileges as may be determined from time to time by the Board of Directors but may not hold office, vote or serve on committees of the Society.

C) *Application Procedure and Effective Date:* Requests for Life Active Membership status or Life Inactive Membership status shall be submitted in writing to the Board Vice President of Finance and Treasurer of the Society. Following confirmation of eligibility by the Membership Compliance Subcommittee, the Board of Directors shall take action on requests for Life Active and Life Inactive Membership. Election to Life Membership shall be by a majority vote of the Board at a meeting at which a quorum is present.

Applicants for Life Active or Life Inactive Membership shall continue to pay dues for Active Membership privileges until their application for change in status is approved by the Board of Directors. When approved, Life Active or Life Inactive Membership generally shall be deemed effective as of the date of application. Any dues for Active Membership subsequent to this effective date shall be refunded pro-rata by the Society.

**Section 5.** *International Membership:* International Membership is an honor for plastic and reconstructive surgeons who reside and practice in countries other than the United States or Canada; or who are certified by The American Board of Plastic Surgery, Inc. or in plastic surgery by The Royal College of Physicians and Surgeons of Canada and/or the Corporation Professionnelle des Médecins du Québec; and who are members in good standing of their national plastic surgery society, unless this latter requirement is waived by the Board of Directors.

Upon recommendation by the Membership Compliance Subcommittee or by a recognized national plastic surgery society with sponsoring rights and approval by the Board of Directors, Active Members who later reside and practice in countries other than the United States or Canada may, if they so desire, become International Members.

A) *Basic Requirements:* International Members shall be surgeons of high moral and ethical standing; shall have demonstrated professional competence; shall have been actively engaged in the practice of plastic and reconstructive surgery for at least three (3) years; and shall reside and practice in countries other than the United States or Canada.

B) *Application Procedure:* To be considered for International Membership, the applicant(s) must either be (a) sponsored by one (1) Active, Life Active or International Member who is familiar with the applicant's professional competence and distinction, ethics, and moral standing and receive a letter of support from their national plastic surgery society, or (b) sponsored by their national plastic surgery society if such society has a Memorandum of Understanding with the American Society of Plastic Surgeons. No Active, Life Active or International Member may propose more than four (4) individuals for International Membership per year. There shall be no limitation on the number of individuals a national plastic surgery society with a Memorandum of Understanding may sponsor. The Active, Life Active or International member or national society sponsor shall propose the individual to the Membership Compliance Subcommittee along with a brief summary of the individual's professional qualifications and activities. The Membership Compliance Subcommittee shall then evaluate the individual and recommend approval or disapproval to the Board of Directors. Election to International Membership shall be by a majority vote of the Board at a meeting at which a quorum is present.

Individuals who fail to receive the necessary vote for International Membership by the Board of Directors may, after three (3) years, apply again for International Membership, provided they fulfill the requirements for International Membership at that time.

C) *Rights and Privileges:* After election to International Membership and upon payment of any entrance fees, dues or assessments, International Members shall have such rights and privileges of the Society as

designated by the Board of Directors from time-to-time, including the right to serve on committees and vote on committee matters, but they may not hold office or otherwise vote.

D) *Change of Residence and Practice:* International Members who later reside and practice in the United States or Canada shall automatically lose their International Membership. They may apply to become Associate Members or Candidates for Membership, provided they fulfill the requirements.

**Section 6.** *Candidate for International Membership:*

A) *Basic Requirements:* Candidates for International Membership shall be surgeons of high moral and ethical standing who do not reside in the United States or Canada; shall have demonstrated professional competence; shall be actively engaged in the practice of plastic and reconstructive surgery; and shall have completed prerequisite surgical training as determined by the national authority with oversight for training and certification in the applicant's country, and as required for active membership in the individual's national plastic surgery society.

B) *Application Procedure:* An individual may become a Candidate for International Membership upon satisfactory completion of the appropriate prerequisite surgical training as required for active membership in the individual's national plastic surgery society. Upon receipt by the Society of a completed application from the individual; a letter from the national authority verifying the individual's completion of the training and certification in the applicant's country; and the payment of required fees, the individual shall without further action by the Society become a Candidate for International Membership.

C) *Rights and Privileges:* After becoming a Candidate for International Membership and after payment of any entrance fees, dues or assessments, Candidates for International Membership shall have such rights and privileges of the Society as designated by the Board of Directors from time-to-time, but they may not hold office or vote.

D) *Change of Residence and Practice:* Candidates for International Membership who later reside and practice in the United States or Canada shall automatically lose their International Membership. They may apply to become Associate Members or Candidates for Membership, provided they fulfill the requirements.

**Section 7.** *Retired International Members:* The Board of Directors may confer Retired International Membership upon International Members who have retired from the active practice of plastic and reconstructive surgery and who so request. Under special circumstances, and at its discretion, the Board of Directors may confer Retired International Membership upon International Members who so request but who have not fully retired from the active practice of plastic and reconstructive surgery. Retired International Members shall have all rights of International Members as designated by the Board of Directors from time-to-time, but they shall not pay dues, hold office, or vote.

**Section 8.** *Associate Membership:* Associate Membership shall be open to individuals who contribute to the overall body of knowledge of plastic and reconstructive surgery in their field.

A) *Basic Requirements:* Associate Members shall be individuals of high moral, ethical and professional competence; shall be actively engaged in the practice of plastic and reconstructive surgery or other medical specialty, profession, scientific, or para-medical field that is directly related to plastic and reconstructive surgery. There shall be no citizenship requirement to become an Associate Member.

B) *Application Procedure:* To be considered for Associate Membership, an applicant must be sponsored by one (1) Active or Life Active Member of the Society who is familiar with the applicant's contributions, particularly those of significance to plastic and reconstructive surgery, and also the applicant's professional competence, ethics, and moral standing; and a letter from their primary specialty organization stating the applicant is a member in good standing. The individual shall be proposed to the Membership Compliance

Subcommittee, which shall recommend approval or disapproval of the individual to the Board of Directors. Election to Associate Membership shall be by a majority vote of the Board at a meeting at which a quorum is present.

C) *Rights and Privileges:* After election to Associate Membership and upon payment of any entrance fees, dues, or assessments, Associate Members shall have such rights and privileges of the Society as designated by the Board of Directors from time to time; however, they may not hold office or vote.

**Section 9.** *Retired Associate Membership:* The Board of Directors may confer Retired Associate Membership upon Associate Members who have retired from active practice and, under special circumstances, upon those who so request but have not fully retired from active practice. Retired Associate Members shall have all rights of Associate Members as designated by the Board of Directors from time to time, but they shall not pay dues, hold office, or vote.

**Section 10.** *Honorary Membership:*

A) *Basic Requirements:* Honorary Membership may be conferred upon physicians, scientists, or any individual in the current plastic surgery professional environment who have achieved eminence in their own field and who have made exceptional contributions to the art and science of plastic and reconstructive surgery. There shall be no citizenship or residence requirements.

B) *Application Procedure:* To be considered for Honorary Membership, an individual must be sponsored by two (2) Active or Life Active Members of the Society who are familiar with the individual's eminence and contributions. The sponsors shall propose the individual to the Membership Compliance Subcommittee, which shall evaluate the individual and recommend approval or disapproval to the Board of Directors. Election to Honorary Membership shall be by a majority vote of the Board at a meeting at which a quorum is present.

C) *Rights and Privileges:* Honorary Members shall enjoy such rights and privileges of the Society as designated by the Board of Directors from time to time; however, they shall not pay dues, hold office, or vote.

**Section 11.** *Agreement:* Applicants for all categories of membership, except Honorary Membership, must sign the Society's application form, a waiver, and a statement that they agree to abide by the Society's Bylaws and Code of Ethics. The completed application, waiver and statement shall be sent to the Executive Office of the Society.

In addition to the requirements of these Bylaws, the Membership Compliance Subcommittee and/or the Board of Directors may request any additional letters or information in support of or in reference to any applicant, if necessary to assess the applicant.

**Section 12.** *Procedural Rules:* The Board of Directors may adopt rules governing investigations, hearings, appeals from adverse decisions, and other matters relating to the election of an individual to Active Membership.

**Section 13.** *Resignation:* Any member may resign by filing a written statement with the Board Vice President of Finance and Treasurer of the Society. Resignation shall not relieve the individual of his or her obligation to pay outstanding dues, assessments, or any other charges incurred prior to resignation.

**Section 14.** *Effect on Current Membership:* Notwithstanding any other provision of these Bylaws and specifically the provisions of Article XX, the Board of Directors may terminate or otherwise affect the membership status of any International, Retired International, Associate, Retired Associate, or Honorary Member whenever in its discretion it determines that such action would be in furtherance of the best interests of the Society.

## **ARTICLE IV: Candidates for Membership**

**Section 1.** *Basic Requirements:* Candidates for Membership shall be surgeons of high moral and ethical standing; shall have demonstrated professional competence; shall practice and reside in the United States or Canada; shall be actively engaged in the practice of plastic and reconstructive surgery; and shall have satisfactorily completed such formal training as to qualify for examination by The American Board of Plastic Surgery, Inc., or in plastic surgery by The Royal College of Physicians and Surgeons of Canada and/or the Corporation Professionnelle des Médecins du Québec. When application for Candidate for Membership status is received later than five (5) years following completion of formal training, such application shall be accompanied by documentation of eligibility to be seated for examination by the appropriate certifying board.

If a Candidate for Membership has not been elected to active status within five years of the initial application, a letter from the appropriate board stating the candidate is still board eligible will be necessary to maintain the Candidate for Membership status in ASPS, and such letter must be received every five years until the candidate's election to active status.

**Section 2.** *Application Procedure:* An individual may become a Candidate for Membership upon satisfactory completion of appropriate prerequisite surgical training (as determined by The American Board of Plastic Surgery, Inc.), satisfactory completion of a plastic surgery residency approved by the Residency Review Committee for Plastic Surgery and accredited by the Accreditation Council for Graduate Medical Education, or those programs in Canada approved by The Royal College of Physicians and Surgeons of Canada and/or the Corporation Professionnelle des Médecins du Québec. Upon receipt by the Society of a completed application from the individual; a letter from The American Board of Plastic Surgery, Inc. or its Canadian equivalent verifying the individual's admissibility to its qualifying examination, or confirmation from the Program Director of training completion; and the payment of required fees, the individual shall without further action by the Society become a Candidate for Membership.

**Section 3.** *Rights and Privileges:* After becoming a Candidate for Membership and after payment of any entrance fees, dues, or assessments, Candidates for Membership shall have the privilege of attending scientific meetings, business meetings, presenting papers, and participating in discussions. They may serve on Society committees and vote on committee matters, but may not hold office or otherwise vote.

**Section 4.** *Limitation of Time for Candidates for Membership Status:* An individual may remain a Candidate for Membership until the individual is no longer eligible for certification by the appropriate board or a final decision by the Society to deny the individual Active Membership in the Society.

**Section 5.** *Statement of Agreement:* Candidates for Membership shall complete and sign the Society's application form, a waiver, and a statement that they agree to abide by the Society's Bylaws and Code of Ethics. The completed application and other required material shall be sent to the Executive Office of the Society.

In addition to the requirements of these Bylaws, the Membership Compliance Subcommittee and/or the Board of Directors may request any additional letters or information in support of or in reference to an applicant, if necessary to assess the applicant.

**Section 6.** *Resignation:* Candidates for Membership may resign by filing a written statement with the Board Vice President of Finance and Treasurer of the Society. Resignation shall not relieve candidates of their obligation to pay dues, assessments, or any other charges incurred prior to their resignation.

## **ARTICLE V: Resident Affiliates**

Resident Affiliateship does not confer membership in the Society. Rather, it is a means for residents in plastic and reconstructive surgery to become familiar with the benefits of Society membership and to maintain communication with the Society.

**Section 1.** *Basic Requirements:* Resident Affiliates shall be surgeons of high moral and ethical standing and shall be actively engaged in residency programs in plastic surgery.

**Section 2.** *Application Procedure:* To be considered as a Resident Affiliate, an individual must submit a completed application and certification of enrollment in an accredited residency program, as well as the recommendation of the individual's program director or in the case of an international resident affiliate, certification from the national plastic surgery society that the individual is a resident or trainee member of the society. An individual will automatically become a Resident Affiliate upon receipt by the Society of the necessary certification and recommendation.

**Section 3.** *Obligations:* Resident Affiliates shall pay an annual fee, as determined by the Board of Directors.

**Section 4.** *Rights and Privileges:* Upon payment of required fees, Resident Affiliates shall have the privilege of attending the scientific meetings of the Society and shall be entitled to receive various Society publications and communications as determined by the Board of Directors. They may not attend business meetings, hold office, or vote. Residents, with approval from their Training Program Directors, may serve and have voting privileges on designated Society and Foundation committees.

**Section 5.** *Resignation:* Resident Affiliates may resign by filing a written statement with the Board Vice President of Finance and Treasurer of the Society. Resignation shall not relieve Resident Affiliates of their obligation to pay any charges incurred prior to resignation.

## **ARTICLE VI: Allied Health Affiliate Membership**

**Section 1.** *Basic Requirements:* Allied Health Affiliate Membership may be conferred upon non-physician health care professionals that support the plastic surgery team, who include, but are not limited to: nurses, physician assistants, research assistants, practice and office administrators and related staff, residency coordinators, surgical technologist and/or assistants. Allied Health Affiliate Members shall be individuals of high moral, ethical and professional competence and shall be employed by or work directly with members of the Society.

**Section 2.** *Application Procedure:* To be considered for Allied Health Affiliate Membership, an applicant must be sponsored by one (1) Active or Life Active Member of the Society who is familiar with the applicant's professional competence, ethics and moral standing. The individual shall complete an Allied Health Affiliate Membership application and shall obtain a letter of sponsorship from an Active Member of the Society. Applications shall be reviewed by a Sub-committee of the Membership Compliance Subcommittee. This Subcommittee shall recommend approval or disapproval of this individual to the Board of Directors. Election to Allied Health Affiliate Membership shall be by a majority vote of the Board at a meeting at which a quorum is present. Employment verification will be done on an annual basis.

**Section 3.** *Rights and Privileges:* Upon payment of any entrance fees, dues or assessments, Allied Health Affiliate Members shall have such rights and privileges of the Society as designated by the Board of Directors from time to-time, but they may not hold office or vote.



## **ARTICLE VII: Professional Affiliate Membership**

**Section 1.** *Basic Requirements:* Professional Affiliate Membership may be conferred upon physician-scientists, researchers, or non-plastic surgeons who must provide evidence of a special interest in an area of plastic surgery. Professional Affiliate Members shall be individuals of high moral, ethical and professional competence.

**Section 2.** *Application Procedure:* To be considered for Professional Affiliate Membership, the individual shall complete a Professional Affiliate Membership application. Applications shall be reviewed by a Sub-committee of the Membership Compliance Subcommittee. This Sub-committee shall recommend approval or disapproval of this individual to the Board of Directors. Election to Professional Affiliate Membership shall be by a majority vote of the Board at a meeting at which a quorum is present. Employment verification will be done on an annual basis, where applicable.

**Section 3.** *Rights and Privileges:* Upon payment of any entrance fees, dues or assessments, Professional Affiliate Members shall have such rights and privileges of the Society as designated by the Board of Directors from time to-time, but they may not hold office or vote.

## **ARTICLE VIII: Meetings and Voting**

**Section 1.** *Annual Meeting:* The Annual Meeting of the Society shall be held at such time and place as the Board of Directors may determine. The Annual Meeting shall consist of business and scientific sessions. Attendance at the business meetings of the Society shall be limited to Active and Life Active Members of the Society, except that Life Inactive Members, Candidates for Membership, International Members, Retired International Members, Associate Members, Retired Associate Members and Honorary Members may attend all or portions of the business meetings of the Society in a designated area, at the discretion of the President of the Society or the presiding officer.

**Section 2.** *Special Meetings:* Special meetings may be called by the President, or the Board of Directors, or upon the written request of not less than ten percent (10%) of the Active and Life Active Members of the Society. The business to be transacted at special meetings shall be stated by the President, or the Board of Directors, or in the written request; no business other than that stated in the notice may be transacted at special meetings.

**Section 3.** *Notice of Meetings:*

A) *Annual Business Meeting:* A written, printed, or electronic notice stating the place, day, and time of the Annual Business Meeting shall be provided to each member at least thirty (30) days prior to the date of the meeting by mail, print, facsimile, or electronic means.

B) *Special Meeting:* A written, printed, or electronic notice stating the place, day, time, and purpose of a special meeting shall be delivered to each member at least fifteen (15) days prior to the date of the special meeting.

**Section 4.** *Voting:* At all meetings of the Society, only Active and Life Active Members have the right to vote. Each Active and Life Active Member has one (1) vote. Voting at meetings of the Society must be in person, not by proxy. Except as otherwise provided by law or these Bylaws, the act of the majority of the Active and Life Active Members at a meeting, where a quorum is present, shall be the act of the members.

Voting may be by voice, by show of hands, or by rising except that voting shall be by written or electronic secret ballot for: election of officers; election of Trustees; election of Judicial Council members; election of Ethics Committee members; or cases in which a secret ballot is requested by a majority vote.

**Section 5.** *Quorum:* Ten (10) percent of the Active and Life Active Members registered at the meeting as of the closing of registration on the day prior to the business meeting or five (5) percent of the Active and Life Active Members, whichever is less, shall constitute a quorum for the transaction of business at any meeting of the Society. Only Active and Life Active Members actually present shall be counted in determining whether a quorum exists.

**Section 6.** *Attendance at Scientific Sessions:* Attendance at scientific sessions shall be limited to licensed physicians and paramedical personnel, upon payment of applicable registration fees. If necessary, priority for attendance at scientific sessions shall be given to Members, Candidates for Membership, and Associate Members.

**Section 7.** *Rules of Order:* Except as otherwise provided by these Bylaws, meetings of the Society shall be governed by the current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure (formerly, the Sturgis Standard Code of Parliamentary Procedure).

**Section 8.** *Cancellation of Meetings:* The Board of Directors may cancel any annual or special meeting for cause. If the Annual Business Meeting is cancelled, or if a special meeting called to elect individual(s) to office or as directors is cancelled, the Board Vice President of Finance and Treasurer shall mail to the Active and Life Active Members a written notice. Said notice shall contain the report, if any, of the Nominating Committee and a statement that additional nominations, endorsed in writing by not less than one hundred fifty (150) Active and Life Active members, may be made by notifying the Board Vice President of Finance and Treasurer within fifteen (15) days after the mailing. Thirty (30) days after the fifteen (15) days, a ballot shall be mailed to the last known address of each Active and Life Active Member. Said ballot shall be mailed to the Executive Vice President of the Society within thirty (30) days after it was originally mailed. The ballots shall be counted by tellers appointed by the Board Vice President of Finance and Treasurer.

**Section 9.** *Emergency Mail Voting:* The Board of Directors may recommend by the affirmative vote of seventy-five percent (75%) or more of its full membership, which vote may be taken at a regular meeting of the Board of Directors or by telephone conference with subsequent confirmation by mail ballot, that an emergency need exists for a mail ballot of the membership, limited to this specific issue, and stating the details of the emergency need and the question to be decided. For the purpose of this section, a quorum shall require that ballots be returned by over one-half (1/2) of the combined Active and Life Active Membership within thirty (30) days of the mailing of the ballot. Passage shall require a simple majority of returned ballots.

For a mail vote to be valid not less than ten percent (10%) of the Active and Life Active Members must cast ballots, a majority of the legal votes cast shall determine the action. Any action taken by mail ballot shall have the same effect as if it were taken at a meeting of the Society.

## **ARTICLE IX: Election by Mail Ballot**

The report of the Nominating Committee nominating individuals to serve as Officers, Directors, Trustees, Judicial Council Members, Ethics Committee Members and any other elected position shall be submitted by mail, facsimile or electronic transmission to the Active and Life Active Members together with a ballot containing the names of the individuals nominated by the Nominating Committee not less than sixty (60) days prior to the Annual Business Meeting.

The ballots must be returned by the Active and Life Active Members within thirty (30) days after delivery of the ballot in order to be valid. The ballot may be returned by mail, facsimile or electronic transmission. Ballots must be returned by not less than five percent (5%) of the Active and Life Active Members in order for the election to be valid and the affirmative vote of a majority of the Active and Life Active Members returning ballots shall be necessary for election. If the requisite number of ballots are not returned or if an individual does not receive a majority of the ballots cast, the election of that individual or individuals shall take place during the Annual Business Meeting.

## **ARTICLE X: Officers**

**Section 1.** *Society Officers:* The officers of the Society shall consist of: a President, a President-Elect, a Board Vice President of Finance and Treasurer, a Board Vice President of Education, a Board Vice President of Health Policy and Advocacy, a Board Vice President of Research, a Board Vice President of Academic Affairs, a Board Vice President of Membership, and a Board Vice President of Development. The President-Elect shall automatically assume the office of President at the end of the term of the incumbent President. The President-Elect, Board Vice President of Finance and Treasurer, Board Vice President of Education, Board Vice President of Health Policy and Advocacy, Board Vice President of Research, Board Vice President of Academic Affairs, Board Vice President of Membership, and Board Vice President of Development shall be elected by the Active and Life Active Members. No individual may hold more than one (1) office at the same time.

**Section 2.** *Qualifications for Office:* Only Active Members in good standing are eligible for nomination and election to office in the Society.

**Section 3.** *Nomination:* The Nominating Committee, acting in accordance with these Bylaws, shall nominate one (1) or more members for each elected office. The Nominating Committee shall present its nominations to the Board Vice President of Finance and Treasurer not less than sixty (60) days prior to the Annual Business Meeting.

**Section 4.** *Term of Office:* The President and President-Elect shall serve for a term of one (1) year. The Board Vice Presidents, upon their initial election to an office, shall serve a term of two (2) years and thereafter, if re-elected or elected to a different office, shall serve single one (1) year terms for a maximum of four (4) consecutive years in a specific Vice Presidential office.

**Section 5.** *Vacancies:* Vacancies in any elected office, except for President-Elect, shall be filled for the balance of the term by the Board of Directors. The office of President-Elect shall be filled by a vote of the Active and Life Active Members pursuant to the procedures outlined in Section 3 hereof and in Article IX.

## **ARTICLE XI: Duties of Officers**

**Section 1.** *President:* The President shall be the Chief Elected Officer of the Society, shall serve as Chair of the Board of Directors, with the right to vote, and shall serve as an ex-officio member, with the right to vote on all committees except the Nominating Committee, the Membership Compliance Subcommittee, the Ethics Committee, and the Judicial Council.

The President shall preside at all meetings of the Membership of the Society and shall make all appointments to standing and special committees, unless otherwise provided for in these Bylaws.

**Section 2.** *President-Elect:* The President-Elect shall perform all duties incident to the office, monitor progress on strategic objectives of the chairs within their area of oversight, and any other duties prescribed by

the Board of Directors. The President-Elect shall automatically succeed to the presidency upon expiration of the President's term. In the event that the office of President becomes vacant for any reason before the end of the term, the President-Elect shall succeed to the office of President. In that circumstance, the individual would serve both the unexpired term and the term for which he/she was originally elected. If the President requests, is absent, or is temporarily unable to act, the President-Elect shall perform the duties of President and, when so acting, shall have all of the powers of and be subject to all the restrictions upon the President.

**Section 3.** *Board Vice President of Education:* The Board Vice President of Education shall be responsible for monitoring progress on strategic objectives of the chairs within the program area; shall aid the presiding officer and advise the Board of Directors, committees, and members on questions of parliamentary law; and shall perform all duties incident to the office and any other duties prescribed by the Board of Directors of the Society and/or of the Plastic Surgery Foundation.

**Section 4.** *Board Vice President of Research:* The Board Vice President of Research shall be responsible for monitoring progress on strategic objectives of the chairs within the program area; shall be responsible for collecting all published articles, news items, and information pertaining to the Society and the Plastic Surgery Foundation; shall be responsible for compiling a five (5) year chronicle suitable for publication of the Society; and shall perform all duties incident to the office and any other duties as prescribed by the Board of Directors of the Society and/or of the Plastic Surgery Foundation.

**Section 5.** *Board Vice President of Health Policy and Advocacy:* The Board Vice President of Health Policy and Advocacy shall be responsible for monitoring progress on strategic objectives of the chairs within the program area; and shall perform all duties incident to the office and any other duties prescribed by the Board of Directors of the Society and/or of the Plastic Surgery Foundation.

**Section 6.** *Board Vice President of Finance and Treasurer:* The Board Vice President of Finance and Treasurer shall perform all duties incident to the office and any other duties prescribed by the Board of Directors of the Society and/or of the Plastic Surgery Foundation; shall be the principal financial officer of the Society and of the Plastic Surgery Foundation; and shall be in charge of, and responsible for, the Society's and the Plastic Surgery Foundation's funds, shall collect all dues, assessments, fees, and charges; shall establish and maintain proper accounting procedures; shall deposit the Society's and the Plastic Surgery Foundation's funds in such banks, trust companies, and/or investments as approved by the Board of Directors of the Society for the Society's funds and the Board of Directors of the Plastic Surgery Foundation for The Foundation's funds; shall report on the Society's and the Plastic Surgery Foundation's financial condition as requested by the Board of Directors or the President of the Society and/or the Plastic Surgery Foundation; shall prepare, subsequent to the end of the fiscal year, an annual report based upon an audit by a certified public accountant; and shall, as requested by the Board of Directors of the Society and/or the Plastic Surgery Foundation, insure that adequate fidelity bonds are secured on the officers and/or employees of the Society and the Plastic Surgery Foundation.

The Board Vice President of Finance and Treasurer: shall be responsible for keeping the minutes of all meetings of the members, of the Board of Directors, and of the Executive Committee; shall see that all notices required by law or these Bylaws are properly given; shall be custodian of the corporate seal and records; shall keep a roster of the members of the Society; shall notify the members of proposed amendments to these Bylaws; shall notify individuals of their election to office, their appointment to committees, their election to Membership or Candidate for Membership; shall perform all duties incident to the office and any other duties prescribed by the Board of Directors of the Society and/or of the Plastic Surgery Foundation.

**Section 7.** *Board Vice President of Academic Affairs:* The Board Vice President of Academic Affairs shall be responsible for providing direction, coordination and representation for Society and Foundation activities and initiatives related to reconstructive surgery and academic affairs; shall be responsible for the Society and the Foundation's resident education programs and initiatives; shall be responsible for monitoring progress on

strategic objectives of the chairs within the program area; shall act as liaison with other organizations with plastic surgery residency training; and shall perform all duties incident to the office and any other duties prescribed by the Board of Directors of the Society and/or the Plastic Surgery Foundation.

**Section 8. *Board Vice President of Membership:*** The Board Vice President of Membership shall oversee the activities of the committees responsible for membership recruitment, retention and engagement initiatives for all classes of membership and subscriber categories; shall act as liaison with other Board Vice Presidents to assure the needs of each member practice segment are represented in Society and Foundation activities; shall interact with the Board and administrative staff of Plastic Surgery Practice Solutions, ASPS's wholly owned for profit subsidiary, to provide insight on the development of products and services for the all categories of membership; shall be responsible for the Public Education Committee; and shall perform all duties incident to the office and any other duties prescribed by the Board of Directors of the Society and/or the Plastic Surgery Foundation.

**Section 9. *Board Vice President of Development:*** The Board Vice President of Development shall be responsible for providing direction, coordination and representation for Society and Foundation activities and initiatives related to their long and short-term funding needs; shall be responsible for identifying, cultivating and soliciting funds from external sources of support including, but not limited to foundations, corporations, government entities, community organizations and individuals; shall be responsible for monitoring progress on strategic objectives of the chairs within the program area; and shall perform all duties incident to the office and any other duties prescribed by the Board of Directors of the Society and/or the Plastic Surgery Foundation.

## **ARTICLE XII: Board of Directors**

**Section 1. *Authority and Responsibility:*** The governing body of the Society shall be the Board of Directors. The Board shall supervise, control, and direct the business and affairs of the Society, its committees and publications; shall determine its policies, which shall be recorded in an official policy manual; shall actively promote its purposes; and shall supervise the investment and disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of the Society's affairs as it deems necessary or advisable. The Board of Directors may delegate portions of its authority and responsibility to the Executive Committee, but the Board of Directors is ultimately responsible.

**Section 2. *Composition:*** The Board of Directors shall be composed of: the President, the President-Elect, the Board Vice President of Finance and Treasurer, the Board Vice President of Education, the Board Vice President of Health Policy and Advocacy, the Board Vice President of Research, the Board Vice President of Academic Affairs, the Board Vice President of Membership, the Board Vice President of Development, the two senior members of the Trustees of the Society, the Immediate Past President of the Society, the President, the President-Elect and the Immediate Past President of the Plastic Surgery Foundation, the Chair of the National Endowment for Plastic Surgery Council of Advisors, one (1) representative from the American Society for Aesthetic Plastic Surgery, one (1) representative from the Aesthetic Surgery Education & Research Foundation, one (1) representative from the American Society of Maxillofacial Surgeons, one (1) representative from the American Association for Hand Surgery, one (1) representative from the American Society for Reconstructive Microsurgery, one (1) representative from the Plastic Surgery Research Council, one (1) representative from the American Council of Academic Plastic Surgeons, one (1) representative from the American Society for Peripheral Nerve, one (1) representative from the Young Plastic Surgeons Committee, who shall be appointed by the President of the Society, one (1) Resident Representative who shall be selected by the Young Plastic Surgeons Committee and approved by the Society Board of Directors, two (2) Active Members-at-Large shall be elected by the Active and Life Active Members of the American Society of Plastic Surgeons, and one (1) International Representative who shall be selected by the Nominating Committee to be placed on the ballot for election by the members. The American Society for Aesthetic Plastic Surgery, the Aesthetic Surgery Education

& Research Foundation, the American Society for Maxillofacial Surgeons, the American Society for Reconstructive Microsurgery, the Plastic Surgery Research Council, the Association of Academic Chairmen of Plastic Surgery, the American Society for Peripheral Nerve and the American Association for Hand Surgery shall each provide to the Nominating Committee the name of their nominees who will be presented to the Board of Directors of the Society and of the Plastic Surgery Foundation for approval to be placed on the ballot to be elected by the members. With the exception of the International Representative and Resident Representative, all members of the Board of Directors must be Active Members of the American Society of Plastic Surgeons.

**Section 3.** *Term of Office:* All members of the Board of Directors shall serve for the term of their respective office, election, or appointment. The Immediate Past President of the Society, the Immediate Past President of The Foundation, the two senior members of the Trustees of the Society, and the Resident Representative shall serve for a term of one (1) year. The Young Plastic Surgeons Committee representative shall serve a maximum of three (3) consecutive one (1) year terms. The two (2) Active Members-at-Large shall serve staggered two (2) year terms. The International Representative shall serve a two (2) year term. The representatives from the American Society for Aesthetic Plastic Surgery, the Aesthetic Surgery Education & Research Foundation, the American Society of Maxillofacial Surgeons, the American Association for Hand Surgery, the Plastic Surgery Research Council, the Association of Academic Chairmen of Plastic Surgery, the American Society for Peripheral Nerve and the American Society for Reconstructive Microsurgery shall serve a maximum of three (3) consecutive one (1) year terms, and are not eligible for re-election.

**Section 4.** *Quorum of the Board:* At any meeting of the Board of Directors, no less than one-third (1/3) of the members of the Board shall constitute a quorum for the transaction of business. The act of a majority of those present at a meeting at which a quorum is present shall be the act of the Board.

**Section 5.** *Meeting of the Board:* Regular meetings of the Board of Directors shall be held not less than two (2) times each administrative year at such time and place as the Board may determine.

Special meetings of the Board of Directors may be called by either the President or one-third (1/3) of the members of the Board of Directors. The person, or persons, authorized to call a special meeting shall fix the purpose, time, and place of such meeting.

The Board of Directors or any committee of the Board of Directors may conduct a meeting of such Board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other.

Although the President of the Society is Chair of the Board of Directors, the President may determine which member of the Board of Directors shall conduct its meetings.

A written or printed notice stating the place, date, and time of meetings, and, in the case of special meetings, the purpose, shall be delivered to each director not less than ten (10) days before the date of the meeting.

**Section 6.** *Voting:* Each member shall have one vote. Voting shall be in person and shall not be delegated or exercised by proxy.

**Section 7.** *Action without a Meeting:* Any actions that may be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action, is signed by all the members of the Board of Directors. Actions taken without a meeting of the Board of Directors shall have the same force and effect as a unanimous vote of the Board of Directors at a duly called meeting.

**Section 8.** *Resignations - Vacancies:* Any Director may resign by giving written notice to the Board of Directors of his/her intention to do so and the date upon which his/her resignation shall become effective, and his/her tenure of office shall terminate upon the date specified in such notice. Members of the Board of Directors who resign as officers of the Society automatically resign from the Board of Directors of the

American Society of Plastic Surgeons and the Board of Directors of The Foundation. Their successors become members of the Board of the American Society of Plastic Surgeons and of the Board of Directors of The Foundation. Vacancies for the balance of the term of any Director shall be filled by an individual elected by the Board of Directors of the Society from recommendations of the Executive Committee.

**Section 9.**     *Compensation:* Directors shall not receive compensation for their services.

### **ARTICLE XIII: Executive Committee**

**Section 1.**     *Composition:* The Executive Committee shall consist of the President and the President-Elect of the Foundation, the President and the President-Elect of the Society, the Board Vice President of Finance and Treasurer, the Board Vice President of Education, the Board Vice President of Health Policy and Advocacy, the Board Vice President of Research, the Board Vice President of Academic Affairs, the Board Vice President of Membership, the Board Vice President of Development, the Immediate Past President of the Foundation, and the Immediate Past President of the Society.

**Section 2.**     *Term:* A member shall serve for the duration of his/her position.

**Section 3.**     *Duties:* The Executive Committee shall have the authority to exercise the powers of the Board of Directors with respect to the supervision, management and direction of the business and affairs of the Society, specifically including the Board's power to supervise the activities of Society committees and the financial affairs and investments of the Society, between meetings of the Board, except as may be otherwise provided by law or these Bylaws. The Committee shall also provide advice and counsel to the Executive Vice President. Appointment of the Executive Committee, and the delegation of authority to it, does not relieve the Board of Directors of the Society of its responsibilities and duties as provided by law or these Bylaws.

**Section 4.**     *Meetings of the Executive Committee:* Meetings of the Executive Committee may be called by the President of the Society or any two (2) members. Notice shall be delivered, mailed, telephoned, or electronically communicated to each member of the Executive Committee not less than five (5) days before the contemplated meeting. A majority of voting members shall constitute a quorum. Voting shall be in person; it may not be delegated or exercised by proxy. The act of a majority at a meeting when a quorum is present shall constitute the act of the Executive Committee. So far as applicable, those provisions of these Bylaws that relate to the conduct of meetings of the Board of Directors shall govern meetings of the Executive Committee.

**Section 5.**     *Voting:* Each member shall have one vote. Voting shall be in person and shall not be delegated or exercised by proxy.

### **ARTICLE XIV: Trustees**

**Section 1.**     *Composition:* The Trustees shall consist of six (6) members who shall be past Presidents, past Board Vice Presidents of the Society, or a past officer of a major plastic surgery-related organization. All Trustees must be Active Members of the American Society of Plastic Surgeons. The Trustees shall elect the Chair of the Trustees. The two (2) senior elected members of the Trustees will serve on the Board of Directors of the Society and the Plastic Surgery Foundation for a term of one (1) year. Trustees shall be ineligible to serve as members of the Ethics Committee and Judicial Council during their term of office.

**Section 2.**     *Election and Term:* Two (2) Trustees shall be elected annually to serve a three (3) year term.

**Section 3.** *Election and Re-election:* No Trustee who has served a full three (3) year term shall be eligible for election or re-election as Trustee until at least one (1) year has elapsed.

**Section 4.** *Nomination:* The Nominating Committee shall present to the Active and Life Active Members in writing by mail, facsimile or electronic transmission not less than sixty (60) days prior to the Annual Business Meeting one (1) or more nominations for each position of elected Trustee. All individuals nominated by the Nominating Committee must have given their prior consent.

**Section 5.** *Duties:* The Trustees shall serve as advisors to the Board of Directors, Executive Committee, President and other officers of the Society on fiduciary duty, conflict of interest and other governance related issues; shall be responsible for determining any awards or citations which the Society and the Plastic Surgery Foundation may make; shall conduct hearings and render decisions involving applicants for membership who appeal an adverse decision of the Board of Directors; and shall act as the appellate body for any appeals of adverse decisions of the Judicial Council with respect to a member's violations of the Society's Bylaws, Code of Ethics, or rules or regulations. Decisions of the Trustees in matters relating to appeals shall be final.

**Section 6.** *Resignations and Vacancies:* Any Trustee may resign by giving written notice to the President of the Society. Such notice shall specify the date upon which the resignation becomes effective. Any vacancy occurring between Annual Business Meetings shall be filled by the Board of Directors from those described in Section 1 of this Article. Any person so appointed shall serve until the election of a successor for the unexpired term at the next Annual Business Meeting.

**Section 7.** *Quorum:* A majority of the Trustees shall constitute a quorum for the transaction of business at any meeting of the Trustees. The act of the majority of those present at a meeting at which a quorum is present shall be the act of the Trustees.

## **ARTICLE XV: Standing and Special Committees and Subcommittees**

**Section 1. Nominating Committee:** The Nominating Committee shall consist of twelve (12) Active Members of the Society, plus the possibility of one Public Member. The Active members shall be required to meet specific criteria to be eligible to be elected by members or by the Society or Foundation Board. Five (5) members of the Nominating Committee shall be elected by Society members to represent five (5) regions; each region shall be comprised of roughly one-fifth (1/5) of the total number of Active and Life Active Society members according to geographic location. In the event that a member elected by the membership is unable to complete the term of committee membership, the candidates receiving the next highest number of votes in each region shall be asked to serve as alternates in rank order, so long as that would not cause a geographic or institutional conflict. In this instance, the next alternate will be asked to serve.

The Immediate Past President of the Society and the Immediate Past President of the Foundation shall co-chair the Nominating Committee without the right to vote.

At the first Board of Directors meeting following the regional representative elections, the Board of Directors of the Society and Foundation shall each elect two (2) members to the Nominating Committee. The next eligible member receiving the next highest number of votes in each category shall be named the alternate in the event that a member duly elected by the ASPS or PSF Board of Directors is unable to serve. In addition, the Board of Directors of the Society and the Board of Directors of the Foundation, in alternating years, shall designate one carry over member, with the right to vote, who shall be one of the Nominating Committee co-chairs from the preceding year to provide continuity.



The Foundation Board may appoint a current or past Public Board member to serve on the Nominating Committee. The current or past Public Board member is exempt from the Active member requirement and shall not have voting rights.

All members shall serve until the conclusion of the Annual Business Meeting following their election or appointment.

Except for the carry-over member who serves two consecutive terms, no member is eligible to serve on the Nominating Committee until two years have elapsed following their first term and ten years have elapsed following their second term. Except for the carry-over member no member may serve as a voting member for more than three terms.

Except for the Immediate Past Presidents, sitting members of the Society Board of Directors, Trustees, Judicial Council members, and Ethics Committee members are ineligible to serve on the Nominating Committee.

Trustees are not eligible to nominate anyone to the Nominating Committee during their term as Trustee. Executive Committee members are prohibited from nominating candidates to the Nominating Committee at the regional level.

The Nominating Committee shall nominate one (1) or more eligible individuals for each expiring term of elected office the following year, for the Trustees, for two (2) Active Members-at-Large, for the Ethics Committee, for the Judicial Council, and for any other elected position in the Society and the Plastic Surgery Foundation. The Nominating Committee shall submit the names of the nominees submitted from each organization holding a seat on the Board of Directors to the Board of Directors of the Society and to the Board of Directors of the Plastic Surgery Foundation for approval to be placed on the ballot to be elected by the members, shall provide recommendations to the Board of Directors for Society and Foundation nominations to other organizations and shall select the Society's and The Foundation's at-Large representatives to the Audit Committee. Any individual nominated must have given prior consent.

The Board of Directors shall adopt such procedures addressing the nomination and Nominating Committee process as it deems advisable, specifically including procedures outlining the process for nominations to the position of President-Elect and the process by which officers Board Vice Presidents whose terms are expiring are re-nominated or nominated to another officer Board Vice President position prior to the solicitation of applicants for officer Board Vice President positions from the Active membership.

The Nominating Committee shall report its nominations to the Active and Life Active Members of the Society not less than sixty (60) days prior to the Annual Business Meeting.

**Section 2.** *Membership Compliance Subcommittee:* The Membership Compliance Subcommittee shall consist of eight (8) Active Members appointed by the President of the Society. Six (6) members shall provide the Committee with a wide variation in age, pattern, and location of practice; one (1) shall represent Canada, and one (1) shall be the Chair. At least one-third (1/3) of the members of this committee shall serve for more than one (1) year.

The Membership Compliance Subcommittee shall review applications for each category of membership and/or Candidates for Membership; shall conduct any investigation it deems necessary or appropriate to determine whether an applicant has complied with the requirements set forth in these Bylaws; and shall submit to the Board of Directors its recommendations for, or against, the admission of each applicant.

**Section 3.** *Public Education Committee:* The Public Education Committee shall consist of eight (8) or more Active Members appointed by the President. Six (6) members shall provide the Committee with a wide variation in age, pattern, and location of practice, and one (1) shall represent Canada. The President shall

appoint one (1) of the members as Chair. At least one-third (1/3) of the members of this committee shall serve for more than one (1) year.

The Public Education Committee shall disseminate scientific information about plastic and reconstructive surgery to the general public.

**Section 4.** *Audit Committee:* The Audit Committee shall consist of four (4) Active Members comprised as follows: the Board Vice President of Finance and Treasurer; one (1) Member-at-Large representing the Society selected by the Nominating Committee; one (1) Member-at-Large representing The Foundation selected by the Nominating Committee; and one (1) Trustee, who will also serve as Chair, appointed by the Society President. The Members-at-Large shall serve a maximum of two (2) consecutive one (1) year terms, and the Treasurer shall serve no more than four (4) consecutive one (1) year terms. The Chair of the Audit Committee will serve in an advisory capacity without the right to vote except in the event of a tie. Audit Committee members shall serve calendar year terms commencing the January after their appointment.

Subject to the control of the Board of Directors, the Audit Committee shall monitor the internal accounting practices, procedures and controls of the two organizations, shall recommend the appointment of an independent accounting firm familiar with the financial record-keeping requirements of not-for-profit corporations to audit the books and records of the Society and Plastic Surgery Foundation and shall be responsible for the oversight of the annual audit conducted in accordance with Section 3 of Article XVIII. The Audit Committee shall report to the Board of Directors of the Society and the Plastic Surgery Foundation, as deemed necessary, but not less than once annually.

**Section 5.** *Finance and Investment Committee:* The Finance and Investment Committee shall consist of seven (7) members comprised of the Board Vice President of Finance and Treasurer, a representative from the National Endowment for Plastic Surgery Council of Advisors, four (4) Members-at-Large and the Chair. One (1) Member-at-Large will be appointed by the Society's President; one (1) Member-at-Large will be appointed by the President of the Plastic Surgery Foundation; one (1) Member-At-Large will be appointed by the President of the American Society of Maxillofacial Surgeons; and one (1) Member-at-Large will be appointed by the Board of Directors of the Society based on the recommendations of the Society's Executive Committee. The Chair will be appointed by the President of the Society.

The four (4) Members-at-Large will serve a maximum of three (3) consecutive staggered one (1) year terms. The Chair of the Finance and Investment Committee shall have served as a Member-at-Large on the Committee for a minimum of two (2) years prior to eligibility for appointment to Chair and shall be eligible to serve a maximum of four (4) consecutive one (1) year terms as Chair. The Board Vice President of Finance and Treasurer will serve as Chair in the absence of the Finance and Investment Committee Chair.

Subject to the control of the Board of Directors, the Finance and Investment Committee shall provide oversight in the development of the Society's and the Plastic Surgery Foundation's budget. The Finance and Investment Committee shall monitor the financial performance during the year and provide recommendations to the Executive Committee for corrective action, if necessary, and shall provide oversight to the investment strategy of the two organizations.

**Section 6.** *Bylaws Committee:* The Bylaws Committee shall consist of five (5) Active Members, three (3) of whom shall be appointed by the President of the Society and two of whom shall be appointed by the President of the Plastic Surgery Foundation. The President of the Society and the President of the Foundation shall designate which member of the Committee shall serve as Chair in alternating three-year periods. Members of the Committee shall serve a maximum of three (3) consecutive one (1) year terms.

The Bylaws Committee shall review the Bylaws of the Society and the Plastic Surgery Foundation annually; shall assure that they are current and in order; shall consider all proposed amendments; and shall make its recommendations to the Board of Directors of the Society and the Plastic Surgery Foundation, respectively.

**Section 7.**     *Ethics Committee:*

(A)     *Composition:* The Ethics Committee shall consist of seven (7) Active Members, one (1) of whom shall be elected Chair by a vote of the members of the Committee. The Ethics Committee composition may be expanded to include one representative from each related plastic surgery organization whose members have chosen to be governed by the ASPS Code of Ethics and who so request. All Ethics Committee members must be Active Members of the American Society of Plastic Surgeons.

(B)     *Election Term:* The members of the Committee shall be elected for a term of three (3) years.

(C)     *Nomination:* Candidates for election to the Ethics Committee shall be nominated by the Nominating Committee in a manner insuring representation from each of the seven (7) geographical districts of the United States and Canada as designated by the Society. Related plastic surgery organizations requesting representation shall each provide to the ASPS Nominating Committee the names of up to three (3) nominees, one (1) of whom shall be selected by the Nominating Committee to be placed on the ballot to be elected by the members. All individuals nominated by the Nominating Committee must have given their prior consent.

(D)     *Duties:* The Ethics Committee shall investigate complaints alleging violations of the Society's Bylaws, Code of Ethics, rules, regulations, or any other conduct detrimental to the reputation or best interests of the Society. In the event that the Committee determines that a violation may have occurred, it shall present such evidence at hearings of the Judicial Council and, in the event of appeal, before the Trustees. Said investigations and presentations of evidence shall be governed by rules established by the Society.

**Section 8.**     *Conflict of Interest Committee:*

(A)     *Composition:* The Conflict of Interest Committee shall consist of five (5) Active or Life Active Members who must have previous ethics, judicial, or conflict of interest experience. Candidates for the Member-at-Large positions may have gained their experience with ASPS or other organizations. Members of the ASPS or PSF Executive Committees may not serve on the Conflict of Interest Committee.

(B)     *Election, Appointment and Term:* Depending on the number of terms expiring annually, member(s) shall be elected or appointed for a term of three (3) years.

Three (3) positions will be filled by the immediate past chair of the Ethics Committee, the immediate past chair of the Judicial Council, and the immediate past chair of the Trustees, at the time of the commencement of their terms on the Conflict of Interest Committee. In the event an immediate past chair is unable to serve, an individual who has served as chair of the respective body within the past three years will be appointed by the Nominating Committee.

Two (2) Member-at-Large positions will be filled by the Nominating Committee. The Nominating Committee shall present to the membership at least one (1) or more nomination for each open Member-at-Large position. Individuals nominated shall provide the Committee with a wide variation in age, pattern, and location of practice. The Member-at-Large positions shall be elected by a majority vote of the Active and Life Active Members casting votes pursuant to Article IX.

(C)     *Chair:* One Committee member shall be elected Chair by a vote of the members of the Committee. The Chair of the Conflict of Interest Committee may not concurrently serve as the Chair of another ASPS or PSF Committee.

(D) *Duties:* The Conflict of Interest Committee shall serve in an advisory and consultative role to the Board of Directors, Executive Committee, Nominating Committee and Officers of the Society and Foundation on conflict of interest matters; shall provide interpretation and guidance on issues affecting conflicts of interest, including affiliations with other for-profit and not-for-profit organizations; and shall recommend appropriate resolution of conflicts of interest, including resignation from a position or positions, and, when dictated by the circumstances, refer the matter to the Ethics Committee for investigation and possible sanction.

(E) *Vacancies:* Any member of the Committee may resign by giving the Board Vice President of Finance and Treasurer written notice of his/her intention and the date upon which the resignation becomes effective. Vacancies occurring between the Annual Business Meetings shall be filled by the Board of Directors

**Section 9. Governance Committee:**

(A) *Composition, Appointment and Term:* The Governance Committee shall consist of seven (7) Active and Life Active members who shall serve for a term of four (4) years, in addition to the sitting ASPS and PSF Presidents and ASPS and PSF Presidents-elect, who shall serve for the duration of their term as President or President-elect.

Seven (7) positions will be filled by the Bylaws Committee Chair, the two senior members of the Trustees, and the YPS Steering Committee Chair all of whom shall be from the prior term at the time of their appointment; two Board representatives from the prior or current term at the time of their appointment, one of whom may be a PSF Public Board member, who shall be excused from the Active and Life Active member requirement; and one prior term Governance Task Force member.

The ASPS and PSF Presidents shall serve as co-chairs of the committee during their term as ASPS and PSF President. The ASPS and PSF Presidents-elect shall fill vacancies for each open or expiring term as needed to maintain 11 members on the committee each term.

(B) *Duties:* The Governance Committee is an independent advisory committee which shall be directed by and report to the ASPS / PSF Board of Directors. The Governance Committee helps to ensure the health and functioning of the ASPS and PSF governance structure, including advising on Board recruitment and development strategies, such as leadership assessments, executive team building, coaching, and mentoring. The Governance Committee also provides guidance on the election and committee appointment processes.

**Section 10. Special Committees:** The President, with the approval of the Board of Directors, may establish such other committees, subcommittees, commissions or task forces as are necessary or appropriate to carry out the purposes of the Society.

**Section 11. Terms of Committee Members and Chairs:** Unless otherwise provided by these Bylaws, committee members shall serve from the time of their appointment or election until the conclusion of the next Annual Business Meeting of the Society. Unless otherwise provided by these Bylaws, Committee Chairs and members may succeed themselves; but the Chair may not serve as Chair for more than three (3) consecutive one (1) year terms. Unless otherwise provided in these Bylaws, the President shall appoint the Chair of all committees.

**Section 12. Quorum and Manner of Acting:** Unless otherwise provided by these Bylaws, a majority of the members of a committee shall constitute a quorum. The act of a majority at a meeting at which a quorum is present shall constitute the act of the committee.

**Section 13. Resignations and Vacancies:** Committee members may resign by giving notice to the Board Vice President of Finance and Treasurer of their intention and the date upon which the resignation becomes effective. Unless otherwise provided by these Bylaws, vacancies occurring between Annual Business Meetings shall be filled by the President, or by the Board of Directors, if the members were originally elected by the membership.

## **ARTICLE XVI: Affiliated Organizations**

Affiliated Organizations that represent specific clinical or professional interests of members within the field of plastic surgery may be established by action of the Board of Directors or Executive Committee. Affiliated Organizations will be governed by their own bylaws.

**Section 1. *Creation or Combination.*** The Executive Committee or Board of Directors may create a new Affiliated Organization or combine existing Affiliated Organizations by outlining:

- A) the need for the proposed Affiliated Organization;
- B) the contemplated jurisdiction of the Affiliated Organization, which must be within the purposes of ASPS and must not substantially conflict with the jurisdiction of any Affiliated Organization or committee whose continuance is contemplated;
- C) the proposed bylaws of the Affiliated Organization, including a description of its jurisdiction;
- D) the proposed committees of the Affiliated Organization;
- E) the proposed budget for the Affiliated Organization for the first two years of its operation;
- F) in the case of a combination of Affiliated Organizations any jurisdiction of the constituent Affiliated Organizations that would not be included in that of the new.

**Section 2. *Discontinuance and Change of Name.***

- A) Upon receipt of a petition or request from the Affiliated Organization leadership, the Board of Directors or Executive Committee may discontinue or terminate the Affiliated Organization. Discontinuance or termination may be conditioned upon an undertaking by the Affiliated Organization to, for a period of time following discontinuance or termination, not to enter into a similar affiliation with an Organization competitive to ASPS.
- B) Upon receipt of a petition or request from the leadership of the Affiliated Organization, the Board of Directors or Executive Committee may change the name of the Affiliated Organization.

**Section 3. *General Membership.*** Members of Affiliated Organizations must be ASPS members (in any category of membership) and must meet the requirements of the bylaws of the respective Affiliated Organizations. This limitation does not prevent cooperation or affiliation that the Board of Directors or Executive Committee has approved between Affiliated Organizations and non-member groups.

**Section 4. *Officers and Council.*** An Affiliated Organization shall have a President and such other officers as its bylaws may provide. It shall also have a Board or Council consisting of the officers and such other members as its bylaws may provide.

**Section 5. *Dues.*** With the approval of the Board of Directors or Executive Committee, Affiliated Organization members may be required to pay dues, which funds shall become part of the Affiliated Organization's budget.

## **ARTICLE XVII: Accredited Surgical Facilities**

**Section 1.** *Policy:* All Active Members and Candidates for Membership in the United States and Canada who perform plastic surgery under anesthesia, other than minor local anesthesia and/or minimal oral tranquilization, must perform all such plastic surgery in a surgical facility that meets at least one (1) of the following criteria: accredited by a national or state recognized accrediting agency/organization such as the American Association for Accreditation of Ambulatory Surgical Facilities, Inc. (AAAASF), Accreditation Association for Ambulatory Health Care, Inc. (AAAHC), Canadian Association for Accreditation of Ambulatory Surgery Facilities (CAAASF) or The Joint Commission (TJC); certified to participate in the Medicare program under Title XVIII; and/or licensed by the state or province in which the facility is located.

Compliance is a requirement of membership, and each member shall annually provide an electronic or original signed compliance form to the Society attesting to his/her compliance.

Compliance may be temporarily waived, upon request, for Active Members and Candidates for Membership who provide evidence that they are making tangible progress towards compliance. Compliance shall be waived for full time officers in the uniformed services, which include, but are not limited to, the Army, the Navy, the Air Force, the Public Health Service and their Canadian Equivalents. Surgery performed on an interim basis outside of the United States and Canada shall not be considered non-compliance.

**Section 2.** *Sanctions:* If a member of the Society or Candidate for Membership fails to satisfy the Society's accredited surgical facilities requirements within ninety (90) days after such statement is due, the Membership Compliance Subcommittee shall place the individual on suspension. Such suspension will result in a temporary suspension of member benefits and the loss of the right to hold office, to vote, and to serve on committees. It shall not, however, affect the individual's obligations to the Society. If non-compliance continues, the Society will drop the member or Candidate for Membership from the Society. The Membership Compliance Subcommittee shall reinstate members or Candidates for Membership who comply with the requirements during the period of their suspension with full privileges. Candidates for Membership who are under suspension shall not be considered for election to Active Membership.

**Section 3.** *Reinstatement:* After expulsion for one (1) year, a Member or Candidate for Membership may apply to the Trustees for reinstatement of the privileges of being a Member or Candidate for Membership provided the requirements of Section 1 of this Article are met.

**Section 4.** *No Limitation:* The provisions of this section are in addition to, and not in lieu of, those Articles of these Bylaws pertaining to discipline.

## **ARTICLE XVIII: Finance**

**Section 1.** *Fiscal Period:* The fiscal period of the Society shall be determined by the Board of Directors, after considering recommendations by the Audit Committee.

**Section 2.** *Budget:* Within sixty (60) days following the end of the fiscal period, the Board Vice President of Finance and Treasurer shall furnish the Board of Directors with a financial report for the year just completed. After considering recommendations of the Audit Committee, the Board of Directors shall adopt an operating budget prior to each fiscal period.

**Section 3.** *Audit:* The accounts of the Society shall be audited annually by an independent certified public accountant, who shall be selected by, and report to, the Board of Directors.

**Section 4.** *Checks, Drafts, Etc.:* All checks, drafts, and other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Society shall be signed by such officers or agents as the Board of Directors may determine.

**Section 5.** *Deposits:* All funds of the Society shall be deposited to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may determine.

**Section 6.** *Gifts:* The Board of Directors may accept any contribution, gift, or bequest to the Society.

**Section 7.** *Investments:* Subject to the limitations or conditions contained in any gift, devise, or bequest, the Society shall have the right to retain all, or part of, securities or property acquired by it and shall have the right to invest, and reinvest, any funds held by it in mortgages, bonds, debentures, shares of preferred or common stock, or other securities and investments. Upon recommendations of its committees or agents, the Society's investments shall be determined by the Board of Directors.

## **ARTICLE XIX: Dues, Fees, Assessments, and Other Charges**

**Section 1.** *Establishment of Charges:* Annually, the Board of Directors shall establish all dues, assessments, entrance fees, registration fees and other charges. These sums may be changed on an annual basis by action of the Board of Directors to reflect, but not exceed, changes in the consumer price index. Changes for any other reason shall be ratified by the membership of the Society at an annual or special meeting.

**Section 2.** *Payment:* All dues, assessments, and other charges are payable annually by a date determined by the Board of Directors. Any dues, fees, assessments, or other charges for an individual or individuals disabled by prolonged illness may be waived at the discretion of the Board of Directors. Full-time officers in the uniformed services to include the Army, the Navy, the Air Force, the Public Health Service and their Canadian equivalents shall pay half the dues, fees, and assessments paid by other individuals in their same category.

**Section 3.** *Penalty for Non-Payment by Members:* The Board Vice President of Finance and Treasurer shall send written notice by certified mail, return receipt requested, to any member who is delinquent in the payment of any dues, fees, or assessments sixty (60) days after such amounts become due. Said notice shall state that the delinquency automatically results in suspension from membership in the Society and that suspended members are ineligible to vote, to hold office, or to serve on committees.

If payment is not received within thirty (30) days after mailing said notice, the delinquent member shall be dropped automatically from the membership rolls of the Society and shall forfeit all the rights, benefits and privileges of membership in the Society.

If, within the next fiscal year, a former member, thus dropped from membership, becomes current in the payment of all outstanding dues, fees, and assessments, past and present, the Board may reinstate said former member.

**Section 4.** *Penalty for Non-Payment by Candidates for Membership:* The Board Vice President of Finance and Treasurer shall send written notice by certified mail, return receipt requested, to any Candidate for Membership who is delinquent in the payment of any dues, fees, assessments, or other charges, sixty (60) days after such amount becomes due. Said notice shall state that the delinquency shall automatically result in suspension as a Candidate for Membership. If payment is not received within thirty (30) days after mailing said notice, the delinquent individual shall be automatically dropped as a Candidate for Membership.

## **ARTICLE XX: Judicial Council**

**Section 1.** *Composition:* The Judicial Council shall consist of five (5) Active Members, one (1) of whom shall be chosen Chair by vote of the members of the Council. The composition of the Judicial Council may be expanded to include one representative from each related plastic surgery organization whose members have chosen to be governed by the ASPS Code of Ethics and who so requests. All Judicial Council members must be Active Members of the American Society of Plastic Surgeons.

**Section 2.** *Election and Term:* The members of the Judicial Council shall be elected by a majority vote of the Active and Life Active Members casting votes pursuant to Article IX. Depending on the number of terms expiring annually, member(s) shall be elected for a term of three (3) years.

**Section 3.** *Nomination:* In accordance with these Bylaws, the Nominating Committee shall present to the membership at least one (1) or more nomination for each open position. Individuals nominated shall provide the Council with a wide variation in age, pattern, and location of practice. Related plastic surgery organizations requesting representation shall each provide to the ASPS Nominating Committee up to three (3) nominees, one (1) of whom shall be selected by the Society Nominating Committee to be placed on the ballot to be elected by the members. All members nominated by the Nominating Committee, or by the Active and Life Active Members, must have given their prior consent.

**Section 4.** *Duties:* The Judicial Council shall conduct hearings and render decisions with respect to information received from the Ethics Committee alleging violation of the Society's Bylaws, Code of Ethics, or rules and regulations, or any other conduct detrimental to the reputation or best interests of the Society.

**Section 5.** *Vacancies:* Any member of the Judicial Council may resign by giving the Board Vice President of Finance and Treasurer written notice of his/her intention and the date upon which the resignation becomes effective. Vacancies occurring between the Annual Business Meetings shall be filled by the Board of Directors.

## **ARTICLE XXI: Discipline**

**Section 1.** *General Principles:* Any member, Candidate for Membership, or Professional Associate may be censured, suspended, expelled or otherwise disciplined for violating the Society's Bylaws, Code of Ethics, or rules or regulations, or for any other conduct detrimental to the reputation or the best interests of the Society. Any member or Candidate for Membership sanctioned in any manner by a state or provincial medical board shall have an affirmative obligation to notify the Ethics Committee of such sanction.

**Section 2.** *Initiation and Investigation of Complaints:* Complaints raising disciplinary considerations may be made by any interested party. All complaints shall be submitted in writing to the Ethics Committee. The Ethics Committee shall investigate the complaint, and present evidence of violations to the Judicial Council and, in the event of adverse decision and appeal, to the Trustees.

**Section 3.** *Notice and Hearing:* If the Ethics Committee determines that a violation may have occurred, it shall present such evidence to the Judicial Council, which shall conduct hearings into the alleged violation. Written notice specifying the alleged violation shall be prepared by the Ethics Committee and sent to the affected individual by express courier or by registered or certified mail, return receipt requested, not less than thirty (30) days prior to the date of the hearing. The notice shall state: the time and place of the hearing; that the individual may appear before the Judicial Council in person, with legal counsel and/or with any other representative as he/she may choose; and that he/she may present such information supporting his/her contention that disciplinary action should not be taken as he/she deems appropriate.



Decision of the Judicial Council: If the Judicial Council determines that an individual has committed a violation and should be disciplined, it shall forward its decision in writing to the individual together with a statement that the individual may request, within thirty (30) days of receipt of the notice, an appellate review of the adverse decision by the Trustees of the Society.

**Section 4.** *Appeal:* If, within said thirty (30) days, the individual requests any appellate review of the Judicial Council's decision, the Trustees shall schedule such a review. The Trustees shall give the individual not less than thirty (30) days' prior written notice of the time and place of the review. The individual, his/her legal counsel, and/or other representative may submit a written statement on the individual's behalf; they may also make oral presentations before the Trustees. The decision of the Trustees shall be final and binding.

**Section 5.** *Procedural Rules:* The Board of Directors may adopt procedural rules governing investigations, hearings, adverse decisions, and other matters related to discipline.

## **ARTICLE XXII: Publications**

**Section 1.** The Journal of Plastic and Reconstructive Surgery® shall be the official journal of the American Society of Plastic Surgeons. The editorial management of the Journal of Plastic and Reconstructive Surgery® shall be the responsibility of the Board of Editors. The financial and operational management of the Journal shall be the responsibility of the Board of Directors after considering the recommendations of the PRS Journal Managing Committee and the Editor.

**Section 2.** The Board of Editors shall consist of an Editor, Associate Editors and other Section Editors with the terms and total number of editors to be determined by the Editorial Board and approved by the Board of Directors.

Candidates for the Editorial Board, with the exception of the Editor, shall be nominated by the Editorial Board and approved by the Board of Directors. The Editor shall be nominated by the Board of Directors and elected by the Board of Directors. Vacancies for unexpired terms shall be filled in a like manner.

All scientific papers presented at the Annual Meeting shall be initially submitted to the Journal for publication. After review by the Board of Editors, manuscripts selected for publication shall become the property of the Journal of Plastic and Reconstructive Surgery®. Those rejected will be returned to, and become the property of, the author.

All other publications of the Society shall operate under the direction of the Board of Directors.

## **ARTICLE XXIII: Executive Officer and Staff**

**Section 1.** *Appointment:* The Board of Directors may appoint a salaried executive staff, headed by an Executive Vice President whose terms and conditions of employment shall be determined by the Board.

**Section 2.** *Authority and Responsibility:* The Executive Vice President shall be responsible for all management functions and activities prescribed or delegated by the Board of Directors and shall be responsible to the Board of Directors. The Executive Vice President shall determine the duties of the staff, supervise their performance, establish their titles, fix their compensation within the approved budget, and establish those management responsibilities as shall, in his/her judgment, be in the best interest of the Society. He/she may employ, and may terminate the employment of members of the staff.

## **ARTICLE XXIV: Indemnification of Directors and Officers**

The Society shall indemnify, to the full extent permitted by law, every past and present Officer, Director and, Committee Member, and the Executive Vice President of the Society. This indemnification shall be against expenses actually and necessarily incurred in connection with defense or settlement of any action, suit, or proceeding to which any of them is made a party as a result of having served in any of the foregoing capacities. This indemnification shall not apply to matters in which the individual is judged liable for willful misconduct and to matters as shall be settled by agreement predicated upon the existence of such liability.

The term “expenses” shall include attorney fees, court costs, costs of investigation, cost of preparation for an attendance at trials, the amounts of judgments, fines and penalties, amounts paid at settlement (unless paid to the Society), and other expenses necessary and reasonable incurred in connection with the defense or settlement of any action or proceeding.

The foregoing right of indemnification shall not be exclusive of any other rights to which the parties may be entitled. This indemnification shall be in addition to any other power or right of the Society to indemnify its Officers, Directors, and Committee Members.

The Society may purchase insurance against any liability incurred as the result of a situation as described in the first paragraph of this Article.

## **ARTICLE XXV: Dissolution**

The Society shall use its funds only to accomplish the purposes specified in these Bylaws. No part of said funds shall inure to the benefit of, or be distributed to, any member of the Society.

In the event of dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Society, distribute the remaining assets to such organization(s) operated for one or more of the purposes contained in the Articles of Incorporation and the Bylaws of the Society, or to such charitable, educational, or scientific organization(s) as shall qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of the United States, as amended.

## **ARTICLE XXVI: Electronic and Facsimile Transmissions**

For purposes of determining when any notice required under these Bylaws is effective, a notice shall be considered delivered when it is transmitted by electronic means or by facsimile to the address of the member appearing in the records of the Society. Actions provided for in these Bylaws that are required to be “in writing,” to be “written,” or to have “written consent,” and actions providing for “written notice” written ballots,” “mailed ballots,” “written petitions” and similar actions, shall include any communication transmitted or received by electronic means and any communication transmitted or received by facsimile. Electronic signatures on the part of either the Society or the member shall be effective for any such notices, communications or actions.

## **ARTICLE XXVII: Amendments and Resolutions**

**Section 1.** Amendments to the Bylaws may be proposed by the Board of Directors, the Bylaws Committee, or any Active or Life Active Member. All amendments, other than those proposed by the Bylaws Committee, shall be submitted to the Bylaws Committee for review and recommendation. A copy of all proposed

amendment(s) shall be sent by the Bylaws Committee, with recommendations, to the Board of Directors. The Board of Directors shall approve, amend, or disapprove the proposed amendments. Those amendments approved by the Board of Directors shall be submitted to a vote of the Active and Life Active Members.

**Section 2.** A vote of the Active and Life Members may be conducted at the Annual Business Meeting, at a Special Meeting called and conducted in accordance with Article VIII or by written ballot.

If the vote is to be conducted at the Annual Business Meeting or at a Special Meeting, written notice of the proposed bylaw amendment(s) shall be sent to the Active and Life Active Members by mail, facsimile or electronic transmission not less than thirty (30) days prior to the Annual Business Meeting or Special Meeting. Approval by two-thirds (2/3rds) of the votes cast by the Active and Life Active Members present at the Annual Business Meeting or Special meeting will be required for the adoption of the proposed amendment(s).

If the vote is to be conducted by mail ballot, written notice of the proposed bylaw amendment(s) shall be sent to the Active and Life Active members by mail, facsimile or electronic transmission sixty (60) days prior to the date specified for the return of the ballot by mail, facsimile or electronic transmission. Not less than five percent (5%) of the Active and Life Active members must return ballots in order for the vote to be valid and approval by two-thirds (2/3) of those returning ballots will be required for the adoption of the proposed amendment(s).

**Section 3.** Resolutions: Except when determined to be an emergency by the Board of Directors, all resolutions to be considered at the Annual Business Meeting shall be submitted in writing to the Board Vice President of Finance and Treasurer at least thirty (30) days prior to the meeting. The Board Vice President of Finance and Treasurer shall forward copies of the resolution to the Board of Directors, who shall recommend to the membership that the resolution be adopted, rejected, or amended.

The Executive Vice President shall distribute the resolution to the Active and Life Active Members.