

BYLAWS OF THE PLASTIC SURGERY FOUNDATION

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BYLAWS OF THE PLASTIC SURGERY FOUNDATION®

ARTICLE I: Name

The name of the organization shall be the “Plastic Surgery Foundation” (hereinafter referred to as “The Foundation”).

ARTICLE II: Purposes

The objectives of The Foundation are:

- (1) To fund, foster and promote investigations, studies and research opportunities among plastic surgeons.
- (2) To develop and support academic enhancement in plastic surgery through resident education, visiting scholar programs and other opportunities for educational exchange.
- (3) To support philanthropic activities providing surgical care to developing nations and similar domestic outreach programs.

ARTICLE III: Membership

The members of The Foundation shall be the members of the American Society of Plastic Surgeons. The provisions of the *Bylaws* and *Code of Ethics* of the American Society of Plastic Surgeons with respect to requirements for membership and the classification, voting privileges, right to hold office, resignation, suspension and expulsion of members shall also apply to the members of The Foundation.

ARTICLE IV: Officers

Section 1. *Designation and Number:* The Officers of The Foundation shall be 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 of The Foundation 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. *Term of Office:* Those elected shall take office upon adjournment of the Annual Business Meeting. The President and the President-Elect shall serve for a term of (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 3. *Resignation and Vacancies:* An Officer 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. A vacancy in any office may be filled for the unexpired term thereof at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for that purpose or by mail ballot, except that a vacancy in the office of President-Elect must be filled by a vote of the Membership pursuant to the procedures outlined in Article VII and Article VIII, Section 3 of the Bylaws.

Section 4. *The President:* The President shall be the Chief Elected Officer of The Foundation and shall have direct supervision of the business, the affairs and the property of The Foundation and of the activities of its officers, agents and employees and shall annually report such matters to the Board of Directors of The Foundation, the Board of Directors of the American Society of Plastic Surgeons and the members at the Annual Business Meeting of the members. The President shall preside at all meetings of the Board of Directors of The Foundation and shall be a member, ex-officio, of the Board of Directors and Executive Committee of the American Society of Plastic Surgeons and the Board of Directors and Executive Committee of The Foundation. He/she shall have and may exercise all powers and duties which may from time to time be assigned to him/her by the Board of Directors and by these Bylaws and which, by general custom and usage, pertain to his/her office.

Section 5. *The President-Elect:* The President-Elect shall be a member of the Board of Directors of The Foundation and the Board of Directors of the American Society of Plastic Surgeons. The President-Elect shall perform all duties incident to the office and any other duties delegated to him/her by the President or assigned to him/her by the Board of Directors of The Foundation. The President-Elect shall automatically succeed to the presidency upon the expiration of the President's term. In the event the office of the President becomes vacant for any reason before the end of the term, the President-Elect shall succeed to the office of the President. In that circumstance, the individual shall serve both the unexpired term and the term for which he or 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 powers of and be subject to all the restrictions upon the President.

Section 6. *The 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 Foundation and/or of the American Society of Plastic Surgeons.

Section 7. *The 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 Foundation and/or of the American Society of Plastic Surgeons.

Section 8. *The 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 Foundation and/or of the American Society of Plastic Surgeons.

Section 9. *The 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 Foundation and of the American Society of Plastic Surgeons; shall be the principal financial

officer of The Foundation and of the American Society of Plastic Surgeons; and shall be in charge of, and responsible for, The Foundation's and the American Society of Plastic Surgeons' funds, shall collect all dues, assessments, fees, and charges; shall establish and maintain proper accounting procedures; shall deposit The Foundation's and the American Society of Plastic Surgeons' funds in such banks, trust companies, and/or investments as approved by the respective Society or Foundation Board of Directors; shall report on The Foundation's and the American Society of Plastic Surgeons' financial condition as requested by the respective Foundation or Society Board of Directors or the President; 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, insure that adequate fidelity bonds are secured on the officers and/or employees of The Foundation and the American Society of Plastic Surgeons.

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 notify the members of proposed amendments to these Bylaws; shall notify individuals of their election to office and their appointment to committees; 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 10. *The 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's 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 11. *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 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 12. *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 V: Directors

Section 1. *Number, Composition and Term:* The property, business and affairs of The Foundation shall be managed and administered by a Board of Directors. The President, President-Elect of The Foundation, the President and President-Elect of the American Society of Plastic Surgeons, 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 Finance and Treasurer, the Board Vice President of Academic Affairs, the Board Vice

President of Membership, and the Board Vice President of Development shall be directors during their respective terms of office. The Immediate Past President of The Foundation and the immediate Past President of the American Society of Plastic Surgeons shall be ex officio directors for one (1) year immediately following the termination of his/her term of office as President. The two (2) senior members of the Trustees of the American Society of Plastic Surgeons shall serve for a term of one (1) year. One (1) representative of the Young Plastic Surgeons Committee will be appointed by the President of the American Society of Plastic Surgeons for a maximum of three (3) one (1) year terms. The Chair of the National Endowment for Plastic Surgery Council of Advisors will serve for a term of one (1) year. The Resident Representative shall be selected by the Young Plastic Surgeons Committee and approved by the Foundation Board of Directors and shall serve a term of one (1) year. The International Representative shall be selected by the Nominating Committee to be placed on the ballot for election by the members and shall serve a two (2)-year term. The Foundation Board may appoint up to three (3) Public Members to represent the general public, corporations, foundations or other organizations devoted to fostering research, education and the improvement of public health who shall possess demonstrated expertise in foundation development to serve a maximum of four (4) one (1) year terms. Two (2) Members-at-Large shall be elected by the members to serve staggered terms of two (2) years. Eight (8) directors will be elected by the members to serve as representatives from the American Association for Hand Surgery, the American Society for Aesthetic Plastic Surgery, the Aesthetic Surgery Education & Research Foundation, the American Society of Maxillofacial Surgeons, the American Society for Reconstructive Microsurgery, the American Council of Academic Plastic Surgeons, the American Society for Peripheral Nerve and the Plastic Surgery Research Council. The American Association of Hand Surgery, the American Society for Aesthetic Plastic Surgery, the Aesthetic Surgery Education & Research Foundation, the American Society of Maxillofacial Surgeons, the American Society for Reconstructive Microsurgery, the Association of Academic Chairmen of Plastic Surgery, the American Society for Peripheral Nerve and the Plastic Surgery Research Council shall each provide to the Nominating Committee one (1) nominee whom the Nominating Committee shall present 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. Each of these eight (8) representatives shall serve a maximum of three (3) consecutive one (1) year terms and are not eligible for re-election.

All members of the Board of Directors shall serve for the term of their respective office, election, or appointment.

Section 2. *Authority and Responsibility:* The governing body of The Foundation shall be the Board of Directors. The Board shall supervise, control, and direct the business and affairs of The Foundation, 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 may adopt such rules and regulations for the conduct of The Foundation's affairs as it deems necessary or advisable.

Section 3. *Election:* The Directors elected by the members shall be elected from among the members, in compliance with the provisions of Sections 1 and 4 of this Article V, by a majority of the votes of the members pursuant to the procedures outlined in Article VII.

Section 4. *Qualification:* Except for the Public Members, each member of the Board of Directors must be a voting member in good standing of The Foundation and the American Society of Plastic Surgeons.

Section 5. *Regular Meetings:* The Board of Directors of The Foundation shall meet at least two (2) times annually in conjunction with the annual and semi-annual meetings of the Board of Directors of the American Society of Plastic Surgeons and shall report its actions and make recommendations to the Board of Directors of the Society. At the discretion of the President of The Foundation, the Immediate Past President may serve as acting chair at any meeting of the Board.

Section 6. *Special Meetings - Notice:* Special meetings of the Board of Directors may be called at any time by the President, by any three (3) members of the Board of Directors, or by a majority of the Board of Directors of the American Society of Plastic Surgeons. At least ten (10) days' notice of each special meeting shall be given to each Director in writing, by mail, by facsimile, or by electronic transmission. Such notice shall state the purpose or purposes for which the meeting is called, the time when and the place where it is to be held, and such notice shall be sent to each Director at his/her address as it appears on the books and records of The Foundation. No business shall be transacted at any special meeting except that specified in such notice and matters germane thereto.

Section 7. *Voting:* Each member shall have one vote. Voting shall be in person and shall not be delegated or exercised by proxy.

Section 8. *Quorum - Manner of Acting:* 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 9. *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 Foundation automatically resign from the Board of Directors of The Foundation and the American Society of Plastic Surgeons. Their successors become members of the Board of The Foundation and the American Society of Plastic Surgeons. Vacancies for the balance of the term of any Director shall be filled by the Board of Directors of The Foundation from recommendations of the Executive Committee, except those who become Directors by virtue of their election to office shall be replaced by their successors to that office.

Section 10. *Conference Calls:* 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.

ARTICLE VI: Executive Committee

Section 1. *Composition:* The Executive Committee shall consist of the President and the President-Elect, of the Society, the President and the President-Elect of the Foundation, 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 Society, and the Immediate Past President of the Foundation.

Section 2. *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 Foundation committees and the financial affairs and investments of the Foundation, 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 or the Foundation of its responsibilities and duties as provided by law or these Bylaws.

Section 3. *Meetings of the Executive Committee:* Meetings of the Executive Committee may be called by the President of the Foundation 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 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 which relate to the conduct of meetings of the Board of Directors shall govern meetings of the Executive Committee.

Section 4. *Voting:* Each member shall have one vote. Voting shall be in person and shall not be delegated or exercised by proxy.

ARTICLE VII: Meetings

Section 1. *Voting:* At all meetings of the members, whether annual or special, each member entitled to vote shall have one (1) vote and may vote in person only and not by proxy.

Section 2. *Annual Meeting of Members:* An Annual Meeting of the members for the transaction of such business as may properly come before the members shall be held at the time of the Annual Business Meeting of the American Society of Plastic Surgeons. Notice of this Annual Business Meeting may be included in the announcement of the Annual Meeting of the American Society of Plastic Surgeons. Candidates for Membership, International Members, Retired International Members, Associate Members, Retired Associate Members and Honorary Members may attend all or portions of the Annual Business Meeting of The Foundation provided they are seated in a designated area. Such action shall be at the discretion of the President of The Foundation or the presiding officer.

Section 3. *Special Meetings of Members:* A special meeting of the members, upon notice as hereinafter provided, shall be called by the President upon the written request of that number of members entitled to vote which constitutes a quorum as defined in Section 5 of this Article VI or by the President upon approval of the Board of Directors. No business shall be transacted at any special meeting except that specified in the notice of such meeting.

Section 4. *Notice of Meetings:* Notice of each annual or special meeting of the members shall be mailed to each member entitled to vote at such meeting at least thirty (30) days before the Annual Business Meeting and fifteen (15) days before the special meeting.

Section 5. *Quorum and Manner of Acting:* The presence in person of 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 Foundation. Except as otherwise specifically provided by law or by these Bylaws, the affirmative vote of a majority of members present in person at any meeting at which a quorum is present shall constitute action by the members at any meeting of the members.

ARTICLE VIII: Election by Mail Ballot

Section 1. *Nominating Committee:* The report of the Nominating Committee nominating individuals to serve as Officers and Directors and for any other elected position shall be submitted in writing 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.

Section 2. 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 members in order for the election to be valid, and the affirmative vote of a majority of the 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 or the election of that individual or individuals shall take place during the Annual Business Meeting.

ARTICLE IX: Committees

Section 1. *The 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 Foundation selected by the Nominating Committee; one (1) Member-at-Large representing the American Society of Plastic Surgeons selected by Nominating Committee; and one (1) Trustee, who will also serve as Chair, appointed by the American Society of Plastic Surgeons President. The Member-at-Large positions 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 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 Foundation and the American Society of Plastic Surgeons and be responsible for the oversight of the annual audit; and shall report to the Board of Directors of The Foundation and the American Society of Plastic Surgeons, as deemed necessary, but not less than once annually.

Section 2. *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 Foundation's President; one (1) Member-at-Large will be appointed by the President of the American Society of Plastic Surgeons; 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 American Society of Plastic Surgeons based on the recommendations of the Society's Executive Committee. The Chair will be appointed by the President of the American Society of Plastic Surgeons.

The four (4) Members-at-Large will serve a maximum of three (3) consecutive staggered one (1) year terms. The Chair of the Finance 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 Committee Chair.

Subject to the control of the Board of Directors, the Finance Committee shall provide oversight in the development of The Foundation's and the American Society of Plastic Surgeon's budget. The Finance 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 3. *The 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 Foundation and the Immediate Past President of the American Society of Plastic Surgeons shall co-chair the Nominating Committee without the right to vote.

At the first Board of Directors meeting subsequent following the regional representative elections, the Board of Directors of the Foundation and the Society 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 President and the PSF Public member, sitting members of the Foundation Board of Directors 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 Foundation and the American Society of Plastic Surgeons, shall submit the names of the nominees 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 Foundation and Society nominations to other organizations and shall select The Foundation's and the American Society of Plastic Surgeons' 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 American Society of Plastic Surgeons not less than sixty (60) days prior to the Annual Business Meeting.

Section 4. *Bylaws Committee:* The Bylaws Committee shall consist of five (5) Active Members, three of whom shall be appointed by the President of the American Society of Plastic Surgeons and two of whom shall be appointed by the President of the Foundation. The President of the Foundation and the President of the Society shall designate which member of the Committee shall serve as Chair in alternative three-year terms. Members of the Committee shall be elected annually to serve a maximum of three (3) consecutive one (1) year terms.

The Bylaws Committee shall review the *Bylaws* of the Foundation and the Society 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 Foundation and the Society, respectively.

Section 5. *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 6. *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 7. *Special Committees:* The President, with the approval of the Board of Directors, may establish such other committees as are necessary or appropriate to carry out the purposes of The Foundation.

Section 8. *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 Foundation. 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 9. *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 10. *Resignations and Vacancies:* A committee member may resign by giving notice to Board Vice President of Finance and Treasurer of his or her intention and the date upon which the resignation becomes effective. Unless otherwise provided by these Bylaws, a vacancy occurring between Annual Business Meetings shall be filled by the President if the member was originally appointed by the President or by the Board of Directors if the member was originally elected.

ARTICLE X: Contracts, Bank Deposits, Salaries

Section 1. *Contracts:* No member, Director, Officer, employee, agent or representative of The Foundation shall have any power or authority to bind The Foundation by any contract, agreement, undertaking, commitment or enlargement or to pledge its credit or to render it pecuniarily liable for any purpose or any account unless and until authorized to do so by the Board of Directors.

Section 2. *Deposits:* The funds of The Foundation shall be deposited to the credit of The Foundation with such depository or depositories as the Board of Directors may select.

Section 3. *Checks, Drafts, Etc.:* All checks, drafts or other orders for the payment of money, notes, acceptances or other evidences of indebtedness issued on the name of The Foundation shall be signed by such Officer or Officers or agent or agents of The Foundation and in such manner as shall be determined from time to time by resolution by the Board of Directors. Endorsements for deposit to the credit of The Foundation in any of its duly authorized depositories may be made by hand-stamped impression in the name of The Foundation or may be made without counter-signature by the President or the Board Vice President of Finance and Treasurer or by any other Officer or agent of The Foundation to whom the Board of Directors by resolution shall have delegated such power.

ARTICLE XI: Acceptance of Gifts - Investment of Funds

Section 1. *Acceptance of Gifts:* The Officers of The Foundation are authorized to accept donations, gifts, devises and bequests of property for use by The Foundation in the furtherance of the purposes for which it has been organized and to give proper receipts and acquittances therefore.

Section 2. *Investment of Funds:* Subject to the limitations and conditions contained in any gift, devise, or bequest, The Foundation may invest its funds in such mortgages, bonds, debentures, shares of preferred and common stock and other securities as the Board of Directors shall deem advisable and shall authorize by resolution.

Section 3. *Dealings in Real Property:* The Foundation shall not purchase any real property or sell, mortgage or lease any real property unless authorized by the Board of Directors of the American Society of Plastic Surgeons, and by a vote of two-thirds (2/3) of the membership present and voting at the Annual Business Meeting or two-thirds (2/3) of the Board of Directors.

ARTICLE XII: Miscellaneous Provisions

Section 1. *Dissolution - Disposition of Property:* The Foundation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure to the benefit of or be distributed to the members of The Foundation. In event of dissolution or final liquidation of The Foundation, all its assets remaining after payment of its obligations shall be distributed to one or more regularly organized and qualified, charitable, educational, scientific or philanthropic organizations as shall qualify as exempt under section 501(c)(3) of the Internal Revenue Code, as amended, to be selected by the Board of Directors.

Section 2. *Amendments:* Amendments may be proposed by the Board of Directors, the Bylaws Committee, or any voting member. All amendments other than those proposed by the Bylaws Committee shall be submitted to the Bylaws Committee for review and recommendation. The Bylaws Committee shall then present proposed amendments to the Board of Directors, which shall approve, amend or disapprove them. Those amendments approved by the Board of Directors shall be submitted to a vote of the membership. A vote of the Active and Life Active Members may be conducted at the Annual Business Meeting, at a Special Meeting called and conducted in accordance with Article VI or by written ballot.

If the vote is to be conducted at the Annual Business Meeting or at a Special Meeting, written notice of 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 (2/3) of the votes cast by the Active and Life Active Members present at an Annual 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 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 the Board of Directors determines that an emergency exists, all resolutions submitted by members for consideration at the Annual Business Meeting shall be presented to the Board Vice President of Finance and Treasurer at least thirty (30) days prior to the meeting and forwarded to the Board of Directors, which shall adopt, reject or amend them. The Board shall then present to the membership at the Annual Business Meeting any resolutions adopted either in original or in amended form.

ARTICLE XIII: Electronic and Facsimile Transmissions

Section 1. 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 XIV: Parliamentary Authority

The rules contained in the current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure (formerly, the Sturgis Standard Code of Parliamentary Procedure) shall govern The Foundation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.