

# INTERNATIONAL SOCIETY OF HAIR RESTORATION SURGERY

## BYLAWS

### ARTICLE I – NAME

The name of this Society shall be the International Society of Hair Restoration Surgery. Hereinafter it shall be referred to as the Society.

### ARTICLE II – PURPOSE

The purposes of this Society are for charitable, educational, literary, and scientific purposes. Further:

- A. To advance the art and science of hair restoration by licensed, experienced physicians who are qualified to practice this type of medicine, and who will do so with the highest degree of skill and artistry.
- B. To encourage the free interchange of ideas, knowledge, and experience among its members in order to maintain the skills and artistry, of those members, at the highest possible level of skill and knowledge.
- C. To encourage professional excellence and to promote amicable relations among the members.
- D. To encourage continuing medical education in hair restoration surgery.

The Society is not intended to earn profits, nor shall it do so. The Society shall not promulgate propaganda as a substantial part of its activities. It shall not have, as a major goal, an attempt to influence legislation, nor shall it participate in any political campaigning on behalf of any candidate for public office.

### ARTICLE III – MEMBERSHIP

- A. The Society shall be composed of seven classes of membership: Fellows; Members; Associate Members; Resident Members; Emeritus Members; Adjunct Members; and Surgical Assistant Members.

1. Fellows.

Fellows of the Society shall be Members in good standing, who demonstrate support of the purposes and activities of the Society and dedication to the field of hair restoration surgery through the satisfaction of additional criteria and meet additional minimum educational requirements, as determined from time to time by the Board of Governors ("Board").

2. Members.

Members of the Society shall be physicians (MD, DO, or Non-U.S. equivalent) of good moral character and standing in the community who are fully licensed to practice medicine, have an interest in hair restoration and scalp surgery, and meet additional minimum educational requirements as determined from time to time by the Board. The determination of whether a physician's degree is "Non-U.S. equivalent" is designated to the Board in its sole discretion.

3. Associate Members.

Associate Members of the Society shall be physicians (MD, DO, or Non-U.S. equivalent) of good moral character and standing in the community, who are fully licensed to practice medicine and have an interest in hair restoration and scalp surgery. Upon demonstrating completion of the additional minimum educational requirements and payment of Membership dues, an Associate Member may apply for full Member of the Society. The determination of whether a physician's degree is "Non-U.S. equivalent" is designated to the Board in its sole discretion.

4. Resident Members.

Resident Members shall be physicians (MD, DO, or Non-U.S. equivalent) of good moral character and standing in the community, who are actively enrolled in a recognized and accredited formal residency teaching program. Upon completion of a residency program and payment of Associate Member annual dues, a Resident Member shall automatically become an Associate Member of the Society without further application.

5. Emeritus Members.

A Fellow or Member of the Society in good standing, who has attained the age of 65 years, who has been an active Fellow or Member for at least five (5) years shall be eligible for Emeritus Membership if he/she is no longer engaged in active medical practice for more than fifty (50) days per year.

6. Adjunct Members.

Adjunct Members shall be individuals who: (i) hold a doctorate (PhD or the equivalent) in a biomedical-related area; (ii) devote the majority of their professional activities to hair research in an academic setting; and (iii) are of good moral character as attested to, in writing, by a Fellow, Member, or Associate Member of the Society.

7. Surgical Assistant Members.

Surgical Assistant Members must: (i) be employed by Fellows, Members, or Associate Members of the Society who have a clinical hair restoration practice and perform hair restoration surgery; (ii) assist in surgery; and (iii) be licensed health care professionals, e.g., Registered Nurse (RN), Licensed Practical Nurse (LPN), Physician Assistant (PA), Nurse Practitioner (NP). The Surgical Assistant Member must be located in the same state/location as the physician who must be licensed in that state/location.

- B. Application for Membership. Upon initial application for membership in the Society, each applicant shall be given a copy of these Bylaws as well as the Code of Ethics, Code of Ethics Disciplinary Procedures, and other ISHRS policies, procedures, alerts, and rules (collectively "Governing Documents"). As a prerequisite to membership, the applicant must sign a Membership Agreement pursuant to which, among other things, members agree to abide by all Governing Documents, which may be amended by the Society from time to time. Application for specific classes of membership shall be made as follows:

1. Application for Fellow Membership. A Member in good standing may make written application for Fellow Membership to the Secretary of the Society, in the format prescribed by the Board or its designee.

2. Application for Membership. Any physician whose medical license(s) (where applicable) is/are in good standing and who meets additional minimum educational requirements may make written application for Membership to the Secretary of the Society, in the format prescribed by the Board or its designee.
3. Application for Associate Membership. Except as set forth in Section III(A)(4) above, any physician whose medical license(s) (where applicable) is/are in good standing may make written application for Associate Membership to the Secretary of the Society, in the format prescribed by the Board or its designee.
4. Application for Resident Membership. An applicant for Resident Membership must submit to the Secretary of the Society a letter from the Chief of Service or Program Director, in which the Chief or Program Director attests to the resident's moral character and enrollment in the residency program, and recommends the resident for Resident Membership in the Society.
5. Application for Emeritus Membership. An eligible Fellow or Member may apply for Emeritus Membership, in writing, to the Board if he/she is no longer engaged in active medical practice for more than fifty (50) days per year.
6. Application for Adjunct Membership. Applicants for Adjunct Membership may make written application to the Secretary of the Society, in the format prescribed by the Board or its designee.
7. Application for Surgical Assistant Membership. Applicants for Surgical Assistant Membership may make written application to the Secretary of the Society, in the format prescribed by the Board or its designee.

Application for Surgical Assistant membership must be accompanied by a letter attesting employment from a Fellow, Member, or Associate Member of the Society who is the current employer of the applicant and a copy of the Surgical Assistant's healthcare license. When the employer of a Surgical Assistant Member ceases to be a member of the Society, the assistant's membership will continue only until the end of the current dues year, unless the Surgical Assistant Member gains employment with another Fellow, Member, or Associate Member of the Society. The Surgical Assistant Member must notify the Membership Chairman within sixty (60) days of a change.

- C. Processing Applications. After receipt of an application for membership, the Secretary of the Society shall notify the applicant of any deficiency in the application. If an application remains incomplete for six (6) months, it shall be deemed to be delinquent, and the applicant must make a new application, if consideration of the application is still desired. After receipt of an application, the Society shall process any complaints regarding the applicant in accordance with the Society's Code of Ethics Disciplinary Procedures.

D. Election.

1. Election to Resident, Emeritus, Adjunct Membership, and Surgical Assistant Membership. All completed applications for Resident, Emeritus, Adjunct Membership, and Surgical Assistant Membership shall be reviewed, and applicants shall be elected, in accordance with procedures established by the Board.
2. Election to Associate Membership, Membership and Fellow Membership. All completed applications shall be submitted to the Membership Committee for its review. Not less than thirty (30) days prior to a regularly called meeting of the Board, the Chairman of the Membership Committee shall submit a report to the Board for its action with recommendations for election of those who qualify for the subject membership class and whose applications are complete. An affirmative vote of three fifths (3/5) of the Board, present at a meeting at which a quorum is present, shall be necessary for election. Any individual whose application is denied must wait one (1) year before making re-application.

E. Rights and Duties of Membership.

1. All members of the Society, who are in good standing, may attend meetings of the membership and take part in the proceedings, receive publications, and serve on committees of the Society. Only Fellows and Members of the Society (collectively, "Voting Members"), whose memberships are in good standing, may vote and hold elective office in the Society.
2. From time to time, members serving on the Board, committees, or other task groups may participate in the development of policies, statements, standards, surveys, tag lines, logos, or other works for the Society. Any such works shall be considered "works made for hire" as defined under federal copyright law. If such works are inappropriate for characterization as "works made for hire", the member(s) participating in such activities transfer to the Society any and all rights, including, without limitation, copyrights and trademark rights, they may have in and to such works.
3. Members are to be listed only for locations where they possess a valid, unrestricted medical license. The member must notify the Secretary within sixty (60) days if there is an error or change in their listing, as it relates to where they possess a valid medical license.
4. If any action is taken (e.g., limitation, probation, suspension, revocation, forfeiture, or any action) concerning a member's (i) right to practice medicine in any state, province, or country; or (ii) membership in an international, national, or local medical society, the member shall notify the Secretary of the Society within sixty (60) days of such action.
5. Leave of Absence (Military). Members in good standing who are called to active duty, may make written request to the Secretary for a one (1) year leave of absence, in which dues will be waived.
6. Leave of Absence (Missionary and Other). Members in good standing may make written request to the Secretary for a one (1) year leave of absence, with approval on a case-by-case basis.

F. Automatic Termination or Conversion of Membership.

1. Any member who is in default in the payment of dues or assessments for a period of sixty (60) days or otherwise becomes ineligible for membership shall be terminated automatically, unless such termination is delayed by the Board. The member will be notified of the termination by mail, in a timely fashion, by the Secretary of the Society.
2. Any former member whose membership has been terminated pursuant to Article III, Section F(1) of these Bylaws and who submits payment of all delinquent dues and other assessments within two (2) years of the date of termination, shall automatically be reinstated to the same class of membership to which he or she belonged, prior to termination, assuming one still qualifies for membership. Any former member whose dues and other assessments remain unpaid for more than two (2) years must submit a new application and meet all the criteria for membership in place at that time.
3. In order to maintain Fellow or Member status, the Fellow or Member must attend at least one (1) ISHRS approved meeting every three (3) years. Failure to attend at least one (1) ISHRS approved meeting every three (3) years will result in the automatic change of membership status to Associate Member. Upon meeting the attendance requirement, the individual will be reinstated at the next ISHRS annual meeting by recommendation of the Membership Committee, to the same class of membership to which he or she belonged, prior to the conversion.

## ARTICLE IV – OFFICERS, TERMS, AND DUTIES

Officers. The officers of the Society are the President, the Vice President, the Secretary, the Treasurer, and the Immediate Past-President.

### A. Elections.

The election process for the officers is specified in Article VI, Section B.4.

### B. Terms of Office.

1. President. The term of office of the President is one (1) year commencing at the end of the annual meeting at which his or her predecessor's term as President ends and continuing until the President's resignation, removal, death, or until the President's term expires and his or her successor takes office.
2. Vice President. The term of office of the Vice President is one (1) year. The Vice President's term commences at the end of the annual meeting at which he or she is elected and continues until the Vice President's resignation, removal, death, or until his or her term expires and his or her successor is elected and qualified.
3. Secretary/Treasurer. The terms of office of the Secretary and the Treasurer are two (2) years. The Secretary is elected on even years (1990, 1992, etc.) and the Treasurer is elected on odd years (1991, 1993, etc.). A Secretary's or Treasurer's term commences at the end of the annual meeting at which he or she is elected and continues until his or her resignation, removal, death, or until his or her term expires and his or her successor is elected and qualified.
4. Immediate Past-President. The term of office of the Immediate Past-President is one (1) year. The Immediate Past-President's term commences at the end of the annual meeting at the end of his or her term of office as President and continues until his or her resignation, removal, death, or until the his or her term expires and his or her successor takes office.

### C. Vacancies.

1. President. If a vacancy occurs in the office of President, the Vice President assumes the office of President and serves the remainder of the vacating President's term and then continues to serve another complete one (1) year term of office, as President.
2. Other Offices. If a vacancy occurs in the office of Vice President, Secretary, Treasurer, or Immediate Past-President, the Board shall appoint a Voting Member for the unexpired term of the vacant office.

### D. Duties of the Office.

1. The President shall preside at all meetings. He/she shall also be Chairman of the Board of the Society and a member ex-officio of all committees, of the Society.

The President with approval of the Board shall, at his/her discretion, have the power to create committees, to designate a chair of any committee so created, and to designate members of such committees from among the membership of the Society. See Article VI – Committees.

In the event the President is unable to carry out his/her duties, the next highest ranking member of the Executive Committee shall assume such duties. The rank order of the members of the Executive Committee is: President, Vice President, Secretary, Treasurer, Immediate Past-President.

2. The Vice President shall preside at all Voting Member meetings in the absence of the President; likewise, he/she shall preside at all meetings of the Board, in the absence of the President.
3. The Secretary or a designate shall keep minutes and records of decision at all meetings of the Society. The Secretary shall be the custodian of all records and papers of the Society, except the financial records. The Secretary shall keep a correct list of all members of the Society, and shall be responsible for disseminating news of the Society's activities and meetings to the membership. The Secretary shall count the ballots from each election and shall inform the Board and the membership of the results.
4. The Treasurer of the Society shall demand and receive all funds, bequests, and donations due the Society and shall deposit them in an appropriate bank account. He/she shall disburse such funds from the treasury as the Board shall direct. He/she shall make a report of the state of the treasury to the Board, at the annual meeting of the Society, and at such other times as may be necessary. The Treasurer shall inform the Secretary of the delinquency of any member for failure to pay dues and/or assessments.
5. No member of the Board of Governors may continue to serve on the Board if he or she fails to attend three (3) consecutive Board meetings, except where such absence is for good reason as determined by the Board of Governors or its designee(s).

### E. Resignation and Removal.

An officer may resign, at any time, by delivering notice to the Society. The Board may remove any officer, at any time, with or without cause.

## ARTICLE V – BOARD OF GOVERNORS

### A. Composition.

1. The Board will have a total of fifteen (15) voting (Board) members who must be ISHRS Voting Members: (i) the President, Vice President, Secretary, Treasurer, and the Immediate Past-President; (ii) eight (8) elected Governors; and (iii) two (2) past-president Governors. The President of the Society serves as Chairperson of the Board. In addition, the Board will have two (2) non-voting past-president Governors.
2. The composition of the Board is to be international, and every effort is to be made to achieve a diversified Board.
3. The officers serve as ex-officio Governors. The eight (8) elected Governors are nominated and elected as specified in Article VI, Section B.4. Of the two (2) voting past-president Governors, one is nominated by the Past-Presidents Committee and elected as specified in Article VI, Section B.6., and one is nominated and elected by the incoming President. Of the two (2) non-voting past-president Governors, one is nominated and elected by the Past-Presidents Committee and one is nominated and elected by the incoming President.

4. If a vacancy occurs in one (1) of the eight (8) elected Governor positions or one (1) of the two (2) voting past-president Governor positions, or one (1) of the two (2) non-voting past president Governor positions, it is filled by appointment by the Board, for the unexpired term of the vacant elected Governor or voting or non-voting past-president Governor position.

**B. Powers.**

1. The Board shall have charge and control of all property and funds belonging to the Society.
2. Approval of the Board must be obtained by three-fifths (3/5) affirmative vote, before making any significant expenditure or disposition of money in excess of \$20,000 or property of the Society and before assuming any financial obligation in the name of the Society, outside of the approved annual budget and investment policy/plan.
3. The Board shall not authorize any funds for action that advocate a group boycott by members, nor violation of any federal or state antitrust or other law. The Board shall not sponsor nor approve any action by the Society nor its members that knowingly violates any federal or state antitrust or other law.
4. The Board, at Society expense, shall provide fidelity bond coverage or equivalent for the Officers, Governors and employees of the Society in an amount deemed appropriate by the Board.

**C. Meeting and Reports.**

1. The Board shall hold meetings at such times and places as they shall determine but not less than twice (2) per year. At least one (1) of the meetings of the Board shall coincide with the annual meeting of the Society.
2. Notice of any meeting of the Board shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting, provided that notice of any special meeting held by telephone conference call is delivered at least twenty-four (24) hours prior to the call. Attendance of a director, at any meeting, shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.
3. A majority of the Board shall constitute a quorum for the transaction of business at any duly called meeting thereof; provided, that, if less than a quorum is present at said meeting, a majority of the Board members present may adjourn the meeting from time to time without further notice. Only voting members of the Board are counted in determining the number of members present or required to take action at any Board meeting.
4. The act of a majority of the Board members present at a duly called meeting, at which a quorum is present, is the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.
5. The Board shall make a report to the members, at the regular annual meeting of the Society.

**D. Term of office.**

Each of the eight (8) elected Governors are elected to a three (3) year term. The eight (8) elected Governors are divided into three (3) roughly equal classes. The terms of the three (3) classes are staggered so that approximately one-third (1/3) of the eight (8) elected Governors stand for election each year. An elected Governor's term commences at the end of the annual meeting, at which he or she is elected, and continues until his or her resignation, removal, death, or term expires and his or her successor is elected and qualified. Each of the eight (8) elected Governors is limited to two (2) consecutive, full three (3) year terms. Service on the Board as an officer, filling the unexpired term of an elected Governor, or as a past-president Governor is not considered service for purposes of the foregoing term limit.

One (1) elected voting past-president Governor is nominated by the Past-Presidents Committee and elected by the Voting Members for a one (1) year term. One (1) elected voting past-president Governor is nominated by the incoming President for a one (1) year term.

One (1) elected non-voting past-president Governor is nominated and elected by the Past-Presidents Committee for a one (1) year term. One (1) elected non-voting past-president Governor is nominated by the incoming President for a one (1) year term.

**E. Resignation and Removal.**

An elected Governor or past-president Governor may resign at any time by delivering notice to the Society. An elected Governor or past-president Governor may be removed by two-thirds (2/3) of the remaining members of the Board at any meeting thereof, whenever, in their judgment, the Society's purposes are best advanced by the removal.

**ARTICLE VI – COMMITTEES**

**A. Committees.**

In addition to the standing committees identified in Section B of this Article VI, the President may designate one (1) or more committees, task forces, and/or other advisory bodies (collectively, "committees"). Unless specifically designated by these Bylaws, or by the Board in writing (via resolution, meeting minutes, or unanimous written consent), committees shall not have or exercise the authority of the Board. Other than as specified in these Bylaws, committees shall consist of such persons as the President designates.

**B. Standing Committees.**

Subject to the preceding Section A of this Article VI, the Society shall have the following standing committees:

1. **Executive Committee.** The Executive Committee shall consist of the Officers of the Society. Subject only to the limitations set forth in this Section B of Article VI, and the applicable law, the Executive Committee shall act on behalf of the Board when a situation demands timely action by the Society, and it is not practicable to call a meeting of the Board. The Executive Committee shall determine, in its sole discretion, whether such a situation exists. The Executive

Committee shall notify the Board of the situation and inform the Board of its actions as soon as possible. The Executive Committee shall also: (i) serve as a resource for the Executive Director; and (ii) perform such other duties and responsibilities as may be assigned by the Board.

2. Finance Committee. The Finance Committee shall consist of the: (i) Treasurer, who will serve as the Committee Chair; (ii) President; (iii) Vice President; (iv) two (2) additional Board members appointed by the President; and (v) Society's accountant. The Society accountant serving on the Finance Committee shall be non-voting. The Finance Committee shall: (i) ensure the Society's financial resources are used to advance the Society's Exempt Purposes; (ii) make modifications to the investment plan (i.e., percent allocations), as necessary; (iii) make recommendations to the Board on revisions to the Investment Policy and on the investment advisor's performance; (iv) review investment reports and meet regularly to review and discuss reports; and (v) perform such other duties and responsibilities as may be assigned by the Board.
3. Membership Committee. The Membership Committee shall consist of the Secretary and other members appointed by the President. The Committee shall receive and review all membership applications. Not less than thirty (30) days prior to a regularly called meeting of the Board, the Chair of the Membership Committee shall submit a report to the Board with recommendations for election, in accordance with the nomination and election policies and procedures adopted by the Society.
4. Nominating Committee. The Nominating Committee consists of the President, Vice President, Immediate Past President, and four (4) past-presidents selected by and serving on the Past-Presidents Committee. Unless removed from office, or unable or unwilling to serve, following their respective terms: (i) the Vice-President automatically becomes the President; and (ii) the President automatically becomes the Immediate Past-President. Otherwise, the Nominating Committee shall solicit, qualify, and nominate individuals for election as officers and elected Governors. No member of the Nominating Committee is eligible for election as an officer or elected Governor. In making each nomination, the Committee shall seek individuals who possess the backgrounds, education, training, and experience that will best advance the Society's purpose. Prior to making a nomination, the Nominating Committee shall: (i) at least one-hundred and fifty (150) days before an election, request the names of potential nominees from the Voting Members; (ii) between 120 days and ninety (90) days before the election: (a) consider the names of potential nominees received from the Voting Members as well as other potential nominees; (b) confirm the qualifications of any potential nominee; (c) make available to all potential nominees copies of the Society's governing documents, including the Society's Articles of Incorporation, Bylaws, Code of Ethics, and Conflict of Interest Policy; (d) inform potential nominees of the duties of the positions for which they are being considered; and (e) obtain from potential nominees a signed acknowledgement stating: (1) they reviewed and understand the duties of the position for which they are being considered; (2) they are qualified and willing to serve in the position for which they are being considered; (3) they will, if elected, perform to the best of their abilities, the duties of the position for which they are being considered; (4) they have reviewed and understand the Society's governing documents, including the Society's Articles of Incorporation, Bylaws, Code of Ethics, and Conflict of Interest Policy and shall abide by the same; and (5) they shall complete and return to the Society the Conflict of Interest Disclosure Statement by the due date established by the Board, and, if they fail to do so, they knowingly and voluntarily resign.

The Nominating Committee shall recommend a slate of candidates ("**Slate**") to the Board on or before ninety (90) days before an election for its consideration and approval. After the Slate is approved by the Board, but not later than sixty (60) days before the election, the Nominating Committee shall submit the Slate to the Voting Members for consideration.

Alternate nomination petitions, including the names of proposed alternate candidates to any or all of those contained in the Slate, signed by no less than twenty percent (20%) of the total number of Voting Members, will be accepted between sixty (60) and thirty (30) days before the election. For purposes of this paragraph, the total number of Voting Members is determined as of thirty (30) days before the election. Alternate nomination petitions must be submitted to the Society's headquarters, in the form designated by the Nominating Committee. The Society shall maintain the form for alternate nomination petitions at the Society's headquarters. The Society shall make alternate nomination petitions available to a Voting Member upon request.

If a valid alternate nomination petition is timely received by the Society, a contested election is held at the annual meeting of the Voting Members for each office and Governor position for which at least one (1) individual was nominated by the Slate and one (1) individual was nominated by a valid alternate nomination petition.

An uncontested election is held at the annual meeting of Voting Members if no valid alternate nomination petitions are timely received, or if a valid alternate nomination petition is received, for any officer or Governor position for which there is only one nominee. Floor nominations are not permitted. The meeting chair shall ask the Voting Members to elect all uncontested nominees by acclamation.

5. Ethics Committee. The Ethics Committee shall consist of five (5) members. The number of Committee members may be increased or decreased from time to time by the Board, but in no event shall the Committee be less than three (3) members. The Committee shall receive and address ethics complaints against Society members and pending members in accordance with the Society's Code of Ethics Disciplinary Procedures. "Pending members" are individuals who submitted a completed application to the Society but the Board has not yet voted on their election. The Committee's duties, responsibilities, and manner of action will be set forth in, and governed by, the Code of Ethics Disciplinary Procedures.
6. Past-Presidents Committee. The Past-Presidents Committee consists of past-presidents of the Society, who have retained their membership, and opt-in to the Committee in a given year. The past-president who served most recently as Immediate Past-President serves as the Past-Presidents Committee Chair. The Past-Presidents Committee shall: (i) provide recommendations on specific matters, as requested by the Board; (ii) nominate the past-president Governors; (iii) select four (4) past-presidents to serve on the Nominating Committee; (iv) advise on member memorials; and (v) perform such other duties and responsibilities as may be assigned by the Board.

An uncontested election is held at the annual meeting of the Voting Members for each individual nominated as a past-president Governor. Floor nominations are not permitted. The meeting chair shall ask the Voting Members to elect the past-president nominee by acclamation.

C. Governance Provisions Applicable to Committees.

1. Terms. Committee member terms shall commence on the date the committee member is appointed and end at the meeting of the Board, held in conjunction with the annual meeting of the members.
2. Resignation or Removal. A committee member may resign at any time by providing written notice to the Secretary of the Society. A committee member may be removed by the President or Board for any reason, or no reason, at any time. A committee member who fails to return to the Society a completed Committee Acceptance Form, by the due date established by the Board, or fails to attend two (2) consecutive committee meetings, without the subject

committee's approval, shall be deemed to have resigned from the committee.

3. Vacancies. Vacancies in the membership of any committee shall be filled by appointment by the President or the Board.
4. Chair. To the extent these Bylaws or the resolution establishing a committee does not identify a chair for the committee, the President shall designate the chair for the committee. In the absence of a designated chair, the committee members in attendance at a meeting of the committee shall select a chair for that meeting, from among those committee members present.
5. Meetings. Regular meetings of a committee may be established by the Board or the committee. Other committee meetings may also be called by the Board, the President, the committee chair, the Executive Director, or by a majority of the committee members.
6. Notice. Written notice of any committee meeting shall be delivered at least two (2) days in advance of any meeting.
7. Waiver of Notice. Notice of any committee meeting may be waived in writing, signed by the person or persons entitled to the notice, either before or after the time of the meeting. The attendance of an individual, at any meeting, shall constitute a waiver of notice of such meeting, except when the individual attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
8. Quorum. A majority of a committee shall constitute a quorum, unless otherwise provided in these Bylaws or in a resolution establishing a committee.
9. Manner of Acting. The act of a majority of the committee members present at a meeting, at which there is a quorum, is the act of the committee, unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation.
10. Participation at Meetings by Telephone. A committee member may participate in and act at any meeting of a committee through the use of a telephone or other communications equipment, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.
11. No Proxy Voting. No committee member may act by proxy on any matter.
12. Presumption of Assent. A committee member present at a meeting at which action is taken is presumed to have assented to the action taken, unless his/her dissent is entered in the minutes of the meeting or unless he/she files a written dissent to such action with the person acting as the secretary of the meeting before the meeting's adjournment, or forwards the dissent by registered or certified mail to the Secretary of the Society immediately after the meeting. Such right to dissent shall not apply to a committee member who voted in favor of the action.
13. Minutes. Minutes shall be kept of each committee meeting as directed by the Board. The secretary of the meeting shall ensure that draft minutes for each meeting are prepared and distributed to each committee member in advance of the subsequent committee meeting. The committee shall review, if necessary, revise, and approve the minutes at the subsequent meeting of the committee. Once approved, a copy of the minutes shall be provided to the Secretary of the Society to be filed in the Society's corporate records.
14. Informal Action. Any action that is required or may otherwise be taken at a committee meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the committee members. The consent shall be evidenced by one (1) or more written approvals, each of which sets forth the action taken and provides a written record of approval. All the approvals evidencing the consent shall be delivered to the Secretary of the Society to be filed in the corporate records. The action taken is effective when all of the committee members approve the consent, unless the consent specifies a different effective date.
15. Compensation. Except as otherwise expressly stated in these Bylaws, in a resolution establishing a committee, in a committee charter approved by the Board, or by separate Board resolution, committee members are not compensated for their services as a committee member.
16. Annual Board Report. At least annually, and in addition to any other reporting responsibilities of the committee, each committee shall provide a written report to the Board describing its activities during the previous year along with recommendations, if any, applicable to its activities.
17. Guidelines and Rules. The Board may adopt additional guidelines or rules for a committee as it deems necessary and appropriate. Each committee may adopt rules for its own governance, not inconsistent with the Articles of Incorporation, these Bylaws, a resolution establishing the committee, or any charter, guidelines, or rules adopted by the Board for the committee.
18. Authority of the Board. The Board may at any time dissolve, reconstitute, alter, remove a member of, or take any other action with regard to a committee, which the Board determines to be in the Society's best interest.

## **ARTICLE VII – DISCIPLINE**

- A. Grounds for Discipline. A member may be disciplined for any of the following reasons:
  1. Failure to comply with the Society's Governing Documents;
  2. Conviction of a felony or other crime related to, or arising out of, the practice of medicine or involving moral turpitude;
  3. Limitation, probation, suspension, revocation, forfeiture or any action by any state, province or country of the member's right to practice medicine;
  4. Unauthorized use of the Society's name, logo, or other symbols on symposia advertisements, publications, stationery, printed material, websites, or in any other manner;
  5. Failure to reasonably cooperate with any disciplinary proceedings brought against the member; and
  6. Immoral, dishonorable, or unprofessional conduct considered by the Board, in its sole discretion, to be prejudicial to the best interests of, or inconsistent with, the purposes of the Society.

B. Procedures.

1. Charges against members or pending members for violations of the Society's Code of Ethics shall be submitted, addressed, and governed by the Society's Code of Ethics Disciplinary Procedures. All other charges against a member must be in writing, must be specific, and must either be signed by an individual complainant, or initiated by the Board or its designee, and must comply with the policies and procedures adopted by the Board.
2. Other than with respect to discipline arising out of a member's or pending member's violation of the Society's Code of Ethics (which is governed by the Society's Code of Ethics Disciplinary Procedures), discipline, which shall include, but not be limited to, censure, suspension, and/or expulsion, shall be determined by the Board.
3. The Board may adopt procedural rules governing matters related to discipline.

**ARTICLE VIII – DUES AND FUNDS**

- A. Funds of the Society. These shall consist of monies raised by annual dues levied upon the members and the members of the surgical assistants auxiliary, as well as voluntary contributions to the Society and income from any other source that may be approved by the Board.
- B. Dues. The amount of annual dues for each class of membership shall be fixed by the Board. Dues shall become payable on the first day of each year.

**ARTICLE IX – MEMBERSHIP MEETINGS**

- A. All Voting Member meetings are conducted in the English language. All written presentations to the Society shall be in the English language. On any and all questions of procedure or protocol, the regulations in the most recent available edition of Robert's Rules of Order applies.
- B. Voting Member Meetings.
  1. An annual meeting of the Voting Members of the Society shall be held at such time and place as determined by the Board. At each annual meeting of the Voting Members, the Voting Members elect the officers, elected Governors, and past-president Governors to succeed those whose terms expire at the end of the annual meeting.
  2. Special meetings of the Voting Members of the Society may be called at the request of the President or any five (5) members of the Board, or at the written request of one-hundred (100) Voting Members of the Society. The time and place for holding special meetings shall be determined by the Board.
  3. Notice of any annual or special meeting of the Voting Members shall state the time, date, place and, in the case of a special meeting, the purpose of the meeting. Notice of any annual or special meeting shall be delivered not more than sixty (60) and not less than ten (10) days prior to the date of such meeting, unless otherwise required by applicable law.
  4. Ten percent (10%) of the Voting Members of the Society constitute a quorum, for the transaction of business, at any duly called meeting of the Voting Members; provided that if less than a quorum is present, a majority of the Voting Members present may adjourn the meeting to another time without further notice.
  5. The act of a majority of the Voting Members present at a duly called meeting at which a quorum is present shall be the act of the Voting Members, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

**ARTICLE X – AMENDMENTS**

- A. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of at least three-fifths (3/5) of the votes cast by the voting members present and voting at a meeting, at which a quorum is present; provided, however, that the substance of the alteration, amendment or repeal has been approved by a three-fifths (3/5) majority vote of the Board and submitted in writing to the membership not more than sixty (60) days and not less than ten (10) days prior to the date by which the same is to be considered by the membership.

If any part or portion of these Bylaws shall be found to be unenforceable or unlawful under the laws of a state or of the United States of America, the remaining part or portion which is lawful shall remain in force.

**ARTICLE XI – USE OF ALTERNATIVE COMMUNICATION**

- A. Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other acceptable means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

**ARTICLE XII – INTERPRETATION**

- A. Any ambiguity, uncertainty, confusion, and/or disagreement regarding the meaning, definition, and/or interpretation of any word, term, phrase, provision and/or section of these Bylaws, shall be resolved and/or determined by the Board in its sole discretion.

The Bylaws were last amended by the membership on October 24, 2025.