

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 (the “Society”).

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 (the “Foundation”). Limitation or termination of the rights and privileges of membership in the Society automatically limit or terminate the rights and privileges of membership in the 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) Life International Members, (e) Associate Members (until discontinued in accordance with Section 7 below) and (f) Honorary Members.

Resident Affiliates, Allied Health Affiliates, Professional Affiliates, Candidates for Active Membership, and Candidates for International 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 and remaining 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; shall demonstrate ethical competence and conform to the Society's Code of Ethics; shall be actively engaged in the practice of plastic and reconstructive surgery; and 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, placed on probation or suspended will similarly and summarily be revoked, placed on probation or suspended concurrent with the duration of the revocation, probation or suspension of the Board-certification. Further, the Active Member status of members whose Board-certification lapses may be summarily revoked.

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 10 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 list 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 membership in the Society with the right to vote at all meetings of the members 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 may 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 or province is in good standing and not subject to any restrictions at the time the Board of Directors confers Life Membership status on them; and who are not subject to an investigation or administrative complaint in any state or province 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 on matters before the membership of the Society and to serve on committees of the Society (unless otherwise provided for in these Bylaws).

(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 (if any), but may not hold office or serve on committees of the Society and do not have the right to vote.

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 approve or deny requests for Life Active and Life Inactive Membership. Election to Life Membership shall be by a majority vote of the Board of Directors 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 at the time of their application 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 Society. 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 in any year. 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 as designated by the Board of Directors from time to time, including the right to serve as voting members of committees of the Society (unless otherwise provided for in these Bylaws or other policy approved by the Board of Directors), but they may not hold office and do not otherwise have the right to vote.

Section 6. *Life International Members:* The Board of Directors may confer Life 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 Life International Membership upon International Members who so request but who have not fully retired from the active practice of plastic and reconstructive surgery. Life International Members shall have all rights of International Members as designated by the Board of Directors from time to time (if any), but they shall not pay dues or hold office, and do not have the right to vote.

Section 7. *Associate Membership:*

A) *Basic Requirements:* Associate members shall be individuals of high moral, ethical and professional competence and shall be actively engaged in the practice of plastic surgery or other medical specialty, profession, scientific, or para-medical field that is directly related to plastic surgery. Any Associate Member elected by the Board of Directors of the Society prior to June 1, 2022, regardless of whether that individual is American Osteopathic Board of Surgery ("AOBS") certified, will remain an Associate Member unless that Associate Member otherwise resigns, or their membership is terminated in accordance with these Bylaws. Until December 31, 2026, Associate Membership applications shall only be open to physicians certified by the AOBS who contribute to the overall body of knowledge of plastic surgery in their field. 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 to plastic and reconstructive surgery, and also the applicant's professional competence, ethics, and moral standing; must provide evidence that AOBS certification is in good standing; and must produce documentation 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 designated to Associate Members by the Board of Directors from time to time (if any); however, Associate Members may not hold office and do not have the right to vote.

Section 8. *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 as designated by the Board of Directors from time to time (if any); however, they shall not pay dues, hold office, or serve on committees and do not have the right to vote.

Section 9. *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 10. *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 membership.

Section 11. *Resignation and Reinstatement:* 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 their obligation to pay outstanding dues, assessments, or any other charges incurred prior to resignation. Reinstatement may require a new application, payment of dues, assessments or other charges in arrears at the time of prior resignation, completion of any open investigation or disciplinary matter pending at the time of resignation or completion of any disciplinary action imposed by the Society unfulfilled or incomplete at the time of resignation. The Board of Directors may adopt policies and procedures governing such reinstatement processes.

Section 12. *Termination of Membership:* Notwithstanding any other provision of these Bylaws and specifically the provisions of ARTICLE XXI, the Board of Directors may terminate or otherwise affect the membership status of any International, Life International, 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 Active Membership

Candidates for Active Membership are not members of the Society.

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 (5) 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 (5) 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 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 may attend scientific meetings, attend business meetings of the membership (at the discretion of the President or presiding officer), present papers, and participate in discussions. They may serve on Society committees and vote on committee matters (unless otherwise provided for in these Bylaws), but may not hold office or otherwise vote on matters before the membership of the Society.

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 is made 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.

Section 7. *Termination of Membership.* Notwithstanding any other provision of these Bylaws and specifically the provisions of ARTICLE XXI:, the Board of Directors may terminate or otherwise affect the status of a Candidate for Active Membership whenever in its discretion it determines that such action would be in furtherance of the best interests of the Society.

ARTICLE V: Candidates for International Membership

Candidates for International Membership are not members of the Society.

Section 1. *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 as designated by the Board of Directors from time to time (if any), but they may not hold office and do not have the right to vote. They may serve on designated Society committees and vote on those committee matters (unless otherwise provided for in these Bylaws) but may not hold office or otherwise vote on matters before the membership of the Society.

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 status of Candidate for International Membership. They may apply to become Professional Affiliates or Candidates for Active Membership, provided they fulfill the requirements.

E) *Termination of Membership:* Notwithstanding any other provision of these Bylaws and specifically the provisions of ARTICLE XXI:, the Board of Directors may terminate or otherwise affect the status of a Candidate for International Membership whenever in its discretion it determines that such action would be in furtherance of the best interests of the Society.

ARTICLE VI: Resident Affiliates

Resident Affiliates are not members of the Society. Rather, becoming a resident affiliate 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. The application must also include documented support of the application by the individual's residency 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, or hold office, and do not have the right to vote on matters of the Society. 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.

Section 6. *Termination of Membership:* Notwithstanding any other provision of these Bylaws and specifically the provisions of ARTICLE XXI, the Board of Directors may terminate or otherwise affect a Resident Affiliate's status whenever in its discretion it determines that such action would be in furtherance of the best interests of the Society.

ARTICLE VII: Allied Health Affiliates

Allied Health Affiliates are not members of the Society.

Section 1. *Basic Requirements:* Allied Health Affiliate status 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 technologists and/or assistants. Allied Health Affiliates 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 status, 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 application and shall obtain a letter of sponsorship from an Active or Life Active Member of the Society.

Applications shall be reviewed and approved by the Membership Committee Chair. Employment verification will be done through the Active or Life Active Member of the Society sponsoring the Allied Health Affiliate member on an annual basis.

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

Section 4. *Resignation:* Allied Health Affiliates may resign by filing a written statement with the Board Vice President of Finance and Treasurer of the Society. Resignation shall not relieve Allied Health Affiliates of their obligation to pay any charges incurred prior to resignation.

Section 5. *Termination of Membership:* Notwithstanding any other provision of these Bylaws and specifically the provisions of ARTICLE XXI; the Board of Directors may terminate or otherwise affect an Allied Health Affiliate's status whenever in its discretion it determines that such action would be in furtherance of the best interests of the Society.

ARTICLE VIII: Professional Affiliates

Professional Affiliates are not members of the Society.

Section 1. *Basic Requirements:* Professional Affiliate status 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 Affiliates shall be individuals of high moral, ethical and professional competence.

Section 2. *Application Procedure:* To be considered for Professional Affiliate status, the individual shall complete a Professional Affiliate application. Applications shall be reviewed by the Membership Compliance Subcommittee. This Subcommittee shall recommend approval or disapproval of this individual to the Board of Directors. Election to Professional Affiliate status 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 Affiliates shall have such rights and privileges as designated by the Board of Directors from time to-time, but they may not hold office and do not have the right to vote.

Section 4. *Resignation:* Professional Affiliates may resign by filing a written statement with the Board Vice President of Finance and Treasurer of the Society. Resignation shall not relieve Professional Affiliates of their obligation to pay any charges incurred prior to resignation.

Section 5. *Termination of Membership:* Notwithstanding any other provision of these Bylaws and specifically the provisions of ARTICLE XXI; the Board of Directors may terminate or otherwise affect a Professional Affiliate's status whenever in its discretion it determines that such action would be in furtherance of the best interests of the Society.

ARTICLE IX: Meetings of the Members 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 Annual Business Meeting of the membership 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, Life International Members, 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. Guests are permitted 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. Attendance at special meetings of the membership of the Society shall be limited to Active and Life Active Members.

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 eligible to attend 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 Active and Life Active Member at least fifteen (15) days prior to the date of the special meeting.

Section 4. *Voting:* At all meetings of members 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 directors; election of Trustees; election of Judicial Council members; election of Ethics Committee members; election of the Conflict of Interest Member-at-Large; or cases in which a secret ballot is requested by a majority vote.

Section 5. *Quorum:* Ten percent (10%) of the Active and Life Active Members registered at the meeting as of the closing of registration on the day prior to the Annual Business Meeting or five percent (5%) 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 and Candidates for Membership before any other categories of membership or affiliates.

Section 7. *Rules of Order:* Except as otherwise provided by these Bylaws, meetings of the membership 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 alert the Active and Life Active Members of this cancellation via a written or electronically transmitted 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 postal or electronic mail address of each Active and Life Active Member. Said ballot shall be returned to the Executive Vice President of the Society by mail, facsimile or electronic transmission 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.

For a mail vote to be valid not less than ten percent (10%) of the Active and Life Active Members must cast ballots, and a majority of the votes cast in a valid mail vote 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.

Section 9. *Emergency Mail Voting:* The Board of Directors may recommend by the affirmative vote of seventy-five percent (75%) or more of all Directors then in office, 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.

ARTICLE X: Election by Mail Ballot

The report of the Nominating Committee nominating individuals to serve as Directors, Trustees, Judicial Council Members, Ethics Committee Members and any other position that the Nominating Committee is charged with providing a nominee for election by the membership 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 XI: 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.

Section 2. *Composition:* The Board of Directors shall be composed of: the President, the President-Elect, the Immediate Past President, 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 President of the Foundation, the President-Elect of the Foundation, the Immediate Past President of the Foundation, the Chair of the Assembly of State and Regional Societies, the Chair of the Assembly of National and Specialty Societies, and the Chair of the Assembly of Member Sections.

The President-Elect shall automatically assume the position of President at the end of the term of the incumbent President. Upon the expiration of that President's term, the President shall automatically succeed to the position of Immediate Past 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. The Chair of the Assemblies shall be elected by the Delegates of their respective Assemblies. No individual may hold more than one (1) position on the Board of Directors at the same time.

Section 3. *Qualifications :* Only Active Members in good standing are eligible for nomination and election to the Board of Directors.

Section 4. *Nomination:* The nomination and election of the President-Elect, and all Board Vice President positions shall be completed in accordance with ARTICLE XV:, Section 1 of these Bylaws. The nomination and election of Assembly Chairs shall be completed in accordance with ARTICLE XIII of these Bylaws.

Section 5. *Term of Office:* The President, President-Elect and Immediate Past President shall serve for terms of one (1) year. The Board Vice Presidents, upon their initial election to a specific position, shall serve a term of two (2) years and thereafter, if re-elected or elected to a different position, shall serve single one (1) year terms for a maximum of four (4) consecutive years in a specific Vice Presidential office. The Assembly Chairs shall serve single one (1) year terms.

Once a member has served as President of the Society that individual is ineligible to hold any Board Vice President, President, or President-Elect position in the Society or the Foundation. This provision does not apply to any Board Vice President elected prior to the 2023-2024 leadership term.

Section 6. *Quorum of the Board:* A majority of voting members 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 7. *Meeting of the Board:* Regular meetings of the Board of Directors shall be held not less than four (4) times each governance year at such time and place as the Board of Directors may determine.

Special meetings of the Board of Directors may be called by either the President of the Society or a majority of the voting 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.

Except as otherwise required by law, 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 two (2) days before the date of the meeting.

Section 8. *Voting:* Each member shall have one vote. Voting shall not be delegated or exercised by proxy.

Section 9. *Action without a Meeting:* Any actions that may be taken at a meeting of the Board of Directors, or a committee thereof, may be taken without a meeting if written documentation, setting forth the action so taken, is approved in writing by all of the directors (or all committee members as the case may be) entitled to vote with respect to the subject matter thereof. The consent shall be evidenced by one 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 Board Vice President of Finance and Treasurer to be filed in the corporate records. The action taken shall be effective when all the directors (or the committee members, as the case may be) have approved the consent unless the consent specifies a different effective date.

Section 10. *Resignations –Vacancies:* Any Director may resign by giving written notice to the Board of Directors. Such resignation is effective when the notice is delivered unless the notice specifies a future date. Members of the Board of Directors who resign as directors of the Society automatically resign from the Board of Directors of the Society and the Board of Directors of the Foundation. Their successors become members of the Board of the Society and of the Board of Directors of the Foundation. Vacancies in any Board Vice President position, shall be filled for the balance of the term by the Board of Directors. A vacancy in the office of President shall be filled in accordance with ARTICLE XII., Section 2. A successor to fill a vacancy in the office of President-Elect will be nominated consistent with ARTICLE XV, Section 1 and elected by the Active and Life Active Members pursuant to the procedures in ARTICLE X. Vacancies in any Assembly Chair position shall be filled in accordance with ARTICLE XIII.

Section 11. *Compensation:* Directors shall not receive compensation for their services as a Director. Directors may be compensated for their services as an officer as approved by the Board of Directors from time to time. A Director may be reimbursed for any out-of-pocket expenses incurred on behalf of the Society or in connection with the transaction of the Society's affairs and approved for reimbursement consistent with the policies and procedures adopted by the Board of Directors from time to time.

ARTICLE XII: Duties of Directors

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, the Judicial Council, Trustees, and the Conflict of Interest Committee.

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 and policies and procedures as set by the Board of Directors.

Section 2. *President-Elect:* The President-Elect shall perform all duties incident to the office 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 the individual 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. *Immediate Past President:* The Immediate Past President shall perform all duties incident to the office and any other duties prescribed by the Board of Directors, and, upon their request, shall provide advice and guidance to the President or President-Elect.

Section 4. *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 Foundation.

Section 5. *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 Foundation; 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 Foundation.

Section 6. *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 Foundation.

Section 7. *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 Foundation; shall be the principal financial director of the Society and of the Foundation; and shall be in charge of, and responsible for, the Society's and the 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 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 Foundation for the Foundation's funds; shall report on the Society's and the Foundation's financial condition as requested by the Board of Directors or the President of the Society and/or the 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 Foundation, insure that adequate fidelity bonds are secured on the officers and/or employees of the Society and the Foundation.

The Board Vice President of Finance and Treasurer shall be responsible for keeping the minutes of all meetings of the members and of the Board of Directors; 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 Membership or Candidate for Membership.

Section 8. *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 trainee 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 Foundation.

Section 9. *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 be a voting member of the Board of Directors of Plastic Surgery Practice Solutions (PSPS), the Society's wholly owned for-profit subsidiary, and interact with PSPS administrative staff 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 Foundation.

Section 10. *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 Foundation.

Section 11. *Chair of the Assembly of State and Regional Societies:* The Chair of the Assembly of State and Regional Societies shall be responsible for facilitating communication of and collaboration on issues affecting the Society's membership through recommendations to the Society Board of Directors that are reflective of the interests, priorities and strategic initiatives at the State and Regional Society level; and shall perform all duties incident to the position and any other duties prescribed by the Board of Directors of the Society.

Section 12. *Chair of the Assembly of National and Specialty Societies:* The Chair of the Assembly of National and Specialty Societies shall be responsible for facilitating communication of and collaboration on issues affecting the Society's membership through recommendations to the Society Board of Directors that are reflective of the interests, priorities and strategic initiatives at the Specialty and Subspecialty Society level; and shall perform all duties incident to the position and any other duties prescribed by the Board of Directors of the Society.

Section 13. *Chair of the Assembly of Member Sections:* The Chair of the Assembly of Member Sections shall be responsible for facilitating communication of and collaboration on issues affecting the

Society's membership through recommendations to the Society Board of Directors that are reflective of the interests, priorities and strategic initiatives at the Special Interest Group level; and shall perform all duties incident to the position and any other duties prescribed by the Board of Directors of the Society.

ARTICLE XIII: Council of Representatives

Section 1. *Composition.* The Council of Representatives is comprised of the Delegates of the Assemblies as provided for in these Bylaws. Except for the Assembly Chairs, no member of the Society or Foundation's Board of Directors may serve as a Delegate to any Assembly. No member of the Trustees or the Conflict of Interest Committee may serve as a Delegate to any Assembly. Delegates may serve as a Delegate for only one Assembly at a time.

Section 2. *Authority.* The Council of Representatives does not have independent authority to take action except as provided for in these Bylaws and governance policies and procedures adopted by the Board of Directors from time to time to give effect to these Bylaws.

Section 3. *Purpose.* The Council of Representatives serves to actively engage the full range of membership and is intended to provide a grassroots leadership structure to facilitate the generation of new ideas within membership and participating groups.

Section 4. *Meetings.* Each Assembly shall meet up to four times a year with one in person meeting annually to take place in connection with the Annual Meeting where feasible and subject to the size and space limitations of the venue for such meetings.

Except as otherwise provided by these Bylaws, meetings of the Assemblies 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 5. Assemblies

(A) Assembly of State and Regional Societies.

Purpose. The purpose of the Assembly of State and Regional Societies is to facilitate communication of and collaboration on the issues affecting the Society's membership at the state and regional level through recommendations to the Board of Directors. The Board Vice President of Health Policy and Advocacy and the Board Vice President of Development shall serve as liaisons between the Assembly of State and Regional Societies and the Board of Directors and may attend any meeting of the Assembly of State and Regional Societies. The Chair of the Assembly of State and Regional Societies shall serve on the Board of Directors and represent the Assembly to the Board of Directors.

Admission to the Assembly. State and Regional Societies must be admitted to the Assembly by the Board of Directors. The Board of Directors may adopt policies and procedures for the qualification, application, review, and approval of State and Regional Societies to be admitted to the Assembly of State and Regional Societies, as well as procedures for revocation of admittance or withdrawal of those State and Regional Societies.

Composition. The Assembly of State and Regional Societies shall be comprised of Delegates appointed by each State and Regional Society admitted to the Assembly. All Delegates must be Active Members and may only serve as a Delegate for one State and Regional Society at a time. The number of Delegates per admitted State and Regional Society shall be determined by the processes set by the Board of Directors

and based upon the number of Active and Life Active Members of the Society among their roster of voting members.

Unless otherwise approved by the Board of Directors, admitted State and Regional Societies must be comprised of at least ninety percent (90%) Active and Life Active Members of the Society. The members of the applicant Society entitled to vote at meetings of their members shall be the controlling roster for comparison purposes in calculating whether the 90% threshold has been met with respect to the Society.

Leadership. The Delegates of the Assembly of State and Regional Societies shall elect a Chair, Vice Chair and Secretary (collectively, the “Assembly of State and Regional Societies Leadership”), each of whom shall serve a one (1) year term. To ensure continuity of governance, it is anticipated but not required that the Vice Chair would succeed to the office of Chair, and the Secretary to the office of Vice Chair. No two Assembly of State and Regional Societies Leadership positions may be held by the same individual. Former Society and Foundation Presidents and Board Vice Presidents are not eligible to serve as Chair of the Assembly of State and Regional Societies. The Assembly of State and Regional Societies Leadership does not have independent authority to take action, but is responsible for ensuring that the Assembly of State and Regional Societies conducts business in accordance with these Bylaws and the policies and procedures governing the Council of Representatives and Assemblies as set by the Board of Directors from time to time.

Leadership Vacancies. Any vacancy in the position of Chair or Vice Chair of the Assembly of State and Regional Societies occurring between Annual Meetings shall be filled for the remainder of the unexpired term by the leader who is next in rank.

Meetings of the Assembly of State and Regional Societies. The Assembly of State and Regional Societies shall meet at least once per year in connection with the Annual Meeting, which shall be in person where feasible.

The Secretary of the Assembly of State and Regional Societies shall distribute a written, printed, or electronic notice to each Delegate stating the place, day, and time of the meeting at least thirty (30) days prior to the date of in-person meetings. Such notice may be sent via mail, print, facsimile, or electronic means.

A majority of Delegates shall constitute a quorum for purposes of conducting business at a meeting of the Assembly of State and Regional Societies. All Delegates have one (1) vote each. Voting by proxy is prohibited other than by the Delegate’s qualified Alternate during the in-person meeting. Delegates and Alternates shall be identified as such for roll call and voting purposes in accordance with the procedures for meetings as adopted from time to time by the Board of Directors for the applicable Assembly, as appropriate. The affirmative vote of a majority of Delegates at a meeting at which a quorum is present shall be the action of the Assembly of State and Regional Societies.

(B) *Assembly of National and Specialty Societies*

Purpose. The purpose of the Assembly of National and Specialty Societies is to represent the plastic surgery specialty and subspecialty practices within the membership of the Society and facilitate the generation and presentation of recommendations to the Board of Directors reflective of the unique interests, priorities and concerns of the Societies within the Assembly. The Board Vice President of Education and the Board Vice President of Academic Affairs shall serve as liaisons between the Assembly of National and Specialty Societies and the Board of Directors and may attend any meeting of the Assembly of National and Specialty Societies. The Chair of the Assembly of National and Specialty Societies shall serve on the Board of Directors and represent the Assembly to the Board of Directors.

Admission to the Assembly. National and Specialty Societies must be admitted to the Assembly by the Board of Directors. The Board of Directors may adopt policies and procedures for the qualification, application, review and approval of National and Specialty Societies to be admitted to the Assembly of National and Specialty Societies, as well as procedures for revocation of admittance or withdrawal of those National and Specialty Societies.

Composition. The Assembly of National and Specialty Societies shall be comprised of Delegates selected by each National and Specialty Society admitted to the Assembly. All Delegates must be Active Members and may only serve as a Delegate for one National and Specialty Society at a time. The number of Delegates per admitted National and Specialty Society shall be determined by the processes set by the Board of Directors and based upon the number of Active and Life Active Members of the Society among their roster of voting members.

Unless otherwise approved by the Board of Directors, admitted National and Specialty Societies must be comprised of at least ninety (90%) Active and Life Active Members of the Society, unless the organization is contractually affiliated with the Society as approved by the Board of Directors. The members of the applicant Society entitled to vote at meetings of their members shall be the controlling roster for comparison purposes in calculating whether the 90% threshold has been met with respect to the Society or to determine the number of delegates to which the contractually affiliated organization is entitled.

Leadership. The Delegates of the Assembly of National and Specialty Societies shall elect a Chair, Vice Chair and Secretary (collectively, the “Assembly of National and Specialty Societies Leadership”), each of whom shall serve a one (1) year term. To ensure continuity of governance, it is anticipated but not required that the Vice Chair would succeed to the office of Chair, and the Secretary to the office of Vice Chair. No two Assembly of National and Specialty Societies Leadership positions may be held by the same individual. Former Society and Foundation Presidents and Board Vice Presidents are not eligible to serve as Chair of the Assembly of National and Specialty Societies. The Assembly of National and Specialty Societies Leadership does not have independent authority to take action, but is responsible for ensuring that the Assembly of National and Specialty Societies conducts business in accordance with these Bylaws and the policies and procedures governing the Council of Representatives and Assemblies as set by the Board of Directors from time to time.

Leadership Vacancies. Any vacancy in the position of Chair or Vice Chair of the Assembly of National and Specialty Societies occurring between Annual Meetings shall be filled for the remainder of the unexpired term by the leader who is next in rank.

Meetings of the Assembly of National and Specialty Societies. The Assembly of National and Specialty Societies shall meet at least once per year in connection with the Annual Meeting, which shall be in person where feasible.

The Secretary of the Assembly of National and Specialty Societies shall distribute a written, printed, or electronic notice to each Delegate stating the place, day, and time of the meeting at least thirty (30) days prior to the date of in-person meetings. Such notice may be sent via mail, print, facsimile, or electronic means.

A majority of Delegates shall constitute a quorum for purposes of conducting business at a meeting of the Assembly of National and Specialty Societies. All Delegates have one (1) vote each. Voting by proxy is prohibited other than by the Delegate’s qualified Alternate during the in-person meeting. Delegates and Alternates shall be identified as such for roll call and voting purposes in accordance with the procedures for meetings as adopted from the time to time by the Board of Directors for the

applicable Assembly, as appropriate. The affirmative vote of a majority of Delegates at a meeting at which a quorum is present shall be the action of the Assembly of National and Specialty Societies.

(C) *Assembly of Member Sections*

Purpose. The purpose of the Assembly of Member Sections is to represent the membership of the Society and facilitate the generation and presentation of recommendations to the Board of Directors reflective of the interests, priorities and strategic initiatives of the membership. The Board Vice President of Membership and the Board Vice President of Research shall serve as liaisons between the Assembly of Member Sections and the Board of Directors and may attend any meeting of the Assembly of Member Sections. The Chair of the Assembly of Member Sections shall serve on the Board of Directors and represent the Assembly to the Board of Directors.

Admission to the Assembly. Special Interest Groups (SIGs) must be admitted to the Assembly by the Board of Directors. The Board of Directors may adopt policies and procedures for the creation, qualification, application, review, and approval of SIGs to be admitted to the Assembly of Member Sections, as well as procedures for termination, revocation of admittance or withdrawal of those Member Sections.

Composition. The Assembly of Member Sections shall be comprised of Delegates selected by each SIG of the Society admitted to the Assembly. An individual may only serve as a Delegate for one SIG at a time. Delegates of the Assembly of Member Sections do not have to be Active Members but do have to be members of the SIG such individual represents as a Delegate. The number of Delegates per admitted SIG shall be determined by the processes set by the Board of Directors.

Leadership. The Delegates of the Assembly of Member Sections shall elect a Chair, Vice Chair and Secretary (collectively, the “Assembly of Member Sections Leadership”), each of whom shall serve a one (1) year term. Only Active Members or International Members may serve as Chair, Vice Chair or Secretary. To ensure continuity of governance, it is anticipated but not required that the Vice Chair would succeed to the office of Chair, and the Secretary to the office of Vice Chair. No two Assembly of Member Sections Leadership positions may be held by the same individual. Former Society and Foundation Presidents and Board Vice Presidents are not eligible to serve as Chair of the Assembly of Member Sections. The Assembly of Member Sections Leadership does not have independent authority to take action, but is responsible for ensuring that the Assembly of Member Sections conducts business in accordance with these Bylaws and the policies and procedures governing the Council of Representatives and Assemblies as set by the Board of Directors from time to time.

Leadership Vacancies. Any vacancy in the position of Chair or Vice Chair of the Assembly of Member Sections occurring between Annual Meetings shall be filled for the remainder of the unexpired term by the leader who is next in rank.

Meetings of the Assembly of Member Sections. The Assembly of Member Sections shall meet at least once per year in connection with the Annual Meeting, which shall be in person where feasible.

The Secretary of the Assembly of Member Sections shall distribute a written, printed, or electronic notice to each Delegate stating the place, day, and time of the meeting at least thirty (30) days prior to the date of in-person meetings. Such notice may be sent via mail, print, facsimile, or electronic means.

A majority of Delegates shall constitute a quorum for purposes of conducting business at a meeting of the Assembly of Member Sections. All Delegates have one (1) vote each. Voting by proxy is prohibited other than by the Delegate’s qualified Alternate during the in-person meeting. Delegates and Alternates shall be identified as such for roll call and voting purposes in accordance with the procedures for meetings as adopted from the time to time by the Board of Directors for the applicable Assembly, as

appropriate. The affirmative vote of a majority of Delegates at a meeting at which a quorum is present shall be the action of the Assembly of Member Sections.

ARTICLE XIV: Trustees

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

Section 2. *Term:* Two (2) Trustees shall be elected annually to serve a three (3) year term. 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 3. *Nomination and Election:* 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 vacant or expiring Trustee position. Election of a Trustee shall be in accordance with ARTICLE X:. Applicants and candidates to serve as Trustee are subject to all Society policies and procedures regarding candidates for elected office and the nomination and election procedures, including the requirement that candidates consent to being presented to the membership for election.

Section 4. *Duties:* The Trustees shall serve as advisors to the Board of Directors, Assemblies, and President of the Society on fiduciary duty, conflict of interest and other governance related issues; shall be responsible for ratifying the recipients of any awards or citations which the Society and the Foundation may make; and shall be responsible for annually selecting the Trustee Representative to the Nominating Committee. Further, the Trustees shall act as the appellate body for (i) any appeals of adverse decisions of the Judicial Council with respect to an Active or Life Active Member's violations of the Society's Bylaws, Code of Ethics, or rules or regulations, (ii) any appeals of adverse decisions of the Board of Directors with respect to applicants for Active membership and (iii) shall consider applications for reinstatement for Active Members and Candidates for Active Membership following expulsion for failure to comply with the accreditation requirements pursuant to ARTICLE XVII:., Section 2. Decisions of the Trustees in matters relating to appeals shall be final. Further, the Board of Directors may assign to the Trustees such other responsibilities as the Board of Directors deems to be in the best interest of the Society.

Section 5. *Resignations and Vacancies:* Any Trustee may resign by giving written notice to the President of the Society. Such resignation is effective when the notice is delivered unless the notice specifies a future date. Any vacancy occurring between Annual Meetings shall be filled for the remainder of the unexpired term by the Board of Directors from those described in Section 1 of this Article.

Section 6. *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:*

(A) *Composition and Appointment.* The Nominating Committee shall consist of either sixteen (16) voting members if there is no PSF Public Member or seventeen (17) voting members with a PSF Public Member. The Board of Directors of the Foundation may elect one (1) PSF Public Member. The remaining members of the Nominating Committee shall be elected or appointed as follows: (i) the Immediate Past President of the Society, (ii) the Immediate Past President of the Foundation, (iii) one (1) Active Member selected by the Presidential Line of the Society and the Foundation, other than the Immediate Past Presidents, who will be serving as Nominating Committee Co-Chairs (the “Presidential Line Representative”); (iv) one (1) Active Member selected by the ASPS Trustees (the Trustees Representative”); (v) two (2) Active Members selected by the delegates to the Assembly of State and Regional Societies; (vi) two (2) Active Members selected by the delegates to the Assembly of National and Specialty Societies; (vii) two (2) Active Members selected by the delegates to the Assembly of Member Sections; (viii) five (5) Active Members elected by the Society’s Active and Life Active members to represent five (5) geographic regions each representing approximately one-fifth (1/5) of the total number of Active and Life Active Members by location; and (ix) a Carryover Member.

The Immediate Past President of the Society and the Immediate Past President of the Foundation shall co-chair the Nominating Committee. The Carryover Member shall alternate between the Past President of the Society and Past President of the Foundation that served as Co-Chairs on the prior year’s Nominating Committee.

(B) *Qualification:* All members of the Nominating Committee, with the exception of the PSF Public Member, shall be Active Members of the Society.

Except for the Immediate Past Presidents, sitting members of the Society’s Board of Directors are ineligible to serve on the Nominating Committee. Further, Nominating Committee members may not simultaneously serve or be considered as a candidate to serve as a Trustee, Judicial Council member or Ethics Committee member. The Board of Directors of the Society and the Board of Directors of the Foundation may set additional eligibility and qualification requirements to serve as a member of the Nominating Committee, including without limitation, adherence to the Society’s Policy on Conflicts of Interest.

(C) *Term:* All members shall serve until the conclusion of the Annual Meeting following their election or appointment.

Except for the individual who is serving as the Carryover Member (and serving their second consecutive term), no member is eligible to serve on the Nominating Committee until two (2) years have elapsed following their first term and ten (10) years have elapsed following their second term, and each term thereafter.

(D) *Vacancies:* In the event that a Regional Representative is unable to complete the term of service, the candidates receiving the next highest number of votes in each region shall be asked to serve as alternates in rank order, subject to the Nominating Committee’s policies regarding equitable geographic and institutional representation so long as that would not cause a geographic or institutional conflict. In this instance, the next alternate will be asked to serve. In the absence of an alternate for a particular region, the alternate for another region may be asked to serve. In the event that a Representative elected or appointed by another body (*i.e.*, Presidential Line, ASPS Trustees, Assembly of State and Regional Societies, Assembly of National and Specialty Societies, Assembly of Member Sections) is unable to complete the term of service, the candidates receiving the next highest number of votes by the electorate responsible for that position shall be asked to serve as alternates in rank order, subject to the Nominating Committee’s policies regarding equitable geographic and institutional representation. In the event of a vacancy on the Nominating Committee resulting from insufficient number of alternates for the position,

the electorate responsible for electing the member leaving office shall be responsible for filling the vacancy for the unexpired term; provided, however, that a vacancy in the office of Immediate Past President of either the Society or the Foundation shall remain vacant; provided further that a vacancy in the Carryover Member position shall be filled by the other co-chair from the prior year's Nominating Committee, although such fulfillment shall not alter the sequence of the Carryover Member appointment rotation for future years' Nominating Committees.

(E) *Duties:* The Nominating Committee shall nominate one (1) or more eligible individuals for each of the following elected offices as terms expire: the Trustees, the Ethics Committee, the Judicial Council, the Conflict of Interest Committee, and Board Vice President positions which remain vacant following the conclusion of the first phase described below. The Nominating Committee is not involved with the nomination or election of the Chairs of the three (3) Assemblies referenced in ARTICLE XIII. The Nominating Committee shall provide recommendations to the Board of Directors for the Society and the Foundation for (i) the offices of President-Elect of the Society and the Foundation, (ii) the Board Vice Presidents seeking re-election or lateral placement, and (iii) candidates for nomination by the Society or Foundation to other organizations. Further, the Nominating Committee shall select the Members-at-Large to the Audit Committee on behalf of each of the Society and the Foundation, respectively. Applicants and candidates to elected office are subject to all Society and Foundation policies and procedures regarding candidates for elected office and the nomination and election procedures, including the requirement that candidates consent to being recommended, appointed or presented to the membership for election.

The Nominating Committee shall conduct its business in two phases. During the first phase, the Nominating Committee shall consider and evaluate candidates for the offices of President-Elect of the Society and the Foundation from among the incumbent Board Vice Presidents and candidates for Board Vice President positions seeking re-election for an additional term or seeking another Board Vice President position. The Nominating Committee shall provide its recommendations for elevation, retention or lateral assignment to the Board of Directors prior to soliciting applications from the Active Membership for any elected office on the Board of Directors other than the Chairs of the three (3) Assemblies referenced in ARTICLE XIII. The Board of Directors may accept, reject or modify those recommendations consistent with the policies and procedures for the Nominating Committee adopted by the Board of Directors. The slate as approved by the Board of Directors with respect to the offices of President-Elect of the Society, President-Elect of the Foundation and the Board Vice Presidents slated during Phase 1 shall be the slate presented to the membership for election. During the second phase, the Nominating Committee will consider, evaluate and select candidates for all remaining positions, including any Board Vice President positions remaining vacant after the completion of the first phase.

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 consideration and evaluation of candidates during each phase of the Nominating Committee's term.

The Nominating Committee shall report its nominations and the Phase 1 slate as approved by the Board of Directors 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:*

(A) *Composition.* The Membership Compliance Subcommittee shall consist of eight (8) Active Members appointed by the President of the Society. Six (6) members shall provide the Subcommittee with a wide variation in age, pattern, and location of practice; one (1) shall represent Canada, and one (1) shall be the Chair.

(B) *Term:* At least one-third (1/3) of the members of this subcommittee shall serve for more than one (1) year.

(C) *Duties:* The Membership Compliance Subcommittee shall review applications for each category of membership, Candidates for Membership, Allied Health Affiliates, and Professional Affiliates; 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:*

(A) *Composition.* 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.

(B) *Term.* At least one-third (1/3) of the members of this committee shall serve for more than one (1) year.

(C) *Responsibilities.* The Public Education Committee shall disseminate scientific information about plastic and reconstructive surgery to the general public.

Section 4. *Audit Committee:*

(A) *Composition:* 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 appointed by the President of the Society who will also serve as Chair and be a nonvoting member except in the event of a tie.

(B) *Term:* The Members-at-Large shall serve a maximum of two (2) consecutive one (1) year terms, and the Board Vice President of Finance and Treasurer shall serve concurrent with their term as Board Vice President of Finance and Treasurer. Audit Committee members shall serve calendar year terms commencing the January after their appointment.

(C) *Duties:* Without limiting the responsibility and authority of the Board of Directors, the Audit Committee shall monitor the internal accounting practices, procedures and controls of the Society and the Foundation, 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 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 Foundation, as deemed necessary, but not less than once annually.

Section 5. *Finance and Investment Committee:*

(A) *Composition:* The Finance and Investment Committee shall consist of seven (7) members comprised of the Board Vice President of Finance and Treasurer, the Board Vice President of Research, 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 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. The Chair will be appointed by the President of the Society.

(B) *Term:* Each Member-at-Large shall serve a term of one (1) year; up to a maximum of three (3) consecutive 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.

(C) *Duties:* Without limiting the responsibility and authority of the Board of Directors, the Finance and Investment Committee shall provide oversight in the development of the Society's and the Foundation's budget. The Finance and Investment Committee shall monitor the financial performance during the year and provide recommendations to the Board of Directors for corrective action, if necessary, and shall provide oversight to the investment strategy of the two organizations.

Section 6. *Bylaws Committee:*

(A) *Composition:* 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 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 (3) year periods.

(B) *Term:* Members of the Committee shall serve a maximum of three (3) consecutive one (1) year terms.

(C) *Responsibilities:* The Bylaws Committee shall review the Bylaws of the Society and the 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 Foundation, respectively, as to the adoption of proposed amendments.

Section 7. *Ethics Committee:*

(A) *Composition:* The Ethics Committee shall consist of seven (7) Active Members, one (1) of whom shall be Chair elected by the Ethics Committee from among them. 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 Society.

(B) *Term:* The members of the Ethics 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. Applicants and candidates to serve on the Ethics Committee are subject to all Society and Foundation policies and procedures regarding candidates for elected office and the nomination and election procedures, including the requirement that candidates consent to being presented to the membership for election.

(D) *Resignation:* Any member of the Ethics Committee may resign by giving written notice to the Board Vice President of Finance and Treasurer of the Society. Such resignation is effective when the notice is delivered unless the notice specifies a future date.

(E) *Duties:* The Ethics Committee shall investigate substantiated complaints alleging violations by Active or Life Active Members of the Society's Bylaws, Code of Ethics, rules and regulations or any other conduct detrimental to the reputation or best interests of the Society. In the event that the Ethics Committee determines that a violation may have occurred, it shall present such evidence at hearings of the Judicial Council. In the event of an appeal to the Trustees, the Ethics Committee (or its designee) shall participate in such appeal process as required by the disciplinary procedural rules adopted by the Society from time to time. Said investigations and presentations of evidence shall be governed by procedural rules established by the Board of Directors of the Society from time to time.

Section 8. *Conflict of Interest Committee:*

(A) *Composition:* The Conflict of Interest Committee shall consist of five (5) Active or Life Active Members, which includes the chair of the Ethics Committee, Judicial Council and Trustees whose term is expiring immediately prior to the commencement of the term of service on the Conflict of Interest Committee; and two (2) Member-at-Large positions elected by the Active and Life Active Members.

(B) *Election and Qualifications:* The Nominating Committee shall nominate one (1) individual for each open Member-at-Large position. Such individuals nominated shall provide the Conflict of Interest Committee with a wide variation in age, pattern, and location of practice, and each must have previous ethics, judicial, or conflict of interest experience, whether through service to the Society or other organizations. Members of the Society's or the Foundation's Board of Directors may not serve on the Conflict of Interest Committee.

(C) *Term:* Member(s) shall be elected or appointed for a term of three (3) years.

(D) *Resignation:* Any member of the Conflict of Interest Committee may resign by giving written notice to the Board Vice President of Finance and Treasurer of the Society. Such resignation is effective when the notice is delivered unless the notice specifies a future date.

(E) *Vacancies:* In the event the immediate past chair of the Ethics Committee, Judicial Council or Trustees is unable to serve, any individual who has served as chair of the respective body within the past three years will be appointed by the Nominating Committee to serve for the remainder of the unexpired term instead. Vacancies in the Member-at-Large positions occurring between the Annual Meetings may be filled by the Board of Directors to serve for the remainder of the unexpired term.

(F) *Chair:* A Chair shall be elected by the Conflict of Interest Committee from among them. The Chair of the Conflict of Interest Committee may not concurrently serve as the Chair of another ASPS or PSF committee.

(G) *Duties:* The Conflict of Interest Committee shall serve in an advisory and consultative role to the Board of Directors, Nominating Committee, and committees of the Society and the 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 proceedings under the Society's disciplinary procedure rules.

Section 9. *Governance Committee:*

(A) *Composition, Appointment and Term:* The Governance Committee shall consist of the President, President-Elect, and Immediate Past President of the Society, and the President, President-Elect and Immediate Past President of the Foundation, who shall each serve concurrent with their term in office,

and seven (7) Active and Life Active members as follows who shall serve for a term of four (4) years: (i) the immediate past Chair of the Bylaws Committee, (ii) two senior Trustees from the prior governance year and who no longer serve on the Trustees, (iii) the immediate past Chair of the Young Plastic Surgeons (YPS) Steering Committee, (iv) two (2) members of the current or immediate past Board of Directors of the Society or Foundation, which may include a Public Member from the Board of Directors of the Foundation, and (v) one (1) individual from the Governance Task Force, the predecessor to the Governance Committee. Commencing with the 2024-2025 governance year, the composition of the Governance Committee will no longer include the individual from the Governance Task Force, the predecessor to the Governance Committee.

With the exception of a Public Member appointed from the Foundation Board of Directors, all members of the Governance Committee must be Active Members.

The President of the Society and the President of the Foundation shall serve as Co-Chairs of the Governance Committee during their term in office. The Society President and President Elect, and the Foundation President and President-Elect shall fill vacancies for each open or expiring term as needed to maintain the composition of the committee each term. It is expected the current term Presidents will fill vacancies in the current term and that the Presidents-Elect will fill vacancies in the upcoming term.

(B) *Duties:* The Governance Committee is an independent advisory committee which shall be directed by and report to the Board of Directors of the Society and the Foundation. The Governance Committee helps to ensure the health and functioning of the Society and Foundation governance structure, including advising on Board leadership 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. *Diversity and Inclusion Committee:*

(A) *Composition, Appointment and Term:* The Diversity and Inclusion Committee shall consist of plastic surgeons with expertise or interest in diversity, cultural competence, human resources, ethics, and/or law. Active, Life Active, International, and Life International members, as well as Candidates for Active Member status may serve on the Diversity and Inclusion Committee.

(B) *Duties:* The Society seeks to advance diversity and inclusion at all levels within the Society, regardless of race, ethnicity, age, gender, religion, sexual orientation, gender identity, disability, economic status, country of origin, employment type, and other diverse backgrounds.

The goal of the Diversity and Inclusion Committee is to improve diversity and inclusion across the Society and identify opportunities for growth. The Diversity and Inclusion Committee will work closely with its leadership to promote the Society's diversity goals and the value of having a diverse group of surgeon members included in all Society activities to ensure full and equal representation and participation in the Society, and to eliminate any bias, perceived or actual.

Specific responsibilities of the Diversity and Inclusion Committee include, but are not limited to, recognizing individual and organizational barriers to diversity and inclusion, identifying emerging issues that can impact diversity within the Society and creating new initiatives that promote diversity and inclusion. The Diversity and Inclusion Committee will also recognize and communicate diversity and inclusion achievements and act as the point of contact for the Society for matters concerning diversity and inclusion. The Diversity and Inclusion Committee is also charged with creating the Society Diversity and Inclusion Charter and a committee self-assessment survey to measure diversity and guide the Society's future diversity and inclusion efforts.

Section 11. *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 12. *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 Annual 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 or other policy approved by the Board of Directors, the President of the Society shall appoint the Chair of all committees.

Section 13. *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. Voting shall not be delegated or exercised by proxy.

Section 14. *Resignations and Vacancies:* Committee members may resign by giving written notice to the Board Vice President of Finance and Treasurer of the Society. Such resignation is effective when the notice is delivered unless the notice specifies a future date. Unless otherwise provided by these Bylaws, vacancies occurring between Annual Meetings shall be filled for the remainder of the unexpired term by (i) the President of the Society or the Foundation, if appointed by such President; or (ii) 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 . Affiliated Organizations will be governed by their own bylaws.

Section 1. *Creation or Combination.* The 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 the Society 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 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 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 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, 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 Active 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. (AAAH), 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 in the Society, and each Active Member and Candidate for Active Membership shall annually provide an electronic or original signed compliance form to the Society attesting to that member's compliance.

Compliance may be temporarily waived by the Membership Compliance Subcommittee (or its designee), upon request, for Active Members and Candidates for Active 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 U.S. Armed Forces, the Public Health Service and their Canadian equivalents, including the Canadian Armed Forces. 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 Active Membership fails to satisfy the Society's accredited surgical facilities requirements within ninety (90) days after the annual compliance form is due, the Membership Compliance Subcommittee shall place the individual's membership 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 member or Candidate for Active Membership will be expelled from the Society. The Membership Compliance Subcommittee shall reinstate Active members or Candidates for Active Membership who comply with the requirements during the period of their suspension with full privileges. Candidates for Active Membership who are under suspension shall not be considered for election to Active Membership.

Section 3. *Reinstatement:* After being expelled pursuant to Section 2 of this ARTICLE XVII, an Active Member or Candidate for Active Membership may apply to the Trustees for reinstatement of the

privileges of being a Member or Candidate for Active Membership after a period of one (1) year following expulsion, 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 Finance and Investment Committee, the Board of Directors shall adopt an operating budget for 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 Active and Life Active Members 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 U.S. Armed Forces, the Public Health Service and their Canadian equivalents, including the Canadian Armed Forces, 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, or via electronic mail for international addressee 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 automatically expelled 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 expelled from membership, becomes current in the payment of all outstanding dues, fees, and assessments, past and present, the Board may reinstate said former member. Upon application for reinstatement at any time, any member so expelled for failure to pay dues, who was under investigation, had a hearing pending before the Judicial Council or was subject to any disciplinary action imposed by the Judicial Council must complete the disciplinary process and/or fulfill the disciplinary requirements imposed upon such member before reinstatement to full privileges of the applicable membership category will be effective.

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, or via electronic mail to any international addressee 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 expelled 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 (1) 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 Society.

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 X:. Member(s) shall be elected for a term of three (3) years.

Section 3. *Nomination:* Candidates for election to the Judicial Council shall be nominated by the Nominating Committee in a manner ensuring a wide variation in age, pattern, and location of practice. Related plastic surgery organizations requesting representation shall each provide to the 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. Applicants and candidates to serve on the Judicial Council are subject to all Society and Foundation policies and procedures regarding candidates for elected office and the nomination and election procedures, including the requirement that candidates consent to being presented to the membership for election.

Section 4. *Duties:* The Judicial Council shall conduct hearings and render decisions in accordance with the disciplinary procedural rules adopted by the Board of Directors from time to time to adjudicate conduct the Ethics Committee determined may violate 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 written notice to the Board Vice President of Finance and Treasurer of the Society. Such resignation is effective when the

notice is delivered unless the notice specifies a future date. Vacancies occurring between the Annual Business Meetings shall be filled by the Board of Directors for the remainder of the unexpired term.

ARTICLE XXI: Discipline

Section 1. *General Principles:* Any Active or Life Active Member may be censured, suspended, expelled or otherwise disciplined pursuant to this ARTICLE XXI: for violating the Society's Bylaws, Code of Ethics, or rules and regulations, or for any other conduct detrimental to the reputation or the best interests of the Society, unless such authority is otherwise expressly delegated to another body by the Society's Board of Directors or these Bylaws. Each Active and Life Active Member shall annually attest to their compliance with the Society's Bylaws and Code of Ethics, and continued satisfaction of the Basic Requirements of their applicable membership as set forth in Article III above.

Section 2. *Initiation and Investigation of Complaints:* Any Active and Life Active Member sanctioned in any manner by a state or provincial medical board or board certifying organization shall have an affirmative obligation to notify the Ethics Committee of such sanction. Self-reported discipline may be investigated as a complaint pursuant to this ARTICLE XXI. Further, any Active and Life Active Member whose license to practice medicine has been revoked, placed on probation or suspended may summarily have that individual's membership in the Society revoked, placed on probation or suspended concurrent with the duration of that individual's medical license's revocation, probation or suspension unless such member has an unrestricted license to practice in another jurisdiction.

Other complaints raising disciplinary considerations may be made by any interested party. All complaints shall be submitted in writing to the Ethics Committee. The procedures for the complaint intake and review, and investigation procedures shall be adopted by the Board of Directors from time to time. In the event that the Ethics 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 to the Trustees, participate in such appeal process as required by the disciplinary procedural rules adopted by the Society from time to time.

Section 3. *Notice and Hearing:* Written notice specifying the alleged violation shall be prepared by the Ethics Committee and sent to the affected individual in accordance with the disciplinary procedure rules adopted by the Board of Directors from time to time, including via electronic notice. Such notice shall be delivered to the member not less than thirty (30) days prior to the date of the hearing. The notice shall state the time and place of the hearing and apprise the individual of their right to appear before the Judicial Council with legal counsel or any other representative that individual chooses, and to present such information responsive to the allegations against that individual. The policies for the format, venue and procedures for the hearing and process for submission of written materials to the Judicial Council shall be set forth in procedural rules adopted by the Board of Directors from time to time.

Section 4. *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, unless such right to appeal has otherwise been waived by the individual pursuant to the disciplinary procedure rules adopted by the Society from time to time.

Section 5. *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; provided such right to appeal has not otherwise been waived by the individual. 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, that individual's 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 6. *Procedural Rules:* The Board of Directors may adopt procedural rules governing investigations, hearings, adverse decisions, and other matters related to discipline.

Section 7. *Reinstatement:* Any Active or Life Active Member that resigns from membership (including a lapse due to non-payment of dues) while under investigation or prior to the effective date of any discipline imposed by the Judicial Council following a hearing shall be required to complete such investigatory process and/or fulfill the requirements of the discipline imposed (without any right to appeal) prior to being eligible to be reinstated as an Active or Life Active Member or being accepted for any other category of membership in the Society.

ARTICLE XXII: Publications

Section 1. The journals of Plastic and Reconstructive Surgery® and PRS Global Open® shall be the official journals of the Society. The editorial management of the journals shall be the responsibility of each journal's Editorial Board. The financial and operational management of the journals shall be the responsibility of the Board of Directors after considering the recommendations of each journal's respective Managing Committee and the Editor.

Section 2. The Editorial Boards shall consist of an Editor, Co-Editor(s), 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 selected 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 encouraged to be submitted to the Plastic and Reconstructive Surgery® and/or PRS Global Open® for publication. After review by the Editorial Board, manuscripts selected for publication shall become the property of the journal in which they are published. 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 hire 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 the Executive Vice President's judgment, be in the best interest of the Society. The Executive Vice President 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 Active Members may be conducted at the Annual Business Meeting, at a Special Meeting called and conducted in accordance with ARTICLE IX:, ARTICLE X: 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 fifteen (15) days prior to the Special Meeting. Approval by two-thirds (2/3) of the votes cast by the Active and Life Active Members present at the Annual Business Meeting or Special Meeting at which a quorum is present 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.