



BYLAWS

New York Chapter of the American College of Surgeons

**A Corporation Chartered Under
the Laws of the State of New York**

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BYLAWS

Article I

Name and Purposes

Section 1. Name. The corporation shall be known as the New York Chapter of the American College of Surgeons (herein referred to as “Chapter”).

Section 2. Purpose. The purpose of the Chapter shall be to endeavor to attain within the state the objectives of the American College of Surgeons, which include (1) elevating the standards of surgery; (2) establishing a standard of competency and character for practitioners of surgery; (3) providing a method of granting membership in the organization; and (4) educating the public and the profession to understand that the practice of surgery calls for special training and that a surgeon elected to Fellowship in the College has had such training and is properly qualified to practice surgery.

Article II

Members

Section 1. Membership Eligibility. In order to be eligible for chapter membership applicants must:

- a) Hold active membership with the American College of Surgeons as a Fellow, Associate Fellow, Resident or Medical Student
- b) Practice or reside within the geographic territory of the chapter

An application procedure for obtaining chapter membership may be established by the Board.

Section 2. Classes of Members. The Chapter shall have four classes of membership: Fellow, Associate Fellow, Resident and Medical Student.

- a) Fellows of the American College of Surgeons (ACS) shall be graduates of medical schools (allopathic and osteopathic) acceptable to ACS, who are licensed to practice medicine in their respective states, provinces, or countries, who have been elected to Fellowship by the ACS Regents, and who continue to meet the qualification requirements from time to time established by the ACS Regents. A Fellow of the ACS is considered to be either active or retired.¹
- b) Associate Fellows: Associate Fellows shall be graduates of medical schools acceptable to the ACS, who have completed an accredited surgical residency in the United States of America

¹ In addition, any member of the New York State Society of Surgeons as of the date of the incorporation of the New York Chapter, American College of Surgeons shall be eligible for membership. This class of members shall be a closed class and defined by the date of filing of the Chapter’s certificate of incorporation.

or Canada, who meet and continue to meet the qualification requirements from time to time established by the ACS Board of Regents, and who have been endorsed after evaluation by the ACS Division of Member Services or by the ACS Member Services Liaison Committee.

- c) Residents: Resident Members shall be graduates of medical schools acceptable to the ACS, who meet and continue to meet the qualification requirements from time to time established by the ACS Board of Regents, and who have been endorsed after evaluation by the ACS Division of Member Services or by the ACS Member Services Liaison Committee.
- d) Medical Students: Medical students in accredited medical schools (allopathic and osteopathic) in the United States, Canada, and international countries are eligible to apply for Medical Student Membership. Annual dues will not be required to continue the membership, but it will expire upon graduation from medical school. Medical Student Members shall be enrolled in a U.S. medical school accredited by the Liaison Committee on Medical Education (LCME) or accredited Canadian medical schools. Along with the application fee, the surgery department's Chair or designee must sign the application or submit an accompanying letter verifying the student's enrollment.

Section 3. Election of Members. A procedure for election of membership in the chapter, at the annual meeting of the members, should be outlined. However, if all Fellows, Associate Fellows, Residents and Medical Students practicing or residing in the area are automatically members upon application and payment of dues, no election procedure need be set forth.

Section 4. Voting and Office Holding Rights. Fellows, Associate Fellows, and Residents, and Medical Students shall be eligible to vote. Medical Students shall be eligible to serve on the committees of the Chapter.

Section 5. Termination of Membership. Membership in the Chapter shall terminate:

- a) When a member ceases to be an ACS member in good standing, or
- b) Upon the receipt by the Board of the written resignation of a member, or
- c) Upon the failure of a member to pay dues to the Chapter for a period of one year

Section 6. Extenuating Circumstances. A member who is current in its dues may apply for a dues reduction or waiver when extenuating circumstances produce financial hardship. These circumstances may include, but not be limited to, unemployment, temporary disability, personal or family care responsibilities, and permanent disability. The dues reduction or waiver must be applied for on a yearly basis.

Section 7. Reinstatement of Membership. A person whose membership in the Chapter has been terminated due to a lapse in their active membership status with the American College of Surgeons may be reinstated upon reinstatement of membership with the American College of Surgeons.

A person whose membership in the Chapter has been terminated due to nonpayment of chapter dues may be reinstated upon payment of the current year's dues owed to the Chapter, if their membership is current with the ACS. Reinstatement shall be by action of the Board.

Article III

Meeting of Members

Section 1. Annual Meeting. An annual meeting of the members of the Chapter shall be held once a year. Notice of such meeting shall be given to all members in advance of the meeting date.

Section 2. Special Meeting. Special meetings of the members may be called by or at the request of the president or any six (6) Board of Directors members. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any such special meetings.

Section 3. Notice. Written, electronic or printed notice of any special meetings of the members shall state the place, day and hour of the meeting and the purpose or purposes for which the meeting is being called. Such notice shall be given to each member at least ten (10) days before the date of the meeting, either delivered personally, by fax, email or standard mail to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is emailed or faxed it shall be deemed to be delivered at the time and date that the email or fax is sent.

Section 4. Quorum. A majority of the members of the Chapter shall constitute a quorum for the transaction of business at any meeting of the Chapter provided that if less than a majority of the members are present at the meeting, a majority of the members present may adjourn the meeting to another time without further notice.

Section 5 - Manner of Acting. The act of a majority of the voting members present in person at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by statute, the Articles of Incorporation, or these bylaws. Members entitled to vote at meeting of members, may authorize another person or persons to act for him/her by proxy, and such authorization can be submitted via email. The address must be what is on the record of the Secretary and is considered invalid if the notice cannot be delivered or if the organization is unable to deliver two (2) consecutive notices.

Section 6 - Informal Action by Membership. Any action required by statute, the Articles of Incorporation, or these bylaws to be taken at a meeting of members of the Chapter may be taken without a meeting if a unanimous consent in writing, setting forth the action so taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof. This can be completed via email.

Article IV

Board of Directors

Section 1. General Powers. The property and affairs of the Chapter shall be managed by its Board of Directors, referred to as the “Board”.

Section 2. Composition. The Board shall consist of the

- Officers of the Chapter
- Governors At-Large of the College representing the New York Chapter
- 3 Directors At-Large
- Chair and Vice Chair of Regional Council(s),
- Chair of the Advocacy and Education Committees
- Chair of the Cancer Committee residing in the area
- Chair of the College State Trauma Committee
- One member of the Young Fellows Association of the American College of Surgeons (“YFA”)
- One member of the Resident and Associate Society of the American College of Surgeons (“RAS”)

The Trauma Committee Chair and the Cancer Committee Chair representatives shall be considered ex-officio members.

Section 3 . Term of Office. The Directors At-Large, YFA and RAS representatives of the Chapter shall be appointed by the Board of Directors.

The term of each of the Directors at Large shall be two years on a rotating basis without reappointment. Each such director shall hold office until the expiration of his/her term or until his/her successor shall have been duly appointed and qualified.

The term of the YFA and RAS representative shall be one year. He/she is eligible for reappointment after the first year for a complete term of 2 years. Each such representative shall hold office until the expiration of their term or until his/her successor shall have been duly appointed and qualified.

Section 4. Annual Meeting. Should an annual meeting of the members not be held during a particular year an in-person meeting of the Board must take place.

Section 5. Special Meetings. Special meetings of the Board may be called by, or at the request of, the president or 6 Board members. The person or persons authorized to call special meetings of the Board may fix the place for holding any such special meetings.

Section 6. Attendance. Board members shall attend all Board regular and special meetings and committee meetings. Any absence must be reported to the president or to chapter staff prior to

the scheduled meeting. If a member is absent for three consecutive meetings without prior notification the member's term will be deemed expired and a vacancy will occur.

Section 7. Removal of Directors. Any Director may be removed from office with just cause or for failure to perform duties of the office. Removal shall be by two-thirds vote of the Board members present at a special meeting of the Board called for that purpose or by a vote of the members. Such removal shall be effective immediately.

Section 8. Notice. Written, electronic or printed notice of any special meetings of the Board shall state the place, day and hour of the meeting and the purpose or purposes for which the meeting is being called. Such notice shall be given to each member of the Board at least ten (7) days before the date of the meeting, either delivered personally, by fax, email or standard mail to each member of the Board. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is emailed or faxed it shall be deemed to be delivered at the time and date that the email or fax is sent.

Section 8. Quorum. A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the members is present at any meeting, a majority of the members of the Board present may adjourn the meeting to another time without further notice.

Section 9. Manner of Acting. The act of a majority of the members of the Board present at a duly called meeting in person, via audio or video conference as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the board, including without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board or committee, at which a quorum is present shall be an act of the Board, unless the act of a greater number is required by statute, the Articles of Incorporation or these Bylaws.

Section 10. Informal Action of the Board. Any action which is required by law or the Articles of Incorporation or these Bylaws to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the members of the Board entitled to vote with respect to the subject matter thereof. Any such consent signed by all of the members of the Board shall have the same force and effect as a unanimous vote at a duly called and considered meeting of the Board. Such consent may be written or electronic. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The resolution and the written consents thereto by the members of the board or committee shall be filed with the minutes of the proceedings of the board or committee

Article V

Officers

Section 1. Officers. The officers of the Chapter shall consist of a president, vice president, treasurer, secretary and past-president. Only Fellows may be officers of the Chapter.

Section 2. Election and Term of Office of President, Vice-President, Treasurer, Secretary and Past-President. The president, vice-president, treasurer, secretary and past-president of the Chapter shall be elected by the members at the annual meeting. The term of each of these offices shall be two years. If the election of such officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each such officer shall hold office until the expiration of their term or until their successor shall have been duly elected and qualified.

Section 3. Vacancies. A vacancy in any office may be filled by action of the members of the Board at any meeting of the Board. The individual so appointed to fill a vacancy shall serve for the unexpired term of their predecessor in office.

Section 4. Removal of Officers. Any officer may be removed from office with just cause or for failure to perform duties of the office. Removal shall be by two-thirds vote of the Board members present at a special meeting of the Board called for that purpose. Such removal shall be effective immediately.

Article VI

Duties of Officers

Section 1. President. The president shall be the principle executive officer of the Chapter and shall in general supervise and direct all of the business of and affairs of the Chapter, subject to the direction and control of the Board. The president shall preside at all meetings of the members and of the Board. The president shall appoint the members of all special and standing committees of the Chapter.

Section 2. Vice-President. The vice president shall assist the president in the discharge of the duties of the president as the president may direct, and shall perform such other duties as from time to time may be assigned by the president or Board. In the absence of the president or in the event of the president's inability or refusal to act, the vice-president shall perform the duties of the president. And when so acting shall have all of the powers and be subject to all of the restrictions upon the president.

Section 3. Treasurer. The treasurer shall be the principle accounting officer of the Chapter and shall have charge of and be responsible for the maintenance of adequate books of account for the Chapter, shall have charge and custody of all funds and securities of the Board and be responsible thereof, and for the receipt and disbursement thereof, shall deposit all funds and securities of the Chapter in such banks, trust companies or other depositories as shall be selected by the Board; and shall in general perform all of the duties customarily incident to the office of treasurer and such other duties as from time to time may be assigned by the president or the Board. If required by the Board, the treasurer shall give a bond for the faithful discharge of the duties of that office in such

sum and with such surety or sureties as the Board shall determine, the costs of any such bond and surety to be paid from the funds of the Chapter.

Section 4. Secretary. The secretary shall (1) have charge of the membership list of the Chapter; (2) prepare before each meeting an alphabetical listing of all voting members; (3) keep minutes of the meetings of the members and of the Chapter, which should be preserved indefinitely. (4) see that all meeting notices are duly given in accordance with statutes, the Articles of Incorporation and these bylaws; (5) be custodian of the Chapter's records and seal; (6) keep a record of the contact information of each member of the Chapter; (7) maintain a current roster of all members of the chapter and reconcile that these members are active members of the American College of Surgeons using the roster supplied by the College; (8) see that the Annual Report Form of the College is completed and returned to the Division of Member Services by the established deadline; (9) perform all duties customarily incident to the office of secretary and such other duties as from time to time may be assigned by the president or the Board.

Section 5. Role of the ACS Governor. The Chapter Secretary is notified by ACS when there is a pending vacancy for Governor and Regional Governor. The Chapter Secretary acquires nominations for Governor from the Chapter membership to be presented to the Chapter's governing body. The governing body will select individuals from the nominations—one nominee for Governor and an alternate. The nominee and alternate's information is forwarded to the ACS by June 30. The nominations are presented to the Nominating Committee of the Fellows for review and approval, and the Chapter Secretary is notified of the selection after the Clinical Congress takes place.

Article VII

Committees

Section 1. Establishment and Composition. Committees of the Board may be established by resolution of the Board adopted at a duly called and constituted meeting. The size, purposes and powers of any such committee shall be as provided in such resolution, provided that at a minimum there shall be three directors per committee. Except as otherwise provided in such resolution, the president of the Chapter shall appoint the members of each such committee, with approval of the Board, provided that in the case of an executive committee or similar committee however denominated, the appointment shall be made by a majority of the entire board. "Entire Board" means the total number of directors entitled to vote which the Chapter would have if there were no vacancies. Any member of any committee may be removed by the president, whenever in their judgment the best interests of the Chapter shall be served by such removal.

Section 2. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Chapter and until their successor is appointed or until such member's death, resignation or removal, or until the committee shall be terminated.

Section 3. Chairperson. One member of each committee shall be appointed Chair of the committee by the president of the Chapter.

Section 4. Vacancies. Vacancies in the membership of any committee shall be filled by appointment made by the president and approved by the Board.

Section 5. Committees of the Chapter. The Board may identify goals annually to provide direction and focus for the formation of Committees of the Chapter to address particular issues and tasks for the Chapter. Committees of the Chapter may be established by the Board as needed. Once a Committee of the Chapter has completed assigned tasks, it shall cease to exist. A majority of the members of each committee shall be Board members. Membership may also include individuals from the Chapter chosen for their expertise and knowledge and concern about a specific issue or a field of endeavor. No such committee shall have the authority to bind the board.

Section 6. Quorum and Manner of Acting. Unless otherwise provided in the resolution of the Board establishing a committee, a majority of the members present of the whole committee shall constitute a quorum and the act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the committee.

Article VIII

Regional Councils

Section 1. Establishment and Composition. Regional Councils may be established by resolution of the Chapter Board adopted at a meeting convened in accordance with Article IV. All Members of the Chapter practicing or residing within their geographic areas shall be their Members. The geographic areas served by such Regional Councils shall be as provided in such resolutions, but at a minimum shall include the Manhattan Council, established by the Council per Resolution adopted January 26, 2005 which shall operate as set forth below.

Section 2. Election and Term of Office of Chair, Vice Chair, and Secretary-Treasurer. The Chair, Vice Chair, and Secretary-Treasurer of the Regional Council shall be elected by its members at its annual meeting. The term of each of these offices shall be one year, upon which each officer giving honorable service shall succeed to the next higher office.

Section 3. Election and Term of Office of the Governors and Regional Councilors. The Regional Council Secretary-Treasurer is notified by the ACS when there is a pending vacancy for Governor. The Secretary-Treasurer acquires nominations for Governor from the Regional Council membership to be presented to the Chapter's governing body. The governing body will select individuals from the nominations—one nominee for Governor and an alternate. The nominee and alternate's information is forwarded to the ACS by June 30. The nominations are presented to the Nominating Committee of the Fellows for review and approval, and the Chapter Secretary is notified of the selection after the Clinical Congress takes place.

Regional Councilors of the Manhattan Council shall be elected by its members at its annual meeting. The term of each of these offices shall be three years, upon which each officer giving honorable service shall be once eligible for reelection. At the first annual meeting of the Regional Council, each group of Regional Councilors shall be elected as follows: one to serve for a term of three years; one to serve for a term of two years and one to serve for a term of one year. To maintain this

rotation, at each annual meeting thereafter one councilor shall be elected for a three-year term to replace each retiring member.

Section 4. Vacancies. All officers of the Regional Council shall continue as such until its next annual meeting and until their successors are elected or until such officers' death, resignation, or removal. Any officer of the Regional Council may be removed by the Regional Council by a majority vote, whenever in its best judgment its interests shall be served by such removal. A vacancy in any of its offices shall be filled by an appointment by the members of the Regional Council at any meeting of the Regional Council. Individuals so elected to fill a vacancy shall serve for the unexpired terms of their predecessors in office.

Section 5. Duties of Officers. The officers of the Regional Council shall have the same duties within the Regional Council as the officers of the Chapter have within the Chapter. An Executive Committee of the Regional Council shall be established to act on its behalf, shall consist of all officers, Governors, and Regional Councilors, and shall meet and report to the Regional Council at least quarterly.

Section 6. Quorum and Manner of Acting. Except as otherwise provided, the Regional Council shall act through its Executive Committee. A majority of the members of its Executive Committee shall constitute a quorum and the act of a majority of its members present at a duly called and constituted meeting of the Manhattan Council Executive Committee at which a quorum is present shall be the act of the Manhattan Council. Any member of the Regional Council in good standing may submit an item for the agenda.

Article IX

Fiscal Year

The fiscal year of the Chapter shall begin on the first day of January and end of the last day of December of each calendar year.

Article X

Dues

Annual dues shall be set by the Council at its annual meeting. Additional assessments may be made by the Board, should they be deemed necessary, at any annual or special meeting.

Article XI

Rules of Procedure

All questions of procedure regarding the affairs of this Chapter, including the conduct of meetings of the members, the Board and committees, shall be governed by the then current edition of Robert's Rules of Order, except as otherwise provided by statute, the Articles of Incorporation or these Bylaws.

Article XII

College of Surgeons

The Chapter is a legal entity, separate and distinct from the American College of Surgeons. The American College of Surgeons is not liable for any debts or obligations of the Chapter nor is the Chapter liable for debts or obligations of the American College of Surgeons.

Neither the Chapter nor any of its officers, or members, is authorized to represent or in any way bind the American College of Surgeons nor will any of them in any way hold themselves out as being so authorized.

Article XIII

Indemnification

To the full extent permitted by law, the Chapter may indemnify any and all of its directors, officers or committee members, and every former director, officer or committee member for certain expenses and other amounts paid in connection with legal proceedings in which any such person becomes involved by reason of serving in any capacity with or for the Chapter. The Chapter may purchase and maintain insurance on behalf of any or all directors, officers or committee members against any liability asserted against any such person, or incurred in such capacity, whether or not the Chapter would have the power to indemnify them against such liability under the provision of this Article or otherwise.

Article XIV

Amendments

Section 1. Amendments by Members. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the voting members present at the annual meeting of the Chapter, provided that written notice of the proposed change or changes shall have been given to each voting member in accordance with the requirements set forth in Article IV.

Section 2. Amendments By Board of Directors

- a) The proposed amendment shall be referred to an ad-hoc Bylaws Committee for review and recommendations;

- b) The recommendations of the ad-hoc Bylaws Committee shall be sent to each member of the Board of Directors no later than thirty (30) days prior to the scheduled regular meeting of the Board of Directors;
- c) Amendments to these Bylaws may be adopted by an affirmative vote of three fourths (3/4) of the members of the Board at the regular meeting.
- d) Any amendments to the Bylaws adopted by the Board of Directors shall be sent to each member for information and subject to ratification at the next annual meeting of the members;
- e) Members may rescind any amendments approved by the Board of Directors by a vote of three fourths of those members in attendance and voting, either in person or by proxy, at the Annual meeting of the Society

Section 3. All Bylaw amendments shall be submitted to the Board of Regents of the American College of Surgeons for its approval. Disapproval by the Board of Regents shall render such amendment null and void. New bylaws and amendments shall be submitted to the Division of Member Services, via Chapter Services, so as to be reviewed by Division staff. Recommendations may then be made for approval by the Board of Regents of the American College of Surgeons.