****

**BYLAWS OF**

**THE (name of ) CHAPTER**

**OF THE AMERICAN COLLEGE OF SURGEONS**

**ARTICLE I**

**Name and Purpose**

**Section 1 - Name.** The corporation (association, if unincorporated) shall be known as the Click here to enter text. Chapter of the American College of Surgeons (hereinafter referred to as the "Chapter").

**Section 2 - Purpose.** The purpose of the Chapter shall be to endeavor to attain 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.

*Note: The bylaws of the Chapter may be reviewed by counsel practicing in the state or country whose laws are applicable to be certain that the bylaws comply with local laws. For example, some local association laws will specify a minimum number of directors (council members), a minimum number for a quorum, and a minimum amount of time for meeting notices. Such laws may not permit provisions for action without a meeting as set forth in Article III, Section 7 and Article IV, Section* 9.

**ARTICLE II**

**Members**

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

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

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

**Section 2 - 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, Medical Students and Affiliates practicing or residing in the area are automatically members upon application and payment of dues, no election procedure need be set forth.

**Section 3 - Voting and Office Holding Rights.** Only Active members of the Chapter shall be eligible to vote and hold office in the Chapter.

**Section 4 - Termination of Membership.** Membership in the Chapter shall terminate:

* when a member ceases to be an ACS member in good standing
* upon the receipt by the council of the written resignation of a member
* upon the failure of a member to pay dues for a period of two consecutive years
* when a member of the Chapter moves out of the Chapter’s designated geography

**Section 5 - 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 in full of outstanding dues owed to the Chapter, if their membership is current with the ACS. Reinstatement shall be by action of the council

**ARTICLE III**

**Meeting of Members**

**Section 1 - Annual Meeting.** An annual meeting of the members of the Chapter shall be held in the month of Click here to enter text. in each year, beginning with the year Click here to enter text., for the purpose of electing officers and councilors and for the transaction of such other business as may come before the meeting. If the annual meeting is not held during such month, the council shall cause it to be held as soon thereafter as may be convenient.

 **Section 2 - Special Meetings**. Special meetings of the members may be called at any time either by the president or by the council (or by some percentage of the entire membership/ voting membership). (Note: The applicable not-for-profit corporate statute may provide that a certain percentage of the membership has the right to call a special meeting.)

**Section 3 - Notice of Meeting.** Written or printed notice, stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member not less than Click here to enter text. days nor more than Click here to enter text. days before the date of the meeting, either personally or by mail, by or at the direction of the president or the secretary or the officer or persons calling the meeting.

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. If the notice is sent via posted mailed, such notice shall be deemed to be delivered when deposited in the (name of country) mail with postage thereon prepaid, addressed to the member at his or her address as it appears on the records of the Chapter. (Note: State law may require that notice of meetings be delivered within a certain period in advance of the meeting and its requirements should be reviewed.) Members are responsible for maintaining their current contact information with the chapter secretary and the College.

**Section 4 - Voting Lists.** The officer having charge of the membership list of the Chapter shall before each meeting of the members provide a complete list of members entitled to vote at such meeting, arranged in alphabetical order.

**Section 5 - Quorum.** A majority (or some lesser percentage or number if it is anticipated that generally only some lesser percentage or number of the voting members will be present at meetings) of the voting members of the Chapter shall constitute a quorum at any meeting of the members; provided, that if less than a quorum is present at said meeting, a majority of those present may adjourn the meeting from time to time without further notice. For purposes of this section, an e-mail transmission from an e-mail address on record constitutes a valid write in/vote. The intent of this provision is to allow the council to use email to approve actions, as long as a quorum of council members gives consent.

**Section 6 - 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.

**Section 7 - 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 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.

**ARTICLE IV**

**Council**

**Section 1 - General Powers.** The property and affairs of the Chapter shall be managed by its council.

**Section 2 - Composition.** The council shall consist of the officers of the Chapter, councilors elected by the members of the Chapter, Governor(s) of the College, Commission on Cancer chair residing in the area, the Chair of the College State, Provincial or Country Trauma Committee, RAS and YFA representatives, and may include the immediate past president.

**Section 3 - Election and Term of Office of the Councilors.** The councilors of the Chapter shall be elected by the members at the annual meeting of the members. Councilors shall be elected as follows: one to serve for a term of three years; one to serve for a term of two years; one to serve for a term of one year. To maintain this rotation, at each annual meeting of the chapter after the initial year of chapter hood, one councilor shall be elected for a three-year term to replace each retiring member. (If desired, all councilors may be elected to serve simultaneous terms.)

**Section 4 - Annual Meeting.** The annual meeting of the council shall be held without notice other than required by these bylaws immediately after (or immediately preceding) and at the same place as the annual meeting of the members. Should an annual meeting of the members not be held during a particular year an in-person meeting of the council must still take place.

**Section 5 - Special Meetings.** Special meetings of the council may be called by, or at the request of, the president or any (specify number here) council members. The person or persons authorized to call special meetings of the council may fix the place for holding any such special meetings.

**Section 6 – Attendance.** Council members shall attend all council 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 Councilors.** Any councilor 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 council members present at a special meeting of the council called for that purpose. Such removal shall be effective immediately.

**Section 8 - Notice.** Written or printed notice of any special meeting of the council shall state the place, day and hour of the meeting and the purpose or purposes for which the meeting is called. Such notice shall be given to each member of the council at least Click here to enter text. days before the date of the meeting, delivered by mail, email or fax to each member of the council at his or her address/number as shown in the records of the Chapter. If mailed, such notice shall be deemed to be delivered when deposited in the (name of country) 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 9 - Quorum.** A majority of the members of the council shall constitute a quorum for the transaction of business at any meeting of the council, provided that if less than a majority of the members is present at any meeting, a majority of the members of the council present may adjourn the meeting to another time without further notice.

**Section 10 - Manner of Acting.** The act of a majority of the members of the council present at a duly called meeting at which a quorum is present shall be the act of the council, unless the act of a greater number is required by statute, the Articles of Incorporation, or these bylaws.

**Section 11 - Informal Action of the Council.** Any action which is required by law, the Articles of Incorporation, or these bylaws to be taken at a meeting of the council, or any other action which may be taken at a meeting of the council, 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 council entitled to vote with respect to the subject matter thereof. Any such consent signed by all of the members of the council shall have the same force as a unanimous vote at a duly called and constituted meeting of the council.

**ARTICLE V**

**Officers**

**Section 1 - Officers.** The officers of the Chapter shall consist of a president, one or more vice presidents (or president-elect), a treasurer, a secretary (or a secretary-treasurer) and (three, six, or nine) councilors. Only surgical members may be officers of the Chapter. (State law may require that a Chapter must have certain designated officers. Also, some states, territories or countries specify that certain offices may not be held simultaneously by one person.)

**Section 2 - Election and Term of Office of President, Vice President, Treasurer and Secretary.** The president, vice president (or president-elect), treasurer and secretary of the Chapter shall be elected annually (or as the terms expire) by the members at their annual meeting. 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 next annual meeting of the members and until his or her successor shall have been duly elected and qualified. Officers of the Chapter should not have terms longer than two years, and Officers should not serve more than [specify number] consecutive terms in the same role. Two terms, maximum, are recommended.

**Section 3 - Vacancies.** A vacancy in any office, including the office of councilor, may be filled by action of the members of the council at any meeting of the council. The individual so appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor. *(State law, or other considerations, may however require that such vacancies be filled by the membership.)*

**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 council members present at a special meeting of the council called for that purpose. Such removal shall be effective immediately.

**ARTICLE VI**

**Duties of Officers**

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

**Section 2 - Vice President.** The vice president (or in the event there be more than one vice president, each of the vice presidents) 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 the council. In the absence of the president or in the event of the president's inability or refusal to act, the vice president (or the vice presidents in the order designated or in the order of their election) shall perform the duties of the president, and when so acting shall have all the powers of and be subject to all of the restrictions upon the president.

**Section 3 - Treasurer.** The treasurer shall be the principal accounting and financial officer of the Chapter and shall have charge of and be responsible for (1) the maintenance of adequate books of account for the Chapter; (2) shall have charge and custody of all funds and securities of the council and be responsible for the receipt and disbursement thereof; (3) shall deposit all funds and securities of the

Chapter in such banks, trust companies or other depositories as shall be selected by the council; and (4) shall in general perform all of the duties customarily incident to the office of the treasurer and such other duties as from time to time may be assigned by the president or the council. If required by the council, 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 council shall determine the cost of any such bond or 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 council, which should be preserved indefinitely. (Both electronic and paper copies of these documents should be kept ); (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 council.

 **Section 5 – Role of the ACS Governor.** The Chapter Secretary is notified by the American College of Surgeons when there is a pending vacancy for 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 two individuals from the nominations—one nominee for Governor and an alternate.  The nominee and alternate’s information is forwarded to the American College of Surgeons by the requested date. 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.

Governors are expected to be active members of the Chapter, attend Chapter meetings, provide an annual report to the Chapter of their activities as Governor, promote ACS Fellowship in the state, country, or region, welcome and engage new Fellows into the Chapter, and participate in the local Committee on Applicants meetings and interviews.

**ARTICLE VII**

**Committees**

**Section 1 - Establishment and Composition.** Committees may be established by resolution of the council adopted at any duly called and constituted meeting. The size, purposes and powers of any committee shall be as provided in such resolution. Except as otherwise provided in such resolution, the president of the Chapter shall appoint the members of each committee. Any member of any committee may be removed by the president, whenever, in his or her 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 council and until his or her successor is appointed or until such member's death, resignation or removal, or until the committee shall be terminated.

**Section 3 - Chair.** 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 appointments made by the president.

**Section 5 - Ad- Hoc Committees.** The Council may identify goals annually to provide direction and focus for the formation of ad-hoc committees to address particular issues and tasks for the Chapter. Ad-Hoc Committees may be established by the Council as needed. Once an ad-hoc committee has completed assigned tasks, it shall cease to exist. A majority of the members of each ad-hoc committee shall be council 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.

**Section 6 - Quorum and Manner of Acting.** Unless otherwise provided in the resolution of the council establishing a committee, a majority 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**

**Fiscal Year**

The fiscal year of the Chapter shall begin on the first day of January and end on the last day of December of each calendar year. *(Note: The Chapter may select a fiscal year other than the calendar year described above.)*

ARTICLE IX

**Dues**

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

ARTICLE X

**Rules of Procedure**

All questions of procedure regarding the affairs of this Chapter, including the conduct of meetings of the members, the council, and committees shall be governed by the current edition of *Sturgis’ Standard Code of Parliamentary Procedure*, except as otherwise provided by statute, the Articles of Incorporation, or these bylaws. (Note: A Chapter may use an alternate form of procedural rules such as *Robert’s Rules of Order*.)

**ARTICLE XI**

**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 way bind the American College of Surgeons nor will any of them in any way hold themselves out as being so authorized.

**ARTICLE XII**

**Indemnification**

To the full extent permitted by law, the Chapter may indemnify\* any and all of its councilors, officers or committee members, and every former councilor, 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 such capacity with or for the Chapter. The Chapter may purchase and maintain insurance on behalf of any or all councilors, officers or committee members against any liability asserted against any such person, and incurred in any such capacity, whether or not the Chapter would have the power to indemnify them against such liability under the provisions of this Article or otherwise.\*\*

*\*If the Chapter wishes the indemnification to be operative without further action by the council, this Section should state "the Chapter shall indemnify. . ."*

*\*\*Note: Some state or territory laws require indemnification while others permit it. You may or may not wish to indemnify each of the categories of officers listed above or to indemnify to the full extent permitted by applicable law. The issue of indemnification should be reviewed with counsel practicing in the state or country of incorporation or, if unincorporated, in the state, territory or country whose laws are applicable.*

**ARTICLE XIII**

**Amendments**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds vote (a majority vote is a reasonable alternative, if state or territory law permits) 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 ahead of time, in accordance with the requirements set forth in Article III. *(30 days minimum is the recommended timeline.)*

New bylaws and amendments must be submitted to the American College of Surgeons, Division of Member Services, to be reviewed by Division staff. Recommendations will then be made for approval by the Board of Regents of the American College of Surgeons.