

AMERICAN COLLEGE OF SURGEONS  
SOUTHWESTERN PENNSYLVANIA CHAPTER  
BYLAWS

ARTICLE I Name. Purpose. Offices

**Section 1. Name.** The Corporation shall be known as The Southwestern Pennsylvania Chapter of the American College of Surgeons.

**Section 2 Purpose.** Subject to the purposes set forth in the Articles of Incorporation, the objects of the Chapter shall be:

- a. Educational and charitable within the meaning of Section 501 (C)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to elevating the standards of surgery and educating the public and the profession with respect to surgical care.
- b. To welcome new College Fellows into the Chapter and develop better acquaintanceship with local Fellows, within the objectives of the College.
- c. To stimulate interest in the Associate, Resident and Medical Student divisions of the ACS

**Section 3 Offices.** The registered office of the Chapter shall be located in the City of Pittsburgh; Commonwealth of Pennsylvania, or in such other place within Southwestern Pennsylvania as the Council may approve. The Chapter may also have other offices at such places as the Council may from time to time determine.

ARTICLE II Membership

**Section 1 Classes of members.** The Chapter shall have two members: Active and ~~Affiliate~~ Associate. The qualifications for membership in the respective classes are as follow:

- a) Active Members: Active members shall be Fellows and Associate Fellows of the American College of Surgeons residing or practicing in Southwestern Pennsylvania who apply for membership in the association and agree to comply with its bylaws.
- b) Associate ~~Affiliate~~ Members: Shall be Medical Students and Resident Members of the American College of Surgeons residing or practicing in the Southwestern Pennsylvania area who apply for membership in the Chapter and agree to comply with its bylaws

The application procedure for obtaining active and ~~Affiliate~~ Associate membership shall be established by the council

**Section 2 Admission of Members.** Fellow and Associate Fellows, Resident Members practicing or residing in the area, and Medical Students are automatically members upon application and payment of dues thus no election procedure is required.

**Section 3 Voting and Office Holding Rights.** Only Active members of the Chapter shall be eligible to vote and hold office in the Chapter. Associate **Affiliate** members shall be eligible to serve on committees of the Chapter.

**Section 4 Termination of Membership.** Membership Chapter shall terminate: (a) upon receipt by the Council of the written resignation of a member; (b) upon the failure of a member to pay dues for a period of two consecutive years after such member shall have been notified in writing of such delinquency; ~~(c) upon the failure of a member to attend the annual meeting of the members for three consecutive years; or~~ (c) in the case of an active member, when such member shall cease to be a Fellow or Associate Fellow of the College, and in the case of an Associate member, when such member shall cease to be a Resident or Medical Student of the College.

**Section 5 Reinstatement.** A person whose previous membership in the Chapter was terminated due to non-payment of dues may be reinstated upon payment in full of such dues owing to the Chapter. An active member, whose membership in the Chapter, having been previously terminated due to such member's ceasing to be a Fellow or Associate Fellow of the College, may be reinstated as a Fellow or Associate Fellow of the College. An Associate **Affiliate** member, whose membership in the Chapter has been previously terminated due to such member's ceasing to be a Medical Student or a Resident Member of the College, may be reinstated upon reinstatement to the Resident Membership of the College. 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 each year for the purpose of electing officers and Councilors and for the transaction of such other business as may come before the meeting. If the meeting is a joint meeting with another Chapter/organization, election of officers may occur by written ballot through mail service, fax or email. Notice of elections and nominations to be sent to membership no less than 30 days prior to date of the Annual Meeting.

**Section 2 Special Meeting.** Special meetings of the members may be called at any time either by the President, by the Council, or by 10% of the entire membership.

**Section 3 Notice of Meeting .** Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member not less than 30 or more than 90 days before the date of the meeting, at his or her address (including his or her electronic mail address) or facsimile number as it appears on the records of the Chapter, either personally or by first class mail, postage prepaid, by facsimile with transmittal confirmation, or by electronic mail with transmittal confirmation, by or at the direction of the President or the Secretary or the officer or person calling the meeting. If mailed by United States first class mail, such notice shall be deemed to be delivered when deposited in the United States mail

with postage thereon prepaid, addressed to the member at the member's address as it appears on the records of the Chapter.

**Section 4 Quorum.** Ten 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.

**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 greater number is required by statute, the Articles of Incorporation or these Bylaws.

**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 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 business and affairs of the Chapter shall be managed by the Council.

**Section 2 Composition.** The Council shall consist of the Officers of the Chapter, six Councilors elected by the members of the Chapter, Governors of the College, the Chair of the Trauma Committee, the immediate past President, the Program Committee members (3), the Chair of the Cancer Committee or Cancer Liaison Physician residing in the area, (who, if he or she is not a member of the Chapter, shall be an ex officio member of the Council).

**Section 3. Election and term of office of the Councilors. The** Councilors of the Chapter shall be elected by the members annually. At the first Annual Meeting of the Chapter, the 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 election thereafter one Councilor shall be elected for a three-year term to replace each retiring member.

**Section 4 Annual Meeting. The** Annual Meeting of the Council shall be held without notice other than these Bylaws immediately after and at the same place as the Annual Meeting of the members.

**Section 5 Special Meetings.** Special meetings of the Council may be called by or at the request of any Council member. The person or persons authorized to call special meetings of the Council may fix the time and place for holding any such special meeting.

**Section 6 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 10 days before the date of the meeting, at his or her address (including his or her electronic mail address) or facsimile number as it appears in the records of the Chapter. If mailed by United States First Class Mail, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed as it appears on the records of the Chapter, with postage prepaid.

**Section 7 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 8 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 9 Informal Action of the Council.** Any action which is required by law or 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 and effect as a unanimous vote at a duly called and constituted meeting of the Council.

**Section 10 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.

## ARTICLE V Officers

**Section 1 Officers.** The officers of the Chapter shall consist of a President, a Vice President, a Treasurer, a Secretary and six Councilors. Only Active members may be officers of the Chapter.

**Section 2 Election and Term of Office of President. Vice President Treasurer and Secretary.** The President, Vice President, Treasurer and Secretary of the Chapter shall be elected by the members annually and will serve a calendar year term. Each officer shall hold office until his or her successor shall have been duly elected and qualified.

- (a) The President shall be elected annually and shall serve for a term of one year.
- (b) The Vice President shall be elected annually and is the President Elect.
- (c) The Secretary shall be elected annually for a term of one year, with the option of re-election for two additional terms.
- (d) The Treasurer shall be elected annually for a term of one year, with the option of re-election for two additional terms.

If election of such officers shall not be held at an Annual meeting, such election shall be held as soon thereafter as may be convenient. Terms of each such officer shall last a calendar year, until the next annual election by members and until the successor has been duly elected and qualified.

**Section 3 Ballots.** Elections shall be by written ballot, electronically or by facsimile if does not occur at annual meeting. Verbal confirmation of presented slate may occur at the annual meeting.

**Section 4 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 in office.

**Section 5 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 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 members to 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 the Council. 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 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 the maintenance of adequate books of account for the Chapter, shall have charge and custody of all funds and securities of the Council and be responsible therefore, and for the receipt, safekeeping 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 Council; 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 Council. If required by 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 costs of any such bond or surety to be paid from the funds of the Chapter. The Treasurer shall submit a detailed statement of the financial affairs of the Chapter at each Council meeting and at each Annual Meeting of the members.

**Section 4 Secretary.** The Secretary shall 1) have charge of the membership book of the Chapter, 2) prepare before each meeting an alphabetical listing of all voting members, 3) keep minutes of the meeting of the members and of the Council in one or more books maintained for the purpose, 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 mailing address of each member of the Chapter, 7) maintain a roster of all Fellows, Residents, and medical students residing with(in) the Chapter's geographic area, including those who are not members of the Chapter; and 8) 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 (including ad hoc committees to study and report on subjects of current interest) may be established by resolution of the Council adopted at any duly called and constituted meeting. Unless otherwise set forth in these Bylaws, the size, purposes and powers of any such committee shall be as provided in such resolution. Except as otherwise provided in such resolution or in these Bylaws, the President of the Chapter shall appoint the members of each such committee. Any member of any committee may be removed by the President whenever in the President's judgment the best interests of the Chapter shall be served by such removal.

**Section 2 Program Committee.** The Program Committee shall consist of three members to be appointed by the incumbent President, each member to be responsible for a specific phase of the scientific endeavors of the Chapter. Initially the members of the committee shall be appointed 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. Thereafter, appointees shall each serve for a term of three years. The incumbent President shall appoint one new member yearly to replace an existing member whose term of appointment has expired. The most senior member (in time on the Committee) will be responsible for the Annual Scientific Meeting.

**Section 3 Nominating Committee.** The Nominating Committee shall consist of three members of the Chapter, one to be the immediate past President and two past presidents chosen annually by the Council at least two months prior to the Annual Meeting and/or annual election.

**Section 4 Term of Office.** Each member of a committee shall continue as such until his or her successor is appointed, or until such member's death, resignation or removal, or until the committee shall be terminated.

**Section 5 Chairs.** One member of each committee shall be appointed chair of the committee by the President of the Chapter.

**Section 6 Vacancies.** Vacancies in the membership of any committee shall be filled by appointments made by the President.

**Section 9 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.

**Section 10 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.

#### 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.

#### ARTICLE IX. Dues.

Annual dues shall be set by the Council. Additional assessments may be made by the Council at any annual or special meeting. Emeritus, resident and medical student members of the Chapter shall pay no dues.

#### 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 then current edition of Roberts Rules of Order, except as otherwise provided by statute, the Articles of Incorporation or these Bylaws.

#### ARTICLE XI. 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. 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.

#### ARTICLE XII. Amendments

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 30 days prior written notice of meeting setting forth the proposed change or changes shall have been given to each voting member in accordance with the requirements set forth in Article 111.

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.

#### ARTICLE XIII Indemnification

To the full extent permitted by law, unless due to the individual's gross negligence or willful misconduct, 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 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.