

ACADEMY OF SURGICAL RESEARCH BYLAWS - 2008

Preamble: *The Academy of Surgical Research (ASR) is formed to promote and foster the development of the art and science of experimental surgery. The ASR will promote scientific research, teaching, and high professional ethics for the purpose of advancement of experimental surgery. These goals will be pursued by encouraging apprenticeships and scholarships, honoring distinguished members in this field, promoting publications concerning this specialty, sponsoring meetings that facilitate the exchange of scientific information, and striving to ensure the humane use and treatment of experimental animals.*

ARTICLE I. Offices.

The ASR is a corporation registered in the State of Illinois, USA. The principal office may be located inside or outside the state of Illinois. The ASR may have such other offices, either within or without the State of Illinois, as the Board of Directors may determine necessary or desirable. The ASR shall have and continuously maintain in the State of Illinois, a registered office and a registered agent. The registered office and the registered agent may be changed from time to time by the Board of Directors.

ARTICLE II. Membership.

Section 1. Categories of Membership.

The types of membership and the qualifications and privileges of each are as follows:

- A. **Active Member.** Any person who has demonstrated interest in promoting surgical research shall be eligible for active membership. Such members may vote and hold office in the Academy.
- B. **Emeritus Member.** Any person who has 1) been an active member in good standing for the previous five years and 2) retired from active professional life shall be eligible for emeritus membership. Such members shall be excused from payment of dues, other than charges for optional journal subscription, and shall not vote or hold office in the Academy.
- C. **Honorary Member.** Any person who has rendered special meritorious service to the Academy or who has performed work evidencing an unusually high degree of achievement in experimental surgery may be elected to honorary membership by the recommendation of the Board of Directors. Such members shall be excused from payment of dues, other than charges for optional journal subscription, and

shall not vote or hold office in the Academy. Honorary membership shall not preclude simultaneous active membership.

- D. *Institutional Member.*** Any academic institution whose activities in the judgment of the ASR Board of Directors are consistent with the purposes of the ASR shall be eligible to be an institutional member. An institutional member may appoint person(s) within its organization to act as delegate(s) for the institution. Payment of institutional membership dues shall constitute the payment of dues for up to three delegates. Such delegate(s) shall receive the journal and may vote and hold office.
- E. *Corporate member.*** Any business or corporation whose activities in the judgment of the ASR Board of Directors are consistent with the purposes of the ASR shall be eligible to be a corporate member. A corporate member may appoint person(s) within its organization to act as delegate(s) for the corporation. Payment of corporate membership dues shall constitute the payment of dues for up to five delegates. Such delegate(s) shall receive the journal and may vote and hold office.
- F. *Associate member.*** Any person currently in a training program in the field of experimental surgery and has demonstrated interest in promoting surgical research shall be eligible for associate membership. Such members may vote and hold office but will not receive the Journal of Investigative Surgery.

Section 2. Election of Members.

- A. *Application for membership*** is accomplished by submitting the following to the Membership Committee:

 - 1) A completed application form.
 - 2) The application fee. This fee will be recognized as the first annual dues. Names of two references who are familiar with the applicant and who are in a position to judge competence and contributions to the field of experimental surgery.
- B.** New membership applications will be reviewed by the Membership Committee and submitted to the BOD for approval.

Section 3. Censure, Suspension, and Expulsion of Members.

Any member of the ASR may be censured, suspended, or expelled for professional misconduct or for misconduct in relation to the purpose of the ASR, or for any other good cause, by a vote of not less than two-thirds of the Board Members in attendance at a membership meeting of the Board. The procedure to be followed in the censure, suspension, or expulsion of any member shall be as follows:

- A. Charges must be made in writing, fully describing the offense, signed by a member in good standing and filed with the Treasurer of the ASR.
- B. Upon receipt of the written complaint, the Treasurer shall send a copy to all members of the Board of Directors and to the accused member.
- C. If charges warrant investigation as determined by a majority vote of the Board of Directors, a reasonable time and place for a hearing will be set and all involved parties will be notified.
- D. At the hearing, the Board of Directors shall carefully consider the charges, which must be supported in person by the accuser. It shall likewise consider any evidence submitted in defense by the accused. The accused member should be present at the hearing, but shall not be denied the right of presenting evidence in absentia if unable to personally attend the hearing.
- E. Within thirty days after the conclusion of the hearing, the Board of Directors shall prepare and present to the membership a written report of its findings, conclusions, and actions recommended.
- F. The Treasurer shall notify the accused member in writing of the action taken by the Board of Directors and the membership meeting.
- G. Appeal: If the accused member disagrees with the findings of the Board, he/she may appeal to a panel of three past Board members, approved by the Board, whose decision shall be final.

Section 4. Termination of Membership.

The Board of Directors, by appropriate vote of two-thirds of its number, may terminate the membership of any member of the ASR for the following reasons:

- A. Written resignation by the member submitted to the Treasurer.
- B. Failure to pay dues in the current membership year.
- C. Censure, suspension, or expulsion by the membership.

Section 5. Reinstatement of Membership.

Upon written request of a former member, filed with the Treasurer, the Board of Directors may, by affirmative vote of a majority of its number, reinstate the member to membership upon such terms as it deems appropriate.

Section 6. Transfer of Membership.

Membership in ASR is not transferable or assignable.

ARTICLE III. Officers.

Section 1. Officers.

The officers of the Academy shall be the President, President-elect, Immediate Past-President, Treasurer and Liaison Officer

Section 2. Election and Term of Office.

The officers of ASR shall be elected by the membership from the slate of candidates recommended by the Nominating Committee in writing or from write-in votes. All members in good standing of ASR will receive a ballot of the slate of candidates by mail at least one month prior to the election and each will have the right to cast a vote by mail or at the membership meeting. Each officer shall hold office until a successor is duly elected or appointed.

Section 3. Removal.

Any officer may be removed by the action of the electors after application of the grievance procedures as outlined in Article II, Section 3.

Section 4. Vacancies.

A vacancy in any office because of death, resignation, removal or otherwise may be filled for the unexpired portion of the term by majority vote of the Board of Directors.

Section 5. Duties and Terms of Offices.

The duties and terms of offices are as follows:

- A. The **President** shall supervise and control all of the business and affairs of the ASR and shall preside at all meetings of the membership and of the Board of Directors. The President may sign, with the Treasurer or any other proper officer of the Board of Directors authorized by the Board of Directors, any deed, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the ASR, and in general shall perform all the duties as may be prescribed by the Board of Directors from time to time. The term of office shall be for a period of one year without succession.
- B. The **President-elect** shall cooperate and assist with the duties of the President, and serve as an ex officio member of the Nominating Committee. The President Elect may select vice-chairs of standing committees. In the absence of the President, the President-elect shall preside at the meetings of the ASR and Board of Directors and perform the duties and exercise the powers of the President. The term of office shall be for a period of one year, at which time

the President-elect shall become the President. The new President shall submit a preliminary report of next years' annual meeting to the board during the Board of Directors meeting held in conjunction with the annual meeting of the Academy. This report shall include meeting location, probable lodging availability and cost, and necessary support requirements.

- C. The **Immediate Past-President** shall serve as the Chair of the Nominating Committee, Chair of the Committee of Past-Presidents, and Chair of the Awards Committee and shall support, advise, and assist the current President in performance of the duties of that office.
- D. The **Treasurer** shall give bond for the faithful discharge of duties in such sum and with such surety as the Board of Directors shall determine. The cost of the bonding is to be paid by the Academy. The Treasurer shall have oversight of, and be responsible for, all funds and securities of the Academy, receive and give receipts for monies due and payable to the Academy from any source whatsoever and deposit all such monies in the name of the Academy in such banks, trust companies, or other Depositories as shall be selected by the Board of Directors. He/she shall assist with and oversee submission to the Board of Directors, on request and at its meetings, an account of all financial transactions and the financial condition of the Academy, and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President, or by the Board of Directors. The term of office shall be for a period of two consecutive two year terms (4 years total).
- E. The **Liaison Officer** shall be responsible for developing and maintaining liaison with other societies whose goals are complementary to the ASR that would further promote the goals of the ASR. In general, the Liaison Officer shall accomplish this goal through interaction, publications, and presentations with and by other societies and academies with similar interest in the art and science of experimental surgery and perform related duties as may, from time to time, be assigned by the President or by the Board of Directors. The term of office shall be for a period of one year, at which time the Liaison Officer shall become the President-elect.

Article IV. The Executive Director.

The **Executive Director** shall be a Board appointed or contracted Administrator or Organization and shall be the custodian of the corporate records and of the seal of the Academy and see that the seal of the Academy is affixed to all documents, the execution of which, on behalf of the Academy under its seal, is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address and business

telephone number of each member, which shall be furnished to the Executive Director by each member; store the permanent files of the Academy; publish a newsletter as directed by the Board of Directors; and in general perform other duties as from time to time may be assigned by the Board of Directors. The Executive Director shall record the minutes of all board meetings, perform all duties to the office of secretary and be responsible for the correspondence of the Academy. The Executive Director shall not be a member of the Board of Directors, and shall not be entitled to vote on matters brought before the Board of Directors. The Executive Director shall be appointed annually by the Board of Directors as an agenda item of the Annual Meeting, and shall be paid as determined by the Board of Directors unless otherwise voted by the Board of Directors.

Article V. Board of Directors.

Section 1. Composition.

A. The Board of Directors shall include the Officers as designated in Article III, Section 1.

B. The Board of Directors shall include a maximum of six (6) at large directors, two elected each year as described in Article III, Section 2 for a term of office of three years. Retiring at-large Directors may be nominated for re-election to a second consecutive term.

C. The Board of Directors shall include the Chair of each standing committee as defined in Article VII, Section 1.

Section 2. Duties.

Each member of the Board of Directors shall possess a single vote relevant to business of the Academy. The operation and management of the Academy and all of its properties and affairs shall be entrusted to the Board of Directors. It shall have and exercise all the powers and authorities of supervision and management not otherwise provided for by the charter, the bylaws, or the laws of the State of Illinois.

Section 3. Board Meetings.

A regular annual meeting of the Board of Directors shall be held on a day proximate with, and at the same location as, the annual meeting of members. The purpose of the Board meeting shall be to conduct the business of the ASR, which may include the following:

- A. Establishment of the annual fees
- B. Selection of the auditors
- C. Reception of the Treasurer's report
- D. Reception of the President's report
- E. Reception of the Liaison Officer's report
- F. Election of the Chair and members of the committees

- G. Selection of the location and date of the next membership meetings
- H. Determination of the membership meeting agenda
- I. Approval of business procedures
- J. Approval of budget to be submitted to membership meeting
- K. Appointment/reappointment of the Executive Director
- L. Other business pertinent to operation of the Academy as appropriate

The reports may be submitted prior to the Board meeting and approved at the meeting as a consent agenda.

Section 4. Special Meetings.

Other meetings of the Board of Directors may be called by the President or any four members of the Board of Directors. The person or persons calling the special meeting of the Board of Directors may fix any place, either inside or outside the State of Illinois, as the place for holding any special meeting of the Board of Directors called by them. Notice of any special meeting of the Board of Directors, together with an agenda, shall be given by written notice delivered personally, sent by U.S. mail or electronically mailed (e-mail) to each member of the Board of Directors at least eight weeks in advance if the meeting is to be in person. Three days notice will be given if the meeting is to occur telephonically. If mailed by U.S. mail, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope, postage prepaid, and addressed as shown on the records of the ASR. If e-mail is used, such notice shall be deemed delivered by electronic confirmation of receipt. Any Board member may waive this notice of any meeting.

Section 5. Quorum.

A majority of the Board of Directors, as defined in Article V, Section 1, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is not present at any meeting of the Board, no business will be transacted and the meeting adjourned.

Section 6. Manner of Acting.

The act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by these bylaws.

ARTICLE VI. Meetings of Members.

Section 1. Annual Business Meeting.

The annual business meeting of the members shall be held on such day and time and place as the Board of Directors shall determine. The order of business at the annual business

meeting may be as follows:

- A. Reading of the minutes
- B. President's report
- C. Treasurer's report
- D. Committee reports
- E. Election of officers
- F. Adoption of budget
- G. Unfinished business
- H. New business
- I. Other business pertinent to operation of the Academy as appropriate
- J. Adjournment

The annual business meeting is open only to members of ASR.

Section 2. Scientific Meeting.

The ASR will promote scientific meetings in conjunction with the annual membership meeting. Scientific meetings may be organized in conjunction and cooperation with other professional societies with related interests with approval of the Board of Directors. The scientific meetings of the ASR shall be open to non-members.

Section 3. Special Business Meetings.

Special meetings of the members may be called by the President, Board of Directors, or not less than 25% of the members in good standing.

Section 4. Notice of Meetings.

Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered either personally, by U.S. mail or e-mailed to each member in good standing not less than eight weeks before the date of such meeting by or at the direction of the President or the officers or persons calling the meeting. The purpose or purposes for which the meeting is called shall be stated in the notice. If mailed by U.S. mail, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail in a sealed envelope, postage prepaid, and addressed to the members at the address shown on the records of the ASR. If e-mailed, the notice shall be deemed delivered by electronic confirmation.

Section 5. Quorum.

The presence of not less than 10% of the total membership of the ASR in attendance of the Annual meeting shall be necessary to constitute a quorum for the transaction of business. If

a quorum is not present at any meeting of members, no business will be transacted and the meeting adjourned.

Section 6. Manner of Acting.

A majority of the votes cast on a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these bylaws.

ARTICLE VII. Committees.

Section 1. Standing Committees.

There shall be six standing committees: **Nominating, Membership, Bylaws, Publications, Program and Certification.** The Chairs of the standing committees shall be appointed by the President with the advice and consent of the Board of Directors. Chairs and members of each standing committee shall be members in good standing of ASR.

A. Nominating Committee.

The Nominating Committee shall consist of up to three members, one of whom shall be the Immediate Past-President who will act as chair of the committee. The President-Elect shall serve as an *ex-officio* member of this Committee. The Nominating Committee shall submit the names of consenting nominees for officers of the ASR to the Board of Directors prior to being voted on by the membership. This action may be performed in conjunction with the annual meeting.

B. Membership Committee.

The Membership Committee shall be composed of the chairman and up to five members. The committee shall review each application for membership and shall consider all data bearing on the applicant's qualifications and make recommendations to the Board of Directors as to each applicant's eligibility for membership and the class of membership for which the applicant is qualified. The Membership Committee shall promote membership in ASR and make recommendations to the Board of Directors on policy matters pertaining to membership.

C. By Laws Committee.

The Bylaws Committee shall consist of up to three members including the Chairman. The Bylaws Committee shall consider and report on questions and problems arising with respect to the bylaws of the ASR and shall make recommendations for revisions to the Board of Directors. The Chair of the Bylaws Committee shall serve as the

Parliamentarian of the ASR.

D. Publications Committee.

The Publications Committee shall be composed of the Chairman and up to three members. A new member shall be appointed annually and serve for a term of three years, with the Senior Committee member serving as Chair. The Editor in Chief of the Journal of the Academy of Surgical Research shall serve as an *ex officio* member of the Publications Committee, but shall not be entitled to vote on matters brought before the Committee. The unexpired term of an interim vacancy on the Committee shall be filled by appointment by the Chair of the Publications Committee with the advice and consent of the Board. The Publications Committee shall consider and recommend to the Board policies and procedures under which technical papers, reports, discussions, and other literature resulting from activities of ASR shall be edited, produced, and distributed, with the objective of publishing information which in quality and quantity will be of maximum service to members. The Committee, working with the President, the President elect, the Executive Director, and the Editor in Chief of the Journal shall be responsible for soliciting bids from potential publishers for the Journal and in completing negotiations with those publishers to secure contractual agreement for publication. In addition, the Publications Committee shall review applications for the position of Editor in Chief of the Journal at appropriate intervals and shall make recommendation to the Board of potential acceptable applicants.

E. Program Committee.

The Program Committee may consist of three members or more including the Chairman. The Program Committee shall promote, review, and select scientific and technical papers for presentation at meetings of the ASR.

F. Certification Committee

The Certification Committee shall provide oversight to all established facets of the SRS, SRT and SRA Certification Program. The committee shall consist of six members serving staggered two year terms plus a chairman.

Section 2. Ad Hoc Committees.

Ad Hoc Committees shall include but are not limited to the following:

A. Committee of Past Presidents.

The Committee of Past Presidents shall include all past presidents of the Academy who continue as members in good standing of the Academy and the Immediate Past-President

shall be the Chair. It shall function as a planning and advisory body to the Board of Directors and the President. A regular annual meeting of the committee will be held at the time of and at the same place as the annual meeting of the membership. Special meetings of the committee may be called by or at the request of the Chair or any four members of the committee.

The committee is responsible for the solicitation of candidate nominations, for the selection of a qualified awardee, and for the presentation of the Jacob Markowitz Award. A member of this committee shall be appointed by the current ASR President to serve as Markowitz Award Chair. Actions associated with candidate selection shall be guided by the regulations of the award (established, approved, and initiated in 1986) which are as follows:

1. The Jacob Markowitz Award was established by the Academy of Surgical Research in 1986 to identify, honor, and promote outstanding contributions to medicine through the art, science, and technology of experimental surgery.
2. Selection of each award recipient will be based on the candidate's impact on medical research/practice through teaching, publications, inventions, and/or expertise in experimental surgical research. One or more (or no) candidates may be selected to receive the award during the annual scientific meeting of the Academy of Surgical Research. The awardee(s) will receive recognition through a medallion and a lifelong honorary membership in the Academy of Surgical Research.
3. The names of the selected candidate nominee or nominees shall be presented to and ratified by the Board of Directors. The award shall be activated only if a suitable candidate is nominated and selected by a majority vote of the Board of Directors at the mid-year board meeting.

B. Awards Committee.

The Committee is responsible for the solicitation and consideration of candidate nominations, for the selection of a qualified awardee, and for the presentation of the von Recum Award and any other awards as determined by the Board. The Chair of the Awards committee shall serve as the von Recum Award Chair. Actions associated with candidate selection shall be guided by the regulations of the award (established, approved, and initiated in 1990) which are as follows:

1. The Andreas von Recum Award was established by the Academy of Surgical Research in 1990 to identify and honor members of the organization for outstanding service to the membership of ASR

2. The award is named for Andreas von Recum, DVM, Ph.D., a talented experimental surgeon who was the founder of the Academy of Surgical Research and its first president. His prolonged and active promotion of the organization as well as his dedicated service to the membership is unparalleled.
3. Any member of the Academy may make nominations. Selection will be based upon the candidate's demonstrated distinguished service past and/or present to the membership of the Academy. Candidates must have been active members of the Academy for at least 5 consecutive years. Candidates must have served as a committee Chair, board member or officer of the Academy for at least one year.
4. A maximum of one award consisting of a plaque may be given at the annual meeting awards banquet of the Academy. This is not intended to necessarily be an annual award, being activated only if a suitable candidate is nominated and selected by a majority vote of the Board of Directors at the mid-year board meeting.

C. Additional Committees

Additional Ad Hoc committees may be appointed in such manner as may be designated by a vote adopted by a majority of the Board of Directors present at a meeting at which a quorum is present. Members of each such committee shall be members of ASR except as otherwise provided by vote of the Board of Directors. Any member of such committee may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interests of ASR shall be served by such removal.

Section 3. Term of Office.

Each member of a committee shall continue as such until the next annual meeting of the membership and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made by the Chair of that committee with approval by the BOD.

Section 5. Quorum.

Unless otherwise provided in the vote designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules.

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII. Contracts, Checks, Deposits, and Funds.

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the ASR to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ASR, and such authority may be general or confined to specific instances.

Section 2. Checks and Drafts.

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the ASR shall be signed by the Treasurer or the Executive Director. For any amount under \$1,000, the Treasurer's or the Executive Director's signature will serve, but for amounts over \$1,000, two signatures will be required, one of whose will be the Treasurer's. The other signature may be the Executive Director or another Board officer.

Section 3. Deposits.

All funds of the ASR shall be deposited promptly to the credit of the ASR in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts.

The Board of Directors may accept, on behalf of the ASR, any contribution, gift, bequest, or device for the general purposes, or for any special purpose of the ASR.

Section 5. Annual Dues.

The Board of Directors, by appropriate two-thirds vote of its number, may determine the amount of annual dues payable to the ASR by each class of members. Upon proof of retirement, a member of the ASR may be eligible for emeritus membership, in which case they are exempted from payment of dues. Failure to pay dues by the due date established

by the Board shall be *prime facie* cause for termination of membership.

ARTICLE IX. Books and Records.

The ASR shall keep complete and correct books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the ASR may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE X. Seal.

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the ASR and the words "Corporate Seal".

ARTICLE XI. Parliamentary Authority.

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the ASR in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the ASR may adopt.

ARTICLE XII. Amendments.

These bylaws can be amended only by a two-thirds majority vote of the members present at any annual or special meeting called for that purpose or by a two-thirds majority vote of the Board of Directors. Written proposals for bylaw amendments must be presented to and approved by the Board of Directors prior to voting by the membership. After review and approval by the Board of Directors, members shall be notified of the proposed amendments prior to the annual or special meeting.

ARTICLE XIII. Dissolution.

In the event of the dissolution of the ASR, the assets of the ASR will be donated to one or more scientific institutions acknowledged being of public utility as selected by the Board.

ARTICLE XIV. Fiscal Year.

The fiscal year of the ASR shall begin on the first day of January of each year and end on the last day of December of that same year.