



AMERICAN COLLEGE OF SURGEONS

## Arkansas Chapter

### BYLAWS OF THE ARKANSAS CHAPTER OF THE AMERICAN COLLEGE OF SURGEONS

#### ARTICLE I Name and Purpose

**Section 1 - Name.** The corporation shall be known as the Arkansas 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 for close fellowship of its Members in uniting their efforts to improve the quality of care for the surgical patient. (4) encouraging and promoting training and education for surgical residents and Members of the Chapter; (5) providing a method of granting membership in the organization; and (6) 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:

- 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 Board of Directors.

**Section 2 –Election of Members.** Fellows and Associate Fellows who complete the membership application and pay dues are automatically Active members of the Chapter. Residents, Medical Students and Affiliates who are members of the American College of Surgeons and who are practicing or residing in Arkansas are automatically Active members of the Chapter.

**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 Board 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.

### **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 directors and for the transaction of such other business as may come before the meeting.

**Section 2 - Special Meetings.** Special meetings of the members may be called at any time either by the president or by a majority of the Board.

**Section 3 - Notice of Meeting.** Written or published 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 30 days before the date of the meeting, either personally, by mail, or electronically 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 U. S. mail with postage thereon prepaid, addressed to the member at his or her address as it appears on the records of the Chapter. Members are responsible for maintaining their current contact information with the chapter secretary and the College.

**Section 4 - Participation.** Only members in good standing may participate in annual business meetings of the Chapter.

**Section 5 - Quorum.** The Fellows present at any meeting of members shall constitute a quorum at such meeting.

**Section 6 - Manner of Acting.** The act of a majority of the voting members present in person and/or virtually 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 Board of Directors**

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

**Section 2 - Composition.** The Board shall consist of

- the elected officers and directors of the Chapter;
- other elected members to include
  - at least one Associate Fellow representing the Resident and Associate Society (RAS) and two resident representatives,
  - at least one Young Fellow representing the Young Fellows Association (YFA),
  - at least one representative of the Association of Women Surgeons (AWS) and/or Women in Surgery, and
- ACS Governor(s) of the College who work or reside in the State;
- the Commission on Cancer State Chair;
- the Chair of the State Committee on Trauma;
- the Chair of Committee on Applicants;
- the Chair of the Membership Committee; and
- Present or past ACS Officers or Members of the ACS Board of Regents who work or reside in the state.

**Section 3 - Election and Term of Office of the Board.** The officers, directors, and elected members of the Board shall be elected by the members at the annual meeting of the members. Directors 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 director shall be elected for a three-year term to replace each retiring member.

**Section 4 - Annual Meeting.** The annual meeting of the Board shall be held without notice other than required by these bylaws just before, after, or during 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 annual meeting of the Board must still take place.

**Section 5 - Special Meetings.** Special meetings of the Board may be called by, or at the request of, the president or a majority of 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 assigned 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 may 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. Such removal shall be effective immediately.

**Section 8 - Notice.** Written or published notice of any special meeting of the Board 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 Board at least five (5) days before the date of the meeting, delivered by mail, email or fax to each member of the Board 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 U.S. 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 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 10 - Manner of Acting.** The act of a majority of the members of the Board present at a duly called meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute, the Articles of Incorporation, or these bylaws.

**Section 11 - Informal Action of the Board.** Any action which is required by law, 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 or email, 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 as a unanimous vote at a duly called and constituted meeting of the Board.

## **ARTICLE V Officers**

**Section 1 - Officers.** The officers of the Chapter shall consist of a president, president-elect, a secretary-treasurer, past president, and three at large directors. Only Fellows may be officers of the Chapter.

**Section 2 - Election and Term of Office of President, President-Elect, and Secretary-Treasurer.**

The president, president-elect, secretary-treasurer 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 shall serve for one year, except the Secretary-Treasurer who shall serve for two years. Officers should not serve more than two consecutive terms in the same role.

**Section 3 - Vacancies.** A vacancy in any office, including the office of director, 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 his or her predecessor and be eligible for election to that office at the next regular election and may serve two consecutive terms thereafter.

**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 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 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 – President-Elect.** The president-elect 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 Board. In the absence of the president or in the event of the president's inability or refusal to act, the president-elect 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 - Secretary-Treasurer.** In the event that the Board contracts with a management company to perform the administrative duties of the secretary-treasurer, the secretary-treasurer shall ensure the contracted tasks are accomplished. Further, the secretary-treasurer shall approve all minutes of the Board and the Annual Business Meeting and financial reports.

In the absence of a management company, the secretary-treasurer 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 Board, 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 American College of Surgeons 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; 10) be the principal accounting and financial officer of the Chapter and shall have charge of and be responsible for (a) the maintenance of adequate books of account for the Chapter; (b) shall have charge and custody of all funds and securities of the Board and be responsible for the receipt and disbursement thereof; (c) 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 (d) 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 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 cost of any such bond or surety to be paid from the funds of the Chapter.

**Section 4 – 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 Board. The Board 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 – Nominating Committee.** The Nominating Committee will consist of the immediate Past-President as Chair, a Governor, two (2) at large members appointed by the President, and one (1) member appointed by the President who is a current member of the Young Fellows Association. The Nominating Committee will issue an open call for nominations to the entire Chapter.

**Section 2 – Other Committees.** Committees may be established at the discretion of the President or by resolution of the Board 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 3 - Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the Board 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 Board 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 Board 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 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.

**Section 6 - Quorum and Manner of Acting.** Unless otherwise provided in the resolution of the Board 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.

## **ARTICLE IX Dues**

Annual Chapter dues shall be set by the Board at its annual meeting. Additional assessments may be made by the Board, should they be deemed necessary, at any annual or special meeting. Medical students and retired members are dues exempt. Senior members are dues exempt upon request.

## **ARTICLE X 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 current edition of *Sturgis' Standard Code of Parliamentary Procedure*, except as otherwise provided by statute, the Articles of Incorporation, or these bylaws.

**ARTICLE XI**  
**American 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 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 such capacity with or for the Chapter.

The Chapter shall purchase and maintain insurance on behalf of any or all Directors, 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.

**ARTICLE XIII**  
**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 written notice of the proposed change or changes shall have been given to each voting member at least thirty (30) days prior to the annual meeting.

**ARTICLE XIV**  
**Repeal of Prior Bylaws**

Upon the adoption of these Bylaws, all previous Bylaws are hereby repealed.

Adopted: June 1, 2022