

**BYLAWS OF
MINNESOTA SURGICAL SOCIETY
A CHAPTER OF THE AMERICAN COLLEGE OF SURGEONS
REVISED MAY 7, 2014**

**ARTICLE I
Name and Purpose**

Section 1 - Name. The corporation shall be known as the Minnesota Surgical Society - A Chapter of the American College of Surgeons (hereinafter referred to as the "Chapter").

Section 2 - Purpose. The purposes of the corporation are educational and professional, including but not limited to elevating the standards of surgery and educating the public and the profession with respect to surgical care.

**ARTICLE II
Members**

Section 1 - Classes of Members. The Chapter shall have four classes of members: active, affiliate, retired, and resident. The qualifications for membership in the respective classes is as follows:

(a) Active Members: Active members shall be Fellows and Associate Fellows of the American College of Surgeons residing or practicing in the state of Minnesota who apply for membership in the Chapter and agree to comply with its bylaws. At the time of ratification of these bylaws, all currently active members will continue their eligibility as active members, whether or not Fellows or Associate Fellows of the American College of Surgeons.

(b) Affiliate Members: Affiliate members shall be licensed registered nurses, nurse practitioners, physician assistants and pharmacists who are members of the American College of Surgeons residing or practicing in the field of surgery who apply for membership in the Chapter and agree to comply with its bylaws. Affiliate members are not eligible for Board leadership positions and are not allowed to vote on Society business. Their membership dues are less than that of Active members as determined by the Board.

An application procedure for obtaining Active and Affiliate membership shall be established by the Council.

(c) Retired Members: Any retired members in good standing, having attained the age of 65 years, shall, upon application to the secretary, be transferred to retired membership status. Retired members shall not be required to pay dues but are urged to continue active participation in the scientific and social affairs of the Society.

(d) Resident Members: Resident members consist of all residents and fellows participating in accredited surgery training programs throughout the state. Membership affords nonvoting

privileges and facilitates participation in the Society while awaiting completion of The American Board of Surgery Certification. Membership is free to residents who are currently employed and in good standing in an accredited training program in the state of Minnesota.

Section 2 - Election of Members. Membership in this Chapter shall be made by formal application to the Secretary, who shall then submit such application for review by the Board.

Section 3 - Termination of Membership. Membership in the Chapter shall terminate:

- (a) upon the receipt by the Board of the written resignation of a member;
- (b) upon the failure of a member to pay dues for a period of one year after such member shall have been notified in writing of such delinquency;
- (c) in the case of an Active or Affiliate member, when such member shall cease to be a Fellow or Associate Fellow of the College.

Section 4 - Reinstatement of Membership. A person whose membership in the Chapter has been terminated due to nonpayment of dues may be reinstated upon payment in full of such dues owing to the Chapter.

ARTICLE III Meetings of Members

Section 1 - Annual Meeting. Biannual Meeting of the members of the Chapter shall be held each year at such time and place as determined by the Board for the purpose of electing officers and board members and for the transaction of such other business as may come before the membership..

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

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 30 days before the date of the meeting. This notice may be communicated electronically.

Section 4 - Quorum. The members present shall constitute a quorum for the transaction of business at any meeting, and the act of a majority of the members present at any meeting shall be the act of the membership.

Section 5 - Manner of Acting. At each annual or special meeting of the active members, each active member of the Chapter may vote, in person or by proxy, by voice or by ballot, or if notice of meeting or of voting shall specify that voting is to be by mail (or electronic mail) vote, each active member may vote by ballot mailed or e-mailed to the address specified in the notice. Except where otherwise required or provided by statute, by the Articles of Incorporation, or by

other provisions of these bylaws, at any meeting and in any voting by mail where a quorum is present, each matter shall be decided by a majority vote of the members voting on such matter.

ARTICLE IV

Board of Directors

Section 1 – Governing Body. The Board of Directors shall be the governing body of this Corporation and shall control its affairs and conduct its transactions subject to such bylaws as may be adopted from time to time.

Section 2 - Composition. The council shall consist of the officers of the Chapter, nine councilors elected by the members of the Chapter, Governors of the College, the Chair of the Cancer Committee or Cancer Liaison Fellows residing in the area, and the Chair of the College State or Provincial Trauma Committee.

Section 3 - Election and Terms of Office for the Board members. The councilors of the Chapter shall be elected by the members at the annual meeting of the members. At the first annual meeting of the Chapter, each group of three councilors shall be elected as follows: three to serve for a term of three years; three to serve for a term of two years; three to serve for a term of one year. To maintain this rotation, at each annual meeting thereafter, three councilors shall be elected for a three-year term to replace each retiring member.

Section 4 - Annual Meeting. Biannual meetings of the Board shall be held in conjunction with the biannual meeting of the members.

Section 5 - Special Meetings. Special meetings of the Board may be called by or at the request of the President or the Governor at Large. The person or persons calling the special meeting of the Board may fix the time and place for holding the meeting.

Section 6 - Notice. Written or printed 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 7 days before the date of the meeting. This notice may be communicated electronically.

Section 7 - Quorum. A majority of the members of the Board present shall constitute a quorum for the transaction of business at any meeting, and the act of a majority of the members of the Board present at any meeting shall be the act of the Board.

Section 8 - Manner of Acting. The act of a majority of the members of the Board present at a duly called meeting or voting by mail or electronic mail 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.

ARTICLE V

Officers

Section 1 – Composition. The Officers of the Board of Directors shall be composed of the President, President-Elect, immediate Past President, and the Secretary/Treasurer

Section 2 - Election and Term of Office of President, Immediate Past President, President - Elect, and Secretary-Treasurer. The President, Immediate Past President and President-Elect, of the Chapter shall be elected by the members at their annual meeting. The Secretary - Treasurer Position shall serve a term of three years. If the election of such officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each such officer shall hold office for two years or until his or her successor has been duly elected and qualified.

Section 3 - Vacancies. A vacancy in any office or board position 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. This replacement procedure does not apply to Governors-at-Large, who are elected by the Fellows, or to the Cancer or Trauma Liaisons, who are appointed by the Commission and Committee respectively.

ARTICLE VI Duties of Officers

Section 1 - President. The President shall preside at all meetings of the Chapter and the Board of Directors. He or she shall appoint all committees and perform such other duties as custom and parliamentary usage may require.

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. The secretary - treasurer shall ensure that the Chapter's records are kept up-to-date and oversee the accounting of the Chapter. These duties include (1) overseeing the maintenance of adequate books of account for the Chapter; (2) primary financial oversight and management of Chapter funds including disbursements and deposits; (3) ensuring the maintenance of a current membership list with updated contact information; (4) maintaining minutes of the meetings of the members and of the Board; (5) seeing that all meeting notices are duly given in accordance with statutes, the Articles of Incorporation and these bylaws; (6) being custodian of the Chapter's records; (8) performing all duties customarily incident to the office of secretary - treasurer and such other duties as from time to time may be assigned by the President or the Council.

ARTICLE VII Committees

Section 1 - Establishment and Composition. Committees may be established 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 2 - 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 - Quorum and Manner of Acting. Unless otherwise provided in the resolution of the Board establishing a committee, an act of a majority of the members present at a duly called meeting shall be the act of the committee.

ARTICLE VIII Dues

Annual dues shall be set by the Board at its annual meeting. Additional assessments may be made by the Board at any annual or special meeting.

ARTICLE IX 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 *Roberts Rules of Order*, except as otherwise provided by statute, the Articles of Incorporation, or these bylaws.

ARTICLE X 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 XI

Indemnification

To the full extent permitted by law, unless due to the individual's gross negligence or willful misconduct, the Chapter shall indemnify any and all of its board members, officers, or committee members, and every former board member, 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 board members, 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 XII

Dissolution

In the event the Chapter dissolves for any reason, all available funds and assets are to be equally distributed as educational grants among existing medical schools within the State of Minnesota.

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 in accordance with the requirements set forth in Article III.