



# **Bylaws of The Lebanon Chapter of The American College of Surgeons**

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## **MISSION STATEMENT**

*The American College of Surgeons* is dedicated to improving the care of surgical patient and to safeguarding standards of care in an optimal and ethical practice environment.

## **VISION STATEMENT**

*The American College of Surgeons, as an association of surgeons, is dedicated to promoting the highest standards of surgical care through education of and advocacy for its Fellows and their patients. The College provides a cohesive voice addressing societal issues relating to surgery. The American College of Surgeons supports programs and policies which ensure patients access to high-quality, effective care provided by appropriately prepared and well-qualified surgical specialists of their choosing. Such care is to be delivered in a system that provides maximum safeguards for patient safety. Since 1913, the American College of Surgeons has initiated programs that have protected patients both in and out of the hospital. The American College of Surgeons will work with interested and qualified parties to provide patients with the maximum safety in a system that puts patient welfare first.*

## **ARTICLE I**

### **NAME AND PURPOSE**

#### **Section 1 - Name**

The Association shall be known as the Lebanon Chapter of the American College of Surgeons.

#### **Section 2 — Purpose**

The Purpose of the Chapter shall be to endeavor to attain the objectives of the American College of Surgeons in Lebanon which includes:

- A. Elevating the standards of Surgery in Lebanon
- B. Promoting high quality and safe surgical practice among surgeons
- C. Establishing a standard of competency and character for practitioners of Surgery
- D. Providing a method of granting membership in the Organization ; and
- E. Educating the public and the profession to understand that the practice of surgery calls for special training and that the Surgeon elected to Fellowship in this College has had such training and is properly qualified to practice Surgery.

## **ARTICLE II**

### **MEMBERS**

#### **Section 1-Classes of Members**

The Chapter shall have one Class of Members: The Active Members.

These Members shall be Fellows of the American College of Surgeons residing and practicing in Lebanon who have applied for membership in the Chapter and agreed to comply with its bylaws.

#### **Section 2- Election of members**

All Members of the American College of Surgeons are automatically accepted in the Lebanon 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**

- A. Upon the 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 and having 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
- D. In the case of a Member, when he ceases to be a Fellow of the. College.

#### **Section 5- Reinstatement of membership**

A person whose membership in the Chapter has been terminated due to non-payment of dues may be reinstated upon payment in full of such dues owing to the chapter.

## **ARTICLE III**

### **MEETING OF MEMBERS**

#### **Section 1-Annual Meeting (General Assembly)**

An annual meeting of the General Assembly of all members of the Chapter shall be held at the end of each year for election of new Officers and for the transaction of such other business as may come before the meeting. If the annual Meeting is not held when called for, the Council shall cause it to be held as soon thereafter as may be convenient.

#### **Section 2 – Special Meetings**

Special meetings of the general Assembly may be called at any time upon the request of the President, the Council or by a simple majority of the General Assembly.

#### **Section 3-Notice of Meeting**

A printed notice stating the place, day, and hour of the meeting and the purpose for which the meeting is called shall be delivered to each member not less than fifteen days before the date of the meeting.

#### **Section 4 – Voting Lists**

The Secretary of the Chapter shall prepare before each meeting a complete list, arranged in alphabetical order of voting members attending such meeting.

#### **Section 5 – Quorum**

A simple majority of the voting members of the Chapter (50%+1) shall constitute a quorum at any meeting of the members. In case of lack of quorum the meeting can be adjourned to be held one hour later with those members present. In case of equality of vote, the vote of the President is preponderant.

#### **Section 6 – Manner of Acting**

The act of a majority of the voting members present in person at duly called meeting at which a quorum is present shall be the act of members, unless otherwise stated.

#### **Section 7 – Informal Action by Membership**

Any action required by 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 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. The duties of the council are:

- A. Assist the officers in conducting the business of the chapter.
- B. Establish dues structure, subject to approval by chapter Fellows at the chapter's annual meeting.
- C. Recommend changes in chapter bylaws, subject to approval by the ACS Board of Regents.
- D. Meet at least twice annually, once in conjunction with the annual meeting of the chapter.
- E. Conduct telephone conference calls as appropriate, and communicate electronically as required.
- F. Advise the chapter president regarding committee appointments and make recommendations concerning the organization of new chapter committees.
- G. Receive reports from:
  - i. Governor(s)
  - ii. Chapter officers
  - iii. Chapter committee chairs
  - iv. College officials or staff, if invited to participate
  - v. Others
- H. Recommend date(s) and place(s) of next annual meeting of the chapter.
- I. Nominate Governors-at-Large with the chapter secretary's direction.
- J. Conduct such other business within the authority of the council as determined by its bylaws.
- K. Establish the agenda for the annual meeting of the chapter's business session.

### **Section 2- Composition**

The Council shall consist of the Officers of the Chapter, the Councilors elected by the members of the chapter, the Governor of the College and the immediate past president as well. The Chairmen of any formed committee (Trauma Committee, Cancer Committee and other formed Committees) may be considered as members of the Council (voting members) in case meeting involves problem pertaining to their chairmanship.

### **Section 3- Election and Term of Office of the Councilors**

The Councilors of the Chapter are five in number. They shall be elected by the General Assembly at its annual Meeting. All serve for a term of two years.

### **Section 4- Annual Meeting**

The annual meeting of the Council shall be held before or after the annual meeting of the General Assembly. The agenda for the annual meeting of the chapter should include the following items of business:

- A. Call to order by the president
- B. Approval of minutes of previous meeting(s)
- C. Report of secretary-treasurer with appropriate motions for approval after discussion
- D. Report of the Governor(s) with appropriate discussion following the report
- E. Reports from chapter committee chairs with time for discussion, if necessary
- F. Remarks from guests, if appropriate
- G. Suggestions for Elections of officers
- H. Old business
- I. New business
- J. Adjournment

### **Section 5- Special Meeting**

Special meetings of the Council may be called by or at request of the President or any three Council members. The President may fix the place for holding any such special meetings.

### **Section 6- Notice**

Call for the meeting shall be in writing or by phone stating the place, day and hour of the meeting and the purpose for which the meeting is called. Such notice shall be given to each member of the council at least 10 days in advance.

### **Section 7- Quorum**

A simple majority of the members of the Council (50%+1) shall constitute a quorum. If less than a simple majority of the members is present the meeting is adjourned to another time.

### **Section 8- Manner of Acting**

The act of a majority of the Council members present in person at duly called meeting at which a quorum is present shall be the act of the council, unless otherwise stated.

### **Section 9- Meeting by Conference Call**

Participating in such meeting shall constitute attendance and presence in person at the meeting. Decisions taken during such meeting, signed later by all members shall have same force as a unanimous vote at a duly called meeting of the Council.

## **ARTICLE V OFFICERS**

### **Section1 – Officers**

The Officers of the Chapter shall consist of:

- A. President
- B. President Elect
- C. Past President
- D. Secretary
- E. Treasurer
- F. Five Councilors

### **Section 2 – Election and Term of Office of Officers**

The President, President Elect, Secretary and Treasurer of the Chapter shall be elected every two years by the members at the annual meeting of the General Assembly. The secretary may be re-elected for only one additional term. Each such officer shall hold office until the next annual meeting of the members and until his/her successor shall have been duly elected and qualified.

### **Section 3 – Vacancies**

In the case of unexpected vacancy in any post of the Office, the President will designate another active member either from the Council or another member of the Chapter, to continue the term except for the post of President or President Elect. These members shall be replaced through an election by the members.

## **ARTICLE VI DUTIES OF OFFICERS**

### **Section 1- President**

The position of president holds two central responsibilities: First, to keep the chapter focused on meeting its goals as well as the goals of the College; second, to oversee the officers and committees of the chapter. In keeping with these general aims, the duties of a chapter president might be as follows:

- A. Monitor the progress of the chapter in view of its goals and objectives.
- B. Preside at the annual meeting of the chapter and all meetings of the council or governing body.
- C. Serve as a spokesperson for the chapter in representing the interests of surgery at the state or provincial and community levels.
- D. Extend chapter influence by maintaining good relations with other chapters, state or provincial medical associations, and lay organizations.
- E. Appoint appropriate chapter committees; provide guidance to committees to enable them to fulfill their responsibilities.
- F. Designate a senior vice president or other officer to perform the duties of the president in his or her absence.
- G. Keep current with new information and policies from the College; communicate the information to chapter members.
- H. Maintain a close relationship with the College in conducting chapter activities and programs; communicate local needs and ideas to the College.
- I. Represent the chapter at national meetings.
- J. Recognize the achievements of chapter members.

### **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 council. 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 – Treasurer**

The duties of the treasurer include:

- A. Administer the funds of the chapter.
- B. Distribute dues notices and periodically review with the council any delinquent members.
- C. Deposit all funds and securities of the Chapter in such banks, trust companies or other depositories as shall be selected by the Council.
- D. Maintain accurate financial records of all expenses and revenues and retain all bank statements and canceled checks.
- E. Maintain records of all authorizations for disbursements of funds.
- F. Prepare necessary financial reports for review by the council as well as by government agencies. (These reports may be prepared for the treasurer by an accountant.)
- G. Secure necessary council authorization to open and maintain checking and savings accounts and signature authorizations.
- H. Respond to inquiries from members about financial matters.



- I. Shall perform all the duties customarily to the office of the treasurer and other duties as assigned by the President or the Council.

#### Section 4 – Secretary

The secretary shall:

- A. Have charge of the membership book of the Chapter
- B. Prepare before each meeting an alphabetical listing of all voting members
- C. Keep minutes of the meetings of the members and of the council in one or more books maintained for the purpose
- D. See that all meeting notices are duly given in accordance with statutes, the Articles of the Association, and these bylaws
- E. Be custodian of the Chapter's records and seal
- F. Keep a record of the mailing address of each member of the Chapter
- G. Maintain a current roster of all Fellows residing in Lebanon, including those who are not members of the Chapter
- H. 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.
- I. Submit the chapter's Annual Meeting Report to the ACS Division of Member Services (on forms provided for this purpose) within 10 days after the chapter's annual meeting. The Annual Meeting Report should include copies of all minutes of the meetings of the council or governing body, minutes of the business session at the annual meeting, a year-end financial statement, and an annual meeting program.
- J. Coordinate the activities of the council in nominating Governor(s)-at-Large. In April of each year, the secretaries of chapters where Governor-at-Large vacancies will occur will receive one nomination form for each pending vacancy or new seat. Upon receipt of the form(s), the secretary should:
  - i. Complete and submit the nomination form(s) to the ACS Division of Member Services after the chapter council has nominated the Governor.
  - ii. Determine if the balloting by the chapter council will be through a council meeting, telephone conference, or correspondence.
  - iii. Conduct the actual balloting for Governor Nominees.
  - iv. Tabulate the votes of the council members and list a nominee and an alternate for each vacancy.
  - v. Confirm the final nominee (or slate of nominees) with the council.
  - vi. Complete and sign the nomination form(s) and return it to the ACS Division of Member Services in June.
- K. Distribute to members of the chapter meeting notices, reports, and additional communications as requested by the Chapter Council
- L. Coordinates printing and distribution of the chapter scientific program and the chapter newsletter.
- M. Arrange, as necessary, for meeting sites and facilities for chapter meetings and committee meetings. This should be done at least six months prior to the meeting, when possible.
- N. Notify the ACS Division of Member Services of future chapter meeting dates and places sufficiently in advance of the meeting (at least four months) so that the meeting can be publicized in the *Bulletin of the American College of Surgeons*. The name, address, and phone number of a contact person for the meeting also should be include
- O. Perform specific duties having relation with the mother College such as notifying the Organization Department of future Chapter dates and alert the proper Department of *new* officers after each election

## **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 – 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.

## **ARTICLE IX DUES**

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

*The following categories of Fellows are exempted from paying dues:*

- Fellows who pay dues through their 65th birthday and are awarded “Senior Status”
- Fellows who have received “Retired” status, which is granted by the Board of Regents. A retired Fellow is a Fellow who is no longer in medical practice. A Fellow who has been granted this status by the College is no longer billed for annual dues and receives a special identification card.

## **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 Association, 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 any 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, 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, 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 two-thirds 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.

*[Note: All bylaw amendments shall be submitted to the Board of Regents of the American College of Surgeons for approval. Disapproval by the Board of Regents shall render such amendments null and void.]*

## **ARTICLE XIV THE GOVERNOR**

The Governor is the connecting link between the Fellows and the Regents. The Governor shall have privilege of voting in the Chapter's meetings.

### **Section 1 - Procedures for Nominating Governors**

- A. Each chapter is responsible for nominating Governors-at-Large for its specific geographic area.
- B. The chapter council is responsible for nominating Governors-at-Large. Nominations should be made by council members, excluding Governor ex-officio members eligible for election, at the annual meeting of the council, **or** if this is not possible, during a telephone conference call, **or** by mail/e-mail ballot. A majority of the voting members of the council in office at any given time shall constitute a quorum, which must be present during the meeting or telephone conference at which candidates for Governors-at-Large are recommended. A corresponding majority is also necessary if nominations are made by mail/e-mail ballot. Chapters must not submit nominees or alternates whose ACS membership dues are not current.
- C. The chapter secretary will be responsible for tabulating the votes of council members and listing the nominee and the alternate receiving the largest number of council votes. These names will be listed on the official ACS Governor Nomination form, signed by the chapter secretary, and submitted to Paul E. Collicott, MD, FACS, Director, Division of Member Services. The Nominating Committee of the Fellows is responsible for making final nominations for election to the Board of Governors during its meetings at the Clinical Congress in October.
- D. The Division of Member Services will notify chapter secretaries when Governor-at-Large vacancies occur in their respective areas. Nomination forms will be sent to each chapter secretary in April of each year for use by chapter councils in nominating Governors-at-Large. Chapter secretaries, in turn, should notify their members about Governor-at-Large vacancies and encourage suggestions from chapter members to be considered by the council when nominating Governors-at-Large.
- E. In April, chapter secretaries of those chapters where Governor-at-Large vacancies occur will receive one nomination form for each pending vacancy or new seat. Upon receipt of these forms, **the secretary** should follow the following procedure:
  - i. Retain the nomination form(s) for completion and submission to the Division of Member Services after action is taken by the chapter council to nominate Governor(s).
  - ii. Determine if the action by the council will be through a council meeting, telephone conference, or mail/e-mail ballot.

- iii. Conduct the actual balloting for Governor Nominees through a council meeting, telephone conference, or mail ballot.
  - iv. Tabulate the votes of the council members, and list a nominee and the required alternate for each vacancy.
  - v. Confirm the final slate(s) of nominees with the council members.
  - vi. Fully complete and sign the nomination form(s) and return to the Division of Member Services.
- F. The Division of Member Services will compile all Governor Nominations together with background information and prepare a summary printout for use by the Nominating Committee of the Fellows, which is responsible for final selection of Governor Nominations during the Clinical Congress in October. All Governor Nominations are voted on by the Fellows attending the Annual Meeting of Fellows during the Clinical Congress.
- G. When a chapter officer is nominated as a Governor, the chapter should elect a replacement chapter officer as soon as possible following the official election of its nominee as a Governor. The chapter should also follow this same procedure if a chapter officer is elected to the Board of Regents. This procedure helps to ensure that leadership positions within the College will be available to a greater number of Fellows.

## **Section 2 - Duties of the Governor**

- A. Shall act as a liaison between the Board of Regents and the Fellows. He represents them and shall know their problems and ideas.
- B. Shall render report on his local activities and on the College situation in his area.
- C. Shall render the Annual report on the activities of the chapter, requested h May of each Year to be discussed by July 1st.
- D. Shall attend formal meeting of the Board of Governors held the Sunday prior to the Clinical *Congress*. Absence of a Governor from two (2) consecutive meetings of the Board of Governors, without adequate excuse submitted to the Secretary of the Board In writing, shall make a Governor ineligible for re-election to the Board.
- E. Shall attend and participate in Chapter meeting; evaluate and notify the College.
- F. Shall attend and participate in the Annual Convocation on Thursday evening of the Clinical Congress week, as evidence of interest and as an inspiration to the Initiates who are receiving their Fellowship.

## **Section 3 - Terms and Vacancies:**

- A. The term for a Governor is three years. Every Chapter can recommend a Candidate for Governor. The College will ballot individual Fellows requesting three nominees in order of preference. The nomination Committee gives the final nomination in October.
- B. A Governor may serve two consecutive three-year terms.
- C. No Governor shall be elected for more than two terms in succession.
- D. Interim vacancies shall be filled by election at the next meeting of the Office following the occurrence of such vacancies. The elected Governor shall serve until the expiration of the term of his respective predecessor.
- E. If Chapter Officer is nominated for Governor, the Chapter shall elect a replacement Chapter Officer as soon as possible.