

# New York Regional Society of Plastic Surgeons Bylaws

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REVISED JANUARY, 2019

## ARTICLE I.

### NAME

The name of this Not-For-Profit Corporation is the NEW YORK REGIONAL SOCIETY OF PLASTIC SURGERY, INC. (the "Society").

## ARTICLE II.

### PURPOSES

The purposes of the Society are:

Section 1. To benefit humanity by advancing and improving the art and science of plastic and reconstructive surgery;

Section 2. To promote the development of the highest standards of professional skills and competence among plastic surgeons;

Section 3. To promote the exchange of information and ideas among plastic surgeons;

Section 4. To provide the public with information about scientific progress in plastic and reconstructive surgery, and

Section 5. To promote the purposes and effectiveness of plastic surgeons as are consistent with the public interest.

## ARTICLE III.

### MEMBERSHIP

Section 1. General. Membership in the Society shall be at the invitation of the Society and a privilege, not a right. Regularly licensed physicians engaged in the practice of plastic and reconstructive surgery, and others who fulfill the requirements of these By-Laws, and who agree to comply with the Society's Certificate of Incorporation, standing rules and codes may be admitted to membership.

Section 2. Classes of Membership. There shall be five classes of membership, as follows: Active Members; Senior members; Resident members; Candidate members; and Associate members.

### Section 3. Rights and Privileges of Members.

#### A. Active Members

1. Shall be surgeons of high moral standing and professional qualifications who are actively engaged in the practice of plastic and reconstructive surgery.
2. Certification by the American Board of Plastic Surgery (or its Canadian equivalent) ("ASPS"), and membership in the American Society of Plastic Surgeons, Inc. ("**ASPS**") shall be prerequisites for Active Membership.
3. Founder Members shall be included in this category.
4. The names and qualifications of nominees for Active Membership shall be submitted on a membership application by an Active Member, shall be further endorsed by two other Active Members, and submitted to the Board of Directors for its recommendation to the Society. Active Members shall be elected by a four-fifths affirmative vote of a quorum present at a regular meeting of Members.
5. Active Members shall pay such dues as are determined by the Board, and shall have all privileges of active participation, including voting, serving on committees, and being eligible for elective office.

#### B. Senior Members

1. Active Members who have attained the age of sixty-five, and who have retired from active medical practice may, upon written request to the Secretary, be reclassified by the Board of Directors as Senior Members.
2. Such members shall not be required to pay dues, and shall retain all other privileges of Active Membership, including voting and holding office.

#### C. Resident Members

1. Physicians serving in an **ASPS** approved plastic surgery training program in the New York regional area shall automatically, without formal application, be admitted as Resident Members of the Society upon beginning their service as a resident physician.
2. Resident Memberships expire automatically upon completion of service in such training programs.
3. Resident Members shall not be required to pay dues, may attend and participate in business and scientific meetings and may present papers and serve on committees. They may not vote or hold office.

4. Upon completion of the residency program, and satisfaction of all other prerequisites to membership, Resident Members shall be offered Candidate Membership standing.

#### D. Candidate Members

1. Candidate Members shall be practicing plastic surgeons who are eligible for the examination(s) of the **ABPS**.
2. Candidate Members who have not achieved certification by ABPS within seven years from eligibility, shall be removed from membership in the Society.
3. Candidate Members shall pay such dues as are determined by the Board and may attend and participate in business and scientific meetings, may present papers and serve on committees. They may not vote or hold office.
4. Upon certification by the ABPS and election to ASPS, full membership shall be confirmed by approval of the membership or Board of Directors.

#### E. Associate Members

1. At the Board's discretion and with its unanimous approval, **E.** outstanding physicians and scientists may be invited to accept the non-voting status of Associate Member. Those so honored shall be of highest moral and professional standing, of exceptional eminence in their field, and shall have made substantial contributions to the advancement of plastic and reconstructive surgery.
2. Associate Members shall pay such dues as are determined by the Board and may participate in business and scientific meetings, may present papers and serve on committees. They may not vote or hold office.
3. The names of candidates for Associate Member status will be presented to the Society by the Board for confirmation and approval by a four-fifths affirmative vote of a quorum present at a regular meeting.

#### F. Resignations:

1. Any member of any class may resign by filing a written resignation with the Secretary; such resignation shall not relieve the member of the obligation to pay any dues or other charges thereto fore accrued or unpaid.
2. Loss of license to practice medicine or censure or loss of membership or good standing in ASPS shall result in revocation of membership.

## **ARTICLE IV.**

### **OFFICERS**

Section 1. The elected officers of the Society shall be: President, a President-Elect, a Vice-President, a Secretary, a Treasurer, and an Historian.

Section 2. Officers shall be elected by ballot at the Annual Meeting for a term of one year.

Section 3. The President, the President-Elect and the Vice-President may not succeed themselves.

Section 4. Any voting member in good standing shall be eligible for nomination and election to any elective office of this Society.

Section 5. A parliamentarian shall be appointed by the President and may not vote.

Section 6. Procedure for Election of Officers.

1. At the Membership meeting prior to the Annual Membership Meeting, a *Nominating* Committee shall be established. The chairperson will be the immediate past president; five additional members will be elected. They shall prepare and submit a slate of nominations for each of the elective officers to be filled at the end of the Annual Meeting.
2. Those so elected will take office immediately at the close of the Annual Meeting at which such election occurs.
3. Except for the offices of President, President-Elect and Vice-President, there shall be no re-election limit or restriction.
4. Vacancy in any elective office shall be filled by the Board of Directors until the next Annual Meeting, at which time it shall be filled in accordance with the provisions of this Article 6 (A) and (b).

Section 7. Duties of Officers.

#### A. President:

1. Shall serve as President of the Society and Chairman of the Board of Directors.
2. With Board authority, shall sign all contracts and similar instruments on behalf of the Society.
3. Unless specified otherwise, shall make the necessary appointments to various committees.
4. Shall serve as a voting member, ex-officio, on all committees, except the Nominating Committee and the Hearing Committee.

B. President-Elect:

1. Shall succeed to the presidency upon the expiration of the President's term.
2. Shall serve on the Board and shall have the specific duties delegated to him by the Board.

C. Vice-President:

1. Shall preside in the absence or inability of the President and will then perform all duties pertaining to that office.
2. Shall serve on the Board.

D. Secretary:

1. Shall serve as Secretary of the Society and of the Board, shall maintain minutes of all meetings and make copies of same available to all Directors.
2. Shall maintain records, papers, books, policy manuals, the membership roster and similar Society and Board materials.
3. Shall mail all notices and carry into execution all orders, votes, and resolutions.
4. Shall handle all correspondence and perform such other duties as are customarily performed by the secretary of a similar organization.

E. Treasurer:

1. Shall serve on the Board and shall have custody of all Society monies and shall disperse same upon proper authorization.
2. Shall establish proper accounting procedures, be responsible for depositing all funds, send bills to all members for fees and dues, prepare an Annual Report and Budget, and such other periodic financial reports as the Board requests.
3. Shall supervise proper filing of annual registration and tax documents.

F. Historian:

1. Shall also serve on the Board.
2. Shall maintain a history of the organization from its inception, shall record all special events pertaining to the Society and its members, and shall keep records of unpublished materials suitable for a booklet which may be prepared by a special committee at the close of each five year period as Historian.

G. Parliamentarian:

1. Shall advise the President and shall rule on all questions of parliamentary procedure and law as Parliamentarian at all meetings of the Society and Board of Directors.
2. At the request of the President, any or all officers shall prepare an Annual Report in writing containing the activities, action and programs conducted by their office during the year along with recommendations for the office, and submit it to the President seven days prior to the Annual Meeting.

H. Resident Representative(s)

1. Shall serve on the Board as a non-voting member.
2. Shall be appointed by the Board of Directors.

I. State Society Representatives (3)

1. Shall be a representative from the New York, New Jersey, and Connecticut State Society of Plastic Surgeons
2. Shall serve on the Board of Directors as a voting member

Section 8. Board of Trustees

1. A Board of Trustees is established to help furnish the Board of Directors with advice, direction and historical memory.
2. Trustees must be members of the society in good standing and serve on the board with voice and vote.
3. The Board of Trustees will be made up of at least 5 members of the society who will be appointed by the president with the approval of the Board of Directors.
4. The term will be 1 year, and there will be no limit to reappointments.
5. Candidates for Trustee can be prior presidents or other active members of the society that can help advise the board.
6. Trustees should be appointed to the following committees: Nominating (2), Program (1), and Ethics.

**Article V.**

MEETINGS OF THE MEMBERSHIP

Section 1. The Society shall hold meetings of the Membership.

Section 2. There shall be at least two regular meetings each year plus one Annual Meeting, the Annual Meeting should be in November.

Section 3. Special meetings may be called from time to time by the President, or by the written request of ten or more voting members, which request shall state the purpose for such meeting. Special meetings shall have a definite purpose specified in the notice for the meeting. The entire membership shall be notified in writing of the date and location of all meetings at least fourteen days prior to the date of such meeting. The notice of a special meeting shall specify the purpose of such meeting.

Section 4. One-fifth of the voting membership shall constitute a quorum at all meetings of the Membership.

Section 5. Voting

1. At all meetings of the Membership, each voting member shall have one vote, and may take part and vote in person only and not by proxy.
2. A vote by ballot shall be required in these cases:
  - i. Election of Officers;
  - ii. Election of Nominating Committee Members;
  - iii. Election of Hearing Committee Members;
  - iv. Election of Members;
  - v. Any action relating to disciplinary proceedings against a member; and
  - vi. Whenever a ballot vote is requested by a majority of the Members.
3. The Board may submit any proposal to all voting Members for a vote--by-mail or electronic ballot. The proposal need not be approved by the Board but the proposal, as submitted to the Members, must include the Board's opinion(s). The proposition to be voted upon shall be submitted by the Secretary to all voting Members at least thirty days prior to the date specified for the return of said ballots.
4. On any mail or electronic *vote*, no less than seventy percent of *the voting Members* must cast a ballot to constitute a valid action. Any majority action taken by mail ballot shall have the same force and effect as action taken at a meeting of the Membership.

## **ARTICLE VI.**

### **MANAGEMENT AND COMMITTEES**

Section 1. The business of the Society shall be transacted through its Board of Directors (the *Board*"), which shall have fourteen members, consisting of: (i) the President, President-Elect, Vice-President, Secretary, Treasurer and Historian, each of whom shall serve as Directors for a one year term; (ii) the immediate past President, who shall

serve as a Director for the three years following his term of office; *and (iii)*two properly qualified voting members shall be elected at each Annual Meeting to serve as Members-at-large for two year terms, representing the States of New Jersey and Connecticut.

Chiefs of Service of all regional training programs shall serve as officers without voting privileges. Five Trustees will also serve on the Board.

Section 2. The Board shall determine all Society policies and fix all fees *and* charges. Its authority *shall* extend to all matters not expressly granted *to* others in *these* By-Laws.

The Board shall not act inconsistently with the policies or codes of the ASPRS.

Section 3. The Board of Directors shall act as the governing *body at meetings of the* Membership.

Section 4. Five Directors shall constitute a quorum at meetings of the Board.

Section 5. Voting rights of a Director shall not be delegated to another nor exercised by proxy.

#### Section 6. Standing Committees

1. All committees will be formed at the discretion of the Board of Directors on an ad-hoc basis.

### **ARTICLE VII.**

#### **FEES AND DUES**

Section 1. The Board shall annually determine all fees, dues, charges, fines, tariffs and assessments, and recommend same for approval by the membership.

Section 2. The annual dues are payable within thirty days of receipt of bills by a Member.

Section 3. Any Member who shall be delinquent in the payment of bills after such amounts shall become due shall be notified in writing of such delinquency by the Treasurer and suspended from active membership in the Society after one year from the date of notification. After such suspension, the Member shall be ineligible to vote or hold office.

Section 4. If payment is not made within two years of mailing notice of delinquency, the delinquent Member shall be dropped from the membership and forfeit all rights and privileges of membership in the Society.

Section 5. If a former member thus dropped shall become current in his financial obligations within the next calendar year, the Board may, at its discretion, reinstate said former member.



## **ARTICLE VII.**

### GENERAL

Section 1. The fiscal year shall be from January first of any year through and including December thirty-first of the same year.

Section 2. No liability shall be incurred by the Society, nor any expenditure made, except with the consent of the Board.

Section 3. Sturges *Rules of Order*, Latest Edition, Revised, shall govern the Society in all cases in which they *are* not inconsistent with the Certificate of Incorporation, By-Laws or standing rules of this Society or the ASPS.

## **ARTICLE VIII.**

### AMENDMENTS AND DISSOLUTION OF THE BY-LAWS

Section 1. The Board of Directors shall *be* empowered to adopt, revise, or rescind these By-Laws as it deems necessary for the organization and internal administration of the Society and notify the general membership of such changes.

Section 2. Any such By-Law changes shall be made *in* the following way:

1. Any member may submit, in writing to the Certificate of Incorporation and By-Laws Committee, any recommendation for change.
2. Said *committee will* prepare sufficient copies of the proposal to distribute to each Director; and shall also submit to the Board its recommendations in favor of or against such change.
3. At the next meeting of the Board, the Directors will consider the proposed change in the By-Laws along with *the* Certificate of Incorporation and By-Laws *Committee's* recommendation on it.
4. Approval by two-thirds of a quorum present at a meeting of the Directors shall be required to approve any change to the By-Laws.
5. The recommendation of the Board shall be submitted in writing to the membership at least 30 days prior to a stated meeting, for action.

## **ARTICLE IX**

### **INDEMNIFICATION**

*The* Society shall indemnify any person made or threatened to be made a party to *any* action or proceeding by reason of the fact that he is *or was* a director or officer of the Society, in the manner and to the maximum extent permitted by the Business Corporation Law of New York, as amended from time to time; and the Corporation may, in the discretion of the Board, indemnify any other corporate personnel to the extent permitted by law.