

BY-LAWS
OF
THE ARIZONA CHAPTER,
AMERICAN COLLEGE OF SURGEONS

ARTICLE I

NAME

The name of the corporation shall be: The Arizona Chapter of the American College of Surgeons, and it is referred to in these By-laws as the “Chapter”.

ARTICLE II

PURPOSES

The purposes for which the Chapter is formed are:

1. To hold itself responsible for and to use its best efforts to attain within its area the objects of the American College of Surgeons which are “to elevate the standard of surgery, establish a standard of competency and of character for practitioners of surgery, to provide a method of granting Fellowship in the organization, and to educate 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.
2. To welcome new Fellows of the American College of Surgeons into the corporation as members and develop better acquaintanceship with local Fellows and with objectives of the American College of Surgeons.
3. To stimulate interest in the American College of Surgeons candidate group among surgical residents and young surgeons.
4. To assist in providing the residents of the area with surgical and hospital facilities of the highest ethical and professional standards.

ARTICLE III

MEMBERSHIP & DUES

1. The Chapter shall have two classes of members: active and affiliate. The qualifications for membership in the respective classes are as follows:

(A) Active members: Active members shall be Fellows and Associate Fellows of the American College of Surgeons residing or practicing in the area who desire to be members in the Chapter and agree to comply with its By-Laws.

(B) Affiliate members: Affiliate members shall be resident and medical student members of the American College of Surgeons residing or practicing in the area who desire to be members in the Chapter and agree to comply with its By-Laws. Retired Fellows of the American College of Surgeons, who so desire, may be Affiliate members of the Chapter. The Affiliates shall be exempt from dues.

2. Only Active members of the Chapter shall be eligible to vote and hold office in the Chapter. Affiliate members shall be eligible to serve on the committees of the Chapter. Every voting member shall, within thirty (30) days after notice, pay the annual dues, by which act he or she acknowledges and accepts the By-laws of the Chapter. Annual dues will be determined by the Council. No rebate of dues will be made.

3. Membership in the Chapter shall terminate:

(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 after such member shall have been notified in writing of such delinquency; or

(C) In the case of an active member, when such member shall cease to be a Fellow or Associate Fellow of the College, and in the case of an Affiliate member, when such member shall cease to be a resident or medical student member of the College.

4. 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. An active member, whose membership in the Chapter has been previously terminated due to such member's ceasing to be a Fellow or Associate Fellow of the College, maybe reinstated as a Fellow or Associate Fellow of the College. An Affiliate member, whose membership in the Chapter has been previously terminated due to such member's ceasing to be a medical student or a resident member of the College, may be reinstated upon reinstatement to the College. Reinstatement shall be by action of the Council.

ARTICLE IV

OFFICERS & THEIR ELECTION

1. The officers shall be the President, President-Elect, Vice-President, and Secretary-Treasurer. The office of the Secretary-Treasurer may be separated into two offices. Only Active members may be officers of the Chapter.

2. The President, President-Elect, Vice-President, and Secretary-Treasurer shall be elected every two years 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.

3. The officers shall be nominated by the Nominating Committee, which will be appointed by the President of the Chapter prior to the time of the Annual Meeting. The election of officers shall take place at the Annual Meeting of the Fellows of the Chapter. A majority of the votes cast shall constitute an election. Any vacancy during the year among the officers of the Chapter shall be filled by appointment of the Council.

ARTICLE V
DUTIES OF OFFICERS

1. The President shall be the principal executive officer of the Chapter and shall preside at the meetings of the Chapter, preserve order, regulate debate, appoint committees not otherwise provided for, announce results of elections, and perform all other duties pertaining to his office.

2. Upon the end of the President's term, the President-Elect shall assume the office of the President. Prior to that time, 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.

3. Upon the end of the term of the President-Elect, the Vice-President shall assume the office of President-Elect. In the absence of the President and the President-Elect, the Vice-President shall preside. In the absence of all three, the Chair shall be taken by a member elected by those of the Council who are present. The Vice-President shall be program chairman for the Chapter meetings.

4. The Treasurer shall be the principal accounting and financial officer of the Chapter and shall have charge of and be responsible for (1) the maintenance of adequate books of account for the Chapter; (2) shall have charge and custody of all funds and securities of the Council and be responsible for the receipt and disbursement thereof; (3) shall deposit all funds and securities of the Chapter in such banks, trust companies or other depositories as shall be selected by the Council; and (4) 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 Council. If required by the Council, 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 Council shall determine, the cost of any such bond or surety to be paid from the funds of the Chapter.

5. The secretary shall (1) have charge of the membership book 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 Council in one or more books maintained for the purpose; (4) see that all meeting notices are duly given in accordance with statutes, the articles of incorporation and these By-Laws; (5) be custodian of the Chapter's records and seal; (6) keep a record of the mailing address of each member of the Chapter; (7) maintain a current roster of all Fellows, Associate Fellows, residents, and medical students residing within the Chapter's geographic area, including those who are not members of the Chapter; and (8) 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.

ARTICLE VI
THE COUNCIL

1. The property and affairs of the Chapter shall be managed by its Council.
2. The Council shall consist of the following, each with a single vote.

President
President-Elect
Vice-President
Secretary-Treasurer
Regent(s)
Governor(s)
Chairman State Trauma Committee
ACS Cancer Liaison Fellow
Chairman State Advisory Committee
Elected Members (3)
Immediate Past Presidents (3)

3. The Council shall be the Executive body of the Chapter and is responsible for managing the affairs of the Chapter between annual meetings of the Chapter. Its meetings shall be held at the call of the President. A majority of its members present shall constitute a quorum. The President of the Chapter shall act as Chairman. The Secretary-Treasurer of the Chapter shall be Secretary of the Council.

4. The Governor is appointed by the Board of Regents of the American College of Surgeons and shall serve for a period of three (3) years. The Governor shall be a member of the Board of Governors of the American College of Surgeons and shall act as a liaison between the Fellows and the Board of Regents of the American College of Surgeons.

5. Each year, one (1) Councilor shall be elected for a term of three (3) years. The Councilors shall be nominated by a Nominating Committee, which shall be appointed by the President of the Chapter prior to the time of the Annual Meeting. The election of Councilors shall take place at the Annual Meeting of the Fellows of the Chapter. A majority of the votes shall constitute an election. Any vacancy during the year among the Councilors shall be filled by appointment of the Council.

6. Should any Regents of the American College of Surgeons reside in Arizona, they shall serve on the Council.

7. The Chairman of the State Trauma Committee, the Cancer Liaison Fellow, and the Chairman of the State Advisory Committee are appointed by the Regents to three (3) year terms. They shall serve, during their terms, on the Council.

8. The three (3) immediate Past Presidents shall serve on the Council

ARTICLE VII
MEETINGS

1. The Annual Meeting of the Chapter shall be held. A special meeting may be called at any time by the President or any 2 Council members. It shall be his duty to call a meeting upon

receipt of a request in writing signed by any ten percent (10%) of the active membership. The person or persons authorized to call special meetings of the Council may fix the place for holding any such special meetings.

2. For the transaction of ordinary business, the voting members present at any meeting shall constitute a quorum. A majority of those present and eligible to vote comprises a quorum.-

3. Written or printed notice of any special meeting of the Council 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 Council at least 30 days before the date of the meeting, either delivered personally or mailed to each member of the Council at his or her address as shown in the records of the Chapter. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid.

4. Any action which is required by law, the articles of incorporation, or these By-Laws to be taken at a meeting of the Council, or any other action which may be taken at a meeting of the Council, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the members of the Council entitled to vote with respect to the subject matter thereof. Any such consent signed by all of the members of the Council shall have the same force as a unanimous vote at a duly called and constituted meeting of the Council.

ARTICLE VIII

COMMITTEES

1. 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. Each committee shall have a Chairman and a Co-Chairman. The term of each Chairman shall be one (1) year, and the Co-Chairman shall become Chairman for the following year.

2. There shall be a Nominating Committee appointed by the President to present a slate of officers and Councilors for election at the Annual Meeting.

3. Vacancies in the membership of any committee shall be filled by appointments made by the President.

4. 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 IX
FISCAL YEAR

The fiscal year of the Chapter shall commence on January 1 of each year and end on December 31.

ARTICLE X
DISSOLUTION

Upon dissolution of the Chapter, all of the assets of the Chapter shall be distributed to the American College of Surgeons, Chicago, Illinois. In no event shall any of the assets, or net earnings of the Chapter, if any, be distributed for the benefit of any private member or individual.

ARTICLE XI
RULES OF ORDER

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 *Robert's Rules of Order* except as otherwise provided by statute, the Articles of Incorporation, or these By-laws.

ARTICLE XII
EXEMPT ACTIVITIES

Notwithstanding any other provision of these By-laws, no member, officer, or representative of this Chapter shall take any action or carry on any activity, by or on behalf of the Chapter, not permitted to be taken or carried on by an organization exempt under Section 501 (c) (6) of the Internal Revenue Code and its Regulations as they now exist, or as they may hereafter be amended.

ARTICLE XIII
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 XIV
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 XV
AMENDMENTS

No part of the By-laws shall be amended, altered, or repealed except by vote of the membership. The suggested amendment, alteration, or repeal shall be presented to the membership by the Secretary-Treasurer in writing at least thirty (30) days prior to the meeting. The adoption of the suggested amendment, alteration, or repeal shall be by a two-thirds (2/3) vote of the voting members present, provided that this number represents a quorum as stated in Article VII of the By-laws.

All By-law amendments shall be submitted to the board of regents of the American College of Surgeons for its approval. Disapproval by the board of regents shall render such amendments null and void.