

The Cleveland Surgical Society By-Laws

ARTICLE I – Name, Place and Purposes

Section 1. Name. The corporation shall be known as the Cleveland Surgical Society (hereinafter referred to as the "Society").

Section 2. Place. The Principal office of the Society in the State of Ohio shall be located in the City of Cleveland, County of Cuyahoga.

Section 3. Purposes. The purposes for which the society is formed are: to improve the science and art of surgery and the interchange of medical knowledge and the information thereon; to promote research for improving the quality and safety of surgery and surgical procedures; to engage in scientific or educational purposes generally as the Executive Council, from time to time, may determine to be beneficial to mankind to provide funding in support of the activities and purposes set forth herein; and to do any and all things which may be necessary or incidental to these Bylaws, the Society shall not carry on any other activities not permitted to be carried on: a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Furthermore, no part of the net income of the Society, or its property or assets, shall at any time inure to the benefit of any individual member, or of any private individual, or be used to promote the candidacy of any person seeking political office.

ARTICLE II – Members

Section 1. General Requirements. Active and associate members shall reside or practice within a radius of 100 miles from Cleveland.

Section 2. Classes of Members. There shall be four classes of members: active, associate, honorary and life.

- (a) Active member.** Active members ordinarily shall either be Fellows of the American College of Surgeons, or Diplomates of a surgical specialty board belonging to the American Board of Medical Specialties. The Membership Committee shall submit completed applications for membership to the Executive Council for approval. Active membership is maintained on a yearly basis by payment of annual dues.
- (b)** An associate candidate not so qualified may present credentials generally regarded as equivalent by his peers. The Executive Council may by unanimous vote admit such a candidate to active membership.

(b) Associate member. Associate members are surgeons having completed training who are not yet qualified for active membership, but who are working toward such qualification. Associate membership shall be limited to a term of five years. The Executive Council shall review and approve associate membership. Associate membership is maintained on a yearly basis by payment of annual dues.

(c) Honorary member. An individual, not ordinarily eligible for Active membership and based on outstanding contributions to the advancement of the art and science of surgery, may be elected to Honorary status by unanimous vote of the Society after the name of the candidate has been approved by the Executive Council and has been presented for confirmation at the preceding Society meeting.

(d) Life member. An Active member having maintained membership in good-standing for five (5) years who has either reached the age of 65 or who has retired from practice shall become a Life member. Life members shall enjoy all the rights and privileges of active members, but they shall be exempt from paying dues only. Life members remain responsible for incidental meeting costs including meal assessment. Life members must declare their intent to maintain their “Life Member” status.

Section 3. The Right to Vote and to Hold Office. Only active and life members shall have the right to vote and to hold office in the Society.

Section 4. Termination of Membership. The membership of active members may be terminated by action of the Executive Council for non-payment of dues, or for loss of Fellowship in the American College of Surgeons, or for other good and sufficient reason. Before any action is taken by the Executive Council, (except for non-payment of dues) the member shall be notified in writing of the reasons for the proposed termination. The member shall be given the opportunity to meet with the Executive Council, with an attorney if desired, within two weeks of such notification, to protest the proposed termination.

The membership of associate members may be terminated after five years, if they fail to become active members, or reapplication for associate membership is not approved by the Executive Council. Associate membership may also be terminated for non-payment of dues, after written notification.

Section 5. Reinstatement. Active members may be reinstated by action of the Executive Council after payment of dues and/or reinstatement by the American College of Surgeons. In other situations, a new application must be submitted for readmission as an active member.

ARTICLE III – Officers

Section 1. Officers. The officers of the Society shall consist of a President, a President-Elect, a Secretary-Treasurer and six Councilors.

Section 2. Term of Office. The President and President-Elect shall serve one year terms. The President-Elect automatically succeeds to the Presidency. The Secretary-Treasurer shall serve a two year term. The Councilors, two of whom are elected annually, shall serve three year terms. The year is defined as July 1 through the following June 30. A member may repeat as a Councilor or Officer after a reasonable waiting period at the discretion of the Executive Council. The general succession to President-Elect is after a two-year term of Treasurer or two-year term as Chair of the Resident Essay Contest.

Section 3. Nomination and Election Procedures.

(a) Nominations. The President, President-Elect and Past President shall serve as the Nominating Committee. The Nominating Committee shall prepare a slate of candidates for President-Elect, Secretary-Treasurer and Councilor, for approval by the Executive Council. Further nominations may be made from the floor at the time of the election. (The President-Elect automatically succeeds to the Presidency when the latter's term is over.)

(b) Election. Election of officers shall take place at the discretion of the Executive Council or at the business session of the Spring annual meeting. Election shall be by acclamation, or, if a majority of the Society so indicate, by a secret ballot in which a majority vote shall determine the election of officers.

(c) Duties. The new officers will assume their duties at the conclusion of the business meeting at which they were elected.

Section 4. Vacancies. A vacancy in any of the offices listed in Article III occurring during the year shall be filled by appointment by the Executive Council. The officer so appointed shall serve until the end of the term.

ARTICLE IV – Executive Council

Section 1. Composition. The Executive Council shall consist of the President, the President-Elect, immediate past President, the Secretary-Treasurer and the ~~three~~ four to six Councilors.

Section 2. Duties. The responsibility for the general conduct of the Society shall be vested in the Executive Council. The Executive Council shall hold periodic meetings and may have special meetings at the discretion of the President.

The President is the chief executive officer of the Society. He presides at all meetings of the Society and of the Executive Council, makes the appropriate appointments to the various committees and performs the usual and customary functions of his office. The President-Elect shall act for the President in his absence.

The Secretary-Treasurer shall perform the usual and customary functions of his dual appointment including the keeping of appropriate records and the sending out of all necessary notices. The Secretary-Treasurer shall be appointed "Statutory Agent" for the Society registered with the State of Ohio.

Both the current President and Secretary-Treasurer will be authorized signatories of the banking account(s) of the Society with this duty relinquished at the end of their respective terms.

Section 3. Meetings. The Executive Council shall determine the time and place of such meetings as it deems necessary.

ARTICLE V – Meetings

Section 1. Frequency, Character and Location. The number, character and location of general meetings of the Society shall be proposed by the Program Committee to the Executive Council for final approval. The annual meeting shall take place in May, and there shall be a minimum of one other meeting during the "Society Year".

Section 2. Notice to Members. The Secretary-Treasurer or his designee shall provide notice of each meeting to each member of the Society at least two weeks prior to the meeting.

Section 3. Open Meetings. General scientific meetings shall be open to the medical profession.

Section 4. Special Meetings. The President may call a special business meeting at his own discretion, or shall do so on the recommendation of the Executive Council, or on the written request of ten or more voting members of the Society.

Section 5. Quorum. A majority of the voting membership shall constitute a quorum at any business meeting.

ARTICLE VI – Committees and Functions of the Council

Section 1. Standing Committees and Functions. Committee chairs are appointed by the Executive Council on a yearly basis. Chairs are generally, but not limited to, members of the Council.

- (a) **Resident Essay Contest:** The Chair of the Annual Resident essay contest oversees the call for abstracts, review, selection and judging of the presentations. Committee members are chosen by the Chair and are not limited to Executive Council members. The Resident Essay chair is a two-year term.

- (b) **Program:** The Chair of the Program Committee provides the names and topics for potential speakers for the meetings of the Society. He may enlist the help of other Society members as needed for this purpose.
- (c) **Website:** The Chair of the Website Committee collects and assists in the posting of pertinent Society information on the Society Website of the purpose of member notification and public information.
- (d) **Membership:** The Chair of the Membership Committee promotes the association of eligible individuals with the Society by encouraging their application for membership.
- (e) **Historian:** The Society Historian assists in the maintenance of archives and other information pertinent to the legacy of the organization

Section 2. Other Committees. The Executive Council may form additional committees as it deems necessary or advisable for unique purposes, and disband them at its pleasure.

ARTICLE VII – Dues and Fees

All dues and fees shall be determined by the Executive Council. Dues are to be paid prior to the second meeting of the year.

ARTICLE VIII – Rules of Procedure

All questions of procedure regarding the affairs of the Society, including the conduct of meetings of the members, the Executive Council and committees, shall be governed by the most recent edition of Roberts Rules of Order, except as otherwise provided by statute, the Articles of Incorporation, or these By-Laws.

ARTICLE IX – Amendments to the Bylaws

Amendments to the By-Laws may be proposed by any voting member of the Society. After consideration by the Executive Council, the proposed amendment will be submitted to the voting membership at least thirty days prior to its presentation at a business meeting of the Society.

Revised from 1987 Bylaws September 2010 – April 2011 by Council

Approved by General Membership Vote May 2011