

BYLAWS of the PLASTIC SURGERY RESEARCH COUNCIL
Revisions made September 2005

ARTICLE I - NAME

The name of this not-for-profit Corporation shall be the Plastic Surgery Research Council.

ARTICLE II - PURPOSE

The purpose of this corporation shall be to stimulate fundamental research in Plastic Surgery. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Council's basic purpose. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation 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).

ARTICLE III - MEMBERSHIP

Section 1. Categories of Membership

Membership shall be restricted to those who are engaged in fundamental research applicable to Plastic Surgery as demonstrated by published works of merit. There shall be four categories of members.

1. **Active:** These shall be qualified Plastic Surgeons under the age of 50 who have completed an approved residency in Plastic Surgery prior to application for membership. Active Members have the power to vote on issues concerning the Council. The Active Membership of the Council shall serve as the Membership Committee.
2. **Associate:** These shall be individuals without qualification for Active or Senior membership but whose contributions make their inclusion in the Council desirable. They shall have no voting privileges
3. **Senior and Senior Associate:** Active and Associate Members will progress to Senior and Senior Associate Membership at the end of the Business Meeting during the year in which they are 50 on January 1. They shall have no voting privileges.
4. **Resident:** Resident Members are plastic surgery Residents who have attended at least one meeting and completed the Resident Member Application process. They may retain this category of membership as long as they remain in the practice of Plastic Surgery until they are elected to Active Membership.

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Section 2. Election to Membership

1. Candidates for membership must be sponsored by one member of the Council. Application forms are available from the Executive Director. Candidates are responsible for submitting their applications, signed by their sponsor, to the Executive Office thirty days prior to the Executive Committee Meeting held each year in conjunction with the Annual Meeting to allow for screening by the Executive Committee.
2. Candidates for membership must have attended one meeting of the Council prior to election to membership, which may include the meeting during which the application is made.
3. Each candidate for membership in the Plastic Surgery Research Council shall be represented by a sponsor at the Business Meeting. It is the sponsor's responsibility to designate another member of the Research Council to speak on behalf of the candidate if the sponsor is unable to attend the Business Meeting. This person shall be identified to the Secretary-Treasurer prior to the Business Meeting.
4. Election to Active or Associate Membership requires a 3/4 vote of approval of Active Members present and voting.

Section 3. Dues, Fees and Other Charges

1. **The Fiscal Reporting Period.** The fiscal year is defined for this organization as the period between January 1st and December 31st of any given year.
2. **Establishment of Dues.** The amount to be charged for the different membership levels will be based on the total number of paying members and the overall income required to offset operating expenses. A sliding dues scale will be used to set a lower rate for Resident Members and higher rates for Active and Associate Members.
3. **Payment of Dues.** Annual dues invoices will be mailed within the month following the Annual Meeting. Follow-up reminders will be mailed 30, 60 and 90 days after the invoice mailing.
4. **Penalty for non-payment.** Membership is contingent upon PSRC receiving full payment of annual dues. Members whose dues remain delinquent beyond 120 days from the original invoice date will have their membership in the PSRC automatically terminated with written notice from the Secretary-Treasurer.

ARTICLE IV - RESIGNATION, SUSPENSION, EXPULSION

Section 1. A member may withdraw from membership after fulfilling all financial obligations and giving written notice of intention to the Secretary-Treasurer.

Section 2. Names of Active Members who miss three consecutive Scientific Meetings of the Council without sufficient reason (submitted in writing to the Secretary-Treasurer) shall be presented to the Executive Committee of the Council. The Executive Committee shall act on the membership of such individuals at its discretion, including possible expulsion of the members.

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Section 3. Members may be suspended from membership for just cause (e.g. unethical practice) upon recommendation of the Executive Committee and 3/4 confirmation of the voting membership. If necessary, the Executive Committee will act as Judicial Council.

ARTICLE V - LEADERSHIP

Section 1. Only Active Members of the Council are eligible for election to an office with the exception of the Historian. The following officers will serve in the capacity of corporate directors and as an Executive Committee:

- 1. Chair:** The Chair shall conduct the affairs of the Council during a one-year term of office. The Chair will host the Scientific Meeting and assumes financial responsibility for expenses in excess of the budget approved by the Executive Committee. The Chair will direct the Executive Committee and fulfill all other responsibilities.
- 2. Chair-Elect:** The Chair-Elect shall serve as Program Chair of the Scientific Meeting during the year proceeding the term as Chair. The Chair-Elect will act as Chair, should the Chair be unable to fulfill any expected functions.
- 3. Secretary-Treasurer:** The Secretary-Treasurer shall manage the communication and financial affairs of the Council for a single three-year term. The Secretary-Treasurer will act as Chair should the Chair and Chair-Elect both be unable to fulfill any expected functions.
- 4. Immediate Past Chair:** The Immediate Past Chair will serve as a voting member of the Executive Committee and will chair the Development Committee.
- 5. Parliamentarian:** The Parliamentarian shall advise the Chair regarding matters of order and will chair the Bylaws Committee. The Parliamentarian shall be elected for a two-year term by Active Voting Members at the Business Meeting.
- 6. Historian:** The Historian may be a senior member who has previously served on the Executive Committee. The Historian will be elected by the membership for a five-year term and may be re-elected for one or more additional terms. The Historian will have voting privileges on the Executive Committee.

Section 2. The aforementioned officers shall constitute the Executive Committee to serve the Chair in whatever capacity is required. The Executive Committee shall also serve as the Board of Directors. The Executive Committee shall have the power to fill any vacancy on the Executive Committee to serve out the remaining term of office of any officer who vacates his or her office.

Section 3. The Standing Committees of the Council are Bylaws, Development, and Informatics. The Bylaws Committee will be chaired by the Parliamentarian and will be comprised of two Senior and two Active Members. The Immediate Past Chair will chair the Development Committee and will appoint remaining members of the Committee. The Chair of the Council will select the Chair of the Informatics Committee who will appoint the remaining committee members after petitioning the membership for their interest.

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ARTICLE VI - MEETINGS

Section 1. There shall be one Scientific Meeting of the Council each year. There shall be at least one Business Meeting of the Council each year. Additional meetings of the Executive Committee will be held at the discretion of the Chair.

Section 2. Scientific Meetings shall be of at least two days duration, held at a location to be decided each year by the membership and at a time selected by the hosting Chair.

Section 3. All invitations to host the Annual Scientific Meeting must be submitted in writing to the Secretary-Treasurer sixty days in advance of the Annual Meeting in order to permit distribution to the membership.

Section 4. A quorum shall be defined as 30 Active Members.

ARTICLE VII – CHANGES AND AMENDMENTS

Changes and amendments to these Bylaws shall be submitted in writing to the Secretary-Treasurer and reviewed by the Executive Committee. Changes and amendments will be circulated to the Active Membership one month prior to the Annual Business Meeting. An affirmative vote of of the Active Members present and voting at the Annual Business Meeting is required for passage.

ARTICLE VIII - INDEMNIFICATION PROVISIONS

The Council shall indemnify, to the full extent permitted by law, every past and present officer, director, staff, and committee member of the Council. This indemnification shall be against expenses actually and necessarily incurred in connection with defense or settlement of any action, suit, or proceeding to which any of them is made a party as a result of having served in any of the foregoing capacities. This indemnification shall not apply to matters in which the individual is judged liable for willful misconduct and to matters as shall be settled by agreement predicated upon the existence of such liability.

The term expenses shall include: attorney fees, court costs, costs of investigation, cost of preparation for and attendance at trials, the amounts of judgments, fines, and penalties, amounts paid at settlement (unless paid to the Council), and other expenses necessarily and reasonably incurred in connection with the defense or settlement of any action or proceeding.

The foregoing right of indemnification shall be exclusive of any other rights to which the parties may be entitled. This indemnification shall be in addition to any other power or right of the Council to indemnify its officers, directors, staff, and committee members. The Council may purchase insurance against any liability incurred as the result of the first paragraph of this Article.