

**BY-LAWS OF THE SOUTH CAROLINA CHAPTER
OF THE AMERICAN COLLEGE OF SURGEONS**
Revised January 26th, 2023

**ARTICLE I
Name and Purpose**

Section 1 - Name

The corporation shall be known as the South Carolina Chapter of the American College of Surgeons (hereinafter referred to as the "Chapter").

Section 2 - Purpose

The purposes of the corporation are educational and charitable within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, including but not limited to elevating the standards of surgery and educating the public and the profession with respect to surgical care.

Section 3 – Mission

The mission of the Chapter shall be:

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 standards 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 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 College into the Chapter and develop better acquaintanceship with local Fellows and with the objectives of the College.
3. To stimulate interest in surgery among medical students, 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 standard.

**ARTICLE II
Membership**

Section 1 – Membership Eligibility

In order to be eligible for chapter membership applicants must:

- Hold active membership with the American College of Surgeons as a Fellow, Associate Fellow, Resident, Medical Student or Affiliate.
- Practice or reside within the geographic territory of the Chapter.

An application procedure for obtaining chapter membership may be established by the Board of Directors.

Section 2 – Classes of Members

Active Members of the Chapter shall include the following as defined by the ACS (herein after referred to as “Active Members”):

- Fellows (Including those in Active, Retired or Senior status with the ACS)
- Associate Fellows
- Residents
- Medical Students
- Affiliates

Section 3 – Dues Payment/Exemption & Office Holding Rights

Fellows in Active Status with the ACS shall pay annual membership dues, agree to comply with these bylaws and may hold office within the Chapter (*see Article V. Section 1*).

Fellows in Retired and Senior Status with the ACS may pay reduced annual membership dues, agree to comply with these bylaws and may serve on committees within the Chapter.

Associate Fellows shall pay annual membership dues, agree to comply with these bylaws and may hold office within the Chapter (*see Article V. Section 1*).

Residents, Medical Students and Affiliates shall be exempt from annual membership dues, agree to comply with these bylaws and may serve on committees within the Chapter.

Section 4 - Voting Rights

Only Active Members of the Chapter shall be eligible to vote.

Section 5 - Termination of Membership

Membership in the Chapter shall terminate:

1. upon the receipt by the Board of the written resignation of a member:
2. 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;
3. 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, resident, or student, when such member shall cease to be a member of the college.

Section 6 - Reinstatement of Membership

A person whose membership in the Chapter has been terminated due to a lapse in their active membership status with the American College of Surgeons may be reinstated upon reinstatement of membership with the American College of Surgeons.

A person whose membership in the Chapter has been terminated due to nonpayment of chapter dues may be reinstated upon payment in full of outstanding dues owed to the Chapter, if their membership is current with the ACS. Reinstatement shall be by action of the Board.

ARTICLE III Meeting of Members

Section 1 - Annual Meeting

A meeting of the members of the Chapter shall be held annually, for the purpose of electing officers and board members and for the transaction of such other business as may come before the meeting.

Section 2 - Special Meetings

Special meetings of the members may be called at any time either by the president, by the board, or by the members.

Section 3 - Notice of Meeting

Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member not less than 30 days or more than 45 days before the date of the meeting, either personally, by mail, or by email. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid, addressed to the member at his or her address as it appears on the records of the Chapter.

Section 4 - Voting

The officer having charge of the membership list of the Chapter shall make before each meeting of the members a complete list of members entitled to vote at such meeting, arranged in alphabetical order.

Each Active Member of the corporation shall have and be entitled to one vote. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by majority vote of the members present in person or by proxy.

Section 5 – Quorum

The members present in person or by proxy entitled to vote at any duly called meeting shall constitute a quorum for the transaction of business.

Section 6 – Manner of Acting

The act of a majority of the voting members present in person at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by statute, the Articles of Incorporation, or these bylaws.

Section 7 - Informal Action by Membership

Any action required by statute, the Articles of Incorporation, or 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 the members entitled to vote with respect to the subject matter thereof.

ARTICLE IV Board of Directors

Section 1 - General Powers

The property and affairs of the Chapter shall be managed by its board.

Section 2 – Composition

The Board of Directors (the Board) shall consist of the:

- officers of the Chapter as specified in *Article V*,
- the immediate past-president of the Chapter,
- chairs of standing committees,
- additional Directors to be appointed by the Board include:
 - at least one Associate Fellow representing the Resident and Associate Society (RAS),
 - at least one Resident representing the Resident and Associate Society (RAS),
 - at least one Young Fellow representing the Young Fellows Association (YFA),
 - at least one representative from the Association of Women Surgeons (AWS),

The following are designated members of the Board:

- Governor(s) of the College who reside or practice in South Carolina
- State Chair, Commission on Cancer
- State Chair, Committee on Trauma
- Chair(s) of the Committees on Applicants
- South Carolina Medical Association (SCMA) Representative
- Trauma Advisory Council (TAC) Representative(s)

Section 3 - Election and Term of Office of the Board of Directors

The officers of the Chapter shall be elected by the members at the annual meeting of the members. At the annual meeting of the chapter, in even years, the President, President-elect, Secretary and Treasurer will be elected each to a two-year term.

Those Directors appointed by the Board and chairs of committees as specified in *Article IV. Section 2* shall serve a term of 3 years and may be re-appointed without lapse in service at the discretion of the President of the Chapter.

Those Directors serving as designated members of the Board as specified in *Article IV. Section 2* shall serve their appointment as established by their designated organization.

Section 4 – Annual Meeting

The annual meeting of the board shall be held without notice other than required by these bylaws immediately after (or immediately preceding) and at the same place as the annual meeting of the

members. Should an annual meeting of the members not be held during a particular year, a meeting of the board must still take place.

Section 5 - Special Meetings

Special meetings of the board may be called by or at the request of the president or a board member. The person or persons authorized to call special meetings of the board may fix the place for holding any such special meetings.

Section 6 – Notice

Written or printed notice of any special meeting of the board 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 board at least 14 days before the date of the meeting, either delivered personally, mailed, or emailed to each member of the board 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.

Section 7 – Quorum

A majority of the members of the board shall constitute a quorum for the transaction of business at any meeting of the board, provided that if less than a majority of the members is present at any meeting, a majority of the members of the board present may adjourn the meeting to another time without further notice.

Section 8 - Manner of Acting

A majority of the members of the board present at a duly called meeting at which a quorum is present shall be the act of the board, unless the act of a greater number is required by statute, the Articles of Incorporation, or these bylaws.

Section 9 – Electronic Meetings

Board members and non-director committee members may participate in an act at any meeting of the Board or committee through the use of communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 10 – Attendance

Board members shall attend all board regular and special meetings and committee meetings. Any absence must be reported to the President or to chapter staff prior to the scheduled meeting. If a member is absent for three consecutive meetings without prior notification the member's term will be deemed expired and a vacancy will occur.

Section 11 – Removal of Directors

Any director may be removed from office with just cause or for failure to perform duties of the office. Removal shall be by two-thirds vote of the board members present at a special meeting of the board called for that purpose. Such removal shall be effective immediately.

ARTICLE V
Officers

Section 1 – Officers

The officers of the Chapter shall consist of a president, president-elect, secretary, and treasurer. Only Active Members may be officers of the Chapter.

Section 2 - Election and Term of Office of President, President-Elect, Secretary and Treasurer

The president, president-elect, secretary, and treasurer of the Chapter shall be elected every other year (*or as the terms expire*) by the members at the 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 his or her successor shall have been duly elected and qualified.

Section 3 – Vacancies

A vacancy in any office, may be filled by action of the members of the board at any meeting of the board. The individual so appointed to fill a vacancy shall serve for the unexpired term of his or her predecessors

Section 4 – Removal of Officers

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Section 5 – Executive Committee

Officers of the Chapter shall serve as the Executive Committee for the Chapter. The Executive Committee may act on behalf of the Board of Directors at the discretion of the President of the Chapter. Such actions will be reported to the board at the next annual meeting.

ARTICLE VI
Duties of Officers

Section 1 – President

The president shall be the principal executive officer of the Chapter and shall in general supervise and direct all of the business and affairs of the Chapter, subject to the direction and control of the board. The president shall preside at all meetings of the members and of the board. The president shall appoint the members of all special and standing committees of the Chapter.

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 board. 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 acting shall have all the powers of and be subject to all of the restrictions upon the president.

Section 3 – Secretary

The secretary shall (1) have charge of the membership 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 board 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 bylaws; (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, Medical Students, and Affiliates 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 board.

In the event that the board contracts with a management company to perform the administrative duties of the secretary, the secretary shall ensure the contracted tasks are accomplished. Further, the secretary shall approve all minutes of the Board and the Annual Business Meeting.

Section 4 - Treasurer

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 board 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 board; 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 board. If required by the board, 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 board shall determine, the cost of any such bond or surety to be paid from the funds of the Chapter.

In the event that the Board contracts with a management company to perform the administrative duties of the treasurer, the treasurer shall ensure the contracted tasks are accomplished. Further, the treasurer shall approve all financial reports.

ARTICLE VII Committees

Section 1 - Establishment and Composition

Committees may be established by resolution of the board adopted at any duly called and constituted meeting or at the discretion of the president. 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 board 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 – Ad-Hoc Committees

The Board may identify goals annually to provide direction and focus for the formation of ad-hoc committees to address particular issues and tasks for the Chapter. Ad-hoc Committees may be established by the Board as needed. Once an ad-hoc committee has completed assigned tasks, it shall cease to exist. A majority of the members of each ad-hoc committee shall be board members. Membership may also include individuals from the Chapter chosen for their expertise and knowledge and concern of a specific issue or a field of endeavor.

Section 6 - Quorum and Manner of Acting

Unless otherwise provided in the resolution of the board 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 Chapter dues shall be set by the board at its annual meeting. Additional assessments may be made by the board, should they be deemed necessary, at any annual or special meeting.

ARTICLE X Rules of Procedure

All questions of procedure regarding the affairs of this Chapter, including the conduct of meetings of the members, the board, 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 Incorporation, or these bylaws. (Note: A Chapter may use an alternate form of procedural rules such as *Roberts Rules of Order*.)

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, the Chapter may indemnify any and all of its board members, officers, or committee members, and every former board member, officer, or committee member, for certain expenses and other amount 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 board members, 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 (majority vote is a reasonable alternative, if state law permits) 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 bylaws amendments shall be submitted to the American College of Surgeons, Division of Member Services, to be reviewed by Division Staff. Recommendations will then be made for approval by the Board of Regents of the American College of Surgeons.)

Amended January 26th, 2023 and Adopted August 6th, 2023.