

# By-Laws

## THE CONNECTICUT CHAPTER OF THE AMERICAN COLLEGE OF SURGEONS PROFESSIONAL ASSOCIATION, INC.

### ARTICLE I. GENERAL

1.1. PURPOSE. These bylaws supplement certain provisions of the certificate of incorporation of The Connecticut Chapter of the American College of Surgeons Professional Association, Inc. (the "Corporation") and the Connecticut Revised Nonstock Corporation Act, as amended from time to time (the "Act").

1.2. OFFICES OF CORPORATION. The Corporation's council (the "Council") shall have the power to determine the location of the registered office, in accordance with applicable law, from time to time, and to designate the principal office of the Corporation and such additional offices as it shall determine in its discretion.

1.3. MEMBERSHIP. The Corporation is a membership corporation. The Corporation has two classes of Members: Active Members and Affiliate Members. The Members shall have such rights, privileges and obligations conferred upon them by the Corporation's certificate of incorporation and these bylaws. An application procedure for obtaining membership shall be established by the Council.

1.4. MEETINGS OF MEMBERS. The annual meeting of the Corporation's Members shall be held at such date, time and place as the Council shall determine, and as shall be set forth in the notice of the meeting. Special meetings may be held at such dates, times and places, and for such specific purposes, as the Council, the President or the written request of at least fifty percent (50%) of the Active Members shall determine, and as shall be set forth in the notice of the meeting. Notice of annual or special meetings shall be in writing and shall be mailed, faxed, e-mailed or otherwise delivered to the Members and councillors at least ten (10) days and no more than sixty (60) days prior to such meeting. 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 Corporation.

At each annual meeting or any special meeting called for such purpose, the Active Members shall (i) elect councillors and officers in accordance with the Corporation's certificate of incorporation and these bylaws, (ii) receive reports from the Corporation's councillors, officers, agents and committees, and (iii) conduct any other business relating to the affairs of the Corporation consistent with the rights of the Active Members. Active Members present at a meeting of the Members shall constitute a quorum. The act of a majority of the Active Members at a meeting at which a quorum is present shall be the act of the Members,

unless the presence or act of a greater number is specifically required by these bylaws, the Corporation's certificate of incorporation, or the Act.

1.5. ACTION WITHOUT A MEETING. Any action which may be taken at a meeting of Members may be taken without a meeting if a consent in writing, setting forth the action so taken, or to be taken, shall be signed by all of the Members entitled to vote with respect to the subject matter of such meeting. Such consent shall be filed with the minutes of the Members' meetings.

1.6. VOTING BY PROXY. Members entitled to vote or execute consents, waivers or releases may do so either in person or by one or more agents authorized by a written proxy executed by the Member in accordance with the Act.

1.7. DUES. Dues shall be set annually by the Council. Application for membership shall be accompanied by payment of dues. Except as provided herein, a Member shall be in good standing upon payment in full of all current dues. Except as provided herein, dues shall be assessed of all surgeons practicing medicine on a full-time basis regardless of age. Additional assessments may be made by the Council at any annual or special meeting of the Members subject to the affirmative vote of at least two-thirds of the Members voting as a class to which the assessment applies. Dues are waived for the following: (i) Fellows and Associate Fellows of the American College of Surgeons (the "College") who are bona fide missionaries; (ii) Fellows and Associate Fellows of the College who are no longer practicing medicine on a full-time basis; and (iii) Medical Students and Residents of the College.

1.8. TERMINATION AND REINSTATEMENT OF MEMBERSHIP. A person whose membership has been terminated by the Council because such person no longer meets the qualifications for membership as set forth in the Corporation's certificate of incorporation may be reinstated by the Council upon satisfying such qualifications.

### ARTICLE II. COUNCIL

2.1. AUTHORITY AND COMPOSITION. All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation shall be managed by or under the direction of, the Council, subject to any limitations set forth in the certificate of incorporation. There shall be three classes of Councillors, including Elected Councillors, Appointed Councillors, and Ex-Officio Councillors, as further

described in the Corporation's certificate of incorporation.

2.2. NUMBER. The Corporation shall have the number of Elected Councillors fixed by the Executive Committee at any time or, in the absence thereof, the number of Elected Councillors serving immediately following the preceding annual meeting of the Members. The Executive Committee may appoint such Appointed Councillors as it determines from time to time as set forth in the Corporation's certificate of incorporation.

2.3. INITIAL APPOINTMENT AND TERMS OF OFFICE. The initial Council shall be appointed by the incorporator to serve until the first annual meeting of the Corporation's Members. At the first annual meeting of the Members and at each subsequent annual meeting of the Members, Elected Councillors shall be elected in the manner set forth in the Corporation's certificate of incorporation. Except for those Elected Councillors serving on the Executive Committee, Elected Councillors' terms of service shall be staggered as provided in the Corporation's certificate of incorporation. Except as provided herein, Elected Councillors may serve for an unlimited number of two-year terms; ~~provided, however, they may not serve for more than three (3) successive two-year terms without at least a one (1) year hiatus.~~ (11/08/2012) Notwithstanding the foregoing, Elected Councillors subsequently elected as officers of the Corporation and serving on the Executive Committee may serve for a maximum of two additional one-year terms. Appointed Councillors shall serve for such term as determined by the Council.

2.4. VACANCIES. Any vacancy or vacancies occurring on the Council may be filled with an Active Member by action of the Active Members or by the remaining Elected or Appointed Councillors. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs, but the new councillor may not take office until the vacancy occurs.

2.5. MEETINGS AND NOTICES. Annual meetings of the Council shall be held within forty-five (45) days of the annual meeting of the Members, without notice, unless otherwise required by these bylaws, the certificate of incorporation, or the Connecticut General Statutes, at the principal offices of the Corporation unless otherwise specifically directed by the President. The Council or its President will specify an appropriate date for the purpose of receiving reports from the Corporation's officers, agents and committees, and transacting such other business as may properly come before the meeting.

Regular meetings of the councillors may be held at such times and places as, in the opinion of the President or a majority of the councillors, the interests of the Corporation shall require. Failure of an Elected or Appointed Councillor to attend at least fifty (50) percent of the regular meetings of the Council shall be grounds for removal as set forth in Article 2.10.

Special meetings of the councillors shall be held whenever called by the President or by the Secretary or upon the written request of at least five of the Elected or Appointed Councillors. At least two days' written or oral notice stating the time, place and purpose of special meetings shall be given to each councillor.

A written waiver signed at any time by a councillor entitled to notice shall be the equivalent to the giving of notice. The attendance of any councillor at a meeting without protesting prior to the commencement of the meeting the lack of proper notice shall be deemed to be a waiver by such councillor of notice of the meeting.

2.6. QUORUM, ACTION BY COUNCIL AND ADJOURNMENT.

~~A majority~~ No fewer than one-third (amended 11/1/2006) of the Elected and Appointed Councillors then serving shall constitute a quorum for the transaction of business; and the act of a numerical majority of the Elected and Appointed Councillors present at a meeting at which a quorum is present shall be the act of the Council, unless the presence of or act of a greater number is specifically required by these bylaws, the Corporation's certificate of incorporation, or the Connecticut General Statutes. If a quorum shall not be present at any meeting of councillors, a majority of the Elected and Appointed Councillors present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

2.7. ACTION WITHOUT A MEETING. Any action which may be taken at a meeting of the Council or of a committee of the Council may be taken without a meeting if a consent in writing, setting forth the action so taken, or to be taken, shall be signed by all of the councillors or all of the committee members entitled to vote with respect to the subject matter of such meeting. Such consent shall be filed with the minutes of the councillors' or committee's meetings.

2.8. MEETING BY CONFERENCE TELEPHONE. A councillor or a member of a committee of the Council may participate in a meeting of the Council or of such committee by means of conference telephone or similar communications equipment enabling all councillors or all committee members participating in the meeting to hear one another, and participation in a meeting shall constitute presence in person at such meeting.

- 2.9. RESIGNATIONS. The resignation of any councillor shall be in writing and shall be effective immediately upon receipt by the Corporation if no time is specified, or at such later time as the resigning councillor may specify and the Corporation shall accept.
- 2.10. REMOVAL OF COUNCILLORS. Active Members may remove any Elected Councillor at any time with or without cause. The Executive Committee may remove any Appointed Councillor at any time with or without cause.
- 2.11. COMPENSATION. No councillor shall receive compensation for services rendered to the Corporation in such capacity, but councillors shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Council shall determine, and may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation.

### ARTICLE III. COMMITTEES OF THE COUNCIL

#### 3.1. GENERAL.

The Corporation shall have the following initial committees of the Council as further described herein:

- (i) Awards Committee;
- (ii) Committee on Applicants;
- (iii) Committee on Bariatric Surgery;
- (iv) Legislative Affairs Committee;
- (v) Membership Committee;
- (vi) Program Committee;
- (vii) Medical Student Mentorship Committee;
- (viii) Young Surgeons Committee;
- (ix) Nominating Committee; and
- (x) Executive Committee.

The Council may appoint such other committees from time to time as it may consider necessary or advisable. Except as otherwise provided in these bylaws, the size, purposes and powers of each committee shall be as herein set forth and as may from time to time be determined by the Council.

Except as otherwise provided in these bylaws, the President shall appoint the chair and the members of each committee. Each committee and its membership shall continue for as long as the Council deems advisable. Any member of any committee may be removed at any time with or without cause by the President. Vacancies on any committee shall be filled by appointments made by the committee chair and approved by the President.

Except as specifically authorized by the Council, all committees except the Executive Committee shall be advisory in nature and shall not have authority to act

on behalf of the Corporation. Non-council members may be appointed to any committee that does not have the authority to act for the Council. Each committee shall meet with sufficient frequency to accomplish its assigned functions. Each committee shall report its actions to the Council at each Council meeting.

- 3.2. QUORUM AND ACTION. Except for the Executive Committee and any other committee with the authority to act for the Council, a quorum for the transaction of business by a committee shall consist of twenty-five (25) percent of members of the committee, and the vote of a majority of those members present when a quorum is present shall constitute the act of the committee. Ex-officio members of any committee and non-council members shall each be counted in determining a quorum and shall each have the right to vote. The Executive Committee and any other committee with the authority to act for the Council shall be subject to the same quorum and voting requirements as the Council.

- 3.3. CONSENT. Any resolution in writing, approved and signed by all of a committee's members entitled to vote, shall have the same force and effect as if the same were approved by the committee members at a meeting duly called and held for that purpose, and such resolution shall be recorded by the Secretary in the minute book of the Corporation.

- 3.4. EXECUTIVE COMMITTEE. Elected Councillors subsequently elected as officers of the Corporation shall serve on the Executive Committee in accordance with these bylaws and the Corporation's certificate of incorporation. The President shall serve *ex officio* as chairman of the Executive Committee. The Executive Committee may appoint Appointed Councillors at its discretion from time to time to serve on the Council for as long as the Council deems necessary and appropriate.

Subject to any prior limitations imposed by the Council, the Executive Committee shall have the power to transact all regular business of the Corporation during the interim between the meetings of the Council, and its actions shall have the same force and effect of action of the Council, provided, however, the Executive Committee may not: (1) approve or recommend to members action that sections 33-1000 to 33-1290, inclusive, require to be approved by members; (2) fill vacancies on the Council or on any committee with the power to act on behalf of the Corporation; (3) approve a plan of merger; (4) approve a sale, lease, exchange or other disposition of all or substantially all, of the property of the Corporation except as provided in Section 33-1101(e)(5) of the Act; or (5) approve a proposal to dissolve. The Executive Committee shall report any actions and recommendations to the Council at each Council meeting.

3.5. NOMINATING COMMITTEE. The Nominating Committee shall consist of no fewer than three persons, all of whom shall be members of the Council. Prior to the annual meeting of the Members, the Nominating Committee shall submit to the Active Members a slate of Elected Councillors from among the Active Members. Subject to the prior approval of the Council, prior to the annual meeting of the Members, the Nominating Committee shall submit to the Active Members a slate of officers selected from among the Elected Councillors.

#### ARTICLE IV. CHAPTER MANAGER

4.1. APPOINTMENT AND COMPENSATION. The Council, by a majority vote of the Elected and Appointed Councillors present at a meeting at which a quorum is present, may appoint a Chapter Manager to serve at the pleasure of the Council. The Chapter Manager shall be the chief administrative officer of the Corporation, subject to the control and direction of the Council. The Chapter Manager may attend meetings of the Council at its direction, and shall submit regular reports to the President or, if none, to the Council on the operations of the Corporation. The Chapter Manager shall not be entitled to vote at Council meetings. The compensation and terms of employment of the Chapter Manager shall be reviewed and determined at least annually by the Council.

#### ARTICLE V. OFFICERS

5.1. OFFICERS, APPOINTMENT, TERM AND VACANCIES. The Corporation's Active Members shall elect from among the Elected Councillors, a President, "a President-elect", (added 11/8/2012) one or more Vice Presidents, a Secretary, Treasurer and such other officers as the Active Members deem appropriate. The Active Members shall elect the officers at the annual meeting of the Members, or as soon thereafter as may be convenient. Any person may simultaneously hold multiple offices.

Officers shall serve for a term extending until the next succeeding annual meeting of the Members and until his or her successor has been elected and qualified. No officer shall serve more than two (2) one-year terms in a certain office. Any vacancy or vacancies occurring in any office of the Corporation may be filled until the next meeting at which officers are elected by the concurring vote of a majority of the remaining councillors, though such remaining councillors are less than a quorum, though the number of councillors at the meeting are less than a quorum, and though such majority is less than a quorum.

5.2. PRESIDENT. The President shall preside at each meeting of the councillors and shall have such powers and duties as usually pertain to the office of president. In general, the President shall be the chief executive

officer of the Corporation and shall have general supervision over the affairs of the Corporation, subject to the control of the Council. The President shall appoint the members of all committees of the Corporation. The President shall also perform such other duties as may be assigned to him or her by the Council or the Members.

5.21. PRESIDENT-ELECT. The President-elect's role is to assist the President, and to become familiar with the responsibilities of the presidency. The president-elect shall perform the duties of the President in the absence or incapacity of the President, and shall serve as President during the remainder of the term should the office of president become vacant. At the end the current President's term, the President-elect automatically becomes president of the Chapter.

5.3. VICE PRESIDENTS. It shall be the duty of each Vice President, in the absence of the President and/or President-elect (11/08/2012), to perform the President's duties. Each Vice President shall also perform such other duties as may be assigned to him or her by the Council or the Members.

5.4. SECRETARY. The Secretary shall maintain a current list of the names and addresses of the Corporation's Members in good standing, prepare an alphabetical list of all Active Members prior to each Members' meeting, provide notice of all meetings of the Corporation and of the Council, maintain the minutes of the proceedings of the meetings of the Corporation and of the Council, maintain a current roster of all Fellows, Associate Fellows, Resident Members and Medical Students of the College residing within the Corporation's geographic are, including those who are not Members of the Corporation, and act as custodian of all records and reports of the Corporation and of the Council. In addition, the Secretary shall perform such other duties as are incident to the office or as may be assigned by the President, the Council or the Members.

5.5. TREASURER. The Treasurer shall supervise the receipt and custody of the Corporation's funds; maintain or oversee correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the Corporation; assume responsibility for all funds and securities of the Corporation and deposit all such funds and securities in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Council; prepare, distribute and retain or cause to be prepared, distributed and retained all reports, records and returns required by law regarding the Corporation's financial status; and perform such other duties as may be assigned to him or her, by the President, the Council or the Member.

5.6. REMOVAL. Any officer of the Corporation may be removed, with or without cause, at any time by a resolution adopted by the Members or by the affirmative vote of a majority of all of the then serving councillors, but without prejudice to such officer's contract rights, if any.

ARTICLE VI. GENERAL PROVISIONS

6.1. DUALITY OF INTEREST. Each councillor shall disclose to the Council immediately upon election and thereafter, annually (or sooner if a duality of interest should sooner arise) any duality of interest involving him or her, including persons related to him or her and any ownership of any voting power or profits or beneficial interest of any other entity. No member of the Council shall vote on any matter which would have a material financial effect upon such councillor, a person closely related to such councillor, or upon an entity with respect to which such councillor has an employment relationship, beneficial interest or other significant financial relationship or upon his or her business. Any such financial effect shall be disclosed at the time of such vote, and any disclosing councillor must refrain from consideration of the proposed transaction, unless for special reason the Council or administration requests information or interpretations. Any councillor with conflicts may not otherwise participate in discussion, vote nor be present at the time of the vote.

6.2. AMERICAN COLLEGE OF SURGEONS. The Corporation is a legal entity, separate and distinct from the College. The College is not liable for any debts or obligations of the Corporation nor is the Corporation liable for debts or obligations of the College. Neither the Corporation, nor any of its councillors, officers or Members, is authorized to represent or in any way bind the College nor will any of them in any way hold themselves out as being so authorized.

6.3. FISCAL YEAR. The fiscal year of the Corporation shall be determined by the Council.

6.4. AMENDMENT. These bylaws may be amended by the affirmative vote of no less than a majority of the Active Members present at a meeting at which a quorum is present, provided proper notice of the proposed amendments shall have been delivered to each Active Member prior to the meeting at which such amendments should be considered.

The foregoing bylaws were adopted by the undersigned Council on this 6th day of December, 2005.

Section 2.6 amended on 11/1/2006. Sections 2.3, 5.1, 5.21 and 5.3 amended on 11/8/200