

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

**ARTICLE I
Name and Purpose**

Section 1 - Name. The corporation shall be known as the Connecticut Chapter of the American College of Surgeons Professional Association, Inc. (hereinafter referred to as the "Chapter").

Section 2 - Purpose. The purpose of the Chapter shall be to endeavor to attain the objectives of the American College of Surgeons, which include (1) elevating the standards of surgery; (2) establishing a standard of competency and character for practitioners of surgery; (3) providing a method of granting membership in the organization; and (4) educating the public and the profession to understand that the practice of surgery calls for special training and that a surgeon elected to Fellowship in the College has had such training and is properly qualified to practice surgery.

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").

**ARTICLE II
Members**

Section 1 - Classes of Members. The Chapter has five classes of Members: Active members, Affiliate members, Resident members, Medical Student members, and Retired members.

Section 2 – 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, be in training, or reside within the state of Connecticut

An application procedure for obtaining chapter membership may be established by the council.

Section 3 - Election of Members. All Fellows, Associate Fellows, Residents, Medical Students and Affiliates practicing or residing in the area are automatically members upon application and

payment of dues.

Section 4 - Voting and Office Holding Rights. Only Active Chapter members who are Fellows or Associate Fellows of the College and members of the Chapter shall be eligible to vote, and to be an officer of the Chapter. Affiliate, Resident and Medical Student members may be appointed to serve as members of Council and shall be eligible to vote at Council meetings only.

Section 5 - Termination of Membership. Membership in the Chapter shall terminate:

- when a member ceases to be an ACS member in good standing
- upon the receipt by the council of the written resignation of a member
- upon the failure of a member to pay dues for a period of two consecutive years

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 council

Section 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 fulltime 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.

ARTICLE III Meeting of Members

Section 1 - Annual Meeting. An annual meeting of the members of the Chapter 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. The annual being shall be held for the purpose of electing officers and councilors 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 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.

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 seven (7) days nor more than sixty (60) days before the date of the meeting, either personally or by mail, email, or by or at the direction of the president or the secretary or the officer or persons calling the meeting.

If notice is emailed or faxed it shall be deemed to be delivered at the time and date that the email or fax is sent. If the notice is sent via posted 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. Members are responsible for maintaining their current contact information with the chapter secretary and the College.

Section 4 - Voting Lists. The officer having charge of the membership list of the Chapter shall before each meeting of the members provide a complete list of members entitled to vote at such meeting, arranged in alphabetical order.

Section 5 - Quorum. The voting members present at the Annual Meeting shall constitute a quorum. A simple majority of those voting members present at the annual meeting shall be required to approve business conducted at the Annual Meeting.

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. Such consent shall be filed with the minutes of the Members' meetings.

ARTICLE IV Council

Section 1 - General Powers. All corporate powers of the Chapter 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.

Section 2 - Composition. There shall be three classes of Councilors: Elected Councilors, Appointed Councilors, and Ex-Officio Councilors, as further described in the Corporation's certificate of incorporation. The composition of Council is defined in Addendum 1.

Section 3 - Election and Term of Office of the Councilors. The councilors of the Chapter shall be elected by the members at the annual meeting of the members. Except for those Elected Councilors serving on the Executive Committee, Elected Councilors' terms of service shall be staggered as provided in the Corporation's certificate of incorporation. Except as provided herein, Elected Councilors may serve for an unlimited number of two-year terms. Notwithstanding the foregoing, Elected Councilors 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 Councilors shall serve for such term as determined by the Council. 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 Councilors. 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 councilor may not take office until the vacancy occurs.

Section 4 - Annual Meeting. The annual meeting of the council shall be held without notice other than required by these bylaws within seventy-five (75) days 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 council must still take place.

Section 5 - Special Meetings. Special meetings of the councilors shall be held whenever called by the President or by the Secretary or upon the electronic or written request of at least five of the Elected or Appointed Councilors. At least two days' written or oral notice stating the time, place and purpose of special meetings shall be given to each councilor.

Section 6 – Attendance. Council members shall attend all council 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 7 – Removal of Councilors. Any councilor 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 council members present at a special meeting of the council called for that purpose. Such removal shall be effective immediately.

Section 8 - Notice. 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 7 days before the date of the meeting, delivered by mail, email or fax to each member of the council at his or her address/number as shown in the records of the Chapter. If mailed, such notice shall be deemed to be delivered when deposited in the (name of country) mail in a sealed envelope so addressed, with postage prepaid. If notice is emailed or faxed it shall be deemed to be delivered at the time and date that the email or fax is sent.

Section 9 - Quorum. No fewer than one-half of the Officers, and Elected and Appointed Councilors then serving shall constitute a quorum for the transaction of business; and the act of a

numerical majority of the Elected and Appointed Councilors present at a Council 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 councilors, a majority of the Elected and Appointed Councilors 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.

For purposes of this section, an e-mail transmission from an e-mail address on record constitutes a valid write in/vote. The intent of this provision is to allow the council to use email to approve actions, as long as, a quorum of council members gives consent.

Section 10 - Manner of Acting. The act of a majority of the members of the council present at a duly called meeting at which a quorum is present shall be the act of the council, unless the act of a greater number is required by statute, the Articles of Incorporation, or these bylaws.

Section 11 - Informal Action of the Council. Any action which is required by law, the Articles of Incorporation, or these bylaws 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.

Section 12 - MEETING BY CONFERENCE TELEPHONE OR VIDEO CONFERENCE. A councilor 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, video conference or similar communications equipment enabling all councilors 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.

Section 13 - RESIGNATIONS. The resignation of any councilor 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 councilor may specify and the Corporation shall accept.

Section 14 - REMOVAL OF COUNCILORS. A majority of all Active Members may, by petition, remove any Elected Councilor at any time with or without cause. The Executive Committee may remove any Appointed Councilor at any time with or without cause.

Section 15 - COMPENSATION. No councilor shall receive compensation for services rendered to the Corporation in such capacity, but councilors 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.

Section 16 – DUALITY OF INTEREST. Each councilor 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 councilor, a person closely related to such councilor, or upon an entity with respect to which such councilor 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 councilor must refrain from consideration of the proposed transaction, unless for special reason the Council or administration requests information or interpretations. Any councilor with conflicts may not otherwise participate in discussion, vote nor be present at the time of the vote.

ARTICLE V Officers

Section 1 - Officers. The officers of the Chapter shall consist of a president, one or more vice presidents (or president-elect), a treasurer, a secretary (or a secretary-treasurer) and councilors as appointed by the President and/or elected by the members.

Only Fellows of the College who are active Chapter members may be officers of the Chapter

Section 2 - Election and Term of Office of President, Vice President, Treasurer and Secretary. The president, vice president (or president-elect), treasurer and secretary of the Chapter shall be elected annually (or as the terms expire) 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. The Officers of the Chapter should not have terms longer than two years.

Section 3 - Vacancies. A vacancy in any office, including the office of councilor, may be filled by action of the members of the council at any meeting of the council. The individual so appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor. *(State law, or other considerations, may however require that such vacancies be filled by the membership.)*

Section 4 – Removal of Officers. Any officer 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 council members present at a special meeting of the council called for that purpose. Such removal shall be effective immediately.

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 council. The president shall preside at all meetings of the members and of the council. The president shall appoint the members of all special and standing committees of the Chapter.

Section 2 – 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.

Section 3 - Vice President. Vice President(s) shall be named to lead certain Committees at the discretion of the President. They shall report to the President on the activities of their Committees. In the event that there is not a named President-Elect and in the absence of the President or in the event of the President’s inability or refuse to act, Council shall appoint one of the Vice Presidents to 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 by a simple majority vote of a quorum of the Council.

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 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.

Section 5 - Secretary. The secretary shall (1) have charge of the membership list 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, which should be preserved indefinitely. (Both electronic and paper copies of these documents should be kept); (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 contact information of each member of the Chapter; (7) maintain a current roster of all members of the chapter and reconcile that these members are active members of the American College of Surgeons using the roster supplied by the College; (8) see that the Annual Report Form of the College is completed and returned to the Division of Member Services by the established deadline; (9) 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.

Section 6 – Role of the ACS Governor. The Chapter Secretary is notified by the American College of Surgeons when there is a pending vacancy for Governor. The Chapter Secretary acquires nominations for Governor from the Chapter membership to be presented to the Chapter’s governing body. The governing body will select two individuals from the nominations—one nominee for Governor and an alternate. The nominee and alternate’s information is forwarded to the American College of Surgeons by the requested date. The nominations are presented to the Nominating Committee of the Fellows for review and approval, and the Chapter Secretary is notified of the selection after the Clinical Congress takes place.

Governors are expected to be active members of the Chapter, attend Chapter meetings, provide an annual report to the Chapter of their activities as Governor, promote ACS Fellowship in the state, country, or region, welcome and engage new Fellows into the Chapter, and participate in the local Committee on Applicants meetings and interviews.

ARTICLE VII Committees

Section 1 - Establishment and Composition. 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.

Section 2 - Term of Office. Each member of a committee shall continue as such until the next annual meeting of the council 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 Council 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 Council 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 council members. Membership may also include individuals from the Chapter chosen for their expertise and knowledge and concern about a specific issue or a field of endeavor.

Section 6 - Quorum and Manner of Acting. 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 fifty (50) 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.

Section 7 – Executive Committee. Elected Councilors 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 Councilors 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.

ARTICLE VIII Executive Director

Section 1 – Executive Director. The Council, by a majority vote of the Elected and Appointed Councilors present at a meeting at which a quorum is present, may appoint an Executive Director to serve at the pleasure of the Council. The Executive Director shall be the chief administrative officer of the Corporation, subject to the control and direction of the Council. The Executive Director 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. Executive Director shall not be entitled to vote at Council meetings. The Executive Director shall be a covered party under any insurance policies bound by the Chapter, including but not limited to, general liability insurance, directors and officers policies and errors and omissions insurance. The compensation and terms of employment of the Executive Director shall be reviewed and determined at least annually by the Council.

ARTICLE IX 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 X
Dues

Annual Chapter dues, if applicable, shall be set by the council at its annual meeting. Additional assessments may be made by the council, should they be deemed necessary, at any annual or special meeting.

ARTICLE XI
Rules of Procedure

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 bylaws.

ARTICLE XII
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 XIII
Indemnification

To the full extent permitted by law, 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 XIV

Amendments

These bylaws may be altered, amended or repealed and new bylaws may be adopted by an affirmative vote of no less than a majority of the Active Members present at the annual meeting of the Chapter, provided that electronic or written notice of the proposed change or changes shall have been given to each voting member a minimum of 21 days ahead of time, in accordance with the requirements set forth in Article III.

Addendum 1

Composition of Council

- The officers of the Chapter
- Councilors elected by the members of the Chapter
- Councilors appointed by the President
- Governor(s) of the College,
- ACS Commission on Cancer Chair
- Chair of the ACS CT Committee on Trauma
- ACS RAS and YFA representatives,
- Any other ex-officio members as deemed appropriate by the President, and
- May include the immediate past president.