

**BYLAWS OF
THE SOUTH TEXAS CHAPTER
OF THE AMERICAN COLLEGE OF SURGEONS**

**ARTICLE I
Name and Purpose**

Section 1 - Name

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

Section 2 -Purpose

The purposes of the corporation are educational and professional 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.

**ARTICLE II
Members**

Section 1 - Classes of Members

The chapter shall have two classes of member: active and affiliate. The qualifications for membership in the respective classes are as follows:

(a) Active Members: Eligible members shall be Fellows and Associate Fellows of the American College of Surgeons residing or practicing in the southern half of Texas. They shall be conferred active membership in the Chapter upon completion of a proper application to the Secretary, payment of dues and agreement to abide by the bylaws of the Chapter. Medical Students and Residents may also become active –non-voting - members by the same process, Resident and Medical Student members may waive the payment of dues, but must return a yearly application update to continue receiving mailings from the chapter.

(b) Affiliate Members: Affiliate members shall be nurses and other allied health care personnel who have an interest in the field of surgery, residing or practicing in the southern half of Texas, who apply for membership in the Chapter and agree to comply with its bylaws.

Section 2 - Election of Members

All Fellows, Associate Fellows, Residents, and Medical Students practicing or residing in the southern half of Texas are automatically members upon application and payment of dues. All Fellows that are no longer in active practice may waive the payment of dues.

Section 3 - Voting and Office Holding Rights

Only Active members of the Chapter shall be eligible to vote and hold office in the Chapter. Affiliate members shall be eligible to serve on the committees of the Chapter.

Section 4 - Termination of Membership

Membership in the Chapter shall terminate:

- (a) upon the receipt by the council of the written resignation of a member
- (b) 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;
- (c) in the case of an Active member, when such member shall cease to be a Fellow or Associate Fellow of the College.

Section 5 - Reinstatement of Membership

A person whose membership in the Chapter has been terminated due to nonpayment of dues may be reinstated upon payment of one years dues owing to the Chapter at the discretion of the treasurer. An Active Member, whose membership in the Chapter has been previously terminated due to such member's ceasing to be a Fellow or Associate Fellow of the College, may be reinstated as a Fellow or Associate Fellow of the College.

ARTICLE III Meetings of Members

Section 1 - Annual Meeting

An annual meeting of the members of the Chapter shall be held in the spring of each year, for the purpose of electing officers and councilors and for the transaction of such other business as may come before the members. The time and place of the meeting are determined by the Council.

Section 2 - Special Meetings

Special meetings of the members may be called at any time either by the president, by the council or by 51% of the entire voting membership.

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 60 days nor more than 180 days before the date of the meeting, either personally, by mail or by e-mail, by or at the direction of the president or the secretary or the officer or persons calling the 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 Chapter.

Section 4 - Voting Lists

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

Section 5 - Quorum

Twenty voting members of the Chapter shall constitute a quorum at any meeting of the members; provided that, if less than a quorum is present at said meeting, a majority of those present may adjourn the meeting to another time without further notice.

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 sotaken, shall be signed by all the members to vote with respect to the subject matter thereof.

ARTICLE IV Council

Section 1 - General Powers

The property and affairs of the Chapter shall be managed by its council. The elected members of the Council shall nominate candidates for Governors at Large on the American College of Surgeons as vacancies arise in accordance with the directives of the College.

Section 2 - Composition

The council shall consist of the officers of the Chapter, the immediate past president, councilors elected by the members of the Chapter, Governors of the College, the chair of the Cancer Liaison Committee, and the chair of the Trauma Liaison Committee. All shall have a vote and are counted in the quorum.

- (a.) Elected Members: The elected members of the Council shall be the officers of the Chapter, the two immediate past presidents and eight Councilors, two from each of the four regions of the Southern half of Texas.
- (b.) Ex-Officio Members. The Ex-officio members of the Council shall be the Governors and the Chapter Chairperson of the Committee on Cancer Liaison of the American College of Surgeons, the Chairperson of the South Texas Trauma Committee and the Chairpersons of other Committees as established by resolution of the Council in Article VII of these bylaws.

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. At the annual meeting of the Chapter. Councilors shall be elected to replace those whose three year term of office has expired, as well as those whose position is vacated by relocation, death or retirement from the Chapter.

Section 4 – Districts

The Southern Half of the State shall be divided into four Districts to permit equitable representation of the state on the Executive Council of the South Texas Chapter, American College of Surgeons. This may be mended from time to time to reflect population shifts within the State.

- (a.) Texas Eastern District – to encompass that area to include Houston, Galveston , and Beaumont.
- (b.) South Texas District – to encompass that area to include San Antonio and the Valley.
- (c.) Texas Hill Country District - to encompass that area to include Austin and Temple.
- (d.) West Texas District – to include the Western part of the state including El Paso.

Section 5 - Annual Meeting

The annual meeting of the council shall be held without notice other than required by these bylaws immediately preceding and at the same place as the annual meeting of the members.

Section 6- Special Meetings

Special meetings of the council may be called by or at the request of the president or any 4 council members. The person or persons authorized to call special meetings of the council may fix the place for holding any such special meetings.

Section 7 - 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 30 days before the date of the meeting, either delivered personally, mailed, or e-mailed, to each member of the council at his or her address 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 8- Quorum

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

Section 9 - 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 10 - 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 the members of the council entitled to vote with respect to the subject matter thereof. Any such consent signed by all 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 11 - Nominating Committee

The Nominating Committee shall be composed of the president and immediate past two presidents. This committee shall submit a slate of nominees for the various officers of the Chapter to the annual meeting of the members.

ARTICLE V Officers

Section 1 - Officers

The officers of the Chapter shall consist of a president, a president elect, who is also vice president, secretary-treasurer and eight councilors. Only Active members may be officers of the Chapter.

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

The president, president-elect, (vice president) of the Chapter shall be elected every two years by the members at their annual meeting. The term of the secretary-treasurer and Councilors are three years and they shall be elected as their term expires by the members at their annual meeting. 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.

Section 3 - Vacancies

A vacancy in any office, including the office of the 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.

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 meeting of the members and of the council. The president shall appoint the members of all special and standing committees of the Chapter.

Section 2 - Vice President/ President - Elect

The vice president/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 council. In the absence of the president or in the event of the president's inability or refusal

to act, the vice president/President Elect shall 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.

Section 3 - Secretary-Treasurer

The secretary-treasurer shall (1) have charge of the membership book 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 all of the council 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 Chapters 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, medical students, and members of the Candidate Group residing within the Chapter's geographic area, , including those who are not members of the Chapter; (8) generate and maintain records and reports that must be provided to the College by the chapter such as an obligation to notify the Organization Department of future Chapter meeting dates, and alert the Department of new officers after each election.

The secretary-treasurer shall also 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 secretary-treasurer and such other duties as from time to time may be assigned by the president or the council.

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 removed.

Section 2 - Term of Office

Each member of a committee shall constitute 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 - Quorum and Manner of Acting

Unless otherwise provided in the resolution of the council 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 dues shall be set by the council at its annual meeting. Additional assessments may be made by the council 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 council, and committees shall be governed by Roberts Rules of Order, except as otherwise provided by statute, the Articles of Incorporation, or these bylaws.

ARTICLE XI
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, unless due to the individual's gross negligence or willful misconduct, the Chapter shall 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 XIII
Amendments

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds vote 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.

All bylaw amendments shall be submitted prior to membership vote to the Board of Regents of the American College of Surgeons for its approval. Disapproval by the Board of Regents shall render such amendments null and void.

Revised in Houston, TX February 23, 2013 8:00am

