

**AMENDED AND RESTATED BYLAWS  
OF  
AMERICAN HERNIA SOCIETY, INC.,  
A Florida Not for Profit Corporation  
(Adopted on \_\_\_\_\_, 2018)**

**These Amended and Restated Bylaws of American Hernia Society, Inc. (these “Bylaws”) were adopted by the vote of the members casting written ballots between January 16 through February 23, 2018 in a vote conducted by mail at the call of at least a two-thirds majority of the Board. These Bylaws supersede and replace all prior bylaws of the American Hernia Society, Inc.**

**ARTICLE I. HISTORY AND OFFICES**

The American Hernia Society, Inc. (AHS or the “organization”) was founded in Miami, Florida in the United States of America, on January 11, 1997 to provide a professional forum for the exchange of information and education regarding the diagnosis and treatment of soft tissue and abdominal wall abnormalities. The organization may have offices at such places within or outside the State of Florida as the Board of Governors may, from time to time, determine or the business of the organization may require. The principal business office of AHS is located at 4582 S. Ulster Street Parkway, #201, Denver, Colorado, 80237.

**ARTICLE II. MISSION AND VISION OF AHS**

**SECTION 2.1 MISSION**

Advancing hernia research, prevention, and treatment.

**2.2 VISION**

To be the global hernia authority.

**ARTICLE III. BOARD OF GOVERNORS AND OFFICERS**

**SECTION 3.1 BOARD OF GOVERNORS; ELECTIONS**

AHS shall be administered by its board of directors (sometimes referred to in these Bylaws as the “Board of Governors” or the “Board”) consisting of the President, President-Elect, Secretary, and Treasurer, and nine additional members. Any past president of the organization serving as a member of the Board at the time these Bylaws are adopted shall serve the remainder of his or her term until the next annual meeting of the members. All members of the Board of Governors shall be active members. In addition to the foregoing, the two most immediate past presidents and the Executive Director of the organization shall be appointed by the Board as nonvoting, *ex officio* members of the Board of Governors.

All corporate powers of the organization shall be exercised by or under the authority of, and the affairs of the organization shall be managed under the direction of, the Board of Governors. The Board of Governors shall meet at least twice annually at a location, within or outside of Florida, designated by the Board.

Board members, including officers, shall be elected by the vote of active members, taken at the annual membership meeting of the organization or by a voting by mail process (as defined in Section 6.6 of these Bylaws) that is completed at least thirty (30) days prior to the annual membership meeting. Any ballot for members of the Board of Governors or officers shall allow for write-in candidates and, if so approved by the Nominating Committee, may contain the names of more candidates than there are offices to fill. If the ballot contains more names than there are positions for any particular office, then the candidate(s) receiving the highest number of votes for that office through the rank equal to the number of positions for that office to be filled shall be the elected candidates. All terms as officers and members of the Board of Governors shall start immediately following the end of the annual membership meeting at which or prior to which they were elected. Board members who are elected as officers shall serve four consecutive one year terms, serving one year in each office in the following order: first as Treasurer, and then as Secretary, President-Elect, and President. Board members who are not present officers will serve for three-year terms, three to be elected each year, and may serve two consecutive terms if elected. Except for time served as an officer, no Board member shall serve for more than six years consecutively. A member can be re-elected to the Board after being off the Board for one year.

### **SECTION 3.1.1 PROCEDURES OF THE BOARD OF GOVERNORS AND MEMBER MEETINGS**

In all affairs and meetings of the Board and the members, the presiding officer shall follow the Standard Code of Parliamentary Procedure, 4<sup>th</sup> Edition, by Alice Sturgis, as Revised by the American Institute of Parliamentarians (or any subsequent revision by the American Institute of Parliamentarians) (the “Sturgis Rules”). The presiding officer shall have the authority to suspend strict application of the Sturgis Rules, subject to the vote of the Board or members, as applicable, to require strict application of the Sturgis Rules. Any vote of the Board under this Section to require strict application of the Sturgis Rules shall require a simple majority of the Board members who are present at a meeting at which a quorum of the Board is present. Any vote of the members under this Section to require strict application of the Sturgis Rules shall require the affirmative vote of twenty percent (20%) of the members who are present at a meeting at which a quorum of the members is present. At all meetings of the Board and members, voting shall be by a voice vote or show of hands, except at any meeting, any one member of the Board may require that voting be by written ballot and at any meeting of the members, in addition to any one member of the Board, any three (3) members entitled to vote at the meeting may require that voting be by written ballot.

### **SECTION 3.1.2 MEETINGS OF THE BOARD**

(1) The Board of Governors may hold regular or special meetings.

(2) A majority of the board members present, whether or not a quorum exists, may adjourn any meeting of the Board of Governors to another time and place. Notice of any such adjourned meeting shall be given to the board members who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other board members.

(3) Special meetings of the Board of Governors may be called by the President and shall be called by the President at the request of five (5) members of the Board.

(4) The Board of Governors may permit any or all board members to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all board members participating may simultaneously hear each other during the meeting. A board member participating in a meeting by this means is deemed to be present in person at the meeting. Conference call capability meeting the requirements of this paragraph will be provided for Board of Governors meetings when possible.

(5) All meetings of the Board of Governors shall be open to all members, subject to the invocation of an executive session to discuss privileged or confidential matters.

(6) At all official meetings of the Board, there will be a standing structure whereby there is a general Board meeting which may be attended by any active member in good standing, followed by an Executive Session (to include the board members, including the Executive Director as an *ex officio* board member and legal counsel), and an Executive-Executive Session that includes only the voting members of the Board. Notwithstanding the foregoing, the Board may go into Executive or Executive-Executive Session at any time it deems it in the best interests of the organization to do so.

### **SECTION 3.1.3 ACTION BY BOARD WITHOUT MEETING**

(1) Any action required or permitted by this act to be taken at a Board of Governors' meeting or committee meeting of the Board may be taken without a meeting if the action is taken by all members of the board or of the committee. The action must be evidenced by one or more written consents describing the action taken and signed by each board member or committee member.

(2) Action taken under this Section 3.1.3 is effective when the last board member or committee member signs the consent, unless the consent specifies a different effective date.

(3) A consent signed under this Section 3.1.3 has the effect of a meeting vote and may be described as such in any document.

#### **SECTION 3.1.4 NOTICE OF MEETINGS**

(1) Regular meetings of the Board of Governors may be held without notice of the date, time, place, or purpose of the meeting.

(2) A special meeting of the Board of Governors must be preceded by at least five (5) and no more than fifteen (15) calendar days' notice of the date, time, and place of the meeting. The notice shall generally describe the purpose of the special meeting and the meeting shall be limited to the purposes described and those matters directly related to or resulting from acting upon such purposes(s).

#### **SECTION 3.1.5 WAIVER OF NOTICE**

Notice of a meeting of the Board of Governors need not be given to any board member who signs a waiver of notice either before or after the meeting. Attendance of a board member at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when the board member states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of affairs because the meeting is not lawfully called or convened.

#### **3.1.6 QUORUM AND VOTING**

(1) Unless the articles of incorporation require a different number, a quorum of the Board of Governors consists of a majority of the number of voting board members prescribed by these Bylaws.

(2) If a quorum is present when a vote is taken, the affirmative vote of a majority of board members present is the act of the Board of Governors unless the articles of incorporation or these Bylaws require the vote of a greater number of board members.

(3) A board member who is present at a meeting of the Board of Governors or a committee thereof when corporate action is taken is deemed to have assented to the action taken unless:

(a) The board members objects, at the beginning of the meeting or promptly upon his or her arrival, to holding the meeting or transacting specified affairs at the meeting; or

(b) The board member votes against or abstains from the action taken.

#### **SECTION 3.1.7 REMOVAL OF BOARD MEMBERS**

A board member may be removed from office as follows:

(1) Any member of the Board of Governors may be removed from office with or without cause by the vote or agreement in writing of a two-thirds majority vote of the active members of the organization and may be removed for cause by a two-thirds majority vote of the members of the Board of Governors (the board member whose removal is sought shall not be counted as a board member for the purposes of determining the two-thirds vote requirement);

(2) The notice of a meeting of the active members to recall a member(s) of the Board of Governors shall state the specific director(s) sought to be removed.

(3) A proposed removal of a director at a meeting shall require a separate vote for each board member sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each board member to be removed.

(4) If removal is effected at a meeting of the active members, any vacancies created thereby shall be filled by the active members at the same meeting and, otherwise, the vacancy shall be filled as provided by Section 3.1.8 of these Bylaws.

(5) Any board member who is removed from the Board shall not be eligible to stand for reelection until the next annual meeting of the members.

(6) Any board member removed from office shall turn over to the Board of Governors within 72 hours any and all records of the corporation in his or her possession.

(7) If a board member who is removed shall not relinquish his or her office or turn over records as required under this Section 3.1.7, any court of competent jurisdiction in the county where the organization's principal office is located may summarily order the board member to relinquish his or her office and turn over corporate records upon application of any active member, including any board member.

### **SECTION 3.1.8 BOARD VACANCIES**

If a vacancy shall occur among the Board of Governors, an active member of the organization may be appointed by the President, with approval of the Executive Committee, to serve until the next annual meeting of the members at which time an active member shall be elected by the membership to complete the uncompleted term. At the option of the President, vacancies may be filled as provided by section 617.0809, Florida Statutes.

### **SECTION 3.2 OFFICERS**

The officers (President, President-Elect, Secretary and Treasurer) will be elected by the active members and will serve for one year terms as provided for in Section 3.1 of these Bylaws or until his or her replacement is elected at the next annual membership meeting of the organization. Officers shall hold office under terms and conditions determined by the Board and these Bylaws. Officers may be removed from office (as both an officer and

board member) by a vote of two-thirds of the Board at any time for reasonable cause as provided for in Section 3.1.7 of these Bylaws.

Each officer shall act as the Board's liaison to oversee the activities of those standing committees as designated by the President.

The **President** shall be the chief executive officer of the organization, presiding at all Board, annual, scientific, and other meetings, executing all instruments requiring the signature of the president, and executing all orders and resolutions of the Board. The President shall serve as chair of the Executive Committee, shall preside at all meetings of the organization, including meeting of the members, shall appoint the chair of all committees except as otherwise provided herein, shall serve as ex-officio member of all committees of this organization, shall deliver a report to the members at the close of his or her term of office, announce results of elections and shall perform such other duties as custom or necessity of parliamentary usage require or as otherwise provided in these Bylaws.

The **President-Elect** shall witness the administration of the affairs of this organization in anticipation of his or her term of office as President, which term of office shall begin the year in which the term of the President shall expire, shall carry out all duties designated by the President and will serve *ex officio* on all standing committees. The President-Elect shall perform all duties and exercise the powers of the President in the absence of the President. The President-Elect shall serve as the chair of the Program Committee and, as such, shall have the primary responsibility within the organization for the planning and execution of the organization's next annual meeting (following the annual meeting at which the term of the President-Elect begins).

The **Secretary** shall oversee the minutes of meetings of membership meetings and of the Board and that such meetings are called and held in accordance with the requirements of these Bylaws, including certifying the same, and shall be the keeper of the seal. (S)he shall sign and attest to all instruments of the organization and may authorize the Executive Director to do so. (S)he shall supervise the custody of corporate records and, before the annual and any special membership meeting, shall instruct the Executive Director to give notice of the place, time, and date of the meeting to the members and, for special meetings, the purpose of the meeting. (S)he shall oversee maintenance of a current roster of all members of the organization, classified accordingly to the categories of membership, including a list of all members of record entitled to vote with respect to a meeting or to a matter or entitled to receive notice of meetings. The Secretary shall forward, or direct the Executive Director to forward, appropriate forms to applicants for membership in this organization. The Secretary shall serve as the assistant chair of the Program Committee

The **Treasurer** shall oversee all securities, funds and monies belonging to the organization. (S)he shall be responsible for the oversight and review of accurate accounts, recording of all monies, funds, securities, properties, and assets in the custody of the

organization, showing at all times the amount of disbursements. (S)he shall report, at each annual membership meeting on the financial condition of the organization. The treasury will contain funds received from annual dues, gifts and contributions, subscriptions, grants and revenues generated from scientific meetings. The treasury will be kept in a bank account in the name of the organization. Distribution of funds that are not provided for by the approved budget of the organization or approved by the Executive Committee will require signatures of any two officers. The fiscal year and membership year of the organization shall be from January 1<sup>st</sup> to December 31<sup>st</sup> inclusive.

Officers will be nominated by the Nominating Committee, and will be elected by the active members at the annual membership meeting or by voting by mail as permitted by Article VI of these Bylaws.

Vacancies in board offices filled by officers shall be filled as follows: If the President becomes unable to perform the duties of the office, the President-Elect shall serve as President until the President can resume such duties or until the next annual membership meeting. In the event the President-Elect served as President for less than eight months, this individual shall continue as President to the time for which originally elected. If the President-Elect's service as President exceeds eight months, the Nominating Committee shall present its evaluation and recommendation to the membership for the position of President, as well as President-Elect, for the succeeding year(s). If the President-Elect is unable to perform the duties of the office, the Board of Governors shall elect a substitute who will serve as President-Elect until the next annual membership meeting, at which time the organization, after consideration of the recommendations of the Nominating Committee, shall elect a President and President-Elect, who shall immediately assume their respective offices. If the office of Secretary or Treasurer shall fall vacant, an active member of the organization shall be elected by a majority of the Board of Governors to serve until the next annual membership meeting of the organization.

### **SECTION 3.2.1 RESIGNATION AND REMOVAL OF OFFICERS AND OFFICIAL AGENTS**

Any officer or other official or agent may resign at any time, subject to any rights or obligations under any existing contracts between the officer or agent and the organization, by giving written notice to the President. Acceptance of such resignation shall not be necessary to make it effective unless the notice of resignation so provides. Any officer or other elected or appointed official of the organization may be removed from office as provided for in Section 3.1.7 of these Bylaws.

### **SECTION 3.2.2 VACANCIES OF OFFICERS**

Any vacancy in the office of an officer who hold his or her office as a member of the Board of Governors shall be filled as provided for in Section 3.1.8. All other vacancies in offices shall be filled by the Executive Committee until the next meeting of the Board of Governors.

### **SECTION 3.3 EXECUTIVE DIRECTOR**

The Board may contract for administrative management. The chief management administrator shall be designated the Executive Director. (S)he shall serve in this capacity under contract, either directly or through delegation to the individual Executive Director by a management company with which the organization has contracted, until such time as two-thirds of the Board shall request his/her resignation or shall terminate his/her, or the delegating management company's, contract. The Executive Director may negotiate, enter into, and execute contracts, deeds and other instruments on behalf of the organization as are necessary and appropriate as are approved or authorized by the Board of Governors, including through the actions of its Executive Committee. The Executive Director and his/her staff are responsible for carrying out the administrative work of the organization, subject to policies, directions, and orders of the Board. The Executive Director, as the chief administrator of the organization, shall prepare and submit to the Board plans, suggestions, budgets, and recommendations as to policies and practices to be pursued by the organization. All duties are to be conducted under the authority and supervision of the Board or the President.

## **ARTICLE IV. COMMITTEES**

### **SECTION 4.1 PURPOSE, SELECTION AND DUTIES**

Except for the Executive Committee, the purpose of standing, ad hoc, and special subcommittees is to act in an advisory capacity to the Board; the Executive Committee shall act in an advisory capacity to the Board, except it may also exercise the power and authority of the Board as permitted by Section 4.2 of these Bylaws. Except as otherwise provided in these Bylaws, committee chairs and co-chairs shall be appointed by the President, with approval of the Board, and committee members shall be appointed by the committee chair and co-chair, subject to the approval of the President. Committees may, with the approval of the President, appoint subcommittees to carry out the work of the committees. All committee members are appointed for a one-year term and may be re-appointed. Each standing committee shall have such powers and duties as prescribed by the Board and these Bylaw. Vacancies in the elected or appointed membership of any committee, whether specifically provided for by these Bylaws or created, shall be filled by the President or committee chair, based on the person who appointed the person to the vacant committee membership position. No committee may exercise any power or authority reserved to the Board of Governors, except the Executive Committee as provided in Section 4.2 of these Bylaws. No committee may exercise any power that may not be exercised by the Board of Governors under these Bylaws.

Standing committees may include the following: Awards Committee, Bylaws Committee, Diversity Committee, Education Committee, Finance Committee, Grants Committee, International Relations Committee, Membership Committee, Nominating Committee, Patient Advocacy Committee, Program Committee, Residents and Fellows Committee, and the Website/Social Media Committee. The Executive Committee is a standing committee whose composition is described in Article IV, Section 4.2.

## **SECTION 4.2 EXECUTIVE COMMITTEE**

An Executive Committee consisting of the President, President-Elect, Secretary, and Treasurer shall act on behalf of the Board of Governors to administer the affairs of the organization between meetings of the Board of Governors. The immediate past president and the Executive Director shall be *ex officio* members of the Executive Committee (as used in these Bylaws, *ex officio* status means that the person holding that status has no right to vote, but is entitled to notice of and to participate in meetings of the board, committee, or subcommittee with respect which such status is held). The Executive Committee shall act subject to the general policies established by these Bylaws and the following:

(1) the members of the Executive Committee shall serve at the pleasure of the Board and any member may be removed and replaced by another board member by a two-thirds vote of the Board.

(2) The Executive Committee may exercise the power and authority of the Board on any matter, except it may not:

- (a) approve or recommend to members actions or proposals required by law to be approved by members.
- (b) fill vacancies on the Board of Governors or any committee thereof.
- (c) adopt, amend, or repeal any bylaw provisions.

## **SECTION 4.3 NOMINATING COMMITTEE**

For Nominations for Officer and Board Elections up to but not including the 2020 Annual Meeting of Members:

The Nominating Committee shall consist of at least three but not more than five members to include the two most recent living past presidents. The Nominating Committee will nominate members for the Board of Governors and Officers and have such other duties deemed necessary by the Board of Governors or President.

For Nominations for Officer and Board Elections at and after the 2020 Annual Meeting of Members:

The Nominating Committee shall consist of seven members to include the three most recent living past presidents with the remaining members (at-large) being active members elected by the active members as provided for in this Section 4.3. Committee members who are elected shall be elected by a voting by mail process (as defined in Section 6.6 of these Bylaws) which is completed at least thirty (30) days prior to each annual meeting. Members of the Nominating Committee shall serve for a one year term that will start at the conclusion of the annual meeting prior to which they were elected. The Committee formed to begin at the conclusion of each annual meeting will nominate members for

election as officers and to the Board of Governors at the next annual member meeting. The first committee to be formed with elected members will be formed to begin its term at the conclusion of the 2019 annual meeting of members and will nominate members for election as officers and board members whose terms will start at the conclusion of the 2020 annual meeting of members. The most immediate living past president serving on the Nominating Committee shall be the chair of the Nominating Committee. The Nominating Committee will nominate members for the Board of Governors and officers and shall have such other duties deemed necessary by the Board of Governors or President.

Each Nominating Committee formed shall nominate and prepare a slate of prospective officers and other Board of Governors members for election at the next annual membership meeting, being the meeting that will be held at the conclusion of the Nominating Committee's members' one-year term, and shall do so at least 120 days prior to that annual membership meeting. The Nominating Committee's slate shall be provided to the Executive Director who shall prepare the ballot for the election of officers and Board of Governor members. The ballot for the election of officers and Board of Governors members shall permit write-in candidates and, if so determined by the Committee, more candidates than there are positions to be filled.

The at-large members of the Nominating Committee to be elected by the active members shall be nominated and elected as follows:

(1) The Executive Director shall solicit nominations for the Committee from the active members 180 days prior to each annual meeting; the Executive Director shall advise the active members that self-nomination is permitted and that all nominations shall be accompanied by a statement of 100 words or less in support of the nomination;

(2) The Executive Director shall close out nominations after 45 days and shall then compile a list of nominees (in alphabetical or reverse alphabetical order) with accompanying supporting statements and publish the list on the AHS website within 15 days of nominations being closed; notwithstanding the foregoing, the Executive Director shall contact each person nominated for the Nominating Committee to ask if the person is willing to serve if elected and only those persons who indicate they are willing to serve on the Nominating Committee if elected shall be included on the published list of nominees and on the ballot to be prepared for the election of at large members;

(3) The ballot for selection to the Nominating Committee may contain the names of more candidates than there are at large membership positions to elect and, if that is the case, then the candidates receiving the highest number of votes through the rank equal to the number of at-large membership positions to be filled shall be elected and the two candidates receiving the next two highest rankings shall be alternate members of the Nominating Committee to serve if any member fails or is unable to serve; and

(4) The Executive Director shall prepare a ballot from the compiled list of nominees and conduct a voting by mail process (as set forth in Section 6.6 of these Bylaws) of all active members for the election of the at-large members of the Nominating Committee that shall be completed at least thirty (30) days prior to each annual membership meeting.

#### **SECTION 4.4 FINANCE COMMITTEE**

The Finance Committee shall consist of three or more members of the Board of Governors in addition to the Treasurer, who will serve as chair of the Committee. The Committee shall have charge of the finances including any investment and re-investment of the funds belonging to the organization and, in its discretion, may cause a report of accounts of the organization for any fiscal year to be prepared by a competent and independent firm of certified public accountants of good standing. Upon receiving such report, the Committee shall examine it and report to the organization. The report shall be filed with the records of the organization and an abstract thereof entered into the minutes of the annual membership meeting. The Committee shall advise the Board regarding all financial planning and shall, in addition, perform such other functions as assigned to it by the Board.

#### **SECTION 4.5 BYLAWS COMMITTEE**

The Bylaws Committee shall consist of at least four members including the chair, one of whom is a current or previous member of the Board of Governors. The Committee shall review the Bylaws and make recommendations for modification when needed or by recommendation of the Board and/or membership. The Executive Director and legal counsel are *ex officio* members of the Bylaws Committee. The Committee shall review the Bylaws every (5) five years and make recommendations to the Board concerning any necessary or convenient amendments.

#### **SECTION 4.6 MEMBERSHIP COMMITTEE**

The Membership Committee shall be composed of at least seven members, including a chair and co-chair, one active member who is a member of the Diversity Committee and at least one member who is representative of the organization's overall membership. The Committee shall review all applications for membership in AHS and approve, in accordance with the policies and practices it adopts, those applications which meet all requirements imposed by these Bylaws. The policies and practices adopted by the Committee may include a delegation of authority to the Executive Director to approve any class of applications for membership, except for active membership the approval of which may not be delegated to Executive Director. The Membership Committee shall oversee the membership outreach program and work with the administrative office to meet membership goals and objectives.

#### **SECTION 4.7 ANNUAL MEETING COMMITTEE**

The Annual Meeting Committee shall consist of at least five members chaired by the President-Elect with the Secretary as the assistant chair. The Committee shall be responsible for organization, development, and evaluation of the AHS annual clinical meeting, scientific sessions, and other conferences approved by the Board of Governors.

#### **SECTION 4.8 AWARDS COMMITTEE**

The Awards Committee shall consist of at least five members who are the President-Elect, the immediate past president, and a representative of each of the following Committees: Program, Membership and Resident and Fellow. The President-Elect shall be the chair of the Committee. The Committee shall review nominees for various awards as established by the Board of Governors or its committees; make recommendations as to the nature of the awards, the venue, and manner of presentation; and submit those recommendations to the Board for approval.

#### **SECTION 4.9 GRANTS COMMITTEE**

The Grants Committee shall consist of at least three members. The members shall be active members appointed by the President who are surgeons with expertise in hernia surgery. The Committee shall: (1) evaluate and award research grants or awards as funding permits; and (2) oversee any grants so awarded.

#### **SECTION 4.10 INTERNATIONAL RELATIONS COMMITTEE**

The International Relations Committee shall consist of at least three members. The Committee shall establish and maintain affiliations with other professional organizations in order to coordinate efforts that will further advance the purposes of the organization.

#### **SECTION 4.11 WEBSITE/SOCIAL MEDIA COMMITTEE**

The Website/Social Media Committee shall consist of at least three members. The Committee shall assist in the development and implementation of the communication options and strategies of the organization.

#### **SECTION 4.12 PATIENT ADVOCACY COMMITTEE**

The patient advocacy committee shall consist of at least three members. The Committee shall recommend the development and implementation of a patient advocacy strategy for the organization and will serve as the organization's liaison to community patient advocacy groups concerned with hernia disease.

#### **SECTION 4.13 RESIDENT and FELLOW COMMITTEE**

The Resident and Fellow Committee shall have at least five members including a chair and co-chair. The chair will be an active member and the co-chair will be a resident or fellow member. The Committee shall develop and implement a pathway for new surgeons with an interest in abdominal wall disorders to make a contribution to the AHS, including by coordinating a resident and fellow clinical session at the annual meeting and promoting resident and fellow participation in the organization.

#### **SECTION 4.14 DIVERSITY COMMITTEE**

The Diversity Committee shall have at least five members, including a chair appointed by the President, subject to Board approval, and the other members being appointed by the chair. The Committee shall strive to improve the diversity of the organization, to build a culture that allows for the inclusion of underrepresented groups within the organization,

and to provide an avenue for reporting of and addressing discriminatory action/language at AHS meetings in order to facilitate change. The Committee will have a subcommittee, titled the Diversity and Non-Discrimination Council, which shall consist of a chair who is the chair of the Committee and up to seven total members, none of whom, except for the chair, need to be active members of the organization and the majority of whom shall not be active members of the organization. The members of the Diversity and Non-Discrimination Council shall be nominated by the Committee, appointed by the Committee chair, and serve three year terms. The procedures and protocols of the Committee and the composition of the Diversity and Non-Discrimination Council shall be subject to approval of the Board.

#### **SECTION 4.15 EDUCATION COMMITTEE**

The Education Committee shall have at least five members. The Committee shall be responsible for organization, development, and evaluation of scientific sessions, other than the Annual Clinical Meeting, and other conferences approved by the Board of Governors.

#### **SECTION 4.16 PRACTICE ADVISORY COMMITTEE**

The Practice Advisory Committee shall have at least five members. The Committee shall draft advisories on hernia/mesh related topics consistent with the mission of the organization. The Committee shall operate in accordance with such policies and procedures as it adopts and which are approved by the Board. The Committee shall adopt a conflict of interest policy as part of its policies and procedures. All advisories adopted by the Committee shall be submitted to the board for its approval by at least a two-thirds majority of the Board. No advisory shall be the official position of AHS until, if ever, it is adopted and approved by at least a two-thirds majority of the Board.

#### **SECTION 4.17 TASK FORCES**

Task forces may be appointed by the President as deemed necessary to assist in the management, direction, and supervision of various activities of the organization to serve at the pleasure of the President. The term of any task force shall not extend beyond the appointing President's term unless specified otherwise in these Bylaws or approved by the Board.

### **ARTICLE V. MEMBERSHIP**

#### **SECTION 5.1 CATEGORIES OF MEMBERSHIP; APPLICATION PROCESS**

The membership of AHS shall consist primarily of surgeons who are certified by a national board examination of surgeons, and will have evidenced special interest in the field of hernia surgery by his/her teaching through lectures and/or writings or who has clinical or basic science interest in the field. Categories of membership include Active, Resident/Fellow, Retired, Affiliate and Honorary members. AHS does not discriminate on the basis of race, gender, sexual orientation, disability, religion, ethnicity, politics, or nationality in the selection of members.

Active members are the only members with voting rights and the only members who may serve as officers and members of the Board of Governors. Any member, regardless of category, may be appointed to committees as voting or *ex officio* members as determined by these Bylaws or the President

Membership as an active, resident/fellow, allied health, and affiliate member is by application. The Executive Director shall prepare application forms, publish such applications on the organization's web site, and accept all applications for membership. The Executive Director shall review all membership applications for completeness and, if such authority is delegated by the Membership Committee, approve all membership applications, except those for active membership, which shall be approved by the Membership Committee. Once applications for active membership are deemed complete by the Executive Director, they shall be forwarded to the Membership Committee for review and approval. The Membership Committee's review shall be to assure that the applicant meets the criteria for membership as set forth in these Bylaws and shall be conducted in accordance with the policies and practices adopted by the Membership Committee.

The Executive Director shall notify all applicants of the results of the Executive Director's or Membership Committee's review and shall collect dues as appropriate from each new member. Membership is not finalized for a new member until all required dues have been paid.

All new members, regardless of the category of membership, must meet the requirements of any code of conduct or code of ethics adopted by AHS now or in the future (any of which is referred to in these Bylaws as an "AHS Code of Conduct") such that their conduct within the three years prior to membership would not have been violative of any such AHS Code of Conduct.

#### **SECTION 5.1.1 ACTIVE MEMBERS**

Requirements for active membership shall be an unrestricted license to practice surgery in his/her state, province, or country (an applicant may be in government service not requiring licensure); certification by the American Board of Surgery or the American Osteopathic Board of Surgery, fellowship in the Royal College of Surgeons (Canada), fellowship in the American College of Surgeons, fellowship in the American College of Osteopathic Surgeons, certification by any American Board of Medical Specialties (ABMS) or American Osteopathic Association (AOA) recognized board, or certification by or fellowship in any international equivalent (as determined by the Board of Governors) of any of the foregoing; and a letter of recommendation attesting to the applicant's competency in the field of hernia surgery and recommending the applicant's membership. The letter of recommendation may be from the Chief of Surgery of the applicant's institution or a hospital or medical center at which the applicant has privileges to perform hernia surgery (if the applicant is Chief of Surgery, a letter from the Chief of Staff shall be appropriate) or from an active member of AHS.

### **SECTION 5.1.2 RESIDENT/FELLOW MEMBERS**

Resident /Fellow membership is by application. A resident member shall be a physician actively participating in training in a surgery residency program accredited by the ACGME or the American Osteopathic Association and a fellow member shall be a physician actively participating in an advanced training program. Each applicant for resident/fellow membership shall submit a letter of recommendation from the Director of the applicant's training program attesting to the applicant's participation and good standing in a training program that meets the requirements of this section. Resident/fellow members pay annual membership dues and may attend meetings but have no voting rights.

One resident/fellow member at a time may be appointed by the Board of Governors to serve as an *ex officio* member of the Board of Governors. The resident/fellow *ex officio* member of the Board of Governors may be replaced by the Board of Governors at any time and may be excused from any executive session of the Board.

### **SECTION 5.1.3 RETIRED MEMBERS**

A physician who has been an active member of the organization in good standing and who has retired from professional activity or has become permanently disabled shall be eligible to become a retired member by application to AHS. Retired members do not pay membership dues and may attend organizational functions and regular meetings without a vote. Retired members who desire to attend AHS meetings must register and pay the member registration fee for such meetings.

### **SECTION 5.1.5 ALLIED HEALTH MEMBERS**

Allied health membership is by application. Allied health professional, such as nurses, physician assistants, surgical technicians and other interested allied health professionals, are eligible for allied health membership. The application for allied health membership must demonstrate the applicant's active license to practice in the applicant's allied health profession. Allied health members pay dues and attend the annual meeting without a vote. Allied health members who desire to attend AHS meetings must register and pay the member registration fee for such meetings.

### **SECTION 5.1.6 AFFILIATE MEMBERS**

Affiliate membership is by application. A physician not in the clinical practice of surgery and who has not been an active member, or a scientist who, while not engaged in the practice of surgery to humans, is interested in abdominal wall surgery or the basic science of hernia disease, or any other person whose interests, knowledge or experience may benefit the mission of the organization may be an affiliate member. The application for affiliate membership should contain the applicant's statement as to his or her interest in membership and why his or her membership may benefit the mission of the organization. The Membership Committee's decision concerning whether an applicant's membership will benefit the mission of the organization is final and not subject to appeal. Affiliate members pay dues and attend the annual meeting without a vote. Affiliate members who

desire to attend AHS meetings must register for and pay the member registration fee for such meetings.

#### **SECTION 5.1.7 HONORARY MEMBERS**

The Board may confer honorary membership. Honorary Membership will be reserved for those who have made significant contributions to clinical or academic surgery and academic medicine but need not be in active surgical practice. Honorary members do not pay dues and may attend organizational functions and regular meetings without a vote. Honorary members who desire to attend AHS meetings must register and pay the member registration fee for such meetings.

#### **SECTION 5.1.8 APPROVAL OF APPLICATIONS**

An applicant shall be enrolled as a member upon approval of the completed application for membership which demonstrates the applicant meets the criteria for the membership applied for and upon the payment of the appropriate membership dues. All applications for membership shall be reviewed and approved as provided for in Section 5.1 of these Bylaws.

#### **SECTION 5.2 RIGHTS AND PRIVILEGES OF MEMBERSHIP**

Active members shall be voting members and shall be entitled to exercise all the rights and privileges accorded to members of the organization. Only active members may serve as officers and members of the Board of Governors and vote for candidates to fill those offices. Retired members, resident/fellow members, allied health members, honorary, and affiliate members shall be entitled to attend meetings of the organization and of the membership and to participate in all the functions of the organization, except that they shall not serve as officers, members of the Board of Governors or delegates to other organizations and shall not be entitled to vote, except non-active members who are assigned to a committee of the organization may vote as members of that committee, unless appointed as *ex officio* member by these Bylaws or the President. Any voting right exercised by a non-active member of a committee is as a committee member and not as a member of the organization.

#### **SECTION 5.3 DUES AND ASSESSMENTS**

Active, resident/fellow, allied health, and affiliate members of the organization shall pay annual dues in such amount or amounts and at such time or times as determined by the Board. The Board shall fix these dues by resolution. All dues are for the annual membership year of January 1 through December 31 of each year. Failure of any active, resident/fellow, allied health, or affiliate member to pay dues for any annual membership year by February 28 of the membership year shall be reason for termination of membership in AHS. Retired and honorary members will not have dues levied. The Board may adopt special assessments of active members when needed which assessment shall not exceed the amount of the current year's annual dues in the current membership year and shall be due within 60 days of assessment. Failure of an active member to pay a special assessment when due shall be treated as a failure to pay annual dues when due.

#### **SECTION 5.4 TERMINATION OF MEMBERSHIP**

Membership in the AHS will be forfeited by a member's own resignation, by action of the Board of Governors based on a finding by the Board of Governors that a member's continuing membership is detrimental to the organization, or for non-payment of annual dues in a timely manner; except no member's membership shall be terminated for failure to pay annual dues unless the member is first given written notice of the failure to pay and a thirty (30) day opportunity to bring all outstanding dues current. When the Board of Governors takes any action to terminate a member's right to membership for reasons other than non-payment of dues, the Board of Governors shall provide the member with written notification sent by first class mail, return receipt requested, of its actions and the reasons therefore, at least thirty (30) days before the effective date of the termination of membership ("termination notice").

If a member receiving a termination notice wishes to present information to the Board of Governor's as to why his or her continuing membership is not detrimental to the organization, the member may do so provided the member notifies the President or Executive Director by written notification sent by first class mail, return receipt requested not later than twenty (20) days after the termination notice was received (a "member's objection"). Upon the President's or Executive Director's receipt of a member's objection, the action to terminate the member's membership shall be suspended until such time as the member is given a reasonable opportunity to present information to the Board of Governors as to why his or her continuing membership is not detrimental to the organization.

Upon being advised of the member's objection, the Board of Governor's shall determine, in its reasonable discretion, the manner in which the member making a member's objection may submit information to the Board of Governors. Upon review of the information submitted by a member in support of his or her member's objection, the Board of Governors shall reconsider its decision to terminate the member's membership and advise the member of its decision which may be to allow the termination to continue, to revoke the termination or to impose conditions on the member's continuing membership which if not met, shall result in the original decision of termination to become final without further action of the Board of Governors. The decision of the Board of Governor's following a member's objection is final and not subject to appeal or any further process.

Any member receiving a termination notice may resign his or her membership by tendering his or her written resignation to the Executive Director not later than twenty (20) days after the termination notice was received. Upon such resignation, the organization's records shall reflect the member's resignation following a termination notice, the member shall not be eligible to re-apply for membership for a period of five (5) years after the date the resignation was tendered, and upon any re-application for membership, the member shall disclose the prior termination notice and resignation. Any termination notice sent to

a member shall advise the member of the opportunity to resign afforded to him or her by these Bylaws.

## **ARTICLE VI. MEETINGS OF MEMBERS**

### **SECTION 6.1 ANNUAL MEETING**

The corporation shall hold an annual meeting of members at a place, date, and time fixed in accordance with a resolution of the Board of Governors. The annual meeting of the active members shall be announced at least 60 calendar days in advance. Unless voting by mail for officers and board members is set by the Board of Governors to occur prior to an annual meeting as allowed by Section 6.6 of these Bylaws, at the annual meeting, the active members shall elect officers and other members of the Board of Governors for new terms and transact such other business as may properly come before the meeting. The place, date, and time of the annual meeting will be recommended by the Program Committee and will be confirmed by approval of the Board. The annual meeting of members will be held in conjunction with the annual scientific meeting of AHS which will be designed for the interest of surgeons regarding scientific information consistent with the mission of the organization.

### **SECTION 6.2 SPECIAL MEETINGS**

Special meetings of the active members may be called by the President, and shall be called by the President or the Secretary at the request, in writing, of a majority of the Board or at the request, in writing, by twenty-five percent (25%) of the active members; if the President or Secretary fail to call a special meeting as required by this Section, then any member of the Board or any member requesting a special meeting may call the meeting. No other person may call a special meeting of the active members of the organization. Such request for and the notice of a special meeting issued pursuant thereto shall state the purpose or purposes of the proposed meeting. Business transacted at a special meeting shall be limited to the purpose(s) stated in the notice.

### **SECTION 6.3 FIXING RECORD DATE**

For the purposes of determining the active members qualified or entitled to receive notice of a meeting or to vote at any meeting of members or any adjournment thereof, or to vote on any matter on which a vote of the active members is required, or to express consent to or dissent from any proposal without a meeting or for a vote by mail in lieu of or in advance of any meeting of the members, the Board of Directors shall fix, in advance, a date as the record date for any such determination of active members. The record date for a meeting shall be determined as follows: (i) the record date for a special meeting demanded by the active members shall be the date of the earliest demand for such meeting; (ii) the record date for a voting by mail process in lieu of or in advance of any meeting of the members shall be the effective date of the authorizing resolution (as defined by Section 6.6 of these Bylaws); and (iii) the record date for any other meeting shall be not more than 50 or less than 10 calendar days before the date of such meeting. If no record date is fixed by the Board for the purpose of determining the active members entitled to notice of a members' meeting or to vote at such a meeting, then the members

at the close of business on the business day preceding the day on which the notice was given are entitled to notice of the meeting and to vote at the meeting. Unless the Board of Governors shall fix a new record date for an adjourned meeting, any determination of qualified or entitled active members made as provided above shall also apply to any adjourned meeting.

#### **SECTION 6.4 NOTICE TO MEMBERS**

Written notice of meetings at which active members may vote, of voting by mail, and of annual dues and assessments due or past-due shall be given personally, by postal or electronic mail, or by facsimile transmission, respectively, to each active member entitled to vote (at any meeting or by mail) or to each dues paying member. Written notices to members shall be at the most current postal or electronic address or facsimile number maintained by the organization for each member. It is incumbent upon each member to keep AHS apprised of the member's current addresses and, if desired, facsimile numbers. Notices shall be deemed given when personally delivered, when deposited in the United States mail, or when transmitted by electronic mail or facsimile, as applicable. Such notices of meetings shall be given not less than 10 nor more than 90 days before the date of the meeting of which they give notice, except in the case of any meeting at which an amendment to these Bylaws is proposed or will be voted upon then the notice of such a meeting shall be given not less than 30 days before the date of the meeting. Notice of voting by mail shall be given in the manner and within the times provided for in Section 6.6 of these Bylaws. The notice of each meeting shall state the place, date and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called. The notice shall indicate that it is being issued by or at the direction of the officer or persons calling the meeting. Unless the Board of Governors shall fix a new record date for an adjourned meeting, notice of such adjourned meeting need not be given if the time and place to which the meeting shall be adjourned were announced at the meeting at which the adjournment is taken.

#### **SECTION 6.5 WAIVERS**

Notice of a meeting or of voting by mail need not be given to any active member who signs, either in person or by proxy and whether before or after the meeting or the end of the voting by mail period, as applicable, a waiver of notice. The attendance, whether in person or by proxy, of any active member at a meeting without protesting the lack of notice of the meeting at the start of or as soon as the member arrives at the meeting or submission of a ballot in a voting by mail process shall constitute a waiver of notice by such active member.

#### **SECTION 6.6 QUORUM AND VOTING OF ACTIVE MEMBERS; VOTING BY MAIL**

Ten percent (10%) of the active members of the organization entitled to vote when voting is by a voting by mail process must submit written ballots to constitute a quorum for any vote to be so taken by the active members. Five percent (5%) of the active members of the organization entitled to vote when voting is in person shall constitute a quorum at any meeting of active members for the transaction of any business. When a quorum is once

present to call a meeting to order, it is not broken by the subsequent withdrawal of any active member. The required quorum for a voting by mail process is subject to further adjustment as provided for in this Section 6.6.

At any meeting of the active members at which a vote is to be taken or for any meeting or other business of the organization for which a vote by mail is taken and a quorum is established, the vote of a majority of the active members present for the vote or voting by mail shall be the action of the active members of the organization, except for any greater voting requirement as is set forth in Article VII of these Bylaws for the amendment of the organization's bylaws.

At the direction of the Board, the election of officers and members of the Board of Governors or any other business of the organization may be conducted by postal or electronic mail, in lieu of or preceding at an annual or special meeting of the members. If elections are by a voting by mail process in lieu of voting at an annual or special meeting of members, the officers and directors so elected shall take office at the same time they would have taken office if the election had been held at that annual or special meeting of members.

Any matter submitted to the vote of the active members to be conducted by postal or electronic mail, shall be conducted as follows (the "voting by mail process"):

(a) the vote shall be called by resolution of the Board of Governors (the "authorizing resolution");

(b) the authorizing resolution shall provide that written notice of the vote by mail shall be provided by or at the direction of the Secretary by postal or electronic mail to all active members entitled to vote on the matter as of the effective date of the authorizing resolution and shall set forth the voting period and procedures for the vote (the "voting by mail notice"); if the vote by mail is to precede a meeting of the members, then in addition to the voting by mail notice, the officers and Board of Governors shall comply with all other requirements of these Bylaws to call and notice a meeting at the same time and shall be delivered in the same manner as the voting by mail notice;

(c) the voting by mail notice shall be sent to all active members as of the effective date of the authorizing resolution within 15 days of the effective date of the authorizing resolution;

(d) whether the vote by mail is in lieu of or preceding a meeting of the members, the authorizing resolution shall provide a voting period of between 30 and 60 days from the date of the voting by mail notice and, if the vote by mail is to precede a meeting of the members, the last day of the voting period shall be prior to the date of the meeting; if no voting by mail period is provided for by the authorizing resolution, then the voting period shall be 60 days from the date of the voting by mail notice;

(e) whether the vote by mail is in lieu of or preceding a meeting of the members, the voting by mail notice shall include a written ballot to be returned by the active members voting by mail so that it is received by the organization on or before the end of the voting period set forth in the voting by mail notice;

(f) the written ballots shall provide that, if necessary for the vote represented by the ballot to be effective, the ballot shall be treated as a proxy to authorize the Executive Director to vote on behalf of the member in the manner set forth in the ballot;

(g) whether the vote by mail is in lieu of or preceding a meeting of the members, at least the number of members constituting a quorum must vote by mail by returning a completed ballot and a simple majority (except for amendments to these Bylaws under Article VII, in which case a two thirds majority) of the members casting votes by mail shall be the decision of the active members of the organization;

(h) notwithstanding the quorum provisions for a voting by mail process, above, the total number of any voting by mail notices that are returned by the U.S. Postal Service or the organization's electronic mail provider as undeliverable will be subtracted from the total number of active members entitled to vote for the purpose of determining the quorum necessary for the voting by mail process for which the returned voting by mail notices related, but in no event shall application of this paragraph result in a quorum being less than five percent (5%) of all active members who must return a written ballot for any voting by mail process;

(i) voting by mail shall mean that active members may be provided by postal or electronic mail the voting by mail notice; any notices or materials required to call or notice a meeting, if applicable; the written ballot; and any supporting or other materials directed by the authorizing resolution; active members voting in a voting by mail process may return their completed ballots to the organization by any means desired, including, without limitation by postal mail; as an attachment to an electronic mail; by electronic mail that, in the body of the email, clearly and unambiguously sets for the manner in which the member has completed his or her ballot or votes on the matter and by doing so the member shall be deemed to have returned his or her completed ballot; by facsimile transmission; by hand delivery; or by any other means the member desires to use; and

(j) only completed ballots, as described above in paragraph (i), received by the organization by the last day of the voting period shall be counted.

At all in person meetings of active members voting shall be by voice vote or a showing of hands; however, any one board member or three (3) active members entitled to vote at the meeting may demand that the vote be taken by written ballot.

## **ARTICLE VII. AMENDMENTS TO BYLAWS**

Alterations in the bylaws of the organization can be done at any meeting of active members or by mail and written ballot under the voting by mail process provided for in

Section 6.6 of these Bylaws. A motion for alteration of the bylaws can be placed on a ballot by a vote of two-thirds of the board members present at a duly constituted meeting of the Board, or by a referendum of signatures of at least 10% of active members in good standing. All bylaw changes must be approved by a vote of a two-thirds majority of either those active members present at a duly constituted meeting or by a two-thirds majority of those active members casting written ballots in a voting by mail process held as provided for in Section 6.6 of these Bylaws at which a quorum is established.

#### **ARTICLE VIII. CORPORATE ALLIANCE**

A Corporate Alliance will be formed represented by companies which produce products that support the mission of the organization. The Corporate Alliance will be expected to support the mission of the organization, including its scientific programs, but shall have no right to distributions of the assets or funds of the organization and shall have no right to control or vote in the affairs of the organization. The Corporate Alliance will have one representative from each member-company. Companies can become members of the Corporate Alliance by approval of the Board of Governors. The entire membership of the Corporate Alliance will be invited to attend the general membership meeting.

#### **ARTICLE IX INDEMNIFICATION**

The organization shall indemnify its board members, officers, executive director, employees, committee members and other agents acting on its behalf or serving on other boards or committees at its request to the full extent permitted by law.

#### **ARTICLE X. SOCIETY'S FUNDS AND ASSETS**

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, board members, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the organization as set forth in its articles of incorporation and these Bylaws.

#### **ARTICLE XI. CONFLICTS OF INTEREST.**

The purpose of this conflict of interest bylaw is to protect the interest of the organization as a tax-exempt organization when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or board member of the organization or might result in a possible excess benefit transaction. This bylaw is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations and any written conflict of interest policy which has been or may be adopted by the resolution of the Board of Governors. Each member of the Board of Governors and all chairs of any Board Committee will complete a Conflict of Interest declaration at least annually by the time of the annual meeting and shall update the declaration within thirty (30) days of any change that would be required to be disclosed as part of the annual declaration.

**ARTICLE XII. DISSOLUTION**

Dissolution of the organization shall be authorized by three-quarters majority vote of the Board of Governors. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) or (6) of the Internal Revenue Code, as amended, or corresponding section of any future federal tax code.

These Amended and Restated Bylaws were adopted by a vote of the members of the American Hernia Society, Inc. effective \_\_\_\_\_, 2018.

SIGNED:

\_\_\_\_\_, Secretary  
\_\_\_\_\_, 2018

List all previous revisions with date and name of Secretary/President: