

ISPCOP Bylaws

CHAPTER I: NAME

Section 1.0

The name of this organization shall be the International Society for the Perioperative Care of the Obese Patient (ISPCOP), a nonprofit corporation incorporated under the laws of the State of Florida.

CHAPTER II: PURPOSE OF THE SOCIETY

Section 2.0

The ISPCOP shall be organized and operated as a nonprofit corporation exclusively for scientific and educational purposes without pecuniary gain or profit to its members or to any private individual. The purposes of the ISPCOP shall be:

- A. To promote excellence in clinical management, research and education in the perioperative care of the obese patient.
- B. To associate and affiliate into one organization, all physicians who are engaged in the practice of medicine dealing with the obese surgical patient, and non-physicians who are involved in the perioperative care of these individuals.

CHAPTER III: MEMBERSHIP

Section 3.1: Membership

Membership in the ISPCOP is a privilege and not a right, and is contingent upon compliance with the requirements specified in these Bylaws. No person shall be accepted or continued as a member unless the person is of good character and adheres to the ethical standards of the medical profession, and is practicing in accordance with the principles of this ISPCOP as set forth in these Bylaws.

Section 3.2: Categories of Membership

There shall be nine (9) categories of membership as follows:

- A. Active:
A licensed physician who has completed an approved medical school degree program accredited by the American Council for Graduate Medical Education or their foreign equivalent. Only active members of the Society shall be permitted to vote, hold office and serve on the Board of Directors. Unless otherwise defined or qualified, the term "member" or "membership" as used in these Bylaws shall refer to active members.
- B. Resident / Fellow:
A physician, who is in full-time training in an approved residency program accredited by the Accreditation Council for Graduate Medical Education or their foreign equivalent, shall qualify for resident membership. Membership shall be for the term of appointment in an accredited residency, but for a period not to exceed eight (8) years. Except as provided in Section 3.2a of these Bylaws, resident members shall have all the privileges of active membership.
- C. Honorary:
A physician or other scientist who has attained exceptional eminence in basic or clinical sciences related to the perioperative care of the obese patient, or who has made a significant contribution to the ISPCOP and whom the society desires to honor, shall qualify for honorary membership.
Honorary members shall be proposed by the Committee on Membership of ISPCOP and shall be conferred by a three-fourths (3/4) vote of the Board of Directors. At no time shall the number of living honorary members exceed 10% of total membership or 10 individuals, whichever is greater. Honorary members shall not be assessed membership dues.
- D. Affiliate:
All allied health care providers who are involved in the perioperative care of the obese patient or a scientist who maintains an interest in the fields related to it.
- E. Emeritus:
Any member who has remained in good standing for ten (10) consecutive years and has retired from professional practice may be nominated for Emeritus membership. Nominations for Emeritus status shall be submitted by the membership, and Emeritus membership shall be conferred by a majority vote of the Board of Directors. Emeritus members shall not be assessed membership dues.
- F. Inactive:
Any active member of the ISPCOP unable to continue in practice because of ill health or special circumstances may submit written request for inactive status. The

Board of Directors may grant this request. Inactive status is temporary, shall be subject to annual review and shall not be assessed membership dues.

G. Benefactor:

The Board of Directors may declare any individual, company or corporation rendering valuable assistance or support to the ISPCOP to be a Benefactor. Benefactors do not receive voting privileges.

H. Retired:

Any member who has been a continuous active member of ISPCOP for ten (10) or more years and who has completely retired from professional practice shall qualify for retired membership. Retired members shall have all the privileges of active membership. Retired members shall not be assessed membership dues.

I. Life:

The Life membership shall be conferred upon each past-president of the ISPCOP at the completion of the term of presidency. A Life member may continue in another category of membership in the ISPCOP and shall have the privileges of that category of membership. A Life member of the ISPCOP shall not be assessed membership dues.

Section 3.2a

Active members will be expected to attend annual meetings, actively participate on committees, and participate in the scientific and social functions, and activities of ISPCOP. Active and Honorary members shall be entitled to all rights and privileges of this Society.

Resident members, Emeritus members, and Affiliated members shall be entitled, but not required, to participate in the scientific and social functions and activities of ISPCOP. They shall be eligible to vote but not to be elected as officer or director.

Section 3.3: Resignation

Any member may resign from the ISPCOP by submitting a written communication addressed to the Secretary. The Board of Directors at the next regular meeting shall address such resignation.

Section 3.4: Application for Membership

- A. All applications for membership shall be submitted on a form furnished by the ISPCOP.
- B. The Director of the residency program shall endorse application for resident membership.
- C. Application for Emeritus membership does not need endorsement.
- D. All applications shall be forwarded to the Secretary of the ISPCOP.

Section 3.5: Approval for Membership

- A. The Committee on Membership shall review all applicants for membership. The Committee shall forward the name and membership qualifications (application form and, curriculum vitae) of candidates to the Board of Directors for consideration. Two-thirds (2/3) vote of the Board of Directors is needed to approve and grant new membership.
- B. Any active member of the ISPCOP may object to the approval of an applicant for membership by written notification based on objective reasons to the Secretary of the ISPCOP within thirty (30) days after the publication of the applicant's name. Any such objection will be taken into consideration by the Board of Directors.
- C. When an applicant has been approved for membership, the applicant's name shall be enrolled on the official roster of this Society in the appropriate category of membership and a certificate of membership forwarded upon receipt of the appropriate annual assessment.
- D. The official membership roster shall be published and electronically distributed annually on the web site of ISPCOP.

Section 3.6: Duration of Membership

All categories of membership shall endure for life provided dues are paid except as otherwise provided in these Bylaws.

CHAPTER IV: ASSESSMENTS

Section 4.1: Annual Assessments (Dues)

- A. By the first day of November of each year, each member shall be sent a notice of the per capita dues levied by the Board of Directors after approval by the membership at the Annual Membership Meeting.
- B. Payment of these annual dues for each calendar year shall be forwarded to the business office of the ISPCOP not later than January 31st.

- C. Such per capita dues shall apply in the same manner immediately upon the admission or reinstatement of members. For new members admitted after June 30th of any calendar year, only one-half (1/2) of the regular per capita dues shall be levied. Every member for whom the per capita dues are paid shall be entitled to receive such publications as may be issued by the ISPCOP for its members.
- D. The annual per capita dues shall not be levied against any member in good standing if the member:
 - a. Is serving in the Armed Forces of their country;
 - b. Is in the Emeritus, Honorary or Inactive membership category;
 - c. Has a financial hardship by reason of physical disability or illness, as determined by the Board of Directors
- E. The Board of Directors shall establish the schedule of dues for active, affiliate, and resident members.

Section 4.2: Delinquency in Payment of Annual Dues

- A. Any member whose dues have not been paid by March 1st shall lose all membership privileges, but shall be reinstated without further action if payment for the full year is received before December 31st.
- B. The Treasurer shall notify in writing any member who is thirty (30) days in arrears. If dues are not paid by March 1st, the Secretary shall notify the member of the loss of membership privileges, and of the option for reinstatement upon payment of back dues.
- C. Any member whose dues have not been paid for an entire year shall be dropped from the rolls of the ISPCOP, and shall be so notified in writing [either by electronic or standard mail service] by the Secretary. Any member dropped from the membership rolls for delinquent dues under this provision who subsequently re-applies for membership after December 31st must submit a new application form.

Section 4.3: Special Assessments

Special assessments may be adopted by the Board of Directors by majority vote and, once adopted, shall become the obligation of all dues-paying members in such forms and amounts as the Board of Directors shall declare. Unless otherwise stipulated by the Board of Directors, delinquency in regard to payment of a special assessment shall be treated in the same fashion as delinquency in the payment of annual assessments. Any special assessment adopted by the Board of Directors may be vetoed by a vote of three-fourths (3/4) of the membership present at the next Annual or special membership meeting.

CHAPTER V: OFFICERS

Section 5.1: Officers

The officers of the ISPCOP shall be President, President-Elect, Vice President of Clinical Management, Vice President of Research, Vice President of Education, Secretary and Treasurer.

Section 5.2: Terms of Office

- A. The President shall serve for one term of two (2) years. Any time spent serving as Acting President shall not be counted as any portion of a term of office as President of the ISPCOP.
- B. The President-Elect shall be elected for one term of two (2) years prior to assuming the Presidency at the Annual Membership Meeting.
- C. The Vice Presidents shall be elected for one term of two (2) years.
- D. The Secretary shall be elected for a term of three (3) years and may be re-elected for one additional three (3) year term.
- E. The Treasurer shall be elected for a term of three (3) years and may be re-elected for one additional three (3) year term.

The terms of all officers shall begin and end at the Annual Membership Meeting, or when their successors are elected, except that an officer selected to fill a vacancy shall assume office immediately upon selection.

Section 5.3: Duties of Officers

The officers of the ISPCOP shall have the rights, duties and prerogatives customarily attached to their responsibilities set forth in these Bylaws.

Section 5.4: President

The President shall preside over all meetings of the Board of Directors, the Executive Committee and Annual Meeting.

The President may delegate to other officers the responsibility of representing the President and the ISPCOP at meetings of other medical organizations, specialty societies and allied health organizations and societies.

The President also may delegate qualified individuals to speak on his / her behalf before various governmental bodies, agencies and any other group.

The President shall be the official spokesperson of the ISPCOP on all matters of general policy as determined by the Board of Directors and subject to approval by voting members at the Annual Meeting.

Except as otherwise provided in these Bylaws, the President shall appoint the chair and the members of each standing committee and subcommittee. The President also may appoint ad hoc committees in accordance with these Bylaws.

The President shall preside as chair of the Board of Directors and of the Executive Committee, and shall be an ex officio member of all committees except the Nominating Committee.

The President shall prepare a report concerning the ISPCOP's activities during the term of office and shall present the report at the Annual Membership Meeting.

Section 5.5: President-Elect

The President-Elect shall perform the duties of the President during his / her absence or disability, and shall be an ex officio member of all committees, except for the Nominating Committee, on which the President shall serve as a consultant member. The President-Elect shall serve as chair of the Advisory Subcommittee. The President-Elect shall advance to the office of President.

The President-Elect shall fill any vacancy occurring in the office of President by death, disability, resignation, or removal immediately, for the remainder of the unexpired term. The office of President-Elect shall remain vacant until the next regular election of the ISPCOP.

Section 5.6: Vice-Presidents

The Vice-Presidents shall assist the President in the discharge of all duties and functions. Except as otherwise provided in these Bylaws, the Vice-Presidents shall perform the duties of the President during the absence or disability of both the President and President-Elect and shall perform all the duties specifically required in these Bylaws. The Vice-Presidents shall be ex officio members of the Committee on Bylaws and shall be responsible for the organization, function and coordination of the administrative committees of the ISPCOP.

The order of succession if both the President and President-Elect are absent or disabled shall be: Vice-President for Education, Vice-President for Research, Vice-President for Clinical Affairs.

The Vice-Presidents shall be responsible for the organization, function and coordination of the educational committees of the ISPCOP and shall be ex officio members of the Committee on Education.

Section 5.7: Secretary

The Secretary shall be the official custodian of the Bylaws and of all records of ISPCOP. The duties of the Secretary shall be to:

- A. Serve as Secretary of the Board of Directors and as chair of the Committee on Membership.
- B. Conduct such formal official correspondence in the corporate name of the ISPCOP as the Board of Directors or the President may direct.
- C. Be the custodian of the Seal of the ISPCOP and affix the Seal and sign all official documents as the Bylaws may require, or the Board of Directors or the President may direct.
- D. Submit to the membership at the Annual Membership Meeting a report of the transactions of the Board of Directors during the preceding year and a report of the status of membership in the ISPCOP.
- E. Issue official notice of all annual or special meetings of the Board of Directors and of the ISPCOP.
- F. Attend all annual or special meetings of the ISPCOP, and transcribe and keep the minutes of the proceedings of all the meetings of the ISPCOP, the Board of Directors and the Executive Committee, and keep proper records thereof.
- G. Report to the Board of Directors at regular meetings of the Board of Directors and at such times as the Board of Directors may direct on the status of membership of the ISPCOP. This report shall reflect the number and identity of (1) new members elected, (2) members whose membership category has changed, (3) members who have resigned and (4) members who are deceased.
- H. Tabulate and announce the official results of all balloting.
- I. Perform such other functions as are specified in these Bylaws or as the President or the Board of Directors may direct.

The Secretary shall be entitled to reimbursement for expenses incurred in the fulfillment of the duties imposed by the Bylaws, or authorized by the President or the Board of Directors.

Section 5.8: Treasurer

The Treasurer shall have general supervision of the financial affairs of the ISPCOP subject to the direction of the Board of Directors and shall:

- A. Advise the Board of Directors on the status of the ISPCOP funds and on the preparation of the annual budget with a detailed account of all receipts and disbursements.
- B. Be responsible for collecting all dues and assessments and supervised established accounting and investment procedures for the handling of the ISPCOP's funds.
- C. Report on the financial condition of the ISPCOP to the membership at each Annual Membership Meeting.
- D. Submit to the Board of Directors at its Annual Meeting a complete list of the names and addresses of all paid-up and exempt members in good standing.
- E. At the end of each fiscal year, the Treasurer shall be responsible for the preparation of an annual audit to be conducted by an external Certified Public Accountant selected by the Board of Directors.

The Treasurer shall obligate the ISPCOP only for debts authorized by the Board of Directors, President or Secretary. The Treasurer shall pay all authorized obligations of the ISPCOP. The President or Secretary shall countersign any amount over \$1,500.00.

Section 5.9: Resignation or Removal

Any officer, committee member or officer holder, elected or appointed, within the ISPCOP may resign by informing the Secretary in writing. They may be removed from the office by action of the Board of Directors, if found guilty by that body of neglect of duty, improper conduct or violation of these Bylaws.

A two-thirds (2/3) vote of the members of the Board of Directors present and voting shall be required to effect such removal. Any officer, committee member or elected or appointed official removed by the Board of Directors under the foregoing section may file written appeal to the Ethics and Judicial Committee within sixty (60) days of removal. The Ethics and Judicial Committee shall conduct an appeal hearing within thirty (30) days of receipt of such written request. The decision of the Ethics and Judicial Committee shall be submitted to the Board of Directors. The Board of Director's decision will be final based upon recommendation of the Ethics and Judicial Committee. An officer who is removed from office pursuant to this section shall be ineligible to serve as an officer of the ISPCOP at any future time.

CHAPTER VI: BOARD OF DIRECTORS

Section 6.1: Composition

The Board of Directors shall be composed of the elected officers; the immediate Past President; the Chair of the Annual Meeting Subcommittee and six (6) at-large members elected by the membership.

Only active members of the ISPCOP shall be eligible to sit on the Board of Directors.

Section 6.2: Powers and Duties

The Board of Directors shall exercise the powers of the ISPCOP, control its property, conduct and manage its affairs and have authority to act between annual meetings. The Board of Directors shall have the power to adopt such rules, as it deems necessary or desirable for carrying out the activities of the ISPCOP. In addition to these powers and duties, the Board of Directors shall perform the following functions:

- A. Determine and approve all salaries, membership fees and assessments, except as otherwise provided in these Bylaws.
- B. Pass upon all recommendations for expenditures in excess of budgetary appropriations.
- C. Bond the Treasurer, President, Secretary and Executive Director who are empowered to sign or countersign the checks in accordance with these Bylaws and as may be appropriate or desirable.
- D. Receive all nominations, reports, recommendations, and complaints as provided for in these Bylaws and take appropriate action.
- E. Have the power to fill vacancies in all elective officers, with the exception of President and President-Elect, for the remainder of the term at a regular or special meeting, unless otherwise provided in these Bylaws.
- F. Have complete authority over all finances, vested funds and real or other property belonging to the ISPCOP, including the unrestricted right to buy or sell such property.
- G. Engage counsel as necessary and negotiate fees for services to be rendered.
- H. Make suitable provision for the efficient conduct of business of the ISPCOP.
- I. Make recommendations to the membership.
- J. Render annually to the membership a summary of its activities.

Section 6.3: Annual Budget

Based upon the recommendations of the Treasurer, the Board of Directors shall adopt an annual operating budget for the next fiscal year. The Board of Directors shall have the

power to authorize the expenditure of funds in excess of budgetary appropriations, so long as budgetary expenditures do not exceed the total adopted budget. The Society will establish a reserve fund. For the first 5 years of the Society, the amount set-aside for the reserve fund will be at least 10% of the annual budget; thereafter, the Treasurer shall recommend to the Board of Directors an appropriate amount to be set aside.

Section 6.4: Resolutions

A proposed resolution may be submitted in writing to the Secretary by any committee and shall be read at any regular meeting of the Board of Directors. The decision of the Board of Directors to approve or disapprove the resolution shall be the final and a two-thirds (2/3) vote of the Directors present and voting shall be required for approval.

Section 6.5: Term

Except as herein provided, each director shall hold office until the director's successor is elected. The elected at-large directors shall serve for the term of three (3) years, with two (2) retiring and two (2) being elected annually. Elected directors shall be eligible for re-election to one (1) additional three (3)-year term.

For the initial election of the six (6) Board members under the jurisdiction of these Bylaws, staggered terms shall be created. The initial terms will be divided equally among three (3), two (2) and one (1) year in length. All directors appointed in this fashion will remain eligible for appointment to one (1) successive three (3) year term. Thereafter, all directors shall be elected for a term of three (3) years.

Section 6.6: Termination of Directors and Vacancies

A director's term shall automatically expire upon death or upon the filing of a written resignation with the Secretary. A director who is absent from three (3) consecutive meetings of the Board of Directors without adequate explanation shall immediately cease to be director and shall be so notified, provided that due notice of this provision of the Bylaws shall be sent to any such director after the second absence. A director may be removed from the office at any time by a two-thirds (2/3) vote of the members of the Board of Directors if such director is unable or unwilling to perform the functions of director, violates the Bylaws of the ISPCOP, or upon judgment of the Board of Directors is guilty of unethical behavior or behavior injurious to the ISPCOP.

No such action shall be taken against any director until the director has been given notice that such action has been proposed and has had an opportunity to be heard at a meeting of the Board of Directors. A director who is removed from office pursuant to this section

for unethical behavior as opposed to non-attendance shall be ineligible to serve as director of the ISPCOP at any future time. A vacancy created for any reason shall be filled at the earliest possible opportunity by the action of the Board of Directors for the unexpired term.

CHAPTER VII: OFFICES

Section 7.1: Principal Office

The principal office of the Society in the state of Florida shall be located in the metropolitan Gainesville area. The Society may have such other offices, either within or without the state of Florida, as the Board of Directors may determine.

Section 7.2: Executive Offices

The ISPCOP shall maintain an executive office for the administration of its affairs. Administrative personnel and consultants may be employed or retained as directed by the Board of Directors.

Section 7.3: Executive Director

The Board of Directors may employ or retain an Executive Director upon recommendation of the President. The Executive Director shall be the general administrative officer and business manager of the ISPCOP. While undertaking responsibilities, the Executive Director shall adhere strictly to the general policy of the ISPCOP.

The duties of the Executive Director shall be:

- A. To serve as the principle executive manager of the ISPCOP.
- B. To supervise all administrative personnel and consultants to coordinate all the function of the ISPCOP.
- C. To assist the President, other officers and committees with reports and recommendations and such other requested matters.
- D. To act in place of the Secretary during absence or disability of that officer as otherwise appropriate.
- E. To respond to members inquiries.
- F. To compile a comprehensive review of the activities of the ISPCOP and the Executive Director during the year to be submitted to the Board of Directors at its fall meeting.

- G. To carry out such other responsibilities as the board of Directors or President may direct.

The Executive Director and administrative staff shall be under the direction and supervision of the President, subject to the control of the Board of Directors. Unless otherwise provided for by contract, the Executive Director shall serve at the will of the Board of Directors. Whenever a vacancy occurs in the position of the Executive Director, the President shall appoint a committee to investigate the qualifications of applicants. The Board of Directors shall determine the salary of the Executive Director and such other administrative personnel and consultants as shall be employed or retained. The Executive Director is an ex officio member of the Board of Directors but has no vote.

CHAPTER VIII: ADVISORY BOARD

Section 8.1: Composition

The President who shall serve as chair during his / her term shall appoint the Advisory Board. All members of the Advisory Board shall be voting members of the ISPCOP in good standing. As Past-President status is created, the Immediate Past-President shall serve as chair of this Board after the initial year of its existence, although the President-Elect will continue to be a member.

Section 8.2: Functions

The Advisory Board shall serve in an advisory capacity to the President and the Board of Directors.

The Advisory Board shall study and make recommendations concerning the long range objectives of the ISPCOP and the resources, programs and organizational structure by which the ISPCOP attempts to reach them.

CHAPTER IX: MEETINGS

Section 9.1: Regular Meetings

The Board of Directors shall meet at least once during the year to transact the executive business of the ISPCOP, at such time and place as the Board of Directors shall by resolution determine. Meetings may be in person, or via teleconference or other method, as appropriate.

Notwithstanding this section, the Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without notice other than such resolutions.

Section 9.2: Special Meetings

Special meetings of the Board of Directors for any purpose(s) may be called at any time by the President or by any four (4) Directors. Notice of a special meeting shall state the place, the purpose(s) for which the meeting is called, and shall be mailed or sent via facsimile to all Directors at least thirty (30) days prior to the proposed meeting. No business shall be transacted other than that stated in the call for the special meeting.

Section 9.3: Quorum and Voting

Fifty percent plus one of the members of the Board of Directors in good standing and eligible to vote shall be considered a quorum for the transaction of business at both the regular and special meetings of the Board of Directors. Except as otherwise provided for in these Bylaws, the vote of a majority of directors at a meeting, whether regular or special, at which a quorum is present shall be necessary for action by the Board of Directors.

Section 9.4: Procedure

The order of business at a meeting of the Board of Directors shall be as follows:

- A. Call to order and determining quorum;
- B. Reading of minutes (acceptance of minutes if mailed);
- C. Introduction of guests;
- D. Report of the Executive Committee;
- E. Report of Standing committees;
- F. Report of other committees and subcommittees;
- G. Unfinished business;
- H. New business;
- I. Special announcements;
- J. Adjournment.

The Board of Directors shall have discretion to alter or modify the order of business.

The President shall serve as presiding officer of the meetings of the Board of Directors. The President-Elect shall preside in the absence of the President. If both the President and the President-Elect are absent, the Vice-President on Clinical Management will be the presiding officer.

Section 9.5: Action without Personal Attendance at Meeting

- A. **Written Consent:** Any action required or permitted to be taken by the Board of Directors under any provision of law, the Certificate of Incorporation, or these Bylaws may be taken without a meeting if all directors shall individually or collectively consent in writing to such action. Such written consent(s) shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a vote of the directors. Any certificate or other document filed on behalf of this corporation relating to an action taken by the Board of Directors without a meeting shall state that the action was taken by a written consent of the Board of Directors without a meeting and that the Bylaws of the corporation authorize its directors so to act.
- B. **Telephone Conference:** Members of the Board of Directors may participate in a meeting by means of conference telephone or similar communications equipment, provided that all directors participating in such a meeting can hear each other. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting.

Section 9.6: Meetings

- A. **Annual Membership Meetings**
 - 1. The ISPCOP shall convene annually during its annual Educational meeting at a time and place to be determined by the Board of Directors, or at such other time and place as the Board of Directors may determine, for the purpose of conducting necessary and appropriate educational, scientific, fiscal and professional activities.
 - 2. The order of business at the Annual Membership Meeting shall be as follows:
 - a. Annual Report of the President;
 - b. Secretary's report;
 - c. Treasurer's report;
 - d. Committee reports;
 - e. Old business;
 - f. New business;
 - g. Election of officers for the coming year;
 - h. New President assumes chair;
 - i. Adjournment.
 - 3. The Board of Directors or the President shall have discretion to alter or modify the order of business.

4. The report of the Nominating Committee, the submission of nominations, and the election of officers and at-large directors shall constitute the principal business of the Annual Membership Meeting. Nominations for all officers shall be made by the Nomination Committee and may also be made from the floor. All contested elections shall be by closed ballot, and a majority of the votes cast shall be necessary to elect. No member shall be eligible for more than one seat on the Board of Directors.
If there are more than two candidates for an office and no one candidate receives a majority on the first two ballots, a third balloting shall then be held between the two candidates receiving the highest number of votes on the second ballot, with all other candidates being eliminated.
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- B. Annual Educational Meeting: The ISPCOP shall conduct an educational and scientific meeting at a time and place to be determined by the Board of Directors. The Annual Educational Meeting shall be planned and executed by the Subcommittee on Annual Meeting, which also shall cooperate in coordinating and integrating the activities of the other Committees of the ISPCOP that wish to participate in the Annual Educational Meeting.

CHAPTER X: COMMITTEES

Section 10.1: Committees

- A. Purpose. To accomplish the objectives of the ISPCOP, certain activities may be affected more expeditiously by delegating such activity to a committee consisting of members of the ISPCOP, except as otherwise provided in these Bylaws. As used in this Section 10.1, the term “committee” shall include a subcommittee.

- B. Appointment of Committee Members. Prior to the Annual Membership Meeting, the President-Elect shall solicit nominees for appointments as committee members and chairpersons for the coming year. Except as otherwise provided in these Bylaws, at the first meeting of the Board of Directors immediately following each Annual Membership Meeting of the ISPCOP, the incoming President shall appoint the chairs and the membership of all committees to the Board of Directors. Unless otherwise specified in these Bylaws, the President shall appoint members of committees to fill unexpected vacancies as they occur.
If necessary or desirable, the President may appoint additional committee members to all committees except the Executive Committee to assist in carrying out the functions of the committee.
In addition to regular committee members, the President may appoint adjunct and consultant to a committee for one-year terms. An adjunct member of a committee shall be a member of the ISPCOP and may vote on committee decisions at the committee level. A consultant member of a committee may be a non-member of

the ISPCOP and shall not vote on committee decisions.
Ex officio members of committees shall not vote on committee decisions.

- C. Records: Each committee shall keep complete records of all deliberations, recommendations and actions to be submitted to the Board of Directors at the next regular meeting.

Section 10.2: Standing Committees and Subcommittees

- A. Purpose: Each standing committee and subcommittee shall contribute to the orderly continuity of ISPCOP activities through regular meetings held at least once a year, and by submitting periodic reports, recommendations, and annual reports to the Board of Directors. Each standing committee and subcommittee shall perform the functions and duties set forth in these Bylaws. In addition, each such committee and subcommittees shall carry out such other duties as the Board of Directors or President may from time to time direct.
- B. Number: Each standing committee and subcommittee shall consist of at least four (4) active members and a chair, unless otherwise specified in these Bylaws. Ex officio membership shall not be counted toward satisfying the minimal membership requirement.
- C. Term: Appointment to membership on a standing committee or subcommittee shall be for two (2) years. All members shall be eligible for reappointment for two additional two (2) year terms. The committee or subcommittee chair shall serve for one (1) year, but may be eligible for reappointment. Adjunct and consultant members who serve one (1) year terms shall be eligible for reappointment for two additional one (1) year terms.

Staggered terms shall be created in the initial appointment of new committees by dividing the initial appointments as nearly equally as the number of members permit among two (2) and one (1) year terms. Members whose initial appointments were for terms of one (1) year shall remain eligible for appointment to two (2) complete successive terms. Committee appointments shall be limited to two (2) complete successive two (2) year terms, unless otherwise specified in these Bylaws. After a lapse of one (1) or more years in membership on a committee, a member again is eligible for appointment to that committee irrespective of the number of years of previous committee membership.

- D. Annual Reports: Annual reports required by these Bylaws shall be deposited with the Secretary at such time as the Board of Directors may direct, but no less than thirty (30) days prior to the Annual Membership Meeting. Such reports shall be

submitted to the Board of Directors for approval. The Annual Report of the President shall be presented at the Annual Membership Meeting and published in the Newsletter.

Section 10.3: Standing Committees

The ISPCOP shall have the following standing committees and subcommittees:

1. Executive Committee
2. Nominating Committee
3. Committee on Membership
4. Committee on Education
 - a. Subcommittee on Annual Scientific Meeting
5. Committee on Bylaws
6. Committee on Communications
7. Finance Committee
8. International Liaison Committee
9. Subspecialties Liaison Committee
10. Committee on Affiliated Membership
11. Committee on Ethics and Judicial Affairs
12. Ad Hoc Committees

The President may appoint ad hoc committees for specific functions or purposes. Such committees shall be limited in duration to the duration of the specific function or purpose for which they were intended.

Section 10.4: Executive Committee

The Executive Committee shall be comprised of the President, the three Vice- Presidents, President-Elect, Immediate Past President, the Secretary and the Treasurer. This Committee shall meet at the call of the President, and shall have the authority to act in interim between Board of Directors Meetings, and may exercise those powers of the Board of Directors that do not require a two-thirds (2/3) vote of the Board of Directors.

Section 10.5: Oversee of the Committees

The President –Elect shall oversee the operations of the following administrative committees and subcommittees:

1. Nominating Committee
2. Committee on Membership

3. Education Committee
 - i. Subcommittee on Annual Scientific Meeting

The Vice President shall oversee the operations of the following committees:

1. Finance Committee
2. Committee on Communications
3. Committee on Bylaws

Section 10.6: Nominating Committee

- A. The Nominating Committee shall consist of four (4) active members, at least two of who shall be members of the Board of Directors. The President-Elect shall be a consultant member. The Immediate Past-President shall serve as chair unless unable or unwilling to serve, in which event the President shall appoint a chair. The Committee shall elect one (1) of its own members to serve as Secretary, who shall provide the list of accredited members of the Committee as certified by the Secretary of the ISPCOP.
- B. The Nominating Committee shall submit nominees according to the following time table:
 1. President biennially succeeded by President Elect
 2. President-Elect and Vice-Presidents biennially
 3. Treasurer and Secretary every three years
 4. At-large members of the Board of Directors two (2) annually for three (3) year terms, except six (6) in the first year [two (2) for three-year terms, two (2) for two-year terms and two (2) for one-year terms.]
- C. In the event of a vacancy in any elective office, the Nominating Committee shall recommend candidates to the Board of Directors to fill the vacant office.
- D. Procedure: The Secretary of the ISPCOP shall furnish to the Nominating Committee such information as is necessary for the proper conducts of its business, including without limitation a list of all offices to be filled. The Nominating Committee meeting shall be conducted in accordance with STURGIS, STANDARD PARLIAMENTARY PROCEDURE. A majority vote of the members of the Nominating Committee shall be necessary in order to nominate a candidate.

- E. Timetable: The Nominating Committee shall begin deliberations on the choice or selection of members to be nominated for elective office at least two months before the Annual Membership Meeting. The chair of the Nominating Committee or the designee shall mail the list of nominees to the Board of Directors one month before the Annual Membership Meeting. Selected names will be presented for vote at the Annual Membership Meeting. This timetable may be altered for good cause.
- F. Nomination Criteria: the Nominating Committee shall not be bound to recommend individuals because of any fixed or automatic progression in office, except for the office of president, but shall select all nominees on the basis of their proven and potential usefulness to the ISPCOP.
- G. Nomination by Petition: a written petition signed by at least 15 active members in good standing may be submitted to the chair of the Nominating Committee, no later than three months prior to the Annual Membership Meeting, recommending the nomination of an active member in good standing for one of the following elective offices: President-Elect, Vice President, Secretary, Treasurer or at-large-Directors of Board.

Section 10.7: Committee on Bylaws

- A. Composition: The Committee on Bylaws shall consist of four (4) active members and a chair. The Vice President shall serve as an ex officio member.
- B. Functions: The Committee shall review the Bylaws annually or more often and recommend amendments when necessary or desirable. The Committee also shall receive from the Secretary and review all proposals for amendments or additions to the Bylaws to ascertain their desirability as a matter of policy, their apparent legality and their consistency or conflict with the existing Bylaws, in accordance with the procedure set forth in Section 10.1 of these Bylaws.

Section 10.8: Committee on Communications

- A. Composition: The Committee on Communications shall consist of a chair and three (3) other active members.
- B. Functions: The Committee shall serve to keep the membership informed of developments about the perioperative care of the obese patient. It shall educate the general public through the use of the media and other means about the importance of the appropriate perioperative care in the obese population. The Committee shall be responsible for maintaining close collaboration between the ISPCOP and such other related organizations as may be of mutual interest.

Section 10.9: Committee on Education and Subcommittee on Annual Scientific Meeting

- A. **Composition:** The Committee on Education shall consist of a single Chair who will serve a two (2) year term, a Vice Chair who will serve a two (2) year term and three (3) additional members for both the Committee on Education and the Subcommittee on Annual Scientific Meeting. Members of the ISPCOP may serve both on the latter committee and subcommittee. The two immediate past chairs of the committee will serve as advisors. The Vice-President on Education shall serve as an ex officio member. Adjunct members from all membership such as Honorary, Emeritus, Affiliate and Residents could be represented in the committee and subcommittee.

- B. **Functions:** The primary responsibility of the Committee shall be to direct the programs of the ISPCOP as a center for continuing education. The Committee shall have complete responsibility for planning all lectures, symposiums and educational meetings sponsored by the ISPCOP, shall advise the President and receive written approval from the President for the programs proposed. The purpose of the Subcommittee shall also be to prepare an Annual Educational Meeting, which shall be a meeting for the education (lectures workshops, etc.) of members. The Subcommittee, subject to the approval of the Board of Directors, shall plan the time, place, and structure of the meeting. Duties of the Committee shall include, but will not be limited to, coordination of all technical aspects of the Annual Educational Meeting (i.e., timely preparation and distribution of brochures, site visit, coordination of facilities and transportation related to the meeting, providing appropriate CME credits to the members in attendance, etc.).

Section 10.10: Committee on Membership

- A. **Composition:** The Committee on Membership shall consist of three (3) members and the Secretary, who will serve as chair of the Committee. All members shall have been voting members of the ISPCOP in good standing, and each member will be appointed for a two (2) year term.

- B. **Functions:** The Committee on Membership shall make investigations and recommendations concerning applicants for categories of membership and shall submit its findings and recommendations to the Board of Directors for consideration in accordance with Section 3.4 of these Bylaws. The Committee also shall review and make recommendations concerning applications for change in membership status. The Committee shall have access to accurate records of past and present ISPCOP membership. The Committee shall make every effort, consistent with the required standards, to increase the numerical strength of the ISPCOP.

Section 10.11: Finance Committee

- A. Composition: The Finance Committee shall consist of three (3) active members and the Treasurer, who shall serve as chair of this Committee. The President, President-Elect and Secretary as ex officio members shall advise the Financial Committee regarding the annual budget, handling of reserve funds and financial matters.
- B. Functions: The Committee shall study and recommend means of strengthening the financial status of the ISPCOP, make recommendations concerning the investment of ISPCOP's funds and assist the Treasurer in the preparation of the annual budget, which shall be submitted by the Treasurer to the Board of Directors at the Fall meeting of the Board of Directors prior to the beginning of each fiscal year, or at such other time as the Board of Directors may direct.

CHAPTER XI: GENERAL PROVISIONS

Section 11.1: Delegates and Representatives

Delegates, alternate delegates and official representatives from the ISPCOP to other organizations shall be appointed in accordance with the provisions of these Bylaws. The functions and terms of such delegates and representatives shall not exceed those set forth in their official notice of appointment.

Section 11.2: Checks, Drafts and Notes

All checks, drafts or order for the payment of money, notes or other evidences of indebtedness issues in the name of or payable to the ISPCOP and any and all securities owned or held by the ISPCOP requiring signature for transfer shall be signed or endorsed by such person(s) and in such manner as from time to time shall be determined by the Board of Directors. All checks, drafts or orders for payment exceeding \$1,500.00 shall be signed by the Treasurer and countersigned by the Executive Director, President or the Secretary.

Section 11.3: Execution of Contracts

Except as otherwise provided in these Bylaws, the Board of Directors may authorize one or more officers, agents or employees of the ISPCOP to enter into any contract or to execute any instrument in the name of and on behalf of the ISPCOP, and such authority may be general or confined to specific instances and, unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the ISPCOP by any contract or engagement to pledge its credit or to render it liable for any purpose or in any amount.

Section 11.4: Compensation of Directors and Officers

The Directors and Officers of the ISPCOP shall serve without compensation unless compensation is authorized from time to time by the Board of Directors for services rendered other than for being a director or officer.

Section 11.5: Bonding

The Treasurer and such other officers, employees and agents as the Board of Directors shall deem advisable, shall at the expense of the ISPCOP, post a good and sufficient surety bond to secure the faithful performance of all duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 11.6: Fiscal Year

The fiscal year of the ISPCOP shall extend from the first day of January through the thirty first day of December. The audit report, budget estimates and appropriations shall likewise be for the same period.

Section 11.7: Seal

The ISPCOP shall have an official seal which shall be in such form as approved by the Board of Directors, but which shall in any event contain the words "Society for the Peri-Operative Care of the Obese Patient". The seal shall be in the custody of the Secretary.

Section 11.8 Indemnification of Directors, Officers, Employees and Agents

The Board shall indemnify its officers, directors, employees and agents to the extent permitted by the General Corporation Law of the State of Florida.

Section 11.9 Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or marking provisions for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization(s) under section 501(c)(3) of the Internal Revenue Code of 1985 (or the corresponding

provision of any future United States Internal Revenue Law) as the Board of Directors shall determine.

CHAPTER XII: AMENDMENTS

Section 12.1: Procedure

A proposal to amend the Bylaws shall be submitted in writing to the Secretary by any active member in good standing. The Secretary shall refer any such proposal to the Board of Directors. If the Board of Directors determines that the proposal should be examined, the Secretary shall forward the proposal to the Committee on Bylaws.

The final draft of any proposed Bylaws change shall be accompanied by the opinion of the Committee on Bylaws as to the ramifications of the proposed amendment and shall be submitted by the chair to the Board of Directors at least forty five (45) days prior to the next regular meeting of the Board of Directors. If approved by the Board of Directors, the proposed amendment shall be mailed to every member at least six (6) weeks before the Annual Membership Meeting, at which time a second reading shall be followed by a vote. If approved by a two-thirds vote of the active membership present and voting, the proposed amendment shall then become effective.

CHAPTER XIII: RATIFICATION

Section 13.1: Approval at Annual Business Meeting

Approval and ratification of these Bylaws shall be the first order of business of the annual business meeting of the ISPCOP.

Section 13.2: Effective Date

Once the Bylaws have been ratified at the annual business meeting, the effective date of these bylaws shall be retroactive to the date authorized and approved by the directors of the ISPCOP.