

# INTERNATIONAL COLLEGE OF SURGEONS

## A World Federation of General Surgeons and Surgical Specialists, Inc.

### CONSTITUTION

#### ARTICLE I

##### NAME AND PURPOSE

The permanent name of the organization is The International College of Surgeons. It is organized as a worldwide institution for teaching and for the advancement of the art and science of surgery. A vision, mission, principles and cause will be defined and approved by the International Executive Council and shall be followed.

#### ARTICLE II

##### NATIONAL SECTIONS

###### Section 1

The International College of Surgeons shall be composed of a central organization and of national sections, also known as member national organizations, which shall exist by virtue of charters issued to them by the International Executive Council and approved by the International Board of Governors. The national sections shall be grouped into regional federations.

###### Section 2

No country, dominion, protectorate or other territorial entity shall have more than one national section, but any national section may organize and maintain divisions in the various states, provinces or territories of the respective country. The method of organization of such surgical divisions shall be left to the discretion of the governing Council or Board of the respective national section.

###### Section 3

Each component national section shall adopt a constitution and bylaws and shall issue such regulations and orders as it may deem necessary and appropriate, provided, however, such constitution and bylaws, regulations and orders shall not conflict with the Constitution and Bylaws, Regulations and Orders of the central organization of the International College of Surgeons, and further provided that no one shall be eligible for election as an officer of a national section unless he or she is a Fellow of the College. All officers of national sections shall commence their terms of office on the first day of January of the year following their election, regardless of the date of election or token ceremonial installation, and this date of

commencement of office shall coincide with that first day of January upon which the World President is scheduled to take office, and their terms of office shall be for the same two (2) year period as that of the World President.

Every national section and the individual members thereof shall be bound without reservation at all times by the Constitution and Bylaws and Rulings of the International College of Surgeons.

#### **Section 4**

Upon application to the International Executive Council, the surgeons of any country, dominion, protectorate or other territorial entity may organize a national section and shall submit to the International Executive Council its proposed constitution and bylaws and the qualifications of the members of the proposed national section. If the International Executive Council approves, it may issue a charter creating a national section.

Under special circumstances the International Executive Council may also create a multinational section composed of two (2) or more neighboring countries within the same federation. Such a multinational section shall be considered as a single unit or entity, and shall in all respects conform to the constitutional provisions relating to a national section. Thus, all references to a national section in this Constitution and Bylaws shall apply equally to a multinational section as a unit.

#### **Section 5**

Any amendment or change in the constitution and bylaws of a component section must first be approved by the International Executive Council.

#### **Section 6**

In the event of

- a) any conflict between the constitution, bylaws, regulations and orders of a national section and those of the central organization of the International College of Surgeons, or
- b) any difference in the interpretation of same, or
- c) any dispute between the College and a national section, or between the College and one of its members, such conflict, difference, or dispute shall be submitted to the International Executive Council, and the decision of the Council shall be final.

Such matters shall be presented to the International Executive Council for hearing upon a detailed written specification of the nature of the conflict, difference or dispute being prepared by or at the direction of the President or the International Executive Committee. Notice of such hearing, with specifications as aforesaid, shall be given in writing of the date, hour and place of the meeting of the International Executive Council at which hearing is to take place, which notice shall be sent by registered or certified mail to the last address of the President and Secretary of such national section, or the member, as it appears on the rolls of the World Corporate Secretary, and which notice shall be given not less than thirty (30) days prior to the hearing. Deposit in the mails of said notice, registered or certified, addressed as above, postage prepaid, shall constitute service of notice on the addressee.

### **Section 7**

In the event any national section shall secede or withdraw from the College, or any attempt is made at such secession or withdrawal by a national section or its members, the charter of such national section shall be revoked and all of the national section funds and property of any kind shall forthwith be surrendered to the central organization of the College. In the event the International Executive Council deems it to be to the best interest of the College to revoke the charter of any national section, and so orders, then all of the national section funds and property of any kind shall forthwith be surrendered to the central organization of the College.

In the event of the revocation of the charter of any national section, all members of that national section, except Honorary Fellows, Benefactors, and Emeriti, shall cease to be members of the International College of Surgeons, and each such members shall have his or hers certificate revoked and he or she shall forthwith return to the College said certificate and all other indicia of membership previously issued to him or her. However, those members wishing to reaffirm their allegiance to the International College of Surgeons may make application for reinstatement as Members-at-Large to the International Executive Council without payment of an enrollment fee, and each such application shall be considered and acted upon individually.

### **Section 8**

If any national section must incorporate separately to comply with the existing laws of its country, state or dominion, such incorporation shall in no way change or alter the sense of Sections 6 and 7 of this Article, and in the event of action taken under Section 7 herein above as to secession or revocation of charter of a national section, then such separate corporation is required to do those things necessary to delete the name of this organization or any of its insignia from its corporate documents and may be stopped from any usage thereof.

### **Section 9**

No national section shall have the right to contract for any obligation for and on behalf of the international organization or to enter into any commitments on behalf of the international organization for any expenditures whatsoever without having the prior approval and specific authorization of the International Executive Council certified in writing by the World Corporate Secretary or the Executive Director.

## **ARTICLE III**

### **FEES AND DUES**

Upon approval of the International Executive Council of an application for the formation of a new national section pursuant to the provisions of Article II, Section 4, of this Constitution, and before a charter is issued, the amount of fees and dues to be collected by the newly formed section shall be negotiated by the Executive Director and approved unanimously by the World President, World Corporate Secretary, and World Treasurer of the International College of Surgeons. Fees and dues of any national section may be so renegotiated at any time as

circumstances shall warrant. The Executive Director and the Financial Officer shall do the initial analysis on a case by case basis and shall make recommendations on proposed adjustments to the World President, the World Corporate Secretary and the World Treasurer, who shall study each case and thereafter present the proposed adjustments with their recommendations to the International Executive Committee at a duly convened meeting for final decision.

Of the fees and dues collected by any national section, including any general assessment made by the national sections of its membership, not designated as voluntary contributions, at least fifty percent (50%) shall be the property of the central organization of the International College of Surgeons; this shall not prohibit any national section from seeking voluntary contributions from its members for any of the legal and proper purposes of the College, and all of such voluntary contributions may be retained by that national section provided, however, that fees and dues established by a national section, from time to time, may not be reduced without the prior approval of the central organization by action of the International Executive Council. Any national section may contribute a larger percentage of its fees and dues to the College if the section elects to do so. Such funds shall be deposited, at least annually, in a bank approved by the World President and the World Treasurer in the name of the central organization of the International College of Surgeons, with provision that such funds may be withdrawn only upon the signature of any two (2) of the following: World President, World Treasurer, World Corporate Secretary, and Executive Director.

If there are any members residents in any country, dominion, protectorate or other territorial entity who has not organized themselves into a national section which has received its charter, all of the fees and dues collected from such members shall be the property of the International College of Surgeons and shall be deposited in the manner specified in the preceding paragraph.

Any national section failing to deposit its dues to the central organization of the International College of Surgeons in the manner prescribed in this article, without reasons deemed valid by the International Executive Council, shall forfeit the right of its Governors to vote at meetings of the International Board of Governors.

Any Governors who are Members-at-Large of the College, as defined in this Constitution, whose annual dues to the central organization of the International College of Surgeons are not currently paid up, shall not have the right to vote at meetings of the International Board of Governors.

Any member who has failed to pay his or her dues for a period of nine (9) months shall be subject to review of his or her membership by the Executive Director, the World President, and the World Treasurer. If said officers determine that such member should be dropped from membership, then he or she shall be given a written notice that he or she will be dropped from membership unless his or her account is paid in full within ninety (90) days of the mailing of said notice, which shall be sent by registered air mail (deposit in the United States mail duly addressed to the member at his or her last known address as it appears on the rolls of the World Corporate Secretary, with proper postage affixed constituting the service of said notice). If at the end of the ninety (90) day period the member has not paid his or her dues in full, then he or she

will be automatically dropped from membership. In the event that such individual is a member of a national section where more stringent regulations have been provided by such national section, then the more stringent regulations of such national section shall prevail, but the above procedure shall be followed.

Rev. November 2012

## **ARTICLE IV**

### **MEMBERSHIP**

The membership shall be composed of the following classes of members:

1. Junior Fellow
2. Fellow
3. Honorary Fellow
4. Emeritus
5. Benefactor
6. International Master Surgeon
7. Allied Member
8. Medical Student Member

Rev. November 2012

Fellows and members presently in previously existing classifications other than those listed shall not be affected and may remain in such other classes of membership subject to the provisions formerly governing such categories.

## **ARTICLE V**

### **QUALIFICATIONS, RIGHTS AND DUTIES OF MEMBERS**

#### **Section 1**

#### **JUNIOR FELLOW**

Candidates for Junior Fellow must be graduates of an approved school or college of medicine. The first post graduate year in surgery must have been satisfactorily completed in an approved hospital and the candidate must be presently pursuing a definite plan of training in surgery. He or she must present a letter from the Medical Director of the hospital in which he or she has served his or her first postgraduate year in surgery, certifying satisfactory completion, and he or she must submit three (3) letters of recommendation from qualified surgical specialists, preferably Fellows of the International College of Surgeons, who have participated in his or her surgical training. In addition, the candidate must be ethically and morally qualified.

A Junior Fellow may be permitted to hold this rank for only a limited number of years, as determined by the national section of which he or she is a member, and must apply for the next higher rank as soon as he or she is so qualified, or his or her membership must be terminated.

No certificate may be granted to any Junior Fellow, but an identification card will be issued.

## **Section 2 FELLOW**

Candidates for the rank of Fellow shall be graduates of an approved school or college of medicine shall have satisfactorily completed an approved post graduate surgical training or who practice dental and/or oral surgery or may be medical doctors who practice aesthetic surgery, and shall be of unquestionable moral and ethical character.

Candidates for Fellowship shall have a determined number of years of practice to conform with the standards of the respective national section, and shall devote the major part of their time to the practice of surgery. Candidates shall be admitted to Fellowship by merit and/or examination in accordance with the procedures established by the qualifying national section.

A candidate who has been elected to Fellowship and who has fulfilled all obligations of the College shall be entitled to receive a certificate of membership signed by the World President and the World Corporate Secretary of the International College of Surgeons, and by the President and Secretary of the qualifying national section.

All Fellows of the International College of Surgeons are permitted to use the initials F.I.C.S. following their names.

Rev. November 2012

## **Section 3 RETIRED FELLOW**

All Fellows in good standing of the International College of Surgeons who have been dues paying Fellows for at least ten (10) years and who have fully retired and reached the age of 65 or who have reached the age of 70 or who are totally disabled shall be eligible for retired status. Dues of Retired Fellows shall be waived but they will be encouraged to stay involved with the College and be given the opportunity to continue to support College programs and subscribe to the journal of the International College of Surgeons.

Fellows wishing to be recognized as retired must notify the headquarters office in writing and, if so qualified, will be issued documentation which shall be affixed to the Fellow's certificate and identification card which will indicate retired status.

All such Fellows receiving retired status shall use the following initials following their names: F.I.C.S. (Ret.).

## **Section 4**

### **HONORARY TITLES**

Honorary titles may be conferred in the categories set forth below, but only upon living people by an affirmative vote of two thirds (2/3) of the International Executive Council members present at a live meeting with a quorum, and after a review and evaluation by the International Honors Committee of proposals received from various national sections, or by a vote by mail or by fax by an affirmative vote of two thirds (2/3) of the voting members of the International Executive Council.

Rev. November 2015

All those placing names before the International Honors Committee for Honorary Titles shall include an adequate statement of how conferring the honor will contribute to the welfare of The International College of Surgeons.

Rev. March 2015

#### **a. HONORARY FELLOW**

The title of Honorary Fellow may be conferred upon distinguished surgeons of international repute, including surgeons who are Fellows of the International College of Surgeons.

Honorary Fellow may also be conferred upon those persons who are not surgeons but who, by virtue of their contribution to the advancement of surgery or medicine, or who have rendered distinguished humanitarian services in the field of medical science, are considered worthy of this honor by the International Executive Council.

Honorary Fellows, who are Fellows of the International College of Surgeons, shall be exempt from the payment of dues or fees, but shall enjoy all of the privileges of Fellows. The number of living Honorary Fellows shall be limited to two hundred (200) in number at any one time and no more than thirty percent (30% ) of those receiving this designation may be non- fellows of the International College of Surgeons at any one time.

Rev. December 2013

#### **b. EMERITUS FELLOW**

The title of Emeritus Fellow may be conferred by the International Executive Council upon a member of the College in recognition of distinguished service in important position of trust as an officer of the International College of Surgeons.

#### **c. BENEFACTOR**

Benefactors shall be persons who are interested in and who have materially contributed to the welfare of the International College of Surgeons, the community, the country, or the world.

## **Section 5**

### **INTERNATIONAL MASTER SURGEON**

The title of International Master Surgeon may be conferred upon a distinguished surgeon of international stature who has attained high academic achievement and world renown, but who is not a Fellow of the International College of Surgeons. Recipients of said title shall be exempt from payment of dues or fees and shall be considered as Fellows of the International College of Surgeons, and shall enjoy all of the privileges of Fellows, except that he or she shall not have the right to vote or hold office in the College. The number of living International Master Surgeons shall be limited to twenty five (25) in number at any one time, and the said title may be conferred upon only one recipient per year and shall be presented at the Biennial Congress by the World President. Selection and screening of nominees for this honor shall be by the International Honors Committee.

### **Section 6**

At the discretion of the World President, the honorary titles of Honorary Fellow or Benefactor may be bestowed upon the Governmental Leaders of State (Presidents, Prime Ministers, Ministers and Royals which must be personally presented by the World President at either a public ceremony or at a private audience with the recipient.

Rev. November 2012

### **Section 7**

Fellows and Junior Fellows shall attend, whenever possible, the scientific meetings of the College, including those of their national sections, and shall carry out such duties as may be entrusted to them from time to time.

### **Section 8**

All Fellows and members of the International College of Surgeons are expected to conduct themselves in accordance with the highest standards and traditions of the medical profession, reflecting credit upon the International College of Surgeons at all times.

### **Section 9**

All Fellows and Junior Fellows shall be elected by the International Executive Council with the approval of the International Board of Governors upon recommendation of their national section, when applicable, subject to other conditions or exceptions as may otherwise be stated in this Article. No national section shall have the right to create new classes of membership. In the event a completed application and appropriate fees are received from an applicant who resides in a country where a national section does exist, and said application is referred to the national section and the national section takes no action either to approve or disapprove the said application within thirty (30) days of submission of such application; such application shall be reviewed in the first instance by headquarters staff to verify the application and fees appear to be complete and correct as to form per requirement of International College of Surgeons; then shall be forwarded to International Membership Committee for verification and for review and recommendation to International Executive Council and thereafter said application, credentials and recommendation shall be submitted to International Executive Council for review and action of the International Executive Council.

Rev. November 2015

## **Section 10**

Those candidates for membership who reside in countries in which a national section does not exist such application shall be reviewed in the first instance by headquarters staff to verify the application and fees appear to be complete and correct as to form per requirement of International College of Surgeons; then shall be forwarded to International Membership Committee for verification and for review and recommendation to International Executive Council and thereafter said application, credentials and recommendation shall be submitted to International Executive Council for review and action of the International Executive Council. All such applications for membership must be approved by the International Executive Council and members so approved shall be designated as Members-at-Large. All other candidates shall apply to the national section in their respective countries or to the national section of the country wherein they reside and practice, and are subject to the requirements of such national section.

Rev. November 2015

## **Section 11**

When a Fellow of the College permanently relocates residence and medical practice outside the Fellow's original National Section, the Fellow must, within one (1) year of permanently relocating his or her medical practice, fulfill the required procedures to transfer his or her membership to the National Section of his or her new residence and medical practice. Said procedures include documentation of a valid license to practice surgery in the new country of residence per the requirements of Section 3 of this Article and submission of a "letter of privilege" at an accredited clinical facility in that country. "Temporary location" shall be construed to mean relocating residence and medical practice outside the Fellow's original National Section for a period of three (3) years, and thereafter shall be considered permanent relocation.

Rev. November 1996

It is the sole responsibility of the Fellow who seeks to transfer his or her National Section membership to submit proper documentation to the headquarters office. Only Fellows in good standing may request such transfers of Fellowship to different National Sections.

Upon receipt of the necessary documentation, which shall include surrender of the Fellow's old certificate of Fellowship, dues payment for membership in the National Section of new residence and practice and a fee for re-issuance of the new certificate, the headquarters office will notify the Fellow of his or her official transfer of National Section membership and so notify the President and Secretary of the transferee National Section and that Fellow shall then, automatically, be considered a member in good standing of his or her new National Section.

In the event that there is no National Section in the country of the Fellow's new residence and medical practice, that Fellow shall be considered an International-at-Large Fellow in accordance with Section 10 of this Article.

## **Section 12**

### **ALLIED MEMBERS**

At the discretion of each National Section, nurse anesthetists and physician assistants of unquestionable moral and ethical character shall be eligible for the category of allied members of the International College of Surgeons. Candidates shall be admitted to Allied Membership by merit and/or examination in accordance with the procedures established by the qualifying National Section.

A candidate who has been elected to Allied Membership and who has filled all obligations of the College shall be entitled to receive a certificate of Allied Membership signed by the World President and the World Corporate Secretary and by the President and Secretary of the qualifying national section but shall not have a vote on the International Board of Governors nor be eligible to election as an officer.

Rev. November 2012

## **Section 13**

### **MEDICAL STUDENTS MEMBERS**

At the discretion of each National Section medical students in an approved school or college of medicine (allopathic and osteopathic) are eligible to apply for Medical Student Membership. Medical Student membership will expire upon graduation from medical school at which time membership status can be upgraded to Junior Fellow upon entrance into a program that meets the guidelines of Junior Fellow. An official representative from the Office of Student Affairs or the surgery department's Chair must sign the application or submit an accompanying letter verifying the student's current status in the program.

Rev. November 2012

## **Section 14**

### **PATRON FELLOW**

Any Fellow in good standing may obtain the designation of "Patron Fellow" for a period of the calendar year during which he or she donates in addition to such membership dues as may be otherwise required, the sum of Five hundred dollars and no /100 (US\$500.00) directly to ICS Parent Body. Designation as a "Patron Fellow" shall entitle the contributing Fellow to receive and wear at official functions a special name tag with ribbon recognizing his or her Patron Fellow status and bearing the year in which such Patron Fellow contribution was made (or multiple years in the event of repeat patron fellowship donation) and recognition shall also be given in a circulated newsletter and on a poster which shall be displayed in the exhibit hall of each International Scientific Congress conducted during the year of the patron fellowship donation. Status as "Patron Fellow" must be renewed if at all, by contribution during each individual calendar year.

Rev. March 2015

## **ARTICLE VI**

### **OFFICERS AND TERMS OF OFFICE**

A)

#### **Section 1**

There shall be a World President, World President Elect, World Corporate Secretary, World Treasurer, World First Vice President, sixteen (16) Additional Vice Presidents, six (6) Federation Secretaries, and thirty (30) Additional Governors, all of whom shall be elected by the International Board of Governors at its Biennial Meeting.

There shall be four (4) International Representatives at Large, all of whom shall be appointed by the International Executive Council at its duly convened meeting held during the Biennial Congress.

Rev. October 2004

#### **Section 2**

The World President's term of office shall be for a period of two (2) years; and upon the World President completion of his or her term of office shall not hold any other elected office, except as a member of the Past World Presidents Committee and except that he or she shall serve as Immediate Past World President for the next ensuing term. Notwithstanding the foregoing, a Past World President shall be considered eligible for appointment as Chairpersons of Standing Committees and may serve in that capacity and any appointive (not elected by International Board of Governors) capacity.

Rev. March 2015

#### **Section 3**

The World President Elect shall be elected by the International Board of Governors at its Biennial Meeting not less than two (2) years in advance of the beginning of his or her term as World President. His or her term as World President Elect shall be two (2) years and he or she shall become World President at the end of that term.

#### **Section 4**

The Vice Presidents, World Treasurer, and World Corporate Secretary shall be elected by the International Board of Governors for a period of two (2) years and shall be eligible for reelection only to one consecutive two (2) year term and none other. The Federation Secretaries shall be elected for a two (2) year term at the Biennial Meeting of the International Board of Governors in the manner provided in the Bylaws, and shall be eligible for reelection only for one consecutive two (2) year term and none other.

#### **Section 5**

The officers elected by the International Board of Governors shall take office on January 1 next following their election at the Biennial Meeting of the International Board of Governors regardless of when ceremonial installation shall occur.

## **Section 6**

All vacancies among the elected officers of the International College of Surgeons, except for the office of World President Elect, shall be filled by the International Executive Council from the membership of the International Board of Governors unless otherwise provided in the Constitution and Bylaws. Officers elected to fill vacancies shall serve for the unexpired terms of their predecessors.

## **Section 7**

In the event of the failure, refusal, or inability of any officer of the College, elected pursuant to the provisions of this Article VI, to carry out his or her duties, or in the event of any breach of the Rules and Regulations of the College, or of any unprofessional conduct on the part of such officer, or of any behavior contrary to the best interest of the College, such officer may be suspended or removed from the office, provided, however, that a written notice of the proposal to take such action against such officer is served upon him or her specifying the reasons for such proposed removal.

Such an action may be initiated by the World President of the International College of Surgeons, and the matter shall be presented to the International Executive Council for hearing, and the ruling of the International Executive Council shall be final provided such action is taken by an affirmative vote of two-thirds (2/3) of the Council members present in person. Notice of such hearing with specifications as aforesaid shall be given in writing of the date, hour and place of the meeting of the Council at which such hearing is to take place, which notice shall be sent by registered or certified mail, or by electronic means to an email address or fax number listed in the records of the International College of Surgeons with a hard copy record of such electronic service to be preserved as proof thereof; or by international express courier including but not limited to Federal Express, DHL or comparable means of service or certified mail to the last address of the officer as it appears on the rolls of membership in the office of the World Corporate Secretary, and which notice shall be given at least thirty (30) days prior to the hearing.

Rev. December 2013

Any officer so removed or suspended from office in the International College of Surgeons or any of its national sections shall not thereafter be eligible to hold any other office in the International College of Surgeons or any of its national sections.

In the event an elected officer or any member of the International Executive Committee becomes physically disabled or unable to perform his or her duties and a committee appointed by the International Executive Council consisting of not less than three (3) members of the Council makes a determination of fact that such condition exists, then said office may be declared vacant by the Council; or in the event such a physical or other disqualifying condition is determined to be temporary, then the Council may make an interim appointment of an officer or other member of International Executive Committee so affected to serve such functions until such time as the affected elected official is determined by the Council to be able to resume his or her duties. Such interim appointee shall have the voting rights of the affected elected officer or other member of

the International Executive Committee during the affected elected officer or other Executive Committee member's disability or other disqualifying condition.

Rev. December 2013

### **Section 8**

All officers, whether elected or appointed, must be Fellows in good standing of the International College of Surgeons.

B) An Executive Director shall be employed by the International Executive Council, to serve at the pleasure of said Council, and to be administrative officer of the International College of Surgeons. The Executive Director shall be charged with the development and administration of the organization and with the implementation of all policies established by the International Executive Council, and he or she shall carry out the duties specified in the Bylaws and as assigned to him or her by the International Executive Council.

He or she shall be a salaried employee of the International College of Surgeons who devotes his or her full time to carrying out the responsibilities of the position of Executive Director. He or she is not permitted to serve on the Executive Council of any national section. He or she is not permitted to hold any elective office or to be a voting member of any council or committee of the International College of Surgeons or any national section. He or she is not permitted to solicit proxies from or for any members.

A Financial Officer shall be employed by the International Executive Committee (upon review of the qualifications of the applicant and the recommendation of the Executive Director) to carry out the duties outlined in the Bylaws.

## **ARTICLE VII**

### **GOVERNING BODIES**

#### **Section 1**

#### **INTERNATIONAL BOARD OF GOVERNORS**

a) The International Board of Governors shall consist of the World President, World President Elect, Immediate Past World President, World First Vice President, World Corporate Secretary, World Treasurer, the six (6) Federation Secretaries, sixteen (16) Vice Presidents and the four (4) International Representatives-at-Large, all past World Presidents, all members of the International Executive Council, the Presidents of the national sections and members elected as Governors by the national sections in accordance with the provisions of subdivision b) of this section, and thirty (30) additional Governors elected by the International Board of Governors from a list of Fellows recommended by the Nominating Committee. All officers and Governors elected by the International Board of Governors shall take office on January 1 next following their election, and shall serve until their successors have been duly elected and take office.

b) The President of each national section shall be a Governor of the International Board of Governors. The President of a national section having fewer than ten (10) dues paying members shall be a non-voting Governor. The President of a national section having over nine (9) dues paying members shall be a voting Governor. Each national section having one hundred (100) or more dues paying members shall be entitled to elect one (1) Additional Voting Governor for each additional one hundred (100) dues paying members or fraction thereof over the first one hundred (100) dues paying members, but no section shall be entitled to elect more than a total of seven (7) voting Governors including the national section President. Governors elected by national sections pursuant to this subdivision b) shall take office at the opening of the regular Biennial Meeting of the International Board of Governors next following their election in accordance with the provisions of Article III, Section 1 and 2, of the Bylaws, and shall serve until the opening of the next succeeding regular Biennial Meeting of the International Board of Governors, except that the Fellow who shall become President from that national section shall automatically become Governor for that national section, replacing his/her predecessor. All Governors must be Fellows of the International College of Surgeons in good standing and Governors from national sections having more than nine (9) dues paying members shall be entitled to one (1) vote in the International Board of Governors for each separate and independent position that they hold therein; such positions must not be related or contingent upon one another.

1-9 dues paying members in a national section ----- 1 non-voting Governor (Section President)

National Sections with more than 9 dues paying members get only voting Governors as follows:

- 10 – 99 dues paying members in a national section ----- 1 voting Governor (Section President)
- 100 - 199 dues paying members in a national section ----- 2 voting Governors
- 200 – 299 dues paying members in a national section ----- 3 voting Governors
- 300 – 399 dues paying members in a national section ----- 4 voting Governors
- 400 – 499 dues paying members in a national section ----- 5 voting Governors
- 500 – 599 dues paying members in a national section ----- 6 voting Governors
- 600 + dues paying members in a national section ----- 7 voting Governors

Rev. October 2004

c) Each national section may have the right to designate alternates, indicating the order of preference, to serve and vote in the place of the Governor from the national section which has appointed him or her in the event the Governor of that national section is unable to be present at a meeting of the Board of Governors. This alternate shall be permitted to cast as many votes as the Governor would be entitled to cast if he or she were present in person. The alternates must be from the same national section as the Governor they represent, but in the event no representative from that national section can be present, then a representative from any other national section in the same federation may be appointed by the absentee Governor.

d) The International Board of Governors shall be the supreme governing body of the College. The International Executive Council shall be answerable to it, and any member, officer, or national section of the College shall be subject to its jurisdiction as may be provided in the Constitution and Bylaws of the International College of Surgeons.

## **Section 2**

### **INTERNATIONAL EXECUTIVE COUNCIL**

The International Executive Council shall be composed of nineteen (19) members and shall consist of the World President, who shall serve as Chairperson, the World First Vice President, the World President Elect, the Immediate Past World President, the World Corporate Secretary, the World Treasurer, the six (6) Federation Secretaries, and seven (7) Additional Members elected by the International Board of Governors from among the Governors.

The seven (7) Additional Members shall be elected for a term of four (4) years except that at the initial election hereunder three (3) of these Additional Members shall be elected for a two (2) year term and four (4) for a four (4) year term. The election of each respective group shall thereafter take place at alternate Biennial Meetings of the International Board of Governors and they may not be elected for a consecutive term on the International Executive Council. The foregoing provision shall not be interpreted to prevent a member of the International Executive Council who was appointed to fill the unexpired two-year term of another member who was elected to higher office from standing for election to one consecutive four (4) year term of his or her own immediately following expiration of said two(2) year term.

Rev. March 2015

All living Past World Presidents shall be Honorary voting members of the International Executive Council and International Board of Governors for a period not to exceed ten (10) years after completion of their term as World President and shall be Honorary non-voting members of the International Executive Council and International Board of Governors after the expiration of ten (10) years after completion of their term as World President.

Any living Past World President not wishing to serve on the International Executive Council may submit a declination/resignation in writing dated and signed by said Past World President setting forth his or her desire to decline service or resign from service on the on the International Executive Council and said declination/resignation shall be effective on receipt at Headquarters of ICS unless a different, later effective date is specified in the writing.

Rev. March 2015

Any vacancy occurring between Biennial Meetings of the International Board of Governors shall be filled for the remainder of the unexpired term by a majority vote of the International Executive Council from among the members of the International Board of Governors.

Rev. November 2012

### **Section 3**

#### **INTERNATIONAL EXECUTIVE COMMITTEE**

The International Executive Committee shall be composed of nine (9) members as follows: The World President, who shall serve as Chairperson; the Immediate Past World President; the World President Elect, who shall serve as Vice Chairperson; the World Treasurer; the World Corporate Secretary, who shall also be the Chairperson of the Council of Federation Secretaries and four (4) Additional Members, one (1) of whom shall be designated as Liaison to the Past World Presidents and the others of whom shall serve as liaison to the International Board of Governors, all of whom shall be elected from among the members of the International Executive Council by the International Executive Council, but no more than two (2) members of any one national section may serve on the International Executive Committee at any time.

Rev. March 2015

The International Executive Council shall designate a Second Vice Chairperson from among the members of this Committee.

All members of the International Executive Committee shall serve for two (2) years, and the end of the term of all Committee members shall coincide with the date of the end of the stated term of the World President.

### **ARTICLE VIII**

#### **SCIENTIFIC CONGRESSES**

Scientific Congresses shall be held, not less often than biennially, for the purpose of the presentation and discussion of subjects pertaining directly or indirectly to surgery, for the continuing education of the Fellows in the latest developments in the art and science of surgery.

The time and place of the Scientific Congresses shall be designated by the International Executive Council. The Scientific Congress shall consist of all members of the College, in good standing, and invited guests, who are registered at its meeting.

The Program and Arrangements Chairperson of any scientific meetings shall be appointed by the International Executive Council from a list of candidates submitted by the host national section whenever possible, provided that such a list is submitted at least three (3) years prior to the date of the meeting. Said Chairperson shall appoint the members of his or her committees subject to the approval of the International Executive Council through the Executive Director as provided for in the Bylaws. The General Chairperson of the host national section shall, thereupon, make his or her recommendations to the Executive Director as to proposed arrangements for hotel and meeting rooms, and the Executive Director shall, thereupon, approve or disapprove said arrangements upon the authority and direction of the International Executive Council. The International Executive Council shall in each instance designate whether a host national section, if any, or the central organization shall take full, sole, or shared contractual obligations for the arrangements for said meeting and also how risks of loss and division of net revenues, if any, are

to be managed. This should not be interpreted to restrict a national section from conducting its own scientific congresses.

Rev. December 2008

In the event either of a Federation Scientific Congress or a Biennial Congress is awarded to be conducted by a host national section the host national section shall be requested to donate to the International Parent Body the greater of: 1) (A) a donation of Ten thousand and no/100ths dollars (\$10,000.00) US or (B) thirty-five per cent (35%) of net revenue over expenses after taxes from a Federation Scientific Congress and 2) (A) a donation of Twenty thousand and no/100ths dollars (\$20,000.00)US or (B) fifty per cent (50%) of net revenue over expenses after taxes from a Biennial Congress with such donation requested to be made within ninety (90) days of the conclusion of such Congress to the International Parent Body.

Rev. December 2013

## **ARTICLE IX**

### **MAINTENANCE OF MEMBERSHIP AND DISCIPLINE**

#### **Section 1**

The Executive Council of any national section may, on its own motion or on a written statement signed by the complainant member, upon the recommendation of its Grievance Committee, if any, take cognizance of any breach of the rules and regulations of the national section, or of any unprofessional conduct on the part of a member or officer of that national section, or of any conduct which threatens the order, function, peace, reputation and dignity of the College, or of any behavior contrary to the purpose or best interest of the College. A written statement of the charges against such member or officer, together with the name and address of the complainant member, if said complaint originated from another member of the College, shall be served upon him or her by the Corporate Secretary of that national section, either personally or by registered or certified mail, or by electronic means to an email address or fax number listed in the records of the International College of Surgeons with a hard copy record of such electronic service to be preserved as proof thereof; or by international express courier including but not limited to Federal Express, DHL or comparable means of service and he or she shall have thirty (30) days from date of service within which to file a written answer thereto, if he or she so desires, and a copy of such answer shall be filed with the Secretary of the Executive Council of such national section and a copy delivered to or served in the manner set forth above upon the complainant at his or her last known address recorded in the files of the Secretary of his or her national section.

Rev. December 2013

Thereafter, the complainant shall have fifteen (15) days from date of service of the written answer within which to file a reply thereto, if he or she so desires. A hearing shall thereafter be set before the Executive Council of the national section provided, however, that no such hearing before the Executive Council of a national section shall be held unless the accused member or officer is served a notice of the hearing at least thirty (30) days prior to the hearing, and this notice may be delivered personally or sent by registered mail or in the other manners set forth

above to the last address of the member or officer as it appears on the rolls of membership in the office of the Secretary of the national section.

Service of any notice of hearing, the filing of a written answer or reply, shall be deemed served upon deposit of same in the mail in an envelope with proper postage affixed and duly registered or certified and addressed to the last address of the member or officer as it appears on the rolls of membership in the office of the Secretary of the national section or upon receipt of service if service is made in the other manners set forth above. The accused member or officer shall be accorded the right of representation by any Fellow of the College in good standing and/or by legal counsel.

## **Section 2**

If, after hearing the evidence presented, the Executive Council of the national section, by a majority vote, finds the member or officer guilty as charged, said Executive Council may reprimand him or her, suspend him or her from membership or office, request his or her resignation, or expel him or her. A certified copy of the order shall be made by the Secretary of the Executive Council of the national section and shall be served upon the accused member or officer personally or by registered mail or by electronic means to an email address or fax number listed in the records of the International College of Surgeons with a hard copy record of such electronic service to be preserved as proof thereof; or by international express courier including but not limited to Federal Express, DHL or comparable means of service within fifteen (15) days of the Executive Council's ruling, and a copy thereof must be sent to the World Corporate Secretary of the International College of Surgeons and to the Executive Director of the International College of Surgeons. Service of the order may be made personally or may be made by registered mail or such other delivery service that will result in obtaining a written receipt from said individual, or in the alternative, by leaving a copy of the order at the usual place of abode of such officer or member with some person of the family of said individual, or a person residing there, who is of the age of 13 years or older, and thereafter by mailing a copy of the order to said individual by regular mail, properly addressed and with proper postage, fully prepaid, affixed.

Rev. December 2013

The said fifteen (15) day period specified in Section 1 hereinabove and this Section 2 shall commence as of the date of actual delivery to the accused member by personal service, or, if served by registered mail, or other delivery service as specified above, shall commence as of the date of receipt of the registered mail or upon completion of service in accordance with the procedure as specified above.

## **Section 3**

Any member or officer disciplined, suspended, or expelled by the Executive Council of a national section shall be accorded the right to appeal to the International Executive Council. He or she shall have thirty (30) days from the date of service by the International Parent Body of a copy of such order by the Executive Council of the national section, served in accordance with the provisions of Section 2 above, in which to prepare and file his or her appeal to the

International Executive Council, and shall have the right of representation by a Fellow of the College in good standing, and/or legal counsel. In the event the member or officer disciplined, suspended or expelled shall fail to assert in writing his or her appeal to the International Executive Council within the specified time period then the national section discipline, suspension or expulsion shall become effective on the expiration of the time period set forth for appeal then and there. In the event the member or officer disciplined, suspended or expelled does assert in writing his or her appeal to the International Executive Council within the specified time period and in the manner provided then such discipline, suspension or expulsion shall not become effective until after a final decision by the International Executive Council sustaining the same and the member or officer may continue as a member and in office with all rights and privileges between the time of appeal and before such final decision by International Executive Council. The hearing date of said appeal will be set by the International Executive Council, at which time the Council, after receiving the report and recommendations of the International Grievance, Judiciary, and Ethical Relations Committee, and upon hearing of said appeal, may affirm, modify, or reverse the ruling upon which such appeal is based, and the decision of the International Executive Council shall be final. However, no such hearing before the International Executive Council shall be held unless the accused member or officer is served notice in writing, either personally or by registered mail, or by electronic means to an email address or fax number listed in the records of the International College of Surgeons with a hard copy record of such electronic service to be preserved as proof thereof; or by international express courier including but not limited to Federal Express, DHL or comparable means of service at least thirty (30) days prior to the hearing, to the last address recorded in the rolls of membership in the office of the Executive Director. Notice of the hearing shall also be sent to the President and Secretary of the national section of which the accused is a member and such section must send a representative to the meeting of the International Executive Council, at its own expense, but failure of such representative to appear at the meeting shall not impede or delay the proceedings, but shall be noted as a default of the right of the national section to have a representative present.

Rev. December 2013

#### **Section 4**

If for valid reasons a complainant prefers to register his or her written complaint directly with the International Executive Council rather than through the Executive Council of his or her national section, he or she may do so, and the International Executive Council shall evaluate such complaint and determine whether it is to be entertained. If the International Executive Council decides to entertain such direct complaint, a written statement of the charges made against the accused member or officer, together with the address of the complainant member, shall be served upon the accused, either personally or by registered mail, or by service of same in accordance with the procedures set forth in Section 2 thereof. The International Executive Committee may file a direct complaint with the International Executive Council against any member, or national officer, or officers, in which event any member of the International Executive Committee voting in favor of such complaint shall not serve on the International Executive Council sitting as a tribunal to hear such complaint. Thereafter, the complainant shall have fifteen (15) days from

date of service of the written answer within which to file a reply thereto, if he or she so desires. Service of the statement of charges and opportunity to reply shall be the same as above.

A hearing shall thereafter be set before the International Executive Council provided that no such hearing before the International Executive Council shall be held unless the accused member or officer is served a notice of the hearing at least thirty (30) days prior to the hearing; and this notice may be delivered personally or sent by registered or certified mail or by electronic means to an email address or fax number listed in the records of the International College of Surgeons with a hard copy record of such electronic service to be preserved as proof thereof; or by international express courier including but not limited to Federal Express, DHL or comparable means of service to the last address of the member or officer as it appears on the rolls of membership in the office of the Executive Director. Service of any notice of hearing, the filing of a written answer or reply, shall be deemed served when the procedures set forth in Section 2 hereof are complied with, or if said individual cannot be personally served and his or her current place of abode is unknown, then upon deposit of same in the mail in an envelope with proper postage affixed and duly registered or certified and addressed to the last address of the member or officer as it appears on the rolls of membership in the office of the Secretary of the national section. The accused member or officer shall be accorded the right of representation by any Fellow of the College in good standing and/or by legal counsel. The complainant and his or her legal counsel if any shall also be notified and may be present at the Council meeting if he or she so desires.

Rev. December 2013

If there is no national section in existence to which a member of the College may belong, the same procedure provided in this article shall be applied to his or her case, with the exception that the International Executive Council shall hear his or her case in the first instance. If after hearing the evidence presented, the International Executive Council by a majority vote finds the member or officer guilty, said Council may suspend him or her from membership or remove him or her from office or expel him or her. The provisions as to service, written answer and reply shall be the same as set forth in the preceding paragraphs of this Section 4. The ruling of the International Executive Council shall be final.

### **Section 5**

If a member shall have been expelled, suspended for non-payment of dues or any cause, or shall have resigned, his or her certificate of membership shall be revoked and he or she shall forthwith return the certificate to the College and all other indicia of membership previously issued to him or her by the College.

Rev. March 2015

### **Section 6**

Any individual who has obtained membership in the International College of Surgeons through misrepresentation of facts on his or her application, or otherwise supplies false information, shall be subject to expulsion by action of the International Executive Council upon thirty (30) days prior written notice being served upon him or her as otherwise herein above set forth, specifying therein the basis of the charges and the date, time and place of a hearing before the Council on

such allegations. Any member convicted of a felony or other major crime, as codified in the country of which he or she is a citizen, will be deprived of membership in this organization upon proof that his or her conviction has become final.

## **Section 7**

### **CODE OF ETHICAL PUBLICITY**

Fellows of the International College of Surgeons and prospective candidates for membership should accept the principle that publicity for personal gain or aggrandizement will not be condoned. When information is sought or given in any form for presentation to the general public, release is preferably channeled through the offices of appropriate bodies representing the local, state, or national societies. Clearance should also be sought through university departments of public information or public relations with a view of rechecking the contents of any news release in reference to the accuracy of its statements and conformity with the regulations of the institution concerned. Prematurity of announcements of research or clinical investigations must be avoided. Except in instances of scientific publications or properly authorized releases, the identification of individuals, clinics or institutions is not acceptable. Matters of public educational interest presented before meetings of the International College of Surgeons are to be disseminated through the offices of the College and not directly to the press or public by individual members. Violations of the principles embodied in this code may compromise the acceptability of a candidate and jeopardize the standing of a member and subject him or her to censure or expulsion.

## **ARTICLE X**

### **WOMAN'S AUXILIARY, ALSO KNOWN AS THE INTERNATIONAL ALLIANCE**

Upon application to the International Executive Council, subject to the approval of the International Board of Governors, a charter may be granted to a Woman's Auxiliary, which shall also be known as the "International Alliance" (hereinafter designated as the "Alliance" of the International College of Surgeons, and a section of said Alliance may be established in any country, dominion, protectorate or other territorial entity, membership to such Alliance to be open to any spouse, child of the age of 16 years or older, sibling or parent of any members of the International College of Surgeons. Any such section of the Alliance proposing to organize under this section shall submit to the International Executive Council a proposed constitution and bylaws, with the names of the members of the proposed section.

The spouse of each Fellow (and such other individuals as meet the qualifications of membership in the International Alliance as set forth above as designated by the Fellow) shall be considered members of the Alliance for a period of one year from the Fellow's acceptance into the International College of Surgeons. Thereafter, a voluntary contribution in the amount of 10% of that Fellow's annual dues will be requested in order to maintain membership for as many family members as so desire. Said voluntary contribution will be solicited by the headquarters office in conjunction with billing invoices for annual dues which are sent to each Fellow.

If the International Executive Council approves, a charter may be issued, granting a section of the Alliance, provided the approval is ratified by the International Board of Governors and provided such constitution and bylaws shall harmonize and shall not be in conflict with the Constitution, Bylaws and Regulations of the International College of Surgeons.

Every section of the Alliance and the individual members thereof shall be bound at all times by the Constitution, Bylaws and Rules of the International College of Surgeons.

## **ARTICLE XI**

### **DISSOLUTION AND LIQUIDATION**

In the event of the dissolution and liquidation of the International College of Surgeons, and prior to the completion thereof, all of the assets, property, income, and all other funds of the International College of Surgeons not owned or held upon a condition requiring return, transfer or conveyance by reason of dissolution, shall be added for or applied to the purposes of the International College of Surgeons as set forth in its Charter, or one or more of such purposes, by transferring and conveying such assets, profit, income and funds to one or more corporations or organizations organized and operated exclusively for charitable, scientific, literary, or educational purposes to which exemption from income tax has been granted under Section 501 (C) (3) of the United States Internal Revenue Code of 1954, or comparable provision of the prior or subsequent United States Federal Income Tax Laws, and no part of such remaining assets, property, income or funds shall be distributed to members or to any persons whomsoever.

## **ARTICLE XII**

### **AMENDMENT OF THE CONSTITUTION**

#### **Section 1**

This Constitution may be amended by an affirmative vote of two thirds (2/3) of the Governors of the International Board of Governors, present at a live meeting with a quorum present, and provided that the proposed amendments have been first reviewed by the International Constitution and Bylaws Committee and submitted with their recommendations to the International Executive Council at least thirty (30) days prior to the meeting of the International Board of Governors.

Rev. November 2015

#### **Section 2**

This Constitution may also be amended during the interval between the Biennial Meetings of the International Board of Governors by an affirmative vote of two thirds (2/3) of the members of the International Executive Council present at a live meeting with a quorum, and provided the proposed amendments have been first reviewed by the International Constitution and Bylaws

Committee; and a notice of the proposed amendments together with recommendations of the International Constitution and Bylaws Committee shall be sent in writing, to the members of the International Executive Council not less than thirty (30) days prior to the meeting at which such amendments are scheduled for consideration, if to be presented at a meeting rather than by vote by mail, and such amendments shall be valid until they are submitted to the International Board of Governors at the first meeting following adoption of the amendments by the International Executive Council, and the amendments so adopted may be confirmed, modified, or rejected by the International Board of Governors.

Rev. November 2015

### **Section 3**

The written request for an amendment to the Constitution, signed by one hundred (100) members of the College, representing at least five (5) national sections, shall make it mandatory upon the International Executive Council to consider the amendment presented and to vote upon it subject to the provisions of Section 2 of this Article.

# INTERNATIONAL COLLEGE OF SURGEONS

## A World Federation of General Surgeons and Surgical Specialists, Inc.

### BYLAWS

#### ARTICLE I

##### INTERNATIONAL EXECUTIVE COUNCIL

###### **Section 1**

The general management of the affairs of the International College of Surgeons shall be the responsibility of the International Executive Council under the direction and control of the International Board of Governors.

###### **Section 2**

The management of funds of the International College of Surgeons including all expenditures and investments shall be the responsibility of the International Executive Council.

###### **Section 3**

It shall transact the executive business and professional affairs of the College and, between the meetings of the International Board of Governors, shall exercise all of the powers of said Board.

###### **Section 4**

It shall be responsible for the publication of International Surgery, the official journal of the International College of Surgeons, and shall appoint an editor-in-chief and associate editors who shall serve as long as the Council shall determine. Past editors-in-chief shall be accorded the title of emeritus editor but shall have no working duties by reason of the title. International Surgery shall be owned, operated and financed by the International College of Surgeons and shall remain its exclusive property.

Rev. November 2012

###### **Section 5**

It shall exercise the powers relating to discipline in regard to the ethical and professional conduct of the members and officers as provided in the Constitution.

###### **Section 6**

It shall have the power to employ legal counsel and to engage an Executive Director, and through the Executive Director, employ those key employees as it may deem necessary for the transaction of business.

###### **Section 7**

The International Executive Council shall hold at least one (1) meeting per year and in the odd year, between the years of the Biennial Congresses, said meeting shall usually be held at the

Headquarters. In the year of the Biennial Congress, the International Executive Council meeting shall be held at the time and place of the Biennial Congress of the College. The International Executive Council shall also convene at such other times and places as may be determined to be necessary by the International Executive Committee, and said Committee shall, by vote duly adopted, call such meeting and determine the time and place thereof.

Before each meeting of International Executive Council or International Executive Committee, the International Executive Council or International Executive Committee may elect to determine whether finances permit reimbursements of a portion of coach airfare and hotel expense of members attending such meeting and may adopt a resolution authorizing such reimbursement, if any, as they deem appropriate which resolution shall only extend to the next live, in-person meeting scheduled to be conducted of such body. The World Treasurer, International Executive Director and International Controller shall each make formal recommendation concerning such proposed resolution which recommendations shall be considered before adoption of such resolution.

Rev. November 2012

### **Section 8**

Notice of each meeting of the International Executive Council shall be sent by the World Corporate Secretary to all members of the Council at least ninety (90) days prior to the meeting, and a proposed agenda of the subjects to be discussed shall be similarly sent at least thirty (30) days before such meeting. The World Corporate Secretary shall keep a record of all meetings and activities of the International Executive Council.

### **Section 9**

A majority of the International Executive Council shall constitute a quorum for the transaction of business. There shall be no vote by proxy at meetings of the International Executive Council. If less than a quorum be present, the actions of the Council shall nevertheless be valid if a copy of the minutes, certified by the World Corporate Secretary, is sent to each of the Council members and if such minutes are approved and ratified in writing by not less than two thirds (2/3) of the voting members of the Council.

Rev. November 2015

A resolution may be made and presented to the International Executive Council for mail vote upon written request of not less than five (5) members of the International Executive Council, which resolution shall be mailed to all members of the Council, and said resolution shall be considered adopted and shall become effective upon the written approval of not less than two thirds (2/3) of the total membership of the International Executive Council.

Rev. November 2015

Conference telephone call special meetings of the International Executive Council may be held on matters deemed by the International Executive Committee (on resolution duly adopted) to be of great urgency and the order of business of said meeting shall be limited to the specific urgent

matter and none other. The members of the International Executive Council may participate in and act at such meeting of the International Executive Council through the use of a conference telephone by means of which all persons participating in the meeting can hear each other. Participation in such conference telephone meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating. The legal counsel of the College to take the minutes of the meeting and to take down verbatim resolutions proposed and adopted at such meeting. Two-thirds (2/3) of the International Executive Council shall constitute a quorum for the conduct of business at such telephone conference meeting. If less than a quorum participates in such telephone conference meeting, then the actions of the Council shall nevertheless be valid if a copy of the minutes of said meeting certified by the World Corporate Secretary is sent to each of the Council members and if such minutes are approved and ratified in writing by not less than two thirds (2/3) of the Council members. Written, fax, e-mail or oral notice of such conference telephone call special meeting shall be given to all members of the International Executive Council not less than 48 hours prior to said meeting and, if feasible, background material on the subject matter to be discussed shall be supplied to each member of the Council and the Council members shall be asked to reply by fax as to whether or not they will be available for said call.

Rev. November 2015

Wherever provision is made in these Bylaws or the Constitution for vote by mail or by fax, or for reply by fax, the fax shall be signed by the sender and upon receipt thereof at the central office, the Executive Director (or his or her designated agent) shall compare the signature on said fax with the signature of the member of the International Executive Council with a signature card file which shall be established and maintained at the central office, and if deemed to be a correct signature, the said fax document shall stand as the official vote or reply by the sender, without requiring that a “hard copy” be sent through the mail.

Wherever provision is made in these Bylaws or the Constitution for vote by mail or by fax, or for reply by fax, such vote by mail or reply, may be made by e-mail provided the e-mail is from an e-mail address in the name of the voting member, and the e-mail sender is readily identifiable as such voting member. An e-mail ballot shall be attached to such e-mail and shall be considered a valid e-mail reply or ballot

Rev. December 2013

### **Section 10**

In the event a member of the Council fails to attend one (1) meeting without reasonable explanation, or fails to approve or disapprove the minutes for two (2) consecutive times without reasons which the Council deems valid, then his or her membership in the Council may be declared vacant by the Council, and such vacancy shall be filled by appointment of the Council from the membership of the International Board of Governors.

In the event of any other vacancy not otherwise provided for in the Constitution and Bylaws, such vacancy shall also be filled by appointment of the Council from the membership of the International Board of Governors.

### **Section 11**

It shall exercise such other powers and fulfill such other duties as are provided in the Constitution, including decisions regarding amendments to the International Constitution and Bylaws subject to the provisions in the Constitution and Article XIII of these Bylaws.

### **Section 12**

No officer or member of the College shall make any commitments in the name of the International College of Surgeons without having the approval of the International Executive Council.

### **Section 13**

#### **DUTIES**

The International Executive Council shall

- a) determine and approve the character, scope and program of the scientific proceedings of the College;
- b) aid in the organization and establishment of national sections and in extending membership;
- c) issue charters to national sections in accordance with the provisions in the Constitution;
- d) issue International Certificates as provided in Article IX of the Bylaws; hold at least one (1) meeting per year at the time, date, and place designated by the Council, subject to the provisions of Section 7 of this Article, and such other meetings as the International Executive Committee may deem necessary;
- e) keep a record of its meetings and activities, and transmit a copy of its deliberations, suggestions, and decisions to the International Board of Governors for evaluation and action;
- f) adopt rules, regulations, and procedures for admission of members, and approve candidates for membership as well as advancements, resignations, and terminations of membership;
- g) approve constitution and bylaws and proposed amendments to the constitution and bylaws of the national sections;
- h) approve the annual budget and authorize expenditures as required and in accordance with the provisions in the Constitution, and Article I, Section 12 of the Bylaws;
- i) appoint standing committees and create such other committees as may be necessary pursuant to the provisions of Article IV of the Bylaws;
- j) appoint four (4) International Representatives-at-Large, and such other executive and administrative officers as are deemed necessary;
- k) determine the amount of bonds for the World Treasurer, the World Corporate Secretary, the Executive Director, the Financial Officer and any other employee it deems should be bonded.

Rev. October 2004

## **ARTICLE II**

### **DUTIES OF OFFICERS**

#### **Section 1**

##### **World President**

The World President shall be the chief executive officer of the International College of Surgeons and shall preside at all meetings of the International Board of Governors, the International Executive Council, the International Executive Committee and the Biennial Congress. He or she shall be Chairperson of the International Executive Council and the International Executive Committee, and shall be a voting ex-officio member of all committees of the International College of Surgeons. He or she shall deliver the presidential address at the opening session of the Biennial Congress, sign all certificates, charters, letters, and other documents requiring his or her signature, and perform all other duties usually associated with the office of the World President.

After serving his or her two (2) year term as World President, he or she shall be a member of the International Board of Governors and the International Executive Council for a term of two (2) years, as Immediate Past World President.

#### **Section 2**

##### **World President Elect**

The World President Elect shall attend all meetings of the International Executive Committee and shall acquaint himself or herself with the affairs of the College in preparation for his or her assumption of the presidency. In the event of the absence of the World President or his or her inability to act, the World President Elect shall assume and have the authority to perform all the duties of the World President. In the event of vacancy in the office of World President, the World President Elect shall become World President for the remainder of the unexpired term and thereafter shall also serve his or her own term as World President.

#### **Section 3**

##### **Vice Presidents**

The World First Vice President shall assist the World President, upon his or her request, in the discharge of his or her duties. In the event of the absence or incapacity of the World President and World President Elect, he or she shall preside at the Biennial Congress, at the meetings of the International Executive Council and the International Board of Governors. In the event of vacancy in the office of the World President and in the event that the World President Elect is unable or willing to serve as World President, then the World First Vice President shall become World President for the remainder of the unexpired term.

The other 16 Vice Presidents shall have duties and responsibilities as may be assigned to them by the International Executive Council.

In the event of vacancy in the office of World First Vice President, the International Executive Council shall at the next meeting, designate a World First Vice President from among either the members of the International Executive Council or from among the 16 Vice Presidents.

Rev. October 2004

#### **Section 4**

In case of inability or refusal of the World President, the World President Elect, or the World First Vice President to preside at meetings of the International Board of Governors, the International Executive Council or Biennial Congress, the Immediate Past World President, a Vice President, or any other officer or member of the International Executive Council attending the meeting and selected by the Council may preside.

#### **Section 5**

##### **World Treasurer**

The World Treasurer shall administer the funds of the College under the supervision of the International Finance, Auditing, and Budget Committee, and shall make such reports to the Committee and to the International Executive Council as may be required by them.

The World Treasurer shall be a member of the International Board of Governors, the International Executive Council and the International Executive Committee.

#### **Section 6**

##### **World Corporate Secretary**

The World Corporate Secretary shall be Secretary of the International Board of Governors and of the International Executive Council, and of the following standing committees of which he or she shall be a voting member: International Constitution and Bylaws Committee, International Executive Committee, International Finance, Auditing, and Budget Committee, and International Research and Scholarship Committee. He or she shall have the authority to act as agent of the College as the International Executive Council may direct; shall be custodian of the books, documents, and papers belonging to the College except those of the World Treasurer; shall provide for keeping the minutes and the proceedings of the meetings of the International Board of Governors, and of the International Executive Council, and of the Biennial Congresses; shall sign all certificates, charters, and such correspondence and such documents as may be required in the discharge of his or her duties; and attest and affix the seal of the College to all certificates, charters, and other documents which require it, and certify all acts requiring certification; shall send out notices for all meetings of the international organization; and shall be a member of the International Board of Governors, of the International Executive Council, and the International Executive Committee.

#### **Section 7**

##### **Federation Secretaries**

###### **A. Election**

The Federation Secretaries shall be elected at the Biennial Meeting of the International Board of Governors in the manner provided in these Bylaws. The Federation Secretary's term of office

shall be two (2) years. They shall be eligible for reelection to only one (1) consecutive two (2) year term and none other and the Nominating Committee shall take into consideration whether such Federation Secretary has fulfilled the duties of that office satisfactorily after receiving a written report pertaining thereto from the Chairperson of the Council of Federation Secretaries.

## B. Duties

The duties of each Federation Secretary shall be:

### 1. General communications

- Communicate frequently, consult and interact with the officers of the National Sections concerning sectional activities, current ideas, programs, changes, meetings, opportunities, and any other suggestions.
- Assist in recruiting new members.
- Provide information for the International Newsletter, including activities in various sections, photos, and other announcements from Sections.

### 2. Membership

- Identify all countries in the Federation geographical area and select those without any Fellows as targets for development and recruitment efforts.
- Work with Members-at-Large of the Federation to organize National Sections.
- Identify those countries in the geographical area of the Federation with ten or more International Members-at-Large who are in good standing and encourage the formation of their national section.

### 3. Meetings

- Assist the officers of each national section in planning their meetings. Obtain approval from the International Executive Committee for Federation Congresses.

### 4. Reports

- By end of year, require a report from each National Section president or secretary.
- Summary of activities for the entire year.
- Summary of any special situations affecting the College positively or negatively.
- Report to be sent to the World President, Chairperson of the Council of Federation Secretaries, and International Executive Director.

### 5. Others

- Assist the Executive Director in resolving problems arising from a Section's failure to submit updated membership records and/or making payment of appropriate dues and fees on a timely basis. Act as general liaison with Sections.

Rev. December 2013

## C. Associate Federation Secretary and Assistant Federation Secretary

An Associate Federation Secretary for each Federation will be appointed by the International Executive Council from candidates submitted by the Federation Secretaries. Since Federation Secretaries may not be able to personally communicate with a large number of National Sections in that Federation, an additional Assistant Federation Secretary may be proposed and appointed for each five (5) Sections in a Federation. Said Assistant Federation Secretary shall be appointed

by the World President from among candidates recommended by the Federation Secretaries of the respective Federation. Assistant Federation Secretaries may be selected from any Fellow in good standing from within that Federation's membership.

The Associate Federation Secretary and each Assistant Federation Secretary will perform tasks delegated by the Federation Secretary, and will report directly to the Federation Secretary. The Federation Secretary will include Associate and Assistant Federation Secretaries' activities in his or her written report to the Chairperson of the Council of Federation Secretaries, the World President and ICS Headquarters.

#### D. Council of Federation Secretaries

There shall be a Council of Federation Secretaries which shall consist of all incumbent Federation Secretaries, (each of whom shall automatically be deemed Chairpersons of their respective Federation Councils), and the World Corporate Secretary. All Associate and Assistant Federation Secretaries shall be ex-officio members of said Council but without a vote. The Council of Federation Secretaries shall meet not less than once each year and shall meet at the place and immediately prior to the first session of the Annual Meeting of the International Executive Council.

Rev. March 2015

The World Corporate Secretary shall be the Chairperson of the Council of Federation Secretaries and the said Council of Federation Secretaries shall elect its own Vice-Chairperson from the full voting members of that Council. The Vice-Chairperson shall serve in the absence of the Chairperson and shall automatically take over the duties and voting rights of the World Corporate Secretary in the event the World Corporate Secretary dies, resigns or is unable to serve in said capacity until the next International Executive Council meeting.

Rev. March 2015

In addition to supervising, coordinating and facilitating achievement of the duties of Federation Secretaries set forth in paragraph B above the Council of Federation Secretaries shall focus on:

1. Improving and achieving effective global communication to keep membership informed of events, initiatives and developments and opportunities to advance the Mission of the International College of Surgeons in the various Federations.
2. Suggesting, developing and assisting Federation Secretaries to conduct Federation Meetings and Scientific Congresses and to help in communicating the opportunity to participate in and attend such meetings by members of the Federation hosting the meeting and members of other Federations
3. Identify, discuss, resolve difficulties in organization and function of National Sections to achieve maximum vitality in achieving the Mission of The International College of Surgeons in each and every Federation worldwide.

4. The report of World Corporate Secretary to International Executive Council should include attention to the progress of Council of Federation Secretaries in achieving these specific focus areas in addition to general duties of Federation Secretaries.”

Rev. March 2015

The Council of Federation Secretaries may adopt rules for conduct of the affairs of the Council, including rules relating to the meetings of the Council.

Rev. March 2015

Proxy voting shall be permitted on the Council of Federation Secretaries but proxies may only be received by a designated Assistant or Associate Federation Secretary from the same Federation as the absent voting member. No person participating in a meeting of the Council of Federation Secretaries shall cast more than one (1) proxy vote per resolution. A quorum for conduction a meeting of the Council of Federation Secretaries shall consist of a majority of voting members.

Rev. March 2015

The Chairperson of Federation Secretaries will communicate with each of the six Federation Secretaries by fax or mail requesting a written report eight (8) months prior to, and another one, two (2) months prior to, the forthcoming annual meeting of the International Executive Council. Upon receipt of said reports, the Chairperson shall initiate a telephone conversation or other communication with each of the respective Federation Secretaries for purposes of discussion, clarification, and planning. The Chairperson shall subsequently prepare his or her own report, compiling relevant information gathered from the respective Federation Secretaries reports, to the World President and the members of the International Executive Council, with copy to the Executive Director.

## **Section 8**

### **Executive Director**

The Executive Director shall be the chief operating officer of the College. He or she shall have general charge and supervision of all matters of administration of the College under the direction of the World President to carry out the policies established by the International Executive Council, and shall have charge of the routine business affairs of the College. Under the directions of the World President and the International Executive Council, the Executive Director shall also carry out the following duties:

He or she shall be responsible for initiating and carrying out an adequate program of public relations to inform the public of the existence and work of the College in advancing the science of surgery and scientific research therein and of reporting important surgical discoveries.

He or she shall assist the various national sections, at their request, in preparing and conducting their annual national meetings, and shall attend such meetings as the International Executive Council may authorize or direct him or her to attend.

He or she shall coordinate the work of duly appointed committees in carrying out the functions assigned them in connection with the planning and arranging of the various meetings of the College, including the Biennial International Scientific Congress, and he or she shall assist said committees in the arrangements for travel and housing facilities, and cause the contracts for such meeting places and facilities to be submitted through the World President to the International Executive Council for approval.

The Executive Director shall submit a report and recommendations concerning the budget to the International Finance, Auditing, and Budget Committee prior to each fiscal period, and shall attend the meetings of said committee.

The Executive Director shall be responsible for planning and conducting a membership procurement program for the College, including the preparation and distribution of suitable literature, and coordinating the work of the membership committees of the various national sections.

The Executive Director shall coordinate the business and functions of the College and of the various national sections, shall assist in the formation of new sections, and shall be responsible for keeping the International Executive Council informed as to the functioning of the various national sections and federations. He or she shall ascertain that the elections, regulations, orders and functions of such national sections and federations are carried out in accordance with the Constitution and Bylaws, Regulations and Orders of the International College of Surgeons and the International Executive Council.

The Executive Director shall not act on matters involving a change of policy without first obtaining the consent and direction of the International Executive Council.

Under the direction and control of the International Executive Council, the Executive Director shall implement and administer an exchange training program for young surgeons among the various national sections throughout the world, and shall make all necessary arrangements for surgical missions for the dissemination of information on the advances in the science of surgery and the teaching of technical skill therein.

Requests for scholarship and/or research funds shall be directed to the Executive Director, subject to the provisions of these Bylaws, and he or she shall forward such requests, with his or her recommendations, to the International Research and Scholarship Committee for action.

The Executive Director shall have oversight responsibility for the operation of the International Museum of Surgical Science. The Executive Director shall exercise responsibilities as set forth in the first two paragraphs of this Section 8 as they apply to the International Museum of Surgical Science. Day-to-day responsibility for operations and implementation of policies established by the International Executive Council and the Museum Board will rest with the Museum Director. The Museum Director shall report to the Executive Director.

The Executive Director shall serve, ex-officio, as an advisor to all committees, without vote, and shall perform such other duties as may be assigned to him or her by the International Executive Council.

### **Section 9**

Under the direction of the Executive Director, the World Treasurer, the International Executive Committee and Council, the Financial Officer shall be responsible for the keeping of the financial books and accounts of the College and for all procedures and records pertaining to the financial affairs of the College. He or she shall have supervision over the methods, procedures, and records of all departments pertaining to revenue, expenses, Moines, securities, properties, supplies and such other matters as may be necessary to permit the discharge of his or her duties. He or she shall be responsible for the budgetary control of the College operations and shall work with the Executive Director, the auditors, the World Treasurer, and the International Finance, Auditing and Budget Committee in the preparation and interpretation of the financial statements and reports of the College.

The Financial Officer shall be responsible for the care of the assets of the College and he or she shall have such other powers and duties as are commonly assigned to the office of the Financial Officer or as may be assigned to him or her by the International Executive Council.

The Financial Officer shall report to the Executive Director, the World Treasurer and to the International Finance, Auditing and Budget Committee, and the International Executive Committee, and the International Executive Council as often as may be necessary to keep them informed as to the financial affairs of the College.

## **ARTICLE III**

### **MEETINGS**

#### **Section 1**

The International Board of Governors shall hold its regular meeting on alternate years on the date and at the place determined by the International Executive Council, and this meeting shall be held preceding the time and at the same place as determined for the Biennial Scientific Congress.

A special meeting of the International Board of Governors may be held on call of the International Executive Council, selecting the date, time and place, and upon such call, the Secretary shall give written notice to all Governors not less than thirty (30) days prior to the date of such special meeting, which notice must be sent by registered or certified mail or cable to the last address of the Governor as it then appears on the records of the World Corporate Secretary.

#### **Section 2**

The President and Secretary of each national section must notify the World Corporate Secretary

in writing with copy to the Executive Director, at least thirty (30) days before the time of the Biennial Meeting the names of the Governors elected by the section to be present at the Biennial Meeting of the International Board of Governors and failure of said national section officers to notify the World Corporate Secretary with copy to the Executive Director of the names of the Governors elected by the Section to be present at the Biennial Meeting at least thirty (30) days before the time of the Biennial Meeting as specified above shall result in forfeiture of vote by any additional Governors of said national section at said Biennial Meeting unless there are extenuating circumstances deemed valid.

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### **Section 3**

The World Corporate Secretary shall send written notices for these Biennial Meetings by mail not less than ninety (90) days in advance thereof, addressed to the last address appearing on the books of the College, to each and every member of the International Board of Governors, and the notices shall state the place, date and hour of the Biennial Meeting. The World Corporate Secretary shall furnish each Governor with appropriate credentials which the Governor should present to the World Corporate Secretary just prior to the opening of the meeting.

### **Section 4**

Not less than thirty (30) days prior to the date of the Biennial Meeting of the International Board of Governors, the Executive Director shall forward to the members of the Board an agenda listing the subjects to be presented at the meeting and whatever pertinent information may be necessary for responsible consideration of such subjects.

### **Section 5**

Any member of the International Board of Governors who is entitled to vote at any meeting thereof, may designate a proxy which will only be valid under the conditions specified below and consistent with the provisions in the Constitution. The proxy shall be given in writing to any other member who is entitled to vote and who attends the meeting, but no member of the International Board of Governors may vote more than two (2) proxies. All proxies must be properly dated and bear a handwritten signature, and shall be filed with the World Corporate Secretary with copy to the Executive Director not less than ten (10) days prior to the opening of the meeting. Each member desiring to designate a proxy may list members of the International Board of Governors in the order of his or her preference. No person present in person may cast more than a total of three (3) votes, proxies included.

Rev. November 2015

### **Section 6**

The following shall be the order of business for the Biennial Meeting of the International Board of Governors:

1. Call to Order by the President
2. Roll Call and recording of proxies as sent to the World Corporate Secretary not less than 10 days prior to the opening of the Biennial meeting
3. Approval of Minutes of Last Meeting

4. Report of Committee on Nominations and election of officers
5. Report of Officers
6. Report of Committees
7. Introduction of Resolutions
8. Miscellaneous Business
9. Adjournment

Rev. March 2015

### **Section 7**

Not less than thirty (30) days before the meeting of the International Executive Council in the odd year between the Biennial Meetings of the International Board of Governors, the International Executive Council shall appoint a Committee on Nominations consisting of the World President, who shall be the Chairperson, the World President Elect, the Immediate Past World President, and six (6) Members, one from each of the six federations, and twelve (12) alternates, two (2) from each Federation specifying the order in which they shall serve.

The International Nominating Committee shall meet upon the call of its Chairperson, in accordance with the above, and shall have the responsibility and the duty of evaluating the candidate's participation in the College's affairs and his or her curriculum vitae and of formulating a list of one or more Fellows of the College for each of the offices to be filled at the next ensuing Biennial Meeting of the International Board of Governors, and shall present such names in nomination for such respective offices at said Biennial Meeting.

National Sections through action at a duly convened meeting of their respective Executive Committee or Council may make recommendations to the Nominating Committee of nominations for office in the International Parent Body. It is the responsibility of the national sections to submit a copy of each candidate's curriculum vitae at the time of the nomination

The list of nominees for office, as selected by the Committee on Nominations, and after the selected nominee has indicated acquiescence to such nomination, shall be mailed to the President and Secretary of each national section and to each Federation Secretary, not less than sixty (60) days prior to the date of the next International Board of Governors Meeting. A final meeting of the Committee on Nominations shall be held within the three (3) days immediately prior to the day of the International Board of Governors meeting to consider further recommendations for nominations by national sections or to consider changes in nominations that may occur because of the death, inability, or refusal or undesirability of a nominee to stand for election to office.

Additional nominations for office may be made by any Voting Governor by submitting the name of such nominee, together with a curriculum vitae of said nominee, to the Nominating Committee not less than five (5) days prior to the opening of the Biennial meeting of the International Board of Governors, and the Nominating Committee shall have the privilege of commenting on the qualifications of such additional nominee, but the Nominating Committee shall report the names of each such nominee (in addition to the nominee of the Nominating

Committee for such position) together with its comments, but such nominee shall stand as an additional nominee by a Voting Governor for each such position, it being understood that the Nominating Committee shall not have the right to veto placing any such name in nomination.

Only Fellows of the College in good standing shall be eligible for election to office. No nominations will be accepted from the floor.

In the event no nominee receives a majority of the votes on the first ballot, the name receiving the lowest number of votes shall be dropped and a new ballot shall be taken, and this procedure shall be followed until a nominee is elected by a majority of the votes cast.

As to election of 16 Vice Presidents and 30 Additional Governors winners of a contested election shall be those receiving the highest number of votes for the designated position for the number of vacancies to be filled. In the event of a tie vote for the final position(s) in the said two (2) categories only the tie vote shall be resolved by a fair and entirely randomized procedure agreed and conducted by the judges of election.

Rev. March 2015

### **Section 8**

At any duly convened meeting of the International Board of Governors, twenty-one (21) Governors shall constitute a quorum for the transaction of business, and such quorum must be present in person at the meeting.

### **Section 9**

Except as to matters set forth in Article X of these bylaws, a resolution may be made and presented to the International Board of Governors by vote by mail upon the direction of the International Executive Council or upon the written request of not less than seven (7) members of the International Board of Governors, which resolution shall be faxed and mailed to each member of the International Board of Governors, and said resolution shall be considered adopted and shall become effective upon the written approval by fax or mail of not less than two thirds (2/3) of the total membership of the International Board of Governors as constituted on January 2<sup>nd</sup> following of the most recent regular Biennial Meeting of the International Board of Governors.

Rev. November 2015

## **ARTICLE IV**

### **INTERNATIONAL STANDING COMMITTEES**

The International Standing Committees shall include the following:

1. International Constitution and Bylaws Committee
2. International Executive Committee
3. International Finance, Auditing, and Budget Committee

4. International Grievance, Judiciary, and Ethical Relations Committee
5. International Honors Committee
6. International Congress Program and Arrangements Committee
7. International Research and Scholarship Committee
8. International Past World Presidents' Advisory Committee
9. International Committee on Continuing Medical Education and Clinical Training by Surgical Teams
10. Advisory Council to the World President
11. International Membership Committee
12. Corporate Alliance Committee

and such other committees as the International Executive Council may appoint from time to time.

All International Standing Committees with the exception of the International Executive Committee, the Past World Presidents Advisory Committee, the Honors Committee, the Advisory Council to the President, and the International Finance, Auditing and Budget Committee shall be composed of a total of seven (7) members each. Each Committee shall have a Chairperson and a Vice Chairperson (each from different Federations) appointed by the President and five (5) other members of each of said Committees appointed by the President after consultation with the Chairperson and the Vice Chairperson. All members of each Committee, excluding the Chairperson, must be from different Federations. The list of members of the International Standing Committees appointed by the President shall be submitted to the International Executive Council for information purposes and unless a specific resolution is adopted by the International Executive Council showing disapproval of any particular appointment, such appointments shall stand as official appointments.

The terms of all committee appointments shall coincide with the terms of the officers of the International College of Surgeons, and such terms shall be in effect until successors shall have been appointed and taken office.

The World President on advice and consent of the International Executive Council can appoint a Fellow to as many Standing Committees as are deemed in the best interest of the International College of Surgeons excluding the International Executive Committee, the Past World Presidents Advisory Committee, the Honors Committee, and the Advisory Council to the President and except in those cases where the Constitution and Bylaws provide otherwise.

Rev. March 2015

The World President is authorized to make appointments of liaison, non-voting representatives on the International Standing Committees as the World President deems in the best interest of The International College of Surgeons subject to the following:

- A. Such liaison, non-voting representatives where eligible shall be members of The International College of Surgeons in good standing. Where a designated liaison is not eligible for membership in the International College of Surgeons he or she shall be considered an invited guest of the Chairperson with the privilege of participating in discussions therein:
- B. Such appointments shall be reported to International Executive Council by the World President and unless a resolution is passed with specific objection to a particular appointment such appointment shall stand as valid.
- C. Liaison, non-voting representatives shall not participate in executive sessions of the International Standing Committee to which they are appointed except on express invitation of the Chairperson supported by resolution duly adopted by said Standing Committee.

Rev. March 2015

Meetings of all international standing committees, except the International Executive Committee, may be called by the Chairperson on notice to each member of his or her committee not less than twenty-one (21) days prior to the meeting. Such meetings may also be called by any two (2) members of the respective committee, except the International Executive Committee, upon a request sent to the Executive Director who shall cause written notice to be given or sent to each member of the committee, including the Chairperson, not less than twenty-one (21) days prior to the meeting. Each Standing Committee shall meet at least once in the even year of the Biennial meetings prior to said Biennial meeting and in the odd year shall meet at least once prior to the meeting of the International Executive Council meeting.

A majority of the members of any committee shall constitute a quorum for the transaction of business, and the acts of the majority at any regularly called meeting when a quorum is present shall be the acts of the committee.

A resolution may be considered by any standing committee by mail upon the request of its Chairperson or any two (2) members of such committee, except as otherwise provided herein. Such resolution shall be presented to every member of such committee through the mail and shall become the official action of that committee if not less than seventy-five percent (75%) of the members of the committee give their written affirmative approval thereof.

Conference telephone call special meetings of any Standing Committee (other than the International Executive Committee which is governed by separate express provision) may be held on matters deemed by the Chairman and three (3) members of said Standing Committee to be of great urgency and the order of business of said meeting shall be limited to the specific urgent matter and none other.

The members of the Standing Committee may participate in and act at such meeting of the Standing Committee through the use of a conference telephone by means of which all persons participating in the meeting can hear each other. Participation in such conference telephone

meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating. A secretary shall be designated at each such meeting to take the minutes thereof.

A majority of the voting members of the Standing Committee shall constitute a quorum for such Standing Committee meeting except where these bylaws expressly call for a different quorum in the description of a particular Standing Committee in which case the express provision shall govern. If less than a quorum participates in such telephone conference meeting, then the actions of such Standing Committee shall nevertheless be valid if a copy of the minutes of said meeting certified by the Chairman thereof in writing is sent to each voting member of such Standing Committee and are approved by a majority of voting members of the Standing Committee except that when a particular provision of these Bylaws requires a different number for ratification by mail vote in the description of a powers of a particular Standing Committee then that express provision shall govern.

Rev. December 2013

All International Standing Committees shall perform the tasks set forth herein and as assigned to them by the International Executive Council and shall report progress to the Council not less often than annually, or more often as may be required by the International Executive Council. Failure of the Chairperson of any Committee to comply with the above may result in release from his or her duties by the International Executive Council. The ruling of the International Executive Council shall be final and not subject to appeal.

## **1. INTERNATIONAL CONSTITUTION AND BYLAWS COMMITTEE**

The International Constitution and Bylaws Committee shall be appointed by the International Executive Council and shall meet at least every two (2) years for the purpose of reviewing the Constitution and Bylaws of the International College of Surgeons, such mandatory meeting to be convened immediately prior to the Biennial Meeting of the International Executive Council and the International Board of Governors.

Any proposed changes to the International Constitution and Bylaws shall first be submitted to the International Constitution and Bylaws Committee for study and evaluation, and the committee will make its recommendations to the International Executive Council and/or the International Board of Governors, in accordance with the provisions in the Constitution and Article XIII of the Bylaws.

The International Constitution and Bylaws Committee shall make the necessary revisions to maintain current, with amendments duly adopted, the written record of the International Constitution and Bylaws.

## **2. INTERNATIONAL EXECUTIVE COMMITTEE**

The International Executive Committee shall exercise the powers of the International Executive Council in the management and direction of the business and conduct of the affairs of the

College during the intervals between meetings of the International Executive Council, and shall have the power to ratify the election of new members, except that it shall not have the power to amend the Constitution and Bylaws, or to regulate initial fees or annual dues. It shall keep a record of its proceedings and shall, after each meeting, report the same to the International Executive Council for approval at the next meeting of this Council.

Meetings of the International Executive Committee may be called by the Chairperson on notice to each member of the committee not less than ten (10) days prior to the meeting. Such meeting shall also be called by the World Corporate Secretary or the Executive Director upon the written request of any three (3) members of the Committee directed to the World Corporate Secretary and specifying therein the purpose of such meeting. The World Corporate Secretary shall, within three (3) days after receiving such a request, issue a written notice to each member of the Committee calling said meeting not less than ten (10) days from the date of such notice.

Six (6) members of the International Executive Committee shall constitute a quorum. There shall be no vote by proxy at meetings of the International Executive Committee.

Any action required to be taken by the International Executive Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by not less than seven (7) of the nine (9) members of the International Executive Committee who are entitled to vote with respect to the subject matter thereof. The consent in writing shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more of such members. The action taken shall be effective when not less than seven (7) of the nine (9) members of the International Executive Committee have approved the consent, unless the consent in writing specifies a different effective date. All the approvals evidencing the consent shall be delivered to the World Corporate Secretary, to be filed in the Corporate Records and the approved resolution shall be noted in the minutes of the next duly convened meeting of said body. A resolution may be considered by the International Executive Committee by mail upon request of the President or of any three (3) members of this Committee. Such resolution shall be presented to every member of the International Executive Committee through the mail and shall become effective if not less than seven (7) members of this Committee give their written approval.

Conference telephone call special meetings of the International Executive Committee may be held on matters either deemed by the President and any three (3) members of the International Executive Committee or by two-thirds (2/3) vote of existing members of the International Executive Committee to be of great urgency and the order of business of said meeting shall be limited to the specific urgent matter and none other. The members of the International Executive Committee may participate in and act at such meeting of the International Executive Committee through the use of a conference telephone by means of which all persons participating in the meeting can hear each other. Participation in such conference telephone meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating. The legal counsel of the College to take the minutes of the meeting and

to take down verbatim resolutions proposed and adopted at such meeting which meeting may be recorded to assist in memorializing action taken. Two-thirds (2/3) of existing members of the International Executive Committee shall constitute a quorum for the conduct of business at such telephone conference meeting. If less than a quorum participates in such telephone conference meeting, then the actions of this Committee shall nevertheless be valid if a copy of the minutes of said meeting certified by the World Corporate Secretary is sent to each of this Committee members and if such minutes are approved and ratified in writing by not less than seven (7) of the nine (9) members of this Committee. Written, fax or oral notice of such conference telephone call special meeting shall be given to all members of the International Executive Committee not less than 48 hours prior to said meeting, and, if feasible, background material on the subject matter to be discussed shall be supplied to each member of the Committee and the Committee members shall be asked to reply by fax as to whether or not they will be available for said call.

Rev. March 2015

### **3. INTERNATIONAL FINANCE, AUDITING, AND BUDGET COMMITTEE**

The International Finance, Auditing, and Budget Committee shall consist of the World President, the World President Elect, the World Corporate Secretary, the World Treasurer of the College, and six (6) Members one from each Federation elected by the Council from among the Fellows of the International College of Surgeons to serve until their respective successors are elected and have qualified, the World Treasurer of the College to serve as Chairperson of this Committee.

This committee shall have general supervision of the financial affairs of the International College of Surgeons under the direction of the International Executive Council.

The International Finance, Auditing, and Budget Committee shall designate the depositories in which the monies and securities of the College shall be deposited.

The International Finance, Auditing, and Budget Committee shall supervise and direct the World Treasurer and the Financial Officer and shall instruct them to present a statement of the financial condition of the College at each meeting of the International Executive Council.

This committee shall prescribe the method of accounting to be used by the College and shall prepare and present annually to the International Executive Council a budget providing for the contemplated expenses of the College for the ensuing period.

The International Finance, Auditing, and Budget Committee shall be charged with the duties of having the books and accounts of the College audited by independent certified public accountants after the close of each fiscal year, and shall report to the International Executive Council.

Proxy voting shall be permitted on this standing committee but the written proxy must be given by the absent voting member to a member of the Finance, Auditing and Budget Committee who

is from the same Federation as the absent voting member. Those present by proxy shall be counted towards achieving the quorum of the meeting. No person shall cast more than a total of one (1) proxy vote on any resolution.

Rev. March 2015

#### **4. INTERNATIONAL GRIEVANCE, JUDICIARY, AND ETHICAL RELATIONS COMMITTEE**

The International Grievance, Judiciary, and Ethical Relations Committee shall consist of members of the International Executive Council who shall serve as special judicial commissioners to hear matters of a disciplinary nature, brought in accordance with the provisions in the Constitution. Hearings of the Committee shall be held at the call of the Chairperson, the President or the International Executive Committee on such date, time and place as set forth in the call of meeting. Notice to the accused, with specification of charges, shall be given in accordance with the provisions in the Constitution. The final hearing on such charges against an accused conducted by this committee shall be at the same place and immediately prior to a meeting of the International Executive Council and all members of the Council may attend such hearings. This committee shall then report its findings and recommendations to the full International Executive Council at the meeting following the hearing conducted by this committee, at which time the members involved in such disciplinary proceedings may appear before the full International Executive Council to make any objections or statements regarding the report of the International Grievance, Judiciary, and Ethical Relations Committee. The International Executive Council shall thereafter rule on such disciplinary matter and the ruling of the International Executive Council shall be final.

The International Grievance, Judiciary, and Ethical Relations Committee shall also hear matters of complaint brought by any member of the College concerning any matters pertaining to the rights of said member in the College which he or she feels have been denied or upon which he or she feels himself aggrieved, and the committee thereupon shall evaluate such complaint and make appropriate recommendations to such member or to the International Executive Council.

#### **5. INTERNATIONAL HONORS COMMITTEE.**

The International Honors Committee shall consist of five (5) members, the World President, World President-Elect, Immediate Past World President, and the two (2) immediately preceding Past World Presidents. Duties of this Committee shall be to study all applications for Honorary Fellows, International Master Surgeons, Emeritus and Benefactor. They will report their findings and recommendations to the International Executive Council for final action.

#### **6. INTERNATIONAL CONGRESS PROGRAM AND ARRANGEMENTS COMMITTEE**

The members of this committee, appointed by the International Executive Council, shall be charged with the responsibility of formulating plans and necessary arrangements for holding the

Biennial Meetings, including the investigation of various sites for holding the congresses and making recommendations for the time and dates for holding said congresses to the International Executive Council who shall make a determination of same. Such recommendations shall be made not less than six (6) years in advance of any Biennial Meeting whenever possible.

They shall assist in the establishment of necessary committees to efficiently carry on the preparations necessary for the conduct of each international congress but shall not be empowered to enter into any contracts nor to obligate the College in any way.

## **7. INTERNATIONAL RESEARCH AND SCHOLARSHIP COMMITTEE**

The International Research and Scholarship Committee shall consist of a Chairperson, appointed by the International Executive Council, and as many members as are deemed necessary, also appointed by the International Executive Council. The membership of this committee shall have representation thereon from the national sections which donate major portions of the scholarship funds, and such national sections shall have the right to nominate their representatives for appointment to the committee. The Chairperson of the International Woman's Auxiliary, also known as the International Alliance, shall be an ex-officio non-voting member of this committee.

The International Research and Scholarship Committee shall review all requests for scholarship and research grants and shall allocate the funds set aside for this purpose in accordance with the rules and regulations established by the International Executive Council from time to time.

This Committee shall also have responsibility for organizing and implementing fundraising efforts to increase and replenish funds for research, scholarships and the other charitable missions of the International College of Surgeons subject to review and approval by the International Executive Council.

Rev. December 2013

Requests for such scholarships and/or research grants shall first be submitted for evaluation to the President and Secretary of the respective national section if one exists in the respective country and upon approval shall be forwarded by the appropriate officer of such national section to the Executive Director for processing by the International Research and Scholarship Committee.

## **8. INTERNATIONAL PAST WORLD PRESIDENTS ADVISORY COMMITTEE**

All Past World Presidents shall automatically become members of the International Past World Presidents' Advisory Committee. The Chairperson shall be the Immediate Past World President. This committee shall serve as an Advisory Committee for all Biennial Congresses. The committee shall assist the World President and all committees of the College, carrying out such duties and responsibilities as may be assigned to it by the World President, the International Executive Committee and/or the International Executive Council.

## **9. INTERNATIONAL COMMITTEE ON CONTINUING MEDICAL EDUCATION AND CLINICAL TRAINING BY SURGICAL TEAMS.**

The International Committee on Continuing Medical Education and Clinical Training by Surgical Teams shall consist of the Immediate Past World President as Chairperson, the International College of Surgeons Liaison to World Health Organization (WHO) and three (3) Members elected by the International Executive Council, and the Executive Director, ex-officio, and all Federation Secretaries shall serve as advisors to the said Committee.

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This Committee will be charged with the responsibility of developing programs in continuing medical education in order to offer to the members of the College and other interested physicians information on the latest developments in the art and science of surgery and related topics.

This Committee shall be charged with the responsibility of supervising the organization and implementation of postgraduate courses in the various scientific congresses, conducted by the College which will enable the members to obtain necessary hours of accreditation and rectification for Surgical Boards and other such boards as may be required.

This Committee shall instruct the headquarters office to design, implement and administer a program whereby scientific meetings planned by or in association with official entities of the

International College of Surgeons be sanctioned for the issuance of International Continuing Medical Education Credits (ICME) in order to further enhance the educational mission of the College.

The purpose of the Clinical Surgical Teams Project is to disseminate surgical knowledge in the developing countries of the world by sending surgical teams of qualified teaching physicians to developing countries, and to assist and implement the World Health Organization (WHO) best practices initiatives, safety protocols and other initiatives consistent with the mission of the International College of Surgeons.

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Said Surgical Teams shall conduct continuing medical education sessions including, if feasible, demonstrations of clinical "hands-on" surgical procedures (providing all required temporary licenses or other requirements of all applicable authority are complied with) so that physicians in the developing countries will receive information on the latest developments in the art and science of surgery and related topics.

A protocol, developed by the Chairperson and the Executive Director shall be used and strictly followed in the implementation of each Surgical Team mission.

## **10. ADVISORY COUNCIL TO THE WORLD PRESIDENT**

The Advisory Council to the President shall consist of the World President Elect, Immediate Past World President and the two Past World Presidents who have served in office immediately prior to the term of the current Immediate Past World President. This Committee shall serve as an Advisory Council to the World President in promulgating policy for the advancement and development of College programs, including formulating worthy objectives for the College. The Chairperson and the Secretary of the Committee shall be elected by the International Executive Council from among the members of this committee. The Advisory Council to the World President shall meet not less often than once per year and shall meet immediately prior to and at the same place as the Biennial meeting of the College in the years ending with even numbers and immediately prior to and concurrently with the meeting of the International Executive Council in the years ending with an odd number. The usual and customary expense for hotel rooms and coach airfare to and from the home of the members of this Advisory Council to the World President shall be paid by the College.

## **11. INTERNATIONAL MEMBERSHIP COMMITTEE**

The International Membership Committee shall strive to enhance the efforts of all national sections to recruit and retain Fellows of the International College of Surgeons. This Committee shall develop programs of recognition to acknowledge successful efforts at recruitment and shall serve as a resource for the development of new recruitment and retention projects. This Committee shall report on an annual basis to the Executive Council regarding the overall status of membership in the College.

## **12. CORPORATE ALLIANCE COMMITTEE**

The Corporate Alliance Committee shall have primary oversight responsibility for the Corporate Alliance Program and shall act to further the Corporate Alliance as an exclusive and international group initially consisting of fifty (50) founding member corporations from around the world, representing a cross section of industries which manufacture, produce or distribute products, materials and information useful to surgeons in the pursuit of their medical and scientific activities. Members of the Corporate Alliance shall be constrained by such rules and regulations as may be defined by the International Executive Council from time to time. Additionally, Members of the Corporate Alliance shall be eligible for certain benefits of membership as may be defined by the International Executive Council from time to time. This Committee shall review the ongoing policies, programs and activities of the Corporate Alliance in order to assure benefit to the College and review their efficacy. Additionally, this Committee shall be responsible for developing programs to recruit participants in the Corporate Alliance and develop programs of recognition and benefit for Corporate Alliance members all of which shall be referred to the International Executive Council for final approval.

## **ARTICLE V**

### **FEDERATIONS**

#### **Section 1**

The national sections, also known as member national organizations, shall be grouped into six (6) regional federations, namely:

- African Federation
- Asian Federation
- European Federation
- Latin American Federation
- North American Federation
- Pacific Federation

#### **Section 2**

Each Federation shall have the prerogative of submitting the name of one or more nominees for the position of Federation Secretary to the Nominating Committee. Said nominees shall be a Past President of their national section selected by the Federation concurrently with the time of the meeting of the Federation Council of that Federation in the odd year between the biennial meetings. The name of the nominee, together with curriculum vitae of each such nominee, shall be sent by the Federation to the Executive Director for submission to the Nominating Committee. The Nominating Committee shall select its nominee for the position of Federation Secretary for each such Federation, which nominee shall be included in the list of nominees to be mailed to the President and Secretary of each national section within the respective Federations in accordance with the procedures set forth in these Bylaws, but said list shall also include the name of any other nominees submitted by the respective Federations with comments by the Nominating Committee on the qualifications of each additional nominee. Not less than five (5) days prior to the opening of the biennial meeting of the International Board of Governors, any national section within the respective Federation shall have the privilege of submitting an additional nomination for the office of their Federation Secretary, together with a curriculum vitae of said nominee, and the Nominating Committee shall report the names of each such nominee (in addition to the nominee of the Nominating Committee for such position) together with its comments, which shall stand as an additional nomination for that office of Federation Secretary for such Federation. No nominations for the office of Federation Secretary will be accepted from the floor.

#### **Section 3**

Any Federation Secretary may be replaced by the International Executive Council in accordance with the provisions in the Constitution. The newly appointed Federation Secretary shall serve for the remainder of the unexpired term of his or her predecessor.

#### **Section 4**

The federations shall not take any action or adopt any policies which conflict with the

Constitution, Bylaws, Regulations, or Orders of the central organization of the International College of Surgeons, and every national organization, every member, and every federation shall be bound at all times by the Constitution and Bylaws of the central organization of the International College of Surgeons to whom they are subordinate.

## **Section 5**

### **Federation Councils**

5 (a) Each of the six Federations shall organize a Federation Council which shall consist of the President and Secretary of each National Section in that Federation. The Federation Secretary, the Associate Federation Secretary and Assistant Federation Secretary or Secretaries shall also be members of said Council. The Federation Secretary shall serve as Chairperson of the Council and the Associate Federation Secretary shall serve as Secretary of that Federation Council. The most recent Past World President, Incumbent World President or World President-Elect who resides within the geographical jurisdiction of a Federation shall be Honorary Chairperson and a voting member of the Federation Council. All living Past Federation Secretaries and Associate Federation Secretaries of each Federation shall also be voting members of their respective Federation Councils.

5(b) The Federation Council shall meet immediately prior to and at the same place that its own Federation Congress meets in the odd years and immediately prior to and on the same day as the Council of Federation Secretaries at the designated place for the Biennial meeting of the International Board of Governors in the even years.

5 (c) The Federation Council shall coordinate the planning and holding of scientific meetings of the National Sections in their respective Federations and shall perform such other duties and functions as may be requested of said Council by its Federation Secretary, the International Executive Council or the International Executive Committee. Any resolution duly adopted by a majority of the voting members of the Federation Council at any of its duly convened meetings as may be recommendations of new policy or policy changes which affect that Federation's National Sections shall automatically be presented at the next duly convened meeting of the International Executive Committee or the International Executive Council for due consideration. A report of disposition of said resolution shall be made to the Federation Secretary for dissemination to the Presidents of each National Section within that Federation.

## **ARTICLE VI**

### **PROPERTY OF SECTIONS**

Any donations, gifts, bequests or legacies made to a section shall be the property of and shall be used at the discretion of the section, subject to the provisions in the Constitution of the International College of Surgeons.

## ARTICLE VII

### INTERNATIONAL SPECIALTY GROUPS

A. The International Executive Council may authorize the organization of such International Specialty Groups as may be deemed appropriate. The qualification requirements of the members of such specialty groups, the method of organization, and the number and duties of officers, shall be left to the discretion of the members of each such group, subject to the approval of the International Executive Council.

These International organizations of surgical specialists shall meet at least once biennially at the same place and in conjunction with the Biennial Meetings of the International College of Surgeons.

B. The Specialists may be divided into the following specialty groups which shall be subject to change as the International Executive Council may deem necessary from time to time:

1. Aesthetic/Cosmetic Surgery
2. Bariatric Surgery
3. Cardiothoracic Surgery
4. Colon & Rectal Surgery
5. Endocrine Surgery
6. General Surgery
7. Hand Surgery
8. Head & Neck Surgery
9. Hepato-biliary Surgery
10. Hepato-pancreatic Surgery
11. Laparoscopic Surgery
12. Micro Surgery
13. Neurosurgery
14. OB/GYN Surgery
15. Oncological Surgery
16. Ophthalmological Surgery
17. Oral Maxillofacial Surgery
18. Orthopedic Surgery
19. Otorhinolaryngology Surgery
20. Pediatric Surgery
21. Plastic & Reconstructive Surgery
22. Reproductive Medicine
23. Transplantation Surgery
24. Trauma Surgery
25. Tropical Surgery
26. Urological Surgery
27. Vascular Surgery
28. Anesthesia

29. Critical Care
30. Radiological Sciences
31. Pathology
32. Allied Interventionist

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C. Each specialty group may organize for the purpose of planning and holding scientific meetings and shall elect a Chairperson, a Secretary, and such other officers and committees as may be deemed advisable by the specialty group to carry on the business and scientific session of the specific group. Each specialty group may have a voluntary assessment of its members for the purpose of sponsoring guest speakers at the scientific meetings and to carry on the business of the specific group. Such assessment funds, if inactive for a period of five (5) years, shall be transferred to the General Funds of the College.

Each Specialty Group will also have an Honorary Chairperson who will initially be appointed by the World President subject to confirmation by the International Executive Council and others as he may deem necessary. In years subsequent to the initial appointment, the officers of each Specialty Group shall hold elections to fill two posts: Honorary Chairperson and Chairperson; both of whom must be an Honorary Fellow of the College, or an International Master Surgeon. The duties of the Honorary Chairperson shall be largely ceremonial and advisory.”

**D. International Council of Specialty Groups.** The International Council of Specialty Groups shall consist of a representative from each specialty group. This Council shall coordinate the planning and holding of scientific meetings of the various National Sections, Federations and the Biennial Congress of the International College of Surgeons, at a meeting of this Council to be held not less than once a year and shall meet immediately prior to and at the same place as the Biennial meeting of the College in the years ending with even numbers and immediately prior to and concurrently with the meeting of the International Executive Council in the years ending with an odd number, the time and date to be established by the World President or the International Executive Committee. The World President shall appoint subject to International Executive Council approval a Chairperson of the International Council of Specialty Groups for a two-year term. The World President in consultation with the appointed Chairperson of International Council of Specialty Groups shall appoint subject to International Executive Council approval a Specialty Representative from each recognized Specialty Group to serve at the pleasure of the World President subject to replacement by the World President with approval of International Executive Council. The World President will direct short term priorities for the International Council of Specialty Groups during his or her term of office subject to oversight by International Executive Committee and International Executive Council to each of which reports of activities shall be made at each meeting thereof. The Chairperson so appointed shall automatically become a non-voting member of the International Executive Council and shall have all the privileges of a Council Member. The International Council of Specialty Groups shall also elect a Secretary to record the meetings of this Council. No Fellow shall be elected as a member of the International Council of Specialty Groups who has not been a Fellow of the College of at least ten (10) years; he or she shall be of a high academic achievement and a

recognized specialist in his or her Specialty Group who is interested in Continuing Medical Education and the work and welfare of the International College of Surgeons. All members of this Council shall be volunteers willing to work for the good of the College and to advance the specialty programs of the College and who have demonstrated their love of the College and its aims and goals by actual performance in the work of the College.

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## **ARTICLE VIII**

### **FEES AND DUES**

#### **Section 1**

Each national section shall collect fees and dues from its members, the amount of such fees and dues to be determined in accordance with the provisions in the Constitution. Each national section shall submit a financial statement to the International Executive Council once a year, and shall deposit at least fifty percent (50%) of all fees and dues collected in an approved bank as prescribed in the Constitution.

#### **Section 2**

Fellows and Junior Fellows residing in a country, dominion, protectorate, or other territorial entity in which a section has not yet been formed, shall pay an admission fee and annual dues as determined by the International Executive Council to be paid directly to the central office of the International College of Surgeons.

#### **Section 3**

The subscription rate of International Surgery, a publication of the International College of Surgeons, shall be determined by the International Executive Council of the College.

## **ARTICLE IX**

### **INTERNATIONAL CERTIFICATES**

A candidate who has been elected to Fellowship as provided in the Constitution, and who has fulfilled all obligations to the College, shall be entitled to receive a Fellowship Certificate for which a fee will be charged. Such Certificate shall be issued by the International Executive Council. No national section shall have the right to issue a certificate.

## **ARTICLE X**

### **REAL PROPERTY OF THE COLLEGE**

A sale, lease, exchange, mortgage, or other disposition of any of the real estate belonging to the International College of Surgeons may be made upon such terms and conditions and for such considerations as may be authorized in the following manner:

a. The Executive Committee of the International Executive Council shall adopt a resolution at any of: 1) in person meeting 2) teleconference call meeting or 3) by mail vote by an affirmative vote of two-thirds (2/3) of the membership of the International Executive Committee recommending such sale, lease, exchange, mortgage or other disposition, and directing the submission thereof to a vote at a regular or special meeting of the International Executive Council.

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b. Written or printed notice, stating that one of the purposes of such meeting of the International Executive Council is to consider the sale, lease, exchange, mortgage or other disposition of said real property of the College, shall be given to each member of the International Executive Council entitled to vote at such meeting, and such notice shall be given within the time and in the manner provided for in the Bylaws for the giving of notice of meetings of the International Executive Council.

c. At such in person meeting or teleconference call meeting or if considered by mail vote with such mail vote, the International Executive Council may authorize such sale, lease, exchange, mortgage or other disposition and shall fix or may authorize the Executive Committee of the International Executive Council to fix any or all of the terms and conditions thereof and the consideration to be received by the College therefore. Such authorization shall require the affirmative vote of at least two-thirds (2/3) of the members of the International Executive Council, but such authorization shall be subject to ratification and approval by the International Board of Governors. The International Executive Council shall adopt a resolution recommending such sale, lease, exchange, mortgage or other disposition of the particular real property under the terms and conditions as fixed by said Council, which resolution shall direct the submission thereof to a vote at a meeting of the International Board of Governors, which may be either the regular or a special meeting thereof and which shall be placed on the agenda of said meeting of the International Board of Governors, and written notice, stating that one of the purposes of such meeting is to consider the sale, lease, exchange, mortgage or other disposition of certain real property of the college, shall be given in accordance with Article III, Section I, of these Bylaws.

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d. At such meeting of the International Board of Governors, the Governors may authorize such sale, lease, exchange, mortgage or other disposition of such real property under the terms and conditions as fixed by the International Executive Council, which said authorization shall require the affirmative vote of no less than two-thirds (2/3) of the Governors present in person or represented by proxy provided that there is a quorum present. In the event there is no regular meeting of the International Board of Governors scheduled to be held within three months of the passage of a resolution by the International Executive Council authorizing the sale, lease, exchange, mortgage or other disposition of any real property of the College, then said matter may be submitted to the Governors by a written resolution giving full details of the matter, which

resolution may be transmitted through the mails to the Governors, and said resolution may be adopted by written approval of two-thirds (2/3) of all of the Governors.

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## **ARTICLE XI**

### **BONDING OF TREASURERS AND OFFICERS**

All Treasurers and Assistant Treasurers of each of the national sections of the International College of Surgeons, and all officers of such sections and of each of the federations who are responsible for the receipt, custody or disbursement of funds may be required to furnish bond in such amount and with such surety or sureties as the International Executive Council or its Executive Committee may designate, conditioned upon honest performance of their duties, the expense of such bonds to be paid by the respective section or federation whose officer is so bonded.

## **ARTICLE XII**

### **INTERNATIONAL MUSEUM OF SURGICAL SCIENCE**

#### **1. NAME**

There shall be a Division of the International College of Surgeons to be known as the International Museum of Surgical Science.

#### **2. PURPOSES**

The purposes of this Division are:

To promote the science and art of surgery by maintaining and operating an educational and scientific institution known as the International Museum of Surgical Science for the benefit of the public, students, and the medical profession.

#### **3. MISSION**

The mission of the International Museum of Surgical Science is to enrich people's lives by enhancing their appreciation and understanding of the history, development, and advances of surgery and related subjects in health and medicine.

#### **4. GENERAL MEMBERSHIP**

All Fellows of the College will automatically become members of the International Museum of Surgical Science for a period of one year commencing with their acceptance into the College.

Thereafter, a voluntary contribution in the amount of 5% of that Fellow's annual dues will be requested in order to maintain active membership within the Museum. Said voluntary contribution will be solicited by the headquarters office in conjunction with billing invoices for annual dues which are sent to each Fellow. The Museum staff shall develop a program of member benefits in order to encourage such voluntary contributions from Fellows of the College.

The Museum Board may, in accordance with all appropriate oversight responsibilities exercised by the International Executive Council, establish such other categories of membership as may be useful in generating public support for the Museum and its mission.

## **5. GOALS**

In support of this mission, the Division is committed to:

A. portraying through exhibits and other appropriate media the art and science of surgery, and related subjects

B. providing programs and services for the education and enjoyment of the public, students, and the medical profession

C. preserving our collection for the education, inspiration, and aesthetic enrichment of future generations

D. gaining recognition as a leader among medical and health museums worldwide

## **6. DONATIONS**

6.1 To accept donations of money or property to advance our purposes and mission.

.2 All receipts, donations or other gifts received by the Division shall at all times be segregated from the other funds of the International College of Surgeons.

6.3 All assets shall be used exclusively for the purpose of the Division including, unless subject to contrary conditions, the payment of current operating and maintenance expenses of the International Museum of Surgical Science.

6.4 No part of the net earnings of the Division shall inure to the benefit of any private member, trustee, officer or individual.

## **7. EXCLUSIONS**

7.1 The Division shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, and shall not carry on any propaganda or otherwise attempt to influence legislation.

7.2 The Division shall not have the power to conduct a post-secondary educational institution or vocational educational institution or furnish either of these types of education directly.

## **8. INTERNATIONAL MUSEUM OF SURGICAL SCIENCE BOARD OF DIRECTORS**

### **8.1 MANAGEMENT OF MUSEUM AFFAIRS**

8.1(a) The general management of the affairs of the International Museum of Surgical Science shall be the responsibility of the Board of Directors (herein called "the Board") subject to review by the International College of Surgeons Executive Council and the United States Section Executive Council.

8.1(b) The International College of Surgeons Executive Council and the United States Section Executive Council must be regularly kept informed of the Board's actions and deliberations.

8.1(c) Copies of the minutes of the Board shall be sent to the International Executive Committee and the United States Section Executive Committee immediately upon said minutes being approved by the Board. In the event no objection or revision of action at said meeting is taken within 30 days after receipt of said minutes by each of said bodies, then the action taken by the Board as reflected in said minutes shall be deemed to have been reviewed and approved.

### **8.2 MEMBERSHIP**

8.2(a) The members of the Board shall be outstanding, public-spirited individuals, who represent the public in the management of the affairs of the Division.

8.2(b) The Board shall consist of not less than 9 (nine) and no more than 30 (thirty) members, who shall be nominated by the Board and elected by the International Executive Council and the United States Section Executive Council in accordance with the following procedure:

8.2(b)1 The Board shall select its nominees from among the candidates recommended by the Nominating Committee of the Board. The Board shall submit to the International Executive Council and United States Section Executive Councils the slate of candidates nominated to serve on the Board. This slate may include candidates proposed to the Nominating Committee by any member of the Board, including the International Parent Body President and United States Section President, who are members of the Museum Board and who may receive recommendations from their respective Councils.

8.2(b)2 The International Executive Council and the United States Section Executive Council are then requested to elect or reject the proposed candidates on the slate. In the event a proposed candidate is rejected, the matter will then be referred back to the Nominating Committee of the Board to recommend another candidate according to the procedure outlined above. In the event such rejection is accompanied by nominations made by said Councils and its Council members, then the Nominating Committee of the Board shall also consider any such nominations providing that such nominations are accompanied by a curriculum vitae of such nominees.

8.2(b) 3 This election may be done by mail vote to the respective Council members to expedite the process. Said mail vote ballot shall be accompanied by a curriculum vitae of the respective nominees so that a considered and informed choice may be made of persons who will best serve the Museum and its purpose.

8.2(c) Vacancies may be filled by the Board for the unexpired portion of the term or new offices created and filled at any meeting or ballot of the Board.

8.2(d) The President of the International Parent Body and the United States Section shall automatically be members of the Board during their respective presidencies.

8.2(e) All Board members must be members of the International Museum of Surgical Science.

### 8.3 TERM OF OFFICE

8.3(a) Except for the Directors who are automatically on the Board in accordance with paragraph 7.2(d) hereof and who shall serve only during their respective terms of office as such president, directors shall serve for terms of three (3) years and until their respective successors shall have been elected; and shall be divided into three (3) numerical groups substantially equal in number, with the groups to be successively elected, one (1) group each year. A director who has served for two (2) successive three-year terms shall not be eligible for re-election until one (1) year after the expiration of his/her second term, except that the years any director holds the office of Chairperson of the Board shall not be taken into account in determining whether such director has served for two (2) successive full three (3)-year terms. Any action of the Board which increases or decreases the number of Directors within the prescribed range shall include a description of the means for implementing such change so that approximately one-third of the directors are eligible for re-election each year. Decreases in the number of directors shall not shorten an incumbent director's term.

8.3(b) All members of the Board shall take office on January 1st following the year of their election and shall serve until their successors are duly elected and take office.

8.3(c) In the event that a member of the Board (with the exception of the President of either the International Parent Body or the United States Section) fails to attend three (3) successive meetings without reasons which the Board deems valid, or in the event a Director fails to approve or disapprove the minutes of the meetings of the Board three (3) consecutive times, then his/her membership on the Board may be declared vacant by said Board and such vacancy shall be filled in accordance with the provisions in these bylaws.

8.3(d) The Chairperson of the Board shall be elected every three years and is eligible for re-election.

## 8.4 BOARD GOVERNANCE AND MEETINGS

8.4(a) The Board shall elect its own Chairperson and Vice Chairperson from among the members of said Board, the Vice Chairperson to serve in the absence of the Chairperson. The terms of office of the Chairperson and Vice Chairperson shall be three (3) years.

8.4(b) The Board may adopt rules for the conduct of the affairs of the Division, including rules relating to meetings of the Board and election of officers.

8.4(c) Meetings of the Board may be called by, or at the request of, the Chairperson of the Board, or at the call of any five (5) directors, or at the call of the Executive Committee of the Board. There should be no less than two (2) meetings per year, one of said meetings to be held on the first Monday of October, but subject to annual review.

8.4(d) Notice of a meeting shall be upon not less than five (5) days prior written notice.

8.4(e) Five (5) members of the Board shall constitute a quorum at any stated meeting of the Board. If less than a quorum is present, the actions of the Board shall nevertheless be valid if a copy of the minutes is sent to each member of the Board and if such minutes are approved and ratified in writing by not less than two-thirds (2/3) of the members of the Board within no less than forty-five (45) days of the date of such meeting of the Board.

## 9. ADVISORY COUNCIL TO THE BOARD OF DIRECTORS

### 9.1 MEMBERSHIP

There may be an Advisory Council to the Board. Membership of said Advisory Council may be conferred upon an individual who has served with distinction on the Board, in recognition of distinguished service in the important position of trust as an officer or member of the Board. Election to said Advisory Council shall require an affirmative vote of not less than 75% of Board members present at a duly convened meeting of the Board.

### 9.2 DUTIES

The duties of the members of the Advisory Council shall be to continue to assist in furthering the work and goals of the Museum with such member to undertake and perform such duties as may be assigned by the Chairperson or the Board as may be acceptable to such member.

## 10. INTERNATIONAL MUSEUM OF SURGICAL SCIENCE STANDING COMMITTEES

The International Museum of Surgical Science Standing Committees shall include the following:

1. Executive Committee
2. Investment Committee
3. Nominating Committee

4. Development Committee
5. Collections Committee

and other such committees as the Board may appoint from time to time.

#### 10.1 INTERNATIONAL MUSEUM OF SURGICAL SCIENCE EXECUTIVE COMMITTEE

10.1(a) There shall be an Executive Committee composed of five (5) members of the Board, including the Chairperson of said Board who shall serve as Chairperson of the Executive Committee. The Executive Committee shall be elected by the Board from among the members of the Board.

10.1(b) In the event a member of the Executive Committee fails to attend three (3) successive meetings without reasons which the Committee deems valid, or in the event a member fails to approve or disapprove the minutes of the meetings of the Executive Committee for three (3) consecutive times, then his or her membership on the Executive Committee may be declared vacant and such vacancy shall be filled by the Chairperson of the Board from among the Board's members.

10.1(c) The terms of office of the members of the Executive Committee shall be the same as their respective terms on the Board.

10.1(d) This committee shall have full power and authority to manage the affairs of the Division between meetings of the Board.

10.1(e) The Executive Committee may adopt rules for the conduct of its affairs, including rules relating to the meetings of this Committee. In the absence of the Chairperson, the Committee shall elect an Acting Chairperson from among those present at a duly convened meeting of the Executive Committee.

10.1(f) Meetings of the Executive Committee may be called by or at the request of the Chairperson of the Board or at the call of any three (3) members of the Executive Committee.

#### 10.2 INTERNATIONAL MUSEUM OF SURGICAL SCIENCE INVESTMENT COMMITTEE

10.2(a) The three (3) members of the Investment Committee shall be elected by the Board from among the members of the Board, one of whom shall be elected as the Chairperson of said Committee. The term of office for the members of said Committee shall be one year. The majority of members of said committee shall be public members of the Board, who are not fellows of the International College of Surgeons.

10.2(b) If any member of the Investment Committee resigns, dies, becomes incapacitated, or is removed during his or her term of office, a successor may be elected by a majority vote of the

International Museum of Surgical Science Executive Committee at any meeting or by mail ballot, and such successor shall serve for the remainder of the term of the Committee member and until a successor is elected.

10.2(c) All donations or other gifts of funds or securities to the Museum shall be used for general purposes of the Museum, subject to the legal conditions, if any, incident thereto, imposed by the donor and shall be held and invested under the direction of the three members of the Investment Committee.

10.2(d) The Investment Committee shall have the authority to hold, invest, reinvest, disburse, and otherwise deal with the principal of, or interest or other receipts from endowment funds, and said Investment Committee shall have the duty and obligation to formulate guidelines for the making of such investments and to select a brokerage firm with authority to buy and sell investment securities and to monitor the performance of said brokerage firm.

10.2(e) The Committee shall also have the authority to engage an Investment Counselor, which Investment Counselor shall be given instructions to buy or sell securities within the guidelines established by the Investment Committee.

10.2(f) The Committee shall report to the Board the status of investments and assets on hand at each annual meeting of the Board, or more often if deemed necessary by the Board. Said report shall also be given to the International College of Surgeons Executive Council and the United States Section Executive Council for review and approval. The principal of and interest or other receipts from funds shall be expended in accordance with such directions as may be given them by the Board.

10.2(g) No expenditures shall be made except in accordance with the conditions, if any, imposed by the donors. No action shall be taken with reference to investment, reinvestment, or other principal transaction with respect to any funds or securities held in the fund except upon a resolution adopted by or a written order signed by a majority of the Investment Committee.

### 10.3 INTERNATIONAL MUSEUM OF SURGICAL SCIENCE NOMINATING COMMITTEE

10.3(a) The members of the Nominating Committee shall be elected by the Board from among the members of the Board, one of whom shall be elected as Chairperson of said committee. The number of members of the Nominating Committee and the length of term of the members of the Nominating Committee shall be determined by the Board of Directors.

10.3(b) This committee shall submit to the Board qualified nominees for the Board.

#### 10.4 INTERNATIONAL MUSEUM OF SURGICAL SCIENCE DEVELOPMENT COMMITTEE

10.4(a) The members of the Development Committee shall be elected by the Board from among the members of the Board, one of whom shall be elected as Chairperson of said committee. The number of members of the Development Committee and the length of term of the members of the Development Committee shall be determined by the Board.

10.4(b) The Development Committee shall oversee the planning and coordination of fund raising efforts. This will include ongoing annual fund raising operations and solicitations of larger gifts.

#### 10.5 INTERNATIONAL MUSEUM OF SURGICAL SCIENCE COLLECTION COMMITTEE

10.5(a) The members of the Collection Committee shall be elected by the Board from among the members of the Board, one of whom shall be elected as Chairperson of said committee. The number of members of the Collection Committee and the length of term of the members of the Collection Committee shall be determined by the Board. The Director and Museum Staff shall be permanent non-voting members of the Committee.

10.5(b) The Collections Committee shall have the authority to acquisition and deaccession objects to and from the Museum's Collections. The Collections Committee shall also have the authority to make decisions and act as advisory body on matters of loans to and from the Museum's Collections, and in matters concerning the sale of reproductions of Museum objects.

### **11. PERSONNEL**

The Division shall have the authority to employ a Museum Director subject to the recommendation of the Executive Director and the approval of the Museum Board and the International Executive Council. The Museum Director shall be responsible for the operation of the Museum and shall be accountable to the Board and the International Executive Council and shall report to the Executive Director. The Museum Director shall have the necessary authority and responsibility for the day-to-day operation of the Museum in all its activities and departments subject only to the bylaws and to such orders as may be issued by the Board, the International Executive Council and the Executive Director. All other necessary Museum employees shall be employed upon the recommendation of the Museum Director and the approval of the Executive Director. The Museum Director shall be responsible for the general direction and supervision of additional Museum staff. All Museum employees shall be paid by the Division.

## **12. CLASSES OF CONTRIBUTORS**

The Division may establish various classes of contributors of funds or other donations or gifts to the Division and may adopt appropriate recognition for contributions.

## **13. BOOKS AND RECORDS**

### **13.1 MAINTENANCE**

The Division shall maintain books and records separate from other books and records of the International College of Surgeons which shall be under the supervision of the Financial Officer of the International College of Surgeons.

### **13.2 REPORTS**

13.2(a) The Museum Director shall submit a report of its activities and financial condition to the International Executive Council and to the Executive Council of the United States Section of the International College of Surgeons annually and at such other times as may be requested by the International Executive Council.

13.2(b) The Financial Officer shall prepare a report which shall include, but not be limited to the financial condition of the museum. The Financial Officer shall report to the Board, and between meetings thereof to its Executive Committee, Museum Director, and the Executive Director of the International College of Surgeons, and shall have such other duties as may be prescribed by such Board or its Executive Committee from time to time.

### **13.3 AUDIT**

At the close of each fiscal year, the books and accounts shall be audited by the certified public accountant of the International College of Surgeons. Said audit shall be part of the audit of the International College of Surgeons' books and accounts. Separate schedules pertaining to the International Museum of Surgical Science shall be prepared, and shall be presented to the Board, the International Executive Council, and the Executive Council of the United States Section.

## **14. FISCAL YEAR**

The fiscal year and business year of the Division shall be the same as that of the International College of Surgeons.

## **15. BONDING**

All officers and agents of the Division responsible for the receipt, custody or disbursement of funds shall furnish bond in such amount and with such surety or sureties as the Board or its

Executive Committee shall approve, conditioned upon the faithful performance of their duties, the expense of such bonds to be paid by the Division.

## **16. DISSOLUTION AND LIQUIDATION**

In the event of the dissolution and liquidation of the Division and prior to the completion thereof, all of the assets, property, income and all other funds of the Division not owned or held upon a condition requiring return, transfer or conveyance by reason of dissolution shall be expended for or applied to the purposes of the Division, as set forth in paragraph 2 of this Article or one or more of such purposes, by transferring and conveying such assets, property, income and funds to one or more corporations or organizations, organized and operated exclusively for charitable, scientific, literary or educational purposes, to which exemption from income taxes has been granted under Section 501(C)(3) of the Internal Revenue Code of 1954, or comparable provisions of the prior or subsequent Federal Income Tax Laws, and no part of such remaining assets, property, income or funds shall be distributed to members or to any other persons whatsoever.

## **17. ACADEMIC ADVISORY COUNCIL TO THE MUSEUM.**

There shall be an Academic Advisory Council to the Museum consisting of eight (8) members of which not less than three (3) should be surgeons and five (5) other scholars all of them should be of high academic standards who have demonstrated an interest in the history of medicine and surgery and who are willing to volunteer to work without compensation or reimbursement for expenses to review the contents of the Museum and the books of the library from a scientific and surgical viewpoint and who shall make suggestions and report to the Board of the Museum and to the International Executive Committee and the US Section Executive Committee with any recommendations deemed appropriate. The Chairperson and Members of this Academic Advisory Council shall be appointed by the World President with the concurrence of the International Executive Committee and the US Section Executive Committee providing that the Chairperson must be a surgeon with an interest in the history of medicine and surgery. The term of office shall be for two (2) years and the members may be reappointed for such additional two-years term providing such appointee continues to show an interest in the work of this Academic Advisory Council. In the event a lack of interest is demonstrated by such member of the Academic Advisory Council for a period a two (2) years, then such individual shall not be eligible for reappointment.

## **ARTICLE XIII**

### **AMENDMENT OF THE BYLAWS**

#### **Section 1**

These Bylaws may be amended by an affirmative vote of two thirds (2/3) of the International Board of Governors, present at a live meeting with a quorum, and provided the proposed

amendments have been first reviewed by the International Constitution and Bylaws Committee and submitted with its recommendations to the International Executive Council at least thirty (30) days prior to the meeting of the International Board of Governors.

Rev. November 2015

### **Section 2**

These Bylaws may also be amended during the interval between the Biennial Meetings of the International Board of Governors by an affirmative two thirds (2/3) of the members of the International Executive Council, provided the proposed amendments have been first reviewed by the International Constitution and Bylaws Committee; and a notice of the proposed amendments together with recommendations of the International Constitution and Bylaws Committee shall be sent, in writing, to the members of the International Executive Council not less than thirty (30) days prior to the meeting at which such amendments are scheduled for consideration, if to be presented at a meeting rather than by vote by mail, and such amendments shall be valid until they are submitted to the International Board of Governors at the first meeting following adoption of the amendments by the International Executive Council, and the amendments so adopted may be confirmed, modified, or rejected by the International Board of Governors.

Rev. November 2015

### **Section 3**

The written request for an amendment to these Bylaws, signed by one hundred (100) members of the College, representing at least five (5) sections, shall make it mandatory upon the International Executive Council to consider the amendment presented and to vote upon it subject to the provisions of Section 2 of this Article.

## **ARTICLE XIV**

### **PARLIAMENTARY AUTHORITY**

Robert's Rules of Order shall govern the proceedings of the organization except in such cases as are covered by the International Constitution and Bylaws.