

**BY-LAWS OF THE SEATTLE SURGICAL SOCIETY
(REVISED NOVEMBER 2007)**

ARTICLE I
Membership

I.1 Classes. The membership of the Society shall consist of four classes of members, the first class to be designated “Active”, the second class to be designated “Senior”, the third class to be designated “Honorary”, and the fourth class to be designated “Associate.”

I.2 Active Members. The Active membership of the Society shall consist of persons whose background, experience or interests indicate that they will support the purposes of the Society and who meet the requirements of a candidate as set forth below. Active members shall be designated Fellows. Each Fellow will be a regularly licensed practicing surgeon whose principal office is in the State of Washington and who shall have been admitted to membership according to the provision of Article I.7. Candidates for nomination of Fellowship shall meet the following qualifications:

A. A minimum of six (6) years shall have elapsed from the candidate’s graduation from medical school.

B. A candidate shall have established a permanent practice in the State of Washington.

C. A candidate’s professional credentials shall be at least equivalent to the existing qualifications for election to the American College of Surgeons; or the candidate has completed surgical residency training in Washington State.

I.3 Senior Members. Senior members shall be those persons who elect such membership and who meet the following requirements during the term of such membership.

A. Have reached the age of 62 or have retired from active practice of surgery, an electing member was an Active member of the Society for ten (10) consecutive years, or as recommended by the Board.

B. Or have reached the age of 66.

C. Senior members must have their principal residence in the State of Washington.

I.4 Associate Members. Associate members shall be comprised of former Active members who are not Senior members and who currently reside outside the State of Washington or who reside in the State of Washington, but are no longer engaged in the “active practice of surgery” as defined from time to time by the Board of Governors. Any Active member shall upon the request of the Board of Governors file an affidavit as to whether he/she is currently engaged in the active practice of surgery.

Surgeons who move to the state of Washington and wish to participate in the activities of the Society may be considered by the Board of Governors for associate membership during their residence in the state of Washington. They must meet the following requirements:

A. They must meet the same qualifications for membership as set forth in section I.2 for active membership, with the exception that they have practiced for at least two (2) consecutive years (except military) in another State prior to establishing an active practice in the state of Washington.

B. Their personal and professional qualifications must meet the approval of the Board of Governors.

C. At such time that they meet the qualifications for active membership, their temporary status will expire and they must apply for Fellowship as outlined in section I.2.

I.5 Allied Health Members. Allied Health membership shall be limited to Physician Assistants and Advanced Registered Nurse Practitioners who have been nominated by and work with surgeons in the state of Washington. Allied Health members of the Society shall be elected to such category by the Board of Governors at any meeting thereof, without notice. Allied Health members shall not be entitled to vote, but will receive written notices of meetings of the Active membership, will participate in the call of such meetings, and may participate in the scientific and social sessions.

I.6 Honorary Members. Honorary membership shall be limited to those distinguished members of the profession whose attainments in the art of surgery and its allied branches, or whose contributions or services, the Society wishes to recognize by appropriate action. Honorary members of the Society shall be elected to such category by the Board of Governors at any meeting thereof, without notice. Honorary members shall not be entitled to vote, nor to receive written notices of meetings of the Active membership, nor to participate in the call of such meetings, but may participate in the scientific and social sessions on invitation.

I.7 Certificates of Membership. Certificates of membership in the Society may be issued. If issued, the respective members' names and classification of membership shall be entered in the membership register of the Society as the certificates are issued. They shall exhibit the member's name and shall be signed by the President and/or the Secretary. A certificate of membership issued prior to incorporation shall continue to be recognized as evidence of membership in the Society.

Upon approval of the Board of Governors, non membership certificates of recognition may be awarded by the Society.

I.8 Status of Membership. Membership in the Society shall be personal, shall not survive the death of any individual member, and may not be transferred by any means.

I.9 Initiation of Membership.

A. Nomination. A nominating committee to nominate candidates for officers and governors (with the exception of Program Chairman, which is appointed) shall consist of the last 3 past presidents able to serve. The immediate past president shall serve as chair. The committee shall select a list of candidates to stand election for the officer (and Governor) positions whose

term commences at the next annual meeting.

B. Selection of Candidates. Candidates shall be approved by the Board of Governors not later than the regular monthly meeting preceding the annual business meeting. Only candidates whose nomination has been submitted in writing to the Membership Chairman prior to such meeting will be considered. The Membership Chairman shall investigate and confirm the credentials of each candidate and submit findings to the Board of Governors. Those selected for candidacy must receive a majority vote of the Governors present at any duly called meeting of the Board.

C. Election. Those candidates who have been duly nominated and approved by the Board of Governors shall be presented to any duly called meeting of the Society at which a quorum is present, not later than the last annual business meeting. Those candidates receiving the approval of two-thirds (2/3rds) of the voting members attending such meeting such become Active members upon their acceptance. The names of candidates not elected to membership shall be deleted from the records of the Society.

I.9 Termination of Membership. Membership in the Society may be terminated for any action by a member which is detrimental to the best interests of the Society, or for failure to actively support Society purposes, or to actively participate in Society activities. Removal shall require the affirmative vote of two-thirds (2/3rds) of the Board of Governors (whether or not present at a duly called meeting). In the event that any such termination is contemplated, the Board of Governors shall notify, in writing, the member of the reasons for the proposed action, and of the time and place of the meeting of the Board of Governors at which termination is to be considered, not later than ten (10) days prior thereto. At the meeting, the accused member shall be entitled to respond to the stated reasons, and be heard in his own defense. Once membership in terminated, reinstatement cannot occur unless at least one (1) year has passed since the membership termination. At the time of reinstatement, all qualifications for a new candidacy shall have been met.

ARTICLE II

Meetings of the Members

II.1 Annual Meetings. At such meeting there shall be elected governors and officers to succeed those whose terms have expired, and such other business as may properly come before the meeting may be transacted. The annual meeting of the members shall be held each ~~year in the month of November~~ at such time and place as shall be determined by the Board of Governors. An annual scientific meeting shall be held at such place and time as shall be determined by the Board of Governors.

II.2 Monthly Meetings. Monthly meetings, unless otherwise ordered by the President of the Board of Governors, shall be held ~~on the fourth Monday of February, March, April, May, October and November~~, 4 times a year at such time and place as shall be determined by the Board of Governors.

II.3 Special Meetings. Special meetings of the membership for any purpose or purposes, may be called at any time by the President of the Society or by the Board of Governors, at such time and place as the President or the Board of Governors may prescribe. Special meetings of the members may also be called by one-tenth (1/10th) of the voting members upon receipt by the Secretary of a written request signed by the required number of members stating the purpose of such meeting. It may be held at such time and place as the secretary may fix, not less than ten (10) nor more than fifty (50) days after the receipt of said request, and if the secretary shall neglect or refuse to issue such call within five (5) days of such receipt, the members making the request may issue the call, specifying therein the time, place and purpose of the meeting.

II.4 Notice of Meetings. Written or printed notices stating the date, place and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by postal mail and/or electronic mail, by, or at, the direction of the President or the Secretary, or the members calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears in the records of the Society, with postage thereon prepaid.

II.5 Quorum. Voting members holding one-tenth (1/10th) of the votes entitled to be cast at any meeting, represented in person or by proxy, shall constitute a quorum. The vote of a majority of the votes entitled to be cast by voting members present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members except as provided in Section I.8C pertaining to new members.

II.6 Voting Members. Those members entitled to vote at any duly called meeting at which a quorum is present shall be Active and Senior members.

II.7 Proxies. At any membership meeting, any voting member may vote by proxy executed in writing by him, which proxy shall be valid only if executed and dated within three (3) months of the date of the meeting at which the proxy vote of the voting member is to be cast.

ARTICLE III **Board of Governors**

III.1 Powers and Qualifications. The affairs of the Society shall be managed by the Board of Governors, who shall be elected from the voting membership of the Society.

III.2 Election of Governors. Governors shall be elected by the voting membership after nomination in the same manner as provided for the election of officers in Article VIII.2.

III.3 Number and Term. The number of the Governors of the Society shall be not less than eight (8). The Governors who are not officers shall be divided into three (3) classes each consisting of two non-officer members, the first class to serve a term of one (1) year, the second to serve a term of two (2) years, and the third to serve a term of three (3) years. Governors who are elected to succeed the elected non-officers shall serve for a term of three (3) years. The

President shall serve a term of one additional year past the end of his term.

III.4 Committees. The President or the Board of Governors, by resolution adopted by a majority of the governors in office, may designate and appoint a committee which shall consist of two (2) or more members and which shall have and exercise such authority of the Board of Governors as specified in the appointment; provided that no such committee shall have the authority of the Board of Governors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any governor or officer of the society; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the voluntary dissolution of the Society; or amending, altering or repealing any resolution of the Board of Governors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Governors or any individual Governor of any responsibility imposed by law.

III.5 Vacancies. The Board of Governors shall have power to fill any vacancy occurring in the Board and any governorship to be filled by reason of an increase in the number of Governors by amendment to these Bylaws. The governor appointed or elected as the case may be, to fill a vacancy, shall be elected or appointed for the unexpired term of his predecessor in office. Any Governor appointed by the Board by reason of an increase in the size of the Board shall stand for election for the remainder of the specified term for such position at the next membership meeting.

ARTICLE IV

Meetings of Board of Governors

IV.1 Annual Meeting. An annual meeting of the Board of Governors shall be held each year at such time and place as shall be specified by the President.

IV.2 Special Meeting. Special meetings of the Board of Governors may be held at any place, at any time, whenever called by the President or Secretary, or any two (2) or more Governors.

IV.3 Notice of Meetings. Notice of all meetings of the Board of Governors shall be required. Notice of the time and place of any meetings of the Board of Governors shall be given by the Secretary, or by the person or persons calling the meeting, by mail, or by personal communication over the telephone or otherwise, at least seven (7) days prior to the date on which the meeting is to be held. Attendance of a Governor at any meeting shall constitute a waiver of notice of such meeting, except where the Governor attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the Board of Governors need be specified in the notice or any waiver of notice of such meeting.

IV.4 Quorum. A majority of the Board of Governors shall constitute a quorum for the transaction of business. The act of the majority of the Governors present at a meeting at which a

quorum is present, shall be the act of the Board of Governors except for any action which terminates any membership. Such action shall be in conformity with Article I.9. At any meeting of the Board of Governors at which a quorum is present, any business may be transacted, and the Board may exercise all of its powers.

ARTICLE V
Actions by Written Consent

Any Society action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the members or Governors of the Society, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members or Governors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

ARTICLE VI
Waiver of Notice

Whenever any notice is required to be given to any member or Governor of the Society by the Articles of Incorporation or Bylaws, or by the laws of the persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE VII
Indemnification of Governors and Officers

Each Governor or officer serving the Society and each person who at the request of or on behalf of the Society is now serving or hereafter serves as a Governor or officer and his/her respective heirs, executors, and personal representatives, shall be indemnified by the Society against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been such Governor or officer, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any Bylaw, agreement, vote of Board of Governors or the members, or otherwise.

ARTICLE VIII
Officers

VIII.1 Officers Enumerated. The officers of the Society shall be a President, Past President, a Secretary, a Treasurer, the Program Chairman, and such other officers and assistant officers as may be deemed necessary by the Board of Governors. Any two or more offices may be held by the same person, except the offices of President and Secretary. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties

as the Board of Governors may prescribe.

VIII.2 Election of Officers.

A. Nomination. A nominating committee shall be appointed by the President to nominate candidates for officers (and Governors) except for the office of Program Chairman, which is appointive. Prior to October 1 of each appropriate year that an officer (or Governor) is to be elected, the President shall appoint a nominating committee which shall consist of at least three (3) voting members, one of which shall be the immediate Past President who shall serve as the committee's chairman. The committee shall select a list of candidates to stand election for the officer (and Governor) positions whose term commences at the next annual meeting.

In addition to those candidates selected by the nominating committee, any voting member at the annual meeting may nominate a candidate from the floor if such nomination receives at least two (2) seconds.

B. Election. Those candidates who have been duly nominated shall be presented to the annual, or any duly called special meeting of the Society, at which a quorum is present. The candidate for each office receiving the highest number of votes of the voting membership and who shall accept the office shall be elected to the office for which they were nominated.

VIII.3 The President. The President shall exercise the usual executive powers pertaining to the office of President. He/She shall preside at meetings of the Board of Governors and of the membership. He/She shall be elected as President-elect and serve as such for a one (1) year term before succeeding to a one (1) year term as President.

VIII.4 The Secretary. It shall be the duty of the Secretary to keep records of the proceedings of the Board of Governors and of the membership and to send notices as required by the Bylaws, to administer the membership register, to sign all certificates of membership, when not signed by the President, and when requested by the President to do so, to sign and execute with the President all deeds, bonds, contracts, and other obligations, or instruments, in the name of the Society, to keep the corporate seal, and to affix the same to certificates of membership and other proper documents. The Secretary shall serve a two (2) year term.

VIII.5 The Treasurer. The Treasurer shall have the care and custody of and be responsible for all the funds and investments of the Society, and shall cause to be kept regular books of account. The Treasurer shall cause to be deposited all funds and other valuable effects in the name of the Society in such depositories as may be designated by the Board of Governors. In general, the Treasurer shall perform all of the duties incident to the office of Treasurer. The Treasurer shall serve a two (2) year term.

VIII.6 Program Chairman. The Program Chairman shall be appointed by the President for a one (1) year term. He/She shall arrange for the presentation of scientific programs at monthly and annual meetings.

VIII.7 Membership Chairman. The Membership Chairman shall be the President elect and shall present to the Board those persons nominated as candidates for fellowship in the Society. He/She will also notify active members of their ability to elect Senior status as outlined

in section I.3.

VIII.8 Historian. The Historian shall be appointed by the President for an open-ended term. He/She shall help keep and maintain the historical records of the society, and help track and honor those members who have passed. The Historian shall be a non-voting member.

VIII.9 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Governors at any regular or special meeting.

VIII.10 Compensation. No compensation shall be paid to any officer for the performance of the duties set forth herein.

VIII.11 Removal. Any officer elected or appointed may be removed by the Board of Governors whenever in its judgment the best interests of the Society will be served thereby. The election or appointment of an officer or agent shall not of itself create any contractual rights.

ARTICLE IX

Administrative and Financial Provision

IX.1 Dues and Assessments.

A. Annual Dues. The annual membership dues for Active members of the Society as determined by the Board of Governors shall be payable on or before February 15 of each year to the Treasurer of the Society. Although Senior and Associate members are not required to pay annual dues, any Senior or Associate member may be assessed his/her share of actual expenses incurred at any meeting by his/her attendance including the cost of meals.

B. Assessments. Any assessment in addition to the annual dues shall require the written consent of two-thirds (2/3rds) of the voting members whether or not present at a meeting of the Society. If the membership approves such higher assessment, any member who resigns his Active membership within thirty (30) days after receiving notice thereof shall have no obligation to pay such assessment.

C. Delinquency. Any Active member delinquent for a period of one hundred twenty (120) days in payment of dues or assessments shall be notified by the Treasurer in writing, with a copy of this section, and shall forfeit his membership if such delinquent payments are not paid within ninety (90) days after receiving such notice. Such member shall be ineligible for renomination for membership for a period of one year after the extended payment period expires.

IX.2 Fiscal Year. The fiscal year of the Society shall be from January 1 through December 31.

IX.3 Loans Prohibited. No loans shall be made by the Society to any officer or to any Governor.

IX.4 Corporate Seal. The following is an impression of the corporate seal of the Society.

The seal needs to be entered here.

IX.5 Books and Records. The Society shall keep current and complete books and record of account and shall keep minutes of the proceedings of its members, Board of Governors, and committees having any of the authority of the Board of Governors; and shall keep at its registered office a register of the names and addresses of its members entitled to vote. All books and records of the Society may be inspected by any Active member, or his agent or attorney, for any proper purpose at any reasonable time.

IX.6 Amendment of Bylaws. The Bylaws of the Society may be amended or repealed by the affirmative vote of a two-thirds (2/3rds) majority of the voting members present at any meeting of the membership which is held at least one month after a meeting at which the proposed changes were first presented.

IX.7 Rules of Procedure. The rules of procedure at meetings of the membership and of the Board of Governors of the Society shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, latest edition, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or with any resolution of the Board of Governors.

IX.8 Ethics. The Society and its members shall be governed by the current Code of Ethics adopted by the American Medical Association, and the American College of Surgeons where not in conflict.

DULY ADOPTED _____

Scott Helton, M.D., President

Alison Lytle Perrin, M.D., Secretary

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