

**BYLAWS
OF
THE AMERICAN SOCIETY FOR AESTHETIC PLASTIC SURGERY, INC.**

**ARTICLE I
NAME**

As of May 2018

The name of this organization shall be "THE AMERICAN SOCIETY FOR AESTHETIC PLASTIC SURGERY, INC." ("the Society").

**ARTICLE II
PURPOSES**

The purposes of this Society shall be:

- (1) To bring into close association those members of the medical profession who are actively engaged, wholly or partly, in the practice of aesthetic surgery or any of its phases including cosmetic medicine;
- (2) To advance the medical profession in general, and specifically, that area of the medical profession dealing with aesthetic surgery;
- (3) To promote and encourage the highest standard of ethical conduct and responsible patient care among aesthetic plastic surgeons;
- (4) To provide, through scientific meetings and other recognized means of communications for the interchange of ideas and knowledge among qualified aesthetic surgeons;
- (5) To gather and disseminate information concerning the development and application of modern aesthetic surgical techniques;
- (6) To promulgate the importance of training in aesthetic plastic surgery among younger surgeons and trainees;
- (7) To promote and advance the name and purpose of this Society before the scientific body of American medicine so that aesthetic surgery may maintain its proper place within the field of plastic surgery.

**ARTICLE III
MEMBERSHIP**

Section 1. General Qualifications and Categories. The membership of the Society shall consist of licensed physicians limiting their professional endeavors to the practice of plastic surgery and certain other individuals who have made outstanding contributions to aesthetic surgery who fulfill the requirements of these Bylaws and agree to comply with the Society's Code of Ethics and Conflict of Interest Policy. Categories of membership shall consist of the following and such other categories as may be added from time to time as the Society grows and develops:

- (a) Founding;
- (b) Life;
- (c) Active;
- (d) International Active;
- (e) Associate.

Section 2. Specific Qualification for Admission.

- (a) **Founding.** Founding members are those individuals who, because of their outstanding qualifications and achievements, were elected to Founding membership during the first official meeting of the Society held in the City of New Orleans, Louisiana, on October 27, 1968. No additional Founding members shall be added. Founding members shall enjoy all the rights and privileges of Active or Life Membership.

- (b) Life.** Requests for Life membership must be submitted in writing to the Secretary. Founding, Active, Associate and International Active members who have completely and permanently retired from the practice of plastic surgery may apply for Life membership. Life members shall receive all Society publications and mailings by payment of appropriate fees. They may serve on committees, excluding the Nominating Committee, by appointment and may sponsor applicants for membership. Life members shall not pay dues, vote or hold office. They will have the right, by payment of appropriate fees, to attend any and all functions of the Society and will not be required to attend meetings. The granting of Life membership requires the approval of the Board of Directors. Application for Life membership must be made 45 days prior to the annual or interim board meetings. If a Life member re-enters the active practice of plastic surgery, he/she is obligated to request reinstatement to Active membership in the Aesthetic Society.
- (c) Active.** Membership in this Society shall be by invitation of the Society. Active members shall be plastic surgeons of high moral standing and professional qualifications who are citizens of the United States of America, or its territories, or Canada, who have been certified by the American Board of Plastic Surgery, Inc., or certified in plastic surgery by the Royal College of Physicians and Surgeons of Canada. They must be actively involved in the practice of plastic surgery and must devote a significant part of their professional effort to aesthetic surgery. Active members shall enjoy all privileges of membership including the right to vote and hold office.

Citizens of other nations, who have actively engaged in the practice of plastic surgery in the United States or Canada for at least two (2) years, who indicate their intention to reside permanently in the United States or Canada and who meet all of the other requirements, may be admitted to Active membership. Waiver of citizenship shall be at the discretion of the Board of Directors.

Active members who cease to reside and practice in the United States or Canada may retain their Active membership. However, if they do so desire, upon recommendation of the Application Review Committee and upon approval of the Board of Directors, they may become International Active members or Associate members of the Society.

To be considered for election to Active membership, a surgeon must be sponsored by two Active or Life members, at least one of whom shall be from the same geographical region as the applicant (as defined by the Board) and who shall have personal knowledge of the applicant's competence and ethical standards. No sponsor may be a professional associate of the applicant. Only Active/Life members may sponsor applicants for Active membership. Applicants for Active membership must attend or have attended a meeting exclusively organized and managed by the Society within four (4) years prior to the date of their application.

The applicant's application and supporting documents shall be reviewed by the Application Review Committee. The Application Review Committee shall forward all names of applicants to the Board of Directors for their consideration.

- (d) International Active.** International Active members shall be surgeons of high moral, professional and ethical standing engaged in the practice of plastic surgery who have evidenced special interests and attainment in the field of aesthetic surgery. Applicants must be a member of a national plastic surgery society acceptable to the Board of Directors, or a member of the International Society of Aesthetic Plastic Surgery (ISAPS). Individuals under consideration for International Active membership must have attended a meeting exclusively organized and managed by the Society within four (4) years prior to the date of their application and must sign a pledge to adhere to the Society's Bylaws, Conflict of Interest Policy, and Code of Ethics.

To be considered for election to International Active membership a surgeon must be proposed and sponsored by an Active/International Active or Life member and obtain a letter of recommendation for membership by a member of a national plastic surgery society acceptable to the Board of Directors or a member of ISAPS. Qualifications must be reviewed and approved by the Application Review Committee and the Board of Directors, respectively. International Active members shall enjoy all privileges of the Society except the right to vote and hold office. International Active members shall pay dues to be determined annually by the Board of Directors.

Only Active, International Active and Life members may sponsor applicants for International Active membership.

- (e) **Associate.** This category of membership shall be reserved for persons that the Society wishes to honor for their outstanding contributions, directly or indirectly, to the field of aesthetic plastic surgery in its widest sense. Associate members shall be individuals of high moral, professional, and ethical standing who need not be physicians or plastic surgeons, nor citizens of the United States or Canada.

To be considered for election to Associate membership the individual must be proposed and sponsored by two Active members and his/her qualifications must be reviewed and approved by the Application Review Committee and the Board of Directors, respectively. Associate members shall enjoy all privileges of the Society as determined by the Board of Directors except for the right to vote and hold office. Associate members shall pay dues to be determined annually by the Board of Directors.

Only Active members may sponsor applicants for Associate membership and an Active member may sponsor only one (1) applicant for Associate membership each year.

- (f) **Approval Procedures.** The Application Review Committee shall forward all names of applicants to the Board of Directors and shall signify which applicants have been tabled for one (1) year, which applications are recommended as rejected for two (2) years, and those applicants recommended for membership. Approval of four-fifths (4/5) of the members of the Board of Directors must be obtained. The names of the applicants approved by both the Application Review Committee and the Board of Directors shall be submitted to the membership for their consideration at least 45 days in advance of the vote of the membership. The current eligibility of each proposed applicant shall be reviewed again by the Board of Directors prior to being named on the official ballot for the membership vote. An affirmative vote of at least four-fifths (4/5) of the Active members voting shall be required for election to membership. An applicant rejected for membership, whether by failing to receive Board of Directors approval or the required four-fifths (4/5) membership vote, may reapply two (2) years thereafter. The Secretary shall inform all applicants and each member of the Society of the action taken. New members must sign a pledge to adhere to the Society's Bylaws, Conflict of Interest Policy and Code of Ethics, and for Active members, to operate only in accredited surgical facilities. It shall be the goal, but not a requirement, that these procedures be completed prior to the annual meeting so as to permit successful applicants to attend as new members.

ARTICLE IV CANDIDATE FOR MEMBERSHIP PROGRAM

- (a) Candidate for Membership (CFM) is a Program of the Society, not a membership category. CFMs shall be plastic surgeons of high moral standing and professional qualifications who are citizens of the United States of America, or its territories, or Canada, and are Board Admissible by the American Board of Plastic Surgery, Inc. (ABPS), or by the Royal College of Physicians and Surgeons of Canada (RCPSC).

- (b) International Candidate for Membership (ICFM) is a Program of the Society, not a membership category. ICFMs shall be surgeons of high moral, professional and ethical standing engaged in the practice of plastic surgery who are not ABPS or RCPSC admissible, yet have evidenced special interest and attainment in the field of aesthetic surgery. An ICFM applicant must be a member of a national plastic surgery society acceptable to the Board of Directors, or a member of the International Society of Aesthetic Plastic Surgery (ISAPS).
- (c) A CFM or ICFM applicant must be recommended by an Active or Life Member, or the applicant's Plastic Surgery Program Director who does not need to be a member. CFM applicants must provide verification of accreditation of any surgical facilities that they use. CFMs and ICFMs must sign a pledge to abide by the Society's Bylaws, Conflict of Interest Policy and Code of Ethics.
- (d) CFMs and ICFMs may participate in the program one time only for up to five (5) years or until applying for Active or International Active membership. CFMs and ICFMs are not members of the Society and thus cannot vote, hold office, use the Society's logo or be listed on the "Find A Surgeon" feature on the Society's website. CFMs and ICFMs may advertise their status and shall enjoy such other benefits as may be granted by the Board of Directors.
- (e) CFM and ICFM applications and supporting documents shall be reviewed by the Society's staff. If a CFM or ICFM fails to abide by the Society's Bylaws, Conflict of Interest Policy or Code of Ethics, or fails to maintain an unrestricted license to practice medicine, or ceases to practice aesthetic surgery, or ceases to be a member of ISAPS or a member of a national plastic surgery society acceptable to the Board of Directors, or fails to convert to an Active or International Active member within five (5) years, the CFM's/ICFM's program participation shall be terminated automatically and administratively.

**ARTICLE V
OFFICERS**

Section 1. Officers. The Society shall have the following officers:

President	Secretary
President-Elect	Treasurer
Vice President	Parliamentarian

Section 2. Election and Term of Office. The President-Elect, Vice President, Secretary, and Treasurer shall be Active members elected at the annual meeting of the membership by a majority vote of the Active members present. The President-Elect shall automatically succeed to the Office of President and shall become President at a special ceremony held at a time specified by the Board of Directors. The Parliamentarian shall be appointed to the office by the President during the annual meeting in which the President assumes office. All officers shall serve for a term of one (1) year or until their successors shall have been duly elected or appointed. All officers shall be members of the Board of Directors with the power to vote on any and all matters before the Board.

Section 3. Duties.

- (a) **President.** The President is the principal executive officer of the Society. He/she shall serve as Chair of the Board of Directors and shall also serve as a member, ex-officio with the right to vote, on all committees of the Society, except the Nominating Committee. He/she shall preside at all meetings of the membership of the Society and shall perform such other duties as are incident to the office of President or as may be assigned by the Board of Directors.
- (b) **President-Elect.** The President-Elect shall perform such other duties as may be assigned by the President or the Board of Directors. He/she shall organize and chair strategic planning meetings that may be held at the discretion of the Executive Committee. He/she shall succeed to the Presidency upon the expiration of the President's term or in the event of the President's death, resignation, absence or inability to act. At the written request of the President and notification of the Board of Directors, the

President-Elect shall perform the duties of the President until such request is rescinded or the President-Elect is elevated to President.

- (c) **Vice President.** The Vice President shall generally assist the President in the performance of his/her duties. He/she shall perform such other duties as the Board of Directors or the President may from time to time assign to him/her.
- (d) **Secretary.** The Secretary shall oversee the official recordings, documentation, notifications, rosters, communications and correspondences of the Society and the Board of Directors, and shall also serve as custodian of the archives, seal, and other documents and historical items of the society.
- (e) **Treasurer.** The Treasurer shall oversee the collection and receipt of all dues and funds due the society, for the proper deposit, investment, and dispersal of all funds held by the society, and for document preparation and payment of all taxes related to the Society and its activities. The Treasurer shall also be responsible to ensure that an audit by an independent certified public accountant be performed, analyzed, and reported to the Board of Directors not less than annually and to the membership at the annual business meeting.
- (f) **Parliamentarian.** The Parliamentarian shall be appointed to office by the President during the annual meeting in which the President assumes office. The Parliamentarian's principal duties shall be to advise the President and to rule on questions of parliamentary law.

Section 4. Vacancies. Vacancies in any elected or appointed office, other than the office of the President and the President-Elect, may be filled for the balance of the term by the Board of Directors at any regular or special meeting. The office of President shall be filled by the then incumbent President-Elect and the office of President-Elect shall be filled by a vote of the membership.

Section 5. Annual Reports. All officers shall report to the President as to the activities, actions and programs conducted by their office during the year, at least forty-five (45) days prior to the annual meeting of the membership.

ARTICLE VI BOARD OF DIRECTORS

Section 1. Powers. The governing body of the Society shall be the Board of Directors which shall supervise, control and manage the affairs of the Society. The Board shall supervise the activities of all standing committees, and of all officers, agents and employees of the Society. It shall receive reports at such times as may be required, but not less than annually, from each Commissioner, from the Chair of each standing committee and from each officer, employee and agent subject to its supervision. The Board of Directors shall also be the appellate body for appeals of adverse disciplinary decisions by the Trustees.

Section 2. Number and Qualifications of Directors. The Board of Directors shall consist of the following voting members:

- (a) All officers of the Society.
- (b) The Immediate Past President, who is also a Trustee.
- (c) The President or designated representative of the Aesthetic Surgery Education and Research Foundation.
- (d) Nine members-at-large. Members-at-large shall be elected by the Active Membership at the annual meeting and shall serve for three (3) year terms and a maximum of two consecutive terms. The election of members-at-large shall be staggered such that three members-at-large are to be elected at each annual meeting.

Section 3. Non-Voting Advisors and Auditors. The Commissioners, the Chair of each of the standing committees and the remaining five trustees shall serve as advisors to the Board without the right to vote. The Board of Directors may, at its discretion, invite other auditors who shall attend without the right to vote.

Section 4. Regular and Special Meetings. A regular meeting of the Board of Directors shall be held in conjunction with the Annual Meeting of the members. Additional meetings may be called by the President or upon the written request of any three (3) voting members of the Board. Notice of such special meetings shall be given not less than five (5) days before the meeting. Except for the regular meeting of the Board of Directors that is held in conjunction with the annual meeting of the Society, which shall be in person, additional meetings or votes of the Board of Directors may be held in person or by voice or electronic communication.

Section 5. Quorum. More than fifty percent (50%) of the voting members shall constitute a quorum for the transaction of business and the action of a majority of the members present and voting at a meeting at which a quorum is present shall constitute a valid action of the Board.

Section 6. Consent Calendar. The consent calendar procedure shall be an acceptable method for presenting relatively non-controversial or informational reports as a group for vote by the Board of Directors. Any items placed on the consent calendar shall have been circulated in full text at least fifteen (15) days in advance, with a summary and recommendations as indicated. Any voting member of the Board of Directors may request removal of any item from the consent calendar, for separate discussion and action.

ARTICLE VII TRUSTEES

Section 1. Composition. The Trustees shall consist of six (6) members of the Society, each of whom must be a past elected officer or director of the Society. The three (3) most immediate Past Presidents willing and able to serve shall automatically be Trustees. The other three (3) shall be elected by the Active Members. The most immediate Past President serving as a Trustee shall be the Chair. Trustees shall not serve on either the Ethics Committee or the Judicial Council during their term of office.

Section 2. Election, Term, and Re-election. At each annual meeting of the Society, one (1) Trustee shall be selected to serve a three (3) year term. Interim appointments for vacancies may be made by the Board of Directors, but all such vacancies, and partial or unexpired terms, shall be filled by election at the annual meeting of the Society, except as provided by automatic appointment of a Past President. Any Trustee who has served a full three (3) year term shall be ineligible to succeed as Trustee until at least one (1) year has elapsed.

Section 3. Duties. The Trustees shall act as advisors to the officers of the Society and shall determine or approve any awards or citations which the Society may make; and shall act as the appellate body for any appeals of adverse disciplinary decisions by the Judicial Council.

ARTICLE VIII COMMISSIONS AND COMMITTEES

Section 1. Commissions. The Society shall have the following Commissions: Administrative, Membership, Education, and Communications. The charge of each commission is to develop, organize, oversee and coordinate the directives and activities of the standing committees and ad hoc bodies within their charge. Each Commission shall function under the direction of the Board of Directors and shall report through the Executive Committee. Each Commission shall be headed by a Commissioner and a Vice-Commissioner who shall be designated by the President and approved by the Board of Directors. The terms of the Commissioner and the Vice-Commissioner shall not exceed three (3) years unless otherwise approved by the Board of Directors to address unusual or specific circumstances. Each Commissioner shall be an *ex-officio* member of the Board of Directors, without vote, and an *ex-officio* member of the Finance and Investment Committee, with vote.

Section 2. Standing Committee Composition. Those committees mandated within the bylaws of the Society shall be considered standing committees. Unless otherwise specified, each standing committee shall consist of

as many members as the President deems advisable. Members shall be appointed to each standing committee by the President for a term of one (1) year. There shall be no limit to the number of terms a member may serve and the President shall attempt to maintain continuity of committee membership in his/her appointments. Unless otherwise specified, the President shall also designate the Chair of each standing committee and, if deemed appropriate, may also designate a Vice-Chair.

Section 3. Ad Hoc Bodies. The President, with the approval of the Board of Directors, shall appoint or dissolve such other committees, subcommittees, work groups or task forces as may be necessary to carry out the purposes of the Society. Such ad hoc bodies shall work in conjunction with and, be responsible to, the Standing Committee or Commission to which they may be assigned by the President.

Section 4. Resignation and Vacancies. Committee members may resign by giving written notice to the President or the Secretary. Unless otherwise provided by these Bylaws, vacancies occurring between annual meetings shall be filled by the officer making the original appointment, or by the Board of Directors if originally elected by either the Board of Directors or the Membership.

Section 5. Executive Committee. The Executive Committee shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, and Chair of the Board of Trustees. It shall be the duty of the Executive Committee, upon call of the President, to consider and act upon such matters that may arise between meetings of the Board of Directors and that require a decision before such meetings of the Board of Directors. Any action considered and taken by the Executive Committee shall be recorded in minutes presented to the Board of Directors at its next meeting that will indicate the members of the Committee present, the nature of the urgent business, and action taken by the Executive Committee. The Executive Committee is also charged with strategic planning in order to develop long-range goals, objectives, and programs for the Society.

Section 6. Administrative Commission. The Administrative Commission is charged with the management of society finances, policies, procedures, employees, and industry relations. The Administrative Commission shall consist of the following standing committees: Bylaws, Conflict of Interest, Ethics, Finance and Investment, Industry Exhibits, Industry Policy, Industry Support and Product Development and Market Research.

- (a) **Bylaws Committee.** The Bylaws Committee is charged with the periodic review of the Bylaws and Code of Ethics and to recommend amendments to these documents to insure that they remain current and properly reflect the growth and development of the Society.
- (b) **Conflict of Interest Committee.** The Conflict of Interest Committee is charged with review and oversight of compliance with the conflict of interest policies of the Society. The Committee is further charged with periodic review of the conflict of interest policies of the Society to maintain transparency and independence within the leadership of the Society and adherence with any laws, regulations, or statues applicable to members, leadership, employees, consultants, or other agents as pertaining to Society function or involvement.
- (c) **Ethics Committee.** The Ethics Committee shall consist of six (6) Active members. Members shall be elected by majority vote of the Active members present at the annual meeting of the Membership. Members shall serve a three (3) year term with two (2) members being elected each year to insure continuity of the activities of the Committee. The Nominating Committee shall select candidates for election to the Ethics Committee, so as to insure an equitable geographic representation by the Ethics Committee. Additional nominations may be made from the floor at the annual meeting of the membership, providing that equitable geographic representation is maintained. The President shall designate the Chair of the Committee. The Ethics Committee shall review, and if deemed sufficient, investigate complaints alleging violations of the Society's Code of Ethics, Conflict of Interest Policy, Bylaws, rules and regulations, or any conduct detrimental to the reputation and best interests of the

Society or inconsistent with its purposes. The Committee may initiate investigations at its discretion without a formal complaint from a member. In the event that the Committee determines that a violation may have occurred, it shall present to the Judicial Council and, in the event of an appeal, before an appellate body consisting of the Trustees. Such investigations and hearing shall be governed by regulations established by the Society. Any member of the Ethics Committee may resign by giving written notice to the Board of Directors of his/her intentions to do so, and the effective date of his/her resignation. Any vacancy occurring on the Committee between annual meetings of the Membership shall be filled by a member designated by the Board of Directors. The Board of Directors shall attempt to maintain an equitable geographic representation in filling such vacancies.

- (d) **Finance and Investment Committee.** The Finance and Investment Committee shall consist of the President-Elect, Vice-President, Secretary, Treasurer, commissioners, and three (3) members appointed by the President for a term of one (1) year. The Committee shall consider all matters concerning the financial affairs of the Society and make recommendations based on its considerations to the Board of Directors.
- (e) **Industry Exhibits Committee.** The Industry Exhibits Committee is charged with promoting, coordinating and evaluating companies, space requirements, finances, and configurations for suitable commercial exhibits at the Society’s annual meeting.
- (f) **Industry Policy Committee.** The Industry Policy Committee is charged with collecting and documenting issues related to compliance with the Society’s Industry Relations Policies, to evaluate complaints or potential violations of appropriate industry conduct, and to promote appropriate and compliant industry relationships with the Society. The Committee is also charged with periodic review of the Industry Relations Policies.
- (g) **Industry Support Committee.** The Industry Support Committee shall be responsible for obtaining and overseeing all industry support for Society activities and assuring compliance with governmental regulations and continuing medical education requirements which concern Society and corporate interactions.
- (h) **Product Development and Market Research Committee.** The Product Development and Market Research Committee shall develop member service products and marketing strategies appropriate for the Society and its members.

Section 8. Membership Commission. The Membership Commission is charged with the promotion, facilitation, and development of membership at all levels, to identify and promote leadership within the society, and to create a membership environment that is fair, open, and inclusive. The Membership Commission shall consist of the following standing committees: Application Review, International, Nominating, Women Aesthetic Surgeons’ Committee, and Young Aesthetic Plastic Surgeons’ Committee.

- (a) **Application Review Committee.** The Application Review Committee shall consist of eleven (11) members; a Chair, a previous voting member of the Board of Directors, appointed by the President and who may be re-appointed for not more than two (2) additional years by succeeding Presidents, and ten (10) other members who shall be elected for three (3) year terms by the Membership from nominees submitted by the Nominating Committee. The Nominating Committee shall propose one nominee for each expiring term from the following ten (10) geographic areas:

Section 1: Northeast Maine	Section 2: Southeast Virginia
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New Hampshire Vermont Massachusetts Connecticut Rhode Island Upstate New York New Jersey Pennsylvania Delaware Maryland District of Columbia	North Carolina South Carolina Georgia Alabama Mississippi Louisiana Arkansas Tennessee U.S. Territories
Section 3: Midwest Ohio West Virginia Kentucky Indiana Illinois Michigan Wisconsin Minnesota Iowa Missouri Kansas Nebraska South Dakota North Dakota	Section 4: South Central Texas Oklahoma Colorado New Mexico Arizona Utah
Section 5: Northwest Wyoming Montana Idaho Oregon Washington Alaska	Section 6: Far West Nevada Northern California Hawaii
Section 7 Canada	Section 8 Southern California
Section 9 New York Metropolitan Area	Section 10 Florida

Additional nominees from each geographic area may be nominated from the floor. All nominees must have given their prior consent. The Membership will elect representatives from rotating geographical regions at each annual meeting. New members for the Application Review Committee shall be elected annually from among nominees for the geographic areas whose representatives' terms expire. The President, at the request of the Application Review Committee Chair, shall appoint additional ad hoc members to the Committee from specific geographical areas as needed to help with the evaluation and investigation of applications for membership from those geographic areas. The term of these ad hoc members shall extend until the subsequent annual meeting.

It shall be the responsibility of the Application Review Committee to investigate and act upon all applications for membership received by it. Before recommending an applicant for Active membership, the Committee shall be satisfied as fully as reasonably possible that the applicant has complied with the laws of his/her state or territory in the United States or his/her province in Canada relative to the practice of medicine and that such applicant is of good and professional character, standing and reputation, that the applicant meets all

requirements for Active membership and that this admission would serve the best interests of the Society. The Application Review Committee shall also review the qualifications and the recommendations concerning applicants for Associate, International Active and Life membership. The Application Review Committee shall submit the data assembled by it, together with its recommendations for or against each applicant, to the Board of Directors.

- (b) International Committee.** The International Committee shall function as a liaison with the International Aesthetic Surgery Community and promote international outreach of the Society in terms of involvement, membership and education.
- (c) Nominating Committee.** The function of the Nominating Committee is to select applicants for the various elective offices and other elected positions and for the at-large positions on the Board of Directors for submission to the Membership not less than forty-five (45) days prior to the annual business meeting. The Nominating Committee shall consist of seven (7) Active members, one (1) of whom shall be designated Chair by the President of the Society. One (1) member shall be appointed by the President-Elect; two (2) members shall be elected by the Board of Directors; and four (4) members shall be elected by the Membership at the annual business meeting. Members of the committee shall serve one (1) year terms, except for the members who are elected by the Board of Directors. The latter members shall serve two (2) year terms which will be staggered in order to provide continuity in the committee. Voting members of the current Board of Directors shall not serve on this committee. One (1) alternate member shall also be elected by the Membership at the annual business meeting, or any special meeting called for this purpose. The alternate shall audit meetings of the Committee, will be non-voting, and his/her presence will not contribute toward a quorum. In the event that a member-at-large resigns or is permanently unable to fulfill his/her obligation, then the alternate will be elevated to committee member, with full power to vote and contribute toward a quorum. For the Nominating Committee, a quorum is defined as five (5) voting members present.
- (d) Women Aesthetic Surgeons' Committee.** The Women Aesthetic Surgeons' Committee shall be responsible for developing a campaign to increase female membership in the Society. The committee shall promote networking and professional advancement including leadership within the Society.
- (e) Young Aesthetic Plastic Surgeons' Committee.** The Young Aesthetic Surgeons' Committee shall develop and execute strategies to establish contact with and involvement by medical students, residents, and fellows within the Society and to promote and facilitate the transition from residency, to candidate, to active membership. Along with the Education Commission, the Committee will work with organized aesthetic surgery training organizations, training programs, and other groups to accomplish its charge of improving Resident and Fellow education in Aesthetic Plastic Surgery.

Section 9. Education Commission. The Education Commission shall evaluate and coordinate all educational activities of the Society under the direction of the Board of Directors. The Commission shall also study the Society's educational needs, and make recommendations to the Board of Directors, with appropriate fiscal notes. The Commission shall perpetuate the Society's accreditation status, Category 1 (hour for hour credit), with the Accreditation Council for Continuing Medical Education to sponsor continuing medical education. The Education Commission shall include the following standing committees: Continuing Medical Education, MOC (Maintenance of Certification) Question Writing, Program, Symposium, Light and Energy Based Therapies, and Aesthetic Training.

- (a) Continuing Medical Education Committee.** The Continuing Medical Education Committee is charged with overseeing that the rules and regulations governing the granting of Continuing Medical Education by the ACCME (Accreditation Council for Continuing Medical Education) and other bodies are in full observation and compliance, that the Society maintains its ability to grant Category 1

Continuing Medical Education Credits, the procedure for documentation and resolution of conflict of interest pertaining to educational functions are strictly observed, and that appropriate documentation is in place to support this endeavor.

- (b) **MOC Question Writing Committee.** The MOC (Maintenance of Certification) Question Writing Committee shall develop questions that meet the technical standards of the National Board of Medical Examiners on a yearly basis for the American Board of Plastic Surgery's Maintenance of Certification Exam.
- (c) **Program Committee.** The Program Committee shall supervise the program arrangements for the annual scientific meeting and make suggestions to the Education Commission. The Program Committee shall also select the scientific exhibits to be shown at the annual meeting. The Commissioner of Education shall be the Chair of the Committee, and the Vice-Commissioner of Education shall be the Co-Chair of the Committee.
- (d) **Symposium Committee.** The Symposium Committee shall organize and produce all domestic and international symposia put on by the Society. It will also oversee all co-sponsored and endorsed symposia.
- (e) **Light and Energy Based Therapies.** The Light and Energy Based Therapies Committee shall be responsible for keeping current with research on all light and energy based therapies, render advice to the membership with respect to their safe, ethical, and effective use, and to generally supervise and coordinate with appropriate committees within the Education Commission, the dissemination of current and scientifically based information about their safe use to the public. The Committee will also identify specific topics related to light and energy based therapies that may require referral for further clinical or scientific investigation to the appropriate committees within the Society and/or its Foundation.
- (f) **Aesthetic Training Committee.** The Aesthetic Training Committee shall oversee the Society's Endorsed Aesthetic Fellowship Program and other activities to promote aesthetic surgery education in plastic surgery training programs.

Section 10. Communications Commission. The Communications Commission shall study the Society's communications needs and make recommendations to the Board of Directors, with appropriate fiscal notes. The Communications Commission shall develop, coordinate and evaluate all communications activities under the direction of the Board of Directors. The Communications Commission shall include the following standing committees: Electronic Communications, Media Relations, and Publications.

- (a) **Electronic Communications Committee.** The Electronic Communications Committee shall be responsible for development and maintenance of the Society's website, social media, and other electronic forms of communication.
- (b) **Media Relations Committee.** The Media Relations Committee shall function to coordinate national spokespersons resources for the society, to assist in appearances and publications in the media and to generally supervise and carry out the public education program of the Society as directed by the Communications Commission. The Committee members will be responsible for keeping current with research within their assigned topic, to provide information on new developments to the Communications Commissioner and Director of Communications to enable the Society to provide the most current information to the public, and to identify specific topics that may require referral for further clinical or scientific investigation to the appropriate committees within the Society and/or its foundation.

- (c) **Publications Committee.** The Publications Committee shall be responsible for matters related to the finances, production, and dissemination of all publications and regular internal communications of the Society, including Aesthetic Surgery Journal and Aesthetic Society News.

ARTICLE IX MEETINGS

Section 1. Annual Meeting. An annual meeting of the membership of the Society shall be held at such time and place as the Board of Directors shall determine. The purpose of each annual meeting will be to provide a superior educational forum to advance the scientific purposes of this Society, to enhance the camaraderie and collegiality of the participants and for the transaction of such other business as may properly come before the meeting. Notice of each annual meeting shall be in writing, shall set forth the place, date and hour of the meeting, and shall be signed by the Secretary and be communicated to each voting member at least fifteen (15) days before the time appointed for the meeting.

Section 2. Attendance at Scientific Sessions of the Annual Meeting. Attendance at the scientific sessions of the annual meeting shall be limited to members of the American Society for Aesthetic Plastic Surgery, Inc.; members of the American Society of Plastic Surgeons, Inc.; residents in approved plastic surgery training programs who submit an affidavit from their chief of service; Candidates for Membership; Candidates for International Membership; Members of ISAPS; plastic surgical nurses who submit a letter of verification of employment by a board certified plastic surgeon, and plastic surgeons who are recognized members of a national plastic surgery society acceptable to the Board of Directors. Other individuals may attend the meeting by special invitation of the President, President-Elect, Vice President or the Chair of the Program Committee.

Section 3. Annual Business Meeting. An Annual Business Meeting of the Society shall be convened during the course of the annual meeting, and at a time and place designated by the Board of Directors and communicated to the membership not less than forty-five (45) days prior.

- (a) **Purpose.** At the business meeting the state of the Society shall be communicated to the membership, certain items of business brought before the membership for vote, and any other business before the society.
- (b) **Attendance at the Business Meeting.** The Business Meeting can be attended by Founding Members and Active Members, both with the right to vote. The Business Meeting can also be attended by International Active, Life, and Associate members without the right to vote.
- (c) **Order of Procedure.** At the Annual Business Meeting, the order of procedure shall be as follows:
- i. Reading of the minutes of the last annual business meeting
 - ii. Annual reports of the officers and standing committees;
 - iii. Amendments to the Bylaws;
 - iv. Matters requiring a vote of the membership;
 - v. Unfinished and new business.

The order of business may be altered or suspended at the annual meeting by a majority vote of the Active members present.

Section 4. Special Meetings. Special meetings of the membership of the Society shall be called by the President upon the written request of that number of Active members of the Society which constitutes a quorum, as defined below, or upon request of three (3) voting members of the Board of Directors. The request for a special meeting shall specify the particular business for which said meeting is to be called. Notice of all special meetings, together with a statement of the business to be transacted at such meeting, shall be distributed not less than fifteen (15) days before the appointed time of such meeting. Discussions which are to be held at the special meeting shall be primarily concerned with the stated purpose of the meeting, but not necessarily limited thereto.

Section 5. Quorum. A quorum, consisting of not less than ten percent (10%) of the Active members of the Society entitled to vote, shall be necessary for the transaction of business at all annual and special meetings. Special meetings may be attended in person or conducted electronically.

Section 6. Vote. Voting at meetings may be by any means, including electronic, according to procedures set by the Board of Directors.

Section 7. Consent Calendar. The consent calendar procedure shall be an acceptable method for presenting relatively non-controversial or informational reports as a group for vote by the Membership. Any items placed on the consent calendar shall have been circulated in full text at least thirty (30) days in advance, with a summary and recommendations as indicated. Any voting member may request removal of any item from the consent calendar for separate discussion and action.

ARTICLE IX PUBLICATIONS

Aesthetic Surgery Journal is the official publication and organ of the Society.

ARTICLE XI FINANCE AND DUES

Section 1. Fiscal Year. The fiscal year of the Society shall be from July 1 to June 30.

Section 2. Dues and Assessments. Dues and assessments, if any for all classes of membership shall be established by the Board of Directors. Dues shall be reviewed annually by the Board and changes may be made at the Board of Directors discretion.

Section 3. Entrance Fees. An entrance fee is an amount determined by the Board of Directors and shall be required from each new Active member upon his/her election.

Section 4. Payment of Dues and Assessments. The annual dues of all members are payable on a date to be specified by the Board of Directors during the last quarter of each year, prior to which time the Treasurer or his/her agent shall mail to each member a statement of his/her dues and assessments for the ensuing year. Any member of the Society delinquent in the payment of dues for a period of thirty (30) days thereafter shall be notified by the Treasurer that he/she is in arrears. A final notice of arrearages shall be sent to the member, return receipt required, thirty (30) days after the first notice of delinquency and if payment in full is not received by February 1, the delinquent member shall automatically be suspended from membership in the Society and become ineligible to vote or hold office. If payment is not received within thirty (30) days after the notice of suspension is mailed to the delinquent member return receipt required, such member shall be automatically dropped from the rolls of the Society and forfeit all privileges of the Society.

Fees and dues may be suspended for members on temporary active duty with the Armed Forces and for members disabled by prolonged illness, or unusual and reasonable circumstances, as determined by the Board of Directors. Requests for such suspensions shall be forwarded to the Treasurer in writing, accompanied by an estimate of duration. All authorized payment suspensions shall be prorated from the time of receipt to the termination of the basis for the suspension. All requests for suspension of dues and fees shall automatically expire at the end of each fiscal year, unless renewed by a written request for an extension, approved by the Board of Directors. Copies of any and all publications of the Society shall be sent to the members without charge during their period of approved dues suspension.

Section 5. Budget. Within ninety (90) days following the end of each fiscal period, the Treasurer shall submit a financial report of the previous fiscal period to the Board of Directors, along with recommendations, if any, for their consideration. The Finance and Investment Committee shall submit its recommendations for a budget for the next fiscal period to the Board of Directors within ninety (90) days following the conclusion of the annual meeting. After considering this information, the Board of Directors shall adopt an operating budget for each fiscal period.

Section 6. Audit. The accounts of the Society and the activities of the Central Office shall be audited at least annually by an independent Certified Public Accountant who is selected by, and reports to, the Board of Directors. The time of the audit(s) shall be set by the Board of Directors.

ARTICLE XII JUDICIAL COUNCIL

Section 1. Composition. The Judicial Council shall consist of five (5) Active members, one of whom shall be elected Chairman by vote of the Council members at their first organizational meeting after the annual business meeting.

Section 2. Election and Term. At each annual meeting of the Society, consenting members shall be elected to fill any expiring terms or vacancies, including those filled by interim appointments made by the Board of Directors. Each full term shall be three (3) years. Any member of the Judicial Council who has served a full term shall be ineligible to election or re-election to the Council until at least one (1) year has elapsed.

Section 3. Nomination. The Nominating Committee shall select and list candidates for election in such manner as to ensure equitable geographic representation on the Council. Nominations from the floor must respect this geographic qualification.

Section 4. Duties. The Judicial Council shall conduct hearings and render decisions with respect to charges received from the Ethics Committee alleging violations of the Society's Bylaws, Code of Ethics, Conflict of Interest Policy, Rules and Regulations, or any conduct detrimental to the reputation or best interest of the Society or inconsistent with its Purposes. Such hearings shall be conducted according to rules and regulations established by the Society.

Section 5. Resignations and Vacancies. Any member of the Judicial Council may resign by giving written notice, with an effective date, to the President or Secretary. Vacancies occurring between annual meetings shall be filled by the Board of Directors, with regard for geographic representation.

ARTICLE XIII ACCREDITED SURGICAL FACILITIES

Section 1. Policy. All Active/Candidates for Membership who perform surgery in the United States or Canada under anesthesia, other than local anesthesia and/or minimal oral or intramuscular tranquilization, must perform surgery in a surgical facility that meets at least one of the following criteria: a) accredited by National or State recognized accrediting agencies/organizations; or b) certified to participate in the Medicare program under Title XVIII and/or licensed by the state where the facility is located. Compliance is a requirement of membership and each member shall annually sign and return to the Aesthetic Society a statement attesting to compliance. Upon request, compliance shall be waived for Active Members serving in the military.

Section 2. Sanctions. Failure to comply with the Aesthetic Society's accredited surgical facility requirement will lead to sanctions up to and including expulsion from membership.

Section 3. Reinstatement. After expulsion for one (1) year, a previous member may apply to the Trustees for reinstatement as an ASAPS member, provided the requirements of Section 1 are fulfilled.

ARTICLE XIV RESIGNATIONS AND DISCIPLINE OF MEMBERS

Section 1. Resignations. Any member may resign from the Society after fulfilling all obligations and after giving written notice of such intention to the Secretary of the Society. The resignation shall be effective upon its presentation to the Board of Directors at the Board's first meeting subsequent to the receipt of such notice. In the case of members who have voluntarily resigned from membership in the Society, in order to be reinstated to Active membership the individual must follow the same procedures required of a de novo applicant.

Section 2. Expulsion for Failure to Attend Meetings. Any Active member under the age of sixty-five (65) who fails to attend at least one meeting exclusively organized and managed by the Society out of every four years, shall be automatically dropped from the membership unless he/she shows cause to the Board of Directors that such failure to attend was unavoidable due to illness or personal hardship. An Active member is required to attend only one meeting during the ages sixty-five (65) and seventy (70), with no attendance required after seventy (70). In order to be reinstated to Active membership, any individual expelled from the Society secondary to failure to attend meetings, must follow the same procedures required of a de novo applicant.

Section 3. Disciplinary Procedures. A member may be censured, suspended, expelled or otherwise disciplined by the Society for violation of its Code of Ethics, Bylaws, Conflict of Interest Policy, rules and regulations or for any conduct detrimental to the reputation and best interests of the Society, or inconsistent with its purposes. Should an International Active member be censured or in any way subjected to disciplinary action by his/her national plastic surgery society, or its equivalent, his/her name shall be automatically placed before the Ethics Committee for appropriate action all according to the policies and procedures established by the Board of Directors. In the event any International Active Member loses his/her national plastic surgery society membership, or ceases to be actively engaged in the practice of plastic surgery, such member shall be automatically dropped from membership. Upon reinstatement of the member's national plastic surgery society membership, the former International Active may reapply anew for membership.

ARTICLE XV VOTING

Official votes of the Society, either among committees, commissions, the Board of Directors and other groups, including ad hoc bodies, or of the membership at large, either during the annual business meeting or at any other time, can be conducted by voice, paper, mail, electronic, or any other mechanism as determined by the Board of Directors, so long as any mandated advance notice is provided and an appropriate quorum is present.

ARTICLE XVI AMENDMENTS

The Bylaws may be amended or repealed or new Bylaws adopted by a three-quarters (3/4) vote of the members present and voting at the annual meeting or any special meeting where not less than forty-five (45) days notice of the proposed change(s) has been given. Cogent amendments to the proposed main amendment may be adopted by a majority vote, without prior notice. To meet an emergency, the Board of Directors may, at any meeting, authorize consideration of a proposed change unrelated to any properly noticed proposal and without prior notice. Adoption of such emergency amendments shall require a ninety-five percent (95%) vote of the members present and voting. Proposed changes to the Bylaws may be initiated by any voting member, or by the Bylaws Committee, or by the Board of Directors. All proposed changes initiated by a voting member shall be submitted, in written or electronic form, to the Chair of the Bylaws Committee for that Committee's review

and recommendations to the Board of Directors. The Board of Directors shall study all such proposals and recommendations and shall submit them to the Membership with its recommendations.

ARTICLE XVII PARLIAMENTARY AUTHORITY

All meetings and other proceedings of the Society and its committees, except as otherwise provided in these Bylaws, shall be governed by the parliamentary rules and usages contained in the current edition of *American Institute of Parliamentarians Standard Code of Parliamentary Procedure*.

ARTICLE XVIII INDEMNIFICATION

Section 1. The Society shall have the power to indemnify any person who was or is a party threatened, pending or completed action, suit or proceeding, whether civil, criminal, or investigative (other than an action by or in the right of the Society) by reason of the fact that he/she was or is a director, trustee, officer, committee Chair or member, employee, or agent of the Society or is or was serving at the request of the Society as a director, trustee, officer, committee Chair or member, employee or agent of another society or corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such suit, action or proceeding if he/she acted in a manner he/she reasonably believed to be in or not opposed to the best interest of the Society and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. Determination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Society and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 2. The Society shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit or foresuit or in the right of the Society to procure judgment in its favor by reason of the fact that he/she is or was a director, trustee, officer, committee Chair or member, employee, or agent of the Society or is or was serving at the request of the Society as a director, trustee, officer, employee, committee Chair or member or agent of another society or corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suite if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to be in the best interests of the Society except that no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Society unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem improper.

Section 3. To the extent that a director, trustee, officer, committee Chair or member or employee or agent of the Society has been successful on the merits or otherwise in the defense of any action, suit, or proceeding referred to in Section 1 or 2 in this article or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him/her in connection therewith.

Section 4. Any indemnification under Sections 1 or 2 of the article (unless ordered by a court) shall be made by the Society only as authorized in a specific case upon a determination that indemnification of the director,

trustee, officer, committee Chair or member, employee or agent is proper under the circumstances because he/she has met the applicable standard of conduct set forth in Section 1 or 2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action, suit or proceeding, or (b) if a quorum is not obtainable, or even if obtainable and a quorum of disinterested directors so direct, by independent legal counsel in a written opinion, or (c) by the affirmative vote of the majority of voting members.

Section 5. Expenses incurred in defending a criminal or civil action, suit or proceeding may be paid by the Society in advance of the final disposition of such action, suit or proceeding is authorized in the specific case upon receipt of an undertaking by or in behalf of the director, trustee, officer, committee Chair or member, employee or agent to repay such amount unless it shall be ultimately determined that he/she is entitled to be indemnified by the Society as authorized in the article.

Section 6. The indemnification provided by this article shall not be deemed exclusive of any other rights, in respect to indemnification or otherwise, to which those seeking indemnification may be entitled under the Bylaw or resolution approved by the affirmative vote of the majority of voting members taken at a meeting of the notice of which specifies that such Bylaw or resolution would be placed before the shareholders, both as to action in another capacity while holding such office position and shall continue as to a person who has ceased to be a director, trustee, officer, committee Chair or member, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 7. The Society shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, trustee, officer committee Chair or member, employee or agent of the Society, or is or was serving at the request of the Society as a director, trustee, officer, committee Chair or member, employee or agent, of another society or corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Society would have the power to indemnify him/her against such liability under the provisions of the article.

Section 8. If any expenses or other amounts are paid by way of indemnifications, otherwise than by court order or action by the voting members or by an insurance carrier pursuant to insurance maintained by the Society, the Society shall, not later than the next annual meeting of the members unless such meeting is held within three (3) months from the date of such payment, and, in any event, within fifteen (15) months from the date such payment, send by first class mail to its voting members of record on the date of mailing, a statement specifying the persons paid, the amounts paid, and the nature and the status at the time of such payment of the litigation or threatened litigation.

Section 9. For purposes of this article, reference to the Society shall include, in addition to the surviving or new Society, any emerging or consolidated Society, (including an emerging or consolidated society or corporation of an emerging or consolidated society or corporation) absorbed in a merger or consolidation so that any person who is or was a director, trustee, officer, committee Chair, or employee or agent of such merging or consolidated society or corporation, or is or was serving at the request of such merging or consolidated society or corporation as director, trustee, officer, committee Chair or member, employees or agent of another society or corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this article with respect to the resulting or surviving society or corporation as he/she would if he/she had served the resulting or surviving society or corporation in the same capacity; provided that no indemnification under Section 1 and 2 of this Article permitted by this Section shall be mandatory under this Section or by Bylaw of the surviving or new Society or corporation without the approval of such indemnification by the Board of Directors or voting members of the surviving or new Society or corporation in the manner provided in subsections (a) and of Section 4 of this article.