

STATE PARTNERSHIP PROGRAM

Establishing a Plastic Surgery Society

Local – State – Regional



AMERICAN SOCIETY OF
PLASTIC SURGEONS®

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TABLE OF CONTENTS

CHECKLIST FOR BUILDING AN EFFECTIVE SOCIETY	3
DEVELOPING BYLAWS	4
ARTICLES OF INCORPORATION	5
STRATEGIC PLAN DEVELOPMENT	7
ORGANIZATIONAL LEADERSHIP AND JOB DESCRIPTIONS	9
ORGANIZATIONAL LEADERSHIP COMMITTEE ROLES	11
DIRECTORS AND OFFICERS INSURANCE	12
ADDENDA	
ADDENDUM A – Sample Articles of Incorporation	14
ADDENDUM B – Sample Society Strategic Plan	16
ADDENDUM C – Sample Executive Director Job Description	19
ADDENDUM D – Sample Administrative Assistant Job Description	21
ADDENDUM D – Sample Conflict of Interest Policy	23

CHECKLIST FOR BUILDING AN EFFECTIVE SOCIETY

1. Identify plastic surgeon leaders

The success (and long-term survival) of the local society rests with leaders who are willing to accept responsibility, establish long-term and short-term goals, communicate effectively with members and provide services of perceived value to plastic surgeons. Local, state and regional societies promote fellowship among members, as well as provide opportunities to share surgical experiences and address practice-related issues.

- ✓ Obtain pertinent contact information regarding area members and potential members to develop member mailing list. ASPS can assist in providing new societies with a list of all ASPS members in their location.
- ✓ Assess the interest level from members regarding organizing or re-organizing the society.
- ✓ Identify potential members of the new Board of Directors. Ensure that they are committed to furthering the society's goals and are willing to commit sufficient time to its establishment and operation.

See “Organizational Leadership and Job Descriptions” for more details.

2. Create a not-for-profit corporation

- ✓ Work with legal counsel to develop Articles of Incorporation and Bylaws.
- ✓ Submit necessary federal and state paperwork.
- ✓ Identify whether the society will employ staff.
- ✓ Begin development of the strategic plan.

See “Developing Bylaws,” “Articles of Incorporation,” and “Strategic Plan Development” for more details.

Reference Addendum A for sample Articles of Incorporation.

Reference Addendum C for sample Executive Director Job Description.

Reference Addendum D for sample Administrative Assistant Job Description.

3. Begin development of the strategic plan

- ✓ Articulate mission statement.
- ✓ Develop clearly defined goals and strategies.

See “Strategic Plan Development” for more details.

Reference Addendum B for sample Society Strategic Plan.

4. Create financial accountability

- ✓ Assess financial needs.
- ✓ Establish dues structure.
- ✓ Identify potential sources of non-dues income.
- ✓ Develop operating budget.
- ✓ Set up bank accounts.
- ✓ Purchase directors and officers' liability insurance.

See “Directors and Officers’ Liability Insurance” for more details.

5. Identify major programmatic initiatives

- ✓ Establish committee structure.
- ✓ Design and implement government relations effort, including building coalitions with other medical and non-medical organizations.
- ✓ Develop annual schedule of meetings.
- ✓ Establish and implement communications plan.

See “Organizational Leadership Committee Roles” for more details.

DEVELOPING BYLAWS

Consider including the following elements in your Bylaws:

- Name and location
- Statement of Purposes
- Membership classes, criteria, rights and privileges, suspension and revocation of membership
- Dues establishment procedures
Keep in mind that if a specific amount is stated, a Bylaws amendment will be required for the organization to have a dues increase, which severely limits the decision-making authority of the Board.
- Board of Directors, including composition and authority, description of duties, representation, election procedures, terms of office, meetings, quorum, voting, indemnification
- Elected officers, including roles and duties and succession of office

- Voting rights of the membership
- Elections, including nominations process, timing of election, and balloting
- Committees, including standing committees, special committees, selection of chairs, and meetings
- Finances
- Rules of procedure
- Amendments
- Dissolution procedures

Click [here](#) to reference ASPS's Bylaws.

ARTICLES OF INCORPORATION

Getting Started: Incorporation

Incorporating the society has several advantages. One of the most significant is to protect association members from personal liability for association obligations. In addition, a corporation has a perpetual existence so that changes in membership affect neither its continuity nor its right to retain assets and records. Corporations are granted a number of powers. These include the power to sue and be sued, complain and defend in the corporate name; have a corporate seal; to purchase, hold and deal with real and personal property; to make contracts and incur liabilities; to elect or appoint officers; to make and alter Bylaws; to loan money for corporate purposes; to have an exercise all powers to effect any of the purposes for which the corporation is organized.

The first step is developing Articles of Incorporation, a legal document through which a corporation is formed. ASPS recommends that all societies be recognized as not-for-profit organizations because states have laws and regulations that are generally friendly to associations. Articles of Incorporation confer the society's corporate existence and must also comply with federal tax laws.

Articles of Incorporation Requirements

The completed Articles of Incorporation will be submitted by legal counsel to your state's Secretary of State for review and approval. The Articles of Incorporation should include:

Corporate Name: You may choose any name as long as it is distinguishable from the name of an existing corporation in your state.

Registered Agent and Office: A registered agent and registered office are required in order to provide a public record of a person and location where official correspondence from the Secretary

of State is sent. Any change in either the agent or the office must be reported as soon as you know the change.

Duration: The duration is the period of time the organization will be incorporated. It is perpetual, unless otherwise stated in the Articles of Incorporation.

Purpose: The purpose is a statement of the function for which the corporation is formed. Legal counsel can assist with definition of allowable purposes.

Directors: There must be at least three directors. Restrictions and qualifications may be set forth in the Bylaws.

Incorporators: Legal counsel can assist with this.

Other Provisions: These include tax-exempt status, with language written that conforms to specifications of the IRS code. Other provisions include restrictions and qualifications for who can be a member, an officer or a director, plus their duties. This information can either be a part of the Articles of Incorporation or the Bylaws. Any other regulations regarding governing the internal affairs of the corporation can be included here, or included in the Bylaws.

Reference Addendum A for sample Article of Incorporation.

Next Steps: Post-Incorporation

Once the Articles of Incorporation have been received from the Secretary of State, legal counsel will then file them with the Recorder of Deeds.

Tax Requirements

After the society has been incorporated and receives the Articles of Incorporation from the Secretary of State, the society can apply for federal income tax exemption. This filing will require copies of both the Articles of Incorporation and Bylaws, along with the appropriate application form.

There are typically two tax categories which apply to not-for-profit organizations such as ASPS or its affiliate societies. These are 501(c)3 and 501(c)6. The primary difference between these is the amount of lobbying efforts to be conducted by the organization. 501(c)3 organizations may spend no more than ten per cent of their budgets for lobbying expenses. They are prohibited from undertaking activities on behalf of or in opposition to any candidate for public office. This prohibition includes amounts paid to a candidate for speeches, travel, polls, publicity or any other activities that promote the individual's candidacy.

There are no limits on lobbying expenditures for 501(c)6 groups, although there may be additional reporting requirements. In addition, a percentage of member dues cannot be deducted on their personal income tax filing. Federal tax law prohibits all corporations, including associations, from making campaign contributions to candidates for federal office. Contributions are defined as direct or indirect payments, gifts of money, services or anything of value.

Federal Tax Identification Number

An Employer Identification Number (EIN) is a nine-digit number that the IRS assigns to all entities and it is required in order to file annual federal tax returns.

Reports and Filings After Incorporating

- Annual federal tax report (Form 990)
- Annual reports to the Secretary of State
The due date depends upon when the corporation was formed and the report is due before the corporation's anniversary month annually. The society's registered agent will receive these and ensure their completion.
- Annual reports to other agencies
The State Department of Revenue and Attorney General may require other annual returns, depending upon your status as a tax-exempt or non-tax-exempt corporation.
- Other reports to the Secretary of State
Any change in the corporate name, duration or purpose will require that the Articles of Incorporation be amended. Other changes include merger, dissolution or reinstatement, all of which require reports.

STRATEGIC PLAN DEVELOPMENT

What is a Strategic Plan?

A strategic plan establishes a vision, assesses an organization's current situation and lists strategic goals and plans for achieving these goals.

Why is a Strategic Plan Important?

- Provides a clear direction that will guide society activities and committees.
- Defines the current state as well as the anticipated future of the society.
- Systematically develops a review process and improvement plan for society operation.
- Encourages consistency of society activities and a clear set of goals to work toward.

Requirements/Reporting

The Strategic Plan should include:

- A systematic review of members' needs and all society operational strengths and weaknesses.
- An annual plan which documents the society's goals and objectives for the year and specifies strategies for achieving those goals.
- Follow-up with the publication and distribution of an executive summary, or the plan itself, to members.

Items to Consider:

- Society presidents-elect should lead this process.
- Begin the planning process early, taking into account the time needed for feedback from membership and timing with activities.
- Address a one- to three-year time frame.
- Include society officers, Board members and other appropriate volunteers.
- Use sound group processes to develop the plan and consider utilizing an objective facilitator.
- Fully evaluate the society using a SWOT Analysis (strengths, weaknesses, opportunities and threats).
- Develop specific, measurable, attainable, realistic, and timely (SMART) goals.
- Integrate the plan into yearly operations.
- Publicize the plan to the membership after it is formally adopted by the Board.
- Assess the plan's effectiveness by identifying the extent to which the society met stated objectives.
- Monitor continual improvement with appropriate modifications considered each year.
- Publish the executive summary when the strategic plan is completed, or whenever it is convenient

Reference Addendum B for sample Society Strategic Plan.

ORGANIZATIONAL LEADERSHIP AND JOB DESCRIPTIONS

Organizational Leadership

Leadership of the society is usually vested in a Board of Directors, whose members generally include the president, president-elect and/or vice president, secretary, treasurer, immediate past president, and committee chairs or member representatives as appropriate. An Executive Committee, comprised of the key officers, manages the society's affairs in the interval between Board meetings.

A good Board:

- Inspires and leads
- Identifies priority needs and goals

- Cooperates with other groups that are working toward similar goals
- Establishes an orderly procedure for the selection, orientation and training of new Board members
- Organizes itself and its staff for optimum production

President

- Chairs meetings of the Board and general membership
- Works with the other leaders to identify member needs
- Appoints committees to achieve organizational goals
- Serves as or appoints a media spokesperson for the association
- Maintains relationships with other regional medical organizations
- Responds to appropriate correspondence
- Sets the society's agenda
- Supervises the Executive Director
- Maintains a close relationship with ASPS in conducting society activities
- Coordinates the society's interaction with ASPS staff

President-Elect (or Vice President)

- Assists or acts on behalf of the President
- Assumes the duties of president when necessary

Consideration may be given to assigning certain programmatic areas to the position, including long range planning, communications and public relations, government relations or annual meeting.

Secretary

- Keeps all current files and assures access to historical files
- Records, distributes and maintains minutes of all society meetings
- Responds to appropriate correspondence
- Files required corporation reports with the state or coordinates these efforts with the association's accountant and legal counsel
- Keeps updated membership lists
- Prepares and distributes meeting announcements and agendas
- Submits Bylaws changes to membership, as required

Treasurer

- Administers the funds of the society
- Maintains accurate financial records of all expenses and revenues
- Retains all bank statements and cancelled checks
- Prepares necessary budget information and financial forecasts
- Files necessary state and federal tax reports and returns
- Maintains checking and investment accounts
- Recommends investment policies and authorizes investments and disbursements
- Recommends insurance coverage
- Coordinates periodic, independent audits
- Responds to appropriate correspondence
- Coordinates dues billings and payments received
- Prepares regular financial reports (balance sheets, income and expense reports)
- Invoices for services/products rendered and maintains other accounts receivable

ORGANIZATIONAL LEADERSHIP COMMITTEE ROLES

Committees

Committees provide opportunities for members to be involved in the society, as well as a chance to identify emerging leaders. The selection of a chairperson is critical to ensuring that the committee achieves its goals. It is important to provide all committee members with clear directives for their responsibilities, realistic expectancies, limits of authority and financial and reporting guidelines.

Desirable qualifications of a committee chairman include good communication skills, active participation, willingness to listen, knowledge of parliamentary procedure and sufficient time to carry out responsibilities.

Types of Committees

The following are some committees that the organization might consider:

Annual Meeting Committee: Organizes and plans all aspects of the annual meeting, including preparation of the scientific program.

Finance Committee: Develops the budget.

Bylaws Committee: Reviews Bylaws, making recommendations for updates and revisions.

Legislative Committee: Serves as the members' advocate to state governmental decision-makers, which include both legislative and regulatory bodies. Recommends goals for political activity, oversees the activities of the lobbyist, and seeks to improve the image of plastic surgery.

Strategic Planning Committee: Reviews the society's current environment establishing goals, objectives, and strategies for its future growth and direction.

Membership Committee: Manages member recruitment activities, maintains current membership listing and potential members, and works to increase members' involvement in the society.

Newsletter Committee: Develops and produces a recurring written newsletter and other publications.

Nominating Committee: Develops the slate of candidates for office for election at the annual meeting.

Public Education Committee: Recommends programs to promote plastic surgery to the general public. Includes monitoring of other groups' activities in the media, educating media about the specialty, and conducting public service activities to promote the specialty.

State Medical Association Liaison Committee: Works with the state medical society to promote mutual goals.

Third-Party Payer Liaison Committee: Monitors, analyzes and responds to activities of private insurance companies, managed care organizations and Medicare.

DIRECTORS AND OFFICERS INSURANCE

Directors and Officers (D&O) insurance provides financial protection for the directors and officers of the society in the event they are sued in conjunction with the performance of their duties as they relate to the organization. D&O insurance protects volunteer members in the event the Board is legally obligated to pay as a result of damages to another party.

Despite their experience with other organizations, many Board members may be unaware of the legal ramifications of their volunteer work and the possibility that they may be held personally liable. Since a director can be held personally responsible for acts of the society, most directors and officers will demand to be protected rather than put their personal assets at stake.

D&O insurance is needed when a Board of directors is assembled. D&O insurance protects against liability claims from people who allege that in conducting the business of the corporation, the directors and officers breached a legal duty to them. Essentially, D&O insurance can provide protection for claims that result from errors in judgment. Directors have potential liability for not adequately performing their obligations or failing to exercise reasonable business judgment.

D&O insurance can sometimes include Employment Practices Liability and sometimes Fiduciary Liability. The former involves harassment and discrimination suits and is where the majority of your exposure will be, if you maintain full-time staff. Unlike a general liability insurance policy that covers losses arising from physical injury or property damage, D&O covers only those losses arising from a director's or the Board's own 'wrongful acts.'

Directors and Officers Insurance is often confused with Errors & Omissions Liability. The two are not synonymous. Errors & Omissions is concerned with performance failures and negligence with respect to your products and services, not the performance and duties of management.

Organizations that obtain D&O insurance typically conduct regular reviews of Board practices in light of the coverage provided by their policy to ensure that no society work will result in individual exposure to liability. The best D&O coverage available comes through individual policies. However, these can be very expensive, making group policies a more financially attractive – if less expansive in terms of coverage – option. If you need help finding a D&O policy or would like to explore what options you have for joining a group policy, an insurance broker can guide you through the process of finding and selecting a policy that fits your organization's needs.

ADDENDA

ADDENDUM A – Sample Articles of Incorporation

EXHIBIT A
TO THE ARTICLES OF INCORPORATION OF
THE [Society Name] (THE “SOCIETY”)

Article 4

The purposes for which the corporation (hereinafter the “Society”) is organized are:

- (a) To foster and advance the art and science of plastic surgery;
- (b) To promote the highest standard of professional skills and competence among plastic surgeons;
- (c) To improve communication to the public about all aspects of plastic surgery through interaction with other medical and health professions, professional societies, and governmental bodies;
- (d) To promote and further the goals and common professional and socioeconomic interests of plastic surgeons;
- (e) To engage in any and all lawful activities that may be incidental or reasonably related to any of the foregoing purposes, and to have and exercise all of the powers and authority now or hereafter conferred upon not-for-profit corporations under the laws of the State of Illinois.

Article 5

Notwithstanding the foregoing or any other provision of these Articles of Incorporation:

- (a) No part of the net earnings or assets of the Society shall inure to the benefit of, or be distributable to, any member, director, officer, or other private person, except that the Board of Directors shall be authorized and empowered to pay reasonable compensation for services rendered and to make other payments and distributions in furtherance of the purposes set forth above;
- (b) The Society shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”) or the corresponding of any future federal tax code;

(c) In the event of the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the remaining assets of the Society (except any assets held by the Society upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Society in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations under the Code or the corresponding provision. Any of such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Society is then located, exclusively for such purposes in such manner, or to such organization or organizations which are organized and operated exclusively for such purposes, as said court shall determine.

ADDENDUM B – Sample Society Strategic Plan

Executive Summary

The Executive Summary should provide a reasonable summary of the chapter plan in a short, easy-to-read format. Through this summary, a member should be able to understand the services that will be provided, how quality will be improved, and the goals of the chapter for growth in its financial, membership, and volunteer resources.

Cover Page

The Cover Page should include:

- Name of the Society
- Title of the Plan (Example: Strategic Plan)
- Period of the Plan (200X-200X)
- Name of the Committee/Members who developed the plan

Society Foundation

Positioning your Society's Future: This section describes a picture of the society's future as envisioned by the society leadership. This is what you want your society to look like, act like, and be known for. ASPS calls this their positioning statement, which is:

ASPS/PSEF is your essential partner in the practice, science, and business of plastic surgery, providing the insight and innovation for lifelong partnerships with patients.

Society Mission: This section describes the mission or purpose of the society (the society's organizational philosophy). The mission can be seen as a statement of the critical success factors, which, if achieved, defines the vision for the organization. Information pertaining to the mission of the society may be included in the constitution/Bylaws of the society or historic documents. The mission of ASPS, as approved by the ASPS Board of Directors is:

to support its members in their efforts to provide the highest quality patient care and maintain professional and ethical standards through education, research, and advocacy of socioeconomic and other professional activities.

Society Values: This section describes the basic principles upon which the society operates (the society's organizational philosophy). These principles provide direction and stability to the society organization. The values of ASPS include:

- Communication
- Customer Satisfaction
- Optimism
- Results Orientation
- Teamwork
- Treating others with dignity and respect

Society Assessment

External Assessment

Assessment of Member and Customer Needs: This section describes the needs and requirements of members and other customers of the chapter. Sources of information for this section may include surveys, focus groups, and both formal and informal interviews.

Environmental Assessment: This section describes the opportunities and threats that face the healthcare industry in general, and the plastic surgery profession. Society should conduct an analysis of society Strengths, Weaknesses, Opportunities and Threats (SWOT Analysis). For example:

- What are the five most important society strengths, considering all aspects of your society, including its structure and operations, and current member services?
- Consider all aspects of the society, what are the five most important weaknesses of the society?
- What are the five most important opportunities available to the society?
- Based upon your understanding of factors that impact the society, what are the five most significant threats?

Internal Assessment

Areas to Assess: The requirements listed below are areas to consider for assessment. Consider other programs and services as well.

- Grassroots Advocacy efforts
- Member Communications
- Educational Programming
- Annual Report
- Membership Directory
- Strategic Plan
- Annual Operating Budget

Society Service Performance: This section includes an analysis of the society's performance data, a comparison of these data with other societies of similar size, or other information pertaining to the performance of the society. Information from this section can be obtained from the national office, from records maintained by the society, or from formal and informal interviews of members or customers.

Society Quality: This section includes evaluation and assessment results from feedback through surveys, focus groups, and informal and formal interviews about currently provided services and suggestions received from members or customers for improvements. Studies and analyses of program evaluation feedback may also be included.

Society Growth: This section includes an analysis of the societies' financial resources, membership and program market, and volunteer involvement of members. This analysis may assess the potential for growth in any of these areas and the past success of the society in attaining its goals for financial growth/stability, membership growth or, member

retention, or involvement of members as volunteers for the society. Information for this section could be obtained from the society's financial records, or the national office.

Society Goals and Objectives

To define your society's goals and objectives, it may help to brainstorm, then prioritize and discuss the top choices in order to focus resources and energy. Discuss specific objectives for key initiatives. Goals should be measurable and have clear and realistic time frames.

Goals for Service to Members: This section includes goals and objectives for services to be delivered by the chapter to its members and customers. These services could be grouped as follows:

- Advocacy Awareness
- Education, Programs, Events
- Publications
- Services

Goals for Quality of Service: This section includes goals and objectives of the chapter related to improving the quality of specific services provided by the society.

Goals for Society Growth: This section includes goals and objectives of the chapter related to financial, membership, or volunteerism growth.

Planning and Data Gathering Process

The purpose of this section is to provide more information to the members, so they understand where and how the information was collected. For example, in the assessment of member/customer needs, how was the data collected to assess needs? Was this done through a written survey, a focus group of members, or a discussion of the Board members?

ADDENDUM C – Sample Executive Director Job Description

[SOCIETY NAME]

JOB TITLE: Executive Director

REPORTS TO: The Board

HOURS:

SALARY:

BENEFITS:

Position Summary:

Coordinates, organizes and implements all administrative activities for [Society Name] including the Board, Committees, Annual Meetings, accounting, database, file and record maintenance. Engages in membership recruitment and retention efforts, coordinates legislative and public education activities, supervises internal staff, drafts policy where appropriate, and generates all publications.

Duties & Responsibilities:

- Supports the Board and designated physician committees by setting agendas, making arrangements for all meetings, implementing actions and managing projects;
- Maintains all Board/Committee records and reports;
- Writes internal reports, position papers;
- Monitors regulations and responds, when appropriate;
- Responds to legislative issues, when appropriate;
- Implements survey research projects;
- Acts as resource person for information or assistance to [Society Name] members, outside organizations, the media and the public;
- Maintains [Society Name]'s membership list;
- Administers the dues billing, collection and recording;
- Assists and develops the membership recruitment and retention program for [Society Name];
- Coordinates all aspects of the Annual Meeting (printing and distribution of brochures, exhibits, processing registration forms, badges, negotiating contracts, tabulating CME hours, etc.);
- Responsible for coordinating with the CME Liaison in maintaining [Society Name]'s CME Accreditation;
- Maintains all files and records;
- Maintains all financial records, responsible for all financial reports, banking, etc.;

- Coordinates the newsletter including production, layout and distribution;
- Coordinates and produces the [Society Name] Directory.
- Responds to inquiries from the public, including distributing informational brochures;
- Coordinates with the [Society Name] Legislative Committee on the dissemination information of interest to the Board, members of the legislature, policy issues, etc.;
- Maintains and updates the policy and procedures manual;
- Maintains and updates the [Society Name] Bylaws;
- Coordinates [Society Name] all-member mailings, including Bylaws revisions, applicant lists, etc.;
- Coordinates the review of all policy related correspondence sent out on [Society Name] letterhead;
- Maintains a working relationship with all plastic surgery related associations and societies (e.g., ASAPS, ASPSP);
- Attends all Board meetings, except when Executive Director's salary is being reviewed;
- Responsible for the hiring/firing and supervision of [Society Name] support staff;
- Monitors and maintains employee benefits (health insurance, workers' comp insurance, retirement programs, etc.)

This job description reflects the general nature of the job. It is not intended to be all-inclusive.

ADDENDUM D – Sample Administrative Assistant Job Description

[SOCIETY NAME]

JOB TITLE: Administrative Assistant

REPORTS TO: Executive Director

HOURS:

SALARY:

BENEFITS:

Position Summary:

Provides administrative assistance to the Executive Director. Assists with the coordination, organization, and implementation of all administrative activities for [Society Name], including the Board, Committee and Annual Meetings, accounting, database management, file and record maintenance.

Duties & Responsibilities:

- Types correspondence, forms, minutes and reports;
- Composes routine correspondence;
- Updates rosters and mailing labels;
- Answers the telephone; independently handles phone requests for [Society Name] policy and other materials;
- Responds to inquiries from the public, including distributing informational brochures;
- Files correspondence and related materials;
- Prepares copy for newsletters;
- Prepares agenda books for reproduction;
- Maintains files and database of inquiries and responses
- Responsible for coordinating the Exhibits and Registration Desk for the Annual Meetings Also assists with all aspects relating to the Annual Meeting (i.e., pre-registration, input of checks, faxing registration acknowledgments, etc.)

Knowledge, Experience & Education:

- Accurate typist (40 wpm)
- One year's experience in office/administrative assistant responsibilities
- Ability to organize time and materials, including handling a large paper flow
- Excellent grammar skills and writing abilities
- Ability to work both in a team setting and independently as needed
- Ability to prioritize and handle multiple projects for different people

- Experience in convention services and conference planning
- Experience in using the following computer programs: Word, Excel, Access, PowerPoint

This job description reflects the general nature of the job. It is not intended to be all inclusive.

ADDENDUM E – Sample Conflict of Interest Policy

Policy on Conflicts of Interest

In order for the [Society Name] to further the purposes for which it is organized and to maintain the excellent reputation in which they are held by the public and the medical profession, it is important that [Society Name] decisions and actions not be influenced unduly by any special interests of individual members. The [Society Name] depends upon its members to shape their policies and the actions of those members in shaping such policies must not be inappropriately affected by outside influences. Therefore, it has always been and continues to be important to identify actual or potential conflicts of interest that might improperly affect [Society Name] activities and decisions. As the professional and business settings and relationships in which [Society Name] members play significant roles become increasingly varied and complex, informal means of identifying actual or potential conflicts of interest become increasingly inadequate. Accordingly, the [Society Name] Board has adopted this more formal system for the disclosure and evaluation of possible conflicts of interest.

A. Definition of a Conflict of Interest.

A conflict of interest is defined as an interest held by a member that could influence the member or be perceived as influencing the member to act contrary to the interests of the [Society Name] and for the member's own personal benefit or for the benefit of an immediate family member or business associate. For purposes of this policy an immediate family member is defined as a member's spouse, children, parents, siblings, brothers-in-law and sisters-in-law.

B. Duty to Disclose Conflicting Interests.

Each officer, Board member, committee chair, senior administrative staff member and others holding leadership positions in the [Society Name] shall disclose all actual or potential conflicts of interest which he or she may identify during the course of his or her service to the [Society Name]. Sources of possible conflicting interests that must be disclosed include the following:

(1) Interests that may affect economic transactions to which the [Society Name] is or may be a direct party. An example would be ownership by a [Society Name] officer of a material financial interest in a company from which the [Society Name] makes purchases of goods or services. Ownership of a material financial interest shall mean holding a financial interest of 5% or more of stock or assets of a single commercial entity or an equity interest of \$25,000 or more in any one commercial entity or holding a financial ownership interest which contributes importantly to the individual's income or holding a position as partner, director, managing partner or key employee.

(2) Interests that might cause a representative of the [Society Name] to abuse a [Society Name] position in order to achieve objectives that are inconsistent with the purposes of the [Society Name]. An example would be a committee chairperson holding a material financial interest in a company that competes with a company whose product is being reviewed by a [Society Name] committee.

(3) Affiliations, including officer, director, committee and consulting positions, with organizations which have conflicting or dual goals or have competing business and professional interests or activities. Examples would include participation on the Board of a medical specialty

society that conducts competing business activities such as coding and practice management workshops or sponsored insurance programs; participation on the Board of a pharmaceutical company which advocates a reimbursement policy conflicting with that of the [Society Name]; serving as a consultant to a company that provides goods and services to [Society Name] members; or serving in an officer, director, trustee or committee position in another organization whose membership is comprised principally of surgeons certified by the American Board of Plastic Surgery.

(4) Other personal relationships, activities or interests that may impair an individual's objectivity or may inappropriately influence the individual's decisions or actions in [Society Name] matters. The foregoing examples are illustrative and should not be considered the only ones that might give rise to a conflict of interest. If in doubt, one should err on the side of full disclosure in order to permit an objective and impartial determination of the possible conflict by the [Society Name].

Disclosure Statement

Each officer, Board member, committee chair, senior administrative staff member and others holding leadership positions in the [Society Name] will be required to sign and submit to the [Society Name] Executive Director an annual disclosure statement. Attached to this policy statement, as Exhibit A, is a copy of such disclosure statement. The [Society Name] Board may from time to time amend the content and form of the statement.

Resolving Conflicts

The President and the Executive Director of the [Society Name] shall review the conflict of interest disclosure statements in order to be alert to potential conflicts and to resolve conflicts wherever possible in advance of meetings of the [Society Name] Board and/or Executive Committee.

If an organizational conflict is disclosed and if the overall goals of the [Society Name] and the other organization do not conflict in a material fashion, participation as an officer, director, trustee or committee member of the other organization while continuing to hold an officer, Board or committee position with the [Society Name] will be permitted. If a material conflict exists, the individual must resign his or her position(s) with the other organization. The [Society Name]'s President in consultation with the Executive Director and the Executive Committee will determine the determination of whether a material conflict requiring resignation exists.

When any matter comes before the Board or Executive Committee of the [Society Name] that has the potential to create a conflict for a member, the affected member shall make known the potential conflict, whether or not disclosed by his or her written disclosure statement. Disclosure should be made as soon as practicable to avoid any inadvertent harm to the [Society Name]. To ensure appropriate disclosure, a summary of the information disclosed by each Board member with specific financial data redacted will be provided to each Board or Executive Committee member at the beginning of each meeting. The member shall respond to any questions that might be asked by other members of the Board or Executive Committee.

The President, with the assistance of legal counsel, may request the member to:

1. refrain from participating in the discussion involving the conflict;
2. remain in or leave the room while the matter is being discussed; and/or
3. refrain from voting on any matter related to the issue.

The President may also make other determinations related to the matter, including insulating the member from documents that might be related.

If the member disagrees with the ruling of the President or does not agree that a conflict exists, the Board or Executive Committee shall vote on the ruling (the involved member not voting), and the Board or Executive Committee decision shall be final. If the conflict of interest affects the President, the President-Elect is empowered and may require that the President remove himself or herself in the same manner as discussed above. For the duration of the discussion and action on the matter, the President-Elect shall preside.

The minutes of the meeting shall reflect the disclosure of the potential conflict and any actions taken in response to the disclosure.

The Committees of the [Society Name] shall also follow the foregoing procedure except that in the case of Committees, the Committee Chair and Co-Chair shall perform the functions performed by the President and President-Elect.

Conclusion

Because proper disclosure by each individual [Society Name] leader is essential, it is important to approach with the proper perspective the question of what types of circumstances call for disclosure. The purpose of this policy is not to discourage all involvement by [Society Name] members in outside activities that might produce actual or potential conflicts with interests of the [Society Name]. Common sense should guide all decisions about what to disclose. One reasonable test is whether a particular interest or relationship, if disclosed to the full membership of the [Society Name] would be likely to cause embarrassment for the [Society Name] and/or the individual involved or evoke suspicion about the motives behind any [Society Name] action.

CONFLICT OF INTEREST DISCLOSURE STATEMENT

I, _____, hereby acknowledge that for each of the positions I hold with the [Society Name], I occupy a position of trust and that I am expected to act at all times in good faith and with loyalty to the [Society Name]. I have read the conflict of interest policy of the [Society Name] and support its intent. I declare that if any interest of mine or of any individual or entity with whom or with which I have a significant relationship conflicts with my duties and responsibilities to the [Society Name] or could be perceived as conflicting with those duties and responsibilities, I shall voluntarily disclose that conflicting interest. In furtherance of the foregoing, the following questions have been answered to the best of my knowledge and belief.

1. OUTSIDE INTERESTS: Identify any interests that you or a member of your immediate family have in which you hold a position, including but not limited to a Board or officer position, or have a material financial interest in any concern from which the [Society Name] obtains, or might reasonably in the future be expected to obtain, goods or services, or which is, or might reasonably be expected in the future to be, engaged in activities that compete with the existing or anticipated activities of the [Society Name].
2. OUTSIDE RELATIONSHIPS: Identify any relationships in which you render directive, managerial or consultative services to any concern that does business with or competes with the [SOCIETY NAME].
3. AFFILIATIONS: List memberships on the Board of directors, officer positions, editorial positions, committee positions or status as a paid or non-paid consultant in any health related association or business concern, specifically including professional associations comprised principally of plastic surgeons certified by the American Board of Plastic Surgery and companies providing good or services to plastic surgeons.
4. INVESTMENTS: List and describe with respect to you and your immediate family all investments constituting a material financial interest in any outside interest, as described in question 1., above or a material financial interest in any health-related business concern. A “material financial interest” is defined as holdings of five percent (5%) or more of stock or assets of a single commercial entity or an equity interest of \$25,000 or more in any one commercial entity or holding a financial ownership interest which contributes materially to the member’s income or holding a position as partner, director, managing partner or key employee. For purposes of this disclosure, stock options shall be considered to be the ownership of an interest in an entity even if they have not been exercised or are not currently exercisable.
5. COMPENSATION: Identify significant support from any commercial or other source, including any publishing, internet or e commerce organization, engaged in the health care field or from any outside interest as described in question 1., above. Significant support includes salary, stock options, royalty arrangements, or dividends, anticipated to produce more than \$2,500 in annual income, or payment for speaking engagements (exclusive of reimbursable travel costs) in excess of \$2,500 in any twelve-month period. Please identify the range of the significant support

e.g. greater than \$2,500, greater than \$10,000, greater than \$25,000, greater than \$50,000, greater than \$75,000 or greater than \$100,000.

6. OTHER: List any other interests or activities in which you or your immediate family are engaged which might be regarded as constituting a conflict of interest or a potential conflict of interest. I acknowledge my continuing obligation to report to the [SOCIETY NAME] Executive Director promptly and in writing on any possible conflict of interest that comes to my attention in the future. I agree not to participate in [SOCIETY NAME] meetings in which a matter in which I have a conflict of interest is addressed, unless requested to do so by the presiding officer. I further agree to accept and abide by the decision of the presiding officer that a conflict exists and that my participation in a meeting should be appropriately limited. I further state that neither I nor any member of my immediate family have accepted gifts, gratuities or entertainment that might influence my judgment or actions concerning the business of the [SOCIETY NAME], nor while serving the [SOCIETY NAME] will I or any member of my immediate family accept such gifts, gratuities or entertainment.

SIGNATURE: _____

DATE: _____

PRINT NAME: _____

___ I have no significant relationships, as defined in [SOCIETY NAME]' Conflict of Interest Statement

___ I do have significant relationships, as defined in [SOCIETY NAME]' Conflict of Interest Statement.

Please list below.

PLEASE RETURN THIS TO: _____ By: _____

[Society Name] USE ONLY

DATE RECEIVED: _____

THIS CONFLICT OF INTEREST FORM WAS REVIEWED BY THE EXECUTIVE DIRECTOR AND THE PRESIDENT

PRESIDENT SIGNATURE: _____

DATE: _____

PRINT NAME: _____

EXECUTIVE DIRECTOR SIGNATURE: _____

DATE: _____

PRINT NAME: _____