

BYLAWS OF THE PLASTIC SURGERY FOUNDATION

ARTICLE I: Name..... 1

ARTICLE II: Purposes 1

ARTICLE III: Membership 1

ARTICLE IV: Board of Directors 1

ARTICLE V: Duties of Directors 3

ARTICLE VI: Meetings 5

ARTICLE VII: Election by Mail Ballot 6

ARTICLE VIII: Committees 6

ARTICLE IX: Contracts, Bank Deposits, Salaries..... 11

ARTICLE X: Acceptance of Gifts - Investment of Funds 11

ARTICLE XI: Miscellaneous Provisions 12

ARTICLE XII: Electronic and Facsimile Transmissions 13

ARTICLE XIII: Parliamentary Authority..... 13

BYLAWS OF THE PLASTIC SURGERY FOUNDATION®

ARTICLE I: Name

The name of the organization shall be “The Plastic Surgery Foundation” (hereinafter referred to as the “Foundation”).

ARTICLE II: Purposes

The objectives of the Foundation are:

- (1) To fund, foster and promote investigations, studies and research opportunities among plastic surgeons.
- (2) To develop and support academic enhancement in plastic surgery through resident education, visiting scholar programs and other opportunities for educational exchange.
- (3) To support philanthropic activities providing surgical care to developing nations and similar domestic outreach programs.

ARTICLE III: Membership

The members of the Foundation shall be the members of the American Society of Plastic Surgeons (the “Society”). The provisions of the *Bylaws* and *Code of Ethics* of the Society with respect to requirements for membership and the classification, voting privileges, right to hold office, resignation, suspension and expulsion of members shall also apply to the members of the Foundation.

ARTICLE IV: Board of Directors

Section 1. *Number, Composition and Term:* The property, business and affairs of the Foundation shall be managed and administered by the Board of Directors, which shall be comprised of the President, President-Elect, and Immediate Past President of the Foundation, the President, President-Elect, and Immediate Past President of the Society, the Board Vice President of Education, the Board Vice President of Health Policy and Advocacy, the Board Vice President of Research, the Board Vice President of Finance and Treasurer, the Board Vice President of Academic Affairs, the Board Vice President of Membership, the Board Vice President of Development, the Chair of the Assembly of State and Regional Societies, the Chair of the Assembly of National and Specialty Societies, the Chair of the Assembly of Member Sections, and up to three (3) Public Members who shall be appointed by the Foundation Board to represent the general public, corporations, foundations or other organizations devoted to fostering research, education and the improvement of public health who shall possess demonstrated expertise in foundation development.

The President, and President-Elect and Immediate Past President shall serve for terms of one (1) year. The Board Vice Presidents, upon their initial election to a specific position, shall serve a term of two (2) years and thereafter, if re-elected or elected to a different position, shall serve single one (1) year terms for a maximum of four (4) consecutive years in a specific Vice Presidential office. The Assembly Chairs shall serve single one (1) year terms. The Public Members shall serve a maximum of four (4) one (1) year terms.

Once a member has served as President of the Foundation that individual is ineligible to hold any Board Vice President, President, or President-Elect position in the Foundation or the Society. This provision does not apply to any Board Vice President elected prior to the 2023-2024 leadership term.

Section 2. *Authority and Responsibility:* The governing body of the Foundation shall be the Board of Directors. The Board shall supervise, control, and direct the business and affairs of the Foundation, its committees and publications; shall determine its policies, which shall be recorded in an official policy manual; shall actively promote its purposes; and shall supervise the investment and disbursement of its funds. The Board may adopt such rules and regulations for the conduct of the Foundation's affairs as it deems necessary or advisable.

Section 3. *Election:* The Directors elected by the members shall be elected from among the members, in compliance with the provisions of Sections 1 and 4 of this Article IV, by a majority of the votes of the members pursuant to the procedures outlined in Article VII.

Section 4. *Qualification:* Except for the Public Members, each member of the Board of Directors must be a voting member in good standing of the Foundation and the Society.

Section 5. *Regular Meetings:* The Board of Directors of the Foundation shall meet at least four (4) times annually at such time and place as the Board of Directors may determine.

Section 6. *Special Meetings - Notice:* Special meetings of the Board of Directors may be called by either the President of the Foundation or a majority of the voting members of the Board of Directors. The person, or persons, authorized to call a special meeting shall fix the purpose, time, and place of such meeting.

The Board of Directors or any committee of the Board of Directors may conduct a meeting of such Board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other.

Except as otherwise required by law, a written or printed notice stating the place, date, and time of meetings, and, in the case of special meetings, the purpose, shall be delivered to each director not less than two (2) days before the date of the meeting.

Section 7. *Voting:* Each member shall have one vote. Voting shall not be delegated or exercised by proxy.

Section 8. *Quorum - Manner of Acting:* At any meeting of the Board of Directors, a majority of the members of the Board shall constitute a quorum for the transaction of business. The act of a majority of those present at a meeting at which a quorum is present shall be the act of the Board.

Section 9. *Resignations - Vacancies:* Any Director may resign by giving written notice to the Board of Directors. Such resignation is effective when the notice is delivered unless the notice specifies a future date. Members of the Board of Directors who resign as directors of the Foundation automatically resign from the Board of Directors of the Society. Their successors become members of the Board of the Foundation and the Society. Vacancies for the balance of the term of any Board Vice President position shall be filled by the Board of Directors. A vacancy in the office of President shall be filled in accordance with Article V, Section 2. A successor to fill a vacancy in the office of President-Elect will be nominated consistent with Article VIII, Section 3 and elected by the Active and Life Active Members pursuant to the procedures in Article VII. Vacancies in any Assembly Chair position shall be filled in accordance with the Society Bylaws or policies and procedures adopted by the Society Board of Directors.

Section 10. *Conference Calls:* The Board of Directors or any committee of the Board of Directors may conduct a meeting of such Board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other.

Section 11. *Action without a Meeting:* Any actions that may be taken at a meeting of the Board of Directors of the Foundation, or a committee thereof, may be taken without a meeting if written documentation, setting forth the action so taken, is approved in writing by all of the directors (or all committee members as the case may be) entitled to vote with respect to the subject matter thereof. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval. All the approvals evidencing the consent shall be delivered to the Board Vice President of Finance and Treasurer to be filed in the corporate records. The action taken shall be effective when all the directors (or the committee members, as the case may be) have approved the consent unless the consent specifies a different effective date.

ARTICLE V: Duties of Directors

Section 1. *The President:* The President shall be the Chief Elected Officer of the Foundation, and shall annually report such matters to the Board of Directors of the Foundation, the Board of Directors of the Society and the members at the Annual Business Meeting of the members. The President shall preside at all meetings of the Board of Directors of the Foundation and shall be a member, ex-officio, of the Board of Directors of the Society and the Board of Directors of the Foundation. The President shall have and may exercise all powers and duties which may from time to time be assigned to the office by the Board of Directors of the Foundation and by these Bylaws and policies and procedures as set by the Board of Directors and which, by general custom and usage, pertain to the office of the President.

Section 2. *The President-Elect:* The President-Elect shall be a member of the Board of Directors of the Foundation and the Board of Directors of the Society. The President-Elect shall perform all duties incident to the office and any other duties delegated to the office by the President or assigned to the office by the Board of Directors of the Foundation. The President-Elect shall automatically succeed to the presidency upon the expiration of the President's term. In the event the office of the President becomes vacant for any reason before the end of the term, the President-Elect shall succeed to the office of the President. In that circumstance, the individual shall serve both the unexpired term and the term for which the individual was originally elected. If the President requests, is absent, or is temporarily unable to act, the President-Elect shall perform the duties of President and, when so acting, shall have all powers of and be subject to all the restrictions upon the President.

Section 3. *Immediate Past President:* The Immediate Past President shall perform all duties incident to the office and any other duties prescribed by the Board of Directors, and, upon their request, shall provide advice and guidance to the President or President-Elect.

Section 4. *The Board Vice President of Education:* The Board Vice President of Education shall be responsible for monitoring progress on strategic objectives of the chairs within the program area; shall aid the presiding officer and advise the Board of Directors, committees, and members on questions of parliamentary law; and shall perform all duties incident to the office and any other duties prescribed by the Board of Directors of the Foundation and/or of the Society.

Section 5. *The Board Vice President of Research:* The Board Vice President of Research shall be responsible for monitoring progress on strategic objectives of the chairs within the program area; shall be responsible for collecting all published articles, news items, and information pertaining to the Society and the Foundation; and shall perform all duties incident to the office and any other duties as prescribed by the Board of Directors of the Foundation and/or of the Society.

Section 6. *The Board Vice President of Health Policy and Advocacy:* The Board Vice President of Health Policy and Advocacy shall be responsible for monitoring progress on strategic objectives of the chairs within the

program area; and shall perform all duties incident to the office and any other duties prescribed by the Board of Directors of the Foundation and/or of the Society.

Section 7. *The Board Vice President of Finance and Treasurer:* The Board Vice President of Finance and Treasurer shall perform all duties incident to the office and any other duties prescribed by the Board of Directors of the Foundation and of the Society; shall be the principal financial officer of the Foundation and of the Society; and shall be in charge of, and responsible for, the Foundation's and the Society's funds, shall collect all dues, assessments, fees, and charges; shall establish and maintain proper accounting procedures; shall deposit the Foundation's and the Society's funds in such banks, trust companies, and/or investments as approved by the respective Society or Foundation Board of Directors; shall report on the Foundation's and the Society's financial condition as requested by the respective Foundation or Society Board of Directors or the President; shall prepare, subsequent to the end of the fiscal year, an annual report based upon an audit by a certified public accountant; and shall, as requested by the Board of Directors, insure that adequate fidelity bonds are secured on the officers and/or employees of the Foundation and the Society.

The Board Vice President of Finance and Treasurer: shall be responsible for keeping the minutes of all meetings of the members, of the Board of Directors; shall see that all notices required by law or these Bylaws are properly given; shall be custodian of the corporate seal and records; and shall notify the members of proposed amendments to these Bylaws.

Section 8. *The Board Vice President of Academic Affairs:* The Board Vice President of Academic Affairs shall be responsible for providing direction, coordination and representation for the Society and the Foundation activities and initiatives related to reconstructive surgery and academic affairs; shall be responsible for the Society's and the Foundation's trainee education programs and initiatives; shall be responsible for monitoring progress on strategic objectives of the chairs within the program area; shall act as liaison with other organizations with plastic surgery residency training; and shall perform all duties incident to the office and any other duties prescribed by the Board of Directors of the Society and/or the Foundation.

Section 9. *Board Vice President of Membership:* The Board Vice President of Membership shall oversee the activities of the committees responsible for membership recruitment, retention and engagement initiatives for all classes of membership and subscriber categories; shall act as liaison with other Board Vice Presidents to assure the needs of each member practice segment are represented in Society and Foundation activities; shall be a voting member of the Board of Directors of Plastic Surgery Practice Solutions ("PSPS"), the Society's wholly owned for profit subsidiary, and interact with PSPS administrative staff to provide insight on the development of products and services for all categories of membership; shall be responsible for the Public Education Committee; and shall perform all duties incident to the office and any other duties prescribed by the Board of Directors of the Society and/or the Foundation.

Section 10. *Board Vice President of Development:* The Board Vice President of Development shall be responsible for providing direction, coordination and representation for Society and Foundation activities and initiatives related to their long and short-term funding needs; shall be responsible for identifying, cultivating and soliciting funds from external sources of support including, but not limited to foundations, corporations, government entities, community organizations and individuals; shall be responsible for monitoring progress on strategic objectives of the chairs within the program area; and shall perform all duties incident to the office and any other duties prescribed by the Board of Directors of the Society and/or the Foundation.

Section 11. *Chair of the Assembly of State and Regional Societies:* The Chair of the Assembly of State and Regional Societies shall be responsible for facilitating communication of and collaboration on issues affecting the

Foundation's membership through recommendations to the Foundation Board of Directors that are reflective of the interests, priorities and strategic initiatives at the State and Regional Society level; and shall perform all duties incident to the position and any other duties prescribed by the Board of Directors of the Foundation.

Section 12. *Chair of the Assembly of National and Specialty Societies:* The Chair of the Assembly of National and Specialty Societies shall be responsible for facilitating communication of and collaboration on issues affecting the Foundation's membership through recommendations to the Foundation Board of Directors that are reflective of the interests, priorities and strategic initiatives at the National and Specialty Society level; and shall perform all duties incident to the position and any other duties prescribed by the Board of Directors of the Foundation.

Section 13. *Chair of the Assembly of Member Sections:* The Chair of the Assembly of Member Sections shall be responsible for facilitating communication of and collaboration on issues affecting the Foundation's membership through recommendations to the Foundation Board of Directors that are reflective of the interests, priorities and strategic initiatives at the Special Interest Group level; and shall perform all duties incident to the position and any other duties prescribed by the Board of Directors of the Foundation.

ARTICLE VI: Meetings

Section 1. *Voting:* At all meetings of the members, whether annual or special, each member entitled to vote shall have one (1) vote and may not vote by proxy.

Section 2. *Annual Meeting of Members:* An Annual Meeting of the members for the transaction of such business as may properly come before the members shall be held at the time of the Annual Business Meeting of the Society. Notice of this Annual Business Meeting may be included in the announcement of the Annual Meeting of the Society. Candidates for Membership, International Members, Life International Members, Associate Members and Honorary Members may attend all or portions of the Annual Business Meeting of the Foundation provided they are seated in a designated area. Such action shall be at the discretion of the President of the Foundation or the presiding officer. Guests are permitted at the discretion of the President of the Foundation or the presiding officer.

Section 3. *Special Meetings of Members:* A special meeting of the members, upon notice as hereinafter provided, shall be called by the President, or the Board of Directors, or upon the written request of not less than ten percent (10%) of the of members entitled to vote. No business shall be transacted at any special meeting except that specified in the notice of such meeting. Attendance at special meetings of the membership of the Society shall be limited to members entitled to vote on the matter(s) before the membership.

Section 4. *Notice of Meetings:* Notice of each annual or special meeting of the members shall be mailed to each member entitled to vote at such meeting at least thirty (30) days before the Annual Business Meeting and fifteen (15) days before the special meeting.

Section 5. *Quorum and Manner of Acting:* Ten percent (10%) of the Active and Life Active Members registered at the meeting as of the closing of registration on the day prior to the business meeting or five percent (5%) of the Active and Life Active Members, whichever is less, shall constitute a quorum for the transaction of business at any meeting of the Foundation. Except as otherwise specifically provided by law or by these Bylaws, the affirmative vote of a majority of members present at any meeting at which a quorum is present shall constitute action by the members at any meeting of the members.

ARTICLE VII: Election by Mail Ballot

Section 1. *Nominating Committee:* The report of the Nominating Committee nominating individuals to serve as Directors and any other elected position that the Nominating Committee is charged with providing a nominee for election by the membership shall be submitted in writing by mail, facsimile or electronic transmission to the Active and Life Active Members together with a ballot containing the names of the individuals nominated by the Nominating Committee not less than sixty (60) days prior to the Annual Business Meeting.

Section 2. The ballots must be returned by the Active and Life Active Members within thirty (30) days after delivery of the ballot in order to be valid. The ballot may be returned by mail, facsimile or electronic transmission. Ballots must be returned by not less than five percent (5%) of the Active and Life Active Members in order for the election to be valid, and the affirmative vote of a majority of the Active and Life Active Members returning ballots shall be necessary for election. If the requisite number of ballots are not returned or if an individual does not receive a majority of the ballots cast, the election or the election of that individual or individuals shall take place during the Annual Business Meeting.

ARTICLE VIII: Committees

Section 1. *The Audit Committee:* The Audit Committee shall consist of Four (4) Active Members comprised as follows: the Board Vice President of Finance and Treasurer; one (1) Member-at-Large representing the Foundation selected by the Nominating Committee; one (1) Member-at-Large representing the Society selected by the Nominating Committee; and one (1) Trustee appointed by the President of the Society, who will also serve as Chair and be a non-voting member except in the case of a tie. The Member-at-Large positions shall serve a maximum of two (2) consecutive one (1) year terms, and the Board Vice President and Treasurer shall serve concurrent with their term as Board Vice President of Finance and Treasurer. Audit Committee members shall serve calendar year terms commencing January after their appointment.

Without limiting the responsibility and authority of the Board of Directors, the Audit Committee shall monitor the internal accounting practices, procedures and controls of the Society and the Foundation, shall recommend the appointment of an independent accounting firm familiar with the financial record-keeping requirements of not-for-profit corporations to audit the books and records of the Foundation and the Society and be responsible for the oversight of the annual audit; and shall report to the Board of Directors of the Foundation and the Society, as deemed necessary, but not less than once annually.

Section 2. *Finance and Investment Committee:* The Finance and Investment Committee shall consist of seven (7) members comprised of the Board Vice President of Finance and Treasurer, a representative from the National Endowment for Plastic Surgery Council of Advisors, four (4) Members-at-Large and the Chair. One (1) Member-at-Large will be appointed by the Foundation's President; one (1) Member-at-Large will be appointed by the President of the Society; one (1) Member-at-Large will be appointed by the President of the American Society of Maxillofacial Surgeons; and one (1) Member-at-Large will be appointed by the Board of Directors of the Society. The Chair will be appointed by the President of the Society.

The four (4) Members-at-Large will serve a term of one (1) year, up to a maximum of three (3) consecutive one (1) year terms. The Chair of the Finance Committee shall have served as a Member-at-Large on the Committee for a minimum of two (2) years prior to eligibility for appointment to Chair and shall be eligible to serve a maximum of four (4) consecutive one (1) year terms as Chair. The Board Vice President of Finance and Treasurer will serve as Chair in the absence of the Finance Committee Chair.

Without limiting the responsibility and authority of the Board of Directors, the Finance Committee shall provide oversight in the development of the Foundation's and the Society's budget. The Finance Committee shall monitor the financial performance during the year and provide recommendations to the Board of Directors for corrective action, if necessary, and shall provide oversight to the investment strategy of the two organizations.

Section 3. *The Nominating Committee:*

(A) *Composition and Appointment.* The Nominating Committee shall consist of either sixteen (16) voting members if there is no PSF Public Member or seventeen (17) voting members with a PSF Public Member. The Board of Directors of the Foundation may elect one (1) Public Member. The remaining members of the Nominating Committee shall be elected or appointed as follows: (i) the Immediate Past President of the Society, (ii) the Immediate Past President of the Foundation, (iii) one (1) Active Member selected by the Presidential Line of the Society and the Foundation, other than the Immediate Past Presidents, who will be serving as Nominating Committee Co-Chairs (the "Presidential Line Representative"); (iv) one (1) Active Member selected by the ASPS Trustees (the Trustees Representative"); (v) two (2) Active Members selected by the delegates to the Assembly of State and Regional Societies; (vi) two (2) Active Members selected by the delegates to the Assembly of National and Specialty Societies; (vii) two (2) Active Members selected by the delegates to the Assembly of Member Sections; (viii) five (5) Active Members elected by the Society's Active and Life Active members to represent five (5) geographic regions each representing approximately one-fifth (1/5) of the total number of Active and Life Active Members by location; and (ix) a Carryover Member.

The Immediate Past President of the Society and the Immediate Past President of the Foundation shall co-chair the Nominating Committee. The Carryover Member shall alternate between the Past President of the Society and Past President of the Foundation that served as Co-Chairs on the prior year's Nominating Committee.

(B) *Qualification:* All members of the Nominating Committee, with the exception of the Public Member, shall be Active Members of the Society.

Except for the Immediate Past Presidents, sitting members of the Society's Board of Directors are ineligible to serve on the Nominating Committee. Further, Nominating Committee members may not simultaneously serve or be considered as a candidate to serve as a Trustee, Judicial Council member or Ethics Committee member. The Board of Directors of the Society and the Board of Directors of the Foundation may set additional eligibility and qualification requirements to serve as a member of the Nominating Committee, including without limitation, adherence to the Society's Policy on Conflicts of Interest.

(C) *Term:* All members shall serve until the conclusion of the Annual Meeting following their election or appointment.

Except for the individual who is serving as the Carryover Member (and serving their second consecutive term), no member is eligible to serve on the Nominating Committee until two (2) years have elapsed following their first term and ten (10) years have elapsed following their second term, and each term thereafter.

(D) *Vacancies:* In the event that a Regional Representative is unable to complete the term of service, the candidates receiving the next highest number of votes in each region shall be asked to serve as alternates in rank order, subject to the Nominating Committee's policies regarding equitable geographic and institutional representation so long as that would not cause a geographic or institutional conflict. In this instance, the next alternate will be asked to serve. In the absence of an alternate for a particular region, the alternate for another region may be asked to serve. In the event that a Representative elected or appointed by another body (*i.e.*,

Presidential Line, ASPS Trustees, Assembly of State and Regional Societies, Assembly of National and Specialty Societies, Assembly or Member Sections) is unable to complete the term of service, the candidates receiving the next highest number of votes by the electorate responsible for that position shall be asked to serve as alternates in rank order, subject to the Nominating Committee's policies regarding equitable geographic and institutional representation. In the event of a vacancy on the Nominating Committee resulting from insufficient number of alternates for the position, the electorate responsible for electing the member leaving office shall be responsible for filling the vacancy for the unexpired term; provided, however, that a vacancy in the office of Immediate Past President of either the Society or the Foundation shall remain vacant; provided further that a vacancy in the Carryover Member position shall be filled by the other co-chair from the prior year's Nominating Committee, although such fulfillment shall not alter the sequence of the Carryover Member appointment rotation for future years' Nominating Committees.

(E) *Duties*: The Nominating Committee shall nominate one (1) or more eligible individuals for each of the following elected offices as terms expire: the Trustees, the Ethics Committee, the Judicial Council, the Conflict of Interest Committee, and Board Vice President positions which remain vacant following the conclusion of the first phase described below. The Nominating Committee is not involved with the nomination or election of the Chairs of the three (3) Assemblies. The Nominating Committee shall provide recommendations to the Board of Directors for the Society and the Plastic Surgery Foundation for (i) the offices of President-Elect of the Society and the Foundation, (ii) the Board Vice Presidents seeking re-election or lateral placement, and (iii) candidates for nomination by the Society or Plastic Surgery Foundation to other organizations. Further, the Nominating Committee shall select the Members-at-Large to the Audit Committee on behalf of each of the Society and the Foundation, respectively. Applicants and candidates to elected office are subject to all Society and Plastic Surgery Foundation policies and procedures regarding candidates for elected office and the nomination and election procedures, including the requirement that candidates consent to being recommended, appointed or presented to the membership for election.

The Nominating Committee shall conduct its business in two phases. During the first phase, the Nominating Committee shall consider and evaluate candidates for the offices of President-Elect of the Society and the Foundation from among the incumbent Board Vice Presidents and candidates for Board Vice President positions seeking re-election for an additional term or seeking another Board Vice President position. The Nominating Committee shall provide its recommendations for elevation, retention or lateral assignment to the Board of Directors prior to soliciting applications from the Active Membership for any elected office on the Board of Directors other than the Chairs of the three (3) Assemblies. The Board of Directors may accept, reject or modify those recommendations consistent with the policies and procedures for the Nominating Committee adopted by the Board of Directors. The slate as approved by the Board of Directors with respect to the offices of President-Elect of the Society, President-Elect of the Foundation and the Board Vice Presidents slated during Phase 1 shall be the slate presented to the membership for election. During the second phase, the Nominating Committee will consider, evaluate and select candidates for all remaining positions, including any Board Vice President positions remaining vacant after the completion of the first phase.

The Board of Directors shall adopt such procedures addressing the nomination and Nominating Committee process as it deems advisable, specifically including procedures outlining the process for consideration and evaluation of candidates during each phase of the Nominating Committee's term.

The Nominating Committee shall report its nominations and the Phase 1 slate as approved by the Board of Directors to the Active and Life Active Members of the Society not less than sixty (60) days prior to the Annual Business Meeting.

Section 4. *Bylaws Committee:* The Bylaws Committee shall consist of five (5) Active Members, three of whom shall be appointed by the President of the Society and two of whom shall be appointed by the President of the Foundation. The President of the Foundation and the President of the Society shall designate which member of the Committee shall serve as Chair in alternating three-year terms.

Members of the Committee shall be appointed annually to serve a maximum of three (3) consecutive one (1) year terms.

The Bylaws Committee shall review the *Bylaws* of the Foundation and the Society annually; shall assure that they are current and in order; shall consider all proposed amendments; and shall make its recommendations to the Board of Directors of the Foundation and the Society, respectively.

Section 5. *Conflict of Interest Committee:*

(A) *Composition:* The Conflict of Interest Committee shall consist of five (5) Active or Life Active Members, which includes the chair of the Ethics Committee, Judicial Council and Trustees whose term is expiring immediately prior to the commencement of the term of service on the Conflict of Interest Committee; and two (2) Member-at-Large positions elected by the Active and Life Active Members.

(B) *Election and Qualifications:* The Nominating Committee shall nominate one (1) individual for each open Member-at-Large position. Such individuals nominated shall provide the Conflict of Interest Committee with a wide variation in age, pattern, and location of practice, and each must have previous ethics, judicial, or conflict of interest experience, whether through service to the Society or other organizations. Members of the Society's Board of Directors or the Foundation's Board of Directors may not serve on the Conflict of Interest Committee.

(C) *Term:* Member(s) shall be elected or appointed for a term of three (3) years.

(D) *Resignation:* Any member of the Conflict of Interest Committee may resign by giving written notice to the Board Vice President of Finance and Treasurer of the Society. Such resignation is effective when the notice is delivered unless the notice specifies a future date.

(E) *Vacancies:* In the event the immediate past chair of the Ethics Committee, Judicial Council or Trustees is unable to serve, any individual who has served as chair of the respective body within the past three years will be appointed by the Nominating Committee to serve instead. Vacancies in the Member-at-Large positions occurring between the Annual Meetings may be filled by the Board of Directors to serve until a successor can be nominated by the Nominating Committee and elected by the Active and Life Active Membership to fulfill the unexpired term.

(F) *Chair:* A Chair shall be elected by the Conflict of Interest Committee from among them. The Chair of the Conflict of Interest Committee may not concurrently serve as the Chair of another ASPS or PSF Committee.

(G) *Duties:* The Conflict of Interest Committee shall serve in an advisory and consultative role to the Board of Directors, Nominating Committee and committees of the Society and the Foundation on conflict of interest matters; shall provide interpretation and guidance on issues affecting conflicts of interest, including affiliations with other for-profit and not-for-profit organizations; and shall recommend appropriate resolution of conflicts of interest, including resignation from a position or positions, and, when dictated by the circumstances, refer the matter to the Ethics Committee for investigation and proceedings under the Society's disciplinary procedure rules.

Section 6. *Governance Committee:*

(A) *Composition, Appointment and Term:* The Governance Committee shall consist of the President, President-Elect, and Immediate Past President of the Society, and the President, President-Elect, and Immediate Past President of the Foundation, who shall each serve concurrent with their term in office, and seven (7) Active and Life Active members as follows who shall serve for a term of four (4) years: (i) the immediate past Chair of the Bylaws Committee, (ii) two senior Trustees from the prior governance year and who no longer serve on the Trustees, (iii) The immediate past Chair of the Young Plastic Surgeons (YPS) Steering Committee, (iv) two (2) members of the current or immediate past Board of Directors of the Society or Plastic Surgery Foundation, which may include a Public Member from the Board of Directors of the Foundation, and (v) one (1) individual from the Governance Task Force, the predecessor to the Governance Committee.

Commencing with the 2024-2025 governance year, the composition of the Governance Committee will no longer include the individual from the Governance Task Force, the predecessor to the Governance Committee.

With the exception of a Public Member appointed from the Foundation Board of Directors, all members of the Governance Committee must be Active Members.

The President of the Society and the President of the Foundation shall serve as Co-Chairs of the Governance Committee during their term in office. The Society President and President Elect, and the Foundation President and President-Elect shall fill vacancies for each open or expiring term as needed to maintain on the composition of the committee each term. It is expected the current term Presidents will fill vacancies in the current term and that the Presidents-Elect will fill vacancies in the upcoming term.

(B) *Duties:* The Governance Committee is an independent advisory committee which shall be directed by and report to the Board of Directors of the Society and the Foundation. The Governance Committee helps to ensure the health and functioning of the Society and the Foundation governance structure, including advising on Board leadership recruitment and development strategies, such as leadership assessments, executive team building, coaching, and mentoring. The Governance Committee also provides guidance on the election and committee appointment processes.

Section 7. Diversity and Inclusion Committee:

(A) *Composition, Appointment and Term:* The Diversity and Inclusion Committee shall consist of plastic surgeons with expertise or interest in diversity, cultural competence, human resources, ethics, and/or law. Active, Life Active, International, and Life International members, as well as Candidates for Active Member status may serve on the Diversity and Inclusion Committee.

(B) *Duties:* The Society seeks to advance diversity and inclusion at all levels within the Society, regardless of race, ethnicity, age, gender, religion, sexual orientation, gender identity, disability, economic status, country of origin, employment type, and other diverse backgrounds.

The goal of the Diversity and Inclusion Committee is to improve diversity and inclusion across the Society and identify opportunities for growth. The Diversity and Inclusion Committee will work closely with its leadership to promote the Society's diversity goals and the value of having a diverse group of surgeon members included in all Society activities to ensure full and equal representation and participation in the Society, and to eliminate any bias, perceived or actual.

Specific responsibilities of the Diversity and Inclusion Committee include, but are not limited to, recognizing individual and organizational barriers to diversity and inclusion, identifying emerging issues that can impact diversity within the Society and creating new initiatives that promote diversity and inclusion. The Diversity and

Inclusion Committee will also recognize and communicate diversity and inclusion achievements and act as the point of contact for the Society for matters concerning diversity and inclusion. The Diversity and Inclusion Committee is also charged with creating the Society Diversity and Inclusion Charter and a committee self-assessment survey to measure diversity and guide the Society's future diversity and inclusion efforts.

Section 8. *Special Committees:* The President, with the approval of the Board of Directors, may establish such other committees, subcommittees, commissions or task forces as are necessary or appropriate to carry out the purposes of the Foundation.

Section 9. *Terms of Committee Members and Chairs:* Unless otherwise provided by these Bylaws, committee members shall serve from the time of their appointment or election until the conclusion of the Annual Meeting. Unless otherwise provided by these Bylaws, Committee Chairs and members may succeed themselves, but the Chair may not serve as Chair for more than three (3) consecutive one (1) year terms. Unless otherwise provided in these Bylaws or other policy approved by the Board of Directors, the President shall appoint the Chair of all committees.

Section 10. *Quorum and Manner of Acting:* Unless otherwise provided by these Bylaws, a majority of the members of a committee shall constitute a quorum. The act of a majority at a meeting at which a quorum is present shall constitute the act of the committee. Voting shall not be delegated or exercised by proxy.

Section 11. *Resignations and Vacancies:* A committee member may resign by giving written notice to the Board Vice President of Finance and Treasurer. Such resignation is effective when the notice is delivered unless the notice specifies a future date. Unless otherwise provided by these Bylaws, a vacancy occurring between Annual Meetings shall be filled for the remainder of the unexpired term by the President if the member was originally appointed by the President or by the Board of Directors if the member was originally elected by the membership.

ARTICLE IX: Contracts, Bank Deposits, Salaries

Section 1. *Contracts:* No member, Director, Officer, employee, agent or representative of the Foundation shall have any power or authority to bind the Foundation by any contract, agreement, undertaking, commitment or enlargement or to pledge its credit or to render it pecuniarily liable for any purpose or any account unless and until authorized to do so by the Board of Directors.

Section 2. *Deposits:* The funds of the Foundation shall be deposited to the credit of the Foundation with such depository or depositories as the Board of Directors may select.

Section 3. *Checks, Drafts, Etc.:* All checks, drafts or other orders for the payment of money, notes, acceptances or other evidence of indebtedness issued on the name of the Foundation shall be signed by such Director or Directors or agent or agents of the Foundation and in such manner as shall be determined from time to time by resolution by the Board of Directors. Endorsements for deposit to the credit of the Foundation in any of its duly authorized depositories may be made by hand-stamped impression in the name of the Foundation or may be made without counter-signature by the President or the Board Vice President of Finance and Treasurer or by any other Director or agent of the Foundation to whom the Board of Directors by resolution shall have delegated such power.

ARTICLE X: Acceptance of Gifts - Investment of Funds

Section 1. *Acceptance of Gifts:* The Directors of the Foundation are authorized to accept donations, gifts, devises and bequests of property for use by the Foundation in the furtherance of the purposes for which it has been organized and to give proper receipts and acquittances therefore.

Section 2. *Investment of Funds:* Subject to the limitations and conditions contained in any gift, devise, or bequest, the Foundation may invest its funds in such mortgages, bonds, debentures, shares of preferred and common stock and other securities as the Board of Directors shall deem advisable and shall authorize by resolution.

Section 3. *Dealings in Real Property:* The Foundation shall not purchase any real property or sell, mortgage or lease any real property unless authorized by the Board of Directors of the American Society of Plastic Surgeons, and by a vote of two-thirds (2/3) of the membership present and voting at the Annual Business Meeting or two-thirds (2/3) of the Board of Directors.

ARTICLE XI: Miscellaneous Provisions

Section 1. *Dissolution - Disposition of Property:* The Foundation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure to the benefit of or be distributed to the members of the Foundation. In the event of dissolution or final liquidation of the Foundation, all its assets remaining after payment of its obligations shall be distributed to one or more regularly organized and qualified, charitable, educational, scientific or philanthropic organizations as shall qualify as exempt under section 501(c)(3) of the Internal Revenue Code, as amended, to be selected by the Board of Directors.

Section 2. *Amendments to the Bylaws:* Amendments may be proposed by the Board of Directors, the Bylaws Committee, or any voting member. All amendments other than those proposed by the Bylaws Committee shall be submitted to the Bylaws Committee for review and recommendation. The Bylaws Committee shall then present proposed amendments to the Board of Directors, which shall approve, amend or disapprove them. Those amendments approved by the Board of Directors shall be submitted to a vote of the membership eligible to vote. A vote of the Active and Life Active Members may be conducted at the Annual Business Meeting, at a Special Meeting called and conducted in accordance with Article VI or by written ballot.

If the vote is to be conducted at the Annual Business Meeting or at a Special Meeting, written notice of proposed bylaw amendment(s) shall be sent to the Active and Life Active members by mail, facsimile or electronic transmission not less than thirty (30) days prior to the Annual Business Meeting or fifteen (15) days prior to a Special Meeting. Approval by two-thirds (2/3) of the votes cast by the Active and Life Active Members present at an Annual or Special Meeting will be required for the adoption of the proposed amendment(s).

If the vote is to be conducted by mail ballot, written notice of proposed bylaw amendment(s) shall be sent to the Active and Life Active members by mail, facsimile or electronic transmission sixty (60) days prior to the date specified for the return of the ballot by mail, facsimile or electronic transmission. Not less than five percent (5%) of the Active and Life Active Members must return ballots in order for the vote to be valid and approval by two-thirds (2/3) of those returning ballots will be required for the adoption of the proposed amendment(s).

Section 3. *Resolutions:* Except when the Board of Directors determines that an emergency exists, all resolutions submitted by members for consideration at the Annual Business Meeting shall be presented to the Board Vice President of Finance and Treasurer at least thirty (30) days prior to the meeting and forwarded to the Board of Directors, which shall adopt, reject or amend them. The Board shall then present to the membership at the Annual Business Meeting any resolutions adopted either in original or in amended form.

ARTICLE XII: Electronic and Facsimile Transmissions

Section 1. For purposes of determining when any notice required under these bylaws is effective, a notice shall be considered delivered when it is transmitted by electronic means or by facsimile to the address of the member appearing in the records of the Society. Actions provided for in these Bylaws that are required to be “in writing,” to be “written,” or to have “written consent,” and actions providing for “written notice” written ballots,” “mailed ballots,” “written petitions” and similar actions, shall include any communication transmitted or received by electronic means and any communication transmitted or received by facsimile. Electronic signatures on the part of either the Society or the member shall be effective for any such notices, communications or actions.

ARTICLE XIII: Parliamentary Authority

The rules contained in the current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure (formerly, the Sturgis Standard Code of Parliamentary Procedure) shall govern the Foundation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.