

ASSOCIATION OF VA SURGEONS
BY-LAWS PROPOSED CHANGES
1/23/2023

ARTICLE I - OFFICERS

SECTION 1. The *President* shall preside at the meetings of the Association, serve as **Chair** of the Executive Committee and perform all other duties appertaining to the office.

SECTION 2. The *Vice-President* shall perform the duties of the President in the case of that officer's absence or inability to serve, and shall succeed to the office of the President on the occasion of the death or resignation of the President only until the next Annual Meeting or the time of officer transition as specified in the Constitution.

SECTION 3. The *President-Elect* shall perform the duties of the President and/or Vice-President in case of their absence or inability to serve, and shall succeed to the office of President at the close of the next Annual Meeting or the time of officer transition as specified in the Constitution.

SECTION 4. The *Secretary* shall:

- (1) Attend and keep the minutes of all meetings of the Association and of the Executive Committee and present the same to the membership at the next Annual Meeting or electronically in the event the Annual Meeting is not held.
- (2) Compile, publish, and distribute to the members before each Annual Meeting a notice of the place and time of the meeting and a program of papers to be presented.
- (3) Assure that notice of the annual meeting details and meeting program are distributed to the membership.
- (4) Conduct all other correspondence of the Association as directed by the By-Laws and Executive Committee.
- (5) Serve as *ex-officio* member of the Membership Committee
- (6) Provide reports to the Executive Council at its semi-annual meetings.

SECTION 5. The *Treasurer* shall:

- (1) Receive and take custody of all funds belonging to the Association, collecting all the Association's dues and assessments.
- (2) Maintain finances of the AVAS in accordance with acceptable business practice.
- (3) Pay all bills owed by the Association.
- (4) Keep full and accurate records of accounts containing a record of all monies received and expended which books shall be the property of the Association and open to the inspection of any Active Member at all reasonable times and places and available for audit by the Auditing Committee at the Annual Meeting or electronically at a time designated by the Executive Committee in the event the Annual Meeting is not held.
- (5) Make an annual report of the financial status of the Association to the Executive Committee and the membership at the Annual Executive Session or electronically in the event the Annual Meeting is not held.
- (6) Provide written financial reports to the Audit Committee of the AVAS not less than 10 business days prior to the annual AVAS meeting.

(7) Compile and present to the Executive Committee a list of those members who are in arrears in payment of annual dues.

SECTION 6. The *Recorder* shall:

- (1) Serve as a member of the Program Committee and assist the **Chair** of the Program Committee in the selection of abstracts to be presented at the Annual Meeting.
- (2) Serve as primary AVAS point of contact to affiliated journal for publication of Association manuscripts.
- (3) Manage all manuscripts submitted for journal publication in association with the Annual Meeting.
- (4) Provide reports to the Executive Council at its semi-annual meeting.
- (5) The recorder will serve as an ex-officio member of the Archives Committee.

SECTION 7. *Election of Officers:* Any Active Member in good standing shall be eligible for election to office. The election shall take place in the Executive Session of the Annual Meeting or in the event the Annual Meeting is not held the election shall be held electronically as specified in the Constitution. The Nominating Committee shall present to the membership a slate of the candidates for each office due to be vacated by expiration of the term or office of the incumbent or vacated by the death or termination of affiliation with the Department of Veterans Affairs of the previous incumbent. Additional candidates may be proposed from the floor or electronically in the event the Annual Meeting is not held. Contested elections shall be decided by a secret ballot. A simple majority of the members present and voting shall elect.

SECTION 8. *Vacancies:* In the event an officer of the Association other than the President dies, the office shall remain vacant until the next Annual Meeting or until officer transition as specified in the Constitution. If the office of Secretary, Recorder, or Treasurer becomes vacant the President shall obtain the records and assign the duties of the vacated office to another member of the Executive Committee.

SECTION 9. The President shall submit nominees to the American College of Surgeons for the AVAS representative to the Board of Governors of the ACS.

SECTION 10. The President shall recommend a candidate to serve as the AVAS Representative on the Committee on Trauma Region13 of the ACS for a term of three years (renewable an additional term).

ARTICLE II - COMMITTEES

SECTION 1. The *Executive Committee* shall meet prior to the Executive Session of each Annual Meeting and on call of the President. A majority of its members shall constitute a quorum. It shall conduct the affairs of the Association between officer elections, consider and report to the membership at the Annual Meeting (or electronically in the event the Annual Meeting is not held) on all matters referred to it by the Association at- large and by all committees of the Association, and perform other functions as designated by the Constitution and By-Laws of the Association.

SECTION 2. The *Membership Committee* shall consist of **no fewer than four active members**, two appointed annually by the President with approval of the Executive Committee. Each appointee shall serve a three year term. The **Chair** shall be appointed annually by the President with approval of the Executive Committee. The Secretary shall be a member of the Membership Committee ex-officio. The Committee shall review the applications of all candidates for membership in the Association and recommend to the Association those candidates it considers qualified for membership. The Membership Committee shall maintain a current and accurate list of members.

SECTION 3. The *Nominating Committee* shall consist of the two immediate Past Presidents, **the Chair of the DEI Committee, and no fewer than two** other Active Members appointed by the President for a term of one year. The immediate Past President shall be **Chair**. The Committee shall present a slate of officers to the membership at the Executive Session of the Annual Meeting or electronically in the event the Annual Meeting is not held.

SECTION 4. The Auditing Committee shall be appointed by the President at each Annual Meeting or at the time of officer transition as specified in the Constitution. It shall consist of the two immediate Past Presidents, or if one or both of these persons is not in attendance an alternate selected from the membership of the Executive Committee, as well as **no fewer than** one other Active Member selected from the Association. The Auditing Committee shall report on the financial status of the Association to the membership at the Executive Session of the Annual Meeting or electronically in the event the Annual Meeting is not held.

SECTION 5. The *Awards Committee* shall consist of **no fewer than four active members** two appointed annually by the President with approval of the Executive Committee. Each appointee shall serve a three year term. The Awards Committee shall make recommendations of members and other individuals deserving of recognition through the presentations of awards as provided by the Executive Committee. Individuals from all categories of membership shall be eligible to serve.

SECTION 6. The *By-Laws Committee* shall consist of two Past Presidents and **no fewer than** four other Active Members appointed by the President, who shall also designate the Chair. Two active members shall be appointed annually and each shall serve a two year term. Past Presidents shall each serve a three year term. The Committee shall review all proposed changes to the Constitution and By-Laws of the Association and make recommendations regarding them to the Executive Committee.

SECTION 7. The *Program Committee* shall consist of **no fewer than six**, two appointed annually by the President, with approval of the Executive Committee. Each appointee shall serve a three-year term. Annually, one member who is senior by service is selected by the President, with approval by the Executive Committee, as **Chair**. The Recorder and the Secretary shall be members of this Committee ex-officio. The Program Committee shall select and arrange papers for the annual meeting

SECTION 8. *Committee on Arrangements for Annual Meeting.* The Local Committee on Arrangements for the Annual Meeting shall consist of members appointed by the President, acting together with the President, President-Elect, Secretary, and Recorder ex-officio. This committee shall be responsible for the preparation and delivery of facilities and services at the Annual Meeting.

SECTION 9. A *Council of Chiefs of Surgical Service* shall consist of all Chiefs of Surgical Service who are members of the Association. The **President** shall **select** a Chair from among its members who shall represent it on the Executive Committee for a two-year term. The Council shall produce position statements on matters of concern to the membership for presentation to the Executive Committee and hence to the membership at-large for consideration and implementation.

SECTION 10. The *Research Committee* shall consist of **no fewer than six** active members, two appointed annually by the President, with approval of the Executive Committee. Each appointee shall serve a three year term. Annually, one member who is senior by service is selected by the President, with approval by the Executive Committee, as **Chair**. At any given time, at least one member of the Research Committee should be a junior investigator who has not yet been independently funded and at least one member of

the Research Committee should be a senior funded investigator. In addition, the President shall consider in making appointments to the Research Committee the need to achieve representation by both clinical and basic researchers. The Research Committee shall survey the state of surgical research within the VA system and advise the AVAS on issues and possible projects that may promote surgical research.

SECTION 11. The Archives/Historical Committee shall consist of **no fewer than** four members appointed by the President with approval of the Executive Committee. Each appointee shall serve a three year term. The **Chair** will be selected by the President, with the approval of the Executive Committee and will serve for 3 years, with an option of renewal. The Committee will be responsible for assembling, maintaining and collating all historical information relevant to the Society. The Committee will also update the historical document that appears annually in the annual meeting program booklet. Furthermore, the Committee will also be responsible for developing, maintaining, preserving and updating any publication(s) produced on the history of the Society, whether in electronic or paper format.

SECTION 12. The *Communications Committee* shall consist of **no fewer than** four active members, two appointed annually by the President, with approval of the Executive Committee. Each appointee shall serve a 2-year term. Annually, one member who is senior by service is selected by the President, with approval of the Executive Committee, as Chair. The Committee will be responsible for maintaining and updating the Society's website, newsletter, and social media websites, for developing, maintaining, and updating written, electronic, and pictorial content produced by the Society, as well as communications distributed by the Society to its members, professionals outside the Society, and to the general public.

SECTION 13. **The Diversity and Inclusion Committee shall consist of no fewer than four active members, two appointed annually by the President, with approval of the Executive Committee. Each appointee shall serve a 2-year term. Annually, one member who is senior by service is selected by the President, with approval of the Executive Committee, as Chair. Ad hoc members serving on specific committee tasks may be selected by the Chair of the committee at will. The President, Secretary, and Program Committee Chair are ex officio members. The Committee will be responsible for (a) ensuring diverse representation in membership, governance, and programming for the AVAS, (b) keep the EC discussions informed on matters of diversity and inclusion during their deliberations and in their recommendations and (c) develop programs to promote diversity, equity, and inclusion in the Society.**

ARTICLE III - MEMBERSHIP

SECTION 1. *Application for membership* shall be made on forms furnished by the Membership Committee **Chair** and shall be accompanied by two letters of endorsement from Active or Senior Members. In the event that the applicant does not know two members of the Association well enough to request a letter of endorsement, consideration will be given to endorsements obtained from a Chief of Surgery, Chief of Staff, Chair of the appropriate academic department or a Fellow of the American College of Surgeons in lieu of one or both such letters. The candidate shall forward completed application to the **Chair** of the Membership Committee who on a quarterly basis will solicit any concerns, comments or questions regarding each applicant from all members of the Association with voting privileges. The Membership Committee will then consider the professional and ethical qualifications of each candidate and make recommendations for membership to the Executive Council for discussion and final approval. Upon final approval by the Executive Committee, the applicant will become a full member of the

Association. Membership dues will be prorated according to the quarter in which membership was granted.

SECTION 2. *Termination of membership*

- (1) Resignation. The resignation of a member submitted in writing may be accepted by the Executive Committee at any meeting.
- (2) The Treasurer shall supply the names of those members in arrears to the Executive Committee at its annual meeting. Members in arrears shall be notified of this fact together with the provisions of this Section with the notice for payment of dues the following year. Any member reported by the Treasurer to the Executive Committee as being in arrears for two consecutive years shall be terminated by the Executive Committee and the termination will be announced to the membership at the ensuing Annual Meeting or electronically in the event the Annual Meeting is not held. If a reasonable explanation is forthcoming, the Executive Committee may reinstate the member after payment of arrears.
- (3) Conduct. A member may be expelled for unprofessional or unethical conduct by means of a vote of three quarters of the Executive Committee at a regularly scheduled meeting of the Committee, with a minimum of eight members of the Committee being present. Charges must be preferred in writing and signed by at least three Active Members of the AVAS. These charges will be sent to the Secretary, who will inform the member of the charges and offer an opportunity for the member to respond in writing within two weeks. Both the charges and the response will be sent by the Secretary to the members of the Committee not less than one week prior to the date of the Committee meeting at which the vote to expel will be taken.

If the expelled member wishes to appeal the decision of the Executive Committee, s/he may petition the Secretary to place the issue on the agenda of the next regularly scheduled Business Meeting of the AVAS. At the Business Meeting, the Secretary will summarize the charges and present the vote of the Executive Committee. The member will be allowed 10 minutes to present their arguments as to why expulsion is not justified. At the conclusion of that presentation, a written (or electronic) vote of the Active Members in attendance will be taken. If a simple majority of the voting members votes to sustain the expulsion, it will stand as the final action. If a simple majority votes to NOT sustain the expulsion, or if the vote ends in a tie, the expulsion shall be reversed and the member returned to their previous status in the Association

ARTICLE IV - MEETINGS

SECTION 1. *An Annual Meeting* of the Association shall be held at a time and place and in a format (i.e, in-person or electronic) designated by resolution of the Executive Committee and. If a change in time and place becomes necessary between meetings of the Association, the change shall be made by the Executive Committee. The meeting shall be open to all members and interested parties.

SECTION 2. *An Executive Session* of the Association shall be held at each Annual Meeting. It shall be open only to members entitled to vote. All members wishing to discuss old or new business at the Executive Session of the Association shall submit such business in writing to the Secretary a week or more before the meeting. The Executive Committee shall review these proposals and decide which items to place on the agenda and which items to refer to appropriate committees.

SECTION 3. *Quorum:* For the transaction of ordinary business, the members present at any Executive Session shall constitute a quorum. To effect changes in the Constitution and By-Laws, for assessments,

appropriations, or expenditures of money other than those required in the routine business of the Association, or for the expulsion of a member a minimum of 40 Active Members shall be required to form a quorum. If a quorum is not present at the Executive Session the membership will be polled by email following the meeting. If at least 40 email responses are received, the quorum will be considered met.

SECTION 4. The *Standing Committees* shall meet at the call of the respective Chair or conduct their necessary business through the mail or other communications medium.

ARTICLE V - FINANCES

SECTION 1. *Annual Dues.* Every Active and Associate Member shall pay annual dues in advance, due January 1. The amount shall be determined by vote of the membership upon recommendation of the Executive Committee and may be changed at any Annual Meeting or electronically at a time designated by the Executive Committee in the event the Annual Meeting is not held.

SECTION 2. *Authority for Financial Obligations.* The Executive Committee may authorize any officer or officers in the name of or on behalf of the Association to enter into any contract or execute and deliver any instrument or sign checks, drafts or other orders for the payment of money, notes or other endeavors or indebtedness; and such authority may be general or confined to specific instances. Unless so authorized by the Executive Committee, no officer shall have power or authority to bind the Association by any contract or engagement or to render it liable for any purpose or for any amount.

SECTION 3. No part of the net earnings of the Association shall serve to the benefit or be distributed to its members, officers, or other private persons except that the Association may be authorized and empowered to any reasonable compensation for services rendered.

SECTION 4. *Dissolution.* In the event of dissolution of the Association all of the Association's resources and property shall accrue only to the benefit of educational or scientific institutions located in the 50 states of the United States of America which are exempt from payment of income taxes.

ARTICLE VI - AMENDMENTS

A motion to amend, alter, or repeal any part of the Constitution and By-Laws may be made by an Active Member. Proposed changes shall be presented in writing to the Secretary no less than 90 days prior to the Annual Meeting or in the event the Annual Meeting is not held proposed changes may be submitted at any time during the ensuing year. The Secretary shall transmit to the By-Laws Committee which shall review and report to the Executive Committee. The proposal and the recommendations of the Executive Committee shall be made available to the membership for review and comment at least two months prior to the Annual Business Meeting. At the Executive Session of that Annual Meeting or electronically in the event the Annual Meeting is not held the recommendation and the comments shall be presented for further discussion and vote. Adoption shall be by affirmative vote of three-fourths of a quorum of members present in the Executive Session.