

## By-laws

### Article I

Title:

The name of this organization shall be Chicago Society for Surgery of the Hand ("Society").

### Article II

Purposes:

- A) To foster the highest standards of care in the subspecialty field of Hand Surgery.
- B) To promote ongoing education in the field of Hand Surgery.

### Article III

Organization:

#### Section 1. Ratification of By-laws

For initial approval of these by-laws, 33% of Society members who are up-to-date on membership dues will constitute a quorum, and ratification will require an affirmative vote from two-thirds of these individuals.

#### Section 2. Election of Officers

Executive Committee Officers ("Officers") of the Society shall be President, Vice President, Secretary, Treasurer, Program Director, and Immediate Past President.

- A) Election(s) will be conducted at the general business meeting of the Society on the date of the Prospective Members meeting, between January 1 and July 1 of an election year. In the event that a general business meeting is not held, elections will take place on-line with the Active and Associate Active Society members.
- B) Up to three candidates for Program Director will be nominated by the Officers from interested Active and Associate Active Society members. The new Program Director will be elected from the nominees by a quorum of Active and Associate Active Society members present at the general business meeting (including proxy votes), or by a quorum of Active and Associate Active Society members voting on-line.
- C) The term of office of elected Officers shall be two years, commencing on July 1 of successive even numbered calendar years.
- D) Elected Officers will not serve consecutive terms in the same office. The line of succession will begin with Program Director. The Program Director will ascend to Treasurer, the Treasurer will ascend to Secretary, the Secretary will ascend to Vice President, the Vice President will ascend to President, and the President will ascend to Immediate Past President. The Program Director must attain Active membership status to automatically advance in the governance cycle.
- E) If the Program Director has not attained Active membership status by completion of the 2-year term, the Officer may advance to the Treasure position only if approved by a unanimous vote of the other Officers. In the event that the Program Director must vacate the position, the Executive Committee will nominate up to three new candidates for Program Director from interested Active and Associate Active Society members. A special election from Active and Associate Active Society membership will take place on-line or during a regularly scheduled Society meeting. The appointment will be approved by a quorum of Active and Associate Active Society members present at the meeting or by on-line voting. The means of voting will be determined by the Officers.

F) No Officer shall hold more than one elected office at any one time, except the Vice President who may also hold the ex officio position of Historian, in the event that the Officers have not appointed another Society member as Historian. The Historian will not be included in the line of Officer ascension, unless nominated and elected to the Program Director position.

G) In the event of an Officer stepping down from the Executive Committee for any reason, the succession of Officers will proceed immediately and the Executive Committee will nominate up to three new candidates for the position of Program Director from interested Active and Associate Active members. A special election from Active and Associate Active Society membership will take place on-line or during a regularly scheduled Society meeting. The appointment will be approved by a quorum of Active and Associate Active Society members present at the meeting or by on-line voting. The means of voting will be determined by the Officers.

H) All Officers must be up-to-date on dues and dinner payments and maintain Active membership status to remain on the Executive Committee. For the Program Director position, either Active or Associate Active Society membership status must be maintained.

I) The Officers in place at the initial adoption of these By-laws will complete their terms in the line of Officer succession.

### Section 3. Executive Committee Functions

A) The Executive Committee members of the Society will be the elected Officers in the positions of President, Vice President, Secretary, Treasurer, and Program Director for two-year terms, beginning July 1 on successive even years. The Immediate Past President will be invited to all Executive Board meetings and will be considered in the calculation of a quorum. The Historian will also be invited to all Executive Board meetings, but will not be considered in the calculation of a quorum.

B) Between scheduled Society meetings, the Officers will convene as often as required to conduct the business of the Society.

C) A summer intersession planning meeting will be attended by the Officers.

D) The Officers may use Society funds to obtain assistance from a bookkeeper, accountant, and/or attorney for Society business matters, in addition to any other necessary operational expenses.

E) The Officers may use Society funds to incorporate, pursue a tax-free exemption status, create/update a web site, and obtain general liability and Officers/Directors insurance.

### Section 4. Quorum

A) In order for the Executive Committee to conduct the business of the Society, a quorum is required. At least three Officers shall constitute a quorum.

B) In order for the Society membership-at-large to conduct business, a quorum for voting is required. A quorum shall consist of at least 33% of the voting-eligible Active and Associate Active members voting in-person or by proxy at a Society meeting. If voting is conducted electronically (e.g., email ballot), a quorum will comprise 33% of all voting-eligible Active and Associate Active Society members.

### Section 5. Voting

A) Unless otherwise delineated in these by-laws, Executive Committee matters deemed by the President to require a vote among Officers will require a majority of affirmative votes from a quorum of Officers.

B) Unless otherwise delineated in these by-laws, business matters deemed by the Executive Committee to require Society membership-at-large approval will require a two-thirds affirmative vote from a quorum of Active and Associate Active members to become binding.

### Section 6. Duties of Officers

#### I. President

- A) The President shall be the principal executive Officer of the Society and preside over meetings of the Society and Executive Committee.
- B) The President shall cast the deciding vote in case of a tie.
- C) The President, with the advice and consent of other Officers, shall approve the calendar dates for regular (i.e., general membership) and special meetings of the Society and Executive Committee.
- D) The President will present the Koch award to the winning authors at the American Society for Surgery of the Hand annual meeting.
- E) The President will help the Treasurer in filing applicable state and/or federal annual corporate tax returns/reports with the assistance of a qualified professional(s).

#### II. Vice President

- A) The Vice President shall assist the President in his/her duties.
- B) The Vice President shall preside over all meetings in the President's absence, and perform the duties of the President in those instances.
- C) The Vice President shall function as the ex officio Historian in the absence of an appointed Historian.

#### III. Immediate Past President

- A) The Immediate Past President shall perform the duties of the President at all general membership and Executive Committee meetings, in the absence of the President and Vice President.
- B) The Immediate Past President shall serve as a member of the Executive Committee.

#### IV. Secretary

- A) The Secretary shall keep minutes and records of all general membership and Executive Committee meetings.
- B) The Secretary shall handle correspondence of the Society.
- C) The Secretary shall receive applications for Society membership.
- D) The Secretary shall receive all proposed amendments to the by-laws and communicate the recommendations to the Officers. If directed to do so by the Officers, the Secretary shall forward the proposed amendment(s) to the general membership.
- E) The Secretary shall notify the Society membership of any special assessments and dues changes as they arise, as recommend by the Treasurer and approved by the Executive Committee.
- F) The Secretary shall schedule all Executive Committee and general membership meetings, make all dining and equipment reservations, and coordinate transportation and accommodations for guest speakers.
- G) The Secretary shall maintain up-to-date correspondence information with the Journal of Hand Surgery and other print and electronic media as deemed appropriate for the Society. Correspondence updates will be recommended by the Secretary to the Executive Committee and approved, modified, or rejected by the Officers.

#### V. Treasurer

- A) The Treasurer is the responsible financial Officer, obtaining and dispersing funds of the Society.
- B) The Treasurer will suggest a budget, dues, fees, and special assessments to the Executive Committee for approval, modification, or rejection, with or without assistance from a qualified professional(s).

C) The Treasurer and at least one other Officer shall have financial privileges, with the Treasurer being the primary fund director and record keeper.

D) The Treasurer will direct preparation and filing of required annual state and federal corporate tax returns/reports with the assistance of a qualified professional(s).

#### VI. Program Director

A) The Program Director will organize speakers for the Prospective Members meeting from eligible applications for Society membership.

B) The Program Director will obtain nominations for and coordinate the selection of the annual Koch Award winner. The Koch Award is given to the authors of a paper accepted for podium presentation at the American Society for Surgery of the Hand annual meeting and that has been judged by Society members to have "the greatest potential for clinical relevance in the practice of hand surgery". The winning submission each year will be tallied from Active, Associate Active, and Emeritus Society members who vote (quorum not required), and the award will be presented at the following year's American Society for Surgery of the Hand annual meeting.

#### VII. Historian

A) The position of Historian, if appointed, will be held by an Active or Emeritus member of the Society for a term of five years, with the option for an additional five-year term upon approval of the Officers. The Historian will be an ex officio member of the Executive Committee.

B) The Historian will preserve the history of the Society by keeping pertinent records, including the names of the Officers and their terms, membership applications, requests for membership status change, meeting designations and dates, speakers and topic titles, speaker honorariums and gifts, Koch award winners, relevant photographs, miscellaneous memorabilia, and other allied items of potential historical interest to the Society.

C) The Historian will be invited to all meetings of the Executive Committee to record activities and provide a historical context to deliberations. The historian will not have Executive Committee voting privileges.

### **Article IV**

#### Membership:

##### A) Categories.

1. Active member - A hand surgeon who has completed all requirements for Society membership, who has been accepted into the organization by quorum vote, who has successfully completed the Subspecialty Certificate in Surgery of the Hand (formerly called a Certificate of Added Qualifications in Surgery of the Hand), and who is up-to-date on Society dues. These members will have voting privileges and be offered potential meeting discounts.

2. Associate Active member - A hand surgeon who has completed all requirements for Society membership, who has been accepted into the organization by quorum vote, who is up-to-date on dues, but who has not completed the Subspecialty Certificate in Surgery of the Hand. These members will have voting privileges and may be offered potential meeting discounts. An Associate Active member will have four years from the date of his/her primary specialty board certification to successfully complete the Subspecialty Certificate in Surgery of the Hand in order to be promoted to an Active Society Member. Associate Active members who do not complete the certificate in this time frame will lose Associate Active benefits (voting and potential meeting discounts) and be placed in an Inactive member status, pending completion of the certificate and advancement to an Active membership status.

3. Prospective member - A hand surgeon who has submitted an application for Active or Associate Active Society membership which has been approved by the Executive Committee, but who has not yet presented to the organization, or who has not yet been confirmed by a Society membership-at-large quorum vote. The Prospective member will be required to pay membership dues and personal

meal fees starting in the calendar year that his/her application is accepted. These members will not have voting privileges, but may be offered potential meeting discounts.

4. Inactive member - An Associate Active member who has not completed the Subspecialty Certificate in Surgery of the Hand within four years of the date of his/her primary specialty board certification. An Active or Associate Active member who has been delinquent on payment of annual dues and/or dinner fees for more than one year, but less than two years in reference to the date of the first invoice. An Active or Associate Active member who has not attended at least one Society meeting within two calendar years (July 1 - June 30).

a) An Inactive member will not have voting privileges or be offered potential meeting discounts.

b) An Inactive member delinquent in payment of dues and/or meal fees will be required to pay his/her outstanding bills before attending another Society meeting.

5. Emeritus member - A hand surgeon who has retired from active clinical practice and no longer wishes to pay Society dues. These individuals will be required to pay for dinners reserved and will not be offered potential meeting discounts. They may attend business meetings, but will not have voting privileges on Society business matters. They may cast ballots for the Koch Award.

6. Former member - A hand surgeon who has moved out of a 100-mile radius from downtown Chicago, or because of personal reasons is unable to continue as an Active, Associate Active, or Emeritus member. Applications for this membership category shall be made in writing to the Secretary with approval required from a quorum of Officers. Former Society members may attend meetings upon written request to and approval by the Secretary. These individuals will be responsible for their meal cost, may not invite guests, and will not have voting privileges or access to potential meeting discounts.

#### B) Qualifications for Associate Active and Active Society Membership.

1. Applicants must be board-eligible or board-certified in his/her primary surgical specialty (i.e., orthopaedic surgery, plastic surgery, or general surgery), and hold an active license to practice medicine in the state of Illinois. If board-eligible, full primary specialty board certification must be obtained within three years of completing fellowship training in order to maintain Associate Active Society membership, if granted by the Society.

2. The applicant must have completed subspecialty training in surgery of the hand of at least one additional year beyond specialty residency training. Hand surgery training may be evaluated on an individual basis by the Officers.

3. The Officers may request from the applicant a measure of interest in hand surgery. Specifically, the applicant should be prepared to support having performed at least 25% of his/her total surgical volume with hand surgery-related cases in the year before applying for Society membership.

4. All qualified physicians practicing in the greater metropolitan area of Chicago, and/or within a 100-mile radius of downtown Chicago, are eligible to apply for Society membership.

5. Under exceptional circumstances, the Officers may, by unanimous vote, choose to waive any or all of the application requirements.

#### C) Application.

1. Those seeking Society membership shall obtain an application from the Secretary (on line, when available). Applicants must complete all sections of the application and solicit one letter of support from an Active member of the Society. Completed applications must be received by the Secretary at least six weeks before the Prospective Members meeting in order to be included in the program. This meeting date will be announced in the fall of each year. The candidate member will be required to give a short presentation on a hand surgery related topic of interest. A time limit on the presentation will be decided by the Program Director in advance of this meeting.

2. Each Active or Associate Active Society member may recommend a maximum of two candidates per year for Society membership. Sponsors must be prepared to support their candidate(s) during the

general business meeting, or by secure messaging to the Officers in the event that membership voting takes place on-line.

3. Hand surgeons interested in learning more about the Society may attend meetings by invitation of an Active, Associate Active, or Emeritus Society member at the expense of this Society member.

#### D) Election of New Members.

1. The Officers shall act as the membership committee to vet applications. All Society applicants meeting qualifications, and selected by majority vote of a quorum of Officers will be designated Prospective members and invited to present at the Prospective Members meeting. After presenting, invitation to join the Society as an Active or Associate Active member will require confirmation from a quorum of voting members at the general business meeting, or by on-line voting from the Society membership-at-large.

2. Applicants for Society membership who are rejected by the Officers reviewing the applications, or who are rejected by the membership-at-large after the Prospective Members meeting, and who choose to reapply must submit two updated sponsorship letters. Applicants rejected by the Officers or membership-at-large for two consecutive years will be required to wait a minimum of one year before another application can be submitted.

3. A Prospective member will have two years from the date of application acceptance to present at a Prospective Members meeting. If a topic is not presented within this time frame, the individual will need to submit a new application for membership. Failure to complete the application process a second time will be grounds for permanent dismissal from Society membership.

4. Installation of new Active and Associate Active members will occur after the annual Prospective Members meeting. The Prospective member will be notified by an Officer regarding the final decision and the assigned membership status.

### **Article V**

Loss of Voting Privileges, Change of Membership Status, Censorship, and Dismissal:

A) Active and Associate Active Society members in arrears in the payment of dues and/or meal fees for more than six months from the date of the first invoice will lose voting privileges until such time as they are no longer delinquent.

B) An Active or Associate Active member who has been delinquent on payment of annual dues and/or dinner fees for more than one year, but less than two years from the date of the first invoice, will be moved to Inactive membership status. The individual may again assume Active or Associate Active status by remitting all outstanding bills and complying with all other requirements of Active or Associate Active membership.

C) For any category of membership, if outstanding dues and/or dinner expenses are not paid after two years from the date of the first invoice, Society membership will be terminated. The individual may reapply for membership by submitting a new Society application, remitting all outstanding bills, and presenting at the Prospective Members meeting, pending acceptance of the membership application by a quorum of Officers.

D) Active or Associate Active members who fail to attend at least one meeting within two calendar years (July 1 - June 30) will be notified by the Secretary that his/her membership will be changed to Inactive status, unless an acceptable reason is provided to the Executive Committee. The individual may reapply for Active or Associate Active membership by attending a meeting and paying all outstanding Society bills.

E) An Associate Active member placed in an Inactive category for not obtaining the Subspecialty Certificate in Surgery of the Hand within four years of completion of his/her primary specialty residency training may attain Active status by successfully obtaining this certificate and paying all outstanding Society bills.

F) The Society will not tolerate among its members or guests discrimination against any Active member, Associate Active member, Inactive member, Emeritus member, Former member, Prospective

member, guest, guest speaker, or restaurant staff member based on gender, age, sexual orientation, political views, religious beliefs, physical impairment, mental impairment, and the like.

G) Conduct of a Society member prejudicial to the best interest of the Society may be grounds for censure or dismissal from the Society. Such action can only follow a closed Executive Committee hearing of the Officers. If the Officers determine that censure or dismissal is warranted, the decision is passed on to Society membership for voting. The censure will be defined by the Officers. A four-fifths affirmative vote of Active and Associate Active Society members present at a Society meeting will be necessary for censure or dismissal.

## **Article VI**

Meetings of the Society:

A) There will be at least four general Society meetings per year. The meeting dates and locations will be determined by the Officers at least six weeks in advance of each meeting. The meeting speakers will be selected and invited by the Officers, with input from interested Society members.

B) There will be a summer Executive Committee planning meeting. The date and location will be decided by the President at least one month in advance of this meeting.

C) Special meetings may be called at the discretion of the President with the consent of other Officers. Upon written or email request of ten members of the Society, the President shall be required to call a special meeting within sixty days. The purpose of this special meeting must be specified in the meeting request/notice.

D) New business may be presented at the completion of each Society meeting. All new business must be submitted in writing to the Secretary at least two business days prior to the meeting.

E) Attendance at Society business-related discussions will be limited to Active, Associate Active, and Emeritus members of the Society. An announcement will be made at the beginning of any meeting when there is a planned business discussion.

F) All meeting locations will be made accessible to any Society member, guest, or speaker with a special need or disability.

## **Article VII**

Dues and Fees:

A) Annual Society dues will be recommended by the Treasurer and approved by the Executive Committee.

B) Active and Associate Active members are encouraged to remit annual Society dues in a timely fashion, not to exceed six months of the first invoice, lest they lose voting privileges.

C) The individual cost for a meeting dinner will be determined in good faith by the Treasurer using available data from previous dinners.

D) Reservations for all meeting dinners will require pre-payment on-line once the capabilities for meeting-specific, on-line dinner reservations and payments are established.

E) Pending the creation of a meeting-specific on-line meal reservation and payment system, there may be a discount for Society members' reservations if the non-refundable meal payment is received on-line or in check by the Treasurer in advance of the meeting. If the dinner fee is paid more than thirty days after the meeting, there may be applicable late fees.

F) All meal fees are non-refundable; however, a pre-paid meal fee may be applied to a future meeting if the request to cancel attendance at a dinner is received and acknowledged by the Secretary more than seven days before the scheduled dinner.

G) The Society member(s) will be responsible for the reserved meal fees of their guests, regardless of whether the guests are present or absent.

H) In the event of a Society member cancelling his/her planned attendance (and/or the attendance of any invited guests) seven days or less before a scheduled dinner meeting, the member will be responsible for all of his/her reserved dinner fee(s).

I) The Treasurer shall notify all members in arrears in the payment of dues and meals on an as needed basis.

### **Article VIII**

Society Guests:

A) An Active, Associate Active, or Emeritus Society member may have in attendance at any given general meeting no more than two guests (practicing physician, spouse, physiotherapist, or ancillary health care provider). Under individual circumstances, the Executive Committee may choose to waive the limitation on number of guests.

B) A non-member practicing hand surgeon may attend meetings for no more than one year as a guest of an Active, Associate Active, or Emeritus Society member, unless special approval is received by the Executive Committee.

C) Resident and Fellow surgeons-in-training may attend meetings accompanied by an Active, Associate Active, or Emeritus Society member. There will be a maximum of three Resident/Fellow guests per Active, Associate Active, or Emeritus member at each meeting. Under certain circumstances, the Executive Committee may choose to waive the limits of Resident/Fellow surgeons in attendance.

D) Non-member guests are not expected to pay Society dues.

### **Article IX**

Amendments:

Recommendations for additions, deletions, and changes to the Articles or by-laws by any Society member will need to be sent to the Secretary not less than thirty days before a planned Society meeting. If approved by a quorum of Officers, the recommendations will be sent to the general membership in advance of the Society meeting. A two-thirds affirmative vote of the voting eligible Active and Associate Active members will be required for approval of any addition, deletion, or change. If voting is performed electronically, response deadlines will be included.

### **Article X**

Robert's Rules of Order Revised shall obtain in all meetings of the society when not in conflict with these by-laws.

### **Addendum**

Academic Year: July 1 – June 30.

Fiscal Year: January 1 – December 31.

Named/Endowed Lectureships:

1) Blair Lectureship: In honor of Sydney Blair, MD; speaker, travel, meeting date, honorarium and expenses (travel, food, lodging) in coordination with the Department of Orthopaedic Surgery & Rehabilitation, Loyola University; speaking engagements at both the Society and Loyola.

2) Schenck Lectureship: Through the generosity of Robert Schenck, MD, and the Chicago Society for Surgery of the Hand Fund; administered through the DuPage Foundation; endowment established for speaker honorarium and expenses (travel, food, lodging).



3) Mason-Stromberg Lectureship: In honor of Michael Mason, MD, and William Stromberg Jr., MD; establish through the Michael L. Mason Fund and in coordination with the Hand Surgeons in the Department of Orthopedic Surgery, Northwestern University Feinberg School of Medicine; endowment established for speaker honorarium and expenses (travel, food, lodging); speaking engagements at both the Society and Northwestern.