

PSRC Bylaws

ARTICLE I – NAME

The name of this not-for-profit Corporation shall be the Plastic Surgery Research Council.

ARTICLE II – PURPOSE

The purpose of this corporation shall be to stimulate fundamental research in plastic surgery. No part of the net earnings of The Council shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that The Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Council's basic purpose.

No substantial part of the activities of The Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and The Council shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these By-Laws, The Council shall not carry on any other activities not permitted to be carried on

(a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or

(b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III - MEMBERSHIP

Section 1. Categories of Membership

Membership shall be restricted to those who are engaged in fundamental research applicable to Plastic Surgery as demonstrated by published works of merit. There shall be five categories of members.

1. Active: Active members shall be qualified plastic surgeons under the age of 50 who have completed an approved residency in plastic surgery prior to application for membership. Non-plastic surgeon researchers who hold an advanced degree (PhD, MPH, MD, MBA) and whose primary appointment is in a Department or Division of Plastic Surgery shall also be eligible for Active membership. Active members have the power to vote on issues concerning the Council. They shall be required to pay dues.

2. Associate: Associate members shall be individuals without qualification for Active or Senior membership but whose contributions make their inclusion in The Council desirable. They shall be required to pay dues. They shall have no voting privileges.

3. Senior and Senior Associates: Active and Associate members will progress to Senior and Senior Associate membership at the end of the Business Meeting during the year in which they are 50 on January 1. They will remain in this category of membership until 65 years of age or are retired from practice. They will be required to pay dues. They shall have no voting privileges.

4. Candidate: Candidate members are plastic surgery residents and fellows, medical students, and others in a training program related to plastic surgery who have attended at least one meeting and completed the Candidate member application process. They shall be required to pay dues. They shall have no voting privileges. Upon graduation from training, Candidate members will be contacted by

the administrative office and offered advancement to Active or Associate member status, depending on their eligibility and compliance with requirements for Active or Association membership. The membership of those Candidate members not interested in membership elevation will be cancelled.

5. Senior Emeritus: Senior and Senior Associate members will progress to Senior Emeritus status when they become 65 years of age or are retired from practice. This conversion will take effect at the end of the Business Meeting during the year they are 65 years of age or are retired from practice. They shall pay no dues. They shall have no voting privileges.

Section 2. Election to Membership

Applications are available on the PSRC website. There is no application fee.

1. Applicants for membership must be sponsored by one member of The Council.
2. Applicants for membership must have attended one meeting of The Council prior to election to membership.
3. Applications for membership are reviewed biannually by the Membership Committee.
4. Once approved by the Membership Committee, applications are sent to the Executive Committee for review and subsequently approved by vote of the Active members of The Council.
 - a. A ballot containing the names of proposed candidates for each class of membership shall be submitted in writing by mail or electronic transmission to Active members.
 - b. The mail or electronic ballots must be returned by the Active members within fourteen (14) days in order to be valid and may be returned by mail or electronic transmission.
 - c. Ballots must be returned by not less than twenty percent (20%) of Active members for the election to be valid.
 - d. An affirmative, majority vote of the returned ballots is necessary for election to membership.
 - e. The ballots shall be counted by tellers appointed by the Executive Committee and administrative staff. If the requisite number of ballots is not returned or if an individual does not receive a majority of the ballots cast, the election of that individual or individuals shall be deferred until the Annual Meeting at which time the Active membership will vote to elect the individual during the Annual Business Meeting.

Section 3. Dues, Fees and Other Charges

1. The Fiscal Reporting Period. The fiscal year is defined for The Council as the period between January 1st and December 31st.
2. Amount of Dues. The amount to be charged for each membership level will be based on the total number of paying members and the overall income required to offset operating expenses. A sliding dues scale will be used to set a lower rate for Candidate members and higher rates for Active and Associate members.
3. Payment of Dues. Annual dues invoices will be sent following the Annual Meeting. Follow-up reminders will be sent regularly after the invoice mailing.
4. Penalty for non-payment. Membership is contingent upon PSRC receiving full payment of annual dues. Members whose dues remain delinquent beyond two years may be terminated administratively and will receive written notice from the Secretary-Treasurer.

ARTICLE IV - RESIGNATION, SUSPENSION, EXPULSION

Section 1: Resignation.

A member may withdraw from membership after fulfilling all financial obligations and giving written notice of intention to the Secretary-Treasurer.

Section 2: Suspensions and Expulsions.

Members may be suspended or terminated from membership for just cause (e.g. unethical practice). Complaints shall be received and investigated by the Executive Committee which shall provide the member with notice of the charges and the hearing date, at which the member shall have the opportunity to be heard, to present testimony and other evidence, and to be represented. If a member is found guilty of the charge(s), the penalty imposed on the member in question by the Executive Committee shall take effect immediately. Without delaying the imposition of the penalty, the member may appeal to the voting membership according to procedures determined by the Executive Committee to be procedurally fair yet minimally disruptive to the Meeting.

ARTICLE V - LEADERSHIP

Section 1: Executive Committee.

Only Active members of The Council are eligible for election to an office with the exception of the Historian. The following officers will serve in the capacity of corporate directors and as an Executive Committee, each with one vote:

1. Chair: The Chair shall conduct the affairs of The Council during a one year term of office. The Chair will host the Annual Meeting and have financial oversight of the Annual Meeting budget approved by the Executive Committee. The Chair will chair the Executive Committee and fulfill all other responsibilities necessary for the operation of the organization.
2. Chair-Elect: The Chair-Elect shall serve a one year term of office and shall serve as Annual Meeting Program Chair of the meeting during the year proceeding his or her term as Chair. The Chair-Elect will act as Chair, should the Chair be unable to fulfill any expected functions. Chair-Elect shall automatically ascend to Chair.
3. Vice Chair: The Vice Chair shall serve a one year term of office and shall assist the Chair-Elect with program development and industry relations. S/he will be expected to have an active role in program development and industry relations in preparation for his/her term as Chair-Elect and subsequently as Chair. The Vice Chair will act as Chair, should the Chair and Chair-Elect be unable to fulfill any expected functions. Vice Chair shall automatically ascend to Chair-Elect.
3. Secretary-Treasurer: The Secretary-Treasurer shall manage the communication and financial affairs of The Council for a single three-year term. The Secretary-Treasurer will act as Chair should the Chair, Chair-Elect and Vice Chair be unable to fulfill any expected functions.
4. Immediate Past Chair: The Immediate Past Chair will serve as a voting member of the Executive Committee, and will chair the Development Committee.
5. Parliamentarian: The Parliamentarian shall advise the Chair regarding matters of order and will chair the Bylaws Committee. The Parliamentarian shall serve a two-year term.
6. Historian: The Historian may be a Senior member who has previously served on the Executive Committee. The Historian shall serve a five-year term and may be re-elected for one or more additional terms. The Historian will have voting privileges on the Executive Committee.
7. Baronio Fund Chair: The Endowment Chair shall be a former member of the Executive Committee and shall manage the PSRC Baronio Fund, serving at the direction of the Executive Committee for a

period of time designated by the Executive Committee. The Baronio Fund Chair will have voting privileges on the Executive Committee.

8. Past Presidents/Trustees: Each Past President shall serve as a non-voting Trustee for the two years following their Immediate Past President position on the Executive Committee.

9. European and Australasian Liaisons: The Executive Committee shall name one member from Europe and one member from Asia or Australia to serve as liaison members of the Executive Committee for an indefinite period. The Liaison members will not have voting privileges.

Section 2: Election of the Executive Committee.

1. Candidates for Chair-Elect and Vice Chair shall make presentations to the membership during the Annual Business Meeting. For purposes of voting at the Annual Business Meeting, a quorum shall be defined as 20% of current Active Members. A majority vote (>50%) of members present at the Annual Business Meeting is necessary for election. If a candidate does not yield a majority vote, a run off ballot will be conducted between the two candidates who receive the most votes. The ballots shall be counted by tellers appointed by the Executive Committee and administrative staff.

2. A ballot containing the names of candidates for all other Officer and Representative positions shall be submitted in writing by mail or electronic transmission to Active members. The mail or electronic ballots must be returned by the Active members within fourteen (14) days in order to be valid and may be returned by mail or electronic transmission. Ballots must be returned by not less than twenty percent (20%) of Active members for the election to be valid. The candidate receiving the simple majority of votes for Officer and/or Representative position shall be considered elected by the Active membership. The ballots shall be counted by tellers appointed by the Executive Committee and administrative staff. If the requisite number of ballots is not returned or if the election is not valid, the election of that individual or individuals shall be deferred until the Annual Meeting. If election is deferred until the Annual Meeting, the Active membership present during the Annual Business Meeting shall vote to elect the Officers and/or Representatives. The candidates receiving the simple majority for Officer and/or Representative positions shall then be considered elected.

Section 3: Duties of Executive Committee.

The aforementioned officers shall constitute the Executive Committee to serve the Chair in whatever capacity is required. The Executive Committee shall also serve as the Board of Directors. The Executive Committee shall have the power to fill any vacancy on the Executive Committee to serve out the remaining term of office of any officer who vacates his or her office.

Section 4: Standing Committees.

The Standing Committees of the Council are Executive, Bylaws, Development, Education, Membership, Program, and Technology.

1. **Executive Committee:** described in detail in Sections 1 and 2.

2. **Bylaws Committee:** will be chaired by the Parliamentarian and will be comprised of at least two Senior and at least two Active members designated by the Chair-Elect for 2-year terms. Committee members will rotate through the Committee in a staggered fashion.

3. **Development Committee:** will be chaired by the Immediate Past Chair who will appoint at least four Active or Senior members to the Committee. The Development Committee shall be responsible for the development of positive relationships with industry to the mutual benefit of the Society, the foundation and the corporate entities involved.

4. **Education Committee:** will study and institute programs to further the education of PSRC members and others interested in plastic surgery research. The Committee may be tasked with

specific projects from the Executive Committee, including working with affiliate societies/institutions on educational initiatives. The Committee will be appointed by the Chair, comprised of a Chair and at least six Committee members, one of which will be a current resident, who will serve 2-year terms and rotate through the Committee in a staggered fashion.

5. **Membership Committee:** will be comprised of a Chair, at least four Active, Candidate or Senior members, all designated by the Chair-Elect for 2-year terms. Committee members will rotate through the Committee in a staggered fashion. The Membership Committee shall obtain and review the applications and credentials of all individuals to be considered for membership, and shall present them to the membership for vote. In addition, the Membership Committee will be charged with developing recruitment strategies for new members, and making these recommendations to the Executive Council prior to implementation.

6. **Program Committee:** will be chaired by the Chair-Elect who will appoint Active and Senior members to serve 1-year terms and assist him or her with development of the scientific content for the Annual Meeting.

7. **Technology Committee:** will be appointed by the Chair and comprised of a Chair and at least six members who will serve 2-year terms and rotate through the Committee in a staggered fashion. Committee members shall be Active or Senior members and one of the six members shall be a current resident. . The Committee will work with PSRC administrative staff and is responsible for the functionality and content of the PSRC website and reviewing other tech-based matters that arise for The Council, as well as the Annual Meeting. The Committee also works with the Education Committee to provide technical support for educational opportunities to be communicated/hosted on the website.

8. **Special Committees:** Special Committees and Ad Hoc Committees may be appointed and charged by the Chair with the approval of the Executive Committee, which will determine their powers, responsibilities, and terms of office.

Section 5: Representatives.

The Executive Committee will appoint a member representative from the Executive Committee to serve as the PSRC representative to the ASPS/PSF Board of Directors, which is a voting position. The individual elected shall serve a 3-year term and shall provide an annual report to the Research Council Executive Committee.

The Executive Committee will appoint a representative to the PSF Research Oversight Committee, preferably a member of the current Executive Committee, for a three year term and shall provide an annual report to the Research Council Executive Committee..

Members shall be elected or nominated by a vote of Active members to serve as PSRC representatives to the following organizations and shall provide annual reports to the Research Council Executive Committee..

Three year terms:

- PSF Academic Affairs Council ACS Advisory Council for Plastic and Maxillofacial Council

Annual Nominations:

- ABPS – three Representatives nominated

ARTICLE VI – MEETINGS

Section 1: Executive Committee Meetings.

Meetings of the Executive Committee will be held at the discretion of the Chair.

Section 2: Scientific Meeting.

Scientific Meetings shall be held once per year, and shall be at least two days duration, held at a location to be decided each year by the membership and at a time selected by the hosting Chair.

Section 3: Business Meeting.

There shall be at least one Annual Business Meeting of The Council each year.

Section 4: Voting.

For purposes of voting at the Annual Meeting, a quorum shall be defined as 20% of current Active Members. Mail and electronic voting shall be the right of current Active members in all elections and votes. For purposes of mail or electronic voting, a quorum shall be defined as 20% of ballots returned by Active members. The Executive Committee of The Council may authorize mail and electronic voting on such issues as it deems appropriate including but not limited to election of new members, election of officers, and changes and amendments to the By-Laws. Mail or electronic voting may take place at any time as determined by the Executive Committee.

ARTICLE VII – CHANGES AND AMENDMENTS

Changes and amendments to these By-Laws shall be submitted to the Secretary-Treasurer and reviewed by the Executive Committee. Changes and amendments will be circulated to the Active membership for review and ratification.

1. Proposed changes or amendments to the By-Laws shall be submitted in writing by mail, facsimile or electronic transmission to Active members not less than thirty (30) days prior to an electronic vote.
2. The mail or electronic ballots must be returned by the Active members within fourteen (14) days in order to be valid and may be returned by mail, facsimile or electronic transmission.
3. Ballots must be returned by not less than twenty percent (20%) of Active members for the vote to be valid.
4. An affirmative, majority vote of the returned ballots is necessary for adoption of the proposed changes or amendments.
5. The ballots shall be counted by tellers appointed by the Executive Committee and administrative staff. If the requisite number of ballots is not returned or if By-Law changes or amendments do not receive a majority of the votes in support of the changes or amendments, the proposed changes or amendments shall be deferred until the Annual Meeting at which time the Active membership will vote on the proposed amendments during the Annual Business Meeting.

ARTICLE VIII IX - INDEMNIFICATION PROVISIONS

The Council shall indemnify, to the fullest extent permitted by law, every past and present officer, director, staff, and committee member of The Council. This indemnification shall be against expenses actually and necessarily incurred in connection with defense or settlement of any action, suit, or proceeding to which any of them is made a party as a result of having served in any of the foregoing capacities. This indemnification shall not apply to matters in which the individual is judged liable for willful misconduct and to matters as shall be settled by agreement predicated upon the existence of such liability.

The term expenses shall include: attorney fees, court costs, costs of investigation, cost of preparation for and attendance at trials, the amounts of judgments, fines, and penalties, amounts paid at settlement (unless paid to The Council), and other expenses necessarily and reasonably incurred in connection with the defense or settlement of any action or proceeding.

The foregoing right of indemnification shall be exclusive of any other rights to which the parties may be entitled. This indemnification shall be in addition to any other power or right of The Council to indemnify its officers, directors, staff, and committee members. The Council may purchase insurance against any liability incurred as the result of the first paragraph of this Article.

ARTICLE IX - DISSOLUTION

In the event of dissolution or final liquidation of the Society, all assets remaining after payment of obligations shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Executive Committee.

Last update: October 2018