

BYLAWS OF THE TENNESSEE SOCIETY OF PLASTIC AND RECONSTRUCTIVE SURGEONS

UPDATED OCTOBER 2021

ARTICLE I---NAME

- A. The name of this Society shall be "The Tennessee Society of Plastic and Reconstructive Surgeons:"hereinafter referred to as the Society.

ARTICLE II ---OBJECTIVES

Section 1. The objectives of this Society shall be:

- A. To advocate for our patients and members at the state, regional, and federal level.
- B. To maintain professional excellence in that branch of the Healing Arts established by our predecessors and recognized and respected by our contemporaries as Plastic and Reconstructive Surgery.
- C. To provide a forum for the exchange of information, experience, and opinions which will serve to strengthen and inspire our members in their pursuit of the highest levels of personal conduct and professional service.
- D. To promote and further medical and surgical training and research pertaining to the study and treatment of congenital and acquired deformities.
- E. To keep the medical profession and the general public informed of their ever expanding benefits arising from progress made in these fields.
- F. To cooperate with other regional and national groups of Plastic Surgeons in the common endeavor to advance the specialty.

ARTICLE III ---MEMBERSHIP

Section 1. Classes of Membership

- A. There shall be four (4) classes of Membership
 - 1. Active
 - 2. Life
 - 3. Honorary
 - 4. Associate
- B. Candidates for membership are not members of the Society
- C. The Society may choose to recognize Active or Life members who make a donation to the Society or pay more than regular dues as "Sustaining Members" although there shall be no additional benefits.

Section 2. Qualifications

A. Active Membership:

1. Active members shall:
 - a) Be plastic surgeons certified by the American Board of Plastic Surgery.
 - b) Be actively engaged in the practice of plastic surgery in Tennessee. Active members who relocate out of state and if still actively engaged in the practice of plastic surgery will be permitted rights and privileges of Active membership.
 - c) Be of high moral and professional character.
2. The Board shall review the application of each eligible applicant and determine the names of those to be recommended for advancement to Active.
3. The names of those applying for Membership shall be placed on a ballot to be voted upon by the Membership at the Annual Business Meeting. An affirmative vote of at least four-fifths (4/5) of the Active and Life Members present and voting at an Annual Business Meeting or special meeting shall be required for election to Active Membership.
4. The Society shall reserve the right to contact other persons or agencies to obtain any additional information necessary regarding the applicant.
5. Active member shall have all privileges of membership including the right to vote and to hold office.
6. Active members shall pay dues and assessments.

B. Life Membership:

1. Life Membership may be conferred upon Active Members of the Society in anyone of the following circumstances:
2. Retirement from active practice after ten (10) years of Active Membership in the Society
3. Permanent disability.
4. Request for this membership classification shall be reviewed and approved by the Board. Vote of the Membership is not required.
5. Life Members shall continue to enjoy full privileges of membership in the Society. They shall not pay dues or assessments but shall pay registration and social fees when attending meetings of the society.

C. Honorary Membership:

1. Honorary membership shall be conferred upon physicians and such individuals the Society desires to honor because they have achieved exceptional eminence and/or have made substantial contributions to the advancement of plastic and reconstructive surgery.
2. To be considered for Honorary Membership the individual may be proposed to the Board by any Active or Life member. Approval by the Board shall be required. An affirmative vote of at least four-fifths (4/ 5) of Active and Life Members voting at any Annual Business Meeting or special meeting shall be required for election to Honorary Membership.
3. Honorary Members shall not pay dues, assessments or registration fees when attending meetings of the Society. Honorary members may attend the business meetings of the Society but may not vote nor hold office.

D. Associate Membership:

1. Associate membership shall be considered in special circumstances for plastic surgeons that do not qualify for certification by the American Board of Plastic Surgery and therefore cannot meet all the requirements for active, life, or honorary membership.
2. Associate members shall:
 - a) Be actively engaged in the practice of plastic and reconstructive surgery and reside within Tennessee.
 - b) Be individuals of high moral, ethical and professional character.
3. The names of those applying for Associate Membership shall be placed on a ballot to be voted upon by the Membership at the Annual Business Meeting.
4. An affirmative vote of at least four-fifths (4/5) of the Active and Life Members present and voting at an Annual Business Meeting or special meeting shall be required for election to Associate Membership.
5. Associate members shall have all privileges of membership in the Society except the right to vote or hold office.
6. Associate members shall pay membership dues and assessments.

E. Candidate for membership

1. Candidate for membership status shall refer to an applicant for Active Membership who has completed approved training as outlined by the American Board of Plastic Surgery but is still in the process of acquiring board certification.
2. Candidates for membership shall reside in Tennessee and be engaged in the practice of plastic surgery.

3. A Candidate having fulfilled these requirements assumes the responsibility of providing notice and documentation to the Board on or before July 1 of the year in which the Candidate wishes to be considered for as an applicant to Active Membership.
4. Candidates for Membership shall have the privilege of attending the scientific meetings of the Society at member registration rates and of presenting papers and participating in all scheduled educational and social events of the membership. Candidates for Membership may not vote, hold office, or attend the Business Meeting.
5. Candidates for Membership shall pay membership dues and assessments.
6. If a Candidate for Membership fails to obtain certification by the American Board of Plastic Surgery within seven (7) years after completion of their formal training, the individual shall no longer be considered a Candidate for Membership

ARTICLE IV - REGISTRATION, SUSPENSION OR EXPULSION: PROCEDURES FOR DISCIPLINARY ACTION

Section 1. Resignation

- A. Any Member or Candidate for Membership may withdraw honorably from the Society after fulfilling all financial obligations and by giving written notice to the Board, who shall have the power to accept or reject the resignation.
- B. A Member who resigns or a Candidate for Membership who withdraws his or her application may be eligible to reapply by following the same procedure as stated in the Bylaws.

Section 2. Grounds for Suspension or Expulsion

- A. A Member or Candidate for Membership of the society may be censured, suspended, expelled or disciplined by the Society for any of the following reasons:
 1. Violation of the Society's Bylaws, Code of Ethics and/or principles.
 2. Conduct detrimental to the reputation and best interest of the Society.
 3. Failure to pay dues or assessments.

Section 3. Procedure for Disciplinary Action

- A. The Board shall serve as the investigating body of the Society. The principal duty is to investigate all complaints alleging violations of the Society's Bylaws or conduct detrimental to the best interest and reputation of the Society. Complaints raising

disciplinary considerations may be made by any Life or Active Society member. All complaints shall be submitted in writing to the Board.

1. The Board shall have the power to obtain all pertinent information it deems necessary to conduct its investigations.
2. In any case where the opinion of the Board indicates that a violation may have occurred, a statement of charges shall be sent by the President to the last recorded address of the accused Member or Candidate for Membership by certified mail.
3. The Board shall schedule a time and place for a hearing and the accused Member or Candidate for Membership shall be given not less than thirty (30) days advance notice by certified mail of the scheduled date, time and location of the hearing.
4. The accused Member or Candidate of Membership shall be requested to present in person at the hearing with or without the benefit of legal counselor other representation pertinent to the presentation of the case.
5. An accused Member or Candidate for Membership who fails without good cause to appear and proceed at such a hearing shall have waived his right to a hearing and shall abide by the final decision of the Board.
6. At the conclusion of the hearing, the Board shall conduct its deliberations in Executive Session and deliver its final decision and recommendations. The following action(s) may be taken:
 - a) If the Board determines that no disciplinary action should be considered, the President shall advise the accused and the complaining party, if such exists, of this decision.
 - b) If the Board determines that disciplinary action should be taken, this shall then be communicated in writing to the accused by the President by certified mail.
 - c) In instances in which disciplinary action has been recommended and approved by the Board, the President shall report the results of the Board's investigation, deliberation and the action taken to members of the Society at the next Annual Business Meeting or special meeting.

Section 4. Reinstatement

- A. A suspended Member or Candidate for Membership may be reinstated only upon full correction of the circumstances attending suspension and following a three-fourths (3/4) vote of the Active and Life Members at an Annual Meeting.

ARTICLE V – FINANCE AND DUES

Section 1. Application Fees

- A. The Board has the right to determine and require an application fee for Candidates for Membership, Active Members and Associate Members.

Section 2. Dues and Assessments

- A. The amount of the annual dues and any assessments shall be determined by majority vote of the membership upon recommendation of the Board.
- B. Annual dues shall be payable from October 1 to July 1.
 - 1. On the event of a failure to pay dues by April 1 the Treasurer shall issue a notification of past due to the Member who is in arrears. If the Member does not pay dues by July 1, then there will be an automatic suspension.
 - 2. The notification of suspension will include copies of correspondence previously mailed to the member concerning payment of dues and a reference to this section of the Bylaws.
 - 3. No Member shall be entitled to the rights and privileges of membership after being suspended for non-payment of dues. After such suspension the Member shall not be eligible to hold office or cast any vote in the affairs of the Society until formally reinstated.

Section 3. Registration and Social Fees

- A. The Board, or others determined by the Board, shall determine all registration and social fees for the Annual Meeting or special meetings.
- B. The following shall be responsible for the payment of the registration fee and all social fees for themselves and their family:
 - 1. Active Members
 - 2. Life Members
 - 3. Associate Members
 - 4. Candidates for Membership
 - 5. Guests
- C. Registration fees for residents and medical students shall be determined by the Board.
- D. Registration fees and/or social fees may be waived at the discretion of the President, Program Chairman, and/or Treasurer for guests invited to the Annual Meeting on behalf of the Society.

Section 4. Exhibitors

- A. The Society may have commercial exhibits at its meetings and may receive financial aid from the exhibitors when desired and arranged for by the Society.

Section 5. Budget

- A. A budget shall be prepared by the Board annually and presented for information to the Members at the next Annual Business Meeting.

Section 6. Fiscal Year

- A. The Fiscal year shall be from January 1- December 31.

Section 7. Audit

- A. The accounts of the Society shall be audited at the discretion of the Board.

ARTICLE VI – OFFICERS

Section 1. Officers

- A. The elected officers of the Society shall be a President, a Vice President, a Secretary, and a Treasurer.
- B. Along with the immediate Past President this forms the Board of the Society.

Section 2. Term of Office

- A. The President and Vice President shall be elected annually and serve a term of one (1) year or until their successors have been elected or appointed.
The President shall serve a one-year term and be advanced from the role of Vice President the prior year.
- B. The Vice President shall serve a one-year term and be advanced from the Treasurer in even years and the secretary on odd years.
- C. The Treasurer shall be elected every even year and serve a two-year term, advancing to Vice President at the end of that term.
- D. The Secretary shall be elected every odd year and serve a two-year term, advancing to Vice President at the end of that term.

Section 3. Vacancy in Office

- A. In the event of vacancies in office due to death, incapacity, resignation, or removal from office:
- B. The office of President shall be filled by the Vice President.
- C. The office of Vice President shall be filled by the Secretary.
- D. The office of Secretary shall be filled by the Board who shall appoint a Secretary to serve until the term of the Secretary shall have expired.
- E. The office of Treasurer shall be filled by the Board which shall appoint a Treasurer to serve until the term of the Treasurer shall have expired.

Section 4. Duties of Officers

- A. All officers shall perform the duties as listed in these Bylaws and as listed in the Policy Manual, except that the duties as listed in these Bylaws shall prevail.
- B. The President shall:
 1. Preside at the meetings of the membership and at all meetings of the Board.
 2. Make all appointments to Standing and Ad Hoc Committees.
 3. Appoint such Ad Hoc Committees as may be necessary to carry out the functions of the Society.
 4. Be a member ex-officio without vote of all committees.
 5. Be responsible for the Society's Annual Scientific Program and shall serve as the Chairman of the Scientific and Program Committee.
- C. The Vice President shall:
 1. Perform such duties as are requested by the President or Board.
 2. Become President at the adjournment of the Annual Meeting in the next succeeding calendar year after election as Vice President.
- D. The Secretary shall:
 1. With the assistance of the administrative assistant, record the proceedings of all meetings of the Society and Board.
 2. With the assistance of the administrative assistant, select the location for the Annual Meeting to be held two years hence.
 3. Perform duties pertaining to this office and such duties as may be requested by the President or Board.
 4. Become Vice President at the adjournment of the Annual Meeting in the next succeeding calendar year after election as Secretary.
- E. The Treasurer shall:
 1. With the assistance of the administrative assistant, collect and receive all dues and other funds accruing to the Society.
 2. Present a statement of accounts to the Board when requested.
 3. Keep proper books, records and accounts which shall be open at all times for examination by the Board or their representatives.
 4. Perform other duties as may be listed in the Policy Manual or as requested by the President and Board.

Section 5. Nominations of Officers

- A. Nominations may be made from the Floor at the Annual Business Meeting.

Section 6. Election of Officers

- A. Election shall be by majority vote, a quorum being present.

- B. If more individuals are nominated than are to be elected for officers, the vote shall be by secret ballot.

ARTICLE VII – MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting

- A. The governing power of the Society shall be vested in the Annual Meeting. In the Interim between meetings, the Board shall represent the Society, subject to these Bylaws.
- B. The Annual Meeting of the membership of the Society shall be held at such time and place as determined by the Board.
- C. The Annual Meeting shall be for the purpose of the election of officers, election of Active Members and candidates for Membership, for receiving annual reports of the officers, for the presentation of scientific communications, and for the transaction of such business as may properly come before the membership.
- D. In cooperation with the administrative assistant, the Secretary shall send notice of such meeting by mail to each member at least thirty (30) days prior to the time of the meeting. All notices shall specify the date, time, place and purpose of the meeting.

Section 2. Guests at the Annual Meeting

- A. Any Active Member desiring to have a guest attend the Annual Meeting shall notify the Board at least thirty (30) days prior to the Annual Meeting.
- B. With the exception of the President and Board. No Active Member may invite more than three (3) guests to any one meeting.
- C. A Candidate for Membership shall not be permitted to invite guests.
- D. The limit on the number of invitations shall be waived in the case of residents and medical students or fellow who are in active training in ACGME approved plastic surgery residencies.

Section 3. Special Meetings of the Membership

- A. Special meetings of the membership of the Society shall be called by the President upon written request of ten percent (10%) of the Active Members of the Society (quorum) and two (2) members of the Board.
- B. Such request shall specify the particular business for which the meeting shall be called.
- C. Notice for all special meetings shall be mailed not less than fifteen (15) days prior to the time of such meetings and shall state the purpose for which the meeting is called.

Section 4. Quorum

- A. A quorum of ten percent (10%) of the Active and Life members shall be necessary for the transaction of business at an annual meeting or special meeting of the Society.

Section 5. Voting

- A. Voting of the members may be by voice, show of hands or standing, except on the following issues for which a secret ballot shall be required:
 - 1. Election of officers, if more than one (1) person is nominated for each office.
 - 2. Election of Members
 - 3. Changes in the Bylaws.

Section 6. Order of Procedure

- A. At the business session of the Annual Meeting, the order of the procedure shall be as follows:
 - 1. Approval of the minutes of the last Annual Business Meeting.
 - 2. Annual reports of the President and Board.
 - 3. Amendments to the Constitution and Bylaws.
 - 4. Election of officers
 - 5. Election of new members
 - 6. Approval of individuals proposed as Candidates for Membership
 - 7. Old and new business.
 - 8. Adjournment.

ARTICLE VIII – PARLIAMENTARY AUTHORITY

- A. The current edition of American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern the organization in all matters not covered in these Bylaws or special rules the Society may adopt.

ARTICLE IX – AMENDMENT

- A. These Bylaws may be amended at the Annual meeting or at any special meeting called for that purpose.
- B. Any Active or Life member or group thereof may propose an amendment. The proposed amendment shall be submitted in writing to the Board for study. Upon approval of the Board a copy of the Bylaw Amendment shall be sent to each Active and Life member no later than thirty (30) days prior to the Annual meeting or special meeting.

- C. The proposed Amendment shall be placed on the floor for discussion and vote at the time of the Annual Business Meeting. Three-fourths (3/4) of those members present and voting by secret ballot shall be required for the adoption of the Amendment.
- D. Members already recognized as having membership status by the Society shall maintain this status and not be required to meet new requirements in bylaws updates unless specifically stated.