

# BYLAWS

As of April 2017

## OF THE

# AESTHETIC SURGERY EDUCATION & RESEARCH FOUNDATION

## ARTICLE I NAME

The name of this organization shall be the "AESTHETIC SURGERY EDUCATION & RESEARCH FOUNDATION" ("the Foundation"). The principle administrative office shall be located in Garden Grove, California.

## ARTICLE II MISSION

The mission of the Foundation [incorporated on April 8, 1993 in the state of California as a not-for-profit charity meeting the criteria of IRC Section 501(c)(3)] is to identify and pursue those issues relevant to the advancement, effectiveness, and safety of aesthetic plastic surgery through directed research and education for the purpose of benefiting patients, physicians and this entire field of medicine.

## ARTICLE III MEMBERSHIP and DONORS

**Section 1. General Qualifications and Categories.** The membership of the Foundation shall consist of individuals who are members or candidates in good standing of either the American Society of Plastic Surgeons or The American Society for Aesthetic Plastic Surgery and who support the stated mission of this organization and agree to abide by the Foundation's Bylaws and policies, including its Conflict of Interest Policy. Membership will not be restricted on the basis of race, religion, color, sex, age or creed. Categories of membership shall consist of: (a) Charter, (b) Active, and (c) President's Circle.

### **Section 2. Specific Qualification for Membership.**

(a) Charter. Charter members are those individuals who provided the initial contributions to the Foundation and its programs prior to April 1, 1994. No additional Charter members shall be added. Charter members shall enjoy all rights and privileges of Active membership.

(b) Active. Active member status in the Foundation is available to individuals who wish to participate in the Foundation's activities and programs, pay the required annual membership dues as determined by the Board of Directors and agree to abide with the Foundation's Bylaws. This class of membership status shall be made up initially of the Charter members. Active members shall enjoy all privileges of membership including the right to vote and hold office.

(c) President's Circle. The President's Leadership Circle is a category of membership for individuals who have donated \$50,000 in cash or \$100,000.00 as a planned gift (amount to be re-evaluated every five (5) years) or more to the Foundation. These members will receive additional benefits as determined by the Board of Directors.

**Section 3. Donors.** Donors, including individuals and organizations, are welcome and need not be plastic surgeons, but shall not be entitled to any of the privileges of membership, including the right to hold office, vote, or display the ASERF logo.

## **ARTICLE IV OFFICERS**

**Section 1. Officers.** The Foundation shall have a President, President-Elect, Vice President, Secretary and Treasurer. The officers shall perform such duties as are incident to their respective offices or as may be assigned by the Board of Directors.

**Section 2. Election and Term of Office.** Officers shall be Charter, Active or President's Circle members elected at the Annual Meeting of the membership by a majority vote of the Active members present and shall serve to the end of their term or until their successors shall have been duly elected. The President, President-Elect and Vice President shall serve for a term of one (1) year. The Secretary and Treasurer will serve terms of two (2) years and their terms will be staggered to maintain continuity.

**Section 3. Vacancies.** Vacancies in any elected or appointed office, other than the office of the President, may be filled for the balance of the term by the Board of Directors at any regular or special meeting. The office of President shall be filled by the President-Elect.

**Section 4. Annual Reports.** All officers shall report to the President as to the activities, actions and programs conducted by their office during the year, at least thirty (30) days prior to the Foundation's annual meeting of the membership.

## **ARTICLE V BOARD OF DIRECTORS**

**Section 1. Powers.** The governing body of the Foundation shall be the Board of Directors which shall supervise, control and manage the affairs of the Foundation. The Board shall supervise the activities of all standing committees, and of all officers, agents and employees of the Foundation. It shall receive reports at such times as may be required, but not less than annually, from the chairman of each standing committee and each officer, employee and agent subject to its supervision.

**Section 2. Number, Election and Qualifications of Directors.** The Board of Directors shall consist of not more than fifteen (15) voting members to include the five (5) officers of the Foundation (President, President-Elect, Vice President, Treasurer and Secretary); three (3) officers of the American Society for Aesthetic Plastic Surgery, Inc. (President, President-Elect and Vice President); and six (6) Directors, two of whom may be lay members. Directors shall be elected at each Annual Meeting of the membership. The physician Directors will serve terms of two (2) years and their terms will be staggered to maintain continuity.

**Section 3. Regular and Special Meetings.** A regular meeting of the Board of Directors shall be held not less than semi-annually and such annual meetings shall be held in conjunction with the annual meeting of the members. Special meetings may be called by the President or upon the written request of any three (3) voting members of the Board. Notice of such special meetings shall be given not less than five (5) days before the meeting.

**Section 4. Quorum.** Seven (7) voting members shall constitute a quorum for the transaction of business and the action of a majority of the members present and voting at a meeting at which a quorum is present shall constitute a valid action of the Board.

**Section 5. Consent Calendar.** The consent calendar procedure shall be an acceptable method for presenting relatively non-controversial or informational reports as a group for vote by the Board of Directors. Any items placed on the consent calendar shall have been circulated in full text at least ten (10) days in advance, with a summary and recommendations as indicated. Any voting member may request removal of any item from the consent calendar, for separate discussion and action.

**Section 6. Voting.** Voting may be by any method appropriate to the meeting venues selected by the meeting leaders(s), including, but not limited to, voice, show of hands, written ballot or electronic acceptance, including e-mail and any later developed technological methods of communication.

## **ARTICLE VI TRUSTEES**

**Section 1. Composition.** The Trustees shall consist of four (4) members of the Foundation, each of whom must be a past elected officer of the Foundation. The two (2) most immediate Past Presidents willing and able to serve shall automatically be Trustees. The other two (2) shall be elected by the membership. The most immediate Past President serving as a Trustee shall be the Chairman.

**Section 2. Election, Term and Re-election.** At each appropriate annual meeting of the Foundation, one (1) Trustee shall be elected to serve a two (2) year term. Interim appointments for vacancies may be made by the Board of Directors, but all such vacancies, and partial or unexpired terms, shall be filled by election at the annual meeting of the Foundation, except as provided by automatic appointment of a Past President. Any Trustee who has served a full two (2) year term shall be ineligible to succeed as Trustee until at least one (1) year has elapsed.

**Section 3. Duties.** The Trustees shall act as advisors to the officers of the Foundation; and shall act with the Board of Directors as the appellate body for any appeals of adverse disciplinary decisions. All Trustees shall serve on the Board of Directors without vote.

## **ARTICLE VII MEETINGS**

**Section 1. Annual Meeting.** The annual meeting of the membership of the Foundation shall be held at such time and place as the Board of Directors shall determine. The purpose of each annual meeting shall be in writing, shall set forth the place, date and hour of the meeting, and shall be signed by the Secretary and be communicated to each voting member at least fifteen (15) days before the time appointed for the meeting.

**Section 2. Special Meetings.** Special meetings of the membership of the Foundation shall be called by the President upon the written request of that number of Active members of the Foundation which constitutes a quorum, as defined in Section 3 of this Article VII, or upon the request of three (3) voting members of the Board of Directors. The request for a special meeting shall specify the particular business for which said meeting is to be called. Notice of all special meetings, together with a statement of the business to be transacted at such meeting, shall be communicated not less than fifteen (15) days before the appointed time of each meeting.

**Section 3. Quorum.** A quorum, consisting of not less than ten percent (10%) of the Active and Life members of the Foundation entitled to vote, either present in person or by proxy, shall be necessary for the transaction of business at all annual and special meetings.

**Section 4. Vote.** Voting may be any method appropriate to the meeting venue, including, but not limited to, voice, show of hands, written ballot or electronic acceptance, including e-mail and any later developed technological methods of communication.

## **ARTICLE VIII COMMITTEES**

**Section 1. Standing Committees.** The Society shall have the following standing

committees: Executive, Nominating, Scientific Research, Innovative Procedures, Fund Development, Bylaws, and Website Committees, and these Committees shall perform such duties as may be assigned by the Board of Directors.

(a) Executive Committee. The Executive Committee shall consist of the elected officers of the Foundation, the immediate past president of the Foundation, and the ASAPS President. The duties of the committee shall be, upon the call of the President, to consider and act upon such matters that may arise between meetings of the Board of Directors and that may require a decision before such meetings. Any action considered and taken by the Executive Committee shall be recorded in minutes and presented to the Board of Directors for ratification.

(b) Nominating Committee. The Nominating Committee shall consist of seven (7) members, one (1) of whom shall be designated Chairman by the President of the Foundation. The remainder of the committee shall be composed of the ASAPS Nominating Committee members. Voting members of the current Board of Directors shall not serve on this committee. The function of the Nominating Committee is to select applicants for the various elected positions for the Board approval ninety (90) days prior to the election and submission to the membership not less than forty-five (45) days prior to the Annual Business Meeting. All nominations shall be subject to the Foundation's Conflict of Interest Policy.

(c) Scientific Research Committee. The Scientific Research Committee shall consist of as many members as the President deems advisable, shall serve a one (1) year term, and the President shall designate the chair. There shall be no limit on the number of terms a member may serve and the President shall attempt to maintain continuity of membership in his appointments. The function of the committee shall be to evaluate applications for grants and basic and clinic research and recommend approval to the Board of Directors for funding of qualified grants and to advise the Board on topics that warrant directed research.

(d) Innovative Procedures Committee. The Innovative Procedures Committee shall consist of as many members as the President deems advisable, shall serve a one (1) year term, and the President shall designate the chair. There shall be no limit on the numbers of terms a member may serve and the President shall attempt to maintain continuity of membership in his appointments. The function of the committee shall be to investigate and report the safety and efficacy of new aesthetic surgical procedures, techniques and devices to the membership.

(e) Fund Development Committee. The Fund Development Committee shall consist of as many members as the President deems advisable, shall serve a one (1) year term, and the President shall designate the chair. There shall be no limit on the numbers of terms a member may serve and the President shall attempt to maintain continuity of membership in his appointments. The function of the committee shall be to research and create new revenue streams to meet the needs of the Foundation's Mission.

(f) Bylaws Committee. The Bylaws Committee shall consist of as many members as the President deems advisable, shall serve a one (1) year term, and the President shall designate the chair. There shall be no limit on the numbers of terms a member may serve and the president shall attempt to maintain continuity of membership in his appointments. The function of the committee shall be to periodically review the bylaws and to recommend amendments to insure that they remain current and properly reflect the growth and development of the Foundation.

(g) Website Committee. The Website Committee shall consist of as many members as the President deems advisable, including the ASAPS' Electronic Communications Chair as an ex officio member with vote. Members shall be appointed by the President for a term of one (1) year and the President shall designate the chairman of the committee. There shall be no limit to the number of terms a member may serve and the President shall attempt to maintain continuity of membership in the appointments. The committee will be responsible for development and maintenance of the Foundation's website.

**Section 2. Special Committees.** The President, with the approval of the Board of Directors, shall appoint such other committees, sub-committees, commissions, or task forces as may be necessary to carry out the purposes of the Foundation. Such ad hoc bodies shall work in conjunction with and, be responsible to, the Standing Committee to which they may be assigned by the President.

**Section 3. Resignation and Vacancies.** Committee members may resign by giving written notice to the President or the Secretary. Unless otherwise provided by these Bylaws, vacancies occurring between annual meetings shall be filled by the officer making the original appointment, or by the Board of Directors if originally elected by either the Board of Directors or the membership.

## **ARTICLE IX FINANCE AND DUES**

**Section 1. Fiscal Year.** The fiscal year of the Foundation shall be from July 1 to June 30.

**Section 2. Dues and Assessments.** Dues for all classes of membership and assessments, if any, shall be established by the Board of Directors. Dues shall be reviewed annually by the Board and changes may be made at the Board of Directors' discretion.

**Section 3. Payment of Dues.** The annual dues of all members are payable on date according to policies and procedures set by the Board of Directors-

**Section 4. Budget.** Within Ninety (90) days following the end of each fiscal period, the Treasurer shall submit a financial report of the previous fiscal period to the Board of Directors, along with recommendations, if any, for their consideration. Prior to the interim meeting of the Board of Directors, the Treasurer shall submit recommendations for a budget for the next fiscal period to the Board of Directors. After considering this information, the Board of Directors shall adopt an operating budget prior to each fiscal period.

**Section 5. Audit.** The accounts of the Foundation shall be audited by an independent Certified Public Accountant when deemed appropriate by the Board of Directors.

## **ARTICLE X CENTRAL OFFICE**

The Central Office of the American Society for Aesthetic Plastic Surgery, Inc., will provide the administrative services necessary to coordinate the Foundation's policies, meetings, communications, activities, programs, commitments and relationships, as well as whatever other functions and needs the Officers and Board of Directors deems necessary. These services will be donated by the Aesthetic Society as "services in kind". The Executive Director of the American Society for Aesthetic Plastic Surgery has the overall supervision of the Central Office including its personnel, services and functions. He/She is directly responsible to the Officers and Board of Directors of the Society and of the Foundation to determine its space, equipment, and personnel needs. He/She will be a member of the Board of Directors and Executive Committee ex-officio, without the right to vote. The tenure of the Executive Director will be determined by contract with the Aesthetic Society Board of Directors.

## **ARTICLE XI LOGO**

The use of the Official Seal/Logo and name of the Foundation or any identifiable portion thereof is specifically limited to the official documents of the Foundation and its express licensees under the direction of the President and the Secretary and to the advertising, publications and website(s)

of members of the Foundation. The Seal/Logo may not be used in connection with personal items without the express permission of the Foundation. Any use of the Official Seal/Logo by any non-member or donor without the Foundation's express permission is expressly prohibited.

## **ARTICLE XII VOTING**

Official votes of the Society, either among committees, commissions, the Board of Directors and other groups, including ad hoc bodies, or of the membership at large, either during the annual business meeting or at any other time, can be conducted by voice, paper, mail, electronic, or any other mechanism as determined by the Board of Directors, so long as any mandated advance notice is provided and an appropriate quorum is present.

## **ARTICLE XIII AMENDMENTS**

The Bylaws may be amended or repealed or new Bylaws adopted by a three-quarters ( $\frac{3}{4}$ ), vote of the members present and voting at the annual meeting or any special meeting where not less than thirty (30) days notice of the proposed change(s) has been given. Cogent amendments to the proposed main amendment may be adopted by a majority vote, without prior notice. To meet an emergency, the Board of Directors may, at any convention, authorize consideration of a proposed change unrelated to any properly noticed proposal and without prior notice. Adoption of such emergency amendments shall require a ninety-five (95%) vote of the Board members present and voting. Proposed changes may be initiated by any voting member or by of the Board of Directors. All proposed changes initiated by a voting board member shall be submitted, electronically or in writing, to the Secretary for recommendations to the Board of Directors. The Board of Directors shall study all proposals and recommendations and shall submit them to the Membership with its vote on the recommendations.

## **ARTICLE XIV INDEMNIFICATION**

Section 1. The Foundation shall have the power to indemnify any agent of the Foundation to the fullest extent permitted by law, including but not limited to, California Corporation Code Section 317 and any amendments thereto.

Section 2. If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the voting members or by an insurance carrier pursuant to insurance maintained by the Foundation, the Foundation shall, not later than the next annual meeting of the members unless such meeting is held within three (3) months from the date of such payment, and in any event, within fifteen (15) months from the date such payment, send by first class mail to its voting members of record on the date of mailing, a statement specifying the persons paid, the amounts paid, and the nature and the status at the time of such payment of the litigation or threatened litigation.

Section 3. For purposes of this ARTICLE, reference to the "Foundation" shall include, in addition to the surviving or new foundation, any emerging or consolidated foundation, (including an emerging or consolidated society or corporation of an emerging or consolidated society or corporation) absorbed in a merger or consolidation so that any person who is or was a director, trustee, officer, committee chairman, or employee or agent of such merging or consolidated

society or corporation or is or was serving at the request of such merging or consolidated society or corporation as director, trustee, officer, committee chairman or member, employee or agent of another society or corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this ARTICLE with respect to the resulting or surviving association or corporation as he/she would if he/she had served the resulting or surviving organization in the same capacity; provided that no indemnification under Section 1 of this ARTICLE permitted by this Section shall be mandatory under this Section or by Bylaw of the surviving or new organization without the approval of the surviving or new organization in the manner provided in California Corporations' Code Section 317(e)(1) or 317(e)(3).