



Association of Women Surgeons Bylaws

Revised

*October 6, 2002
October 19, 2003
October 10, 2004
October 7, 2007
October 3, 2010
September 30, 2012
October 6, 2013
February 6, 2020
October 2020
October 2022*

Section 1: Name and Location: The name of this organization shall be Association of Women Surgeons (AWS) a non-profit corporation incorporated in the State of Illinois.

Section 2: Offices: The registered office of AWS shall be located in the State of Illinois and shall maintain an office in such a location as determined by the AWS Council.

Section 3: The fiscal year of the organization shall coincide with the calendar year, beginning January 1 and ending December 31.

Article II: Mission Statement

Section 1: The mission of the Association of Women Surgeons is to inspire, encourage and enable women surgeons to realize their professional and personal goals.

Article III: Membership

Section 1: Categories of Membership and Eligibility Criteria: There shall be 8 categories of membership defined as follows:

- a) Regular: Regular membership is open to physicians who identify as surgeons or their international equivalent and who have completed training. Regular members may vote and may hold office.
 - i. New Surgeon: Reduced membership fee is available to regular surgeon members for the first two years after completion of residency or fellowship training. All benefits of a regular member apply.
- b) Resident: Resident membership is open to surgical trainees. Trainees may vote and hold a position on the AWS Council. Residents may not be an Executive Officer.
- c) Student: Student membership is open to all in medical students with a career interest in surgery. Student members may vote or hold a position on the AWS Council. Student members may not be an Executive Officer.
- d) Emeritus: Emeritus membership is open to any regular AWS member who has maintained a membership for at least three years and who is FULLY retired. Emeritus members may not vote or hold office and does not include a complimentary AJS subscription. Emeritus membership requests must be

accompanied by a letter of request. Emeritus membership is granted by the AWS Member Services Committee.

e) Honorary: Honorary membership is bestowed through the AWS Foundation awards process (AWS Past Presidents' Award). Honorary members may not vote nor hold office.

f) Associate: Associate membership is open to any individual who does not qualify for Regular membership but is supportive of the mission of the Association. Associate members may not vote nor hold office.

g) Lifetime: Lifetime membership is open to regular members only with a one time membership fee charge. All benefits of a regular member apply.

h) Institutional: Membership is available per institution. Membership fees are based on the number of Residents at the institution. Each Resident is a member of AWS and is entitled to all AWS resident member benefits. Institutional members may vote and hold a position on the AWS Council.

Section 3: Applications for Membership: All applicants for membership shall complete and sign the appropriate form of application provided by AWS and submit with any appropriate dues payment to AWS.

Section 4: Admission of new Members: Admission of new members shall be in such a manner as the Council directs.

Section 5: Membership in this organization is continuous with payment of all dues and assessments. Individual membership will be on an anniversary basis and may be renewed annually. The institutional membership will run on a July 1 through June 30 calendar year.

Section 6: Censure, Suspension or Termination of Membership: Members may be censured, suspended or removed from membership by the AWS Council for cause by a two-thirds (2/3) vote or as otherwise provided by the AWS Council. For any cause other than non-payment of dues, fees or assessments, removal shall occur only after the member complained against has been advised of the complaint against them and has been given a reasonable opportunity for defense. Such member, if removed, may appeal the decision of the AWS Council at the annual meeting of AWS providing that notice of intent to appeal is provided to the President of AWS at least ten (10) days in advance of the annual meeting.

Section 7: Reinstatement: Any former member of AWS may apply for reinstatement through the regular application procedure and/or by submitting all dues, fees, and assessments, unless precluded to do so by the AWS Council.

Section 8: Resignation: Any member may resign by submitting a written letter of resignation to the AWS Council. Such resignation shall not relieve the member of the obligations to pay any dues, or other charges accrued but unpaid.

Section 9: Rights and Responsibilities: All members and classes of members shall have such rights and responsibilities as the AWS Council may determine from time to time.

Article IV: Dues, Fees and Assessments

Section 1: Establishment of Dues, Fees, Assessments and Charges: Membership dues, membership fees and assessments, for all members, shall be established by the AWS Council.

Should any member fail to pay any dues or assessments by the time when such fee is due, the member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership, unless such suspension, at the request of the member for good cause shown, is waived by the affirmative action of the AWS Council.

Section 2: Refunds: No dues, fees or assessments shall be refunded to any member whose membership terminates for any reason.

Article V: Meetings of Members and Voting

Section 1: Annual Meeting: The annual meeting of AWS shall be held in concordance with the Clinical Congress of the American College of Surgeons. The time and location of the annual meeting will be determined by the AWS Council.

Section 2: Special Meetings: Special meetings of members of AWS may be called by the AWS Council at any time or shall be called by the president at such time and place as designated by the president within thirty (30) days following receipt of a request signed by at least twenty percent (20%) of the members who have a right to vote. The business to be transacted at any special meeting shall be stated in the meeting notice.

Section 3: Notice of Special Meetings: Written notice of any special meeting of AWS shall be sent electronically to the last known email address of each voting member not less than five (5) days and no more than sixty (60) days before the date of the meeting.

Section 4: Voting: At all meetings of AWS, each voting member shall have one (1) vote and may take part and vote in person. No proxies shall be allowed. Unless otherwise specifically provided by these bylaws, a majority vote of those members present, and voting shall govern. Balloting shall be conducted in accordance with policies as approved by the AWS Council and these bylaws.

Section 5: Electronic Voting: Proposals to be offered to the members for a electronic vote shall first be approved by the AWS Council. A majority of those voting shall determine the action.

Section 6: Quorum of Members: At an annual or special meeting of members, a quorum shall consist of fifty percent (50%) of those members eligible to vote and registered for the meeting. In the event a quorum is not present, those in attendance may adjourn the meeting until a quorum is present without further notice.

Section 7: Cancellation or Postponement of Meetings: The AWS Council may cancel or postpone any annual or special meeting for cause.

Section 8: Rules of Order: All meetings of AWS shall be governed by parliamentary law as set forth in the most recent edition of Robert's Rule of Order when it does not conflict with these bylaws or policies of AWS.

Article VI: Executive Committee

Section 1: Composition: The Executive Committee shall consist of the President, President-Elect, Vice-President, Secretary, Treasurer, immediate past President, past President, ACS Governor for AWS, DEI Director and the AWS Foundation Chair.

Section 2: Authority and Responsibility: The Executive Committee may act in place and stead of the Council between Council meetings on all matters, except those specifically reserved to the Council by the bylaws. Actions of the Executive Committee shall be reported to the Council for electronic ratification or at the next meeting.

Section 3: Quorum-Call of Meetings: A majority of the Executive Committee shall constitute a quorum at any duly called meeting. The president shall call such meetings as the business of AWS may require, or a meeting shall be called by the president on request of two (2) members of the Executive Committee.

Section 4: Officers: The elected officers of AWS shall be a President, President-Elect, Vice President, Secretary, Treasurer and DEI Director to be elected by the voting members at the annual meeting. The immediate past President, past President, ACS Governor for AWS (all with vote), and the AWS Foundation Chair (without vote), are also officers on the Executive Committee. Officers shall serve until their successors have been duly elected, selected and assume office.

4a: Nominations for officer positions shall be submitted in advance to the AWS Nominating Committee in accordance with the policies approved by the AWS Council and these bylaws.

Section 5: Qualifications for Officers: Any regular surgeon member in good standing serving or having served as a Council member is eligible for nomination and election as an officer of AWS.

Section 6: Term of Office: Each elected officer shall take office immediately following their election at the annual meeting.

President - The president shall serve for a term of one (1) year or until a successor assumes office. Each president shall serve one year as immediate past President and one as past President.

President-elect - The president-elect shall serve for a term of one (1) year or until a successor is duly elected and assumes office.

Vice President - The vice president shall serve for a term of one (1) year or until a successor is duly elected and assumes office.

Secretary, Treasurer and DEI Director - The secretary, treasurer and DEI Director shall serve for a term of two (2) years or until their successors are duly elected and assume office.

Executive Committee Officers shall serve as members of the Council with vote.

Section 7: Re-Election: No elected officer having served one (1) full term shall be eligible for re-nomination and re-election to the same office until at least one (1) year has elapsed from the expiration of their prior term.

Section 8: Vacancies: With the exception of the office of president, any vacancies in office for whatever reason shall be filled for the balance of the unexpired term by election by the AWS Council. In the event of a vacancy in the office of president, the president-elect shall automatically fill the balance of the unexpired term and shall then assume the term of office of president, which the president-elect pursuant to these bylaws would otherwise assume in their own right. In the event of any vacancy in the office of president-elect, the AWS Council shall fill the office for the balance of the unexpired term only by election of a nominee from the AWS Council. Such individual shall not automatically succeed to the office of president upon the completion of the unfulfilled term of president-elect unless duly elected in accordance with these bylaws to the office of president-elect.

Section 9: Order of succession: In the event that the President becomes unable to fulfill the duties of office, the order of succession to take over the duties of the President shall be the President-Elect and then the Vice-President. The Nominating Committee shall fill the newly vacant President-Elect and/or Vice-President position(s). In the event that the President-Elect and Vice-President are unable to accept these duties, the Nominating Committee shall select a new President and the Secretary will serve as interim-President until the new President is installed.

Section 10: Removal of Councilor or Officer: Any Councilor or Officer may be removed with cause by a two-thirds majority vote of the Council. removal shall occur only after the member complained against has been advised of the complaint against them and has been given a reasonable opportunity for defense.

Article VII: Duties of Officers

Section 1: **President**: The President shall serve as chair and preside at all meetings of the Council. The President shall serve as a member, *ex officio*, of all committees. At the annual meetings and at such other times as deemed proper, the President shall communicate to the members such matters and make such suggestions that will promote the welfare and further the goals of AWS. The President shall perform such other duties as are necessary incident to their office or as may be prescribed by the Council. The President shall appoint all ad hoc and all task force chairs.

Section 2: **President-Elect**: In the absence or incapacitation of the President, the President-elect shall perform the duties of the President and when so doing, shall have all the powers of and be subject to all the restrictions upon the President. The President-elect shall perform such other duties as may be prescribed by the President and/or Council.

Section 3: **Vice President**: In the absence or incapacitation of the President and the President-elect, the Vice President shall perform the duties of the President and when so doing, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as may be prescribed by the President and/or Council.

Section 4: **Secretary**: The secretary shall be responsible for the proper and legal distribution of notices to members, and the proper recording of proceedings of meetings of AWS and the Council. The secretary shall execute all orders, votes and resolutions, and see that accurate records are kept of all members. Such duties of the secretary as may be specified by the Council may be delegated to the Executive Director or a designated member of the staff. The Secretary shall also perform such other duties as may be prescribed by the President or the Council.

Section 5: **Treasurer**: The Treasurer shall see that accurate financial records are kept, shall have established proper accounting procedures for the handling of AWS funds, and shall be responsible, with the Executive Director, for the keeping of the funds in such banks, trust companies, and or investment, as are approved by the AWS Council. The Treasurer shall report on the financial condition of AWS when called upon by the President. Such duties of the Treasurer as may be specified by the AWS Council may be delegated to the Executive Director or a designated member of the staff. The Treasurer is responsible for maintenance of the investment policy of the organization. The Treasurer shall also perform such other duties as may be prescribed by the President or the Council.

- Section 6: Immediate Past President: The immediate past President shall perform such other duties as may be prescribed by the President or the AWS Council.
- Section 7: Past President: The past President shall perform such other duties as may be prescribed by the President or the AWS Council.
- Section 8: ACS Governor: The ACS Governor position shall be filled by the ACS with a recommendation from the AWS Council. The AWS ACS Governor's position is a three (3) year term or as mandated by ACS. The AWS ACS Governor shall perform such AWS Council duties as may be prescribed by the president or the AWS Council.
- Section 9: AWS Foundation Chair: The AWS Foundation Chair is elected in accordance with the AWS Foundation Bylaws and shall perform such other duties as may be prescribed by the President or the AWS Council.
- Section 10: DEI Director – The DEI Director shall see that the AWS adopts inclusion, diversity, access and equity as core values of the AWS and develops a formal roadmap of guiding principles, disseminate effective Awareness Campaign strategies to achieve diversity, equity and inclusion both within the organization and in the field of Surgery and advise the AWS on strategies and metrics to assist in recruitment and increase engagement of diverse groups in the organization. The DEI Director shall also perform such other duties as may be prescribed by the President or the Council.

Article VIII: AWS Council

- Section 1: Authority and Responsibility: The governing body of AWS shall be the Council. The Council shall supervise and direct the affairs of AWS, its committees and publications; shall determine its policies and/or change therein; shall actively pursue the mission of AWS and supervise the disbursement of its funds. The Council may adopt such rules, regulations and policies for the conduct of its business as shall be deemed advisable, and may, in the execution of the power granted, delegate certain of its authority and responsibility to an Executive Committee.
- Section 2: Composition: The AWS Council consists of the chairs of the committees, liaisons and members of the Executive Committee. There shall be no less than three (3) and no more than twelve (12) committee chairs. The Executive Director shall also be a member of the Council but shall be without vote.

Student and Resident representatives on the Council are appointed by the Executive Committee and are the chairs of the Student and Resident Committees for one-year terms renewable for up to three terms.

- Section 3: Manner of Election & Term: The AWS Nominating Committee will convene annually to prepare and submit a slate for election by the AWS membership at the annual meeting. The slate will include the AWS Executive Committee and Council Members who will serve as committee chairs.
- Section 4: Re-Election: Non-executive members of the Council may serve a maximum of two (2) consecutive two (2)-year terms in any single council position. They may continue on the council without interruption if elected to a different council position and would be eligible to serve under the term rules of that new position.
- Section 5: Quorum of the Council: At any meeting of the AWS Council, a majority of the voting members of the Council shall constitute a quorum for the transaction of business.
- Section 6: Meetings of the Council: A regular meeting of the Council shall be held no less than annually and will be open for attendance by any AWS member in good standing except when meeting in executive session. This meeting shall be in conjunction with the annual meeting of AWS. Additional meetings shall be as determined by the President and/or the Council. Special meetings of the Council may be called by the President or at the request of any six (6) members of the Council. Notice of any meeting shall be given to all council members at least thirty (30) days in advance of such meeting.
- Section 7: Voting: Voting rights of a Council member shall not be delegated to another nor exercised by proxy.
- Section 8: Vacancies and Removal: Any vacancy occurring on the Council between annual meetings shall be filled by recommendation of the President and confirmed by the Council. A Council member appointed to fill a vacancy shall serve the remainder of the unexpired term as interim chair and then would be eligible to be elected to the position and fulfill the term limits of that position. The voting members of the association may at their discretion, by affirmative vote of two-thirds (2/3) of the voting members, remove any Council member for cause.
- Section 9: Compensation: Council members and elected officers shall not receive any salary for their services.
- Section 10: Other Means of Transacting Business: The AWS Council may transact business by mail, electronic communication or phone.
- Section 11: Liaison Positions: The AWS Council will approve all liaison appointments to the AWS Council or from AWS to other professional organizations. Liaisons who are AWS members in good standing will have the right to vote.

Article IX: Committees

Section 1: Committees: The President, with the approval of the Council, shall establish and appoint committees, ad hoc committees, or task forces as are necessary and which are not in conflict with other provisions of these bylaws. The duties and procedures of such committees shall be prescribed by the Council. Chairs of Committees sit as voting members of the AWS Council. Task Force chairs do not sit on the Council and do not have a Council vote.

Section 2: Nominations Committee: The Nominations Committee shall be composed of the President-elect, who shall chair the committee and at least two (2) other members appointed by the President.

2a: Ascendancy of Officers: Any AWS member who meets the criteria set forth by the AWS Council and these bylaws may be considered for the Secretary and Treasurer positions. To be considered for the position of Vice-President, the nominee must have served as either Secretary or Treasurer. To be considered for the position of President-Elect, the nominee must have served as Vice-President. To be considered for the position of President, the nominee must have served as President-Elect.

Article X: Executive Director & Staff

Section 1: The Council may contract with an Association Management Company with an appointed account executive to be designated Executive Director. The terms and conditions of the contract shall be as specified by the Council and shall be set forth by contract. The Executive Committee shall have the responsibility to negotiate the contract and shall make a recommendation to the AWS Council for acceptance and approval of the contract.

Section 2: Authority and Responsibility: The Executive Director shall be the chief executive officer of AWS, responsible for the day-to-day management of AWS under the guidance of the AWS Executive Committee and Council.

Article XI: Finance

Section 1: Budget: The AWS Council shall adopt an annual operating budget covering all activities of AWS in the fourth quarter of prior fiscal year. The treasurer shall present a year-end financial report after the close of the fiscal year. A final year-end statement will be presented within six (6) months of the close of the fiscal year.

Section 2: Financial Review: The accounts of AWS shall be reviewed annually. A report shall be prepared and presented to the Council for approval.

Article XII: Miscellaneous

Section 1: Operation and Use of Funds: AWS shall be organized and operated exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part

of the net earnings of AWS shall inure to the benefit of any Council member, member of AWS, or other private person.

Section 2: Dissolution: Upon the dissolution of AWS, the AWS Council shall, after paying or making provision for the payment of all the liabilities of AWS, dispose of all of the assets of AWS as provided in the articles of incorporation.

Section 3: Indemnification: AWS shall indemnify and hold harmless each person who is now, or shall hereafter serve as an officer, council member, employee or agent for AWS to the full extent permitted by the General Not for Profit Act of Illinois and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Council.

Article XIII: Amendments

These Bylaws may be amended or repealed by a two-thirds (2/3) vote of the members present at any annual meeting of AWS duly called and regularly held providing notice of such proposed changes have been sent in writing to the members thirty (30) days before such meeting, or by a two-thirds (2/3) vote of the members voting by a sixty (60) day mail ballot conducted in accordance with such procedures as may be prescribed by the Council. Amendments may be proposed by the Council on its own initiative, or upon petition of at least five percent (5%) of the voting members addressed to the Council. All such proposed amendments shall be presented by the Council to the membership with or without recommendations.