

North Pacific Surgical Association

CONSTITUTION

ARTICLE 1. NAME

The name of this Corporation is the North Pacific Surgical Association (hereinafter 'the Association').

ARTICLE 11. PURPOSE

The purpose of the Association is to bring together persons residing in the States of Idaho, Oregon, and Washington and the Provinces of British Columbia and Alberta who desire to enhance the science and art of surgery and the quality of surgical practice through scientific meetings and professional discussions.

ARTICLE 111. MEMBERSHIP

Section 1. The membership of the Association shall consist of surgeons, surgeons-in-training, or affiliated advanced practice providers who either fulfill the qualifications specified in Section 4 below, or both fulfill the qualifications specified in Section 3 below and who are admitted to membership pursuant to the procedure specified in the Bylaws.

Section 2. There shall be five (5) types of membership: Active, Senior, Non-resident, Honorary, and Retired, as defined in the Bylaws.

Section 3. A candidate for active membership must:

- a. Candidates for active membership must be a diplomate of the American Board of Surgery or a Fellow of the Royal College of Surgeons of Canada or possess equivalent qualifications. Candidates for trainee membership must be in an approved ACGME residency training program in general surgery or a surgical sub-specialty. Candidates for advanced practice provider membership must be a certified/licensed nurse practitioner, physician assistant, or certified registered nurse anesthetist involved in the care of surgical patients.
- b. Reside and practice within the geographic limits of the Association, which are the states of Idaho, Oregon and Washington, and the provinces of British Columbia and Alberta.
- c. Have been recognized by peers for achievements in surgery as a practitioner, investigator, teacher, author, hospital leader, or regional surgical leader.
- d. Have obtained the sponsorship of an active or senior member of the Association as provided in the Bylaws.

Section 4. All members in good standing of the North Pacific Surgical Association in September 1985 shall become members of the Association.

Section 5. The privilege of continuing membership shall be subject to adherence to the provisions of the Constitution and Bylaws of the Association.

ARTICLE IV. OFFICERS

Section 1. The officers of the Association shall be a President, a First Vice-President, a Second Vice-President, a Senior Councilor, a Junior Councilor, a Councilor Ex-Officio, a Secretary-Treasurer, a Recorder, and an Historian.

Section 2. The term of office of the officers shall be as defined in the Bylaws.

Section 3. Neither the Secretary-Treasurer nor the Recorder may serve concurrently as the President.

Section 4. The officers shall be elected at the Annual Meeting of the Association in accordance with the procedures set forth in the Bylaws.

ARTICLE V. COUNCIL

Section 1. The governing body of the Association shall be the Council and its composition shall be as provided in the Bylaws.

ARTICLE VI. MEETINGS

Section 1. The Association shall hold annual business and scientific meetings, the time and place to be determined by the Council. Any member of the Association may attend the Business Meetings. Non-members with specific information or reports relevant to the proceedings may be invited to attend with approval of the Council.

Section 2. Special meetings of the Council or of the membership may be called as provided in the Bylaws. These special meetings may be held in person, telephonically, or electronically.

ARTICLE VII. AMENDMENTS

Proposed amendments to the Constitution shall be submitted in writing to the members at least 30 days prior to a regular business meeting at which the proposed amendments shall be presented to the membership for a vote. An affirmative vote of two-thirds of the members present or voting remotely via electronic ballot is required to adopt an amendment to the Constitution.

North Pacific Surgical Association

BYLAWS

ARTICLE I. GEOGRAPHIC ORGANIZATION

Section 1. Regions. The Association shall be organized on the basis of five regions: the State of Washington, the State of Oregon, the State of Idaho, the Province of British Columbia, and the Province of Alberta.

Section 2. Districts. Each region shall consist of one or more districts which shall be identified as the cities in which the plurality of the members in the district practice. Such districts shall be Vancouver, British Columbia; Victoria/Alberta, Seattle, Spokane/Idaho, Tacoma, and Portland.

Section 3. District Membership. Each member of the Association shall be a member of one district based on either proximity to the district city or invitation by the district caucus. Members who move their practice or surgical affiliation out of their district may choose to retain their district affiliation and are eligible to become that district's Councilor.

ARTICLE II. APPLICATION FOR ACTIVE MEMBERSHIP

Section 1. Applicant. Any properly qualified surgeon, surgeon-in-training, or surgical advanced practice provider may apply for membership by obtaining the sponsorship of an Active or Senior member who, attesting to the applicant's professional competence and ethical behavior, shall propose his or her candidacy in writing to the district Councilor.

Section 2. Candidate. An applicant shall become a candidate for membership following: 1) the presentation of his or her name, recommendations, and credentials by the district Councilor to the district caucus meeting, 2) a determination that a vacancy exists in the Association, and 3) an affirmative vote of three-fourths of the members present at the district caucus meeting or voting remotely via telephone or electronic ballot. Candidates shall be reviewed by the Council and those approved shall be submitted to a vote at the Annual Business Meeting.

Section 3. Election to Membership. Election to active membership shall require an affirmative vote of two-thirds of members present or voting remotely via electronic ballot at the Annual Business Meeting.

Section 4. Notice of Election. Every newly elected member shall be furnished by the Secretary-Treasurer with an official notice of election accompanied by a copy of the Constitution and Bylaws.

Section 5. Initiation Fee. Every member shall, on admission, pay an initiation fee by which act he or she acknowledges and accepts the Constitution and Bylaws of the Association. Following receipt by the Secretary-Treasurer of the initiation fee, the newly elected member shall be furnished with a Certificate of Membership signed by the President and the Secretary-Treasurer and bearing the Seal of the Association. A newly elected member is expected to submit the title of a paper for presentation the year following his or her election.

Section 6. Candidates not elected. The Secretary-Treasurer shall notify candidates not elected and their sponsors.

ARTICLE 111. MEMBERS

Section 1. Active Members.

a. Duties and Rights. It shall be the duty of each active member to attend regularly the meetings of the Association, to participate in the Scientific Programs, and to submit a paper to the secretary for presentation or be the primary discussant of a paper at the Annual Meeting every four years, and to uphold the ideals and objectives of the Association. Each active member shall be entitled to one vote and may hold any office in the Association. Active members who are due to become senior members and who are delinquent for attendance or submission of an abstract (or acting as a primary discussant) by no more than one year shall be excused from that requirement and shall become senior members in good standing. The membership of any member who fails to participate as described in this paragraph shall be subject to termination pursuant to Section 1 (f), unless such non-participation is excused by the Council for adequate cause.

b. Dues. All active members shall pay dues. The amount of dues may be changed upon the recommendation of the Council and approval of a majority of the members present at the Annual Business Meeting or remotely via electronic ballot. Dues shall be payable not later than the first day of the Annual Meeting. Members may not attend a meeting unless their dues are current.

d. Delinquency. Members failing to pay dues by the time of the Annual Business Meeting shall be considered delinquent, and notice of such delinquency shall be mailed to each such member at the address recorded in the records of the Association by the Secretary-Treasurer. If the delinquency is not made good within two (2) months of the mailing of such notice, the name of the delinquent member shall be reported to the Council which may excuse the delinquency for adequate cause or may discipline the delinquent member pursuant to Section 1 (f) below.

e. Non-attendance. The membership of any member who fails to attend three (3) consecutive Annual Meetings of the Association, unless such nonattendance is excused by the Council for adequate cause, shall be subject to termination pursuant to Section 1 (f) below.

f. Discipline. Members of the Association who violate the provisions of the Constitution and Bylaws become subject to disciplinary action by the Council. Such disciplinary action is either reprimand, suspension, or termination of membership. Any member whose membership has become subject to disciplinary action shall be given written notice of such prospective action not less than forty (40) days before the effective date of such action. Any member who is subject to disciplinary action may apply for reconsideration by filing a written request with the Council, addressed to the Secretary-Treasurer, within sixty (60) days following the mailing of notice of such action, which shall state the reasons why such action should not be taken. If such a request is received within the requisite period, the action will be delayed until after the next Council meeting. If the Council finds the reasons given in the request to be adequate, action shall not be taken, conditional upon payment of any arrears, where applicable. If the Council finds the reasons given in the request not to be adequate, the action shall become effective on the sixth day after the Council meeting.

g. Disability. A member who becomes disabled may petition the Council for retired member status and the Council may grant such request for a period of time until the member can return to practice.

h. Resignation. A member may resign from the Association at any time by tendering a resignation in writing and paying in full any dues or obligations owing the Association at the time.

Section 2. Non-resident Members. Active members who move outside the geographic limits of the Association automatically become non-resident members. They shall retain their rights as active members, including that of voting and holding office, they shall pay appropriate dues per their membership category, but will have no requirement for attendance at meetings or submission of papers. Councilors and officers who move their practice or surgical affiliation outside the geographic limits of the Association may, at the discretion of the Council, retain their position within the Council for the remainder of their term.

Section 3. Senior Members. An active member will become a senior member automatically at age sixty, or 15 years after election to active membership. Senior members shall have the same duties, rights, and privileges as active members, except that they shall be exempt from meeting attendance requirements and submission of papers for presentation at the Annual Meeting. They shall not be limited in number.

Section 4. Honorary Members. The honorary members shall be the Founders' Lecturers and other surgeons of distinction nominated by the Council. They shall be surgeons who have attained eminence in their profession. They shall have all the rights of active members, except that of voting and holding office, and they shall pay no fees nor dues and have no meeting attendance requirements.

Section 5. Retired Members. Active or senior members who retire from the active practice of surgery may apply to the secretary for retired membership. Such members shall pay in full any dues or obligations owing the Association at that time. Retired members will have no meeting or paper submission requirements. They shall not vote or hold office and shall pay no dues.

Section 6. Trainee Members. Any, intern, resident, or fellow in surgical specialty training may apply to be a trainee member. They shall not vote or hold office. Such members shall be sponsored by an active NPSA member, pay a reduced rate set by the NPSA Council and be able to participate in committees.

Section 7. Advanced Practice Provider Members. Any advanced practice provider (e.g. Nurse Practitioner, Physician Assistant, or Certified Registered Nurse Anesthetist) engaged in surgical and/or subspecialty care may apply to be an Advanced Practice Provider Member. They shall not vote or hold office. Such members shall be sponsored by an active NPSA member, pay a reduced rate set by the NPSA council and be able to participate in committees.

ARTICLE IV. OFFICERS

Section 1. District Representation. A member from each district shall hold at least one office in the Association. There shall be annual progression through the following offices: The junior Councilor shall become the Senior Councilor, the Senior Councilor shall become the Second Vice-President, the Second Vice-President shall become the First Vice-President, and First Vice-

President shall become the President, the President shall become the Councilor Ex-Officio, and the Councilor Ex-Officio shall yield his position to a Junior Councilor who is a member from the same district as the Councilor Ex-Officio.

Section 2. Nomination and Election. Nomination of members for an office shall be made by the Council and submitted to the Association for a vote at the Annual Business Meeting. Nominations from the floor shall be permitted, providing that all nominees for a single office be members from the same district excepting the nominees for the offices of Secretary-Treasurer, Recorder, and Historian who may be from different districts. An affirmative vote of a majority of members present at the Annual Business Meeting or remotely via electronic ballot is required to elect.

Section 3. Terms of Office. The officers-elect shall enter upon their duties at the conclusion of the Annual Meeting at which they were elected and shall hold office for one year, except for the Secretary-Treasurer and Recorder who shall hold office for six years and the Historian who shall hold office for three years.

Section 4. Vacancies. A vacancy occurring among the officers of the Association during the year shall be filled by appointment by the Council.

Section 5. Duties of the President. The President shall be the chief executive officer of the Association and shall have general supervision over the business of the Association, subject to the control of the Council. He or she shall preside at all meetings and generally shall perform all duties incident to the office of President, together with such other duties as may from time to time be delegated to him or her by the Council. The President may select a guest speaker for the Annual Meeting who will be recognized as a Founders' Lecturer and hence as an honorary member.

Section 6. Duties of the First Vice-President The First Vice-President shall perform the duties of the President in the absence or inability to act of the President, and such other duties as set forth in these Bylaws or as may from time to time be delegated to him or her by the Council.

Section 7. Order of Precedence. In the event of the absence of both the President and the First Vice-President, the order of precedence for the chair is as follows: The Councilor Ex-Officio, the Second Vice-President, the Senior Councilor, the Junior Councilor.

Section 8. Duties of the Secretary-Treasurer. The Secretary-Treasurer shall maintain the records of the Association, including a copy of the Constitution and Bylaws, together with any amendments thereto, the seal of the Association, and a record of the names, classifications, and addresses of the members. The Secretary-Treasurer shall keep minutes of the meetings of the Association and Council; shall notify members and officers of their election; shall issue, at least four months prior to the Annual Meeting, a preliminary notice of the time and place of the meeting; shall issue a final program at least one week before the Annual Meeting together with a brief history of the Association, giving places of former meetings and a directory of membership including dates of joining; and shall present at the Annual Meeting the names of candidates for election to membership. The Secretary-Treasurer shall receive and have charge of all funds of the Association, subject to the direction of the Council. He or she shall correct dues and assessments, pay the Association's bills and obligations as approved by the Council, and file all reports required by law and send all notices required by law, these Bylaws, or by direction of the Council. He or she shall prepare and submit to the Council and present to the members an annual financial report, including any that may be required by statute. He or she shall perform such

other duties as may be assigned by the Council. The Secretary-Treasurer shall be bonded in an amount sufficient to safeguard the financial statements of the Association. The financial affairs and the financial statements of the Association shall be audited by an Audit Committee of members, or by an outside auditor as determined from year to year by the Council.

Section 9. Duties of Recorder. The Recorder shall receive, review, and manage all manuscripts for publication in coordination with the appropriate journal.

Section 10. Duties of Historian. The Historian shall assemble, store and preserve the archives of the Association, keep the archives available for reference and research, and shall collect and display suitable photographs of the members and of the Annual Meetings.

Section 11. Compensation of Officers. No officer of the Association shall receive any compensation for his or her services but may be reimbursed for expenses when authorized by the Council.

ARTICLE V. COUNCIL

Section 1. Composition of the Council. The Council shall be composed of the President, First Vice-President, Second Vice-President, Senior Councilor, Junior Councilor, Councilor Ex-Officio, Secretary-Treasurer, Recorder and Historian. One member from the Trainee and the Advanced Practice Provider membership groups may be selected by the President to serve as a non voting representative to the Council.

Section 2. Duties of the Council. The Council shall exercise all corporate powers, except as otherwise provided in the Bylaws. It shall receive all proposals for membership and approve for presentation to the Association for election to membership only those candidates who fulfill the requirements and conditions set forth in the Constitution and Bylaws and also receive its favorable recommendation. It shall control the investment of surplus funds of the Association and shall authorize the expenditure of funds by the Secretary-Treasurer. It may arrange for publication of the papers and transactions of the Association. It shall act when necessary to impose discipline upon members of the Association pursuant to Article III, Section 1 (f), of the Bylaws.

Section 3. Liability of Councilors. A Councilor shall have no liability based upon any alleged failure to discharge his or her obligations as a Councilor, except for any self-dealing transaction prohibited by law.

Section 4. Council Meetings.

a. Regular and Special Meetings. The Council shall hold regular meetings just before the beginning of the Annual Meeting of members, and shall hold such additional meetings as shall be called from time to time by the President or by any two members of the Council.

b. Quorum. The presence of five (5) members of the Council shall constitute a quorum for a Council meeting.

c. Telephone Conference. Council members may participate in a meeting through the use of a conference telephone, web-based meeting platform, or similar communications equipment, so long as all members participating in such a meeting can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at such meeting.

ARTICLE VI. COMMITTEES

The Council from time to time may create such committees and appoint the chairman and members thereof as it deems appropriate for carrying out the purposes and activities of the Association.

ARTICLE VII. MEETINGS

Section 1. District Caucus Meeting. An annual meeting of each district caucus shall be held not less than two months before the Annual Meeting of the Association. The time and place of such meeting shall be determined by the district council or who shall provide written notice to the district members at least fourteen (14) days prior to the date thereof. The members present at such meeting shall constitute a quorum. The district councilor or his designee shall act as chairman of the meeting. The caucus may make proposals concerning the operation or policies of the Association or the Council, and may recommend candidates for membership in the Association to the Council. During the year in which the district councilor holds the office of Councilor Ex-Officio, the district caucus shall nominate one of its members for the office of Junior Councilor. Approval of a proposal or nomination shall require the affirmative vote of a majority of the members present at the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the President or by five (5) percent or more of the active members. These meetings may be held in person, via telephone, or electronically using a web-based conferencing platform.

Section 3. Annual Meeting. The Annual Meeting of the Association shall be held at such a time and place as shall be designated by the Council.

Section 4. Notice of Meetings. Notice of each annual or special meeting shall be given appropriately to each member by the Secretary in writing at least 30 days prior to the date thereof.

Section 5. Quorum. No fewer than thirty (30) members shall constitute a quorum for the transaction of the business of the Association at any annual or special meeting. Electronic or telephonic attendance and voting may be permitted at the discretion of the Council and with proper advance notification made to the membership. However, if fewer than one-third (1/3) of the members are present at the meeting, the only matters which may be voted upon are those matters as to which proper notice was given.

Section 6. Proxies. Attendance or voting at a meeting of members by proxy is prohibited and shall be invalid and of no effect.

Section 7. Reports and Papers. All reports and papers read before the Association at the Annual Meeting shall be submitted to the Recorder or to the appropriate journal as directed by the Recorder.

Section 8. Assessment for the Annual Meeting. A registration fee, the amount to be established by the Council, shall be assessed on all active, nonresident, trainee, advanced practice providers, and senior members attending the Annual Meeting substantially to defray expenses for the meeting. The remaining expenses of the Annual Meeting shall be borne by the Treasury of the Association.

ARTICLE VIII. GENERAL.

Section 1. Operation of the Association. The Association shall operate as set forth in its Articles of Incorporation, Constitution and Bylaws, and its funds, both income and principal, shall be used solely for the purposes therein set forth, no part of the same being available for the benefit of any member or other person, firm or society.

Section 2. Annual Financial Report. The Secretary-Treasurer's financial report referred to in Article IV, Section 8, shall be considered the Annual Financial Report of the Association, and the Council shall have no duty to cause any other annual financial report to be prepared. The financial report shall be available in writing at the Annual Meeting and shall be provided to members on request.

Section 3. Fiscal Year. The fiscal year of the Association shall be from January 1 through December 31 of each year.

Section 4. Order of Business at the Annual Meeting. The order of business ordinarily is:

1. Call to Order
2. Scientific Program
3. Annual Business Meeting
 1. Introduction of new members and guests.
 2. Minutes of the last Annual Business Meeting.
 3. Announcement of deaths of members.
 4. Report of the Secretary-Treasurer.
 5. Report of the Audit Committee.
 6. Report of the Recorder.
 7. Report of the Historian.
 8. Unfinished business.
 9. New business.
 10. Report of the Governor to the American College of Surgeons.
 11. Election of new members.
 12. Election of officers.
 13. Adjournment of the Annual Business Meeting.
4. Continuation of the Scientific Program
5. Adjournment

The Council or the President may alter the order of business or add and eliminate items at their discretion and per the needs of the Association.

Section 5. Parliamentary Procedure. The meetings of the members and Council, excepting as otherwise provided in the Bylaws, shall be conducted pursuant to Robert's Rules of Order of Parliamentary Procedure, as set forth in the then current edition of said work.

ARTICLE IX. ASSESSMENTS

If, in the judgment of the Council, special needs of the Association so require, it may propose an assessment of a specified amount to be charged to each member. Notice of such proposal shall be mailed to the members at least thirty (30) days in advance of the meeting at which the vote is to be taken, and shall be effective if approved by two-thirds (2/3) of the members present at such meeting.

ARTICLE X. GUESTS

Section 1. At Scientific Sessions. Members may invite guests to the scientific sessions of the Annual Meeting. A registration fee, set by the Council, will be charged, unless the guest is a resident or fellow in surgical training. The President may invite guests to submit abstracts, present papers, and participate in discussions. Co-authors who are invited guests may read papers at the scientific sessions provided that a member (or a guest designated by the President) is a co-author, is present at the meeting, and acts as a closing discussant of the paper. The name of the guest appearing in the program shall be followed by '(by invitation)'.

Section 2. At Social Sessions. Members may invite guests to the social functions of the Association only with the concurrence of the President or Secretary Treasurer. All expenses incurred by such guests at social functions shall be borne by the inviting members unless otherwise determined by the Council or paid by the guest.

Section 3. At the Annual Business Meeting. Guests shall be expected to withdraw when the business of the Association is to be conducted, as announced by the President, unless otherwise authorized by the Council.

ARTICLE XI. INDEMNIFICATION

The Association shall indemnify any person who is or was an officer, employee, or other agent of the Association, to the extent allowed by law, so long as such person acted in good faith, in a manner such person believed to be in the best interests of the Association and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

ARTICLE XII. DISSOLUTION

Section 1. Voting. The Association shall not be dissolved except by the affirmative vote of two-thirds (2/3) of the members entitled to vote.

Section 2. Conditions. In the event of dissolution of the Association in any manner and for any cause, after the payment or adequate provision being made for the payment of all its debts and liabilities, all of the remaining funds and assets of the Association shall be transferred to a non-profit fund, foundation or corporation which is organized and operated exclusively for educational or scientific purposes related to the purpose of the Association, and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code, or equivalent statute then in effect.

ARTICLE XIII. AMENDMENTS

Proposed amendments to the Bylaws shall be submitted in writing to the members at least thirty (30) days prior to a regular business meeting at which the proposed amendments shall be presented to the membership for a vote. Amendments to the bylaws may be adopted by the following methods: an affirmative vote of two-thirds (2/3) of the members present at the annual meeting, or by mail in ballot or by means of electronic voting based on an affirmative vote of one-third (1/3) of the members.