



**RESTATED AND AMENDED  
BYLAWS  
OF  
AMERICAN SHOULDER AND ELBOW SURGEONS  
(the “Society”)**

**MISSION STATEMENT**

The Mission of the American Shoulder and Elbow Surgeons is to support quality shoulder and elbow care through the ethical practice of leadership, medical education, research and quality, and patient advocacy.

**VISION STATEMENT**

The Vision of the American Shoulder and Elbow Surgeons is to be the world leader and educator of evidence-based and cost-effective shoulder and elbow care.

**ARTICLE I**

**NAME, OBJECTIVES AND PURPOSE, OFFICES, CORPORATE SEAL**

- 1.01. Name.** The name of the society shall be the American Shoulder and Elbow Surgeons. Surgery of the shoulder and elbow is a medical specialty which includes the investigation, preservation, restoration, and development of the form and function of the shoulder girdle, arm, elbow, and associated structures by medical, surgical, and physical means.
- 1.02. Objectives and Purpose.** The objectives of the American Shoulder and Elbow Surgeons (herein after referred to as the “Society”) shall be:
- a. The Society in a general sense will furnish leadership, foster advances, and enhance the study of shoulder and elbow surgery.
  - b. The meetings will serve as a forum where persons involved in this field of medicine can meet, discuss new ideas, and present scientific material.
  - c. The Society is an educational body responsible for development of scientific programs, for organization of current knowledge, for standardization of nomenclature, and for publication of scientific materials.
  - d. The Society will act as a stimulant to research by providing a forum for presentation of new scientific advances and offering awards for special achievement.
  - e. The Society will afford a point of origin for individuals interested in pursuing this specialty as a part of their medical career and will develop post-graduate training opportunities.
  - f. The Society will afford recognition to those who have contributed to surgery of the shoulder and elbow by extending to them membership in the society.
- 1.03. Registered Office.** The address of the registered office of this Society in Minnesota shall be as set forth in the Articles of Incorporation of this Society, or in the most recent

amendment or restatement of the Articles of Incorporation, or in a certificate of change of registered office filed with the Secretary of State of Minnesota reflecting the adoption of a resolution by the Executive Committee of this Society changing the registered office.

- 1.04. Other Offices.** This Society may have other offices, within or without the State of Minnesota, as the Executive Committee may from time to time determine, or as the activities of this Society may from time to time require.
- 1.05. Corporate Seal.** If the Executive Committee determines a corporate seal to be necessary or desirable, this Society may have a corporate seal, circular in form, and bearing the name of this corporation or any abbreviation thereof and the words “Corporate Seal” (or “Seal”) and “Minnesota”; provided, however, that if this Society has a corporate seal, the use of the seal by the Society on any document shall not be required, and the use or nonuse of a corporate seal shall not affect the validity, recordability, or enforceability of any document executed by, or any action taken by, the Society.

## **ARTICLE II CLASSES OF MEMBERSHIP**

- 2.01. Classes of Membership.** There shall be the following classes of membership in this Society: Active Members, Associate Members, Candidate Members, Affiliate Members, Senior Members, Corresponding Members, and Honorary Members.
- 2.02. Active Members.** A physician who holds a degree of doctor of medicine, doctor of osteopathy, or equivalent medical degree as determined by the Executive Committee, who holds a valid and unrestricted license to practice medicine in the United States or Canada and who is, at the time of application, a Fellow in good standing of the American Academy of Orthopaedic Surgeons, an Active member of the Canadian Orthopaedic Association, or the major national group representing the medical specialty of the proposed Active Member acceptable to the Executive Committee shall be eligible to become an Active Member. Candidates for Active Membership shall have demonstrated a proven interest in and contribution to the field of shoulder or elbow surgery as demonstrated by the candidate’s educational background and scholarship, presentations at scientific meetings, publications, and medical practice. An Active Member shall possess voting rights and may hold office and serve on the committees of the Society. The Executive Committee shall elect Active Members at the first regular meeting of the Society as proposed by the Membership Committee.
- 2.03. Associate Members.** A person who holds a degree of doctor of medicine or doctor of osteopathy and resides in the United States or Canada, and who is, at the time of application, a Fellow in good standing in the American Academy of Orthopaedic Surgeons, an Active member of the Canadian Orthopaedic Association, or the major national group representing the medical specialty of the proposed Associate Member, shall be eligible to become an Associate Member. Candidates for Associate Members shall have demonstrated a proven interest in and contribution to the field of shoulder or elbow surgery as demonstrated by the candidate’s educational background and scholarship, presentations at scientific meetings, publications, medical practice as well as attendance and participation at ASES open and affiliated meetings. Associate Members may serve on Society committees but shall not be entitled to vote or hold office. Each year the Membership Committee of the Society shall review the roster of Associate Members and recommend to the Executive Committee those Associate Members who they feel should be recommended for Active Membership in the Society.

- 2.04. Candidate Members.** A person who holds a degree of doctor of medicine or doctor of osteopathy and resides in the United States or Canada shall be eligible to become a Candidate Member. Candidate Members may serve on Society committees, at the discretion of the Executive Committee, but shall not be entitled to vote or hold office. Candidate Members may advance to Associate Members by applying via the Membership Committee. A Candidate Member, may apply to the Membership Committee for advancement to Associate status. A candidate member may retain the status of candidate member for a period of five (5) years, after which the candidate membership will be terminated. The Candidate member may, at this time or any other time, apply for associate membership.
- 2.05. Fellow Members.** A person who is an accepted Fellow in a Shoulder and Elbow, Sports Medicine or Hand & Upper Extremity fellowship in the United States or Canada shall be eligible to become a Fellow Member. Fellow Members may serve on Society committees, at the discretion of the Executive Committee, but shall not be entitled to vote or hold office. To maintain membership, the Fellow Member shall adhere to all rules, regulations, and criteria as outlined in the ASES Membership Guidelines/Bylaws and participate in opportunities when available. When a Fellow Member has graduated from an ASES Recognized Fellowship, the Fellow Member will automatically become a Candidate Member without the need for an application and review
- 2.06. Affiliate Members.** A person who is a physician or recognized expert, such as a biologist or engineer, who has contributed to the understanding of the shoulder or elbow and who is a resident of the United States or Canada, shall be eligible to become an Affiliate Member. This person with rare exception will hold an advanced educational degree such as Doctor of Philosophy or Doctor of Medicine. Affiliate Members may serve on Society committees but shall not be entitled to vote or hold office.
- 2.07. Senior Members.** Active Members, Associate Members, Affiliate Members, and Corresponding Members upon retirement from active medical or other scientific practice shall be eligible to become Senior Members. Eligible Active, Affiliate, or Corresponding Members may apply to the Secretary-Treasurer of the Society for transfer to Senior Membership. The Secretary-Treasurer will then notify the Executive Committee. Senior Members shall not possess the right to vote, hold office, or serve on committees of the Society with the exception of the Planning and Development Committee. Senior Members may not be required to attend the Annual Meetings of the Society or pay dues; however, Senior Members may be required to pay a fee for meetings of the Society that they attend. Senior Members will be reinstated to Active or Affiliate Member status upon application to the Secretary-Treasurer of the Society and approval by the Executive Committee.
- 2.08. Corresponding Members.** Persons who would otherwise be considered for Active or Affiliate Membership, but who reside and practice medicine outside the United States or Canada, shall be eligible to become Corresponding Members. If applicable, a Corresponding Member shall also be a member of the major specialty society established in the Corresponding Member's home country. A Corresponding Member shall not possess the right to vote or hold office but shall be permitted to serve on the committees of the Society. Corresponding Members shall be required to pay dues and will be required to pay a fee for meetings of the Society that they attend. A candidate for the Corresponding Member that has not attended any ASES Annual Meetings prior to applying for the membership status may obtain a conditional status of Corresponding Member for a period of three (3) years, under the condition that he/she registers and actively participates in at least one (1) society's annual meeting during the 3-year period. If this requirement is not fulfilled, the

corresponding membership will be terminated.

- 2.09. Honorary Members.** Persons identified by the Executive Committee as worthy of the title of Honorary Members because of their notable contributions to the field of surgery of shoulder or elbow, or because of their long-term activity in the interests of the Society shall be eligible to become Honorary Members. Honorary Members shall not be required to attend meetings or pay dues. Honorary Members shall not be entitled to vote, hold office or serve on committees of the Society.

### **ARTICLE III ELECTION, MEETINGS AND RIGHTS OF MEMBERS**

- 3.01. Membership.** Membership in the Society is a privilege and shall be by invitation only. Two Active Members may sponsor an individual for Active, Associate, Candidate, or Affiliate Membership by submitting sponsor forms to the Chair of the Membership Committee of the Society. Affiliate members may also be nominated for membership by one affiliate member and one active member. Corresponding members must be nominated for membership by two corresponding members or two active members or one active member and one corresponding member. There is no limit to the number of Active, Associate, Affiliate, Candidate, or Corresponding members that an Active Member may sponsor in any given year. Upon receipt of sponsor forms on behalf of a candidate for membership, the Membership Committee will send a membership application to the candidate which must be completed and returned to the Membership Committee by the date decided upon by the Membership Committee. After consideration of the supporting letters and membership application, the Membership Committee may require additional supporting letters, a list of operative procedures, or a personal interview with the candidate for membership. After due deliberation, the Membership Committee shall recommend to the Executive Committee those candidates who should be considered for Active, Associate, Affiliate, Candidate or Corresponding Membership.
- 3.02. Recommendation by Executive Committee.** At least one hundred and fifty (150) days prior to the annual meeting, the Executive Committee shall review the recommendations of the Membership Committee and shall determine whether to recommend candidates to the Society for membership in the categories indicated by the Membership Committee. An affirmative vote by two-thirds (2/3rds) of the voting members of the Executive Committee at the meeting shall be necessary to recommend a candidate to the Society for membership.
- 3.03. Election by the Membership of the Society.** At least one hundred and fifty (150) days prior to the annual meeting of the Society, the Secretary-Treasurer shall forward to the membership of the Society the names of those candidates recommended by the Executive Committee for membership in the Society. Active Members shall cast a written ballot (via mail, e-mail, facsimile or other approved method) on the membership recommendations of the Executive Committee prior to the Annual Meeting of the Society. An affirmative two-thirds (2/3rds) vote of all voting Active Members that return written ballot prior to the Annual Meeting of the Society shall be required to elect any candidate to any class of membership in the Society. Any Active Member of the Society with concerns on any candidate/s recommended for membership in the Society shall send a letter to the Executive Committee for consideration. The Executive Committee will decide if that candidate should be held out for discussion at the Annual Meeting. Those newly elected candidates shall receive a certificate of membership (reflecting the appropriate category of membership) in the Society and a copy of these Bylaws.

**3.04. Election of Honorary Members.** Candidates for Honorary Membership may be recommended to the Society by either the Membership Committee or the Executive Committee. The Executive Committee, by unanimous agreement of the voting members in attendance, will then recommend these candidates to the Society for Honorary Membership.

**3.05. Meetings of Members.**

- a. Place of Meetings. Meetings of the membership shall be held at the principal office or place of business of the corporation or at such other suitable place convenient to the membership as may be designated by the Executive Committee.
- b. Annual Meetings. An Annual Meeting of the members of the Society shall be held each year at such time as the Executive Committee determines. The members may transact such business as may properly come before them at such meeting, provided that a quorum is present in person at the meeting.
- c. Special Meetings. Special meetings may be called by the President or may be called as directed by the Executive Committee. The notice of any special meeting shall state the time and place of such meeting and the purposes thereof. No business shall be transacted at a special meeting except as stated in the notice unless all members have waived notice of the meeting.
- d. Electronic Communication. A conference telephone call, conference via video or computer, or other conference among members by any means of communication through which the members may simultaneously hear each other during the conference, shall constitute a meeting of the members; provided that any notice requirements for a meeting are met and that the number of members participating in the conference are sufficient to constitute a quorum at a meeting.
- e. Notice of Meetings. It shall be the duty of the Secretary-Treasurer to mail or e-mail a notice of each annual or special meeting, stating the purposes thereof if it is a special meeting as well as the time and place where it is to be held, to each member of record on the date occurring thirty (30) days before the date scheduled for the meeting, at his or her address as it appears on the membership records of the Society, or if no such address appears, at his or her last known place of business, at least ten (10) days but not more than thirty (30) days prior to such meeting. The mailing of a notice in the manner provided in this section shall be considered notice served; provided, that such notices may be excused in the same manner as provided for notices of meetings of the Executive Committee in Section 6.03.
- f. Quorum. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the presence at any meeting, in person, of a one-third (1/3) of the members shall constitute a quorum.
- g. Adjourned Meetings. If any meeting of the membership cannot be organized because a quorum is not present, the members who are present may, except as otherwise provided by law, adjourn the meeting to another time.
- h. Conduct of Meetings. Meetings of members shall be conducted in accordance with Robert's Rules of Order, Revised. The President, if present, or if not present, the President-Elect shall preside over all meetings of members. In the absence of such officers at any meeting of members, the members present at the meeting shall appoint

any person present to act as presiding officer of the meeting. The order of business at each regular meeting, and so far as possible, at special meetings of members, shall be:

1. Calling of roll.
2. Proof of notice or waivers.
3. Reading and approval of minutes of previous meetings or action of members.
4. Reports.
5. Unfinished business.
6. New business.
7. Adjournment.

**3.06. Membership Termination.** Membership of any member may be terminated by a two-thirds (2/3rds) vote of the Executive Committee under the following circumstances:

- a. Upon forty-five (45) days written notice for failure to pay membership fees and/or dues.
- b. Upon ninety (90) days written notice for failure to pay a mandatory assessment.
- c. Upon ninety (90) days written notice for any reason when, in the judgment of the Executive Committee in its sole discretion, the purposes, best interests or wellbeing of the Society will be served thereby.
- d. Failure to fulfill meeting attendance requirement based upon policies and procedures established by the Executive Committee.
- e. All candidate memberships will be considered to be of five (5) year duration. The candidate membership will automatically terminate upon the date of the annual meeting 5-years after the first annual meeting the Candidate Member was eligible to attend.

No membership shall be terminated under clause (c) until the member has been afforded a reasonable opportunity to be heard by the Executive Committee. No membership shall be terminated under clauses (a) or (b) if the member tenders payment to the Society of the amount due that is specified in the notice of termination prior to the end of the notice period specified in clause (a) or clause (b), as the case may be.

#### **ARTICLE IV MEMBERSHIP DUES AND FEES**

- 4.01. Dues.** Annual dues shall be determined by the Executive Committee. Active, Associate, Candidate, Affiliate, and Corresponding Members shall pay these dues annually to the Secretary-Treasurer of the Society.
- 4.02. Registration Fees.** Registration fees for each annual or interim meeting of the Society shall be paid by non-dues paying members and guests. The amount of such fees shall be determined by the Executive Committee. Active, Associate, Candidate, Fellow or Affiliate Members will be required to pay registration fees, as determined by the Executive Committee.

- 4.03. **Assessments.** The Executive Committee shall have the power to impose a special assessment on the membership or any one or more categories of membership.
- 4.04. **Exemption.** Any request for exemption from dues or fees shall be directed to the Secretary-Treasurer and shall be decided upon by the Executive Committee.

## **ARTICLE V ETHICS AND DISCIPLINE**

- 5.01. **Ethics Rules.** Each member shall be expected to comply with the Principles of Medical Ethics of the American Medical Association and with the Bylaws (and any amendments thereto) of this Society (collectively, the “Ethics Rules”). The Executive Committee shall possess the right to censure, suspend, or expel any member for violation of the Ethics Rules.
- 5.02. **Report of Ethical Violations.** Any recognized violation of the Ethical Rules by a member of the Society should be reported in writing to the President of the Society. Upon receipt of a report, the President shall forward a copy of the report to the member in question for response.
- 5.03. **Investigation by Executive Committee.** The report and the member’s response, if available, will be considered at the next Executive Committee meeting. If the Executive Committee feels that the report should not be pursued further, the member in question and the member initiating the report shall be notified. If two-thirds (2/3rds) of the voting members present believe the alleged violation merits further investigation, the Secretary-Treasurer shall so inform the member and explain the right to appear before the Executive Committee on a specified date or submit further evidence to demonstrate why disciplinary action should not be taken. If further action by the Executive Committee is deemed to be necessary, the notified member in question shall respond by a registered or certified letter to the Secretary-Treasurer within thirty (30) days of receipt of the notice.
- 5.04. **Hearing.** The Executive Committee shall then hold a hearing to consider the evidence relevant to the allegations of ethical misconduct contained in the report. The member whose conduct is in question shall be afforded an opportunity to be heard and to present evidence on his or her behalf. A majority of the voting members of the Executive Committee present at the meeting must vote in favor of taking any disciplinary action. If disciplinary action is approved, the Secretary-Treasurer will notify the member as to the type of discipline and the reason for it within fifteen (15) days of the Executive Committee decision.

## **ARTICLE VI EXECUTIVE COMMITTEE**

- 6.01. **Composition of the Executive Committee.** The board of directors of this Society shall be known as the “Executive Committee.” The Executive Committee shall be composed of eight (8) members: the President, the President-elect, the Vice-President, the Secretary-Treasurer, the two (2) immediate past-Presidents, and two members-at-large. Each past-President shall serve a two (2) year term on the Executive Committee after completing his year as President. One member-at-large shall be nominated by the Nominating Committee and presented to the Society for election at the Annual Meeting. Additional nominations for members-at-large may come from the floor. Members-at-large shall be elected to a two (2) year term by a majority of the Active Members in attendance at the Annual Meeting, and

they shall be ineligible for re-election to subsequent terms. One member-at-large shall have been an Active Member of the Society for less than five (5) years and the second member-at-large shall have been an Active Member of the Society for more than five (5) years. One COMSS representative shall be a member of the Executive Committee.

- 6.02. Authority and Duties of the Executive Committee.** The Executive Committee shall manage the business and affairs of the Society and shall possess all powers and responsibilities conferred upon the board of directors of a nonprofit corporation by chapter 317A of the Minnesota Statutes, as now or hereafter amended, except as those responsibilities may be limited or delegated by the Articles of Incorporation or these Bylaws. The Executive Committee shall be responsible for membership selection and for the discipline of members. The Executive Committee shall receive and consider the reports of committees and review their activities. The Executive Committee may invite who it wishes to attend Executive Committee meetings.
- 6.03. Meetings.** The Executive Committee shall conduct an annual Executive Committee business meeting at the Annual Meeting of the Society. The Executive Committee may conduct special meetings called by the President or any four members of the Executive Committee. At least five days' notice of any special meeting must be given to each Executive Committee member. The attendance of an Executive Committee member at any meeting shall constitute a waiver of notice except where an Executive Committee member attends for the express purpose of objecting to the meeting because it is not lawfully called or convened.
- 6.04. Quorum.** Except as otherwise required by the Articles of Incorporation or these Bylaws, a quorum shall consist of a majority of the voting members of the Executive Committee. A majority vote of the members present and voting at a meeting of the Executive Committee at which a quorum is present shall be the act of the Executive Committee, unless the vote of a larger number is required by applicable law, the Articles of Incorporation or these Bylaws.
- 6.05. Vacancies.** Vacancies on the Executive Committee may be filled by a majority vote of the remaining members of the Executive Committee. An unexpired term of office for any reason shall be filled according to the following:
- a. The President by the President-elect who shall complete the unexpired term as well as the presidential term for which elected.
  - b. The President-elect by the Vice-President who shall complete the unexpired term as well as the regular term for which elected.
  - c. The Secretary/Treasurer by the member-at-large. The appointed individual shall complete the unexpired term for which elected.
  - d. Vacated member-at-large position will be filled at the discretion of the Executive Committee.
- 6.06. Written Action.** Any action that the Executive Committee could take at a duly called meeting of the Executive Committee may be taken by a written action signed by all the members of the Executive Committee. The same action need not be signed by all members, and each may sign a separate counterpart of the Written Action.



- 6.07. Electronic Communication.** A conference telephone call, or other conference among directors by any means of communication through which the members may simultaneously hear each other during the conference, shall constitute a meeting of the Executive Committee; provided that any notice requirements for a meeting are met and that the number of members participating in the conference are sufficient to constitute a quorum at a meeting.

## **ARTICLE VII JOURNAL OF SHOULDER AND ELBOW SURGERY**

- 7.01 The Journal of Shoulder and Elbow Surgery (JSES) Family of Journals (FoJ)** shall be the official publications of the Society for scientific and medical articles which contain information regarding the investigation, development, preservation and restoration of the form and function of the shoulder girdle, arm, elbow and associated structures by medical, surgical, and physical means. These Journals shall become the recognized international publication sources for shoulder and elbow surgeons. These Journals shall solicit contributions from the membership of the Society and similar medical specialty societies throughout the world. The JSES FoJ shall consist of the Journal of Shoulder and Elbow Surgery, considered the primary journal, and additional journals, considered the subsidiary journals, as deemed necessary and appropriate by the JSES Board of Trustees.

- 7.02 JSES Board of Trustees.** The JSES Board of Trustees (BoT) shall manage the publication of the FoJ. The JSES BoT shall have the final responsibility and complete authority for decisions relating to the publication of the Journals within the FoJ, including full power and authority to enter into contracts for the publication of the JSES FoJ.

The JSES BoT shall be composed of up to ten (10) voting members: six (6) representatives from the American Shoulder and Elbow Surgeons (North America), two (2) representatives from the European Society for Surgery of the Shoulder and Elbow (SECEC), one (1) representative from the Japanese Shoulder Society and one to be determined, as needed, by the JSES BoT. In addition, the BoT shall have two non-voting members: the Editor-in-Chief of the JSES and the Executive Editor of the JSES FoJ.

The North American members of the JSES BoT shall be past presidents of the Society who two years after their term as president will be appointed for a six-year term on the JSES BoT. Should a member be elected Chairman of the Board, he/she is allowed to complete the full three-year term as Chairman. Should a vacancy arise among the North American Voting members of the JSES BoT, the JSES BoT may elect to fill the vacancy for the remainder of that individual's term of office. All candidates for the six (6) North American voting positions on the JSES BoT shall be Active Members or Senior Members of the Society.

The officers of the JSES BoT shall consist of the Chairman and the Secretary and shall be elected by the membership of the JSES BoT for three-year terms of office. No person may serve more than two (2) consecutive full terms as an officer in the same office of the JSES BoT. The Editor-in-Chief of JSES and the Executive Editor of the JSES FoJ shall be appointed by the JSES BoT and shall be appointed for a five-year term subject to unlimited renewals. The Trustees will be selected by a process determined by the Shoulder and Elbow Society of that person's national or regional society. These Trustees shall not require election by the membership of the Society, and they shall counsel the JSES BoT on international issues and facilitate communication with, and publication in the Journal by, members in their respective societies.

The Chairman of the JSES BoT shall present a report to the ASES Executive Committee and the Editor-in-Chief of JSES and/or the Executive Editor of the JSES FoJ shall present a report to the membership at the Annual Meeting of the Society, and to the ASES Executive Committee, as desired. Editor salaries, negotiations with publishers, and any other recommendations will be delivered to the Executive Committee, who will approve of budgets and all financial decisions.

- 7.03 Executive Editor for the Family of Journals.** The Executive Editor for the JSES Family of Journals will be responsible for overseeing all of the journals within the JSES FoJ. The Executive Editor of the JSES FoJ shall have responsibility for choosing the editor(s)-in-chief of the JSES subsidiary journals, subject to approval of the JSES BoT. The Executive Editor of the JSES FoJ shall also have full power and authority, subject to approval by the JSES BoT, to assign the Society's copyrights in and to the Journals. The Executive Editor of the Family of Journals shall prepare an annual report for the JSES Board of Trustees and the ASES Executive Committee together with interim reports as the JSES Board of Trustees or ASES Executive Committee may require.
- 7.04 Editor(s)-in-Chief of the Journal of Shoulder and Elbow Surgery.** The Editor(s)-in-Chief of JSES will report to the Executive Editor of the JSES FoJ. The Editor(s)-in-Chief shall be responsible for selecting, preparing, and transmitting the editorial materials to the publisher of the JSES for publication. The Editor(s)-in-Chief of JSES shall be selected by the JSES BoT. The Editor(s)-in-Chief shall be responsible for nominating individuals for various positions on the editorial staff. Such positions shall include Deputy or Associate Editors, North American and international members of the editorial staff, editorial advisors, consultant reviewers, and other appropriate members of the editorial staff. All such appointments shall be subject to the approval of the Executive Editor of the JSES FoJ and the JSES BoT.
- 7.05 Editor(s)-in-Chief of JSES Subsidiary Journals.** The Editor(s)-in-Chief of the JSES subsidiary journals will report to the Executive Editor of the JSES FoJ. The Editor(s)-in-Chief shall be responsible for selecting, preparing, and transmitting the editorial materials to the publisher of the JSES FoJ for publication. The Editor(s)-in-Chief of JSES FoJ shall be selected by the Executive Editor of the JSES FoJ, subject to approval by the JSES BoT. The Editor(s)-in-Chief shall be responsible for nominating individuals for various positions on the editorial staff of their respective journals. Such positions shall include Deputy or Associate Editors, North American and international members of the editorial staff, editorial advisors, consultant reviewers, and other appropriate members of the editorial staff. All such appointments shall be subject to the approval of the Executive Editor of the JSES FoJ and the JSES BoT.

## **ARTICLE VIII OFFICERS**

- 8.01. Officers; Terms of Office.** Elected officers of the Society shall be: the President, the President-Elect, the Vice-President, the Secretary-Treasurer, and the Secretary-Treasurer-Elect. The President shall serve a one-year term of office. The President may not serve two (2) consecutive full terms. The President-Elect, the Vice-President and the Secretary-Treasurer-Elect shall serve one-year terms of office. The Secretary-Treasurer shall serve a three (3) year term and may be elected for one (3) consecutive full term of office.

**Nomination and Election of Officers.** The Nominating Committee shall prepare a list of nominees for the positions which will become vacant at the close of the Annual Meeting at which the list is presented. Call for the ASES Board Nominating Committee nominations will be issued approximately 6 weeks prior to the ASES annual meeting each year but no later than September 1. Active members may submit names of nominees. Each candidate must be nominated by two (2) Active members. An electronic ballot will be sent to all Active members in mid-September. Voting will be opened until October 1. Results will be announced each year at the ASES annual meeting during the second Business Meeting of the Society.

**8.02.** The Nominating Committee shall prepare the following list of nominees annually:

Vice-President

1 member-at-large to the Executive Committee

1 Past President to the JSES Board of Trustees

The Nominating Committee shall prepare a list of nominees for Secretary-Treasurer-Elect each third year at the Annual Meeting preceding the termination of the office of the current Secretary-Treasurer by one year.

**8.03. Vacancy and Removal.** A vacancy in any office or in the four (4) elected positions of the Nominating Committee may be filled upon a majority vote of the members of the Executive Committee for the unexpired portion of the term or until the next Annual Meeting. Any officer, committee member or agent of the Society may be removed by the Executive Committee when in its judgment the best interests of the Society would be served thereby.

**8.04. President.** The President shall be the principal executive officer of the Society and shall have the following duties:

- a. Preside at all meetings of the Society and Executive Committee.
- b. Deliver an address at the Annual Meeting.
- c. Appoint Presidential (Ad-Hoc) committees as deemed necessary provided the mandate to any such committee does not duplicate the mandate of an existing committee. Presidential Committees shall expire with the term of the President.
- d. Serve as an ex-officio member of all committees except the Nominating Committee.
- e. Execute documents as directed by the Executive Committee.
- f. Act in the event of any contingency or emergency not covered by these Bylaws and in general perform all duties incident to the office of President or such other duties as may be prescribed by the Executive Committee from time to time.

The President, or constitutionally designated alternate, is the official spokesperson for the ASES. No statement shall be made by the President or designated alternate that advocates a group boycott by members or violation of federal and/or state antitrust or any other laws.

- 8.05. President-Elect.** The President-Elect shall be elected for a one-year term and shall then assume the office of the President. During the term as President-Elect, he or she shall act as the President in the President's absence, and he or she shall perform other duties as may be assigned to him or her by the Executive Committee or the President.
- 8.06. Secretary-Treasurer.** The Secretary-Treasurer shall be elected for a three (3) year term and shall have the following duties:
- a. Be responsible for all funds or other properties of the Society and endorse all financial statements.
  - b. Maintain a membership roster and collect funds and dues.
  - c. Receive funds due to the Society and deposit them as may be designated by the Executive Committee.
  - d. Pay all expenses of the Society.
  - e. Maintain an itemized account of receipts and expenditures and present an annual financial report to the Executive Committee and to the membership at the annual business meeting of the society. The Executive Committee may direct that this report be audited by a Certified Public Accountant.
  - f. Maintain correspondence and historical records of the Society.
  - g. Keep minutes of meetings of all members and the Executive Committee
  - h. Keep records of committee meetings.
  - i. Duly give notices including the notification of candidates elected into the Society, nominees of their election, members of their appointment to committees, and members of any disciplinary action against them.
- 8.07. Secretary-Treasurer-Elect.** The Secretary-Treasurer-Elect shall be elected for a one year term prior to the termination of office of the incumbent Secretary-Treasurer. He or she shall then assume the office of Secretary-Treasurer. During the year as Secretary-Treasurer-Elect, he or she shall serve as ex-officio member of the Executive Committee, serve as assistant to the Secretary-Treasurer; and perform such other duties as may be assigned to him or her by the Executive Committee or the Secretary-Treasurer.
- 8.08. Vice-President.** The Vice-President shall be elected for a one year term and shall then assume the office of the President-Elect. During the term as Vice-President, he or she shall perform duties as may be assigned to him or her by the Executive Committee or the President.

## **ARTICLE IX COMMITTEES**

The Executive Committee shall appoint such Committees as necessary to address issues of interest to the membership; areas of interest shall include but not be limited to education, research, advocacy and clinical care. The name, composition and mandate for such committees shall be at the discretion of the Executive Committee.

In those instances of subcommittees, at least the Chair of each subcommittee shall be a member of the parent committee.

The authority establishing any committee shall have the right to dissolve the committee, enlarge the committee, appoint advisors, remove any member, and fill any vacancy.

**Mandate of Committees** – The authority establishing each committee shall be responsible for drafting the mandate of the committee describing the task, the limits of the mission, and any restrictions on the committees' activities. Such mandate shall be tendered to the committee in writing by the appointing authority.

**Absence** – Absence of a committee member without acceptable excuse from two consecutive committee meetings including conference calls shall be considered resignation from the committee.

Committees of the ASES shall be:

**9.01. Nominating Committee.** The Nominating Committee shall consist of four Active Members nominated and elected each year by the Active Members present at the Annual Meeting of the Society, and the past President of the Society who will be leaving the Executive Committee at the termination of that Annual Meeting. The past President will serve as Chair of the Nominating Committee. No person may serve two consecutive terms. Responsibilities of the committee are defined in Section 8.02.

**9.02. Committee on Committees.** The Committee on Committees shall nominate members of all Standing Committees to fill open positions on committees. The Committee on Committees shall be composed of the President-elect, Secretary/Treasurer, and one additional member who must be a member of the Executive Committee appointed by the President-elect. The President-elect shall serve as the Chair of the Committee.

Members of all Standing Committees shall be nominated by the Committee on Committees subject to confirmation by the Executive Committee. No officer of the ASES, nor any Director, may serve as Chair of any Standing Committee.

The Chairs of all Standing Committees unless otherwise specified in these bylaws shall be designated by the Executive Committee.

**9.03. Planning and Development Committee.** The Planning and Development Committee shall consist of past Presidents of the Society and members of the Founding Board. The Committee shall meet at least annually and shall advise the Executive Committee on various matters. The Chair will be elected by the Committee and will serve a two-year term. The Chair may serve two consecutive terms.

**9.04. Presidential Committees**

- a. The composition, membership, and chairs of Presidential (Ad-Hoc) Committees shall be determined by the President.
- b. The term of office on Presidential Committees shall terminate with the completion of the committee charge or the President's term of office, whichever occurs first. The President-elect may extend the term of a Presidential Ad-Hoc Committee for the term of his/her presidency.

- c. Committee membership is restricted to members of the ASES except when the purpose of the ASES requires the addition of knowledgeable individuals from other fields.
- d. Ad Hoc Committees and Task Force Groups are appointed by the President. And by definition are to exist for the duration of the Presidency. If the work of the task force is necessary to continue, it should be placed under existing committees and subject to existing leadership within those committees whenever possible unless otherwise determined by the Executive Committee.
- e. Joint Committees may be established with other community, governmental, or scientific organizations.

**9.05. Standing Committees**

Committee Composition, Organization, and Terms of Office

- a. No member of a Standing Committee may serve more than 2 consecutive two year terms on the same committee, but an individual may serve an additional two year term if appointed to chair or vice chair and an additional term as a subcommittee/task force chair. An individual may continue to serve in an advisory capacity if it is believed he/she has special expertise that would continue to help the committee beyond the individual's term. In such capacity, he/she shall have no vote.

**9.06. Ex-Officio Members**

- a. Committees – The President and Executive Director shall be ex-officio members of all committees. The President-elect may attend meetings of all committees.
- b. Presidential (Ad-Hoc) Committees - The President, President-elect, and Executive Director shall be ex-officio members of all Presidential (Ad-Hoc) Committees.
- c. Committees shall have authority to make rules governing their procedures subject to the bylaws, policies, and directives of the President.

**ARTICLE X  
NAMED AWARDS AND RECOGNITION**

The Society recognizes specific members of the society with named awards or lectures. If members wish to honor an individual with another Society recognized award, the members will offer a written proposal that includes financial information to the Executive Committee who will review and either approve or reject the proposal.

**ARTICLE XI  
INDEMNIFICATION**

This Society shall, in the exercise of the power granted to Minnesota nonprofit corporations generally by Minnesota Statutes, Chapter 317A, as now enacted or as hereafter amended, and including any other provisions of Minnesota law applicable thereto, indemnify its former, present, and future officers, directors, members, employees, and agents to the full extent provided by law against expenses and liabilities, and carry and maintain insurance therefore, but only under the circumstances, in the manner, and to the extent from time to time permitted by law.

## ARTICLE XII CONFLICTS OF INTEREST

Any member, director, officer, key employee or member of a committee of this Society who is interested in a matter, contract or transaction presented to the members, the Executive Committee or a committee for action, authorization, approval or ratification shall (unless his or her interest therein is obvious from the matter, contract or transaction itself), without request, make a prompt, full and frank disclosure of his or her interest therein to the members, the Executive Committee or the committee prior to action upon the matter, contract or transaction. The disclosure (if required) shall include all material facts about the matter, contract or transaction. The body to which the disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be deemed to exist. If a conflict exists or is deemed to exist, that fact shall be noted in the minutes of the meeting at which the matter, contract or transaction is considered or acted upon, and the interested person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussion or deliberations with respect to the matter, contract or transaction. The interested person shall be counted in determining the presence of a quorum at any meeting where the matter, contract or transaction is considered or acted upon. The minutes of the meeting shall reflect the disclosure made, the vote on the existence of a conflict, and, where applicable, the interested person's abstention from voting and participation, and whether a quorum was present. For purposes of this provision, a person shall be deemed to be "interested" in a matter, contract or transaction if he or she is involved in the matter or is the party (or one of the parties) proposing to contract or deal with the Society, or is a partner, employee, officer, director, or substantial shareholder of, or has a material financial or influential interest in, the entity proposing to contract or deal with this Society.

## ARTICLE XIII AMENDMENTS OF ARTICLES AND BYLAWS

**13.01. General.** The Articles of Incorporation of this Society and these Bylaws, each as from time to time amended or restated, may be amended, revised or restated from time to time to include or omit any provision which could lawfully be included therein or omitted therefrom at the time the amendment, revised or restated is adopted. Any number of amendments, or an entire revision or restatement of the Articles of Incorporation or these Bylaws may be considered, acted upon, and adopted, provided that the amendment, revision or restatement of the Articles of Incorporation or these Bylaws is approved and recommended by a majority of the Directors, or by a petition from at least twenty percent (20%) of the Active Members of the Society.

In the event of a properly proposed amendment, the Executive Committee will prepare a ballot containing the proposal and send it to all Active Members of the Society. The ballot shall provide a reasonable period of time in which it is to be returned. An amendment is adopted when it receives the vote of more than a majority of the returned ballots before the expiration of the specified time.

**13.02. Amendments Related to Tax-Exempt Status.** Notwithstanding the provisions of section 13.01 of these Bylaws, if any amendment or revision of the Articles of Incorporation or these Bylaws, or both, is required to enable the Society to maintain tax-exempt status as an organization described in Section 501(c) (6) of the Internal revenue Code of 1986, as amended, the Executive Committee shall have the power and authority to amend the Articles of Incorporation or these Bylaws, or both, as the case may be, by adopting amendments or revisions by the affirmative vote of two-thirds (2/3rds) of the members of

the Executive Committee present and voting at meeting; however, no amendment or revision shall substantially change the purposes of the Society or the rights, privileges, duties and responsibilities of the members of the Society or the members of the Executive Committee unless the amendment or revision is noticed, approved, and adopted in accordance with section 12.01.

Dated: December 5, 2018

Reflects changes voted on October 6, 2023