

# **CONSTITUTION**

**And**

# **BY-LAWS**

Revised  
July 2007  
July 2006  
October 1998

# **Toledo and Northwest Ohio Surgical Society C o n s t i t u t i o n**

## **Article I**

### **Name**

The name of the Society is the Toledo and Northwest Ohio Surgical Society.

## **Article II**

### **Mission Statement and Objects**

The mission of this Society is the cultivation and improvement of the science and art of Surgery, the elevation of the medical profession, and the consideration of such other matters as may properly come within its sphere.

## **Article III**

### **Membership**

#### **Section 1. Categories of membership**

The members of the Society shall be known as Fellows of the Toledo and Northwest Ohio Surgical Society. There shall be five classes of fellowship.

1. Active Fellows
2. Non-Resident Fellows
3. Senior Fellows
4. Honorary Fellows
5. Affiliate Fellows

#### **Section 2. Eligibility and Duties**

1. Active Fellows must be graduates of an approved medical school and has completed an approved residency in a surgical specialty and Board Certified or Board Admissible by the American Board of Medical Specialties or equivalent Osteopathic Board. The person must reside or practice in the Northwest Ohio region. They may hold office and vote.
2. Non-Resident Fellows must meet the same requirements as Active Fellows but reside or practice outside the Northwest Ohio region. They may not hold office but may vote.
3. Senior Fellows are Active or Non-Resident Fellows who have maintained their membership status for the previous three years and reach the age of sixty-five year. They may hold office and vote.

4. Honorary Fellows are elected to Fellowship as a result of their commitment to the Mission of the Society but do not meet requirements to be Active or Non-Resident Fellows. They may not hold office or vote.
5. Affiliate Fellows are non-physician members whose practice or career is related to surgery. This includes but not limited to Certified Nurse Practitioners, Physician Assistants, Operating Room Nurses, and Surgical Technologists. The Affiliate Fellow must be certified in their own specialty. They may not hold office or vote.

### Section 3. Application and Acceptance for Fellowship.

1. Application to The Society is made by an individual who is felt to meet eligibility by completing the appropriate application and submitting it to the administrative staff of The Society.
2. The completed application will be submitted to the Council of the Society for review and recommendation. If Council recommends the individual be approved for fellowship, the application will be submitted to the Fellowship eligible to vote. The voting will take place at the annual meeting and a 75% supermajority is necessary for acceptance. Fellowship becomes effective with payment of dues.
3. Fellowship may be approved by Council between annual meetings if Council sees no reasonable obstacle for approval by the general Fellowship. The application still needs approval by the Fellowship at the next annual meeting. If the application is rejected, the Fellow status will be revoked.

### Section 4. Resignation, Suspension, Expulsion

1. Resignation of fellowship will be accepted when submitted in writing.
2. Any Fellow who shall offer to pay, or shall pay, a commission in consideration of having any patient referred to him or her, or who shall propose any arrangement for compensation for professional services, not known to the patient or to the party by whom such compensation is paid, shall be deemed guilty of unprofessional conduct and shall be expelled from the Society. A Fellow shall be offered a hearing before Council at his or her request.
3. Any violation of the Constitution, or any conduct unbecoming a physician but not specified above, may result in a reprimand, suspension, or expulsion if so voted by a two-thirds vote of the Fellowship eligible to vote, at the annual meeting.

## Article IV Officers and Governance

### Section 1. Officers

The Officers of the Society shall consist of the President, President-Elect, Treasurer, Secretary, and Recorder. They shall hold office for one year or until their successors shall have been elected and qualified. The President-Elect shall succeed the President automatically.

### Section 2. Council

1. There shall be a Council of the Society consisting of the Officers, immediate three Past-Presidents, and three Councilors. The term of the Councilors will be three years and their terms shall be staggered so the one Councilor is elected each year.

### Section 2. Nominations and Elections

1. Nominations for Officers and Councilors shall be made by the nominating committee. This committee will be appointed by the President.
2. Election of Officers and Councilors shall occur at the annual meeting. Nominations may be accepted from the floor at this election. The installation of Officers and Councilors shall take place immediately after their election.

### Section 3. Vacancies

Any vacancy occurring during the year among the Officers shall be filled by decision of the Council, except that of President, which shall be filled by the President-Elect.

## Article V Meetings

### Section 1. Regular Meetings

There shall be a minimum of four regularly scheduled meetings per academic year. Council shall decide upon the meeting planning including dates and venue. The final meeting shall be the Annual Meeting.

### Section 2. Special Meetings

The President may call a special meeting of the Society at any time, or upon written request to the President from five or more Fellows. The object of the meeting must be stated in the request.

### Section 3. Quorum

At least fifteen (15) members of the Society shall constitute a quorum for the transaction of business, except for the expulsion of a Fellow, for which there shall be required the vote of a two-third majority of all voting Fellows of the Society.

## Article VI Amendments

### Section 1.

This Constitution may be amended, altered, or repealed at any regular or annual meeting, or at any special meeting called for that purpose, provided the suggested amendment, alteration, or repeal shall be presented in writing, signed by three Fellows, and provided that the suggested change shall be mailed to each Fellow at least ten days previous to the date of the meeting at which the vote thereon is to be taken. A three-fourths majority vote of those attending the meeting shall be necessary to adopt the change.

# Toledo and Northwest Ohio Surgical Society

## By – L a w s

### Article I

#### Duties and Officers and Council

##### Section 1. President and President-Elect

The President shall preside at the meetings of the Society and perform all duties appertaining to the office. In his or her absence, the President-Elect shall preside. In the absence of the latter, the Council shall appoint a Chair.

##### Section 2. Secretary

The Secretary shall keep a record of the minutes of the Society and Council. The minutes shall be held in the files of the Society and available to any Fellow. The Secretary shall give a report at the Council meetings and meetings of the Society. The Secretary shall receive applications and proposals for Fellowship and prepare them for consideration by the Council. The Secretary shall publish a list of candidates for Fellowship and perform other duties as may be requested by the President and/or Council.

##### Section 3. Treasurer

The Treasurer is the custodian of all monies of the Society. He or she shall pay out money upon order of the Council. He or she shall keep full and accurate records of all money received and disbursed. He or she shall present a report at Council meetings and meetings of the Society. The Treasurer shall obtain recommendations from the Council and prepare an annual budget for the Society for approval by Council.

##### Section 4. Recorder

The Recorder shall maintain the historical record of the Society. He or she shall keep an attendance record at the meetings of Council and the Society.

##### Section 5. Council

The President shall serve as Chair and the Secretary shall serve as secretary of Council. The Council consists of the Society Officers, the immediate three Past-Presidents, and the three Councilors. The President as needed shall call meetings. A quorum shall consist of one-half (five) of the members of Council.

Council shall have the power to reinstate Fellows forfeiting their Fellowship for non-payment of dues, provided all arrears have been paid. It shall act as a Board of Censors for the adjudication of all alleged offenses against the Constitution and By-Law, or unprofessional conduct of any Fellow of the Society. Council alone shall have the power to move expulsion of a Fellow, after first granting the alleged offender a hearing if such is requested.

Council has the authority to spend Society funds for administrative functions, awards, gifts, and other items felt to be appropriate in keeping with the mission of the Society.

## Article II Dues

### Section 1. Dues

The annual dues for Active Fellows shall be \$200. This allows the Fellow to attend all general meetings, special meetings, and Council meetings of the Society. The dues are payable upon receipt of the dues statement from the Society. Non-Resident Fellow dues are \$50 per year. This does not cover the expense of the dinner meetings. Senior Fellows pay no dues, however, are responsible for the cost of attending a general dinner meeting of the Society. Honorary Fellows pay no dues, however, are responsible for the cost of attending a general dinner meeting of the Society. The annual dues for Affiliate Fellows are \$125. This allows the Affiliate Fellow to attend all general meetings of the Society. The dues are payable upon receipt of the dues statement from the Society.

### Section 2. Changes

Changes in the dues structure and amount shall be suggested by Council to the Fellowship. Changes shall be voted upon at the annual meeting. A majority vote of those eligible to vote who attend the annual meeting is needed to approve the change.

### Section 3. Arrears

Any Fellow in arrears for one year, being notified of the fact in writing by the Treasurer, and not paying his or her dues within two months hereafter shall forfeit the Fellowship. It shall be the duty of the Treasurer to notify Council of such forfeiture, which shall be entered on the minutes, and the name of the delinquent stricken from the list of Fellows. A copy of this section shall accompany the notification to the Fellow of such forfeiture.

## Article III Meetings

### Section 1. Number and Cost

The Society shall hold at least four academic meetings per year. The cost of these meetings is included in the dues for Active Fellows and Affiliate Fellows. The cost of the dinner meeting shall be the responsibility of Senior Fellows, Non-Resident Fellows, and Honorary Fellows. The cost for the meeting shall be determined by Council.

## Section 2. Guests

Guests at the general dinner meetings are encouraged. The cost of the dinner meeting shall be born by the sponsoring Fellow. The cost for the meting shall be determined by Council.

## Article IV Parliamentary Authority

### Section 1.

The Proceedings of the Society shall be conducted under the usual parliamentary Rules of Order.

## Article V Amendments

### Section 1.

These By-Laws may be amended, altered, or repealed at any regular or annual meeting, or at any special meeting called for that purpose, provided the suggested amendment, alteration, or repeal shall be presented in writing, signed by three Fellows, and provided that the suggested change shall be mailed to each Fellow at least ten days previous to the date of the meeting at which the vote thereon is to be taken. A simple majority vote of those attending the meeting shall be necessary to adopt the change.