

CONSTITUTION AND BY-LAWS
OF THE MASSACHUSETTS GENERAL HOSPITAL SURGICAL SOCIETY

ARTICLE I

Name

The name of this organization shall be The Massachusetts General Hospital Surgical Society (“Surgical Society”).

ARTICLE II

Purpose

The purposes of the Surgical Society shall be to engage in activities to promote the professional and personal interaction between surgeons trained at The General Hospital Corporation (“GHC”), an affiliate of The Massachusetts General Hospital Corporation (“MGH”); to promote the growth and development of the GHC Surgery Service; and to promote the continuing education of members of the Surgical Society and current GHC surgical residents. In carrying out these purposes, the Surgical Society shall be subject to oversight of the GHC to ensure it is acting consistently with the charitable mission of the MGH and GHC.

ARTICLE III

Membership

Section 1. The Surgical Society shall include Active, Retired, and Honorary Members. Active Members shall be duly elected individuals who remain in good standing. An Active Member who plans to or has retired from the active practice of medicine may request to become a Retired Member by notifying the Secretary. A Retired Member shall retain all the rights, privileges, and obligations of an Active Member except for the requirements of attendance and payment of dues. Honorary Members shall be individuals of distinction who are identified with Medicine, Science, or the Humanities and who have served or evidenced a special interest in the Surgical Society. Honorary Members must be sponsored by either an Active or Retired Member and approved by the Council. Honorary Members do not pay dues, vote, or hold office. The Secretary shall invite each Honorary Member to the General Meeting. The Council may, in its discretion, authorize payment of certain on-site expenses for an Honorary Member at the General Meeting.

Section 2. To be eligible for active or retired membership, an applicant must: (A) have completed an accredited residency or fellowship under the auspices of the GHC Surgery Service, or (B) have a staff appointment in the GHC Surgery Service, or (C) have had some other

substantive affiliation with the GHC Surgery Service over the course of several years, or (D) have spent at least one year of post-graduate education in the GHC Surgery Service. Candidates in categories C and D must be sponsored by a Member and have endorsement letters from two other Members. A candidate may obtain a membership application form from the Secretary upon request. It should be completed and pertinent letters (if necessary) filed with the Secretary before October 1, or such other date as the Council may decide, in the year before the candidate is first to be considered for membership.

Section 3. As soon as feasible after January 1 each year, the Secretary shall submit to the Council a list of all candidates to be considered for membership along with pertinent information concerning them. The Council shall consider the proposed list of candidates at the Annual Council Meeting and shall make final membership determinations. Those candidates whom the Council does not accept for active membership may reapply once the next year.

Section 4. Following the Annual Council Meeting, the Secretary shall notify new Members by letter of the aims, prerogatives, and responsibilities of membership. If a candidate is not accepted for membership, the Secretary will so advise the candidate and may give reasons and request additional information.

Section 5. Membership shall become effective upon the payment of dues as required. A certificate of membership shall be made available to each Member.

Section 6. Membership in the Surgical Society may be terminated under the following circumstances: (A) the Council may accept the resignation of a Member and all Members of the Surgical Society will be so notified; (B) an Active Member who is absent from three consecutive General Meetings without adequate excuse presented in writing to the Secretary may be dropped from membership by action of the Council; (C) matters concerning unethical or unbecoming conduct by a Member will be considered by the Council, and appropriate disciplinary action (e.g., reprimand, suspension, or expulsion) may be taken; and (D) the Council will drop from membership any Member persistently delinquent in paying dues without adequate reason, but it shall have discretion to excuse such delinquency if the cause is ill health or financial difficulties. The Council shall have discretion to reinstate any Member.

ARTICLE IV

Officers and Councilors

Section 1. The officers shall consist of a President, a President-elect, the current Chief of the GHC Surgical Service, a Secretary-Treasurer, and three Councilors who may be either Active or Retired Members. The most recent Past-President shall serve as an additional Councilor for three years. The officers and the Councilors shall constitute the Council of the Surgical Society.

Section 2. The Vice President for Surgical and Anesthesia Services and the MGH Cardiac Program (“Vice President for Surgical Services”) of the GHC shall serve as a liaison to the

Council who is available to help coordinate the activities of the Surgical Society.

Section 3. The President and the President-elect shall serve a three-year term and may not be re-elected. The Secretary-Treasurer shall serve for a term of three years and may be re-elected to ensure continuity in the business affairs of the Surgical Society. The Councilors shall serve for three years and may be re-elected after a lapse of three years.

Section 4. Officers and Councilors shall be elected as follows. They shall be nominated by a Nominating Committee which, in selecting the slate for election, shall take into consideration age and experience, geographical residence, and evidence of the extent of candidates' interest in the Surgical Society. The President shall inform the Nominating Committee of its duties well in advance of the General Meeting, at which the election will take place. The Nominating Committee will make recommendations to the Council for approval. Thereafter, the membership will vote on the slate of officers and councilors at the General Meeting. Candidates who receive the votes of $\frac{3}{4}$ of those present shall be declared elected.

Section 5. An Officer or Councilor may resign by written notification to the Secretary. An Officer or Councilor who fails to attend three consecutive meetings may be removed by a $\frac{3}{4}$ vote of the Council.

Section 6. The President's duties shall include presiding at all meetings, appointing committees not otherwise provided for, and serving as Chairman of the Council.

Section 7. In the absence of the President, the President-elect will assume the duties of the President. In the absence of both the President and President-elect, the Chair shall be assumed by the most senior member of the Council, as decided by the Council.

Section 8. One person shall serve as Secretary-Treasurer. The officer's duties as Secretary shall include maintaining all correspondence, preparing meeting agendas, arranging for the time and place of meetings, coordinating the membership application process, advising new members of their responsibilities, recording meeting attendance, and maintaining a file of significant actions taken by the Council and/or the membership, such as amendments of the Constitution and Bylaws, votes, and policies not stated in the Constitution and Bylaws but adopted by the Council.

Section 9. The Secretary-Treasurer's duties as Treasurer shall include maintaining an accurate membership mailing list, and overseeing the collection, the giving of proper receipts for, and the safekeeping of monies (including membership dues) and other property collected by the Surgical Society on behalf of the GHC. Funds may be expended as provided in Article VIII. The Treasurer shall keep proper books of account of the monies and property collected and shall render to the GHC Vice President for Surgical Services quarterly reports of the financial affairs of the Surgical Society and such additional reports as requested. The Treasurer shall present fundraising information to the MGH Vice President for Resource Development for approval.

Section 10. If a vacancy occurs on the Council, the President may ask the Nominating Committee to recommend a candidate or candidates to fill the position for the remainder of the

term. The Council shall determine by majority vote who will fill the vacancy.

ARTICLE V

Committees

Section 1. The Nominating Committee shall include the retiring Council members, the current Chief of the GHC Surgical Service, and anyone else appointed by the President. The Nominating Committee is responsible for recommending candidates to be elected to the Council or to fill a vacancy.

Section 2. The Program Committee shall include the President, the Chief of the GHC Surgical Service, and anyone else appointed by the President. The Program Committee is responsible for determining the format and duration of General Meetings, subject to the Council's approval.

Section 3. The President shall name such standing and ad hoc committees as deemed necessary to carry out the purposes of the Surgical Society. With the Council's approval, the President shall appoint the chairperson of each committee. The chairperson will select his or her own committee members unless the Council specifies otherwise.

ARTICLE VI

Meetings

Section 1. An Annual Council Meeting shall be held in October of each year, or such succeeding month as the Council shall determine. The fiscal year shall run from October 1 through September 30. The Treasurer shall close the books before the Annual Council Meeting.

Section 2. A General Meeting shall be held at least once every three years at a place designated by the Council. The Program Committee shall assist in organizing the meeting. Active and Retired Members may invite guests to the General Meeting. The President may invite guests to participate in the scientific program portion of the meeting. Guests will not attend the business portion of the meeting.

Section 3. A Special Meeting may be held upon the call of $\frac{3}{4}$ of the Active Members.

Section 4. The Treasurer-Secretary shall give advance written notice of the Annual Council Meeting, General Meeting, and any Special Meeting. The notice shall state the date, time, place, and, to the extent appropriate, the purpose(s) of the meeting.

Section 5. One quarter of the Active Members in good standing shall constitute a quorum for the transaction of business at the General Meeting. Less than a quorum may adjourn or close a meeting which has been duly called. A majority of the votes properly cast by Active or Retired

Members in person shall suffice to transact any business of the Surgical Society, except as otherwise required by the Constitution and Bylaws.

ARTICLE VII

Dues

Section 1. There will be no initiation fee. Annual dues are as follows:

Within two years of completion of training:	No Dues
Active practice:	\$100.00
Retired from active practice or older than 70 years:	No Dues
Active duty with Armed Services:	No Dues

Section 2. Dues shall be billed by the Surgical Society and made payable annually to “Massachusetts General Hospital” through the Surgical Society. Dues shall constitute a gift to the GHC for the benefit of the Surgical Society, and their payment shall not entitle a Member to any benefits or remuneration other than membership in the Surgical Society.

Section 3. The Council shall have discretion to increase the annual dues, provided that proper consideration is given to the nonprofit status and educational goals of the Surgical Society.

Section 4. Members shall be responsible for notifying the Treasurer of a change of address or an error in billing. Members who notify the Secretary that they have retired will not be required to pay dues.

ARTICLE VIII

Funds

Section 1. All funds collected by the Surgical Society on behalf of the GHC shall be deposited in an account of the GHC and shall be used for the benefit of the Surgical Society.

Section 2. The Council shall review and approve all expenditures from funds collected by the Surgical Society on behalf of the GHC. At the end of the fiscal year, the Council shall prepare a budget for the upcoming year by setting aside a reasonable sum for current expenses and projects. The proposed budget shall be reviewed by the GHC Vice President for Surgical Services upon request. Any amendment to the budget must be approved by the Council.

Section 3. At the Council’s discretion, funds may be used to provide scholarships or awards, to secure distinguished speakers for the programs of the General Meeting, and to provide other educational programs as the Council may deem advisable, provided that all expenditures of funds shall be consistent with the charitable purpose of the MGH and GHC.

ARTICLE IX

Amendments

Section 1. The Constitution and Bylaws may be amended upon a $\frac{3}{4}$ vote of the Members at a General Meeting or a Special Meeting, provided that the amendment shall not take effect until it has been approved by the GHC Trustees.

Section 2. Proposals for changes to the Constitution and Bylaws must be signed by three Members and submitted to the Council. Written notice of the proposed amendment shall be presented to the GHC Vice President for Surgical Services prior to the General Meeting. The Secretary shall distribute the proposed amendment at least ten days before the meeting to all Members in good standing.

Section 3. Matters not specifically covered in the Constitution and Bylaws shall be presented to the Council for consideration, recommendation, or action.

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