



## Bylaws 2022

### INTRODUCTION

These are the Bylaws of the International Society of Aesthetic Plastic surgery.

This version of the bylaws was adopted by the ISAPS members by vote in January 2022 and accepted by the ISAPS Board of Directors on January 15, 2022.

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## Article 1 — NAME

The name of this organization shall be **the International Society of Aesthetic Plastic Surgery** (ISAPS). The Society has been established for an indefinite period. ISAPS is Registered as Non-profit organization (501(c)(3)) in North Carolina with registration number 0330131.

## Article 2 — PURPOSES

The Society may undertake all reasonable activities to further these purposes, which may include the investment of funds, acquisition of real estate, or engagement in activities of a commercial nature provided that all proceeds from such activities are used towards the listed purposes.

The purposes of the Society shall be:

1. to provide a forum for the interchange of ideas and knowledge for the advancement of aesthetic plastic surgery among plastic surgeons;
2. to stimulate, promote, and continually update the education and research pertaining to aesthetic plastic surgery among surgeons and trainees, to deliver Aesthetic Education Worldwide<sup>®</sup>;
3. to encourage the highest standards of professional skill and competence of qualified plastic surgeons with an interest in aesthetic surgery in order to ensure the safety of their patients;
4. to promote and encourage the highest ethical standards of personal and professional conduct among qualified plastic surgeons with an interest in aesthetic surgery;
5. to cooperate with other organizations of qualified plastic surgeons with an interest in aesthetic surgery in all parts of the world to establish standards of training and practice to advance the specialty;
6. to develop and maintain significant membership representation from all geographic areas of the world;
7. to promote Patient Safety.

## Article 3 — ORGANIZATION

### Article 3.1: AUTHORITY

The Membership shall have supreme authority in the management of the Society's business and activities.

### Article 3.2: DELEGATION OF AUTHORITY

In the interim between meetings of the Membership, and except as provided in Article 10 (Committees), 10.1 (Executive Committee), management of the affairs of the Society is the responsibility of the Board of Directors. The President has authority to sign legal documents, contracts, and other instruments on behalf of the Society. As necessary, more than one officer may countersign any such document.

### Article 3.3: OFFICIAL LANGUAGE

The official language of ISAPS is English.

## Article 3.4: PARLIAMENTARY AUTHORITY

All meetings and other proceedings of the Society and its committees, except as otherwise provided in these Bylaws, shall be governed by the parliamentary rules and usages contained in the current edition of Sturgis' Standard Code of Parliamentary Procedure and ISAPS' Terms of Reference.

## Article 4 — MEMBERSHIP

### Article 4.1: GENERAL QUALIFICATIONS

Membership shall be at the discretion of the Society. The ISAPS Board of Directors reserves the right to make final decisions on the acceptance or rejection of any application for membership.

Duly licensed and Board certified (or the equivalent in countries where there is no official Board certification) plastic surgeons with a special interest in aesthetic plastic surgery, being members of an ISAPS-recognized national society of plastic surgeons in the country where they practice (where one exists), who agree to comply with the ISAPS Code of Ethics and Bylaws, may be admitted to membership in this Society as members.

The ISAPS-recognized national society of plastic surgery in any country is generally the society for plastic, reconstructive and aesthetic surgery representing officially trained plastic surgeons. When a country has more than one society, multiple societies may be recognized by the ISAPS Board.

Individuals with a special interest in aesthetic plastic surgery who are currently undertaking a plastic surgery residency, and who agree to comply with the ISAPS Code of Ethics and Bylaws, may be admitted in this Society as Resident members.

### Article 4.2: CATEGORIES OF MEMBERSHIP

The Society will identify and keep an active record of categories of membership in line with the qualification criteria in 4.1, in its Terms of Reference for membership, which may be varied from time to time with the approval of the Board.

The category of full membership is retained by ISAPS for an indefinite period with the following conditions:

4.2.1 Applicants, after completing formal training, must have been in the active practice of plastic surgery for at least three years to be eligible for full membership of ISAPS and must verify Board certification in plastic surgery (or the equivalent).

4.2.2 Applicants shall be current members in good standing of an ISAPS-recognized national society of plastic surgery, where such a society exists. Where an applicant is duly qualified but there is no national society, or where it is impossible for them to join a national society, the application is considered at the discretion of the membership committee.

4.2.3 Applicants must pay the required dues, as agreed by the Board and described in the applications process.

Group Admission and Fast-Track applications may be considered and will be covered in the relevant Terms of Reference and applications policy.

All other matters related to Membership Categories (requirements, application procedure, eligibility, rights or privileges, etc.) are regulated by the Terms of Reference of the Membership Committee and associated policies and procedures.

### Article 4.3: RIGHTS AND PRIVILEGES

Full members shall have all the rights and privileges of the Society, including the right to attend all Membership Meetings, to vote, to hold office, use the Society's logo, and to serve on committees of the Society. Online access to the ISAPS Journal, *Aesthetic Plastic Surgery*, is a benefit of membership for these members.

### Article 4.4: RESIGNATIONS

Any member in good standing may resign from the Society by giving written notice to the Executive Office. Under certain circumstances, members considering resignation may be offered Life member status.

### Article 4.5: AUTOMATIC TERMINATION

Paying members are automatically terminated if their annual dues are not paid by the annual deadline.

### Article 4.6: REINSTATEMENT

Members in good standing at the time of resignation or automatic termination may be reinstated upon payment of current dues if the request for reinstatement occurs within three years of the last dues payment.

## Article 5 —BOARD OF DIRECTORS

### Article 5.1: OVERVIEW

The Board of Directors holds the responsibility for governance and oversight of the Society and its assets and shall manage the affairs of ISAPS in accordance with the Articles of incorporation, its Purpose and these Bylaws.

Duties, process and procedures of the Board of Directors, its officers and other post holders are described in detail in the Policies.

The Board of Directors shall consist of elected officers (President, President-Elect, Secretary, Treasurer and Immediate Past President), Members-at-Large (4), the Membership Chair, the Trustee, the Chair of the National Secretaries, the Parliamentarian, the Chair of the Education Council, the Vice-Chair of the Education Council, and the Executive Director.

The thirteen (13) voting members of the Board of Directors are: President, President-Elect, Secretary, Treasurer, Immediate Past President, Members-at-Large (4), Membership Chair, Trustee, Chair of National Secretaries, and Chair of the Education Council.

Non-voting members of the Board include the Parliamentarian, the Education Council Vice-Chair and the Executive Director.

Presidential appointments include the Education Council Chair, the Education Council Vice-Chair, and the Parliamentarian.

The Chair of National Secretaries is elected by the National Secretaries.

### Article 5.2: OFFICERS

The elected officers of the Board of Directors shall be: the President-Elect, Secretary, Treasurer, Trustee, Members-at-Large (4), and the Membership Chair.

### Article 5.3: ELIGIBILITY AND TERM OF OFFICE

Any voting member in good standing shall be eligible for election or appointment to any office of this Society. A Life Member is eligible to serve as a Trustee or Parliamentarian. The President-Elect shall succeed to the Presidency at the conclusion of the President's term.

The President, President-Elect and Trustee shall serve single two-year terms. The Secretary, Treasurer, Members-at-Large (4) and Membership Chair shall serve two-year terms and may be re-elected to additional two-year terms. The terms of the EC Chair, the EC Vice-Chair, and the Parliamentarian coincide with the term of the President who made the appointments. No officer, elected or appointed, shall hold more than one (1) office at the same time.

All members of the Board of Directors are required to sign the Declaration of Interests form and agree to accept any Terms of Reference applicable at the time of joining, in order to be accepted to the Board.

### Article 5.4: VOTING & QUORUM

Voting at meetings of the Board of Directors shall follow standard parliamentary procedure as described by Sturgis. Seven voting members shall constitute a quorum which is necessary for the transaction of business at any meeting of the Board.

Nominations and elections of Board members and Presidential appointments process are described in the respective Policies.

### Article 5.5. DUTIES OF BOARD MEMBERS

All Board members agree to abide by ISAPS Code of Ethics and also by the Terms of Reference for the Board, and any committees on which they serve

#### Article 5.5.1: OFFICERS

##### **(V indicates Voting Position)**

A. **President: (V)** The President may preside at the meetings of the membership of the Society, and of the Board of Directors, or may appoint at any meeting a member of the Board of Directors as Interlocutor to conduct that meeting, in which case the President assumes the right to initiate motions. The President appoints the Parliamentarian and the Chair and the Vice-Chair of the Education Council and may create *ad hoc* committees as may be necessary to carry out the functions of the Society. These appointments must be approved by the Board of Directors. The President appoints all committee chairs.

B. **President-Elect: (V)** The President-Elect shall attend all meetings of the membership of the Society, and of the Board of Directors, and shall succeed to the Presidency upon the conclusion of the President's term. Additional duties may be delegated to the President-Elect by the Board of Directors, or by the President. When the President is unable to act, or so requests, the President-Elect shall perform the duties of the President. If both the President and the President-Elect cannot serve, the Secretary shall temporarily assume the duties of the President.

C. **Members-at-Large: (V)** The Members-at-Large shall be responsible for oversight of a committee, as assigned by the President.

D. **Secretary: (V)** The Secretary is responsible for recording the minutes of all Board and biennial business meetings and other duties as assigned by the Board of Directors or by the President.

E. **Treasurer: (V)** The Treasurer is responsible for the Society's funds and for overseeing such funds in banks, other depositories, and/or investments as approved by the Board of Directors. The Treasurer shall report the status of the Society's accounts at each meeting of the Board of Directors. Records and accounts shall be available at all times for examination by the Board of Directors, or their approved representative.

F. **Immediate Past President (V)** The Immediate Past President serves as a voting member of the Board of Directors, as an advisor to the President, and as Chair of the Nominating Committee.

G. **Membership Chair (V)** The Membership Chair is the Chair of the membership committee which is responsible for membership recruitment, benefits, applications, and discipline.

H. **Trustee: (V)** The Trustee may be a full or Life member.

#### Article 5.5.2: ADDITIONAL BOARD MEMBERS

Additional Board members include the Parliamentarian, the Chair and Vice-Chair of the Education Council, the Chair of National Secretaries, and the Executive Director.

A. **Parliamentarian:** The Parliamentarian's term coincides with the term of the President who made the appointment. The Parliamentarian shall attend all meetings of the Board of Directors without the right to vote and shall rule on questions of parliamentary procedure. The President shall designate an alternate Parliamentarian from among the members of the Board when the Parliamentarian is not present.

B. **Chair of Education Council: (V)** The Chair of the Education Council is appointed by the President with Board approval and is a voting member of the Board.

C. **Vice-Chair of Education Council:** The Vice-Chair of the Education Council is appointed by the President with Board approval. In the absence of the Chair of the Education Council, the Vice-Chair will assume the Chair's voting privileges.

D. **Chair of National Secretaries: (V)** The Chair of National Secretaries is elected by the National Secretaries at each Biennial Congress and is a voting member of the Board.

E. **Executive Director:** The Executive Director serves under employment, periodically renewed by the Board of Directors, to provide management services to ISAPS. The responsibilities of the Executive Director are outlined in the Job Description.

#### Article 5.6: RESIGNATIONS, TERMINATIONS AND VACANCIES

A. **Resignations:** A Board member may resign from his or her office at any time with written notice to the Board of Directors.

B. **Terminations:** The Board may terminate a Board member for due cause subject to majority vote.

C. **Vacancies:** Vacancies in any elected office, other than the office of the President or the President-Elect, may be filled for the balance of the term by the Board of Directors. The office of the President shall be filled automatically by the President-Elect or the Secretary, in that order. Persons elected by the Board of Directors to fill a vacancy shall be eligible to serve a full term, if subsequently nominated, and elected by the membership.

## Article 5.7: ELECTIONS

The elected Members of the Board of Directors of the Society shall be elected prior to the Business Meeting of the Biennial Congress by electronic vote.

Voting ISAPS members have the right to nominate new Board members and will be invited to do so by the Nominating Committee.

Elections are organized by the office using election software to guarantee fair elections. Oversight of the election is by President, President-elect, and Executive Director. The Nominating Committee slate, approved by the Board, shall be circulated to voting members no later than 45 days prior to the Biennial Business Meeting.

All Nomination criteria and the election process are described in detail in the **Nomination and Election policy**.

## Article 5.8 — INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Society shall indemnify, to the full extent permitted by law, every present member of the Board of Directors, the Executive Director, and the staff of the Society. This indemnification shall be against expenses actually and necessarily incurred in connection with defense or settlement of any action, suit, or proceeding to which any of them is made a party as a result of having served in any of the foregoing capacities. This indemnification shall not apply to matters in which the individual is judged liable for willful misconduct and to matters as shall be settled by agreement predicated upon the existence of such liability.

The foregoing right of indemnification shall not be exclusive of any other rights to which the parties may be entitled. This indemnification shall be in addition to any other power or right of the Society to indemnify its members of its Board of Directors, Committee Members or staff.

The Society will purchase insurance against any liability incurred as the result of the first paragraph of this Article.

## Article 6 — NATIONAL SECRETARIES

National Secretaries represent ISAPS members in their country. The Board recognizes the National Secretaries as an autonomous group. However, the Board retains the right to intercede when situations demand Board action.

The National Secretaries appoint a Chair who serves as a voting member of the Board of Directors.

### Article 6.1: NATIONAL SECRETARY ELIGIBILITY AND ELECTIONS

Countries with at least three (3) ISAPS members are eligible to elect a National Secretary for a four-year term. This National Secretary may be re-elected for a second four-year term. National Secretaries must be members of the Society in the country they represent and must have been full members of ISAPS for at least two years immediately preceding their election.

All aspects of election, retirement, responsibilities and duties of the National Secretaries and their Chair are managed by the Executive Office and overseen by the Board, as covered in the National Secretaries Handbook.



## Article 6.2: ASSISTANT NATIONAL SECRETARY ELIGIBILITY AND ELECTIONS

Countries with at least 50 ISAPS members are eligible to elect one or more Assistant National Secretaries for a four-year term at the discretion of the National Secretary. The Assistant National Secretary may be re-elected for a second four-year term. National Secretaries must be members of the Society in the country they represent and must be full members of ISAPS for at least two years immediately preceding election.

## Article 7 — EDUCATION COUNCIL

The Education Council (EC) shall oversee the delivery of Aesthetic Education Worldwide © including the control scheduling, scientific content, and faculty selection for all ISAPS courses and Congresses. The Chair of the EC will also approve all applications for program endorsement and all requests for ISAPS Courses and Symposia.

Activities and procedures of the Education Council are covered in the Terms of Reference for the Council.

The Chair and Vice-Chair of the EC shall be appointed by the President and confirmed by the Board of Directors. The Chair and Vice-Chair are members of the Board of Directors. The Chair has the privilege of voting. In the absence of the Chair, the Vice-Chair may vote.

The President, President-Elect, and Executive Director serve on the EC as *Ex Officio* members.

## Article 8 — MEETINGS OF MEMBERS AND VOTING

### Article 8.1: ANNUAL BUSINESS MEETINGS

Members' Business Meeting shall be held at such time and place, including electronically where necessary or deemed appropriate, as the Board of Directors determines. Members shall be notified of the date, location and time at least forty-five (45) days in advance.

The order of procedure for the Business Meeting shall be described in the Terms of Reference. A quorum of 10% of ISAPS members registered for the meeting must be present at the business meeting for the transaction of business.

All voting on matters of importance for the Society will take place electronically in accordance with the Terms of Reference and policies for nomination and election and will be managed by the Executive Office.

### Article 8.2: VOTING

Where a vote of the members is required, including for the election of members of the Board of Directors, or acceptance of amendments to these Bylaws, such elections shall take place by suitable electronic means, in accordance with the Terms of Reference and policies for nomination and election, to allow all members the option to vote, and will be managed by the Executive Office.

Electronic voting requires that thirty percent (30%) of all voting members cast a ballot to constitute a valid action, and a simple majority of those voting shall determine the action. Any vote properly taken by electronic ballot shall have the same force and effect as action taken at a traditional meeting of the Society. The voting period will be a minimum of three (3) days. If after 3 days, the mandatory 30% is not reached they will be extended for another 4 days after which the result is final even if the 30% is not reached.

## Article 9 — PUBLICATIONS

*Aesthetic Plastic Surgery* is the official journal of the Society. Editorial and operational management is the responsibility of the Editor-in-Chief, the Publisher and the Journal Operations Committee.

*ISAPS News* is the official newsletter of the Society. The production of the newsletter is the responsibility of the ISAPS News Editor-in-Chief.

## Article 10 — COMMITTEES

Except where these Bylaws expressly provide to the contrary, the Board of Directors may delegate any of its powers, or the implementation of any of its resolutions, to any board or committee, and every such Board or committee shall be accountable to the Board of Directors. The Society shall have Standing Committees. to cover its core business functions, and a number of Additional Committees, appointed to undertake particular tasks or projects towards the purposes.

The list of Committees is kept by the Executive Office and published on the Society's website. The business of these committees will be described in the Terms of Reference for each Committee.

Except as prescribed in these Bylaws, all standing and *Ad Hoc* committee chairs shall be appointed by the President. All members of ISAPS Committees shall be current members of ISAPS. Additional members may be selected by the Chair and approved by the President.

### Article 10.1: EXECUTIVE COMMITTEE

The Executive Committee (EXCO) shall include the President, President-Elect, Secretary, Treasurer, the Education Council Chair, and the Executive Director. The Committee shall serve in an advisory capacity to the President and shall meet as needed in person or by conference call to manage the affairs of the Society in the interim between meetings of the Board of Directors. All decisions made by the EXCO are subject to approval by the full Board of Directors. At the discretion of the President a Board or a committee member can be invited to participate at EXCO meetings but shall not have a vote.

### Article 10.2: MEMBERSHIP COMMITTEE

The Membership Committee advises the Board on all matters relating to membership. The Membership Committee shall consist of the elected Chair and additional committee members representing various regions of the world selected by the Chair. The National Secretaries Chair and the representative from the Executive Office responsible for Membership are *ex officio* members. National Secretaries will serve in an advisory capacity as needed.

The Membership Committee will function according to the Terms of Reference and related policies

### Article 10.3: NOMINATING COMMITTEE

The Nominating Committee manages and oversees the nomination and appointment processes of the Society, including of the Board of Directors. The committee shall consist of the Past President (Chair), the President, the President-Elect, and the Executive Director (*Ex Officio*). Two additional Committee members and two alternates shall be elected by the membership.

No active member of the Committee may accept nomination for office. A member of the Committee may, however, resign from the Committee in order to be considered for nomination.

Should the Chair resign, the current President moves to the Chair position.

The Nominating Committee shall submit its slate of candidates for each elective office to the Board of Directors for approval no later 6 months prior to the Business Meeting at which the appointments will be announced. Elections, by the membership, take place electronically in advance of the Business Meeting.

The Nominating Committee will function according to the Terms of Reference and related policies.

#### Article 10.4: BYLAWS COMMITTEE

The Bylaws Committee Chair is appointed by the President and the Committee may include additional full or Life members. The Committee shall periodically review and maintain the Bylaws. All Bylaws changes must be reviewed and approved by the Board of Directors and approved by the members.

The Bylaws Committee will function according to the Terms of Reference and related policies.

#### Article 10.5: FINANCE AND INVESTMENT COMMITTEE

The Finance, Investment Committee includes the President, President-Elect, Treasurer, and the Executive Director. The committee will provide general oversight and advice with regards to financial issues concerning the Society's assets, including oversight of the Global Sponsorship program and assisting in generating industry support of the education program, primarily the Congress.

#### Article 10.6: JOURNAL OPERATIONS COMMITTEE

The Journal Operations Committee will consist of a Chair appointed by the President, the Editor-in-Chief, representatives of the Publisher, the President, the Executive Director, and one or two additional members appointed by the President. The Committee shall be responsible for negotiating contracts with the Publisher and with the Editor and for general oversight of the journal.

The Journal Operations Committee will function according to the relevant Terms of Reference.

#### Article 10.7: GOVERNANCE AND POLICY COMMITTEE

The Governance and Policy Committee shall consist of a Chair appointed by the President and additional members selected by the Chair and approved by the President.

The Committee shall maintain the Policy Manual, establish new policies as needed, and take action on matters related to corporate governance.

The Governance and Policy Committee will function according to the relevant Terms of Reference.

#### Article 10.8: TERMS OF COMMITTEE MEMBERS & CHAIRS

Committee members shall serve for two years, from the time of their appointment or election until the next Biennial Business Meeting. Committee members may be reappointed at the discretion of the chair. Chairs may not serve more than two (2) consecutive terms. Unless otherwise provided in these Bylaws, the President shall appoint the Chairs of all committees.

## Article 11 — FINANCE

### Article 11.1: FISCAL YEAR

The Fiscal Year shall be from January 1 through December 31.

### Article 11.2: MEMBERSHIP APPLICATION FEE

A membership application fee consisting of a processing charge and the first year's dues may be required of each applicant.

### Article 11.3: DUES, FEES, AND ASSESSMENTS

Meeting registration fees recommended by the Executive Director and the Chair of the Education Council shall be approved by the Board of Directors. All dues, other fees, and assessments, and the time of payment thereof, shall be established by the Board of Directors.

There will be a penalty for late payment of dues.

**Members' annual dues are payable by December 31** and shall be paid to the Executive Office. Members who have not paid their dues will be suspended. No member shall be entitled to the rights and privileges of membership after having been suspended for non-payment of current dues. All funds payable to the Society must be paid using an ISAPS-approved credit card or with a check from a US bank or by wire transfer. Members are responsible for all wire transfer fees. The National Secretaries will assist the Executive Office with the collection of dues.

### Article 11.5: REFUNDS

No dues shall be refunded to any individual whose membership has been terminated for any reason.

## Article 12 — DISCIPLINE

The Board of Directors may censure, suspend, expel, or otherwise discipline any member of the Society for violation of its Code of Ethics or Bylaws, or for any conduct detrimental to the reputation and best interests of the Society.

All aspects of the disciplinary process are managed by the Executive Office and overseen by the Board, in line with the relevant policies and Terms of Reference.

## Article 13 — AMENDMENTS

Proposed changes to the Bylaws may be initiated by any voting member, the Bylaws Committee, or the Board of Directors.

Bylaws changes reviewed and approved by the Board shall be circulated to the membership with 45 days' notice, for approval by electronic vote by simple majority.

## Article 14 — DISSOLUTION

In the event of dissolution or final liquidation of the Society, all assets remaining after payment of obligations shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

## Article 15 – ISAPS CODE OF ETHICS

ISAPS members, committee members, and other volunteers agree to abide by the Society's Code of Ethics, as published on the Society's website. This document will be a point of reference for disciplinary decisions.