

**BYLAWS OF
THE INTERNATIONAL SOCIETY OF INNOVATIVE TECHNOLOGIES FOR
ENDOCRINE SURGERY (ISITES)**

**ARTICLE I
Name and Purpose**

Section 1 - Name. The association shall be known as the International Society of Innovative Technologies for Endocrine Surgery (“ISITES”, hereinafter referred to as the "Society").

Section 2 - Purpose. The purpose of the Society shall be to (1) promote research in new technologies that advance our understanding of the human endocrine system, including anatomy, physiology and pathology; (2) disseminate the appropriate and responsible use of such new technologies; (3) advance the care of patients with endocrine surgical diseases.

**ARTICLE II
Members**

Section 1 - Membership Eligibility. The membership of the Society shall be limited to applicants who are:

- Surgeons or physicians who treat patients with endocrine surgical diseases, or
- Researchers or engineers who have expertise or interest in technologies that are potentially useful for surgical treatment of endocrine surgical diseases.
- Others who have interest in the innovative technologies in endocrine surgery may be considered for non-voting associate membership.

Section 2 - Voting and Office Holding Rights. Only members in good standing with the Society shall be eligible to vote and hold office in the Society.

Section 3 - Termination of Membership. Membership in the Society shall terminate:

- when a member resigns membership
- when a member fails to pay dues
- when a member fails to uphold ethical and/or professional standard in their field

Section 4 - Reinstatement of Membership.

- A person whose membership in the Society has been terminated due to resignation may reapply.
- A person whose membership in the Society has been terminated due to nonpayment of Society dues may be reinstated upon payment in full of

outstanding dues owed to the Society.

ARTICLE III **Meeting of Members**

Section 1 - Annual Meeting. An annual meeting of the members of the Society shall be held usually in the spring of each year, beginning with the year 2022, for the purpose of electing officers and councilors and for the transaction of such other business as may come before the meeting. If the annual meeting is not held during such month, the council shall cause it to be held as soon thereafter as may be convenient.

Section 2 - Special Meetings. Special meetings of the members may be called at any time either by the president or by the council (or by 30% of the voting membership).

Section 3 - Notice of Meeting. Electronic notices, stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be sent to each member not less than seven days nor more than three months before the date of the meeting, at the direction of the president or the officer or persons calling the meeting.

Members are responsible for maintaining their current contact information with the Society.

Section 4 - Voting. Members in good standing with the Society are entitled to vote.

Section 5 - Quorum. A majority of the voting members of the Society shall constitute a quorum at any meeting of the members; provided, that if less than a quorum is present at said meeting, a majority of those present may adjourn the meeting from time to time without further notice. For purposes of this section, an e-mail from an email address on record constitutes a valid vote. The intent of this provision is to allow the Council (Councilors) to use email to approve actions, as long as a quorum of the Council gives consent.

Section 6 - Manner of Acting. The act of a majority of the voting members present in-person, by teleconference or virtually at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by statute, the Articles of Incorporation, or these bylaws.

Section 7 - Informal Action by Membership. Any action required by law, the Articles of Incorporation, or these bylaws to be taken at a meeting of members of the Society may be taken without a meeting if consent is provided electronically, setting forth the action so taken by the membership entitled to vote.

ARTICLE IV **Council**

Section 1 - General Powers. The property and affairs of the Society shall be managed by its Council.

Section 2 - Composition. The Council shall consist of the officers of the Society, a minimum of two councilors elected by the members of the Society, and may include the immediate past president. Only Councilors and Officers of the Society are eligible for Officer positions.

Section 3 - Election and Term of Office of the Councilors. The councilors of the Society shall be elected by the members at the annual meeting of the members. Councilors shall be elected for a two-year term to replace each retiring member. Only Councilors and Officers of the Society are eligible for Officer positions.

Section 4 - Annual Meeting. The annual meeting of the Council shall be held without notice other than required by these bylaws immediately after (or immediately preceding) and at the same place as the annual meeting of the members. Should an annual meeting of the members not be held during a particular year an in-person, teleconference, or virtual meeting of the council must still take place.

Section 5 - Special Meetings. Special meetings of the Council may be called by, or at the request of, the president or any one councilor.

Section 6 – Attendance Council members shall attend all regular and special meetings and committee meetings. Any absence must be reported to the President or to Society staff prior to the scheduled meeting. If a member is absent for three consecutive meetings without prior notification the member’s term will be deemed expired and a vacancy will occur.

Section 7 – Removal of Councilors. Any councilor may be removed from office with just cause or for failure to perform duties of the office. Removal shall be by two-thirds vote of the council members present at a special meeting of the council called for that purpose. Such removal shall be effective immediately.

Section 8 - Notice. Electronic notice of any special meeting of the Council shall state the place, day and hour of the meeting and the purpose or purposes for which the meeting is called. Such notice shall be given to each member of the Council at least four days before the date of the meeting.

Section 9 - Quorum. A majority of the members of the Council shall constitute a quorum for the transaction of business at any meeting of the Council, provided that if less than a majority of the members is present at any meeting, a majority of the members of the Council present may adjourn the meeting to another time without further notice.

Section 10 - Manner of Acting. The act of a majority of the members of the Council present at a duly called meeting at which a quorum is present shall be the act of the Council, unless the act of a greater number is required by statute, the Articles of Incorporation, or these bylaws.

Section 11 - Informal Action of the Council. Any action which is required by law, the Articles of Incorporation, or these bylaws to be taken at a meeting of the Council, or any other action which may be taken at a meeting if consent is provided electronically by the Council. Any such electronic consent by the members of the Council shall have the same force as a unanimous vote at a duly called and constituted meeting of the Council.

ARTICLE V Officers

Section 1 - Officers. The officers of the Society shall consist of a president, a treasurer, a secretary, president-elect, and an immediate past-president.

Section 2 - Election and Term of Office of President, Treasurer, Secretary, President-Elect, and Immediate Past-President. The president, treasurer and secretary of the Society may be elected annually (or as the terms expire) by the members at their annual meeting. If the election of such officers shall not be held at such meeting, such election may be held as soon thereafter as may be convenient. Each such officer shall hold office until the next annual meeting of the members and until his or her successor shall have been duly elected and qualified. Officers of the Society should not have terms longer than two years, and Officers should not serve more than three consecutive terms in the same role.

Section 3 –President-Elect. The President-Elect shall serve one term as an Officer prior to their term as President.

Section 4 – Immediate Past-President. The immediate Past-President shall serve one term as an Officer following their final term as President. The immediate Past-President will serve as Chair of the Nominating Committee.

Section 5 - Vacancies. A vacancy in any office may be filled by action of the members of the Council at any meeting of the Council. The individual so appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor.

Section 6 – Removal of Officers. Any officer may be removed from office with just cause or for failure to perform duties of the office. Removal shall be by two-thirds vote of the Council present at a special meeting of the council called for that purpose. Such removal shall be effective immediately.

ARTICLE VI Duties of Officers

Section 1 - President. The president shall be the principal executive officer of the Society and shall in general supervise and direct all of the business and affairs of the Society, subject to the direction and control of the Council. The president shall preside at all meetings of the members and of the Council. The president shall appoint the members of all special and standing

committees of the Society.

Section 2 - Secretary. The secretary shall (1) have charge of the membership list of the Society; (2) prepare before each meeting an alphabetical listing of all voting members; (3) keep minutes of the meetings of the members and of the council, which should be preserved indefinitely. (Both electronic and paper copies of these documents should be kept); (4) see that all meeting notices are duly given in accordance with statutes, the Articles of Incorporation and these bylaws; (5) be custodian of the Society's records and seal; (6) keep a record of the contact information of each member of the Society; (7) maintain a current roster of all members of the Society; (8) perform all duties customarily incident to the office of secretary and such other duties as from time to time may be assigned by the president or the Council.

In the absence of the president or in the event of the president's inability or refusal to act, the Secretary shall perform the duties of the president, and when so acting shall have all the powers of and be subject to all of the restrictions upon the president.

Section 3 - Treasurer. The treasurer shall be the principal accounting and financial officer of the Society and shall have charge of and be responsible for (1) the maintenance of adequate books of account for the Society; (2) shall have charge and custody of all funds and securities of the council and be responsible for the receipt and disbursement thereof; (3) shall deposit all funds and securities of the Society in such banks, trust companies or other depositories as shall be selected by the council; and (4) shall in general perform all of the duties customarily incident to the office of the treasurer and such other duties as from time to time may be assigned by the president or the council. (5) The treasurer with the consent of the Council shall designate an association management company to manage the Society's books with oversight by the treasurer.

Section 4 – President-Elect. The President-Elect shall work closely with the President and assist with all Presidential duties. The President-Elect will manage duties as directed by the President.

Section 5 – Immediate Past-President. The Immediate Past-President will act as an advisor to the President-Elect and President. The Immediate Past-President shall Chair the Nominating Committee.

ARTICLE VII Committees

Section 1 - Establishment and Composition. Committees may be established by resolution of the Council adopted at any duly called and constituted meeting. The size, purposes and powers of any committee shall be as provided in such resolution. Except as otherwise provided in such resolution, the president of the Society shall appoint the members of each committee. Any member of any committee may be removed by the president, whenever, in his or her judgment, the best interests of the Society shall be served by such removal.

Section 2 - Term of Office. Each member of a committee shall continue as such until the next annual meeting of the council and until his or her successor is appointed or until such member's death, resignation or removal, or until the committee shall be terminated.

Section 3 - Chair. One member of each committee shall be appointed chair of the committee by the president of the Society.

Section 4 - Vacancies. Vacancies in the membership of any committee shall be filled by appointments made by the president.

Section 5 - Ad-Hoc Committees. The Council may identify goals annually to provide direction and focus for the formation of ad-hoc committees to address particular issues and tasks for the Society. Ad-Hoc Committees may be established by the Council as needed. Once an ad-hoc committee has completed assigned tasks, it shall cease to exist. A majority of the members of each ad-hoc committee shall be Council members. Membership may also include individuals from the Society chosen for their expertise and knowledge and concern about a specific issue or a field of endeavor.

Section 6 - Quorum and Manner of Acting. Unless otherwise provided in the resolution of the Council establishing a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the committee.

ARTICLE VIII Fiscal Year

The fiscal year of the Society shall begin on the first day of July and end on the last day of June of each calendar year.

ARTICLE IX Dues

Annual Society dues shall be set by the Council at its annual meeting. Additional assessments may be made by the Council, should they be deemed necessary, at any annual or special meeting.

ARTICLE X Rules of Procedure

All questions of procedure regarding the affairs of this Society, including the conduct of meetings of the members, the council, and committees shall be governed by the current edition of *Sturgis' Standard Code of Parliamentary Procedure* or *Robert's Rules of Order*, except as otherwise provided by statute, the Articles of Incorporation, or these bylaws.

ARTICLE XI College of Surgeons

The Society is a legal entity, separate and distinct from the American College of Surgeons. The American College of Surgeons is not liable for any debts or obligations of the Society nor is the Society liable for debts or obligations of the American College of Surgeons.

Neither the Society, nor any of its officers or members, is authorized to represent or in any way bind the American College of Surgeons nor will any of them in any way hold themselves out as being so authorized.

ARTICLE XII Indemnification

To the full extent permitted by law, the Society shall indemnify any and all of its councilors, officers or committee members, and every former councilor, officer or committee member, for certain expenses and other amounts paid in connection with legal proceedings in which any such person becomes involved by reason of serving in any such capacity with or for the Society. The Society may purchase and maintain insurance on behalf of any or all councilors, officers or committee members against any liability asserted against any such person, and incurred in any such capacity, whether or not the Society would have the power to indemnify them against such liability under the provisions of this Article or otherwise.

ARTICLE XIII Amendments

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority vote of the voting members present at the annual meeting of the Society, provided that electronic notice of the proposed change or changes shall have been given to each voting member ahead of time, in accordance with the requirements set forth in Article III.