

CONSTITUTION AND BYLAWS
of the
SURGICAL INFECTION SOCIETY

ARTICLE I
GENERAL

SECTION 1

The Surgical Infection Society (henceforth known as The Society) shall be incorporated in the State of Delaware as a non-profit educational corporation. The powers of the corporation and its directors and members and all matters concerning the conduct and regulation of the affairs of the corporation shall be subject to the provisions set forth in the Articles of Incorporation and by these bylaws.

The Constitution and bylaws may be amended by a recommendation of the Council, or at least 10% of active members, to the membership. The change shall be proposed and read at an Annual Meeting, distributed to the membership and voted upon at the next Annual Meeting. If passed by a vote of two thirds of the members voting at the Annual Meeting, it shall become effective immediately

SECTION 2

The Council (Article III) may adopt a seal and/or logo for the Society in such form as it deems appropriate.

ARTICLE II
PURPOSES

SECTION 1

The Society is committed to providing leadership in the prevention, diagnosis and treatment of infection in surgical patients.

SECTION 2

The mission of the Society is to educate health care providers and the public about infection in surgical patients and promote research in the understanding, prevention and management of surgical infections.

SECTION 3 gifts, bequests

The Society will receive, use, hold and apply funds, gifts and endowments or the proceeds thereof to any of the purposes described herein.

SECTION 4

The Society shall create a nonprofit organization entitled the "Surgical Infection Society Foundation for Education and Research" to accrue and distribute monies to promote research and other academic endeavors in the field of surgical infectious diseases. The Secretary-Treasurer of the Society shall be authorized to transfer funds to said Foundation as approved by the Council. Upon the dissolution of the corporation, the Council shall, after paying or making provision for the payment of all of the liabilities of the corporation, transfer all of the residual assets of the corporation to the Foundation, or if the Foundation is no longer in existence, to such entity or entities organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section (501) (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Council shall determine.

ARTICLE III
BOARD OF DIRECTORS (COUNCIL)

SECTION 1

The business and property of the Society shall be managed by a Board of Directors which shall be designated the Council of the Society.

SECTION 2

The Council shall consist of nine voting members, President, President-Elect, Immediate Past President, Secretary-Treasurer, Recorder, and four Councilors-at-Large, as these offices are defined in the Bylaws. The Secretary of SIS-Europe shall serve as a non-voting member of the Council.

SECTION 3

Officers and Councilors shall serve without compensation and derive no monetary reward, but may be reimbursed for expenses incurred in carrying out the duties of the office.

SECTION 4

The Officers of the Society shall hold the same office within the Council and shall have been elected to office as described in Article V of these bylaws.

SECTION 5

Councilors-at-Large must be active members in good standing at the times of their nomination and election, and during their terms of office. Councilors-at-Large shall serve for two years, with two Councilors-at-Large elected yearly at the annual meeting. Councilors-at-Large may succeed themselves without interruption for a maximum of a second two-year term unless they have already served a three-year term.

SECTION 6

Vacancies in the Council, which may occur for any reason, shall be filled by a successor appointed by a majority of the Council. Such an appointee shall serve until the next Annual Meeting when a successor shall be elected to fill such office for the remainder of the term.

SECTION 7

Special meetings of the Council may be held at any time or place upon the call of the President or of any three Council members. The Council shall meet at least annually immediately preceding the Annual Meeting of the Society. Notice of meetings shall be given, and must be written and duly mailed or sent by electronic mail to each Officer and Councilor-at-Large, not less than seven days before such meetings. Meetings may be held at any time and place without notice if all Officers and Councilors-at-Large are present or if those not present shall, in writing, before or after the meeting waive notice thereof.

SECTION 8

A majority of the Council shall constitute a quorum for the transaction of business.

SECTION 9

An action required or permitted to be taken at any meeting of the Council or of any committee thereof may be taken without a meeting if a majority of the members of the Council or the committee consent thereto in writing or by other means of communication. Written minutes of such actions shall be submitted to the Secretary-Treasurer.

SECTION 10

The Council shall enact a set of policies and procedures regarding the conduct of business by the Society, which shall be reviewed by the Council on an annual basis.

ARTICLE IV MEMBERSHIP

SECTION 1

The Membership of the Society shall consist of those individuals on the appended list who will be designated "Charter Members." All future members must be elected to membership as prescribed in Sections 2 through 9.

SECTION 2

There shall be four categories of membership: Active Members, Senior Members, Honorary Members, and Candidate Members. Applicants for membership shall submit a membership application sponsored by two members of the Society.

SECTION 3

Active members shall include surgeons, scientists, physicians, nurses, other health care providers and individuals with a major interest in surgical infections. Active members shall be eligible to hold office in the Society and may vote for election of officers and on all matters brought before the general membership.

Active members who reach 65 years of age or who no longer derive income from their practice will become Senior Members. Any member who has retired from clinical practice may request Senior Membership. Each request shall be reviewed by the Council prior to approval. Senior members shall be relieved of the obligation to pay dues. They may not be elected to office or vote.

Members belonging to Surgical Infection Societies not based in North America (such as members of SIS-E) may join the SIS as Active Members by indicating their desire to do so. These requests will be approved by the Membership Committee and Council. Such members shall be required to pay the member dues rate less the cost of the official SIS journal. Such Members will not receive the official journal of the SIS, but may subscribe at the applicable reduced member rate at their discretion.

Physicians, nurses, allied health personnel, and scientists in training are eligible for Candidate membership. Candidate Members may

participate in all Society activities but may not be elected of office or vote. Upon completion of training, candidate members are offered Active membership. Candidate membership cannot exceed 4 years duration and shall have reduced membership fees as determined by the SIS Council.

SECTION 4

Honorary Members shall be individuals with a distinguished record in the field of surgical infections. It is anticipated that relatively few individuals will qualify for Honorary Membership. Candidates for Honorary Membership should have the unanimous support of the Membership Committee and the Council before being presented to the membership for election. Honorary Members will not have the privilege of voting or holding office and are not required to pay dues.

SECTION 5

All membership applications shall be reviewed and approved by the Membership committee and approved by the Council.

SECTION 6

Any membership can be revoked by the Council for conduct which in the sole judgment of the Council is injurious to the interests and welfare of the Society. Such revocation shall require a two-thirds vote of the Council. Membership also can be revoked by Council without vote of the membership for failure to pay dues two years in succession.

SECTION 7

The Annual Business Meeting of the members of the Society shall be held at a time and place to be fixed by the Council. Written notice of the meeting shall be sent to all members of the Society not less than 30 days before the meeting. This meeting shall be conducted according to Robert's Rules of Order. At the Annual Business Meeting of the members, the Officers and Councilors-at-Large of the Society will be elected and such other business as may properly come before the meeting shall be transacted by the membership. The agenda for the Annual Business Meeting shall be proposed by the Secretary-Treasurer. Election to office shall be by majority vote. Members may not vote by proxy.

SECTION 8

At any meeting of the members properly called and noticed as required herein, the number of persons appearing for said meeting shall constitute the quorum necessary for the transaction of the business of the meeting.

SECTION 9

Any limitation of the number of members of the Society will be determined by the Council for all categories of membership.

ARTICLE V OFFICERS

SECTION 1

The elected officers of the Society shall consist of the President, President-Elect, Secretary-Treasurer, and Recorder, all of whom must be active members in good standing at the time of their election and during the terms of their offices. They shall be elected by the membership as prescribed by these bylaws. The Immediate Past-President shall hold office by virtue of having been duly elected President the previous year.

SECTION 2

All officers shall serve without compensation and derive no monetary reward, but may be reimbursed for expenses incurred in carrying out the duties of the office.

SECTION 3

The President shall serve for one year. At its discretion, the Council may retain the services of a professional Executive Director to exercise direct charge of and general supervision over the business and affairs of the Society in collaboration with the Officers and Councilors-at-Large. In that capacity, the Executive Director shall serve as Chief Executive Officer of the Society. Subject to the direction of the Council, whenever an Executive Director is not retained, the President shall have and perform all duties incident to the office and such other duties as from time to time may be assigned by the Council, and serve as acting Chief Executive Officer.

SECTION 4

The President-Elect shall serve for one year and shall succeed to the office of President upon completion of the term of office. If a vacancy in the office of the President occurs, the President-Elect will serve the unexpired term of the President in addition to the subsequent elected year.

SECTION 5

The Secretary-Treasurer shall serve for three years and shall keep the minutes of all meetings of the Council and of the membership of the Society. The Secretary shall see that all notices are duly given in accordance with the provisions of law and this Constitution and Bylaws; and shall keep the membership records of the Society. The Secretary-Treasurer shall be custodian of all contracts, assignments, and other legal documents and records. The Secretary-Treasurer shall issue, at least two weeks prior to the Annual Meeting, a program containing the time and place of the meeting and the program papers to be presented. The Secretary-Treasurer also shall attest all official acts requiring certification in connection with or independent of the President; notify Officers and members of their election; distribute the minutes of the annual meeting; and keep the organization seal in custody. The Secretary-Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Society and shall deposit, or cause to be deposited, in the name of the Society, all money or other valuable effects in such banks, or other depositories as shall from time to time be selected by the Council. The Secretary-Treasurer shall render to the President and to the Council, whenever requested, an accounting of the financial condition of the Society; and shall in any event report annually to the Council and the membership and shall submit financial statements certified by any group of individuals chosen by the Council. The Secretary-Treasurer shall enter automatically into the line of succession to the office of President-Elect after completion of the term of office.

SECTION 6

The former duties of the Treasurer shall be incorporated into the duties of the Secretary-Treasurer, after which the office of the Treasurer shall cease to exist.

SECTION 7

The Recorder shall serve for three years, but shall not be elected in the same year as the Secretary-Treasurer except for completion of a specified term due to vacancy. The Recorder shall be the Chair of the Program Committee. The Recorder, as Program Committee Chair, shall work closely with other relevant Committee Chairs for the development of postgraduate courses, website content, or other educational business development as directed by the Council. The Recorder shall enter automatically into the line of succession to the office of President-Elect after completion of the term of office. The Recorder-Elect shall serve Ex-officio for a 1-year term (in the 3rd year of the Recorder's term), but will attend Council meetings, will serve as a member of the Program Committee Ex-officio, and is a non-voting member of Council.

ARTICLE VI COMMITTEES

SECTION 1

Committees will be designated by the Council, by resolution, to function on behalf of the Council in a manner provided in the aforementioned resolution or resolutions or as prescribed in these bylaws. Committees constituted by any other means shall not be recognized as representing the Society.

SECTION 2

Each Committee shall have a Chair who will be appointed by the President. The Chair may be elected by the Committee if one is not named by the President. The President also will make appointments to committees except when the committee composition is prescribed otherwise by these bylaws. Committee members may be removed for cause by a majority vote of the Council

SECTION 3

Minutes of all committee meetings shall be submitted to the Council for approval.

SECTION 4

There shall be a **Membership Committee** consisting of nine members who will serve for three-year terms. Three new members shall be appointed to the Committee yearly by the President. The Membership Committee will review all applications for membership to the Society. When said applications are deemed complete and satisfactory by the Membership Committee, applicants may be recommended to the Council for approval and any duly-called meeting.

SECTION 5

There shall be a **Program Committee**, with the Recorder serving as Chair, and consisting of nine members who shall serve for three-year terms, and the Recorder-Elect (when filled) ex-officio. Three new members shall be appointed yearly by the President. The President, Secretary-Treasurer, and Executive Director will also serve as committee member's ex-officio. The Program Committee shall solicit and select papers and presentations for the annual scientific meeting from the members and other individuals. The Program Committee shall identify specific educational needs regarding surgical infection among professional groups and assist in the development of programs to meet these needs. This Committee also will coordinate its efforts with national educational programs in

the realm of surgical infections developed by other groups or organizations, and shall be responsible for content development for other professional education projects of the SIS as determined by the Council.

SECTION 6

There shall be a **Nominating Committee** consisting of the three immediate Past Presidents and the two Councilors-at-Large of longest tenure. In the event that there are not two Councilors-at-Large of equivalent longer tenure, the President shall appoint one or two, as needed, or the first-year Councilors-at-Large to a one-year term on the Committee. The Chair of the Committee shall be the senior Past-President, who has served on the Committee for the longest period of time. The Nominating Committee will recommend candidates for all offices to be elected by the membership at the annual meeting. Nominations also may be made from the floor at the Annual Meeting of the members.

SECTION 7

There shall be an **Awards Committee** composed of nine members who shall serve for three-year terms. Three members shall be appointed yearly by the President. The Secretary -Treasurer will serve as a committee member ex-officio . The Committee shall review the manuscripts (if required) and evaluate the presentations of the abstracts (oral paper and poster presentations) determined to be eligible by the Program Committee for the Susman, New Member, Sawyer, and Resident awards, and other awards created from time to time by the Council. At the Annual Meeting the Chair and members of the Committee shall select the award recipients and the Chair shall present the awards at the awards dinner. The committee shall be responsible for the adjudication of applications for funding of the Basic Research Training Fellowship, Clinical Research Training Fellowship, and Junior Faculty Fellowships, and recommending successful applicants to the Foundation for possible funding. At the Annual meeting the Chair shall present the Fellowship awards at the award dinner. The Committee shall work from time to time in collaboration with the Foundation to identify candidates for the Lowry Memorial Mentorship Award.

SECTION 8

The **Fellowship Committee** shall be composed of nine members who shall serve for three-year terms. Three members shall be appointed yearly by the President. The President, Secretary-Treasurer, and Executive Director will serve as committee members ex-officio. The committee shall be responsible for the development, oversight and the administration of a program to designate eligible accomplished SIS members as Fellows of the Surgical Infection Society.

SECTION 9

A **Scientific Studies Committee** shall consist of nine members, each of whom shall serve for a three-year term. Three new members shall be appointed yearly by the President. This Committee shall develop and implement protocols for scientific clinical and basic research projects of the SIS or in cooperation with other scientific organizations in areas relating to surgical infections, where such cooperative efforts are required or are deemed beneficial. The Committee may, at the direction of Council, develop and maintain clinical registries or databases of interested member-participants for research purposes, and solicit funds or apply for grants to conduct or implement its programs.

SECTION 10

There shall be an **Informatics Committee** consisting of nine members, each of whom shall serve for a three-year term. The President shall appoint three new members each year. The Recorder and Executive Director will serve as committee member's ex-officio. The committee shall be responsible for maintaining and updating the SIS website and the Society's activity on social media websites, consistent with the Mission and vision of the Society. The Committee shall serve as a ready repository of expertise to respond to requests for commentary from media outlets, and advise the Council on issues relating to technology and informatics. The committee shall also be responsible for content development and distribution of educational materials regarding surgical infectious diseases and related problems for patients and the lay public, as directed by the Council.

SECTION 11

There shall be a **Therapeutics and Guidelines Committee** consisting of nine members, each of whom shall serve for a three-year term. Three new members shall be appointed by the President each year. The committee shall be responsible for reviewing pertinent literature and preparing for publication guidelines and scholarly reviews regarding prevention and management of surgical infections, including optimal use of pharmaceuticals. These documents must be approved by the Council. The Committee shall also review similar documents created in collaboration with other organizations, and make recommendations to the Council.

SECTION 12

There shall be a **Bylaws and Special Projects Committee** consisting of nine members, each of whom shall serve for a three-year term. The President shall appoint three new members each year. The President-Elect and Executive Director will serve as committee member's ex-officio. The committee shall be responsible for maintaining and updating the SIS bylaws and advising the Council on

issues related to the Bylaws. The Committee shall also serve as a resource for the performance of short-term special projects as designated by the Council, or to provide short-term expertise to other Committees as the need arises.

SECTION 13

There shall be an **Audit Committee** composed of six members, each of whom shall serve a three-year term. The President shall appoint two members each year. No member of the Council shall serve on the Committee, either as a member or in an ex officio capacity. At least one member of the Committee must have financial expertise and experience in the evaluation of financial documents. The Committee shall examine the adequacy and reliability of internal controls and financial reporting on an annual basis. In addition, the Committee will review the independence and performance of external independent auditors when an external audit is retained, monitor compliance with legal and tax requirements, and review any allegations of violations of stated policies and procedures set forth by the Council. The Committee shall present its report and recommendations to the Council on at least a yearly basis. The Secretary-Treasurer of the Society shall make all financial documents available to the Committee when requested.

SECTION 14

There shall be a **Strategic Planning Committee** comprised of nine members, each of whom shall serve at least a three-year term. The President shall appoint or reappoint members to the committee as vacancies occur. At least two members of the Committee shall be the Executive Director or a Trustee of the Foundation, and at least two members of the Committee shall be junior SIS members who have not yet served the Society as a Committee Chair or in a higher capacity. The President-Elect and Executive Director shall serve as Committee member's ex-officio. The Committee shall conduct intermediate (2-5 years) and long-range (> 5 years) strategic planning to support the strength and vitality of the Society consistent with its vision, mission, and strategic goals. The Committee shall review, maintain, and update the Society's Strategic Plan for annual approval by the Council, through which the Committee may make tactical recommendations for implementation of the Strategic Plan.

SECTION 15

The President may designate ad-hoc committees as the need arises, subject to prior or subsequent approval by the Council, or the Council may designate such committees directly. Members and the Chair of these committees shall be appointed by the President for a term of not greater than three years, and membership shall not be limited in number. The charter for all ad hoc committees shall automatically expire directly in three years, unless a shorter duration has been specified by the Council. Ad-hoc committees may be renewed for a second three-year period, but a majority of the members and the Chair must be new appointees.