

ASSOCIATION FOR SURGICAL EDUCATION

BY-LAWS

ARTICLE I – NAME

The name of this organization shall be the Association for Surgical Education, Inc., hereafter referred to as “Association.”

ARTICLE II – INCORPORATION

The corporation is a nonprofit organization incorporated as such under the laws of the State of Maryland.

ARTICLE III – MISSION

The mission of the Association for Surgical Education is to lead innovation, scholarship, and professional development in surgical education.

ARTICLE IV – MEMBERSHIP

Section 1: Categories

There shall be four (4) categories of membership in the Association: Physician, Non-Physician, Trainee, and Emeritus. Physician, Non-Physician, and Trainee members may vote but only Physician and Non-Physician members may hold office.

To be admitted to membership, an applicant must submit a completed membership application, including payment for the first year’s dues, to the

administrative office. The application will be processed after review and approval. Upon approval the inaugural membership term shall begin in the month of acceptance into the association and run until the end of the calendar year, except as noted in Section 6. Subsequent membership will be on an annual calendar year basis, except as noted in Section 6.

The annual fee for all categories of membership will be determined by the Board of Directors. Annual fees for all categories of membership may vary according to country of residence.

Section 2: Physician Members

All Physician members should demonstrate satisfactory evidence of active involvement in surgical education and must subscribe to the mission of the Association. Physician members have voting privileges and may hold office.

Section 3: Non-Physician Members

Non-Physician members should demonstrate satisfactory evidence of active involvement in surgical education and must subscribe to the mission of the Association. Non-Physician members have voting privileges and may hold office.

Section 4: Trainee Members

Trainee members shall come from or be affiliated with any approved Department of Surgery or surgical sub-specialty within a related department (e.g., urology) of a hospital or the Department of Surgery in any allopathic, osteopathic, or podiatric school in the United States or Canada or an international equivalent or shall be enrolled in any allopathic, osteopathic or podiatric school in the United States or Canada or an international equivalent. Non-Physician trainees are also included within this category. Trainee members should demonstrate evidence of active interest in surgical education and subscribe to the mission of the Association. Trainee members have voting privileges but may not hold office or committee chair positions.

Section 5: Emeritus Members

Upon retirement and after 10 consecutive years of ASE membership, Physician and Non-Physician members may apply to the Executive Director for conversion to Emeritus membership. Emeritus members will have no voting privileges and may not hold office.

Section 6: Termination / Suspension

Members may be censured, suspended, or removed from membership by the Board of Directors for cause by two-thirds (2/3) vote by the Board of Directors.

For any cause other than non-payment of dues, fees or assessments, removal shall occur only after the member complained against has been advised of the complaint and has been given a reasonable opportunity for defense. Such member, if removed, may appeal the decision of the Board of Directors at the annual meeting of the Association, providing that notice of intent to appeal is provided to the President of the Association at least thirty (30) days in advance of the Annual Meeting.

Membership in the Association shall cease upon death or resignation and may not be transferred or transmitted to another person.

Annual membership dues shall be considered delinquent when payment is not received within 90 days of invoicing, and membership rights and privileges may be restricted or rescinded. Members may be dropped from membership for failure to pay their dues for more than one calendar year. Dropped members may be re-instated following full payment of outstanding dues, not to exceed three years. Delinquency and dropping may be reversed by action of the Executive Committee.

ARTICLE V – BOARD OF DIRECTORS

Section 1: Composition

The Board of Directors shall be comprised of the following voting members: President, President-Elect, Vice President, Secretary, Treasurer, Chairs of each of the standing committees (see Article IX, Section 2), **Directors of ASE standing educational programs, three members-at-large,** and three Immediate Past Presidents.

Non-voting members will include the **Editor-in-Chief of GSE-JASE,** Executive Director, ASE Foundation President, ACS Director of Education, Vice Chairs of each of the open standing committees, Program Co-Directors, and the appointed liaisons to other organizations. From time to time, at the request of the President, the Board of Directors may appoint additional non-voting members to fulfill additional positions or roles similar to the aforementioned, or to eliminate any of the aforementioned positions or roles. All non-voting members serve at the pleasure of the Board of Directors.

The Nominating Committee shall oversee the Member-at-Large selection process for the Board of Directors.

Ad hoc committee, task force, and working group chairpersons and ASE Liaisons shall join the Board of Directors at the request of the President but in a non-voting capacity.

Membership on the Board of Directors shall not be restricted on the basis of race, color, creed, political affiliation, gender, religion, sexual preference, physical disability or national origin.

Each voting Director shall be entitled to one vote.

Section 2: Powers

The three-fold responsibilities of the Board of Directors include:

a. Legal: to oversee carrying out the Association's mission; and to ensure that all actions and policies of the Association are in accord with federal, state, and local laws as they pertain to such actions, procedures, and policies;

b. Fiduciary: to perform their duties in good faith, in the manner they reasonably believe to be in the best interests of the Association, and with the care – including reasonable inquiry, skill, and diligence – that a person of ordinary prudence would use under similar circumstances;

c. Financial: to organize and conduct business as necessary; to approve budgets for the operation of the business of the Association; to review approved budget expenditures; to maintain reasonable knowledge that the budget is being followed and that expenditures are allocated to approved budget items; to ensure that all monies received by the Association are allocated to those activities for which such money was given; to ensure that appropriate actions are taken to raise such funds as required in approved budgets; and to maintain records that sufficiently demonstrate that the above work was, in fact, accomplished by the Board of Directors.

In general, the responsibility for the general conduct of the affairs of the Association shall be vested in the Board of Directors which shall have the full power and authority to do all acts and perform all functions which the Association might do or perform. Ambiguities or disputes as to the meaning of any provision in these By-laws shall be decided by a majority vote of the Board of Directors then in office.

Section 3: Avoidance of Conflict of Interest

The Board of Directors will adhere to the highest and most ethical standards of conduct in its conduct of business and decision-making.

Accordingly, every Director will abide by the following guidelines:

Full Disclosure: Current and potential Directors will disclose in writing to the President that they or a member of their immediate family has an affiliation with a for-profit corporation, which is presently engaged (or is very likely to be in the near future) in a business relationship with the Association.

Abstention from Voting: Once a Director has disclosed a potential conflict, they must not only refrain from discussion of or voting on actions related to their situation but must absent themselves from the Board room during pertinent discussions.

Documentation of the Decision Process: Minutes of Board meetings, as well as committee meetings, should document in detail the discussions and votes on all financial transactions in which there might be even *the appearance* of impropriety or self-dealing.

Section 4: Number of Board Members

The number of Directors shall be determined by the Board of Directors.

Section 5: Vacancies

A Director may resign upon written or oral notice to the President.

A Director may also be removed upon due notice and an opportunity to be heard by a two thirds (2/3) vote of the Directors then serving, for actions that discredit the Association or contravenes its purposes, or for failure to fulfill the responsibilities of the position.

Between meetings of the Board of Directors, vacancies on the Board may be filled and additional Board members may be elected by a majority vote of the members of the Board then in office.

Section 6: Quorum

A quorum at any in-person meeting of the Board of Directors shall consist of a simple majority of the voting members. For any electronic vote of the Board of Directors, a simple majority of the number of voting Board members must be achieved in order to approve any motions.

Section 7: Voting

Approval of motions will be by simple majority of the necessary quorum.

Section 8: Meetings

Regular meetings of the Board of Directors may be held at such time and place as shall from time-to-time be designated by resolution of the Board of Directors. Special meetings of the Board of Directors may be called by the Secretary at the written request of four members of the Board of Directors or by the President. Special meetings of the Board shall be held only after three or more days following notification by the Secretary *unless* 2/3 of the voting members of the Board vote to waive the three-day provision.

The Board and its Executive Committee may conduct any meeting by telephone conference call or other electronic communication, provided each member is offered the opportunity to participate contemporaneously and meaningfully in the decisions that take place at such meeting. Similarly, whenever between meetings of the Board of Directors, the President shall deem it necessary for the determination of any question, the President may cause a vote of the Board of Directors to be taken by electronic mail, conference call or letter mail, and such a vote shall have the same effect as a vote of the full Board meeting in session.

ARTICLE VI – Editor-in-Chief (EiC), GSE-JASE

The EiC of *GSE-JASE (Global Surgical Education – Journal of the Association for Surgical Education)* reports to the Board. They are responsible for the establishment of the *GSE-JASE* Editorial Board. The EiC is responsible for the overall intellectual quality of the journal. The EiC must keep the mission of the journal in mind and align the review process such that the published papers reflect the mission of the journal and association. The EiC is responsible for the integrity of the review process and the entire editorial process. The EiC, along with the Associate Editors and Recorders, select and recruit qualified reviewers, assign manuscripts to reviewers, and is the final arbiter in the selection process. The membership of Editorial Board, including the Associate Editors, will be proposed by the EiC and must be approved by

the Board of Directors. The EiC is selected and approved by the Board. All collaborations between *GSE-JASE* and other societies must be approved by the Board and the Publisher after the financial terms have been shared with transparency.

The term of the first EiC is two years. Subsequently, the term will be five years with the opportunity to renew once. The term of the Editorial Board members is two years. Associate Editor terms are three years. The EiC will report to the Board annually regarding metrics and the membership of the Editorial Board.

ARTICLE VII – THE EXECUTIVE COMMITTEE

Section 1: Composition and Powers

The Executive Committee of the Board of Directors (“the Officers”) shall consist of the President, President-Elect, Immediate Past President, Vice President, Secretary, Treasurer, and the Executive Director or management team representative (ex-officio).

The Executive Committee shall exercise all powers of the Board of Directors (except as stipulated in Article IX, Section 1, a. – d.) as required between regular meetings of the Board *provided that* any actions by the Executive Committee be approved by a simple majority. Reports of all actions of the Executive Committee shall be subsequently ratified by a simple majority of the full Board and entered into the Minutes of its next regular meeting.

Section 2: Election and Terms of Officers

The Nominating Committee shall consist of the three Immediate Past Presidents with the senior-most Past President serving as Committee Chair. The slate of officers being recommended by the Nominating Committee shall be submitted at the Annual Meeting and an election will be held at that meeting. Additional nominations from the voting membership shall be permitted.

The President, President-Elect, and Vice-President shall serve one-year terms. The President shall not be eligible for more than one term except as provided for under Section 6 of this Article. The Secretary shall serve a one-year term, then ascend to Treasurer for a one-year term. Once elected Secretary, the officers shall automatically succeed to the next officer position at the time of election of Secretary in the ensuing year.

Section 3: Duties of the Officers

The President shall preside at all meetings of the Association and at all meetings of the Board of Directors and shall perform all duties ordinarily incident to the office. The President shall execute all instruments requiring the signature of the President. From time to time or as needed, the President may establish other committees, task forces, working groups, or ad hoc committees not otherwise provided for in the By-laws. They are responsible for the oversight and coordination of the efforts and activities of the Chairs of the Nominating and Program Committees.

The President-Elect shall assist the President in the discharge of their duties and shall preside over meetings in the absence of the President. When so acting, the President-Elect shall have all the powers of and be subject to all the restrictions upon the President.

The Vice-President shall assist the President and President-Elect in the discharge of their duties and shall preside over meetings in the absence of both the President and President-Elect.

The Secretary shall review the Minutes of the Annual Meetings of the Association, the Board meetings, and Executive Committee meetings. The Secretary shall coordinate proposed changes to the By-laws. The Secretary or their designee (e.g., the Executive Director) shall be custodian of the Corporate records and of the Corporate Seal of the Association. The Secretary serves as the Vice Chair of the Finance Committee.

The Treasurer or their designee shall supervise the receipt, disbursement, and investment of all funds of the Association, shall supervise payment of bills for all expenses properly incurred by the Association, the collection of duties and assessments as promptly as possible, and arrange for an external certified audit every three years. The Treasurer serves as the Chair of the Finance Committee.

The Executive Director or management team representative shall serve ex-officio on the Executive Committee, as well as ex-officio on all committees of the Board.

Section 4: Executive Management Team

A paid Executive Management Team will be hired by the Board of Directors to manage the daily affairs, finances and programs of the Association and carry out the policies and directives of the Executive Committee and the Board. The Management Team shall have authority, duties and responsibilities outlined under a separate contract.

Section 5: Removal of Officers

Any officer elected or appointed to an office may be removed by two-thirds (2/3) consent of the Board of Directors whenever in its judgment the best interests of the Association will be served. Any vacancy may be filled by two thirds (2/3) consent of the Board of Directors for the unexpired portion of the term of office.

Section 6: Resignations

Officers other than the President may resign at any time by giving written or oral notice to the President. The resignation shall be effective upon receipt by the President or at such subsequent time as may be specified in the notice of resignation.

The President may also resign at any time. In the event that the President is unable or unwilling to complete their one-year term of office, they must give written or oral notice to the President- Elect. The resignation shall be effective upon receipt by the President-Elect or at such subsequent time as may be specified in the notice of resignation. In that eventuality, the President-Elect will automatically become President, serve out the unexpired term of the outgoing President and be eligible for election to a full, one year term of office as President.

ARTICLE VIII – ASSOCIATION MEETINGS

Section 1: Timing and Attendance

The Annual Meeting of the Association shall be held every spring. The time and place of the Meeting shall be designated by the Board of Directors and notice of such meeting shall be sent to each member by mail or electronic mail.

The programs of the Association shall be open to members of the medical profession and individuals in ancillary fields, such as general education.

Attendance at Association business meetings, however, shall be limited to members of the Association, except where a non-member of the Association may be invited by the President to attend some portion of the meeting for a specific purpose.

Section 2: Quorum

A quorum for the election of officers shall consist of a simple majority of those Active Members through an electronic vote, with additional nominations to be submitted electronically.

ARTICLE IX – OPEN STANDING COMMITTEES

Section 1: Establishment and Powers

The Board shall have a number of open standing committees and may create additional committees to carry out the mission and goals of the Association. However, no committee, *including the Executive Committee*, shall have any power or authority as to the following:

1. The filling of vacancies on the Board;
2. The amendment or repeal of any section of the By-Laws;
3. The amendment or repeal of any resolution of the Board; or
4. Action on matters dictated by the By-Laws; or by resolution of the Board to another committee of the Board.

Section 2: Committees

a. Open Standing Committees

The responsibilities and projects of each of these open standing committees shall emanate from the Committee's members or from the Executive Committee and/or Board of Directors but should be in accordance with and supportive of the goals of ASE's strategic direction. Membership on these committees are open to any Association member in good standing. The selection and continued service of the Vice Chair for each of these committees will follow guidelines created by the Executive Committee. Typically, the Vice Chair will serve a two-year term, which they shall succeed as Committee Chair for the ensuing two years.

If the Committee Chair is unwilling or unable to serve a full two-year term, the Vice Chair will automatically become Chair, serve out the unexpired term, and be automatically eligible for a full, two-year term as Chair.

Section 3: Closed Committees

a. Program Committee

The Program Committee shall be responsible for the final program of the Annual Meeting and shall provide for the presentation of papers and discussion of subjects at each Meeting.

The Program Committee shall consist of four members-at-large, the President, President-Elect, the Immediate Past Chair, and the ASE Recorders. Every three years, the President appoints two Recorders to serve three-year terms. Each year, the President appoints a Member-at-Large to serve a four-year term. In the third year of this four-year term, the Member-at-Large serves as the Vice Chair of the Program Committee. In the fourth year, the Member-at-Large serves as the Chair of the Program Committee. Additionally, a member of a Task Force or Standing Committee may be appointed to the Program Committee, in consultation with the Chair of that Task Force or Standing Committee. This special member does not become the Chair of the Program Committee unless appointed to the Program Committee as one of the regular members-at-large. The specific responsibilities of each program committee member are outlined in a separate document.

b. Awards Committee

The Awards Committee shall consist of four Members-at-Large, the President-Elect, and the Immediate Past Chair. Each year, the President appoints a Member-at-Large to serve a four-year term. In the third year of this three-year term, the Member-at-Large serves as the Vice Chair of the Committee. In the fourth year, the Member-at-Large serves as the Chair of the Committee.

c. Nominating Committee

Membership on the Nominating Committee is limited to the three Past Presidents, the most “senior” of whom shall serve as Committee Chair.

d. Development Committee

The Development Committee shall consist of a Chair, Vice Chair, Immediate Past Chair and an undetermined number of members-at-large, all of whom shall be appointed by the President for a one-year term that can be renewed by the President, with input from the Chair and Vice Chair, up to two times. The members of the Executive Committee will serve as ad hoc members.

e. Finance Committee

The Finance Committee shall consist of a Chair, Vice Chair, and 4 members-at-large, all of whom shall be appointed by the President for two-year terms, which can be reappointed, with input from the Chair and Vice Chair, up to two times. The terms of the Members-at-Large shall be staggered. The ASE Treasurer will serve as Chair, and the ASE Secretary as Vice Chair of the Finance Committee. The remaining members of the Executive Committee, Executive Director (or management team representative), Chief Financial Officer, Representatives from the other Committees (as determined by the Executive Committee), and the Financial Advisor will serve as ad hoc members.

Section 4. Working Groups/Task Forces/Committees

a. Inception/Creation

The lifecycle of new committees in general will follow the pathway of starting as a Working Group (WG), transitioning to a Task Force (TF), and then to a Committee. However, Task Forces and/or Committees can be established de novo, if mission-critical effort arises that needs resources.

b. Definitions

Working Group: Short-term group meant to explore a new topic/concept for possible long-term society activities/interest. It is not eligible for resources.

Task Force: Short-to-medium range group focused on a key priority for the society. It is offered resources.

Committee: Long-term group dedicated to carrying a core mission of the society. It is offered resources.

Resources are defined as:

Financial: Should have been budgeted per management contract and ASE internal budget approval.

Personnel: Pre-agreed upon management staff FTE. Duties to include scheduling meetings, note/minute-taking, and follow-up action items.

c. Approval

Working Group: Can be formed by Presidential and/or Executive appointment. There is no cap on the number.

Task Force: Requires Executive Committee approval. The cap on number based on pre-approved budget and/or number of FTEs.

Committee: Requires EC *and* subsequent Board approval. Board approval requires a quorum. The number should be based on pre-approved budget and/or number of FTEs.

d. Charges

Initial charges upon WG/TF/Committee formation is given to the Chairs by the Executive Committee in writing.

e. Charter

A draft charter is to be created WG/TF/Committee Chairs within first 3 months of formation. They must use the provided template. The charter will be reviewed/approved by Executive Committee and/or President.

f. Review Process (applies only to WG/TF)

The initial term of a WG/TF is 1 year (spring to spring). The initial term for a committee is indefinite.

The WG/TF review will occur upon the end of the 1-year term. The Executive Committee will conduct the review. The review criteria will include accomplishment of deliverables as listed in charter.

Upon review, then one of four options: Dissolution; Renewal for an additional year; Promotion from a Working Group to a Task Force or a Task Force to a Committee (a Committee requires a Board quorum); Fold into an existing Task Force or Committee.

ARTICLE X – FINANCES

Section 1: Fiscal Year

The fiscal year shall be fixed by resolution of the Board of Directors.

Section 2: Annual Budget

An annual budget shall be prepared by the ASE Executive Committee and Executive Director for presentation to the Board of Directors in the fall.

Section 3: Investments

All funds of the Association not otherwise employed shall be deposited in such banks, trust companies, investments or other depositories as the Board of Directors may select after due diligence.

Section 4: Certified Audits

Through its Treasurer, the Board of Directors shall arrange for certified audit of the Association's books every three years by an independent auditor to be conducted as soon as possible after the end of the fiscal year.

Section 5: Corporate Records

The Association shall keep an original or duplicate record of all proceedings of the Board, and complete and accurate financial records, at its registered office or at its principal place of business. All books and records of the Corporation shall be subject to inspection by any Director, or as required by law.

Section 6: Authority for Financial Obligation

The Board of Directors may authorize any officer or officers, in the name of and on the behalf of the Association, to enter into any contract, execute and deliver any instrument, or sign checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness. Such authority may be general or confined to specific instances. However, unless so authorized by the Board of Directors, no officer shall have power or authority to bind the Association by any contract or engagement, or to render it liable for any purpose or for any amount.

ARTICLE XI – LIMITATIONS OF LIABILITY; INDEMNIFICATION

Section 1: Protections

A Director shall not be personally liable for monetary damages for any action taken in good faith or any failure to take any action as a Director except to the extent required by law. Any repeal or amendment of this Section shall be prospective only and shall not increase but may decrease liability with respect to actions or failures to act occurring prior to such change.

The Association shall indemnify any Director or Officer who was or is a party to any proceeding, whether civil, administrative or investigative, by reason of the fact that they are or were a representative of the Association, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with the action or proceeding if they acted in good faith and in a manner they reasonably believed to be in the best interests of the Association.

Section 2: Insurance

The Association will purchase and maintain Directors and Officers insurance (“D & O”) on behalf of any person who is or was a Director or Officer of the Association against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Association would have the power under law to indemnify them against that liability.

The indemnification and advancement of expenses provided pursuant to this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under these By-Laws, agreement, vote of disinterested Directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding office.

However, no indemnification may be made by the Association under this Article or otherwise to or on behalf of any person to the extent that:

- a. The act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, or gross negligence; or
- b. The Board determines that under the circumstances indemnification would constitute an excess benefit transaction under section 4958 of the IRS Code of 1986

ARTICLE XI I– NON-DISCRIMINATION

The Association shall be managed at all times with policies and practices that provide for equal rights, privileges, and opportunities to any person regardless of race, creed, political affiliation, gender, religion, sexual preference, physical disability or national origin.

ARTICLE XIII – DISSOLUTION OF THE ASSOCIATION

Upon the dissolution, termination, or cessation of the activities of the Association, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Association, shall distribute the remaining assets to another medical and/or surgical education association with goals similar to the Association's as may be determined by the Board, provided such an association qualifies as an organization described in Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE XIV – AMENDMENTS

The amendments will be presented in writing to the Secretary for transmittal to the membership. The proposed amendment(s) shall be sent to the membership for comments and all Board members at least thirty (30) days in advance of the time (in person meeting or electronic) at which the Board vote will be held. These Bylaws may be amended by approval of a two-thirds majority of an in-person or electronic meeting of the voting members of the Board of Directors.

ASE Bylaws Revised July 2024

APPENDIX A:

Open Standing Committees:

- Assessment, Curriculum and Evaluation
- Citizenship and Global Responsibility
- Clerkship Directors
- Communications
- Coordinators of Surgical Education
- Diversity, Equity, and Inclusion
- Faculty Development
- Graduate Surgical Education
- Membership
- Simulation
- Surgical Education Research
- Vice Chair of Education

Task Forces:

- Artificial Intelligence
- Collaboration of Surgical Education Fellows (CoSEF)
- International
- Trainee

Working Groups:

- Guidelines
- Independent Academic Medical Center

APPENDIX B:

Working Group/Task Force/Committee Charter Template

Context

Provide a brief description of why the Working Group/Task Force/Committee is being proposed. Include sufficient background information to allow the reader to understand how the work fits into the current context of the current activities of the organization. Only 2-3 bullet points or sentences are necessary.

Objectives

Provide a bulleted list of the Working Group/Task Force/Committee objectives.

Deliverables

Provide a bulleted list of deliverables.

Timetable

Provide a timetable of deliverables.

Resources

The Task Force/Committee will be provided the following resources (note: Working Groups are not eligible for resources):

Management staff time:

Other:

Members

Name and Affiliation - Working Group/Task Force/Committee lead

Name and Affiliation - member

Name and Affiliation – member

Others

Include how new members may be added

Meeting Schedules

TBD

Communication Channels

The Working Group/Task Force/Committee will report to _____.

Working Group/Task Force/Committee Dissolution

A Working Group/Task Force/Committee is dissolved under any of the following circumstances:

- All of the deliverables have been met.
- The group becomes inactive.

Other