

MISSION STATEMENT & BY LAWS

ARTICLE I

Purposes

Section 1.1. Purposes. The purposes for which the Chicago Surgical Society (the "Society") is organized are to cultivate and improve the science and art of surgery and to promote education within the medical profession.

ARTICLE II

Offices

Section 2.1. Registered Agent and Location of Offices. The Society shall have and continuously maintain in the state of Illinois a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the state of Illinois as the Executive Council from time to time determines.

ARTICLE III

Fellows

Section 3.1. Classes, Number, and Term. The members of the Society shall be referred to as Fellows of the Chicago Surgical Society ("Fellows") and shall be of five classes as follows:

1. Active Fellows
2. Non-Resident Fellows
3. Senior Fellows
4. Honorary Fellows
5. Privileged Fellows

The Fellows shall include all individuals selected in accordance with this Article. There shall be no more than 400 Active Fellows in the society. There shall be no limit to Senior, Honorary, Privileged, or Non-Resident Fellows transferred from Active Fellowship. Non-Resident Fellows elected as such shall be limited to 20.

Section 3.2. Eligibility. No one shall be eligible for Fellowship unless he or she is 30 years of age, a graduate of 5 years' standing from a recognized medical college, holds a certificate of a surgical American Specialty Board (or its equivalent as determined by the Executive Council) and has established a reputation as a practitioner, author, teacher, or original research worker in surgery, and is recommended by the Executive Council.

Section 3.3. Application for Fellowship. Application for Fellowship shall be made on official blanks furnished only to Fellows of the Society by the Secretary of the Society. The proposal of an applicant for Fellowship shall be signed by three Fellows, each of whom shall vouch, in writing, for the applicant's character and standing.

Section 3.3a. Deadline for Application. All applications must be submitted to the Secretary not later than the fifteenth day of fifth month preceding the Annual Meeting.

Section 3.3b. Membership Committee. The Secretary of the Society shall forward applications and supporting papers to a Membership Committee, established according to Article IV-Section 4.9 of these By-laws. It shall consist of the immediate past vice-president of the Society (the chairperson); the Secretary, and the Recorder of the Society, and four Fellows of the Society appointed by the Executive Council. These four Fellows shall serve terms of three years, staggered initially to provide continuity.

The Membership Committee shall review and evaluate all applicants for membership and make recommendations to the Executive Council as to eligibility for Fellowship at least three months prior to the annual meeting of the Society.

Section 3.4. Publication of Applicants. The name, biographic, and bibliographical data of each applicant for Fellowship recommended by the Executive Council shall be published and distributed to the Fellowship at least thirty days prior to the Annual Meeting.

Section 3.5. Qualification for an Election to Active Fellowship. An applicant must reside and/or practice in the Chicago Metropolitan area to be eligible for election to Active Fellowship. Election to Active Fellowship shall be made at the Annual Meeting of the Society, and no applicant shall be elected to Active Fellowship who receives the unfavorable vote of more than twenty-five percent of the members present at that Annual Meeting who voted upon any matter that came before the meeting. If elected, Fellowship shall become effective upon payment of the initiation fee. If the Executive Council defers or the Fellowship rejects an applicant at its Annual Meeting, he shall be reconsidered for the following year provided his sponsor indicates his support by letter and the

applicant's curriculum vitae and bibliography are made current by the first day of the sixth month preceding the next Annual Meeting.

Section 3.6 Non-Resident Fellows. Elected Non-Resident Fellows who live in the State of Illinois or within a 200 mile radius from Chicago shall fill the same requirements (except those pertaining to place of practice and residence) and be elected in the same manner as Active Fellows. To be eligible for elected Non-Resident Fellowship, the applicant must be a surgeon whose office, practice, and home are outside the Chicago Metropolitan area. An Active Fellow who has moved his office and residence from the Chicago Metropolitan area but remains within the State of Illinois or within a 200 mile radius from Chicago may become a Non-Resident Fellow by direct request to the Executive Council and shall fulfill the same requirements as elected non-resident members. An Active Fellow who moves his place of practice and residence outside the State of Illinois and is beyond the 200 mile radius may become a Non-Resident Fellow by direct request to the Executive Council and shall, at the discretion of the Executive Council, be relieved of the requirement to pay dues and to attend half of the scientific meetings each year.

Section 3.7. Senior Fellows. Active and Non-Resident Fellows who have reached the age of 60 may, at their own request, become Senior Fellows and retain all their rights and privileges and full Fellowship in the Society, but shall be relieved from all rules of attendance and be exempt from payment of dues. All Active Fellows and Non-Resident Fellows will automatically become Senior Fellows at the age of 65.

Section 3.8. Honorary Fellows. The Executive Council of the Society has the authority to grant Honorary Fellowship, under unusual circumstances, to distinguished surgeons who have performed special service for the Society. They shall not be required to pay dues or fees, nor shall they be privileged to vote or hold office.

Section 3.9. Privileged Fellows. The Executive Council of the Society has the authority to grant Privileged Fellowship, under unusual circumstances, to distinguished surgeons engaged in organization or administrative posts in the Chicago area. Such Fellowship shall terminate if the individual leaves the position or the area. No initiation fee shall be required, and annual dues shall be one-half the regular dues unless provided otherwise in accordance with Section 3.15.

Section 3.10. Certification. Every Fellow shall receive a Certificate of Fellowship signed by the President and the Secretary and stamped with the seal of the Society.

Section 3.11. Resignation. The resignation of a Fellow will be accepted by the Executive Council on receipt of a written request. Unexcused absence from one-half of the Scientific Meetings in any one year shall be equivalent to resignation from active Fellowship. The excuse for absence shall be submitted in writing to the Recorder.

Section 3.12. Discipline. The Society may reprimand, suspend, expel, or otherwise discipline any Fellow if two-thirds of all fellows present and entitled to vote shall find that the conduct of such Fellow shows a failure to maintain the standards of personal and professional conduct required for admission to the Society, or has been injurious to the good order, reputation, or best interest of the Society, or is inconsistent with its purposes.

Without limiting the generality of the foregoing, the following shall constitute grounds for disciplinary action:

1. conviction of a felony or of any crime involving moral turpitude;
2. suspension or termination of the right to practice medicine in the State of Illinois by reason of a violation of any statute or governmental regulation;
3. improper financial dealings, including the direct or indirect division of fees with other physicians, the payment or acceptance of rebates of fees for services or appliances, and the charging of exorbitant fees;
4. performance of unjustified surgery; or
5. grossly immoral, dishonorable or unprofessional conduct.

Disciplinary questions shall be investigated by the Executive Council. In connection with its investigation, it shall hold a meeting to consider whether disciplinary action against a Fellow should be recommended to the Society. Such Fellow may appear at the meeting in person and/or by his representative and may submit evidence to show that disciplinary action should not be taken against him. Not less than thirty (30) days prior to such meeting, he shall be given written notice stating (1) the time and place of the meeting and informing him that disciplinary action against him will be considered at such meeting, (2) the grounds for such action, and (3) that he may appear at the meeting in person or by his representative and may submit evidence to show that disciplinary action should not be taken against him.

In the event that the Executive Council determines to recommend to the Society that disciplinary action should be taken against such Fellow, it shall submit its recommendation in writing to all Fellows entitled to vote and

shall schedule the matter for consideration at a meeting of the Society. Not less than thirty (30) days prior to the meeting, it shall inform such Fellow of its decision to recommend disciplinary action by written notice sent by registered or certified mail. Such notice shall state the time and place of the meeting of the Society at which such recommendation will be considered and shall inform the Fellow that he may appear at the meeting in person and/or by his representative to state his objections to the recommendation of the Executive Council. A copy of the recommendation of the Executive Council shall be attached to the notice.

Section 3.13. Audit of Applicants and Members. The records of all applicants for membership in the Society may be audited by Certified Public Accountants selected by the Executive Council and paid by the applicants. The records of two (2) Active Fellows chosen at random from those in private practice may be audited in the same way each year at the expense of the Society.

Section 3.14. Transfer. Fellowship is not transferable or assignable.

Section 3.15. Dues and Initiation Fees. The initiation fees and annual dues for Active Fellows, Non-Resident Fellows and Privileged Fellows shall be determined by the Executive Council from time to time subject to approval by a majority of Fellows present at any regular or special meeting.

Section 3.16. Failure to Pay Dues. Any Fellow in arrears for one year, being notified of the fact in writing by the Treasurer, which notification shall be accompanied by a copy of this section, and not paying his dues within two months thereafter shall forfeit his Fellowship. It shall be the duty of the Treasurer to notify the Executive Council of such forfeiture, which shall be entered on the minutes, and the name of the delinquent stricken from the list of Fellows.

Section 3.17. Voting Rights. Each Fellow shall be entitled to one vote on each matter submitted to a vote of the Fellows, except that, pursuant to Section 3.8, Honorary Fellows shall not be entitled to vote.

Section 3.18. Annual Meeting and Scientific Meetings. The Annual Meeting of Fellows for the transaction of such business as may be properly brought before the meeting shall be held at 8 o'clock p.m. on the third Friday in May of each year, if not a legal holiday under the laws of the State of Illinois, and if a legal holiday then on the next day which shall not be a legal holiday unless otherwise determined by the Executive Council. Regular monthly Scientific Meetings shall be held on the first Friday of the months from October through May, unless otherwise determined by the Executive Council.

Section 3.19. Special Meetings. A special meeting of the Society may be called at any time by the President and it shall be his duty to do so upon receiving, in writing, the request of any five Fellows. The object of the meeting must be stated in the call.

Section 3.20. Place of Meeting. All meetings of the Fellows shall be held at such place within or without the State of Illinois as the Executive Council may provide.

Section 3.21. Notice of Meeting. Written or printed notice stating the place, day and hour of any meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each Fellow not less than five nor more than forty days before the date of such meeting, either personally or by mail, at the direction of the President, or the Secretary, or the officers or persons calling the meeting.

Section 3.22. Action Without a Meeting. Any action required by law to be taken at a meeting of the Fellows, or any other action which may be taken at a meeting of the Fellows, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote in respect of the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any articles or documents filed with the Secretary of State under the General Not For Profit Corporation Act of Illinois.

Section 3.23. Quorum and Adjournment. Except as otherwise provided herein, fifty Fellows of the Society who are entitled to vote shall constitute a quorum for the transaction of business.

Section 3.24. Organization. The President shall preside at the meetings of the Society. In his absence the Vice-President shall preside. In the absence of the latter, the Council shall appoint a Chairman. The Secretary, or, in his absence, such person as the Chairman of the meeting shall appoint, shall act as Secretary of the meeting.

ARTICLE IV

Board of Directors

Section 4.1. General Powers. The affairs of the Society shall be managed by its Board of Directors which shall be referred to as the Executive Council. The Executive Council shall have the power to reinstate Fellows forfeiting their Fellowship for non-payment of dues, provided all arrears have been paid. It shall investigate all

disciplinary matters, and it alone shall have the power of recommending disciplinary action in accordance with Section 3.12 hereof. The Secretary shall keep accurate minutes of all proceeding of the Executive Council, which minutes shall be properly indexed. All proposals for Fellowship shall be submitted for action, and the names of those candidates who have complied with the requirements of the Society and the rules of the Council, and who have received its approval, shall be presented to the Society for action at the Annual Meeting.

Section 4.2. Number, Tenure, and Qualification. The Executive Council shall consist of the officers and the three most recently retired Past Presidents or their substitutes as determined by a vote of the Society. The Past-President-Councilors, or their substitutes, shall serve terms of three years which shall be so arranged that the term of one shall expire each year. In the event a substitute Councilor is elected, his term of office will coincide with the unexpired term of the Councilor he is replacing. Any Councilor may resign at any time, effective immediately, by giving written notice to the President or to the Secretary of the Society.

Section 4.3. Regular Meetings. A regular annual meeting of the Executive Council shall be held without other notice than this By-Law, immediately after, and at the same place as, the Annual Meeting of Fellows, unless otherwise provided by the Council. The Executive Council may provide by resolution the time and place for the holding of additional regular meetings of the Council without other notice than such resolution.

Section 4.4. Special Meeting. A special meeting of the Executive Council may be called by or at the request of the President or any two Councilors. Such person or persons shall fix the time and place for holding such special meeting.

Section 4.5. Notice. Except as otherwise prescribed by law, written or oral notice of the time and place of any special meeting of the Executive Council shall be given at least two days previously thereto. Any Councilor may waive notice of any meeting. Attendance of the Councilor at any meeting shall constitute a waiver of notice of such meeting, except where a Councilor attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Executive Council need be specified in the notice or waiver of notice of any such meeting, unless specifically required by law, the Articles of Incorporation or these By-Laws.

Section 4.6. Action Without a Meeting. Any action required by law to be taken at a meeting of the Executive Council, or any other action which need be taken at a meeting of the Executive Council, may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the Councilors entitled to vote in respect of the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any articles or document filed with the Secretary of State under the General Not For Profit Corporation Act of Illinois.

Section 4.7. Quorum. A majority of the whole Executive Council shall constitute a quorum for the transaction of business at any meeting.

Section 4.8. Manner of Acting. The act of the majority of the Councilors present at a meeting, provided that a quorum is present, shall be the act of the Executive Council, except where otherwise provided by law, the Articles of Incorporation or these By-Laws.

Section 4.9. Committee. The Executive Council, by resolution adopted by a majority of the Councilors in office, may designate and appoint one or more committees each of which shall consist of two or more Councilors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Executive Council in the management of the Society. The designation and appointment of any such committees and the delegation thereto of authority shall not operate to relieve the Executive Council, or any individual Councilor, of any responsibility imposed upon it or him by law.

ARTICLE V

Officers

Section 5.1. Number. The officers of the Society shall be a President, a President-elect, Vice President, Secretary, Treasurer, Recorder and such other officers and assistant officers as may be elected or appointed by the Fellows.

Section 5.2. Nominations, Election and Term of Office. All Officers, including elected members of the Executive Council, shall be elected by the Active, Senior, and Privileged Fellows by ballot at the regular Annual Meeting. A committee consisting of five Fellows, including available Past Presidents, shall be appointed by the President at least two months before the Annual Meeting to nominate officers for the ensuing year. In addition, nominations may be made from the floor. The installation of officers shall take place immediately after their election. Each

officer shall hold office for one year or until his successor shall have been elected and qualified or until he shall resign or shall have been removed in the manner hereinafter provided. Any officer may resign at any time by giving notice to the Executive Council or to the President or to the Secretary. A resignation of any Officer need not be accepted in order to be effective.

Section 5.3. Removal. Any Officer may be removed by the Executive Council, either with or without cause, whenever in its judgment the best interests of the Society shall be served thereby.

Section 5.4. Vacancies. Any vacancy occurring during the year among the Officers shall be filled by decision of the Executive Council, except that of President, which shall be filled by a Vice President.

Section 5.5. President. The President shall preside at the meetings of the Fellows and perform all duties pertaining to his office.

Section 5.6. Vice President. In the event that the President is absent from a meeting or is otherwise unable to perform his duties, the Vice President shall act as President. The Vice President shall also perform such other duties as may from time to time be assigned to him by the President or by the Executive Council.

Section 5.7. President-elect. The President-elect shall perform duties as may from time to time be assigned to her/him by the President or by the Executive Council.

Section 5.8. Secretary. The Secretary shall keep a record of the minutes of the Fellows. He shall mail the program of each Scientific Meeting to each Fellow at least one week prior to such meeting. He shall publish a list of the names of the candidates for Fellowship as provided in Article III, Section 3.4 of the By-Laws. He shall prepare a report of the activities of the Fellows for presentation at the Annual Meeting, and in general, perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him by the President or by the Executive Council.

Section 5.9. Treasurer. The Treasurer will be the custodian of all monies of the Society. He shall pay out money upon order of the Executive Council. He shall keep full and accurate records of all money received and disbursed. He shall present an interim report at each Executive Council meeting, and an annual report of accounts for audit at the annual meeting of the Fellows.

Section 5.10. Recorder. The Recorder shall maintain the biographical records of Fellows of the Society. He shall collect and record all historical data of interest pertinent to the Society. He shall check the attendance book for each meeting to see that the Active Resident members attend half the meetings each year. He shall present an interim report at each Executive Council meeting, and an annual report at the Annual Meeting of the Fellows and shall prepare such other documents as the Executive Council directs.

ARTICLE VI

Contracts, Checks, Deposits and Funds

Section 6.1. Contracts. The Executive Council may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society. Such authority may be general or confined to specific instruments.

Section 6.2. Checks, Drafts, etc. All Checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the Society, shall be signed by such Officer or Officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Executive Council. In the absence of such determination by the Executive Council, such instruments may be signed by the Treasurer and countersigned by one other Officer of the Society.

Section 6.3. Deposits. All funds of the Society shall be deposited from time to time to the credit of the Society, in such banks, trust companies or other depositories as the Executive Council may select.

Section 6.4. Gifts. The Executive Council may accept on behalf of the Society any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Society.

ARTICLE VII

Records

Section 7.1. The Society shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the members, Executive Council and committees having any authority of the Executive Council, and shall keep at its registered office or principal office a record giving the names and addresses of all members. All books and records of the Society may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VIII

Fiscal Year

Section 8.1. The fiscal year of the Society shall begin on July 1 and end on June 30.

ARTICLE IX

Seal

Section 9.1. The Executive Council shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Society and the words "Corporate Seal, Illinois."

ARTICLE X

Notices

Section 10.1 Manner of Notice. Whenever under the provisions of law, the articles of incorporation, or these By-laws notice is required to be given to any Councilor, member of any committee designated by the Executive Council or Fellow, it shall not be construed to require personal delivery and such notice may be given in writing by depositing it, in a sealed envelope, in the United States mails, first class postage prepaid, addressed to such Councilor, committee member or Fellow at his address as it appears on the books of the Society; and such notice shall be deemed to be given at the time it is thus deposited in the United States mails. However, such requirement for notice shall be deemed satisfied, except in case of meetings of Fellows with respect to which written notice is required by law, if actual notice is received orally or in writing by the person entitled thereto as far in advance of the event with respect to which notice is given as the minimum notice period required by law, the articles of incorporation or these By-Laws.

Section 10.2 Waiver of Notice. Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the By-Laws of the Society, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

Limitations and Dissolution

Section 11.1. Limitations. No part of the net earnings or assets of the Society shall inure to the benefit of, or be distributed to, any Fellow, Councilor, or Officer of the Society, or any other private individual.

Section 11.2. Distribution of Property. Upon the dissolution of the Society or winding up of its affairs, the assets of the Society shall be applied and distributed as follows:

1. All liabilities and obligations of the Society shall be paid, satisfied and discharged, or adequate provision shall be made therefore;
2. Assets held by the Society upon condition requiring return, transfer or court conveyance, which condition occurs by reason of the dissolution or winding up, shall be returned, transferred or conveyed in accordance with such requirements;
3. All remaining assets not disposed of under either of the preceding paragraphs (a) or (b) shall be transferred or conveyed to one or more organizations which have operations or perform services in the city of Chicago, Illinois, and its adjacent trade area and are exempt under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any federal tax law which may then be in effect.

ARTICLE XII

Amendments

Section 12.1. The By-Laws may be amended, altered, or repealed at any regular Scientific Meeting, at any Annual Meeting, or at any special meeting called for that purpose provided the suggested amendments, alteration or repeal shall be presented in writing, signed by three Fellows, and provided that the suggested change shall be mailed to each Fellow at least ten (10) days prior to the date of the meeting at which the vote thereon is to be taken. An affirmative vote of three-fourths of the Fellows present shall be necessary to adopt the change.

Article XIII

Committees

Section 13.1: All Standing and Ad Hoc Committees shall act in an advisory capacity to the Executive Council of the Chicago Surgical Society.

Section 13.2: The Executive Council of the Chicago Surgical Society shall consist of all officers and the immediate past three presidents of the Society.

Section 13.3: Nominating Committee. The Nominating Committee shall consist of five members of the Society. Three members shall be the immediate past presidents of the Society, and two members shall be the immediate

past vice-presidents. The immediate past presidents shall serve a term of three years while the immediate past Vice President will serve a two-year term. The chairperson shall be the president who has served the longest on the Nominating Committee. The Committee shall present to the Council a slate of officers at the Annual Business Meeting of the Society.

Section 13.4: Membership Committee. The Membership Committee shall consist of nine fellows of the Society, three of whom shall be appointed annually by the President with the approval of the Executive Council to serve a term of three years. The President shall appoint the chairperson of the Membership Committee to serve a term of three years. The Secretary shall serve as an ex-officio member of the Membership Committee. It is the policy of the Society to encourage diverse membership in the Society, with regard to, but not limited to, geographic location within the Greater Chicago Metropolitan Area, gender, and medical specialty.

Section 13.5: Program Committee. The Program Committee shall consist of five (5) members who should be five members of the society, one of whom shall be appointed annually by the president with the approval of the Executive Council. Each member shall, during their 4th year service as chairperson and during their fifth and final year will serve in an advisory capacity to the committee. The secretary of the society and the recorder shall serve as ex-officio member of the program committee.

Section 13.6: Bylaws Committee. The Bylaws Committee shall consist of five members of the Society appointed by the president to serve a term of three years. The immediate past president of the Society shall be the chairperson of the Bylaws Committee to serve a term of three years. It is the further policy of the Society that the Bylaws Committee shall monitor, evaluate and analyze significant issue of interest to the Society and make recommendations concerning certain issues in a timely fashion to the Executive Council to further the best interest of the Society. It is also the further policy of the Society that the Bylaws Committee be familiar with the bylaws of the Society and shall recommend revisions or amendments to those bylaws to the Executive Council as may be appropriate from time to time in the best interest of the Society.

Section 13.7: Young Surgeons Committee. The Young Surgeons Committee of the Society shall consist of six members of the Society, two of whom shall be appointed annually by the president to serve a term of three years. The President shall appoint the chairperson of the committee to serve a term of three years. All members of this committee will be under the age of 45 years.