

FLORIDA SOCIETY OF PLASTIC SURGEONS, INC.
BYLAWS

CHAPTER I: NAME

The name of this organization shall be FLORIDA SOCIETY OF PLASTIC SURGEONS, INC. This is a not-for-profit corporation chartered by the State of Florida, and is hereafter referred to as the Society.

CHAPTER II: MISSION

The mission of the Society shall be:

to promote the art, science and practice of plastic surgery;

to promote the highest standards of ethical and professional conduct among plastic surgeons;

to provide a forum for its members for the exchange of ideas, developments, problems and solutions encountered in their practices;

to advocate for quality, safety and availability of patient care in Florida;

to provide an entity through which plastic surgeons are represented to the appropriate state and national medical organizations and regulatory agencies.

CHAPTER III: MEMBERSHIP

A. Members of the Society shall agree to abide by these BYLAWS and the Code of Ethics of the American Society of Plastic Surgeons, and maintain and fulfill their eligibility criteria for their category of membership. If a member of the Society fails to maintain eligibility for his or her category of membership, said membership shall be revoked or suspended at the discretion of the Board of Directors. Reinstatement of membership shall be at the discretion of the Board of Directors, following a determination that the criteria for membership have been met. The Board of Directors shall have the right to require reapplication of any past member whose membership had been revoked for failing to maintain and fulfill his or her eligibility requirements.

B. Categories of Membership. The Society shall have the following categories of membership:

- 1) Candidate
- 2) Active
- 3) Life
- 4) Inactive
- 5) Corresponding
- 6) Retired
- 7) Courtesy
- 8) Honorary

All applications for membership in the Society must be accompanied by a recent photograph of the applicant and an application fee in an amount to be determined from time to time by the Board of Directors.

1. Candidate:

- a. Candidates must meet all of the following criteria:
 - i) Be Board Eligible or Certified by the American Board of Plastic Surgery or the Royal College of Physicians and Surgeons of Canada (and/or the Corporation Professionnelle Des Medecins du Quebec);
 - ii) Be Candidate or Active members of either the American Society of Plastic Surgeons or the American Society for

Aesthetic Plastic Surgery, unless they are currently a Courtesy Member of FSPS;

iii) Hold an unrestricted, active, and non-probationary Florida license to practice medicine and surgery;

iv) Hold full plastic surgery privileges on the staff of at least one local licensed Florida hospital;

b. Candidate status shall be limited to a term of not more than five (5) consecutive years, after which the member must be elevated to Active membership, reapply for Candidate status, or resign from the Society.

c. Candidates shall pay dues, and may serve on committees. They may not vote or hold office.

d. The names of all applicants for Candidate status shall be circulated by the Secretary to all Active and Life members in official Society publications and/or communications inviting comments for a period of 60 days either in support of or objecting to the acceptance of an applicant for Candidate status. All comments will be included with the application for Board consideration. Receiving no comments will be considered approval by acclamation.

e. Election to Candidate status shall be by at least four-fifths affirmative vote of the Board of Directors not less than 60 days after the applicant's name has been circulated to the membership.

2. Active:

a. Active members must meet all of the following criteria:

- i) Hold an unrestricted, active, and non-probationary Florida license to practice medicine and surgery.
 - ii) Be certified by the American Board of Plastic Surgery or the Royal College of Physicians and Surgeons of Canada in the specialty of Plastic Surgery.
 - iii) Be Active members in good standing of either the American Society of Plastic Surgeons, or the American Society for Aesthetic Plastic Surgery.
 - iv) Must have held Candidate status for at least one (1) year immediately prior to elevation to Active status.
 - v) Must have admitting privileges at one local licensed Florida hospital, and at a minimum, be credentialed at that same hospital to perform any and all procedures performed in any outpatient or office setting the member utilizes, and to treat complications arising from same.
- b. To qualify for election to Active membership, a Candidate must have attended at least one meeting of the Society since initial application was made. Attendance at the meeting at which the vote on their membership takes place will count toward this requirement.

c. Upon recommendation by the Board of Directors, the names of all Candidates for Active membership shall be circulated by the Secretary to all Active and Life members in official Society publications and/or communications at least 30 days prior to the annual meeting of the Society.

d. Election to Active membership status shall require the affirmative vote of at least four-fifths of the voting members present and voting at the annual meeting.

e. Active members shall pay dues, may serve on committees, may vote, and may hold office.

3. Life:

a. Those eligible for Life membership are individuals who have retired from the Active practice of plastic surgery and have been Active members of the Society for at least fifteen (15) years.

b. Applicants for Life membership must have held an unrestricted, active and non-probationary Florida license at the time of retirement from practice, except as exempted from this requirement by unanimous vote of the Board of Directors.

c. Life members shall not pay dues. They may serve on committees but may not vote nor hold office.

4. Inactive:

a. Inactive members are those Active members who have documented to the Board of Directors sufficient hardship to permit the change in membership category from Active to Inactive. The scope of hardship shall be determined by the Board of Directors, but can include disability.

b. This status automatically expires at the end of each fiscal year and must be reapplied for in writing to the Board of Directors.

c. Inactive members shall not pay dues. They may serve on committees, but may not vote or hold office.

5. Corresponding:

a. Corresponding membership may be conferred by the Board of Directors upon any physician who is certified by the American Board of Plastic Surgery or other international Plastic Surgery certifying board acceptable to the Society who does not meet the licensing or practice requirements for other membership categories, but who desires to participate in the activities of the Society, particularly as a visiting member of faculty at one of the Society's scientific meetings.

b. Corresponding members shall not pay dues. They may serve on committees. They may not vote or hold office.

6. Retired:

a. Retired Members must meet all of the following criteria:
i) previously certified by the American Board of Plastic Surgery or the Royal College of Physicians and Surgeons of Canada in Plastic Surgery;

ii) have previously been members of either the American Society of Plastic Surgeons or the American Society for Aesthetic Plastic Surgery;

iii) Previously practiced plastic surgery outside of the state of Florida but have retired and currently reside in Florida, and desire to participate in the activities of the Society.

Retired members are not required to maintain a medical license in Florida, and are not required to maintain active membership in ASPS or ASAPS.

b. Retired members shall not pay dues, but will pay an initial application fee, as determined by the Society. They may serve on committees but may not vote or hold office.

7. Courtesy:

a. Courtesy members are those members who have documented to the Board of Directors their status in an ACGME-approved Plastic Surgery Residency Training Program in Florida. This status automatically ends upon completion of the Florida training program unless the resident continues to practice in Florida. A Courtesy member who continues to practice in Florida, may automatically become a Candidate Member, pending membership circulation, a letter

of recommendation from their residency program director, and Board approval after 60 days.

b. Courtesy members shall not pay dues or an application fee. They may not serve on committees, vote, or hold office. They shall receive all Society mailings and may attend Society meetings.

8. Honorary:

a. Honorary members are those physicians, scientists, authors or other individuals whom the Society desires to honor because of their contributions to the advancement of Plastic and Reconstructive Surgery, or other meritorious achievements in the fields of Science and Medicine.

b. Honorary members shall not pay dues. They may not serve on committees. They may not vote or hold office. They may attend meetings as invited guests.

C. All categories of membership except Active may be granted upon application to and approval by the Board of Directors."

CHAPTER IV: GOVERNMENT

A. Authority and Responsibilities.

The governing body of the Society shall be the Board of Directors. The Board of Directors shall supervise, control and direct the business and affairs of the society, its committees and its publications. It shall determine its policies, actively promote the mission of the Society, and supervise the investment and disbursement of its funds. The Board may adopt such rules and regulations for the conduct of the Society's affairs as it deems necessary and/or advisable which are not inconsistent with these bylaws.

The Board of Directors shall appoint a representative to the American Society of Plastic Surgeons Council of State Societies.

B. Composition.

The Board of Directors shall be comprised of the two immediate past-presidents, the current president, the president-elect, the secretary, the treasurer, and at least three members-at-large elected by the membership at the annual meeting from nominations submitted by the Nominating Committee as hereinafter provided, each with a single vote.

C. Compensation.

The members of the Board of Directors shall receive no financial compensation for the fulfillment of their duties, but shall be reimbursed for reasonable and relevant expenses. Records of these expenses shall be kept by the treasurer, and shall be open for examination by any Active or Life member or the Society.

D. Quorum and Voting.

A quorum of the Board of Directors shall consist of at least 5 voting members. The act of a majority of those present at a meeting where a quorum is present shall be the act of the Board. Each member present shall have one vote and voting shall not be delegated nor exercised by proxy.

E. Meetings of the Board of Directors.

1. A regular meeting of the Board of Directors shall be held at least once during each administrative year at such times and places as the Board may determine. This meeting can take place at the annual meeting.

2. Special meetings of the Board may be called by the president or any two (2) members of the Board. The business to be transacted at the special meeting shall be stated in the call for the meeting.

3. Members of the Board may participate in and act through telephone conferences or by use of other electronic

communication equipment, and such participation shall constitute attendance.

4. A printed notice stating the date, time, location and purpose shall be sent by the Secretary or Executive Director at least five (5) days prior to the date of the meeting.

5. Action without a meeting. Any actions that may be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action, is signed by all members of the Board of Directors. These actions shall have the same force and effect as a unanimous vote of the Board at a duly called meeting.

F. Executive Committee of the Board of Directors.

1. The elected officers (president, president-elect, secretary, and treasurer) shall constitute the Executive Committee. It shall be generally responsible for the administrative activities of the Society. It shall be empowered to conduct emergency business on behalf of the Board of Directors between scheduled meetings, and shall report all actions to the Board of Directors.

2. The Executive Committee shall serve as the Finance Committee of the Society, with the treasurer acting as chair when convened as the Finance Committee.

3. The Executive Committee shall serve as the Long Range and Strategic Planning Committee, and shall be responsible for the implementation and ongoing monitoring of the Strategic Plan as adopted by the Board of Directors.

4. It shall report its activities regularly to the Board of Directors, and shall submit to the Board of Directors its recommendations concerning the overall administration and activities of the Society.

CHAPTER V: OFFICERS

A. Definition. The officers of the Society shall be the president, president-elect, secretary, and treasurer.

B. Qualifications. Only Active members in good standing are eligible for nomination and election to an office in the Society.

C. Election. The officers shall be elected by a majority vote of a quorum of the Active members voting at the annual meeting, from nominations by the Nominating Committee. Nominations from the floor for officers and directors shall be entertained prior to voting. The president-elect serving at the time of the annual meeting shall assume the duties of president immediately following the adjournment of the annual meeting. However, if it is the will of the membership, the president may be reelected for a second consecutive term.

D. Term of office and filling of vacancies:

1. The term of offices shall be for one year, commencing at the adjournment of the annual meeting, and concluding at the adjournment of the following annual meeting. Reelection for a second consecutive term is permissible for all officers. If the president is reelected, the president-elect shall also serve an additional term. No officer may serve more than two (2) consecutive terms.

2. Vacancies in office shall be filled in the following manner: The office of the president shall be filled by the president-elect for the balance of the term. The president-elect shall still serve for the full subsequent year as president. The office of president-elect, secretary, and treasurer shall be filled only for the balance of the term by appointment by the president with the approval of the Board of Directors, and new elections shall be held at the next annual meeting.

E. Duties of Officers:

1. President.

a) The president shall preside at all meetings of the Society and of the Board of Directors. b) He or she shall appoint, with

the approval of the Board of Directors, the chair and members of the standing committees except as otherwise provided in these bylaws. He or she will appoint ad-hoc committees as may be necessary to carry out the functions of the Society.

c) During his or her term of office, the president shall serve as the official spokesperson for the Society, and as the official representative of the Society at meetings of affiliated or related organizations not specifically provided for in these bylaws. In instances where he or she is unable to do so, he or she shall appoint another member of the Board of Directors to represent the Society. The president shall appoint liaison representatives to other organizations or entities as deemed necessary.

d) The President shall serve as the Alternate Delegate to the FMA House of Delegates.

2. President-Elect.

a) The president-elect shall generally assist the president in the performance of his or her duties and shall perform the duties of the president in the event of the absence of the president, or at the request of the president. He or she will assume any responsibilities delegated to him or her by the president.

b) He or she shall succeed the president in the event of his or her death, resignation, removal, or incapacity. He or she shall succeed the president at the end of his or her term of office, and assume the duties of president at that time.

c) The president-elect shall serve as representative to the FMA Specialty Society Section, and as the Delegate to the FMA House of Delegates.

3. Secretary.

a) The secretary shall perform the duties generally pertaining to that office. It is the duty of the secretary to give notice of all meetings, keep records of all meetings, conduct all correspondence, and keep a roster of the members of the Society.

b) The secretary shall serve as chair of the Membership Committee.

c) Some of the duties of the secretary may be delegated to a professional executive director, at the discretion of the Board of Directors.

4. Treasurer.

a) The treasurer shall perform the duties generally pertaining to that office. He or she shall collect and receive all funds accruing to the Society and shall keep all financial records of the Society. He or she shall deposit the funds of the Society in a checking account in the name of the Florida Society of Plastic Surgeons, Inc., and shall disburse those funds as instructed by the Board of Directors. He or she shall give a report of the financial position of the Society at all meetings of the Society.

b) The treasurer shall serve as chair of the Finance Committee.

c) Some of the duties of the treasurer may be delegated to a professional executive director or Certified Public Accountant, at the discretion of the Board of Directors.

CHAPTER VI: MEETINGS

A. Annual Meeting.

The annual meeting of the Society shall be held at such time and place as the Board of Directors may determine. A printed notice stating the date, time and location shall be distributed to all members at least 30 days prior to the date of the meeting by the secretary or the executive director.

The annual meeting shall consist of business and scientific sessions. The election of officers and directors, and election of Candidates to Active membership, shall be accomplished during the annual meeting.

Attendance at the business meetings shall be limited to Active and Life members of the Society. Members in other membership categories may attend all or portions of the business meetings of the Society at the discretion of the President.

B. Special Meetings.

Special meetings may be called by the President, the Board of Directors or upon written request to the President of not less than ten (10) per cent of the Active and Life members. A printed notice stating the date, time, location and purpose shall be distributed to the membership at least 15 days prior to the date of the meeting by the secretary or executive director. The business to be transacted at the special meetings shall be stated by the President in the written notice. No other business than that stated in the notice may be transacted at a special meeting.

C. Quorum and voting.

1. A quorum shall consist of those Active members present at the Annual or Special meeting.

2. All questions shall be decided by a two-thirds majority vote of the Active members present at the meeting, unless otherwise specified by these Bylaws.

3. Voting shall be in person and shall not be delegated or exercised by proxy.

D. Special Ballot.

When in the opinion of the Board of Directors there exists any item of business that requires an expression of or the attention of the voting membership, the Board of Directors may direct the Secretary to prepare a ballot containing the proposed resolution or recommendation of the Board of Directors and mail a copy thereof to each voting member. It is intended that this be an alternate method for the submission of matters that would ordinarily be proper items for the agenda of regular or special meetings of the membership including the annual meeting. The Board of Directors shall tabulate the signed ballots at its first meeting following the last day given in the ballot for receiving such ballots and shall verify the results. A majority affirmative vote of the total enrollment of voting members in good standing, or an affirmative vote of 3/4 thereof in the case of a bylaws amendment, shall be required to approve any resolution or recommendation which shall be effective immediately upon certification of its passage unless the resolution itself provides for a separate effective date.

CHAPTER VII. COMMITTEES

There shall be the following standing committees of the Society:

- A. Finance
- B. Government Relations and Legislation
- C. Membership
- D. Nominating
- E. Peer Review
- F. Program
- G. Public Relations

The president of the Society shall annually appoint a chair of each committee, who shall in turn select members of the committee with approval of the president, from among those interested members of the Society not restricted by membership category criteria, unless otherwise provided for in this chapter. Each committee shall meet at the will of the chair and/or as otherwise provided, and shall report its activities and recommendations regularly to the Board of Directors.

A. Finance.

1. The Finance Committee shall supervise the financial affairs of the society, including the development of methods and procedures relating to the revenue and expenditures of the Society.

2. This committee shall be chaired by the Treasurer and shall report to the Board of Directors. The members of the committee shall be members of the Executive Committee.

3. The committee shall review quarterly statements, and shall meet at the will of the chair.

B. Government Relations and Legislation.

1. The Government Relations Committee shall consider matters on pending federal, state and local laws, and rules and regulations affecting the concerns of plastic surgeons and their patients.

2. The committee chairman shall be appointed annually by the president with the concurrence of the Board of Directors.

C. Membership Committee.

1. The duties of this committee shall be:

- a) to keep a roster of all members of the Society;
- b) to increase membership of the Society and identify barriers to membership. This includes development and implementation of strategies for recruitment of new members and retention of current members.
- c) to review applications for each category of membership and conduct any review deemed necessary to determine whether an applicant has completed the requirements as set forth in the bylaws, and submit its findings and recommendations to the Board of Directors.

2. This committee shall be chaired by the Secretary. All county society presidents are strongly encouraged to participate as members or appoint a representative such that different geographical regions are represented.

D. Nominating Committee.

1. The duties of the nominating committee shall be to select a slate of officers and directors to be nominated to the membership for election at the annual meeting. The slate thus selected shall be submitted first to the Board of Directors for confirmation and then shall be circulated in writing by the secretary to all Active and Life members not less than 30 days prior to the annual meeting.

2. This committee shall be comprised of the current president and president-elect, and the two immediate past presidents. The committee will select its chair from among its membership.

3. The committee shall meet no less than 60 days prior to the annual meeting to select the slate of officers and directors.

E. Peer Review.

1. This is a standing committee that shall have initial jurisdiction over all disciplinary matters pertaining to the Society. The committee's duties shall include investigation of complaints alleging acts of unprofessional, unethical or any other conduct detrimental to the reputation or the best interest of the Society by a member as outlined in Chapter X. Said investigations and presentations of evidence shall be governed by rules established by the Society (See Chapter X). The committee shall submit its findings and recommendations to the Board of Directors for final action.

2. The committee's membership shall be comprised of the two immediate past presidents, the chair, and two additional members appointed annually by the president from the membership at large.

3. The chair of the committee shall be appointed by the President.

F. Program Committee.

1. The duties of the Program Committee shall be to plan and coordinate the annual meeting and any other programs that may be deemed appropriate. This shall include matters of scientific content and format.

2. The Chairman of this committee shall be appointed in advance by the President-Elect to serve during the year in which he/she is President.

G. Public Relations.

1. The duties of this committee shall be:

- a) to disseminate information to members of the Society about current issues and decisions of the Board of Directors, and
- b) to enhance the general public's awareness of the Society and issues involving plastic surgery.

2. The chair shall be appointed by the President.

K. Special Ad Hoc Committees.

The President, with the approval of the Board of Directors, may establish such other committees, subcommittees or task forces as necessary to carry out the mission of the Society. This may include appointment of a bylaws committee.

L. Manner of Acting.

Electronic communications such as telephone conferences and other communications equipment (e.g., facsimile and email) shall serve as acceptable alternative forums for committee meetings.

Unless otherwise stated in these bylaws, a majority of the members of the committee shall constitute a quorum. The act of a two-thirds majority at the meetings at which a quorum is present shall constitute the act of the Committee.

The committee chair shall report the activities of the committee to the Board of Directors.

CHAPTER VIII. BOARD OF TRUSTEES

Section 1. Composition. The Board of Trustees shall consist of seven (7) members of the Society, each of whom must be a past elected officer of the Society. The three (3) most immediate Past Presidents willing and able to serve shall automatically be Trustees. Two (2) shall be elected by the Active Members at the Annual Meeting, and two (2) shall be appointed by the President. The most immediate Past President serving as a Trustee shall be the Chairman.

Section 2. Election, Term, and Re-election. At each annual meeting of the Society, one (1) Trustee shall be selected to serve a two-year term, except that in the initial year one (1) shall be elected for a one-year term and one (1) shall be elected for a two-year term, to provide subsequent staggered terms. Each incoming president shall appoint one (1) Trustee for a two-year term, except that in the initial year two (2) shall be appointed, one (1) for a one-year term and one (1) for a two-year term, to provide subsequent staggered terms. Interim appointments for vacancies may be made by the Board of Directors, but all such vacancies, and partial or unexpired terms, shall be filled by election at the annual meeting of the Society, except as provided by automatic appointment of a past president. Any Trustee who has served a full two-year term shall be ineligible to succeed as Trustee until at least one (1) year has elapsed.

Section 3. Duties. The Trustees shall act as advisors to the officers of the Society. The Board of Trustees shall act as the appellate body for any appeals of adverse disciplinary decisions by the Board of Directors. All Trustees who are not voting members of the Board of Directors pursuant to another provision of these bylaws shall serve as non-voting advisory members of the Board of Directors.

CHAPTER IX. FINANCES

A. The fiscal year of the Society shall be January 1 through December 31.

B. The annual dues shall be recommended by the Board of Directors and approved by a majority vote of the Active

members at each annual meeting. They shall be collected by the treasurer, or, under his or her supervision, by the executive director.

C. Assessments may be required from time to time. They are to be recommended by the Board of Directors and approved by simple majority vote of the Active members at any meeting of the Society. The thirty-day notice of the meeting sent to all Active and Life members of the Society shall include the Board of Directors' recommendations and relevant information regarding the consideration of the assessment. If, in the opinion of the Board of Directors, the assessment is urgently required, a separate notice of consideration of the assessment must be sent to all Active and Life members of the Society as far in advance of the meeting as possible. If in the opinion of the Board of Directors the dues increase or assessment is sufficiently urgent, a Special Ballot as provided for in Chapter VI, Section D, may be utilized for conducting a vote.

D. Payment of dues and assessment:

1. Statements for dues, fees and assessments payable shall be sent out under direction of the treasurer to all relevant categories of members, prior to each fiscal year. Assessment may, under certain circumstances, be billed separately. Dues and/or assessment more than ninety (90) days in arrears shall be considered delinquent.

2. The treasurer shall notify the Board of Directors of delinquent membership dues, fees and/or assessments and a final notice shall be sent by certified mail to each member in delinquency, allowing the member sixty (60) days to become current. If the financial obligation is not met after that time, the member shall be expelled from the Society. A prerequisite to reapplication shall be the payment of all monies owed to the Society.

3. Dues and assessments in certain circumstances may be suspended and debts forgiven by written request to the Society office. Such requests will be considered by the treasurer and the Membership Committee chair, whose recommendation will be submitted to the Board of Directors for action. Said action may include structured payment scheduling, debt suspension or cancellation, or any other action thought appropriate by the Board of Directors. Members experiencing temporary or permanent disability, active military service obligations, or temporary adverse financial circumstances are encouraged to apply to the Board of Directors for inactive membership status. These requests shall be kept strictly confidential by all parties. Any dues exemptions shall be kept strictly confidential by all parties. Any dues exemptions shall automatically expire at the end of each fiscal year and must be reapplied for in writing.

4. Members who have been dropped for non-payment of dues may gain readmission to membership in one of the following ways: 1) Through general amnesty declared by the Board of Directors for all former members who were dropped for non-payment of dues; or 2) By payment of delinquent dues as well as current dues, if readmission is sought within a year of being dropped. Dropped members would be required to reapply the same as any non-member after one year from their drop date, including payment of any associated application fees.

E. Meeting Registration and Social Fees:

The Board of Directors shall establish the registration and social fees for all meetings and programs. All categories of membership shall pay registration and social fees for themselves and their families. Special guests invited by the Board of Directors may, at the discretion of the Board of

Directors, be exempted from accommodation costs, and other expenses, relating to the attendance of invited guests. Such guests may include guest faculty members of scientific sessions.

F. Exhibits and Gifts:

1. The Society may include commercial exhibits at its meetings for which a fee may be charged, and may receive financial aid from the exhibitors when deemed appropriate by the Board of Directors.

2. The Board of Directors may accept any contribution, gift or bequest to the Society, at its discretion.

CHAPTER X. RESIGNATIONS AND LEAVES OF ABSENCE

A. Any member may withdraw from the Society after fulfilling all obligations and giving written notice of such intention to the secretary. This notice shall be presented to the Board of Directors at the first meeting following its receipt. The Board of Directors shall then decide to either accept or reject the resignation. Reapplication shall require the same membership prerequisites as if the applicant had never been a member of the Society. There shall be no return of dues or assessments to the individual resigning from the Society.

B. Leaves of absence may be granted by the Board of Directors upon written request by a member in good standing who has fulfilled all obligations to the Society. The term of the leave of absence shall expire at the conclusion of the current fiscal year, and may be extended at the discretion of the Board of Directors. During the period of leave of absence, obligations of the member on leave shall be suspended.

CHAPTER XI. DISCIPLINARY ACTION

Membership in the Society shall be considered an honor, not an irrevocable right. Members must meet high standards of integrity, ethics, and professional achievement, and must earn and maintain the respect of their peers. Members must sign a document which shall be sent to them with their annual dues statements in which all members must list any actions or investigations pending by a hospital, medical society, professional organization, or federal, state, county, or municipal regulatory body, which involve the member directly or indirectly. Failure to do so, or falsification of requested data shall be considered grounds for expulsion from the Society.

A. Procedure for Disciplinary Action:

The Board of Directors shall have the right and obligation to investigate alleged acts of unprofessional, unethical, criminal or inappropriate behavior by any member of the Society, including, but not limited to, allegations of repeated instances of substandard care given to patients, and allegations of false representations to the public, hospitals, professional and non-professional organizations, regulatory bodies, and other physicians and health-care suppliers. The Board of Directors shall have the right and obligation to investigate alleged acts of a member which reflect poorly on the practice of plastic surgery, which interfere with the ability of other members of the Society to render the best possible care to his or her patients or contravene the Code of Ethics of the American Society of Plastic Surgeons. The Board of Directors shall have the right and obligation to investigate alleged substance abuse or evidence of impairment of a member.

Investigation by the Board of Directors shall be initiated only after a written signed complaint of specific charges by a member has been presented to the president of the Society. This letter of complaint shall be kept confidential, and shall not be subject to discovery in any legal proceedings. The president shall then direct the Peer Review Committee to fully

investigate the complaint and make a final recommendation to the Board of Directors. A member under investigation must be notified by the chair of the Peer Review Committee that such an investigation is being undertaken. During the course of an investigation, the Peer Review Committee may call witnesses, one of whom must be the member under investigation. The member shall be sent a notice of his or her hearing by certified mail at least thirty (30) days prior to the date of hearing. The member shall appear and may be accompanied by legal counsel to give oral arguments in his or her defense. Failure to appear shall be equivalent to a waiver of his or her rights to a hearing on the charges. The Peer Review Committee may, at its discretion, recommend to the Board of Directors disciplinary action to be brought, which may include, but not be limited to, expulsion, suspension, probation, censure, or change in membership category. The Board of Directors will have the right to review all information recorded by the Peer Review Committee and will make the final recommendation for disciplinary action.

The report of the Board of Directors may be presented to the membership-at-large at a meeting called with at least thirty (30) days notice. This report may be presented at a regularly scheduled meeting, but the membership must be made aware that the report is to be on the agenda. Only Life and Active members may hear the report; all others shall be excused from this portion of the meeting. An affirmative vote of three-quarters vote of the Active members voting shall be necessary to sustain a recommendation for disciplinary action. If the recommendation of the Board of Directors is not sustained, other disciplinary action may be proposed and voted upon. A three-quarters vote of the Active members voting is necessary to invoke disciplinary action.

The Board of Directors shall report the decision and any disciplinary action invoked by the Society to the accused member and the complainant by certified mail. The letter shall advise the disciplined individual that he or she may request within thirty (30) days of receipt of the notice, an appellate review of the decision.

B. Appeal:

A disciplined member shall have the right to appeal during the thirty (30) day period, by requesting a special meeting of the membership-at-large, which shall be scheduled in a timely fashion with at least thirty (30) days notice to the membership at which time the disciplined member shall have another opportunity to present mitigating, exculpatory, or other facts or evidence which he or she feels would justify a reconsideration of the disciplinary action previously taken. The appellant shall present an appeal in person or in writing, with or without the presence of legal counsel. An affirmative vote of three-quarters of the Active members voting shall be necessary to modify the disciplinary action already taken and this decision shall be final and binding on the member. The appeal may be presented at a regularly scheduled meeting of the Society as long as the appeal process began within thirty (30) days of the invocation of the disciplinary action, and the appeal is placed on the agenda in advance of the meeting. The appeal shall only be heard by Life and Active members and voted upon only by Active members of the Society. All others shall be excused from this portion of the meeting.

C. Actions Without Review:

The Board of Directors shall have the right and obligation to assure that all members of the Society maintain their membership criteria and obligations. The Board of Directors may take the following actions without review by the membership-at-large and without appeal, except as permitted by the Board of Directors:

1. Members who have not paid their dues or assessments in accordance with Article VIII herein shall be expelled.

2. Members whose license to practice medicine and surgery have been revoked by the State of Florida shall be subject to revocation of membership in the Society.

3. Members whose license to practice medicine and surgery have been suspended by the State of Florida shall be subject to suspension of membership in the Society for the term of their license suspension. However, additional disciplinary action, subject to appeal, may be taken in accordance with Article X, Section A, above.

4. Members whose license to practice medicine and surgery have been restricted by the State of Florida shall have their membership placed in probationary status by the Board of Directors subject to restrictions in membership activity as delineated by the Board of Directors. Additional disciplinary action, subject to appeal, may be taken in accordance with Article X, Section A, above.

5. Expulsion by the American Society of Plastic Surgeons or the American Society for Aesthetic Plastic Surgery shall be considered grounds for expulsion by the Society.

6. The Board of Directors shall, at its discretion, undertake to bring civil and/or criminal actions against any individual representing himself or herself to be a member of the Society, if that individual is not at the time of the representation a member in good standing of the Society.

7. Members convicted of (or pleading guilty to) a felony shall be subject to revocation of membership in the Society.

D. Reinstatement:

A suspended member may be reinstated to full membership in the Society by the Board of Directors, only upon a full correction of the circumstances attending the suspension, and only if no further disciplinary action by the Society is being undertaken.

CHAPTER XII. AMENDMENTS TO BYLAWS

Proposed changes may be suggested by any voting member of the Society, by an ad hoc bylaws committee appointed by the president, or by the Board of Directors. All proposed changes to the Bylaws must be submitted in writing, for review by the Board of Directors. The Board of Directors shall study all proposals, and those approved shall be submitted to the membership.

Proposed amendments to the Bylaws must be sent to the membership in writing, at least thirty (30) days prior to the meeting at which they are to be voted upon. The proposed amendments must be read and discussed at a meeting of the Society. An affirmative vote of three-quarters of those Active members voting shall be required for adoption of an amendment, which shall take effect immediately upon adoption.

CHAPTER XIII. PARLIAMENTARY AUTHORITY

The current edition of *Sturgis Standard Code of Parliamentary Procedure* shall govern the Society at all meetings as applicable, as long as said Rules are not inconsistent with these Bylaws. The president-elect or his or her designee shall serve as the parliamentarian at all meetings of the Society.

CHAPTER XIV. INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Society shall indemnify, to the full extent permitted by the

Florida Not-For-Profit Corporation Act, every past and present officer, director, committee chair and committee member, executive director and staff member, provided, however, that no such indemnification shall be permitted if such indemnification would violate the purposes of the Society as specified in the Articles of Incorporation or would be inconsistent with the provisions of Section 501(c)(6) of the Code.

This indemnification shall be against expenses actually and necessarily incurred in connection with defense or settlement of any action, suit or proceeding to which any of them is made a party as a result of having served in any of the foregoing capacities. This indemnification shall not apply to matters in which the individual is judged liable for willful misconduct, or to matters as shall be settled by agreement predicated upon the existence of such liability.

Chapter XV: Continuing Medical Education

Candidate and Active members of the Society are required to satisfy the current requirements for Continuing Medical Education, as specified by the American Society of Plastic Surgeons. This requirement shall apply equally to those FSPS members that are ASAPs members only. Candidate and Active members that fail to do so may be subject to suspension.

Chapter XVI: Accredited Surgical Facilities

Candidate and Active members of the Society may only perform plastic surgery under level 2 or level 3 anesthesia in a surgical facility that has been accredited by a national or a Florida-state recognized accrediting agency/organization approved by the Society. Such organizations include, but are not limited to: AAAASF, AAAHC, JCAHO, or the State of Florida. Failure to comply with this rule shall be grounds for suspension from the Society.

Adopted January 30, 1993

Amended: 5/7/93; 5/20/94; 12/11/94; 12/9/95; 12/14/96; 12/11/99; 12/9/00; 12/8/01; 11/23/02; 12/3/05; 12/6/08; 12/8/12; 12/7/13; 12/5/15.