

RESTATED BYLAWS OF

THE OREGON CHAPTER OF THE FELLOWS OF THE AMERICAN COLLEGE OF SURGEONS

An Oregon Nonprofit Corporation

The following shall be the complete Bylaws of this Corporation:

1.0 Members.

1.1 Categories of Membership. The following persons shall be admitted as Members of this corporation upon satisfaction of the conditions established below.

1.1.1 Regular Members. Regular Members shall be Fellows of the American College of Surgeons who either reside or practice medicine in the State of Oregon. Regular Members shall abide by the Bylaws of this Corporation and shall pay all membership dues that may be required by resolution of the Board of Councilors of this Corporation.

1.1.2 Affiliate Members. Affiliate Members shall be Members of the Candidate Group of the American College of Surgeons. Affiliate Members shall either reside or practice medicine in the state of Oregon. Affiliate Members shall meet and continue to meet the qualification requirements from time to time established by the Board of Regents of the American College of surgeons and shall have been endorsed after investigation and report by the appropriate committee of the American College of Surgeons. Affiliate Members shall abide by the Bylaws of this corporation and shall indicate their desire to join at the annual membership registration. Affiliate Members shall have no voting rights. They shall not be required to pay dues. Affiliate Members shall include Candidate and Associate Members.

1.1.3 Automatic Members. The Corporation is the successor to the unincorporated association known as Oregon Chapter American College of Surgeons (also known as Oregon Chapter of the Fellows of the American College of Surgeons). Members of that unincorporated association shall automatically become Members of this Corporation according to their classification in that association.

1.2 Rights of Members. Except as specifically stated in these Bylaws, all Members shall enjoy the same rights and privileges, and suffer the same obligations, regardless of membership category.

1.3 Termination of Membership. A Member shall be deemed terminated from this Corporation if that Member shall no longer live or practice medicine in the State of Oregon or shall not abide by the Bylaws of this Corporation and the resolutions of its Board of Councilors. Additionally, the membership of

Regular and Affiliated Members shall be deemed terminated upon the following conditions:

- 1.3.1 Regular Members. A regular Member shall be deemed terminated if that Member ceases to be a Fellow of the American College of Surgeons or fails to pay membership dues.
- 1.3.2 Affiliate Members. An Affiliate Member shall be deemed terminated if that Member ceases to be a Member of the Candidate Group of the American College of Surgeons.
- 1.4 Transferability. No Member may transfer his membership to anyone.

2.0 Board of Councilors

2.1 Powers. The business and affairs of the corporation shall be managed by a Board of Councilors who shall exercise or direct the exercise of all corporate powers. The Board of Councilors shall promote, organize, and assist in the management of projects and programs which are undertaken by the Corporation in furtherance of its purposes as stated in the Articles of Incorporation.

2.2 Composition. The Members of the Board of Councilors shall be as follows

- 2.2.1 Ex Officio. The President, President Elect, Past President, Secretary-Treasurer, Secretary-Treasurer Elect. All Governors of the American College of Surgeons resident in Oregon and the Chairman of the appropriate state or regional Trauma Committee and Cancer Committee chartered by the American College of Surgeons shall also be Members of the Board of Councilors.
- 2.2.2 Delegates. Each region of the State shall have representative delegates. The number of delegates is representative of the number of surgeon members practicing in that region. The regions and the number of delegates are as follows:
 - Portland Metro (3 delegates)
 - Willamette (Salem, Albany, Corvallis, Silverton, Lebanon, Newport) (2 delegates)
 - Mackenzie (Eugene, Springfield, Florence) (2 delegates)
 - Southern (Medford, Grants Pass, Ashland, Klamath Falls) (2 delegates)
 - North Coast (Astoria, Tillamook, Newberg, McMinnville) (1 delegate)
 - Umpqua (Roseburg, Coos Bay, North Bend) (1 delegate)
 - Central (Bend, Redmond, Burns, Prineville) (1 delegate)
 - Eastern (Pendleton, LaGrande, Baker City, Ontario, Hermiston, Enterprise) (1 delegate)
 - Gorge (Hood River, The Dalles) (1 delegate)

- 2.3 Election and Term. Delegates shall be nominated by the Nominating Committee and approved at the Annual Meeting. Each delegate serves a term of 3 years and may serve two successive terms.
- 2.4 Annual Meetings. The Board of Councilors shall hold an annual meeting at the time and place at which the annual meeting of Members shall be held. No additional notice of the meeting need be given to the Councilors.
- 2.5 Special Meetings. Special meetings of the Board of Councilors may be called by the President at any time upon not less than 15 days written notice mailed to each Member of the Board of Councilors. The notice shall specify the time and place of the meeting and the purpose for which the meeting is called. Presence of a Member of the Board of Councilors at any special meeting shall be a waiver of notice of the meeting.
- 2.6 Consents in Lieu of Meeting. The Board of councilors may take any action upon which the Board can act upon written consent of a majority of the board without a meeting
- 2.7 Quorum. A quorum for the transaction for business at the annual or any special meeting of the Board of Councilors shall consist of a majority of the Councilors.
- 2.8 Vacancies. Vacancies in the Board of Councilors shall be filled by the President to serve the unexpired term of the vacancy, subject to ratification at the next annual meeting of the Corporation.
- 2.9 Fees and Compensation. Councilors shall serve without financial compensation. However, reasonable expenses may be reimbursed upon approval of the Board.

3.0 Officers

- 3.1 Number, Title and Term of Office. The Officers of this Corporation shall be a President, President-Elect, Secretary-Treasurer, and Secretary-Treasurer Elect. The Officers shall be elected by the Members at the annual meeting. They shall serve their respective terms and until their successors are duly elected and qualified. The President serves a term of two years, the President-elect serves a term of one year prior to assuming the office of President, the Secretary-Treasurer serves a term of three years, and the Secretary –Treasurer Elect serves a term of one year prior to assuming the office of Secretary-Treasurer. The President and the Secretary-Treasurer may serve two successive terms.
- 3.2 Vacancies. Vacancies in any office shall be filled by the President to serve until the next annual meeting of the Corporation and until their successors are elected and qualified.
- 3.3 President. The President shall preside at the meetings of the Members of the Corporation and shall be an ex-officio Member of all committees. The President shall perform such other duties as custom and parliamentary usage may require.
- 3.4 President-Elect. The President Elect shall perform the duties of the President in the absence of the President and shall assume the office of President, if the President cannot serve his term of office. The President Elect shall perform

such other duties as may be assigned to him by the President. The President Elect shall assume the Presidency at the annual meeting following election as President Elect.

- 3.5 Secretary Treasurer. The Secretary-Treasurer shall perform the following duties: keep a record of the proceedings of all meetings of the Members of the Corporation and of the Board of Councilors; collect dues as fixed by the Board of Councilors; collect dues as fixed by the board of Councilors and be responsible for the safekeeping and disbursements of all funds; present a detailed statement showing the financial affairs of the Councilors at each annual meeting; submit an annual report on corporation activities to the Department of the Organization of the American College of Surgeons within thirty days of the annual meeting of the Members of the Corporation; give written notice to those delinquent in the payment of their dues and shall prepare and file with the Board such reports, lists of membership, records and data as may be required by the President or the Board; and notify the Members of the Corporation as to the time and place of meetings.
- 4.0 Dues and Assessments. Subject to any express restriction in these Bylaws, the Board of Councilors may provide for such dues and assessments of Members as the Board shall determine.
- 5.0 Committees. The Board of Councilors may appoint committees with such duties as it shall determine, including a Membership Committee and a Nominating Committee. The Nominating Committee shall consist of the past President, the current Program Chairman, and a Member chosen by the current President, who shall serve as the Chairman.
- 6.0 Indemnification of Officers and Councilors.
 - 6.1 Indemnification. This Corporation shall indemnify any officer or Member of the Board of Councilors against liabilities, expenses and costs, including attorneys' fees and court costs, reasonably incurred in connection with, or arising out of, any action, suit, proceeding, or claim in which the officer of Councilor is made a party by reason of being, or having been, an officer or Councilor. The Corporation shall indemnify the officer of Councilor for any matters as to which there shall be a final adjudication that the officer of Councilor was liable in the performance of his duties. This indemnification shall apply also for any amount paid in compromise of any action, suit, proceeding or claim asserted against any officer, or Member of the board of Councilors, including expenses, attorneys fees and costs reasonably incurred, providing the board of Councilors shall have first approved such a proposed compromise and settlement. In taking such action, any Member of the Board involved may not vote. If for this reason, a quorum of the board of Councilors cannot be obtained to vote on the matter, it shall be determined by a Committee of three Members appointed by the President. In determining these matters, the Board of Councilors or committee appointed by the President, as the case may be, may rely upon an opinion of independent legal counsel selected by the Board or Committee. The right to indemnification is in addition to any other rights to which an officer or Member of the Board may

be lawfully entitled. Indemnification shall be provided only if the person to be indemnified, in the opinion of the Board, acted in good faith and in a manner reasonably believed to be in, and not opposed to, the best interest of the Corporation.

7.0 Rules of Order. Robert's Rules of Order shall be the official guide in the order and conduct of the meetings of the corporation, and the President shall adjudicate any procedural disputes, if necessary, first referring them to the parliamentarian for interpretation, if the President thinks it necessary.

8.0 Amendments. These Bylaws may be amended, altered, repealed or new Bylaws adopted by a majority vote of the members present at any duly convened annual or special meeting. Proposed changes in the Bylaws must be initiated by the Board of Councilors and a full statement of the proposed change must be published to the membership at least 30 days in advance of the meeting at which the action is to be taken.

The Regents of the American College of Surgeons may disapprove any amendment to the Bylaws, which shall render the amendment void.

Adopted this _____ day of _____, 2008, by resolution of a majority of members entitled to vote.

Secretary-Treasurer