

BYLAWS OF
THE JAPAN CHAPTER
OF THE AMERICAN COLLEGE OF SURGEONS

ARTICLE I
Name and Purpose

Section 1. Name. The association shall be known as the Japan Chapter of the American College of Surgeons hereinafter referred to as the “Chapter”.

Section 2. Purpose. The objectives of the Chapter shall be:

1. To be responsible for and endeavor to attain within Japan the objectives of the American College of Surgeons. These include elevating the standards of surgery, establishing a standard of competency and character for practitioners of surgery, providing a method of granting membership in the organization, educating the public and the profession to understand that the practice of surgery calls for special training and that the surgeon elected to Fellowship in this College has had such training and is properly qualified to practice surgery.
2. To provide for close fellowship of its members in uniting their efforts to improve the quality of care for the surgical patient.
3. To promote the aims, interests, ideals and programs of the American College of Surgeons in Japan.
4. To offer the assistance of their Fellows to professional and civic groups concerned with the health of the community.
5. To provide a medium through which surgical experiences may be presented and to provide a meeting ground for all surgical specialties.
6. To serve as a means of communication between the members of the Chapter and the College.
7. To elevate the standards of practice, training and education in surgery in Japan.
8. To provide a means through which the Fellows may communicate with other professional and civic groups concerned with the improved delivery of health care.

ARTICLE II
Members

Section 1. Classes of Members. The Chapter shall have three classes of members: Active, affiliate, and honorary. The qualification for membership in the respective classes is as follows:

- (a) Active Members: Active members shall be Fellows of the American College of Surgeons residing or practicing in Japan who apply for membership in the Chapter and agree to comply with its bylaws.

- (b) Affiliate Members: Affiliate members shall be Resident Members of the American College of Surgeons and members of a surgical society of Japan residing or practicing in Japan who apply for membership in the Chapter and agree to comply with its bylaws.
- (c) Honorary Members: The Council may elect, as Honorary Members, individuals who have rendered distinguished service in the field of medical science and in the development of the Chapter and the American College of Surgeons in Japan. The Honorary Fellows of the American College of Surgeons residing in Japan shall automatically become Honorary Members of the Chapter. Honorary Fellows shall not be required to pay dues but shall enjoy all of the privileges of the Fellows except that they shall not have the right to vote.

An application procedure for obtaining Active and Affiliate Membership shall be established by the council.

Section 2. Election of Members.

- (a) Active Members: All Fellows of the American College of Surgeons practicing of residing in Japan are to automatically be Active Members upon application and payment of dues.
- (b) Affiliate Members: Affiliate Members of the Chapter shall be graduates of medical schools acceptable to the Chapter, who are licensed to practice medicine in Japan, who have been elected as members by the council and who continue to meet the qualification requirements established from time to time by the council. All Resident Members of the American College of Surgeons practicing of residing in Japan are to automatically be Affiliate Members upon application

Section 3. Voting and Office Holding Rights. Only Active members of the Chapter shall be eligible to vote and to hold office in the Chapter. Affiliate members shall be eligible to serve on the committees of the Chapter.

Section 4. Termination of Membership. Membership in the Chapter shall terminate:

- (a) upon the receipt by the council of the written resignation of a member;
- (b) upon the failure of a member to pay dues for a period of two consecutive years after such member shall have been notified in writing of such delinquency;
- (c) upon the failure of a member to attend the annual meeting of the members for three consecutive years without submitting letters of attorney; and
- (d) in the case of an Active Member, when such member shall cease to be a Fellow of the College, and in the case of an Affiliate Member, when such member shall cease to be a member of the respective surgical society of Japan.

Section 5. Reinstatement of Membership. The Chapter council shall reinstate membership privileges to:

- (a) A person, whose membership in the Chapter has been terminated due to nonpayment of dues, may be reinstated upon payment in full of such dues owing to the Chapter.
- (b) An Active Member, whose membership in the Chapter has been previously terminated due to such member's ceasing to be a Fellow of the College, may be reinstated upon reinstatement as a Fellow of the College.
- (c) An Affiliate Member, whose membership in the Chapter has been previously terminated due to such member's ceasing to be a member of the respective surgical society, may be reinstated upon reinstatement of the society.
- (d) Only the Chapter council may reinstate a member once membership has been terminated.

ARTICLE III
Meeting of Members

Section 1. Annual Meeting. An annual meeting of the members of the Chapter shall be held between March 1 and May 31 in each year, beginning with the year 1988, for the purpose of electing officers and councilors and for the transaction of such other business as may come before the meeting. If the annual meeting is not held during such month, the council shall cause it to be held as soon thereafter as may be convenient.

Section 2. Special Meeting. Special meeting of the members may be called at any time either by the President, by the Council, or by 1/3 percentage of the voting membership.

Section 3. Notice of Members. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member not less than 7 days nor more than 90 days before the date of the meeting, either personally or by mail, by or at the direction of the president or the secretary or the officer or person calling the meeting. If notice is emailed or faxed it shall be deemed to be delivered at the time and date that the email or fax is sent. If mailed, such notice shall be deemed to be delivered when deposited in mail with postage thereon prepaid, addressed to the member at his address as it appears on the records of the Chapter.

Section 4. Voting Lists. The officer having charge of the membership book of the Chapter shall make before each meeting of members a complete list of members entitled to vote at such meeting, arranged in alphabetical order.

Section 5. Quorum. A Majority of the voting members of the Chapter who attend the Annual Meeting shall constitute a quorum at any meeting of the members. Members who shall not be able to attend said meeting may be represented by letters of attorney. Provided that less than a quorum is present or represented by letters of attorney at said meeting, majority of those present may adjourn the meeting from time to time without further notice. For purposes of this section, an e-mail transmission from an e-mail address on record constitutes a valid write in/vote.

Section 6. Manner of Acting. The act of majority of the voting members present in person at a duly called meeting at which a quorum is present shall be the Articles of Incorporation or these bylaws.

Section 7. Informal Action by Membership. Any action required by statute, the Articles of Incorporation or these bylaws to be taken at a meeting of members of the Chapter may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof.

ARTICLE IV Council

Section 1. General Powers. The property and affairs of the Chapter shall be managed by its council.

Section 2. Composition. The Council shall consist of the Officers, immediate past President and Councilors of the Chapter, and Governors of the College.

Section 3. Annual Meeting. The annual meeting of the Council shall be held without notice other than these bylaws immediately preceding or immediately following the annual meeting of the members.

Section 4. Special Meeting. Special meeting of the Council may be called by or at the request of the president or any four Council members. The person or persons authorized to call special meeting of the Council may fix the place for holding any such special meeting.

Section 5. Notice. Written or printed notice of any special meeting of the Council shall state the place, day and hour of the meeting and the purpose or purposes for which the meeting is called. Such notice shall be given to each member of the Council at least 7 days before the date of the meeting, delivered by mail, email or fax to each member of the Council at his or her address as shown in the records of the Chapter. If mailed, such notice shall be deemed to be delivered when deposited in the mail in a sealed envelope so addressed, with postage prepaid. If notice is emailed or faxed it shall be deemed to be delivered at the time and date that the email or fax is sent.

Section 6. Quorum. A majority of the members of the Council shall constitute a quorum for the transaction of business at any meeting of the Council, provided that if less than a majority of the members is present at any meeting, a majority of the members of the Council present may adjourn the meeting to another time without further notice.

Section 7. Manner of Acting. The act of a majority of the members of the Council present at a duly called meeting at which a quorum is present shall be the act of the Council, unless the act of a greater number is required by statute, the Articles of

Incorporation of these bylaws.

Section 8. Informal Action of the Council. Any action which is required by law or the Articles of Incorporation or these bylaws to be taken at a meeting of the Council, or any other action, which may be taken at a meeting of the Council, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the members of the council entitled to voice with respect to the subject matter thereof. Any such consent signed by all of the members of the Council shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the Council.

Section 9. Nomination of the Governors. The Council may nominate Governors to the Board of Governors of American College of Surgeons in accordance with bylaws of American College of Surgeons.

ARTICLE V Officers

Section 1. Officers. The officers of the Chapter shall consist of one President, one Vice president, one Treasurer, and one Secretary.

Section 2. Election and Term of Office of President, Vice President, Treasurer and Secretary. The President, Vice President, Treasurer and Secretary of the Chapter shall be exclusively elected, at the annual meeting of the members of the Chapter, from among the Councilors by the Active Members who attend the annual meeting. Those members represented by letters of attorney cannot vote on the election of Officers. All Officers must be sixty-five or younger at the time of inauguration. If the election of such Officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each such Officer shall hold office until his or her successor shall have been duly elected and qualified at the annual meeting.

- (a) President. A Chapter President is elected for a term of three years, but the reappointment is not constricted. The Vice-President shall be advanced to the office of the President during the annual meeting when the term of the former President expires.
- (b) Vice-President. The Vice-President shall be elected for a term of three years from among the Councilors except the immediate past President by the members when the term of the former Vice President expires and shall be inaugurated immediately after his election.
- (c) Treasurer and Secretary. The Treasurer and the Secretary are elected from among the Councilors for a term of three years, but the reappointment is not constricted.

Section 3. Election and Term of Office of the Councilors. The Councilors of the Chapter shall be elected for the term of three years, at the annual meeting of the members of the Chapter, from among the Active Members by the Active Members who attend the annual meeting. Those members represented by letters of attorney cannot

vote on the election of Councilors. At each annual meeting of the Chapter, two Councilors shall be elected. The number of Councilors shall be two for the first year of election, four for the second year, and six for the third year and thereafter.

Section 4. Vacancies. A vacancy in any office, including the office of Councilor, may be filled by action of the Council at any meeting of the Council. The individual so appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

ARTICLE VI Duties of Officers

Section 1. President. The President shall be the principal executive officer of the Chapter and shall in general supervise and direct all of the business and affairs of the Chapter, subject to the direction and control of the Council. The President shall appoint the members of all special and standing committees of the Chapter.

Section 2. Vice President. The Vice President shall assist the President in the discharge of the duties of the President as the President may direct, and shall perform such other duties as from time may be assigned by the President or the Council. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all of the restrictions upon the President.

Section 3. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Chapter and shall have charge of and be responsible for the maintenance of adequate books of account for the Chapter, shall have charge and custody of all funds and securities of the Council and be responsible therefore, and for the receipt and disbursement thereof, shall deposit all funds and securities of the Chapter in such banks, trust companies or other depositories as shall be selected by the Council; and shall in general perform all of the duties customarily incident to the office of the Treasurer and such other duties as from time to time may be assigned by the President or the Council. If required by the Council, the Treasurer shall give a bond for the faithful discharge of the duties of that office in such sum and with such surety or sureties as the council shall determine, the cost of any such bond or surety to be paid from the funds of the Chapter. In case that the office of Treasurer is vacant, the Secretary is to perform duties of the Treasurer.

Section 4. Secretary. The secretary shall have charge of the membership book of the College, shall prepare before each meeting an alphabetical listing of all voting members, shall keep minutes of the meetings of the members and of the Council in one or more books maintained for the purpose, shall see that all notices are duly given in accordance with statutes, the Articles of Incorporation and these bylaws, shall be custodian of the Chapter's records and seal, shall maintain a current roster of all Fellows of the Chapter within the Chapter's geographic area, including those who are not members of the Chapter, shall maintain a roster of all affiliate members residing within the Chapter's geographic area, and in general shall perform all duties customarily incident to the

office of secretary and such other duties as from time to time may be assigned by the president or the Council.

Section 5 – Role of the Governor. The Chapter Secretary is notified by the American College of Surgeons when there is a pending vacancy for Governor. The Chapter Secretary acquires nominations for Governor from the Chapter membership to be presented to the Chapter’s governing body. The governing body will select two individuals from the nominations—one nominee for Governor and an alternate. The nominee and alternate’s information are forwarded to the American College of Surgeons by the requested date. The nominations are presented to the Nominating Committee of the Fellows for review and approval, and the Chapter Secretary is notified of the selection after the Clinical Congress takes place.

Governors are expected to be active members of the Chapter, attend Chapter meetings, provide an annual report to the Chapter of their activities as Governor, promote Fellowship in the country or region, welcome and engage new Fellows into the Chapter, and participate in the local Committee on Applicants meetings and interviews.

ARTICLE VII Committees

Section 1. Establishment and Composition. Committees may be established by resolution of the Council adopted at any duly called and constituted meeting. The size, purposes and powers of any such committee shall be as provided in such resolution. Except as otherwise provided in such resolution, the president of the Chapter shall appoint the members of each such committee. Any member of any committee may be removed by the president, whenever, in his judgment the best interests of the Chapter shall be served by such removal.

Section 2. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Council and until his successor is appointed or until such member’s death, resignation or removal, or until the committee shall be terminated.

Section 3. Chair. One member of each committee shall be appointed chair of the committee by the president of the Chapter.

Section 4. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made by the president.

Section 5. Quorum and Manner of Acting. Unless otherwise provided in the resolution of the Council establishing a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the committee.

ARTICLE VIII

Fiscal Year

The fiscal year of the Chapter shall begin on the first day of January and end on the last day of December of each calendar year.

ARTICLE IX

Dues

Annual dues shall be set by the Council at its annual meeting. Additional assessments may be made by the Council at any annual or special meeting.

ARTICLE X

Rules of Procedure

All questions of procedure regarding the affairs of this Chapter, including the conduct of meeting of the members, the Council and committees, shall be governed by the then current edition of Sturgis Standard Code of Parliamentary Procedure except as otherwise provided by statute, the Articles of Incorporation or these bylaws.

ARTICLE XI

College of Surgeons

Neither the Chapter nor any of its officers, or members, is authorized to represent or in any way bind the American College of Surgeons not will any of them in any way hold themselves out as being so authorized.

ARTICLE XII

Indemnification

To the full extent permitted by law, the Chapter may indemnify any and all of its directors, officers or committee members, and every former director, officer or committee member, for certain expenses and other amounts paid in connection with legal proceedings in which any such person becomes involved by reason of serving in any such capacity with any or all directors, officers or committee members against any liability asserted against any such person, and incurred in any such capacity, whether or not the Chapter would have the power to indemnify them against such liability under the provisions of this Article or otherwise.

ARTICLE XIII

Amendments

These bylaws may be altered, amended or repealed and new bylaws may be adopted by

a two-thirds vote of the voting members present at the annual meeting of the Chapter, provided that written notice of the proposed change or changes shall have been give to each voting member in accordance with the requirements set forth in Article III. All bylaws amendments shall be submitted, to the Board of Regents of the American College of Surgeons for its approval. Disapproval by the Board of Regents shall render such amendment null and void.