

# **International Federation of Societies for Surgery of the Hand**

## **Bylaws**

### **ARTICLE I**

The name of the corporation shall be the International Federation of Societies for Surgery of the Hand”, an Illinois not-for-profit corporation (referred to herein as the “organization” or “association”).

The purposes of the organization are charitable, educational and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the “IRC”).

The duration of the organization is indefinite.

The organization 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 such other offices outside the State of Illinois as the Board of Directors may from time to time determine.

The following rules shall conclusively bind the organization and all persons acting for or on behalf of it:

(a) No part of the net earnings of the organization shall inure to the benefit of, or be distributed to, its directors, officers, committee members or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

(b) No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf or in opposition to any candidate for public office. Notwithstanding any provision of these Bylaws, the organization shall not carry on any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the IRC; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC.

### **ARTICLE II - Object**

In addition to the purposes set forth above and in the organization’s Articles of Incorporation, as may be amended, the organization’s mission is to coordinate the activities of the various societies for surgery of the hand

throughout the world, and in this way to increase and spread knowledge of surgery of the hand.

The organization's chief purposes shall be (1) to coordinate the activities by maintaining liaison between the various societies, (2) to promote the free and full exchange of knowledge among the constituent organizations, (3) to improve and widen the opportunities for study and observation of Hand Surgery in the various countries, (4) to establish and recommend the adoption of certain standards of nomenclature, classification, evaluation and treatment of hand pathology, (5) to promote access to the world literature on surgery of the hand, (6) to disseminate knowledge through publications and scientific meetings and to enhance the study and practice of surgery of the hand, (7) to improve the education and research in Hand Surgery at all professional levels, (8) to take an interest in the socio-economic impact of disorders of the hand, (9) to further the availability of Hand Surgery throughout the world, (10) to further the cooperation between hand surgeons and other related professionals, (11) to encourage the cooperation of all members to advance the principles and practice of Hand Surgery of all members throughout the world through organized participation in all areas of the specialty.

### **ARTICLE III – Fiscal Year**

The accounts of the association and special funds it manages are closed annually on the 31<sup>st</sup> of December.

### **ARTICLE IV - Members**

A. Founder Groups of this Federation consisted of the following societies:

- From **Argentina**, the “Argentine Association for Reconstructive Surgery of the Hand and Upper Limb” [Asociación Argentina de Cirugía de la Mano y Reconstructiva del Miembro Superior (AACM)]
- From **Australia**, the “Australian Hand Surgery Society” (AHSS)
- From **Austria**: the “Austrian Society for Hand Surgery” [Österreichische Gesellschaft für Handchirurgie (ÖGH)]
- From **Bangladesh**, the “Bangladesh Society for Hand Surgery” (BSHS)
- From **Belgium**, the “Belgian Hand Group” (BHG)
- From **Bolivia**, the “Bolivian Association for Surgery of the Hand” [Asociación Boliviana de Cirugía de Mano (ABOCIMA)]
- From **Brazil**, the “Brazilian Society for Surgery of the Hand” [(Sociedade Brasileira de Cirurgia de Mão (SBCM)]
- From **Bulgaria**, the “Bulgarian Society for Surgery of the Hand” (BSSH)
- From **Canada**, the “Canadian Society for Surgery of the Hand” (MANUS)

- From **Chile**, the “Chilean Society for Surgery of the Hand and Microsurgery” (Sociedad Chilena de Cirugía de la Mano y Microcirugía)
- From **Colombia**, the “Colombian Association for Surgery of the Hand” [Asociación Colombiana de Cirugía de la Mano (ASOCIMANO)]
- From the **Czech Republic**, the “Czech Society for Surgery of the Hand” [Česká společnost chirurgie ruky (CSCR)]
- From **Denmark**, the “Danish Society for Surgery of the Hand” [Dansk Selskab for Håndkirurgi (DSH)]
- From the **Dominican Republic**, the “Dominican Society for Surgery of the Hand” [Sociedad Dominicana para la Cirugía de Mano (SDCM)]
- From **Egypt**, the “Egyptian Society for Surgery of the Hand and Microsurgery” (ESSH)
- From **Finland**, the “Finnish Society for Surgery of the Hand” [Suomen Käsikirurgiyhdistys (SKKY)]
- From **France**, the “French Society for Surgery of the Hand” [Société Française de la Chirurgie de la Main ]
- From **Georgia**, the “Hand Surgery Branch of Medical Foundation Mkurnali”
- From **Germany**, the “German Society for Hand Surgery” [Deutsche Gesellschaft für Handchirurgie (DGH)]
- From **Greece**, the “Hellenic Society for Surgery of the Hand”
- From **Hong Kong**, the “Hong Kong Society for Surgery of the Hand” (HKSSH)
- From **Hungary**, the “Hungarian Society for Surgery of the Hand” (Magyar Kézsebész Társaság [HSSH MKT])
- From **India**, the “Indian Society for Surgery of the Hand” (ISSH)
- From **Indonesia**, the “Indonesian Society for Surgery of the Hand” (ISSH)
- From **Iran**, the “Iranian Society for Surgery of the Hand”
- From **Israel**, the “Israel Society for Surgery of the Hand”
- From **Italy**, the “Italian Society for Surgery of the Hand” [Società Italiana di Chirurgia della Mano (SICM)]
- From **Japan**, the “Japanese Society for Surgery of the Hand” (JSSH)
- From **Korea**, the “Korean Society for Surgery of the Hand” (KSSH)
- From **Kuwait**, the “Kuwait Society for the Surgery of the Hand” (KSSH)
- From **Lithuania**, the “Lithuanian Society for Surgery of the Hand” (Lietuvos plastakos chirurgijos ir reabilitacijos draugija: “Manus Lithuania”)
- From **Malaysia**, the “Malaysian Society for Surgery of the Hand” (MSSH)
- From **Mexico**, the “Mexican Association for Surgery of the Hand” (Asociación Mexicana de Cirugía de la Mano A.C. )

- From **The Netherlands**, the “Netherlands Society for Hand Surgery” [Nederlandse Vereniging voor Handchirurgie (NVvH)]
- From **New Zealand**, the “New Zealand Hand Surgery Society” (NZHSS)
- From **Norway**, the “Norwegian Society for Surgery of the Hand” [Norsk Forening for Håndkirurgi (NFH)]
- From **Philippines**, the “Association of Hand Surgeons of the Philippines” (AHSP)
- From **Poland**, the “Polish Society for Surgery of the Hand” [Polskie Towarzystwo Chirurgii Reki (PTCR)]
- From **Portugal**, the “Portuguese Society for Hand Surgery” [Sociedade Portuguesa de Cirurgia da Mão (SPOCMA)]
- From **Puerto Rico**, the “Society for Surgery of the Hand in Puerto Rico” (Sociedad de Cirugía de la Mano de Puerto Rico)
- From **Romania**, the “Romanian Society for Hand Surgery” [Societatea Română de Chirurgie a Manii (RSHS SRCR)]
- From **Russia**, the “Russian Hand Surgery Society-Hand Group” (RKG)
- From **Singapore**, the “Singapore Society for Hand Surgery” (SSHS)
- From the **Slovak Republic**, the “Slovak Society for Hand Surgery” [Slovenská Spoločnosť Chirurgie Ruky (SSCR)]
- From **South Africa**, the “South African Society for Surgery of the Hand” (SASSH)
- From **Spain**, the “Spanish Society for Surgery of the Hand” (Sociedad Española de Cirugía de la Mano - SECMA)
- From **Sweden**, the “Swedish Society for Surgery of the Hand” [Svensk Handkirurgisk Förening (SHF)]
- From **Switzerland**, the “Swiss Society of Hand Surgery” [Schweizerische Gesellschaft für Handchirurgie (SGH); Société Suisse de Chirurgie de la Main (SSCM); Società Svizzera di Chirurgia della Mano (SSCM)]
- From **Taiwan**, the “Taiwan Society for Surgery of the Hand” (TSSH)
- From **Thailand**, the “Thai Society for Surgery of the Hand” (TSSH)
- From **Turkey**, the “Turkish Society for Surgery of the Hand” [Türk El ve Üst Ekstremité Cerrahisi Derneği (TEÜECD)]
- From the **United Kingdom**, the “British Society for Surgery of the Hand” (BSSH)
- From **Uruguay**, the “Uruguayan Society for Medicine and Surgery of the Hand” (Sociedad Uruguaya de Medicina y Cirugía de la Mano)
- From the **United States of America**, the “American Association for Hand Surgery” (AAHS), and the “American Society for Surgery of the Hand” (ASSH)
- From **Venezuela**, the “Venezuelan Society for Surgery of the Hand and Reconstruction of the Upper Limb” (Sociedad Venezolana de Cirugía de la Mano y Reconstructiva del Miembro Superior (SVCMRMS))

**B.** Membership is not open to individuals, but is restricted solely to bona fide societies or clubs for surgery of the hand. Regional societies may be represented by a central society, but no individual country shall be represented by more than one single society except, when (1) a second society meets the requirements for membership listed in Article IV, Section C, (2) the society is sponsored by three Council delegates, one of whom is the delegate of the existing society of the same country, and (3) the application receives unanimous approval of Council. Other than the above exception, societies may apply for membership in the Federation by petitioning the Secretary-General, who will then bring the petition to the attention of the Executive Committee and Council of the Federation. The Council of the Federation will then elect, reject or table such application by majority vote of members present. Surgeons of less populous countries can form a regional society to be admitted to the Federation if it can include a society which meets the requirements for membership listed in Article IV, Section C.

When a national society within a regional society fulfills the requirements for individual membership, it can apply (and can be admitted by the procedures described above), but the society is requested to remain in the regional society to maintain support for the less populous countries so as to provide for their continued representation in the Federation.

**C. Requirements for Membership:**

- a. The applying society must be a bona fide organization whose individual members have a major interest in surgery of the hand,
- b. The applicant society shall have been in existence for at least two years,
- c. The society shall submit a list of officers and members, its constitution (or Bylaws) and the requirements for admission of members,
- d. Each applicant society shall be sponsored by three Council delegates.

**ARTICLE V – Delegates**

Each constituent society will be represented by one elected delegate, and each society shall have but one vote in the Council. The delegate is responsible to inform members of his/her society about the Federation activities.

**ARTICLE VI – Council**

The membership body of the Federation shall be known as “The Council”, consisting of one delegate from each of the constituent societies and members of the Executive Committee who may or may not be a delegate.

Each organization shall have the right to substitute an alternate for its delegate, but each constituent society shall have only one vote in the Council. Members of the Executive Committee who are not delegates have a vote. Members of the Executive Committee who are also an elected society delegate have two votes. A former member of the Executive Committee may serve on Council, but only if he/she is serving as their society's Council Delegate.

The Council has the inalienable right:

- To amend the bylaws from time to time as described in Article IX;
- To appoint the President;
- To appoint the members of the Executive Committee as designated in Article XI;
- To approve the statements of revenues and expenses, assets and liabilities and schedule of operating expenses;
- To discharge the Executive Committee as designated in Article XI Section I.

Finally the Council decides all matters submitted to it.

### **ARTICLE VII – Meetings**

The Council will meet once a year at such place and time as it shall decide. Wherever possible, such Council meetings shall be held at the time and place of a meeting of a constituent society.

Under compelling circumstances, special meetings can be called by the Secretary-General at the request of a majority of the Council. Such extraordinary meetings cannot be held without providing notice to all Council Delegates at least 30 days prior.

An international scientific congress is to be held every three years with one of the constituent societies as the host to carry out the objectives of the Federation. The future host society must be in good standing and shall be elected by a closed vote of Council members at the Council meeting six years in advance. All member societies and guests will be invited to participate in the Congress.

### **ARTICLE VIII – Voting procedure**

A. A quorum, consisting of more than half the number of delegates, or their appointed representative, shall be required for the transaction of Federation business. Voting may be by secret ballot, upon the request of any delegate. A majority vote of members present is required for a decision, except as stated in Article IX and Article XI Section I. The delegate of a society that has not paid its dues for three consecutive years will not be permitted to vote.

- B. The Secretary-General may request a ballot by mail, fax, and/or e-mail regarding procedural matters. Any decision made as a result of such a ballot shall be subject to review at the subsequent Council meeting.
- C. The President, at his/her discretion may solicit proxy votes from societies whose Delegate or Alternate Delegate is unable to attend a regular or special Council meeting. The proxy should be written, forwarded to, and received by the Secretary-General before the start of the Council meeting.

### **ARTICLE IX – Amendments**

These Bylaws may be amended by two-thirds vote of the members of the Council present. Such amendment shall be submitted at least 60 days in advance of the next scheduled Council meeting. These Bylaws may also be amended at a regular or special meeting of the Council by unanimous consent.

### **ARTICLE X – Finances**

#### **A. Expenses:**

1. Expenses shall be shared equitably by the constituent societies.
2. Each society shall be responsible for the expenses of its own delegate.
3. The Executive Committee and Secretariat shall receive appropriate office expenses as determined by the Council.
4. The Executive Committee and Committee Chairs shall serve without pay.

#### **B. Dues, Assessments and Donations:**

1. Each constituent society shall be expected to pay such annual dues to the Federation as the Council may designate.
2. In the event that a constituent society becomes delinquent in the payment of dues for a period of three consecutive years or more, they may, after appropriate notification has been sent, by unanimous consent of the Council, be excluded from the Federation. The Council may forgive delinquency of dues payment as it deems appropriate. However, a society that is in arrears for three consecutive years will not be permitted to vote at the Delegates' Council Meeting.
3. The Council shall have the authority to accept, on behalf of the Federation, donations of funds from various sources.

## **ARTICLE XI – Executive Committee**

The affairs of the association shall be managed by a board of directors known as the “Executive Committee”. The Executive Committee shall have supervision, control and direction of the affairs of the association, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes and have discretion in the disbursement of its funds. The Executive Committee may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

- A.** The officers of the Federation shall constitute the Executive Committee. The Executive Committee shall include the President, the President Elect, the Secretary-General, the Secretary-General Elect, the Immediate Past-President, the Historian and a Member-at-Large.
- B.** The President will be elected for a period of three years by a majority vote of the Council. He/She may be re-elected for another period for three years. The President shall preside at meetings of the Executive Committee and the Council.
- C.** The President-Elect will be elected for a period of three years by a majority vote of the Council. If the President remains in office for six years, the term of the President-Elect may be extended to six years. He/She will assume duties designated by the President.
- D.** The Secretary-General will be elected for a period of three years by a majority vote of the Council. He/She may be re-elected for another period of three years. He/She will maintain the minutes of the Council meetings, provide notices of meetings, coordinate the activities of the Executive Committee, and carry out such duties as the Council may from time to time designate. He/She will maintain the financial records of the Federation in cooperation with a certified accountant who will be approved by the Executive Committee. The Secretary-General will record receipt thereof and pay all invoices and other expenses of the Federation.
- E.** The Secretary-General Elect will be elected for a period of three years by a majority vote of the Council. If the Secretary remains in office for six years, the term of the Secretary-General Elect may be extended to six years. He/she will solicit for dues and help record receipt and expenses. He/she will help the Secretary-General in all his/her tasks.
- F.** The Historian will be elected for a period of three years by a majority vote of the Council. He/She may be re-elected for a period of three years.



The Historian will maintain the archives and artifacts of the Federation in cooperation with museums and libraries designated by the Council.

- G.** The Member-at-Large will be elected for a period of three years by a majority vote of the Council. The term of the Member-at-Large cannot be extended to six years.
- H.** If an officer is unable to fulfill his/her duties for any reason, the Council will seek the advice of the Nominating Committee and elect a successor to complete the term. This may be done by mail, fax, and/or e-mail.
- I.** The Council has the right of discharging member(s) of the Executive Committee in accordance with the applicable provisions of the Illinois General Not For Profit Corporation Act of 1986, as amended (the "Act"). This may occur if such a motion is moved and seconded at a Council Meeting and supported by a two-thirds vote of the members present. Such a motion requires 60 days' notice prior to the next scheduled Council meeting.
- J.** The signatures of two members of the Executive Committee are required to authorize any action on behalf of the Federation.

**K. Executive Committee Meetings.**

The Executive Committee may provide by resolution the time, date and place for the holding of a regular annual meeting of the Executive Committee and additional regular meetings of the Executive Committee without other notice than such resolution.

Special meetings of the Executive Committee may be called by, or at the request of, the President or upon a written request to the President of three (3) members of the Executive Committee.

Notice of any special meeting of the Executive Committee shall state the time, date, and place of the meeting and shall be delivered at least fifteen (15) days prior to the date of such meeting, provided that notice of any special meeting held by telephone conference call is delivered at least twenty-four (24) hours prior to the call. Attendance of an Executive Committee member at any meeting shall constitute a waiver of notice of such meeting except where an Executive Committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

A majority of the Executive Committee shall constitute a quorum for the transaction of business at any duly called meeting of the Executive Committee; provided that, if less than a quorum is present at said meeting, a majority of the Executive Committee members present may adjourn the meeting from time to time without further notice. Only

voting members of the Executive Committee shall be counted in determining the number of members present or required to take action at any Executive Committee meeting.

The act of a majority of the Executive Committee members present at a duly called meeting at which a quorum is present shall be the act of the Executive Committee, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Any action requiring a vote of the Executive Committee may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all of the Executive Committee members.

Any action to be taken at a meeting of the Executive Committee may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating.

## **ARTICLE XII – Other Committees**

### **A. Nominating Committee**

The Nominating Committee shall consist of the current President and the two most recent Past-Presidents, and the Member-at-Large as elected to the Executive Committee from the floor of the Federation Council. The Immediate Past-President will be the Chair.

The Nominating Committee shall be formed at each Congress of the Federation and shall report to the Council at the next Congress. The Nominating Committee will solicit recommendations from the delegates for the election of officers and will present a slate of nominees to Council at the next Congress of the Federation. Nominations for each office can also be made from the floor at the Council meeting but it must be confirmed that the person nominated will hold office if elected.

The Nominating Committee will also solicit recommendations for Pioneers from the delegates. Submission of an application for Pioneer must be accompanied by written recommendations from three of his/her peers. The person must be recommended in writing, be at least 70 years of age at the time of the next Federation Congress or deceased, have made a significant contribution to hand surgery nationally or internationally, and may only be nominated following approval by the members of the hand surgery society to which he/she belong(ed). Recommendations must be received by the Nominating Committee Chair six months prior to the next Federation Congress. The Nominating Committee will choose the Pioneers who will

receive the award at the Opening Ceremony of the next Federation Congress.

**B. Scientific Committee**

The President and President-Elect shall appoint Scientific Committees which will submit reports on specific scientific issues for distribution amongst member societies. The number and title of Committees may alter from time to time.

**C. Special Committees**

The President and Secretary-General shall appoint such Committees as deemed necessary.

**ARTICLE XIII – Dissolution**

In the event of the dissolution of the association, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the association, dispose of all of the remaining assets of the association (except any assets held by the association upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future United States Internal Revenue statute, as the Executive Committee shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the association is then located, exclusively for such purposes in such manner, or to such organization or organizations, which are organized and operated exclusively for such purposes, as said court shall determine.

**ARTICLE XIV – Use of Electronic Communication**

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

**ARTICLE XV - Indemnification of Directors and Officers**

The association shall indemnify all officers, association members, and committee members of the association to the full extent permitted by the Act and shall be entitled to purchase insurance for such indemnification of

officers and directors to the full extent as determined from time to time by the Executive Committee.