

AMENDED AND RESTATED BY-LAWS OF  
THE AMERICAN SOCIETY OF BREAST SURGEONS  
MARCH 12, 2019

ARTICLE I

Members and Meetings

1.1 Membership Classes. The Corporation has six classes of members, namely: active members, associate members, affiliate members, candidate members, retired members, and patient advocate members.

An Active Member is:

- a) a General Surgeon with either Doctor of Medicine degree (MD) or a Doctor of Osteopathic Medicine degree (DO), who has a demonstrated interest in breast surgery; OR
- b) a non-General Surgeon who has successfully completed Society of Surgical Oncology (SSO)/American Society of Breast Surgeons (ASBrS) approved Breast or SSO/ Accreditation Council of Graduate Medical Education (ACGME) approved Surgical Oncology Fellowship with a demonstrated interest in breast surgery; OR
- c) a non-General Surgeon with breast surgery training, actively treating breast patients, with a demonstrated interest in breast surgery, and approved by the Membership Committee on a case-by-case basis

Active Members must have a full and unrestricted license to practice surgery and current or previous certification from the appropriate certifying Board. Active members may sit on committees, vote and hold office.

An Associate Member is a non-board certified surgeon, MD or DO, or a non-surgeon physician, MD or DO, with a demonstrated interest in breast surgery. Non-surgeon physician Associate Members must have current or previous certification from the appropriate certifying Board. Associate Members must have a full and unrestricted license to practice medicine in the jurisdiction in which such physician is engaged to practice. Associate members may sit on committees, but not vote or hold office.

An Affiliate Member is an allied healthcare professional, researcher or scientist who is engaged in the care of breast surgery patients. Affiliate members must have a letter of recommendation from an Active or Associate member. Affiliate members may sit on committees, but not vote or hold office.

A Candidate Member is a general surgery resident, surgical oncology fellow or breast fellow currently enrolled in a residency/fellowship program. Candidate members may sit on committees, but not vote or hold office.

A Retired Member is an Active member who is retired from the active practice of breast surgery, or who has personal/health/extenuating circumstances as approved by the Board. Retired members may sit on committees, vote and hold office.

A Patient Advocate Member is an individual who is actively engaged in the breast cancer community or works as an employee or volunteer for a non-profit organization dedicated to breast cancer patient advocacy, or serves as a patient representative working with a multidisciplinary team at a public or private institution. Patient Advocates may sit on committees, but not vote or hold office.

Prospective members will be required to apply on forms established by the Board of Directors and must be approved for admission by the Board of Directors at its discretion after receiving recommendations from the Membership Committee.

1.2 Admission and Expulsion. Admission or expulsion from membership shall be by a majority of the Directors then in office.

1.3 Fees, Dues and Assessments. The Board of Directors may determine from time to time and at its discretion membership fees, dues and assessments. The Board of Directors may establish different membership fees, dues, and assessments for different classes of membership.

1.4 Places of Meetings. All meetings of the members shall be held, either within or without the Commonwealth of Virginia, as determined by the Board of Directors.

1.5 Annual Meetings. An Annual Business Meeting of the members, for the election of Directors and the transaction of other business, shall be held each year at a time and date set by the Board of Directors.

1.6 Special Meetings. Special Meetings of the members may be called by the Chairman of the Board of Directors, by the President, or by a signed and dated request to the Corporation's Secretary/Treasurer from one-twentieth of the eligible voting membership, describing the purpose for which it is to be held. At a Special Meeting no business shall be transacted and no corporate action taken other than that stated in the notice of the meeting.

1.7 Notice of Meetings. Written notice stating the place, day and hour of every meeting, and the purpose of a special meeting, shall be given to the eligible voting membership 10 to 60 days before the meeting date. Notice of a members' meeting to act on a corporate amendment, a plan of merger, or a proposed sale of assets pursuant to Section 13.1-900 of the Code of Virginia, or the dissolution of the corporation shall be given 25 to 60 days before the meeting date. Meetings may be held without notice if all the eligible voting members are present in person, or by proxy, or if notice is waived in writing before or after the meeting by those not present.

1.8 Members' List for Meetings. A complete list of the members, with the address of each, shall be available for 10 days prior to the meeting, to any member at any time during usual business hours, and for the duration of the meeting. The list shall be prima facie evidence of membership and of eligibility to vote.

1.9 Action by Members Without a Meeting. Any action which may be taken at a meeting of the members may also be taken without a meeting, by written consents signed and dated by all members eligible to vote on the subject at hand, and delivered to the Secretary/Treasurer for inclusion in the Corporation's minutes or records. Any action taken by unanimous written consent of the members shall be effective on the date specified but only after all consents are in possession of the Corporation. The date for determining members eligible to vote will be determined by resolution of the Board of Directors.

1.10 Quorum. At any meeting, 50 voting members present in person or by proxy shall constitute a quorum for the transaction of business. Once a member is present for any purpose at a meeting of members, he or she shall be deemed present for quorum purposes for the remainder of the meeting.

1.11 Voting. At any meeting of the members, each member eligible to vote on any matter at the meeting shall have one vote, in person or by proxy. Every proxy shall be in writing, dated and signed by the member or duly authorized attorney in fact, with the signature affixed by any reasonable means, and

transmitted to the holder of the proxy form. Proxies are effective when received and are valid for 11 months from the date signed. If a quorum is present, actions other than election of directors shall be approved if the votes cast for the action exceed the votes cast against the action, unless otherwise specified by the Corporation's Articles of Incorporation or by law. If a quorum is present, Directors shall be elected by a plurality of the votes cast by eligible voters.

1.12 Inspectors. An appropriate number of inspectors may be appointed by the Chairman of any meeting of the members. Inspectors so appointed will open and close the polls, will receive and take charge of proxies and ballots, and will decide all questions as to the qualifications of voters, the validity of proxies and ballots, and the number of votes properly cast.

## ARTICLE 2

### Directors

2.1 General Powers. The property, affairs and business of the Corporation shall be managed under the direction of the Board of Directors, and, except as otherwise expressly provided by law, the Articles of Incorporation or these Bylaws, all of the powers of the Corporation shall be vested in such Board.

2.2 Number of Directors. The Board of Directors shall be eleven (11) in number. The number of directors may be increased or decreased by amendment to these Bylaws or as noted in the following sentence. The Board of Directors may increase or decrease by thirty percent or less the number of directors. The members may increase or decrease the number by more than thirty percent. No decrease in number shall shorten the term of any incumbent Director.

2.3 Qualifications for Directors. Each Director shall be a member of the Corporation. The Executive Committee will ensure that the Directors are representative of the Society's membership as a whole, comprised of surgeons in academic, employed, and private practice settings.

#### 2.4 Term; Election and Removal of Directors; Quorum.

(a) Directors shall serve one term of three years which may not be renewed either consecutively or non-consecutively. Directors may serve additional years on the Board if elected to an Officer position.

(b) Any Director may be removed from office by a majority vote of eligible members at a special meeting called expressly for that purpose.

(c) Any vacancy occurring in the Board of Directors may be filled by a majority vote of the remaining Directors. The term of office of any Director so elected shall expire at the next members' election of Directors.

(d) A majority of the Directors shall constitute a quorum for the transaction of business. When a quorum is present, an act of the majority of Directors present shall be the act of the Board of Directors.

2.5 Meetings of Directors. An annual meeting of the Board of Directors shall be held prior to the annual meeting of members. Other meetings of the Board of Directors shall be held by resolution of the Board, on request by the Chairman of the Board, the President or a majority of the Directors. The Secretary/Treasurer shall give not less than three (3) days notice of all meetings of the Board of Directors. Meetings may be held at any time without notice if all of the Directors are present. Notice of Board

meetings need not state the purpose of the meeting. Members of the Board of Directors or any designated thereby may participate in a meeting of the Board or such committee by any audible means of communication, and a written record shall be made of any action taken.

2.6 Actions by Directors or Committee Without Meetings. Any action taken at a meeting of the Board of Directors or of a Committee may be taken without a meeting by written consent of all of the Directors or all of the members of the Committee. This action will then be included in the Corporation's minutes or records. Such actions are effective on the date the last consent is signed, unless specified otherwise in the consent.

2.7 Compensation. A Director shall not be entitled to compensation for his or her services as a Director.

### ARTICLE 3

#### Committees

3.1 Executive Committee. The Board of Directors, by a majority resolution, may elect an Executive Committee consisting of the President, President-Elect, Immediate Past President, Chairman of the Board, and Secretary/Treasurer. When the Board of Directors is not in session, the Executive Committee shall have all power vested in the Board of Directors by law, by the Articles of Incorporation, or by these Bylaws. The Executive Committee shall not have power to approve any action that requires approval by the members, to fill vacancies on the Board of Directors or Committees, to amend the Articles of Incorporation, to change the bylaws, or to approve a plan of merger. The Executive Committee shall report to the Board of Directors all action which the Executive Committee may have taken on behalf of the Board since the last meeting of the Board of Directors.

3.2 Nominating Committee. Prior to each annual meeting, the Nominating Committee shall make nominations for open positions on the Board of Directors and for officers of the Corporation. The Nominating Committee shall consist of the three Immediate Past-Presidents, the Current President, the Chairman of the Board, and one at-large member appointed by the Current President.

3.3 Other Committees. The Board of Directors, by majority resolution, may establish other standing or special committees, each consisting of at least two (2) members of the Corporation, including, a Membership Committee and a Credentialing Committee.

3.4 Committee Chairs and Membership. Committee chairs for all standing and special Committees shall be nominated by the President and shall be approved by the Board of Directors. Each Committee chair shall serve for a term of three (3) years. Committee chairs may serve no more than two (2) consecutive terms unless approved to do so for no more than one (1) additional term at the discretion of the Board of Directors. Members of Committees shall be appointed by each Committee chair and shall be approved by the President. Members of Committees shall serve for terms of two (2) years and may serve up to three (3) consecutive terms at the discretion of the Committee chair. Prior to the Committee chair's final year of service, one member of each Committee will be nominated by the Committee chair to serve as Vice-chair, with the approval of the President and the Board. A Committee member whose final term is expiring may be appointed as Vice-Chair at the discretion of the President and with approval by the Board. The term of the Vice-chair will expire at the end of the current Chair's final term, and the Vice-chair will then become the Committee chair, with the approval of the President and the Board. The outgoing Committee chair will serve on the committee for one year as an ex-officio member. Patient advocate liaisons (PALs) may serve on committees at the invitation of the committee Chair, with the approval of the President, for a term of one (1) year, renewable by the committee Chair.

3.5 Meetings. Regular and special meetings of any Committee may be called and held as specified in these Bylaws for regular and special meetings of the Board of Directors.

3.6 Quorum and Manner of Acting. A majority of the members of any Committee shall constitute a quorum for the transaction of business, and the action of a majority of that quorum shall constitute the act of the Committee.

3.7 Term of Office. Members of any Committee shall be elected and hold office as provided above, until their successors are elected by the Board of Directors or until the Committee is dissolved by the Board of Directors.

3.8 Resignation and Removal. A Committee member may resign at any time by giving written notice to the President or the Secretary/Treasurer of the Corporation. A Committee member may be removed, with or without cause, at any time by a majority vote of the Board of Directors.

3.9 Vacancies. Any vacancy from any cause may be filled by the Board of Directors.

3.10 Representatives. Representatives to other organizations shall be selected by the President with input from the Executive Committee and, unless term limits are imposed by the other organization, will serve at the discretion of the current President.

## ARTICLE 4

### Officers

4.1 Election of Officers; Terms. The officers of the Corporation shall consist of a President, a President-Elect, a Secretary/Treasurer, a Chairman of the Board, and an Immediate Past President. The President, President-Elect, Chairman of the Board, and Secretary/Treasurer shall be elected by the membership of the Corporation at the annual meeting. When a new President begins his or her term of office, the incumbent President shall begin a one-year term as Immediate Past President. The President, President-Elect, and Immediate Past President shall hold office until the next annual meeting and until their successors are elected. The term for both the Secretary/Treasurer and the Chairman of the Board is a single term of three years.

4.2 Removal of Officers; Vacancies. Any officer of the Corporation may be removed with or without cause, at any time, by a majority vote of the Board of Directors. Vacancies may be filled by a majority vote of the Board of Directors.

4.3 Duties. The officers of the Corporation shall have duties pertaining to their offices as well as those prescribed by law or conferred by the Board of Directors.

4.4 Duties of the President. The President shall be the Chief Executive Officer of the Corporation and shall be primarily responsible for the implementation of policies of the Board of Directors. He or she shall have general management and direction of the business and operations of the Corporation, subject only to the ultimate authority of the Board of Directors. Except as otherwise provided in these Bylaws, he or she shall be an ex-officio member of all Committees. The President shall preside at all corporate meetings. The President may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments except in cases where expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or as required by law. In addition, the

President shall perform all duties of the office of the President and other duties as assigned by the Board of Directors.

4.5 Duties of the Secretary/Treasurer. The Secretary/Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit all monies and securities of the Corporation in banks and depositories designated by the Board of Directors. He or she shall be responsible: (i) for maintaining adequate financial accounts and records in accordance with generally accepted accounting practices; (ii) for the preparation of appropriate operating budgets and financial statements; (iii) for the preparation and filing of all tax returns required by law; and (iv) for the performance of all duties of the office of Secretary/Treasurer and other duties assigned to him or her by the Board of Directors or the President. The Secretary/Treasurer may sign and execute in the name of the Corporation stock certificates, deeds, mortgages, bonds, contracts or other instruments, except where expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or as required by law.

The Secretary/Treasurer shall act as Secretary of all meetings of the Board of Directors and members of the Corporation, and when requested as secretary of Committees meetings. Written minutes of all such meetings will be kept in permanent books. He or she shall see that all required notices are given and served; shall have custody of the seal of the Corporation and shall affix it to all documents for which it is required by law or by these Bylaws; shall have custody of all deeds, leases, contracts and other important corporate documents; shall have charge of the books, records and papers of the Corporation; and shall see that all reports, statements and other documents required by law (except tax returns) are properly filed.

4.6 Duties of the Immediate Past President. The Immediate Past President shall serve on the Executive Committee and be a member of the Board of Directors and shall perform all other duties assigned by the President or the Board of Directors.

4.7 Role of the Chairman of the Board. The Chairman of the Board shall serve on the Executive Committee and shall be a member of the Board of Directors.

4.8 Role of the President-Elect. The President-Elect shall serve on the Executive Committee and shall be a member of the Board of Directors.

4.9 Order of Succession. In the event that the President becomes unable to fulfill his or her duties, the duties of the Chief Executive Officer of the Corporation shall be the responsibility of the President-Elect. In the event that the President-Elect is unable to accept these duties, the Secretary/Treasurer will serve as President.

4.10 Compensation. An Officer shall not be entitled to compensation for his or her services as an Officer.

## ARTICLE 5

### Corporate Records

5.1 Minutes of Meetings and Records of Actions Taken Without Meetings. The Corporation shall keep as permanent records minutes of all meetings of its members and Board of Directors, of all actions taken by the members or Board of Directors without a meeting, and all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation.

5.2 Accounting Records. The Corporation shall maintain appropriate accounting records.

5.3 List of Members. The Corporation or its agent shall maintain a record of its members, in a form that permits preparation of a list of the names, addresses and class of all members.

5.4 Form of Records. The Corporation shall maintain its records in written form.

5.5 Specific Records Which Corporation Must Keep. The Corporation shall keep a copy of the following records:

(a) The Corporation's Articles or Restated Articles of Incorporation and all amendments currently in effect;

(b) The Corporation's Bylaws or restated Bylaws and all amendments currently in effect;

(c) Any resolutions adopted by the Corporation's Board of Directors;

(d) The minutes of all members' meetings, and records of all action taken by the members without a meeting, for the past three years;

(e) All written communications to members generally within the past three years, including the financial statements for the past three years;

(f) A list of the names and business addresses of the Corporation's current directors and officers; and

(g) The Corporation's most recent annual report delivered to the State Corporation Commission.

(h) Form 1024, Application for Recognition of Exemption filed by the Corporation with the Internal Revenue Service.

## ARTICLE 6

### Miscellaneous Provisions

6.1 Seal. The seal of the Corporation shall consist of a flat-faced circular die, of which there may be any number of counterparts, on which there shall be engraved the word "Seal" and the name of the Corporation.

6.2 Fiscal Year. The fiscal year of the Corporation shall end on such date and with such accounting periods as may be fixed by the Board of Directors.

6.3 Checks, Notes and Drafts. Checks, notes, drafts and other orders for the payment of money shall be signed by persons authorized by the Board of Directors. When authorized by the Board of Directors, the signature of any such person may be a facsimile.

6.4 Amendment of Bylaws. Except for provisions of Article I, these Bylaws may be amended or altered at any meeting of the Board of Directors by vote of a majority of the Directors present at the

meeting. Any amendments to Article I of these Bylaws shall require the vote of a majority of the voting members present at a meeting of the Corporation.

6.5 Indemnification.

(a) To the full extent that the Virginia Nonstock Corporation Act as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors or officers, a director or officer of the corporation shall not be liable to the Corporation or its members for monetary damages.

(b) To the full extent permitted and in the manner prescribed by the Virginia Nonstock Corporation Act and any other applicable law, the Corporation shall indemnify a director or officer of the Corporation who is or was a party to any proceeding by reason of the fact that he is or was such a director or officer or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

(c) Reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators.

(d) The indemnification provisions of these Bylaws may be amended, altered or repealed only by the Members of the Corporation.

These Bylaws were duly adopted by the Board of Directors of this Corporation on the 7th day of July, 1995 and were amended by the members of the Corporation on the 12th day of March, 2019.

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Secretary/Treasurer