

THE AMERICAN SOCIETY  
OF BREAST SURGEONS

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# Governance Manual

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# STEWARTSON

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# NOTIFICATION

The governance manual is intended to assist you in your new volunteer position with the society. We welcome you in your new role and thank you for your volunteer support with the American Society of Breast Surgeons.

The American Society of Breast Surgeons, the primary leadership organization for general surgeons who treat patients with breast disease, is committed to continually improving the practice of breast surgery by serving as an advocate for surgeons who seek excellence in the care of breast patients. This mission is accomplished by providing a forum for the exchange of ideas and by promoting education, research, and the development of advanced surgical techniques.

Founded in 1995, the Society has grown to more than 3000 members in the United States and over 50 countries throughout the world. Membership is open to general surgeons, non-surgeon physicians, allied health care professionals, residents, and fellows with a special interest in breast disease.

## Governance Manual Part 1: Bylaws FAQ

### What articles of the bylaws require a vote by the members?

Any amendments to Article I: Members and Meetings of the Bylaws shall require the vote of a majority of the voting members present at a meeting of the Corporation. Voting typically occurs at the annual business meeting held each spring at the annual meeting.

### How many members does it take to reach a quorum for a meeting?

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.

### How many days' notice is required to hold a meeting?

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.

### Who are the officers of the Corporation?

The officers of the Corporation shall consist of a President, a President-Elect, a Secretary/Treasurer, a Chair of the Board, and an Immediate Past President.

### How are officers elected?

The President, President-Elect, Chair of the Board, and Secretary/Treasurer shall be elected by the membership of the Corporation at the annual meeting.

### How are officers and members of the Board nominated?

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 President, the Chair of the Board, and one at-large member appointed by the President.

## Governance Manual Part 2 – Ethical Standards Policies

### Code of Ethics

The American Society of Breast Surgeons' (ASBrS) Code of Ethics (the “Code”) serves as a code of conduct for employees and volunteers of ASBrS in their capacity as members of the board, committees, working groups, and/or society representatives.

To review the full policy, click here: <https://www.breastsurgeons.org/about/policies/ethics>

### Conflict of Interest Policy for Volunteers and Staff

The American Society of Breast Surgeons (ASBrS) has implemented a Conflict of Interest (COI) policy to ensure that all volunteers and staff:

- Disclose all financial and non-financial/strategic business relationships or partnerships relevant to their position/participation before the start, and during, their participation. Disclosures include financial interests and non-financial/strategic business relationships or partnerships in the 24-month period preceding the time a volunteer or staff assumes their position or participation.
- Refrain from using their position for personal gain or advantage, or to obtain a favored status with any particular group or financial interest.
- Recuse themselves from discussing and voting on any matter involving a potential conflict.

To review the full policy, click here: <https://www.breastsurgeons.org/about/policies/conflict>

### CMSS Code for Interactions with Companies

The purpose of the Code is to guide Societies in the development of policies and procedures that safeguard the independence of their programs, policies, and advocacy positions.

To review the full policy, click here: <https://cmss.org/wp-content/uploads/2016/02/CMSS-Code-for-Interactions-with-Companies-Approved-Revised-Version-4.13.15-with-Annotations-1.pdf>

### CMSS Code FAQ

How does CMSS define a “Company”?

A Company is a for-profit entity that develops, produces, markets, or distributes drugs, devices, services or therapies used to diagnose, treat, monitor, manage, and alleviate health conditions. This definition is not intended to include non-profit entities, entities outside of the healthcare sector, or entities through which physicians provide clinical services directly to patients.

How does CMSS define a direct financial relationship?

A Direct Financial Relationship is a relationship held by an individual that results in wages, consulting fees, honoraria, or other compensation (in cash, in stock or stock options, or in kind), whether paid to the individual or to another entity at the direction of the individual, for the individual's services or expertise. As used in this Code, the term Direct Financial Relationship does not mean stock ownership or intellectual property licensing arrangements.

## Key Society Leaders Relationships and Activities

The ASBrS President, President-Elect, and Executive Director are considered key society leaders.

Type of Relationship/Activity	Key Society Leaders
Authorship of scientific peer-reviewed publications	Acceptable
Authorship of nonscientific publications	Acceptable
Authorship of textbooks/chapters	Acceptable
Authorship of material in support of a commercial entity	Not Allowed
Editor of textbooks	Manageable
Investigator in grant-funded research supported by nonprofit/government entity <i>with funds directed to institution</i>	Acceptable
Investigator in grant-funded research supported by a commercial entity <i>with funds directed to institution</i>	Manageable
Investigator in grant-funded research supported by nonprofit/government or commercial entity <i>with funds directed to individual</i>	Not Allowed
Faculty in CME-/MOC-accredited activity	Acceptable
Faculty in commercially sponsored nonaccredited activity (i.e., satellite symposia)	Not Allowed
Faculty in commercially sponsored nonaccredited activity where a not-for-profit organization fully controls speaker selection and content (i.e., ASBrS run commercially sponsored symposia)	Manageable
Participation in a data-safety monitoring board or independent core imaging interpretation group	Manageable
Advisor/consultant to industry on study design, education, or focus group	Not Allowed
Issuing statements on behalf of a commercial entity	Not Allowed
Providing paid expert testimony on behalf of a commercial entity	Not Allowed
Providing paid expert testimony privately for noncommercial entity (i.e., private sector)	Not Allowed
Patent holder or applicant	Acceptable
Investment in mutual funds	Acceptable
Investments (e.g. stock holdings, stock options, warrants, shares, bonds, or any other form of direct investment; not as part of a mutual fund) in pharmaceutical companies, medical device companies or any other commercial entities that manufacture or sell products related to breast surgery practice	Manageable
Full-time/part-time employment arrangement with a for profit commercial entity that manufactures or sells products related to breast surgery practice	Not Allowed

## Anti-Trust

*Status: Policy will be added pending board approval.*

## Governance Manual Part 3 – Roles & Responsibilities

### What are the roles and responsibilities of the Board of Directors?

The Board of Directors is composed of the president, president-elect, immediate past president, board chair, secretary-treasurer, and six (6) at-large members.

The Board of Directors works with the executive director and ASBrS staff to carry out the business of the society.

- Provides strategic direction for the organization
- Establishes a policy-based governance system
- Protects assets & members' investment
- Monitors and controls function
- Provides Sufficient Resources
- Accountable to the membership
- Meets with frequency sufficient to carry out the above

### What are the roles and responsibilities of the Executive Committee?

The Executive Committee is composed of the president, president-elect, immediate past president, board chair, and secretary-treasurer.

- Addresses emergent business decisions
- Ensures strategic direction set by the Board is carried out
- Serves as a sounding board for Executive Director
- Acts with Board's authority
- Spokespersons for the organization
- Accountable to the Board
- Meets with frequency sufficient to carry out the above

### What are the roles and responsibilities 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. The President 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, the President 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.

### What are the roles and responsibilities of the Board Chair?

Board Chairs provide continuity to the executive committee and board of directors. The Board Chair oversees the organization's multi-year strategic planning initiatives and serves as a liaison between the executive committee and board of directors on special projects. The Board Chair may serve as a spokesperson for the Executive Committee as assigned in communications with internal and external stakeholders. In addition, the Board Chair shall perform all duties of the office and other duties as assigned by the Board of Directors.

### What are the roles and responsibilities of the Board Member Liaison?

Board member liaisons serve as a touch point for bi-directional communication for intersociety representatives, committees, work groups, and task forces. Attendance at group meetings is encouraged.

### What are the roles and responsibilities of the Executive Director?

The executive director is responsible for the successful leadership and management of the organization and maintaining a close working relationship with the Board of Directors to effectively accomplish the mission of the organization.

### What are the roles and responsibilities of a Committee, Task Force, or Work Group Chair?

Chairs are expected to be committed to the society and its mission, willing to consider the perspectives from all segments and serve the broad agenda and strategic plan of the society.

- Serves as strategic leader who understands the ASBrS mission and is able to link the volunteer group's activities with the ASBrS strategic goals
- Serves as the primary contact for society inquiries relating to the volunteer group's activities of interest or expertise
- Facilitates all volunteer meetings to ensure agenda items are addressed
- Delegates assignments to involve all volunteer members

### What are the roles and responsibilities of a committee, task force, or work group member?

Volunteers serve in a variety of capacities throughout the society. Depending on the position, volunteers may be required to attend monthly calls, actively work on special projects and provide expertise as requested. All volunteers should foster an inclusive environment and promote growth and leadership opportunities for members.

- Fully participates in volunteer group meetings
- Completes assignments delegated by the chair and works toward the fulfillment of the group's objectives

### What are the roles and responsibilities of a committee, task force, or work group liaison?

Staff liaisons serve as intermediaries between volunteer groups and the society and are tasked with assisting each group's chair with all group activities, including communication, maintenance of group documents and documentation of meeting minutes and attendance records.

- Fosters cross collaboration between volunteer groups

- Prepares and distributes meeting materials, including agendas, supporting documents, minutes, etc. in a timely manner

### What are the roles and responsibilities of an Intersociety Representative?

An intersociety representative serves as an ambassador for society and is typically chosen to represent the ASBrS based on specific expertise and/or a specific role within ASBrS.

- Fully participates in group meetings
- Provides activity reports of the group's meetings and activities

## Governance Manual Part 4: Committee Structure FAQs

### What is a committee?

Committees are established by the Board of Directors to serve a specific enduring function to further the society's mission. A committee is populated by at least two members. All committees will have a Chair and Vice-Chair. Committee members are subject to term limits.

Committees report to the Board and are responsible for reporting on its function as deemed by the Board.

At the discretion of the Board, any committee can be dissolved or converted to another type of group, except for our standing committees, the executive committee and nominating committee.

### What are the terms for committee members?

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.

### What are the terms for committee chairs?

Each Committee Chair shall serve for a term of two (2) 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.

The outgoing Committee chair will serve on the committee for one (1) or two (2) years as an ex-officio Member as agreed upon by the Chair and outgoing Chair.

### What are the terms for committee vice-chairs?

Each Committee Vice-Chair shall serve for a term of two (2) years.

### What is a subcommittee?

A subcommittee is comprised of an existing committee's members charged with a specific task/function/project as requested by the committee Chair or the Board.

Subcommittees report to the chair of the committee.

Subcommittees are subject to the same term limits as committee members.

### What is a work group?

Working groups are established by the Board of Directors for a specific project. Working groups require specific expertise and provide additional resources to the ASBrS and its members.

Work groups report to the Board and are responsible for reporting on its function as deemed by the Board.

Term of membership and size of the work group to be determined by the Board to assure that the work group remains efficient and manageable.

At the discretion of the Board, any working group can be dissolved or converted to a committee or other type of group.

### What is a task force?

Task forces are established by the Board of Directors. Task forces are selected for assignments for a limited project and are established to work on a single defined task or activity.

Task Forces report to the Board and are responsible for reporting on its function as deemed by the Board.

Term of membership and size of the task force to be determined by the Board to assure that the task force remains efficient and manageable.

At the discretion of the Board, task forces may be converted to an ASBrS committee based on newly identified ASBrS functions or needs.

### How do I apply to join a committee, work group, advisory group, or task force?

ASBrS announces opportunities for volunteering through the Call for Volunteer campaigns during the year. An application, cv, and financial disclosure form is required at the time of application submission.

### How are committee chairs, work group chairs, advisory group chairs, and task force chairs appointed?

Committee Chairs for all standing and special Committees shall be nominated by the President and shall be approved by the Board of Directors.

### How are committee vice-chairs appointed?

Each Vice-Chair shall be nominated by the Chair, with the approval of the President and serve a term of two (2) years. 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.

### How are committee, work group, advisory group, and task force members appointed?

Members of Committees shall be appointed by each Committee Chair and shall be approved by the President.

## Governance Manual Part 5 – Finance & Fiduciary Responsibilities

### What is the role of the Board of Directors in the organization's finances?

The organization's finances are a major concern of the Executive Committee and Board of Directors. Board members oversee organization finances ensuring there is adequate revenue for day-to-day operations as well as for long-range planning. Board members are also trustees of the organization's assets assuming responsibility for the financial well-being of the organization.

A Board member's primary role is to oversee the organization's overall fiscal health by achieving the following:

#### **Establishment of financial policy**

Based on the organization's long-range plan and by prioritizing budget items, the Executive Committee/Board regulates how revenue will be distributed.

#### **Approval of budget**

The Executive Committee/Board makes certain there is sufficient funding available to meet goals and objectives for the following year.

#### **Implementation of financial policy**

Once the budget has been approved by the Board of Directors, it is the role of the executive director to disburse and manage funds as budgeted.

#### **Supervision of financial outcomes**

The Executive Committee and Board is responsible for monitoring financial outcomes once funding has been disbursed by reviewing expense and revenue reports and, with additional feedback from the executive director\*, ensuring that the organization is on track financially.

\*To assist in monitoring financial outcomes the executive director can provide you with the following financial information and provide explanations for any questions that might arise.

- Financial statement-summarizes revenues and expenditures providing you with an accurate financial snapshot of the organization's financial condition.
- Historical figures for comparison-The figures should be placed into chronological context. To achieve this, you will need the current month's figures, the previous month's figures, and the corresponding figures from the same months of the previous year.

### What is the role of the Secretary/Treasurer and Finance Committee?

The secretary/treasurer is the official custodian of the organization's funds working closely with the Finance Committee and executive director. The Finance Committee oversees yearly budget preparations and reviews the details of the annual budget and financial statements before submitting them to the Board of Directors for final approval.

### What is the fiduciary responsibility of all ASBrS volunteers?

ASBrS volunteers have three fiduciary responsibilities, and each of them is critical for the organization. It is important that volunteers understand their fiduciary responsibility and ensure other volunteers do as well. The three fiduciary responsibilities of all volunteers are the **duty of care**, the **duty of loyalty**, and the **duty of obedience**, as mandated by state and common law.

### What is duty of care?

The duty of care focuses on the level of diligence exercised by a volunteer in carrying out their duties. It states that a volunteer shall discharge their duties as a volunteer (1) in good faith, (2) with the care an ordinary prudent person in like position would exercise under similar circumstances, and (3) in a manner they reasonably believe to be in the best interest of the society.

- Duty to act honestly and in good faith
- Duty to make reasonable inquiries
- Duty to maintain confidentiality of information

### What is duty of loyalty?

The duty of loyalty states that volunteers are obligated to act in the society's best interests and not to use their authority to advance personal interests or the interests of related third parties. These self-interests could be financial or related to enhancing prestige and professional reputation of oneself or one's employer. The phrases "conflict of interest" and "self-dealing" describe potential breaches of the duty of loyalty.

- Duty of undivided allegiance
- Must put interests of organization above personal, business, financial or other professional interests
- Duty to act in best interests of organization
- Duty to avoid conflicts of interest that would bias an individual's ability to act in the best interest of the organization

### What is duty of obedience?

The duty of obedience states that the volunteer board of a nonprofit society must follow the society's purposes and goals as set out in the society's articles, bylaws, purpose and mission statements.

- Obligated to follow articles, bylaws, policies and procedures, and external laws
- Must follow conflict of interest policies and anti-trust laws.

## Governance Manual Part 6 – Corporate Support

Corporate support in the form of educational grants, marketing support, and in-kind gifts/donations allow the Society to continue its mission of encouraging the study of breast surgery, promoting research and development of advanced surgical techniques, improving the standards of practice for breast surgery in the United States.

### Industry Relations Council (IRC)

The American Society of Breast Surgeons (ASBrS) Industry Relations Council (IRC) is comprised of companies involved in the diagnosis, treatment, and care of breast disease and who are interested in connecting in a more significant way with key leaders in breast surgery. Companies pay membership fees to participate in the IRC and receive benefits.

The mission of the ASBrS IRC is to:

- Provide a format for establishing and building relationships
- Foster open dialogue among key industry representatives who have ties to the specialty of breast disease and breast cancer
- Gain greater understanding of mutual areas of interest
- Further programs that promote optimal and cost-effective care for patients affected by breast disease and cancer

### What is my role as a volunteer in corporate support?

ASBrS encourages all volunteers to interact with companies to help foster relationships between the ASBrS and current and potential corporate sponsors and promote the research and development of advanced surgical techniques to improve the standards of practice for breast surgery in the United States.

Volunteer interactions are encouraged during the annual meeting in the exhibit hall and during industry supported activities like webinars, symposia, and programs.

## Governance Manual Part 7 – Resources

### Staff Directory

<https://www.breastsurgeons.org/about/staff>

### Committee and Work Groups

<https://www.breastsurgeons.org/about/leadership/committees>

### Intersociety Representatives

<https://www.breastsurgeons.org/about/leadership/representatives>

### Survey and Registry Submission

[https://www.breastsurgeons.org/resources/study\\_submission](https://www.breastsurgeons.org/resources/study_submission)

### Code of Ethics

<https://www.breastsurgeons.org/about/policies/ethics>

### Conflict of Interest Policy for Volunteers and Staff

<https://www.breastsurgeons.org/about/policies/conflict>

### Corporate Supporters

<https://www.breastsurgeons.org/about/policies/corporate>

### Honoraria Policy

Policy is under review.

### Directors and Officers (D&O) Liability Insurance

D&O insurance applies to anyone who serves as a director or an officer of a for-profit business or nonprofit organization. A D&O insurance policy insures against personal losses, and it can also help reimburse a business or nonprofit for the legal fees or other costs incurred in defending such individuals against lawsuits.

D&O insurance claims are paid to directors and officers of a company or organization for losses or reimbursement of defense costs if legal action is brought against them.

For details on the ASBrS Policy, Directors may contact Laura Randel at [lrandel@breastsurgeons.org](mailto:lrandel@breastsurgeons.org).