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AMENDED AND RESTATED BYLAWS OF THE
AMERICAN BURN ASSOCIATION
REVISION BY THE BYLAWS COMMITTEE – ADOPTED MARCH 24, 2017

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103 **ARTICLE 1: ORGANIZATION**

104 The name of the organization is the American Burn Association (the "Association").

105 **ARTICLE 2: INCORPORATION AND OBJECTIVES**

106 **Section 2.1: Incorporation**

107 The Association was established by surgeons in 1967 as a professional organization and is incorporated under
108 the Illinois General Not-For-Profit Corporation Act of 1986, as amended. Said laws and other applicable Illinois
109 laws are adopted as part of the Bylaws.

110 **Section 2.2: Mission**

111 The Association is dedicated to improving the lives of everyone affected by burn injury.

112 **Section 2.3: Objective**

113 The Association's objective is to promote the art and science of burn care, teaching, research, prevention, and
114 rehabilitation. The Association seeks to address the problems of burn injuries and related issues in the burn field
115 through multi-disciplinary educational forums, publications, research, and training opportunities, for the benefit
116 of the members it serves and for the good of the public's health.

117 **ARTICLE 3: MEMBERS**

118 **Section 3.1: Membership**

119 Membership shall be unlimited in number and shall consist of such persons selected in a manner determined by
120 the Board of Trustees (the "Board") (ARTICLE 6) from the applications of interested candidates.

121 **Section 3.2: Classes of Members**

122 **Section 3.2.1: Active Members**

123 Active members are entitled to all the rights and privileges of the Association. They may make motions and
124 attend the Business Meeting at the "Annual Meeting" (Section 5.1), serve on committees, receive Association
125 mailings, and be elected to office. Active members may vote for the "Officers" (as defined herein) at the
126 Business Meeting. Active members shall pay dues and assessments (Section 3.4), as determined by the Board.
127 The dues shall include a complimentary subscription to the *Journal of Burn Care and Research* (the "Journal"), the
128 official journal of the Association.

129 **Section 3.2.2: Senior Members**

130 Upon retirement, an active member may become a senior member upon written request to the Executive
131 Director at the Association's central office (the "Central Office"). Either the Executive Director or a majority of
132 the Board may, in their absolute discretion, grant the request of an active member to become a senior member.
133 Senior members may enjoy the rights and privileges of active members, except they may not hold office or be
134 voting members of a committee, unless they are members of the Archives Committee. Senior members shall
135 pay no dues or assessments. Senior members receive no complimentary subscription to the Journal. They may
136 purchase a subscription to the Journal at the then-current subscription rate.

137 **Section 3.2.3: Honorary Members**

138 The Board, in its sole and absolute discretion, may designate and confer the status of honorary member on any
139 Individual who is not an active member of the Association. Honorary members enjoy the rights and privileges of
140 an active member, except they may not hold office or be voting members of a committee. Honorary members
141 shall pay no dues or assessments. Honorary members receive no complimentary subscription to the Journal.
142 They may purchase a subscription to the Journal at the then-current subscription rate.

143 **Section 3.2.4: Resident/Student Members**

144 Any individual currently enrolled and in good standing in an accredited school of medicine, osteopathy, nursing,
145 occupational or physical therapy, nutrition, pharmacy, social work, or other health-related school, and individuals

146 in an accredited residency program or a recognized burn fellowship, may elect to become a resident/student
147 member. The individual shall submit a request for resident/student status to the Executive Director and include
148 a letter from the dean or director of the school, the program director, or such other documentation that the
149 Executive Director may require. The Executive Director, in his or her sole and absolute discretion, may grant the
150 request to become a resident/student member. Resident/student member status shall expire after two years,
151 but may be renewed with further attestation of the resident/student member's continued good standing by the
152 dean or director of the school, the program director, or such other documentation that the Executive Director
153 may require. Resident/student members shall enjoy all the rights of an active member, as set forth in Section
154 3.2.1. Resident/student members shall pay discounted dues, as determined by the Board. Resident/student
155 members shall only pay those assessments which the Board expressly determines shall be the resident/student
156 members' obligations. Absent a specific resolution by the Board, the resident/student members shall pay no
157 assessments. Resident/student members shall receive a complimentary subscription to the Journal.

158 **Section 3.2.5: Institutional Members**

159 Burn care facilities or other institutions can become institutional members of the Association through application
160 to the Association's Central Office and payment of dues as determined by the Board. Each institution may
161 designate an individual to: (a) represent the Institutional Member at the Forum of the Institutional Advisory
162 Council ("IAC") at the Annual Meeting; and (b) serve as a member of the IAC Steering Committee.

163 **Section 3.3: Admission of Members; Termination and Revocation of Membership; Transferability**

164 Except as otherwise set forth herein, any person meeting the membership qualifications set forth (Section 3.1)
165 may become a member of the Association upon submission of an application, all required documents as
166 determined by the Board, and payment of the then applicable dues to the Association's Central Office.
167 Membership in the Association terminates upon death of the member, and may be revoked for cause by majority
168 vote of the Board. Membership is not transferrable.

169 **Section 3.4: Dues and Assessments**

170 The Board shall determine the annual member dues from time-to-time, including adopting different dues for
171 different categories of members, including different categories of active members, as the Board may determine.
172 Except as set forth in these Bylaws, the Board may assess amounts from the members for special projects.
173 Unless otherwise determined by the Board, all active members shall be responsible for their pro rata share of
174 these assessments. Dues and assessments shall be paid in U.S. funds. Members are delinquent if their dues and
175 assessments are not paid by December 31st of the year prior to the year for which the dues and assessments are
176 to become effective. Any member delinquent in their dues may not receive the discounted "member rate" at
177 the Annual Meeting. If a delinquent member fails to pay their dues and assessments within 90 days after notice
178 is sent, the delinquent member's membership shall automatically terminate.

179 **Section 3.5: Resignation and Expulsion**

180 Any Member may resign by submitting a written resignation to the Executive Director and paying whatever
181 indebtedness may be owing to the Association. No resigning member shall receive any proration or other refund
182 of assessed and payable dues, assessments, or other obligations. Any member may be expelled, suspended or
183 otherwise disciplined by a vote of two-thirds of the Board for conduct: (i) violative of any standards of conduct
184 adopted by the Board; or (ii) discreditable to the Association. The President shall, at least ten days prior to the
185 date the Board is to vote on any disciplinary action against a member, mail or email to the member's last known
186 mailing or email address a written notice advising the member that the Board is considering disciplinary action
187 against him or her, including: (A) a detailed description of the member conduct at issue; (B) the time and place
188 the Board will vote on the matter; (C) the member's right to be heard at such time and place before the Board's
189 vote; and (D) the member's right to be represented by counsel. An expelled, suspended or otherwise disciplined
190 member shall remain liable for all obligations to the Association existing during the expulsion, suspension or
191 other disciplinary action, and shall receive no refund of assessed and payable dues, assessments, or other
192 obligations. The grounds for expulsion of a member may be considered in any proceeding for readmission to
193 membership.

194 **ARTICLE 4: OFFICERS OF THE ASSOCIATION**

195 The officers of the Association shall be the President, President-Elect, First Vice-President, Secretary, Treasurer,
196 Program Chair (collectively, the “Executives”), the Second Vice-President and the four Membership Officers
197 (collectively, with the Executives, the “Officers”). The Officers shall promote the interests of the Association
198 and perform the duties prescribed in these Bylaws.

199 **Section 4.1: Qualifications**

200 **Section 4.1.1: President, President-Elect, First Vice-President, Secretary, Treasurer, and Program Chair**

201 Only physicians who hold an unrestricted license to practice medicine in a state or province are eligible to serve
202 as Executives All Executives shall maintain an active certification in surgery or plastic surgery from the American
203 Board of Surgery, the American Board of Plastic Surgery, or the Royal College of Physicians and Surgeons of
204 Canada. All Executives shall: (a) be Fellows of the American College of Surgeons (“ACS”), or the Royal College
205 of Surgeons of Canada (“RCS”); (b) have been active in burn care for no less than ten years; and (c) served in
206 clinical leadership positions at their respective institutions. All Executives shall have been active members of the
207 Association for no less than ten years prior to their term of office.

208 **Section 4.1.2: Second Vice-President**

209 Notwithstanding the limitations in Section 4.1, the Second Vice-President shall: (a) be a professional in a burn-
210 related field; (b) have been active in his or her burn-related field for no less than ten years; (c) have served in
211 leadership positions in his or her burn-related field; and (d) have been an active member of the Association for
212 no less than ten years prior to their term of office.

213 **Section 4.1.3: Membership Officers**

214 Notwithstanding the limitations in Section 4.1, these Membership Officers may be surgeons, non-surgeons, or
215 burn-related professionals who: (a) work in a burn-related fields; (b) have been active in their burn-related field
216 for no less than ten years; (c) have served in leadership positions in their burn-related field; and (d) have been an
217 active members of the Association for no less than ten years prior to their term of office.

218 **Section 4.2: Nomination Procedure**

219 A Nominating Committee, appointed by the Board, shall present candidates for all open positions in Section 4.1
220 to be filled at the Business Meeting (Section 5.2) held during the Annual Meeting. Nominations of other qualified
221 candidates may be made from the floor at the Business Meeting consistent with the rules adopted by the Board
222 for the Business Meeting.

223 **Section 4.3: Election and Terms of Office**

224 The positions of President-Elect, First- and Second-Vice-President, Secretary, Treasurer, Program Chair, and
225 Membership Officer shall be elected by majority vote of the active members in attendance at the Business
226 Meeting held during the Annual Meeting. The President shall serve a one-year term. The President-Elect shall
227 serve a one-year term and ascend to the office of President upon completion of his or her one-year term. The
228 First Vice-President shall serve a one-year term. The Second Vice-President shall serve a three-year term. The
229 Secretary, Treasurer, and Program Chair shall serve overlapping three-year terms in sequence, so one officers’
230 term expires each year. The Membership Officers shall serve overlapping four-year terms in sequence, so one
231 officers’ term expires each year. The terms of office shall begin at the close of the Business Meeting at which
232 the election occurred. Except for partial terms filled under Section 4.4, no individual may serve successive terms
233 in the same office.

234 **Section 4.4: Vacancy in Office**

235 With a vacancy in the office of President, the President-Elect shall become the President. If a vacancy in the
236 office of President-Elect occurs, the First Vice-President shall assume the duties of both offices. If a vacancy in
237 the office of First Vice-President occurs, the longest serving among the Secretary, Treasurer, or Program Chair
238 shall assume the role and be responsible for duties of the elected office. A vacancy in any other office shall be
239 filled by a qualified individual appointed by the President. The individual assuming the duties of the vacated
240 office shall serve until a suitable replacement is nominated and elected at the next Business Meeting of the
241 Association.

242 **ARTICLE 5: ANNUAL MEETING, Business MEETING, special meetings and executive sessions**

243 **Section 5.1: Annual Meeting**

244 An annual meeting (the “Annual Meeting”) of the members shall be held once each calendar, as determined by
245 the Board. The Annual Meeting fosters the Mission and objectives of the Association. Announcement of the
246 Annual Meeting or the Business Meeting shall be communicated – electronically or in hard copy – to the members
247 of the Association no less than 30 days before the meeting date. The Board may provide notice to the members
248 of any other meeting it elects.

249 **Section 5.2: Business Meeting**

250 There shall be a business meeting of the membership at each Annual Meeting (the “Business Meeting”). The
251 President shall serve as chair. At the Business Meeting, the Board shall inform the members on the status of the
252 Association. The Treasurer shall report on the financial condition of the Association. The Chair of the Audit &
253 Compliance Committee (Section 7.7.1) shall review the budget and financial reports and make such
254 recommendations to the Board as he or she deems appropriate. The slate of officers proposed by the
255 Nominating Committee shall be presented to the members. The Board will consider any other nominations. The
256 active members will vote on Officers. The Board shall consider such other matters as it deems necessary.

257 **Section 5.2.1: Business Meeting Quorum**

258 The active members attending the Business Meeting shall constitute a quorum.

259 **Section 5.2.2: Parliamentarian**

260 The Secretary shall serve as parliamentarian at all meetings of the Association, as needed.

261 **ARTICLE 6: BOARD OF TRUSTEES**

262 **Section 6.1: Composition**

263 The size of the Board of Trustees (the “Board”) shall be 14 voting members comprising all officer holders of the
264 Association (Section 4.1) and the three most recent past Presidents of the Association. The President of the
265 Association shall be the Chair of the Board, the ABA Governor to the American College of Surgeons, the ABA
266 representative to the American Board of Surgery, and the Executive Director shall serve as non-voting members
267 of the Board. Failure of a Trustee to fulfill his or her duties shall be cause for removal from the Board.

268 **Section 6.2: Duties and Powers**

269 The Association’s governing body is the Board, which shall have supervision, control and direction of the
270 Association’s affairs, its committees and publications, shall determine its policies or changes therein, and shall
271 adopt its annual fiscal program and budget. The Board shall actively prosecute the Association’s objectives and
272 supervise the disbursement of its funds.

273 “Trustees” shall have the same connotation as “directors” referenced in the Illinois General Not-For-Profit
274 Corporation Act of 1986 and shall fulfill all duties as required. The Board shall nominate candidates for the ABA
275 Governor to the American College of Surgeons, the ABA representative to the American Board of Surgery, and
276 other national professional organizations.

277 The Board shall perform such other duties as specified in these Bylaws. The Board shall take no action which
278 conflicts with the Mission of the Association. The Board shall be responsible for the general oversight of the
279 Association's resources, including funds awarded to the Association to support research and other professional
280 activities.

281 **Section 6.3: Meetings of the Board**

282 The Board shall meet at least once at the time of the Annual Meeting and no less than once during the interval
283 between Annual Meetings. Meetings of the Board are closed, and are to include only members of the Board,
284 Central Office staff, and additional persons as determined by the Board. Such additional meetings may be
285 conducted via teleconferencing. Nine voting members of the Board constitute a quorum. Except as provided
286 herein, any action taken by the Board requires approval by a majority of the voting members of the Board
287 participating in the meeting.

288 **Section 6.4: Special Meetings of the Board**

289 Special meetings of the Board may be called by or at the request of either the President or any three Trustees.
290 The Central Office will inform all Trustees of the Special Meeting. Written notice of a Special Meeting is effective
291 at the earliest of: (a) when received; or (b) upon its deposit in the United States mail, as evidenced by the
292 postmark, if mailed by first class mail, with postage thereon prepaid, and correctly addressed. Special Meetings
293 may be held without notice upon the unanimous consent of the Board. Notice of a Special Meeting, need not
294 be sent to the members of the Association.

295 **Section 6.5: Executive Session**

296 At any meeting of the Board, where a quorum is present, the Board may, by a majority vote, enter an Executive
297 Session in which only voting Trustees and other persons invited by the Board may be present. The decision to
298 enter executive session shall be recorded in the minutes, and actions taken may be recorded in the minutes.
299 Executive session minutes may be kept separately and confidentially, and need not include the discussion, only
300 actions taken.

301 **Section 6.6: Remote Communication**

302 Except for the Annual Meeting (Section 5.1) and the Business Meeting (Section 5.2), the Board authorizes any
303 Trustee not physically present at a meeting to participate in a meeting using remote communication, and such
304 Trustees may be considered present in person and may vote at the meeting, whether held at a designated place
305 or solely with remote communication, subject to the conditions imposed by law. The Board may determine that
306 a meeting may be held solely with or without remote communication.

307 **Section 6.7: Voting; Electronic Voting**

308 **Section 6.7.1: General.**

309 Each voting Trustee is entitled to one vote on each matter submitted for consideration; provided however, a
310 Trustee subject to a removal vote in his or her capacity as Trustee or Officer (Section 6.1), may not participate in
311 the his or her removal vote.

312 **Section 6.7.2: Electronic Voting**

313 Electronic voting via email or other Board-approved electronic means may be used in both meetings of the Board
314 and the solicitation of written consents as follows

315 **Section 6.7.2.1: Meetings.**

316 For electronic votes solicited in connection with a meeting of the Board, the requisite number of votes required
317 at such meeting to pass an action shall have to pass an action via this electronic voting provision.

318 **Section 6.7.2.2: Action Without Meeting**

319 The authority of the Board may be exercised without a meeting, if a majority of the Trustees consent in writing,
320 setting forth the action taken, is signed by the Trustees entitled to vote regarding the subject thereof, subject
321 to the conditions imposed by law.

322 To take action without a meeting, solicitation electronically and voting shall be permitted. Such procedure shall
323 be initiated electronically and all related materials for consideration by the Board shall be sent to the Trustees at
324 the time of such distribution. Thereafter, the Trustees shall be permitted to cast their votes electronically.

325 **Section 6.8: Executive Director**

326 The Board shall appoint an Executive Director for the Association. The Executive Director reports and is
327 accountable to the Board and shall work closely with the Board to fulfill its objectives. The Executive Director
328 shall be the Association's principal administrator. The Executive Director shall be specifically responsible for all
329 management operations, business affairs and property, shall manage and direct all activities of the Association
330 as prescribed by the Board, and serve as a non-voting member of the Board, shall employ and may terminate
331 members of the staff, fix their compensation within approved budget guidelines, supervise and evaluate their
332 performance, establish titles and delegate responsibilities as determined by the Executive Director to be in the
333 best interests of the Association. The Executive Director shall be a salaried employee of the Association in charge
334 of the daily administrative matters and operations of the Association, and shall perform such other duties and
335 have such other powers as may from time to time be assigned by the Executive Board or the President. The
336 Executive Director shall be an ex officio member of the Board and shall be entitled to notice of and attendance
337 at the Annual Meeting, the Business Meetings, the Board Meetings, the Special Meetings, and any Executive
338 Session. The Executive Director may be excluded from any portion of a meeting relating to his or her
339 performance, compensation, and review. The Executive Director shall report to the Board on the operations of
340 the Central Office and answer questions of members of the Board. The Board, through the Executive
341 Compensation Committee, will review the performance of the Executive Director no less than once a year. The
342 Board and the Executive Compensation Committee may include input from other members of the Central Office
343 staff.

344 **Section 6.8.1: Term of Executive Director.**

345 The Board, on behalf of the Association, may enter into a mutually acceptable employment contract with the
346 Executive Director (the "Employment Contract"). The initial term of the Employment Contract may not be
347 longer than three years (the "Initial Term"). On the expiration of the Initial Term, the Employment Contract shall
348 be extended for an additional one-year period unless, (i) not later than three (3) months prior to such an
349 automatic extension date, the Association gives written notice to the Executive Director that his or her Term
350 shall not be so extended, or (ii) not later than sixty (60) days prior to such an automatic extension date, the
351 Executive Director gives written notice to the Board that the Term will not be so extended.

352 **Section 6.8.1.1: Cancellation of Executive Director Employment Contract Due to Death or For Cause**

353 The Employment Contract will include these provisions: (a) automatic termination upon (i) the Executive's death;
354 or (ii) immediately by the Association For Cause; (b) "For Cause" will defined in the Employment Contract to
355 mean (i) Executive Director's material breach of a material clause of the Employment Contract (ii) Executive
356 Director's failure or refusal to perform his or her duties; (iii) Executive Director's misconduct materially damaging
357 or detrimental to the Association; (iv) Executive Director's conviction of any felony or any other crime that brings
358 the Association into substantial public disgrace or disrepute; (v) Executive's willful refusal to obey the lawful,
359 legitimate written orders or directions of the Board, as expressed in Board policies, memoranda or resolutions;
360 (vi) Executive Director's violation of these bylaws; or (vii) Executive Director's acts of dishonesty, fraud, or gross

361 negligence in connection with the performance of the Executive Director’s duties under the Employment
362 Contract.

363 **Section 6.8.1.2: Cancellation by the Association**

364 The Employment Contract will include provisions which provide that: (a) the Board may cancel the Employment
365 Contract for any reason by vote of the Board at any Business or Special Meeting; and (b) the Executive Director
366 (i) shall be given the same written notification of that meeting as is given to the Trustees (ii) shall be informed in
367 writing why the cancellation is being considered, (iii) shall have the right to address the Board regarding the
368 proposed cancellation, and to be represented by counsel or other representative of his or her choosing and (iv)
369 shall accept the decision of the Board of Directors as the sole and absolute decision of the Association.

370 **Section 6.8.2: Hiring policies.**

371 Hiring of Central Office staff members shall be conducted in full compliance with the governing anti-
372 discrimination and employment opportunity laws. The Association shall hire no employees who are members of
373 the immediate family (spouse, grandparent, parent, brother or sister, son or daughter) of any member of the
374 Board, or of any person who will supervise the employee.

375 **Section 6.9: Editor of the Journal**

376 The Board shall appoint an Editor of the Journal on such terms as the Board determines. The Editor shall report
377 to the Board no less once every six months. The performance of the Editor will be reviewed at least annually by
378 the Executive Compensation Committee.

379 **ARTICLE 7: COMMITTEES**

380 **Section 7.1: Creation and Composition of Committees**

381 No committee, special interest group (“SIG”), or advisory panel, shall have the authority of the Board in the
382 management of the Association. No committee, SIG, or advisory panel body may act on behalf of the Association
383 or bind it to any action but may make recommendations to the Board or to the Officers. Appointment of the
384 members of a committee or SIG shall be in the manner set forth herein. Members of each committee, SIG and
385 panel shall be active members of the Association. Any member thereof may be removed by the President of the
386 Board whenever in their judgment the best interests of the Association shall be served by such removal.

387 **Section 7.2: Types of Committees; SIGs; Advisory Panels**

388 Four types of committees, Special Interest Groups (“SIGs”) and Advisory Panels shall exist within the
389 Association.

390 **Section 7.2.1: Standing Committees**

391 Standing committees are permanent committees that advance and promote the five core missions of the
392 Association. Membership in standing committees is open to all active members of the Association and other
393 individuals who are deemed relevant to the mission of the specific committee. The Board may determine the
394 size of any standing committee and shall appoint its members. The Board must approve any membership on a
395 standing committee for whom the individual is not an active member. Standing committees shall be directed in
396 their actions by the Board, but they may recommend to the Board changes in those tasks to accomplish the
397 goals, Mission, and objectives of the Association. Meetings of standing committees are open to all members.

398 **Section 7.2.2: Special Committees**

399 Special committees are permanent committees that serve a defined role in operating the Association and/or are
400 responsible for a work product of the Association. The Board may determine the size of any standing committee
401 and shall appoint its members. Membership in special committees may be restricted, as specified by a resolution
402 of the Board or these Bylaws. Members of special committees shall be active members of the Association in
403 good standing.

404 **Section 7.2.3: Ad hoc Committees**

405 Ad hoc committees are temporary committees appointed by the President or Board to accomplish a specified
406 circumscribed task, which, because of expertise or workload, cannot reasonably be accomplished by a
407 permanent committee. Each ad hoc committee shall automatically be dissolved at the end of each year's
408 Business Meeting, unless specifically renewed by the incoming President. Members of ad hoc committees shall
409 be active members of the Association in good standing.

410 **Section 7.2.4: Board Committees**

411 Board committees are permanent committees that advise the Board about the corporate operation of the
412 Association and the Central Office. Membership in Board committees shall be restricted to current and past
413 members of the Board. The Board may determine the size of any Board committee and shall appoint its
414 members.

415 **Section 7.2.5: Special Interest Groups (“SIGs”)**

416 Special interest groups (“SIGs”) are groups of Association members with a common interest in a specific area
417 relating to burn injury. Membership in any SIG is open to all members in good standing. SIGs may submit items
418 for review by the Board through the Membership Advisory Committee.

419 **Section 7.2.6: Advisory Panels**

420 Advisory panels advise the Association and the Board about specific activities that promote the broad objectives
421 and Mission of the Association. They may be formed at the discretion of the President and Board. They may
422 include individuals with business with the Association but who are not members of the Association.

423 **Section 7.3: Duties of Permanent Committees (Standing and Special)**

424 **Section 7.3.1: Mission, goals, and objectives**

425 Each committee shall have specified functions summarized in a mission statement for that committee. In the
426 first year of appointment of the committee chair, the committee shall review its mission statement and prepare
427 a set of goals and objectives for the committee to be presented to the Board for approval. In addition,
428 committees may be given regular charges by the President or the Board to perform specified tasks to accomplish
429 the goals of the Association. Each committee shall review its charges and recommendations from the Board
430 annually.

431 **Section 7.3.2: Meetings**

432 Each committee shall meet at least annually at the time of the Annual Meeting. Additional meetings of each
433 committee may be held, as needed, with the approval of the Board. Interim committee meetings may be by
434 teleconference.

435 **Section 7.3.3: Duties of Committee Chairs**

436 The Chair of each committee shall be responsible for organizing and carrying out the activities of the committee,
437 and for assigning committee members to work within the committee. The Chair shall submit written reports to
438 the Board of the committee's activities for review at the annual and interim meetings of the Board. The Chair of
439 each committee shall also present a report to the members of the Association at the Business Meeting, as
440 directed by the President.

441 **Section 7.3.4: Removal of Committee Members or Chairs**

442 The President may remove members of committees who do not discharge their duties appropriately as
443 committee members, on the recommendation of the committee Chairs. The President may also remove
444 committee chairs that do not discharge their duties appropriately.

445 **Section 7.3.5: Formation of New Permanent Committees**

446 The President may present proposals to the Board for the formation of new permanent committees. Once
447 approved, the new committee's Chair and members may be appointed and function under its charge and within

448 these Bylaws. The committee shall not be formally recognized until amendments to the Bylaws are developed
449 and approved at the Business Meeting of the Association.

450 **Section 7.3.6: Dissolution of a Permanent Committee**

451 The Board may dissolve a permanent committee that no longer serves the needs of the Association. The
452 committee shall cease to function immediately after the action of the Board.

453 **Section 7.4: Standing Committees**

454 **Section 7.4.1: Names of Standing Committees**

455 The standing committees shall be Aftercare Re-integration, Burn Prevention, Education, Ethics, Government
456 Affairs, Organization and Delivery of Burn Care, Rehabilitation, and Research.

457 **Section 7.4.2: Composition of Standing Committees**

458 The members of each standing committee shall be appointed by the President to serve three-year terms. The
459 committee shall be constituted so the terms of approximately one-third of the committee members expire each
460 year. The size of each committee shall be determined by the Board. Committee members absent for two
461 consecutive Annual Meetings of the committee may be considered to have voluntarily surrendered their
462 appointment. All committee members must adhere to the Association's Conflict of Interest Policy. The Chair of
463 each standing committee shall be appointed by the President to serve a term of three years and shall have
464 already served as an active member of the committee for one or more years. The President may appoint a Vice-
465 Chair to serve a one-year term concurrent with the final year of the Chair. The Vice-Chair shall ascend to the Chair
466 at the end of that term, if approved by the incoming President.

467 Committee chairs may appoint ad hoc members to their committees to promote the goals and tasks of the
468 committee. Such members shall not vote on committee business.

469 **Section 7.4.3: Staff liaisons**

470 Association staff shall be assigned as liaisons to standing committees and may attend and participate in all
471 committee meetings. They may not make or second motions before the committee, nor may they vote.

472 **Section 7.5: Special Committees**

473 **Section 7.5.1: Names of Special Committees**

474 The special committees shall be Advanced Burn Life Support, Archives, Awards, Burn Registry, Bylaws, Conflict
475 of Interest, International Outreach, Membership Advisory, National Burn Repository, Nominating, Program, and
476 Verification.

477 **Section 7.5.2: Composition of Special Committees**

478 Members of each special committee shall be appointed by the President, except as otherwise specified by these
479 Bylaws. Membership may be conditioned on an individual's background and experience related to the work of
480 the special committee. The size of each committee and the lengths and number of terms that can be served
481 shall be determined by the Board, to maintain continuity of expertise and productivity for each committee.
482 Committee members absent for two consecutive Annual Meetings of the committee (except for the Archives
483 Committee) may be considered to have voluntarily surrendered their appointment.

484 The Chairs of the Archives, Awards, Bylaws, Program, Nominating, and Membership Advisory Committees shall
485 be appointed as described below. The Chairs of all other special committees shall be appointed by the President
486 to serve a term of three years. A committee chair may be re-appointed for one additional three-year term by
487 the President. The President may appoint a Vice-Chair to serve a one-year term concurrent with the final year of
488 the Chair. The Vice-Chair shall ascend to the Chair at the end of that term, if approved by the incoming President.

489 Committee chairs may appoint ad hoc members to their committees to promote the goals and tasks of the
490 committee. Such members shall not vote on committee business.

491 **Section 7.5.3: Staff liaisons**

492 Association staff shall be assigned as liaisons to special committees and may attend and participate in all
493 committee meetings. They may not make or second motions before the committee, and they may not vote.

494 **Section 7.5.4: Special Committees**

495 **Section 7.5.4.1: Membership Advisory Committee (the “MAC”)**

496 The MAC shall promote the professional interests of the entire membership of the Association. It shall be
497 composed of 12 non-surgeon members of the Association who work in clinical burn care, research, or firefighting
498 disciplines or who advocate for burn victims and burn care. Each member shall serve a four-year term. At least
499 three new members shall be appointed annually by the President to fill vacancies on the Committee. The MAC
500 may propose individuals to the President for consideration of appointment. The composition of the MAC should
501 remain representative of the diversity of disciplines and geographic distribution of burn centers comprising the
502 Association membership. The four Membership Officers shall also be ex officio members of the Committee. The
503 MAC shall recommend to the Nominating Committee one or more individuals in their fourth year of membership
504 to be nominated for the position of Membership Officer. The Chair and other Committee officers shall be elected
505 by the committee annually from among the membership. Additional ex-officio members of the committee shall
506 include the two past senior Membership Officers and the Associate Chair of the Program Committee. The First
507 Vice- President shall also serve ex-officio and represent the surgeon members of the Association.

508 **Section 7.5.4.2: Advanced Burn Life Support Committee (the “ABLS Committee”)**

509 ABLS Committee shall develop and promulgate the Advanced Burn Live Support courses offered by the
510 Association for physicians, burn care professionals, and first-responder personnel. Members of the ABLS
511 Committee shall be appointed by the President to serve a term of three years. Members may be reappointed
512 for a second three-year term. The ABLS Committee members comprise 12 individuals, plus the Chair. The ABLS
513 Committee shall be constituted so the ABLS Committee members’ terms of office allow the President to appoint
514 at least two new members each year.

515 **Section 7.5.4.3: Archives Committee**

516 The Archives Committee shall seek to preserve the documents and traditions of the Association. Its members
517 shall include all past officers of the Association. The Chair of the Archives Committee shall be elected annually
518 by the Archives Committee members at the time of the Annual Meeting.

519 **Section 7.5.4.4: Awards Committee**

520 The Awards Committee shall select individuals to receive awards by the Association. It shall be the President,
521 the three most recent past Presidents and the senior Membership Officer. The President shall serve as Chair.

522 **Section 7.5.4.5: Burn Registry Committee**

523 The Burn Registry Committee shall promote the use of Patient Registries to improve patient care and outcomes
524 at Burn Centers. It shall also help develop and improve the Burn Registry Software platform managed by the
525 Association. Members of the Committee shall be appointed by the President to serve a term of three years.
526 Members may be reappointed for a second three-year term. The Burn Registry Committee members may have
527 up to 9 individuals, plus the Chair. The Chair of the Burn Registry Committee shall be elected by the members of
528 the Burn Registry Committee. The Chair shall have served as an active member of the Committee for at least
529 one year prior to appointment. The Committee shall be so constituted that the terms of office allow to appoint
530 at least 2 new members each year. The Chair of the National Burn Repository Committee shall serve as an ex-
531 officio member of this Committee during his term of office.

532 **Section 7.5.4.6: Bylaws Committee**

533 The Bylaws Committee shall assure that the goals and objectives of the Association follow its activities as
534 reflected in the Bylaws of the Association. Members of the Committee shall be appointed by the President to
535 serve a term of three years, and shall include a past President, a current or past Membership Officer, and a

536 member of the Association who is neither a current nor past member of the Board. The President-Elect shall
537 also be a member of the Committee. The Chair shall be the Secretary of the Association. The Bylaws Committee
538 shall review all proposals for amendments or changes to the Bylaws. Proposed amendments or changes to the
539 Bylaws shall be submitted, in writing, to the Committee Chair by an active member of the Association. Such
540 proposals should be submitted for review by the Committee and the Board by August 31st for consideration by
541 the members at the next Annual Meeting.

542 **Section 7.5.4.7: International Outreach Committee**

543 The International Outreach Committee shall promote the development and improvement of burn care in
544 international communities, especially those that are underserved. The Committee comprise up to 15 members
545 to be appointed by the President to serve a term of three years. Members may be reappointed to serve a second
546 three-year term. The Committee shall be constituted so the terms of office allow the President to appoint at
547 least two new members per year. The Chair shall have served as an active member of the Committee for at least
548 one year prior to appointment.

549 **Section 7.5.4.8: National Burn Repository (the “NBR”) Committee**

550 The NBR Committee shall promote the development and use of the NBR. The Committee shall collaborate with
551 the Central Office and vendors of the Association to produce a summary report of the cases in the NBR in time
552 for distribution at the Annual Meeting of the Association. The Committee shall have no less than 9 members,
553 besides the Chair. All members shall be appointed by the President to serve a term of three years. Members
554 may be reappointed to serve a second three-year term. The Committee shall be constituted so the terms of
555 office allow the President to appoint at least 2 new members each year. The Chair shall have served as an active
556 member of the Committee for at least one year prior to appointment. The Chairs of the Burn Registry Committee
557 and the Burn Quality Improvement Committee shall serve as ex-officio members of this Committee during their
558 terms of office.

559 **Section 7.5.4.9: Burn Quality Improvement Program Committee (BQIP)**

560 The Burn Quality Improvement Program (BQIP) Committee shall promote the development and participation in
561 the BQIP. The Committee shall collaborate with the Central Office and vendors of the Association to produce a
562 summary report of the cases in the BQIP in time for distribution at the Annual Meeting of the Association. The
563 Committee shall consist of up to 9 members in addition to the Chair. All members shall be appointed by the
564 President to serve a term of three years. Members may be reappointed to serve a second three-year term. The
565 Committee shall be constituted so that the terms of office allow for appointment at least 2 new members each
566 year. The Chair shall have served as an active member of the Committee for at least one year prior to
567 appointment. The Chairs of the Burn Registry Committee, the National Burn Repository Committee, and the
568 Verification Review Committee shall serve as ex-officio members of this Committee during their terms of office.

569 **Section 7.5.4.10: Nominating Committee**

570 The Nominating Committee shall nominate candidates for all offices of the Association as described in ARTICLE 4.
571 The Committee shall be composed of the three immediate past-Presidents of the Association, the President, and
572 the senior Membership Officer. The most senior past-President shall serve as Chair of the Committee.

573 **Section 7.5.4.11: Program Committee**

574 The Program Committee is charged with planning the program for the Annual Meeting. The Program Committee
575 will have at least 17 members. Ten members of the Program Committee shall be appointed by the President to
576 serve a three-year term. Ex-officio members shall include the four Membership Officers and the Chair of the
577 Education Committee. The Chair of the Program Committee shall be nominated by the Nominating Committee
578 and elected by the membership to serve a three-year term. The Chair shall appoint a non-physician member of
579 the Association to serve as Associate Chair. A Vice-Chair shall be nominated by the Nominating Committee and
580 appointed by the Board to serve a one-year term concurrent with the final year of the Chair.

581 **Section 7.5.4.12: Verification Committee**

582 The Verification Committee shall promote the *Verification Program of the American Burn Association* and direct
583 burn center site visits. The Verification Committee shall consist of a maximum of 20 active members, plus the
584 Chair; one member shall be a registered nurse and another member shall be an occupational or physical
585 therapist. Members of the Verification Committee shall be clinically active in burn care at burn centers verified
586 by the Association. They shall be appointed by the President and shall be permitted to serve an unlimited number
587 of six-year terms if they remain clinically active. The Chair shall serve for one six-year term. The Chair shall have
588 served as an active member of the committee for at least two years prior to becoming Chair. During the last year
589 of the Chair's six-year term, the President shall appoint a Vice-Chair, who will succeed to the position of Chair the
590 following year, subject to President's approval at the time of succession.

591 **Section 7.5.4.13: Conflict of Interest Committee**

592 The Conflict of Interest Committee shall develop and maintain the standards by which members of the ABA avoid
593 and disclose conflicts of interest in their activities related to the ABA. As designated herein, committee
594 membership comprises five individuals and the Chair with terms as set forth:

- 595 a. The Chair shall be a past President no longer serving on the Board and have a three-year term.
- 596 b. A Membership Officer with a full four-year term remaining on the Board shall have a four-year term.
- 597 c. A member of the Burn Science Advisory Panel (the "BSAP") while serving their term on the BSAP shall
598 have a three-year term. This member is chosen by an internal vote within the BSAP.
- 599 d. The Second Vice-President while serving as Second Vice-President shall have a two-year term.
- 600 e. The ABA Governor to the ACS, while serving in that position shall have a six-year term.
- 601 f. An active member who is neither a current nor a past member of the Board shall have a three-year term.

602 The appointment of committee members, other than the Second Vice-President, the ABA Governor to the ACS,
603 the member of the BSAP, and the Membership Officer, shall be by approval of the Board upon nomination by
604 the Nominating Committee.

605 The conflict of interest policy adopted by the Committee should identify the conduct or transactions that raise
606 conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and should
607 provide for review of individual transactions by the uninvolved members of the Committee and the Board.
608 Approval by the disinterested members of the Board and the Committee shall be by vote of most Board and
609 Committee members in attendance at a meeting at which a quorum is present. An interested party shall not be
610 counted to determine whether a quorum is present, nor to determine what constitutes a majority vote. The
611 policy should also require that the minutes of the meeting shall reflect that the conflict disclosure was made, the
612 vote taken and, where applicable, the abstention from voting and participation by the interested party.

613 **Section 7.6: Ad hoc Committees**

614 **Section 7.6.1: Composition**

615 The members and chair of each ad hoc committee shall be appointed by the President to serve for a one-year
616 term. They may be reappointed at the discretion of the President, if the committee is continued.

617 **Section 7.6.2: Meetings**

618 Each ad hoc committee shall meet as required to accomplish its mission and tasks.

619 **Section 7.6.3: Conversion to a Permanent Committee (Standing or Special)**

620 After at least three consecutive years of operation as an ad hoc committee, the Board must consider an ad hoc
621 committee for conversion to a permanent committee. Once approved, the new committee's Chair and members
622 may be appointed and function under these Bylaws. The ad hoc committee shall not be formally recognized
623 until amendments to these Bylaws are developed and approved at the Business Meeting of the Association.

624 **Section 7.7: Board Committees**

625 **Section 7.7.1: Audit & Compliance Committee**

626 The Audit & Compliance Committee members shall be appointed by the President. They shall include a past
627 President of the Association who is no longer an active member of the Board, and he shall serve as Chair. The
628 Committee shall also include the Treasurer, a past Membership Officer, and a Membership Officer who is a
629 member of the Board. The terms of service shall be three years and shall be staggered so that at least one new
630 individual joins the Committee each year. The Committee shall review the annual report of the outside
631 independent auditor and report to the Board.

632 **Section 7.7.2: Executive Compensation Committee**

633 The Executive Compensation Committee consists of the three most recent past Presidents active on the Board,
634 the Treasurer, and the senior-most Membership Officer. The senior past President shall serve as Chair. This
635 Committee shall review the performance of the executive employees of the Association, including the Executive
636 Director and the Editor-in-Chief of the Journal. The Committee shall have contract authority in all dealings with
637 the Executive Director and the Editor-in-chief of the Journal. The Executive Compensation Committee shall
638 report annually to the Board for affirmation of their report. The Executive Director and the Editor-in-Chief of the
639 Journal shall be responsible for the performance reviews of staff members who report to them, shall also have
640 authority over the compensation of their staff members, and shall report at least semi-annually to the Board.

641 **Section 7.8: Special Interest Groups (“SIGs”)**

642 **Section 7.8.1: Formation and Dissolution of SIGs**

643 There is no limit on the number of SIGs. SIGs may be formed and dissolved by the Board on the recommendation
644 of the MAC. The Secretary of the Association, the Chair of the MAC, and the Executive Director shall maintain a
645 list of active SIGs and their Chairs.

646 **Section 7.8.2: Meetings**

647 Each SIG shall meet at least annually at the time of the Annual Meeting and demonstrate a quorum of at least 20
648 members. Summaries of the transactions of each SIG shall be submitted to the MAC annually.

649 **Section 7.8.3: Leadership**

650 Each SIG shall elect a Chair to a term of three years to facilitate the meetings and other activities of the group.
651 A SIG Chair must be an active member of the Association. The Board, on the recommendation of the MAC, may
652 remove a SIG Chair for failure to fulfill his or her responsibilities to the SIG.

653 **Section 7.9: Advisory Panels**

654 **SECTION 7.9.1: ABA Burn Research Network (ABuRN)**

655 The ABuRN director reports to the Board. The ABuRN is comprised of three components, the Burn Science
656 Advisory Panel (BSAP), the Data Coordinating Center (DCC) and the research administration function provided
657 by the Central Office.

658 The activities of the ABuRN shall be guided by a steering committee, the BSAP. The BSAP structure and function
659 shall be governed by the Board approved policy on ABuRn Structure.

660 The BSAP shall review all research proposals submitted to the Association in competition to receive funds
661 granted to the Association for such research.

662 **Section 7.9.2: Institutional Advisory Council (“IAC”)**

663 The IAC comprises administrative and clinical individuals from Institutions that are institutional members of the
664 Association. The IAC shall meet at least annually during the Annual Meeting and shall advise the Association and
665 the Board on issues affecting the operation, organization, and functioning of burn center hospitals. The IAC shall
666 be guided by a steering committee. The steering committee comprise up to nine members of the IAC. They shall
667 be elected by the members of the IAC to serve three-year terms. Individual members may serve more than one

668 term. The terms of office for the members of the IAC shall be constituted to allow the steering committee to
669 appoint at least two members each year. The Chair of the Government Affairs Committee shall also serve ex-
670 officio. The steering committee shall elect a Chair annually.

671 **Section 7.9.3: Advisory Panel on Exhibitors**

672 The Advisory Panel on Exhibitors seeks to assure that the needs of exhibitors at the Annual Meeting and other
673 supporters of the Association and its activities are met. The Treasurer of the Association shall serve as the Chair
674 of this panel. Members of the panel shall be appointed by the President annually. The Chair of the panel shall
675 report to the Board at the time of the Annual Meeting.

676 **ARTICLE 8: CONFLICTS OF INTEREST**

677 All officers, members of the Board and committee members shall avoid conflicts of interest with those of the
678 Association during their term of office, and they shall abide by the Conflict of Interest Policy of the Association.
679 Signed statements attesting to review of the Conflict of Interest Policy and disclosure or absence of conflicts of
680 interest will be kept on file in the Central Office, updated annually, and shall be communicated to the
681 membership.

682 **ARTICLE 9: SEAL**

683 The seal of the Association shall be circular in form and shall bear the name of the Association and the year of
684 its incorporation. The seal shall also read: Teaching, Care, Research, Rehabilitation, and Prevention. The
685 Association shall issue a certificate of membership, duly signed by the President and Secretary and stamped
686 with the seal of the Association.

687 **ARTICLE 10: FISCAL YEAR**

688 Beginning with the year 2017, the fiscal year of the Association shall be the calendar year.

689 **ARTICLE 11: PARLIAMENTARY AUTHORITY**

690 The rules in the edition of Robert's Rules of Order, Newly Revised, shall govern the Association in cases to which
691 they apply and in which they are not inconsistent with the Bylaws or with any special rules the Association may
692 adopt.

693 **ARTICLE 12: GENDER NEUTRALITY**

694 These Bylaws are gender neutral. Wherever the word "he" appears it shall be construed as "he or she."

695 **ARTICLE 13: INDEMNIFICATION**

696 **Section 13.1: Indemnification**

697 Any person made or threatened to be made a party to any threatened, pending or completed action, suit, or
698 proceeding by the fact that he or she is or was an Officer, Trustee, employee or agent of the Association, or who
699 is or was serving at the request of the Association as an officer, Trustee, employee or agent of another
700 Association, partnership, joint venture, trust or other enterprise, shall be indemnified by the Association against
701 any liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him or her
702 for the defense or settlement of such action, suit or proceeding, or for any appearance, to the fullest extent
703 now or hereafter permitted by law, except for liability resulting from: (1) any breach of duty or loyalty to the
704 Association or its members, or (2) acts or omissions not in good faith or which involve intentional misconduct or
705 a knowing violation of the law.

706 Expenses in defending any such action, suit or proceeding shall be paid by the Association before the final
707 disposition of any such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt
708 of an undertaking by or on behalf of the Officer, Trustee, employee or agent to repay such amount, unless it shall
709 ultimately be determined that he or she may be indemnified by the Association. Such right of indemnification
710 shall not be deemed exclusive of any other rights to which such Officer, Trustee employee or agent may be
711 entitled besides this provision.

712 **Section 13.2: Insurance and Other Indemnification**

713 The Board shall have the power to (i) purchase and maintain, at the Association's expense, insurance on behalf
714 of the Association and on behalf of others if power to do so has been or may be granted by statute and (ii) give
715 other indemnification to the extent permitted by law.

716 This ARTICLE 13 shall not be deemed exclusive of any other rights to which such person may be entitled under
717 any bylaw, agreement, insurance policy, vote of members, or otherwise.

718 **ARTICLE 14: AMENDMENT OF THE BYLAWS**

719 Notwithstanding anything contained herein to the contrary, these Bylaws may only be altered,
720 amended, repealed, replaced or restated by the active members, provided any proposed change has
721 been (i) reviewed by the Bylaws Committee (Section 7.5.4.6.); (ii) approved by two-thirds of the
722 members of the Board present and voting at any meeting thereof (Section 6.3); (iii) submitted in writing
723 to the membership not more than sixty (60), and not less than thirty (30), days prior to the date on which
724 the alteration, amendment, repeal, replacement, or restatement is to be considered; and (iv) adopted
725 by two-thirds of the members voting, in person or by electronic means.

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728 *Approved by Board February 16, 2017*

729 *Approved by Membership March 24, 2017*