

1
2
3

AMENDED AND RESTATED BYLAWS OF THE
AMERICAN BURN ASSOCIATION
ADOPTED March 15, 2019

4 **TABLE OF CONTENTS**

5 ARTICLE 1: ORGANIZATION5

6 ARTICLE 2: INCORPORATION AND OBJECTIVES5

7 SECTION 2.1: INCORPORATION.....5

8 SECTION 2.2: MISSION.....5

9 SECTION 2.3: OBJECTIVE5

10 ARTICLE 3: MEMBERS5

11 SECTION 3.1: MEMBERSHIP5

12 SECTION 3.2: CLASSES OF MEMBERS.....5

13 SECTION 3.2.1: ACTIVE MEMBERS5

14 SECTION 3.2.2: SENIOR MEMBERS5

15 SECTION 3.2.3: HONORARY MEMBERS.....5

16 SECTION 3.2.4: RESIDENT/STUDENT MEMBERS.....5

17 SECTION 3.2.5: INSTITUTIONAL MEMBERS 6

18 SECTION 3.3: ADMISSION OF MEMBERS; TERMINATION AND REVOCATION OF

19 MEMBERSHIP; TRANSFERABILITY 6

20 SECTION 3.4: DUES AND ASSESSMENTS..... 6

21 SECTION 3.5: RESIGNATION AND EXPULSION..... 6

22 ARTICLE 4: OFFICERS OF THE ASSOCIATION7

23 SECTION 4.1: QUALIFICATIONS.....7

24 SECTION 4.1.1: PRESIDENT, PRESIDENT-ELECT, FIRST VICE-PRESIDENT, SECRETARY,

25 TREASURER, AND PROGRAM CHAIR7

26 SECTION 4.1.2: SECOND VICE-PRESIDENT7

27 SECTION 4.1.3: MEMBERSHIP OFFICERS.....7

28 SECTION 4.2: NOMINATION PROCEDURE.....7

29 SECTION 4.3: ELECTION AND TERMS OF OFFICE.....7

30 SECTION 4.4: VACANCY IN OFFICE 8

31 ARTICLE 5: ANNUAL MEETING AND BUSINESS MEETING..... 8

32 SECTION 5.1: ANNUAL MEETING 8

33 SECTION 5.2: BUSINESS MEETING..... 8

34 SECTION 5.2.1: BUSINESS MEETING QUORUM..... 8

35 SECTION 5.2.2: PARLIAMENTARIAN 8

36 ARTICLE 6: BOARD OF TRUSTEES..... 8

37 SECTION 6.1: COMPOSITION 8

38 SECTION 6.2: DUTIES AND POWERS 8

39	SECTION 6.3: REMOVAL FROM OFFICE.....	8
40	SECTION 6.4: MEETINGS OF THE BOARD.....	9
41	SECTION 6.5: SPECIAL MEETINGS OF THE BOARD	9
42	SECTION 6.6: EXECUTIVE SESSION.....	9
43	SECTION 6.7: REMOTE COMMUNICATION	9
44	SECTION 6.8: VOTING.....	9
45	SECTION 6.9: ACTION WITHOUT MEETING.....	9
46	SECTION 6.10: EXECUTIVE DIRECTOR.....	9
47	SECTION 6.10.1: TERM OF EXECUTIVE DIRECTOR.....	10
48	SECTION 6.10.2: CANCELLATION OF EXECUTIVE DIRECTOR EMPLOYMENT CONTRACT	
49	DUE TO DEATH OR FOR CAUSE	10
50	SECTION 6.10.3: CANCELLATION BY THE ASSOCIATION.....	10
51	SECTION 6.10.4: HIRING POLICIES.....	10
52	SECTION 6.11: EDITOR OF THE JOURNAL.....	10
53	ARTICLE 7: COMMITTEES, SPECIAL INTEREST GROUPS AND ADVISORY PANELS	10
54	SECTION 7.1: TYPES OF COMMITTEES; SIGS; ADVISORY PANELS	10
55	SECTION 7.2: COMPOSITION AND TERMS	11
56	SECTION 7.3: MISSION, GOALS, AND OBJECTIVES	11
57	SECTION 7.4: MEETINGS	11
58	SECTION 7.5: COMMITTEE CHAIRS.....	11
59	SECTION 7.6: REMOVAL OF COMMITTEE MEMBERS OR CHAIRS	11
60	SECTION 7.7: STAFF LIAISONS	11
61	SECTION 7.8: DISSOLUTION OF COMMITTEES	11
62	SECTION 7.9: STANDING COMMITTEES	11
63	SECTION 7.9.1: NAMES OF STANDING COMMITTEES.....	12
64	SECTION 7.9.2: ARCHIVES COMMITTEES	12
65	SECTION 7.9.3: BURN PREVENTION	12
66	SECTION 7.9.4: QUALITY AND BURN REGISTRY.....	12
67	SECTION 7.9.5: EDUCATION.....	12
68	SECTION 7.9.6: ETHICS.....	12
69	SECTION 7.9.7: MEMBERSHIP ADVISORY COMMITTEE	12
70	SECTION 7.9.8: RESEARCH.....	12
71	SECTION 7.9.9: FORMATION OF NEW STANDING COMMITTEES	12
72	SECTION 7.10: OPERATING COMMITTEES.....	13
73	SECTION 7.11: BOARD COMMITTEES	13
74	SECTION 7.11.1: NAMES OF BOARD COMMITTEES.....	13

75	SECTION 7.11.2: AUDIT & COMPLIANCE COMMITTEE.....	13
76	SECTION 7.11.3: AWARDS COMMITTEE	13
77	SECTION 7.11.4: BYLAWS COMMITTEE	13
78	SECTION 7.11.5: CONFLICT OF INTEREST COMMITTEE	13
79	SECTION 7.11.6: EXECUTIVE COMPENSATION COMMITTEE.....	14
80	SECTION 7.11.7: NOMINATING COMMITTEE	14
81	SECTION 7.12: AD HOC COMMITTEES.....	14
82	SECTION 7.12.1: CONVERSION TO AN OPERATING COMMITTEE	14
83	SECTION 7.13: SPECIAL INTEREST GROUPS (“SIGS”)	14
84	SECTION 7.13.1: FORMATION AND DISSOLUTION OF SIGS	14
85	SECTION 7.13.2: MEETINGS	14
86	SECTION 7.13.3: LEADERSHIP.....	14
87	SECTION 7.14: ADVISORY PANELS	14
88	SECTION 7.14.1: ABA BURN RESEARCH NETWORK (ABURN)	15
89	SECTION 7.14.2: INSTITUTIONAL ADVISORY COUNCIL (“IAC”).....	15
90	SECTION 7.14.3: ADVISORY PANEL ON EXHIBITORS	15
91	ARTICLE 8: CONFLICTS OF INTEREST	15
92	ARTICLE 9: SEAL	15
93	ARTICLE 10: FISCAL YEAR.....	15
94	ARTICLE 11: PARLIAMENTARY AUTHORITY	15
95	ARTICLE 12: INDEMNIFICATION	15
96	SECTION 12.1: INSURANCE AND OTHER INDEMNIFICATION.....	16
97	ARTICLE 13: AMENDMENT OF THE BYLAWS	16
98		

99 **ARTICLE 1: ORGANIZATION**

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

101 **ARTICLE 2: INCORPORATION AND OBJECTIVES**

102 **Section 2.1: Incorporation**

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

106 **Section 2.2: Mission**

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

108 **Section 2.3: Objective**

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

113 **ARTICLE 3: MEMBERS**

114 **Section 3.1: Membership**

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

117 **Section 3.2: Classes of Members**

118 **Section 3.2.1: Active Members**

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

124 **Section 3.2.2: Senior Members**

125 Upon retirement, an active member may become a senior member upon written request to the Association's
126 central office (the "Central Office"). The Board may, in their absolute discretion, grant the request of an active
127 member to become a Senior member. Senior members may enjoy the rights and privileges of Active members,
128 except they may not hold office or be voting members of a committee, unless they are members of the Archives
129 Committee. Senior members shall pay no dues or assessments. Senior members receive no subscription to the
130 Journal. They may purchase a subscription to the Journal at the established subscription rate.

131 **Section 3.2.3: Honorary Members**

132 The Board, in its sole and absolute discretion, may designate and confer the status of Honorary member on any
133 Individual who is not an Active member of the Association. Honorary members enjoy the rights and privileges
134 of an Active member, except they may not hold office or be voting members of a committee. Honorary members
135 shall pay no dues or assessments. Honorary members receive no subscription to the Journal. They may purchase
136 a subscription to the Journal at the established subscription rate.

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

138 Any individual currently enrolled and in good standing in an accredited school of medicine, osteopathy, nursing,
139 occupational or physical therapy, nutrition, pharmacy, social work, or other health-related school, and individuals
140 in an accredited residency program or a recognized burn fellowship, may elect to become a Resident/Student
141 member. The individual shall submit a request for Resident/Student status to the Central Office and include a

142 letter from the Dean or Director of the school, the program director, or such other documentation that the
143 Executive Director may require. The Executive Director, in his or her sole and absolute discretion, may grant the
144 request to become a Resident/Student member. Resident/Student member status shall expire after one year,
145 but may be renewed with further attestation of the Resident/Student member's continued good standing by the
146 Dean or Director of the school, the program director, or such other documentation that the Executive Director
147 may require. Resident/Student members shall enjoy all the rights of an active member, as set forth in Section
148 3.2.1: . Resident/Student members shall pay discounted dues, as determined by the Board. Resident/Student
149 members shall only pay those assessments which the Board expressly determines shall be the Resident/Student
150 members' obligations. Absent a specific resolution by the Board, the Resident/Student members shall pay no
151 assessments. Resident/Student members shall receive a subscription to the Journal.

152 **Section 3.2.5: Institutional Members**

153 Burn care facilities or other institutions can become institutional members of the Association through application
154 to the Association's Central Office and payment of dues as determined by the Board. Each institution may
155 designate an individual to represent the Institutional Member on the Institutional Advisory Council ("IAC").

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

157 Except as otherwise set forth herein, any person meeting the membership qualifications set forth may become
158 a member of the Association upon submission of an application, all required documents as determined by the
159 Board, and payment of the applicable dues to the Association's Central Office. Membership in the Association
160 terminates upon death of the member, and may be revoked as described in Section 3.5. Membership is not
161 transferrable.

162 **Section 3.4: Dues and Assessments**

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

172 **Section 3.5: Resignation and Expulsion**

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

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

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

192 **Section 4.1: Qualifications**

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

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

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

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

206 **Section 4.1.3: Membership Officers**

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

211 **Section 4.2: Nomination Procedure**

212 Nominations of qualified candidates may be made by all members for all open positions identified in Section 4.1.
213 The call for Nominations will be open for a minimum of 14 days. The Nominating Committee will vet all candidates
214 for qualifications and present a slate of candidates to be voted on by the membership, consistent with policies
215 established by the Board.

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

217 The positions of President-Elect, First- and Second-Vice-President, Secretary, Treasurer, Program Chair, and
218 Membership Officer shall be elected by the membership from a slate of candidates developed by the
219 Nominating Committee in accordance with the policy established by the Board.

220 The President-Elect shall serve a one-year term and ascend to the office of President upon completion of his or
221 her one-year term. The First Vice-President shall serve a one-year term. The Second Vice-President shall serve a
222 three-year term. The Secretary, Treasurer, and Program Chair shall serve overlapping three-year terms in
223 sequence, so one officers’ term expires each year. The Membership Officers shall serve overlapping four-year
224 terms in sequence, so one officers’ term expires each year. The terms of office shall begin at the close of the
225 Business Meeting during the ABA Annual Meeting. Except for partial terms filled under Section 4.4: , no
226 individual may serve successive terms in the same office.

227 **Section 4.4: Vacancy in Office**

228 With a vacancy in the office of President, the President-Elect shall become the President. If a vacancy in the
229 office of President-Elect occurs, the First Vice-President shall assume the duties of both offices. If a vacancy in
230 the office of First Vice-President occurs, the longest serving among the Secretary, Treasurer, or Program Chair
231 shall assume the role and be responsible for duties of the elected office. A vacancy in any other office shall be
232 filled by a qualified individual appointed by the President. The individual assuming the duties of the vacated
233 office shall serve until a suitable replacement is nominated and elected according to the nomination and election
234 process outlined in Section 4.2 and 4.3.

235 **ARTICLE 5: ANNUAL MEETING AND BUSINESS MEETING**

236 **Section 5.1: Annual Meeting**

237 An annual meeting (the “Annual Meeting”) of the members shall be held once each calendar, as determined by
238 the Board. The Annual Meeting fosters the Mission and objectives of the Association. Announcement of the
239 Annual Meeting shall be communicated – electronically or in hard copy – to the members of the Association no
240 less than 30 days before the meeting date.

241 **Section 5.2: Business Meeting**

242 There shall be a business meeting of the membership at each Annual Meeting (the “Business Meeting”). The
243 President shall serve as Chair. Announcement of the Business Meeting shall be communicated – electronically
244 or in hard copy – to the members of the Association no less than 30 days before the meeting date. At the
245 Business Meeting, the Board shall inform the members on the status of the Association. The Treasurer shall
246 report on the financial condition of the Association. The Chair of the Audit & Compliance Committee shall review
247 the audit reports and make such recommendations to the Board as he or she deems appropriate. The
248 membership may raise other issues to the Board during this meeting.

249 **Section 5.2.1: Business Meeting Quorum**

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

251 **Section 5.2.2: Parliamentarian**

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

253 **ARTICLE 6: BOARD OF TRUSTEES**

254 **Section 6.1: Composition**

255 The size of the Board of Trustees (the “Board”) shall be 14 voting members comprising all officer holders of the
256 Association (Section 4.1:) and the three most recent past Presidents of the Association. The President of the
257 Association shall be the Chair of the Board.

258 **Section 6.2: Duties and Powers**

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

263 “Trustees” shall have the same connotation as “directors” referenced in the Illinois General Not-For-Profit
264 Corporation Act of 1986 and shall fulfill all duties as required.

265 The Board shall perform such other duties as specified in these Bylaws. The Board shall take no action which
266 conflicts with the Mission of the Association. The Board shall be responsible for the general oversight of the
267 Association’s resources, including funds awarded to the Association.

268 **Section 6.3: Removal from Office**

269 Removal from Office shall be pursuant to applicable state laws.

270 **Section 6.4: Meetings of the Board**

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

277 **Section 6.5: Special Meetings of the Board**

278 Special meetings of the Board may be called by or at the request of either the President or any three Trustees.
279 The Central Office will inform all Trustees of the Special Meeting. Written notice of a Special Meeting is effective
280 at the earliest of: (a) when received; or (b) upon confirmation that notice is sent electronically to the address on
281 file. Such notice must be sent 2 days before a Special Meeting except in the case of meetings that may be held
282 without notice upon the unanimous consent of the Board. Such additional meetings may be conducted via
283 teleconferencing. Notice of a Special Meeting, need not be sent to the members of the Association.

284 **Section 6.6: Executive Session**

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

290 **Section 6.7: Remote Communication**

291 Except for the Annual Meeting and the Business Meeting, the Board authorizes any Trustee not physically
292 present at a meeting to participate in a meeting using remote communication, and such Trustees may be
293 considered present in person and may vote at the meeting, whether held at a designated place or solely with
294 remote communication, subject to the conditions imposed by law. The Board may determine that a meeting
295 may be held solely with or without remote communication.

296 **Section 6.8: Voting**

297 Each voting Trustee is entitled to one vote on each matter submitted for consideration; provided however, a
298 Trustee subject to a removal vote in his or her capacity as Trustee or Officer, may not participate in his or her
299 removal vote.

300 **Section 6.9: Action Without Meeting**

301 The authority of the Board may be exercised without a meeting, if all of the Trustees consent in writing.

302 **Section 6.10: Executive Director**

303 The Board shall appoint an Executive Director for the Association. The Executive Director reports and is
304 accountable to the Board and shall work closely with the Board to fulfill its objectives. The Executive Director
305 shall be the Association's principal administrator. The Executive Director shall be specifically responsible for all
306 management operations, business affairs and property, shall manage and direct all activities of the Association
307 as prescribed by the Board, shall employ and may terminate members of the staff, fix their compensation within
308 approved budget guidelines, supervise and evaluate their performance, establish titles and delegate
309 responsibilities as determined by the Executive Director to be in the best interests of the Association. The
310 Executive Director shall be a salaried employee of the Association in charge of the daily administrative matters
311 and operations of the Association, and shall perform such other duties and have such other powers as may from
312 time to time be assigned by the Board or the President. The Executive Director shall be entitled to notice of and
313 attendance at the Annual Meeting, the Business Meetings, the Board Meetings, the Special Meetings, and any
314 Executive Session. The Executive Director may be excluded from any portion of a meeting relating to his or her
315 performance, compensation, and review. The Executive Director shall report to the Board on the operations of

316 the Central Office and answer questions of members of the Board. The Board, through the Executive
317 Compensation Committee, will review the performance of the Executive Director no less than once a year. The
318 Board and the Executive Compensation Committee may include input from other members of the Central Office
319 staff.

320 **Section 6.10.1: Term of Executive Director.**

321 The Board, on behalf of the Association, may enter into a mutually acceptable employment contract with the
322 Executive Director (the “Employment Contract”). The initial term of the Employment Contract may not be
323 longer than three years (the “Initial Term”). Subsequent contracts may be renegotiated or renewed, but may
324 not be signed for a period longer than three years.

325 **Section 6.10.2: Cancellation of Executive Director Employment Contract Due to Death or For Cause**

326 The Employment Contract will include these provisions: (a) automatic termination upon (i) the Executive's death;
327 or (ii) immediately by the Association For Cause; (b) “For Cause” will defined in the Employment Contract to
328 mean (i) Executive Director’s material breach of a material clause of the Employment Contract (ii) Executive
329 Director’s failure or refusal to perform his or her duties; (iii) Executive Director’s misconduct materially damaging
330 or detrimental to the Association; (iv) Executive Director's conviction of any felony or any other crime that brings
331 the Association into substantial public disgrace or disrepute; (v) Executive’s willful refusal to obey the lawful,
332 legitimate written orders or directions of the Board, as expressed in Board policies, memoranda or resolutions;
333 (vi) Executive Director’s violation of these bylaws; or (vii) Executive Director's acts of dishonesty, fraud, or gross
334 negligence in connection with the performance of the Executive Director’s duties under the Employment
335 Contract.

336 **Section 6.10.3: Cancellation by the Association**

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

343 **Section 6.10.4: Hiring policies**

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

348 **Section 6.11: Editor of the Journal**

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

352 **ARTICLE 7: COMMITTEES, SPECIAL INTEREST GROUPS and ADVISORY PANELS**

353 **Section 7.1: Types of Committees; SIGs; Advisory Panels**

354 Four types of committees (Standing, Operating, Board, and Ad Hoc), Special Interest Groups (“SIGs”) and
355 Advisory Panels shall exist within the Association. No committee, SIG, or advisory panel, shall have the authority
356 of the Board in the management of the Association. No committee, SIG, or advisory panel body may act on
357 behalf of the Association or bind it to any action but may make recommendations to the Board or to the Officers.

358

359

360 **Section 7.2: Composition and Terms**

361 Appointment of the chair, deputy-chair, and members of a committee shall be made by the Board upon
362 recommendation of the President whose term will coincide with the beginning of the appointment, unless
363 otherwise specifically noted in these bylaws. Members of each committee, SIG and advisory panel shall be active
364 members of the Association. All committee members must adhere to the Association’s Conflict of Interest
365 Policy. Unless specifically noted in these bylaws, committee member and chair terms will be for three years. A
366 committee member or Chair may be reappointed for one additional three-year term. The Board may appoint a
367 Vice-Chair to serve a one-year term concurrent with the final year of the Chair. The Vice-Chair shall ascend to the
368 Chair at the end of that term. The size and charge of the committee will be determined by the Board unless
369 specifically stated in these bylaws. Committee chairs may appoint ad hoc members to their committees to
370 promote the goals and tasks of the committee. Such members must be active ABA members and shall not vote
371 on committee business.

372 **Section 7.3: Mission, goals, and objectives**

373 Each committee shall have specified functions summarized in a mission statement for that committee. In the
374 first year of appointment of the committee chair, the committee shall review its mission statement and prepare
375 a set of goals and objectives for the committee, that are in alignment with the ABA strategic plan, to be
376 presented to the Board for approval. In addition, committees may be given regular charges by the President or
377 the Board to perform specified tasks to accomplish the goals of the Association. Each committee shall review
378 its charges and recommendations from the Board annually.

379 **Section 7.4: Meetings**

380 Each committee shall meet at least annually at the time of the Annual Meeting. Additional meetings of each
381 committee may be held electronically, as needed, and with the consent of the Board for any in person meetings
382 where funding is required.

383 **Section 7.5: Committee Chairs**

384 The Chair of each committee shall be responsible for organizing and carrying out the activities of the committee,
385 and for assigning committee members to work within the committee. The Chair shall submit written reports to
386 the Board of the committee’s activities for review at the annual meeting of the Board. The Chair of each
387 committee shall also present a report to the members of the Association, as directed by the President.

388 **Section 7.6: Removal of Committee Members or Chairs**

389 The President may remove members of committees who do not discharge their duties appropriately as
390 committee members, on the recommendation of the committee Chair. The President may also remove
391 committee chairs that do not discharge their duties appropriately. Committee members absent for two
392 consecutive annual meetings of the committee, except the Archives Committee, may be considered to have
393 voluntarily surrendered their appointment.

394 **Section 7.7: Staff liaisons**

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

397 **Section 7.8: Dissolution of Committees**

398 The Board may dissolve any committee that no longer serves the needs of the Association. The committee shall
399 cease to function immediately after the action of the Board. Except that Standing and Board Committees must
400 be dissolved by amendment to these bylaws.

401 **Section 7.9: Standing Committees**

402 Standing committees are permanent committees that advance and promote the mission of the Association.
403 Standing committees shall be directed in their actions by the Board, but they may recommend to the Board
404 changes in those tasks to accomplish the goals, mission, and objectives of the Association.

405 **Section 7.9.1: Names of Standing Committees**

406 The standing committees shall be Archives, Burn Prevention, Quality and Burn Registry, Education, Ethics,
407 Membership Advisory, and Research.

408 **Section 7.9.2: Archives Committees**

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

412 **Section 7.9.3: Burn Prevention**

413 The Burn Prevention Committee shall establish and promote ABA programs in prevention and decreasing
414 the rate and severity of burn injuries. They shall gather and disseminate data and information and serve
415 as a resource on burn prevention.

416 **Section 7.9.4: Quality and Burn Registry**

417 The Quality and Burn Registry Committee shall promote the development and use of patient registries to
418 improve patient care, quality, and outcomes in burn care. It shall also help develop and improve the burn
419 registry platform including data fields and definitions managed by the Association. This committee shall
420 serve as subject matter experts in producing reports and sharing data.

421 **Section 7.9.5: Education**

422 The Education Committee shall develop, promote and facilitate education in the area of burn injuries, burn
423 care and related issues to members of the ABA, members of the health care community, and the public.

424 **Section 7.9.6: Ethics**

425 The Ethics Committee shall promote and establish ABA programs in the ethics related to burn care.

426 **Section 7.9.7: Membership Advisory Committee**

427 The MAC shall promote the professional interests of the entire membership of the Association. It shall be
428 composed of non-surgeon members of the Association who work in clinical burn care, research, or
429 firefighting disciplines or who advocate for burn victims and burn care. Each member shall serve a four-
430 year term. At least three new members shall be appointed annually by the Board to fill vacancies on the
431 Committee. The MAC may propose individuals to the Board for consideration of appointment. The
432 composition of the MAC should remain representative of the diversity of disciplines and geographic
433 distribution of burn centers comprising the Association membership. The four Membership Officers shall
434 also be *ex officio* members of the Committee. The MAC shall recommend to the Nominating Committee
435 one or more individuals who have served at least three years on the MAC to be nominated for the
436 position of Membership Officer. These may be current or former MAC members. The Chair of the
437 MAC is the Senior Membership Officer. Additional *ex-officio* members of the committee shall include the two
438 past senior Membership Officers and the Associate Chair of the Program Committee. The First Vice-
439 President shall also serve *ex-officio* and represent the surgeon members of the Association.

440 **Section 7.9.8: Research**

441 The Research Committee shall promote and establish ABA programs in research through the
442 development of new knowledge, devices and equipment, and practices in all areas of burn care.

443 **Section 7.9.9: Formation of New Standing Committees**

444 Proposals for the formation of new standing committees must be approved by the Board. Once approved, the
445 new committee's Chair and members may be appointed and function under its charge and within these Bylaws.
446 The committee shall not be formally recognized until amendments to the Bylaws are developed and approved.

447

448 **Section 7.10: Operating Committees**

449 Operating committees are committees that serve a defined role in operating the Association and/or are
450 responsible for a work product of the Association. Operating committees are created by action of the Board.

451 **Section 7.11: Board Committees**

452 Board committees are permanent committees that advise the Board about the corporate operation of the
453 Association and the Central Office. Membership in Board committees shall be restricted to current and past
454 members of the Board unless otherwise specified.

455 **Section 7.11.1: Names of Board Committees**

456 The Board Committees shall be Audit and Compliance, Awards, Bylaws, Conflict of Interest, Executive
457 Compensation, and Nominating.

458 **Section 7.11.2: Audit & Compliance Committee**

459 The Audit & Compliance Committee will review the ABA audited statements and communicate directly
460 with the external audit firm to ensure the ABA is compliant with all financial regulations. The Committee
461 shall review the annual report of the outside independent auditor and report to the Board. Members shall
462 include a past President of the Association who is no longer an active member of the Board, and he or she
463 shall serve as Chair for one three-year term. The Committee shall also include a current Membership
464 Officer, and a past Membership Officer, as well as two additional members who will each serve one three-
465 year term. No reappointments will be considered.

466 **Section 7.11.3: Awards Committee**

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

470 **Section 7.11.4: Bylaws Committee**

471 The Bylaws Committee shall assure that the goals and objectives of the Association follow its activities as
472 reflected in the Bylaws of the Association. The Bylaws Committee shall review all proposals for
473 amendments or changes to the Bylaws. Members of the Committee shall be appointed by the Board to
474 serve a term of three years, and shall include the President-Elect, a past President currently on the
475 Board, a current Membership Officer, and a member of the Association who is neither a current nor a
476 past member of the Board. The Chair shall be the Secretary of the Association.

477 **Section 7.11.5: Conflict of Interest Committee**

478 The Conflict of Interest Committee shall develop and maintain the standards by which members of the ABA
479 avoid and disclose conflicts of interest in their activities related to the ABA. Committee membership
480 comprises five individuals, including the Chair with terms as set forth:

- 481 a) The Chair shall be a past President no longer serving on the Board and have a three-year term.
- 482 b) A Membership Officer with a full four-year term remaining on the Board shall have a four-year
483 term.
- 484 c) A member of the Burn Science Advisory Panel (the "BSAP") while serving their term on the BSAP
485 will have a term of no more than three years. This member is chosen by an internal vote within
486 the BSAP.
- 487 d) The Second Vice-President while serving as Second Vice-President shall have a three-year term.
- 488 e) An active member who is neither a current nor a past member of the Board shall have a three-
489 year term.

490

491 **Section 7.11.6: Executive Compensation Committee**

492 The Executive Compensation Committee consists of the three most recent past Presidents active on the
493 Board, the Treasurer, and the senior-most Membership Officer. The senior past President shall serve as
494 Chair. This Committee shall review the performance of the executive employees of the Association,
495 including the Executive Director and the Editor-in-Chief of the Journal. The Executive Compensation
496 Committee shall review compensation benchmarks for the Executive Director and Journal Editor and make
497 recommendations to the Board. The Board shall have contract authority in all dealings with the Executive
498 Director and the Editor-in-Chief of the Journal. The Executive Director and the Editor-in-Chief of the
499 Journal shall be responsible for the performance reviews of staff members who report to them, shall also
500 have authority over the compensation of their staff members.

501 **Section 7.11.7: Nominating Committee**

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

506 **Section 7.12: Ad hoc Committees**

507 Ad hoc committees are temporary committees appointed by the President or Board to accomplish a specified
508 circumscribed task, which, because of expertise or workload, cannot reasonably be accomplished by a standing
509 or operating committee. The members and chair of each ad hoc committee shall be appointed by the President
510 to serve for a one-year term. They may be reappointed at the discretion of the President, if the committee is
511 continued.

512 Each ad hoc committee shall automatically be dissolved at the end of each year's Business Meeting, unless
513 specifically renewed by the incoming President.

514 **Section 7.12.1: Conversion to an Operating Committee**

515 The Board may consider an ad hoc committee for conversion to an operating committee at any time. Once
516 approved, the new committee's Chair and members may be appointed and function under these Bylaws.

517 **Section 7.13: Special Interest Groups ("SIGs")**

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

521 **Section 7.13.1: Formation and Dissolution of SIGs**

522 There is no limit on the number of SIGs. SIGs may be formed and dissolved by the Board on the recommendation
523 of the MAC. The MAC and the Central Office shall maintain a list of active SIGs and their Chairs.

524 **Section 7.13.2: Meetings**

525 Each SIG shall meet at least annually and demonstrate a quorum of at least 20 members. Summaries of the
526 transactions of each SIG shall be submitted to the MAC annually.

527 **Section 7.13.3: Leadership**

528 Each SIG shall select a Chair and a Co-chair to a term determined by the SIG, to facilitate the meetings and other
529 activities of the group. A SIG Chair must be an active member of the Association. The Board, on the
530 recommendation of the MAC, may remove a SIG Chair for failure to fulfill his or her responsibilities to the SIG.

531 **Section 7.14: Advisory Panels**

532 Advisory panels advise the Association and the Board about specific activities that promote the objectives and
533 Mission of the Association. They may include individuals with business with the Association but who are not
534 members of the Association.

535 **Section 7.14.1: ABA Burn Research Network (ABuRN)**

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

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

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

543 **Section 7.14.2: Institutional Advisory Council (“IAC”)**

544 The IAC comprises administrative and clinical individuals from Institutions that are institutional members of the
545 Association. The IAC shall meet at least annually and shall advise the Association and the Board on issues
546 affecting the operation, organization, and functioning of burn center hospitals. The IAC shall be guided by a
547 steering committee. They shall be elected by the members of the IAC to serve three-year terms. The Chair of the
548 steering committee will be appointed by the Board. Individual members may serve more than one term. The
549 terms of office for the members of the IAC shall be constituted to allow the steering committee to appoint at
550 least two members each year. The Chair of the Government Affairs Committee shall also serve ex-officio.

551 **Section 7.14.3: Advisory Panel on Exhibitors**

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

556 **ARTICLE 8: CONFLICTS OF INTEREST**

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

562 **ARTICLE 9: SEAL**

563 The seal of the Association shall be circular in form and shall bear the name of the Association and the year of
564 its incorporation. The seal shall also read: Teaching, Care, Research, Rehabilitation, and Prevention.

565 **ARTICLE 10: FISCAL YEAR**

566 The fiscal year of the Association shall be the calendar year.

567 **ARTICLE 11: PARLIAMENTARY AUTHORITY**

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

571 **ARTICLE 12: INDEMNIFICATION**

572 Any person made or threatened to be made a party to any threatened, pending or completed action, suit, or
573 proceeding by the fact that he or she is or was an Officer, Trustee, employee or agent of the Association, or who
574 is or was serving at the request of the Association as an officer, Trustee, employee or agent of another
575 Association, partnership, joint venture, trust or other enterprise, shall be indemnified by the Association against
576 any liability and the reasonable expenses, including attorneys’ fees and disbursements, incurred by him or her
577 for the defense or settlement of such action, suit or proceeding, or for any appearance, to the fullest extent now
578 or hereafter permitted by law, except for liability resulting from: (1) any breach of duty or loyalty to the

579 Association or its members, or (2) acts or omissions not in good faith or which involve intentional misconduct or
580 a knowing violation of the law.

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

587 **Section 12.1: Insurance and Other Indemnification**

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

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

593 **ARTICLE 13: AMENDMENT OF THE BYLAWS**

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

600

601

602 *Approved by Board January 9, 2019*

603 *Approved by Membership March 15, 2019*