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ARTICLE 1: ORGANIZATION

The name of the organization is the American Burn Association (the “Association”).

ARTICLE 2: INCORPORATION AND OBJECTIVES

Section 2.1: Incorporation

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

Section 2.2: Mission

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

Section 2.3: Objective

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

ARTICLE 3: MEMBERS

Section 3.1: Membership

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

Section 3.2: Classes of Members

Section 3.2.1: Active Members

Active members are entitled to all the rights and privileges of the Association. They may make motions and attend the Business Meeting at the “Annual Meeting”, serve on committees, receive Association mailings, and be elected to office. Active members may vote in all elections. Active members shall pay dues and assessments, as determined by the Board. The dues shall include a subscription to the Journal of Burn Care and Research (the “Journal”), the official journal of the Association.

Section 3.2.2: Senior Members

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

Section 3.2.3: Honorary Members

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

Section 3.2.4: Resident/Student Members

Any individual currently enrolled and in good standing in an accredited school of medicine, osteopathy, nursing, occupational or physical therapy, nutrition, pharmacy, social work, or other health-related school, and individuals in an accredited residency program or a recognized burn fellowship, may elect to become a Resident/Student member. The individual shall submit a request for Resident/Student status to the Central Office and include a
letter from the Dean or Director of the school, the program director, or such other documentation that the
Executive Director may require. The Executive Director, in his or her sole and absolute discretion, may grant the
request to become a Resident/Student member. Resident/Student member status shall expire after one year,
but may be renewed with further attestation of the Resident/Student member’s continued good standing by the
Dean or Director of the school, the program director, or such other documentation that the Executive Director
may require. Resident/Student members shall enjoy all the rights of an active member, as set forth in Section
3.2.1. Resident/Student members shall pay discounted dues, as determined by the Board. Resident/Student
members shall only pay those assessments which the Board expressly determines shall be the Resident/Student
members’ obligations. Absent a specific resolution by the Board, the Resident/Student members shall pay no
assessments. Resident/Student members shall receive a subscription to the Journal.

Section 3.2.5: Organizational Members

Burn care facilities or other institutions can become organizational members of the Association through
application to the Association’s Central Office and payment of dues as determined by the Board. Each
organization may designate an individual to represent the organization on the Institutional Advisory Council
(“IAC”).

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

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

Section 3.4: Dues and Assessments

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

Section 3.5: Resignation and Expulsion

Any Member may resign by submitting a written resignation to the Executive Director and paying whatever
indebtedness may be owed to the Association. No resigning member shall receive any proration or other refund
of assessed and payable dues, assessments, or other obligations. Any member may be expelled, suspended or
otherwise disciplined by a vote of two-thirds of the Board for conduct: (i) violative of any standards of conduct
adopted by the Board; or (ii) discreditable to the Association. The President shall, at least ten days prior to the
date the Board is to vote on any disciplinary action against a member, mail or email to the member’s last known
mailing or email address a written notice advising the member that the Board is considering disciplinary action
against him or her, including: (A) a detailed description of the member conduct at issue; (B) the time and place
the Board will vote on the matter; (C) the member’s right to be heard at such time and place before the Board’s
vote; and (D) the member’s right to be represented by counsel. An expelled, suspended or otherwise disciplined
member shall remain liable for all obligations to the Association existing during the expulsion, suspension or
other disciplinary action, and shall receive no refund of assessed and payable dues, assessments, or other
obligations. The grounds for expulsion of a member may be considered in any proceeding for readmission to
membership.
ARTICLE 4: OFFICERS OF THE ASSOCIATION

The officers of the Association shall be the President, President-Elect, Secretary, Treasurer, and Immediate Past President (the “Officers”). The Officers shall promote the interests of the Association and perform the duties prescribed in these Bylaws.

Section 4.1: Qualifications

All Officers shall: (a) be a professional in a burn-related field for no less than ten years; and (b) have demonstrated leadership abilities; and (c) have been and are currently active members of the Association for no less than ten years prior to their term of office. In addition, the President-Elect must have served at least a two-year term on the Board of Trustees prior to assuming the role of President-Elect.

Section 4.2: Terms of Office

The President-Elect shall serve a one-year term and ascend to the office of President upon completion of his or her term. He/she will serve a one-year term as President and ascend to Immediate Past President upon completion of term as President, then ascend to Second Past President. The Secretary and Treasurer each shall serve three-year terms. The terms of office shall begin at the close of the Business Meeting during the ABA Annual Meeting. Except for partial terms filled under Section 7.3, no individual may serve successive terms in the same office.

ARTICLE 5: BOARD OF TRUSTEES

Section 5.1: Composition

The size of the Board of Trustees (the “Board”) shall be 13 voting members comprising the five officers of the Association, the Program Chair, Second Past President and six at large Board members. Of the six at large Board members, at least two must be physicians and at least two must be non-physicians. The President of the Association shall be the Chair of the Board.

Section 5.2: Qualifications

All Board members shall: (a) be a professional in a burn-related field for no less than five years; and (b) have demonstrated leadership abilities; and (c) have been and are currently active members of the Association for no less than five years prior to their term of office.

Section 5.3: Terms of Office

The Program Chair and all at large Board members shall each serve three-year terms. The terms of office shall begin at the close of the Business Meeting during the ABA Annual Meeting. Except for partial terms filled under Section 7.3, no individual may serve successive terms in the same office. Trustees may be elected to one- or two-year terms to achieve a staggering of terms.

Section 5.4: Duties and Powers

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

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

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

Section 5.5: Removal from Office

Removal from Office shall be pursuant to applicable state laws.
Section 5.6: Meetings of the Board

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

Section 5.7: Special Meetings of the Board

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

Section 5.8: Executive Session

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

Section 5.9: Remote Communication

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

Section 5.10: Voting

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

Section 5.11: Action Without Meeting

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

ARTICLE 6: EXECUTIVE COMMITTEE

Section 6.1.: The Officers shall constitute an Executive Committee, which may conduct the business of the Association in between meetings of the Board of Trustees. The Executive Committee shall report any actions taken to the Board of Trustees.

ARTICLE 7: NOMINATIONS AND ELECTIONS

Section 7.1: Nomination Procedure

Nominations of qualified candidates may be made by all members for all open positions for Officers and Board members. The call for Nominations will be open for a minimum of 14 days. The Nominating Committee will vet all candidates for qualifications and present a slate of candidates to be voted on by the membership, consistent with policies established by the Board.
Section 7.2: Elections
The positions of President-Elect, Secretary, Treasurer, Program Chair, and at large Board members shall be elected by the membership from a slate of candidates developed by the Nominating Committee in accordance with the policy established by the Board.

Section 7.3: Vacancy in Office
With a vacancy in the office of President, the President-Elect shall become the President. If a vacancy in the office of President-Elect occurs, the longest serving in their role among the Secretary, Treasurer, or Program Chair shall assume the role and be responsible for duties of the elected office and shall then ascend to the presidency. A vacancy in any other office shall be filled by a qualified individual appointed by the President. The individual assuming the duties of the vacated office shall serve until a suitable replacement is nominated and elected according to the nomination and election process outlined in Article 7.

ARTICLE 8: ANNUAL MEETING AND BUSINESS MEETING

Section 8.1: Annual Meeting
An annual meeting (the “Annual Meeting”) of the members shall be held once each calendar year, as determined by the Board. The Annual Meeting fosters the Mission and objectives of the Association. Announcement of the Annual Meeting shall be communicated — electronically or in hard copy — to the members of the Association no less than 30 days before the meeting date.

Section 8.2: Business Meeting
There shall be a business meeting of the membership at each Annual Meeting (the “Business Meeting”). The President shall serve as Chair. Announcement of the Business Meeting shall be communicated — electronically or in hard copy — to the members of the Association no less than 30 days before the meeting date. At the Business Meeting, the Board shall inform the members on the status of the Association. The Treasurer shall report on the financial condition of the Association. The Chair of the Audit & Compliance Committee shall review the audit reports and make such recommendations to the Board as he or she deems appropriate. The membership may raise other issues to the Board during this meeting.

Section 8.2.1: Business Meeting Quorum
Fifty (50) active members attending the Business Meeting shall constitute a quorum.

Section 8.2.2: Parliamentarian
The Secretary shall serve as parliamentarian at all meetings of the Association, as needed.

ARTICLE 9: Executive Director
The Board shall appoint an Executive Director for the Association. The Executive Director reports and is accountable to the Board and shall work closely with the Board to fulfill its objectives. The Executive Director shall be the Association’s principal administrator. The Executive Director shall be specifically responsible for all management operations, business affairs and property, shall manage and direct all activities of the Association as prescribed by the Board, shall employ and may terminate members of the staff, fix their compensation within approved budget guidelines, supervise and evaluate their performance, establish titles and delegate responsibilities as determined by the Executive Director to be in the best interests of the Association. The Executive Director shall be a salaried employee of the Association in charge of the daily administrative matters and operations of the Association, and shall perform such other duties and have such other powers as may from time to time be assigned by the Board or the President. The Executive Director shall be entitled to notice of and attendance at the Annual Meeting, the Business Meetings, the Board Meetings, the Special Meetings, and any Executive Session. The Executive Director may be excluded from any portion of a meeting relating to his or her performance, compensation, and review. The Executive Director shall report to the Board on the operations of the Central Office and answer questions of members of the Board. The Board, through the Executive Compensation Committee, will review the performance of the Executive Director no less than once a year. The
Board and the Executive Compensation Committee may include input from other members of the Central Office staff.

Section 9.1.1: Term of Executive Director

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

Section 9.1.2: Cancellation of Executive Director Employment Contract Due to Death or For Cause

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

Section 9.1.3: Cancellation by the Association

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

Section 9.1.4: Hiring policies

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

Section 9.2: Editor of the Journal

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

ARTICLE 10: COMMITTEES, SPECIAL INTEREST GROUPS and ADVISORY PANELS

Section 10.1: Types of Committees; SIGs; Advisory Panels

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

Section 10.2: Composition and Terms

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

**Section 10.3: Mission, goals, and objectives**

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

**Section 10.4: Meetings**

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

**Section 10.5: Committee Chairs**

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

**Section 10.6: Removal of Committee Members or Chairs**

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

**Section 10.7: Staff liaisons**

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

**Section 10.8: Dissolution of Committees**

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

**Section 10.9: Standing Committees**

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

**Section 10.9.1: Names of Standing Committees**

The standing committees shall be Archives, Burn Prevention, Quality and Burn Registry, Education, Ethics, Membership Advisory, and Research.
Section 10.9.2: Archives Committees

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

Section 10.9.3: Burn Prevention

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

Section 10.9.4: Quality and Burn Registry

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

Section 10.9.5: Education

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

Section 10.9.6: Ethics

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

Section 10.9.7: Membership Advisory Committee

The MAC shall promote the interests of the membership of the Association through education and research. The composition of the MAC should remain representative of the diversity of disciplines and geographic distribution of burn centers comprising the Association membership. The Associate Chair of the Program Committee shall be an ex officio member of the MAC.

Section 10.9.8: Research

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

Section 10.9.9: Formation of New Standing Committees

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

Section 10.10: Operating Committees

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

Section 10.11: Board Committees

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

Section 10.11.1: Names of Board Committees

The Board Committees shall be Audit and Compliance, Awards, Bylaws, Conflict of Interest, Executive Compensation, and Nominating.
Section 10.11.2: Audit & Compliance Committee

The Audit & Compliance Committee will review the ABA audited statements and communicate directly with the external audit firm to ensure the ABA is compliant with all financial regulations. The Committee shall review the annual report of the outside independent auditor and report to the Board. Members shall include a past President of the Association who is no longer an active member of the Board, and he or she shall serve as Chair for one three-year term. The Committee shall also include four additional members who will each serve one three-year term, at least two of the committee members should be non-physicians. No reappointments will be considered.

Section 10.11.3: Awards Committee

The Awards Committee shall select individuals to receive awards by the Association. It shall be the President, the three most recent past Presidents and a non-physician Board member appointed by the President. The President shall serve as Chair.

Section 10.11.4: Bylaws Committee

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

Section 10.11.5: Conflict of Interest Committee

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

a) The Chair shall be a past President no longer serving on the Board and have a three-year term.

b) A member of the Burn Science Advisory Panel (the "BSAP") while serving their term on the BSAP will have a term of no more than three years. This member is chosen by an internal vote within the BSAP.

c) Two current Board members, one physician and one non-physician will serve on this committee for terms commensurate with their terms on the Board.

d) An active member who is neither a current nor a past member of the Board shall have a three-year term.

Section 10.11.6: Executive Compensation Committee

The Executive Compensation Committee consists of the past President, the current President, the Treasurer, and a non-physician Board member. The past President shall serve as Chair. This Committee shall review the performance of the executive employees of the Association, including the Executive Director and the Editor-in-Chief of the Journal. The Executive Compensation Committee shall review compensation benchmarks for the Executive Director and Journal Editor and make recommendations to the Board. The Board shall have contract authority in all dealings with the Executive Director and the Editor-in-Chief of the Journal. The Executive Director and the Editor-in-Chief of the Journal shall be responsible for the performance reviews of staff members who report to them, shall also have authority over the compensation of their staff members.

Section 10.11.7: Nominating Committee

The Nominating Committee shall nominate candidates for all offices of the Association as described in ARTICLE 7. The Committee shall be composed of the three immediate past-Presidents of the Association, the President, and two members selected by the Membership Advisory Committee. The most senior past-
President shall serve as Chair of the Committee. Nominating Committee members are not eligible to be placed on the slate of candidates for Board members or Officers.

Section 10.12: Ad hoc Committees

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

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

Section 10.12.1: Conversion to an Operating Committee

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

Section 10.13: Special Interest Groups (“SIGs”)

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

Section 10.13.1: Formation and Dissolution of SIGs

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

Section 10.13.2: Meetings

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

Section 10.13.3: Leadership

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

Section 10.14: Advisory Panels

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

Section 10.14.1: ABA Burn Research Network (ABuRN)

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

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

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


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

Section 10.14.3: Advisory Panel on Exhibitors

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

ARTICLE 11: CONFLICTS OF INTEREST

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

ARTICLE 12: SEAL

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

ARTICLE 13: FISCAL YEAR

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

ARTICLE 14: PARLIAMENTARY AUTHORITY

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

ARTICLE 15: INDEMNIFICATION

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

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

Section 15.1: Insurance and Other Indemnification

The Board shall have the power to (i) purchase and maintain, at the Association’s expense, insurance on behalf of the Association and on behalf of others if power to do so has been or may be granted by statute and (ii) give other indemnification to the extent permitted by law.
This ARTICLE 15: shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, vote of members, or otherwise.

ARTICLE 16: AMENDMENT OF THE BYLAWS

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

Proposed revisions approved by Board December 3, 2019
Approved by membership January 13, 2020