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AMENDED AND RESTATED BYLAWS OF THE
AMERICAN BURN ASSOCIATION
ADOPTED JANUARY 13, 2020

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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 in all elections. Active members shall pay dues and assessments,
122 as determined by the Board. The dues shall include a subscription to the *Journal of Burn Care and Research* (the
123 “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: Organizational Members**

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

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

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

163 **Section 3.4: Dues and Assessments**

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

173 **Section 3.5: Resignation and Expulsion**

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

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

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

192 **Section 4.1: Qualifications**

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

197 **Section 4.2: Terms of Office**

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

204 **ARTICLE 5: BOARD OF TRUSTEES**

205 **Section 5.1: Composition**

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

210 **Section 5.2: Qualifications**

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

214 **Section 5.3: Terms of Office**

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

219 **Section 5.4: Duties and Powers**

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

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

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

229 **Section 5.5: Removal from Office**

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

231 **Section 5.6: Meetings of the Board**

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

238 **Section 5.7: Special Meetings of the Board**

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

245 **Section 5.8: Executive Session**

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

251 **Section 5.9: Remote Communication**

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

257 **Section 5.10: Voting**

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

261 **Section 5.11: Action Without Meeting**

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

263 **ARTICLE 6: EXECUTIVE COMMITTEE**

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

267 **ARTICLE 7: NOMINATIONS AND ELECTIONS**

268 **Section 7.1: Nomination Procedure**

269 Nominations of qualified candidates may be made by all members for all open positions for Officers and Board
270 members. The call for Nominations will be open for a minimum of 14 days. The Nominating Committee will vet
271 all candidates for qualifications and present a slate of candidates to be voted on by the membership, consistent
272 with policies established by the Board.

273 **Section 7.2: Elections**

274 The positions of President-Elect, Secretary, Treasurer, Program Chair, and at large Board members shall be
275 elected by the membership from a slate of candidates developed by the Nominating Committee in accordance
276 with the policy established by the Board.

277 **Section 7.3: Vacancy in Office**

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

284 **ARTICLE 8: ANNUAL MEETING AND BUSINESS MEETING**

285 **Section 8.1: Annual Meeting**

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

290 **Section 8.2: Business Meeting**

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

298 **Section 8.2.1: Business Meeting Quorum**

299 Fifty (50) active members attending the Business Meeting shall constitute a quorum.

300 **Section 8.2.2: Parliamentarian**

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

302 **ARTICLE 9: 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 9.1.1: 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 9.1.2: 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 9.1.3: 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 9.1.4: 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 9.2: 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 10: COMMITTEES, SPECIAL INTEREST GROUPS and ADVISORY PANELS**

353 **Section 10.1: 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 **Section 10.2: Composition and Terms**

359 Appointment of the chair, deputy-chair, and members of a committee shall be made by the Board upon
360 recommendation of the President whose term will coincide with the beginning of the appointment, unless
361 otherwise specifically noted in these bylaws. Members of each committee, SIG and advisory panel shall be active
362 members of the Association. All committee members must adhere to the Association’s Conflict of Interest

363 Policy. Unless specifically noted in these bylaws, committee member and chair terms will be for three years. A
364 committee member or Chair may be reappointed for one additional three-year term. The Board may appoint a
365 Vice-Chair to serve a one-year term concurrent with the final year of the Chair. The Vice-Chair shall ascend to the
366 Chair at the end of that term. The size and charge of the committee will be determined by the Board unless
367 specifically stated in these bylaws. Committee chairs may appoint ad hoc members to their committees to
368 promote the goals and tasks of the committee. Such members must be active ABA members and shall not vote
369 on committee business.

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

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

377 **Section 10.4: Meetings**

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

381 **Section 10.5: Committee Chairs**

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

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

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

392 **Section 10.7: Staff liaisons**

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

395 **Section 10.8: Dissolution of Committees**

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

399 **Section 10.9: Standing Committees**

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

403 **Section 10.9.1: Names of Standing Committees**

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

406 **Section 10.9.2: Archives Committees**

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

410 **Section 10.9.3: Burn Prevention**

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

414 **Section 10.9.4: Quality and Burn Registry**

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

419 **Section 10.9.5: Education**

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

422 **Section 10.9.6: Ethics**

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

424 **Section 10.9.7: Membership Advisory Committee**

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

429 **Section 10.9.8: Research**

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

432 **Section 10.9.9: Formation of New Standing Committees**

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

436 **Section 10.10: Operating Committees**

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

439 **Section 10.11: Board Committees**

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

443 **Section 10.11.1: Names of Board Committees**

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

446 **Section 10.11.2: Audit & Compliance Committee**

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

454 **Section 10.11.3: Awards Committee**

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

458 **Section 10.11.4: Bylaws Committee**

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

465 **Section 10.11.5: Conflict of Interest Committee**

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

- 469 a) The Chair shall be a past President no longer serving on the Board and have a three-year term.
- 470 b) A member of the Burn Science Advisory Panel (the "BSAP") while serving their term on the BSAP
471 will have a term of no more than three years. This member is chosen by an internal vote within
472 the BSAP.
- 473 c) Two current Board members, one physician and one non-physician will serve on this committee
474 for terms commensurate with their terms on the Board.
- 475 d) An active member who is neither a current nor a past member of the Board shall have a three-
476 year term.

477 **Section 10.11.6: Executive Compensation Committee**

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

487 **Section 10.11.7: Nominating Committee**

488 The Nominating Committee shall nominate candidates for all offices of the Association as described in
489 ARTICLE 7. The Committee shall be composed of the three immediate past-Presidents of the Association,
490 the President, and two members selected by the Membership Advisory Committee. The most senior past-

491 President shall serve as Chair of the Committee. Nominating Committee members are not eligible to be
492 placed on the slate of candidates for Board members or Officers.

493 **Section 10.12: Ad hoc Committees**

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

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

501 **Section 10.12.1: Conversion to an Operating Committee**

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

504 **Section 10.13: Special Interest Groups ("SIGs")**

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

508 **Section 10.13.1: Formation and Dissolution of SIGs**

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

511 **Section 10.13.2: Meetings**

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

514 **Section 10.13.3: Leadership**

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

518 **Section 10.14: Advisory Panels**

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

522 **Section 10.14.1: ABA Burn Research Network (ABuRN)**

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

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

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

530 **Section 10.14.2: Institutional Advisory Council ("IAC")**

531 The IAC comprises administrative and clinical individuals from Institutions that are organizational members of
532 the Association. The IAC shall meet at least annually and shall advise the Association and the Board on issues

533 affecting the operation, organization, and functioning of burn center hospitals. The IAC shall be guided by a
534 steering committee. They shall be elected by the members of the IAC to serve three-year terms. The Chair of the
535 steering committee will be appointed by the Board. Individual members may serve more than one term. The
536 terms of office for the members of the IAC shall be constituted to allow the steering committee to appoint at
537 least two members each year. The Chair of the Government Affairs Committee shall also serve ex-officio.

538 **Section 10.14.3: Advisory Panel on Exhibitors**

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

543 **ARTICLE 11: CONFLICTS OF INTEREST**

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

549 **ARTICLE 12: SEAL**

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

552 **ARTICLE 13: FISCAL YEAR**

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

554 **ARTICLE 14: PARLIAMENTARY AUTHORITY**

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

558 **ARTICLE 15: INDEMNIFICATION**

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

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

574 **Section 15.1: Insurance and Other Indemnification**

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

578 This ARTICLE 15: shall not be deemed exclusive of any other rights to which such person may be entitled under
579 any bylaw, agreement, insurance policy, vote of members, or otherwise.

580 **ARTICLE 16: AMENDMENT OF THE BYLAWS**

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

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589 *Proposed revisions approved by Board December 3, 2019*

590 *Approved by membership January 13, 2020*