



## **BYLAWS**

### **SOCIETY OF AMERICAN GASTROINTESTINAL AND ENDOSCOPIC SURGEONS**

Adopted by the Board  
and General Membership

October, 1982

Revised October, 1984  
Revised October, 1987  
Revised October, 1988  
Revised October, 1990  
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Revised April, 2015  
Revised April, 2018  
Revised April, 2019  
Revised April, 2020  
Revised April, 2023

## **ARTICLE I. Name**

The name of this organization is the Society of American Gastrointestinal and Endoscopic Surgeons, Inc., or SAGES, hereinafter referred to as the Society.

## **ARTICLE II. Mission**

SAGES represents a worldwide community of surgeons that can bring minimal access surgery, endoscopy and emerging techniques to patients in every country.

The mission of the society is to improve the quality of patient care through education, research, innovation and leadership, principally in gastrointestinal and endoscopic surgery.

### **Definition**

For purposes of this document, minimal access/non-invasive technology is defined as diagnostic or therapeutic flexible endoscopy, laparoscopic surgery, endoscopic image-guided and energy-assisted modalities and thoracoscopy as they relate to gastrointestinal or abdominal disease.

## **ARTICLE III. Board of Governors**

**Section 1.** The Board of Governors, hereinafter referred to as the Board, shall be composed of no less than nineteen Members, including the President, the President-Elect, First Vice President, Second Vice President, Secretary, Treasurer, the SAGES Editor in Chief of the official Journal, SAGES' representative to the American College of Surgeons' Board of Governors, SAGES representative to the American Board of Surgery, SAGES Representative(s) to the American Medical Association House of Delegates, the three most recent living Past Presidents and at least nine Governors-at-Large. The term of each elected Governor shall be three years, subject to participation and annual re-appointment, with a maximum of two consecutive terms, unless they become an officer or rotate off the Board for at least one year. The Secretary and Treasurer will each serve a term of three years. The President, at his/her discretion, may appoint up to three non-voting advisors to the Board who will serve a two-year term. The President and President-Elect will each serve for one year. The Vice Presidents will each serve a two-year term. The terms will begin in alternating years. Terms of office shall begin and end in conjunction with the Annual Meeting. Elections shall be by mailed ballot which will be mailed 60 days in advance of the Annual Meeting and returned 15 days prior to the meeting.

**Section 2.** The Board shall administer the affairs of the Society during the intervals between meetings, in accordance with the Articles of Incorporation and Bylaws of the Society, and be subject to general policy recommended by the membership.

## **ARTICLE IV. Meetings**

### **Section 1. Annual Meeting**

The Members of the Society shall meet for the purpose of conducting matters of business at least once annually. The members shall have the option of attending the annual business meeting either in person or virtually. The time and place thereof shall be determined by the Board, and notice shall be mailed to every Member at least 30 days prior to such meeting. The notice shall contain an agenda and any member wishing to ask questions or raise any issues at the annual business meeting are required to provide those in writing to the Society no later than seven days before the scheduled annual business meeting. In conjunction with the annual business meeting, there will be, on most occasions, an annual scientific session.

### **Section 2. Special Meetings**

The President, with the consent of the Board, may call a special meeting of the Members of the Society at any time, giving 15 days' notice in writing.

### **Section 3. Board of Governors**

The Board of Governors shall meet at least twice annually at a location designated by the Board.

### **Section 4. Special Meeting of the Board of Governors**

Special meetings of the Board shall be held at any time upon the call of the Board or its Chairperson (President) by written notice served personally upon or mailed to each Governor at least ten days prior to the meeting.

### **Section 5. Executive Sessions**

All executive sessions of the Board, Members, and Committees of the Society shall be governed by parliamentary procedure prescribed in Roberts Rules of Order. The President, with advice from the Executive Director and Committee Chairperson, shall set the agenda and determine which items will be referred to committees.

## **ARTICLE V. Quorum**

**Section 1.** Ten percent of the Members registered for the Annual Meeting shall constitute a quorum for the transaction of business at the General Business Meeting.

**Section 2.** A majority of the Board shall constitute a quorum for the transaction of the Board's business.

## **ARTICLE VI. Committees**

**Section 1.** Standing committees shall be selected by the President and may include the following: Acute Care Surgery Committee, Advocacy and Health Policy Committee, Awards Committee, Bylaws Committee, Colorectal Committee, Communications Committee, Community Practice Committee, Conflict of Interest Committee, Continuing Education Committee, Development Committee, Diversity Leadership & Professional Development Committee, Education Council, Educational Resources Committee, Ethics Committee, Finance and Assets Management Committee, Flexible Endoscopy Committee, Foregut Committee, Fundamentals of Endoscopic Surgery (FES) Committee, Fundamentals of Laparoscopic Surgery (FLS) Committee, Fundamental Use of Surgical Energy (FUSE) Committee, Global Affairs Committee, Guidelines Committee, Hernia Committee, HPB/Solid Organ Committee, Liaison Committee, Liaison Groups, Membership Committee, Metabolic and Bariatric Surgery Committee, Military Committee, Nominating Committee, Pediatric Committee, Program Committee, Publications Committee, Quality Outcomes Safety Committee, Research and Career Development Committee, Resident and Fellow Training Committee, Robotics Committee, Technology Council, and Technology and Value Assessment Committee (TAVAC). The Executive Committee is a standing committee whose composition is described in Article XV, Section 4.

**Section 2.** Ad hoc and special committees shall be appointed and their function prescribed by the President as the need arises. The President with the advice of the Board of Governors has the authority to disband an ad hoc committee.

## **ARTICLE VII. Funds**

**Section 1.** Funds for the Society, its operation and functions shall be derived from membership dues, assessments and other sources.

**Section 2.** Dues for Members and assessments shall be prescribed by the Board.

**Section 3.** Financial operations of the Society shall be guided by a budget which shall be initiated by the Finance Committee under the direction of the Treasurer and Executive Director, and shall be approved by the Board prior to the start of the fiscal year.

**Section 4.** A financial report of the Society's financial accounts shall be made annually at the close of the fiscal year and made available to Members upon request. The fiscal year is July 1 to June 30.

**Section 5.** Registration and other fees for the educational activities of the Society shall be prescribed by the Program Chairperson of the educational event with the approval of the Executive Committee.

**Section 6.** Funds from the Society may be contributed to the non-profit fund described in Article XIX below.

## **ARTICLE VIII. Amendments to the Articles of Incorporation**

**Section 1.** The Articles of Incorporation may be altered, amended or repealed upon recommendation of the Board if notice thereof has been presented to each Active, Associate Active, International, Candidate and Senior Member at least 60 days prior to the Annual Meeting, discussed at the Annual Meeting and voted upon by email/mail ballot sent within 60 days after the Annual Meeting and returned within 60 days thereof. Adoption of amendments shall require the affirmative vote of at least three-fourths of the eligible Active Members returning ballots.

**Section 2.** Proposed amendments may originate with the Committee on Bylaws, the Board, or the Membership. All proposed amendments must be submitted to the Committee.

**Section 3.** Proposed amendments originating other than by the Bylaws Committee or the Board shall have the approval of at least 50% Active and Senior Members in good standing.

**Section 4.** Amendments properly proposed to the Committee on Bylaws will be presented at the Annual Meeting with the recommendation of the Board.

## **ARTICLE IX. Parliamentary Procedure**

In all affairs and meetings of the Board and the Members, Roberts Rules of Order shall govern the proceedings.

## **ARTICLE X. Dissolution**

Upon dissolution of this Society, all assets thereof, after payment of all debts and liabilities of the Society, shall be paid and distributed to such non-profit organization or organizations as described in the Articles of Incorporation and as designated by a majority of the Board of Governors holding office at the time of dissolution.

## **ARTICLE XI. Bylaws**

Bylaws as presented, discussed, and adopted, in part, at an organizational meeting in Chicago, Illinois, March 25, 1980; amended July, 1982; October, 1984; October, 1987; October, 1988; October, 1990; April, 1994; March, 1995; March, 1997; April, 1998; March, 1999; April, 2000; March, 2002; April, 2005; April, 2006; April, 2007; April, 2008; April, 2009; April, 2010; April, 2011; March 2012; April 2013; April 2014; April 2015; April 2018; April 2019; April 2020 are repealed on the date of the adoption of these amended Bylaws.

## **ARTICLE XII. Offices**

The Society was incorporated as a non-profit organization under the laws of the District of Columbia, October 6, 1980. The Society shall maintain an executive office, the location of which shall be determined by the Board.

## **Article XIII. Membership**

### **Section 1.**

Membership shall consist of Active, Associate Active, Senior, International, Honorary, Candidate, Affiliate and Medical Student categories. Active, Associate Active, Senior, International, and Candidate Members are entitled to a vote. The Society does not discriminate on the basis of gender, sexual preference, disability, religion, ethnicity, politics, or nationality.

Code of Conduct: SAGES is dedicated to providing a safe, inclusive, and welcoming experience for everyone. We encourage diversity of thought and expression. Civility and professionalism are expected at every SAGES sponsored event. SAGES members, meeting/event attendees and guests will neither engage in, nor condone, any discrimination or harassment that contributes to an uncomfortable, ineffective, or hostile environment.

The Board of Governors may elect to annex international group affiliate members. Such members will affiliate through a specific Society or Association which represents endoscopic surgeons for a continent or a country with a population of more than 100,000. The Board of Governors shall fix group membership rates.

### **Section 2. Election of Members**

Membership shall be by self-nomination. Letters of recommendation must describe the applicant's training, skill, and experience in the practice of gastrointestinal and endoscopic surgery.

All Active applicants shall be evaluated on the basis of presented evidence of (a) formal training during a residency or fellowship program in at least one of the following: upper gastrointestinal endoscopy, laparoscopy/peritoneoscopy, endoscopic retrograde cholangiopancreatography (ERCP), colonoscopy, thoracoscopy as it relates to gastrointestinal disease, or (b) experience and skill in endoscopy in at least one of the above areas, or (c) experience and skill in endoscopic or laparoscopic surgery, as well as other evidence submitted with an application. Academic leaders dedicated to the goals and objectives of the Society may be considered for Active membership outside the above criteria.

### **Section 3. Active Members (practicing within the United States, Canada or Puerto Rico)**

The requirements for active membership shall be:

- A.** A license to practice medicine in his/her state, province, or country. The applicant may be in government service not requiring licensure.
- B.** Certification by the American Board of Surgery, the American Board of Osteopathic Surgery, fellowship in the Royal College of Surgeons, Canada, or fellowship in the American College of Surgeons.
- C.** A letter from a physician familiar with the applicant's practice attesting to his/her competency in surgery. Applicants may be required to submit operative or endoscopic reports or other documentation to substantiate practice experience and skill as determined by the Membership Committee.

### **Section 3i. Only Active Members will be eligible for election to office**

### **Section 4. Senior Members**

Senior membership status may be elected by application to the Executive Director and approval of the Board following the Member's 65th birthday or upon retirement from active practice after the age of 60 and after three or more years as an Active Member. Senior Members may vote but may hold office only by completing the term of office held prior to the request for senior status.

### **Section 5. International Members**

International membership shall be available to surgeons/gastrointestinal endoscopists who reside in a country other than the U.S.A., Canada or Puerto Rico, or surgeons/gastrointestinal endoscopists practicing in the U.S.A. who do not meet qualifications for Active/Active Associate/Candidate/Medical Student membership as a result of having trained outside the USA, Canada or Puerto Rico. The requirements for international membership shall be licensure and certification which meet the criteria of the country in which (s) he practices/trained. In addition, applicants for international membership must comply with Section 3, C, for Active Members above.

### **Section 6. Honorary Members**

The Board of the Society is authorized to confer honorary membership. Honorary membership will be reserved for those who made significant contributions to clinical or academic surgery and academic medicine but need not be in active surgical practice. Honorary Members shall have no voting privileges nor be eligible for election to office or appointment to the Board. They may, however, be appointed to committees ex officio.

### **Section 7. Candidate Members (both within the United States and International)**

The requirements for candidate membership status shall be:

- A.** Graduation from a medical school acceptable to SAGES.
- B.** Current status as either:
  - 1. A resident or fellow enrolled in an accredited program of surgical or gastrointestinal endoscopy education or research.
  - 2. A surgeon who has completed an accredited surgical education program or gastrointestinal endoscopy fellowship and is in active process of certification as approved by the American Board of Surgery.
- C.** A letter from the Program Director of the applicant's institution attesting to enrollment in or completion of a surgical education program.

Candidate status may continue for up to three years following completion of a general surgery residency or gastrointestinal endoscopy fellowship or until Board certification is attained and training is completed, whichever is first.

Candidate Members in good standing who obtain certification by the American Board of Surgery, the American Board of Osteopathic Surgery, the Royal College of Surgeons, Canada, or become a fellow of the American College of Surgeon shall automatically be inducted to Active membership upon providing evidence satisfactory to the Society. Candidate members who do not qualify to upgrade to Active membership would apply for the appropriate alternative membership category at the completion of training.

### **Section 8. Affiliate Members**

Affiliate membership will be available for eligible nurses, RNFAs, nurse practitioners, physician assistants, surgical educators, engineers and others devoted to a career in healthcare.

The requirements for membership are:

- A.** Active participation in the practice of or research in endoscopic or minimal access surgery.

### **Section 9. Associate Active Members**

The requirements for Associate Active membership shall be:

**A.** A license to practice medicine in his/her state, province or country. The applicant may be in government service not requiring licensure.

**B.** Certification by an American Surgical Specialty Board (other than those listed in Article XIII, Section 3B) which is a member of the American Board of Medical Specialties and which is appropriate to the applicant's specialty practice, or certification in gastroenterology by the American Board of Internal Medicine, or an appropriate equivalent specialty certification by the Royal College of Physicians and Surgeons of Canada, or, be an existing Candidate member who has completed all training, but does not qualify to upgrade to Active membership.

**C.** Documented experience in minimal access surgery (e.g. endoscopy, laparoscopy, thoracoscopy, robotics) in a surgical field other than gastrointestinal surgery, or documented recognition and expertise in advanced therapeutic gastroenterologic endoscopy, by an applicant dedicated to the goals of the Society.

**D.** A letter from a physician familiar with the applicant's practice attesting to his/her competency in the field of surgery. Applicants may be required to submit operative or endoscopic reports or other documentation to substantiate practice experience and skill as determined by the Membership Committee.

**Section 9i.** Following review by the Membership Committee, all applicants for this category are to be individually presented to the Board for approval.

**Section 9ii.** Associate Active Members are entitled to a vote. They are not eligible for election to office.

The total number of Associate Active Members shall at no time exceed 10% of the total number of Active Members of the Society.

**Section 10.** Medical Student Members (United States, Puerto Rico, and Canada)  
The requirements for Medical Student membership status shall be:

**A.** Proof of enrollment, such as a valid acceptance letter or ID badge, in an accredited medical school acceptable to SAGES.

Medical Student members in good standing, upon graduation from medical school, and at the beginning of residency or fellowship program (whichever comes first), shall automatically be inducted to Candidate membership upon providing evidence satisfactory to the Society. Medical Student status may continue for up to three years following completion of medical school or until acceptance in a residency program, whichever is first.

### **Section 11. Application Process**

Completed application forms, letters of recommendation, and other documentation shall be sent to the office of the Executive Director and distributed to the Membership Committee for review.

The Membership Committee, after due deliberation and close scrutiny of each application, shall determine if the applicant meets the criteria for membership and shall submit a recommendation to the Board of Governors of the Society. The Board of Governors shall be responsible for making final disposition concerning admission to membership.

The Executive Director shall notify the applicant of the final decision of the Board of Governors.

Individuals elected to membership shall assume such membership upon payment of the initiation fee and membership dues for the current year. Members elected after October 1 will be responsible for annual dues in January of the following year.

## **Section 12. Dues and Assessments**

Active, Associate Active, International, Candidate, Medical Student and Affiliate Members shall pay annual dues as determined by the Board. The Board shall fix these dues by resolution. Failure to pay dues for two consecutive years shall be reason for termination of membership in the Society. Honorary and Senior Members will not have dues levied. The Board may adopt special assessments when needed.

## **Section 13. Maintenance of SAGES Membership**

The SAGES Board of Governors may expel, request for the resignation, or otherwise discipline any member if a majority of voting members of the Board of Governors finds that the conduct of a member fails to maintain acceptable standards. The following are considered grounds for such disciplinary action:

1. Being convicted of a felony or of any crime relating to or arising out of the practice of medicine.
2. Limitation or termination of any right associated with the practice of medicine in any state, province, or country, including the imposition of any requirement for surveillance, supervision, or review, by reason of violation of a medical practice act or other statute or governmental regulation, disciplinary action by any medical licensing authority, entry into a consent order, or voluntary surrender of license.
3. Participating in communications to the public, SAGES members, medical societies, vendors or hospital and university administration which convey false or deceptive information through statements, testimonials, photographs, graphics, or other means including expert testimony, or which omit material information without which the communication is deceptive. In particular, testifying as an expert witness in a case where SAGES membership is material to the member's status as an expert is considered grounds for disciplinary action if the content of the testimony is false or deceptive.
4. Failure or refusal to cooperate reasonably with an investigation by SAGES of a disciplinary matter.

Disciplinary questions shall be investigated by or under the supervision of the SAGES President. Any case which in the opinion of the SAGES President may warrant further consideration of disciplinary action shall be referred to the Ethics Committee. If the Ethics Committee decides that disciplinary action should be taken in any case, its recommendation as to the action to be taken shall be submitted in writing to the SAGES Board of Governors.

The Ethics Committee shall not make a recommendation for disciplinary action with respect to a SAGES member unless written notice with a description of the nature, scope and alleged infraction has been sent to the member by registered or certified mail, or by any other means of delivery that provides SAGES with evidence of receipt, not less than thirty (30) days prior to a meeting of the Ethics Committee: (a) stating the time and place of such meeting, and (b) informing the SAGES member that disciplinary action will be considered at such meeting and offering the SAGES member an opportunity to appear in person with counsel if so desired and to submit such evidence as the SAGES member deems proper to show that disciplinary action should not be taken. At the conclusion of the meeting of the Ethics Committee, a written recommendation for disciplinary action will be forwarded to the Board of Governors for consideration and final action. The Board of Governors may adopt or reject the recommendation of the Ethics Committee or may impose such other disciplinary action as it deems appropriate.

The SAGES member will be notified of the final action taken by the Board of Governors in writing within thirty (30) days after the Board meeting. The notice will be mailed to the SAGES member by registered or certified mail, or by any other means of delivery that provides SAGES with evidence of receipt. The SAGES member will have thirty (30) days to request reconsideration, and may, within such thirty (30) day



period, submit additional written information for review and consideration. The SAGES President and the Chair of the Ethics Committee will review any material submitted and will determine if reconsideration by the full Board of Governors is warranted. The SAGES member will be notified of their final determination, and any additional disciplinary proceedings or determinations, by certified or registered mail or by any other means of delivery that provides SAGES with evidence of receipt.

SAGES Board of Governors who are members of the Ethics Committee shall not be disqualified by reason of their membership in such committee from voting on any matter presented to the Board of Governors by the Ethics Committee.

5. SAGES members, meeting/event attendees and guests have an obligation to act if they notice unethical or inappropriate conduct in other SAGES members, attendees of SAGES meetings/events or their guests. If directly approaching the individual(s) is insufficient to resolve the problem, this obligation includes reporting the conduct to the SAGES Executive Committee, Executive Director and/or Ethics Committee. The disciplinary process outlined in SAGES Bylaws, Article XIII, Section 13 will then be followed.

The SAGES Board of Governors may terminate the membership of any SAGES member:

1. If a SAGES member is, for any reason other than retirement, no longer involved in any aspect of surgery or the surgical specialty under which the member is qualified for membership, provided that such member shall be given adequate opportunity to present to the Board of Governors such facts as the member considers sufficient to justify the continuance of membership; or
2. A SAGES member is delinquent in the payment of membership dues or assessments two (2) years or more and has, upon notice failed to present a satisfactory and acceptable explanation for such delinquency to the Membership Committee.

#### **ARTICLE XIV. Officers**

**Section 1.** The Officers of the Society shall be President, First Vice President, Second Vice President, President-Elect, Secretary, and Treasurer. Officers shall hold office under terms and conditions determined by the Board. Officers may be removed from office by a vote of two-thirds of the Board at any time for reasonable cause.

#### **Section 2. Nominations**

Nominations for the Board and Officers shall be made by the Nominating Committee and the slate presented to the Board 90 days prior to the Annual Meeting of the Members. The slate will be circulated among the general membership at least 60 days prior to the Annual Meeting. Additional nominations may be presented to the Secretary of the Society at least 30 days in advance of the Annual Meeting by a petition of fifty Members.

#### **Section 3. Election**

Election of Officers and Members of the Board, as well as additional nominations from the membership, will take place by mailed ballot. The ballots must be returned at least 15 days prior to the Annual Meeting. The mailed ballots will be counted at the Annual Meeting by tellers designated by the President. Results of the election shall be announced at the conclusion of the Executive Session of the Annual Meeting. Election shall be by majority vote. All newly elected Officers, unless otherwise specified, shall take office immediately and shall hold office until the next Annual Meeting of the Society or until respective successors have been elected.

#### **Section 4. Vacancies**

Whenever a vacancy(ies) occurs in an office or on the Board, the vacancy(ies) may be filled by appointment by the Board until the next Annual Meeting. At that annual meeting, any remaining unexpired term will be filled by appropriate election. Any individual so elected is elected only for the remainder of the unexpired term.

#### **Section 5. President**

The President shall be the Chief Executive Officer of the Society, presiding at all Board, annual, scientific, and other meetings, executing all instruments requiring the signature of the President, and executing all orders and resolutions of the Board. (S)he may appoint committees otherwise not provided for and announce results of elections.

#### **Section 6. President-Elect**

The President-Elect shall carry out all duties designated by the President and will serve ex officio on all standing committees. The President-Elect shall perform all duties and exercise the powers of the President in the absence of the President.

#### **Section 7. Vice President(s)**

The Vice President(s) shall perform those duties as may be imposed by the Board or President. The First Vice President shall coordinate the various liaison groups within and outside the Society.

#### **Section 8. Secretary**

The Secretary shall attend and oversee the minutes of meetings of the Society and of the Board and shall be the keeper of the seal. (S)he shall sign and attest to all instruments of the Society and affix the seal thereto or may authorize the Executive Director to do so. (S)he shall supervise the custody of corporate records and, before the Annual Meeting, shall instruct the Executive Director to distribute the place, time, and date of the meeting to the Members.

#### **Section 9. Treasurer**

The Treasurer shall oversee all securities, funds and monies belonging to the Society. (S)he shall be responsible for the oversight and review of accurate accounts, recording of all monies, funds, securities, properties, and assets in the custody of the Society, showing at all times the amount of disbursements. (S)he shall report, at each Annual Meeting of the Board and the Members, on the financial condition of the Society.

#### **Section 10. Formation**

The President and President-Elect serve for one-year terms; the Vice Presidents serve for two year terms; the Secretary and Treasurer, three-year terms; the three most recent living Past Presidents serve for three years on the Board. Elected Members of the Board serve for three-year terms with at least three newly elected Members each year. Members of the Board will be elected.

#### **ARTICLE XV. Executive Director**

The Board may contract for administrative management. The chief management administrator shall be designated the Executive Director. (S)he shall serve in this capacity under contract until such time as two-thirds of the Board shall request his/her resignation or shall terminate his/her contract. The Executive Director and his/her staff are responsible for carrying out the administrative work of the Society, subject to policies, directions, and orders of the Board. The Executive Director, as the chief administrator of the Society, shall prepare and submit to the Board plans, suggestions, budgets, and recommendations as to policies and practices to be pursued by the Society. All duties are to be conducted under the authority and supervision of the Board or the President.

#### **ARTICLE XVI. Committees**

##### **Section 1. Purpose**

Standing, ad hoc, and special subcommittees shall act in an advisory capacity to the Board.

## **Section 2. Selection**

Committees shall be appointed by the President. Committees may, with the approval of the President, appoint subcommittees to carry out the work of the committees. All Committee Members are appointed for a one-year term and may be re-appointed at the discretion of the President.

## **Section 3. Powers**

Each standing committee shall have such powers and duties as prescribed by the Board.

## **Section 4. Executive Committee**

The Executive Committee shall exercise all authority of the Board and carry out all functions of the Board between meetings of the Board. The Executive Committee of the Board shall consist of seven Members and shall include the President, President-Elect, First Vice President, Second Vice President, Secretary, Treasurer, and the immediate Past President. The President shall act as Chairperson. In his/her absence, the President-Elect shall act as Chairperson; and in the absence or incapacity of both, the First Vice-President shall act as Chairperson.

## **Section 5. Nominating Committee**

The Nominating Committee shall consist of at least five but not more than seven members to include the three most recent living Past Presidents. The President shall appoint two additional members to the Nominating Committee, one of whom is a member of the Board and the other is a member-at-large. The immediate Past President shall act as Chairperson, and in the absence or incapacity of the immediate Past President, the most recent surviving past president shall act as Chairperson.

## **Section 6. Finance and Assets Management Committee**

The Finance and Assets Management Committee shall consist of three or more Members of the Board in addition to the Treasurer, who will serve as Chairperson of the Committee. The Committee shall have charge of the investment and re-investment of the funds belonging to the Society and shall cause a report of accounts of the Society to be prepared at least once in each fiscal year by a competent and independent firm of certified public accountants of good standing. Upon receiving such report, the Committee shall examine it and report to the Society. The report shall be filed with the records of the Society and an abstract thereof entered into the minutes of the Annual Meeting. The Committee shall advise the Board regarding all financial planning and shall, in addition, perform such other functions as assigned to it by the Board.

## **Section 7. Membership Committee**

The Membership Committee shall be composed of at least five Members. The Committee shall convene and review all applicants proposed for membership in the Society and recommend to the Board those applicants who meet all requirements. The Membership Committee shall oversee the membership outreach program and work with the administrative office to meet membership goals and objectives.

## **Section 8. Bylaws Committee**

The Bylaws Committee shall consist of at least three Members. The Committee shall review the Bylaws and make recommendations for modification when needed.

## **Section 9. Guidelines Committee**

The Guidelines Committee shall consist of at least five Members. The Committee shall review matters pertaining to current guidelines on standards of practice and/or the privileging of surgeons and may make recommendations to the Board as to specific guidelines to be promulgated by the Society.

## **Section 10. Continuing Education Committee**

The Continuing Education Committee shall consist of at least five Members. The Committee shall recommend the implementation of continuing education programs. It shall oversee implementation of SAGES' educational mission statement.

#### **Section 11. Resident and Fellow Education Committee**

The Resident and Fellow Education Committee shall consist of at least five Members. The Committee shall review matters pertaining to residency education in Gastrointestinal and endoscopic surgery. The Committee shall foster residency and fellowship education in gastrointestinal and endoscopic surgery and implement such training programs approved by the Board of Governors.

#### **Section 12. Liaison Committee**

The Liaison Committee shall consist of at least three Members, the Chairperson of which shall be the First Vice President. The Committee shall establish and maintain affiliations with other professional organizations in order to coordinate efforts that will further advance the purposes of the Society.

#### **Section 13. Program Committee**

The Program Committee shall consist of at least five Members. The Committee shall be responsible for organization, development, and evaluation of scientific sessions and other conferences approved by the Board of Governors. The Committee shall recommend the selection of sites for programs. The President-Elect will designate the Chairperson of the Annual Scientific Session, coordinator of local arrangements, or other program coordinators to be presented during the year of his/her tenure as President.

#### **Section 14. Educational Resources Committee**

The Educational Resources Committee shall consist of at least three Members. The Committee shall be responsible for the evaluation, development and/or production of educational products and enduring materials concerned with endoscopic surgery. This includes, but is not limited to, video, CDRom, DVD, interactive teaching, and computer resources.

#### **Section 15. Research & Career Development Committee**

The Research and Career Development Committee shall consist of at least three Members. The membership shall include surgeons with expertise in all facets of endoscopic surgery. The Committee shall (1) solicit and select research projects; (2) evaluate and award research grants or awards; (3) oversee and operate registries or studies; and (4) work with the Committee on Development to obtain funds for research. The Committee may also identify appropriate GI and endoscopic surgery research topics and projects and serve as a clearinghouse for Requests for Proposals (RFPs) in endoscopic surgical research.

#### **Section 16. Legislative Review Committee**

The Legislative Review Committee shall consist of at least three Members. The Committee shall review legislation and regulations that pertain to surgical endoscopy and seek to provide input to protect quality patient care and fair regulatory practices.

#### **Section 17. Technology Committee**

The Technology Committee shall consist of at least three Members. The Committee shall review existing and developing technology in medical and non-medical disciplines, evaluate their potential for future medical/surgical use, and provide an interface for the incorporation of such technology into surgical practice.

#### **Section 18. Awards Committee**

The Awards Committee shall consist of at least six Members who are the President-Elect, immediate Past President, and a representative of each of the following Committees: Program, Resident Education, Continuing Education, and Research. The Committee shall review nominees for various awards as established by the Board of Governors or its committees; make recommendations as to the nature of the

awards, the venue, and manner of presentation; and submit those recommendations to the Board for approval.

#### **Section 19. Committee on Development**

The Committee on Development shall consist of at least five Members. The Committee shall develop resource channels among the surgical community, corporate entities, foundations, other medical organizations, and government and agency groups. It shall work to develop educational, research, program, and training resources, both financial and in-kind services.

#### **Section 20. Publications Committee**

The Publications Committee shall consist of at least five members, including the Editor-in-Chief of the Journal. The Committee shall oversee the business and financial aspects of the official journal of the Society. It shall assist in development of new publications of the Society.

#### **Section 21. Flexible Endoscopy Committee**

The Flexible Endoscopy Committee shall consist of at least five members. The committee shall provide educational offerings specific to flexible endoscopy and ensure flexible endoscopy continues to be taught to general surgeons. It shall identify the needs of practicing surgeons and surgeons-in-training for education and training in flexible endoscopy.

#### **Section 22. Fundamentals of Laparoscopic Surgery (FLS) Committee**

The Fundamentals of Laparoscopic Surgery (FLS) Committee shall consist of at least five members, and shall oversee the ongoing FLS project. FLS is an educational tool to uniformly teach and test residents and practicing surgeons the basics of laparoscopic surgery. It includes both didactic education and manual skills testing.

#### **Section 23. Quality, Outcomes and Safety Committee**

The Quality, Outcomes and Safety Committee shall consist of at least five members. The Committee was created to construct a tool and infrastructure to help SAGES members address the issues of quality and accountability. The Outcomes tool measures the effectiveness of care both at the local level and through a national repository of data. The tool also provides a mechanism to support SAGES= members targeting improvement of their outcomes following evaluation of comparative performance.

#### **Section 24. Global Affairs Committee**

The Global Affairs Committee exists to promote global cooperation and exchange of knowledge to optimize patient care. This group shall oversee SAGES efforts outside the United States and Canada.

#### **Section 25. Liaison Groups**

Liaison Groups shall be topic-oriented groups which have representation on other committees, but do not necessarily meet formally as a committee. There shall be a lead or primary liaison who organizes the group. There shall be several liaisons who serve as representatives to the other committees, providing topic specific perspective to them. Liaison groups may include, but are not limited to, Pediatric and Rural Surgery.

#### **Section 26. Fundamentals of Endoscopic Surgery (FES) Committee**

The Fundamentals of Endoscopic Surgery (FES) Committee shall consist of at least five members, and shall oversee the ongoing FES project. FES is an educational tool to uniformly teach and test residents and practicing surgeons the basics of endoscopic surgery. It includes both didactic education and manual skills testing.

#### **Section 27. Humanitarian Committee**

The Humanitarian Committee shall consist of at least five members. The Committee shall promote national and international medical humanitarian ventures of interest to its members, and facilitate

exchange of information. This group shall support the efforts of SAGES, including but not limited to efforts in local communities during the annual scientific meeting.

#### **Section 28. Metabolic & Bariatric Surgery Committee**

The Metabolic and Bariatric Committee shall consist of at least five Members. The Committee shall review matters pertaining to the discipline of Metabolic and Bariatric surgery and may make recommendations to the Board regarding educational endeavors and position statements to be endorsed by the Society.

#### **Section 29. Ethics Committee**

The Ethics Committee shall consist of at least three Members. It shall set and define ethical standards for SAGES membership and provide leadership in advocating strong, clear ethical guidelines. It shall also review ethical issues concerning SAGES members at the request of the SAGES Board or President.

#### **Section 30. Ad Hoc Committees or Task Forces**

Committees or Task Forces, in addition to those specifically provided for in these Bylaws as deemed necessary to assist in the management, direction, and supervision of various activities of the Society, may be appointed and their functions prescribed by the President to serve at the pleasure of the President, the term not to extend beyond the succeeding Annual Meeting unless specified otherwise in the Bylaws or re-appointed by the Incoming President.

**Section 31.** Vacancies in the elected or appointed membership of any committee, whether specifically provided for by these Bylaws or created, shall be filled by the President.

### **ARTICLE XVII. Seal**

**Section 1.** The Corporate Seal shall be circular in form and shall have inscribed thereon the name of the Society, the year of organization, and the words "Corporate Seal, District of Columbia."

**Section 2.** A certificate of membership bearing a replica of the Society's seal shall be issued to each Member.

### **ARTICLE XVIII. Amendments**

The Bylaws may be altered, amended, or repealed upon recommendation of the Board if notice thereof has been presented to each Active, Associate Active, International, Candidate, and Senior Member at least 60 days prior to the Annual Meeting, discussed at the Annual Meeting and voted upon by email/mail ballot sent within 60 days after the Annual Meeting and returned within 60 days thereof. Adoption of amendments shall require the affirmative vote of at least three-fourths of the eligible Active Members returning ballots.

### **ARTICLE XIX. Indemnification**

**Section I.** The Society shall indemnify any and all Members of its Board, Officers, former Board Members or Officers, or any person who served or shall serve at the Society's request or by its election as a Governor or Officer of another corporation or society against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit, or proceeding in which they, or any of them, are made parties, or party, by reason of being or having been Governors or Officers or Governor or Officer of the Society or of such other corporation or society provided, however, that the foregoing shall not apply to matters as to which any such Governor, Officer, former Governor or Officers or person shall be adjudged in such action, suit, or proceeding to be liable for willful misconduct in the performance of duty or to such matters as shall be settled by agreement predicated on the existence of such liability.

**Section 2.** Upon specific authorization by the Board, the Society may purchase and maintain insurance on behalf of any and all of its Governors or Officers, or former Governors or Officers, or any person who has served or shall serve at the Society's request or by its election as a Governor or Officer of another corporation or society against any liability or settlement based on asserted liability, incurred by them by reason of being or having been Governor or Officers, or a Governor or Officer of the Society, or of such other corporation or society whether or not the Society would have the power to indemnify them against such liability or settlement under the provisions of the above section.