

**BYLAWS  
OF THE  
THE AMERICAS HEPATO-PANCREATO-BILIARY FOUNDATION, INC.**

**ARTICLE I**

**NAME**

The name of this non-profit corporation is The Americas Hepato-Pancreato-Biliary Foundation, Inc. (AHPBF). The AHPBF is hereinafter referred to in these Bylaws as the Foundation.

**ARTICLE II**

**PURPOSE**

The purposes for which the Foundation is organized are as follows:

1. To foster and advance the educational, research and training activities of the Americas Hepato-Pancreato-Biliary Association (the “Association”), and thereby enhance the quality of hepato-pancreato-biliary surgery and patient care.
2. To generally support the vision, mission, principals and objectives of the Association.
3. To operate exclusively for charitable, educational, research and training purposes within the powers granted to an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code of the United States.

**ARTICLE III**

**BOARD OF DIRECTORS**

1. 1. General Powers. The property, affairs, and business of the Foundation shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the Foundation and to committees such powers as provided for in these Bylaws.
2. Composition. The Board of Directors shall consist of thirteen (13) persons appointed by the Council of the Americas Hepato-Pancreato-Biliary Association (“Association”) from its own members. Five of the Directors shall be Past Presidents of the Association and will be voting members. Four of the Directors shall be At-Large Directors and also shall be voting members. When the Association Council appoints the nine voting members of the Board of Directors, careful consideration shall be undertaken to have representation from throughout the Americas. In addition, the President, President-Elect, Treasurer and Chairman of the Development Committee of the Association shall be non-voting members of the Board of Directors, ex-officio.

3. Terms. The terms of the nine voting members of the Board of Directors shall be three (3) years with an option to be reappointed once. The terms of the four non-voting, ex-officio members of the Board of Directors shall coincide with the terms of their respective office within the Association.
4. Resignation and Removal. Any Director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or Board of Directors. In addition, any Director may be removed, with or without cause, only by the Council of the Association.
5. Vacancies. Vacancies among the Directors, whether caused by resignation, death, removal, or expiration of a term, may be filled only by the Council of the Association.
6. Meetings. (a) The Board of Directors shall provide by resolution the time and place, whether within or without the State of Florida, for the holding of the annual meeting of the Board, and any other regular meetings of the Board.  
  
(b) Special meetings of the Board of Directors may be called by the President, or by a majority of the voting Directors then in office, who may fix any place, whether within or without the State of Florida, as the place for holding any special meeting.
7. Quorum. The presence in person of a majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present in person at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Directors may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other.
9. Informal Action. Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

## ARTICLE IV

### OFFICERS

1. Officers. The officers of the Foundation shall be a President, Vice-President, Secretary and Treasurer. These four (4) officers shall be selected from the nine (9) voting

members of the Board of Directors (see Article IV.2.). The officers shall serve for three (3) years and may be re-elected once. The Foundation also shall have an Executive Director who shall be the Executive Director of the Association. The Executive Director shall assist the Officers and Directors in the affairs of the Foundation and shall be nonvoting, ex-officio.

2. Selection. The officers of the Foundation shall be elected by the Board of Directors at the annual meeting of the Board. If the election of these officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.
3. Removal. Any officer may be removed as an officer by a majority vote of the Board whenever in its judgment the best interests of the Foundation would be served thereby.
4. Vacancy. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

## ARTICLE V

### COMMITTEES

1. Authority. (a) The Board of Directors may designate and appoint one or more committees of its members, each of which shall consist of two or more persons, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Foundation.  
  
(b) Other committees not having and exercising the authority of the Board of Directors in the management of the Foundation may be designated and appointed by the Directors.

## ARTICLE VI

### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. Contracts. The Board of Directors may authorize any officer or officers, agent, or agents of the Foundation in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.
2. Checks. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent, or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such

determination by the Board of Directors, such instruments shall be signed by the Treasurer or Secretary and countersigned by the President, Vice President, or Executive Director of the Foundation.

3. Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in banks, trust companies, or other depositories as the Board of Directors may select.
4. Funds. The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Foundation.

## ARTICLE VII

### BOOKS AND RECORDS; ADMINISTRATION

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

The administrative functions and day-to-day operations of the Foundation shall be conducted by the staff of the Association.

## ARTICLE VIII

### FISCAL YEAR

The fiscal year of the Foundation shall begin on the first day of January and end on the last day of December.

## ARTICLE IX

### INDEMNIFICATION

Any present or former Director, officer, or employee of the Foundation, or other such persons so designated in the discretion of the Board of Directors, shall be indemnified by the Foundation against all reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his or her legal representative may be made a party by reason of his or her being or having been such a Director, officer, or employee serving or having served the Foundation, except in relation to matters as to which he or she shall be found guilty of negligence or misconduct in respect to the matters in which indemnity is sought.

**ARTICLE X**

**PROCEDURE**

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Foundation where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws or rules adopted by the Board of Directors

**ARTICLE XI**

**AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted only by the Council of the Association.