

## ARTICLE I - NAME

This independent organization shall be known as The Americas Hepato-Pancreato-Biliary Association, Inc. (AHPBA).

## ARTICLE II - VISION, MISSION, PRINCIPLES AND OBJECTIVES

Section 1. **MISSION** - Advancing HPB care to improve patient lives.

Section 2. **VALUES** – AHPBA is committed to the following values:

- Collegiality
- Excellence
- Inclusivity
- Innovation
- Integrity
- Leadership

## ARTICLE III - MEMBERSHIP

The AHPBA shall have Active, Senior, Junior, Advanced Practice Provider, and Honorary members. Only active members have voting rights. The Association does not discriminate on the basis of gender, sexual preference, disability, religion, ethnicity, politics, or nationality. :

- A. Active Membership shall be available to any suitably qualified medical practitioner or scientist actively involved in any of the hepatic, pancreatic or biliary fields.
- B. Senior Membership shall be offered after retirement from active clinical or academic practice. Senior Members shall have all the rights of Active Members except voting rights, but are exempt from annual dues and will not receive any journals distributed as a benefit of membership. Members must notify the secretary in writing when changing their membership status from Active to Senior.
- C. Honorary Membership shall be considered for those distinguished individuals who have made exceptional contributions in the fields of hepatic, pancreatic or biliary disease whether clinical or scientific. Honorary membership may be proposed by any Member for consideration by the Executive Council, which will seek approval from the membership at its next Annual Meeting. Honorary Members do not have voting rights, are excluded from holding office, and are exempt from the annual dues.
- D. Junior Membership shall be available to any student, resident or fellow enrolled in a program of medical education or research. Junior members must convert to active members at the conclusion of their training. The requirements for Junior membership shall be provision of a statement from an active AHPBA member verifying the training status of the Junior applicant and the expected date of conclusion of training.
- E. Advanced Practice Provider Membership shall be offered to any health care provider who is not a physician or scientist. This includes, but is not limited to registered nurses, licensed practical nurses, clinical nurse practitioners, clinical trial managers, physician assistants, and technologists. Advanced Practice Provider members do not have voting privileges and are excluded from holding office, but will receive journals and other benefits of membership.
- F. Applicants must submit a completed application. The Membership Committee will review the applications and make recommendations to the Executive Council. Membership commences on payment of the annual dues. There may be an application fee set by the Executive Committee.
- G. Irrespective of type, membership to the AHPBA will be terminated if they:
  1. Resign in writing to the Secretary.
  2. Fail to pay dues as defined below in IV B.
  3. Fail to adhere to the AHPBA Bylaws.
  4. Fail to retain good standing within the medical or scientific profession and are removed by the Membership on the recommendation of the Executive Council
  5. Upon death.

## ARTICLE IV - DUES AND FINANCES

- A. Funds for the Association, its operation and functions shall be derived from membership dues, meetings, sponsorships, and other sources.
- B. Annual Dues shall be required to be paid by Active, Junior, and Advanced Practice Provider Members to maintain their membership and support the activities of the AHPBA. The level of the fee shall be determined by the Executive Council and approved by the membership. Any member who fails to pay the dues for **two** consecutive years will be deemed to have resigned from the AHPBA. Failure to pay dues on a yearly basis will result in suspension of the journal to that member.
- C. Financial operations of the Association shall be guided by a budget, which shall be initiated by the Executive Council under the direction of the Treasurer and shall be approved by the Executive Council prior to commencing the operating year.
- D. A financial report of the Association's financial accounts shall be made at least annually at the close of the fiscal year to the Executive Committee and the membership and made available to Members upon request.
- E. The Executive Committee shall prescribe registration and other fees for the educational activities of the Association, with advice and recommendation of the Program's Chairperson.

- F. The Fiscal Year shall be determined by resolution of the Executive Council.
- G. Financial Obligations for the Association are the responsibility of the Executive Council lead by the Treasurer. All contracts will be presented to the Executive Council for approval. The Treasurer and the President will review and sign all contracts for the Association. No officer shall have power or authority to bind the Association by a contract or engagement or to order it liable for any purpose or for any amount greater than \$5,000.00 without approval of the Executive Council.

## ARTICLE V - OFFICERS

The AHPBA shall have the following officers:

- A. The President shall preside at all Executive Council and Annual Meetings of the Association and shall ensure that the Bylaws and rules of order are observed. (S)he will appoint members to the standing committees of the AHPBA as well as representatives to other appropriate societies, and associations as needed. He/she shall represent the AHPBA as the delegate to the Council of the IHPBA
- B. The President-Elect will be elected for one year in advance of assuming the Presidency. In the absence or disability of the President, the President-Elect will perform the duties and exercise the power of the President. (S)he will also serve as a voting member of the Program Committee and is responsible for any postgraduate course offerings at the annual meetings.
- C. The Secretary shall, in collaboration with the management firm for the AHPBA, attend and oversee the minutes of meetings of the Association and of the Executive Council. (S)he shall sign and attest to all instruments of the Association (S)he shall supervise the custody of corporate records and, before the Annual Meeting, shall distribute the place, time, and date of the meeting to the Members. The secretary shall oversee distribution of the agenda as well as attend and keep the minutes of all meetings of the Executive Council and the AHPBA. The Secretary shall oversee membership lists, prepare a list of candidates for membership, and serve as a voting member of the Membership Committee. The Secretary shall oversee registration for documents, retention of archives, and notification of officers, committee members and representatives of their election of appointment. (S)he shall be elected for two years and may be re-elected once.
- D. The Treasurer shall oversee all securities, funds, and monies belonging to the Association. The Treasurer shall maintain proper records of all financial transactions and shall submit accounts to the Executive Council, the Audit Committee and to the membership at the Annual Meeting. He/she shall prepare a budget and have the AHPBA's financial resources audited annually, and will serve as Chair of the Finance Committee. (S)he will report at each Annual Meeting and Executive Council on the financial condition of the Association. All checks of the Association will be signed by the Treasurer after presentation of written and recorded invoice by the Association management team. (S)he shall be elected for two years and may be re-elected once.
- E. A minimum of four Members-at-Large shall be elected to the Executive Council for a period of two years and may be re-elected.
- F. Nominations for office shall be submitted to the Secretary in writing not less than one month before the next annual meeting. Nominees shall be Active Members. Anyone who proposes or seconds a nominee shall be an Active or Senior Members of the AHPBA. The consent of the nominee should accompany the nomination. A nomination committee, composed of Immediate Past President, the President and the President-Elect shall make nominations of officers, committee chairs, at large Council members, and the Vice-Chair of Program Committee.
- G. Election of officers and committee chairs shall take place at the Business Meeting during the Annual Meeting. A majority of votes cast shall constitute election. All officers will assume office immediately following the annual Spring meeting.
- H. Vacancies: The President, in consultation with the Executive Council, shall appoint replacement members if vacancies occur unexpectedly among the Executive Council or the Officers other than the President himself as well as the AHPBA representative to the Fellowship Council Board and the two members of the Fellowship Council Accreditation Committee.

## ARTICLE VI - EXECUTIVE COUNCIL

- A. The Executive Committee shall consist of the President; President-Elect, Secretary, and Treasurer. The Executive Committee shall meet virtually or in person at least quarterly and will oversee the day to day business of the Association in collaboration with the Association's management firm.
- B. The Executive Council shall consist of the President; Immediate Past-President; Past President (2 years past); President-Elect; Secretary; Treasurer; Chairperson of each standing committee, ; a minimum of four Members-at-Large and the association representatives to other societies or organizations.
- C. Executive Council Meetings shall take place semi-annually during the Annual Meeting prior to the Business Meeting and in association with the American College of Surgeons Clinical Congress. Additional meetings are at the discretion of the President. Conference calls may be organized as well. Ordinarily, at least 2 weeks' notice prior to meetings will be given.
- D. A Quorum for transaction of business shall consist of ½ of the members of the Executive Council. The acts of the majority of a meeting for which written or electronic notice was provided at least two weeks in advance shall be the acts of the Executive Council. These acts may occur in person or by electronic means.

## ARTICLE VII - COMMITTEES

The President will appoint new committee members as necessary. All Committee Members and Chairs are elected/appointed for renewable two-year terms unless otherwise specified. Appointment of committee co-chairs is at the discretion of the President, however, only the seated committee chair will be a voting member of the Executive Council. The AHPBA shall have the following Committees:

- A. The Nominating Committee shall be composed of the Immediate Past President, the President and the President-Elect. They will function as outlined in Article V, Section F.
- B. The Program Committee shall be composed of a Chair, the President-Elect, the Vice-Chair and members appointed by the President sufficient to fulfill the work of the Committee. The Chair will be the Program Chair for the annual meeting. The Vice-Chair will succeed the Program Chair for the next annual meeting. The committee shall organize free papers, poster sessions, and invited lectures. The President-Elect organizes postgraduate courses. Members, other than the President-Elect, will serve for renewable two year terms. The former Chair of the Committee will remain a member for one year after completion of their term as Chair.
- C. The Membership Committee shall be composed of a Chair, the Secretary, all AHPBA National Chapter presidents (Article XI), the Chair of the Advanced Practice Provider Subcommittee and members that will be appointed by the President sufficient to fulfill the work of the Committee. The committee shall review applications for membership and make recommendations to the Executive Council regarding member retention and membership services. The committee will integrate and support the activities and special needs of its sub-committees.
  1. Advanced Practice Provider Subcommittee shall be composed of a Chair and members will be appointed by the President sufficient to fulfill the work of this subcommittee. The Subcommittee will develop strategy to increase the scope of opportunities offered to Advanced Practice Provider professionals through the AHPBA. The subcommittee will solicit and review applications for membership among Advanced Practice Provider professionals in conjunction with the Membership Committee. The Advanced Practice Provider Subcommittee will also create and implement content specifically aimed at Advanced Practice Provider care professionals, which may include content for the website, annual meeting, or other venues as determined by the Executive Council.
  2. The AHPBA National Chapters Subcommittee will be composed of the President of each active regional national chapter in the AHPBA as stipulated in Article XI and will be chaired by the Chair of the Membership Committee, and the Chair of the International Relations Committee shall also serve on this sub-committee. The subcommittee will

create a forum for communication, growth of chapter membership, and integration of the regional chapter members into the activities of the larger association and with each other.

- D. The Publications Committee shall be composed of members appointed by the President sufficient to fulfill the work of the Committee. The Committee will develop guidelines for the treatment of HPB disease and oversee arrangements with Association's journal, as well as provide oversight for content and structure to the organization's website and social media platforms.
- E. The Education and Training Committee shall be composed of a Chair and members appointed by the President, and the AHPBA representative to the Fellowship Council Board. The Chair of the Education and Training Committee will also serve on the HPB Surgery Fellowship Program Directors Committee as a non-voting member, and likewise the Chair of the HPB Fellowship Program Directors Committee will serve on this committee as a non-voting member. This committee will propose HPB surgery fellowship standards and requirements to be ratified by the Executive Council and executed through the Fellowship Council. The committee will oversee development of HPB Surgery Fellowship Certificate standards and will review certificate applications and propose candidates to receive the AHPBA Certificate of Training in HPB Surgery to the Executive Council. Two members of this committee shall be appointed to the Fellowship Council accreditation committee. The committee will be responsible for all matters relating to education and training of residents, fellows, and policy regarding postgraduate training in HPB surgery.
  - 1. The Ultrasound Sub-Committee shall be composed of a Chair and members as appointed by the President sufficient to fulfill the role of this committee. This Sub-Committee will be responsible for all issues regarding ultrasound education for the AHPBA membership. This sub-committee will lead all AHPBA ultrasound educational programs and courses, while furthering AHPBA's vision in ultrasound education for its members. This sub-committee will report activities and progress to the Education and Training Committee. This sub-committee will work closely with the Program Directors' Committee regarding fellow training and with the Professional Development Committee regarding practicing surgeon training to address educational issues across the continuum of AHPBA membership. Lastly this sub-committee will work closely with the Development Committee to ensure communication and fund-raising efforts with industry are aligned for the purpose of AHPBA Member ultrasound education.
- F. The HPB Fellowship Program Directors committee shall be composed of all Fellowship Directors and Co-Directors of Fellowship Council accredited HPB Fellowships in North America. Each fellowship will have a single vote within the committee. A Chair will be selected from the membership of the committee by the President to serve a renewable two year term. The Chair of the Education and Training Committee will serve on this committee as a non-voting member. The committee will oversee the fellowship match process and logistical matters relevant to delivering high quality HPB fellowship programs, and will address issues, concerns and needs of HPB fellows. The Chair of this committee will serve as a non-voting member of the Education and Training committee and will oversee the HPB Fellows Subcommittee which is under the direction of the HPB Fellowship Program Directors Committee.
  - 1. The HPB Fellow's Subcommittee will be under the direction of the Chair of the HPB Fellowship Program Director's committee. The Fellow's subcommittee will be composed of current HPB fellows in training, recent graduates of HPB fellowships, a representative from the Professional Development Committee, and interested general surgery residents. This subcommittee will address interests of HPB fellows, fellowship recruitment and workforce considerations, and will provide networking opportunities for fellows and Junior members interested in the field of HPB Surgery.
- G. The Research Committee shall be composed of members who will be appointed by the President sufficient to fulfill the work of the Committee. The committee shall encourage collaborative hepatic, pancreatic or biliary research and foster the training of young investigators and fellows. Members of this committee will participate in grant review and the development of evidence-based consensus statements on behalf of the Association.
- H. The Clinical Trials Committee shall be composed of members who will be appointed by the President sufficient to fulfill the work of the Committee. This Committee will participate in the

evaluation, development, and delivery of clinical trials developed and/or executed by the Association.

- I. The Development Committee shall be composed of a Past President who will serve as Chair and members that will be appointed by the President. The committee will work with management staff to solicit and secure fundraising for the annual meeting, and will ensure that the Association's published conflict of interest policy is followed in all industry interactions. The committee will provide oversight of the Industry Council activities in accordance with the approved AHPBA Industry Council policy.
- J. The International Relations Committee shall be composed of a Chair and members who will be appointed by the President. The committee will work to build and improve communications and societal relationships with HPB surgeons throughout the Americas, focusing specifically on the Western Hemisphere. The committee will promote, support and assist in the coordination of AHPBA outreach missions with a goal of supporting and developing HPB surgeons, programs and resources across the Americas. The committee will collaborate with the IHPBA and WHO in international outreach activities. Through enhancing communication among HPB surgeons across the Americas, the committee will assist in the development of new national chapter associations.
- K. The Surgical Innovation Committee shall be composed of a Chair and members appointed by the President sufficient to fulfill the work of the Committee. This Committee's task is to identify promising emerging technologies and therapeutics applicable to the treatment of pancreatic, liver, and biliary disease that are in the design or development stage. The committee will develop strategies to engage inventors and/or company representatives and serve as a liaison between them and relevant AHPBA committees. The objective of the committee will be to assist with more rapid integration of promising technologies and therapeutics into the clinical arena to better serve patients.
- L. The Professional Development Committee shall be composed of a Chair and members appointed by the President sufficient to fulfill the work of the Committee. The committee will address professional development and continuing medical education needs of the membership, and practice issues affecting members of the organization. Such activities include, but are not limited to, the development of maintenance of certification and continuing medical education processes/programs for AHPBA members in conjunction with the Program, Research, and Education & Training Committees.
- M. The Finance Committee shall be composed of three or more members of the Executive Council in addition to the treasurer, who will serve as Chair of this Committee. The committee shall oversee all financial transactions including any investment and/or re-investment of the funds belonging to the Association and shall create a report of accounts of the Association to be prepared at least once in each fiscal year. Upon receiving such report, the committee shall examine it and report to the Association. The report shall be filed with the records of the Association and an abstract thereof entered into the minutes of the annual meeting. An external audit will be performed by a competent and independent firm of certified public accountants in good standing every three years, and will be performed internally by the association's certified public accountant and Finance committee on alternate years. The committee shall advise the Executive Council regarding financial planning and shall, in addition, perform such other functions as assigned to it by the Executive Council.
- N. The Conflict of Interest Committee shall be composed of a Chair and members appointed by the President sufficient to fulfill the work of the Committee. The committee shall oversee the Association's compliance with the published conflict of interest policies and shall review all disclosures of potential conflicts by leadership and individuals making presentations at the annual meeting or other AHPBA branded events. The committee will review any expressed concerns of ethical misconduct or conflict of interest, and will oversee the development of all policies and procedures concerned with these issues.
- O. Other (Ad Hoc) Committees – Committees, in addition to those specifically provided for in these Bylaws, may be appointed by the President as deemed necessary to support the functions and mission of the Association. The functions of these committees will be prescribed by the President and will not extend beyond the succeeding Annual Meeting unless formally extended by a majority vote of the Executive Council.

- P. All sessions of the Executive Council, Membership, and Committees of the Association shall be governed by parliamentary procedure prescribed in Roberts Rules of Order.

## ARTICLE VIII - MEETINGS

The AHPBA shall have the following Meetings:

- A. The Annual Meeting of the Association will provide an annual forum for scientific presentations, invited lectures, postgraduate course and discussion of other pertinent issues.
- B. The Business Meeting of the AHPBA shall be held during the Annual Meeting and will be open only to members. Appropriate reports, election of officers, announcement of appointments and discussion of old and new business shall take place at the Business Meeting. All members of the AHPBA are entitled to submit to the Secretary, in writing, items for inclusion on the agenda of the Business Meeting for the purpose of election of officers and conduct of other business. All matters of policy shall be decided by a majority vote of members either at the Business meeting or through electronic means prior or following the Business Meeting as deemed necessary by the Executive Council.

## ARTICLE IX - PROFESSIONAL CONTRACTED MANAGEMENT

Administrative Management: The Executive Council may contract for abstract management, administrative management and meeting management. The chief management administrator may be designated the Association Executive Director. (S)he shall serve in this capacity under contract. The Executive Director and his/her staff are responsible for carrying out the administrative work of the Association, subject to policies, directions, and orders of the Executive Council and President. All duties are to be conducted under the authority and supervision of the Executive Council and the President. The management team should assist the treasurer in developing the annual budget. Only the Executive Council may incur financial obligations for association management. Administrative management and meeting management contracting will require at least 3 competitive bids upon initiation and each renewal, unless majority vote of the Council indicates renewal of the current management contract is desirable for the Association without obtaining additional bids.

## ARTICLE X - AMENDMENTS

The Bylaws may be altered, amended, or replaced at any Annual Meeting of the members or by an electronic vote before or after the Annual Meeting on the recommendation of the Executive Council if:

- A. Notification of intention has been communicated via email or hard copy to the Active Members at least two months before the vote is called.
- B. Three-fourths of the members participating in the voting vote affirmatively.

## ARTICLE XI - AHPBA CHAPTERS

- A. The Association will encourage the creation of National Chapters within all regions of the Americas and will promote and cooperate in Chapter activities.
- B. National Chapters may be independent organizations or may be subgroups of other National Surgical Associations.
- C. The composition of National Chapters within the AHPBA must consist of a minimum of six members all of whom are members of either the AHPBA or IHPBA; Chapter Presidents must be members of the AHPBA.
- D. Chapter Presidents will become automatic members of the AHPBA National Chapters Subcommittee, under the direction of the Chair of the Membership committee. Subcommittee

Members are charged with promoting and integrating the activities of their National Chapters into the AHPBA. This subcommittee will meet annually with the AHPBA officers at the AHPBA Meeting.

- E. National Chapters within the AHPBA will also be recognized by the IHPBA.

## **ARTICLE XII - DISSOLUTION**

After all outstanding debts and claims have been satisfied, the organization may dissolve. The members shall distribute the property of the AHPBA to the members or to such other organizations maintaining objectives similar to those set forth herein which may be entitled to exemptions under Section 501C(3) of the Internal Revenue Code or any future corresponding provision.

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