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

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100 **ARTICLE 1: ORGANIZATION**

101 The name of the organization is the American Burn Association (the "Association").

102 **ARTICLE 2: INCORPORATION AND OBJECTIVES**

103 **Section 2.1: Incorporation**

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

107 **Section 2.2: Mission**

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

109 **Section 2.3: Objective**

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

114 **ARTICLE 3: MEMBERS**

115 **Section 3.1: Membership**

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

118 **Section 3.2: Classes of Members**

119 **Section 3.2.1: Active Members**

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

125 **Section 3.2.2: Senior Members**

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

132 **Section 3.2.3: Honorary Members**

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

138 **Section 3.2.4: Resident/Student Members**

139 Any individual currently enrolled and in good standing in an accredited school of medicine, osteopathy, nursing,
140 occupational or physical therapy, nutrition, pharmacy, social work, or other health-related school, and individuals
141 in an accredited residency program or a recognized burn fellowship, may elect to become a Resident/Student
142 member. The individual shall submit a request for Resident/Student status to the Central Office and include a

143 letter from the Dean or Director of the school, the program director, or such other documentation that the
144 Executive Director may require. The Executive Director, in his or her sole and absolute discretion, may grant the
145 request to become a Resident/Student member. Resident/Student member status shall expire after one year,
146 but may be renewed with further attestation of the Resident/Student member's continued good standing by the
147 Dean or Director of the school, the program director, or such other documentation that the Executive Director
148 may require. Resident/Student members shall enjoy all the rights of an active member, as set forth in Section
149 3.2.1: . Resident/Student members shall pay discounted dues, as determined by the Board. Resident/Student
150 members shall only pay those assessments which the Board expressly determines shall be the Resident/Student
151 members' obligations. Absent a specific resolution by the Board, the Resident/Student members shall pay no
152 assessments. Resident/Student members shall receive a subscription to the Journal.

153 **Section 3.2.5: Organizational Members**

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

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

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

164 **Section 3.4: Dues and Assessments**

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

174 **Section 3.5: Resignation and Expulsion**

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

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

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

193 **Section 4.1: Qualifications**

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

198 **Section 4.2: Terms of Office**

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

205 **ARTICLE 5: BOARD OF TRUSTEES**

206 **Section 5.1: Composition**

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

211 **Section 5.2: Qualifications**

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

215 **Section 5.3: Terms of Office**

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

220 **Section 5.4: Duties and Powers**

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

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

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

230 **Section 5.5: Removal from Office**

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

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

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

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

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

246 **Section 5.8: Executive Session**

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

252 **Section 5.9: Remote Communication**

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

258 **Section 5.10: Voting**

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

262 **Section 5.11: Action Without Meeting**

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

264 **ARTICLE 6: EXECUTIVE COMMITTEE**

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

268 **ARTICLE 7: NOMINATIONS AND ELECTIONS**

269 **Section 7.1: Nomination Procedure**

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

274 **Section 7.2: Elections**

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

278 **Section 7.3: Vacancy in Office**

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

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

286 **Section 8.1: Annual Meeting**

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

291 **Section 8.2: Business Meeting**

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

299 **Section 8.2.1: Business Meeting Quorum**

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

301 **Section 8.2.2: Parliamentarian**

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

303 **ARTICLE 9: Executive Director**

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

319 Board and the Executive Compensation Committee may include input from other members of the Central Office
320 staff.

321 **Section 9.1.1: Term of Executive Director**

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

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

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

337 **Section 9.1.3: Cancellation by the Association**

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

344 **Section 9.1.4: Hiring policies**

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

349 **Section 9.2: Editor of the Journal**

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

353 **ARTICLE 10: COMMITTEES, SPECIAL INTEREST GROUPS and ADVISORY PANELS**

354 **Section 10.1: Types of Committees; SIGs; Advisory Panels**

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

359 **Section 10.2: Composition and Terms**

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

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

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

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

378 **Section 10.4: Meetings**

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

382 **Section 10.5: Committee Chairs**

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

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

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

393 **Section 10.7: Staff liaisons**

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

396 **Section 10.8: Dissolution of Committees**

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

400 **Section 10.9: Standing Committees**

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

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

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

407 **Section 10.9.2: Archives Committees**

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

411 **Section 10.9.3: Burn Prevention**

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

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

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

420 **Section 10.9.5: Education**

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

423 **Section 10.9.6: Ethics**

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

425 **Section 10.9.7: Membership Advisory Committee**

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

430 **Section 10.9.8: Research**

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

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

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

437 **Section 10.10: Operating Committees**

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

440 **Section 10.11: Board Committees**

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

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

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

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

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

455 **Section 10.11.3: Awards Committee**

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

459 **Section 10.11.4: Bylaws Committee**

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

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

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

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

478 **Section 10.11.6: Executive Compensation Committee**

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

488 **Section 10.11.7: Nominating Committee**

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

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

494 **Section 10.12: Ad hoc Committees**

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

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

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

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

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

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

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

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

512 **Section 10.13.2: Meetings**

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

515 **Section 10.13.3: Leadership**

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

519 **Section 10.14: Advisory Panels**

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

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

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

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

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

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

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

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

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

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

544 **ARTICLE 11: CONFLICTS OF INTEREST**

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

550 **ARTICLE 12: SEAL**

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

553 **ARTICLE 13: FISCAL YEAR**

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

555 **ARTICLE 14: PARLIAMENTARY AUTHORITY**

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

559 **ARTICLE 15: INDEMNIFICATION**

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

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

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

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

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

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

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

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

591 *Approved by membership January 13, 2020*