

2010 Approved Revisions

THE INTERNATIONAL SOCIETY FOR BURN INJURIES CONSTITUTION AND BYLAWS

ARTICLE 1. - NAME & OFFICES

1.1 Name

In conformity with the decision of a meeting of delegates at the Second International Congress for Research in Burns which took place in Edinburgh on 24 September, 1965, an international non-profit making corporation to be known as "The International Society for Burn Injuries" is hereby set up.

1.2 Known Place of Business and Statutory Agent.

The known place of business and statutory agent of the International Society for Burn Injuries, a non-profit corporation incorporated in the State of Arizona, USA, shall be designated from time to time by the appropriate filing by the Society in the office of the Corporation Commission of the State of Arizona.

ARTICLE 2 – Vision and Mission

Vision. To maintain and develop the role of the International Society for Burn Injuries as the world federation for those interested in burns to include any and all national and regional societies. **Mission.** The purpose and aims of the Society shall be to promote core areas that are central to the treatment of patients with burn injuries globally to include:

- 1) Education, Research, and Training
- 2) Public Policy and Advocacy
- 3) Quality of Care
- 4) Society Operations

ARTICLE 3 - MEMBERSHIP

3.1 Categories.

The members of the Society shall consist of the following categories:

Regular Members.

Physicians, surgeons, nurses, ancillary workers, scientists and non medical persons of all countries who are actively engaged in the care of some aspect of the burned patient, or who plan an active part in attempting to reduce the incidence and harmful effects of the injury.

Senior Members.

Upon reaching the age of 65, any member will be granted, upon request, Senior Membership, and be entitled to waiver of dues, although they will pay the negotiated rate for the journal, *Burns*.

Honorary Life Members.

Any persons who have given long and devoted service or have brought distinction to the Society or have made an outstanding contribution to some aspect of the problem of burns. Honorary Members are recommended by the Executive Committee and elected by the General Assembly. Honorary Life Members will be entitled to waiver of dues and registration fees at biennial congresses. They shall receive a free copy of the journal *Burns*. They will also be entitled to business class airfare to the biennial congress when their election is announced.

Corporate Members.

Any corporation or firm, that desires to become a member of the Society, will be eligible to apply for a corporate membership.

3.2 Membership Fees.

The annual dues for all category of the membership shall be fixed by the General Assembly at the Biennial Congress upon the recommendation of the Executive Committee. Application for membership shall be forwarded with the fees and application form to the Treasurer via mail, facsimile, or web site (www.worldburn.org).

3.3 Voting Rights.

Only Members in good standing will have voting rights and may be elected officers or appointed and elected to committees.

ARTICLE 4 - OFFICERS

4.1 Numbers and Titles

The Society shall have eight (8) officers: President, President-elect, three Immediate Past Presidents, Secretary, Treasurer, and Chairman, Program Committee.

4.2 Authority.

Officers shall have such authority and perform such duties in the management of the Society as are provided in these Bylaws or may be determined by resolution of the General consistent with these Bylaws.

4.3 Compensation.

The compensation, if any, of officers shall be determined by the Executive Committee.

4.4 Election.

a) Officers shall be nominated by the Nominating Committee and elected by the General Assembly at each Biennial Congress. No person shall hold more than one office at a time.

- b) Only fully paid Regular Members will have voting rights. Election shall be by a majority vote of eligible members.
- c) The Secretary and the Treasurer shall each be elected for one four year term, and shall not then be eligible for re-election to that office. To ensure continuity, the elections will be staggered such that only one of these officers will normally be elected at each Biennial Congress. Should an election be required for both positions simultaneously, for example on premature resignation of the incumbent, the new office holder shall be deemed temporarily elected and shall be eligible for re-election for one full term subsequently. All other officers shall be elected for a term of two years and may be re-elected for one subsequent term. The President and President-Elect are not eligible for re-election.

4.5 Duties of Officers.

President. The President shall be the executive officer of the Society and see that all orders and resolutions of the Executive Committee and General Assembly are carried into effect; shall have general supervision of the business and property of the Society in the ordinary course of its business, and with the assistance of the officers conduct the business of the Society; shall organize and preside over all official meetings of the Society.

President-Elect. The President-Elect shall serve as President in the inability or incapacity of the President to serve, or when requested to do so, shall perform other duties and shall succeed to the office of President at the close of the next Biennial Congress.

Secretary and Treasurer. The Secretary and Treasurer shall be jointly responsible for the Society's current records and record keeping. Such records shall be available for inspection on request by any member of the Society.

The Secretary shall carry on all official correspondence of the Society; and shall maintain minutes of all meetings of the Executive Committee and General Assembly or any committee, and cause notice of such meetings to be given when requested by any person authorized to call such meetings; and shall sign with the President, when necessary in the name of the Society, contracts of the Society. The Secretary shall in conjunction with the President publish an annual newsletter to include the President's Annual Report and shall perform such other duties as may be prescribed by the Executive Committee.

The Treasurer shall bill and collect all dues and funds and deposit them in such bank as may be designated or approved by the Executive Committee and shall arrange for payment of all accounts submitted to him. The Treasurer shall receive application and payments of all new members of the Society and keep an annual listing of same; shall keep a roster of members of the Society and their payment of dues and shall make an annual report to the Executive Committee and General Council, and in conjunction with the Audit Committee provide an annual financial report.

The Secretary and Treasurer shall each be elected for a term of four years. The Secretary and Treasurer will work closely with each other, and deputize one for the other when inability or incapacity so demands. An election shall be held at each biennial Congress for either Secretary or Treasurer, whose terms of office shall be staggered to ensure continuity of experience in these roles.

Chairman of the Program Committee shall be responsible for providing a carefully planned biennial educational program of sufficient depth and scope to meet the educational needs of the membership. He and the committee will identify educational needs through ongoing communication with the membership. The Chairman of the Program Committee is also responsible for reviewing programs submitted by organizations requesting either ISBI endorsement or sponsorship.

ARTICLE 5 - EXECUTIVE COMMITTEE

5.1 Composition. There shall be an Executive Committee consisting of the Officers, the Regional Representatives and the Administrative Director.

5.2 Regional Representatives: The thirteen Regional Representatives shall be from at least one of each of the World Health Organization Regions. The number of Representatives from each region will be based on number of members within that region. They shall co-ordinate efforts and activities of the Society in their Region by working with appropriate national or regional groups and National Representatives in their Region. The Regional Representatives shall be elected for a term of two years and may be re-elected for one subsequent term.

5.3 Administrative Director: The Administrative Director will work closely with all members of the Executive Committee, particularly the Secretary and Treasurer. The Administrative Director will be responsible for maintaining the membership database, processing new memberships, preparing dues notification and processing payments, provide membership data as requested by the Executive Committee and Committee Chairs, interface with journal publisher to monitor on line access and eligibility to receive journal, manage the Society's web site and its interface with the database, and participate in the active recruitment of new members by manning an ISBI booth at various congresses as requested by the President or Executive Committee. The ISBI Administrative Director will be an ad hoc, non-voting member of the Executive Committee.

5.4 Function. The Executive Committee shall carry out the functions of the Society and shall receive reports of officers as appropriate, committee chairs, regional representatives and national representatives; shall approve budget and financial statements and the agenda for the General Assembly.

5.5 Meetings. The Executive Committee shall meet at least annually and more often as necessary at the invitation of the President. The President shall determine the date and location of the meetings. A quorum to constitute an official meeting of the Executive Committee shall consist of a majority of the Officers. Actions recommended by the quorum shall be subject to ratification by the Executive Committee as a whole via email. The Executive Committee has 7 days to respond and non-response is taken as an action in the affirmative.

ARTICLE 6 - COMMITTEES

6.1 Designation There shall be Standing Committees of the Society established by a majority vote of the General Assembly to insure the aims of the Society. These will include:

Burn Care

Disaster Planning

Laboratory Services
Nursing
Prevention
Program
Rehabilitation
Research
Industry Relations
Archive

Audit Committee: An audit committee consisting of one or more members shall be appointed by the President at each biennial Congress. The audit committee shall report to the General Assembly noting any particularly unusual matters concerning income or expenditures. ISBI financial records shall undergo and annual external revenue in conjunction with income tax preparation.

6.2 Composition: Each committee shall consist of a Chair, and at least five but not more than nine members. The committee Chair may appoint as many ad-hoc members as he/she desires.

6.3 Appointment; Vacancies. At each Biennial Congress, the President shall appoint the Chair of each committee except the Nominating Committee. The Chair will recommend and the President will appoint members for the committee. In the event of a vacancy on a committee, the vacancy will be filled by the same process.

6.4 Meetings. Committees should meet at least during each Biennial International Congress of the Society.

6.5 Removal. Any committee member who has failed to participate for 18 months or has failed to communicate with his/her committee should be contacted by the Secretary, and if no response is received within 60 days the committee member shall be deemed to have resigned from his position.

6.6 Ad hoc committees. Ad hoc or temporary committees may be appointed by the President as required to fulfill the aims of the Society.

6.7 Authority. Each committee shall have authority to the extent provided in the resolution establishing such committee; however, no committee other than the Executive Committee shall have authority in reference to amending the Articles of incorporation; approving a plan of merger or consolidation; amending, altering, or repealing these By-laws or adopting new By-laws; electing or removing officers or committee members; altering or repealing any resolution of the General Assembly which by its terms provides that it shall not be amended or repealed.

6.8 Special Committees. Nominating Committee. The Nominating Committee (NC) shall consist of the President of the Society, the two (2) immediate past presidents, President-elect, and 3 Regional Representatives chosen from different regions on a rotating basis by the Executive Committee. The senior past president will reside as Chair of the Committee. Nominations may be submitted to the Nominating

Committee by any person or Society and must include written justification for the individual. Associations are invited to propose up to three potential candidates for consideration by the NC.

The Nominating Committee shall make to the Executive Committee, for their approval, recommendations for offices of the next President-Elect, Secretary, Treasurer, thirteen Regional Representatives, and Chair of Program Committee. Following approval by the Executive Committee, the Secretary will present the Nominating Committees recommendation to the General Assembly for election. Additional nominations duly proposed and seconded may be made by a Member or Members at the time of the General Assembly meeting.

ARTICLE 7 NATIONAL REPRESENTATIVES

7.1 Selection: Term. The National Representatives will be the official contact between their country or society and the Executive Committee and shall be a paid-up Regular Member of the Society and **shall be selected by the national burn association of their country, chapter of the ISBI, or by the ISBI members in their country.** National Representatives shall continue in office for two years, and shall be eligible for re-election. In countries where there is no national burn association or society, and no chapter of the ISBI, the President on behalf of the Executive Committee may appoint a National Representative on an interim basis. In countries where there are two or more burn associations, they must themselves decide by mutual arrangement who is to be the current National Representative. In the event that two or more persons or organizations dispute the entitlement to act as National Representative, the decision of the Executive Committee as to the right to act as National Representative shall conclusively determine the National Representative.

ARTICLE 8: CONGRESSES

8.1 Biennial Congress. An ISBI sponsored International Congress on Burn Injuries shall be held every two years at a venue to be recommended by the Executive Committee and ratified by the General Assembly. It is the intent that the International Society for Burn Injuries shall meet once every four years in the Western Pacific or Southeast Asia regions as defined by the World Health Organization and once every four years in one of the four remaining regions.

8.2 Attendance. Each Biennial Congress will be open to anyone wishing to attend. All members (including Senior Members), except in special circumstances which must be approved by the Executive Committee, will pay a registration fee.

8.3 Application to hold Congress. Application to hold a Biennial Congress must be made to the Secretary at least six years before the Biennial Congress at issue. All applications will be completed in accordance with the Guidelines for ISBI Congress bids. (Appendix

- 1) All applications to hold a Biennial Congress will be examined by the Executive Committee for consideration and recommendation to the General Assembly.

8.4 Financial and Scientific Support of Congresses.

Two categories of support are authorized:

Sponsorship - ISBI shares financial responsibility with the Local Organizing Committee as described in the Guideline for ISBI Congress bids. The ISBI approves registration fees, determines expenses that are to be paid by ISBI, and approves scientific content.

Endorsement - The ISBI Program Committee approves the scientific program content but the ISBI assumes no financial commitment to the meeting. The ISBI reserves the right to review the financial projections and the registration fee, and the ISBI may withdraw support if the registration fees do not seem commensurate with the expenses of the meeting. In general registration fees for ISBI endorsed meetings will be deemed “reasonable” such that a large proportion of ISBI members could afford to attend.

8.5 Program. Accommodation and social details of the Biennial Congress will be decided by members of the host country in cooperation with the Chairman of Program Committee and will be approved by the Executive Committee. The President and the President-Elect will be ex officio members of all committees of the Biennial Congress. The Administrative Director will be an ad hoc member of all committees of the Biennial Congress. The Biennial Congress Committee, before announcing the Biennial Congress, shall submit a general draft of the Congress program to the Executive Committee. This program shall allocate time to meetings of the Executive Committee, General Assembly, and standing committees.

8.6 General Assembly A General Assembly of members of the Society shall be held during each Biennial congress. The President of the Society shall call the General Assembly, arrange the agenda (in conjunction with the Secretary and Treasurer) and serve as Chair of the meeting. The agenda shall be published at least 24 hours before the General Assembly. Only paid up members of the Society are eligible to attend the General Assembly.

The General Assembly shall receive reports of the Executive committee and consider matters on the agenda as applicable.

The General Assembly shall vote:

- To ratify the Executive Committee decision regarding location and dates of future Biennial Congresses.
- Upon the nominations as presented by the Secretary on behalf of the Executive Committee.
- Upon changes to the Constitution and By-Laws of the Society.
- Upon other matters as appropriate.

All votes are by simple majority of voting members present at the General Assembly, except: (a) changes of the Constitution and By-Laws (Article 12.2); (b) Dissolution of the Society (Article 12.3). Acceptance of these items requires 2/3 voting members present at the General Assembly.

8.7 Official Language. The official language of the Biennial Congress shall be English.

Presentations may be in any language provided simultaneous translation into English is available. This provision does not apply to sectional or regional meetings.

ARTICLE 9 - FUNDS OF THE SOCIETY

9.1 Source. The funds of the Society shall be derived from subscriptions, donations, bequests, grants and subsidies and contracts, and shall be applied solely toward the objectives of the Society as set forth in Article Two.

9.2 Administration of Funds. The funds of the Society shall be under the control of the President and the Treasurer and be administered by them.

9.3 Assets upon Dissolution. In the event of dissolution of the Society, any assets shall not be paid to or distributed among members of the Society but shall be given or transferred to some charitable institution having objectives similar to the Society.

ARTICLE 10 - GENERAL PROVISIONS RELATING TO MEETINGS

10.1 Notice. Notice of meetings shall be given in writing, by mail, by email, by web site, or by any other method permitted by law.

10.2 Telephone or Similar Meetings. Executive Committee or committee members may participate in and hold a meeting by means of conference telephone or similar communications. Participation in such a meeting shall constitute presence in person at such a meeting.

ARTICLE 11 - MISCELLANEOUS PROVISIONS

11.1 Resignations. A committee member or National Representative may resign by giving written notice to the Secretary. Such resignation shall take effect at the time specified therein, or immediately if no time is specified. Unless it specifies otherwise, a resignation is effective without being accepted.

11.2 Amendment to By-Laws

a) Power to alter, amend, or repeal By-Laws or accept new By-Laws is reserved to the members.

b) Amendments to the Constitution and By-laws may be proposed by majority vote of the Executive Committee and shall be voted on at the General Assembly during Biennial Congress.

c) Notice of proposed changes must be provided by the Secretary to all members at least 60 days before the Biennial General Assembly at which they are to be considered. Notification can be provided by email or publication in the journal, *Burns*, or on the web site.

d) Alteration of the Constitution and By-laws requires an affirmative vote of at least two thirds of the voting members present at the General Assembly.

11.3 Dissolution or Liquidation. Action taken to dissolve or liquidate the Society must be taken at a General Assembly meeting with not less than $2/3$ of those present and entitled to vote, voting to dissolve.

11.4 Invalid Provisions. If any part of these By-Laws shall be held invalid or inoperative for any reason, the remaining parts, as far as it is possible and reasonable, shall remain valid and operative.