

THE INTERNATIONAL SOCIETY FOR BURN INJURIES

CONSTITUTION AND BYLAWS

Adapted September 11, 2024

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 established.
- 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 nonprofit 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 – MISSION AND AIMS

- 2.1 Mission. To reduce the global burden of burns and improve burn care.
- 2.2 Aims:
 - Promote burn prevention around the world in collaboration with other organizations
 - Establish guidelines for optimizing burn care
 - Be a global resource for burn education and advocacy
 - Sponsor hands-on approach to burn training for the entire burn team
 - Create a community for knowledge exchange
 - Improve the quality of burn care across all regions of the world

ARTICLE 3 – MEMBERSHIP

- 3.1 Categories. The members of the Society shall consist of the following categories:
 - a. Regular Members. Medical Professionals, and non-medical persons of all countries who are actively engaged in the care of, or some aspect of the care of the burned patient, or who play an active part in attempting to reduce the incidence and harmful effects of the injury.
 - b. 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.
 - c. 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 the biennial congresses. They shall receive a free copy of the journal Burns.
 - d. 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 membership categories shall be determined by the General Assembly upon the recommendation of the Executive Committee. Application for membership shall be forwarded with the fees and application form to the ISBI Website (www.worldburn.org).

3.3 Voting Rights. Only Regular Members in good standing (dues paid) will have voting rights and may be elected officers or elected and appointed to committees.

ARTICLE 4 – OFFICERS AND EXECUTIVE DIRECTOR

4.1 Numbers and Titles. The Society shall have 4 officers: President, President-Elect, Secretary, and Treasurer.

4.2 Authority. Officers shall have the authority to perform such duties as managing all functions of the Society as provided in these Bylaws or as determined by resolution of the General Assembly consistent with these Bylaws.

4.3 Compensation. Officers or Directors of the society shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

4.4 Election.

- a. Officers shall be nominated by the Nominating Committee and elected by the General Assembly. No person shall hold more than one office at a time.
- b. Only fully paid Regular Members will have voting rights. The 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 reelection 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.

- a. 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 and the Executive Director conduct the business of the Society. The President shall organize and preside over all official meetings of the Society.
- b. 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 ascend to the office of President at the close of the next biennial congress. The President-Elect will also serve as the Chair of the Program Committee. The Chair of the Program Committee shall be responsible for developing a carefully planned annual and or biennial educational program of sufficient depth and scope to meet the educational needs of the membership. He and the Program Committee will identify educational needs through ongoing communication with the membership. The Chair of the Program Committee is also responsible for reviewing programs submitted by organizations requesting either ISBI endorsement or sponsorship.
- c. Secretary. The Secretary will work with the Executive Director of the ISBI. Together they will be 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. The Secretary shall in

conjunction with the President and the Executive Director 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 Secretary shall 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.

d. Treasurer. According to our Charter, the Treasurer must be a citizen of the United States of America. The Treasurer shall work closely with the Executive Director of the ISBI. Together, they 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 ISBI. The Treasurer and ISBI Executive Director shall receive applications and payments of all new members of the Society and keep an annual listing of same and keep a roster of members of the Society and their payment of dues. The Treasurer and ISBI Executive Director shall make an annual report to the Executive Committee as well as a biennial report to the General Assembly. The Treasurer and ISBI Executive Director shall ensure completion of an annual external review by the accountants and the annual filing of Society taxes. The Treasurer shall sign with the President, when necessary, in the name of the Society, contracts of the Society. The Treasurer shall 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.

4.6 Executive Director. The Executive Director will work closely with all members of the Executive Committee, particularly the President, Secretary and Treasurer. The Executive Director will be responsible for maintaining the membership database, processing new memberships, preparing dues notification and processing payments, preparing documents for the accountants' external annual review and filing of taxes, provide membership data as requested by the Executive Committee and Committee Chairs, interface with journal publisher to monitor online access and eligibility to receive journal, manage the Society's website 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 Executive Director will be an ad hoc, non-voting member of the Executive Committee. The ISBI Executive Director shall have signing authority for all transactions less than \$25,000.00. Transactions greater than \$25,000.00 require written Executive Committee approval.

ARTICLE 5 – BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

5.1 Composition. There shall be a Board of Directors consisting of the four Officers, three immediate Past Presidents, the Regional Representatives (13), and the Executive 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 the number of members within that region. The Regional Representatives shall be elected for a term of two years and may be re-elected for one subsequent term. The Regional Representatives will have two duties in the ISBI:

a. They shall coordinate the efforts and activities of the Society in their Region by working with appropriate national or regional groups and National Representatives in their Region.

b. Upon their appointment as regional representative they will be assigned by the President to serve on one of the standing committees.

5.3 Function. The Board of Directors shall carry out the functions of the Society to include:

- a. Shall receive reports from Officers as appropriate, committee chairs, Regional Representatives, and national representatives.
- b. Shall approve budget and financial statements and the agenda for the General Assembly.
- c. To determine initiation fees and annual dues of all categories of Members.
- d. To elect all Members and from time to time adopt rules and regulations for such elections.
- e. To create, approve, and direct standing and ad hoc committees of the Association.
- f. To control the publication or publications sponsored by the Association and to appoint such editors and committees on publications for all such publications.
- g. To employ an individual and/or firm to serve as Executive Director. The Executive Director will be the chief administrative officer of the Association and will serve under the direction and supervision of the Board of Directors.
- h. Transact all other business required to carry out the objectives of the Association.

5.4 Meetings. The Board of Directors 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 Board of Directors shall consist of a majority of the Officers. Actions recommended by the quorum shall be subject to ratification by the full Board of Directors as a whole via email. The Board of Directors members have 14 days to respond, and non-response is taken as an action in the affirmative.

5.5 The Executive Committee.

- a. Membership. The Executive Committee shall be led by the President and shall be composed of the President, President-Elect, Secretary, Treasurer, three immediate Past Presidents and the Executive Director. The President, President-Elect, Secretary, Treasurer, three immediate Past Presidents shall have voting rights on the Executive Committee. The Executive Director is a non-voting member of the Executive Committee.
- b. Function and Duties. During the intervals between meetings of the Board of Directors, the Executive Committee members shall exercise all powers of the Board of Directors in the management of the affairs of the Association, including authorization of the Seal of the Corporation to be affixed to any papers that may require it and the appointment of agents to act for or in representation of the Corporation. The Executive Committee shall keep a record of its proceedings and report these proceedings to the Board of Directors at its next meeting for approval.
- c. Meetings. The Executive Committee shall conduct its meetings at such places as it may from time to time determine. A Meeting of the Executive Committee may be called at any time by the President. A quorum to constitute an official meeting of the Executive Committee shall consist of a majority of the Officers.

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 Committee, Education Committee, Guidelines/Outcomes Committee, Membership Committee, Nominating Committee, Nursing Committee, Program Committee, Prevention Committee, Rehabilitation Committee, and Research Committee.

6.2 Composition: Each committee shall consist of a Chair and Vice-Chair, and at least five but no more than nine members. The committee Chair may appoint as many ad-hoc members as he/she desires.

- 6.3 Appointment of Vacancies. During the General Assembly 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 on an as needed basis and at the discretion of the president.
- 6.4 Meetings. Committees should meet in person at least during each Biennial International Congress of the Society. It is expected that each committee will also meet via teleconference at least 3 additional times each year. One of these meetings should be scheduled around the time of the annual General Assembly meeting.
- 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 Standing Committees
- a. Burn Care Disaster Planning Committee: The Burn Care Disaster Planning Committee will serve as a forum to advance the ability of ISBI members to respond to mass causality and disasters. The chairperson of the committee will be selected by the President in collaboration with the Executive Committee for a two-year term with a maximum of two repeat cycles. The Burn Care Disaster Planning Committee chairperson will annually report to the Board of Directors. The Burn Care Disaster Planning chairperson will serve on the Program Committee. The committee may establish workgroups within the committee with a limited 2-year term.
 - b. Education Committee: The Education Committee will serve as a forum to advance the knowledge of ISBI members through programming to include online opportunities, programing geared at specific populations and additional educational opportunities. The chairperson of the committee will be selected by the President in collaboration with the Executive Committee for a two-year term with a maximum of two repeat cycles. The Education Committee chairperson will annually report to the Board of Directors. The Education Committee chairperson will serve on the Program Committee. The committee may establish workgroups within the committee with a limited 2-year term.
 - c. Guidelines/Outcomes Committee: The Guidelines and Outcomes Committee will serve as a forum to advance the clinical care of burn injury and should build on previous work of the “One World, One Standard” document. The chairperson of the committee will be selected by the President in collaboration with the Executive Committee for a two-year term with a maximum of two repeat cycles. The Guideline/Outcomes Committee chair will annually report to the Board of Directors. The committee may establish workgroups within the committee with a limited 2-year term.
 - d. Membership Committee: The Membership Committee will develop strategies for membership engagement in the organization to include making the Society diverse and inclusive. This committee should develop strategies which leverage information technology, website design/information and social media. The chair of the Membership Committee will be selected by the President in collaboration with the Executive Committee for a two-year term with a maximum of two repeat cycles. The committee may establish workgroups within the committee with a limited 2-year term for exploration of membership related topics such as mentorship programs. The chairperson of the committee will annually report to the Board of Directors.
 - e. Nominating Committee: The Nominating Committee shall consist of the President of the Society, the 3 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 3 potential candidates for consideration by the Nominating Committee.

The Nominating Committee shall make to the Executive Committee, for their approval, recommendations for offices of the next President-Elect, Secretary, Treasurer, 13 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. This process will occur every other year to coincide with the biennial congress and the biannual changing of the officers as described in section 4.4 above.

- f. **Nursing Committee:** The Nursing Committee will serve as a forum to advance the knowledge and skill of burn nurses internationally. The chairperson of the committee will be selected by the President in collaboration with the Executive Committee for a two-year term with a maximum of two repeat cycles. The Nursing Committee chair will annually report to the Board of Directors. The Nursing Committee chairperson will serve on the Program Committee. The committee may establish workgroups within the committee with a limited 2-year term.
- g. **Program Committee: Membership:** The Program Committee shall consist of up to ten members, each shall be appointed for a term of two years. These members shall consist of the Program Chairperson(s), who will be the President-Elect of the Society, the Program Vice-Chairperson(s), the chairpersons of the Education Committee, Nursing Committee, Rehabilitation Committee, Research Committee, Guidelines/Outcomes and two at-large members chosen by the President. The Chairperson of the Program Committee shall conduct all meetings of the Program Committee. **Duties of the Program Committee:** responsible for organizing the programs of the biennial congresses of the Society, including review of scientific abstracts every year; identification of the upcoming site for the biennial congress; coordination with the local site committee for the logistics of the biennial congress.
- h. **Rehabilitation Committee:** The Rehabilitation Committee will serve as a forum to advance the knowledge and skill of international rehabilitation specialists. The chairperson of the committee will be selected by the President in collaboration with the Executive Committee for a two-year term with a maximum of two repeat cycles. The Rehabilitation Committee Chair will annually report to the Board of Directors. The Rehabilitation Chairperson will serve on the Program Committee. The committee may establish workgroups within the committee with a limited 2-year term.
- i. **Research Committee:** The Research Committee will serve as a forum to advance the scholarly activity of the ISBI membership. The chairperson of the committee shall be selected by the President in collaboration with the Executive Committee for a two-year term with a maximum of two repeat cycles in the same committee. The chairperson will report to the Board of Directors and the Executive Committee as a non-voting member. **Duties of the Research Committee:** The committee shall review research initiatives submitted to the ISBI.

6.7 **Ad Hoc Committees.** Ad Hoc or temporary committees may be appointed by the President as required to fulfill the aims of the Society.

6.8 **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 Bylaws or adopting new Bylaws; 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.

ARTICLE 7 – CONGRESSES

7.1 **Biennial Congress.** An ISBI sponsored International Congress on Burn Injuries shall be held every two years at a venue recommended by the Board of Directors 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 on a rotating basis. The location of the congress, however, will depend on applications received and whether the entities applying to host the congress satisfy the requirements set forth by ISBI to host the congress.

7.2 Attendance. Each biennial congress will be open to anyone wishing to attend. All members (except Honorary members), non-members and organizations will pay a registration fee.

7.3 Application to hold Congress. Application to hold a biennial congress must be made to the Secretary and the Executive Director of the ISBI at least 4 years before the biennial congress at issue. All applications will be completed in accordance with the Guidelines for ISBI Congress bids. All applications to hold a biennial congress will be examined by the Board of Directors for consideration and recommendation to host the meeting will be ratified by the General Assembly.

7.4 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.

7.5 Program. Accommodation and social details of the biennial congress will be decided by members of the host country in cooperation with the Chairman of the Program Committee and will be approved by the Board of Directors. 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 Board of Directors. The program shall allocate time to meetings of the Board of Directors, General Assembly, and standing committees.

ARTICLE 8 – GENERAL ASSEMBLY

8.1 Timing of the General Assembly: There shall be an annual General Assembly of the society to review the work of the Board of Trustees and Executive committees and to perform the necessary work of the society. In the year of the biennial congress of the society, the annual General Assembly will be held in person at the biennial congress. In the years where no biennial congress is occurring the Annual General Assembly will be held in person or by teleconference as directed by the ISBI Board of Directors.

8.2 Duties and Agenda of General Assembly: 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 members in good standing of the Society are eligible to attend the General Assembly. The General Assembly shall receive reports of the Board of Directors and consider matters on the agenda as applicable. The General Assembly shall vote:

- To ratify the Board of Directors decision regarding location and dates of future biennial Congresses.
- Upon the nominations as presented by the Secretary on behalf of the Board of Directors.
- Upon changes to the Constitution and Bylaws 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 Bylaws (Article 11.2); (b) Dissolution of the Society (Article 11.3). Acceptance of these items requires 2/3 voting members present at the General Assembly.

8.3 Official Language. The official language of all functions of the ISBI including all congresses shall be English. Presentations may be in any language provided simultaneous translation into English is available.

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, the Treasurer and the Executive Director of the ISBI 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 website, or by any other method permitted by law.

10.2 Telephone or Similar Meetings. The Board of Directors and the 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 Bylaws

- a. Power to alter, amend, or repeal Bylaws or accept new Bylaws is reserved to the members.
- b. Amendments to the Constitution and Bylaws may be proposed by majority vote of the Board of Directors and shall be voted on at the Annual General Assembly.
- c. Notice of proposed changes must be provided by the Secretary to all members at least 60 days before the annual General Assembly at which they are to be considered. Notification can be provided by email or publication in the journal, Burns, or on the website.
- d. Alteration of the Constitution and Bylaws 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 Bylaws 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.