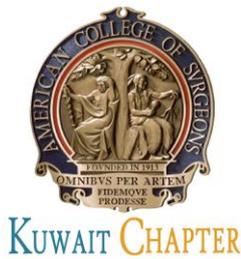


Bylaws of the **Kuwait Chapter** of the **American College of Surgeons**

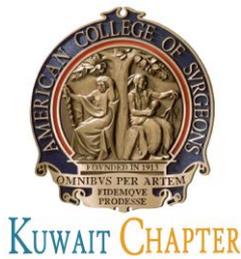


MISSION STATEMENT

The American College of Surgeons is dedicated to improving the care of surgical patient and to safeguarding standards of care in an optimal and ethical practice environment.

VISION STATEMENT

The American College of Surgeons, as an association of surgeons, is dedicated to promoting the highest standards of surgical care through education of and advocacy for its Fellows and their patients. The College provides a cohesive voice addressing societal issues relating to surgery. The American College of Surgeons supports programs and policies which ensure patients access to high-quality, effective care provided by appropriately prepared and well-qualified surgical specialists of their choosing. Such care is to be delivered in a system that provides maximum safeguards for patient safety. Since 1913, the American College of Surgeons has initiated programs that have protected patients both in and out of the hospital. The American College of Surgeons will work with interested and qualified parties to provide patients with the maximum safety in a system that puts patient welfare first.



ARTICLE I

Name and Purpose

Section 1 - Name

Association shall be known as the Kuwait Chapter of the American College of Surgeons (hereinafter referred to as the "Chapter").

Section 2 - Purpose

The purpose of the Chapter shall be to endeavor to attain the objectives of the American College of Surgeons, which include:

1. Elevating the standards of surgery
2. Promoting high quality and safe surgical practice among surgeons
3. Establishing a standard of competency and character for practitioners of surgery
4. Providing a method of granting membership in the organization
5. Educating the public and the profession to understand that the practice of surgery calls for special training and that the surgeon elected to Fellowship in this College has had such training and is properly qualified to practice surgery

ARTICLE II

Members

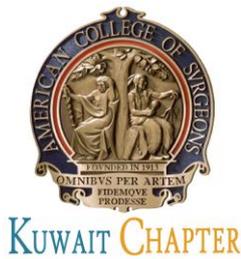
Section 1 - Classes of Members

(a) Active Members: Active Members: Active members shall be Fellows, Associate Fellows, Residents, Medical Students, or Affiliates of the American College of Surgeons residing or practicing in Kuwait who apply for membership in the Chapter and agree to comply with its bylaws.

(b) Honorary Members: Honorary Members: Honorary members are Active Members who have transitioned from Active Fellows to Retired Fellows of the American College of Surgeons. They have the same privileges and rights as Active Members.

Section 2 - Election of Members

All Fellows, Associate Fellows, Residents, Medical Students, and Affiliates practicing or residing in Kuwait are automatically members upon application and payment of dues, and no election procedure need be set forth.



Section 3 - Voting and Office Holding Rights

Only Active members of the Chapter shall be eligible to vote and hold office in the Chapter.

Section 4 - Termination of Membership

Membership in the Chapter shall terminate:

1. Upon the receipt by the council of the written resignation of a member
2. Upon the failure of a member to pay dues for a period of two consecutive years after such member shall have been notified in writing of such delinquency
3. Upon the failure of a member to attend the annual meeting of the members for three consecutive years; or
4. In the case of an Active member, when such member shall cease to be a Fellow of the College

Section 5 - Reinstatement of Membership

A person whose membership in the Chapter has been terminated due to a lapse in their active membership status with the American College of Surgeons may be reinstated upon reinstatement of membership with the American College of Surgeons.

A person whose membership in the Chapter has been terminated due to nonpayment of chapter dues may be reinstated upon payment in full of such dues owing to the Chapter. Reinstatement shall be by action of the council.

ARTICLE III Meetings of Members

Section 1 - Annual Meeting (General Assembly)

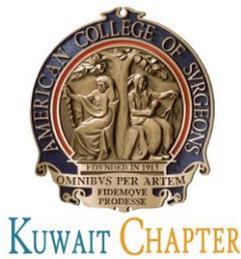
A meeting of the members of the Chapter shall be held annually in September, commencing in the year 2017 for the establishment of the Kuwait Chapter of the American College of Surgeons. If the annual meeting is not held during such month, the council shall cause it to be held as soon thereafter as may be convenient. The purpose of the meeting is to elect officers and councilors and for the transaction of such other business as may come before the meeting.

Section 2 - Special Meetings

Special meetings of the members may be called at any time either by the president, by the council or by 50% of the voting general assembly.

Section 3 - Notice of Meeting

Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member not less than 10 days before the date of the meeting, either personally or by e-mail, by or at the direction of the governor, president or the secretary or the officer or persons calling the meeting.



Section 4 - Voting Lists

The officer having charge of the membership book of the Chapter shall make before each meeting of members a complete list of members entitled to vote at such meeting, arranged in alphabetical order.

Section 5 - Quorum

50% of the voting members of the Chapter shall constitute a quorum at any meeting of the members; provided, that if less than a quorum is present at said meeting, a majority of those present may adjourn the meeting from time to time without further notice. For purposes of this section, an e-mail transmission from an e-mail address on record constitutes a valid write in/vote. The intent of this provision is to allow the council to use e-mail to approve actions, as long as quorum of the council members give consent.

Section 6 - Manner of Acting

The act of a majority of the voting members present in person at duly called meeting at which a quorum is present shall be the act of members, unless otherwise stated.

Section 7 - Informal Action by Membership

Any action required by these bylaws to be taken at a meeting of members of the Chapter , may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members entitled to vote with respect to the subject matter thereof.

ARTICLE IV Council

Section 1 - General Powers

The property and affairs of the Chapter shall be managed by its council.

Section 2 - Composition

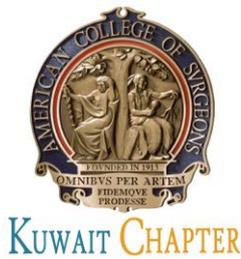
The Council shall consist of the Officers of the Chapter, the Councilors elected by the members of the chapter, the Governor of the College and the immediate past president as well. The President-elect shall be the president for the next Council.

Section 3 - Election and Term of Office of the Councilors

The councilors of the Chapter shall be elected by the members at the annual meeting of the members. The term of office shall be two years.

Section 4 - Annual Meeting of the Council

The annual meeting of the Council shall be held before or after the annual meeting of the General Assembly. The agenda for the annual meeting of the chapter should include the following items of business:



1. Call to order by the president
2. Approval of minutes of previous meeting(s)
3. Report of secretary-treasurer with appropriate motions for approval after discussion
4. Report of the Governor(s) with appropriate discussion following the report
5. Reports from chapter committee chairs with time for discussion, if necessary
6. Remarks from guests, if appropriate
7. Suggestions for Elections of officers
8. Old business
9. New business
10. Adjournment

Section 5 – Special Council Meetings

Special meetings of the Council may be called by or at request of the President or any three Council members. The President may propose the place for holding any such special meetings.

Section 6 - Notice

Call for the meeting shall be in writing or by phone stating the place, day and hour of the meeting and the purpose for which the meeting is called. Such notice shall be given to each member of the council at least 10 days in advance.

Section 7 - Quorum

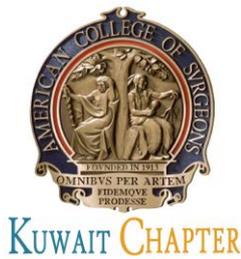
A majority of the members of the council shall constitute a quorum for the transaction of business at any meeting of the council, provided that if less than a majority of the members is present at any meeting, a majority of the members of the council present may adjourn the meeting to another time without further notice.

Section 8- Manner of Acting

The act of a majority of the Council members present in person at duly called meeting at which a quorum is present shall be the act of the council, unless otherwise stated.

Section 9 - Informal Action of the Council

Any action which is required by law, the Articles of Incorporation, or these bylaws to be taken at a meeting of the council, or any other action which may be taken at a meeting of the council, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the members of the council entitled to vote with respect to the subject matter thereof. Any such consent signed by all of the members of the council shall have the same force as a unanimous vote at a duly called and constituted meeting of the council.



ARTICLE V

Officers

Section 1 - Officers The officers of the Chapter shall consist of a president, one president-elect, a treasurer, a secretary and three councilors. Only Active members may be officers of the Chapter.

Section 2 - Election and Term of Office of President, President-Elect, Treasurer and Secretary

The president, president-elect treasurer and secretary of the Chapter shall be elected every two years by the members at their annual meeting commencing in 2019. If the election of such officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each such officer shall hold office until the next annual meeting of the members and until his or her successor shall have been duly elected and qualified. The President-elect shall be the president for the next Council as detailed in the statute in Article 4, section 2. Officers of the Chapter should not have terms longer than two years, and Officers should not serve more than two consecutive terms in the same role.

Section 3 - Vacancies

In the case of unexpected vacancy in any post of the Office, the President will designate another active member either from the Council or another member of the Chapter, to continue the term except for the post of President or President Elect. These members shall be replaced through an election by the members.

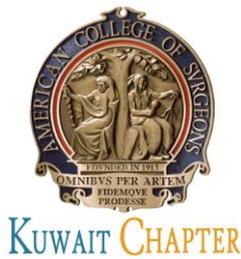
Section 4 – Removal of Officers. Any officer may be removed from office with just cause or for failure to perform duties of the office. Removal shall be by two-thirds vote of the council members present at a special meeting of the council called for that purpose. Such removal shall be effective immediately.

ARTICLE VI

Duties of Officers

Section 1 - President

The president shall be the principal executive officer of the Chapter and shall in general supervise and direct all of the business and affairs of the Chapter, subject to the direction and control of the council. The president shall preside at all meetings of the members and of the council. The president shall appoint the members of all special and standing committees of the Chapter.



Section 2 – President-Elect

The president-elect shall assist the president in the discharge of the duties of the president as the president may direct, and shall perform such other duties as from time to time may be assigned by the president or the council. In the absence of the president, the president-elect may be called upon by the president, to perform the duties of the president, and when so acting shall have all the powers of and be subject to all of the restrictions upon the president.

Section 3 - Treasurer

The treasurer shall be the principal accounting and financial officer of the Chapter and shall have charge of and be responsible for the following:

1. The maintenance of adequate books of account for the Chapter
2. Shall have charge and custody of all funds and securities of the council and be responsible for the receipt and disbursement thereof
3. Shall deposit all funds and securities of the Chapter in such banks, trust companies or other depositories as shall be selected by the council
4. Shall in general perform all of the duties customarily incident to the office of the treasurer and such other duties as from time to time may be assigned by the president or the council.

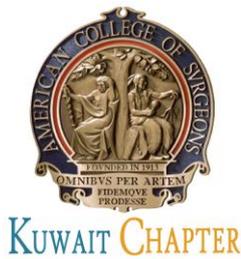
Section 4 - Secretary

The secretary shall be primarily responsible for the following:

1. Have charge of the membership book of the Chapter
2. Prepare before each meeting an alphabetical listing of all voting members
3. Keep minutes of the meetings of the members and of the council in one or more books maintained for the purpose
4. See that all meeting notices are duly given in accordance with statutes, the Articles of Incorporation and these bylaws
5. Be custodian of the Chapter's records and seal
6. Keep a record of contact of each member of the Chapter
7. Maintain a current roster of all Fellows, including those who are not members of the Chapter Perform all duties customarily incident to the office of secretary and such other duties as from time to time may be assigned by the president or the council.
8. See that the Annual Report Form of the College is completed and returned to the Division of Member Services by the established deadline.

Section 5 – Role of the ACS Governor

The Chapter Secretary is notified by ACS when there is a pending vacancy for Governor. The Chapter Secretary acquires nominations for Governor from the Chapter membership to be presented to the Chapter's governing body. The governing body will select two individuals from the nominations—one nominee for Governor and an alternate. The nominee and alternate's information is forwarded to the ACS by June 30.



The nominations are presented to the Nominating Committee of the Fellows for review and approval, and the Chapter Secretary is notified of the selection after the Clinical Congress takes place. Governors are expected to be active members of the Chapter, attend Chapter meetings, provide an annual report to the Chapter of their activities as Governor, promote ACS Fellowship in the state, country, or region, welcome and engage new Fellows into the Chapter, and participate in the local Committee on Applicants meetings and interviews.

ARTICLE VII

Committees

Section 1 - Establishment and Composition

Committees may be established by resolution of the council adopted at any duly called and constituted meeting. The size, purposes and powers of any committee shall be as provided in such resolution. The president of the Chapter shall appoint the members of each committee. Any member of any committee may be removed by the president, whenever, in his or her judgment, the best interests of the Chapter shall be served by such removal.

Section 2 - Term of Office

Each member of a committee shall continue as such until the next annual meeting of the council and until his or her successor is appointed or until such member's death, resignation or removal, or until the committee shall be terminated.

Section 3 - Chair

One member of each committee shall be appointed chair of the committee by the president of the Chapter.

Section 4 - Vacancies

Vacancies in the membership of any committee shall be filled by appointments made by the president.

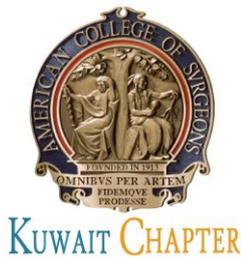
Section 5 - Quorum and Manner of Acting

Unless otherwise provided in the resolution of the council establishing a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the committee.

ARTICLE VIII

Fiscal Year

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



ARTICLE IX

Dues

Annual dues shall be set by the council at its annual meeting. Additional assessments may be made by the council at any annual or special meeting.

ARTICLE X

Rules of Procedure

All questions of procedure regarding the affairs of this Chapter, including the conduct of meetings of the members, the council, and committees shall be governed by the current edition of *Sturgis Standard Code of Parliamentary Procedure*, except as otherwise provided by statute, the Articles of Incorporation, or these bylaws.

ARTICLE XI

College of Surgeons

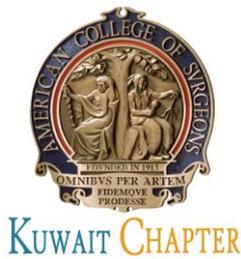
The Chapter is a legal entity, separate and distinct from the American College of Surgeons. The American College of Surgeons is not liable for any debts or obligations of the Chapter nor is the Chapter liable for debts or obligations of the American College of Surgeons.

Neither the Chapter, nor any of its officers or members, is authorized to represent or in any way bind the American College of Surgeons nor will any of them in any way hold themselves out as being so authorized.

ARTICLE XII

Indemnification

To the full extent permitted by law, the Chapter may indemnify any and all of its councilors, officers or committee members, and every former councilor, officer or committee member, for certain expenses and other amounts paid in connection with legal proceedings in which any such person becomes involved by reason of serving in any such capacity with or for the Chapter. The Chapter may purchase and maintain insurance on behalf of any or all councilors, officers or committee members against any liability asserted against any such person, and incurred in any such capacity, whether or not the Chapter would have the power to indemnify them against such liability under the provisions of this Article or otherwise.



ARTICLE XIII

Amendments

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds vote of the voting members present at the annual meeting of the Chapter, provided that written notice of the proposed change or changes shall have been given to each voting member in accordance with the requirements set forth in Article III.

New bylaws and amendments shall be submitted to the Division of Member Services, via Chapter Services, so as to be reviewed by Division staff. Recommendations may then be made for approval by the Board of Regents of the American College of Surgeons.

Dr. Salman Al-Sabah
MD, MBA, FRCS, FACS.

Governor of the American College of Surgeons