

**AMENDED AND RESTATED  
BYLAWS OF  
SOCIETY OF ROBOTIC SURGERY, INC.**

**Effective 2015**

**ARTICLE I  
NAME AND NON-PROFIT STATUS**

The name of this organization shall be the “Society of Robotic Surgery, Inc.” (“SRS” or the “Society”). SRS is a non-profit corporation chartered under the laws of the State of Florida and is exempt from federal tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”). SRS has no capital stock. Net income from SRS’s activities shall accrue solely to SRS, and no part shall inure to the benefit of individuals or members.

**ARTICLE II  
PURPOSE**

The purpose of SRS is the dissemination of scientific activities, educational/training activities and research in robotic surgery, the organization and implementation of scientific meetings and presentations, as well as the recognition of excellence in the area of robotic surgery. These activities will support and contribute to the academic activities of its members in the pursuit of improving these techniques for patient care and patient safety and are intended to comply, in all respects, with Section 501(c)(6) of the Code.

**ARTICLE III  
MEMBERSHIP**

Section 1. Requirements. Applicants for membership are required to complete a membership application set-forth by the Board of Directors. The Officers of the Corporation will review and approve the applications of prospective members (applicants).

Section 2. Classes of membership. The Society shall have five (5) classes of membership: Charter Members, Active Members, Associate Members, Honorary Members, and Trainee Members. Specific criteria for membership shall be determined by the Board of Directors according to the following definitions of each membership class:

*A. Charter Members*

Charter members are surgeons with an unlimited license to practice medicine and surgery in the State, Province, or Country of the applicant’s practice, and who supported the establishment of the Society. Individuals may no longer apply for Charter membership.

B. *Active Members.* Any surgeon with an unlimited license to practice medicine and surgery in the State, Province, or Country of the applicant's practice.

C. *Associate Members.* Physicians, nurses, engineers, and healthcare professionals other than surgeons admitted as Active Members as determined by the Board of Directors.

D. *Honorary Members.* Honorary members may be conferred on distinguished surgeons by vote of the Executive Committee with approval of the Board of Governors.

E. *Trainee Members.* Individuals actively enrolled in dedicated training programs in which robotic interventions form a part of the core curriculum. Candidate status may be maintained for up to two (2) years following completion of training and board certification.

Section 3. Dues and Assessments.

Dues for all classes of membership shall be determined annually by the Board of Directors. The Board of Directors may assess the members from time to time.

Section 4. Resignation and Reinstatement.

A. Any member in good standing may resign his/her membership by providing a written notice to the Board of Directors.

B. A request for reinstatement following resignation by a member shall be submitted to SRS's Executive Director. Such requests shall be considered by the Board of Directors, and reinstatement shall require an affirmative vote of a majority of the Board of Directors.

Section 5. Voting Status and Rights. Only Charter, Active and Honorary members shall be eligible to hold office or have the right to vote.

Section 6. Waiver. The Board of Directors, by action in conformance with these Amended and Restated Bylaws, may waive any specific qualification or requirement of membership, which it considers justified.

**ARTICLE IV  
MEETINGS**

Section 1. Business Meeting. The membership meets annually as determined by the board of Directors, pursuant to written notice provided at least three (3) months in advance. Written noticed is defined as any notice given via email, website announcement, facsimile, or USPS mail. The Business Meeting is chaired by SRS's President, or in case of non-availability, by the President-Elect. The agenda will be available prior to the Business Meeting.

Section 2. Special Meetings. A Special Meeting may be called by the President, a majority of the Board of Directors, or upon a written request of seventy-five (75) members. Only the business stated as the reason for the special meeting shall be transacted at special meetings.

Section 3. Voting. Active, Charter, and Honorary members each have one (1) vote at the Business Meeting.

Section 4. Quorum. The members' registered and eligible to vote who are present at the Annual Business Meeting and at any Special Meetings shall constitute a quorum for such meetings, and, unless otherwise specifically required by these Bylaws or applicable law, the vote of a majority of such members shall be required to approve any action at such meeting.

## **ARTICLE V BOARD OF DIRECTORS**

Section 1. Composition. The Board of Directors shall consist not more than twenty (20) at large Members who are elected by the General Membership and the officers who are appointed by the Board of Directors. The Executive Director will be an ex officio, non-voting member of the Board of Directors.

Section 2. Election. The Board of Directors shall be elected by the members based on a slate proposed by the Nominating Committee and approved by the Board in accordance with procedures adopted by the Board. Vacancies on the Board will be filled by the Board of Directors for the unexpired term of the vacant position.

Section 3. Voting. A majority of the Board of Directors present in person or by video or teleconference shall constitute a quorum of the Board of Directors. All actions of the Board of Directors shall require the affirmative vote of a majority of those present in person, or by video or teleconference, and voting.

Section 4. Term. A member at large of the Board of Directors shall serve a 4-year term.

Section 5. Meetings. The Board of Directors shall meet quarterly with at least fifteen (15) days' written notice. The agenda will consist of topics determined by the president and Board members. Members of the Board of Directors who miss two (2) consecutive Board of Directors meetings without excuse may forfeit their membership on the Board of Directors. Board of Directors meetings may take place in person, and otherwise may be called to order via teleconference. The President shall chair the meeting of the Board of Directors; in case he/she is not available, the President-Elect shall chair the meeting.

Section 6. Responsibilities. The Board of Directors shall manage the affairs of the Society.

## **ARTICLE VI OFFICERS**

Section 1. Composition. The officers of the Society shall be as follows: President, President Elect, Secretary, Treasurer, Immediate Past President and Past President.

Section 2. Terms. The President and President-Elect shall serve for a term of one (1) year. The Secretary and Treasurer shall serve a term of three (3) years. The Immediate Past President and Past President shall serve for a term of one (1) year.

Section 3. Duties. The appointed officers perform those duties that are usual to their positions and that are assigned to them by the Board of Directors.

A. *President*. The President, as the chief executive officer of SRS, presides at all Board of Directors, annual, scientific, and other meetings, and is an ex officio member of all committees.

B. *President-Elect*. The President-Elect will perform those duties as delegated by the President and shall assume the duties of the President in the absence or disability of the President and without election will succeed the President.

C. *Secretary*. The Secretary is the recording officer of the Society, responsible for minutes, records, notices, etc.

D. *Treasurer*. The Treasurer is the financial officer, with responsibility for oversight of revenues and expenditures, and reporting on the financial affairs of the Society to the Board, Executive Committee, and membership. The treasurer has the authority to conduct financial transactions on behalf of Society of Robotic Surgery, and his signature will suffice for these transactions. Any financial transaction larger than \$5000.00 shall require the approval of the Board of Directors.

E. *Immediate Past President*. The Immediate Past President shall perform such duties assigned to him or her by the current president.

F. *Past President*. The Past President shall perform such duties assigned to him or her by the current president.

## **ARTICLE VII STANDING COMMITTEES**

Section 1. Standing Committees. The Standing Committees shall be appointed by the Board and may consist of the following: Executive Committee, Nominating Committee, Program Committee, Communications Committee, Membership Committee, Education Committee, International Committee, and Guidelines Committee.

A. *Executive Committee.* The Executive Committee will consist of the six (6) officers (President, President-Elect, Secretary, Treasurer, Immediate Past President and Past President). The Executive Director shall be an ex officio, non-voting member of the Executive Committee. The quorum will require a majority of persons present in person or by video or teleconference. The Executive Committee has the authority to manage and direct the affairs of SRS on behalf of the Board of Directors when the Board is not in session.

B. *Nominating Committee.* The Nominating Committee shall be comprised of 6 members: the President Elect, who will serve as the chair of the committee, the Immediate Past President, the Past President, and three (3) members of the SRS at large appointed by the president. The nominating committee will solicit candidates for the Board of Directors determine a slate of candidates from those that are proposed by the general membership and the Board of Directors, and present them for consideration by the general membership for election to the Board of Directors. The Nominating Committee will try and assure an equitable representation, when possible, by geographic and surgical specialty.

C. *Program Committee.* The committee chair is appointed by President and approved by the executive committee. The committee chair serves for a term of 3 years once renewable. The members of committee are selected by the chair in consultation with the Board of Directors. The term is 2 years once renewable. The Program Committee, in cooperation with the Board of Directors, will organize the biannual multidisciplinary meeting of SRS. This will include setting the venue, providing the organizational structure for the meeting, appointing program co-chairs for each specialty, ensuring the programs are completed in a timely fashion , and overseeing marketing efforts for the meeting. The Program Committee will also work with the Board of Directors in assisting to secure industry support for the meeting. In addition, the Program Committee will assist and advise any of the specialties that want to organize a specialty meeting during the “off year”.

D. *Communication Committee.* The committee chair is appointed by President and approved by the Executive Committee. The committee chair serves for a term of 2 years once renewable. The members of committee are selected by the chair in consultation with the Board of Directors. The term is 3 years once renewable. The Communications Committee will be responsible for communicating events and announcements to the membership on behalf of the SRS in the form of periodic newsletters or electronic posts. This committee will also be responsible for organizing and maintaining a video and reference library, as well as maintaining the website.

E. *Professional Education Committee.* The committee chair is appointed by President and approved by the Executive Committee. The committee chair serves for a term of 2 years once renewable. The members of committee are selected by the chair in consultation with the Board of Directors. The term is 3 years once renewable. The

Professional Education Committee will be responsible for the development and oversight of educational opportunities for residents, fellows, and young surgeons interested in furthering their knowledge or skills in robotic surgery. This may be in the form of training courses or labs, development of educational material, and mentorship programs.

*F. Membership Committee.* The committee chair is appointed by President and approved by the, executive committee. The committee chair serves for a term of 2 years once renewable. The members of committee are selected by the chair in consultation with the Board of Directors. The term is 3 years once renewable. The Membership Committee will be responsible for the recruitment and retention of SRS members. Additionally, the membership committee will serve as the advocate of the SRS membership and will solicit suggestions as well as actively work to provide value of being an SRS member. The membership committee will work closely with the Board of Directors in this endeavor.

*G. International Committee.* The committee chair is appointed by President and approved by the Executive Committee. The committee chair serves for a term of 2 years once renewable. The members of committee are selected by the chair in consultation with the Board of Directors. The term is 3 years once renewable. The International Committee will work to help coordinate and support international organizations of SRS. The international committee will strive to be represented geographically in its composition, and will serve to represent the needs of international affiliates of SRS. Additionally, the international committee will work to promote SRS internationally.

*I. Guidelines Committee.* The committee chair is appointed by President and approved by the executive committee. The committee chair serves for a term of 2 years once renewable. The members of committee are selected by the chair in consultation with the Board of Directors. The term is 3 years once renewable. The Guidelines Committee will have a chairperson, but will also be represented by a sub-chairperson from each specialty. The guidelines committee will work to draft guidelines dictating training and credentialing criteria for robotic surgery, and will work to have these guidelines adopted by their respective national societies.

Section 2. Special Committees. Special committees may be authorized with their form and function designated by the Board of Directors.

## **ARTICLE VIII**

### **INTERNATIONAL Affiliations**

Section 1. Endorsement and Sponsorship Requirements. The Board of Directors may approve International Affiliations of SRS in accordance with policies and procedures adopted by the Board. The International Chapters shall enter into affiliation agreement with the Society, as prescribed by the Board.

Section 2. Role of International Affiliations The role of the International Affiliates, similar to SRS is the dissemination of scientific activities, educational/training activities and research in robotic surgery, the organization and implementation of scientific meetings and presentations, as well as the recognition of excellence in the area of robotic surgery in their respective region or country.

## **ARTICLE IX EMPLOYEES**

The Board of Directors shall contract for administrative management. The chief management administrator shall be designated the Executive Director. The Executive Director and his/her staff are responsible for carrying out administrative work of SRS.

## **ARTICLE X BYLAWS AMENDMENTS**

The Board of Directors may adopt a resolution setting forth a proposed amendment of the Bylaws. A resolution to revise or amend the Bylaws will require a majority vote of those members who vote via an electronic vote.

## **ARTICLE XI MEMBER TERMINATION**

Any member may be terminated for adequate reason by a two-thirds vote of the Board of Directors. Failure to pay required fees, dues, or assessments, or to maintain eligibility for membership, is presumed to be adequate reason for termination and does not require action by the Board. Any member proposed for termination for another reason is given an advance written notice including the reason for the proposed termination, the opportunity to contest the proposed termination in writing or in person before the Board of Directors and a final written notice of the Board's decision. The decision of the Board is final.

## **ARTICLE XII DISCRIMINATION**

Membership in the Society shall not be denied or abridged on account of sex, color, creed, race, sexual orientation, religion, disability, ethnic origin or natural origin. Membership in any category shall not be denied to any person who meets the requirements for membership as set forth in these Bylaws. In considering applicants for membership, information as to the character, ethics, professional status, and professional activities of the partners, shareholders, members or employees of the individual may be considered.

**ARTICLE XIII**  
**INDEMNIFICATION**

Directors, officers, and other authorized employees or agents of the Society shall be indemnified against claims for liability arising in connection with their positions or activities on behalf of the Society to the full extent permitted by law.