



Bylaws
of the
European Society for the Perioperative Care of
the Obese Patient
(ESPCOP)

Chapter I
NAME

Section 1.0

The name of this organization shall be the European Society for the Perioperative care of the Obese Patient and is an independent Society. The name is abbreviated: ESPCOP. It will be a non profit organization incorporated under the laws of the Belgium state.

Chapter II
AIMS OF THE SOCIETY

Section 2.0

The ESPCOP shall be organized and operated as a non-profit organization exclusively for scientific and educational purposes without pecuniary gain or profit to its members or to any private individual. The purposes of the ESPCOP shall be:

- A. To promote excellence in clinical management, research and education in the perioperative care of the obese patient.
- B. To associate and affiliate into one organization, all anaesthesiologist, intensivists, physicians and non physicians who are engaged in the clinical care and in the research related to the obese surgical patient.
- C. Develop a close relationship with the ISPCOP, ESA, IFSO, ESICM and the European IFSO.
- D. Develop a close relationship with SOBA and other societies on national levels.

Chapter III
MEMBERSHIP

Section 3.1 MEMBERSHIP

Membership in the ESPCOP is a privilege and not a right, and is contingent upon compliance with the requirements specified in these Bylaws. No person shall be accepted or continued as a member unless the person is of good character and adheres to the ethical standards of the medical profession, and is practicing in accordance with the principles of this ESPCOP as set forth in these Bylaws.

Section 3.2 CATEGORIES OF MEMBERSHIP and membership fee

There shall be four (4) categories of membership as follows:

A. Full members:

All anaesthesiologists or physicians from any country working and/or conducting research in the field of perioperative care of the obese patient, can be considered for Full Membership. The candidate has to complete the approved registration form.

Only full members of the Society shall be permitted to vote, serve on the Board of Directors and on the representative council. Unless otherwise defined or qualified, the term "member" or "membership" as used in these Bylaws shall refer to full members.

Full members shall be assessed membership dues as decided by the Representative Council on the recommendation of the Directory Board.

Non European members shall be given the option to join a society representing their country as and when that society is established.

B. Resident/trainee members:

A physician, who is in training in an approved program, shall qualify for this membership. Membership shall be for the term of appointment in an accredited training program, but for a period not to exceed five (5) years and renewed annually. These members shall be assessed reduced fees (including no fee) as decided by the Representative Council on the recommendation of the Directory Board. These members shall be entitled to all rights except the election as an officer or a representative member.

C. Honorary members:

The Representative Council can appoint Honorary Members, on the recommendation of the Directory Board, as an appreciation of significant contributions to the society or of exceptional achievements within the field of the perioperative care of the obese patient. The number of living honorary members shall not exceed 10% of total membership. Honorary members shall not be assessed membership dues. Honorary members shall be entitled to all rights and privileges of this Society.

D. Affiliate members:

All others interested in the field of perioperative care of the obese patient can apply for Affiliate Membership. Affiliate members shall be assessed reduced fees (including no fee) as decided by the Representative Council on the recommendation of the Directory Board. Affiliated members shall be entitled to all rights except to the election as an officer or a representative member and to the right to vote.

Section 3.3 RESIGNATION

Any member may resign from the ESPCOP by submitting a written or electronic communication addressed to the Secretary. There will be no refund of membership subscription fees.

Section 3.4 APPLICATION FOR MEMBERSHIP

- A. All applications for membership shall be submitted on a form furnished by the ESPCOP.
- B. The Director of the residency program shall endorse application for resident membership.
- C. All applications shall be forwarded to the Secretary of the ESPCOP.

Section 3.5 APPROVAL FOR MEMBERSHIP

A. Application for membership can be sent to the secretary by mail or electronically with a question for approval. The Board of Directors reserve the right to request further information before accepting the application. Application membership starts at the moment when membership dues if needed are paid and application form is received by the secretary.

B. Any full member of the ESPCOP may object to the approval of an applicant for full membership by written notification based on objective reasons to the Secretary of the ESPCOP within thirty (30) days after the publication of the member's name. Any such objection will be taken into consideration by the Representative council.

C. If an applicant agrees, his/her name, city and country will be visible on the website. The applicant's name shall be enrolled on the official roster of this Society in the appropriate category of membership and a certificate of membership forwarded upon receipt of the appropriate annual assessment.

Section 3.6 DURATION OF MEMBERSHIP

Full membership shall continue indefinitely provided dues are paid, except as otherwise provided in these Bylaws.

Chapter IV
ASSESSMENTS

Section 4.1 ANNUAL SUBSCRIPTION FEE

A. By the first day of November of each year, each member shall be sent a notice of the subsequent subscription fee due.

B. Payment of these annual fees for each calendar year shall be forwarded to the business office of the ESPCOP not later than January 31st.

C. Such per capita fees shall apply in the same manner immediately upon the admission or reinstatement of members. For new members admitted after June

30th of any calendar year, only one-half (1/2) of the regular per capita fees shall be levied. Every member for whom the per capita fees are paid shall be entitled to receive such publications as may be issued by the ESPCOP for its members.

D. The annual per capita fees shall not be levied against any member in good standing if the member:

- a. Is in the Honorary or Inactive membership category;
- b. Has a financial hardship by reason of physical disability or illness, as determined by the Representative council;

E. The Representative council shall establish the schedule of fees for full, affiliate and resident members.

Section 4.2 DELINQUENCY IN PAYMENT OF ANNUAL SUBSCRIPTION

A. Any member whose fees have not been paid by March 1st shall lose all membership privileges, but shall be reinstated without further action if payment for the full year is received before December 31st.

B. The Treasurer shall notify in writing or electronically any member who is thirty (30) days in arrears. If fees are not paid by March 1st, the Secretary shall notify the member of the loss of membership privileges, and of the option for reinstatement upon payment of back dues.

C. Any member whose fees have not been paid for an entire year shall be dropped from the rolls of the ESPCOP, and shall be so notified in writing [either by electronic or standard mail service] by the Secretary. Any member dropped from the membership rolls for delinquent dues under this provision who subsequently re-applies for membership after December 31st must submit a new application form.

Chapter V

REPRESENTATIVE COUNCIL

The governing body of ESPCOP is the Representative Council.

Section 5.1 COMPOSITION

Directory Board members are ex-officio members of the Representative Council.

The President of ESPCOP chairs the Representative Council meetings.

Each European country with at least four full ESPCOP members in good standing is entitled to have one Representative in the Representative Council, including those countries having a board member serving the ESPCOP.

Countries with less than four full ESPCOP members may have a Representative for special reasons at the discretion of the Representative Council.

If no candidate is found or eligible in a country no election is performed. Small countries can join to fulfill the requirements for election.

Section 5.2 ELECTION OF REPRESENTATIVES

The National Representative of each country shall be elected by full ESPCOP members of that country for a period of three (3) years. The National Representative can be re-elected. The election is organized by the directory board.

Except as herein provided, each representative shall hold office until the representative's successor is elected.

A Representative Council member, who is unable to attend a Representative Council meeting, should nominate an eligible deputy (a full member of ESPCOP) from his/her country.

A Representative who fails to attend during two consecutive Annual Meetings must resign from the Representative Council and a new member shall be elected.

Section 5.3 REPRESENTATIVE COUNCIL MEETING

The Representative Council has one regular meeting every one or two years. Proposals for the agenda of the meeting should be sent to the President or Secretary at least thirty days before the meeting of the Representative Council.

The Agenda of the Representative Council Meeting should be sent to the National Representatives at least seven (7) days before the meeting. However, other proposals can also be discussed at the meeting if two thirds of the National Representatives present support this.

The Agenda should comprise the following matters:

1. Approval of the Agenda. At this point proposals of the National Representatives, not included in the agenda, may be approved for discussion under item "Any other business" if two thirds of the Representatives present support this
2. A report by the Board on matters and activities since the last Representative Council meeting
3. A report by the Board on plans for future activities
4. Submission of the annual accounts for the last financial year for approval
5. Submission of a budget for the next financial year for approval
6. Decision of the membership fee based on the recommendation of the Board
7. Election or re-election of members of the Board to replace those whose term of office is complete or who wish to resign
8. Election of future Meeting sites
9. Proposals, if any, from the Board, National Representatives or members
10. Any other business

A summary of the Representative Council meeting should be available to the members of ESPCOP in a suitable way.

Section 5.4 VOTING and MAJORITY

A quorum shall consist of 40 % of National Representatives or their deputies. Each member of the Representative Council has one vote.

At the Representative Council meeting all decisions shall be passed by a simple majority of votes unless otherwise provided in these articles. In case of a tied vote, the vote of the

President of the meeting decides. If there is more than one candidate for a vacant office or post, a poll must be taken.

Section 5.5 SCIENTIFIC ADVISORY BOARD

Scientific advisory board members can be invited.

Chapter VI
DIRECTORY BOARD

Section 6.1 OFFICERS

Any full member can stand for election as President by the representative council. The Representative Council elects Vice-president, Secretary and Treasurer from present members of the Representative Council.

Section 6.2 TERMS OF OFFICE

A. The President shall serve for one term of three (3) full years and may be re-elected for more additional terms

B. The Vice President shall be elected for one term of three (3) full years and may be re-elected for more additional terms.

C. The Secretary shall be elected for a term of three (3) full years and may be re-elected for more additional terms.

D. The Treasurer shall be elected for a term of three (3) full years and may be re-elected for more additional terms.

The terms of all officers shall begin and end at the Annual Membership Meeting, if there is no one that year it begins at the last day of December or when their successors are elected, except that an officer selected to fill a vacancy shall assume office immediately upon selection.

Section 6.3 DUTIES OF OFFICERS

The officers of the ESPCOP shall have the rights, duties and prerogatives customarily attached to their responsibilities set forth in these Bylaws.

Section 6.4 PRESIDENT

The President shall preside over all meetings of the Board of Directors, the Representative council and Annual Meeting.

The President may delegate to other officers the responsibility of representing the President and the ESPCOP at meetings of other medical organizations, specialty societies and allied health organizations and societies.

The President also may delegate qualified individuals to speak on his / her behalf before various governmental bodies, agencies and any other group.

The President shall be the official spokesperson of the ESPCOP on all matters of general policy as determined by the Board of Directors and subject to approval by the representative council

Except as otherwise provided in these Bylaws, the President shall appoint the chair and the members of each standing committee and subcommittee. The President also may appoint ad hoc committees in accordance with these Bylaws.

The President shall prepare a report concerning the ESPCOP's activities during the term of office and shall present the report at the representative council.

Section 6.5 VICE-PRESIDENT

The Vice-President shall assist the President in the discharge of all duties and functions. Except as otherwise provided in these Bylaws, the Vice-President shall perform the duties of the President during the absence or disability of the President and shall perform all the duties specifically required in these Bylaws.

Section 6.6 SECRETARY

The Secretary shall be the official custodian of the Bylaws and of all records of ESPCOP. The duties of the Secretary shall be to:

- A. Serve as Secretary of the Board of Directors and as secretary of the representative council.
- B. Conduct such formal official correspondence in the corporate name of the ESPCOP as the Board of Directors or the President may direct.
- C. Be the custodian of the Seal of the ESPCOP and affix the Seal and sign all official documents as the Bylaws may require, or the Board of Directors or the President may direct.
- D. Submit to the representative council meeting a report of the transactions of the Board of Directors during the preceding year and a report of the status of membership in the ESPCOP.
- E. Issue official notice of all annual or special meetings of the Board of Directors and of the ESPCOP.
- F. Attend all annual or special meetings of the ESPCOP, and transcribe and keep the minutes of the proceedings of all the meetings of the ESPCOP, the Board of Directors and the Executive Committee, and keep proper records thereof.
- G. Report to the Board of Directors at regular meetings of the Board of Directors and at such times as the Board of Directors may direct on the status of membership of the ESPCOP. This report shall reflect the number and identity of (1) new members elected, (2) members whose membership category has changed, (3) members who have resigned and (4) members who are deceased.
- H. Tabulate and announce the official results of all balloting.
- I. Perform such other functions as are specified in these Bylaws or as the President or the Board of Directors may direct.

The Secretary shall be entitled to reimbursement for expenses incurred in the fulfilment of the duties imposed by the Bylaws, or authorized by the President or the Board of Directors.

The function of Secretary can be combined with other office functions.

Section 6.7 TREASURER

The Treasurer shall have general supervision of the financial affairs of the ESPCOP subject to the direction of the Board of Directors and shall:

- A. Advise the Board of Directors on the status of the ESPCOP funds and on the preparation of the annual budget with a detailed account of all receipts and disbursements.
- B. Be responsible for collecting all dues and assessments and supervised established accounting and investment procedures for the handling of the ESPCOP's funds.
- C. Report on the financial condition of the ESPCOP at each Representative council meeting.
- D. Submit to the Board of Directors at its Representative Meeting a complete list of the names and addresses of all paid-up and exempt members in good standing.
- E. At the end of each fiscal year, the Treasurer shall be responsible for the preparation of an annual audit.

The Treasurer shall obligate the ESPCOP only for debts authorized by the Board of Directors, President or Secretary. The Treasurer shall pay all authorized obligations of the ESPCOP. The President shall countersign any amount over euro 1,500.00.

The function of treasurer can be combined with other office functions.

Section 6.8 RESIGNATION OR REMOVAL

Any officer, committee member or officer holder, elected or appointed, within the ESPCOP may resign by informing the Secretary in writing. They may be removed from the office by action of the Board of Directors, if found guilty by that body of neglect of duty, improper conduct or violation of these Bylaws.

Chapter VII
OFFICES

Section 7.1 PRINCIPAL OFFICE

The principal office of the Society is located in Belgium. The Society may have such other offices, within Europe, as the Board of Directors may determine.

Chapter VIII
MEETINGS

Section 8.1 REGULAR MEETINGS

The Board of Directors shall meet at least once during the year to transact the executive business of the ESPCOP, at such time and place as the Board of Directors shall by resolution determine. Meetings may be in person, or via teleconference or other technologic method, as appropriate. Notice of this meeting shall be mailed or sent via facsimile to all Directors at least seven (7) days prior to the proposed meeting.

Notwithstanding this section, the Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without notice other than such resolutions.

Section 8.2 SPECIAL MEETINGS

Special meetings of the Board of Directors for any purpose(s) may be called at any time by the President or by any two (2) Directors. Notice of a special meeting shall state the place, the purpose(s) for which the meeting is called, and shall be mailed or sent via facsimile to all Directors at least seven (7) days prior to the proposed meeting. No business shall be transacted other than that stated in the call for the special meeting.

Section 8.3 QUORUM AND VOTING

Fifty percent plus one of the members of the Board of Directors in good standing and eligible to vote shall be considered a quorum for the transaction of business at both the regular and special meetings of the Board of Directors. Except as otherwise provided for in these Bylaws, the vote of a majority of directors at a meeting, whether regular or special, at which a quorum is present shall be necessary for action by the Board of Directors.

The Board of Directors shall have discretion to alter or modify the order of business.

The President shall serve as presiding officer of the meetings of the Board of Directors.

The Vice President shall preside in the absence of the President.

Section 8.4 ACTION WITHOUT PERSONAL ATTENDANCE AT MEETING

A. **Written Consent:** Any action required or permitted to be taken by the Board of Directors under any provision of law, the Certificate of Incorporation, or these Bylaws may be taken without a meeting if all directors shall individually or collectively consent in writing to such action. Such written consent(s) shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a vote of the directors. Any certificate or other document filed on behalf of this corporation relating to an action taken by the Board of Directors without a meeting shall state that the action was taken by a written consent of the Board of Directors without a meeting and that the Bylaws of the corporation authorize its directors so to act.

B. **Telephone Conference:** Members of the Board of Directors may participate in a meeting by means of conference telephone or similar communications equipment, provided that all directors participating in such a meeting can hear each other. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting.

C. **Electronic conference.** Members of the Board of Directors may participate in a meeting by means of electronic conference or similar communications equipment, provided that all directors participating in such a meeting can hear or see each other communication input. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting.

Chapter IX
Committee's

The President may appoint ad hoc committees for specific functions or purposes. Such committees might be limited in duration to the duration of the specific function or purpose for which they were intended.

Chapter X
GENERAL PROVISIONS

Section 11.1 DELEGATES AND REPRESENTATIVES

Delegates, alternate delegates and official representatives from the ESPCOP to other organizations shall be appointed in accordance with the provisions of these Bylaws. The functions and terms of such delegates and representatives shall not exceed those set forth in their official notice of appointment.

Section 11.2 CHECKS, DRAFTS AND NOTES

All checks, drafts or order for the payment of money, notes or other evidences of indebtedness issues in the name of or payable to the ESPCOP and any and all securities owned or held by the ESPCOP requiring signature for transfer shall be signed or endorsed by such person(s) and in such manner as from time to time shall be determined by the Board of Directors. All checks, drafts or orders for payment exceeding euro 3 000 shall be signed by the Treasurer and countersigned by the Executive Director, President or the Secretary.

Section 11.3 EXECUTION OF CONTRACTS

Except as otherwise provided in these Bylaws, the Board of Directors may authorize one or more officers, agents or employees of the ESPCOP to enter into any contract or to execute any instrument in the name of and on behalf of the ESPCOP, and such authority may be general or confined to specific instances and, unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the ESPCOP by any contract or engagement to pledge its credit or to render it liable for any purpose or in any amount.

Section 11.4 COMPENSATION OF DIRECTORS AND OFFICERS

The Directors and Officers of the ESPCOP shall serve without compensation unless compensation is authorized from time to time by the Board of Directors for services rendered other than for being a director or officer.

Section 11.5 FISCAL YEAR

The fiscal year of the ESPCOP shall extend from the first day of January through the thirty first day of December. The audit report, budget estimates and appropriations shall likewise be for the same period.

Section 11.6 SEAL, LOGO

The ESPCOP might have an official seal which shall be in such form as approved by the Board of Directors, but which shall in any event contain the words “European Society of Bariatric Anesthesia and Research”. The seal shall be in the custody of the Secretary.

The ESPCOP might have an official logo which shall be in such form as approved by the Board of Directors and must be used on all printed and electronic documents when it is available.

Section 11.7 DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or marking provisions for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational or scientific purposes as the Board of Directors shall determine.

Chapter XI
AMENDMENTS

Section 12.1 PROCEDURES

A proposal to amend the Bylaws shall be submitted in writing to the Secretary by any full member in good standing. The Secretary shall refer any such proposal to the Board of Directors. The Board of Directors determines if the proposal should be examined immediately or before the next representative council meeting.

If approved by the Board of Directors, the proposed amendment shall be mailed to every representative member at least seven (7) days before the representative meeting, at which time a second reading shall be followed by a vote. If approved by a two-thirds vote the proposed amendment shall then become effective. The bylaws will be reviewed and if necessary revised after the initial three years.