

1
2
3

AMENDED AND RESTATED BYLAWS OF THE
AMERICAN BURN ASSOCIATION
Revisions 2023

4	TABLE OF CONTENTS	
5	ARTICLE 1: ORGANIZATION	5
6	ARTICLE 2: INCORPORATION AND OBJECTIVES	5
7	SECTION 2.1: INCORPORATION.....	5
8	SECTION 2.2: MISSION.....	5
9	SECTION 2.3: GOALS AND OBJECTIVES	5
10	ARTICLE 3: MEMBERS	5
11	SECTION 3.1: MEMBERSHIP	5
12	SECTION 3.2: CLASSES OF MEMBERS.....	5
13	SECTION 3.2.1: ACTIVE MEMBERS	5
14	SECTION 3.2.2: SENIOR MEMBERS	5
15	SECTION 3.2.3: HONORARY MEMBERS.....	5
16	SECTION 3.2.4: RESIDENT/STUDENT MEMBERS.....	5
17	SECTION 3.2.5: ORGANIZATIONAL MEMBERS.....	6
18	SECTION 3.3: ADMISSION OF MEMBERS; TERMINATION AND REVOCATION OF	
19	MEMBERSHIP; TRANSFERABILITY	6
20	SECTION 3.4: DUES AND ASSESSMENTS.....	6
21	SECTION 3.5: RESIGNATION AND EXPULSION.....	6
22	ARTICLE 4: OFFICERS OF THE ASSOCIATION	6
23	SECTION 4.1: QUALIFICATIONS.....	6
24	SECTION 4.2: TERMS OF OFFICE	6
25	ARTICLE 5: BOARD OF TRUSTEES	7
26	SECTION 5.1: COMPOSITION	7
27	SECTION 5.2: QUALIFICATIONS	7
28	SECTION 5.3: TERMS OF OFFICE	7
29	SECTION 5.4: DUTIES AND POWERS	7
30	SECTION 5.5: REMOVAL FROM OFFICE	7
31	SECTION 5.6: MEETINGS OF THE BOARD	7
32	SECTION 5.7: EXECUTIVE SESSION	7
33	SECTION 5.8: REMOTE COMMUNICATION	7
34	SECTION 5.9: VOTING	8
35	SECTION 5.10: ACTION WITHOUT MEETING	8
36	ARTICLE 6: EXECUTIVE COMMITTEE	8
37	ARTICLE 7: NOMINATIONS AND ELECTIONS	8

38	SECTION 7.1: NOMINATION PROCEDURE	8
39	SECTION 7.2: ELECTIONS.....	8
40	SECTION 7.3: VACANCY IN OFFICE.....	8
41	ARTICLE 8: ANNUAL MEETING AND BUSINESS MEETING	8
42	SECTION 8.1: ANNUAL MEETING	8
43	SECTION 8.2: BUSINESS MEETING.....	8
44	SECTION 8.2.1: BUSINESS MEETING QUORUM.....	9
45	SECTION 8.2.2: PARLIAMENTARIAN.....	9
46	ARTICLE 9: STAFF CHIEF EXECUTIVE	9
47	SECTION 9.1.1: TERM OF CHIEF EXECUTIVE.....	9
48	SECTION 9.1.2: HIRING POLICIES	9
49	SECTION 9.2: EDITOR OF THE JOURNAL.....	9
50	ARTICLE 10: COMMITTEES AND SPECIAL INTEREST GROUPS	9
51	SECTION 10.1: COMMITTEE AND SIGS	9
52	SECTION 10.2: COMPOSITION AND TERMS.....	10
53	SECTION 10.3: MEETINGS.....	10
54	SECTION 10.4: COMMITTEE CHAIRS	10
55	SECTION 10.5: REMOVAL OF COMMITTEE MEMBERS OR CHAIRS	10
56	SECTION 10.6: DISSOLUTION OF COMMITTEES	10
57	SECTION 10.7: COMMITTEES.....	10
58	SECTION 10.7.1: ABLIS ADVISORY	10
59	SECTION 10.7.2: AFTERCARE REINTEGRATION	10
60	SECTION 10.7.3: ARCHIVES COMMITTEES.....	11
61	SECTION 10.7.4: BURN PREVENTION	11
62	SECTION 10.7.5: BURN THERAPIST CERTIFICATION	11
63	SECTION 10.7.6: EDUCATION	11
64	SECTION 10.7.7: ETHICAL ISSUES.....	11
65	SECTION 10.7.8: GLOBAL HEALTH	11
66	SECTION 10.7.9: GOVERNMENT AFFAIRS.....	11
67	SECTION 10.7.10: INDUSTRY PARTNERSHIP	11
68	SECTION 10.7.11: MEMBERSHIP ADVISORY COMMITTEE	11
69	SECTION 10.7.12: NURSING	11
70	SECTION 10.7.13: ORGANIZATION AND DELIVERY OF BURN CARE	11
71	SECTION 10.7.14: PROGRAM	11
72	SECTION 10.7.15: QUALITY AND BURN REGISTRY	11

73	SECTION 10.7.16: REHABILITATION	12
74	SECTION 10.7.17: RESEARCH	12
75	SECTION 10.7.18: VERIFICATION REVIEW	12
76	SECTION 10.7.19: FORMATION OF NEW COMMITTEES	12
77	SECTION 10.8: BOARD COMMITTEES	12
78	SECTION 10.8.1: NAMES OF BOARD COMMITTEES.....	12
79	SECTION 10.8.2: AUDIT & COMPLIANCE COMMITTEE.....	12
80	SECTION 10.8.3: AWARDS COMMITTEE	12
81	SECTION 10.8.4: BYLAWS COMMITTEE	12
82	SECTION 10.8.5: CONFLICT OF INTEREST COMMITTEE	12
83	SECTION 10.8.6: EXECUTIVE COMPENSATION COMMITTEE.....	13
84	SECTION 10.8.7: FINANCE AND INVESTMENT COMMITTEE	13
85	SECTION 10.8.8: NOMINATING COMMITTEE	13
86	SECTION 10.9: AD HOC COMMITTEES	13
87	SECTION 10.10: SPECIAL INTEREST GROUPS (“SIGS”)	13
88	SECTION 10.10.1: FORMATION AND DISSOLUTION OF SIGS	13
89	SECTION 10.10.2: MEETINGS	13
90	SECTION 10.10.3: LEADERSHIP.....	14
91	SECTION 10.11: ABA BURN RESEARCH NETWORK (ABURN).....	14
92	ARTICLE 11: CONFLICTS OF INTEREST.....	14
93	ARTICLE 12: FISCAL YEAR	14
94	ARTICLE 13: PARLIAMENTARY AUTHORITY	14
95	ARTICLE 14: INDEMNIFICATION.....	14
96	ARTICLE 15: AMENDMENT OF THE BYLAWS	14
97		

98 **ARTICLE 1: ORGANIZATION**

99 The name of the organization is the American Burn Association (the “Association”).

100 **ARTICLE 2: INCORPORATION AND OBJECTIVES**

101 **Section 2.1: Incorporation**

102 The Association was established by surgeons in 1967 as a professional organization and is incorporated under
103 the Illinois General Not-For-Profit Corporation Act of 1986, as amended.

104 **Section 2.2: Mission**

105 The Association is dedicated to improving the lives of everyone affected by burn injury.

106 **Section 2.3: Goals and Objectives**

107 The Association’s objective is to promote the art and science of burn care, teaching, research, prevention, and
108 rehabilitation. The Association seeks to address the problems of burn injuries and related issues in the burn
109 field through multi-disciplinary educational forums, publications, research, and training opportunities, for the
110 benefit of the members it serves and for the good of the public’s health.

111 **ARTICLE 3: MEMBERS**

112 **Section 3.1: Membership**

113 Membership shall be unlimited in number and shall consist of such persons selected in a manner determined by
114 the Board of Trustees (the “Board”) from the applications of interested candidates.

115 **Section 3.2: Classes of Members**

116 **Section 3.2.1: Active Members**

117 Individuals who pay dues are entitled to all the rights and privileges of the Association as Active members.
118 They may make motions and attend the Business Meeting at the “Annual Meeting”, serve on committees,
119 receive Association mailings, and be elected to office. Active members may vote in all elections. Active
120 members shall pay dues and assessments, as determined by the Board. The dues shall include a subscription to
121 the *Journal of Burn Care and Research* (the “Journal”), the official journal of the Association.

122 **Section 3.2.2: Senior Members**

123 Upon retirement, an active member may become a senior member upon written request to the Association’s
124 central office (the “Central Office”). The ABA may grant the request of an active member to become a Senior
125 member. Senior members may enjoy the rights and privileges of Active members, except they may not hold
126 office or be voting members of a committee, except that senior members may serve and vote on the Archives
127 Committee. Senior members shall pay no dues or assessments. Senior members receive no subscription to the
128 Journal. They may purchase a subscription to the Journal at the established subscription rate.

129 **Section 3.2.3: Honorary Members**

130 The Board, in its sole and absolute discretion, may designate and confer the status of Honorary member on any
131 Individual who is not an Active member of the Association. Honorary members enjoy the rights and privileges
132 of an Active member, except they may not hold office or be voting members of a committee. Honorary
133 members shall pay no dues or assessments. Honorary members receive no subscription to the Journal. They
134 may purchase a subscription to the Journal at the established subscription rate.

135 **Section 3.2.4: Resident/Student Members**

136 Any individual currently enrolled and in good standing in an accredited school of medicine, osteopathy,
137 nursing, occupational or physical therapy, nutrition, pharmacy, social work, or other health-related school, and
138 individuals in an accredited residency program or a recognized burn fellowship, may elect to become a
139 Resident/Student member pursuant to a process outlined in the policy manual. Resident/Student members
140 shall enjoy all the rights of an active member, as set forth in Section 3.2.1: . Resident/Student members shall

pay discounted dues, as determined by the Board. Resident/Student members shall only pay those assessments which the Board expressly determines shall be the Resident/Student members' obligations. Absent a specific resolution by the Board, the Resident/Student members shall pay no assessments. Resident/Student members shall receive a subscription to the Journal.

Section 3.2.5: Organizational Members

Burn care facilities or other institutions can become organizational members of the Association through application to the Association's Central Office and payment of dues as determined by the Board.

Section 3.3: Admission of Members; Termination and Revocation of Membership; Transferability

Except as otherwise set forth herein, any person meeting the membership qualifications set forth may become a member of the Association upon submission of an application, all required documents as determined by the Board, and payment of the applicable dues to the Association's Central Office. Membership in the Association terminates upon death of the member and may be revoked as described in Section 3.5. Membership is not transferrable.

Section 3.4: Dues and Assessments

The Board shall determine the annual member dues from time-to-time, including adopting different dues for different categories and disciplines of members, as the Board may determine. Except as set forth in these Bylaws, the Board may assess amounts from the members for special projects. Unless otherwise determined by the Board, all active members shall be responsible for their pro rata share of these assessments. Dues and assessments shall be paid in U.S. funds. Members are delinquent if their dues and assessments are not paid by December 31st of the year prior to the year for which the dues and assessments are to become effective. Any member delinquent in their dues may not receive the discounted "member rate" at the Annual Meeting. If a delinquent member fails to pay their dues and assessments within 90 days after notice is sent, the delinquent member's membership shall automatically terminate.

Section 3.5: Resignation and Expulsion

Any Member may resign by submitting a written resignation to the chief executive and paying whatever indebtedness may be owed to the Association. No resigning member shall receive any proration or other refund of assessed and payable dues, assessments, or other obligations. Any member may be expelled, suspended, or otherwise disciplined by a vote of two-thirds of the Board for conduct: (i) violative of any standards of conduct adopted by the Board; or (ii) discreditable to the Association. The grounds for expulsion of a member may be considered in any proceeding for readmission to membership.

ARTICLE 4: OFFICERS OF THE ASSOCIATION

The Officers of the Association shall be the President, President-Elect, Secretary, Treasurer, and Immediate Past President (the "Officers"). The Officers shall promote the interests of the Association and perform the duties prescribed in these Bylaws.

Section 4.1: Qualifications

All Officers shall: (a) be a professional in a burn-related field for no less than ten years; and (b) have demonstrated leadership abilities; and (c) have been and are currently active members of the Association for no less than ten years prior to their term of office. In addition, the President-Elect must have served at least a two-year term on the Board of Trustees prior to assuming the role of President-Elect.

Section 4.2: Terms of Office

The President-Elect shall serve a one-year term and ascend to the office of President upon completion of his or her term. He/she will serve a one-year term as President and ascend to Immediate Past President upon completion of term as President, then ascend to Second Past President. The Secretary and Treasurer each shall serve three-year terms. The terms of office shall begin at the close of the Business Meeting during the ABA

Annual Meeting. Except for partial terms filled under Section 7.3 , no individual may serve successive terms in the same office.

ARTICLE 5: BOARD OF TRUSTEES

Section 5.1: Composition

The size of the Board of Trustees (the “Board”), when fully constituted, shall be 13 voting members comprising the five Officers of the Association, the Program Chair, Second Past President and six at large Board members. Of the six at large Board members, at least two must be physicians and at least two must be non-physicians. The President of the Association shall be the Chair of the Board. Board members shall adhere to the Association’s conflict of interest policy.

Section 5.2: Qualifications

All Board members shall: (a) be a professional in a burn-related field for no less than five years; and (b) have demonstrated leadership abilities; and (c) have been and are currently active members of the Association for no less than five years prior to their term of office.

Section 5.3: Terms of Office

The Program Chair and all at large Board members shall each serve three-year terms. The terms of office shall begin at the close of the Business Meeting during the ABA Annual Meeting. Except for partial terms filled under Section 7.3: , no individual may serve successive terms in the same office. Trustees may be elected to one- or two-year terms to achieve a staggering of terms.

Section 5.4: Duties and Powers

The Association’s governing body is the Board, which shall have supervision, control and direction of the Association’s affairs, its committees, and publications, shall determine its policies or changes therein, and shall adopt its annual fiscal program and budget. The Board shall actively prosecute the Association’s objectives and supervise the disbursement of its funds.

“Trustees” shall have the same connotation as “directors” referenced in the Illinois General Not-For-Profit Corporation Act of 1986 and shall fulfill all duties as required.

The Board shall be responsible for the general oversight of the Association’s resources, including funds awarded to the Association.

Section 5.5: Removal from Office

Removal from Office shall be pursuant to applicable state laws.

Section 5.6: Meetings of the Board

The Board shall meet at least twice a year; typically, this will include once at the time of the Annual Meeting. A meeting of the board may be called by either the President or any three Trustees. The Central Office will inform all Trustees of board meetings. Meetings may be conducted in person, via video or teleconferencing. Meetings of the Board are closed, and are to include only members of the Board, chief executive, and additional persons as invited by the Board. A majority of voting members of the Board constitute a quorum. Except as provided herein, action taken by the Board requires approval by a simple majority of the voting members of the Board participating in the meeting. Voting on any motion, electronically, outside of a board meeting requires a unanimous vote from all eligible voting members for the motion to pass.

Section 5.7: Executive Session

At any meeting of the Board, where a quorum is present, the Board may, by majority vote, enter an Executive Session in which only voting Trustees and invited participants, which may include legal counsel, may be present. Executive session minutes may be kept separately and confidentially, and need not include the discussion, only actions taken.

Section 5.8: Remote Communication

Except for the Annual Meeting and the Business Meeting, the Board authorizes any Trustee not physically present at a meeting to participate in a meeting using remote communication, and such Trustees may be considered present in person and may vote at the meeting, whether held at a designated place or solely with remote communication, subject to the conditions imposed by law. The Board may determine that a meeting may be held solely with or without remote communication.

Section 5.9: Voting

Each voting Trustee is entitled to one vote on each matter submitted for consideration, subject to the conflict-of-interest policy.

Section 5.10: Action Without Meeting

The authority of the Board may be exercised without a meeting if all the Trustees consent in writing.

ARTICLE 6: EXECUTIVE COMMITTEE

The Officers shall constitute an Executive Committee, which may conduct the business of the Association in between meetings of the Board of Trustees. The Executive Committee shall report any actions taken to the Board of Trustees.

ARTICLE 7: NOMINATIONS AND ELECTIONS

Section 7.1: Nomination Procedure

Nominations of qualified candidates may be made by all members for all open positions for Officers and Board members. The call for Nominations will be open for a minimum of 14 days. The Nominating Committee will vet all candidates for qualifications and present a slate of candidates to be voted on by the membership, consistent with policies established and subject to approval by the Board.

Section 7.2: Elections

The positions of President-Elect, Secretary, Treasurer, Program Chair, and at large Board members shall be elected by the membership from a slate of candidates developed by the Nominating Committee in accordance with the policy established and subject to approval by the Board.

Section 7.3: Vacancy in Office

With a vacancy in the office of President, the President-Elect shall become the President. If a vacancy in the office of President-Elect occurs, the longest serving in their role among the Secretary, Treasurer, or Program Chair shall assume the role and be responsible for duties of the elected office and shall then ascend to the presidency. A vacancy in any other office shall be filled by a qualified individual appointed by the President. The individual assuming the duties of the vacated office shall serve until a suitable replacement is nominated and elected according to the nomination and election process outlined in Article 7.

ARTICLE 8: ANNUAL MEETING AND BUSINESS MEETING

Section 8.1: Annual Meeting

An annual meeting (the “Annual Meeting”) of the members shall be held once each calendar year, as determined by the Board. The Annual Meeting fosters the Mission and objectives of the Association. Announcement of the Annual Meeting shall be communicated – electronically or in hard copy – to the members of the Association no less than 30 days before the meeting date.

Section 8.2: Business Meeting

There shall be a business meeting of the membership at each Annual Meeting (the “Business Meeting”). The President shall serve as Chair. Announcement of the Business Meeting shall be communicated – electronically or in hard copy – to the members of the Association no less than 30 days before the meeting date. At the Business Meeting, the Board shall inform the members on the status of the Association. The Treasurer shall report on the financial condition of the Association. The Chair of the Audit & Compliance Committee shall

review the audit reports and make such recommendations to the Board as he or she deems appropriate. The membership may raise other issues to the Board during this meeting.

Section 8.2.1: Business Meeting Quorum

Fifty (50) active members attending the Business Meeting shall constitute a quorum.

Section 8.2.2: Parliamentarian

The Secretary shall serve as parliamentarian at all business and Board meetings of the Association, unless otherwise specified by the President.

ARTICLE 9: Staff Chief Executive

The Board shall appoint a chief executive for the Association. The chief executive reports and is accountable to the Board and shall work closely with the Board to fulfill its objectives. The chief executive shall be the Association's principal administrator. The chief executive shall be specifically responsible for all management operations, business affairs and property, shall manage and direct all activities of the Association as prescribed by the Board, shall employ and may terminate members of the staff, fix their compensation within approved budget guidelines, supervise and evaluate their performance, establish titles and delegate responsibilities as determined by the chief executive to be in the best interests of the Association. The chief executive shall be a salaried employee of the Association in charge of the daily administrative matters and operations of the Association and shall perform such other duties and have such other powers as may from time to time be assigned by the Board or the President. The chief executive shall be entitled to notice of and attendance at the Annual Meeting, the Business Meetings, the Board Meetings, and any Executive Session. The chief executive may be excluded from any portion of a meeting relating to his or her performance, compensation, and review. The chief executive shall report to the Board on the operations of the Central Office and answer appropriate questions of members of the Board. The Board, through the Executive Compensation Committee, will review the performance of the chief executive no less than once a year. The Board and the Executive Compensation Committee may include input from other members of the Central Office staff.

Section 9.1.1: Term of Chief Executive

The Board, on behalf of the Association, may enter a mutually acceptable employment contract with the chief executive (the "Employment Contract"). The initial term of the Employment Contract may not be longer than three years (the "Initial Term"). Subsequent contracts may be renegotiated or renewed but may not be signed for a period longer than three years.

Section 9.1.2: Hiring Policies

Hiring of Central Office staff members shall be conducted in full compliance with the governing anti-discrimination and employment opportunity laws. The Association shall hire no employees who are members of the immediate family (spouse, grandparent, parent, brother or sister, son, or daughter) of any member of the Board, chief executive, or of any person who will supervise the employee.

Section 9.2: Editor of the Journal

The Board shall appoint an Editor of the Journal on such terms as the Board determines. The Editor shall report to the Board no less than once every six months. The performance of the Editor will be reviewed at least annually by the Executive Compensation Committee.

ARTICLE 10: COMMITTEES AND SPECIAL INTEREST GROUPS

Section 10.1: Committee and SIGs

The Board may establish committees to assist the Board in fulfillment of the Association's mission. No committee or Special Interest Group (SIG) shall have the authority of the Board in the management of the Association. No committee or SIG may act on behalf of the Association or bind it to any action but may make recommendations to the Board or to the Officers.

Section 10.2: Composition and Terms

Appointment of the chair, deputy-chair, and members of a committee shall be made by the Board upon recommendation of the President whose term will coincide with the beginning of the appointment, unless otherwise specifically noted in these bylaws. Members of each committee and SIG shall be active members of the Association. All committee members must adhere to the Association's Conflict of Interest Policy. Unless specifically noted in these bylaws or the policy manual, committee member and chair terms will be for three years. A committee member or chair may be reappointed for one additional three-year term. The deputy-chair may serve a one-year term concurrent with the final year of the chair. The deputy-chair shall ascend to chair at the end of that term. The size and charge of the committee will be determined by the Board unless specifically stated in these bylaws. Committee chairs may appoint ad hoc members to their committees to promote the goals and tasks of the committee. Such members must be active ABA members and shall not vote on committee business.

Each committee shall have specified functions summarized in a mission statement for that committee. In the first year of appointment of the committee chair, the committee shall review its mission statement and prepare a set of goals and objectives for the committee, that are in alignment with the ABA strategic plan, to be presented to the Board for approval. In addition, committees may be given regular charges by the President or the Board to perform specified tasks to accomplish the goals of the Association. Each committee shall review its charges and recommendations from the Board annually.

Section 10.3: Meetings

Each committee shall meet at least annually. Committees may request to meet at the time of the Annual Meeting. Additional meetings of each committee may be held, as needed, and with the consent of the Board for any in person meetings where funding is required.

Section 10.4: Committee Chairs

The chair of each committee shall be responsible for organizing and carrying out the activities of the committee, and for assigning committee members to work within the committee. The chair shall, upon request, report to the Board on the committee's activities. The chair of each committee shall also present a report to the members of the Association, as directed by the President.

Section 10.5: Removal of Committee Members or Chairs

The President may remove members of committees who do not discharge their duties appropriately as committee members, on the recommendation of the committee Chair. The President may also remove committee chairs who do not discharge their duties appropriately. Committee members absent for two consecutive meetings of the committee unexcused, except the Archives Committee, may be considered to have voluntarily surrendered their appointment.

Section 10.6: Dissolution of Committees

Committees may be dissolved by amendment to these bylaws.

Section 10.7: Committees

Committees are established to advance and promote the mission of the Association. Committees shall be directed in their actions by the Board, but they may recommend to the Board changes in those tasks to accomplish the goals, mission, and objectives of the Association. Committees will work towards the mission statements as outlined below.

Section 10.7.1: ABLS Advisory

Reviews and updates all ABLS content and addresses major policy and programmatic issues.

Section 10.7.2: Aftercare Reintegration

359 Coordinates the efforts of the ABA and the Phoenix Society for burn survivors to improve the aftercare of
360 those impacted by burn trauma in the areas of rehabilitation and reintegration.

361 **Section 10.7.3: Archives Committees**

362 Seeks to preserve the documents and traditions of the Association. Its members shall include all past
363 Board members and Officers of the Association. The chair of the Archives Committee shall be elected
364 annually by the Archives Committee members at the time of the Annual Meeting.

365 **Section 10.7.4: Burn Prevention**

366 Establishes and promotes ABA programs in prevention and decreasing the rate and severity of burn
367 injuries. Gathers and disseminates data and information and serves as a resource on burn prevention.

368 **Section 10.7.5: Burn Therapist Certification**

369 Promotes and recognizes clinicians who have specialty knowledge, skill, and expertise in burn therapy through
370 certification.

371 **Section 10.7.6: Education**

372 Develops, promotes, and facilitates education on burn injuries, burn care, and related issues to members of
373 the ABA, members of the health care community, and the public.

374 **Section 10.7.7: Ethical Issues**

375 Promotes and establishes ABA programs in the ethics related to burn care.

376 **Section 10.7.8: Global Health**

377 Promotes the development and improvement of burn care in international communities, especially those that
378 are underserved.

379 **Section 10.7.9: Government Affairs**

380 Contributes to the development of healthcare policy in burn-related areas by responding to and initiating
381 opportunities to interact with government officials and public and private organizations on these matters.

382 **Section 10.7.10: Industry Partnership**

383 Drives innovation and improves quality care through collaboration, initiatives and information sharing between
384 industry partners and the ABA.

385 **Section 10.7.11: Membership Advisory Committee**

386 Promotes the interests of the membership of the Association through education and research. The
387 composition of the MAC should remain representative of the diversity of disciplines and geographic
388 distribution of burn centers comprising the Association membership. The associate chair of the Program
389 Committee shall be an ex-officio member of the MAC.

390 **Section 10.7.12: Nursing**

391 Addresses and advocates for the highest priority needs of the professional burn nursing community.

392 **Section 10.7.13: Organization and Delivery of Burn Care**

393 Addresses issues having an impact on the national or regional organization of burn care services and the way
394 those services are delivered to injured patients, their families, and the public.

395 **Section 10.7.14: Program**

396 Plans the educational program for the Annual Meeting with sufficient depth and scope to meet the needs of
397 the broad range of burn care professionals.

398 **Section 10.7.15: Quality and Burn Registry**

399 Promotes the development and use of patient registries to improve patient care, quality, and outcomes in burn
400 care. Improves the burn registry platform managed by the Association.

401 **Section 10.7.16: Rehabilitation**

402 Increases awareness of the importance of rehabilitation treatment of burn injured individuals, provides
403 educational opportunities for members and others, and promotes rehabilitation research.

404 **Section 10.7.17: Research**

405 Promotes and establishes ABA programs in research through the development of new knowledge,
406 devices and equipment, and practices in all areas of burn care.

407 **Section 10.7.18: Verification Review**

408 Establishes criteria for the purpose of optimizing burn care in the US and internationally. Oversees the
409 voluntary review of burn centers through consultation and verification that burn centers have met established
410 criteria.

411 **Section 10.7.19: Formation of New Committees**

412 Proposals for the formation of new committees must be approved by the Board. Once approved, the new
413 committee's chair and members may be appointed and function under its charge and within these Bylaws. The
414 committee shall not be formally recognized until amendments to the Bylaws are developed and approved.

415 **Section 10.8: Board Committees**

416 Board committees are permanent committees that advise the Board about the corporate operation of the
417 Association and the Central Office. Membership in Board committees shall be restricted to current and past
418 members of the Board unless otherwise specified.

419 **Section 10.8.1: Names of Board Committees**

420 The Board Committees shall be Audit and Compliance, Awards, Bylaws, Conflict-of-Interest, Executive
421 Compensation, Finance and Investment, and Nominating.

422 **Section 10.8.2: Audit & Compliance Committee**

423 The Audit & Compliance Committee will review the ABA audited statements and communicate directly
424 with the external audit firm to ensure the ABA is compliant with all financial regulations. The Committee
425 shall review the annual report of the outside independent auditor and report to the Board. Members shall
426 include a past President of the Association who is no longer an active member of the Board, and he or she
427 shall serve as chair for one three-year term. The Committee shall also include four additional members
428 who will each serve one three-year term, at least two of the committee members should be non-
429 physicians. No reappointments will be considered.

430 **Section 10.8.3: Awards Committee**

431 The Awards Committee shall select individuals to receive awards by the Association. It shall be the
432 President, the three most recent past Presidents and a non-physician Board member appointed by the
433 President. The President shall serve as chair.

434 **Section 10.8.4: Bylaws Committee**

435 The Bylaws Committee shall provide guidance to ensure the Bylaws of the Association reflect the goals
436 and objectives of the Association. The Bylaws Committee shall review all proposals for amendments or
437 changes to the Bylaws. Members of the Committee shall include the President-Elect, a past President, a
438 non-physician Board member, and a member of the Association who is neither a current nor a past
439 member of the Board. The chair shall be the Secretary of the Association.

440 **Section 10.8.5: Conflict-of-Interest Committee**

The Conflict-of-Interest Committee shall develop and maintain the standards by which members of the ABA disclose and address conflicts of interest in their activities related to the ABA. Committee membership comprises five individuals, including the Chair:

- a) The Chair shall be a past President no longer serving on the Board.
- b) A member of the Burn Science Advisory Panel (the "BSAP").
- c) Two current Board members, one physician and one non-physician.
- d) An active member who is neither a current nor a past member of the Board.

Section 10.8.6: Executive Compensation Committee

The Executive Compensation Committee consists of the past President, the current President, the President-elect, the Treasurer, and a non-physician Board member. The past President shall serve as chair. This Committee shall review the performance of the chief executive and the Editor-in-Chief of the Journal. The Executive Compensation Committee shall review compensation benchmarks for the chief executive and Journal Editor and make recommendations to the Board. The Board shall have contract authority in all dealings with the chief executive and the Editor-in-Chief of the Journal. The chief executive and the Editor-in-Chief of the Journal shall be responsible for the performance reviews of staff members who report to them, shall also have authority over the compensation of their staff members.

Section 10.8.7: Finance and Investment Committee

The Finance and Investment Committee shall oversee the ABA's investment policy and investments of the Association. Members include the President, President-elect, past President, Treasurer and one Board member. The Treasurer serves as chair.

Section 10.8.8: Nominating Committee

The Nominating Committee shall nominate candidates for all offices of the Association as described in ARTICLE 7. The Committee shall be composed of the three immediate past-Presidents of the Association, the President, and three members selected by the Membership Advisory Committee in accordance with board policy. The most senior past-President shall serve as chair of the Committee. Nominating Committee members are not eligible to be placed on the slate of candidates for Board members or Officers.

Section 10.9: Ad hoc Committees

Ad hoc committees are temporary committees appointed by the President to accomplish a specified circumscribed task, which, because of expertise or workload, cannot reasonably be accomplished by an existing committee. The members and chair of each ad hoc committee shall be appointed by the President to serve for a one-year term. They may be reappointed at the discretion of the President if the committee is continued.

Each ad hoc committee shall automatically be dissolved at the end of each year's Business Meeting, unless specifically renewed by the incoming President.

Section 10.10: Special Interest Groups ("SIGs")

Special interest groups ("SIGs") are groups of Association members with a common interest in a specific area relating to burn injury. Membership in any SIG is open to all members in good standing. SIGs may submit items for review by the Board through the Membership Advisory Committee (MAC).

Section 10.10.1: Formation and Dissolution of SIGs

There is no limit on the number of SIGs. SIGs may be formed and dissolved by the Board on the recommendation of the MAC. The Central Office shall maintain a list of active SIGs and their Chairs.

Section 10.10.2: Meetings

Each SIG shall meet at least annually and demonstrate a quorum of at least 20 members. Summaries of the activities of each SIG shall be submitted to the MAC annually.

Section 10.10.3: Leadership

Each SIG shall select a Chair and a Co-chair to a term determined by the SIG, to facilitate the meetings and other activities of the group. A SIG Chair must be an active member of the Association. The Board, on the recommendation of the MAC, may remove a SIG Chair for failure to fulfill his or her responsibilities to the SIG.

Section 10.11: ABA Burn Research Network (ABuRN)

The ABuRN director reports to the Board. The ABuRN is comprised of three components, the Burn Science Advisory Panel (BSAP), the Data Coordinating Center (DCC), and the research administration function provided by the Central Office.

The activities of the ABuRN shall be guided by a steering committee, the BSAP. The BSAP structure and function shall be governed by the Board approved policy on ABuRN Structure.

ARTICLE 11: CONFLICTS OF INTEREST

All Officers, members of the Board and committee members shall disclose conflicts of interest as defined within the Conflict-of-Interest Policy during their term of office, and they shall abide by the Conflict-of-Interest Policy of the Association. Statements attesting to review of the Conflict-of-Interest Policy and disclosure or absence of conflicts of interest will be kept on file and updated annually.

ARTICLE 12: FISCAL YEAR

The fiscal year of the Association shall be the calendar year.

ARTICLE 13: PARLIAMENTARY AUTHORITY

The rules in the edition of Robert's Rules of Order, Newly Revised, shall govern the Association in cases to which they apply and in which they are not inconsistent with the Bylaws or with any special rules the Association may adopt.

ARTICLE 14: INDEMNIFICATION

Any person made or threatened to be made a party to any threatened, pending or completed action, suit, or proceeding by the fact that he or she is or was an Officer, Trustee, employee or agent of the Association, or who is or was serving at the request of the Association as an officer, Trustee, employee or agent of another Association, partnership, joint venture, trust or other enterprise, shall be indemnified by the Association against any liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him or her for the defense or settlement of such action, suit or proceeding, or for any appearance, to the fullest extent now or hereafter permitted by law, except for liability resulting from: (1) any breach of duty or loyalty to the Association or its members, or (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law.

Expenses in defending any such action, suit or proceeding shall be paid by the Association before the final disposition of any such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the Officer, Trustee, employee or agent to repay such amount, unless it shall ultimately be determined that he or she may be indemnified by the Association. Such right of indemnification shall not be deemed exclusive of any other rights to which such Officer, Trustee employee or agent may be entitled besides this provision.

ARTICLE 15: AMENDMENT OF THE BYLAWS

Notwithstanding anything contained herein to the contrary, these Bylaws may only be altered, amended, repealed, replaced or restated by the active members, provided any proposed change has been (i) reviewed by the Bylaws Committee; (ii) approved by a majority of the members of the Board present and voting at any meeting thereof; (iii) submitted in writing to the membership not more than sixty (60), and not less than thirty

528 (30), days prior to the date on which the alteration, amendment, repeal, replacement, or restatement is to be
529 considered; and (iv) adopted by a majority of the members voting, in person or by electronic means.

530

531

532 ***Approved by membership July 17, 2023***