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AMENDED AND RESTATED BYLAWS OF THE  
**AMERICAN BURN ASSOCIATION**  
2025 Update, v3  
(Board approved 2/19/26)

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113 **ARTICLE 1: ORGANIZATION**

114 The name of the organization is the American Burn Association (the "Association").

115 **ARTICLE 2: INCORPORATION AND OBJECTIVES**

116 **Section 2.1: Incorporation**

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

119 **Section 2.2: Vision**

120 To be the defining global resource for burn care.

121 **Section 2.3: Mission**

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

123 **ARTICLE 3: ANNUAL MEETING AND BUSINESS MEETING**

124 **Section 3.1: Annual Meeting**

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

129 **Section 3.2: Business Meeting**

130 There shall be a business meeting of the membership at each Annual Meeting (the "Business Meeting"). The  
131 President shall serve as Chair. Announcement of the Business Meeting shall be communicated – electronically  
132 or in hard copy – to the members of the Association no less than 30 days before the meeting date. At the  
133 Business Meeting, the Board shall inform the members on the status of the Association. The Treasurer shall  
134 report on the financial condition of the Association. The Chair of the Audit & Compliance Committee shall  
135 review the audit reports. Other committee chairs may provide reports, as directed herein. The membership  
136 may raise other issues to the Board during this meeting.

137 **Business Meeting Quorum**

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

139 **Parliamentarian**

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

142 **ARTICLE 4: MEMBERS**

143 **Section 4.1: Membership**

144 Membership shall be unlimited in number and shall consist of such persons selected in a manner determined by  
145 the Board from the applications of interested candidates.

146 **Section 4.2: Classes of Members**

147 **Section 4.2.1: Active Members**

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

153 **Section 4.2.2: Senior Members**

154 Upon retirement, an Active member may become a Senior member upon written request to the Association's  
155 central office (the "Central Office"). The Association may grant the request of an Active member to become a  
156 Senior member. Senior members may enjoy the rights and privileges of Active members, except they may not  
157 hold office or be voting members of a committee, except that Senior members may serve and vote on the  
158 Archives Committee. Senior members shall pay no dues or assessments. Senior members receive no  
159 subscription to the Journal. They may purchase a subscription to the Journal at the established subscription  
160 rate.

#### 161 **Section 4.2.3: Honorary Members**

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

#### 167 **Section 4.2.4: Resident/Student Members**

168 Any individual currently enrolled and in good standing in an accredited school of medicine, osteopathy,  
169 nursing, occupational or physical therapy, nutrition, pharmacy, social work, or other health-related school, and  
170 individuals in an accredited residency program or a recognized burn fellowship, may elect to become a  
171 Resident/Student member pursuant to a process outlined in the Policy Manual. Resident/Student members  
172 shall pay discounted dues, as determined by the Board. Resident/Student members shall only pay those  
173 assessments which the Board expressly determines shall be the Resident/Student members' obligations.  
174 Absent a specific resolution by the Board, the Resident/Student members shall pay no assessments.  
175 Resident/Student members shall receive a subscription to the Journal.

#### 176 **Section 4.2.5: Organizational Members**

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

#### 179 **Section 4.3: Admission of Members; Termination and Revocation of Membership; Transferability**

180 Except as otherwise set forth herein, any person meeting the membership qualifications set forth may become  
181 a member of the Association upon submission of an application, all required documents as determined by the  
182 Board, and payment of the applicable dues to the Central Office. Membership in the Association terminates  
183 upon death of the member and may be revoked as described in Section 4.5. Membership is not transferrable.

#### 184 **Section 4.4: Dues and Assessments**

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

#### 194 **Resignation and Expulsion**

195 Any Member may resign by submitting a written resignation to the Chief Executive and paying whatever  
196 indebtedness may be owed to the Association. No resigning member shall receive any proration or other  
197 refund of assessed and payable dues, assessments, or other obligations. Any member may be expelled,  
198 suspended, or otherwise disciplined by a vote of two-thirds of the Board for conduct: (i) violative of any

199 standards of conduct adopted by the Board; or (ii) discreditable to the Association. The grounds for expulsion  
200 of a member may be considered in any proceeding for readmission to membership.

201 **ARTICLE 5: OFFICERS OF THE ASSOCIATION**

202 The Officers of the Association shall be the President, President-Elect, Secretary, Treasurer, and Immediate  
203 Past President (the “Officers”). The Officers shall promote the interests of the Association and perform the  
204 duties prescribed in these Bylaws and other Association policies.

205 **Section 5.1: Qualifications**

206 All Officers shall, at the time of nomination: (a) be a professional in a burn-related field for no less than ten  
207 years; and (b) have demonstrated leadership abilities by serving in organizational leadership and institutional  
208 managerial roles commensurate with the office and per the Policy Manual; and (c) have been and are currently  
209 active members of the Association for no less than ten years prior to their term of office; and (d) be directly  
210 affiliated with an ABA-verified Burn Center. In addition, the President-Elect must have served at least a two-  
211 year term on the Board prior to assuming the role of President-Elect.

212 **Section 5.2: Terms of Office**

213 The President-Elect shall serve a one-year term and ascend to the office of President upon completion of his or  
214 her term. He/she will serve a one-year term as President and ascend to Immediate Past President upon  
215 completion of the term as President, then ascend to Second Past President. The Secretary and Treasurer each  
216 shall serve three-year terms, after having served one-year, non-voting terms on the Board as Secretary-Elect  
217 and Treasurer-Elect, respectively. The terms of office shall begin at the close of the Business Meeting during  
218 the Annual Meeting. Except for partial terms filled under Section 8.3, no individual may serve successive terms  
219 in the same office.

220 **ARTICLE 6: BOARD OF TRUSTEES**

221 **Section 6.1: Composition**

222 The size of the Board, when fully constituted, shall be 13 voting members comprising the five Officers of the  
223 Association, the Program Chair, Second Past President and six at-large Board members. Of the six at-large  
224 Board members, three must be physicians and three must be non-physicians. The President of the Association  
225 shall be the Chair of the Board. Board members shall adhere to all Association policies.

226 **Section 6.2: Qualifications**

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

230 **Section 6.3: Terms of Office**

231 All at-large Board members and the Program Chair shall each serve three-year terms. The Program Chair shall  
232 serve a one-year, non-voting term on the Board as Program Chair-Elect prior to ascending to Program Chair.  
233 The terms of office shall begin at the close of the Business Meeting during the Annual Meeting. Except for  
234 partial terms filled under Section 8.3, no individual may serve successive terms in the same office. Trustees  
235 may be elected to one- or two-year terms to achieve a staggering of terms.

236 **Section 6.4: Duties and Powers**

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

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

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

245 **Section 6.5: Removal from Office**

246 Removal from Office shall be pursuant to applicable state laws.

247 **Section 6.6: Meetings of the Board**

248 The Board shall meet at least quarterly; typically, this will include once at the time of the Annual Meeting. A  
249 meeting of the Board may be called by either the President or any three Trustees. The Central Office will  
250 inform all Trustees of Board meetings. Meetings may be conducted in-person, via video conferencing, or via  
251 teleconferencing. Meetings of the Board are closed and are to include only members of the Board, the Chief  
252 Executive, and additional persons as invited by the Board. A majority of voting members of the Board  
253 constitute a quorum. Except as provided herein, action taken by the Board requires approval by a simple  
254 majority of the voting members of the Board participating in the meeting when a quorum is present. Voting on  
255 any motion, electronically, outside of a Board meeting requires a unanimous vote from all eligible voting  
256 members for the motion to pass.

257 **Executive Session**

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

262 **Remote Communication**

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

268 **Section 6.9: Voting**

269 Each voting Trustee is entitled to one vote on each matter submitted for consideration, subject to any other  
270 limitations herein.

271 **Section 6.10: Action Without Meeting**

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

273 **ARTICLE 7: EXECUTIVE COMMITTEE**

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

276 **ARTICLE 8: NOMINATIONS AND ELECTIONS**

277 **Section 8.1: Nomination Procedure**

278 Nominations of qualified candidates may be made by all members for all open positions for Officers and Board  
279 members. The call for Nominations will be open for a minimum of 15 business days. The Nominating  
280 Committee will vet all candidates for qualifications and present a slate of candidates to be voted on by the  
281 membership, consistent with Association policies established by the Board and subject to approval by the  
282 Board.

283 **Section 8.2: Elections**

284 The positions of President-Elect, Secretary-Elect, Treasurer-Elect, Program Chair-Elect, and at-large Board  
285 members shall be elected by the membership from a slate of candidates developed by the Nominating  
286 Committee in accordance with Section 8.1.

### 287 **Section 8.3: Vacancy in Office**

288 With a vacancy in the office of President, the President-Elect shall become the President. If a vacancy in the  
289 office of President-Elect occurs, the longest serving in their role between the Secretary and Treasurer shall  
290 assume the role and be responsible for duties of the elected office and shall then ascend to the Presidency. A  
291 vacancy in any other office shall be filled by a qualified individual appointed by the President. The individual  
292 assuming the duties of the vacated office shall serve until a suitable replacement is nominated and elected  
293 according to the nomination and election process outlined in Sections 8.1 and 8.2.

## 294 **ARTICLE 9: Chief Executive Officer**

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

### 312 **Section 9.1: Term of Chief Executive**

313 The Board, on behalf of the Association, may enter a mutually acceptable employment contract with the Chief  
314 Executive (the “Employment Contract”). The initial term of the Employment Contract may not be longer than  
315 three years (the “Initial Term”). Subsequent contracts may be renegotiated or renewed but may not be signed  
316 for a period longer than three years.

### 317 **Section 9.2: Hiring Policies**

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

### 322 **Section 9.3: Editor of the Journal**

323 The Board shall appoint an Editor-in-Chief of the Journal (the “Editor”) on such terms as the Board determines.  
324 The Editor shall report to the Board no less than once every six months. The performance of the Editor will be  
325 reviewed at least annually by the Executive Compensation Committee.

## 326 **ARTICLE 10: COMMITTEES AND SPECIAL INTEREST GROUPS**

### 327 **Section 10.1: Committee and SIGs**

328 The Board may establish committees to assist the Board in fulfillment of the Association’s Vision and Mission.  
329 No committee or Special Interest Group (SIG) shall have the authority of the Board in the management of the

330 Association. No committee or SIG may act on behalf of the Association or bind it to any action but may make  
331 recommendations to the Board or to the Officers.

332 **Section 10.2: Composition and Terms**

333 Appointment of the chair, deputy-chair, and members of a committee shall be made by the Board upon  
334 recommendation of the President-Elect whose term as President will coincide with the beginning of the  
335 appointment, unless otherwise specifically noted in these Bylaws. Members of each committee and SIG shall  
336 be Active members of the Association. All committee members must adhere to the Association's Conflict of  
337 Interest Policy. Unless specifically noted in these Bylaws or the Policy Manual, committee member and chair  
338 terms will be for three years. A committee member or chair may be reappointed for one additional three-year  
339 term. A deputy-chair may be appointed to serve a one-year term concurrent with the final year of the chair's  
340 term. The deputy-chair shall ascend to chair at the end of that term. The size and charge of the committee will  
341 be determined by the Board unless specifically stated in these Bylaws. Committee chairs may appoint ad hoc  
342 members to their committees to promote the goals and tasks of the committee. Such members must be  
343 Active members of the Association and shall not vote on committee business.

344 Each committee shall have specified functions summarized in a mission statement for that committee, as  
345 noted in these Bylaws or the Policy Manual. In the first year of appointment of the committee chair, the  
346 committee shall review its mission statement and prepare a set of goals and objectives for the committee,  
347 which are in alignment with its mission statement and the ABA Strategic Plan, to be presented to the Board for  
348 approval. In addition, committees may be given regular charges by the President or the Board to perform  
349 specified tasks to accomplish the goals of the Association. Each committee shall review its charges and  
350 recommendations from the Board annually.

351 **Section 10.3: Meetings**

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

355 **Section 10.4: Committee Chairs**

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

360 **Section 10.5: Removal of Committee Members or Chairs**

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

366 **Section 10.6: Formation of New Committees**

367 Proposals for the formation of new committees may be submitted to the Board and shall be approved by the  
368 Board. Once approved, the new committee's chair and members may be appointed and function under its  
369 charge and within these Bylaws or the Policy Manual. The committee shall not be formally recognized until  
370 amendments to the Bylaws are developed and approved.

371 **Section 10.7: Dissolution of Committees**

372 Committees may be dissolved by the Board, with subsequent amendment to these Bylaws.

373 **Section 10.8: Committees**

374 Committees are established to advance and promote the Vision and Mission of the Association. Committees  
375 shall be directed in their actions by the Board, but they may recommend to the Board changes in those tasks to  
376 accomplish the Vision and Mission of the Association. Committees will work within their respective committee  
377 mission statements as outlined below or in the Policy Manual.

378 **Section 10.8.1: ABLS**

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

380 **Section 10.8.2: Aftercare Reintegration**

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

383 **Section 10.8.3: Archives**

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

387 **Section 10.8.4: Burn Prevention**

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

390 **Section 10.8.5: Burn Therapist Certification**

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

393 **Section 10.8.6: Education**

394 Develops, promotes, and facilitates education on burn injuries, burn care, and related issues to members of  
395 the Association, members of the health care community, and the public.

396 **Section 10.8.7: Ethical Issues**

397 Promotes and establishes Association programs in the ethics related to burn care.

398 **Section 10.8.8: Fellowship of the American Burn Association (FABA)**

399 Responsible for defining the criteria for the FABA designation and conferring the designation to new FABA.

400 **Section 10.8.9: Global Health**

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

403 **Section 10.8.10: Government Affairs**

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

406 **Section 10.8.11: Industry Partnership**

407 Drives innovation and improves quality care through collaboration, initiatives, and information sharing  
408 between industry partners and the Association.

409 **Section 10.8.12: Membership Committee**

410 Promotes the interests of the membership of the Association and shall remain representative of the  
411 diversity of disciplines, geographic distribution of burn centers, and demographics comprising the  
412 Association membership. Works to constructively address disparities and foster an inclusive culture within our  
413 membership.

414 The associate chair of the Program Committee shall be an ex-officio member of the committee.

415 **Section 10.8.13: Nursing**

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

417 **Section 10.8.14: Organization and Delivery of Burn Care**

418 Addresses issues having an impact on the national or regional organization of burn care services and the way  
419 those services are delivered to injured patients, their families, and the public. Works to constructively address  
420 disparities and foster an inclusive culture within the field of burn care.

421 **Section 10.8.15: Program**

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

424 **Section 10.8.16: Quality and Burn Registry**

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

427 **Section 10.8.17: Reconstruction**

428 Promotes and establishes Association programs regarding bodily reconstruction after burn injury.

429 **Section 10.8.18: Rehabilitation**

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

432 **Section 10.8.19: Research**

433 Promotes and establishes Association programs in research across all areas of burn care.

434 **Section 10.8.20: Verification Review**

435 Establishes criteria for the purpose of optimizing burn care in the US and internationally. Oversees the  
436 voluntary review of burn centers, through consultation and verification, that burn centers have met  
437 established criteria.

438 **Section 10.9: Board Committees**

439 Board committees are permanent committees that advise the Board about the corporate operation of the  
440 Association and the Central Office. Membership on Board committees shall be restricted to current and past  
441 members of the Board, unless otherwise specified.

442 **Section 10.9.1: Names of Board Committees**

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

445 **Section 10.9.2: Audit & Compliance**

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

453 **Section 10.9.3: Awards**

454 The Awards Committee shall select individuals to receive awards by the Association. It shall be the  
455 President, the three most recent past Presidents and a non-physician Board member appointed by the  
456 President. The President shall serve as chair. The non-physician Board member position shall be for a one-  
457 year term with no reappointments.

458 **Section 10.9.4: Bylaws**

459 The Bylaws Committee shall provide guidance to ensure the Bylaws of the Association reflect the Vision  
460 and Mission of the Association. The Bylaws Committee shall review all proposals for amendments or  
461 changes to the Bylaws. Members of the Committee shall include the President-Elect, a past President, a  
462 non-physician Board member, and an Active member of the Association who is neither a current nor a  
463 past member of the Board. The chair shall be the Secretary of the Association. Except for the President-  
464 Elect, all terms shall be for three years.

465 **Section 10.9.5: Conflict-of-Interest**

466 The Conflict-of-Interest Committee shall develop and maintain the standards by which members of the  
467 Association disclose and address conflicts of interest in their activities related to the Association.  
468 Committee membership comprises five individuals: the chair shall be a past President no longer serving on  
469 the Board; a member of the Burn Science Advisory Panel (the "BSAP"); two current Board members, one  
470 physician and one non-physician; and an Active member who is neither a current nor a past member of  
471 the Board. Terms shall be for three years, unless limited by cessation of a member's role on the Board or  
472 BSAP.

473 **Section 10.9.6: Executive Compensation**

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

481 **Section 10.9.7: Finance and Investment**

482 The Finance and Investment Committee shall oversee the Association's investment policy and  
483 investments. Members include the President, President-elect, Immediate Past President, Treasurer and one  
484 Board member. The Treasurer serves as chair.

485 **Section 10.9.8: Nominating**

486 The Nominating Committee shall be responsible for nominating candidates for all Board positions of the  
487 Association, as described in ARTICLE 8. The Committee shall consist of nine (9) active members of the  
488 Association, composed as follows:

- 489 1. Second Immediate Past President
- 490 2. Immediate Past President
- 491 3. Current President
- 492 4. President-Elect
- 493 5. Nursing Representative
- 494 6. Rehabilitation/Psychosocial Representative
- 495 7. Burn Prevention Representative
- 496 8. FABA Representative
- 497 9. Research Representative

498  
499 The Second Immediate Past President shall serve as Chair of the Committee. Representatives to the  
500 Nominating Committee shall be proposed in accordance with Association policies and ultimately approved by

501 the Board. Members of the Nominating Committee are not eligible to be nominated for election to the Board  
502 of Trustees or Officer positions during their term of service on the Committee.

503 **Section 10.10: Ad hoc Committees**

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

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

511 **Section 10.11: Special Interest Groups ("SIGs")**

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

515 **Section 10.11.1: Formation and Dissolution of SIGs**

516 There is no limit on the number of SIGs. SIGs may be formed and dissolved by the Board on the  
517 recommendation of the Membership Committee. The Central Office shall maintain a list of active SIGs and  
518 their chairs.

519 **Section 10.11.2: Meetings**

520 Each SIG shall meet at least annually. Summaries of the activities of each SIG shall be submitted annually to the  
521 Membership Committee and provided to the Board upon request.

522 **Section 10.11.3: Leadership**

523 Each SIG shall select a chair and a co-chair to a term determined by the SIG to facilitate the meetings and other  
524 activities of the group. A SIG chair must be an Active member of the Association. The Board, on the  
525 recommendation of the Membership Committee, may remove a SIG chair for failure to fulfill his or her  
526 responsibilities to the SIG.

527 **Section 10.12: ABA Burn Research Network (ABuRN)**

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

531 The activities of the ABuRN shall be guided by a steering committee, the BSAP. The ABuRN shall be governed  
532 by the Board approved policy.

533 **ARTICLE 11: CONFLICTS OF INTEREST**

534 All Association representatives shall disclose conflicts of interest as defined within the Conflict of Interest  
535 Policy, and they shall abide by the Conflict of Interest Policy of the Association. Statements attesting to review  
536 of the Conflict of Interest Policy and disclosure or absence of conflicts of interest will be kept on file and  
537 updated annually or when there has been a material change in disclosures.

538 **ARTICLE 12: FISCAL YEAR**

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

540 **ARTICLE 13: PARLIAMENTARY AUTHORITY**

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

544 **ARTICLE 14: INDEMNIFICATION**

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

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

560 **ARTICLE 15: AMENDMENT OF THE BYLAWS**

561 Notwithstanding anything contained herein to the contrary, these Bylaws may only be altered, amended,  
562 repealed, replaced or restated by the Active members, provided any proposed change has been (i) reviewed by  
563 the Bylaws Committee; (ii) approved by a majority of the voting members of the Board present at any meeting  
564 with a quorum thereof; (iii) submitted in writing to the membership not more than sixty (60), and not less than  
565 thirty (30), days prior to the date on which the alteration, amendment, repeal, replacement, or restatement is  
566 to be considered; and (iv) adopted by a majority of the Active members voting, in person or by electronic  
567 means.

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570 *Approved by membership* \_\_\_\_\_