THE INTERNATIONAL SOCIETY FOR BURN INJURIES

CONSTITUTION AND BYLAWS

This Revision:
Adopted at the Biennial General Assembly of the International Society for Burn Injury, Montreal, Quebec, Canada, September 10, 2008.

ARTICLE 1. - NAME & OFFICES

1.1 Name
In conformity with the decision of a meeting of delegates at the Second International Congress for Research in Burns which took place in Edinburgh on 24 September, 1965, an international non-profit making corporation to be known as "The International Society for Burn Injuries" is hereby set up.

1.2 Known Place of Business and Statutory Agent
The known place of business and statutory agent of the International Society for Burn Injuries, a non-profit corporation incorporated in the State of Arizona, USA, shall be designated from time to time by the appropriate filing by the Society in the office of the Corporation Commission of the State of Arizona.

1.3 Other Offices
The Society may have offices at such other places as the General Council may from time to time determine or the business of the Society may require.

ARTICLE 2 - PURPOSE
The purpose and aims of the Society shall be.
   a) To disseminate knowledge and to stimulate prevention in the field of burns.
   b) To promote and co-ordinate basic, clinical and social research in burns.
   c) To promote education in all phases of burn care including first aid and nursing.
   d) To encourage higher standards of care in all countries and make available active help where needed by whatsoever means are possible.
   e) To encourage co-operation among all countries by sharing available information in all ways possible.

ARTICLE 3 - MEMBERSHIP
3.1 Categories.
The members of the Society shall consist of the following categories:

Regular Members.
   Physicians, surgeons, nurses, ancillary workers, scientists and non medical persons of all countries who are actively engaged in the care of some aspect of the burned patient, or who plan an active part in attempting to reduce the incidence and harmful effects of the injury.

Senior Members
   Upon reaching the age of 65, any member will be granted, upon request, Senior Membership, and be entitled to waiver of dues, although they will pay the negotiated rate for the journal BURNS. Senior members cannot hold office or chair committees.

Honorary Life Members.
Any persons who have given long and devoted service or have brought distinction to the Society or have made an outstanding contribution to some aspect of the problem of burns. Honorary Members should be approved by the Executive Committee and elected by the General Council. Honorary Life Members will be entitled to waiver of dues and registration fees at biennial congresses. They shall receive a free copy of the journal BURNS. They will also be entitled to business class airfare to the biennial congress when their election is announced.

**Corporate Members.**
Any individual, corporation or firm which desires to become a member of the Society will be eligible to apply for a corporate membership.

**Affiliate Members**
Any regional or National Burns Society may become an affiliate member of the ISBI by paying a yearly dues equal to a corporate membership. Affiliate membership shall entitle the Society to be listed under Affiliate Members on the Letterhead of the Society.

**3.2 Membership Fees.**
The annual subscriptions (dues) for membership shall be fixed at the Biennial Congress. The amount shall be recommended by the Executive Committee and ratified at the General Assembly.

The fee for Corporate Members will be set by the Executive Committee and approved by the General Council.

Application for membership shall be endorsed by one member of the Society and forwarded with the fees and application form to the Treasurer.

**3.3 Voting Rights.**
Only Regular Members in good standing will have voting rights and may be elected officers or appointed and elected to committees.

**ARTICLE 4 - OFFICERS**

**4.1 Numbers and Titles**
The Society shall have a President, a President-Elect, three Vice Presidents, six Regional Representatives, a Secretary, a Treasurer, an Archivist, and an Auditor, who shall together comprise the Executive Committee. The chair of the standing Program Committee shall also be a full member of the Executive Committee. The ISBI Administrator will also be a non-voting, ad hoc member of the Executive Committee.

**4.2 Authority.**
Officers shall have such authority and perform such duties in the management of the Society as are provided in these Bylaws or may be determined by resolution of the General Council not inconsistent with these Bylaws.

**4.3 Compensation.**
The compensation, if any, of officers shall be determined by the Executive Committee.

**4.4 Election.**
a) Officers shall be nominated by the Nominating Committee and elected by the General Assembly at each Biennial Congress. No person shall hold more than one office at a time.

b) Only fully paid Regular Members will have voting rights. Election shall be by a majority vote of eligible members.

c) The Secretary and the Treasurer shall each be elected for one four year term, and shall not then be eligible for re-election to that office; to ensure continuity, the elections will be staggered such that only one of these officers will normally be elected at each Biennial Congress. Should a by-election be required, for example on premature resignation of the incumbent, the new office holder shall be deemed temporarily elected and shall be eligible for re-election for one full term subsequently. All other officers shall be elected for a term of two years and may be re-elected for one subsequent term. The President and President-Elect are not eligible for re-election.

4.5 Duties of Officers.

President. Subject to the supervision of the General Council, the President shall be the executive officer of the Society and see that all orders and resolutions of the Executive Committee and General Council are carried into effect; shall have general supervision of the business and property of the Society in the ordinary course of its business, and with the assistance of the officers conduct the business of the Society; shall organize and preside over all official meetings of the Society.

President-Elect. The President-Elect shall serve as President in the inability or incapacity of the President to serve, or when requested to do so, shall perform other duties and shall succeed to the office of President at the close of the next Biennial Congress.

Vice Presidents. The Vice Presidents shall serve, for example, as Vice President responsible for liaison with the World Health Organization, or as liaison with the committees of the Society; shall perform such other duties as may be prescribed by the General Council or as may be delegated from time to time by the President; shall exercise the powers of the President-Elect during that Officer's absence or inability to act (in the order designated by General Council, or in the absence of such designation, as determined by the length of time each has held the office of Vice President).

Regional Representatives. The six Regional Representatives shall be from each of the World Health Organization Regions and shall co-ordinate efforts and activities of the Society in their Regions by working with appropriate groups such as WHO and National Representatives in their Region. A majority of the members who are citizens of a country preferring to associate with another region may do so after notifying the Secretary. The Regional Representatives shall be elected for a term of two years and may be re-elected for one subsequent term.

Secretary and Treasurer. The Secretary and Treasurer shall be jointly responsible for the Society's current records and record keeping. Such records shall be available for inspection on request by any member of the Society.

The Secretary shall carry on all official correspondence of the Society; and shall maintain minutes of all meetings of the Executive Committee, General Council, and General Assembly or any committee, and cause notice of such meetings to be given when requested by any person authorized to call such meetings; and shall sign with the President, when necessary in the name of the Society, contracts of the Society. The Secretary shall in
conjunction with the President publish an annual newsletter to include the President's Annual Report and shall perform such other duties as may be prescribed by the Executive Committee and General Council.

The Treasurer shall bill and collect all dues and funds and deposit them in such bank as may be designated or approved by the Executive Committee; shall arrange for payment of all accounts submitted to him; amounts over US$6,000 must also be certified for payment by another member of the Executive Committee. The Treasurer shall provide a detailed quarterly accounting of income and expenditures to the Auditor. The Treasurer shall receive application and payments of all new members of the Society and keep an annual listing of same; shall keep a roster of members of the Society and their payment of dues and maintain a membership directory on the web site; shall make an annual report to the Executive Committee and General Council, and in conjunction with the Auditor provide an annual financial report.

The Secretary and Treasurer shall each be elected for a term of four years. The Secretary and Treasurer will work closely with each other, and deputise one for the other when inability or incapacity so demands. An election shall be held at each biennial Congress for either Secretary or Treasurer, whose terms of office shall be staggered to ensure continuity of experience in these roles.

Auditor: The Auditor shall report to the Treasurer, the Executive Committee and the General Council in matters of finance. In conjunction with the Treasurer the Auditor shall prepare an annual statement of assets, income, expenditures and delinquent dues. The Auditor shall report annually to the Executive Committee and biennially to the General Council, particularly noting any unusual matters of concern regarding income or expenditures. The Auditor shall arrange to have an external audit upon request of the Executive Committee or upon vote of the General Assembly.

Archivist: The Archivist shall be responsible for creating a permanent Archive of all significant ISBI documents as will be provided by officers, committees, regional and national representatives, the Journal Burns, and other members. The Archivist shall be elected for a term of two years and may be re-elected for one subsequent term. The Archivist will serve on the Executive Council.

Administrator: The Administrator will work closely with all members of the Executive Committee, particularly the Secretary and Treasurer. The Administrator will be responsible for maintaining the membership database, processing new memberships, preparing dues notification and processing payments, provide membership data as requested by the Executive Committee and Committee Chairs, interface with journal publisher to monitor on line access and eligibility to receive journal, manage the Society’s web site and its interface with the database, and participate in the active recruitment of new members by manning an ISBI booth at various congresses as requested by the President or Executive Committee.

ARTICLE 5 - EXECUTIVE COMMITTEE

5.1 Composition. There shall be an Executive Committee of the General Council consisting of the President, the President Elect, the three Vice Presidents, the six Regional Representatives, the Secretary, the Treasurer, the Archivist, the Auditor, the Chairman of the Program Committee and the Immediate Past-President. The ISBI Administrator will be an ad hoc, non-voting member of the Executive Committee.
5.2 **Function.** The Executive Committee shall carry out the functions of the Society and shall receive reports of officers as appropriate; shall approve budget and financial statements and the agenda of the General Council and the General Assembly.

5.3 **Meetings.** The Executive Committee shall meet annually and more often as necessary. The President shall determine the date and location of the annual and any interim meetings of the Executive Committee.

**ARTICLE 6 - GENERAL COUNCIL**

6.1 **Management.** The control of the policies of the Society shall be vested in the General Council, which shall be responsible for the regular management and control of the business affairs and property of the Society except to the extent that the Executive Committee shall have and exercise such authority.

6.2 **Number.** The General Council shall consist of: the Executive Committee, the National Representatives, and the Chair of each committee.

6.3 **Meetings.** A meeting of the General Council shall be held during each Biennial International Congress of the Society to receive and approve reports of the President, the Executive Committee and its members, the National Representatives, and the Committee Chairs, to insure that the aims of the Society are being achieved. Said meetings may be held on such date and at such place as the Executive Committee determines. The President will preside at the General Council meetings.

6.4 **Special Meetings.** A special meeting of the General Council may be called at any time by the President, or by written agreement of 15 members of the General Council.

6.5 **Open Meetings.** The meetings of the General Council shall be open to all members of the Society as observers.

6.6 **Minutes.** Minutes of the General Council shall be distributed by the Secretary to all members of the General Assembly by publication in the Newsletter in the Journal *Burns*.

6.7 **Vacancies, removal.** Each Council member shall serve until his term ends. In the event of the death, resignation, incapacity to serve or removal of any member on the General Council, a replacement shall be named by the other members of the General Council. Any member of the General Council who has been inactive for 12 months or has failed to communicate with the General Council will be deemed to have resigned from his/her position. Should any council member be found by a majority vote of the remaining members of the General Council to be in violation of the Articles of incorporation or the By-Laws, such Council member shall be removed from the General Council.

**ARTICLE 7 - COMMITTEES**

7.1 **Designation** There shall be committees of the Society established by a majority vote of the General Council to insure the aims of the Society, such as:

- Burn Care
- Disaster Planning
- Laboratory Services
- Nursing
- Prevention
- Program
- Rehabilitation
7.2 Composition: Each committee shall consist of a Chair, a Vice-Chair, and at least five but not more than nine members. The committee Chair may appoint as many ad-hoc members as he/she desires.

7.3 Appointment; Vacancies. At each Biennial Congress the President shall appoint the Chair of each committee except the Nominating Committee. The Chair will recommend and the President will appoint members for the committee. In the event of a vacancy on a committee, the vacancy will be filled by the same process.

7.4 Meetings. Committees should meet at least during each Biennial International Congress of the Society.

7.5 Budget: An annual budget, to include office expenses and cost of special projects is to be submitted to the Executive Committee for approval at its annual meeting. Travel expenses for committee members will generally be excluded from this budget.

7.6 Removal. Any committee member who has failed to participate for 18 months or has failed to communicate with his/her committee should be contacted by the Secretary, and if no response is received within 60 days the committee member shall be deemed to have resigned from his position.

7.7 Ad hoc committees Ad hoc or temporary committees may be appointed by the President as required fulfilling the aims of the Society.

7.8 Authority. Each committee shall have authority to the extent provided in the resolution establishing such committee; however, no committee other than the Executive Committee shall have authority of the General Council in reference to amending the Articles or incorporation; approving a plan of merger or consolidation; amending, altering, or repealing these By-laws or adopting new By-laws; filling vacancies in or removing members of the General Council; electing or removing officers or committee members; altering or repealing any resolution of the General Council which by its terms provides that it shall not be amended or repealed.

7.9 Other Committees. Nominating Committee. The Nominating Committee shall consist of the President of the Society as Chairman, the two immediate Past Presidents, the President-Elect and three Members-at-Large who are not members of the Executive Committee, to be elected by the General Council. The Members-at-Large should represent regions of the world not already represented by other members of the Nominating Committee.

The Nominating Committee shall make to the Executive Committee and General Council, for their approval, recommendations for offices of the next President-Elect, Three Vice Presidents, Six Regional Representatives, Secretary, Treasurer, Auditor, Archivist, and Chair of Program Committee.

Additional nominations duly proposed and seconded may be made by the general membership at the time of the Biennial meeting.

ARTICLE 8 NATIONAL REPRESENTATIVES
8.1 Selection; Term. The National Representatives will be the official contact between their country or society, the General Council and the Executive Committee and shall be a paid-up Regular Member of the Society and shall be selected by the national burn association of their country, chapter of the ISBI, or by the ISBI members in their country.

National Representatives shall continue in office for two years, and shall be eligible for re-election.

In countries where there is no national burn association or society, and no chapter of the ISBI, the President on behalf of the Executive Committee may appoint a National Representative on an interim basis. In countries where there are two or more burn associations, they must themselves decide by mutual arrangement who is to be the current National Representative. In the event that two or more persons or organizations dispute the entitlement to act as National Representative, the decision of the General Council as to the right to act as National Representative shall conclusively determine the National Representative.

ARTICLE 9: CONGRESSES
9.1 Biennial Congress. An ISBI sponsored International Congress on Burn Injuries shall be held every two years at a venue to be recommended by the Executive Committee and ratified by the General Assembly.

9.2 Attendance. Each Biennial Congress will be open to anyone wishing to attend. All members (including Senior Members), except in special circumstances which must be approved by the Executive Committee, will pay a registration fee.

9.3 Application to hold Congress. Application to hold a Biennial Congress must be made to the Secretary at least four years before the Biennial Congress at issue. All applications will be completed in accordance with the Guidelines for ISBI Congress bids. (Appendix 1) All applications to hold a Biennial Congress will be examined by the Executive Committee for consideration and recommendation to the General Assembly.

9.4 Financial and Scientific Support of Congresses.

Three categories of support are authorized:

Sponsorship - All financial obligations are assumed by ISBI: The ISBI assumes all risk of loss and all profits, although certain incentives may be offered to the local arrangements' chair and committee. The ISBI sets registration fees, determines which expenses will be paid, and determines the scientific content of the meeting. The Program Committee is responsible for overseeing the entire conduct of a sponsored meeting. Attendance at a sponsored meeting must be open to all ISBI members.

Endorsement - The ISBI Program Committee approves the scientific program content but the ISBI assumes no financial commitment to the meeting. The ISBI reserves the right to review the financial projections and the registration fee, and the ISBI may withdraw support if the registration fees do not seem commensurate with the expenses of the meeting. In general registration fees for ISBI endorsed meetings will be deemed “reasonable” such that a large proportion of ISBI members could afford to attend.

Participation - The ISBI will encourage members to attend the meeting, but takes no responsibility for the scientific content or financial obligation.
9.5 Program. Accommodation and social details of the Biennial Congress will be decided by members of the host country in cooperation with the Program Committee and will be approved by the Executive Committee. The President and the President-Elect will be ex officio members of all committees of the Biennial Congress.

The Biennial Congress Committee, before announcing the Biennial Congress, shall submit a general draft of the Congress program to the Executive Committee. This program shall allocate time to meetings of the General Council and General Assembly.

9.6 General Assembly A General Assembly of members of the Society shall be held during each Biennial Congress. The President of the Society shall call the General Assembly, arrange the agenda (in conjunction with the Secretary and Treasurer) and serve as Chair of the meeting. The agenda shall be published at least 24 hours before the General Assembly.

Only paid up members of the Society are eligible to attend the General Assembly.

The General Assembly shall receive reports of the Executive committee and General Council and consider matters on the agenda as applicable.

The General Assembly shall vote on:

- Recommendations from the Executive Committee regarding location and dates of future Biennial Congresses;
- Nominations from the Nominating Committee or from the membership for President-Elect, 3 Vice Presidents, six Regional Representatives, Secretary, Treasurer, Archivist, Chair of Program Committee, and Auditor.
- Changes in the Constitution and By-Laws of the Society.
- Other matters as appropriate.

All votes are by simple majority of voting members present at the General Assembly, except: (a) changes of the Constitution and By-Laws (Article 12.2); (b) Dissolution of the Society (Article 12.3). Acceptance of these items requires 2/3 voting members present at the General Assembly.

9.7 Official Language. The official language of the Biennial Congress shall be English. Presentations may be in any language provided simultaneous translation into English is available. This provision does not apply to sectional or regional meetings.

ARTICLE 10 - FUNDS OF THE SOCIETY

10.1 Source. The funds of the Society shall be derived from subscriptions, donations, bequests, grants and subsidies and contracts, and shall be applied solely toward the objectives of the Society as set forth in Article Two.

10.2 Administration of Funds. The funds of the Society shall be under the control of the President and the Treasurer and be administered by them.
10.3 **Assets upon Dissolution.** In the event of dissolution of the Society, any assets shall not be paid to or distributed among members of the Society but shall be given or transferred to some charitable institution having objectives similar to the Society.

**ARTICLE 11 - GENERAL PROVISIONS RELATING TO MEETINGS**

11.1 **Notice.** Notice of meetings shall be given in writing, by mail, addressed to members at the address as it appears on the books, or by any other method permitted by law.

11.2 **Telephone or Similar Meetings.** Executive Committee, General Council or committee members may participate in and hold a meeting by means of conference telephone or similar communications. Participation in such a meeting shall constitute presence in person at such a meeting.

11.3 **Quorum; Voting.** All business of the Society shall be decided by a simple majority vote of those present. The presence of one third of the members of the Executive Committee or General Council shall represent a quorum at all meetings. Each council member shall be entitled to one vote on each matter submitted to a vote. A National Representative may send one deputy from his country if he/she cannot attend.

**ARTICLE 12 - MISCELLANEOUS PROVISIONS**

12.1 **Resignations.** A General Council or committee member or National Representative may resign by so stating at any meeting of the General Council or by giving written notice to the Secretary. Such resignation shall take effect at the time specified therein, or immediately if no time is specified. Unless it specifies otherwise, a resignation is effective without being accepted.

12.2 **Amendment to By-Laws**

a) Power to alter, amend, or repeal By-Laws or accept new By-Laws is reserved to the members.

b) Amendments to the Constitution and By-laws may be proposed by majority vote of the Executive Committee and shall be voted on at the General Assembly during Biennial Congress.

c) Notice of proposed changes must be sent by the Secretary to all members and received at least 60 days before the Biennial General Assembly at which they are to be considered.

d) Alteration of the Constitution and By-laws requires an affirmative vote of at least two thirds of the voting members present at the General Assembly.

12.3 **Dissolution or Liquidation.** Action taken to dissolve or liquidate the Society must be taken at a General Assembly meeting with not less than 2/3 of those present and entitled to vote, voting to dissolve.

12.4 **Invalid Provisions.** If any part of these By-Laws shall be held invalid or inoperative for any reason, the remaining parts, so far as it is possible and reasonable, shall remain valid and operative.