

Summary of Proposed
2019 Constitution and Bylaws Changes
UVA Muller-Jones Surgical Society

Constitution

Article III – Membership, Section 1: Modified language that clarifies that all physicians that completed surgical training at UVA are members of the Society

Article III – Membership, Section 2: Clarified language that Society members receive a welcome letter vs. an invitation for membership

Article III – Membership, Section 3: Removed the language regarding the rules of membership dues

Article V – Officers: Changed title of Program Chairman to Planning Committee Chair. Added Immediate Past-President to the list of officers and clarified term limits for all officers

Article V – Officers, Section 2 – Duties of Officers: Clarified the role of each officer

Article VI – Committees: Changed name of Executive Council to Executive Committee and established the ability to vote by mail or electronic mail

Article VII – Bylaws: established voting requirements for the Society's bylaws

Article VIII: established voting requirements for the Constitution

Bylaws

Article I – Meetings: Changed the name of the Executive Council to the Executive Committee

Article II – Obligations of Membership: Changed the requirement of members to pay dues to donate to the Society annually

Article III: Redefined the quorum requirement to 2%

Article VII: Deleted the language that would remove members from the roll for not paying dues

Article X: Changed the amendment requirement from one half of the membership to a majority present

The University of Virginia

Muller-Jones Society

Constitution

ARTICLE I – TITLE

The name of this organization shall be the Muller-Jones Surgical Society

ARTICLE II – PURPOSES

Section 1

The Society shall be organized exclusively for charitable, scientific and educational purposes and operate under the auspices of the UVA Medical Alumni Association and Medical School Foundation, a non-profit, 501 (c) (3), charitable organization. The purpose of the Muller-Jones Society shall be exclusively for scientific surgical education and charitable purposes. The goal of these efforts is to honor William H. Muller, Jr. MD and Rayford Scott Jones, MD, former chairmen of the Department of Surgery at the University of Virginia. To accomplish these purposes and goals, former surgical residents and surgical faculty members of the University of Virginia will meet to present scientific, educational, and charitable surgical information.

Section 2

No part of the assets or net earnings of the Society shall inure to the benefit of, or be distributable to, any director or officer of the Society or any private individual (except that reasonable compensation may be paid for services rendered to or for the Society affecting one or more of its purposes and benefits may be conferred that are in conformity with said purposes), and no director or officer of the Society or any private individual shall be entitled to share in the distribution of any of the Society assets on dissolution of the Society. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Society shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III – MEMBERSHIP

Section 1

Membership to the Muller-Jones Surgical Society shall consist of all physicians, who shall have completed their surgical training at the University of Virginia and all current and former faculty of the Department of Surgery.

Section 2

Each eligible physician or faculty member meeting the above qualifications shall receive a welcome letter to membership in this Society.

Section 3

At his or her discretion, the President may establish rules with respect to the Society's fiscal year.

ARTICLE IV – Honorary Membership

Section 1

Upon written nomination of five members of the Society, Honorary Members may be elected by the affirmative vote of two-thirds of the entire membership.

Section 2

Honorary members shall be exempt from the payment of dues. They shall have all the rights and privileges of membership except those of voting and holding office.

ARTICLE V – Officers

The Officers of this Society shall be a President, Vice-President, Secretary-Treasurer, Planning Committee Chair, and Immediate Past-President.

Section 1 – Selection of Officers

- A) All officers other than the Planning Committee Chair shall be elected by a majority vote of the Society present at the biennial meeting for a term of two years.
- B) The President and Vice-President shall be elected for terms of two years and shall not serve (i) for more than two consecutive terms and (ii) for more than a total of three terms (appointment to fill the unexpired term of a vacancy shall not be counted in these limitations).
- C) The Secretary-Treasurer shall be elected for a term of two years and may serve no more than two terms.

D) The Planning Committee Chair shall be appointed by the President for a term of two years, but may serve for as many terms as appointed.

E) The Immediate Past-President shall serve until succeeded.

Section 2 – Duties of Officers

- A) The President shall act for the Society in all matters specifically delegated to him or her by this Constitution and as to all matters not specifically reserved to the membership or assigned to other officers. Specifically, without limiting the President’s authority otherwise, he or she shall preside at all meetings of the Society; shall appoint a Planning Chair with whose assistance they shall plan and arrange the activities of the Society during his or her term of office; and he or she shall cause letters of invitation to membership to be sent to all new eligible candidates for membership during his or her term of office.
- B) It shall be the duty of each Vice-President to assist with the President’s duties. The Vice-President shall preside in the absence of the President and shall succeed to the duties of the President should the President be incapacitated. The Vice-President will assist in planning and arranging all functions of the Society.
- C) It shall be the duty of the Secretary-Treasurer to record and maintain minutes of the Society and the Executive Committee. He or she shall carry out all the official correspondence of the Society and maintain a register of membership containing the names and contact information of all members.
- D) The Immediate Past-President shall perform such functions as directed by the Executive Committee

Section 3

Vacancies occurring in the officer of the Society other than that of President shall be filled by the President appointing a successor to serve until the next annual meeting.

ARTICLE VI – Committees

Section 1

The Society shall have an Executive Committee. The purpose of the committee is to oversee and conduct the business of the Society.

- A) The membership of the Executive Committee shall consist of the Officers of the Society.

Section 2

The President may appoint such other committees as he or she deems appropriate to the conduct of any usual or special business of the Society.

Section 3

The actions of all Committees must be approved by the Executive Committee and the membership at large. Approval by the membership may be the majority vote at the biennial business meeting or by a vote by mail or electronic mail.

ARTICLE VII – Bylaws

The Society may adopt bylaws not in conflict with the Constitution by the affirmative vote of a majority of the Executive Committee.

ARTICLE VIII

This Constitution shall take effect immediately from the time of its adoption. The Constitution may be amended by a written resolution approved by the affirmative vote of a majority of the members present at the biennial meeting of the entire membership.

ARTICLE IX – DISSOLUTION

The society may be dissolved upon written resolution approved by the affirmative vote of two-thirds of the entire membership. Upon the final tabulation of an affirmative vote of dissolution, all members are to be notified.

**The University of Virginia
Muller-Jones Surgical Society
Bylaws**

ARTICLE I – Meetings

Section 1

The biennial business meeting of the Society shall be called upon written notice by the President or Secretary-Treasurer and shall be held at the biennial meeting set forth in Section 4 below. The quorum for such biennial meetings shall be as set forth in Article III of these By-Laws.

Section 2

The Executive Committee shall meet at least once between the biennial business meetings of the Society and at such other times as shall be directed at the discretion of the President. The meetings of the Executive Committee shall be called upon written notice by the President.

Section 3

An informal gathering of the Society shall take place annually during the Clinical Congress of the American College of Surgeons.

A) Attendance at this informal gathering may include, in addition to the members of the Society, any and all others who have been associated, past or present, with the Surgical Training Program at the University of Virginia.

Section 4

A meeting, including a formal educational program, shall take place at the least biennially.

A) This meeting shall usually be held during the spring of the year in which it is to take place, unless otherwise selected by the Executive Committee and approved by the membership.

B) This meeting may be held in Charlottesville, Virginia, in conjunction with the Medical Alumni activities of the University of Virginia, or at such other location decided by the President and the Executive Committee.

C) Participation in the educational program of this meeting shall be by members of this Society. Upon invitation of the President, non-members may also be invited to participate.

ARTICLE II – Obligations of Membership

Section 1

The fiscal year begins on July first.

Section 2

The activities of the Society are supported by the Muller-Jones Surgical Society Fund. Members are encouraged to donate to the fund annually.

Section 3

Expenses for the biennial business meeting and for the meeting of the Executive Committee, shall be borne by the Society; with respect to other meetings, expenses attributable to the social functions of the Society shall be borne, pro-rata, by the members attending.

ARTICLE III

A quorum for the biennial business meeting shall be at least 2% of the membership. For all other meetings, the members present shall constitute a quorum.

ARTICLE IV

The usual parliamentary rules governing deliberative bodies shall govern the sessions of the Society.

ARTICLE V

All questions before the Society not governed by the Constitution and By-Laws, shall be determined by the vote of the majority of the members present at any meeting.

ARTICLE VI

It is the intention of this Society to establish a suitable memorial to William H. Muller, Jr., MD and Rayford Scott Jones, MD This memorial may take the form of a scholarship, a research fund, a bound volume of collected works, or such other endeavor

as may seem appropriate to the majority of the entire membership at the time such a memorial is established. Surplus operating funds and when practicable, donations, may be committed to the establishment of this memorial.

ARTICLE VII

The Society shall have the power to stop from its roll any member who: (1) fails to fulfill the obligations as set forth in the Constitution and By-Laws; (2) for any reason fails to maintain his good standing in the medical profession.

ARTICLE VIII

Any member may resign from the Society at any time by submitting a written resignation to the President.

ARTICLE IX

Papers and talks presented at the meetings of this Society shall not be limited as to length or content, except by the good sense and propriety of the speaker. All presentations to this Society are open to discussion by the membership or by guests.

ARTICLE X

These by-laws may be amended at any meeting of the Executive Committee by a majority vote of the members present, providing that a majority is present.



The University of Virginia
Muller-Jones Surgical Society
Slate of Officers 2019-2021

President: Yahnno Minasi, MD '85, Res. '91

Vice President: Traci Hedrick, MD, Res. '09

Secretary-Treasurer: Ramesh Singh, MD, Res. '07

Planning Committee Chair: Lynn Dengel, MD, Res. '12

Immediate Past President: Megan Tracci, JD, MD, Res. '03, Fel. '10