



**BYLAWS OF
THE FELLOWSHIP COUNCIL**
a California Nonprofit Corporation

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ARTICLE I

GENERAL PROVISIONS

SECTION 1.01. NAME

The name of this corporation is: THE FELLOWSHIP COUNCIL. Said name may be changed to reflect changes in membership or purpose of the corporation by a majority vote of the general membership.

SECTION 1.02. PURPOSE

THE FELLOWSHIP COUNCIL exists to advance high quality surgical education in the field of Advanced General Surgery training through establishment of program guidelines, supervision and accreditation of programs, and implementation of an equitable application and matching process. THE FELLOWSHIP COUNCIL represents the interests of surgeons seeking quality training, institutions sponsoring training programs, and surgical societies involved in sponsoring and providing guidance for Fellowship Programs. By promoting high quality fellowship training, THE FELLOWSHIP COUNCIL indirectly represents the interests of patients desiring high quality surgical care.

ARTICLE II

PRINCIPAL OFFICE AND MANAGEMENT

SECTION 2.01. PRINCIPAL OFFICE

The principal office for the transaction of the activities and affairs of THE FELLOWSHIP COUNCIL (**“principal office”**) is located at 11300 Olympic Boulevard, Suite 600, Los Angeles, California 90064. The Board of Directors (**“the Board”**) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

SECTION 2.02. OTHER OFFICES

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Council is qualified to conduct its activities.

SECTION 2.03. MANAGEMENT

Management and control of THE FELLOWSHIP COUNCIL shall at all times be vested in its Board of Directors. Administrative functions may be delegated to contracted or hired management by the Board of Directors, with final responsibility for all decisions and actions residing in the Board.

SECTION 2.04. FISCAL YEAR

The fiscal year of THE FELLOWSHIP COUNCIL shall date from January first through December thirty-first.

ARTICLE III

THE FELLOWSHIP COUNCIL STRUCTURE AND LIMITATIONS

SECTION 3.01. TYPE OF CORPORATION

THE FELLOWSHIP COUNCIL is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable and public purposes. This corporation is organized exclusively for educational and mutual professional benefit purposes within the meaning of Section 501(c) (6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law). Notwithstanding any other provision of these Bylaws, this corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of THE FELLOWSHIP COUNCIL or carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c) (6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any further United States Internal Revenue Law).

SECTION 3.02. LIMITATIONS

(a) Political activity. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of any candidate for public office.

(b) Property. The property, assets, profits and net income are dedicated irrevocably to the purposes set forth in Section 3.01 above. No part of the profits or net earnings of this corporation shall ever inure to the benefit of any private individual.

(c) Payment of the debts, obligations and liabilities of the corporation, the remaining assets of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for educational purposes and which has established its tax-exempt status under Section 501(c) (6) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

(d) THE FELLOWSHIP COUNCIL will be fully subject to all other limitations defined in the Approved Articles of Incorporation of the state of California as defined by Section 501(c) (6) of the Internal Revenue Code of 1986.

ARTICLE IV

MEMBERSHIP

SECTION 4.01. QUALIFICATIONS AND RIGHTS OF MEMBERSHIP

(a) Qualifications. THE FELLOWSHIP COUNCIL shall have members (“**Members**”), which are postgraduate training programs in a defined discipline within surgery. Each Member shall be

sponsored by an **“Institution”** such as a hospital, health system, university or medical practice, and each Institution should have an Institutional **“Representative”** who will be responsible for the administration of the Member program to THE FELLOWSHIP COUNCIL. An Institution may sponsor more than one Member program, and each Member will be represented in THE FELLOWSHIP COUNCIL by an individual (herein referred to as the **“Representative”**). The Representative will be appointed by the Member and verified by the Institution. If the Institution sponsors more than one Member program, each Member must apply separately and is subject to completion of a separate application and the approval of said application by the Membership Committee and the Board of Directors. Each Member program sponsored by the same Institution will have all rights due to a Member and be subject to all fees, dues requirements and regulations of membership. The **“Membership”** of THE FELLOWSHIP COUNCIL shall consist of Member programs sponsored by Institutions which have been accepted to Membership based on the qualifications as set forth in these Bylaws. Member Representatives to THE FELLOWSHIP COUNCIL should be the Fellowship Program Director, and when the Program Director is not available, the Associate Program Director. Alternatively, an active member of the training faculty of the Member program may be appointed as the Representative. Each Member program shall appoint an Associate Program Director to ensure consistent representation to THE FELLOWSHIP COUNCIL. Vacancies in the Associate Program Director position should be filled within 3 months.

- (b) THE FELLOWSHIP COUNCIL will have additional Member Representatives selected from related organizations to the disciplines within surgery which are developing standards for postgraduate training opportunities and whose expertise in post residency education may be helpful to THE FELLOWSHIP COUNCIL in carrying out its responsibilities. These additional Member Representatives, once appointed, are eligible to be elected as Officers of the Board.
- (c) New Members may be admitted on approval of the membership application by the Membership Committee and the Board and on timely payment of such dues and fees, if any, as the Board may fix from time to time.

SECTION 4.02. MEMBER APPLICATIONS, STATUS, AND CHANGES

Applications for membership shall be made electronically to THE FELLOWSHIP COUNCIL management on forms provided for that purpose and once approved by THE FELLOWSHIP COUNCIL Membership Committee and Board of Directors, must be accompanied by payment of the new member dues. Said application should include the name of the sponsoring Institution, Designated Institutional Official (DIO)/Alternative Institutional Official (AIO), the appointed Member Representative to THE FELLOWSHIP COUNCIL and the alternate Member Representative if the Member Representative is unavailable. Whenever possible, said Member Representative(s) should be the Program Director of the Fellowship Program(s), and when the Program Director is not available, the Associate Program Director. Alternatively, an active member of the training faculty of the Member program may be appointed as the Representative. If an Institution sponsors multiple Fellowship Programs operating under different Program Directors and following distinctly different curricula, they must apply for separate membership(s) to represent the interests of the different fellowship experiences. Additional applications will be subject to the full fees, dues and requirements of THE FELLOWSHIP COUNCIL. THE FELLOWSHIP COUNCIL management shall transmit the application(s) to the Membership Committee for evaluation. The Membership Committee will determine if a site visit is

necessary, or whether additional information is required, or if an application is not approved. Final recommendations are then made to the Board of Directors.

To maintain "membership in good standing," all Members shall be in compliance with the Bylaws of THE FELLOWSHIP COUNCIL, shall have paid their annual dues and have been approved or are scheduled for evaluation by the Accreditation Committee. Members must notify THE FELLOWSHIP COUNCIL office immediately of any changes occurring following the original application approved by the Membership Committee. In addition, THE FELLOWSHIP COUNCIL Membership Change Form must be completed, signed¹ and returned within 1 month of the change. Changes include, but are not limited to:

- Change in Program Director
- Change in faculty complement
- Change in the number of fellowship positions available
- Change in program designation/type of fellowship²
- Major change in rotation/clinical volume
- Impact of other learners
- Change in matched/current fellow(s)
- Fellow time extensions or changes to fellowship dates
- Change of the sponsoring Institution³
- Withdrawal from THE FELLOWSHIP COUNCIL (see Section 4.06)⁴
- Change in financial condition that will affect ability to maintain and/or continue program

¹All THE FELLOWSHIP COUNCIL Membership Change Forms must be signed by the Program Director, Department Chair and DIO/AIO. In the absence of these signatures, the Committee charged by THE FELLOWSHIP COUNCIL Board with oversight of these changes may make final decisions regarding program changes.

²Programs requesting a complete change in program designation/type of fellowship must re-apply as a new member, unless stipulated otherwise by the Accreditation Committee or Change Committee.

³If there is a request for change of sponsoring Institution (e.g. change in health system, university sponsorship, hospital sponsorship), the DIO/AIO of THE FELLOWSHIP COUNCIL member sponsoring Institution will determine if the program will maintain its membership or close the fellowship. In the absence of a response from the DIO/AIO, the Committee charged by THE FELLOWSHIP COUNCIL Board with oversight of these changes may make final recommendations regarding program changes to THE FELLOWSHIP COUNCIL Board.

⁴If the program withdraws from THE FELLOWSHIP COUNCIL and closes, any matched fellows will be released from their match with the closed program. The Communications Committee will oversee the dissolution process for the closed program and the matched fellows. Once the dissolution is approved, the matched fellows may seek alternative employment, including another fellowship position. The program will be withdrawn from any matching processes. Program Directors and Associate Program Directors must disclose in future new member applications if they were Directors of a program that had closed. Programs must also disclose if they are re-applying for membership with new leadership and state the reason the program had previously closed.

SECTION 4.03. VOTING

(a) Voting Members. Each Member program shall have one vote on THE FELLOWSHIP COUNCIL. Each Representative shall be entitled to vote, as set forth in these Bylaws, on the election of Officers, on the disposition of all or substantially all of the assets of THE FELLOWSHIP COUNCIL, on any merger and its principal terms and any amendment of those terms, on any election to dissolve THE FELLOWSHIP COUNCIL, on any amendment to the Articles Of Incorporation, except as otherwise specified in the California Nonprofit Corporations Law, on the adoption, amendment or repeal of these Bylaws, except as otherwise specified in the California Nonprofit Corporations Law; and on any other matters brought before it by the Board for general approval. A Member Program and corresponding Institution may appoint a new Program Representative by giving at least 30 days' notice. In addition, the voting members shall have all rights afforded Members under the California Nonprofit Corporations Law.

(b) Other Program Representatives Associated with THE FELLOWSHIP COUNCIL. References in these Bylaws to Members shall mean Members as defined in the California Nonprofit Corporations Code and as set forth in Section 4.01(b) of these Bylaws. By amendment of these Bylaws, THE FELLOWSHIP COUNCIL may grant some or all of the rights of a Member, as set forth in these Bylaws, to any organization or other entity that does not have the right to vote on any of the matters specified in Section 4.01(a) of these Bylaws, but no such non-voting program representative or entity shall be a member within the meaning of the California Nonprofit Corporations Code.

SECTION 4.04. DUES, FEES, AND ASSESSMENTS

Each Member program must pay within the time and on the conditions set by the Board of Directors, the dues, fees, and assessments in amounts to be fixed by the Board of Directors. The dues (except for the first year), fees, and assessments shall be equal for all members, but the Board may, if recommended by the Executive Committee, Finance Committee or Accreditation Committee due to exigent circumstances encountered by a particular member, set different dues, fees, and assessments or choose to waive all or part of the dues for that particular member. Dues and Fees are payable in full and without deduction or offset of any kind within thirty (30) calendar days after request for payment is made by THE FELLOWSHIP COUNCIL. The Accreditation Committee will be charged with recommending for approval by the Board of Directors a fair and reasonable fee or assessment for the purpose of accrediting or re-accrediting Member Programs. Such fees may cover the cost of application processing, site visits, consultant's fees and any other needed expenses reasonable required for the certification process.

SECTION 4.05. GOOD STANDING

Subject to the provisions of Section 3.02 above, which shall be deemed controlling in the event of any conflict herewith, those Members who have been approved by the Board of Directors on recommendation by the Membership Committee, who have paid the required dues, fees, and assessments for each of their approved Program Representatives and whose represented Programs have not been suspended by the Board of Directors, shall be Members in good standing.

SECTION 4.06. TERMINATION AND PROBATION OF MEMBERSHIP

(a) Causes of Termination. Termination of membership in THE FELLOWSHIP COUNCIL shall operate as a release of all rights, title and interest as a FELLOWSHIP COUNCIL member upon occurrence of any of the following events:

- (i) Withdrawal of the Member Program.
- (ii) Failure of the Member to pay dues, fees, or undergo assessments as set by the Board within the period of time set by the Board after they become due and/or payable.
- (iii) The program has had more than 2 consecutive years without a fellow.
- (iv) Failure of the program to provide requested program change information using THE FELLOWSHIP COUNCIL Membership Change Form as described in Section 4.02.
- (v) Occurrence of any event that renders the Member ineligible for membership, or failure to satisfy membership qualifications.
- (vi) Termination or probation of the Member Program pursuant to Sections 4.06(b) and 4.06(c) of these Bylaws.

(b) Probation of Membership. A Member may be placed on probation under Section 4.06(c) of these Bylaws, based on the good faith determination that the Member has failed in a material and serious degree to observe the rules of conduct of THE FELLOWSHIP COUNCIL, has failed accreditation, has received multiple citations of non-compliance, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of THE FELLOWSHIP COUNCIL, at the recommendation of any of THE FELLOWSHIP COUNCIL committees or the Board of Directors.

(c) Procedure for Withdrawal. Withdrawal of the Member Program shall be communicated to THE FELLOWSHIP COUNCIL immediately upon the decision being known to the program and submitted in writing using THE FELLOWSHIP COUNCIL Membership Change Form. This form must be signed by the Program Director, Department Chair and DIO/AIO. Dues already paid for that fiscal year are non-refundable. The Institution will be held to prior fellow commitments or must make alternative arrangements that are satisfactory to THE FELLOWSHIP COUNCIL. Both the Institution and the Program Director may be at risk for a loss of future affiliation with THE FELLOWSHIP COUNCIL.

(d) Procedure for Termination or Probation. If grounds appear to exist for termination or probation of a Member (excluding voluntary withdrawal), the procedure set forth below shall be followed:

- (i) The alleged causes for termination or suspension will be forwarded to the Chair of the Board of Directors for investigation by the Board.
- (ii) If after investigation by the Board or its designated committee, it is determined that Termination or Probation is appropriate, the Member and its appointed Representative shall be given forty five (45) days prior written notice of the proposed termination or

probation, and the reasons for the proposed termination or probation. Any notice given by mail shall be sent by email, first-class or registered mail to the Member Representative's last address as shown on the records of THE FELLOWSHIP COUNCIL.

(iii) The Member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed termination or probation. The hearing shall be held, or the written statement considered, by the Board of Directors

(iv) The Board of Directors shall decide by two-thirds majority vote whether the member Program should be terminated, placed on suspension, or sanctioned in some other way. The decision of the Board shall be final. Both the Institution and the Program Director may be at risk for a loss of future affiliation with THE FELLOWSHIP COUNCIL.

(v) Any action challenging a termination, probation or other sanction, including a claim alleging defective notice must be commenced within one year after the date of the expulsion, suspension, or termination.

(e) Procedure for Notifying Fellows and Applicants of Termination and/or Suspension.

(i) THE FELLOWSHIP COUNCIL, its officers, directors and Members recognize and understand the need to provide notice of a Member's termination or suspension within a reasonable time.

(ii) Within five business days after receipt of notice that it is the subject of either a termination or suspension proceeding, the Member must notify its fellows (current and incoming) and any known applicants for future fellowship positions that it is the subject of said termination or suspension proceeding with a copy of said notices being provided to THE FELLOWSHIP COUNCIL.

(iii) Within five business days after being advised in writing by THE FELLOWSHIP COUNCIL of its Board's decision that its membership status has been either terminated or suspended, the Member must notify its fellows (current and incoming) and any known applicants for future fellowship positions that its membership status has either been terminated or suspended with a copy of said notices being provided to THE FELLOWSHIP COUNCIL.

(iv) If the Member fails to provide the required notice to its fellows (current and incoming) and applicants within the time frame mandated by the above referenced sections, then THE FELLOWSHIP COUNCIL shall provide written notice to the Member's fellows (current and incoming) and/or applicants within five days after the Member was required to do so.

SECTION 4.07. MEETINGS OF MEMBERS

(a) Place of Meeting. Meetings of the Members shall be held at any place within or outside California, or on an electronic platform, designated by the Board of Directors.

(b) Annual Meeting. An annual meeting of Members shall be held at the American College of Surgeons Clinical Congress each year, unless the Board of Directors fixes another date, time or place and so notifies Members as provided in Section 4.08(d) of these Bylaws. At this meeting Executive Officers shall be elected, Board Members ratified, and any other business transacted, subject to the notice requirements of Section 4.08(d) of these Bylaws.

(c) Special Meetings. A special meeting of the voting Members may be called for any lawful purpose by a majority vote of the Board of Directors or by the President or by twenty percent (20%) or more of the Members. A special meeting called by any person (other than the Board) entitled to call a special meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to a member of the Executive Committee of THE FELLOWSHIP COUNCIL. The Officer receiving the request shall cause notice to be given promptly to all Members entitled to vote, in accordance with Section 4.07(d) of these Bylaws, stating that a meeting will be held at a special time and date fixed by the Board of Directors, provided, however, that the meeting date shall be at least thirty-five (35) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing, or affecting the time at which a meeting of Members may be held when the meeting is called by the Board of Directors. Only business, the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

(d) Notice Requirements for Members' Meetings.

(i) General Notice Requirements. Whenever Members are required or permitted to take any action at a meeting, a written or electronic notice of the date, time and place of the meeting shall be given, in accordance with Section 4.06(d) of these Bylaws, to each Member entitled to vote at the meeting. The notice shall specify the place, date, and hour of the meeting, and (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the Members, but any proper matter may be presented at the meeting. The notice of any meeting at which Officers are to be elected or written ballots distributed for the election of Officers or ratification of the members of the Board of Directors, shall include the names of all persons who are nominees when the notice or the ballot is given.

(ii) Notice of Certain Agenda Items. Approval by the voting Members of any of the following proposals, other than by unanimous approval by all those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

(A) Removing an Officer of the Board without cause

(B) Filling vacancies on the Executive Committee (unless such vacancies are filled at a meeting of the Board of Directors, as all vacancies are in the first instance to be filled by Board action and not by action by the members)

(C) Amending the Articles of Incorporation

(D) Electing to dissolve THE FELLOWSHIP COUNCIL entity

(iii) Manner of Giving Notice. Notice of any meeting of voting Members shall be in writing and shall be given at least ten (10) days before the meeting date. The notice shall be given either personally or by electronic memorandum, first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each Representative entitled to vote, at the address given by the Representative to THE FELLOWSHIP COUNCIL for purposes of notice. If no address appears on the books of the Council and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that Member by first-class mail or electronic memorandum or other written communication delivered to the principal office of the Member or Member Institution.

(e) Quorum.

(i) Number Required. A simple majority of the voting Members, present in person or by conference telephone call, or by written proxy, shall constitute a quorum for the transaction of business at any meeting of Members; provided, however, that the only matters that may be voted on at any special or annual meeting actually attended (in person or by conference telephone call) by less than a simple majority of the voting power are matters the general nature of which was disclosed in advance to the Members by written notice pursuant to Article IV, Section 4.08(d) of these Bylaws.

(ii) Loss of Quorum. The Member Representatives present at a duly called or held meeting at which a quorum is present may continue to transact business until adjourned, even if enough Members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.

(f) Adjournment and Notice of Adjourned Meetings. Any Members' meeting, whether or not a quorum is present, may be adjourned by a vote of the majority of the Members represented at the meeting, either in person or by proxy. When a Members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting.

(g) Voting.

(i) Eligibility to Vote. Subject to the provision of the California Nonprofit Corporation Law, the only persons entitled to vote at any meeting of Members shall be voting Member Representatives who are in good standing as of the record date determined pursuant to Section 4.10 of these Bylaws. Only one Member Representative per Member may cast a vote.

(ii) Manner of Casting Votes. Voting may be by voice or ballot, except that any election of Officers must be by ballot if demanded by any Member at the meeting before the voting begins.

(iii) Voting. Each Member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the Members. Cumulative voting shall not be permitted.

(iv) Approval by Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the Members, unless the vote of a greater number is required by these Bylaws or by the California Nonprofit Public Benefit Corporation Law for charitable and public purposes.

SECTION 4.08. ACTION WITHOUT A MEETING

(a) Action by Unanimous Written Consent. Any action required or permitted to be taken by the Members may be taken without a meeting, if a majority consents in writing to the action. The written consent or consents shall be filed in the corporate minute book. Any actions taken by written consent shall have the same force and effect as the unanimous vote of the Members. The same is true of actions by the Board of Directors, Executive Committee or Accreditation Committee.

(b) Action by Written Ballot Without a Meeting. Any action that may be taken at any meeting of the Membership, Communication, Education/Curriculum, Research, Executive Committee, Accreditation Committees or Board of Directors, may be taken without a meeting by written ballot complying with Section 4.09(b) (i) and (ii) of these Bylaws.

(i) Solicitation of Written Ballots. THE FELLOWSHIP COUNCIL shall distribute one written ballot to each Member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section 4.07(d) (iii) of these Bylaws. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirement; (2) with respect to ballots other than for election of Executive Officers, state the percentage of approval necessary to pass the measure or measures; (3) with respect to ballots for election of Executive Officers, state the name of each nominee and their Institution; and (4) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) provide the Members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time within which to return the ballot to THE FELLOWSHIP COUNCIL, having specified the address to which the ballot is to be returned. In any election of Executive Officers, a written ballot which is marked by a Member “withhold” or is otherwise marked in a manner indicating that authority to vote is withheld, shall not be counted.

(ii) Number of Votes and Approvals Required. Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including those ballots that are marked “withhold” or otherwise indicate that authority to vote is withheld) and received with the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of

votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(iii) Revocation. A written ballot may not be revoked.

(iv) Filing. All written ballots shall be filed with the Secretary of THE FELLOWSHIP COUNCIL and maintained in the corporate records for at least two (2) years.

SECTION 4.09. RECORD DATE FOR NOTICE, VOTING, WRITTEN BALLOTS AND OTHER ACTIONS

(a) Record Date Determined by Board of Directors. For purposes of determining which Members are entitled to receive notice of a meeting, to vote, or to give consent to Council action without a meeting, the Board of Directors may fix, in advance, a “record date,” which shall not be more than sixty (60) nor fewer than ten (10) days before the date of any such meeting, nor more than sixty (60) days before any such action without a meeting. Only Members of record on the date so fixed are entitled to notice, to vote, or to give consent, as the case may be, notwithstanding any transfer of any membership on the books of THE FELLOWSHIP COUNCIL after the record date, except as otherwise provided in the Articles of Incorporation, or in the California Nonprofit Corporation Law.

(b) Record Date Not Determined By Board of Directors.

(i) Record Date For Notice Or Voting. If not otherwise fixed by the Board of Directors, the record date for determining Members entitled (1) to receive notice of, or to vote at, a meeting of the Members shall be the next business day preceding the day on which notice is given or, if notice is waived, the business day preceding the day on which the meeting is held.

(ii) Record Date For Action By Written Ballot. If not otherwise fixed by the Board of Directors, the record date for determining those Members entitled to vote by written ballot shall be on the date on which the first written ballot is mailed or solicited.

(iii) Record Date For Written Consent To Action Without Meeting. Unless fixed by the Board of Directors, the record date for determining those Members entitled to vote by written consent on Council action without a meeting, when no prior action by the Board has been taken, shall be the day on which the first written consent is given. When prior action of the Board has been taken, it shall be the day on which the Board adopts the resolution to that action.

(iv) Record Date For Other Actions. If not otherwise fixed by the Board of Directors, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be on the date on which the Board adopts the resolution relating to that action, or the sixtieth (60th) day before the date of that action, whichever is later.

(c) Definition of “Members of Record”. For purposes of this Section 4.09, a person holding a voting membership at the close of business on the record date shall be a Member of Record.

SECTION 4.10. PROXIES

(a) Right of Members. Each Member Representative entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by an Institutional Official and filed with the Secretary of THE FELLOWSHIP COUNCIL. A proxy shall be deemed signed if the Member's name is placed on the proxy (whether by manual signature, typewriting, electronic transmission, or otherwise) by the member or the member's identified Institutional Official.

SECTION 4.11. ELECTION OF OFFICERS

(a) Nominations of Officers. A Nominating Committee as defined in 6.03 (a) below will select qualified candidates for open Officer positions to be offered to the voting Membership for a vote of approval. If a member of the Board resigns, or leaves office, the Nominating Committee will propose a replacement to the Board for approval.

(b) Nominations from the Floor. If there is a meeting of Members to elect Officers, any Member Representative present at the meeting in person or by proxy may place names in nomination, but notice of such right shall not be required.

SECTION 4.12. RECORDS

(a) The Secretary shall keep or cause to be kept, at the principal office of THE FELLOWSHIP COUNCIL or at a place determined by resolution of the Board of Directors, a record of the Members of THE FELLOWSHIP COUNCIL showing each Member and Member Representative's name, address, current standing and class of membership.

(b) Voting Members' Inspection Rights.

(i) Membership Records. Subject to the California Corporations Code and unless THE FELLOWSHIP COUNCIL provides a reasonable alternative as provided below, any voting Member may do either or both of the following for a purpose reasonably related to the Member's interest as a voting Member:

(A) Inspect and copy the records of that Members' name, addresses, and voting rights during usual business hours on five (5) days' prior written demand on THE FELLOWSHIP COUNCIL, which demand must state the purpose for which the inspection rights are requested.

(B) Obtain from the Secretary of THE FELLOWSHIP COUNCIL, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of Members who are entitled to vote for the election of the Executive Officers as of the most recent record date for which that list has been compiled, or as of a date specified by the member, after the date of demand. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the Member on or before the latter of ten (10) days after the demand is received, or the date specified in the demand at the date as of which the list is to be compiled.

Said list shall not be used in any way to solicit business or employees of other members.

(C) All business records of THE FELLOWSHIP COUNCIL shall be deemed strictly confidential and part of the proprietary information of the Council. Accordingly, THE FELLOWSHIP COUNCIL may, within ten (10) business days after receiving a demand under this section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand. If THE FELLOWSHIP COUNCIL believes that the information requested would be used for a purpose other than one reasonably related to the interest as a voting Member, or if the Council provides a reasonable alternative under this Section 4.12(b), it may deny the Member access to the membership list. Any inspection or copying under this section may be made in person or by the Member's agent or attorney. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any subsidiary of THE FELLOWSHIP COUNCIL.

(ii) Accounting Records and Minutes. On written demand with reasonable notice presented to THE FELLOWSHIP COUNCIL, any voting Member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Members, the Board of Directors, the Executive Committee and all other Committees at any reasonable time for a purpose reasonably related to the Member's interest as a Member. Any such inspection and copying may be made in person or by the Member's agent or attorney. Any right of inspection extends to the records of any subsidiary of THE FELLOWSHIP COUNCIL.

(iii) Maintenance and Inspection of Articles and Bylaws. THE FELLOWSHIP COUNCIL shall keep at its principal business office in this state, the original or a copy of its Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the Members at all reasonable times during office hours. If the principal office of THE FELLOWSHIP COUNCIL is outside California, and the Council has no principal business office in this state, the Secretary shall, on the written request of any Member, furnish to that Member a copy of the Articles of Incorporation and Bylaws, as amended to date.

SECTION 4.13. ANNUAL REPORT

(a) Annual Reports. Only if and to the limited extent required from time to time by law, the Board of Directors shall cause an annual report to be sent to the voting Members within one hundred twenty (120) days after the end of the fiscal year of THE FELLOWSHIP COUNCIL. That report shall contain the information specified in Article IX, Section 9.03 of these Bylaws.

ARTICLE V
BOARD OF DIRECTORS

SECTION 5.01. POWERS

(a) General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable laws, and any limitations of the Articles of Incorporation and these Bylaws, the activities and affairs of THE FELLOWSHIP COUNCIL shall be managed, and all Council powers shall be exercised, by or under the direction of the Board of Directors.

(b) Specific Powers. Without prejudice to these general powers, but subject to the same limitations, the Board of Directors shall have the power to:

- (i) Appoint and remove, at the pleasure of the Board, all officers, agents, contractors and employees of the corporation; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and if applicable, fix their compensation and require from them security for faithful performance of their duties.
- (ii) Recommend to a vote of the general voting Membership the addition of new categories of Fellowship Programs if said Programs are consistent with the Mission and Purposes of THE FELLOWSHIP COUNCIL.
- (iii) Recommend and approve the inclusion of additional Society representation to the Accreditation Committee and Board of Directors if said Societies are consistent with the Mission and purposes of THE FELLOWSHIP COUNCIL and have as members Representatives in THE FELLOWSHIP COUNCIL.
- (iv) Change the principal office or business office in the State of California from one location to another; cause THE FELLOWSHIP COUNCIL to be qualified to conduct its activities in any other state, territory, dependency or country and conduct its activities within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting, including annual meetings.
- (v) Adopt and use a corporate seal and alter the form thereof.
- (vi) Borrow money and incur indebtedness on behalf of THE FELLOWSHIP COUNCIL and cause to be executed and delivered for the purposes of THE FELLOWSHIP COUNCIL, in the Council's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.
- (vii) Approve, or disapprove the recommendations of the Accreditation Committee regarding accreditation, probation or other actions resulting from the accreditation process and impose actions on Members as described in these Bylaws as a result of the accreditation process.

(viii) Approve or disapprove the annual budget of THE FELLOWSHIP COUNCIL, as submitted by the Finance Committee.

(ix) Act on other matters brought before the Board in accordance with these Bylaws and in the good interests of THE FELLOWSHIP COUNCIL.

(x) May appoint Advisory Committees or panels of experts who may be non-members to advise the Board.

(xi) Approve or disapprove recommendations of the Membership Committee regarding new member applications, terminations, suspensions, and other actions as described in these Bylaws.

SECTION 5.02. NUMBER AND ELECTION OF BOARD OF DIRECTORS AND RESTRICTIONS ON BOARD MEMBERS

(a) Authorized Number. The Board of Directors may increase the total number of authorized Board members by action taken at any meeting or by the unanimous written consent of the Board without a meeting, so long as the authorized number of Board members shall not be less than nine (9) and so long as it is approved by a simple majority of the General Membership. Board members need not be residents of the State of California. The number of individuals serving on the Board will not exceed thirty-five (35).

(b) Composition of Board of Directors. The Board will be composed of the following: The Officers of THE FELLOWSHIP COUNCIL (President, President-Elect, 1st and 2nd Vice Presidents, Secretary/Treasurer, immediate Past-President), the two most recent Past Presidents, 7 at-large members, the current Chair and Co-Chair of the Accreditation Committee, the Chairs of the Education/Curriculum, Research, Bylaws, and Web/Case Log Committees, the representative to the American Board of Surgery (ABS) General Surgery Board (GSB) which is a non-voting position, and a representative chosen by each of the Sponsoring Societies of THE FELLOWSHIP COUNCIL as well as any ad hoc representatives appointed to serve by the President which do not have a correlative society. Members of the Board of Directors should be a fellowship director or associate director or have served in such capacity within the last 5 years unless approved otherwise by a majority vote of the Board. Only the officers, Board Society representatives, and committee chair members of the Board may vote on Accreditation matters.

(c) Sponsoring Societies of the Fellowship Council. Sponsoring Societies to THE FELLOWSHIP COUNCIL must satisfy the guidelines in the published document Fellowship Council Sponsoring Society Application and receive approval by the Board of Directors.

(d) Governance of the Board of Directors. The Chair of the Board of Directors will be the President of THE FELLOWSHIP COUNCIL. The Chair will be responsible for the conduct of all meetings of the Board, whether regular, special, or annual, and shall determine the priority of all matters considered at the meetings. In absence or inability of the President, the President-Elect will assume the duties of the President until such times as the Presidential position is restored.

SECTION 5.03. TERM OF OFFICE OF BOARD MEMBERS

Members of the Board of Directors shall hold office for the period that they fill one of the elected positions or serve as Chair or Co-Chair of the Accreditation Committee. Representatives of the sponsoring Societies or ad hoc appointments shall hold office for a term of three (3) years and have the possibility for a single consecutive renewal. However, inadequate participation may result in a request by THE FELLOWSHIP COUNCIL to replace the representative prior to the conclusion of the 3-year appointment term. The immediate Past President will serve a one-year term and the two most recent living Past Presidents a two-year term. Members-at-Large on the Board of Directors shall have terms of two years and have the possibility for a single consecutive renewal. The Representative to the American Board of Surgery GSB will serve for as long as they are the ABS GSB representative. Additional Members added to the Board in compliance with these guidelines will have their term of office set by the Board at the time of creation of the position.

SECTION 5.04. VACANCIES

(a) Events Causing Vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of the following: (i) the death, removal, suspension or resignation of any Board Member; or (ii) the declaration by resolution of the Board of a vacancy in the office of a Board Member who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law.

(b) Resignations. Except as provided in this subsection, any Board Member may resign effective upon giving written notice to the Board Chair, or Secretary/Treasurer of the Executive Committee, unless such notice specifies a later time for the resignation to become effective. Except upon notice to the Attorney General of the State of California, no Board Member may resign when THE FELLOWSHIP COUNCIL would then be left without a quorum.

(c) Filling Vacancies. Any vacancy on the Executive Committee shall be filled by an appointee designated by a majority vote of the Nominating Committee and approved by the remaining Board Members, whether or not less than a quorum, said appointee to serve the remainder of the vacated term. In the case of the Accreditation Committee Chair or Co-Chair, a replacement will be appointed by the affected represented Society with approval by the Board Chair. For Society Representative Board Members, a replacement will be appointed by the affected represented Society with approval by the Board.

(d) No Vacancy on Reduction of Number of Board Members. No reduction of the authorized number of Board Members shall have the effect of removing a Board Member before the term of office expires.

SECTION 5.05. PLACE OF MEETINGS; MEETINGS BY TELEPHONE

Meetings of the Board of Directors shall be held at least twice a year at such place as has been designated by the Board. Any meeting may be held by conference telephone or similar communication equipment, so long as all Board Members participating in the meeting can hear one another or otherwise register attendance, and all such Board Members shall be deemed to be present in person at such meeting.

SECTION 5.06. ANNUAL, REGULAR AND SPECIAL MEETINGS

(a) Annual Meeting. The Board of Directors shall hold an annual meeting in conjunction with the annual meeting of the membership for the purpose of organization, Member approval, Program Accreditation and the transaction of other business; provided, however, that the Board may fix another time for the holding of its annual meeting. Notice of this meeting shall not be required.

(b) Special Meetings.

(i) Authority to Call. Special meetings of the Board for any purpose may be called at any time by the Chair of the Board or any two Board Members.

(ii) Notice.

(A) Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each Board Member by one of the following methods:

1. by personal delivery of written notice;
2. by first-class mail, postage prepaid;
3. by telephone, either directly to the Board Members or to a person at the Member's office who would reasonably be expected to communicate that notice promptly to the Board Member; or
4. by electronic mail.

All such notices shall be given or sent to the Board Member's address and e-mail address as shown on the records of THE FELLOWSHIP COUNCIL.

(B) Time Requirements. Notices given by personal delivery, telephone, or electronic mail shall be delivered or telephoned at least forty-eight (48) hours before the time set for the meeting.

(C) Notice Contents. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the Council. It need not specify the purpose of the meeting.

SECTION 5.07. QUORUM

A simple majority of the authorized number of Board Members, present in person or by proxy, shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 5.09. Subject to the more stringent provisions of the California Nonprofit Corporation Law, including, without limitation, those provisions relating to:

(a) Approval of contracts or transactions in which a Board Member has a direct or indirect material financial interest.

(b) Approval of certain transactions between corporations having common directorship.

(c) Creation of an appointment of committees of the Board.

(d) Indemnification of Board Members and every act or decision done or made by a majority of the Board Members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Board Members, if any action taken is approved by at least a majority of the required quorum for that meeting.

SECTION 5.08. WAIVER OF NOTICE

Notice of a meeting need not be given to any Board Member who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes, thereof, whether before or after the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the Council's records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Board Member who attends the meeting protesting, before or at its commencement, the lack of notice to such a Board Member.

SECTION 5.09. ADJOURNMENT

A majority of the Board Members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

SECTION 5.10. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if a majority of the Board consents in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

SECTION 5.11. CONFLICT OF INTEREST

A Board Member who has a material or financial interest in a Board vote, including but not limited to, votes on Membership, Accreditation, Suspension, Reinstatement or Expulsion, shall be ineligible to vote on said issue and shall be asked to excuse themselves by the Board Chair, who shall have sole and exclusive discretion to determine whether the Board Member's alleged interest warrants his or her ineligibility to vote and participate in the subject vote and discussion.

ARTICLE VI

COMMITTEES

SECTION 6.01. COMMITTEE STRUCTURE, PURPOSE AND RESTRICTIONS

THE FELLOWSHIP COUNCIL will have ten (10) standing Committees and the Board of Directors may create more committees, each consisting of two or more Members of THE FELLOWSHIP COUNCIL, and serving at the pleasure of the Board. The President shall appoint the committee Chairs and members of the standing committees except where specifically designated by these Bylaws. The President shall appoint the Accreditation Committee Chair and Co-Chair, and the ad hoc members of the Accreditation Committee that are not otherwise specified by these Bylaws. The President may also appoint alternate members of any Committee, to replace an absent member at any meeting. Meetings and actions of Committees of THE FELLOWSHIP COUNCIL shall be governed by, held and taken in accordance with the provisions of Article V of these Bylaws, concerning meetings and other actions of the Board, except that the time for regular meetings of such committees and the calling of special meetings thereof may be determined by resolution of the Board. Minutes shall be kept of each meeting of any Committee of the Board and shall be filed with the corporate records. The Board may adopt rules for the government of any Committee not inconsistent with the provisions of these Bylaws or in the absence of rules adopted by the Board, the Committee may adopt such rules. Unless otherwise described in these bylaws, the Chair and committee member terms shall be for three years. However, inadequate participation may result in a request by THE FELLOWSHIP COUNCIL to replace the committee member prior to the conclusion of the three (3) year appointment term.

Any such Committee, to the extent provided in the resolution of the Board and these Bylaws, shall have all the authority of the Board, except that no Committee, regardless of Board resolution, may:

- (a) Fill vacancies on the Board of Directors or in any Committee which has the authority of the Board;
- (b) Establish or fix compensation of the Officers serving on the Board or on any Committee;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the Board which by its express terms is not so amendable or able to be repealed;
- (e) Appoint any other Committees of the Board or the members of these Committees
- (f) Approve any contract or transaction to which THE FELLOWSHIP COUNCIL is a party and in which one or more of its Officers has a material or financial interest, except as such approval is provided for in Section 5233(d) (3) of the California Corporations Code.

SECTION 6.02. EXECUTIVE COMMITTEE

- (a) The Executive Committee shall exercise all authority of the Board, except for disciplinary action as in 4.06 above, or approval of Program Accreditation as in 5.01(vii) above, and carry out all functions of the Board between meetings of the Board.

(b) The members of the Executive Committee shall be the President, President-Elect, 1st and 2nd Vice-Presidents, the immediate Past President, the Secretary/Treasurer of THE FELLOWSHIP COUNCIL, and one member-at-large from the Board of Directors. The member-at-large is selected by the officers.

(c) The President shall act as Committee Chairperson.

SECTION 6.03. NOMINATING COMMITTEE

(a) The Nominating Committee will have the responsibility of putting forward qualified candidates for the Officer positions and members-at-large who are then elected by the general membership.

(b) The Committee may be assigned other duties consistent with its role as assigned by the Board of Directors.

(c) The Nominating Committee shall be chaired by the immediate Past President of THE FELLOWSHIP COUNCIL. Members of the Nominating Committee will include the President, President-Elect, and two (2) additional Past Presidents. If not possible, the Committee Chair will be the preceding Past President. Other Committee members shall be appointed by the President of THE FELLOWSHIP COUNCIL such that it will be composed of not fewer than five (5) Members in good standing.

SECTION 6.04. FINANCE COMMITTEE

(a) The Finance Committee will have the responsibility of reviewing the annual budget, assessing investment strategies and performances and advising the Board of Directors as to appropriate dues, fees and assessments of THE FELLOWSHIP COUNCIL. The Committee may be assigned other duties consistent with its role as assigned by the Board of Directors.

(b) The Finance Committee shall be Chaired by the Secretary/Treasurer of THE FELLOWSHIP COUNCIL and have as Members the 1st Vice President of THE FELLOWSHIP COUNCIL, a Member of the Accreditation Committee appointed by the Chair of the Accreditation Committee, and two Past Presidents. Other Committee members shall be appointed by the President of THE FELLOWSHIP COUNCIL such that it will be composed of not fewer than five (5) Members in total, all in good standing.

SECTION 6.05. MEMBERSHIP COMMITTEE

(a) The Membership Committee will have the responsibility of: 1) maintaining a complete registry of all current Members of THE FELLOWSHIP COUNCIL including their accreditation status; 2) reviewing new applications for Membership; 3) devising recruitment strategies for New Members; and 4) reviewing major changes in Member programs and investigating complaints against Members. Once the Membership Committee investigates a complaint against a Member, they will forward their findings and recommendations to the Accreditation Committee, Communications Committee and/or the Board of Directors, as applicable. The Committee may be assigned other duties consistent with its role as assigned by the Board of Directors.

(b) The Membership Committee will have a standing Member from the Accreditation Committee, appointed by the Chair of that Committee, and a standing Member representing the Sponsoring Societies and selected by the President from one of the Society Representatives seated on the Board of Directors. The Membership Committee will be chaired by the President-Elect of the Council and other Committee Members shall be appointed by the President of THE FELLOWSHIP COUNCIL such that it will be composed of not fewer than seven (7) Members in total, all in good standing.

SECTION 6.06. COMMUNICATIONS COMMITTEE

(a) The Communications Committee will have the responsibility of conducting and monitoring the Fellowship Application and Matching processes held annually as well as the investigation of complaints of Matching process violations or complaints from or against fellows or fellowship applicants. Once the Communications Committee investigates complaints against or from fellows or fellowship applicants, they will forward their findings and recommendations to the Membership Committee, Accreditation Committee and/or Board of Directors, as applicable. The Committee will also maintain THE FELLOWSHIP COUNCIL Matching Process System or other such general communication tools and will distribute other information of interest to the Members, Fellows or fellowship applicants. The Committee may be assigned other duties consistent with its role as assigned by the Board of Directors.

(b) Members shall be appointed by the President of THE FELLOWSHIP COUNCIL such that it will be composed of not fewer than five (5) Members in total, all in good standing. The 1st Vice President shall serve as the Chair of this Committee.

SECTION 6.07. ACCREDITATION COMMITTEE

The Accreditation Committee of THE FELLOWSHIP COUNCIL is charged with the assessment and enforcement of Fellowship Program Standards. These standards are described in THE FELLOWSHIP COUNCIL Core Curriculum and Program Requirements document, and in the Specific Curricula and Program Requirements document.

(a) Accreditation Committee Members. The Accreditation Committee of THE FELLOWSHIP COUNCIL shall consist of not less than nine (9) members. Sponsoring Societies of THE FELLOWSHIP COUNCIL will be responsible for the submission of at least two (2) names to serve on the Committee. The President may appoint ad hoc members for specialties which do not have a correlative society. Ideally, all members of the Accreditation Committee shall be involved in resident and/or fellow education, but membership in THE FELLOWSHIP COUNCIL is not necessary. The President will choose the Chair and Co-Chair from the existing committee. The Chair must have served at the minimum for two (2) years and attended at least 50% of the conference calls/meetings for the group. The 2nd Vice President of THE FELLOWSHIP COUNCIL will sit on the Accreditation Committee as a non-voting member. The Accreditation Committee may appoint specialized site visitors and the Board may appoint Ad hoc members, as needed to accomplish the mission of the Accreditation Committee.

(b) Terms of Office. Each Society's Representatives serving as Sitting Committee members will serve terms of three (3) years. Ad hoc Committee members will serve terms of three (3) years. Committee members may be renewed up to 4 terms. The President may appoint additional ad hoc reviewers as

necessary to fit the needs of the current cycle. Ad hoc members who are appointed for a three (3) year term will be voting members of the Committee. Additional site reviewers who are not ad hoc Committee members will not be voting members of the Committee.

(c) Committee Leadership. The Chair and Co-Chair of the Accreditation Committee will each serve leadership terms of two (2) years, with terms beginning at the time of THE FELLOWSHIP COUNCIL's annual meeting. When a Chair's term is completed, the sitting Co-Chair will assume the role of Chair, if approved by the President of THE FELLOWSHIP COUNCIL. The President will then appoint a new Co-Chair from the existing committee. To be eligible for Co-Chair, the individual must have served at the minimum for two (2) years on the Committee and attended at least 50% of the conference calls/meetings for the group. Chair and Co-Chair terms are not limited by the Sitting Committee Member term limits detailed in Section 6.07(b).

(d) Committee Functions. All actions of the Accreditation Committee will be subject to approval by THE FELLOWSHIP COUNCIL Board of Directors by a majority vote.

(i). The Accreditation Committee will review Fellowship Programs undergoing accreditation and re-accreditation by THE FELLOWSHIP COUNCIL. For accreditation review purposes, the Committee may have more than one working group that reviews programs, but both are required to vote on accreditation recommendations before presentation to the Board for a final vote.

(ii). New members which are approved by the Membership Committee and Board of Directors will be automatically scheduled for an accreditation site visit, which will be conducted by a committee appointed site visitor no sooner than six months into the first THE FELLOWSHIP COUNCIL Fellow's year. A good faith determination of the Program having met the *Accreditation, Core Curriculum and Program Requirements* and the *Specific Curricula and Program Requirements* as endorsed by THE FELLOWSHIP COUNCIL Board of Directors is the objective of the site visit. Re-accreditation may be accomplished via a site visit or paper review, as dictated by the Accreditation Committee. However, a site visit must occur at least every third review.

(iii). The Accreditation Committee will be responsible for recommending accreditation or re-accreditation of Programs as well as recommending remedial actions for Programs failing accreditation or re-accreditation.

(iv). The Accreditation Committee will form an ad hoc appeals committee with the Board of Directors to review appeals from Programs denied accreditation or re-accreditation and will make recommendations to the entire Board of Directors for final determination.

(v). The Accreditation Committee Chair will assign one or more Committee Members to the Membership Committee of THE FELLOWSHIP COUNCIL or such other Committee(s) responsible for the setting of Standards of Fellowship Programs.

(e) Meetings. The Fellowship Accreditation Committee shall meet at least quarterly during the year via telephone, provided that it is subject to due notice given by the Committee Chair.

SECTION 6.08. EDUCATION/CURRICULUM COMMITTEE

The Education/Curriculum Committee will have the responsibility of creating and executing educational activities and programs for and/or sponsored by THE FELLOWSHIP COUNCIL. Additionally, the Education/Curriculum Committee will advise THE FELLOWSHIP COUNCIL and its Board on issues related to curriculum development, assessment, and evaluation for THE FELLOWSHIP COUNCIL Fellowships. The Committee may be assigned other duties consistent with its role as assigned by the President and/or Board of Directors.

(a) Education/Curriculum Committee Members. THE FELLOWSHIP COUNCIL Members and a Chair shall be appointed by the President of THE FELLOWSHIP COUNCIL amounting to not fewer than seven (7) FELLOWSHIP COUNCIL Members, all in good standing. One of these Members will be a current member-at-large on the Board of Directors, and another will have completed his/her fellowship within the last three years. In addition, Sponsoring Societies of THE FELLOWSHIP COUNCIL will each be responsible for selecting one (1) representative to serve on the Education/Curriculum Committee. Ideally, all society representatives shall be involved in resident and/or fellow education, but membership in THE FELLOWSHIP COUNCIL is not necessary.

(b) Committee Functions. All actions of the Education/Curriculum Committee will be subject to approval by THE FELLOWSHIP COUNCIL Board of Directors by a majority vote.

(i) Establishing and Refining the Accreditation, Core Curriculum and Program Requirements: The Education/Curriculum Committee will be responsible for reviewing THE FELLOWSHIP COUNCIL *Accreditation, Core Curriculum and Program Requirements* document every 5 years. Substantive changes will require a Board vote and request for re-endorsement by sponsoring societies.

(ii) Establishing and Refining the Specific Curricula and Program Requirements: The Education/Curriculum Committee will be responsible for reviewing the THE FELLOWSHIP COUNCIL *Specific Curricula and Program Requirements* document every 3 years. Adjustments to specific curricula and program requirements will be guided by the following principles:

- Specific fellowship curricula and program requirements are defined by the Education/Curriculum Committee and the identified partner societies, in collaboration.
- All revisions/proposals from the partner societies must be approved by their Training Committee and their Executive Committee.
- Should there be discordance between THE FELLOWSHIP COUNCIL and the partner society, a task force will be formed comprised of the leadership of both organizations who will arbitrate the issues at hand.
- Recommendations for revisions to specific curricula or program requirements may be proposed by partner societies or the Education/Curriculum Committee.
- Proposals for revisions to specific curricula or program requirements will be discussed by the Education/Curriculum Committee, with participation by the representatives of the relevant partner societies.

- Pilot programs of new curricula and program requirements are encouraged but should be initiated only with approval from THE FELLOWSHIP COUNCIL Board.
- Pilot curricula and program requirements may replace existing criteria in any given fellowship year only with approval from THE FELLOWSHIP COUNCIL Board.
- The Education/Curriculum Committee will evaluate new ideas and pilot data and make final recommendations to alter specific curricula and program requirements as indicated.
- The Board will vote on any proposed changes to the specific curricula or program requirements.
- After approval of specific curricula or program requirements by the Board of THE FELLOWSHIP COUNCIL, the Accreditation Committee will enforce the new criteria.

(iii). The Education/Curriculum Committee Chair will assign one or more Committee Members to the Accreditation Committee of THE FELLOWSHIP COUNCIL or such other Committee(s) responsible for the assessment of standards of Fellowship Programs.

(c) Meetings. The Education/Curriculum Committee shall meet at least once during the year via telephone, provided that it is subject to due notice given by the Committee Chair.

SECTION 6.09. BYLAWS COMMITTEE

(a) The Bylaws Committee will have the responsibility of revising and updating the Bylaws of THE FELLOWSHIP COUNCIL. The Committee may be assigned other duties consistent with its role as assigned by the President and/or Board of Directors.

(b) Members and a Chair shall be appointed by the President of THE FELLOWSHIP COUNCIL such that it will be composed of not fewer than six (6) Members in total, all in good standing.

SECTION 6.10. RESEARCH AND QUALITY IMPROVEMENT COMMITTEE

(a) The Research and Quality Improvement Committee will have the responsibility of conducting research relative to Fellow education and training; conducting longitudinal studies related to THE FELLOWSHIP COUNCIL; and review and approve requests for using FELLOWSHIP COUNCIL data or access to program directors and fellows for the purpose of research.

(b) Members and a Chair shall be appointed by the President of THE FELLOWSHIP COUNCIL such that it will be composed of not fewer than seven (7) Members in total, all in good standing.

SECTION 6.11. WEB AND CASE LOG SYSTEM COMMITTEE

(a) The Web and Case Log System Committee will provide approval, prioritization, continual oversight/feedback, and follow up with requesting committees regarding web-based needs. Annual changes such as updates to the membership and prospective fellow applications and minor changes to

the website or related systems will be under the purview of the Web Committee. Any major changes to any web-related system or function should be shared with relevant committees.

The Committee shall also be responsible for maintaining all functions of the fellowship case logs, including periodic review and revising of the case log listings, updating the case log web site summary reports, and ensuring that the case logs are in a format suitable for automatic uploading into member applications for reaccreditation and other considerations. It may be assigned additional duties consistent with its role as assigned by the President and/or the Board of Directors.

(b). Members and a Chair shall be appointed by the President of THE FELLOWSHIP COUNCIL such that it will be composed of not fewer than four (4) members, all in good standing. The Members (including the Chair) shall represent each Council committee responsible for aspects of the website including Accreditation (to include at least one representative from each of the Accreditation Committee groups), Communications, Membership, Research, and Education/Curriculum.

SECTION 6.12. MEETINGS AND ACTIONS OF THE COMMITTEES

Meetings and actions of Committees of the Board of Directors shall be governed by, held and taken in accordance with the provisions of Article V of these Bylaws, concerning meetings and other actions of the Board, except that the time for regular meetings of such committees and the calling of special meetings thereof may be determined by resolution of the Board. Minutes shall be kept of each meeting of any committee of the Board and shall be filed with the corporate records. The Board may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws or in the absence of rules adopted by the Board, the Committee may adopt such rules.

SECTION 6.13 CONFLICT OF INTEREST

A Committee Member who has a material or financial interest in a Committee vote, shall be ineligible to vote on said issue and shall be asked to excuse themselves by the Committee Chair, who shall have sole and exclusive discretion to determine whether the Committee Member's alleged interest warrants his or her ineligibility to vote and participate in the subject vote and discussion.

ARTICLE VII

OFFICERS

THE FELLOWSHIP COUNCIL will maintain a slate of officers nominated by the Nominating Committee and duly elected by the Membership. The officers of THE FELLOWSHIP COUNCIL shall include an immediate Past President, President, a President-Elect, a 1st Vice President, a 2nd Vice-President, and a Secretary/Treasurer. Any number of offices or committee positions may be held by the same person, except that no Officer may serve concurrently as the President. No person shall hold the same office twice, except for special circumstances which have Board approval. The President shall not hold the Presidency of a sponsoring society of THE FELLOWSHIP COUNCIL concurrently.

SECTION 7.01. TERMS OF OFFICE

The term of office for all Officers of the Council will be one (1) year and will begin and end at the annual meeting of the General Membership.

SECTION 7.02. ELECTION OF OFFICERS

The Officers of THE FELLOWSHIP COUNCIL and Members at Large shall be recommended by the Nominating Committee or by direct nomination by the general membership as described in 4.12 (b), and be elected by a majority vote of the voting Membership in conjunction with the annual Membership meeting.

SECTION 7.03. REMOVAL OF OFFICERS

Subject to the rights, if any, of an Officer under any contract of employment, any Member of the Executive Committee may be removed, with or without cause, by a two-thirds vote of the Board of Directors or a two-thirds vote of the voting general Membership.

SECTION 7.04. RESIGNATION OF OFFICERS

Any Member of the Executive Committee may resign upon written notice to THE FELLOWSHIP COUNCIL without prejudice to the rights, if any, of THE FELLOWSHIP COUNCIL under any contract to which the Officer is a party.

SECTION 7.05. VACANCIES IN OFFICE

A vacancy occurring in the Executive Committee because of death, resignation, removal or other cause, shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

SECTION 7.06. RESPONSIBILITIES OF OFFICERS

- (a) President. Subject to the limitations of the office as described in these Bylaws, the President shall be the Chair of the Executive Committee and the Board of Directors of THE FELLOWSHIP COUNCIL. The President shall generally supervise, direct and control the activities and affairs and the Executive Officers and Board of Directors of THE FELLOWSHIP COUNCIL. The President shall have other powers and duties as may be prescribed by the Board of Directors or these Bylaws.
- (b) President-Elect. In the absence or disability of the President, the President- Elect will act as Chair of the Executive Committee. The President- Elect shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board of Directors or these Bylaws. The President-Elect will Chair the Membership Committee.
- (c) 1st Vice President. In the absence or disability of the President, the President Elect will act as Chair of the Executive Committee. In the absence of both, the 1st Vice President will act as Chair of the Executive Committee. The 1st Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board or these Bylaws. The 1st Vice President will Chair the Communications Committee and will serve on the Finance Committee.

- (d) 2nd Vice-President. The 2nd Vice President will serve on the Executive Committee and will sit as a non-voting member of the Accreditation Committee. The 2nd Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board or these Bylaws.
- (e) Secretary/Treasurer. The Secretary/Treasurer shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of the Board and of all Committees of the Board. The Secretary/Treasurer will act as Chair of the Finance Committee. The Secretary/Treasurer shall also keep, or cause to be kept, at the principal office in the State of California, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary/Treasurer shall also maintain a complete and accurate record of the membership of THE FELLOWSHIP COUNCIL, as well as a record of the proceedings of all meetings of the Membership, Committees and the Board of Directors. The Secretary/Treasurer shall give, or cause to be given, notice of all meetings of the Board of Directors and of all Committees of the Board required by these Bylaws to be given. The Secretary/Treasurer shall keep the seal of the corporation in safe custody and shall keep or maintain, or cause to be kept or maintained, adequate and correct books and accounts of the properties and transactions of THE FELLOWSHIP COUNCIL, and shall send or cause to be sent to the Board of Directors such financial statements and reports as are required by law or these Bylaws to be given. The books of account shall be open to inspection by any Officer or Board Member at all reasonable times. The Secretary/Treasurer shall deposit all money and other valuables in the name and to the credit of THE FELLOWSHIP COUNCIL with such depositories as may be designated by the Board of Directors, shall disburse the funds of the corporation as may be ordered by the Board, shall render to the Chair of the Board of Directors when requested, an account of all transactions as Secretary/Treasurer and of the financial condition of THE FELLOWSHIP COUNCIL and shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaws. If required by the Board of Directors, the Secretary/Treasurer shall give THE FELLOWSHIP COUNCIL a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all its books, papers, vouchers, money and other property of every kind in the possession or under the control of the Treasurer upon death, resignation, retirement or removal from office.

ARTICLE VIII

INDEMNIFICATION AND INSURANCE

SECTION 8.01. INDEMNIFICATION

- (a) Right of Indemnity. To the full extent permitted by law, this corporation shall indemnify its Board of Directors, officers, Members, employees and other persons described in Section 5238(a) of the California Corporation Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any “proceeding”, as that term is used in such Section and including any action by or in the right of the corporation, by reason of the fact that such person is or was a person described by such Section. “Expenses”, as used in these Bylaws, shall have the same meaning as in Section 5238(a) of the California Corporation Code.

(b) Approval of Indemnity. Upon written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) Of the California Corporation Code, the Board shall promptly determine in accordance with Section 5238(e) of the Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Members who are parties to the proceeding with respect to which indemnification is sought is such as to prevent the formation of a quorum of Board Members who are not parties to such proceeding, the Board or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met.

(c) Advancement of Expenses. To the full extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by THE FELLOWSHIP COUNCIL prior to the final disposition of the proceeding upon receipt by THE FELLOWSHIP COUNCIL of an undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by THE FELLOWSHIP COUNCIL therefore.

SECTION 8.02. INSURANCE

THE FELLOWSHIP COUNCIL shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Board Members, employees and other agents of the Council, against any liability asserted against or incurred by an officer, Board Member, employee or agent in such capacity or arising out of the officer's, Board Director's, employee's or agent's status as such.

ARTICLE IX

RECORDS AND REPORTS

SECTION 9.01. MAINTENANCE OF THE FELLOWSHIP COUNCIL RECORDS

THE FELLOWSHIP COUNCIL shall keep:

- (a) Adequate and correct books and records of account;
- (b) Minutes in written form of the proceedings of the Board of Directors, Executive Committee, Accreditation Committee and other Committees.
- (c) A record of its Members, giving their names, addresses, the class of membership held and the status of their accreditation.

SECTION 9.02. INSPECTION BY BOARD MEMBERS

Every acting Board Member shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of THE FELLOWSHIP COUNCIL.

This inspection by a Board Member may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents. All such information shall be retained as strictly confidential and shall not be released to anyone without the prior written consent of THE FELLOWSHIP COUNCIL.

SECTION 9.03. ANNUAL REPORT

Except as provided under Section 6321(c) (ci) or (f) of the California Corporation Code, not later than one hundred twenty (120) days after the close of the fiscal year of THE FELLOWSHIP COUNCIL, the Board shall cause an annual report to be sent to all members of the Board. Such report shall contain the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of THE FELLOWSHIP COUNCIL as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The review of receipts of THE FELLOWSHIP COUNCIL both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of THE FELLOWSHIP COUNCIL, for both general and restricted purposes, during the fiscal year.
- (e) Any information required by Section 9.04.

SECTION 9.04. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

THE FELLOWSHIP COUNCIL shall prepare annually and furnish to each Board Member a statement of any transaction or indemnification of following kind within one hundred twenty (120) days after the close of the fiscal year of THE FELLOWSHIP COUNCIL;

- (a) Any transaction to which THE FELLOWSHIP COUNCIL or its subsidiary was a party, and in which any Board Member of the Council or its subsidiary (but mere common directorship shall not be considered such an interest) and a direct or indirect material financial interest, if such transaction involved over fifty thousand dollars (\$50,000.00), or was one of a number of transactions with the same person involving, in the aggregate, over fifty thousand dollars (\$50,000.00).
- (b) Any indemnifications or advances aggregating more than ten thousand dollars (\$10,000.00) paid during the fiscal year to any Board Member of the Council pursuant to Section 8.01 hereof.

The statement shall include a brief description of transaction, the names of the Board Member involved, their relationship to THE FELLOWSHIP COUNCIL, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

ARTICLE X

CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

ARTICLE XI

AMENDMENTS

SECTION 11.01. ADOPTION OR AMENDMENT BY MEMBERS

New Bylaws may be adopted, or these Bylaws may be amended or repealed by approval of a majority of the members of THE FELLOWSHIP COUNCIL.

The term “majority,” as used in this section, is as defined in the California Nonprofit Corporation Law.

SECTION 11.02. AMENDMENT BY BOARD OF DIRECTORS

Subject to the right of members under Section 10.01 hereinabove, Bylaws other than a Bylaw fixing or changing the authorized number of Board Members, or the minimum and maximum number of Board Members, or a Bylaw materially and adversely affecting the rights of Members as to voting, may be adopted, amended, or repealed by a two-thirds vote of the Board of Directors

SECTION 11.03. MAINTENANCE OF RECORDS

The Secretary of THE FELLOWSHIP COUNCIL shall see that a true and correct copy of all amendments of the Bylaws, duly certified by the Secretary, is attached to the official Bylaws of the corporation and is maintained with the official records of THE FELLOWSHIP COUNCIL at the principal office of the Council.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary/Treasurer of THE FELLOWSHIP COUNCIL, a California nonprofit corporation, and the above Bylaws, are the Bylaws of THE FELLOWSHIP COUNCIL as adopted at a meeting of the Board of Directors held in.

Executed as of November, 5 2020, at Los Angeles, California.
Brent Matthews, M.D., Secretary/Treasurer