

AMERICAN SOCIETY FOR METABOLIC AND BARIATRIC SURGERY

POLICIES GOVERNING STATE OR LOCAL CHAPTERS

Adopted by the Executive Council on: October 8, 2006

Revised: June 26, 2009

1.0 PURPOSE

In June 2006, the ASMBS Executive Council voted to recognize local or state bariatric surgery professional societies and groups as formal local chapters of the Society. The following policies and procedures govern the process for local or state groups to apply for and obtain designation as a chapter of the Society.

2.0 APPLICATION REQUIREMENTS AND PROCESS

2.1 Local and state bariatric surgery professional societies and groups may apply for designation as an ASMBS chapter on a form provided by ASMBS.

2.2 The applicant group or society must be formally incorporated as a nonprofit corporation. The application shall be accompanied by a copy of the applicant's articles of incorporation showing the date of filing, and duly adopted bylaws.

2.3 The applicant's bylaws must indicate a corporate purpose consistent with the purpose and objectives of ASMBS as set forth in ASMBS's most current bylaws.

2.4 The applicant must provide ASMBS with its principal office and mailing addresses and the names and telephone numbers and email addresses of all officers.

2.5 ASMBS shall maintain a set of suggested bylaws which it may provide to groups and societies who are contemplating formal organization and application as an ASMBS chapter.

2.6 The application shall be accompanied by a nonrefundable fee of \$_____.

3.0 APPLICATION REVIEW AND APPROVAL PROCESS

3.1 On receipt of an application and application fee, the application will be reviewed by staff for completeness. If any required information or documentation is missing, the applicant will be notified. No action will be taken on the application until all required information and documentation has been submitted.

3.2 Completed applications and accompanying documentation shall be forwarded to the Chair of the State Chapters Committee. The State Chapters Committee shall review all applications and recommend those applicants meeting the requirements to the Executive Council for designation as a local chapter. Applicants not meeting the requirements shall be referred back to the Executive Director with a statement of reasons why the application is being declined. The applicant should be encouraged to rectify any deficiencies and to reapply.

3.3 Applicants recommended for designation must be approved by a majority vote of the Executive Council. Approval of an applicant shall be subject to the applicant executing a Charter Agreement with ASMBS.

3.4 The Executive Director shall notify applicants of the decision of the Executive Council. Approved applicants will be forwarded a Charter Agreement which must be executed by the applicant and returned to ASMBS. The Executive Director is authorized to execute the Charter Agreement on behalf of ASMBS.

3.5 A fully executed copy of the Charter Agreement shall be returned to the applicant together with a certificate designating the applicant group as a local chapter of ASMBS.

4.0 Rights and Duties of Local Chapters

4.1 Applicant groups which have been approved by the Executive Council and which have executed a Charter Agreement will be referred to as a Chapter of ASMBS.

4.2 Each Chapter shall have the right to utilize the name of ASMBS in the name of the Chapter, to acknowledge and advertise its affiliation with ASMBS as a local chapter, and to receive any other benefits which may be bestowed by ASMBS on its designated local chapters.

4.3 A Chapter and ASMBS, and their respective members, employees, agents, officers or directors, are not considered agents, employees, joint venturers, partners or legal representatives of the other for any purpose.

4.4 Each Chapter shall abide by and promote the purposes and objectives of ASMBS as set forth in the most current version of ASMBS's bylaws. A Chapter's bylaws shall not conflict with or be inconsistent with the bylaws of ASMBS. A Chapter must submit all bylaw amendments to ASMBS.

4.5 Each Chapter must maintain its not-for-profit corporate status at all times as a condition of designation as a local chapter of ASMBS.

4.6 Each Chapter must apply for tax exemption with the Internal Revenue Service and appropriate state taxing authority. A Chapter's applications for tax exemption must be filed in the Chapter's own name and not in the name of ASMBS. No Chapter shall be included on ASMBS's IRS Form 990. Each Chapter must obtain its own federal and state employer identification numbers and shall not use the employer identification numbers of ASMBS. Each Chapter is solely responsible for complying with all applicable tax laws, rules, regulations and filing requirements.

4.7 Any bank accounts established by a Chapter shall be established in its own name and not in the name of ASMBS.

4.8 Each Chapter may determine its own qualifications and requirements for membership provided that such qualifications and requirements are consistent with those established by ASMBS for membership in ASMBS. Members of a Chapter must be members of ASMBS.

4.9 A Chapter may impose and set the amount of dues on its members.

4.10 A Chapter may use the ASMBS name provided that the use clearly distinguishes between the Chapter and ASMBS. Each Chapter must ensure that its communications with third parties and the general public specify that the communication is that of the Chapter. A State Chapter must identify itself as a state or local chapter of ASMBS at least once in a conspicuous place on a Web site home page and on general membership announcements. Acceptable wording for identifying a Chapter as a local chapter of ASMBS include: "[Actual Chapter name, i.e., Bariatric Surgery Society of State X], a local chapter of the American Society for Bariatric Surgery", "The [State X] Chapter of ASMBS" or similar wording which denotes the chapter relationship. Officers, directors or members communicating on behalf of a Chapter should identify themselves as officers, directors or members of the Chapter.

4.11 Each Chapter must provide and keep ASMBS current with the Chapter's contact information including principal office address, mailing address, and phone numbers and email addresses of officers.

4.12 ASMBS may post information regarding its Chapters on ASMBS's website.

4.13 Each Chapter shall provide an annual report on its activities to the Chairperson of the ASMBS State Chapters Committee prior to the ASMBS Annual Meeting. The annual report should include: a) a listing of the Chapter's current officers and directors; b) a roster of current members; c) a summary of the Chapter's activities for the 12 months prior to the annual meeting including member meetings, legislative activities, seminars or continuing education classes and other items of interest as well as a summary of future planned activities; and d) balance sheets for the prior year end and current year to date. Failure to provide an annual report is grounds for termination of chapter status.

4.14 A Chapter shall remain a Chapter until and unless its Charter is terminated. A Charter may be terminated by either the Chapter or ASMBS at any time for any reason, with or without cause, on thirty days written notice to the other party. Upon termination by either party for any reason, the Chapter must immediately cease utilizing the ASMBS name and acronym and may no longer claim any affiliation with ASMBS.

4.15 ASMBS may provide member contact information to approved state and local chapters, and to ASMBS members in good standing who are seeking to establish a state or local chapter. Member contact information, including electronic mail addresses, provided by ASMBS may only be used for chapter membership recruitment if a chapter has not been approved. Once approved a chapter may only use member contact information provided by ASMBS for official chapter or ASMBS business and programs. No member contact information provided by ASMBS may be used for any other purpose without the prior approval of ASMBS. No member contact information provided by ASMBS may be sold, licensed or provided to any third party. Chapter officers are personally responsible for ensuring adherence to these provisions regarding the use of member contact information.

5.0 Policy on State Chapter Educational Activities

5.1 ASMBS recognizes that State Chapters provide a convenient forum for the presentation of topics of interest to State Chapter members. While State Chapters are not required to offer Continuing Medical Education (CME) credit for educational programs, State Chapters considering or intending to offer or provide CME credit for courses, lectures or other programs sponsored by the State Chapter are strongly advised to review and comply with the requirements of the Accreditation Council for Continuing Medical Education (ACCME) in order to ensure that courses or lectures meet the requirements for awarding CME credit. Generally, CME credits may only be granted if the designated CME provider is accredited by ACCME.

5.2 As a service to State Chapters, ASMBS will consider requests from State Chapters to act as the designated CME provider for State Chapter-sponsored programs for which CME credit is intended to be awarded. State Chapters using ASMBS as the designated CME provider shall adhere to all procedures for submission and assessment of CME provider requests established by ASMBS based on the requirements of ACCME and the American Medical Association. Programs which meet the content requirements for CME and which do not conflict with existing or scheduled CME programs sponsored by ASMBS and which do not conflict with the policies or positions statements of ASMBS may be approved as determined by the Executive Director and the ASMBS Professional Education Committee. The State Chapter will be responsible for timely payment of any application fees as well as fees for the specific services to be provided by ASMBS for approved CME programs. All such services shall be set forth in a written agreement between ASMBS and the sponsoring State Chapter.

5.3 ASMBBS shall not be responsible for the administrative or financial aspects of any educational activities, presentations or programs sponsored by a State Chapter.

5.4 All announcements, advertisements and grant or funding requests for State Chapter-sponsored educational programs regardless of whether CME credits are being offered shall contain a statement to the effect that the views and opinions expressed by faculty and presenters does not necessarily represent the views or positions of ASMBBS and do not constitute an endorsement by ASMBBS.

6.0 Policy on State Chapter Position Statements

6.1 Unless specifically submitted to and formally approved by the ASMBBS Executive Council, position statements, white papers, clinical guidelines and similar works issued by a State Chapter are the sole responsibility of the issuing State Chapter. Any dissemination including posting on Web sites and circulation by electronic mail of any such statements not formally approved by the ASMBBS Executive Council shall be accompanied by a conspicuous written disclaimer to the effect that the particular work has not been reviewed or approved by ASMBBS, that the work does not necessarily represent the views or policies of ASMBBS, and that ASMBBS is in no way responsible for the work or its content. The issuing State Chapter shall not represent or imply that any such work constitutes the views or work product of ASMBBS or that ASMBBS has approved or endorsed the work.

7.0 Policy on Use and Display of ASMBBS Logo

7.1 State Chapters are granted a limited, nonexclusive, revocable license by ASMBBS to use and display the official ASMBBS Logo (the "Logo") under the following terms and conditions:

- The Logo is a service mark of ASMBBS. All rights to the Logo belong to ASMBBS. The State Chapter may not sell, license, sublicense or distribute the Logo without the express written consent and permission of ASMBBS, which permission may be denied in the sole discretion of ASMBBS.
- The Logo may be displayed by a chartered State Chapter in furtherance of official business of the State Chapter but only for so long as the State Chapter's charter agreement with ASMBBS remains in effect or until ASMBBS revokes its permission to use the Logo, which ASMBBS may do at any time. The Logo may only be used and displayed as set forth in these policies; any other use or display is prohibited.
- The Logo may only be used by a State Chapter to indicate that the State Chapter is an authorized chapter of ASMBBS. The Logo may not be used in any manner which states or implies endorsement by ASMBBS of a particular procedure, device, product, service, company, person, policy or position statement.
- The Logo may be displayed on the home page of a State Chapter's Web site and on the first page of distinct sections of the State Chapter's Web site. The Logo may also be displayed on State Chapter membership solicitations and general announcements and on official State Chapter letterhead stationery.
- The Logo may not be displayed on announcements or advertisements for educational programs sponsored by the State Chapter unless ASMBBS is the designated CME provider for the program being advertised.
- The Logo must be used in its entire format. The typeface and graphic elements of the Logo may not be altered, retypeset or modified except to resize the entire Logo. All elements of the Logo typeface and graphics must be clearly legible and recognizable. No additional material or text may be placed in or immediately adjacent to the Logo.

Technical design elements including color grade and font types will be provided to State Chapters desiring to use the Logo.