

BYLAWS

of the International Society of Hair Restoration Surgery

ARTICLE I - NAME

The name of this Society shall be the INTERNATIONAL SOCIETY OF HAIR RESTORATION SURGERY. Hereinafter it shall be referred to as the Society.

ARTICLE II - PURPOSE

The purposes of this Society are:

- A. To advance the art and science of hair restoration by licensed, experienced physicians who are qualified to practice this type of medicine and who will do so with the highest degree of skill and artistry. Also, to advance the level of knowledge of techniques and other issues concerning hair restoration among members of the Society's Auxiliary Assistants since their assistance is an essential factor in increasing the level of care and efficiency with which Physician Members treat our patients.
- B. To encourage the free interchange of ideas, knowledge, and experience among its Members and Auxiliary Assistant Members in order to maintain the skills and artistry of those members at the highest possible level of skill and knowledge.
- C. To encourage professional excellence and to promote amicable relations among the members.
- D. To encourage continuing medical education in hair restoration surgery.

The Society is not intended to earn profits nor shall it do so. The Society shall not promulgate propaganda as a substantial part of its activities. It shall not have as a major goal an attempt to influence legislation, nor shall it participate in any political campaigning on behalf of any candidate for public office.

The Society shall have a common seal which may be changed or renewed as deemed fit.

ARTICLE III - MEMBERSHIP

- A. The Society shall be composed of four classes of membership: Members, Resident Members, Emeritus Members and Adjunct Members.

1. Members:

Members of the Society shall be physicians (MD, DO, or Non-U.S. equivalent) of good moral character and standing in the community who are fully licensed to practice medicine, and have an interest in hair restoration and scalp surgery.

2. Resident Members:

Resident Members shall be physicians (M.D., D.O., or Non-U.S. equivalent) of good moral character and standing in the community who are actively enrolled in a recognized and accredited formal residency teaching program. The applicant for Resident Member status must present a letter from the Chief of Service or Program Director attesting to their moral character, their enrollment in the residency program, and recommending them for Resident Membership status in the Society. Resident Members shall pay lower yearly dues than members and shall not hold office. They may not vote in elections. Upon completion of their residency program and upon payment of the members annual dues they shall automatically become members of the Society without new application procedures.

3. Emeritus Members:

A member of the Society in good standing who has attained the age of 65 years and who has been an active member of the Society for at least five (5) years shall be eligible for Emeritus Membership. An eligible member must apply, in writing, to the Governors of the Society stating that he/she is no longer engaged in active medical practice for more than fifty (50) days per year. Emeritus Members shall pay reduced dues and shall have no vote nor hold office. All

other privileges of the Society shall be available to Emeritus Members.

4. Adjunct Members:

Adjunct members shall be individuals who: (i) hold a doctorate (PhD or the equivalent) in a biomedical-related area; (ii) devote the majority of their professional activities to hair research in an academic setting; and (iii) are of good moral character as attested to, in writing, by a Physician Member of the Society. Adjunct members may not vote or hold office.

- B. Qualifications for Members

1. Application for Membership - Any physician whose medical license(s) (where applicable) is/are in good standing may make written application to the Secretary of the Society in the format prescribed by the Governors of the Society.

Upon application to membership in the Society, each applicant shall be given a copy of these bylaws as well as the adopted Code of Ethics. The applicant shall then sign a statement attesting to the fact of having read and understood the bylaws and the adopted Code of Ethics. The applicant shall also indicate his/her intention to abide by these bylaws and the adopted Code of Ethics.

2. Processing Applications - Applications must be received not less than thirty (30) days prior to a regularly called meeting of the Board of Governors. Within six (6) weeks after receipt of an application, the Secretary shall notify the applicant of any deficiency in the application. If an application remains incomplete for six months, it shall be deemed to be delinquent, and the applicant shall be notified that he/she must make a new application if they still desire membership in the Society.
3. Election - All completed applications shall be submitted to the Chairman of the Membership Committee for vetting by that Committee. The Chairman of the Membership Committee shall submit a report to the Board of Governors for their action with recommendations for admission of applicants who qualify and whose applications are complete. A list of applicants who do not qualify along with the reasons for disqualification shall also be submitted. An affirmative vote of three fifths (3/5) of the Governors shall be necessary to elect an applicant to membership. The results of the voting shall be recorded upon the application form, and that form will be filed for ten (10) years. Any applicant who fails to attain membership must wait one (1) year before making re-application.
4. Fairness - No applicant for any class of membership in the Society shall be denied admission to the Society for reasons of race, gender, religion, or national origin.

- C. Rights and Duties of Membership

1. Members of the Society, who are in good standing, may attend meetings of the membership and take part in the proceedings, receive publications, and vote upon matters which may be submitted to the membership for their consideration. Only a member of the Society whose membership is in good standing may seek election as an officer of the Society. Elected officers of the Society must all be members in good standing.
2. From time to time, members serving on the Board of Governors, committees, or other task groups may participate in the development of policies, statements, standards, surveys, tag lines, logos, or other works for the Society. Any such works shall be considered "works made for hire" as defined under federal copyright law. If such works are inappropriate for characterization as "works made for hire," the member(s) participating in such activities transfer to the Society any and all rights, including, without limitation,

copyrights and trademark rights, they may have in and to such works.

3. Members are to be listed only for locations where they possess a valid unrestricted medical license. The member must notify the Secretary within 60 days if there is an error or change in their listing as it relates to where they possess a valid medical license.
4. If final action is taken against a member's (i) right to practice medicine in any state, province, or country; or (ii) membership in an international, national, or local medical society, the member shall notify the Secretary of the Society within sixty (60) days of such action.
5. Leave of Absence (Military) – Members in good standing who get called to active duty may make written request to the Secretary for a one-year leave of absence in which dues will be waived.
6. Leave of Absence (Missionary and Other) – Members in good standing may make written request to the Secretary for a one-year leave of absence with approval on a case-by-case basis.

D. Automatic Termination of Membership

1. Any member who is in default in the payment of dues or assessments for a period of 60 days or otherwise becomes ineligible for membership shall be terminated automatically, unless such termination is delayed by the Board of Governors. The member will be notified of the termination by mail in a timely fashion by the Secretary of the Society.
2. Any former member whose membership has been terminated pursuant to Article III, Section D(1) of these Bylaws and who submits payment of all delinquent dues and other assessments within two (2) years of the date of termination shall automatically be reinstated to the same class of membership to which he or she belonged prior to termination. Any former member whose dues and other assessments remain unpaid for more than two (2) years must submit a new application and meet all the criteria for membership in place at that time.

ARTICLE IV - OFFICERS, TERMS AND DUTIES

Officers - The officers of the Society shall be the President, the Vice President, the Secretary and the Treasurer. The executive committee shall consist of the officers of the Society and the Immediate Past-President.

A. Vacancies

1. President - The Vice President shall become the President of the Society in the term which immediately follows his/her election to the Office of Vice President. In case of a vacancy in the Office of President, the Vice President shall assume the office of President and shall serve the remainder of the President's term and shall then continue to serve his/her own complete term of office.
2. Vice President - The Vice President shall be elected by the membership at large. A slate of officers shall be nominated by the Nominating Committee. Additional nominations may be made by the members. If a vacancy occurs in the office of Vice President, it shall be filled by election by the Board of Governors.
3. Secretary and Treasurer - The Offices of Secretary and of Treasurer shall be elected by the body of the membership at large. Nominations can be placed by the Nominating Committee and by members at large. If vacancy occurs in the Office of Secretary and/or Treasurer, it shall be filled by appointments by the President until the next general election.
4. Board of Governors - Representatives to the Board of Governors will be international and every effort will be made to achieve a diversified representation.

Election to the Board of Governors by the General

Membership will be based upon nominations by the Nominating Committee and/or from the Membership.

5. If a vacancy occurs in the Board of Governors, it shall be filled by appointment by the President until the next general election.

B. Terms of Office

1. President:

The term of office of the President is approximately one (1) year commencing at the end of the annual meeting and extending until the end of the following annual meeting.

2. Vice President:

The term of office of the President is approximately one (1) year. The Vice President shall assume the office of President at the end of the annual meeting and shall preside as President for the next annual meeting. If for any reason no annual meeting is held, the President and Vice President shall continue in office until the next annual meeting.

3. Secretary/Treasurer:

The term of office of the Secretary and Treasurer is two (2) years. The Secretary shall be elected on even years (1990, 1992, etc.) and the Treasurer shall be elected on odd years (1991, 1993, etc.).

C. Duties of the Office

1. The President shall preside at all meetings. He/she shall also be Chairman of the Board of Governors of the Society and a member ex-officio of all committees of the Society. The President shall be the official spokesperson of the Society.

The President shall, at his/her discretion, have the power to create committees, to designate a chair of any committee so created, and to designate members of such committees from among the membership of the Society.

In the event the President is unable to carry out his/her duties, the next highest ranking member of the Executive Committee shall assume such duties. The rank order of the members of the Executive Committee is: President, Vice President, Secretary, Treasurer, Immediate Past-President.

2. The Vice President shall preside at all meetings in the absence of the President; likewise, he/she shall preside at meeting of the Board of Governors in the absence of the President. The Vice President shall be a voting member of the Governors of the Society.
3. The Secretary or a designate shall keep minutes and records of decision at all meetings of the Society. The Secretary shall be the custodian of all records and papers of the Society except the financial records. The Secretary shall keep a correct list of all members of the Society, and shall be responsible for disseminating news of the Society's activities and meetings to the membership. The Secretary shall count the ballots from each election during the meeting and shall inform the Governors and the membership of the results.
4. The Treasurer of the Society shall demand and receive all funds, bequests, and donations due the Society and shall deposit them in an appropriate bank account. He/she shall disburse such funds from the treasury as the Board of Governors shall direct. He/she shall make a report of the state of the treasury to the Board of Governors at the annual meeting of the Society and at such other times as may be necessary. The Treasurer shall inform the Secretary of the delinquency of any member for failure to pay dues and/or assessments.
5. Attendance – No member of the Board of Governors may continue to serve on the Board if he or she fails to attend three (3) consecutive Board meetings, except where such absence is for good reason as determined by the Board of Governors or its designee(s).

D. Finance Committee

1. The composition of the Finance Committee shall be as follows: (1) Treasurer to serve as Chair, (2) President, (3) Vice President, (4) Board member appointed by the President, (5) Board member appointed by the President, (6) ISHRS accountant, non-voting.

ARTICLE V - BOARD OF GOVERNORS

A. Composition

1. The Board of Governors shall consist of the Officers - President, Vice President, Secretary, Treasurer, and the immediate Past-President, eight (8) Governors, and two (2) past-presidents. The President of the Society shall also serve as Chairperson of the Board of Governors.

B. Powers

1. The Board of Governors shall have charge and control of all property and funds belonging to the Society.
2. Approval of the Board of Governors must be obtained by three-fifths (3/5) affirmative vote before making any significant expenditure or disposition of money in excess of \$20,000 or property of the Society and before assuming any financial obligation in the name of the Society outside of the approved annual budget and investment policy/plan.
3. The Board of Governors shall not authorize any funds for action that advocate a group boycott by members nor violation of any federal or state antitrust or other law. The Board of Governors shall not sponsor nor approve any action by the Society nor its members that knowingly violates any federal or state antitrust or other law.
4. The Board of Governors, at Society expense, shall provide fidelity bond coverage or equivalent for the Officers, Governors and employees of the Society in an amount sufficient to protect the Society's at risk funds.

C. Meeting and Reports

1. The Board of Governors shall hold meetings at such times and places as they shall determine but not less than twice per year. At least one of the meetings of the Board of Governors shall coincide with the annual meeting of the Society.
2. Notice of any meeting of the Board of Governors shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting, provided that notice of any special meeting held by telephone conference call is delivered at least twenty-four (24) hours prior to the call. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.
3. A majority of the Board of Governors shall constitute a quorum for the transaction of business at any duly called meeting thereof; provided, that, if less than a quorum is present at said meeting, a majority of the Board members present may adjourn the meeting from time to time without further notice. Only voting members of the Board of Governors shall be counted in determining the number of members present or required to take action at any Board meeting.
4. The act of a majority of the Board members present at a duly called meeting at which a quorum is present shall be the act of the Board of Governors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.
5. The Board of Governors shall make a report to the members at the regular annual meeting of the Society.

D. Term of office

The term of office of the Board of Governors shall be on a rotating schedule. The Board of Governors shall be elected to a three (3) year rotation of service with approximately one-third (1/3) of the

Governors standing for election each year. Each of the eight (8) Governors is limited to two consecutive terms. The rotation for election to the Board of Governors shall begin with the general membership meeting of the Fall of 1995.

The two (2) past-presidents shall be elected from the Past-Presidents Committee and shall serve for a one-year term.

E. Resignation and Removal

Any member of the Board of Governors may resign at any time by giving written notice to the Secretary. In addition, any member of the Board may be removed by two-thirds of the remaining members of the Board at any meeting thereof, whenever, in their judgment, the best interests of the Society would be served by such removal.

ARTICLE VI - DISCIPLINE

A. Grounds for Discipline - A member may be disciplined for any of the following reasons:

1. Failure to comply with these Bylaws, the Code of Ethics of the Society, or any other rules or regulations of the Society;
2. Conviction of a felony or other crime related to, or arising out of, the practice of medicine or involving moral turpitude;
3. Limitation, suspension, revocation, or forfeiture by any state, province or country of the member's right to practice medicine;
4. Unauthorized use of the Society's name, logo, or other symbols on symposia advertisements, publications, stationery, printed material, websites, or in any other manner;
5. Failure to reasonably cooperate with any disciplinary proceedings brought against the member; and
6. Immoral, dishonorable, or unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of the Society.

B. Procedures

1. Charges against a member must be in writing, must be specific, and must either be signed and notarized by an individual complainant or initiated by the Board or its designee.
2. Discipline, which shall include, but not be limited to, censure, suspension, and expulsion, shall be by a two-thirds majority of the Board of Governors, provided that a statement of the charges shall have been mailed by certified or overnight mail to the last recorded address of the member at least thirty (30) days before final action is to be taken.
3. This statement shall be accompanied by a notice of the time and place of the meeting of the Board at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Board.
4. The Board of Governors may adopt procedural rules governing matters related to discipline.

ARTICLE VII - DUES AND FUNDS

A. Funds of the Society - These shall consist of monies raised by annual dues levied upon the members and the members of the surgical assistants auxiliary, as well as voluntary contributions to the Society and income from any other source that may be approved by the Board of Governors.

B. Dues - The amount of annual dues shall be fixed by the Board of Governors. Dues shall become payable on the first day of each year.

ARTICLE VIII – MEMBERSHIP MEETINGS

- A. Order of Business - The order of business at the annual meeting shall be as follows:
1. Call to order
 2. Reading and approval of minutes
 3. Reports of President, Vice President, Secretary and Treasurer
 4. Reports of committees
 5. Election and installation of new officers (every second year)
 6. Old Business
 7. New Business
 8. Adjournment

On any and all questions of procedure or protocol, the regulations in the most recent available edition of Robert's Rules of Order shall apply.

B. All general meetings of the Society shall be conducted in the English language. All written presentations to the Society shall be in the English language.

C. Membership Meetings -

1. An annual meeting of the members of the Society shall be held at such time and place as shall be determined by the Board of Governors. At each annual meeting, the members shall elect such officers and directors to succeed those whose terms shall expire at the conclusion of that annual meeting.
2. Special meetings of the members of the Society may be called at the request of the President or any five (5) members of the Board, or at the written request of one-hundred (100) members of the Society. The time and place for holding special meetings shall be determined by the Board.
3. Notice of any annual or special meeting of the members shall state the time, date, place and, in the case of a special meeting, the purpose of the meeting. Notice of any annual or special meeting shall be delivered not more than sixty (60) and not less than ten (10) days prior to the date of such meeting, unless otherwise required by applicable law.
4. Ten percent (10%) of the voting members of the Society shall constitute a quorum for the transaction of business at any duly called meeting of the members; provided that if less than a quorum is present, a majority of the members present may adjourn the meeting to another time without further notice.
5. The act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.
6. Any action that may be taken at any annual, regular or special meeting of the members may be taken by written ballot in lieu of a vote, including the election of officers and directors. A vote by written ballot may be called by the Board of Governors or upon written request to the Secretary of at least two-thirds (2/3) of the voting members. For the election of officers and directors, the act of a majority of ten percent (10%) or more voting members returning ballots by a date certain shall be an act of the members. For matters other than the election of officers and directors, the act of a majority of ten percent (10%) or more voting members returning ballots by a date certain shall be an act of the members, unless the action of a greater number is required by law, the Articles of Incorporation or these Bylaws.

ARTICLE IX - SURGICAL ASSISTANTS AUXILIARY

- A. The Society shall have an Auxiliary for Surgical Assistants who are employed by Physician Members of the Society.
1. Application for Assistant membership in the Auxiliary must be accompanied by a letter attesting employment from a Physician Member of the Society who is the current employer of the applicant.

2. When the employer of an Assistant Member ceases to be a member of the Society, the assistant's membership will continue only until the end of the current dues year unless the Assistant Member gains employment with another Physician Member of the Society. The Assistant Member must notify the Membership Chairman within 60 days of a change.

B. The purposes of the Auxiliary shall be:

1. To encourage free interchange of ideas, knowledge, and experience among its members in order to assist the members of the Society.
2. To promote amicable relations among the members.

C. Meetings shall be held at the same time and at the same location as the annual meeting of the Society.

D. Members of the Auxiliary may attend the general meetings of the Society provided that meeting tuition is paid by the Auxiliary member or by their sponsoring physician.

E. Annual Meeting of the Auxiliary

1. The general membership of the Auxiliary shall elect a chairperson and a vice chairperson of the Auxiliary at the annual meeting of the Auxiliary.
2. The terms of office of the chairperson and vice chairperson shall extend for approximately one year from one annual meeting until the following annual meeting. Should for any reason no annual meeting be held the terms of office shall be continued until the next annual meeting.
3. The chairperson shall be responsible for arranging a program for the Auxiliary for the annual meeting as such the chairperson shall work closely with the President of the Society or the person delegated by the President of the Society to prepare a program for the annual meeting.
4. The Vice Chairperson shall assist the Chairperson and shall assume the duties of the Chairperson if the Chairperson is unable to perform their duties.

F. The annual dues for the members of the Auxiliary shall be determined by the Board of Governors of the Society. The annual dues of the Auxiliary shall be intermingled with the general fund of the Society. No separate funds shall be maintained by the Auxiliary.

ARTICLE X - AMENDMENTS

A. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of at least three-fifths (3/5) of the votes cast by the voting members present and voting at a meeting at which a quorum is present; provided, however, that the substance of the alteration, amendment or repeal has been approved by a three-fifths (3/5) majority vote of the Board of Governors and submitted in writing to the membership not more than sixty (60) and not less than ten (10) days prior to the date by which the same is to be considered by the membership.

If any part or portion of these bylaws shall be found to be unenforceable or unlawful under the laws of a state or of the United States of America, the remaining part or portion which is lawful shall remain in force.

ARTICLE XI - USE OF ALTERNATIVE COMMUNICATION

A. Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other acceptable means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

The Bylaws were last amended by the membership on October 20, 2006.

CODE OF ETHICS

of the International Society of Hair Restoration Surgery

PREAMBLE: Membership in the International Society of Hair Restoration Surgery is a privilege accorded to physicians of the highest moral and professional standards, it is not a right. The ethical principals adopted by the International Society of Hair Restoration Surgery define the essentials of honorable behavior for the hair restoration surgeon.

- I. The member recognizes that a greater moral responsibility is necessary in cosmetic surgery than in many other fields because of the lack of oversight by government and/or peer review and the emotional involvement of the patient.
- II. The member acknowledges that he or she is in a position of trust and will not betray that trust.
- III. The member will not take emotional or financial advantages of patients.
- IV. The member acknowledges that he or she is in a position to affect each patient's appearance, self-confidence, and possibly the success of the patient for his or her entire life. With every treatment the lifelong effect is considered in the light of continuing hairloss.
- V. The member will recommend treatment for each patient as the member would recommend for themselves or another family member under the same circumstances. This does not mean that the treatment cannot be modified to accommodate the desires of the patient.
- VI. Members will maintain truth and integrity in their advertising always avoiding deceptive communications. If a member promotes a technique or an opinion which is not accepted by the majority of the profession as a whole, the member should acknowledge that this opinion or technique is the opinion or technique of the individual physician and not shared by the profession as a whole. Trademarking and copywriting names for common terms are discouraged.
- VII. Members will not denigrate their colleagues using false or misleading information with the intent of injuring the reputation or business of an ISHRS member by any means, either directly or indirectly to include print, radio, television, Internet advertising, Internet website activity, or any other public statement made by the member or his/her representative. Violation of this code will not be tolerated and is grounds for disciplinary action.
- VIII. A member with knowledge of an illegal or improper act(s) by another physician should report such activity to the appropriate agency.
- IX. A member shall continue to study, apply and advance scientific knowledge. A member shall pass knowledge on to colleagues.
- X. The patient's confidences shall be kept private. Information will be divulged only with the permission of the patient except as otherwise required by law.
- XI. Members will adhere to the codes of ethics of medical societies of their respective countries.

The Code of Ethics was last amended by the membership on October 17, 2003.