

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 for charitable, educational, literary, and scientific purposes. Further:

- 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.
- B. To encourage the free interchange of ideas, knowledge, and experience among its 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.

ARTICLE III - MEMBERSHIP

- A. The Society shall be composed of seven classes of membership: Fellows, Members, Associate Members, Resident Members, Emeritus Members, Adjunct Members, and Surgical Assistant Members.

1. Fellows.

Fellows of the Society shall be Members in good standing who demonstrate support of the purposes and activities of the Society and dedication to the field of hair restoration surgery through the satisfaction of additional criteria as determined from time to time by the Board of Governors ("Board").

2. 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, have an interest in hair restoration and scalp surgery, and meet additional minimum educational requirements as determined from time to time by the Board of Governors. The determination of whether a physician's degree is "Non-U.S. equivalent" is designated to the Board in its sole discretion.

3. Associate Members.

Associate 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. Upon demonstrating completion of the additional minimum educational requirements and payment of Membership dues, an Associate Member shall automatically become a Member of the Society without further application. The determination of whether a physician's degree is "Non-U.S. equivalent" is designated to the Board in its sole discretion.

4. Resident Members.

Resident Members shall be physicians (MD, DO, 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. Upon completion of a residency program and payment of Associate Member annual dues, a Resident Member shall automatically become an Associate Member of the Society without further application.

5. Emeritus Members.

A Fellow or Member of the Society in good standing who has attained the age of 65 years, who has been an active Fellow or Member for at least five (5) years shall be eligible for Emeritus Membership if he/she is no longer engaged in active medical practice for more than fifty (50) days per year.

6. 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 Fellow, Member, or Associate Member of the Society.

7. Surgical Assistant Members.

Surgical Assistant Members must (1) be employed by Fellows, Members, or Associate Members of the Society who have a clinical hair restoration practice and perform hair restoration surgery, (2) assist in surgery, and (3) be licensed health care professionals, e.g., Registered Nurse (RN), Licensed Practical Nurse (LPN), Physician Assistant (PA), Nurse Practitioner (NP). The Surgical Assistant Member must be located in the same state/location as the physician who must be licensed in that state/location.

- B. Application for Membership – Upon initial application for 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. Application for specific classes of membership shall be made as follows:

1. Application for Fellow Membership – A Member in good standing may make written application for Fellow Membership to the Secretary of the Society in the format prescribed by the Board of Governors or its designee.

2. Application for Membership – Except as set forth in Section III(A)(3) above, any physician whose medical license(s) (where applicable) is/are in good standing and who meets additional minimum educational requirements may make written application for Membership to the Secretary of the Society in the format prescribed by the Board of Governors or its designee.

3. Application for Associate Membership – Except as set forth in Section III(A)(4) above, any physician whose medical license(s) (where applicable) is/are in good standing may make written application for Associate Membership to the Secretary of the Society in the format prescribed by the Board of Governors or its designee.

4. Application for Resident Membership – An applicant for Resident Membership must submit to the Secretary of the Society a letter from the Chief of Service or Program Director, in which the Chief or Program Director attests to the resident's moral character and enrollment in the residency program, and recommends the resident for Resident Membership in the Society.

5. Application for Emeritus Membership - An eligible Fellow or Member may apply for Emeritus Membership, in writing, to the Board of Governors if he/she is no longer engaged in active medical practice for more than fifty (50) days per year.

6. Application for Adjunct Membership – Applicants for Adjunct Membership may make written application to the Secretary of the Society in the format prescribed by the Board of Governors or its designee.

7. Application for Surgical Assistant Membership – Applicants for Surgical Assistant Membership may make written

application to the Secretary of the Society in the format prescribed by the Board of Governors or its designee.

Application for Surgical Assistant membership must be accompanied by a letter attesting employment from a Fellow, Member, or Associate Member of the Society who is the current employer of the applicant and a copy of the Surgical Assistant's healthcare license. When the employer of a Surgical 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 Surgical Assistant Member gains employment with another Fellow, Member, or Associate Member of the Society. The Surgical Assistant Member must notify the Membership Chairman within 60 days of a change.

C. Processing Applications - After receipt of an application for membership, the Secretary of the Society 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 must make a new application if consideration of the application is still desired.

D. Election

1. Election to Resident, Emeritus, Adjunct Membership, and Surgical Assistant Membership – All completed applications for Resident, Emeritus, Adjunct Membership, and Surgical Assistant Membership shall be reviewed, and applicants shall be elected, in accordance with procedures established by the Board of Governors.
2. Election to Associate Membership, Membership and Fellow Membership – All completed applications shall be submitted to the Membership Committee for its review. Not less than thirty (30) days prior to a regularly called meeting of the Board of Governors, the Chairman of the Membership Committee shall submit a report to the Board of Governors for its action with recommendations for election of those who qualify for the subject membership class and whose applications are complete. An affirmative vote of three fifths (3/5) of the Board present at a meeting at which a quorum is present shall be necessary for election. Any individual whose application is denied must wait one (1) year before making re-application.

E. Rights and Duties of Membership

1. All members of the Society, who are in good standing, may attend meetings of the membership and take part in the proceedings, receive publications, and serve on committees of the Society. Only Fellows and Members of the Society whose memberships are in good standing may vote and hold elective office in the Society. Fellows and Members are required to attend at least one (1) ISHRS approved meeting every three (3) years.
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 are 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.

F. Automatic Termination or Conversion 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 F(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, assuming one still qualifies for membership. 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.
3. In order to maintain Fellow or Member status, the Fellow or Member must attend at least one ISHRS approved meeting every three years. Failure to attend at least one ISHRS approved meeting every three years will result in the automatic change of membership status to Associate Member. Upon meeting the attendance requirement, the individual will be reinstated at the next ISHRS annual meeting by recommendation of the Membership Committee, to the same class of membership to which he or she belonged prior to the conversion.

ARTICLE IV - OFFICERS, TERMS AND DUTIES

Officers - The officers of the Society shall be the President, the Vice President, the Secretary, the Treasurer, 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. 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 the Board of Governors.
3. Secretary and Treasurer - The Offices of Secretary and of Treasurer shall be elected by the membership. Nominations can be placed by the Nominating Committee and by members. If a 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. Immediate Past President - The Office of Immediate Past President is ex-officio. If a vacancy occurs in the Office of Immediate Past-President, it shall be filled by appointment by the President.

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 Vice 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 unless a Special Meeting is called.

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.).

4. Immediate Past-President.

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

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 with approval of the Board 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. See Article VI – Committees.

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. 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).

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.
2. Representatives to the Board of Governors will be international and every effort will be made to achieve a diversified representation.
3. Election to the Board of Governors by the General Membership will be based upon nominations by the Nominating Committee and/or from the Membership. If a vacancy occurs in the Board of

Governors, it shall be filled by appointment by the President until the next general election.

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 deemed appropriate by the Board.

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 - COMMITTEES

- A. Committees. In addition to the standing committees identified in Section B of this Article VI, the President may designate one (1) or more committees, task forces, and/or other advisory bodies (collectively, "committees"). Unless specifically designated by these Bylaws, or by the Board in writing (via resolution, meeting minutes, or unanimous written consent), committees shall not have or exercise the authority of the Board. Other than as specified in these Bylaws, committees shall consist of such persons as the President designates. Committees may not act on behalf of the Society or bind it to any contracts and/or actions, but may make recommendations to the Board and/or to the officers of the Society.
- B. Standing Committees. Subject to the preceding Section A of this Article VI, the Society shall have the following standing committees:
1. Executive Committee. The Executive Committee shall consist of the officers of the Society. Subject only to the limitations set forth in this Section B of Article VI, and the applicable law, the Executive Committee shall act on behalf of the Board when a situation demands timely action by the Society and it is not practicable to call a meeting of the Board. The Executive Committee shall determine in its sole discretion whether such a situation exists. The Executive Committee shall notify the Board of the situation and inform the Board of its actions as soon as possible. The Executive Committee shall also: (a) serve as a resource for the Executive Director; and (b) perform such other duties and responsibilities as may be assigned by the Board.
 2. Finance Committee. The Finance Committee shall consist of: (a) Treasurer, who will serve as the Committee Chair; (b) President; (c) Vice President; (d) two additional Board members appointed by the President; and (e) Society's accountant. The Society accountant serving on the Finance Committee shall be non-voting. The Finance Committee shall: (a) ensure the Society's financial resources are used to advance the Society's Exempt Purposes; (b) make modifications to the investment plan (i.e., percent allocations), as necessary; (c) make recommendations to the Board on revisions to the Investment Policy and on the investment advisor's performance; (c) Review investment reports and meet regularly to review and discuss reports; and (d) perform such other duties and responsibilities as may be assigned by the Board.
 3. Membership Committee. The Membership Committee shall consist of the Secretary and other members appointed by the President. The Committee shall receive and review all membership applications. Not less than thirty (30) days prior to a regularly called meeting of the Board, the Chair of the Membership Committee shall submit a report to the Board with recommendations for election in accordance with the nomination and election policies and procedures adopted by the Society.
 4. Nominating Committee. The Nominating Committee shall consist of the Executive Committee and four past presidents as selected by the Past-Presidents Committee. The Committee shall be responsible for soliciting, qualifying, and nominating individuals for election to the Board. In making each nomination, the Nominating Committee shall seek individuals who possess the requisite backgrounds, education, training, and experience that will best serve the Society's interest. Prior to making a nomination, the Nominating Committee shall: (i) confirm the qualifications of any potential nominee; (ii) make available to all potential nominees copies of the Society's applicable governing documents, including without limitation the Society's Bylaws, Code of Ethics, and Conflict of Interest Policy; (iii) inform potential nominees of the duties and responsibilities of the Board; and (iv) obtain from potential nominees a signed acknowledgement stating: (a) they reviewed and understand the duties and responsibilities of the Board; (b) they are qualified and willing to serve on the Board; (c) they will, if elected, perform to the best of their abilities, the duties and responsibilities of the Board; (d) they have reviewed and understand the Society's governing documents, including without limitation the Society's Bylaws, Code of Ethics, and Conflict of Interest Policy and shall abide by the same; and (e) they shall complete and return to the Society the Conflict of Interest Disclosure Statement by the due date established by the Board, and, if they fail to do so, they knowingly and voluntarily resign. The Nominating Committee shall make nominations within the time period specified by these Bylaws, the Board, or, if not specified by these Bylaws or the Board, at least thirty (30) days prior to the anticipated election date. In addition to the foregoing duties and responsibilities, the Nominating Committee shall perform such other duties and responsibilities as the Board shall assign from time to time. The specific nomination process shall be set forth in a policy determined by the Board, which policy shall not be inconsistent with these Bylaws or the Articles of Incorporation.
 5. Bylaws and Ethics Committee. The Bylaws and Ethics Committee shall consist of five (5) members. The number of Committee members may be increased or decreased from time to time by the Board, but in no event shall the Committee be less than three (3) members. The Committee shall receive and address ethics complaints against Society members in accordance with the Society's *Code of Ethics Disciplinary Procedures*. The Committee's duties, responsibilities, and manner of action will be set forth in, and governed by, the *Code of Ethics Disciplinary Procedures*.
 6. Past-Presidents Committee. The Past-Presidents Committee shall consist of all past presidents of the Society who have retained their membership. The past president who served most recently prior to the Immediate Past President shall serve as Chair. The Committee shall (a) provide recommendations on specific matters as requested by the Board; (b) appoint a number of non-voting past presidents as determined by the Board who may listen in on Board meetings and provide historical information and guidance when solicited; (c) appoint four past presidents to serve on the Nominating Committee; (d) advise on member memorials; and (e) perform such other duties and responsibilities as may be assigned by the Board.
- C. Governance Provisions Applicable to Committees.
1. Terms. Committee member terms shall commence on the date the committee member is appointed and end at the meeting of the Board held in conjunction with the annual meeting of the members.
 2. Resignation or Removal. A committee member may resign at any time by providing written notice to the Secretary of the Society. A committee member may be removed by the President or Board for any reason, or no reason, at any time. A committee member who fails to return to the Society a completed Committee Acceptance Form by the due date established by the Board, or fails to attend two (2) consecutive committee meetings, without the subject committee's approval, shall be deemed to have resigned from the committee.
 3. Vacancies. Vacancies in the membership of any committee shall be filled by appointment from the President or the Board.
 4. Chair. To the extent these Bylaws or the resolution establishing a committee does not identify a chair for the committee, the President shall designate the chair for the committee. In the absence of a designated chair, the committee members in attendance at a meeting of the committee shall select a chair for that meeting from among those committee members present.
 5. Meetings. Regular meetings of a committee may be established by the Board or the committee. Other committee meetings may also be called by the Board, the President, the committee chair, the Executive Director, or by a majority of the committee members.
 6. Notice. Written notice of any committee meeting shall be delivered at least two (2) days in advance of any meeting.
 7. Waiver of Notice. Notice of any committee meeting may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of an individual at any meeting shall constitute a waiver

of notice of such meeting, except when the individual attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

8. **Quorum.** A majority of a committee shall constitute a quorum, unless otherwise provided in these Bylaws or in a resolution establishing a committee.
9. **Manner of Acting.** The act of a majority of the committee members present at a meeting at which there is a quorum shall be the act of the committee, unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation.
10. **Participation at Meetings by Telephone.** A committee member may participate in and act at any meeting of a committee through the use of a telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.
11. **No Proxy Voting.** No committee member may act by proxy on any matter.
12. **Presumption of Assent.** A committee member present at a meeting at which action is taken shall be presumed to have assented to the action taken unless his/her dissent is entered in the minutes of the meeting or unless he/she files a written dissent to such action with the person acting as the secretary of the meeting before the meeting's adjournment, or forwards the dissent by registered or certified mail to the Secretary of the Society immediately after the meeting. Such right to dissent shall not apply to a committee member who voted in favor of the action.
13. **Minutes.** Minutes shall be kept of each committee meeting as directed by the Board. The secretary of the meeting shall ensure that draft minutes for each meeting are prepared and distributed to each committee member in advance of the subsequent committee meeting. The committee shall review, if necessary, revise, and approve the minutes at the subsequent meeting of the committee. Once approved, a copy of the minutes shall be provided to the Secretary of the Society to be filed in the Society's corporate records.
14. **Informal Action.** Any action that is required or may otherwise be taken at a committee meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the committee members. The consent shall be evidenced by one (1) or more written approvals, each of which sets forth the action taken and provides a written record of approval. All the approvals evidencing the consent shall be delivered to the Secretary of the Society to be filed in the corporate records. The action taken shall be effective when all of the committee members approve the consent unless the consent specifies a different effective date.
15. **Compensation.** Except as otherwise expressly stated in these Bylaws, in a resolution establishing a committee, in a committee charter approved by the Board, or by separate Board resolution, committee members shall not receive compensation for their services as a committee member.
16. **Annual Board Report.** At least annually, and in addition to any other reporting responsibilities of the committee, each committee shall provide a written report to the Board describing its activities during the previous year along with recommendations, if any, applicable to its activities.
17. **Guidelines and Rules.** The Board may adopt additional guidelines or rules for a committee as it deems necessary and appropriate. Each committee may adopt rules for its own governance not inconsistent with the Articles of Incorporation, these Bylaws, a resolution establishing the committee, or any charter, guidelines, or rules adopted by the Board for the committee.
18. **Authority of the Board.** The Board may at any time dissolve, reconstitute, alter, remove a member of, or take any other action

with regard to a committee, which the Board determines to be in the Society's best interest.

ARTICLE VII - 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 by the Board, in its sole discretion, to be prejudicial to the best interests of, or inconsistent with, the purposes of the Society.
- B. **Procedures**
 1. Charges against members for violations of the Society's Code of Ethics shall be submitted, addressed, and governed by the Society's *Code of Ethics Disciplinary Procedures*. All other 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, and must comply with the policies and procedures adopted by the Board.
 2. Other than with respect to discipline arising out of a member's violation of the Society's Code of Ethics, 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 action is to be taken.
 3. The Board of Governors may adopt procedural rules governing matters related to discipline.

ARTICLE VIII - 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 for each class of membership shall be fixed by the Board of Governors. Dues shall become payable on the first day of each year.

ARTICLE IX – MEMBERSHIP MEETINGS

- A. 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. 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. **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.

CODE OF ETHICS

of the International Society of Hair Restoration Surgery

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 or 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 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.

ARTICLE XII - INTERPRETATION

- A. Any ambiguity, uncertainty, confusion, and/or disagreement regarding the meaning, definition, and/or interpretation of any word, term, phrase, provision and/or section of these Bylaws, shall be resolved and/or determined by the Board in its sole discretion.

The Bylaws were last amended by the membership on October 11, 2014.

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 principles 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 often 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 advantage 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 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 or any other physician performing hair restoration surgery 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.
- XII. Violation of this Code of Ethics shall be addressed in accordance with, and governed by, the Society's *Code of Ethics Disciplinary Procedures*.

The Code of Ethics was last amended by the membership on October 11, 2014.