



## **CONSTITUTION – BYLAWS**

### **CONSTITUTION**

Version 2 – confirmed by the General Assembly – Barcelona, April 25, 2008

#### **Article 1 – Name**

The Society shall be named: **European Society of Endocrine Surgeons (ESES)**.

The Society is a non-profit organization, is of unlimited term and is managed by the bylaws of this constitution.

#### **Article 2 – Objectives**

The objectives of the Society shall include:

1. The advancement of knowledge and techniques in endocrine surgery.
2. The promotion and maintenance of high standards in the clinical practice of endocrine surgery and in education and research.

For the implementation of these objectives the Society's role will include:

1. The organization of meetings, symposia, workshops and courses under the auspices of the Society and held by local members.
2. Facilitating the publication of peer-reviewed articles on clinical and experimental endocrine surgery in an international surgical journal acting as the official organ of the Society.

3. Maintaining contact between the individual members of the Society by appropriate means.

### **Article 3 – Membership**

1. Membership of the Society shall be open to surgeons who are living and working in Europe, who have high professional standards and whose activities are orientated towards research and clinical practice in endocrine surgery. Contribution to the pertinent scientific literature will represent a major criterion in determining membership.
2. There shall be 3 types of members: Active, Corresponding, and Honorary.
3. **Active members** are the original charter members and other members subsequently elected provided that the membership fee has been paid.
4. **Corresponding members** are surgeons working outside Europe who have equivalent qualifications to active members. They have no voting rights nor are eligible for election as officers. They pay a reduced membership fee.
5. **Honorary members** are individuals who have made outstanding contributions to the discipline of endocrine surgery. They shall have no voting privileges, are not eligible for election as officers, and do not pay dues.
6. The Executive Council has the right to revoke the membership for unworthiness or incompatibility with the objectives of the Society.

### **Article 4 – Biennial Meeting**

The Society shall convene a meeting with a General Assembly every second year. In addition the Society may arrange other meetings at other times.

## **Article 5 – Officers, Council**

1. The administration of the Society shall be by an Executive Council and by sub-committees thereof.
2. **Officers** of the Executive Council shall be:  
the **president**, the **president-elect**, the immediate **past president**, the **secretary**, the **treasurer**, and the **recorder**.
3. The **Executive Council** consists of the officers and 4 active members, one of them being the chairman of the National Delegate Council and one representing the Division of Endocrine Surgery (DES) – UEMS European Board of Surgery. All of them will be elected as defined in the bylaws
4. The president of the Local Organizing Committee of the Biennial Congress is co-opted to the Executive Council.
5. The membership of the sub-committees shall be as defined in the bylaws.

## **Article 6 – National Delegate Council**

1. There shall be a **National Delegate Council** consisting of one member from each country selected by the members from that country. It is preferred that where a country has an organization representing endocrine surgeons that body should approve the national delegate.
2. The National Delegate Council will elect a chairman who will be a member of the Executive Council
3. The National Delegate Council will meet concurrently with the biennial meeting.

4. The views and decisions of the Council should be communicated to the Executive Council through their chairman.
5. The objectives of the National Delegate Council are: to carry out the diffusion of information about the Society and its activities to the endocrine surgical community in each European country. Also to bring to the attention of the Executive Council problems, peculiar to each European country.

### **Article 7 – General Assembly**

A General Assembly of all members present will be held during the Biennial Meeting at which the members will elect the Officers of the Executive Council.

The General Assembly will be asked to approve the financial accounts of the Society.

### **Article 8 – Alterations, Dissolution**

1. The Society may alter or repeal any article of this constitution by a proposal submitted by a minimum of ten members. A copy of that proposal shall be provided to every voting member at least 60 days before the assembly. An affirmative vote of three-fourths of members present at the assembly is needed, subject to a quorum as provided in the bylaws.
2. Dissolution of this Society can only be proposed by a minimum of 10 active members at least 60 days before the biennial meeting. An affirmative vote of three-fourths of members present at the assembly is needed, subject to a quorum as provided in the bylaws.

## BYLAWS

Version 2 – 2008 – confirmed by the General Assembly – Barcelona, April 25, 2008

### Bylaw 1 – Elections of New Members

1. Every candidate for membership shall reside in a country of Europe or otherwise spend most of her/his surgical activity in a European country.
2. Applications forms for active or corresponding membership are available on request by the candidate and are provided by the secretary. Candidature for active or corresponding membership must be supported by one member of the Society. Completed application forms signed by the proposed member shall be delivered to the Secretary by the candidate at least 4 months before the next meeting. Candidature shall be reviewed by the Membership Committee which has the right to reject or recommend it prior to formal acceptance by the Executive Council
3. Active members who subsequently take up practice in non-European countries shall be changed to corresponding members of the Society.
4. Prospective members for honorary membership shall be proposed to the Executive Council through the secretary by written statement. Proposed honorary members will be confirmed by the Executive Council

### Bylaw 2 – Officers

- 1 The **President** will be elected by members of the Society at the Biennial Meeting after proposal by the Nominating Committee. A majority of members of the Society present must support the nomination subject to a quorum being present. The president will be elected for a term of **two years** and will **not be eligible for re-election**. After the 2 year period, this person acquires the title of **Past-president** and remains as a member of the Executive Council for the following 2 years. The president shall represent the Society both legally and

contractually, will preside at meetings of the Executive Council and the Society, nominate ad hoc committees and shall serve as an ex-officio member of each. The president shall nominate successors to vacant executive officer posts until the position is filled at the next Biennial Meeting. The president convenes the Biennial Meeting and may propose the venue for the next meeting to the General Assembly which must confirm it by a majority vote of the members present. The President has a casting vote in every meeting in which positive and negative votes are equal.

2. The **President-elect** shall be proposed by the nominating committee and elected **two years** before presidency by the majority of members of the Society present. The President-elect shall perform the duties of the President's office in case of absence or incapacity of the President. In the absence or incapacity of both the chair shall be assumed by the secretary.
3. The **Secretary** shall communicate to all members' matters concerning new candidates for membership and proposes changes to the constitution or bylaws of the Society. The Secretary shall also keep minutes of the meetings of the Society and the Executive Council, current addresses of all members of the Society, and is responsible for all communications between the Society, its members and other associations. The secretary will be elected at the Biennial Meeting by the majority of members present for a term of **four years** and shall be **eligible for re-election** for one additional four-year term.
4. The **Treasurer** shall keep the financial accounts and shall submit a written report of the past year's transactions to be read during the General Assembly. The Treasurer will be elected at the Biennial Meeting for a term of **four years** and is **eligible for re-election** for one additional four-year term.
5. The **Recorder** at the Biennial Meeting is responsible for the collection of the papers to be submitted to the official journal for possible publication. The recorder is elected by the majority of members present for **two years** and can be **re-elected** for a further two-year term.

6. The **four Executive Members** of the Executive Council who are not officers will be elected by the majority of members present at the General Assembly and remain in post for a **four year** term. One executive member should be a member of the Division of Endocrine Surgery (DES) - European Board of Surgery, one the chairman if the National Delegate Council.

### **Bylaw 3 – Executive Council**

The **Executive Council** shall take all necessary action to carry out the bylaws and the resolutions of the General Assembly and exercise due diligence in the financial administration of the Society.

The Executive Council shall define, with sufficient advance notice, the themes, date and place of the Biennial Congress, and other meetings; shall, nominate the Organizing Committee and oversee the financial aspect of meetings. Moreover, specific tasks of the Executive Council are to:

1. Plan other scientific and cultural activities of the Society
2. List new candidates for membership
3. Present the Society's financial accounts to the General Assembly
4. Define the terms and conditions of service for employees of the Society
5. Plan the agenda of meetings of the Society and of other meetings, symposia and workshops sponsored by it.
6. Maintain contact with any formal groupings of endocrine surgeons in European countries, normally through the Chairman of the National Delegate Council.

### **Bylaw 4 – Committees**

1. The Society shall have at least the following sub-committees:
  - Membership Committee,
  - Publication and Programme Committee,
  - Nomination Committee.

2. A member of the ESES outside the Executive Council shall revise the ESES finances and report to the General Assembly.
3. The **Membership Committee** and the **Publication and Programme Committee** shall each consist of two members of the Executive Council chosen by the Executive Council. The **Nomination Committee** shall consist of a chairman and three members. The chairman of the Nomination Committee is the Past-President. The other members are selected by the members of the Society at the biennial meeting. A member of the Nominating Committee cannot concurrently be a member of the Executive Council. The term of office for the chairman and of the members of the Nominating Committee shall be two years and re-election for a further term thereafter shall not be permitted. The President can establish other ad hoc sub -committees subject to the approval of the Executive Council.

### **Bylaw 5 – Biennial Meeting**

1. The meeting shall be held at the time and place determined by the Executive Council. The President has the right to propose the place of the meeting. The proposed time and place of future Biennial Meetings must, however, be approved by a majority of members present at the General Assembly.
2. During the meeting, there will be a General Assembly chaired by the President, at which
  - a. officers are elected by a majority of votes of active members present. Nominations may be made from the floor.
  - b. New candidates for membership are announced,
  - c. The Recorder should report on the activities of the Publication Committee.
  - d. The Treasurers report of past two years' transactions.
  - e. the revision of the finances is reported for approval.
  - f. the President of the local organizing committee reports on the congress.

3. The General Assembly may also
  - a. Debate the Constitution and bylaws of the Society.
  - b. Determine the use of any financial surplus.
4. Non-members may attend the General Assembly but may not vote.
5. The General Assembly is convened by the President every two years. Details of the assembly will send by mail, e-mail or fax and contain the place, day, time and agenda of the meeting. Information related to the convening of a General Assembly must be sent at least 15 days before the meeting, except in relation to urgent meetings which should be notified at least 5 days before the meeting.

### **Bylaw 6 – Funds and Dues**

Society is financed by:

1. An Annual fee will be paid by every member except Honorary Members, the sum to be determined by the Executive Council and approved by the membership at the General Assembly. Any member whose fee remains unpaid for a period of 2 years shall lose their membership, provided there has been a warning from the Treasurer at least 3 month prior to its effective date. The member may be reinstated on approval of the executive following payment of the dues.
2. Donations and contributions made by public or private donors, national or foreign, for promotion of the objectives of the Society.
3. Donations and other forms of contribution by members.

The Society shall aim to be self financing. Any accrued surplus may be utilized to acquire capital goods for the activities of the Society or may be utilized for future needs of the Society as defined by the Executive Council.

## **Bylaw 7 – Quorum**

1. For the purposes of a proposal to dissolve the Society a quorum shall be defined as one-fourth of all members of the Society.
2. For the nomination of officers, executive members, new members and other business, including approval of alterations to the Constitution or bye-laws, the number of members present during the General Assembly represents a quorum.