



Constitution and Bylaws of the Surgical Palliative Care Society

Constitution

Article 1

(Name)

Section 1: Name:

- a. The name of this organization shall be the Surgical Palliative Care Society, hereafter referred to as “SPCS” or “Society”.

Article 2

(Mission, Means, Vision & Motto)

Section 1: Mission:

- a. The Mission of the SPCS is to advance the field of Surgical Palliative Care by supporting the personal and professional development and well-being of all healthcare providers caring for surgical patients through mentorship, education and training, research and advocacy;
- b. To anticipate and promote the relief of bio-psycho-socio-spiritual suffering, in order to improve quality of life, dying, and death for patients with serious surgical illness or injury and their loved ones, internationally;
- c. To foster high-quality and evidence-based surgical palliative care by establishing and implementing healing pathways, which incorporate both surgical and palliative care expertise and skillsets concomitantly; and
- d. To support research, quality improvement and advocacy in surgical palliative care.

Section 2: Means:

- a. By maintaining an inclusive, multidisciplinary, supportive, egalitarian, democratic community, which undergirds the Mission and values of the SPCS;
- b. By championing and advocating for the spectrum of surgical palliative care providers, from generalists to specialists, learners to educators, and allied healthcare providers to physicians and surgeons;
- c. By providing a variety of events and activities that enable the exchange of ideas in order to improve the delivery of surgical palliative care for all stakeholders, including patients, families, caregivers, marginalized and vulnerable populations, healthcare professionals, and healthcare systems;
- d. By developing initiatives, disseminating educational materials, and creating opportunities that enhance the impact of the workforce of empathic surgical healers by empowering practitioners to practice high-quality and evidence-based surgical palliative care through knowledge acquisition and skillset development; and
- e. By establishing and maintaining ambassadorial relationships with other professional societies, educational societies and regulatory boards in order to advocate for the needs of surgical palliative care patients and providers.

Section 3: Vision

- a. The Vision of the SPCS is that all surgical patients, families and caregivers will have access to high quality palliative medicine and that all healthcare professionals caring for surgical patients will be empowered to deliver such care.

Section 4: Motto:

- a. The official motto of the Surgical Palliative Care Society is: “Touching *all* that hurts in surgical dis-ease”

Article 3
(Membership)

Section 1: The SPCS does not discriminate on the basis of age, sex, gender, sexual orientation, race, ethnicity, or physical ability in acceptance of members. Any surgical palliative care enthusiast (inclusive of all professional aspects of patient care, such as social work, chaplaincy, nursing, advanced practice providers, physicians) who holds a healthcare degree – whether or not actively practicing – and any student in an accredited healthcare program, upon payment of the Society’s annual dues, may join, renew or maintain active membership, providing the member remains in good standing (Article 3, Section 4).

Section 2: Active membership is required for:

- a. Nominating and voting privileges, for:
 - (i) Councilor positions (Article 7);
 - (ii) Committee Chairperson positions (Article 8);
 - (iii) Proposed Constitution and/or By-Laws Amendments (Article 6); or
 - (iv) Any other SPCS business, which requires approval by the membership.
- b. Nomination and election to the Council (Articles 4 and 7).
- c. Nomination and election to Committee Chairperson positions (Articles 7 and 8).
- d. Committee participation (Article 8).
- e. Submission of Constitution and/or By-Laws Amendment proposals to the Council for their consideration (Article 6).
- f. Business meeting attendance (Article 5).

Section 3: There shall be 4 categories of active membership: active physicians; active allied healthcare professionals; healthcare students (defined as someone enrolled in an accredited medical, nursing, advanced practice provider or other healthcare degree program) and trainees, defined as a resident or fellow or any healthcare provider currently completing further training after attaining an accredited degree (such as RN, MSN, PA-C, MSW, MD, DO); and retired healthcare professionals. Inactive members (members who have not paid their current annual dues) will remain on the mailing list and enjoy all the benefits of active membership except those outlined in Article 3, Section 2. An inactive member who has been dropped from the active membership roll for non-payment of dues may be restored to active membership by paying the full current year’s dues; no collection of unpaid previous year’s dues shall be required and no proration or partial dues payments for the current year shall be allowed.

Section 4: To remain in good standing, all members must abide by the Vision and values of the Society, as outlined in the Constitution and By-Laws. Members who have been deemed to have broken the Society’s Code of Conduct or who have displayed behavior that is counterproductive to the Mission, Vision and values of the Society may have their membership temporarily suspended or permanently revoked by the Council, as outlined in Article 4, Section 5. Any member whose license to practice in their health care profession has been suspended or revoked by a state medical board, who has an adverse action by a professional specialty board and/or who has been censured in any way, including, but not limited to: suspensions, revocations, limitations, reprimands, denials, or surrenders, for any adverse actions, including unprofessional conduct, felony convictions, or illegal substance use, etc. must notify the Council so that their membership standing in the Society may be reviewed.

Section 5: Annual Dues and Fees: Membership dues within each category of active membership are determined by the Council. Meeting Registration fees and all other fees related to Society programs, events, and products are determined by the Council.

Article 4 *(Council)*

Section 1: Design and Aim: The Council is designed to enjoy a democratic, egalitarian, non-hierarchical culture which meets the needs of the membership through service leadership, promoting the Mission, Vision and values of the Society flexibly, intelligently, and efficiently. The Council shall consist of individual members with diverse backgrounds, perspectives, and skill sets, who intend to honor each member's dignity and combine their knowledge and resources in collaboration to support the Mission, by implementing the Means, of the SPCS (Article 2). The Council will aid and serve the Society's membership by forming and maintaining Committees (Article 8) as necessary, which will model the Council's process and conduct, by identifying problems, constructing and assessing proposals, and engaging in collaborative debate, in order to entertain and employ strategies and plans to assist in meeting the SPCS's Mission, Vision (Article 2), and values.

Section 2: Conduct: Within Council and Committee Meetings (Article 8), Councilors and Committee Chairpersons shall aim to facilitate palliative care family meeting-type atmospheres that:

- a. Afford a safe, mutually respectful, and trusting environment for open, transparent and honest sharing of relevant ideas.
- b. Employ active listening of other members' ideas and evaluations with respect, curiosity and impartiality.
- c. Utilize honorable and ethical leadership skills that support considerate, mutually respectful, equitable exchanges, where no one person or any set of individuals dominate discussions or thwart constructive and creative dialogue.
- d. Seek a broad set of diverse discussions and solutions to problems, fostering and encouraging independent explorations by all the members.
- e. Aggregate the Committee's global knowledge and solution-set through collaborative deliberation (a friendly consideration of ideas or civil-but-spirited debate), by encouraging and advancing interdependent positive feedback amplification of best plans.

Section 3: Composition: The Council shall consist of 6 Councilors, 2 of whom will be elected each year. No person shall be nominated, elected or appointed to the Council without his or her consent. Only active physicians and active allied healthcare professionals may serve as Councilors. Any Councilor who dies, resigns, or is unable to serve the Society per criteria outlined in Article 4, Section 5, or who does not attend at least 75% of all regularly scheduled Council Meetings (Article 5, Section 2), or who fails to perform their other responsibilities, including actively participating in Committees on which they serve, will forfeit their Councilor position, as adjudged by the other Councilors. In case of a vacancy, the remainder of the Council may appoint an active member to serve as interim for the remainder of any vacant Councilor's term or the Council may leave the Council position open until the next nomination and election cycle (Article 7). Two of the 6 Councilors, named by the Council, will also serve as Operations Councilors. In addition to their usual Councilor responsibilities, the additional duties of Operations Councilors are outlined below (Article 4, Section 6).

Section 4: Terms: Councilors shall be elected by a vote of the members prior to the Annual Meeting of the Society and installed at the beginning of that meeting (Article 7). Councilors shall serve for 3 years, commencing and ending at the conclusion of the Annual Meeting. Councilor positions are limited to two successive terms (members may only serve on the Council for 4 - 6 years successively). After serving on the Council for 2 successive terms, Councilors may not run for re-election again for at least one full year, unless there are no other interested members to run for Council. Councilor-elects are encouraged to attend Council Meetings in the few months prior to the beginning of their official term in an ex-officio capacity, without voting privileges, until their term officially begins.

Section 5: Responsibilities of the Council: The Council's responsibilities shall include, but are not limited to:

- a. Set Annual Dues and other Fees (Article 3).
- b. Approve all audits and financial plans.
- c. Approve all external contractual business relationships.

- d. Approve Award recipients. The Council will consider potential awardees in a timely manner before the Annual Meeting (Article 10).
- e. Consider proposed Amendments to the Constitution and/or By-Laws, and submit proposals to the membership for their vote (Article 6).
- f. Form and maintain Committees. The Council will establish and maintain the Standing Committees in Article 8, and form and dissolve other Committees at their discretion, in accordance with the needs of the Society. Councilors may serve as Committee Chairpersons (Article 8), if duly nominated and elected separately from their Councilor position. The Council may appoint an active member to serve for the remainder of any vacant Committee Chairperson's term.
- g. Temporarily suspend or permanently revoke membership in the SPCS, for any member who has broken the Society's Code of Conduct or displayed behavior that is counterproductive to the Mission, Vision, and Values of the Society, as brought to their attention, in writing, from any active member, at their discretion (Article 3).
- h. Conduct the Business portion of the Annual Meeting (Article 5).
 - (i) Report on the Membership and financial status of the SPCS to the members at the Annual Meeting each year.
- i. Oversee the Nomination and Election process (Article 7).

Section 6: Operations Councilor Duties: In addition to their other responsibilities as outlined in Article 4, Section 5, Operations Councilors shall:

- a. Maintain separate copies of all legal contracts with all external agencies.
- b. Act as co-custodians for all the monies, along with contracted administrators or association management companies / coordinators.
- c. Arrange for audits of the Society's finances at appropriate time intervals, and make recommendations on their findings to the entire Council.
- d. Maintain separate copies of important previous years' financial documents.
- e. Transact such other business, including executing instruments and contracts, as the Council of the Society may direct.
- f. Maintain separate copies of all business documents of the SPCS, including the Constitution and By-Laws, Council Procedures, and Code of Conduct documents.
- g. Accept and initially vet Constitution and/or By-Laws Amendment proposals (Article 6) from the membership and present sensible Amendment proposals to the rest of the Council for their consideration.
- h. Transfer the above referenced contracts and documents to their Operations Councilor successor within 30 days of the conclusion of their term.

Section 7: Councilor Indemnity: The Society shall indemnify each Councilor, now or hereafter in office, as well as their heirs, executors and administrators, against all costs, expenses and liabilities, including attorneys' fees reasonably incurred arising in connection with any action, suit, proceeding or claim to which the Councilor is a party by reason of his, her, or their being a Councilor of the Society. Such indemnification shall not apply with respect to any matter as to which such Councilor is finally adjudged to have breached or failed to perform a duty of the SPCS, or found to be liable for willful misconduct of said duties and responsibilities.

Article 5 *(Meetings)*

Section 1: The Society shall hold at least one Annual Meeting (either in person, virtually or a hybrid of both) per year in accordance with the Constitution and Bylaws. Registration fees for all meetings, events, and productions thereof, real and electronically delivered, shall be set by the Council. During the Annual Meeting, Awardees will be honored (Article 10) and certain businesses of the SPCS shall be conducted during the Business portion thereof, including:

- a. Report Councilor vacancies and replacement appointments that occurred during the previous year.
- b. Install newly elected Councilors.
- c. Report on changes to Committee Chairpersons, which are occurring contemporaneously with the Annual Meeting or which occurred during the previous year.

- d. Report on the membership and financial standings of the SPCS.
- e. Report on significant changes in relationships with external entities, which occurred in the previous year.
- f. Explain and conduct votes on proposed Amendments to the Constitution and/or By-Laws (Article 6).

Section 2: The Council shall call and hold Council Meetings regularly, no less frequently than quarterly during each calendar year, the schedule for which will be determined by the needs of the SPCS.

Section 3: Committee Meetings shall be called and held regularly by the Committee Chairperson, in accordance with the needs of the Society.

Article 6 *(Amendments)*

Section 1: Constitution Amendments: Any article or section of any article of the Constitution may be amended or repealed during the Business portion of the Annual Meeting, by a two-thirds (2/3) affirmation vote of all active members present including those voting by electronic proxy.

Section 2: By-Laws Amendments: Any article or section of any article of the By-Laws may be amended or repealed during the Business portion of the Annual Meeting, by a simple majority (1/2) affirmation vote of all active members present and those voting by electronic proxy.

Section 3: Amendment Process:

- a. Proposed Amendments shall be presented to the Council in an acceptable electronic format for their consideration at least ninety (90) days in advance of the Annual Meeting.
- b. The Council shall consider the aggregate of all proposed Amendments to the Constitution and/or By-Laws no more frequently than once per calendar year. The Council will organize the proposals, which they both deem to be concordant with the foundational Mission, Vision, and values of the Society, and also worthy of consideration as the needs of the Society evolve, into either: (1) separate Amendment proposals; or (2) a single comprehensive proposal for consideration; and
- c. Notify the active membership of the proposal(s) at least thirty (30) days in advance of the Annual Meeting.
- d. During the Business portion of the Annual Meeting, the Council may explain the rationale behind the proposal(s) and lead a considerate, mutually respectful deliberation, in accord with the needs of the membership.
- e. Voting will occur forthwith, by all active members present and those voting by electronic proxy.
- f. Amendments to the Constitution and/or By-Laws, which are approved by the respective required percentage of members' votes, as outlined in Article 6, Sections 1 and 2, will be incorporated into a new SPCS Constitution and By-Laws document by the Council.

Bylaws **Article 7** *(Nominations and Elections)*

Section 1: Nomination Submissions: Active members may submit nominations (including self-nominations) for Councilor positions and Chairpersons to lead Committees to the Council, only after the nominee has: (1) read and understood the SPCS Constitution and By-Laws, with particular attention to Articles 2, 4, 6, and 8; and (2) consented to their nomination in writing.

Section 2: Membership Notification of the Ballot: Nominees shall be given an ample time window to submit a statement of interest and qualifications to the Council, along with other documentation as the Council shall request. Following this, the Council will notify the membership of the ballot, including the number of open positions (and number of years left to the term, if the position is to fill a vacancy) and provide the membership with the aforementioned documents.

Section 3: Voting: Electronic voting will commence immediately upon the membership notification outlined in Article 7, Section 2. Voting will close at least 45 days prior to the Annual Meeting. Nominees with the most votes will be elected to fill the open positions.

Section 4: Councilor-elects and Committee Chairperson-elects: The membership will be notified about the Councilor-elects and Committee Chairperson-elects. These newly elected individuals will officially begin their term at the beginning of the Annual Meeting. Each Councilor-elect is encouraged to attend Council Meetings in ex-officio, non-voting capacity during the time before their official term begins. Each Committee Chairperson-elect is encouraged to attend the Meetings of the Committee that they have been elected to lead during the time before their official term begins.

Article 8 *(Committees)*

Section 1: Committee Chairpersons: Committee Chairpersons shall be nominated and elected by a vote of the members prior to the Annual Meeting of the Society and installed at the beginning of that meeting (Article 7). Active physicians, active allied healthcare professionals and healthcare trainees (the latter with prior approval of the Council, based upon level of training, interest and experience in surgical palliative care) may be considered for open Committee Chairperson positions. Healthcare students shall not serve as Standing Committee Chairpersons. Committee Chairpersons shall serve for 2 years, commencing and ending at the beginning of the Annual Meeting. Committee Chairperson positions are limited to a single 2-year term. After serving as a Committee Chairperson for 1 term, members may not run for re-election to serve as Chairperson of the same Committee again for at least 1 full year, unless there are no other interested members to run for that position. Committee Chairpersons, or their designated alternate Committee member, shall report on their Committee's activities and/or attend Council Meetings by the request of the Council or by the Council-approved request of the Committee Chairperson, depending on the needs of the Society and the activities of the respective Committee on which they serve. Any Committee Chairperson who dies, resigns, or is unable to serve the Society meeting described criteria outlined herein, or who does not attend at least 75% of all regularly scheduled Committee Meetings, or who fails to perform their other responsibilities, will forfeit their Chairperson position, as adjudged by the Council. In case of a vacancy, the Council may appoint an active member to serve for the remainder of any vacant Committee Chairperson's term. Committee Chairpersons shall conduct Committee Meetings with the same principles delineated for Council Meetings and shall aim to facilitate the same palliative care family meeting-type atmospheres as Council Meetings by adhering to the outline in Article 4, Section 2. Committee Chairpersons shall ensure a smooth transition of leadership to Committee Chairperson-elects by clearly communicating the status of all open and closed Committee agenda items and by both inviting Chairperson-elects to Committee Meetings during the months before and by continuing to participate in Committee Meetings at the new Chairperson's behest after the leadership changeover.

Section 2: Committee Overview: Committees and Subcommittees shall be formed by recruiting active members, in order to engage the membership in undertaking the necessary activities and initiatives to accomplish each Committee's respective goals. The Council may allow healthcare students / trainees to serve as Committee members. Committee members who regularly fail to attend scheduled Committee Meetings, or who fail to perform their responsibilities to the Committee, or who regularly fail to uphold palliative care family meeting-type atmospheres and conduct as outlined for Council Meetings in Article 4, Section 2, may be asked to resign their position on the Committee by the Committee Chairperson, who asks for their resignation in coordination with at least one Councilor and one other Committee member. Disputes regarding member participation in Committees will be adjudged by the Council. The following Committees, as named in Article 8, Sections 3 - 7, along with the goals and general processes of each, are Standing Committees, which cannot be dissolved without Amendment to the SPCS By-Laws. Other Committees may be formed and dissolved at the discretion of the Council.

Section 3: Program Committee: Organize the Society's Annual Meeting as guided by the Society's Mission, Vision, values, goals and agendas. Coordinate with the Council and Quality/Research Committee to establish

the educational program and to secure speakers and presenters for the Annual Meeting. Coordinate with the Communication/Fellowship Committee to ensure appropriate dissemination of information before and during the meeting and to incorporate a social/networking component for the Annual Meeting. Solicit and review nominations for Awards to be presented at the Annual Meeting and make timely recommendations to the Council for the consideration and possible approval of potential awardees.

Section 4: Education Committee: Design, implement and execute educational materials (in various formats including written, videos and webinars) geared towards healthcare providers as well as towards patients, families and caregivers. Work to establish (along with the Liaison/Advocacy Committee) relationships with various educational and professional societies and regulatory boards to support the advancement of surgical palliative care by various means, including: the integration of primary palliative care knowledge and skills into the training of medical students, surgical residents and fellows and the development of competency-based learning curricula. Recommend appropriate surgical palliative care skill and knowledge assessments for competency achievement to appropriate educational regulatory boards. Work with other Committees to disseminate these materials through various means.

Section 5: Communication/Fellowship Committee: Cultivate the personal and professional growth and success of all members of the Society through collaboration, collegiality, mentorship, sponsorship, and communication. Nurture an ethos of cross-cultural, multidisciplinary mutual respect by organizing and implementing events that promote fellowship among the members. Encourage and support collegial coaching and mentor-mentee relationships within the Society. Coordinate with the Council to maintain an engaging, user-friendly and educational website, as well as other means of communication, including social media sites and a newsletter. Assist the Program Committee in planning social events for the Annual Meeting. Assist all Committees in advertising and disseminating their information.

Section 6: Quality/Research Committee: Establish and execute a research agenda which leverages the talent and experience of the Society's multidisciplinary membership. Advance the science of patient-centered, value- and goal-concordant surgical planning (shared decision-making) and outcomes, particularly as they pertain to patient and family suffering amidst surgical disease. Support research and quality improvement initiatives in surgical palliative care, which enhance healthcare providers' and surgical patients' and families' physical, emotional, social and spiritual well-being. Assist the Program Committee in soliciting and reviewing abstract proposals for the Annual Meeting. Work with the Communication/Fellowship committee to disseminate research findings. Collaborate with the Liaison/Advocacy Committee to establish relationships with editors of scientific journals.

Section 7: Liaison/Advocacy Committee: Champion and advocate for the spectrum of surgical palliative care providers. Establish and maintain ambassadorial relationships with other educational, certifying, professional and government healthcare boards, societies and entities in order to advocate for the needs of surgical palliative care providers, surgical palliative care patients, families and caregivers. Support the Education Committee's goal to establish and maintain relationships that will encourage the integration of primary palliative care skills into medical student and surgical trainee curricula. Solicit interest from professional journal editors, for the purpose of disseminating surgical palliative care knowledge to interested readers.

Article 9

(Dissolution)

Section 1: Upon dissolution of the Society, all assets shall be distributed to one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 10
(Awards)

Section 1: Overview: The SPCS may honor individuals who exemplify the character, passion, achievements, and spirit of the Society with a befitting Award. Individual Awards shall not be conferred in any given year unless the Council believes these intangible criteria have been met.