



Guidance for Chapter Development

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1. Background

The first AWS Chapter was established in Virginia in 2003. The origin of this chapter began many years ago with a small group of women surgeons who met at the University of Virginia in Charlottesville to provide support and to encourage educational and professional development. In 2000 this group was expanded to include faculty and residents at Medical College of Virginia in Richmond and residents from Roanoke Memorial Hospital. This group expanded from about three women in 1996 to a total of almost seventy women in 2002, the majority being either medical students or residents. By 2002, this group had grown to a point where a more formal structure was indicated. Since almost all members of the group were also AWS members, there were a number of reasons to believe that establishing a Virginia Chapter of the Association of Women Surgeons would be of benefit both to women surgeons in Virginia and to the Association of Women Surgeons since the chapter could:

1. Provide the opportunity to interact and network with peers at a local and regional level and ultimately raise the visibility of AWS in the commonwealth.
2. Facilitate local participation in the mission and goals of AWS and thereby render AWS more meaningful and more relevant to those attendings/residents/students who are unable to attend the annual AWS meeting
3. Provide the opportunity for residents/medical students to assume leadership roles and develop organizational and committee skills not readily available to them at a national level

2. Steps Involved In Establishing a Chapter

The Virginia model for chapter development was built upon a pre-existing group of women surgeons who were already committed to supporting each other and advancing the AWS mission. If such a group already exists in your area this is probably the best foundation for a chapter. Local chapters of the American College of Surgeons are also natural geographic clusters that may provide a source of AWS members to start a local chapter.

The steps involved in establishing a chapter may be divided into Phase 1 and Phase 2. The steps involved in **Phase 1** are as follows:

1. Needs assessment
 - a. Assess the geographical area; an urban population will have a greater potential for organizing activities and meetings and a rural area will present more challenges.

- b. Draw up a list of potential members using regional organizational databases, for example the Association of Women Surgeons Membership list (available on the AWS website), American College of Surgeons Members Only Section, Yellow Pages, and local and regional specialty organizations. Contact the medical schools and residency programs in the region to identify and cultivate interest. ***You can work with the AWS office. Request a mailing or emailing list. Staff can pull information for you from our database based on zip codes provided by you.***
 - c. Identify at least one highly motivated attending in each institution or region. All new chapters must have support from at least one committed attending surgeon to go forward.
 - d. Identify office support to facilitate the organizational process. ***Often, this means dividing the start-up work among three or four volunteers, each taking responsibility for a part of the work.***
2. Schedule an organizational meeting with a core group of interested surgeons. Aim for diversity in the group with regard to geography, specialty, academic/private practice and seniority.
 3. Submit a petition and documentation to the AWS Chapter Development and Liaison Committee for approval. These should be submitted 30 days prior to the spring AWS Council Meeting. This documentation should include:
 - a. Name of primary organizer
 - b. Names of potential officers/leaders
 - c. Available office support
 - d. Proposed budget and dues structure
 - e. Number of current AWS members in the catchment area to be covered by the Chapter. This information can be obtained from the AWS members directory accessible through the website.
 - f. Potential for attracting new AWS membership in the area at the level of attending, resident and medical student. Use the organizations listed above to identify other women practicing in the area. The most useful information is often gleaned by word of mouth.
 - g. Meetings/activities to date with an attendance record. The following are some examples of the meetings/activities that take place quarterly in Virginia:
 - i. Educational meetings with a guest speaker followed by dinner
 - ii. Career development talks by surgeons in practice
 - iii. Research meeting to introduce students and residents to the relevance of research in their lives. A number of research mentorship partnerships were established at this meeting

All members are kept informed about grand rounds speakers, visiting professors and other related events in the area.

Phase 2 begins after approval to proceed has been granted by the AWS Chapter Development and Liaison Committee. Note that new chapter bylaws must be approved by the AWS membership at the Fall Annual Meeting before the chapter becomes "official", hence the reason for submitting the initial proposal prior to the spring meeting of that year.

1. The Chapter Bylaws should be written after approval to proceed has been granted by the AWS Chapter Development and Liaison Committee. The AWS Virginia Chapter Bylaws are included at the end of this document for reference and should be used as a template.
2. Submit a copy of the bylaws to the AWS Chapter Development and Liaison Committee by September 1 or January 1 each year. Arrangements can be made to accept documents at other times if necessary by working through the AWS office.
3. Identify the Chapter Officers. A rolling officer/council system is desirable to avoid losing all senior membership at the same time. While future officers will be elected in accordance with the Chapter Bylaws, the first slate of officers will need to be sanctioned by the AWS Council through the Chapter Development and Liaison Committee.
4. Select time, frequency and nature of chapter meetings. These meetings may vary from small group discussions to large regional meetings. Meetings could also take the form of breakfasts/lunch/dinner coinciding with local or regional specialty meetings or ACS Chapters. Since

the Virginia Chapter (AWSVA) was linked with a number of medical schools it was deemed appropriate to arrange meetings around the academic year.

5. Select a date for the first "official" meeting; this will follow the AWS fall meeting at which the Bylaws are approved. Decide upon a program for the first official meeting, which will depend upon the interests of the bulk of the membership. The majority of members in Virginia are members in training or students and this is reflected in their activities.
6. Publicize and announce the first official chapter meeting. AWS will assist by including notices in Association publications such as Connections and AWScope. Other possibilities include a state medical society newsletter or local ACS Chapter newsletter.

3. Chapter Organization and Incorporation

All new Chapters of the AWS will need to incorporate, which protects board members from being subjected to any debts and liabilities of the organization. In order to simplify governance, it is expected that new Chapters will choose to incorporate in the State of Illinois, since this is the home of the parent organization. The AWS staff can assist new Chapters in completing the necessary steps. The Chapter needs to have bylaws approved by AWS early in the process in order to complete some of the necessary legal steps outlined below. After the chapter is incorporated they (with staff help) will apply to the IRS for a Federal Identification Number (FEIN). FEIN numbers are used to open bank accounts and insures that all chapter funds are reported to the IRS as chapter income.

All Chapters of AWS will receive its federal tax-exempt status under the AWS National group exemption. The AWS National office is prepared to maintain the bank accounts of new Chapters, including making deposits and paying bills.

Below you can see the official steps necessary and who is responsible.

Steps	Action Item	Responsibility	Date Complete
1	Determine a name for the organization.	Volunteer Leadership (VL) & AWS Council Liaison	
2	Develop a purpose statement.	VL & Staff	
3	Determine and secure three people to serve as directors on the governing board.	VL & Staff	
4	<ul style="list-style-type: none"> ◆ Develop bylaws ◆ Determine officers 	Staff to draft Legal as needed VL to approve	
5	<p>Incorporate the organization. Typically this is done in a state that the organization's headquarters will be located. Illinois and Delaware are states selected by many non-profits.</p> <p>File Articles of Incorporation with the Secretary of State's Office. <i>(In Illinois use Form MFP-102.10).</i></p>	Staff	
6	After receipt of certificate from Secretary of State, file with the county if your headquarters is located outside of the county where the Secretary of State's office is located.	Staff	
7	Apply for a Federal Employer Identification Number (FEIN) from the IRS <i>(Form SS-4).</i>	Staff	
8	File an application for non-profit status. <i>This will be handled by the staff who will petition the IRS to include your chapter under the AWS National Group Exemption.</i>	Staff	
9	Please note – that despite a non-profit status, most organizations are required to pay state sales tax. <i>(Churches, schools, charities are the typical exception.)</i>	VL & Staff	
10	The organization will pay an annual franchise fee for the corporation and that will vary from state to state.	Staff	

4. Cost

It is difficult to quantify the exact costs required for starting up a Chapter. Basically, costs might be expected to include any of the following:

1. Visiting speakers' honoraria and accommodations
2. Dinner/refreshments for meetings and speakers
3. Mailing/stationary/office overheads/telephone/secretarial etc.
4. Travel to and from out of town meetings

The Virginia Chapter was successful in persuading the Department Chair in Charlottesville to invite (and fund) women Grand Rounds speakers, who would then be added onto an AWS program agenda, helping to keep costs to a minimum. Additionally, some office expenses may be considered legitimate expenses for an academic surgeon and can be included under office overhead. It has been our experience that the existence of a chapter promotes considerable goodwill among women surgeons who readily volunteer their services as motivational speakers.

Clearly, it is useful to have strong institutional and/or faculty support or sponsorship for the chapter to assist with the initial overhead costs of mailings, meetings, etc. While the national Association of Women Surgeons plans to issue grants to assist with chapter start-up costs in the future, all new chapters should aim to be financially independent of AWS after the first year. Industry support in the form of unrestricted educational grants, for example, can assist with expenses for guest speakers. Once the Virginia chapter became a "real" chapter, for example, it was successful in securing a total of \$5000 from Wyeth, \$2000 from Gore and \$2000 from Vasutek.

In summary, for those starting a chapter, the following is suggested:

1. Plan your program and activities for the first two years
2. Estimate the total cost
3. Try to get industry support either as unrestricted educational grants, or ask companies to bring in a speaker and have a dinner meeting. Generally, pharmaceutical companies are more willing to do the later than to just give an unrestricted educational grant.
4. Ask department chairs to invite women to Grand Rounds and tag an AWS event to the agenda
5. Inquire of the Dean's office if there is money for special interest student activities
6. Investigate co-sponsoring a speaker with your institutional academic women's group

5. Chapter/council Relationship

Chapters will be organized and operated in accordance with the rules and regulations of the Association of Women Surgeons and will be responsible for promoting AWS and implementing AWS policies. The primary interface between nascent and established local chapters and the AWS Council is the Chapter Development and Liaison Committee. Effective communication links and interactions are vital elements in enhancing the strength and growth of AWS, therefore

1. Chapter leaders will be strongly encouraged to attend and participate in the AWS annual meeting, held in conjunction with the ACS fall Clinical Congress.
2. A copy of the minutes of each chapter meeting will be sent to the Chapter Development and Liaison Committee within 30 days. A brief annual report summarizing each Chapter's activities will be submitted to the Chapter Development and Liaison Committee by October 1 of each calendar year.
3. A member of the AWS council or a Chapter Development and Liaison Committee member will serve as a chapter liaison resource and communication link
4. Committees and workgroups which incorporate chapter members and members at large will be formed as approved by the AWS council to facilitate the AWS mission statement and goals.

6. Bylaws

The following is a copy of the Virginia Chapter bylaws, which can be considered a template for new AWS Chapters:

Association of Women Surgeons Virginia Chapter Bylaws Adopted October 2003

Article I: Name

Section 1: The ***Association of Women Surgeons Virginia Chapter***, hereafter referred to as AWSVA, shall be affiliated with and operate as a local chapter of the Association of Women Surgeons, hereafter referred to as AWS.

Section 2: The geographic region for this chapter covers the **Commonwealth of Virginia and adjacent area**

Article II: Mission Statement

Section 1: The mission of the Association of Women Surgeons Virginia Chapter is to inspire, encourage and enable women students interested in potential surgical careers, residents in surgical training and surgeons to realize their professional and personal goals through educational programs and networking opportunities.

Article III: Membership

Section 1: ***AWSVA*** membership will be open to physicians holding the M.D. or D.O. degrees, or their international equivalent, who identify themselves as surgeons and whose terms of affiliation shall not be contrary to the goals of AWS, yet shall uphold the responsibilities and integrity of AWS without conflict of interest. AWSVA members must be members of AWS and either reside or practice in the Commonwealth of Virginia or adjacent area.

Section 2: Membership in the chapter shall be held in anyone of the following categories defined as follows:

- 2.1 Regular: Regular membership is open to all surgeons. Regular members may vote and may hold office.
- 2.2 Resident: Resident membership is open to surgical interns, residents or fellows in training. Residents may vote and may serve on the AWSVA Council
- 2.3 Student: Student membership is open to all students in medical school with a career interest in surgery. Student members may vote but are ineligible for election as officers.
- 2.4 Associate: Associate membership is open to any individual supportive of the mission of the Association. Associate members may not vote or hold office.
- 2.5 Surgeon: Reduced membership is available to new women surgeons (former Residents) for their first two years out of residency or fellowship training. New Surgeon members may vote and hold office.
- 2.6 Institutional: Membership is available per institution. Each membership includes an unlimited number of memberships, allowing all of the women in a surgery residency program to be AWS and AWSVA members, advertising on the web site for faculty positions, and all other AWS member benefits. Institutional members may vote and hold office.

Section 3: AWS dues are established by the AWS Council. The AWSVA leadership, if required, shall establish supplemental chapter dues.

Section 4: Application for membership may be made through AWS or AWSVA. Upon payment of dues, the institution or individual will be considered accepted as an active member. Chapter applications and dues payments are to be forwarded to AWS within five (5) days after receipt

Section 5: Non-Member Participation: Non-members shall be allowed to attend only one (1) meeting.

Article IV: Meetings of Members

Section 1: A minimum of **2(two)** meetings shall be held annually at a time and location designated by the **AWSVA** Council. An annual meeting of the members shall be held for the purpose of electing Council members and officers and for the transaction of such business as may come before the members.

Section 2: Notice of the time and place of all meetings shall be delivered to each member not less than thirty (30) days prior to the date of such meeting. A copy of such notice or an annual listing of dates and locations of chapter meetings shall also be sent to AWS headquarters.

Section 3: Each voting chapter member shall have one (1) vote (As defined in Membership Section 2.) and may take part and vote in person. No proxies shall be allowed.

Section 4: Proposals to be offered to the chapter members for a vote by mail shall first be approved by the **AWSVA** Council. A majority of those voting shall determine the action.

Section 5: A quorum to conduct business at a chapter meeting shall consist of a majority of those present and eligible to vote at the meeting.

Article V: Officers

Section 1: Officers: The elected officers of AWSVA shall be a president, president-elect, vice president, secretary and treasurer to be elected by the voting members at the annual meeting. Officers shall serve until their successors have been duly elected, selected and assume office.

Section 2: Qualifications for Office: Any regular member in good standing is eligible for nomination and election to an elected office of AWSVA. Residents in good standing may serve on the council

Section 3: Term of Office: Each elected officer shall take office immediately following their election at the annual meeting.

President - The president shall serve for a term of one (1) year or until a successor assumes office. Each president shall serve one year as Immediate Past President.

President-elect - The president-elect shall serve for a term of one (1) year or until a successor is duly elected and assumes office. The president-elect shall automatically become president on the first day of the next term of office.

Vice President - The vice president shall serve for a term of one (1) year or until a successor is duly elected and assumes office.

Secretary and Treasurer - The secretary and treasurer will serve for a term of one (1) years or until successors are duly elected and assume office. The secretary and treasurer may serve a two years term at the discretion of the council

Officers shall serve as members of the Council.

Section 4: Re-Election: No elected officer having served one (1) full term shall be eligible for re-nomination and re-election to the same office until at least one (1) year has elapsed from the expiration of her prior term.

Section 5: Officers shall be elected by the voting members at the annual AWSVA meeting.

Section 6: Vacancies & Removal: With the exception of the office of president and vice president, any vacancies in office for whatever reason shall be filled for the balance of the un-expired term by election of the AWSVA Council. In the event of a vacancy in the office of president, the vice president shall automatically fill the balance of the term of office for the un-expired term and shall then assume the term

of office of president which the vice president pursuant to these bylaws would otherwise assume in her own right. In the event of any vacancy in the office of vice president, the AWSVA Council shall fill the office for the un-expired term only. Such individual shall not automatically succeed to the office of president upon the completion of the unfulfilled term of vice president unless duly elected in accordance with these bylaws to the office of vice president.

Article VI: Duties of Officers

Section 1: President: The president shall serve as chair and preside at all meetings of the Council. The president shall serve as a member, ex officio, of all committees. At the annual meetings and at such other times as deemed proper, the president shall communicate to the members such matters and make such suggestions that will promote the welfare and further the goals of AWSVA. The president shall perform such other duties as are necessary incident to her office or as may be prescribed by the Council. The president shall appoint all committee chairs, ad hoc chairs, and task force chairs.

Section 2: Vice President: In the absence or incapacitation of the president, the vice president shall perform the duties of the president and when so doing, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as may be prescribed by the president and/or Council.

Section 3: Secretary: The secretary shall be responsible for the proper and legal mailing of notices to members, and the proper recording of proceedings of meetings of AWSVA and the Council. The secretary shall execute all orders, votes and resolutions, and see that accurate records are kept of all members. Such duties of the secretary as may be specified by the Council may be delegated to the administrative assistant or a designated member of the staff. The secretary shall also perform such other duties as may be prescribed by the president or the Council.

Section 4: Treasurer: The treasurer shall see that accurate financial records are kept, shall have established proper accounting procedures for the handling of AWSVA funds, and shall be responsible, with the Administrative Assistant, for the keeping of the funds in such banks, trust companies, and or investment, as are approved by the AWSVA Council. The treasurer shall report on the financial condition of AWSVA when called upon by the president. Such duties of the treasurer as may be specified by the AWSVA Council may be delegated to the administrative assistant. The treasurer shall also perform such other duties as may be prescribed by the president or the Council.

Section 5: Immediate Past President: The immediate past president shall serve as a voting member of the Council and shall perform such other duties as may be prescribed by the president or the AWSVA Council.

Section 6: Resident Representative(s)- The resident representative will serve to represent AWSVA members in training and to bring issues pertinent to members in training to the attention of the AWSVA Council.

Section 7: Medical Student Representative(s)- The medical student representative will serve to represent AWSVA medical student members and to bring issues pertinent to medical students to the attention of the AWSVA Council.

Article VII: Council

Section 1: Authority and Responsibility: The governing body of AWSVA shall be the Council. The Council shall supervise and direct the affairs of AWSVA, its committees and publications; shall determine its policies and/or change therein; shall actively pursue the mission of AWSVA and supervise the disbursement of its funds. The Council may adopt such rules, regulations and policies for the conduct of its business as shall be deemed advisable, and may, in the execution of the power granted, delegate certain of its authority and responsibility to an Executive Committee.

Section 2: Composition: The AWSVA Council shall consist of the president, president-elect, vice president, secretary, treasurer, immediate past president, and no less than three (3) and no more than twelve (12) council members. The administrative assistant shall also be a member of the Council but shall be without vote.

- Section 3:** Each Council member shall be elected through a process of nomination and, under the authority of the bylaws of the association, serve one (1) but no more than three (3) consecutive terms, a term being two (2) years. The term shall coincide with the fiscal year of AWSVA. Initially, in order to establish a rotation of AWSVA Council members, some Council members may be elected for one (1) year terms and the remainder for two (2) year terms. Resident and Medical student representatives shall be appointed to serve a one-year term only.
- Section 4:** Nominations shall be received by the President from the Council and the membership at large during the month of August. Election will be determined by a majority vote of the membership.
- Section 5:** **Quorum of the Council:** At any meeting of the AWSVA Council, a majority of the voting members of the Council present shall constitute a quorum for the transaction of business.
- Section 6:** **Meetings of the Council:** A regular meeting of the Council shall be held no less than annually. The annual council meeting may be held in conjunction with the annual meeting of AWS. Additional meetings shall be held as determined by the president and/or the Council. Special meetings of the Council may be called by the president or at the request of any six (6) members of the Council. Notice of any meeting shall be given to all council members at least thirty (30) days in advance of such meeting.
- Section 7:** **Voting:** Voting rights of a Council member shall not be delegated to another nor exercised by proxy.
- Section 8:** **Vacancies and Removal:** A vacancy on the Council shall occur when and if a Council member becomes disqualified, is unable to perform her duties and/or Council responsibilities, resigns, or whenever the Council shall elect to increase its membership. Any Council member who is absent from two (2) consecutive meetings without reasonable or sufficient cause will be considered as having resigned from the council. When a vacancy occurs, the president will nominate and the Council will approve a new Council member from the membership at large to fill the remainder of the term until the next annual meeting. The voting members of the association may at their discretion, by affirmative vote of two-thirds (2/3) of the voting members, remove any Council member for cause.
- Section 9:** **Compensation:** Council members and elected officers shall not receive any salary for their services.

Article VIII: Executive Committee

- Section 1:** The Executive Committee may act in place and stead of the Council between Council meetings on all matters, except those specifically reserved to the Council by the bylaws, pursuant to delegation of authority to such Executive Committee by the chapter Council. Actions of the Executive Committee shall be reported to the Council for ratification by mail or at the next meeting.
- Section 2:** The Executive Committee shall consist of the president, vice president(s), secretary/treasurer, past president and administrative assistant who will be an ex-officio member
- Section 3:** Officers, upon approval of the Board of Directors, may delegate to the Executive Vice President or Executive Director any of their assigned duties.
- Section 4:** The Association shall indemnify any and all persons who may serve or who have served at any time as a director, officer, committee chairperson or staff member of the Association and their respective heirs, administrators, successor and assigns against any and all expenses incurred by or imposed upon such person in connection with any proceeding to which such person may be made a party by reason of having been an officer, director, committee chairperson or staff member of the Association, or any settlement thereof, except in relation to matters as to which any such person shall be adjudged in any proceeding liable for that person's own negligence or misconduct in the performance of duty; provided that in the event of the settlement of a suit the indemnification provided for in this section shall apply only when the Board of Directors approves such settlement and reimbursement is in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which the director, officer, committee chairperson or staff member may be entitled.

Article IX: Finance

Section 1: The fiscal year shall be the same as that of AWS, the calendar year, beginning January 1 and ending December 31.

Section 2: The AWSVA Council, in advance of the next fiscal year, shall adopt an annual operating budget covering all activities of *AWSVA*. The treasurer shall present a year-end financial report after the close of the fiscal year. A final year-end statement will be presented within six (6) months of the close of the fiscal year.

Section 3: A copy of the year-end financial statements will be submitted annually to the AWS Council

Article X: Chapter Committees

Section 1: There shall be a membership committee, program committee, publicity committee and other such committees as the chapter president shall from time to time establish.

Section 2: The chapter president shall designate the chairperson of each committee. The committee chairperson shall appoint committee members, subject to the approval of the chapter president.

Article XI: Rules of Order

Section 1: All meetings of *AWSVA* shall be governed by parliamentary law as set forth in the most recent edition of Robert's Rules of Order when not in conflict with these bylaws or policies.

Article XII: Amendments to the Bylaws

Section 1: These Bylaws may be amended or repealed by a two-thirds (2/3) vote of the members present at any annual meeting of *AWSVA* duly called and regularly held providing notice of such proposed changes have been sent in writing to the members thirty (30) days before such meeting, or by a two-thirds (2/3) vote of the members voting by a sixty (60) day mail ballot conducted in accordance with such procedures as may be prescribed by the Council. Amendments may be proposed by the Council on its own initiative, or upon petition of at least 5% of the voting members addressed to the Council. All such proposed amendments shall be presented by the Council to the membership with or without recommendations.

Section 2: Any proposed amendment to the bylaws of *AWSVA* shall first be presented to AWS headquarters for approval and then amended by a majority of those voting members who are present at the *AWSVA* Council meeting.

Article XIII: Dissolution of Incorporation

Section 1: At such time as the Council feels it is appropriate, by a majority vote of the Council and membership, to dissolve *AWSVA* due to lack of membership, diminished interest, or other reasons, all funds remaining in the treasury after payment of debts will be given to AWS.