

ISDE CONSTITUTION AND BYLAWS

Originally adopted on November 1, 2006
and subsequently altered in accordance with Article V
version 1.2. August 2008, version 1.3. December 2012,
version 1.4 May 2014, version 1.5 May 2016, Version 1.6 August 2016

Version 1.7 November 2017



The International Society for
Diseases of the Esophagus

ISDE CONSTITUTION

ARTICLE I: Name and Objectives

Section 1. The name of this organization shall be *The International Society for Diseases of the Esophagus*, hereafter to be referred to as *the ISDE*. The ISDE was founded by Dr. K. Nakayama in 1979.

Section 2. Objectives.

1. To promote the exchange of scientific and medical knowledge of the esophagus among specialists in the field including physicians, surgeons, basic scientists, and other health professionals.
2. To maintain interchange with organizations and industries interested in esophageal and related diseases.
3. To encourage basic and clinical research in fields related to the esophagus, including international collaborative endeavors.
4. To promote the professional and educational development of individuals interested in the esophagus and related diseases and to encourage, represent, and sponsor individuals who have entered this field.
5. To hold a biennial world congress as a forum for scientific presentations and discussions.
6. To provide a journal for the publication of information related to diseases of the esophagus.

ARTICLE II: Qualifications of Members

Section 1. The membership of the ISDE shall consist of physicians, surgeons, basic scientists, researchers, other health professionals, and members of industry with an interest in the esophagus and related diseases.

Section 2. The types of membership shall include: Members-in-Training, Regular, Senior, Corporate, and Honorary and Distinguished as provided by the Bylaws.

Section 3. An applicant for Regular Membership must be established in a clinical

practice or research career addressing the esophagus or its related diseases.

Section 4. To remain in good standing, all members must abide by the rules and regulations of the ISDE, including payment of annual dues.

Section 5. There shall be no numerical limit on any type of membership.

ARTICLE III: Officers

Section 1. The Officers of the ISDE shall be: President, Vice President, Immediate Past President, Secretary, Treasurer, and five Directors.

Section 2. The terms of the President and Vice President shall be two years; they shall not be eligible for re-election.

Section 3. The terms of the Secretary, Treasurer, and Directors shall be two years; they shall be eligible for election for up to two additional consecutive terms.

Section 4. The offices of President and Vice President shall alternate between non-surgical and surgical specialists in accordance with procedures set forth in Article II, Section 1 of the Bylaws.

Section 5. The Officers shall be elected biennially in accordance with the procedures set forth in Article II, Section 1 of the Bylaws, in which there is a requirement for balance between non-surgical and surgical specialists among the Officers, and in which there is a requirement for balanced geographical representation among the Officers.

ARTICLE IV: Meetings

Section 1. The ISDE shall hold a Biennial World Congress, consisting of Scientific and Business Meetings, at a time and place to be determined by the Officers. Only Members of the ISDE may attend the Business Meetings.

Section 2. Special business meetings of the ISDE may be called at the discretion of the President. Those special business meetings called to act on proposed amendment to the Constitution or Bylaws must be approved by the Officers.

ARTICLE V: Amendments

Section 1. A proposed amendment to the Constitution shall be submitted to the Members

by such means as deemed appropriate by the Officers. An affirmative vote of two-thirds of the Members voting is required to adopt an amendment.

BYLAWS

ARTICLE I: Members

Section 1. Regular Members.

- a. Application: Regular Members can apply for membership online at the ISDE website. Membership is based on the calendar year. Applications are accepted throughout the year. Payments are to be made on first joining and thereafter at the beginning of each calendar year.
- b. Approval of Applications: Once completed, each application for Regular Membership in the ISDE shall be reviewed by the Chairperson of the Membership Committee or the Executive Director in light of the qualifications set forth in Constitution Article II. Membership is granted upon approval by the Chairperson of the Membership Committee or the Executive Director and after receipt of the annual dues payment.
- c. Notice of Election to Regular Membership: Every newly elected Regular Member shall be furnished by the Secretary with an official notice of his or her election and a copy of the constitution and bylaws.
- d. Rights and Duties: Regular Members shall have the right to vote on all matters brought before the Membership and shall be eligible for election to office. It shall be the duty of each Regular Member to attend regularly the meetings of the ISDE, to participate in the scientific program, to uphold the ideals and objectives of the ISDE, and to pay dues of the ISDE annually.
- e. Resignation: A Regular Member may resign from the ISDE at any time by tendering a resignation in writing and paying in full any dues or obligations owed to the ISDE at the time. No portion of dues is returnable.
- f. Lapse of Membership: The membership of a Regular Member shall lapse if he or she fails to pay any dues or assessments within three months after notice thereof. Ill health or other justifiable reason, when considered appropriate by the Membership Committee, may excuse a member from this requirement. The Secretary shall notify the member of pending lapse of membership by registered or certified letter directed to his or her address as shown in the records of the ISDE and containing this section (Article 1, Section 1.f) of the Bylaws.
- g. Reinstatement: A Regular Member whose membership has lapsed may apply for

reinstatement by filing a written statement with the Membership Committee and addressed to the Secretary, within six months following the receipt of notice of such lapse of membership, stating the reasons why such membership should be reinstated and requesting reinstatement of such membership. Upon payment of his or her arrears, a member may be reinstated by action of the Membership Committee. Written notice of such reinstatement shall be furnished to the chairman of the Membership Committee.

- h. Inactive Status: Inactive status may be granted prior to eligibility for Senior Membership only for reason of incapacity by disability. A Regular Member who believes that he or she qualifies for inactive status must submit, in writing, a request for change in status to the Membership Committee for consideration and recommendation to the Executive Committee, which will have final authority for action. If the reason for disability no longer exists, the Member, upon appropriate action by the Membership Committee, may be restored to Regular status. A Member who has been granted Inactive status will automatically become a Senior Member upon reaching age of sixty-five 65.

Section 2. Senior Members.

- a. Qualifications: Any Regular Member, upon reaching the age of sixty-five (65) years, who retires from active clinical practice but who wishes to remain a member of the Society, shall be eligible to apply to become a Senior Member. Upon approval of the Membership Committee, notice of such transfer to Senior membership shall be furnished to the member by the Secretary and the chairman of the Membership Committee.
- b. Rights and Duties: Senior Members shall possess all the rights, duties, and privileges of Regular Members; however, no Senior Member shall be eligible for election to office except in special circumstances and unless his or her nomination is approved by the Executive Committee (Senior Members shall not be subject to dues or assessments. Senior Members shall receive the official journal of the ISDE.
- c. Other policies of membership status shall be the same for Senior Membership as for Regular Membership as listed in Article I, Sections 1.e, 1.f, 1.g, and 1.h of the Bylaws.

Section 3. Honorary Members.

- a. Qualifications: Honorary Membership shall be reserved for such distinguished persons who have achieved prominence in the field of the esophagus and related diseases and who have contributed to its advancement, but who are not members of the ISDE. Upon recommendation of the ISDE President, Honorary Members shall be elected by a majority vote of the Executive Committee. Election to Honorary Membership shall be for life. A list of all Honorary Members shall be maintained by the Membership Committee and by the Historians.
- b. Rights and Duties: The rights, duties, and privileges set forth regarding Senior Members shall hereby be made applicable to Honorary Members, except that Honorary Members

shall not be eligible for election to office. Honorary Members also shall not have the privilege of voting. Honorary members shall receive the journal of the ISDE at no charge.

- c. Transfer to Regular Membership: Any Honorary Member who has not passed the age of sixty-five years may apply for Regular Membership in the ISDE and upon acceptance shall become subject to all of the rights, duties, privileges, and obligations of a Regular Member.

Section 4. Members-in-Training.

- a. Qualifications: Members-in-Training shall be in residency or fellowship training or shall be in pursuit of a relevant advanced degree in a field of scientific inquiry.
- b. Approval of Applications: Once completed, each application for Members-in-Training Membership in the ISDE shall be reviewed by the Chairperson of the Membership Committee or the Executive Director in light of the qualifications set forth in Constitution Article II. Membership is granted upon approval by the Chairperson of the Membership Committee or the Executive Director and after receipt of the annual dues payment.
- c. Rights and Duties: Members-in-Training shall be entitled to rights, duties, and privileges of Regular Membership except they shall not be eligible for election to office and shall not have the privilege of voting. Members-in-Training shall be subject to initiation fees, dues, and assessments of the ISDE at reduced rates established by the Executive Committee. With approval of the Executive Committee they may serve as members of committees.
- d. Advancement to Regular Membership: After presenting appropriate qualifications, a Member-in-Training, upon recommendation of the Membership Committee, shall be advanced to Regular Membership in the ISDE and shall become subject to all of the responsibilities, rights, duties, assessments, and privileges of Regular Membership.
- e. Termination of Member-in-Training status: the duration of membership as Members-in-Training will be for a maximum of two (2) years following completion of formal residency and fellowship training. Following this period, Members-in-Training will have the option of advancement to Regular Membership as in Bylaws Article I, Section 4d, or shall have their ISDE membership terminated.

Section 5. Distinguished Members

- a. Qualifications: Distinguished Membership shall be reserved for such distinguished persons who have achieved prominence in the field of the esophagus and related diseases, and who have contributed to its advancement. This honor is reserved for ISDE Members who have contributed in an extraordinary way to the ISDE. Upon recommendation by the ISDE President, Distinguished Members shall be elected by a majority vote of the Executive Committee of the ISDE.

- b. Rights and Duties: Distinguished Members shall possess all the rights and duties of Senior Members. No Distinguished Member shall be eligible for election to office except in special circumstances and unless his or her nomination is approved by the Executive Committee. Distinguished Members shall not be subject to dues or assessments.
- c. Other policies of membership status shall be the same for Distinguished Membership as for Regular Membership as listed in Article I, Sections 1.e, 1.f, 1.g, and 1.h of the Bylaws.

Section 6. Corporate Members

- a. Qualifications: Corporate Members shall be individuals identified by corporations and medical product companies that sponsor the ISDE. Bronze level supporters have 1 corporate membership, gold level supporters 2 corporate memberships and platinum member supporters 4 corporate memberships of the society.
- b. Rights and Duties: Corporate Members have the right to attend industry advisory meetings attended by Executive Committee members at least once a year. Industry Advisory meetings will be held at the Biannual Congress in even and in conjunction with the annual business meeting in odd years. Only Corporate Members who have paid their dues in full for that year are allowed to attend these meetings.
- c. Other policies of membership status: Corporate Members are not regular members of the ISDE and are not allowed to vote or hold office or be members of standing committees.

ARTICLE II: Officers

Section 1. Nomination and Election: Candidates for offices will be placed in nomination by the Nominating Committee. Additional nominations will be requested from Members in good standing by such means as deemed appropriate by the Executive Committee. Elections shall take place during the 6 months prior to each Biennial World Congress. The Secretary shall send ballots to all Members in good standing. An affirmative vote by a majority of the members voting shall be required for election to office. If no candidate for an office receives a majority of votes cast, a run-off election will be held between the two candidates for that office who received the highest number of votes. Results of the election will be communicated to the Executive Committee by the Secretary when the final results have been tallied. Results of the election will be communicated to Members by the Secretary during the subsequent Biennial Business Meeting. Officers will hold office from the termination of the Biennial Business Meeting after their election until the termination of the Biennial Business Meeting two years later. Officers will be elected in such a way that representation on the Executive Committee is equally balanced between non-surgeons and surgeons. The office of the Vice President shall alternate between a non-surgeon and a

surgeon. Directors shall be elected from non-surgeons and surgeons to balance the representation on the Executive Committee between non-surgeons and surgeons and to provide balanced on the Executive Committee related to geography, population, and ISDE membership. Vacancies in any office shall be filled by action of the Executive Committee for the unexpired term in accordance with these guidelines.

Section 2. Duties of the President: The President shall be the Chief Executive Officer of the ISDE and shall preside at the business meetings of the ISDE and at meetings of the Executive Committee. The President shall appoint members to the Standing Committees and to such other committees, as he or she deems necessary unless otherwise specified by the Bylaws. The President shall be an ex-officio member of all committees.

Section 3. Duties of the Vice President: The Vice President shall assist the President as requested and in the event the latter is absent or incapable of acting, the Vice President shall assume the duties of the President. Upon nomination by the Nominating Committee and approval by the Executive Committee and Membership, the Vice President shall become President upon the completion of his or her term as Vice President. The Vice President shall be an ex-officio member of all committees.

Section 4. Duties of the Secretary: Under direction of the Executive Committee, the Secretary shall supervise the activities of the ISDE and facilitate the workings of the various Standing Committees. The chairman of the Membership Committee or the Secretary shall report the annual membership report to the Executive Committee. The Secretary shall ensure that minutes are recorded of meetings of the Executive Committee, biennial or special meetings of the members, and all committee meetings that require records. The Secretary shall be an ex-officio member of all committees. The Secretary shall supervise the maintenance of current files and records of the ISDE. The Secretary shall perform such other duties as are incident to such office or as may be assigned to him or her from time to time by the Executive Committee. The Secretary, with the approval of the Executive Committee, may delegate to the Executive Director such duties, as he or she deems appropriate.

Section 5. Duties of the Treasurer: Under direction of the Executive Committee, the Treasurer shall supervise the financial affairs of the ISDE. The Treasurer shall advise the Executive Committee concerning billings, collections and management of all funds received by the ISDE. Checks shall be countersigned by the President or the Secretary General in the absence of the Treasurer. Financial records and bank accounts shall be under the direction of the Executive Director, who shall render an annual report for audit by an independent certified public accountant. The Executive Director will provide the Treasurer with an annual report for presentation to the membership at the Biennial Business Meeting. In the event the Treasurer shall be unable to carry out the functions of his or her office, either the President or the Secretary may assume these duties until the duly elected Treasurer is able to resume his or her duties of office or the Executive Committee acts to fill the unexpired term as per Article II, Section 1 of the Bylaws.

Section 6. Duties of the Directors: The Directors shall participate in meetings of the

Executive Committee and represent the interests of the entire membership.

ARTICLE III: Executive Committee

Section 1. The Executive Committee shall be the governing board of the ISDE and shall have charge of the property and financial affairs of the ISDE. It shall appoint the Editors of the journal of the ISDE. It shall perform such other duties as are customary or as may be prescribed in the Bylaws. An affirmative vote of a majority of the Executive Committee voting is required to pass all measures set before it. The members of the Executive Committee present and voting shall constitute a quorum, provided that in no event shall a quorum, including proxies, consist of fewer than one-half of the entire Executive Committee.

Section 2. The Executive Committee shall consist of the President, who will serve as Chair, Vice President, Immediate Past President, Secretary, Treasurer, and five Directors, all of whom shall have voting privileges. The Editors of the journal of the ISDE and the Executive Director shall serve ex-officio and shall not have voting privileges.

Section 3. The Executive Committee shall meet at regular intervals, at times to be determined by the President, to conduct the business of the ISDE. Meetings shall be held by teleconference or electronic communications as well as in person at such a place as the President of the Society may designate. A biennial meeting of the Executive Committee shall be held in conjunction with the ISDE Biennial World Congress. The determination of subject matter to be discussed at Executive Committee meetings shall be at the discretion of the President. The Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee and any sub-committees.

The Executive Committee shall review and approve the program content of the Biennial Scientific Meeting, including invited speakers, symposia, and the scientific program.

ARTICLE IV: Executive Director

Section 1. The Executive Committee shall appoint a chief operating officer hereinafter designated the Executive Director. The Executive Director shall be responsible for the operational management of the affairs of the ISDE under the direction of the Executive Committee.

Section 2. Financial Responsibility: The Executive Director is authorized to approve individual expenditures not included in the budget up to \$5,000 and total annual expenditures not included in the budget up to \$20,000. All such expenditures must be reviewed and approved by the Executive Committee at the time of its next meeting and

require subsequent approval by the Board. All individual expenditures not included in the budget that are greater than \$5,000 require pre-approval by the Executive Committee with subsequent Board approval. All expenditures not included in the budget that exceed a cumulative amount of \$20,000 during one fiscal year require pre-approval by the Executive Committee with subsequent Board approval.

ARTICLE V. Editors of the journal of the ISDE

The Editors shall be Chairpersons of the Editorial Board of the journal of the ISDE. The Editors shall be responsible, subject to direction of the Executive Committee, for all of the activities associated with selection of manuscripts and the editing and publishing of the journal of the ISDE. The Editors shall be ex-officio members of the Program Committee and the Executive Committee. The term of the Editors shall be four years, and reappointment for one term is possible.

ARTICLE VI. Historian

The Historian shall maintain a file on documentation of data relating to significant events in the history of The International Society for Diseases of the Esophagus. The Historian shall procure photographs, two autographed reprints of presidential addresses, and curricula vitae of all past presidents. In addition, The Historian shall supervise photographing of officers, committee members, and members at various functions of the ISDE. Data relating to number in attendance at scientific sessions of each meeting shall be maintained in the historical files. The Historian shall collect and retain in the files other information considered suitable from a historical standpoint. The term of the Historian shall be four years, and reappointment for one term is possible.

ARTICLE VI: Committees

Section 1. Standing Committees: Co-chairpersons and members of the Standing Committees shall be appointed by the President unless otherwise specified. Co-chairpersons and members of standing committees shall be regular or senior members of the ISDE in good standing. Co-chairpersons for each committee shall include a surgeon and a non-surgeon. The Standing Committees of the ISDE shall be:

- a. Executive Committee
- b. Scientific Program Committee for the Biennial Congress
- c. Membership Committee

- d. Nominating Committee
- e. Committee on Constitution and Bylaws
- f. Web Committee
- g. Industry Relations Committee
- h. Guidelines Committee
- i. Database and Research Committee
- j. Local Congress Arrangements Committee
- k. Local Industry Relations Committee

Section 2. Scientific Program Committee for the Biennial Congress: The Scientific Program Committee shall be responsible for the preparation of the scientific program for the Biennial Scientific Meeting. Members of the Scientific Program Committee shall consist of the President, and the Vice-President, all of whom shall serve ex-officio and shall not have voting privileges, two Co-chairpersons, and ten other members. Members shall serve for two-year terms and shall be eligible for reappointment for one additional term. They shall be equally represented by non-surgeons and surgeons. Co-chairpersons will be selected by the President.

Section 3. Membership Committee: The Membership Committee shall consider all applications for membership and report their decisions via the co-chairs to the Secretary and the Executive Committee.

Section 4. Nominating Committee: The Nominating Committee shall consist of the last two consecutive living past presidents, of whom the most senior shall serve as Chairperson, and two Regular, Senior, or Distinguished Members who are not current officers, who shall be appointed by the Chairperson of the Nominating Committee to balance the committee relative to non-surgeon and surgeon specialty representation.

The Nominating Committee shall prepare a slate of nominees for officers in accordance with guidelines described in Article II Section 1, in which balance on the Executive Committee is required based on non-surgeon and surgeon specialty, and balanced geographic representation is desired based on the following geographic regions:

- Africa
- Asia
- Australia and New Zealand

- Europe
- Japan
- South America and Central America
- United States and Canada

Nominations must be approved by the Executive Committee prior to being presented to the membership for a vote.

Section 5. Committee on Constitution and Bylaws: The Committee on Constitution and Bylaws shall work in cooperation with the Secretary to review the Constitution and Bylaws for inconsistencies and needed revisions and to recommend same to the Executive Committee. Revisions approved by the Executive Committee will be presented to the Membership for ratification by such means as deemed appropriate by the Executive Committee.

Section 6. Web Committee: The Web Committee shall update the website content and activities related to social media on a regular basis and report their decisions via the co-chairs to the Executive Committee.

Section 7. Industry Relations Committee: The Industry Relations Committee shall maintain and build relationship with industry. The Industry Relations Committee shall help to get funds for the society and the Biannual Congress and report their decisions via the co-chairs to the Executive Committee.

Section 8. Guidelines Committee: The Guidelines Committee shall establish new guidelines and update existing guidelines and report their decisions via the co-chairs to the Executive Committee.

Section 9. Database and Research Committee: The Database and Research Committee shall be in charge of data research projects which are under the auspices of the ISDE and look for new data research projects and report their decisions via the co-chairs to the Executive Committee.

Section 10. Local Congress Arrangements Committee: The Committee on Local Congress Arrangements shall assist the Executive Director and the Executive Committee in making the local arrangements for the Biennial World Congress. It shall consist of Regular, Senior, and Distinguished members appointed by the President. The term of service for all members shall conclude at the end of the Biennial World Congress for which they are serving.

Section 11. Local Industry Relations Committee: The Local Industry Relations Committee shall assist the Executive Director and the Executive Committee in maintaining and building relationships with industry and helping to get funds for the Biennial World Congress. It shall consist of Regular, Senior, and Distinguished members appointed by the President. The term of service for all members shall conclude at the end of the Biennial World Congress for which they are serving.

Article VIII: Affiliated Societies

Section 1. The Executive Committee may denote other societies with a primary interest in diseases of the esophagus as Affiliated Societies of the ISDE. This action requires approval of the ISDE Executive Committee and of the parallel governing committee of each Affiliated Society.

Section 2. Affiliated Societies are geographic-, or specialty-oriented, and serve simultaneously as freestanding societies for their own purposes and as representatives of ISDE interests within the geographic area or specialty.

Section 3. Each Affiliated Society shall have representation in the ISDE Executive Committee. One member from each of the Affiliated Societies shall be nominated by the Nominating Committee for election as a Director. Each Affiliated Society shall have representation on the Editorial Board of the journal Diseases of the Esophagus, and shall participate in the Program Committee for the Biennial Meeting. Each Affiliated Society shall be responsible for providing content and suggesting speakers for a portion of the Biennial Congress.

Section 4. The European Society for Diseases of the Esophagus (ESDE), representing esophagology in Europe, is designated as an Affiliate Society of the ISDE.

Section 5. The Chinese Society for Diseases of the Esophagus (CSDE), representing esophagology in China, is designated as an Affiliate Society of the ISDE.

Article IX: Associated Societies

Section 1. The Executive Committee may denote other societies with a primary interest in diseases of the esophagus as Associated Societies of the ISDE. This action requires approval of the ISDE Executive Committee and of the parallel governing committee of each Associated Society.

Section 2. Associated Societies are geographic- or specialty-oriented, and serve simultaneously as freestanding societies for their own purposes.

Section 3. Each Associated Society will have official recognition on the ISDE website and in the ISDE bylaws.

Section 4. ISDE and each Associated Society will link to each other on their respective

websites.

Section 5. ISDE and each Associated Society will cross-promote one meeting per year for each society. Additional cross-promotions will be developed as deemed appropriate by mutual agreement.

Section 6. Each Associated Society will be permitted one e-blast annually to the ISDE database and be provided with space in two ISDE newsletters per year.

Section 7. ISDE will be permitted one e-blast annually to each Associated Society's database and have space in two newsletters of the Associated Society annually. In the absence of a newsletter, ISDE will be allowed to send an additional e-blast annually to that Associated Society's database.

Section 8. ISDE and each Associated Society will be permitted to have at-cost booths at each other's annual/biennial meetings if requested.

Section 9. Each Associated Society shall be permitted to suggest speakers/moderators/content for the ISDE Biennial Congress. There is no obligation on the part of ISDE to accept any or all suggestions.

Section 10. Each Associated Society will be recognized for content it suggested for the ISDE Biennial Congress that is accepted for inclusion in the Congress.

Section 11. Each Associated Society will be listed in each issue of Diseases of the Esophagus.

Section 12. There will be no designation of Diseases of the Esophagus as an official journal of any Associated Society.