

1 **American Pediatric Surgical Association**  
2 **Bylaws**

3  
4 *Amended June 13, 2003*

5 *Amended May 31, 2005*

6 *Amended May 23, 2006*

7 *Amended May 30, 2009*

8 *Amended May 22, 2012*

9 *Amended May 31, 2014*

10 *Amended May 2, 2015*

11 *Amended May 17, 2016*

12 *Amended May 6, 2017*

13 *Amended May 5, 2018*  
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15

16 **BYLAWS OF THE**  
17 **AMERICAN PEDIATRIC SURGICAL ASSOCIATION**

18 **PREAMBLE**  
19

20  
21  
22 **PRINCIPLES OF MEDICAL ETHICS**

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24 **Members:**

- 25
- 26 1. Shall strive to provide competent medical care to patients with compassion and consideration  
27 for their feelings and dignity.  
28
  - 29 2. Shall strive to maintain existing skills and to develop or acquire new medical and surgical  
30 knowledge through continuing practice in order to benefit patients.  
31
  - 32 3. Shall avoid performing procedures which are beyond their capacity, training or experience.  
33
  - 34 4. Shall practice medicine with honesty and fairness toward patients, colleagues and all others.  
35
  - 36 5. Shall seek consultation, assistance or additional talents of other professionals where such might  
37 be of value in the care of the patient or where requested by the patient or a concerned  
38 representative.  
39
  - 40 6. Shall choose from equally efficacious treatments and diagnostic procedures those which are the  
41 least intrusive, the least painful and the least expensive.  
42
  - 43 7. Shall recognize a responsibility to participate in activities benefiting the global pediatric  
44 surgery community.  
45
  - 46 8. Shall maintain the needs of the patient and his/her family foremost in their decision-making and  
47 actions.  
48

1 **Article I MEMBERSHIP**

2  
3 **Section 1. Regular Membership**

- 4 1.1. A regular member must be licensed to practice medicine in the United States or  
5 Canada.  
6  
7 1.2. All regular members must be certified in pediatric surgery by the American Board of  
8 Surgery or by the Royal College of Surgeons of Canada.  
9  
10 1.3. A regular member must have completed his/her training in an Accreditation Council  
11 for Graduate Medical Education (ACGME)-approved position or equivalent Royal  
12 College of Surgeons of Canada (RCSC)-approved program.  
13 1.4. An applicant must have a practice devoted predominately to pediatric surgery, except  
14 as may be required by emergency care or special circumstance.  
15  
16 1.5. An applicant may not be elected to membership until he or she has practiced pediatric  
17 surgery for one year after completion of the required surgical training.  
18  
19 1.6. Any exception to the above criteria for membership must be made by a  
20 recommendation from the membership and credentials committee to the board of  
21 governors, requiring majority approval of the board of governors and an affirmative  
22 vote by two-thirds of the voting membership at an annual meeting business meeting  
23 is necessary for election.  
24  
25 1.7. The regular member pledges to abide by the obligations and objectives and core  
26 values of the association as set forth in the articles of incorporation and the principles  
27 of medical ethics as stated in the preamble to the bylaws.  
28  
29 1.8 Regular members must attend the annual meeting once every three years unless a  
30 written excuse is submitted to the secretary and considered justifiable by the board of  
31 governors.  
32

33 **Section 2. Candidate Members**

- 34 2.1. A candidate member must be currently licensed to practice medicine in the United  
35 States or Canada.  
36  
37 2.2. Candidate members must have successfully completed or they must be eligible for  
38 examination in general surgery given by the American Board of Surgery or the Royal  
39 College of Surgeons of Canada.  
40  
41 2.3. Fellows in, or individuals who are within 12 months after completion of an ACGME-  
42 approved pediatric surgical fellowship or RCSC-equivalent positions are eligible for  
43 candidate membership.  
44  
45 2.4. An individual may remain a candidate member for five years following completion  
46 of an approved pediatric surgical fellowship program at which time the candidate  
47 membership will expire. This five-year period is in addition to the time spent as a  
48 candidate member during pediatric surgery fellowship.  
49  
50 If candidate membership expires, one may still apply for regular membership at any  
51 time in the future. Candidate membership is not mandatory in order to qualify for  
52 regular membership.  
53

1 2.5. A candidate member who has completed his/her training in an ACGME-approved  
2 pediatric surgery fellowship position or equivalent Royal College of Surgeons of  
3 Canada approved program must predominantly practice pediatric surgery as  
4 stipulated in section 1.4. for regular membership.  
5

6 2.6. Candidate members are not eligible for appointment with voting privileges on  
7 standing or ad hoc committees, but may be appointed by the president as consultant  
8 members for a period not to exceed two years.  
9

10 2.7. Candidate members will not have the same meeting attendance requirements as  
11 regular members, will not have voting privileges and are not eligible to hold office.  
12 Candidate members' annual membership dues will be determined by the board of  
13 governors and will not exceed 20% of the current regular membership dues. They  
14 may attend the annual business meeting and will be governed by all other bylaws  
15 applicable to regular membership.  
16

17 2.8. A candidate member will require sponsorship by a regular member for abstracts  
18 submitted for presentation to the annual APSA scientific meeting.  
19

### 20 **Section 3. Charter Membership**

21 3.1. A charter membership was extended to a person actively engaged in the practice of  
22 pediatric surgery, who had already amply demonstrated excellence and fitness as a  
23 trained specialist in pediatric surgery, who had devoted his practice to pediatric  
24 surgery and who was certified by the American Board of Surgery or by the Royal  
25 College of Surgeons of Canada.  
26

27 3.2. A list of charter membership was established and then closed on April 15, 1970.  
28

### 29 **Section 4. Honorary Membership**

30 4.1. Honorary membership may be conferred upon a physician for outstanding  
31 contributions to pediatric surgery by unanimous vote of the board of governors.  
32 Honorary membership will be announced to the membership attending the annual  
33 business meeting.  
34

35 4.2. Honorary members will not be subject to dues or the meeting attendance requirement.  
36 They will be able to attend the annual business meeting. They will not be eligible to  
37 hold office.  
38

### 39 **Section 5. International Membership**

40 5.1. A physician who does not live or practice surgery within the Territory of the United  
41 States or Canada and who does not otherwise meet criteria for regular membership,  
42 may apply to the American Pediatric Surgical Association as an international  
43 member. Such applicants must provide documentation that they have successfully  
44 completed the established training curriculum in pediatric surgery as required by their  
45 respective national or regional agencies. Such applicants must meet the same practice  
46 criteria as required of regular members.  
47

48 5.2. Applicants for international membership must have attended one annual meeting  
49 before they are eligible to apply.  
50

51 5.3. International members will pay dues as set forth by the board. They will be eligible  
52 for committee service at the discretion of the president. They will not be subject to

1 the meeting attendance requirement. They may attend the annual business meeting,  
2 have voting privileges, but will not be eligible to hold office.

3  
4 **Section 6. Associate Members**

5 6.1. An associate member must be licensed to practice medicine in the United States or  
6 Canada.

7  
8 6.2. Associate membership shall be extended to a person who has been predominately in  
9 the practice of pediatric surgery for five years, except as may be required by  
10 emergency care or special circumstances.

11  
12 6.3. Associate members shall be subject to the same meeting attendance requirements as  
13 regular members. They may attend the annual business meeting, have voting  
14 privileges, be eligible for committee service, and pay dues as set forth by the board.  
15 They are not eligible to hold elected office.

16  
17 **Section 7. Resident Members**

18 7.1. A resident member must be a general surgery resident in good standing in an  
19 Accreditation Council on Graduate Medical Education (ACGME)-approved  
20 residency program or Royal College of Surgeons of Canada (RCSC)-equivalent or in  
21 a training or research position during or after completion of the residency but not yet  
22 a fellow in an ACGME- or RCSC-approved training program in pediatric surgery.

23  
24 7.2. The term of membership will be for one year and will automatically expire after one  
25 year. Upon notification from APSA headquarters, a written request for extension  
26 must be submitted to and approved by the Membership and Credentials Committee.

27  
28 7.3. Resident members are not subject to the same meeting attendance requirements as  
29 regular members. They may not vote, hold office or serve on committees. They are  
30 not subject to membership dues. They may attend the annual business meeting.

31  
32 **Section 8. Senior Members**

33 8.1. Members who are at least 70 years of age or retired from practice shall be considered  
34 Senior Members.

35  
36 8.2. Members are requested to notify APSA when they turn 70 or retire.

37  
38 8.3. No annual dues shall be required of Senior Members.

39  
40 8.4. Senior Members are not subject to the meeting attendance requirement.

41  
42 **Application Procedures**

43 9.1. Procedures for membership application will be maintained by the membership and  
44 credentials committee, with approval of the board of governors.

45  
46 9.2. Completed applications for membership may be submitted to the membership and  
47 credentials committee at any time throughout the year. Applications will be reviewed  
48 by the membership and credentials committee and presented to the board of  
49 governors for approval.

50  
51 9.3. Approved applicants will immediately become members of APSA in their respective  
52 categories.

- 1 9.5. The membership applicant will be notified of the results of the application process.  
2
- 3 9.6. The rejection of the membership application by the membership and credentials  
4 committee or the board of governors may be appealed within one year of notification  
5 of the applicant, if he/she so desires.  
6
- 7 9.7. The appeal process is initiated by the membership applicant. He/she can, by written  
8 inquiry to the secretary of the board, request an appeal hearing before the board of  
9 governors. This hearing will be granted at the time of the next regularly scheduled  
10 biannual board of governors meeting, provided the request is received at least three  
11 months prior to the next regularly scheduled meeting. This appeals meeting must be  
12 attended by the sponsor and a maximum of one other member of the organization.  
13 The board of governors may invite other interested parties at their discretion. The  
14 membership applicant may attend only upon request of the board of governors.  
15
- 16 **Section 10. Application Form**
- 17 10.1. Membership application forms and application procedures will be outlined by the  
18 membership and credentials committee and approved by the board of governors.  
19 Forms and procedures will be kept in the policies and procedures manual.  
20
- 21 **Section 11. Resignation**
- 22 11.1. Any member may submit his/her resignation at any time in writing to the president to  
23 be effective on the date of submission. Reinstatement of membership may be  
24 obtained by petitioning the board of governors. Payment of past dues may be  
25 required to resume membership, at the discretion of the board.  
26
- 27 **Section 12. Fiscal Year**
- 28 12.1. The fiscal year shall be from January 1 to December 31.  
29
- 30 **Section 13. Dues**
- 31 13.1. Dues shall be set by the board of governors and approved by the membership at the  
32 annual meeting. The board of governors shall direct the dues process with regard to  
33 invoice and payment due dates.  
34
- 35 13.2. No annual dues shall be required of a member following his/her 70th birthday or  
36 upon retirement, whichever is sooner. (The member will be termed a “Senior  
37 Member.”) Members are requested to notify APSA when they turn 70 or retire. No  
38 annual dues shall be required of any member during any year that person is disabled  
39 and unable to practice for six months or more.  
40
- 41 13.3. Under special circumstances and by approval of the board of governors, dues may be  
42 waived for any member for one calendar year.  
43
- 44 **Section 14. Certificate of Membership**
- 45 14.1. A certificate of membership will be issued to each regular, associate and international  
46 member, signed by the president and the secretary.  
47
- 48 **Section 15. Loss of Membership**
- 49 15.1. A member may be dropped from membership for:  
50
- 51 15.1.1. Missing three consecutive meetings without written excuse, submitted to the  
52 secretary and considered justifiable by the board of governors. Members over 70

- 1 years of age, honorary, resident, candidate, international and senior members will be  
2 excused from this requirement.  
3
- 4 15.1.2. Failure to adhere to the obligations and objectives of the Association set forth in the  
5 articles of incorporation and in the bylaws.  
6
- 7 15.1.3. Failure to remit dues within six months of the announced date will result in loss of  
8 membership in the Association. Members in arrears will receive a registered letter at  
9 least one month prior to the date of loss of membership outlining this action.  
10 Reinstatement of membership may be obtained by petitioning the board of governors.  
11 Payment of past dues owed may be required to resume membership, at the discretion  
12 of the board.  
13
- 14 15.2. The board of governors shall act by two-thirds vote to implement Article I, Section  
15 15.1. with due process as specified by Article I, Section 15.3.3. and Article I, Section  
16 15.3.3.7.  
17
- 18 15.3. **Discipline**
- 19 15.3.1. The board of governors may expel, call for the resignation of or otherwise discipline  
20 a member if three-quarters of all the members of the board of governors find that the  
21 conduct of the member has been injurious to the purposes of the Association as  
22 outlined in the bylaws and the preamble entitled principles of medical ethics.  
23
- 24 15.3.2. Without limiting the foregoing, the following shall be considered to be conduct or  
25 conclusive evidence of conduct injurious to the purposes of the Association:  
26
- 27 15.3.2.1. Conviction of a felony or of any crime relating to or arising out of the practice of  
28 medicine and involving moral turpitude.  
29
- 30 15.3.2.2. Limitation or termination of any right associated with the practice of medicine in any  
31 state, province or country.  
32
- 33 15.3.2.3. Grossly immoral, dishonorable or unprofessional conduct.  
34
- 35 15.3.3. Due process.  
36
- 37 15.3.3.1. Questions of discipline shall be investigated by an ad hoc committee, appointed by  
38 the president of the APSA.  
39
- 40 15.3.3.1.1. The ad hoc committee shall consist of two members-at-large and one member of the  
41 board of governors.  
42
- 43 15.3.3.1.2. The chair of the ad hoc committee shall be one of the specified members-at-large and  
44 shall be designated by the president of APSA.  
45
- 46 15.3.3.1.3. The ad hoc committee shall convene for the purpose of investigating the charges  
47 within six months of time of its appointment and shall report its recommendation(s)  
48 to the board of governors in writing within nine months of the committee's  
49 appointment.  
50
- 51 15.3.3.1.4. The term of the ad hoc committee includes but does not extend beyond the time of  
52 submission of their report.  
53

- 1 15.3.3.2. A statement of charges shall be sent by the secretary of APSA for the ad hoc  
2 committee. The statement shall be sent to the member's last recorded address, by  
3 certified or registered mail, at least thirty days before the designated meeting date for  
4 the committee's consideration of the matter.  
5
- 6 15.3.3.2.1. The time and place of the meeting shall be indicated.  
7
- 8 15.3.3.2.2. The member shall be informed that he/she may appear in person at the meeting of the  
9 ad hoc committee and with counsel, if he/she so elects, so as to state his/her response  
10 to the charges.  
11
- 12 15.3.3.3. The board of governors shall consider the recommendation(s) of the ad hoc  
13 committee at its next regular meeting or upon extraordinary session, but no earlier  
14 than thirty days from the time of the member's notification of the ad hoc committee  
15 recommendation.  
16
- 17 15.3.3.3.1. A statement of the recommendation(s) of the ad hoc committee shall be sent by the  
18 secretary to the last recorded address of the member in question, by certified or  
19 registered mail, at least thirty days before the date of the meeting when the board of  
20 governors shall consider the matter.  
21
- 22 15.3.3.3.1.1. The time and place of the meeting shall be indicated.  
23
- 24 15.3.3.3.1.2. The member shall be informed that he/she may appear at the meeting of the board of  
25 governors in person and with counsel, if he/she so elects, so as to state his/her  
26 response to the recommendation of the ad hoc committee.  
27
- 28 15.3.3.4. The board of governors may temporarily suspend any member and defer  
29 consideration of disciplinary action during the pending of appeal from a judicial or  
30 other governmental decision which forms the basis for disciplinary action as stated in  
31 Article I, Section 15.3.2. or during anytime in which he/she is prevented from  
32 appearing at a hearing by reasons of health. Upon completion of the exception, the  
33 board of governors shall implement Article I, Section 15.3.3.  
34
- 35 15.3.3.5. Following consideration by the board of governors, the member shall be informed by  
36 the secretary of the result of the deliberations by certified or registered mail to the last  
37 recorded address of the member.  
38
- 39 15.3.3.6. The result of the deliberations of the board of governors shall be considered final  
40 unless the secretary receives in writing within thirty days from the time of issuance of  
41 the notification, as stated in Article I, Section 14.3.3.5. a request for appeal to the  
42 membership-at-large of the action of the board of governors.  
43
- 44 15.3.3.7. Upon request for appeal, the membership shall be presented at the next annual  
45 meeting the recommendations of the board of governors. The member may elect, if  
46 he/she so desires to personally present his/her argument for the appeal. The  
47 membership present shall confirm or refute the recommendation of the board of  
48 governors by simple written majority vote. This vote shall be considered binding and  
49 final.  
50
- 51 15.4. Upon loss of membership, the certificate of membership shall be returned to the  
52 secretary.

53 **Article II OFFICERS**

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**Section 1. The Officers**

- 1.1. The officers shall be a president, a president-elect, a secretary, a treasurer and the immediate past president.
- 1.2. The officers shall be elected by ballot distributed by the nominating committee to the membership. Voting shall take place as follows:
  - President-elect: annually
  - Secretary every three years
  - Treasurer every three years
  - Governor annually
- 1.3. The nominee for each office obtaining the majority vote by the deadline posted shall be elected.

**Section 2. Term of Office**

- 2.1. The terms of each above office shall be:
  - President 1 year
  - President-Elect 1 year
  - Secretary 3 years
  - Treasurer 3 years
  - Immediate Past President 1 year

**Article III BOARD OF GOVERNORS**

**Section 1. Membership of the Board of Governors**

- 1.1. The membership of the board of governors shall consist of the president, the president-elect, the secretary, the treasurer, the immediate past president and three elected governors.
- 1.2. A new governor shall be elected annually to serve a three-year term.
- 1.3. Election shall be conducted in the same manner as for the officers. See Article II, Sections 1.2. and 1.3.

**Section 2. Chair of the Board of Governors**

- 2.1. The president shall be the chair of the board of governors.

**Section 3. Functions of the Board of Governors**

- 3.1. It shall generally oversee the activities of the Association and make certain that the spirit and the letter of the articles of incorporation and the bylaws are carried out.
- 3.2. It shall approve the meeting place of the annual meeting business meeting at least one year in advance.
- 3.3. It shall review and act upon the recommendations of the membership and credentials committee.
- 3.4. It shall meet as the board deems appropriate to ensure proper operation of the Association.
- 3.5. A quorum for official business at a board of governors meeting shall be four.



1 3.6. Vacancies on the board of governors, other than the presidency, shall be filled by  
2 appointment by the president until the subsequent annual meeting business meeting,  
3 when a special election will be held.  
4

5 **Article IV DUTIES OF OFFICERS**

6  
7 **Section 1. The President**

8 1.1. Shall preside at the annual meeting and at all meetings of the board of governors.  
9

10 1.2. Shall enforce all rules and regulations of the Association.  
11

12 1.3. Shall sign all official documents.  
13

14 1.4. Shall make appropriate committee appointments after consultation with the  
15 committee chair.  
16

17 1.5. Shall be an ex-officio member of all committees except the nominating committee.  
18

19 **Section 2. The President-Elect**

20 2.1. Shall preside at the annual meeting in the absence of the president.  
21

22 2.2. Shall preside at other meetings in the president's absence.  
23

24 2.3. In the event of the disability or death of the president, shall assume the president's  
25 responsibilities.  
26

27 2.4. Shall become president the next year.  
28

29 **Section 3. The Secretary shall oversee the following:**

30 3.1. Recording the proceedings at all meetings.  
31

32 3.2. Notification of the membership of all meetings, development and distribution of the  
33 agenda of the annual meeting business meeting.  
34

35 3.3. Maintenance of a registry of membership.  
36

37 3.4. Correspondence and filing of such.  
38

39 3.5. Submission of a report of the minutes of the previous annual business meeting.  
40

41 3.6. Upon the disability of the president and then the president-elect, the secretary shall  
42 assume the office of the president automatically until the next annual meeting when a  
43 special election will be held for president who will immediately assume the office to  
44 serve until the next annual meeting.  
45

46 **Section 4. The Treasurer shall oversee the following:**

47 4.1. Billing and collection from members all dues and fees pertaining to the Association.  
48

49 4.2. Disbursements for authorized official expenses.  
50

51 4.3. Maintenance of the financial ledger.  
52

- 1 4.4. Maintenance of records, which shall be available for an annual audit by an  
2 appropriate auditing committee of members appointed by the president or by an  
3 outside accounting firm. An outside audit will routinely be done the year following  
4 election of a new Treasurer.  
5  
6 4.5. Presentation of a report to the membership at the annual business meeting.  
7  
8 4.6. Maintenance at the expense of the Association a surety bond for the treasurer and any  
9 persons handling Association funds.  
10  
11 4.7. The treasurer shall be elected for a 3-year term.

12  
13 **Article V MEETINGS**

14  
15 **Section 1. Annual Meeting**

- 16 1.1. There shall be an annual meeting, the time and place of which shall be established by  
17 the board of governors at least a year in advance.  
18  
19 1.2. There shall be a scientific meeting incorporated into the annual meeting.  
20  
21 1.3. There shall be a business meeting incorporated into the annual meeting, which will  
22 be open only to members in good standing and at which official business shall be  
23 transacted.  
24  
25 1.4. All meetings shall be guided by the current edition of Robert's Rules of Order.

26  
27 **Section 2. Guests and the Annual Meeting**

- 28 2.1. The scientific sessions of the annual meeting shall be open to all interested physicians  
29 who register for the meeting.  
30  
31 2.2. Interested paramedical professionals may register for and attend the annual meeting.  
32  
33 2.3. A registration fee may be required of non-members and guests at the discretion of the  
34 program committee.  
35

36 **Section 3. Quorum**

- 37 3.1. The members present shall constitute a quorum for business at the annual meeting  
38 business meeting and other official committee meetings unless the number is  
39 otherwise specifically stated.  
40

41 **Article VI BYLAWS**

42  
43 **Section 1. Time of Effect**

- 44 1.1. The bylaws shall take effect immediately from the time of adoption.  
45

46 **Section 2. Amendments of the Bylaws**

- 47 2.1. The bylaws may be changed or amended by submitting a written resolution to the  
48 board of governors who, in turn, will present the change or amendment to the  
49 Membership at least one month prior to the next annual meeting.  
50  
51 2.2. A two-thirds vote of the membership voting at the annual meeting will be necessary  
52 for adoption of a change or amendment of the bylaws of the Association.  
53

1 **Article VII PERMANENT COMMITTEES**

2

3 **Section 1. Permanent Committees**

4 1.1. The board of governors shall establish permanent committees to conduct the business  
5 and educational affairs of the Association. These permanent committees shall be  
6 defined and their duties described in the Association’s policies and procedures and  
7 these documents shall be reviewed and updated at least every 5 years and submitted  
8 to the Bylaws Committee who will ensure that review is being performed according  
9 to APSA protocol. Creation, dissolution and modification to the number and duties of  
10 the permanent committees shall be by majority vote of the board of governors. Any  
11 changes in committees shall be submitted to and ratified by the members of the  
12 American Pediatric Surgical Association at the yearly meeting. Reports from all  
13 permanent committees should be presented to the board on an annual basis either in  
14 writing or in person.  
15

16 **Article VIII AD HOC COMMITTEES**

17

18 **Section 1. Membership**

19 1.1. From time to time, the president may establish an ad hoc committee and appoint its  
20 membership. Reports from all ad hoc committees should be presented to the board on  
21 an annual basis either in writing or in person.  
22

23 **Article IX REPRESENTATION TO OTHER SOCIETIES**

24

25 The president may appoint liaison representatives to other organizations, societies or  
26 associations as seems appropriate.  
27

28 **Article X OFFICIAL SEAL**

29

30 A seal shall be designated and affixed to all official stationery and documents.  
31

32 **Article XI INDEMNIFICATION AND INSURANCE**

33

34 **Section 1. Indemnification**

35 1.1. As provided herein, the Association may, but shall not be required or obligated to,  
36 indemnify any governor or officer or any former governor or officer of the  
37 Association (and his or her heirs, executors or other personal representatives) against  
38 expenses, including attorney’s fees, judgments, fines and amounts paid in settlement  
39 which are actually and reasonably incurred by such person by reason of the fact that  
40 such person is or was a governor or officer in connection with any threatened,  
41 pending or completed action, suit or proceedings, whether civil, criminal,  
42 administrative or investigative, to the extent and according to the procedures and  
43 requirements set forth in the Ohio Non-Profit Corporation law. The decision of  
44 whether to indemnify is reserved to the board of governors to be decided by the  
45 majority vote of governors who are not involved in or parties to the same or  
46 substantially the same claim, action, suit or proceeding.  
47

48 Where a quorum cannot be obtained or the board of governors cannot reach a  
49 decision, an independent legal counsel shall be appointed pursuant to Ohio Non-  
50 Profit Corporation law to make such decision. The indemnification provided for  
51 herein shall not be deemed to restrict the right of the Association to indemnify  
52 employees, agents and others as permitted by law.  
53

1 **Section 2.**

**Insurance**

2 2.1.

3 The board of governors may, at its option, purchase and maintain such insurance on  
4 behalf of the Association and its governors, officers, employees, agents and others as  
5 the board of governors deem appropriate and necessary.  
6  
7