Bylaws

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ARTICLE I. Name


ARTICLE II. Objectives

The objectives of the Society shall be:

a. To be a strong advocate for its members in all areas of vascular surgery and endovascular surgery.
b. To improve the prevention, diagnosis and management of patients with vascular disease.
c. To clearly define the role of surgery, endovascular surgery, medical management and investigation in the treatment and prevention of these diseases.
d. To promote clinical and basic research in vascular disease.
e. To promote the responsible development and implementation of new technology for diagnosing and treating vascular disease, by promoting research and education and by interfacing with industry and regulatory agencies.
f. To provide continuing education for vascular surgeons in new science, surgical techniques and practice, through an annual scientific meeting and other educational media.
g. To promote, encourage and improve the dissemination of knowledge concerning all aspects of vascular disease to students, interns, residents, fellows, other physicians and other health care workers.
h. To disseminate information to patients and the public on all aspects of vascular disease and health.
i. To develop post graduate training pathways in vascular surgery.
j. To standardize the nomenclature and reporting of vascular conditions, and to develop appropriate position statements and practice guidelines.
k. To address social, economic, ethical and legal issues that relate to vascular surgery.
l. To further the development of vascular surgery as an independent specialty.
m. Enhance the ability to provide care and serve disparate communities through a commitment to diversity and inclusion.
n. Promote diversity and inclusion in vascular surgery education, training, and research.

ARTICLE III. Membership

Section 1. Categories.
Membership in the Society shall consist of individuals who show an active interest in the field of vascular disease. There shall be seven (7) categories of membership: Candidate, Active, Senior, Associate, Affiliate, Honorary, and International. There shall be no numerical limit on any type of membership, nor shall there be discrimination based on race, gender, ethnicity, color, creed, or disability.

Section 2. Candidate Membership.
Eligibility
Candidate membership may be granted to physicians who are currently accepted to or enrolled in accredited vascular surgery residency training programs in the United States or Canada. The term of vascular surgery trainee Candidate Members shall be limited to a maximum of three years after completion of their vascular residency program or subsequent continuous academic or clinical training, after which they are encouraged to apply for Active Membership.

Candidate membership may also be granted to medical students and general surgery residents who have an interest in pursuing vascular surgery.

The term of medical student and general surgery resident Candidate Members shall be limited to the duration of their respective training until graduation from medical school and/or completion of a surgical residency program, after which they may be eligible to continue as a Candidate Member if they are accepted to or enrolled in an accredited vascular surgery training program in the United States or Canada.

Admission to Membership
Admission to Candidate Membership shall be through administrative action by the Secretary of the Society after determining that an applicant has satisfied the applicable requirements.

Privileges of Candidate Membership
Candidate Members shall have such rights and obligations as may be approved by the Executive Board of the Society, including serving on committees and voting on assigned committees, but shall not be permitted to vote on other Society business, hold elected office or serve as chair of councils or committees.

Section 3. Active Membership.
Eligibility
Active Membership may be granted to vascular surgeons residing in the United States or Canada whose practice is aligned with the Society’s Code of Ethics (http://vascular.org/about-svs/policies/code-ethics) as defined or clarified by the Executive Board from time to time. Active members must have also demonstrated knowledge and skill in the diagnosis and management of vascular disorders by attainment of one of the following criteria:
1. Certification in Vascular Surgery from the United States or Canada and fully licensed to practice medicine.
2. Surgeons whose clinical practice is dedicated primarily to vascular surgery, as demonstrated by case logs, contributions to vascular education and/or research, or participation in regional or local vascular societies.

Approval of Membership
All applications will be reviewed by the Membership Committee. If the application is approved by the Membership Committee, the name of the applicant for active membership shall be presented to the Executive Board for final action. If the application is not approved by the Membership Committee or the Executive Board the applicant will be notified as to the specific reason and provided an opportunity for remedy and/or appeal to the Executive Board.

Privileges of Active Membership
Active Members shall have such rights and obligations as may be approved by the Executive Board of the Society, including voting at the annual business meeting, serving on committees or councils, serving as chairs of committees or councils, or holding elected office.
Section 4. Senior Membership
An Active Member shall automatically become a Senior Member upon notifying SVS of full retirement, or other just cause approved by the Executive Board.

Privileges of Senior Membership
Senior Members shall have such rights and obligations as may be approved by the Executive Board of the Society, including voting at the annual business meeting, serving on committees or councils, serving as chairs of committees or councils or holding the elected office of vice president, president-elect or president.

Section 5. Associates
Eligibility
The Associates category is available to non-surgeon physicians, scientists at the doctoral level conducting vascular research and doctors of podiatric medicine who have a demonstrated active interest in the field of vascular disease. This active interest may be demonstrated by certification by an ABMS-approved certifying board, letters of support from SVS members, clinical contributions to vascular practice, contributions to vascular education or research, or participation in national societies in the applicant’s chosen specialty.

Approval of Membership
All applications will be reviewed by the Membership Committee. If the application is approved by the Membership Committee, the name of the applicant for associate membership shall be presented to the Executive Board for final action. If the application is not approved by the Membership Committee or the Executive Board the applicant will be notified as to the specific reason and provided an opportunity for remedy and/or appeal to the Executive Board.

Privileges of Associate Membership
Associates shall have such rights and obligations as may be approved by the Executive Board of the Society, including serving on committees and voting on those specific committees, but shall not be permitted to vote on other Society business, hold elected office or serve as chairs of councils or committees.

Section 6. Affiliates
Eligibility
Affiliate membership is available to non-physicians who have demonstrated active interest in the field of vascular disease including, but not limited to, vascular nurses, vascular technologists, physician assistants, and scientists at the doctoral level conducting vascular research.

Approval of Membership
All applications will be reviewed by the Membership Committee. If the application is approved by the Membership Committee, the name of the applicant for affiliate membership shall be presented to the Executive Board for final action. If the application is not approved by the Membership Committee or the Executive Board the applicant will be notified as to the specific reason and provided an opportunity for remedy and/or appeal to the Executive Board.

Privileges of Affiliate Membership
Affiliates shall have such rights and obligations as may be approved by the Executive Board of the Society, including serving on committees and voting on those specific committees, but shall not be permitted to vote on other Society business, hold elected office or serve as chairs of councils or committees.

Section 7. Honorary Membership
Election to Membership
Honorary Members shall be proposed by the Fellows Committee and shall be elected by a majority of the Executive Board. Honorary members will be presented at the annual meeting following election by the Executive Board.

Privileges of Honorary Membership
Honorary Members shall have all privileges of Active Members except that they cannot vote on Society business, hold elected office or serve as members of the Councils or the Executive Board. Honorary Members automatically receive the designation of Distinguished Fellow.

Section 8. International Membership
Eligibility
International membership may be granted to surgeons otherwise qualified for Active Membership and who do not reside in the United States or Canada.

Approval of Membership
All applications will be reviewed by the Membership Committee. If the application is approved by the Membership Committee, the name of the applicant for international membership shall be presented to the Executive Board for final action. If the application is not approved by the Membership Committee or the Executive Board the applicant will be notified as to the specific reason and provided an opportunity for remedy and/or appeal to the Executive Board.

Privileges of International Membership
International Members shall have such rights and obligations as may be approved by the Executive Board of the Society, including serving on committees and voting on those specific committees, but shall not be permitted to vote on other Society business, hold elected office or serve as chairs of councils or committees.

Section 9. Good Standing
To remain in good standing, all members must be current on their dues payment and must abide by the rules and regulations set forth in these Bylaws and in the Society's Code of Ethics.

Section 10. Dues
All Members of the Society shall pay dues and assessments may be determined by the Executive Board.

ARTICLE IV. Distinguished Fellows

Section 1. Eligibility.
The title of “Distinguished Fellow of The Society for Vascular Surgery” may be granted to members who have distinguished themselves by sustained contributions to vascular surgery through research, teaching, clinical and/or creative accomplishments. Active, Senior or International Members of the Society may apply for this designation. Honorary Members automatically receive the designation of Distinguished Fellow.

Section 2. Application and Election.
The Fellows Committee of the Society is responsible for evaluating applicants for this designation.

Applicants approved by the Fellows Committee shall be presented for election by the Society Fellows through an electronic vote after Committee review.

Section 3. Certificate.
Fellows shall receive a certificate recognizing them as a "Distinguished Fellow of The Society for Vascular Surgery".

ARTICLE V. Executive Board
The Executive Board shall be the governing body of the Society and shall have full authority to manage and act on all affairs of the Society, except as follows, where approval of the Society membership at the Annual Business Meeting is required:

a. Amending the Articles of Incorporation or Bylaws.
b. Election of officers.

The Executive Board shall exercise full authority in the management of the property and activities of the Society except as otherwise provided by law or these Bylaws. All actions of the Executive Board will be reported to the Board of Directors for information and comment at each scheduled Board of Directors meeting.

The Executive Board will develop and approve the annual budget of the Society and will implement the budget with majority consent of the Board of Directors.

The Executive Board shall be responsible for nominating representatives to other organizations, in accordance with the rules of those organizations. The Board of Directors will be made aware of these representatives.
The Executive Board may establish an Executive Committee or other Subcommittees to carry out the work of the Executive Board as necessary. Establishment of an Executive Committee or other Subcommittee, and the delegation of authority thereto does not relieve the Executive Board, or any member thereof, of any responsibility imposed on the Executive Board by law or by these Bylaws.

Membership
The Executive Board shall consist of the following nine (9) voting members: President, Immediate Past-President, President-Elect, Vice President, Secretary, Treasurer, Chair of the Community Practice Committee, Chair of the Vascular Annual Meeting Program Committee and a Representative of the Board of Directors. The Executive Director of the Society shall be a non-voting member.

Section 1. Representative of the Board of Directors to the Executive Board
The Representative of the Board of Directors to the Executive Board must have served on the Board for at least one year and should not be rotating off the Board as an official society representative during the upcoming year. The term of the Representative of the Board shall be for one (1) year and renewable up to two (2) years.

Quorum and Voting
A simple majority of the Executive Board shall constitute a quorum, and a majority of Executive Board members present and voting at a meeting at which a quorum is present shall be necessary and sufficient for action of the Executive Board. Members may participate in and act at any meeting of the Executive Board through the use of a conference telephone or other communications equipment by means of which all individuals participating in the meeting can communicate with each other. Such participation in a meeting shall constitute attendance and presence in person at the meeting by the individuals so participating. In the event of a tie vote, the action must come to the full Executive Board for final action.

Any action of the Executive Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be agreed to by all of the Executive Board members entitled to vote on the matter. Any action so taken shall be effective when all of the Executive Board members in question have executed the consent, unless the consent specifies a different effective date.

ARTICLE VI. Officers

The officers of the Society shall consist of the President, President-Elect, Immediate Past President, Vice President, Secretary and Treasurer

Section 1. Eligibility for Office
Members eligible for the offices of President, President-Elect and Vice President must be Active or Senior Members of the Society in good standing. Members eligible for the offices of Secretary and Treasurer must be Active Members.

Section 2. Term
The term of office of the President, President-Elect, and Vice President shall be one (1) year non-renewable. At the conclusion of the Annual Business Meeting, the President-Elect shall accede to the position of the President, the Vice President shall accede to the positions of the President-Elect, and the President shall accede to the position of Immediate Past President, excluding exceptional circumstances such as death, disability, loss of membership, or other reason that would prevent the individual from responsibly assuming the office. The Secretary and Treasurer shall be elected annually for a maximum of three (3) consecutive annual terms.

Section 3. Nominations
In preparing the slate of nominees for each available position, the Nominating Committee shall consider its own nominations in addition to nominations from the Society membership. A member nominated to any office must be a member in good standing of the Society for ten years or more and have served on a committee, council, or the Executive Board, or Board of Directors of the Society.

No later than February 1, the Nominating Committee shall send to all members of the Society a request for
nominations to the available and/or vacant positions of the offices of the Vice President, Secretary and Treasurer. The nominees shall provide the Nominating Committee with a brief letter outlining their qualifications and reasons for seeking a particular position and other information as may be requested.

All nominations to available positions of officers submitted by March 31 and those proposed by the Nominating Committee shall be considered by the Nominating Committee. The Committee shall also consider Society members currently serving in officer positions if their maximum term of office is not completed, or if completed, to other officer positions; this applies only to those members serving in the positions of Secretary and Treasurer since the President-Elect accedes automatically to the President position and the Vice-President accedes automatically to the President-Elect position.

Once all nominees for each position have been considered by the Nominating Committee, the Nominating Committee shall recommend a nominee or a slate of nominees for each position to be considered by the membership at the annual meeting. If more than one nominee is submitted to the membership for election to an office either by the Nominating Committee or by nomination from the floor, the elected nominee must obtain 50% plus one (1) vote of Society members present and voting at the annual meeting to be elected to the office. If this does not occur, a run-off election shall be held, between the two nominees with the highest number of votes.

Officers shall hold office until the termination of the next Annual Business Meeting when their successors are elected. Vacancies in any of the offices shall be filled for the unexpired term by appointment by a majority vote of the Executive Board.

Section 4. President
The President of the Society shall act as the principal officer of the Society and shall work closely with the Executive Director. Responsibilities shall include presiding over meetings of the Society, the Executive Board, and any meetings of subcommittees established by the Executive Board such as the Executive Committee; representing the Society in external matters; and performing all other duties normally appertaining to this office.

Section 5. President-Elect
The President-Elect shall be responsible for strategic planning and new initiatives. The President-Elect shall chair the Strategic Advisory Board and the Appointments Committee. In the absence or incapacity of the President, the President-Elect shall perform all duties customarily pertaining to the office of President.

Section 6. Vice-President
The Vice President shall be responsible for coordinating the activities of the Research, Education, Policy and Advocacy, Quality and Clinical Practice Councils and various committees, as appropriate.

Section 7. Secretary
The Secretary shall be responsible for keeping an accurate record of all business and activities of the Society and for overseeing Society communications to members. Other responsibilities shall include: maintaining an accurate list of members and of their records; notification of officers and members of their election; providing forms and receiving applications for membership and forwarding complete applications to the Membership Committee; and providing notice of meetings to members in accordance with these Bylaws. The Secretary shall also serve on or as a liaison to other committees as determined by these Bylaws, or the Executive Board.

Section 8. Treasurer
The Treasurer shall be responsible for supervising the management of the funds of the Society and of any and all securities that are the property of the Society and shall keep an accurate record of each. He/she shall work with the Executive Director to maintain appropriate accounts in the name of the Society and shall present an annual report for audit. The Treasurer shall also serve on or as a liaison to other committees as determined by these Bylaws, or the Executive Board.

ARTICLE VII. Board of Directors

Section 1. Membership
The Board of Directors of the Society shall consist of the following members:

a. Officers (6): President, Immediate Past-President, President-Elect, Vice President, Secretary and Treasurer
b. Chairs of the SVS Councils (5): Research, Education, Policy and Advocacy, Quality and Clinical Practice Councils.
c. Chair of the Vascular Annual Meeting Program Committee.
d. Chair of the SVS Patient Safety Organization Governing Council.
e. Chair of the SVS Community Practice Committee
g. Executive Director of the Society (non-voting).

Society representatives from constituent vascular societies shall be recommended by the governing body of the sponsoring society on an annual basis for not more than three (3) consecutive annual terms and elected by a majority vote of those members present and voting at the Annual Business Meeting. Each of the constituent societies shall provide the names of three (3) recommended representatives to the Society at least sixty (60) days prior to the Annual Business Meeting of the Society’s membership. The SVS Executive Board will then select a nominee for appointment and presentation at the Annual Business Meeting. To be eligible as a member of the Board of Directors a representative must be an Active Member of the SVS.

No single individual shall serve on the Board of Directors in more than one position. In such situations, the individual shall be asked to choose which position he or she would like to hold and resign from other positions.

The President-Elect of the Society shall serve as Chair of the Board of Directors.

Section 2. Board of Directors Responsibilities. The Board of Directors shall be the Strategic Body of the Society and perform the following functions:
- Actively participate in developing the Strategic Plan of the SVS
- Enact implementation of the annual Society budget by majority consent
- Provide insight and commentary on decisions of the Executive Board, and forward strategic recommendations on critical trends and issues facing the specialty
- Foster and strengthen inter-, and intra-society relations
- Address other matters deemed of high importance or urgency by the SVS Executive Board,

Section 3. Notice of Meetings.
The Board of Directors will meet at the Vascular Annual Meeting and may hold a second meeting if needed to fulfill its Responsibilities. If a second meeting is determined to be needed, it may be held as a stand-alone meeting, or in conjunction with other society meetings.

Written notice of any meeting of the Board of Directors shall state the place, date, and hour of the meeting and the purposes for which the meeting is called. Notice shall be given to each member of the Board of Directors at least fourteen (14) days before the date of the meeting, either delivered personally or by electronic mail, surface mail, or nationally recognized commercial courier. The postal address or electronic address of each director shall be that shown in the records of the corporation. Such notice shall be deemed to have been delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid or accepted by a nationally recognized commercial courier or transmitted electronically. Any member may waive notice of any meeting.

Section 4. Quorum.
Fifty (50) percent of the Board Members shall constitute a quorum for passing recommendations to the Executive Board. Proxies are not permitted. Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment by means of which all individuals participating
in the meeting can communicate with each other. Such participants in a meeting shall constitute attendance and presence in person at the meeting by the individuals so participating.

Section 5. Action at a Meeting.
The act of a majority of the members of the Board of Directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by an applicable statute, the Articles of Incorporation, or these Bylaws. The Chair of the Board of Directors shall refrain from voting, except to break a tie vote.

Section 6. Action Without a Meeting.
Any action of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote on the matter. Any action so taken shall be effective only when all of the directors in question have executed the consent, unless the consent specifies a different effective date.

ARTICLE VIII. Councils

Councils of the Society shall ensure that strategic initiatives within the scope of responsibility and charges established annually for each Council by the Executive Board are implemented and achieved, coordinate the activities of relevant committees, and report their activities, including proposed new initiatives, to the Executive Board. As determined by the Executive Board, appropriate committees shall report to these Councils. Certain Society representatives may also report to these Councils as determined by the Executive Board. Members of committees reporting to a Council may be appointed as ex-officio members of that supervising Council.

Section 1. Research Council
The Research Council shall consist of the chairs of the committees reporting to the Council. Election of members and Chair of the Research Council shall be by the Appointments Committee, with approval by the Executive Board. The Appointments Committee may recommend additional appointments based on strategic need and initiatives. The Chair of the Research Council shall be a voting member of the Strategic Board of Directors of the Society and shall be an Active Member of the Society.

Responsibilities
The Research Council oversees the Society’s basic and clinical research activities. The Research Council is the liaison with NHLBI, FDA, CMS, AHRQ, PCORI and other government agencies involved in vascular research. The Council is also liaison with industry regarding research initiatives of the Society.

Section 2. Education Council
The Education Council shall consist of the chairs of the committees reporting to the Council. Election of members and Chair of the Education Council shall be by the Appointments Committee, with approval by the Executive Board. The Appointments Committee may recommend additional appointments based on strategic need and initiatives. The Chair of the Education Council shall be a voting member of the Board of Directors of the Society and shall be an Active Member of the Society.

Responsibilities
The Education Council oversees the Society’s programs for continuing education for practicing vascular surgeons and identifies new educational initiatives. The Council annually reviews the Society’s educational activities for compliance with requirements of the Accreditation Council for Continuing Education.

Section 3. Clinical Practice Council
The Clinical Practice Council shall consist of the chairs of the committees reporting to the Council. Election of members and Chair of the Clinical Practice Council shall be by the Appointments Committee, with approval by the Executive Board. The Appointments Committee may recommend additional appointments based on the strategic need and initiatives. The Chair of the Clinical Practice Council shall be a voting member of the Board of Directors of the Society and shall be an Active Member of the Society.

Responsibilities
The Clinical Practice Council oversees the Society’s programs addressing the needs of practicing surgeons. The Council monitors the practice environment, identifies issues that need Society attention and recommends strategic initiatives.

Section 4. Policy and Advocacy Council
The Policy and Advocacy Council shall consist of the chairs of the committees reporting to the Council. Election of members and Chair of the Policy and Advocacy Council shall be by the Appointments Committee, with approval by the Executive Board. The Appointments Committee may recommend additional appointments based on the strategic need and initiatives. The Chair of the Policy and Advocacy shall be a voting member of the Board of Directors of the Society and shall be an Active Member of the Society.

Responsibilities
The Policy and Advocacy Council oversees and coordinates the Society’s health policy, coding and government relations activities. The Council monitors the environment, identifies issues that need Society attention and recommends strategic initiatives.

Section 5. Quality Council
The Quality Council shall consist of the chairs of the committees reporting to the Council. Election of members and Chair of the Quality Council shall be by the Appointments Committee, with approval by the Executive Board. The Appointments Committee may recommend additional appointments based on the strategic need and initiatives. The Chair of the Quality Council shall be a voting member of the Board of Directors of the Society and shall be an Active Member of the Society.

ARTICLE IX. Committees

Section 1. Nominating Committee
The Nominating Committee shall recommend nominees for Society officers.

The Nominating Committee shall consist of seven (7) members who shall serve for one year. The members will include the following:

1. The three (3) most recent surviving and available Past-Presidents, the most senior of whom shall serve as Chair of the committee.

2. One (1) member elected annually from and by the eleven (11) representatives of the regional and national vascular societies serving on the Board of Directors. For the purpose of this election, fifty (50) percent of these representatives constitute a quorum. A simple majority of votes shall be necessary to elect the representative to the Nominating Committee. The name of the elected representative of the regional and national vascular societies serving on the Board of Directors to the Nominating Committee shall be transmitted to the Secretary no later than January 31.

3. One (1) member at large elected from the Society membership and who is not serving currently on the Executive Board.

This member shall be elected as follows. The Secretary shall send out a call for nominations to the SVS membership during the preceding year election cycle. Those members in good standing for ten (10) years or more and interested in serving on the Nominating Committee shall submit their names to the Secretary no later than September 30. The Secretary shall send the list of nominees to the membership for their vote no later than October 31. All votes received by November 30 shall be considered valid. The nominee who obtains the highest number of votes shall serve on the Nominating Committee. If two or more nominees receive the same highest number of votes, the Nominating Committee shall choose one of those top vote getters to serve on the Nominating Committee. The name of the elected at large member to the Nominating Committee shall be transmitted to the Secretary no later than January 31.

4. One (1) Vice-Chair of the Community Practice Committee.

5. One (1) Chair of the Leadership and Diversity Committee
Section 2. Appointments Committee
The Appointments Committee shall be constituted of the president, president-elect, and vice president and shall be chaired by the president-elect.

The Appointments Committee shall solicit volunteers from among the Society’s members for vacancies on committees and councils. The Committee shall review and evaluate candidates and shall make appointments to the Education, Research, Policy and Advocacy, Quality and Clinical Practice Council and to all committees. Appointments to the Councils are subject to approval by the Executive Board and election by the membership at the Annual Business Meeting.

Section 3. Membership Committee
The Membership Committee shall consist of four (4) Active members, with one member appointed annually for a four-year term. The Secretary of the Society shall serve as an ex-officio member on this Committee. Members shall be appointed by the Appointments Committee and approved by the Executive Board.

The Membership Committee shall review and evaluate all applications for membership in the Society, including active, international, associate, affiliate and senior members; and report its recommendations for membership to the Executive Board for approval

Section 4. Fellows Committee
The Fellows Committee shall consist of four Distinguished Fellows of the Society, each serving a four-year term. The Vice President shall be an ex-officio member of the Committee. One new Committee member shall be appointed each year by the Appointments Committee. The longest serving member of the Fellows Committee shall serve as Chair. The Fellows Committee has the responsibility to maintain eligibility criteria for the Distinguished Fellow designation, review applications for Distinguished Fellow, and recommend candidates for approval by the Distinguished Fellows of the Society. The Fellows Committee shall also select honorary members, recipients of the Lifetime Achievement Award and recipients of the Medal for Innovation in Vascular Surgery.

Section 5. Conflict of Interest and Professional Conduct Committee
The Conflict of Interest and Professional Conduct Committee shall consist of a minimum of five (5) active members approved by the Executive Board. Members shall be appointed by the Appointments Committee and approved by the Executive Board.

The Committee shall oversee compliance with the SVS COI Policy and Guidelines for Industry Support and be responsible for impartially investigating charges of unprofessional conduct brought by members against other members, and recommending disciplinary actions, when appropriate, to the Executive Board.

Section 6. Other Committees
The Executive Board may establish other committees, as it deems advisable. Each such committee shall consist of such persons and shall have such duties and powers as may be designated by the Executive Board upon establishment of the committee or from time to time thereafter. Unless otherwise provided by the Executive Board, the Appointments Committee shall appoint the members of each of these committees.

ARTICLE X. Meetings

Section 1. Annual Scientific Meeting
The Society shall hold an annual scientific meeting, or more often if so voted by the Executive Board. The Executive Board shall determine the location and dates of the meeting.

Section 2. Annual Business Meeting
All categories of members may attend the annual business meeting; Active and Senior members may vote. The time, place, duration, and procedure of the Annual Business Meeting shall be determined by the Executive Board. At least fifty (50) Active or Senior members in good standing present in person shall constitute a quorum at a business meeting of the Society. Special meetings of the Society may be called at any time by the Executive Board and must be called when requested in writing by fifty (50) Active or Senior members of the Society in good standing. Notice of any annual
or special business meeting of the Society shall be given to each member of the Society not less than thirty (30), nor more than sixty (60) days prior to the meeting by written or printed notice delivered personally or by postal mail or electronic mail, by or at the direction of the Executive Board. Such notice shall state the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes thereof. Any member may waive notice of any meeting. A simple majority of votes cast by active and senior members present and voting at a duly called business meeting at which a quorum is present shall be necessary and sufficient for the adoption of any matter voted upon by the members, unless a greater proportion is required by an applicable statute, the Articles of Incorporation, or these Bylaws. Members may not cast their votes by proxy.

Section 3. Executive Board Meetings.
The Executive Board shall meet before the Annual Business Meeting of the Society at a time and place designated by the President and on at least one other occasion during the year.

ARTICLE XI. Fees and Dues

Section 1. Fiscal Year
The fiscal year of the Society shall be determined by the Executive Board.

Section 2. Determination of Dues
Annual dues for Active, Senior, Associate, Affiliate, Honorary, International and Candidate Members shall be determined by the Executive Board. Bills for annual dues shall be rendered by the Treasurer at annual dates set by the Executive Board.

Section 3. Delinquent Dues
Any member of the Society that does not pay his/her dues by the established due date shall be deemed delinquent. The Executive Board shall establish policies governing delinquent dues, termination and reinstatement of membership.

Once membership lapses, the designation of FSVS or DFSVS may no longer be used in any context by Active members or Distinguished Fellows. The designations are exclusive trademarks of the SVS.

ARTICLE XII. Resignations and Discipline

Section 1. Resignations
Any member may resign by written notification to the Secretary.

Section 2. Discipline
The administration of matters of discipline shall be the duty of the Executive Board. Charges of unprofessional conduct against any member may be presented in writing to the Executive Board. The Executive Board shall refer the charges to the Ethics and Professional Conduct Committee of the Society to consider the charges and recommend disciplinary actions, when appropriate, to the Executive Board and shall act upon them no later than the next scheduled meeting. Notice that the Executive Board shall be acting upon a charge of unprofessional conduct against the member shall be provided to the member at least thirty (30) days prior to the date of such meeting, at which meeting the accused member shall have the right to appear, in person or by telephone, and to hear and answer the charges brought against him/her. If the charges of unprofessional conduct are supported by a majority vote of the members of the Executive Board who are present and voting, the Executive Board may censure, suspend for a definite time or withdraw membership in the Society by written notice.

Any member who may feel aggrieved by the action of the Executive Board shall have the right to appeal to the SVS Executive Board by submitting a written statement of position to the SVS within 30 days of the date of the notice sent by the Board. The Executive Board will appoint a special appeals committee to consider the facts and the decision of the Board and determine whether to uphold, overturn or amend the decision of the Board. The SVS Executive Director will notify the member of the appeals committee’s decision.

ARTICLE XIII. Rules of Order
Any question of order not addressed by these Bylaws shall be determined by parliamentary usage as contained in the most recent edition of Robert's Rules of Order.

ARTICLE XIV. Indemnification of Directors and Officers

Section 1. Indemnification.
To the full extent permitted by, and in accordance with the procedure prescribed in the General Not for Profit Corporation Act of Illinois, the Society shall indemnify any and all of the members of the Executive Board (which members shall hereinafter in this Article be referred to as “directors”) and any and all of the officers, employees, agents and representatives of the Society for certain expenses and other amounts paid in connection with legal proceedings in which any such persons become involved by reason of their serving in any such capacity for the Society.

Section 2. Liability Insurance
Upon specific authorization by the Executive Board, the Society may purchase and maintain insurance on behalf of any or all directors, officers, employees, agents, or representatives of the Society against any liability asserted against any such person and incurred in any such capacity, or arising out of the status of serving in any such capacity, whether or not the Society would have the power to indemnify them against such liability under the provisions of Section 1 of this Article.

ARTICLE XV. Amending the Bylaws

Section 1. Proposed Changes.
A proposal to amend the Articles of Incorporation or these Bylaws must be made in writing, signed by at least twenty-five (25) Active Members and presented to the Secretary at least three (3) months before the Annual Business Meeting of the Society's membership. The Executive Board by majority vote, may propose Bylaws amendments. The Secretary shall disseminate the proposed amendments at least thirty (30) days before the Annual Business Meeting to all members, accompanied by specific notice that such amendments shall be voted upon at that session.

Section 2. Voting
Adoption of any proposed Bylaws amendment shall require a two-thirds (2/3) majority vote of the members present and voting at an Annual Business Meeting.

These Bylaws were approved as amended by the SVS membership June 2019.