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## About

**Groups audience:** New York Society for Vascular Surgery

## 2019 President

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# Bylaws of The New York Society for Vascular Surgery

## ARTICLE I

### NAME

The name of this organization shall be The New York Society for Vascular Surgery (the "Corporation").

## ARTICLE II

### LOCATION AND BOOKS

#### Section 1.

Location. The principal office of the Corporation will be located in the County of New York, State of New York, in accordance with a determination made by the Board of Directors.

#### Section 2.

Books. The books of the Corporation will be located at the principal office, and will include the Certificate of

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Incorporation of the Corporation, Bylaws of the Corporation, Minutes of the meetings of the Board of Directors and a list of the members of the Board of Directors with their home addresses.

### ARTICLE III

#### PURPOSES

Section 1.

General Purposes. The purposes for which the Corporation is formed are set forth in the Corporation's Certificate of Incorporation.

### ARTICLE IV

#### MEMBERS

1) Members.

a) In General. Membership in the Corporation shall be confined to those physicians who show an active interest in the surgical management of vascular disease. At the discretion of the nominating committee and the Members of the Corporation, other physicians with related interests may be considered because of unusual qualifications for membership.

b) Classes. The membership of the Corporation shall consist of four classes of membership: Active, Inactive, Senior and Candidate. There shall be no numerical limit on any of the types of members. Active and Senior members are referred to herein collectively as the "Members." At age 65, Active Members will automatically become Senior Members and will be exempt from the payment of dues. Senior Members may vote at meetings and are eligible to hold office. If a Senior Member is elected to office, he is placed back on the Active list. Senior Members are expected to participate in the meetings of the Corporation and take part in the scientific discussions. Members who transfer their location from the New York Metropolitan area may request Inactive membership. They are then exempt from due and have no voting privileges but are carried on the mailing list of the Corporation. Vascular surgery fellows may apply for membership in the Corporation in the Candidate group. Candidate members will not be eligible to hold office or vote at the annual Corporation meetings. Candidate membership shall be terminated at the completion of training. Candidates who complete their vascular training and remain in the New York metropolitan area may be elected as Active Members.

c) Nomination and Election. Nominations for membership shall be made by a sponsor who is a Member and must be seconded by one other Member. Both Members shall send letters concerning the candidate to the Secretary of the Corporation. A curriculum vitae shall be required from the candidate. This material must reflect the candidate's interest and active participation in vascular surgery. The membership committee shall submit a list of membership applicants to the Members at least two weeks prior to the annual meeting. Threefourths of the votes cast at that meeting is necessary for election to membership.

d) Termination. Absence from more than two annual meetings without an excuse acceptable to the Board of Directors is grounds for termination of membership. Failure to pay dues for two consecutive years without an acceptable reason automatically terminates membership in the Corporation.

e) Powers. The members of the Corporation shall take part in discussions of any subject that may properly come before it and shall have such other additional rights and privileges and be subject to such other duties and restrictions as set forth in the Not-For-Profit Corporation Law of the State of New York in the Bylaws.

2) Annual Meeting. The Members shall meet annually to elect Directors and Officers and conduct the business of the Corporation. The annual meeting of the Corporation shall be held at a date and time to be fixed by the Board of Directors. The annual meeting shall include a scientific session, an annual business meeting, and a dinner meeting for members and invited guests. The annual meeting, other than the business meeting part, shall be open to the professional public. If one-half of the membership is not represented, the absentee members may be polled by mail.

3) Special Meetings. Special Meetings of the members of the Corporation may be called at any time by the Secretary of the Corporation upon request of the President, or upon the request of the Members of the Corporation. Special meetings shall be open to the professional public.

4) Notices. Notices of all Annual Meetings of the members of the Corporation shall be sent to the members and shall be mailed by the Secretary of the Corporation no less than fourteen (14) nor more than fifty (50) days prior to the meeting. Notices of Special Meeting of the members of the Corporation shall be sent to the members and shall be

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mailed by the Secretary no less than fourteen (14) days nor more than fifty (50) days prior to the day of the meeting. The notices of a Special Meeting shall state in general terms the nature of the business to be considered.

5) Action. At all meetings of the members, resolutions shall be adopted and action shall be taken upon vote of a majority of the Members, present in person, except as otherwise provided by these Bylaws or by law. Any action required or permitted to be taken by the Members may be taken without a meeting if all of the Members consent in writing to the adoption of a resolution authorizing such action.

6) Dues. The dues for Active and Candidate members shall be determined by the Board of Directors on a yearly basis. Notice of the dues shall be sent before the beginning of the next calendar year. Notice of unpaid dues shall be sent at regular intervals by the Secretary-Treasurer. In order to maintain a balanced budget, assessment may be necessary from time to time. When this occurs, the Board of Directors will decide on the amount and it will be distributed evenly among all the active membership.

?7) Books and Records. The Corporation shall keep at its office correct and complete books, records and minutes of the proceedings of all meetings of the members of the Corporation.

## ARTICLE V

### BOARD OF DIRECTORS

Section 1. Composition and Selection.

a) The Board of Directors (sometimes herein referred to as the "Board") shall consist of not less than seven (7) persons elected by the Members. The number of Directors shall be determined by the Members at their discretion. The officers ex-officio, the outgoing President ex-officio for a period of two years, and four Members of the Corporation shall be Directors who shall hold office for three years. Each Director shall hold office for the period stated or until his/her replacement is elected and qualified.

b) Each Member of the Board of Directors will be selected by action of the Members at the Annual Meeting of the Members.

c) Vacancies on the Board shall be filled until the next Annual Meeting of the Members at a Special Meeting of the Board called for that purpose. Any person elected to fill a vacancy may stand for election for a full term at the next Annual Meeting of the Members.

d) Any Director may resign at any time by giving written notice to the Secretary of the Corporation. Such resignation shall take effect on the date of formal acceptance.

e) Any Director may be removed at any time with or without cause by action of the Members.

Section 2. Powers and Duties.

The general affairs of the Corporation shall be decided by the Board of Directors. The Board shall also function as a nominating committee and a membership committee. The Board of Directors shall have power and authority to perform all acts and functions consistent with its responsibilities and not inconsistent with the Certificate of Incorporation or these Bylaws and to manage and control the Corporation, its property, business, assets and concerns. The Board of Directors shall not permit: (a) any part of the net earnings or capital to inure to the benefit of any director or officer; (b) any activity, a substantial part of which is the carrying on of propaganda or otherwise attempting to influence legislation; or (c) the participation or intervention (including the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Place of Meetings.

The Board of Directors may hold its meetings at such place or places within or without the State of New York as the Board may from time to time determine.

Section 4. Annual Meeting.

The Annual Meeting of the Board of Directors shall be held on the same day and immediately following the Annual Meeting of the members of the Corporation.

Section 5. Notice of Annual Meeting.

Notice of the time and place of holding the Annual Meeting shall be given by the Secretary by mailing a copy thereof to each director or delivering the same to him or her in person, not less than ten (10) nor more than fifty (50) days before such meeting.

**Section 6. Regular Meetings and Notice of Regular Meetings.**

Regular meetings of the Board of Directors shall be held at such time and place as may be determined by the Board of Directors, and notice of the time and place of holding such regular meeting shall be given by the Secretary by mail, telephone, facsimile, or delivery of the same to each director at least fortyeight (48) hours before the meeting.

**Section 7. Special Meetings and Notice of Special Meetings.**

Special meetings of the Board of Directors may be held at any time and place upon the call in writing of the President or the call in writing of a majority of the Directors. Notice of the time, place and purpose of every special meeting of the Board of Directors shall be given by the Secretary by mail, telephone, facsimile, or delivery of same to each director at least forty-eight (48) hours before the meeting.

**Section 8. Quorum, Voting and Adjournment of Meetings.**

A quorum for the transaction of business at each meeting of the Board of Directors shall be a majority of the entire number of members of the Board of Directors but not less than three (3). A majority of the votes cast at a meeting of the Board, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless the law, the Certificate of Incorporation of the Corporation, or these Bylaws require or permit a different number. Whether or not there is a quorum at any meeting, a majority of the directors who are present may adjourn the meeting from time to time until a quorum is present. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

**Section 9. Action of Board of Directors or a Committee by Written Consent or by Means of a Conference Telephone Call.**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Board of Directors shall be filed with the minutes of the proceedings of the Board of Directors. In addition, any one or more members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**Section 10. Waiver of Notice.**

Whenever any notice of a meeting of the Board of Directors is required to be given by statute, by the Certificate of Incorporation or by these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Presence at any meeting without objection shall also constitute waiver of required notice.

**ARTICLE VI****OFFICERS****Section 1. Number and Qualifications.**

The officers of the Corporation shall be a President and a Secretary-Treasurer. The offices of President and Secretary-Treasurer must be held by separate persons.

**Section 2. Election and Term of Office.**

The officers of the Corporation shall be elected at the Annual Meetings of the Members. Nominations of the officers shall be sent to Members at least two months prior to the meeting at which the elections are to be held. Further nominations may be made from the floor at that meeting. Each officer serve a term of two years and until his or her respective successor has been elected and has qualified. The President shall not hold office for more than two consecutive terms.

**Section 3. Other Agents.**

The Board of Directors may appoint from time to time such agents as it shall deem necessary, each of whom shall hold

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office at the pleasure of the Board and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

### **Section 4. Resignation, Removal and Vacancies.**

Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any officer of the Corporation may be removed with or without cause by a vote of the majority of the Board of Directors then in office. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors at a special meeting called for that purpose.

### **Section 5. President: Powers and Duties.**

The President shall preside at all meetings of the Board of Directors. He shall have general supervision of the affairs of the Corporation. He shall keep the Board of Directors fully informed, and shall freely consult with them concerning the activities of the Corporation. He shall have the power to sign alone, unless the Board of Directors shall specifically require an additional signature, in the name of the Corporation all contracts authorized either generally or specifically by the Board. He shall perform such other duties as shall from time to time be assigned to him by the Board of Directors.

### **Section 6. Secretary: Powers and Duties.**

The Secretary shall act as secretary of all meetings of the Board of Directors, and shall keep the minutes of all such meetings in the books proper for that purpose. He shall attend to the giving and serving of all notices of the Corporation. He shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall from time to time be assigned to him by the Board of Directors.

### **Section 7. Treasurer: Powers and Duties.**

The Treasurer shall have the custody of all funds and securities of the Corporation which may come into his hands. He shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all moneys and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, he shall render a statement of his accounts. He shall at all reasonable times exhibit his books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the position of Treasurer subject to the control of the Board of Directors, and he shall, when required, give such security for the faithful performances of his duties as the Board of Directors may determine.

## **ARTICLE VII**

### **COMPENSATION**

No Director shall receive any compensation for services as an Officer or Director, except that the Board of Directors may authorize reimbursement to Directors for actual and necessary expenses incurred on behalf of the Corporation.

## **ARTICLE VIII**

### **CORPORATE SEAL**

The seal of the Corporation shall be circular in form and shall bear the name of the Corporation and words and figures showing that it was incorporated in the State of New York in the year 2001.

## **ARTICLE IX**

### **FISCAL YEAR**

The fiscal year of the Corporation shall be determined by the Board of Directors.

## **ARTICLE X**

### **LIABILITY AND INDEMNIFICATION**

#### Section 1. Applicability and Scope

a) In the absence of fraud or bad faith, the Directors of the Corporation shall not personally be liable for the Corporation's debts, obligations, or liabilities; and consistent with the restrictions contained in the New York Not-for-Profit Corporation Law, the Corporation shall indemnify any Director or Officer, or former Director or Officer, of the Corporation, or any person who may have served, at its request, as a Director or Officer of another corporation, whether for profit or not-for-profit, against reasonable expenses actually and necessarily incurred by him or her, in connection with the defense of any action, suit, or proceeding, to which he or she is made a party, by reason of being or having been such Director or Officer, provided:

1. such Director or Officer acted in good faith for a purpose which he reasonably believed to be in the best interest of the Corporation, and with that degree of diligence, care and skill which reasonably prudent persons would exercise under similar circumstances in like positions; and
2. such Director or Officer is not adjudged liable for negligence or misconduct in the performance of his duty in such action, suit or proceeding; and
3. in connection with any criminal action or proceeding, he had no reasonable cause to believe that his conduct was unlawful.

b) As set forth in this Article, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees, proper expenses and disbursements, and amounts of judgments, fines or penalties and sums paid in settlement by such Director or Officer of the Corporation.

c) In the event that a question arises as to whether or not such Director or Officer has met the standards of conduct set forth in this Article, such question shall be conclusively determined by either: (i) the Board of Directors acting by a quorum consisting of Directors who are not involved in such claim, suit or proceeding; or, (ii) if a quorum pursuant to subsection (i) is not obtainable with due diligence, then by the Members, unless the Members elect to have such matter determined by the written opinion of reputable disinterested legal counsel selected by the Corporation.

d) If any word, clause or provision of this Article shall for any reason be determined to be invalid, the other provisions hereof shall not otherwise be affected thereby, but shall remain in full force and effect.

e) Anything contained in this Article to the contrary notwithstanding, the Corporation shall in no event indemnify any person, otherwise entitled to such indemnification, if such indemnification would constitute "self-dealing," as defined in Section 4941 of the Internal Revenue Code of 1986 (as amended).

#### Section 2. Insurance.

A. The Corporation shall have the power to purchase and maintain insurance:

- (1) to indemnify the Corporation for any obligations which it incurs as a result of the indemnification of Directors and Officers under the provisions of this Article, and
  - (2) to indemnify Directors and Officers in instances in which they may be indemnified by the Corporation under the provisions of this Article. No insurance may provide for any payments other than the cost of defense, to or on behalf of any Director or Officer:
  - (3) if a judgment or other final adjudication adverse to the insured Director or Officer establishes that his acts or active and deliberate dishonesty were material to the cause of action so adjudicated, or that he personally gained, in fact, a financial profit or other advantage to which he was not legally entitled, or
  - (4) in relation to any risk, the insurance of which is prohibited under the Notfor-Profit Corporation Law or the Insurance Law of the State of New York.
- Section 3. Right Not Exclusive. The foregoing right of indemnification shall not be deemed exclusive of any other right to which such Director or Officer may be entitled apart from this Article.

## **ARTICLE XI**

### **EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS OFFICE AND BOOKS**

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### Section 1. Execution of Instruments.

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized or absent other Board approval, no Officer, agent or employee shall have any power or authority to bind the Corporation, whether by any contract, engagement or otherwise or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

### Section 2. Checks and Notes.

Except as otherwise specifically determined by resolution of the Board of Directors, as provided in Section 1 of this Article X, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the Corporation shall be signed by the Treasurer or such other Officer as may be designated by the Board of Directors, or the Executive Committee.

### Section 3. Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### Section 4. Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

### Section 5. Investments.

The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board of Directors in its uncontrolled discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments.

### Section 6. Office.

The office of the Corporation shall be located at such place as the Board of Directors may from time to time determine.

### Section 7. Books.

There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all minutes of the Board of Directors.

## ARTICLE XII

### CONFLICTS OF INTEREST

#### Section 1. Purpose.

The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

#### Section 2. Definitions.

##### Interested Person

Any director, principal officer, or member of a committee with Board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity in the health care system of which the Corporation is a part, he or she is an interested person with respect to all entities in the health care system.

##### Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment or family--

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- a) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
- b) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

### Section 3. Procedures.

#### Duty to Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the Directors and members of committees with Board delegated powers considering the proposed transaction or arrangement. Determining Whether a Conflict of Interest Exists After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

#### Procedures for Addressing the Conflict of Interest

- a) An interested person may make a presentation at the Board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
- b) The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

#### Violations of the Conflicts of Interest Policy

- a) If the Board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### Section 4. Records and Proceedings.

The minutes of the Board and all committee with Board-delegated powers shall contain:

- a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
- b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

### Section 5. Compensation.



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A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation. Section 6. Annual Statements. Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms that such person—

- a) has received a copy of the conflicts of interest policy,
- b) has read and understands the policy,
- c) has agreed to comply with the policy, and
- d) understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### Section 7. Periodic Reviews.

To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.

### Section 8. Use of Outside Experts.

In conducting the periodic reviews, the Corporation may, but need not, use outside advisors. If outside experts are used their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

## **ARTICLE XIII**

### **AMENDMENTS**

#### Section 1. Amendments.

These Bylaws may be amended by action of two-thirds of the Members present at any meeting at which one-half of the Members are represented, provided that a full statement of the proposed amendment(s) is contained in the notice calling the meeting. The following is a suggested agenda for the Annual Meeting:

- a) Reading of the minutes of the last meeting;
- b) Report of the Treasurer for the fiscal year;
- c) Action on amendments to constitution or bylaws; and
- d) Unfinished business.
- e) New business.
- f) Election of new members.
- g) Election of officers.

#### Section 2. Effective Date.

These Bylaws shall become effective upon approval of the Members