

ARTICLE I. Name

The name of this Corporation is The Society for Vascular Surgery (hereinafter the "Society"), an Illinois not-for-profit corporation. It represents a merger in 2003 of The Society for Vascular Surgery, founded in 1947, and the American Association for Vascular Surgery, founded in 1952.

ARTICLE II. Purposes and Objectives

Section 1. Purposes.

The Society is organized for the purposes set forth in its Articles of Incorporation and such other proper purposes as set forth in the Illinois General Not-for-Profit Corporations Act of 1986, as amended (the "Act").

Section 2. Objectives.

The Society's objective shall be to enhance the lives of its members and patients by promoting optimal vascular care, education, and research while encouraging and supporting diversity, equity and inclusion at the leadership and membership levels.

ARTICLE III. Membership

Section 1. Categories & Voting Rights.

(a) Membership in the Society may be granted to any individual who (i) shows an active interest in the field of vascular disease; (ii) meets the criteria set forth below for each category of membership in the Society; (iii) shares interest in and supports the purposes of the Society; (iv) abides by these Bylaws, the Society's Code of Ethics and such other rules and regulations as the Society may adopt; and (v) meets such additional criteria for each category of membership in the Society as the Executive Board may from time to time establish.

(b) 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.

(c) Only Active and Senior members (collectively referred to as the "voting members") may (i) vote in the Society's elections; (ii) vote on the amendment of the Society's Articles of Incorporation and Bylaws, the merger or dissolution of the Society or any other matter presented to the voting members by the Executive Board; or (iii) serve on the Society's Executive Board or Strategic Board and hold office in the Society.

Section 2. Candidate Members.

(a) Eligibility. Candidate membership may be granted to physicians:

(i) Who are currently accepted to or enrolled in accredited vascular surgery ~~residency~~ training programs in the United States or Canada. The term **Eligibility** of vascular surgery trainee Candidate Members shall ~~expire~~ **be limited to a maximum of three years** **six months following** after completion of their vascular ~~residency~~ **training** program or subsequent continuous academic or clinical training, after which they ~~are encouraged to apply for Active Membership~~ **are eligible and will be transitioned to Early Active Membership**; and

(ii) 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.

(b) 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.

(c) 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. Early Active and Active Members.

i. Early Active Members

(a) Eligibility. Early Active membership will be granted to vascular surgeons in good standing who have currently completed an accredited vascular surgery residency or fellowship training program in the United States or Canada. The term of vascular surgery Early Active members shall be limited to a maximum of two years after completion of their vascular residency or fellowship program. Members may remain Early Active if additional time is required to achieve vascular surgery board certification.

(b) Admission to Membership. Admission to Early Active Membership shall be through administrative action by the Membership Committee with oversight of the Executive Board, which will determine that an applicant has satisfied the applicable requirements.

(c) Privileges of Early Active Membership. Early Active 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, and shall be permitted to vote on other Society business.

II. Active Members.

(a) 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:

(i) Certification in Vascular Surgery from the United States or Canada and fully licensed to practice medicine; or

(ii) 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.

(b) Approval of Membership. **Early Active members in good standing are not required to complete an application and will be transitioned for review by the Membership Committee upon request or completion of their term as Early Active Member.** All other 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.

(c) 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. Active members are entitled to use the designation of FSVS (Fellow of the Society for Vascular Surgery) after their name.

Section 4. Senior Members.

(a) Eligibility. An Active Member shall automatically become a Senior Member upon notifying SVS of full retirement, or other just cause approved by the Executive Board.

(b) 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. Associate Member.

(a) Eligibility. Associate Membership 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.

(b) 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.

(c) Privileges of Associate Membership. Associate 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 6. Affiliate Members.

(a) 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.

(b) 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.

(c) Privileges of Affiliate Membership. Affiliate 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 7. Honorary Membership.

Honorary Membership may be granted to distinguished physicians who have achieved international prominence in medicine and who have contributed to the advancement of the vascular field.

(a) 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.

(b) 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.

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

(b) 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.

(c) 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, the Society's Code of Ethics and such other rules and regulations as the Society may adopt.

Section 10. Dues.

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

Section 11. Membership Sections.

The Society shall maintain SVS Membership Sections to provide a forum for the discussion of education, research, and practice issues to members in a respective area of vascular focus or special interest.

(a) Eligibility. Only SVS members in good standing may become members of sections.

(b) Formation. The SVS Executive Board shall establish policies for the formation of an SVS Membership Section inclusive of organizational roles, representation, privileges and requirements for Section leadership.

(c) Approval. The SVS Executive Board shall be responsible for approval of all SVS Membership Sections.

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. Distinguished Fellows are entitled to use the DFSVS (Distinguished Fellow of The Society for Vascular Surgery) designation after their name.

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

Section 1. Authority and Responsibility.

The affairs of the Society shall be managed by its board of directors known as the Executive Board. The Executive Board shall have supervision, control and direction of the affairs of the Society, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes and have discretion in the disbursement of funds. The Executive Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

In addition, the Executive Board shall:

- (a) Exercise full authority in the management of the property and activities of the Society except as otherwise provided by law or these Bylaws.
- (b) Report actions of the Executive Board to the Strategic Board for information and comment at each scheduled meeting of the Strategic Board.
- (c) Develop and approve the annual budget of the Society and will present the annual budget to the Strategic Board of Directors.
- (d) Be responsible for nominating representatives to other organizations, in accordance with the rules of those organizations and will report such nominations to the Strategic Board.

Section 2. Executive Board Committees.

The Executive Board may establish an Executive Committee and such subcommittees as it deems necessary to carry out the work of the Executive Board. Establishment of an Executive Committee or 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.

Section 3. Composition.

The Executive Board shall be composed of ~~nine (9)~~ **eleven (11)** voting members as follows: the President, Immediate Past-President, President-Elect, Vice President, Secretary, Treasurer, ~~Chair of the Community Practice Section, Chair of the Vascular Annual Meeting Program Committee and a Representative of the Strategic Board (collectively referred to herein as the "Directors" and each individually as a "Director").~~ **and 5 At-Large members selected and appointed by the Executive Board, in consultation with the Strategic Board, and in accordance with the strategic priorities and governance needs identified by the Executive Board (collectively referred to herein as the "Directors", and each individually as a "Director").** The Executive Director of the Society shall be an ex-officio non-voting member of the Executive Board. **Eligibility for At-Large member requires 5-years of membership in good standing in the Society.**

Section 4. Terms.

- (a) **The President, President-elect, Vice President, and Immediate Past President** ~~Officers (as defined below), other than the Secretary and Treasurer,~~ shall serve a one (1) year term in office, or until such time as their successors are duly elected, qualified, and take office which shall not, under any circumstances, be later than (90) days following the conclusion of their term. **The Vice President, President-elect, and President shall then accede to the next designated office in succession.** The Secretary and Treasurer shall serve a three (3) year term in office, or until such time as their successors are duly elected, qualified, and take office which shall not, under any circumstances, be later than (90) days following the conclusion of their term.
- (b) ~~The Chair of the Community Practice Committee and the Chair of the Vascular Annual Meeting Program Committee shall serve as voting members of the Executive Board for a term commensurate with their appointment term for such positions.~~ **The At Large members shall be appointed initially with tiered terms to ensure no more than 2 become vacant in any given year, and each subsequent appointment shall serve a term of three (3) years.**

(c) Following Officer elections each year the Nominating Committee will solicit applications for vacant At Large positions aligned with input provided by the Executive Board and Strategic Board. Once all nominees for each vacant At Large position have been considered by the Nominating Committee, the Nominating Committee shall recommend up to three nominees for each vacancy to the Executive Board, which will make the final selection in consultation with the Strategic Board.

(d) The members of the Executive Board shall take office on such date as may be determined by the Executive Board in accordance with the timeline and election rules and procedures adopted by the Executive Board from time to time.

~~(d) The Representative of the Strategic Board to the Executive Board must have served on the Strategic Board for at least one year and may not be rotating off the Board as an official Society representative during the upcoming year. The term of the Representative of the Strategic Board on the Executive Board shall be one (1) year or until such time as their successor is duly elected, qualified, and takes office which shall not, under any circumstances, be later than (90) days following the conclusion of their term. The individual serving as the Representative of the Strategic Board may not serve more than two (2) consecutive terms in such office.~~

(e) The President may request special liaisons as needed for topical discussion and/or request that SVS leaders or members join the Executive Board to discuss strategic issues and initiatives.

Section 5. Regular Meetings.

The Executive Board may provide by resolution the time, date and place for the holding of a regular annual meeting and additional regular meetings of the Executive Board without other notice than such resolution.

Section 6. Special Meetings.

Special meetings of the Executive Board may be called by or at the request of the President or any five (5) Directors. Notice of any special meeting of the Board shall state the time, date and place of the meeting and shall be delivered at least ten (10) days prior to the date of such meeting, provided that notice of any special meeting held by telephone conference call, video conference or similar communications equipment may be delivered no less than twenty-four (24) hours prior to the call. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 7. Quorum.

A majority of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Executive Board, provided that, if less than a majority of the Directors are present, a majority of the Directors present may adjourn the meeting to another time without further notice.

Section 8. Manner of Acting.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Executive Board, except where otherwise provided by law or by these Bylaws.

Section 9. Resignation and Removal.

Any Director may resign at any time by giving written notice to the President. In addition, any member of the Executive Board may be removed by a two-thirds vote of those persons authorized to elect such Director present and voting at a duly called meeting at which a quorum is present. No Director shall be removed unless written notice of a meeting to remove the Director is delivered to all persons authorized to elect such Directors. Such notice must state that a purpose of the meeting is to vote upon the removal of one or more Directors named in the notice, and only the named Directors may be removed at such meeting. Directors ceasing to be qualified automatically shall be removed from office and such vacancy shall be filled in accordance with these Bylaws.

Section 10. Vacancies.

In the event of the death, resignation, removal, or incapacity of a Director, the Executive Board shall appoint an individual to fill the remainder of such person's unexpired term in office. Vacancies in any director position shall be filled by the Executive Board at its next scheduled meeting, or at a special meeting called for that purpose.

Section 11. Meeting by Conference Call or Video Conference.

Any action to be taken at a meeting of the Executive Board may be taken through the use of a conference telephone line, video conference or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating.

Section 12. Action Outside a Meeting.

Any action requiring a vote of the Executive Board may be taken without a meeting if a consent, setting forth the action taken, is approved by all of the members of the Executive Board entitled to vote with respect to the subject matter thereof.

Section 13. Compensation.

Directors shall not receive any remuneration for their services as Directors; however, the Executive Board, by the affirmative vote of the majority of the Directors then in office, may authorize the reimbursement of reasonable expenses for attendance at each regular or special meeting of the Executive Board. Nothing contained herein shall be construed to preclude any Director from serving Society in any other capacity and receiving reasonable compensation therefor.

Article VI. Officers

Section 1. Officers.

The officers of the Society shall consist of the President, President-Elect, Immediate Past President, Vice President, Secretary and Treasurer (collectively, the "Officers"). Such Officers shall have the authority to perform the duties set forth below and as prescribed by the Executive Board. No two (2) offices may be held simultaneously by the same person.

Section 2. Eligibility for Office.

A member nominated to any office must be a voting member in good standing of the Society for ten (10) years or more and have served on a committee, council, or the Executive Board. In addition, a member

nominated to the office of (i) Vice -President must have also served in a leadership role in the Society; and (ii) Secretary or Treasurer must be an Active Member in good standing.

Section 3. Term.

The term of office of the President, President-Elect, and Vice President shall be one (1) year or until such time as their successors are duly elected, qualified, and assume their position which shall not, under any circumstances, be later than (90) days following the conclusion of the term. Upon the conclusion of their terms in office, the President-Elect automatically shall succeed to the position of President, the Vice President automatically shall succeed to the position of President-Elect, and the President shall succeed to the position of Immediate Past President, excluding exceptional circumstances such as the death, disability, loss of membership, or other reason that would prevent the individual from responsibly assuming the office. The term of office for the Secretary and Treasurer shall be three (3) years or until such time as their successors are duly elected, qualified, and assume their positions which shall not, under any circumstances, be later than (90) days following the conclusion of their term. The Officers may not serve more than one (1) consecutive term in office.

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. The President shall succeed to the office of Immediate Past President at the conclusion of the Immediate Past President's term.

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. The President-Elect shall succeed to the presidency at the conclusion of the President's term or in the event of the death, resignation, removal, or incapacity of the 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. The Vice President shall succeed to the office of President-Elect at the conclusion of the President-Elect's term or in the event of the death, resignation, removal, or incapacity of the President-Elect.

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 Executive Board. The ministerial duties of the Secretary may be assigned by the Executive Board, in whole or in part, to the Executive Director, or his or her designee(s).

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. The ministerial duties of the Treasurer may be assigned by the Executive Board, in whole or in part, to the Executive Director, or his or her designee(s).

Section 9. Immediate Past President.

The Immediate Past President shall perform such duties as may be assigned from time to time by the President or the Executive Board.

Section 10. Executive Director.

The administrative and day-to-day operation of the Society shall be the responsibility of a salaried staff head appointed by, and responsible to, the Executive Board. The salaried staff head shall have the title "Executive Director." The Executive Director shall have the authority to execute contracts on behalf of the Society as approved by the Executive Board and shall oversee the administration of the finances of the Society and shall perform such other duties as may be specified by the Executive Board. The salaried staff head shall employ and may terminate the employment of members of the staff necessary to carry out the work of the Society. The Executive Director shall be a member, without vote, of the Executive Board and the Strategic Board. The Executive Director shall be invited to attend and participate, without vote, in all meetings of the Strategic Board and the Society's other committees.

Section 11. Resignation and Removal of Officers.

Any Officer may resign at any time by giving written notice to the President. In addition, any Officer may be removed from office by a two-thirds (2/3) vote of the entire Executive Board whenever, in its judgment, the best interests of the Society would be served by such removal; provided, however, pursuant to Article V, Section 9 and the applicable provisions of the Act, only the voting members have the authority to remove a Director from the Executive Board. Notwithstanding the foregoing, no Officer shall be removed unless written notice of a meeting to remove the Officer is delivered to all Directors or voting members, as applicable, who are entitled to vote. Such notice must state that a purpose of the meeting is to vote upon the removal of one or more Officers named in the notice, and only the named Officers may be removed at such meeting. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election of an Officer or agent shall not of itself create any contract rights. Officers ceasing to be qualified automatically shall be removed from office and such vacancy shall be filled in accordance with these Bylaws.

Section 12. Officer Vacancies.

In the event of the death, resignation, removal, or incapacity of an Officer, the Executive Board shall appoint an individual to fill the remainder of such person's unexpired term in office. Vacancies in any

office shall be filled by the Executive Board at its next scheduled meeting, or at a special meeting called for that purpose. Notwithstanding the foregoing, in the event of a vacancy in the office of Immediate Past President, such office shall remain vacant for the remainder of the unexpired term of such office.

Article VII. Officer Nominations and Elections

Section 1. Officer Nominations.

(a) 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 voting member in good standing of the Society for ten (10) years or more and have served on a committee, council, or the Executive Board. In addition, a member nominated to the office of Vice President must have also previously served in a leadership role **Chair or Vice Chair** in the Society.

(b) The Nominating Committee shall send to all members of the Society a request for nominations for the expiring or vacant positions of the offices of the Vice President, Secretary, Treasurer. All nominees, including those put forth by the Nominating Committee, 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 shall be submitted by the deadline established according to the approved policies and procedures of the Nominating Committee. All nominations to available positions of officers submitted by the established deadline and those proposed by the Nominating Committee shall be considered by the Nominating Committee.

(c) Once all nominees for each **vacant Officer** position **(Vice President, Secretary or Treasurer)** have been considered by the Nominating Committee, the Nominating Committee shall recommend a **minimum** slate of two, **and up to a maximum slate of four** nominees for each open position to be considered by the voting members during the election.

Section 2. Elections.

(a) The Society's voting members are responsible for electing the Society's Officers. Unless otherwise determined by the Executive Board, the Society's elections will be conducted by **electronic ballot**, with mail ballot, e-mail ballot, ~~electronic ballot~~ or other electronic means **as back up** in accordance with the timeline and election rules and procedures adopted by the Executive Board from time to time.

(b) The Nominating Committee will distribute a ballot **including a slate of 2-4 qualified** candidates to all voting members in good standing. ~~The ballot will include the ability to vote for a write-in candidate not included on the Nominating Committee's slate. All write-in candidates must be qualified to hold office~~

(c) Five percent (5%) or more of the voting members in good standing must submit ballots in order to establish the quorum necessary to conduct a valid election. The Vice President, Secretary and Treasurer shall be elected by a plurality of the votes cast for each office.

(d) Voting will remain open for a period determined by the Executive Board in accordance with the election procedures and the Act. Votes received after the deadline will not be accepted and will not be counted. In the event ~~either~~ a quorum is not achieved or there is a tie vote, the deadline for voting may be extended by the Executive Board. Election results will be announced upon conclusion of the elections on a date determined by the Executive Board.

Article VIII. Strategic Board.

Section 1. Composition.

(a) The Strategic Board of the Society shall be comprised of SVS Executive Board approved representatives from the following constituencies of the SVS: (i) Executive Board, (ii) Council Chairs and Key Governance Committees, (iii) SVS Sections, (iv) Regional Vascular Societies, and (v) National Vascular Societies. The President-Elect shall serve as Chair of the Strategic Board.

(b) Additional voting and non-voting members may be added to the Strategic Board by the Executive Board from time to time to represent unique perspectives or skills deemed necessary to advance the strategic initiatives of the Society. All voting members of the Strategic Board must (i) be an Active member of the SVS, (ii) have been an SVS member for a minimum of five (5) years, and (iii) have served on an SVS council, committee, or other official SVS workgroup.

(c) No single individual shall serve on the Strategic Board 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.

Section 2. Society Representatives.

Society representatives from constituent vascular societies shall be recommended by the governing body of the sponsoring society on an annual basis. Society representatives may not serve more than three (3) consecutive terms on the Strategic Board. Each of the constituent societies shall provide the names of three (3) recommended representatives to the Society by the deadlines established by the Executive Board. The SVS Executive Board will then select a nominee for appointment to the Strategic Board. To be eligible to serve as a member of the Strategic Board a representative must be an Active Member of the Society.

Section 3. Strategic Board Responsibilities.

The Strategic Board shall be the strategic body of the Society and perform the following functions:

(a) Actively participate in developing the Strategic Plan of the Society.

(b) Provide insight, commentary, and forward strategic recommendations on critical trends and issues facing the specialty.

(c) Foster and strengthen inter-and intra-society relations.

(d) Address other matters deemed of high importance or urgency by the Executive Board.

Section 4. Notice of Meetings.

(a) The Strategic Board will meet on an annual basis at such date and time as may be determined by the Executive Board, and may hold a second meeting if needed to fulfill its responsibilities.

(b) Written notice of any meeting of the Strategic Board shall state the place, date, and hour of the meeting. Notice shall be given to each member of the Strategic Board 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 Society. 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 5. Meeting by Conference Call or Video Conference.

Any action to be taken at a meeting of the Strategic Board may be taken through the use of a conference telephone line, video conference or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of an electronic meeting must be delivered at least twenty-four (24) hours prior to the meeting.

Section 6. Quorum.

Fifty percent (50%) of the members of the Strategic Board shall constitute a quorum for passing recommendations to the Executive Board. Proxies are not permitted.

Section 7. Manner of Acting.

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

Section 8. Action Without a Meeting.

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

Section 9. Removal.

A member of the Strategic Board may be removed by a two-thirds (2/3) vote of the remaining members of the Strategic Board eligible to vote at a meeting of the Strategic Board at which a quorum is present.

Section 10. Vacancies.

Vacancies shall be filled for the unexpired term by appointment by a majority vote of the Executive Board present and voting a meeting of the Executive Board at which a quorum is present.

Article IX. Councils.

Section 1. 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 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. The Society shall maintain the Council's set forth below and such additional Council's as the Executive Board may determine from time to time. Notwithstanding anything in these bylaws to the contrary, all Councils report to, and are subject to the ultimate authority of, the Executive Board. The Executive Board may remove a member of any Council in the event it deems such removal to be in the best interests of such council or the Society.

Section 2. Research Council.

(a) Composition. The Research Council shall consist of the chairs of the committees reporting to the Council, approved by the Executive Board. Each Council will have a liaison representative from the Executive Board. 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 and shall be an Active Member of the Society.

(b) 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 3. Education Council.

(a) Composition. The Education Council shall consist of the chairs of the committees reporting to the Council, approved by the Executive Board. Each Council will have a liaison representative from the Executive Board. 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 Strategic Board and shall be an Active Member of the Society.

(b) 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 4. Clinical Practice Council.

a) Composition. The Clinical Practice Council shall consist of the chairs of the committees reporting to the Council, approved by the Executive Board. Each Council will have a liaison representative from the Executive Board. 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 strategic need and initiatives. The Chair of the Clinical Practice Council shall be a voting member of the Strategic Board and shall be an Active Member of the Society.

(b) 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 5. Policy and Advocacy Council.

(a) Composition. The Policy and Advocacy Council shall consist of the chairs of the committees reporting to the Council approved by the Executive Board. Each Council will have a liaison representative from the Executive Board. 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 strategic need and initiatives. The Chair of the Policy and Advocacy shall be a voting member of the Strategic Board and shall be an Active Member of the Society.

(b) 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 6. Quality Council.

The Quality Council shall consist of the chairs of the committees reporting to the Council, approved by the Board of Directors. Each Council will have a liaison representative from the Executive Board. 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 strategic need and initiatives. The Chair of the Quality Council shall be a voting member of the Strategic Board and shall be an Active Member of the Society.

Article X. Committees.

Section 1. Nominating Committee.

The Nominating Committee shall recommend nominees for election to serve as the Society's Officers. The Nominating Committee shall consist of seven (7) voting members and one (1) ex-officio, non-voting member who shall serve for a one -year term. The members of the Nominating Committee will include the following:

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

(b) One (1) member elected annually from and by the eleven (11) representatives of the regional and national vascular societies serving on the Strategic Board. For the purpose of this election, fifty percent (50%) 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 Strategic Board to the Nominating Committee shall be transmitted to the Secretary no later than January 31.

(c) One (1) member at large elected from the Society membership. Such individual may not be serving currently on the Executive Board. This member shall be elected as follows:

(i) The Secretary shall send out a call for nominations to the SVS membership during the preceding year election cycle.

(ii) 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.

(iii) 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.

(iv) 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.

(v) The name of the elected at large member to the Nominating Committee shall be transmitted to the Secretary no later than January 31.

(d) Vice-Chair of the Community Practice Section.

(e) Chair of the Leadership and Diversity Committee.

(f) Chair of the Young Surgeons Committee, who shall be a non-voting member.

Section 2. Other Committees.

The Executive Board may establish such 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, subject to the prior approval of the Executive Board.

Section 3. All Committees.

Notwithstanding anything set forth in these bylaws to the contrary, all of the Society's committees report to, and are subject to the ultimate authority of, the Executive Board. The Executive Board may remove a member of any committee in the event it deems such removal to be in the best interests of such committee or the Society.

Article XI. Member 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 of Voting Members.

An Annual Business Meeting of the voting Members ("Annual Business Meeting") for receiving reports, and for such other business as may properly come before the meeting, shall be held at such day, time and place as may be determined by the Executive Board. All categories of members may attend the Annual Business Meeting; however, only Active and Senior members may vote. The time, place, duration, and procedure of the Annual Business Meeting shall be determined by the Executive Board.

Section 3. Special Meeting.

A special meeting of the voting members may be called (i) by resolution of the Executive Board, or (ii) upon written petition to the Secretary stating the purposes of the proposed meeting and signed by at least five percent (5%) of the voting members entitled to participate at such meeting.

Section 4. Notice.

Notice of any annual or special business meeting of the Society's voting members shall be given to each member of the Society not less than ten (10), nor more than sixty (60) days prior to the meeting by mail, email or other electronic means. 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.

Section 5. Quorum.

The presence in person of not less than five percent (5%) of the voting members in good standing shall constitute a quorum at any meeting of the voting members, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice.

Section 6. Manner of Acting.

The act of a majority of the voting members present in person at a duly called meeting of the voting members at which a quorum is present shall be the act of the voting members, unless the act of a greater number is required by law, the Society's articles of incorporation, or these Bylaws.

Section 7. Mail & Electronic Voting / Action Without a Meeting.

(a) Voting by mail or electronic means shall be permitted for any item of business before the voting members to the full extent permitted by the Act as well as for any item of business put before the full membership by the Executive Board. A mail or electronic vote of the voting members and/or full membership may be called by the Executive Board.

(b) At least five percent (5%) of the voting members in good standing shall constitute a quorum for a valid vote. A simple majority of votes cast by the voting members voting shall be necessary and sufficient for the adoption of any matter voted upon by the members (including by the voting members) electronically or by mail.

(c) Votes received after the deadline established by the Executive Board will not be counted. In the event a quorum is not achieved or there is a tie vote, the deadline for voting may be extended by the Executive Board.

Article XII. 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 their 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 FSVS and DFSVS designations are exclusive trademarks of the SVS.

ARTICLE XIII Resignations, Discipline and Automatic Termination.

Section 1. Resignations.

Any member may resign by providing written notification to the Secretary: provided, however, resignations are effective only when accepted by the Executive Board or its designee(s).

Section 2. Ethics and Discipline.

(a) Grounds for Discipline. A member may be disciplined for any of the following reasons: (i) failure to comply with these Bylaws, the Society's Code of Ethics, or any other policies, rules or regulations of the Society; (ii) conviction of a felony or crime related to, or arising out of, the practice of medicine or involving moral turpitude; (iii) limitation, suspension, revocation or forfeiture by any state, province or country of the member's rights to practice medicine; (iv) unauthorized use of the Society's name, logo, or other symbols on stationery, publications, advertisements, printed material or in any other manner; or (v) immoral, dishonorable, or unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of the Society.

(b) Procedures. The Disciplinary Procedures of the SVS (the "Disciplinary Procedures"), and such additional policies and procedures regarding the investigation and referral of disciplinary matters as the Executive Board may adopt from time to time, shall govern the referral and investigation of disciplinary matters and all disciplinary proceedings conducted to consider alleged violations by any SVS member of this Article XIII, Section 2. Discipline may include, without limitation, censure, suspension, and expulsion.

Section 3. Automatic Termination.

The membership of any member who becomes ineligible for membership or has been deemed delinquent in their payment of dues or assessments with Article XII, Section 3 of the Bylaws shall be terminated automatically, unless such termination is delayed by the Executive Board.

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 Act, the Society shall indemnify any and all of the members of the Executive Board 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 Amendments

Section 1. Proposals.

A proposal to alter, amend or repeal the Society's Articles of Incorporation or Bylaws must be made in writing, signed by at least twenty-five (25) Active Members and presented to the Secretary. The Executive Board may propose Bylaws amendments at any time. The Secretary shall disseminate all proposed amendments to the voting members at least thirty (30) days prior to the date on which such proposed amendments are to be voted on.

Section 2. Approval.

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds (2/3) vote of the voting members in good standing voting at a meeting at which a quorum is present. If voting is conducted electronically, at least five percent (5%) of the voting members in good standing must vote in order to establish a quorum.

ARTICLE XVI Dissolution

In the event of the dissolution of the Society, the Executive Board shall, after paying or making provision for the payment of all the liabilities of the Society, dispose of all of the assets of the Society (except any assets held by the Society upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Society in such manner, or to such organization or organizations which are then qualified as exempt within the meaning of Section 501(c)(6) or 501(c)(3) (but only if the purposes and objectives of such organization(s) are similar to the purposes and objectives of the Society) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law), as the Executive Board shall determine. Any assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Society is then located, to be used in such manner as in the judgment of such court will best accomplish the general purposes for which the Society was organized.

ARTICLE XVII Electronic Meetings & Communication

Section 1. Meeting by Conference Call or Video Conference.

Any action to be taken at meetings of the Executive Board, Executive Committee, Strategic Board, voting members, Councils and other committees may be taken through the use of a conference telephone line, video conference or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of an electronic meeting must be delivered at least twenty-four (24) hours prior to the meeting.

Section 2. Electronic Communication.

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

Section 3. Electronic Voting.

Voting by mail or electronic means shall be permitted for any item of business before the voting members to the full extent permitted by the Act. A mail or electronic vote of the voting members may be called by the Executive Board.