

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)(b) Develop and approve the strategic plan and annual budget of the Society, and will present the annual budget to the Strategic Board of Directors.~~

~~(d)(c) 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 any other governance committees or subcommittees it deems necessary to carry out the work of the Executive Board, and such subcommittees as it deems necessary to carry out the work of the Executive Board. ~~The Executive Committee will be comprised of the President, President-elect, Vice President, and Executive Director. Other governance Committees or Subcommittees will be comprised as needed to accomplish the work required. The Executive Board has full authority to both establish and retire Committees and Subcommittees.~~ Establishment of a governance n-Executive Committee or Ssubcommittee, 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 eleven (11) voting members as follows: the President, Immediate Past-President, President-Elect, Vice President, Secretary, Treasurer, and five (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.

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 Executive Strategic Board and the Society's other committees and subcommittees and the Vascular Leadership Council.

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 and 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 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 of 2-4 qualified candidates to all voting members in good standing.

(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 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. Vascular Leadership Council

Section 1. Composition.

(a) The Vascular Leadership Council (VLC) shall be chaired by the SVS President-elect and comprised of a designated representative to be selected and appointed by invited Regional, National, and Other Vascular Societies or Boards that may be approved for invitation by the VLC and affirmed by the SVS Executive Board.

(b) Selection of the representative from each society or board will be up to the discretion of the respective society/board. To sustain continuity of representation it is recommended that each representative serve a term of 3-years.

~~(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 23. Strategic Board Vascular Leadership Council Responsibilities.~~

~~The VLC Strategic Board shall be a the strategic advisory body of the Society with the and following purpose:~~

- ~~a) Identify and discuss critical trends, issues, and challenges impacting vascular surgery as a specialty and vascular surgeons and their respective practice environments;~~
- ~~b) Foster unity across the specialty and cross-society collaborations and initiatives where appropriate, to address common strategic needs.~~
- ~~c) Foster best practices, growth and development of the Vascular Specialty and respective Societies/Boards.~~

~~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 3. Meetings~~

~~The Vascular Leadership Council will meet at least twice each year in a manner and format as determined by the Council, with preference for one meeting per year in person.~~

~~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 at 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. Councils will, coordinate the activities of relevant committees in alignment with the strategic priorities of SVS, and regularly report their activities to the Executive Board. As determined by the Executive Board, appropriate committees shall report to established 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~~Vascular Leadership Council 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~~Vascular Leadership Council 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~~Vascular Leadership Council 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 Council shall be a voting member of the ~~Strategic Board~~Vascular Leadership Council 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~~Vascular Leadership Council 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 who shall serve for a one-year term. The members of the Nominating Committee will include the following:

(a) The two (2) most recent surviving and available Past-Presidents beyond the current immediate Past-President, the most senior of whom shall serve as Chair of the committee.

~~(b) One (1) member elected annually from and by 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 as determined by the election cycle from time to time.~~

~~(c)~~(b) ~~One~~One (14) member at large elected from the Society membership. Such individual may not be serving currently on the Executive Board.

~~(c) One (1) member elected from amongst and by the Council, Committee, and Section Chairs serving on the SVS Strategic Planning Committee. Such individual may not be serving currently on the Executive Board.~~

~~(d) Chair of the Section on Ambulatory Vascular Care—Section, or Vice-Chair if the Chair is unavailable to serve.~~

~~(e) Chair of the Cultural Competency Committee, or Vice-Chair if Chair is unavailable to serve.~~

| (f) Chair of the Young Surgeons Section, or Vice-Chair if Chair is unavailable to serve.

| 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 five (5) years or more and interested in serving on the Nominating Committee shall submit their names to the Secretary as required in notice.

The Secretary shall send the list of nominees to the membership for their vote. All votes received by the declared timeline and notice shall be considered valid.

The two nominees who obtain the highest number of votes shall serve on the Nominating Committee. If two or more nominees receive the same highest number of votes, the SVS Executive Board shall choose one of those top vote-getters to serve on the Nominating Committee. If the top vote receiver is unable to serve, the second highest vote receiver will serve, and so on.

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

~~(e) Chair of the Diversity, Equity and Inclusion Committee, or Vice-Chair if Chair is unavailable to serve.~~

~~(f) Chair of the Young Surgeons Section, or Vice-Chair if Chair is unavailable to serve.~~

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