

# Society for Vascular Ultrasound Bylaws

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## 1. GENERAL

- 1.1 Name. The name of the corporation is the SOCIETY FOR VASCULAR ULTRASOUND (the “Society”).
- 1.2 Purposes. The purposes of the Society are as stated in the Articles of Incorporation.
- 1.3 Restrictions. All policies and activities of the Society shall be consistent with:
  - 1.3.1 Applicable federal, state, and local antitrust, trade regulation, or other legal requirements; and
  - 1.3.2 Applicable tax exemption requirements, including the requirements that the Society not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.
- 1.4 Office and Records. The Society shall maintain a headquarters office located within the United States of America. All official records, archives and historical material shall be held at the Society’s headquarters office, or such archival location as the Board may approve.

## 2. MEMBERSHIP

- 2.1 Qualification. Membership in the Society is open to individuals with a demonstrated interest in vascular technology who meet eligibility criteria established by the Board of Directors.
- 2.2 Categories. Available categories of membership are as follows:
  - 2.2.1 Regular Members
    - 2.2.1a Charter Members- Members of the Society as of 7 pm, June 23, 1978.
    - 2.2.1b Technologist Members- Sonographers, technologists, clinicians, scientists, educators and other professionals.
    - 2.2.1c Student Members – Students enrolled in Allied Health programs
    - 2.2.1d Transitional Members- Previously enrolled Student Member, for up to 2 years following graduation
    - 2.2.1e Physician Members- Currently licensed or degreed as MD, DO, or MBBS
    - 2.2.1f Medical/Surgical Resident & Programmatic Fellowship Members – Currently enrolled in a residency or fellowship program

- 2.2.2 Honorary Members -As designated by the Board of Directors
- 2.2.3 Retired/Disabled Members – Retired from the profession or disabled.
- 2.2.4 Associate Members- Industry partners active in the field.

All such members have voting rights in the Society, except for Associate Members. The Board of Directors may also create such other categories of voting or non-voting members as it deems appropriate.

- 2.3 Termination from Membership. Termination from membership may occur under the following conditions:

- 2.3.1 Failure to pay any sums due and owed the Society within sixty (60) days of their due date.

- 2.3.2 Failure to continue to meet the eligibility criteria for membership.

- 2.3.3 Violation of the Society’s Code of Ethics.

- 2.4 Dues. The Board of Directors shall establish dues for all classes of membership. Society membership dues are based on a calendar year basis and all renewing members shall pay their annual dues in full by the due date in order to remain active members. All membership privileges shall be suspended during periods for delinquency of more than sixty (60) days. No dues shall be refunded to any member whose membership terminates for any reason.

- 2.5 Meetings. An annual meeting and any other meetings of Society Members shall be held at such times, places and in such manners as the Board of Directors shall direct. The Secretary or Executive Director shall notify the voting Members of each meeting at least ten (10) but not more than sixty (60) days before the meeting. In the case of a special meeting, the notice shall state the purpose of the meeting.

- 2.6 Voting. Regular Members, Honorary Members, and Retired/Disabled Members, as well as any other category of voting members determined by the Board of Directors, shall have the right to vote to elect Directors to fill specified slots, as detailed in these Bylaws, and to vote on any such other matters as may be presented to them by the Board of Directors. At all meetings of Society members, thirty-five (35) Members entitled to vote constitutes a quorum, and an action shall carry by a majority of those voting (except that election of a Director shall be by a plurality), where a quorum is present. Members not present at a meeting may submit their votes by proxy. Action of the members may also be taken in writing without a meeting by the same quorum and voting requirements as for a meeting.

### 3. BOARD OF DIRECTORS

- 3.1 Authority. The governing body of this Society shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Society. The Board may adopt such rules and regulations for the conduct of the Society's business as it deems advisable and may in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee except those matters which, as a matter of law, are not delegable.
- 3.2 Composition. The Board of Directors shall consist of fifteen (15) individuals (with no more than two (2) individuals from the same facility) and shall be composed as follows:
- 3.2.1 The four (4) officers of the Society shall also be Directors and serve on the Board.
- 3.2.2 There shall be six (6) Technologist Directors, four (4) of whom shall be elected by the Board of Directors, and two (2) of whom shall be elected by the voting Members. Each Technologist Director must be a Charter Member, Technologist Member, or Transitional Member in good standing, and must have been a Member in good standing for at least one year prior to election. Technologist Directors must have achieved and maintained a professional credential in vascular technology. In addition, only technologists whose primary employment activity is performance of noninvasive vascular testing, supervision of noninvasive vascular personnel, management of a noninvasive vascular testing or diagnostic facility, or education or training in the field of vascular technology are eligible to serve as Technologist Directors; an individual whose primary employer is a vendor of ultrasound hardware, software or supplies is not eligible.
- 3.2.3 There shall be one (1) Physician Director, who must be a Physician Member in good standing, and have been a Member in good standing for at least one year prior to election. The Physician Director must hold a current license to practice medicine, achieve and maintain a professional credential in vascular technology, and be involved in the noninvasive vascular field.
- 3.2.4 There shall be two (2) At-Large Directors on the Board, to serve the interests of the public. The At-Large Directors may come from diverse backgrounds outside of noninvasive vascular testing, but have an interest in representing the membership of the Society for special purposes. At-Large Directors may include, but are not limited to, administrators, business people, or community leaders not employed in the noninvasive vascular field. At-Large Directors do not have to be members of the Society and need not have experience in the noninvasive vascular field.

- 3.2.5 There shall be one (1) Vendor Director, who will represent the Society sponsoring vendors and who must be an employee of a noninvasive vascular testing vendor company, and who is currently a Regular Member or Associate Member in good standing.
- 3.2.6 There shall be one (1) Student Director who must be a student actively enrolled in a sonography program with a vascular concentration, and who is currently a Student Member. The Student Director may continue to serve out the remainder of his or term if he or she graduates during the term.
- 3.3 Election and Terms. Two (2) Technologist Directors are elected by the voting Members. The remaining Directors are elected by the Board. Technologist Directors, the Vendor Director and the Physician Director shall each serve for a term of three (3) years. Officers serve for a term of two (2) years. At-Large Directors and the Student Director each serve one (1) year terms. Directors are elected in accordance with the “Annual Election” provision below. Each Director shall take office January 1 following election and may serve up to two (2) successive terms in the same Board position.
- 3.4 Reporting. The Board of Directors shall report to the Society Members at least annually on its work and activities, which shall include providing a financial statement.
- 3.5 Resignations, Removal and Vacancies. A Director may resign by filing a written resignation with the President of the Society. The Board of Directors may remove any Director for cause by a two-thirds vote of the Board. Causes for removal of a Director may include, but not be limited to, failure to attend at least fifty percent (50%) of all regular and special meetings of the Board of Directors in a twelve month period, violation of the Society Code of Ethics, or failure to maintain membership. The Director involved shall be given an opportunity to be present and to be heard at the meeting at which removal is considered. Vacancies on the Board of Directors due to removal or for any other reason shall be filled by nomination by the President and affirmative vote of two-thirds of the Directors.
- 3.6 Meetings. A regular meeting of the Board of Directors shall be held no less than two (2) times each calendar year at such time and place or manner as the Board may prescribe. The Secretary shall provide written notice of the time, place and/or method of the regular Board meetings to all Directors at least thirty (30) days prior to the meeting. Special meetings of the Board of Directors may be called by the President, by written notice or telecommunications delivered to all Directors at least three (3) days prior to the meeting. Such notice shall include the purpose of the special meeting. Any or all Board members may participate in a meeting via teleconference or other electronic means so long as each participant can hear the others, and each such participant shall be deemed present in person.

3.7. Voting. A quorum for conducting business at meetings of the Board of Directors shall be a majority of its Directors, and an action shall carry by a majority where a quorum is present. The President votes only to break a tie vote. The Board may also take action without a meeting via unanimous written consent, including via mail, fax, e-mail or other means of electronic consent.

#### 4. OFFICERS

4.1 Positions. The elected officers of the Society shall be a President, Vice President, Treasurer, and Secretary. No individual may hold more than one elected office simultaneously. Additionally, an Executive Director serves as the chief staff officer of the Society.

4.2 Eligibility. All officers shall have achieved and maintained a professional credential in vascular technology and have served a term on the Board of Directors. The Physician Director, Vendor Director, At-Large Directors, and Student Director are ineligible to hold an officer position. Additionally, to be eligible to serve as President, an individual must have first served in another officer position.

4.3 Election and Term of Office. The officers shall be elected by the Board in accordance with the “Annual Election” provision below. Terms of office shall be for two (2) calendar years beginning January 1 following election. No officer may serve more than two (2) successive full terms in each office. Interim terms shall not be considered for purposes of this provision.

4.4 Vacancies. In the event of a permanent officer vacancy other than in the President position, the Executive Committee will nominate a replacement for appointment by the Board. The appointee must be a current Board member or former officer. In the event of a vacancy in the office of President, the Vice President shall succeed to the office.

#### 5. DUTIES OF OFFICERS/EXECUTIVE DIRECTOR

5.1 Duties. The elected officers and the Executive Director shall perform such duties as are necessarily incident to each office, as may be prescribed by the Board of Directors, or as required or allowed by law.

5.2 President. The President shall be the chief elected officer of the Society and serve as Chair of the Board of Directors and of the Executive Committee. The President shall serve as an *ex officio*, non-voting member of all Board committees, and shall appoint such non-Board committee chairpersons and members as specified in these Bylaws or the policies and procedures of the Society. The President shall be Chair of the Governance Committee.

- 5.3 Vice President. The Vice President shall perform the duties of the President during absence or disability of the President. The Vice President shall serve as Chair of such committees as may be determined by the Board of Directors.
- 5.4 Secretary. The Secretary, under the direction of the Board of Directors, shall have general supervision of the keeping of records of meetings, activities, membership, Board of Directors policies and any other records required by law.
- 5.5 Treasurer. The Treasurer, under the direction of the Board of Directors, shall have general supervision of the fiscal affairs of Society and other records required by law. The Treasurer shall chair the Finance Committee and oversee the performance of an annual audit or review by a certified public accountant.
- 5.6 Executive Director. The Executive Director shall be the chief executive and operating officer of the Society, with responsibility for the management and direction of all operations, programs, activities and affairs of the Society, including employment and termination of employees, the determination of compensation of members of the staff and supporting personnel, functioning within the framework of policy aims and programs as generally determined by the Board of Directors. The Executive Director shall report to the Board of Directors. In the event the Board enters into a written employment contract with the Executive Director, the terms of the contract shall govern the relationship and if there appears to be any inconsistency between these Bylaws provisions and the terms of the contract, the terms of the contract will govern. The Executive Director sits on the Board of Directors and the Executive Committee in an *ex officio*, non-voting capacity.

## 6. COMMITTEES, CHAPTERS, AND AFFILIATIONS

- 6.1 Executive Committee. The Executive Committee shall consist of the officers of the Society. A quorum for Executive Committee action shall be three elected officers including the President or, in his/her absence, the Vice President. The Executive Committee shall otherwise operate according to the same rules as those that apply to the Board of Directors. The Executive Committee shall have and may exercise authority as granted by the Board of Directors. Between meetings of the Board of Directors, the Executive Committee may take action on behalf of the Board as is necessary for conduct of the affairs of Society, and shall report such action to the Board of Directors at the next meeting of the Board.
- 6.2 Other Committees. The Board of Directors shall create or eliminate any such committees, ad hoc committees, work groups, advisory groups, and councils (collectively, "committees") as it deems necessary for effective performance of the Society's objectives. In addition to the Executive Committee, any Board committees (made up exclusively of Board members) may be delegated Board authority, and shall conduct their affairs according to the same rules as those that apply to the Board of Directors. Any non-Board committees may not exercise

Board authority, and shall be governed by rules as may be determined by the Board upon their creation.

6.2 Chapters. The Board may also authorize the establishment of affiliated chapters for the purpose of furthering the objectives of the Society. Chapters may be organized geographically by city, state, province, country or other area or division as determined by the Board of Directors.

6.3 Affiliations. For the mutual benefit of all, for the advancement of vascular technology and in order to further the objectives of the Society, the Board of Directors may also establish relationships with other societies, associations and organizations.

## 7. ANNUAL ELECTION

7.1 Nominations from the Governance Committee: The Governance Committee shall review applications for open positions and present recommendations for candidates for Officers and/or Directors for approval by the Board of Directors prior to the Annual Election.

7.2 Additional Nominations. Additional nominations for Member-elected Directors may be made by petition signed by not fewer than 25 Members, with written permission of the nominee. The President or Executive Director must receive such petitions by a date to be determined by the Governance Committee, in a time frame to allow the additional nominations to appear on the Annual Election ballot.

7.3 Ballot. The President or Executive Director shall communicate to the Members of the Society a ballot with the names of all nominees for Member-elected positions at least twenty (20) days prior to a meeting where the Annual Election will take place or a deadline for ballots to be returned.

7.4 Election. Elections shall be held annually, with terms for Directors and Officers staggered to the extent feasible. The candidates in each category receiving the greatest number of votes shall be elected.

7.5 Announcement. Election results shall be announced following the Annual Election via electronic communication.

## 8. AMENDMENTS

8.1 Proposals. Proposed amendments to the Bylaws may be submitted, in writing, to the Executive Committee by any member of the Board of Directors or by petition signed by at least fifteen (15) voting Members of the Society.

8.2 Submission Deadline. Proposals or petitions shall be transmitted by the Secretary or Executive Director at least forty-five (45) days prior to a meeting of the Board of Directors for consideration at that meeting.

8.3 Adoption. A proposed amendment to the Bylaws is adopted upon an affirmative vote by at least two-thirds of the Board of Directors.

8.4 Notice. The Board shall provide notice to Society Members of an enacted amendment to the Bylaws within sixty (60) days after its adoption.

## 9. PARLIAMENTARY AUTHORITY

The latest edition of Robert's Rules of Order, where not in conflict with the Society's Articles of Incorporation, Bylaws, or other policies, shall govern meetings and actions of the membership and of the Board.

## 10. INDEMNIFICATION

The Society shall indemnify each of its Directors and Officers to the full extent permitted by law. The Society shall also have power to make any other indemnification that is permissible under the law and authorized by resolution of the Board of Directors.