

**BYLAWS OF
THE INTERNATIONAL SOCIETY FOR VASCULAR SURGERY**
(Adopted April 4, 2004)

Article I - Name

The name of this corporation is the International Society for Vascular Surgery (ISVS) (hereinafter the "Society"). ISVS is incorporated in the state of New Jersey in the United States of America.

Vascular surgery is defined as the specialty that manages vascular disorders exclusive of those in the heart and brain by medical, endovascular or open operative means.

Article II - Objectives

The objectives of this organization shall be (1) to enhance and promote the recognition of vascular surgery as an independent and distinct specialty throughout the world; (2) to provide recognition of commitment to vascular surgery and scholarly or educational achievement in that specialty; (3) to encourage the dissemination of knowledge regarding vascular disease and vascular surgery to the public and the profession; (4) to develop international standards of practice and training in vascular surgery; and (5) to encourage international exchange for training in vascular surgery.

Article III - Membership

There shall be four types of society membership:

Section 1: Membership will be granted to physicians who demonstrate appropriate training in and commitment to vascular surgery and whose professional activities (practice, research, teaching) are devoted primarily to the management of vascular disease. Those accepted to membership while still in training or within 4 years of completing their training will be required to pay two-thirds of the standard dues until the 5th year after they complete their training

Section 2: Non-physician membership will be offered to vascular technologists, registered nurses, physicians assistants, radiographers, ultrasonographers, and selected individuals who are employed by corporations involved in the vascular disease field provided these individuals and their corporations support the mission, activities and goals of the ISVS.

Section 3: Corporate Membership may be offered to corporations or other groups who support the missions and activities of the ISVS.

Section 4: Honorary membership will be awarded to individuals who have made special contributions or achievements in the vascular disease field.

There will be no numerical limit on any type of member listed above.

To remain in good standing, all Society members must abide by the rules and regulations as set forth in these bylaws.

All members of the Society except for honorary members will pay dues and assessments.

Article IV - Election of Members

Section 1: The process of election of members of the Society shall be as follows:

- a. Application forms for each type of membership shall be made available to individuals applying for membership or a sponsoring or nominating member of the Society. Sponsoring letters from at least two Society members in good standing may be requested.
- b. Signed application forms presenting the curriculum vitae of the proposed candidates shall be in the hands of the Secretary at least two (2) months before the executive session at which it is desired that the candidate be considered for election.
- c. The Secretary shall send to the Chairman of the Membership Committee completed applications with all pertinent data at least one (1) month before the annual meeting. The Membership Committee shall review and pass on the professional qualifications of each proposed candidate.
- d. The Chairman of the Membership Committee shall meet with the Council of the ISVS or (for the first three years, 2004, 2005 and 2006) its Executive Committee for the purpose of presenting the recommendations of the Membership Committee.
- e. All recommended members shall be approved by a majority vote of the Society Council or for the first 3 years of the Society's existence by the Executive Committee.
- f. Election to Honorary membership shall be by three-fourths vote of the Society Council.
- g. A candidate who fails election at one meeting may be presented to the Council at the next two (2) annual meetings. If the candidate is not elected after 3 tries, his or her application may be resubmitted after an interval of two (2) years.

Article V –Council and Executive Committee

Section 1: The Council of the International Society for Vascular Surgery shall be comprised of the officers (President, Vice President (i.e., President-Elect), Secretary, and Treasurer), the Past President, the committee chairmen, and regional or national councilors-at-large. The Council or a representative quorum shall meet at least once a year.

Section 2: The Executive Committee will be comprised of the officers, committee chairmen, and Past President. The Executive Committee will meet as often as necessary. The Executive Committee shall be the governing body of the Society and shall have full power to manage and act on all affairs of the Society except as follows:

- a. It may not amend the bylaws. (Such amendments require Council and membership majority approval.)
- b. Except for the first 3 years of the Society's existence, it may neither elect new members nor alter the status of existing members. A vote of the entire Council is required for this action.

Section 3: The President of the Society shall serve as Chairman of the Executive Committee and the Council and the Secretary of the Society as their Secretary.

Section 4: Meetings of the Executive Committee shall be held at the call of the President of the Society and each member of the Executive Committee must be notified in writing or by e-mail of the time and place of such meeting no less than ten (10) days prior to the meeting.

Section 5: A majority of the voting members of the Executive Committee shall constitute a quorum for the transaction of Society business.

Section 6: The act of a majority of members of the Executive Committee present at a duly called meeting at which a quorum is present shall be the act of the Executive Committee unless the act of a greater number is required by applicable statute or these bylaws.

Section 7: Any action which is required by the Certificate of Incorporation under the statutes of the New York Department of State or these bylaws which is to be taken at a meeting of the Executive Committee, or any action which may be taken without a meeting, may be accomplished if a consent in writing is signed by all members of the Executive Committee entitled to vote with respect to the subject matter thereof. Any such consent signed by all of the members of the Executive Committee shall have the same force and effect as a unanimous vote at a duly called meeting of the Executive Committee.

Article VI – Officers and Councilors

Section 1: The officers of the Society shall be a President, a Vice President (President-Elect), a Secretary, and a Treasurer, all to be elected as provided in the bylaws. Said officers shall serve Ex-Officio as voting members of the Executive Committee.

Section 2: All officers of the Society, except the Secretary and the Treasurer, shall be selected for terms of two (2) years each and until their successors are elected and qualified. The Secretary and Treasurer will serve three (3) years each and until their successors are elected and qualified committee chairmen and Councilors shall serve for (3) years each.

Section 3: Officers of the Society shall be chosen by the Council at the annual meeting after nominations are made by the membership. In general, officers will be prior members of the Council.

Section 4: Councilors will represent both their region and the membership at large. Their terms shall be 3 years and they may not be re-elected. At least one-third of the councilors (selected at first by lot) will end the term each year. This will assure that at any given time two-thirds of the council members have at least one year's experience. If a council member is elected to an office or committee chairmanship, he will complete his/her term in that office. Regional/National Councilors will be nominated every 3 years by the members from that nation or region and will be elected by the Council. A list of candidates for these elections will be developed from individuals wishing to serve from the region or suggested by others in the region as candidates. If a councilor is elected to replace an officer or committee chairman, he or she should continue to serve as councilor until the end of his/her term before taking up the higher office. These councilors will generally only be eligible for higher office during the final year of their council terms.

A suggested list of councilors and the region or country they represent is as follows:

Western Europe	3
Eastern Europe	1
North America	3
Central and South American	1
Middle East and Africa	2
Australia and New Zealand	1
Far East	2
Total	13

Section 5: The President shall preside at the meetings of the Society, the Council and the Executive Committee, preserve order, regulate debates, announce results of elections, appoint committees not otherwise provided for in these bylaws, sign certificates of membership, and perform all other duties normally appertaining to this office. The President, with the consent of the Executive Committee, will also have authority to negotiate contracts between the Society and the management organization.

Section 6: If the President is incapacitated, the Vice President (President-Elect), shall act as the President and shall perform the duties of that office.

Section 7: In the absence or incapacity of both the President and the President-elect, the chair of the Executive Committee shall be taken by a chairman protem, elected by such members of the Executive Committee as are present.

Section 8: The Secretary shall keep the minutes of the meeting of the Society, the Council and the Executive Committee; attest all official acts requiring certification; notify councilors, officers, and members of their election and take charge of all papers not otherwise provided for. At least thirty (30) days, but no more than forty (40) days prior to each annual or special meeting, the Secretary shall issue to all members of the Society an agenda of the forthcoming meeting. The Secretary shall compile a written report to be read at the annual business meeting of the Society in which shall be included the list of candidates proposed for membership, as approved by the Council.

Section 9: The Treasurer shall supervise all monies and funds belonging to the Society, arrange payment for all bills and be sure that all bills for dues and assessments are rendered as soon as possible after the annual meeting. The Treasurer will also report to the Council or Executive Committee at each meeting the financial state of the Society and the names of all members in arrears as to dues. The Treasurer will review financial policies and insure that expenses incurred are reasonable and of the lowest competitive price. The Society management organization will take care of details under the supervision of the Treasurer and will insure that an annual review or audit is performed every two years.

Article VII – Committees

The terms of all committee members will be 3 years, although they may be chosen for a second term. Committee appointments will be made by the President who will also select the Chairman. For the first four years of the Society, committee chairmen or the Executive Council may suggest additional committee members who will be appointed with the approval of the President. All presidential appointments will be made only after consultation with the Council or the Executive Committee.

Section 1: The Standing Committees of the Society shall consist of a Membership Committee, a Bylaws Committee, a Finance Committee, a Standards of Practice and

Training Committee and a Public Education Committee.

Section 2: The Membership Committee shall consist of members chosen by the President, its Chairman or the Executive Committee to represent various regions or countries. The Secretary will serve as an ex-officio member. Three year terms will be the norm, although a second term is possible. The Chairman of this committee will be appointed by the President after consultation with the executive committee. The functions of the Membership Committee will be to recruit candidates for various types of membership and to pass on their qualifications for membership. They will make recommendations concerning membership to the Council or Executive Committee for final approval.

Section 3: The Standards Committee shall consist of a Chairman and at least four (4) members who shall be appointed by the President and the committee chairmen to serve overlapping terms of 3 years each. The Secretary shall serve as an Ex- Officio member of this Committee. This Committee will develop international standards for practice and training in vascular surgery and vascular disease management.

Section 4: The Finance Committee will periodically (yearly) review the finances of the Society and will participate in fund raising to support the activities of the Society. It will consist of 4 or more members.

Section 5: The Public Education Committee will mount a campaign to educate the medical profession and the public in the nature of vascular surgery, the nature of vascular disease, and who is most qualified to care for patients with non-cardiac vascular disease. It will consist of at least 5 members.

Section 6: The Bylaws Committee will oversee the creation and modification of Society Bylaws. It will consist of 5 members serving 3-year terms.

Section 7: The Executive Committee may, from time-to-time, establish other committees that it deems advisable. These other committees shall consist of such persons and shall have duties and powers as designated by the Executive Committee upon establishment of the committee. Unless other wise provided by the Executive Committee, the President shall appoint the members of these other committees.

Section 8: Any vacancy occurring among the members of any elected committee of the Society shall be filled by appointment by the President after consulting the Council. The appointee will serve until the next annual meeting of the Society.

Section 9: Members of the Executive Committee or any other Committee may participate in any meeting thereof with a conference telephone or similar communications device by means of which all persons participating in the meeting can hear each other. Such participation in a Committee meeting shall constitute presence in person at the meeting.

Article VIII - Meetings

Section 1: The Annual Business Meeting of the Society shall be held at a time and place to be determined by the President and the Executive Committee. The meeting should be held at roughly the same time each year (during the last quarter of the year). The business of the Society shall be conducted at this time.

Section 2: The Council shall meet prior to the annual meeting, at a time and place designated by the President after consulting the Council. The respective Chairman of the Membership Committee, the Finance Committee, the Bylaws Committee, the Public Education Committee, and the Standards Committee shall attend these meetings. The Council or the Executive Committee should meet at two or three other times during the year ideally in association with other major international meetings, (e.g., Charing Cross, SVS, EVS, or ISES).

Section 3: Twenty-five (25) voting members present in person shall constitute a quorum at an annual business meeting.

Section 4: The vote of a majority of members present and voting in a duly called meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by these bylaws.

Section 5: Members may not cast their vote by proxy.

Article IX - Fees and Dues

Section 1: Initiation fees, dues, and assessments shall be proposed by the Council or the Executive Committee and approved by the membership at the annual business meeting.

Section 2: Any member of the Society in arrears as to dues for one (1) year shall be notified of that fact by the Treasurer, by registered letter, which shall contain a copy of this Section 2. If the dues are not paid before the next annual meeting or some reasonable explanation of the delinquency is not forthcoming, the name of the delinquent member shall be presented at that Executive Committee meeting. On a majority vote of the Executive Committee, the name may be removed from the membership list. The Executive Committee may reinstate the delinquent member upon payment of the dues in arrears.

Article X - Resignation and Discipline

Section 1: Resignations of members not in arrears as to dues may be accepted at any annual meeting of the Society. In such circumstances, dues will not be refunded.

Section 2: Charges of unprofessional or unethical conduct may be brought against any member of the Society by written complaint signed by three (3) members in good standing and delivered to the Secretary. The rules governing disciplinary proceedings based upon such charges shall be as established from time to time by the Executive Committee and may include deviation from internationally accepted standards of practice

Article XI – Reports and Papers

Section 1: All papers and reports read before the Society shall be delivered to the Secretary at the time of their presentation.

Section 2: No paper shall be published as having been read before the Society unless it has been read by title or otherwise.

Article XII - Procedure

The proceedings of the Society shall be conducted under Robert's Rules of Order Newly Revised.

Article XIII - Certificate of Membership

Every elected member of the Society shall be entitled to a certificate of membership signed by the President and Secretary.

Article XIV - Fiscal Year

The fiscal year of this corporation shall begin on the first of January in each year and shall run through the 31st day of December.

Article XVI - Notice and Waiver of Notice

Section 1: Whenever, under applicable law, these bylaws or a resolution of the Council or Executive Committee, notice is required to be given to any member, Executive Committee member or Officer, such notice will be given in writing, by mail, addressed to such member, Executive Committee member or Officer at his or her address as it appears on the records of the Society. Such mailed notice shall be deemed to have been given when deposited in the United States mail in a sealed envelope so addressed, with postage thereupon prepaid.

Section 2: Whenever, under applicable law, these bylaws or a resolution of the Council or Executive Committee, any notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. In addition, the attendance of a member or Executive Committee member at any meeting shall constitute a waiver of notice, except where an individual attends the meeting for the express purpose

of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Article XVII – Indemnification and Tax Status

Section 1: To the full extent specifically authorized by, and in accordance with the procedures prescribed by the General Not-For-Profit Corporation Act (or the corresponding provisions of any future statute applicable to corporations organized under the Act), the Society shall indemnify any and all members of the Council and Executive Committee (which members shall hereinafter in this Article be referred to as "Directors") and any and all of its officers, committee members, employees, agents, and other authorized representatives for expenses and other amounts paid in connection with legal proceedings (whether threatened, pending, or completed) in which any such person became involved by reason of serving in any such capacity for the Society.

Section 2: Upon specific authorization by the Council or Executive Committee, the Society may purchase and maintain insurance on behalf of any or all directors, officers, employees, agents, and representatives against 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 I of this Article.

Section 3: No part of the organization's net earnings shall inure to the benefit of any member, officer, or other person, except for services rendered and to make other payments and distributions in furtherance of the purposes set forth above. In addition, the organization shall not carry on any activity not permitted to an organization exempt from Federal income tax under Section 501 (C) (3) of the Internal Revenue Code of 1954, as amended (the "Code") or the corresponding provision of any future United States Internal Revenue Law. (The ISVS should, therefore, qualify as a C-3 [tax-exempt] organization.)

Article XVIII - Amendment

These bylaws may be amended by a majority vote of the members present and voting at a properly called and convened business session of an annual or special meeting of the Society provided that the proposed amendment has been submitted to the Secretary by at least three (3) voting members of the Society at least three (3) months prior to the annual or special meeting. The Secretary shall mail the proposed amendment to all voting members at least thirty (30) days prior to the annual business or special meeting, accompanied by notice that such amendment will be acted upon at that meeting.