

ARTICLE I – NAME

The name of this corporation is the Western Vascular Society (hereinafter the “Society”).

ARTICLE II – PURPOSES

The purpose of the Society shall be: (1) to promote study and discussion of the art and science of vascular surgery; (2) to promote exchange of information among the membership; (3) to hold annual meetings; (4) to do and engage in any and all lawful activities that may be incidental or related to the foregoing and to have and exercise all powers and authority now or hereafter conferred upon not-for-profit corporations under the laws of the State of California.

Notwithstanding the foregoing, (1) no part of the Corporation’s net earnings or assets shall inure to the benefit of any member, director, officer, or other person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make other payments and distributions in furtherance of the purposes set forth above, and (b) the Corporation shall not carry on any activity not permitted to be carried on by an organization exempt from federal income tax under section 501 (c) (6) of the Internal Revenue Code of 1954, as amended (the “Code”) or the corresponding provision of any further United States revenue statute.

ARTICLE III – MEMBERSHIP

1. The membership of this Society shall be limited to surgeons who practice primarily vascular surgery, who are in good standing in their community as judged by members of the Society. Candidates for membership shall be certified by the American Board of Surgery Added Certification in Vascular Surgery or the Royal Canadian College of Surgeons Certificate of Special Competence in Vascular Surgery. In exceptional cases, the Membership Committee may elect to accept equivalent periods of training for formal certification.
2. Members shall be drawn from the Western states, provinces and the Pacific Rim. This will be defined as follows: Alaska, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oklahoma, Oregon, Utah, Washington, Wyoming, Alberta, British Columbia and the Pacific Rim.
3. There shall be five types of members: active, senior, honorary, associate, and adjunct.
4. Active membership shall consist of the following members of the Organization plus subsequent individuals elected to membership by the Society. The total number of active members shall be limited to 120.

- 4a. Prospective members should have completed a minimum of three (3) years of practice after vascular surgery training before applying for membership.
- 4b. The prospective member should meet one or more of the following three (3) criteria in order to be considered for membership:
 - Excellence in Clinical Care – this can be reflected by letters from colleagues and collaborators, regional reputation, years in practice, peer-recognition awards (Chief of Staff, senior surgeon in group, HMO recognition award), service on peer-review organizations, case lists and outcomes, community involvement or participation in clinical trials.
 - Contributions to Vascular Science – this can be reflected by peer-review publication, non-profit or federal grant support, invited lectures, professorships, faculty appointments, invited publications, participation in clinical trials, device development, active participation in local/regional vascular societies or serving on hospital committees.
 - Contributions to Vascular Education – this can be reflected by teaching responsibilities at a vascular or general surgery training program, hospital grand rounds, seminars, proctorship of new vascular procedures or other lectureships.
5. Senior members shall consist of active members who have reached the age of sixty-five (65) or who for reasons of health or other just cause, the Council recommends for classification in this category. Senior members shall not be bound requirements for attendance at meetings nor shall they be required to pay dues.
6. Honorary members of the Society shall consist of individuals who have made outstanding contributions in the field of vascular science. They shall have no voting privileges. They shall not be required to pay dues.
7. Associate members of the Society shall consist of those individuals who were previously active members but have moved out of the geographic limits of the Western Vascular Society. Associate members shall not be bound by the requirements for attendance at meetings nor shall they be required to pay dues.
8. Adjunct membership will be granted to those individuals who are not vascular surgeons but have made and continue to make meaningful contributions to the science and practice in the field of vascular disease. This category will include non-M.D.s who are working in the field of research. It will also include physicians who actively practice and publish in the field of non-surgical treatment of vascular diseases. They shall not have voting privileges, be able to hold office, be able to participate on standing committees, and will not be required to pay dues.
9. Prospective members should attend an annual meeting of the Western Vascular Society prior to submitting application for membership. The prospective member is encouraged to attend the annual meeting with his or her spouse or significant other.

ARTICLE IV – SELECTION OF MEMBERS

Qualification for membership in the Society will be judged primarily upon evidence of a prospective member's scholarly contributions to the vascular surgery literature.

1 Active Members:

- a. Application forms for membership shall be available only by request of a sponsoring member and shall be provided by the Secretary-Treasurer.
- b. Application forms presenting the curriculum vitae of the candidates and signed by them and the sponsor shall be in the hands of the Secretary-Treasurer at least four (4) months before the Executive Session at which it is desired that the candidate be considered for election. Applications must be supported by a letter from the sponsor. Additional letters of recommendation from other members are desirable.
- c. The Secretary-Treasurer shall send to the Chairman of the Membership Committee these applications with all pertinent data, including supporting letters, at least three (3) months before the annual meeting. The Membership Committee shall review the professional qualifications of the candidates.
- d. The list of candidates with data concerning them shall be circulated by the Secretary-Treasurer to all members of the Society at least two (2) months before the annual meeting.
- e. The Membership Committee shall meet prior to the annual meeting to review the applications and to make recommendation for membership. The Chairman of the Membership Committee shall meet with the Council for purposes of presenting recommendations of the Membership Committee for review by Council before presenting recommendations to the membership at large at the time of the annual meeting.
- f. The names of Candidates recommended by the Council for election shall be submitted by the Secretary-Treasurer to the membership in the annual report at the Executive Session of the Society.
- g. Election to membership shall be by secret ballot, by a three-fourths affirmative vote of the membership present and voting at the annual Executive Session.
- h. A candidate who fails election at one meeting may be presented for consideration of membership at a subsequent meeting by repeating the above process.

2. Honorary members:

- a. Any active or senior member may nominate an individual for membership. The name and brief description of the accomplishments of the nominee must be submitted to the Secretary-Treasurer at least six (6) months prior to the annual meeting for circulation to an Honorary Membership Committee which consists of the three (3) past presidents on the Council.
- b. The Honorary Membership Committee shall make its recommendations

to the Council.

- c. Following its deliberation, the Council may recommend that the candidate's name be submitted by the Secretary-Treasurer to the membership in the annual report presented at the Executive Session of the Society.
 - d. Election to membership shall be by secret ballot, by a three-fourths affirmative vote of the membership present and voting at the annual Executive Session.
3. Associate members:
 - a. Any member in good standing, who leaves the geographic area of the Western Vascular Society, may request transfer in status to associate membership. If a member fails to request such transfer he will automatically be dropped from the membership roster.
 4. Adjunct members:
 - a. The process of election shall be the same as for active members.

ARTICLE V – BOARD OF DIRECTORS (“COUNCIL”)

1. The Board of Directors of the Society shall be called the Council.
2. The Council shall be composed of the President, the President-Elect, the Secretary-Treasurer, the Recorder, and the three (3) most recent available past presidents.
3. The Council 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 without the approval of the Society membership at an annual executive session alter the initiation fees or annual dues, or levy any assessments against the membership, except that it may, in individual cases, waive annual dues or assessments.
 - b. It may not amend the Articles of Incorporation or Bylaws.
 - c. It may neither elect new members nor alter the status of existing members, other than to apply the provisions of Article XI.
4. The President of the Society shall serve as Chairman of the Council and the Secretary-Treasurer of the Society as its Secretary.
5. Meetings of the Council shall be held at the call of the President of the Society, and each member of the Council must be notified in writing of the time and place of each such meeting no less than ten (10) days prior to meeting.
6. The annual meeting of the Council shall precede the Executive Session of the Society membership.
7. A majority of the voting members of the Council shall constitute a quorum for the transaction of business.

8. The act of a majority of the members of the Council present at a duly called meeting at which a quorum is present shall be the act of the Council, unless the act of a greater number of required by applicable statute, the Articles of Incorporation or these Bylaws.
9. Any action which is required by law or the Articles of Incorporation or these Bylaws to be taken at a meeting of the council, or any other action which may be taken at a meeting of the Council, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all the members of the Council entitled to vote with respect to the subject matter thereof. Any consent signed by all the members of the Council shall have the same force and effect as a unanimous vote of a duly called and constituted meeting of the Council.

ARTICLE VI – OFFICERS

1. The Officers of the Society shall be a President, a President-Elect, a Secretary-Treasurer, and a Recorder, all to be elected as provided in these Bylaws. Said officers shall serve ex-officio as voting members of the Council.
2. All Officers of the Society shall be elected for terms of one (1) year each. The President may not serve more than one (1) term.
3. Officers of the Society shall be nominated by the Nominating Committee which shall present the slate to the membership at the Executive Session of the annual meeting. Additional nominations may be made from the floor of the Executive Session each year. The election shall take place at the Executive Session and election shall be by a majority of the votes cast.
4. The President shall preside at meetings of the Society and the Council, preserve order, regulate debates, announce results of elections, appoint committees not otherwise provided for, sign Certificates of Membership, and perform the duties of the President's office.
5. The President-Elect, in the absence or incapacity of the President, shall perform the duties of the President's office.
6. In the absence of both the President and the President-Elect, the Chair shall be taken by a Chairman Pro Tem, elected by such members of the Council as are present.
7. The Secretary-Treasurer shall keep the minutes of the meetings of the Society and Council, attest all official acts requiring certification; notify officers and members of their election; keep in his custody the seal of the Society and affix it to all appropriate documents; conduct correspondence; take charge of all papers not otherwise provided for. At least thirty (30) days but not more than forty (40) days prior to each annual or special meeting he shall issue to all members of the Society a program of the forthcoming meeting. He shall compile a written report to be read at the annual Executive Session of the Society, in which shall be included a list of candidates

proposed for membership, as approved by Council. He shall receive all moneys and funds belonging to the Society; pay all bills; render bills for dues and assessments as soon as possible after the annual meeting; and report to the Council at each annual meeting the names of all members in arrears as to dues. He shall prepare a written report of the finances of the Society to be presented at the Council Meeting and at the Executive Meeting

8. The Historian shall serve a one-year term and will be appointed by the President. It shall be the duty of the Historian to assemble and preserve the Archives of the Society for storage and reference. The archives shall consist of the roster of the members of the society since its inception and such photographs as are available. It shall be his/her duty to secure and file a photograph of each new member. At the request of the President, the Historian may be asked to provide an appropriate historical comment at either the executive session or the regular meeting. The records of the Western Vascular Society are preserved at the UCLA Medical Center by the archivist of the Louise Darling Library.
9. The Recorder shall receive all papers and reports of discussions on papers presented before the Society. The Recorder, together with the Program Committee, shall review all manuscripts and provide an editorial comment to accompany manuscripts when submitted to the Editorial Board of the Journal in which manuscripts are to be considered for publication

ARTICLE VII – COMMITTEES

1. Standing committees of the Society shall consist of a Membership Committee, a Nominating Committee, a Program Committee, and a Local Arrangements Committee for the annual meeting.
2. The Membership Committee shall consist of three (3) elected members, who shall serve overlapping terms of three (3) years each, plus the Secretary-Treasurer as an ex officio member. The senior member in service on this Committee shall be the Chairman. Nominations to the Membership Committee shall be made by the Nominating Committee which shall present the slate to the membership at its annual meeting. Election shall be by a majority of votes cast at the Executive Session. The functions of the Committee shall be to pass upon the professional and ethical qualifications of the applicants and to advise the membership of these recommendations.
3. The Nominating Committee shall consist of the three (3) most recent available past Presidents. The Committee shall be appointed by the President one (1) month before the annual meeting. Its function shall be to make up a slate of officers including member or members of the Membership Committee to be presented at the annual meeting to the members at the Executive Session.
4. The Program Committee shall consist of three (3) members who shall be appointed by the President to serve overlapping terms of three (3) years each. The senior member in term of service on this Committee shall be the Chairman. The Secretary-Treasurer and Recorder shall be ex officio

members of the Program Committee. The function of the Program Committee shall be to solicit presentations from members and other individuals and to make up the program for the annual meeting. The appointed members of the Program Committee shall serve as an advisory committee to act, with the Recorder, to provide editorial review of the submitted manuscripts.

5. The Chairman of the Local Arrangements Committee for the annual meeting shall be appointed by the President and the members of the Committee shall be appointed by the Chairman. These individuals will consist of members resident in the general locality in which the annual meeting is to be held, together with the President, the Secretary-Treasurer, acting ex officio. The function of this Committee shall be the making of the general arrangements for the annual meeting.
6. The Resident Forum Program committee shall consist of five (5) members who shall be appointed by the President to serve overlapping terms of five (5), years each. The senior member in term of service on this committee shall be the Chairman. The function of the Resident Forum Program Committee shall be to solicit presentations from surgical residents and to make up the program for the annual Resident Forum meeting.
7. The Council may from time to time 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 Council upon establishment of the Committee from time to time thereafter. Unless otherwise provided by the Council, the President shall appoint the members of each such Committee.
8. Any vacancy occurring among the members of any elected Committee of the Society shall be filled by appointment by the President, the Appointee to serve until the next annual meeting of the Society membership.

ARTICLE VIII – MEETINGS

1. The annual meeting of the Society shall be held at a time and place to be determined by the Council at least one year in advance.
2. The Council shall meet on the day prior to the annual meeting, at a time and place designated by the President. The Chairmen of the Membership Committee, the Nominating Committee and the Local Arrangements Committee shall meet with the Council in an advisory capacity.
3. Twenty (20) voting members present in person shall constitute a quorum at a meeting of the membership.
4. The vote of a majority of the votes entitled to be cast by the members present at 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 the applicable statute, the Articles of Incorporation, or the Bylaws.

5. Members may not cast their votes by proxy.
6. The Executive Session of the Society, attendance at which shall be limited to active, senior and honorary members, shall be held at a time and place to be set by the President. The business of the Society shall be conducted at that time.
7. The scientific session of the annual meeting shall consist of presentations of papers and the discussion of these papers. An active or senior member must be a participant, co-author or sponsor of each presentation selected.
8. Special meetings of the Society may be called at any time by the President. The President must call a special meeting whenever he is requested to do so in writing by ten (10) members of the Society in good standing.
9. Notice of any Executive Session of any annual or special meeting of the Society shall be given to each member of the Society not less than thirty (30) nor more than forty (40) days prior to the Executive Session by written or printed notice delivered personally or by mail, by or at the direction of the Council, the President or the Secretary -Treasurer. Such notice shall state the place, day and hour of the Executive Session and in the case of a special meeting shall also state the purpose or purposes for which the Executive Session is called.
10. The Council may, by majority vote, revoke the membership of any active member who shall have been absent from three (3) consecutive meetings of the Society without providing the Secretary-Treasurer with an acceptable written explanation of such absence. An active member shall receive a warning letter from the Secretary-Treasurer following two (2) consecutive unexcused absences from the annual meetings, and the Secretary-Treasurer shall, within thirty (30) days after revocation of any active membership pursuant to this section, send written notice of such action to the individual whose active membership has been so revoked. In addition, in order to emphasize the importance of scholarly participation, it shall be the requirement for each member to be a named author of at least one abstract during a four year term or to be a named discussant of a paper selected for presentation. An active member shall receive a warning letter from the Secretary-Treasurer following three (3) consecutive years in which the member has failed to participate as described above. The Secretary-Treasurer shall, within thirty-(30) days after revocation of active membership pursuant to this section, send written notice of such action to the individual whose active membership has been so revoked. Any person whose active membership has been revoked by the Council pursuant to this section may, within six (6) months after such revocation, send to the Secretary-Treasurer a written request that the Council at its next meeting reconsider its decision. Such a request must be accompanied by a written statement for the reasons for the consistent absence or lack of participation from annual meetings of the Society. If the Council, upon reconsideration, determines by a majority vote that reinstatement is appropriate, the individual shall be reinstated as an active member upon payment in full of any outstanding dues or other financial obligations to the Society, including any such obligations which may have arisen during the period in which the revocation was in effect.

ARTICLE IX – INVITED GUESTS

1. A member of the Society may invite no more than one guest to attend the Annual Meeting of the Society. Should a member wish to tender an invitation, formal request must be made to the Secretary-Treasurer to send a written invitation to the individual identified by the member. No guest will be admitted to the scientific sessions and/or social events without a formal invitation and active registration.
2. The names of all guests attending the Annual Meeting shall be entered under a separate heading in the attendance list.
3. All invited guests shall be given the privilege of the floor by the President but shall not be present at the Executive Session.

ARTICLE X – FEES AND DUES

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

ARTICLE XI – RESIGNATIONS AND DISCIPLINE

1. Resignation of members not in arrears as to dues may be accepted at any annual meeting of the Society by a majority vote of the members present.
2. Charges of unprofessional or unethical conduct may be brought against any member of the Society by a written complaint signed by three (3) members of the Society and delivered to the Secretary-Treasurer. The rules governing disciplinary proceedings based upon such charges shall be established from time to time by the Council.

ARTICLE XII – PAPERS AND REPORTS

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

2. No paper shall be published as having been read before the Society unless it has been read before the Society.

ARTICLE XIII – PROCEDURE

The proceedings of the Society shall be conducted under Roberts Rules of Order Newly Revised.

ARTICLE XIV – CERTIFICATE OF MEMBERSHIP

Every elected member of the Society shall be entitled to a Certificate of Membership signed by the President and the Secretary-Treasurer and bearing the seal of the Society.

ARTICLE XV – SEAL

This Society shall make, have, and use a seal bearing the name of the Society, the words "Corporate Seal, California," and such other device and description as the Society shall deem proper.

ARTICLE XVI – NOTICE AND WAIVER OF NOTICE

1. Whenever, under applicable law, these Bylaws, or resolution of the Council, notice is required to be given to any member, Council member or Officer, such notice may be given in writing, by mail, addressed to such member, Council member or Officer, at his or her address as it appears on the records of the Society. Such mailed notice shall be deemed to be given when deposited in the United States Mail in a sealed envelope so addressed, with postage therein prepaid.
2. Whenever, under applicable law, these Bylaws, or resolution of the Council, 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 Council member at any meeting shall constitute a waiver of notice of such meeting, 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

1. To the full extent in accordance with the procedure prescribed by the General Not-For-Profit Corporation Act, the Society shall indemnify any and

all members of the Council (which members shall hereinafter in this Article be referred to as "Directors") and any and all officers, employees, agents and representatives of the Society for certain expenses and other amounts paid in connection with legal proceedings in which any such person become involved by reason of their serving in any such capacity for the Society.

2. Upon specific authorization by the Council, 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 XVIII – AMENDMENT

These Bylaws may be amended by a three-fourths vote of the members present and voting at a properly called and convened Executive Session at an Annual or Special Meeting of the Society, provided that the proposed Amendment has been submitted to the Secretary-Treasurer by at least three (3) voting members of the Society at least three (3) months prior to the Executive Session of the Society. The Secretary-Treasurer shall mail the proposed Amendment at least thirty (30) days prior to the Executive Session, accompanied by notice that such Amendment will be acted upon that Executive Session.

ARTICLE XIX – RULES AND REGULATIONS

The Society may enact from time to time rules and regulations that will govern the actions of the Society. Such Rules and Regulations shall be enacted, amended or deleted by a majority (>50%) vote of those attending the annual business meeting. Proposed rules and regulations require notification of the membership no less than 30 days prior to the annual meeting. Amendments to a proposed Rule and Regulation made at the time of the business meeting may be voted upon at the same business meeting and do not require an additional 30 day notification of members. All Rules and Regulations must be in conformity with the bylaws of the Society.

Amended September 2002