

**FIRST AMENDED BYLAWS OF  
OUTPATIENT ENDOVASCULAR AND INTERVENTIONAL SOCIETY,  
A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION, ADOPTED APRIL  
14, 2016.**

**ARTICLE 1  
OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The corporation shall be headquartered in Los Angeles County, California. The administrative offices of the corporation shall be in Cook County, Illinois at 2800 West Higgins Road, Suite 440, Hoffman Estates, IL 60169,

**SECTION 2. CHANGE OF ADDRESS**

The Board of Directors may change the headquarters or the administrative office of the corporation from one location to another by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

New Address: \_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_

**SECTION 3. OTHER OFFICES**

The corporation may also have offices at such other places, within or without any state if the United States where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

**ARTICLE 2  
PURPOSES**

**SECTION 1. OBJECTIVES AND PURPOSES**

The purposes of the corporation shall be to:

- (1) Enhance the safety, quality, and patient satisfaction of outpatient endovascular and interventional procedures.
- (2) Develop standards of practice for the operation of outpatient

endovascular and interventional centers.

- (3) Promote the collection and dissemination of information, and education regarding outpatient endovascular procedures among the medical community and the public.
- (4) Support research on medical, financial and management issues of endovascular centers.
- (5) Provide a forum to share experience among practitioners.
- (6) Provide a mechanism for collecting and evaluating medical outcome-related and research data.
- (7) Provide a method to examine the financial impact of outpatient endovascular and interventional centers on overall medical expense and practice.
- (8) Provide a liaison representative for outpatient endovascular and interventional centers with government bodies, insurance companies and industry.
- (9) Advocate for its members in all areas of outpatient endovascular and interventional procedures.
- (10) Advocate for access to care and improved patient satisfaction in outpatient endovascular and interventional centers.

Undertake any other similar activities which are deemed appropriate by the Board of Directors.

## **SECTION 2. GENERAL GOVERNANCE STRUCTURE**

The corporation, which may also be referred to as the Society, shall have four categories of members (Active, Associate, Corporate and Retired/Senior), as more fully described in Article 5. The corporation shall be governed by a Board of Directors elected by the Active Members, as more fully described in Article 3. The Board of Directors shall be equally divided among Active Members who are, respectively, cardiologists, vascular surgeons and interventional radiologists. The Active Members shall also elect a slate of officers, including at least a President, President-Elect (who shall also be a Vice-President), a Secretary and Treasurer, as more fully described in Article 4. The President, Immediate Past-President, President-Elect, Secretary and Treasurer and shall constitute the Executive Committee. There shall be ten standing committees chosen by the President after consultation with the Board of Directors (Nominations, Membership, Program, Liaison, Development, Education, Research, Standards, Bylaws, and Social Media), as also described in Article 5.

## **ARTICLE 3 DIRECTORS**

## **SECTION 1. NUMBER**

The corporation shall have 9 (nine) Directors, consisting of the President, a Vice-President (who shall be the President-elect), a Past President, a Secretary and Treasurer, and 5 (five) other Directors. Collectively they shall be known as the Board of Directors. One individual may serve as both Secretary and Treasurer. The Board of Directors shall, at its discretion, also appoint, from-time-to-time, an Executive-at-Large and 3 (three) second vice-presidents, to serve terms determined by the Board, but no less than one (1) year nor more than two (2) years. The Executive-at-Large and the three second vice-presidents shall be invited to attend all Board meetings and to participate in all Board discussions but shall not have the power to make motions or to vote, and shall not be counted in determining whether a quorum of Board members or officers is present for any function or requirement later stated in these By-Laws. The Executive-at-Large and the three second vice-presidents shall be eligible to serve on committees. To the extent practicable, the three second vice-presidents shall be appointed in equal measure from cardiology, interventional radiology, and vascular surgery. The Executive-at-Large may be appointed from any specialty.

Each of the following specialties shall have 3 (three) members on the Board of Directors:

- (a) Cardiology
- (b) Interventional Radiology
- (c) Vascular Surgery

Any other specialty represented by 10 (ten) percent or more of the members of the Society shall be entitled to be represented by an at large Directorship position on the Board of Directors which will be created by the Board of Directors for that purpose.

It will be the responsibility of the Nominations Committee to nominate candidates to the Board of Directors to fulfill the numerical composition of the Board of Directors as further stated in these Bylaws. The nominating committee shall also suggest to the Board of Directors the names of individuals to be appointed by the Board as Executive-at-Large and Second-Vice Presidents, pursuant to this Article 3, Section 1.

## **SECTION 2. POWERS**

Subject to the provisions of the California Corporations Code and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the Active Members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under

the direction of the Board of Directors or the Executive Committee who may act and make decisions on behalf of the Board of Directors as appropriate when needed in between regular meetings of the Board of Directors.

### **SECTION 3. DUTIES**

It shall be the duty of the Board of Directors or Executive Committee to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all agents and employees of the corporation, except that no director, member, officer, committee member or committee chair may receive compensation for their duties, other than reimbursement for reasonable expenses actually incurred;

(c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws

(e) Register their physical addresses and e-mail addresses with the Secretary of the corporation. Notices of meetings mailed or e-mailed to them at either their physical address or their e-mail address shall be valid notices thereof.

### **SECTION 4. TERMS, QUALIFICATIONS AND ELECTION; FOUNDING DIRECTORS AND OFFICERS**

Terms of office of Directors shall be for staggered two-year terms, except for the President-Elect, who shall serve for a three-year term (his or her first year as President-Elect, second year as President, and third year as Past President). The Secretary and the Treasurer shall each also serve for three year terms, or, if the office is combined in a single person, that person shall serve a three year term. Each Director shall hold office until his or her successor is elected and qualifies. Terms of the initial Founding Directors shall be staggered in the manner determined by the Board of Directors. If no agreement can be reached as to which directors' terms should be staggered, the decision shall be made by lot. Only Active Members shall be qualified to serve as Directors. Directors shall be elected by the Active Members by written ballot pursuant to Article 13, Section

11. Vacancies shall be filled pursuant to Article 3, Section 16 and Article 4, Section 5.

By prior unanimous agreement among the fifteen physicians who met to establish the Society, the three initial Directors shall be Jeffrey Carr, MD (interventional cardiologist), who shall also serve as President; William Julien, MD (interventional radiologist), who shall also serve as Vice-President/President-Elect and Sam Ahn, MD (vascular surgeon), who shall also serve as Secretary Treasurer. The three initial Directors shall, within ninety days of the coming into existence of this Corporation by the filing of its Articles of Incorporation, arrange for an election of six additional directors according to the provisions of these By-Laws and shall appoint committee chairs and committee members.

In order to avoid the necessity of holding elections in 2014, when the Society shall have been in existence for less than a year, those directors and officers who assume office or are elected to office in 2013 shall be deemed, in calculating their term of service, to have assumed office or been elected to office at the annual meeting in 2014. Consequently the first regular elections subsequent to the initial elections in 2013 shall be at or immediately preceding the Society's annual meeting in 2015.

#### **SECTION 5. COMPENSATION**

Directors shall serve without compensation. However, if approved by the Board of Directors, they shall be allowed reasonable advancement or reimbursement of expenses actually incurred in the performance of their regular duties as those duties are specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity.

#### **SECTION 6. PLACE OF MEETINGS**

Meetings of the Board of Directors or Executive Committee shall be held at any place which has been designated from time to time by resolution of the Board of Directors or that is designated in the notice of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so as long as all Directors participating in such meeting can hear and speak to one another.

#### **SECTION 7. REGULAR AND ANNUAL MEETINGS**

Regular meetings of Board of Directors shall be held, without notice, at the annual meeting of the members.

#### **SECTION 8. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the President, the Secretary, or by any three Directors, and such meetings shall be held either via teleconference or at the place, , designated by the person or persons calling the meeting.. .

#### **SECTION 9. NOTICE OF MEETINGS**

Regular meetings of the Board of Directors at the annual meeting shall be held without notice. Special meetings of the Board of Directors shall be held upon seven (7) days' notice by first-class mail or five (5) days' notice delivered personally or by telephone, facsimile, electronic mail or other electronic means. If sent by mail or e-mail, the notice shall be deemed to be delivered on its deposit in the mails or on its being sent by e-mail. Such notices shall be addressed to each Director at his or her address or e-mail address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

#### **SECTION 10. CONTENTS OF NOTICE**

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

#### **SECTION 11. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

## **SECTION 12. QUORUM FOR MEETINGS**

A quorum of the Board of Directors or Executive Committee shall consist of a majority of Directors or Officers in the case of an Executive Committee meeting (excluding Second Vice-Presidents and the Executive-at-Large) attending in person, by telephonic means or by proxy. No Director or Officer shall hold the proxy of more than one other Director or Officer, and if the Director or Officer whose proxy is being voted shall appear in person or telephonically during the meeting, then the proxy shall not be further exercised in the meeting, but any votes previously taken in the meeting by proxy shall stand unless specifically revoked by the Director or Officer who has given the proxy. All proxies shall be in writing, where an email directed to the Director or Officer claiming to exercise a proxy shall suffice as a writing.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present in person or by telephone, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, after adjournment the Board members remaining may discuss the business of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 9 of this Article.

The Directors or Officers present in person or by phone at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors or Officers from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

## **SECTION 13. MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by at least 60% (sixty percent) of the Directors or Officers present, in person, by telephonic means or by proxy, at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Corporations Code,

particularly those provisions relating to appointment of committees, approval of contracts or transactions in which a Director has a material financial interest and indemnification of Directors, require a greater percentage or different voting rules for approval of a matter by the Board.

#### **SECTION 14. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the President-Elect of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

#### **SECTION 15. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

#### **SECTION 16. VACANCIES**

Vacancies on the Board of Directors shall exist on the death, resignation or removal of any Director, or when a Director loses his or her status as an Active Member.

The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment



of any court to have breached any duty under the applicable sections of the California Corporations Code, or who no longer has a license to practice medicine in any state.

Directors may be removed without cause by vote of three-quarters of the votes of Active Members represented at a membership meeting at which a quorum of Active Members is present in person or by email ballot, but only if at least seventy-five (75) percent of the members of the Board of Directors have first agreed to bring the proposed removal to a vote by the Active Members.

Any Director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General of California.

Vacancies on the Board (other than vacancies in the offices of President, President-Elect or Past President, which shall be filled in accordance with Article 4, Section 5) may be filled by the Board of Directors or Executive Committee. The Active Members of this corporation may elect a Director at any time to fill any vacancy not filled by the Directors.

A person elected to fill a vacancy as provided by this Section shall hold office for the remainder of the term or until his or her death, resignation or removal from office.

#### **SECTION 17. NON-LIABILITY OF DIRECTORS**

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### **SECTION 18. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS**

To the full extent specifically authorized by, and in accordance with the procedures prescribed by the California Corporations Code (or the corresponding provisions of any future statute applicable to corporations organized under the Code), the Society shall indemnify any and all members of the Board of 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.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of the California Corporations Code.

## **SECTION 19. INSURANCE FOR CORPORATE AGENTS**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, officer, employee or other agents of the corporation) against any liability (other than for violating provisions of law relating to self-dealing prohibited by the California Corporations Code) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of the California Corporations Code.

## **ARTICLE 4 OFFICERS**

### **SECTION 1. NUMBER OF OFFICERS**

The officers of the corporation shall be a President, a President-Elect (who shall also be the Vice-President), a Past President, a Secretary, and a Treasurer. The same person may serve as both Secretary and Treasurer. The corporation may also have, as determined by the Board of Directors, other officers.

### **SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE**

The President-Elect shall be elected by the Active Members. The President-Elect shall serve as President-Elect during the year immediately following his or her election, shall serve as President the following year and shall serve as Past President the third year. The President, President-Elect and Past President shall all be Active Members of the corporation. The other officers, each of whom must be an Active Member, shall be elected by the Active Members, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

### **SECTION 3. SUBORDINATE OFFICERS**

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

#### **SECTION 4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by the affirmative vote of three-fourths of the Active Members casting a vote on the matter, except that no officer may be removed unless at least half of the Active Members of the Society cast votes, either in person or by proxy, and then only if the consent of at least seventy-five (75) percent of the members of the Board of Directors has first been obtained to bring the removal to a vote by the Active Members. No Active Member shall hold the proxy of more than one other Active Member, and if the Active Member whose proxy is being voted shall appear in person or telephonically during the meeting, then the proxy shall not be further exercised in the meeting, but any votes previously taken in the meeting by proxy shall stand unless specifically revoked by the Active Member who has given the proxy. All proxies shall be in writing, where an email directed to the Active Member claiming to exercise a proxy shall suffice as a writing

Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer other than President shall be filled by an appointment by the President to complete a term until the next regularly scheduled election. In the event of a vacancy in the office of President caused by death, resignation, removal, disqualification, or otherwise, the President-elect will automatically become President and complete the balance of the term as well as serve for one year thereafter. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

#### **SECTION 6. DUTIES OF PRESIDENT**

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the

officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as President of the Board of Directors, the President shall preside at all meetings of the Board of Directors. The President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

#### **SECTION 7. DUTIES OF PRESIDENT-ELECT**

The President-Elect will automatically become President in the second year of office and serve as Past-President in the third year of office. In the absence of the President, or in the event of his or her inability or refusal to act, the President-Elect shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

The President-Elect shall be an ex-officio member of all standing committees and the chair of each committee shall report to the President-Elect. The President-Elect may appoint another officer to serve in his or her stead as the ex-officio member of any committee which is listed in Article 5 or which is later created by the Board of Directors.

The President-Elect shall have other powers and perform such other duties as may be prescribed by the Board of Directors.

#### **SECTION 8. DUTIES OF SECRETARY**

The Secretary shall:

- a. Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.
- b. Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

c. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

d. Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.

e. Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, and the minutes of the proceedings of the Directors of the corporation.

f. Keep at the principal office of the corporation a membership book containing the name, address, contact information and original membership application of each member.

g. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 9. DUTIES OF TREASURER**

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

a. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

b. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

c. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

d. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

e. Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request therefore.

f. Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

g. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

h. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### **SECTION 10. IMMEDIATE PAST PRESIDENT, EXECUTIVE AT-LARGE AND SECOND VICE-PRESIDENTS**

Upon expiration of the President's term, the President shall become the Immediate Past President for the last year of his or her term on the Board of Directors. The Immediate Past President shall have such duties as may be assigned to him or her from time to time by the Board of Directors or Executive Committee and shall also be the chair of the nominating committee. The Executive at-large and three Second Vice-Presidents shall have such duties as may be assigned to them from time to time by the Board of Directors or Executive Committee.

#### **SECTION 11. COMPENSATION**

Officers shall not receive a salary or other compensation for their services.

### **ARTICLE 5 COMMITTEES**

#### **SECTION 1. STANDING COMMITTEES AND OTHER COMMITTEES**

The corporation shall have the standing committees set forth in this section as well as such other committees, including standing committees, as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of or include persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees. No person shall receive any salary or other compensation for serving on any committee.

The terms of all committee members will be 3 (three) years, although they may be chosen for a second term. In order to avoid the

necessity of selecting committee members again in 2014, when the Society shall have been in existence for less than a year, those committee members who are appointed in 2013 shall be deemed, in calculating their term of service, to have been appointed at the annual meeting in 2014. Committee appointments will be made by the President who will also select the Chairperson of each committee. All presidential appointments will be made only after consultation with the Board of Directors.

Standing Committees. The Standing Committees of the Society shall consist of a Program Committee, a Nominations Committee, a Membership Committee, a Liaison Committee, a Development Committee, an Education Committee, a Research Committee, a Standards Committee, a Social Media Committee, and a Bylaws Committee. The President-Elect or his or her designee will be an ex-officio member of each of the committees.

Membership Committee. The Membership Committee shall consist of a Chairperson and members chosen 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 Board of Directors for final approval.

The Standards Committee. The Standards Committee shall consist of a Chairman and two members who shall be appointed by the President and the committee chairman to serve overlapping terms of 3 (three) years each. The Board may, at its discretion, provide for additional positions on the Committee, which positions shall also be filled by the President and the committee chairman. This Committee will develop standards to enhance the quality of outpatient endovascular and interventional procedures laboratories.

The Nominations Committee. The Nominations Committee shall consist of a Chairman and two members who shall be appointed by the President and the committee chairman to serve overlapping terms of 3 (three) years each. The Board may, at its discretion, provide for additional positions on the Committee, which positions shall also be filled by the President and the committee Chairman. The Nominations Committee shall be composed of at least one member from each specialty group (cardiology, vascular surgery and interventional radiology). This Committee will nominate Active Members to the Board of Directors.

The Program Committee. The Program Committee shall consist of a Chairman, a co-chairman and two members who shall be appointed

by the President and the committee Chairman to serve overlapping terms of 3 (three) years each. The Board may, at its discretion, provide for additional positions on the Committee, which positions shall also be filled by the President and the committee Chairman. This Committee will organize the annual meeting of the Society.

The Liaison Committee. The Liaison Committee shall consist of a Chairman and two members who shall be appointed by the President to serve overlapping terms of 3 (three) years each. The Board may, at its discretion, provide for additional positions on the Committee, which positions shall also be filled by the President and the committee Chairman. This Committee will seek and establish relationships with other professional organizations to advance common goals.

The Development Committee. The Development Committee shall consist of a Chairman and two members who shall be appointed by the President to serve overlapping terms of 3 (three) years each. The Board may, at its discretion, provide for additional positions on the Committee, which positions shall also be filled by the President and the committee Chairman. This Committee will raise funds to support the activities of the Society. It will promote research into the economics of outpatient endovascular and interventional centers and advocate the interests of Active Members among the medical profession, public, insurance payers, and governmental organizations.

The Research Committee. The Research Committee shall consist of a Chairman and two members who shall be appointed by the President to serve overlapping terms of 3 (three) years each. The Board may, at its discretion, provide for additional positions on the Committee, which positions shall also be filled by the President and the committee Chairman. This Committee will promote and support research activities related to outpatient endovascular and interventional procedures.

The Education Committee. The Education Committee shall consist of a Chairman and two members who shall be appointed by the President to serve overlapping terms of 3 (three) years each. The Board may, at its discretion, provide for additional positions on the Committee, which positions shall also be filled by the President and the committee Chairman. This Committee will promote and organize educational activities to educate the public and practitioners on outpatient endovascular and interventional procedures.

The Bylaws Committee. The Bylaws Committee will oversee the modification of Corporate Bylaws. It will consist of a Chairman and



two members serving 3 (three) year terms. The Board may, at its discretion, provide for additional positions on the Committee, which positions shall also be filled by the President and the committee Chairman.

Vacancies. Any vacancy occurring among the members of any committee of the Society shall be filled by appointment by the President after consulting the Board of Directors. The appointee will serve until the next annual meeting of the Society, unless the next annual meeting is in 2014, in which case the appointee shall serve until the annual meeting in 2015.

Participation by Conference Call. Members of the Board of Directors or members any Committee may participate in any meeting thereof via conference telephone or similar communications device or method 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.

## **SECTION 2. DISCLOSURE OF CONFLICTS OF INTEREST**

The standards Committee shall develop a disclosure policy approved by the Board regarding conflicts of interest of Board and Committee members. Once those disclosure standards are developed, agreed upon and disseminated, each Board and Committee member shall be required to keep on file with the Secretary a written statement of any such conflicts of interest. The filing shall be open for review by all Active Members, but shall otherwise be confidential.

## **ARTICLE 6**

### **EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

#### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### **SECTION 2. CHECKS AND NOTES**

. (\$) . The Board of Directors or Executive Committee, in its discretion, may set the dollar amount permitted for singly signed checks. The corporation may avail itself of procedures permitted by its bank for electronic signatures.

### **SECTION 3. DEPOSITS**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### **SECTION 4. GIFTS**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

## **ARTICLE 7 CORPORATE RECORDS, REPORTS AND SEAL**

### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its records at its administrative office in the State of Illinois :

(a) Minutes of all meetings of Directors, committees of the Board and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its members indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

### **SECTION 2. CORPORATE SEAL**

The Board of Directors may, if it so chooses, adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### **SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

### **SECTION 4. ACTIVE MEMBERS' INSPECTION RIGHTS**

Each and every Active Member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the Treasurer of the corporation, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled. The corporation may, within ten (10) business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand. If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

## **SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

## **SECTION 6. ANNUAL REPORT**

The Board shall cause an annual report to be prepared not later than one hundred and twenty (120) days after the close of the corporation's fiscal year. That report shall contain the following information in appropriate detail:

(a) A balance sheet as of the end of the fiscal year, an income statement, and statement of changes in financial position for the fiscal year, accompanied by an independent accountant's report or, if none, by a certificate of an authorized officer of the corporation that they were prepared without audit from the corporation's books and records;

(b) A statement of the place where the names and addresses of current members are located;  
and

(c) Any information required by Section 7 of this Article.

## **SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS**

This corporation shall mail or deliver to all Directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:  
(a) Unless approved by members under the California Corporations Code, any transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

(1) Any Director or officer of the corporation, or its parent or subsidiary (a mere common Directorship shall not be considered a material financial interest); or

(2) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any Director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to the California Corporations Code.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

## **ARTICLE 8 FISCAL YEAR**

### **SECTION 1. FISCAL YEAR OF THE CORPORATION**

The fiscal year of the corporation shall begin on January 1 and end on December 31 in each year.

## **ARTICLE 9 AMENDMENT OF BYLAWS**

### **SECTION 1. AMENDMENT**

Subject to any provision of law applicable to the amendment of bylaws of mutual benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

(a) Subject to the power of members to change or repeal these Bylaws under the California Corporations Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members as to voting, provided, however, a Bylaw amendment specifying or changing the fixed number of Directors of the corporation, the maximum or minimum number of Directors, or changing from a fixed to variable Board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section;

(b) By approval of at least sixty (60) percent of the Active Members of this corporation.

## **ARTICLE 10 AMENDMENT OF ARTICLES**

### **SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS**

Before any members have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

### **SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS**

After members have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this corporation.

### **SECTION 3. CERTAIN AMENDMENTS**

Notwithstanding the above sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first Directors of this corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to the California Nonprofit Corporation Law.

## **ARTICLE 11 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No member, Director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable expenses actually incurred in carrying out their duties on behalf of the corporation or to pay a reasonable salary to an employee of the corporation so long as the employee is not also a member, director, officer, committee member or committee chair; and no such person or persons shall be entitled to share in the distribution of, and

shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as determined by the members, provided that no part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual, as defined in Internal Revenue code section 501(c)(6).

## **ARTICLE 12 MEMBERSHIP**

### **SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS**

There shall be four categories of membership as follows:

**(1) Active Members** There shall be three pathways to being considered for selection as an Active Member:

Pathway 1: Membership will be considered for physicians who perform procedures in outpatient endovascular or interventional laboratories. , Candidates shall have certification by both a primary specialty board and an applicable subspecialty board which holds membership in the American Board of Medical Specialties or the Bureau of Osteopathic Specialists of the American Osteopathic Association and which have included endovascular procedures as an integral component of their training; including the fields of Vascular Surgery, Interventional Cardiology, and Interventional Radiology. Candidates should be performing endovascular and interventional procedures in an outpatient center. Lacking Board certification, candidates are expected to have made important clinical contributions over a period of years in an applicable field, and to provide evidence that he/she is recognized by peers in his/her community that he/she is a specialist.

Pathway 2: Membership will be considered for physicians who: (1) belong to practices which offer outpatient endovascular or interventional procedures and (2) have at least one interventionalist in their practice who is an active Member.

Pathway 3. Physicians who do not clearly meet the above-stated criteria for Pathways 1 and 2 will be reviewed for membership by the Membership Committee on a case-by-case basis for possible qualification and approval by the Board.

For avoidance of doubt, only Active Members may vote on actions required by these Bylaws to be voted on or approved by members.

## **(2) Associate Members**

Associate Membership will be considered for physicians who are interested in outpatient endovascular and interventional procedures but who do not currently perform such procedures, belong to practices which offer such procedures or meet the qualifications required of Active Members by Section 1.

Associate Membership will also be considered for non-physician individuals who are employed by or affiliated with corporations involved in providing outpatient endovascular and interventional procedures, or in providing goods and services for office-based cardiovascular procedures.

## **(3) Corporate Members**

Corporate Membership will be considered for corporations who support the objectives and activities of the Society.

## **(4) Retired Members**

Members will assume this status within the Society upon retirement from active interventional practice. The Membership Committee may recommend, on a case by case basis, the retention of a Retired Member as a voting Active Member.

## **Section 2. Dues, Limits and Requirements**

1. There will be no numerical limit on any type of member listed above, nor shall there be any discrimination based on race, gender, ethnicity, creed, or disability.

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

3. All members of the Society will pay dues and assessments as determined by the Board of Directors.



**ARTICLE 13**  
**Election of Members**

**SECTION 1.** The process of admitting members to the Society shall be as follows:

- a. Application forms to be used for consideration of applications for each type of membership shall be made available to individuals applying for membership. Sponsoring letters from at least two Society members in good standing may be requested.
- b. Completed application forms shall be submitted to the Chairman of the Membership Committee at least one (1) month before the executive session at which it is desired that the candidate be considered for approval.
- c. The Membership Committee shall consider and pass on the professional and other qualifications of each proposed candidate.
- d. All recommended members shall be approved by a sixty (60) percent or greater vote of the Board of Directors.

**SECTION 2. ADMISSION OF MEMBERS**

Applicants shall be admitted to membership upon qualification, recommendation by the Membership Committee, subsequent approval by the Board of Directors and payment of annual dues.

**SECTION 3. FEES, DUES AND ASSESSMENTS**

- (a) The first year dues for Founding Members who attended the organizational meeting to found the Society (the "Founders") shall be \$3,000.
- (b) The first year dues for the first additional one hundred (100) Active Members who wish to be listed as "Charter Members" shall be \$1,000.
- (c) The initial annual dues to be paid by members will be determined by the Board. The Board may establish different dues levels for different categories of membership. The Board may also, from time to time, change the dues to be paid by each category of member.

(c) Memberships shall be non-assessable.

#### **SECTION 4. NUMBER OF MEMBERS**

There is no limit on the number of members the corporation may admit.

#### **SECTION 5. MEMBERSHIP BOOK**

The corporation shall keep a membership book containing the name and address and other information concerning each member, as further provided in Article 4, Section 8-f.

#### **SECTION 6. NONLIABILITY OF MEMBERS**

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

#### **SECTION 7. NONTRANSFERABILITY OF MEMBERSHIPS**

No member may transfer a membership or any rights associated with a membership.

#### **SECTION 8. TERMINATION OF MEMBERSHIP**

(a) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:

(1) Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(2) Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.

(3) Upon a failure to renew his or her membership by paying dues on or before their due date.

(b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a)(2) of this section, the following procedure shall be implemented:

(1) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the corporation's

records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

(2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.

(3) Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

(4) If this corporation has provided for the payment of dues by members, any person expelled from the corporation shall receive a refund of dues already paid. The refund shall be pro-rated to return only the unaccrued balance remaining for the period of the dues payment.

## **SECTION 9. RIGHTS ON TERMINATION OF MEMBERSHIP**

All rights of a member in the corporation shall cease on termination of membership as herein provided.

## **SECTION 10. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS**

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of the California Corporations Code.

## **ARTICLE 14 MEETINGS OF MEMBERS**

### **SECTION 1. PLACE OF MEETINGS**

Meetings of members shall be held at such place or places as may be designated from time to time by resolution of the Board of Directors or Executive Committee.

## **SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS**

The members shall meet annually at the time and place determined by the Board of Directors for the purpose of transacting such business as may come before the meeting. Members may also take action by written ballot pursuant to Article 13, Section 10, without holding a meeting.

## **SECTION 3. SPECIAL MEETINGS OF MEMBERS**

(a) **Persons Who May Call Special Meetings of Members.** Special meetings of the members may be called by the Board of Directors. In addition, special meetings of the members for any lawful purpose may be called by forty percent (40%) or more of the members.

## **SECTION 4. NOTICE OF MEETINGS**

(a) **Time of Notice.** Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat, provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given twenty (20) days before the meeting. In lieu of notice by mail, notice may be given by e-mail to each member not less than ten (10) days nor more than ninety (90) days before the date of the meeting.

(b) **Manner of Giving Notice.** Notice of a members' meeting or any report shall be given either personally or by mail or e-mail other means of written communication, addressed to the member at the physical address or e-mail address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice; or if no address appears or is given, at the place where the principal office of the corporation is located or by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the principal office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

(c) **Contents of Notice.** Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any

meeting of members at which Directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(d) Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by telegraph to the President or Secretary of the corporation. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

(e) Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal.

(f) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

1. Removal of Directors without cause;
2. Filling of vacancies on the Board by members;
3. Amending the Articles of Incorporation; and
4. An election to voluntarily wind up and dissolve the corporation.

## **SECTION 5. QUORUM FOR MEETINGS**

A quorum shall consist of one-fifth (1/5) of the Active members of the corporation. If less than one-third (1/3) of the Active Members actually attends a regular meeting, in person, telephonically or by proxy, then no action may be taken on a matter unless the general nature of the matter was stated in the notice of the meeting. No Active Member shall hold the proxy of more than one other Active Member, and if the Active Member whose proxy is being voted shall appear in person or telephonically during the meeting, then the proxy shall not be further exercised in the meeting, but any votes previously taken in the meeting by proxy shall stand unless specifically revoked by the Active Member who has given the proxy. All proxies shall be in writing, where an email directed to the Active Member claiming to exercise a proxy shall suffice as a writing.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person or by proxy at the meeting, but no other business shall be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

## **SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION**

If a quorum is present, the affirmative vote of a majority of the Active Members represented at the meeting, entitled to vote and voting on any matter shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Corporations Code or by the Articles of Incorporation.

## **SECTION 7. VOTING RIGHTS**

Each Active Member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by ballot.

## **SECTION 8. PROXY VOTING**

Members may cast their vote by proxy, except that no Member may vote more than one other Member's vote by proxy and as otherwise provided by these Bylaws.

## **SECTION 9. CONDUCT OF MEETINGS**

Meetings of members shall be presided over by the President of the corporation or, in his or her absence, by the Immediate Past President of the corporation or, in the absence of all of these persons, by the President-Elect or in his or her absence by a Chairperson chosen by a majority of the voting members, present in person or by proxy. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts Rules of Order; as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with any provision of law.

## **SECTION 10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING**

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4(b) of this Article.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order

to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors shall be elected by written ballot. Such ballots for the election of Directors shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld, they shall not be counted as votes either for or against the election of a Director.

A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

## **SECTION 11. NOMINATION AND ELECTION PROCEDURES**

There shall occur annually, at the time of the annual meeting beginning with the annual meeting in 2015, as further determined by the Board of Directors, an election of Directors and the President-Elect. The election shall be conducted by mailed or e-mailed ballot. Active Members shall be notified in writing of the upcoming election and invited to submit their name for consideration as a candidate to the Nominations Committee by a deadline determined by the Nominations Committee. Active Members interested in being considered as a candidate for President-Elect or as a Director shall complete and submit to the Nominations Committee a written application that has been developed by the Board of Directors. The Nominations Committee shall recommend a slate of candidates for the election by a deadline determined by the Nominations Committee. The Nominations Committee may include on the slate of candidates any Active Member qualified to serve who submitted a timely application as well as any other person(s) the Committee deems appropriate, but the Nominations Committee shall not be compelled to place on the ballot the name of any person. The Board of Directors shall have final approval of the slate of candidates. Ballots shall be mailed to Active Members no later than thirty (30) days before the annual meeting. Mailing shall be by either regular mail or email. The ballot shall also provide for write-in candidates to be voted on by Active Members. Candidates receiving a majority of the votes cast shall be elected to the position for which they have been nominated by the Nominations Committee.



Cumulative voting for the election of Directors shall not be permitted. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Each voting member shall cast no more than one vote for each open position on the Board, including President-Elect, with voting being by written ballot only, where an email shall be considered a written ballot.

If the corporation has five hundred (500) or more members, any of the additional nomination procedures specified in the California Corporations Code may be used to nominate persons for election to the Board of Directors.

#### **SECTION 12. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the Active Members may be taken without a meeting, if all Active Members shall consent in writing to the action. Consents may be by individual writings, and an email may be considered a writing for these purposes. The written consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the Active Members.

#### **SECTION 13. RECORD DATE FOR MEETINGS**

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to the California Corporations Code.

