

Bylaws

THE SOUTHERN ASSOCIATION FOR VASCULAR SURGERY

BYLAWS

ARTICLE I

Section 1. Membership. The membership shall consist of active, senior, honorary, candidate and corresponding members.

Active members shall automatically become senior members of the Association when they have held membership for 15 years or have reached the age of 60. Senior members shall have all the privileges of active members. Honorary members shall be elected from time to time, but shall not be eligible for election as officers or councilors. Candidate and corresponding members shall not be eligible for election as officers or councilors.

Section 2. Qualifications of Membership. The Executive Council shall judge the qualifications of the applicants for active membership in the Association but all vascular surgeons of good moral and ethical standing may be eligible for membership. The membership shall consist of those surgeons recommended by the Executive Council from the States of Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Maryland, Mississippi, North Carolina, South Carolina, Tennessee, Texas, Virginia, West Virginia, and Washington, D.C. No more than 15% of the active membership shall reside outside of the region of The Southern Association for Vascular Surgery.

Whenever the membership of any person in the Association terminates by resignation, death or in any other manner, all rights and privileges in the Association of such persons and the representatives of their estates shall automatically terminate.

Section 3. Application for Membership. A member in good standing of the organization who wishes to sponsor a new active, corresponding, or candidate member shall obtain an application from the office of the Secretary. Applications will not be given to the applicant. The application for active or corresponding membership must be signed by the sponsor and must be accompanied by letters from the sponsor and two endorsers. The endorsers must be members in good standing of the organization. It is required that one of the three letters be from the applicant's state unless he/she is from outside the Association's geographical boundaries described under Article I, Section 2. If the applicant for active or corresponding membership is not elected, he/she may be considered the following year. New letters of sponsorship and endorsement should be submitted to the Secretary's office. An applicant for active or corresponding membership in the Association shall be dropped from the roster if the applicant has not been elected after 3 consecutive years of consideration by the Executive Council. An interim waiting period of 2 years shall transpire before reapplication shall be considered. Letters from the vascular surgery program director or one member from the candidate applicant's state must accompany the application for candidate membership. Candidate members shall not automatically become active members and must apply for active membership.

Section 4. The Right to Accept or Reject Application for Membership. The Executive Council shall have the right to accept or reject any application for membership in the Association. If approved by the Executive Council, each application shall be signed by the Secretary of the Association.

Section 5.

(a) Active Members. Active membership shall be conferred upon physicians who have a major interest

and an active practice in vascular surgery. Applicants for active membership in The Southern Association for Vascular Surgery must be certified by the Vascular Surgery Board of the American Board of Surgery and/or the Board of Thoracic Surgery. With rare exception, applicants should be graduated from approved vascular training programs and hold a primary certificate in vascular surgery from the American Board of Surgery. Individuals without primary certification in vascular surgery shall be required to document performance of 50 major peripheral vascular reconstructive procedures for the year preceding application.

Active members who have paid their dues but practice in states or countries outside the area comprising the Association membership, will be regarded as outside the region and maintain all the duties and privileges thereto pertaining, except as herein otherwise provided.

(b) Honorary Members. Honorary membership may be conferred by the Executive Council upon surgeons who have distinguished themselves by outstanding achievement. There will be a limit of 50 living honorary members. Honorary members may not hold office.

(c) Senior Members. Senior members are those 60 years of age or with over 15 years in the Association or whom for reasons of health or other just cause, the Council recommends for classification in this category. They shall not be bound by the requirements for attendance at meetings.

(d) Candidate Members. Candidate membership shall be conferred upon general surgery residents accepted into accredited vascular surgery training programs, vascular surgery residents in accredited vascular surgery training programs and vascular surgery physicians graduated from accredited vascular surgery training programs who do not yet meet qualifications for active membership. Candidate members shall not be eligible for nomination for election as officers or directors. Candidate members shall not be bound by the requirements for payment of dues and attendance at meetings. Candidate members who move out of the region of the Southern Association for Vascular Surgery shall cease to be candidate members. Candidate membership shall have a maximum term of 3 consecutive years following completion of training.

(e) Corresponding Members. Corresponding membership shall be conferred upon physicians residing outside the United States of America who meet the requirements for active membership as described in Article I, Section 5(a), Paragraph 1. Applicants for corresponding membership in The Southern Association for Vascular Surgery must have had specific training in vascular surgery. Certification in Vascular Surgery from the American Board of Surgery or its equivalent is highly desirable. Corresponding members shall be bound by the same annual dues and annual meeting requirements as active members.

Section 6. Membership Certification. Members shall be certified by the Association and their certificates signed by the President and Secretary. Those certificates shall designate active, honorary or corresponding membership. Membership in the Association is activated by attendance at the first Annual Meeting following election. Individuals elected to membership who fail to attend one of the three Annual Meetings following election shall forfeit their membership. Certificates will not be issued until membership is activated. Candidate members shall be issued certificates when/if they become active members. Honorary members shall be issued certificates when approved as honorary members.

Section 7. Suspension. Any member who is suspended from his/her local medical society or who is otherwise disqualified for any good and sufficient reason shall forfeit his/her membership in the Association. Active and corresponding members who fail to attend three consecutive annual meetings without just cause as judged by Executive Council shall forfeit their membership in the Association.

ARTICLE II

Section 1. Annual Meeting. The Association shall hold an Annual Meeting of not more than three days. The time and place for holding the Annual Meeting shall be determined by the Executive Council.

Section 2. Registration. Each member in attendance at the Annual Meeting shall register with and

secure a badge from the Secretary or a representative designated by him/her to perform his/her duty. All other persons attending the Annual Meeting shall register and secure an admission badge.

Section 3. Business Meeting. During the Annual Meeting, there shall be a Business Meeting for the Active membership in order to elect officers and councilors and transact other business that may come before the Association. The time and place of this meeting shall be announced in the program. The election of officers and councilors shall be the last order of business.

Section 4. Guests. Physicians interested in vascular disease may attend the Annual Meeting as guests, by invitation of a member or by contacting the Secretary-Treasurer for registration information. Guests shall be given the privilege of the floor at the Annual Meeting but shall not attend the Business Meeting of the Association.

ARTICLE III

Section 1. Executive Council. The Executive Council is the governing body of the Association. It shall authorize the purchase of property, stocks, bonds, securities, make loans and authorize and supervise the expenditure of the funds of the Association, except the payment of current expenses such as salaries, supplies, etc.

The Executive Council shall consist of the President, the President-Elect, the Secretary-Treasurer, the Recorder, the three immediate past presidents and three Councilors-at-Large.

The Executive Council shall meet during the Annual Meeting of the Association and as often during the year as may be deemed necessary to perform its duties. It shall be subject to called meetings at any time the President may elect or on petition of five (5) members of the Executive Council.

The President of the Association shall preside at all meetings of the Executive Council and in his/her absence the President-Elect shall preside. In the event of the absence of the President and the President-Elect, the Executive Council shall elect a presiding officer. Five (5) members of the Executive Council shall constitute a quorum. Vacancies in the Executive Council shall be filled by appointment of the President of the Association.

Section 2. Nominations. Prior to the first meeting of the Executive Council during the Annual Meeting of the Association, the President shall appoint a nominating committee consisting of the three immediate Past Presidents. In case a member of the nominating committee cannot serve, the President will fill this vacancy by appointing the next available Past President. The senior most Past President will chair the committee. This committee will propose a slate of officers for the upcoming year. The slate to be considered by the membership will include President, President-elect, Secretary-Treasurer, Record and Councilors-at-large. This committee shall also nominate Active members to be representatives of the Association to external entities as requested. The Committee shall report its deliberations to the Meeting of the Association.. Nothing in this section is to be construed as preventing additional nominations being made from the floor by a member of the Association.

Section 3. Report of the Executive Council. The Secretary-Treasurer of the Association shall submit a report of the Executive Council's deliberations to the members at the Annual Meeting of the Association for confirmations or changes as may be feasible.

ARTICLE IV

Section 1. Officers. The Officers of the Association shall consist of a President, a President-Elect, a Secretary-Treasurer, and a Recorder.

The President-Elect shall be elected for a term of one year at each Annual Meeting. At the expiration of

his/her term as President-Elect, he/she shall become President and shall serve for one year or until his/her successor is elected and qualified. If the President and President-Elect die, resign, or become otherwise disqualified, the Association shall elect both a President and a President-Elect at the next Annual Meeting. The President and President-Elect may serve for more than one term, but such terms may not be consecutive.

The Secretary-Treasurer and the Recorder may be elected for a term of one year at each Annual Meeting and may be re-elected to serve a maximum of five consecutive terms.

ARTICLE V

Section 1. President. The President shall preside at the meeting of the Executive Council, may preside over Scientific Sessions and the Annual Meeting, and shall perform such other duties as may be required of him/her as such.

He/she shall be an ex-officio member of all other committees.

He/she shall appoint special committees with or without the approval of the Executive Council.

The President may, at his/her discretion, call a meeting of the Executive Council or any committee for the consideration of such business as may be properly brought before it. If a member of the Executive Council is unable to complete his/her term of office, the President shall appoint a successor. The President may, by and with the advice and consent of the Executive Council, relieve any member of any committee of his/her duties. When a member appointed to serve on any committee is unable to complete his/her term of duty, the President shall appoint a successor to complete the term.

Section 2. President-Elect. The President-Elect shall serve as a member of the Executive Council. With the approval of the Executive Council, the President-Elect shall designate:

- A. The new member of the Program Committee.
- B. The new member of the Membership Committee.
- C. The new member of the Budget and Finance Committee.

Section 3. Secretary-Treasurer. The Secretary-Treasurer shall be a member of the Executive Council and shall record the minutes of its meetings. He/she shall receive and care for all records and papers belonging to the Association. He/she shall keep a master record of the Association documents and bylaws and shall record amendments properly.

He/she shall make and keep a roster of all the members of the Association, noting of each his/her correct name, address, place and date of graduation and other pertinent data. He/she shall submit to the Executive Council at each Annual Meeting a brief report of the transactions and business of the Association for the preceding year.

The Secretary-Treasurer is an ex-officio member of all Committees except when designated as a regular member of a specific committee.

The salary paid for these services shall be determined by the Executive Council.

The Secretary-Treasurer, under the direction of the Executive Council, shall collect from the members all monies due. He/she shall demand and receive all funds due the Association together with bequests and

donations. He/she shall be custodian of all monies, securities and deeds belonging to the Association which may come into his/her possession and shall hold the same subject to the direction and disposition of the Executive Council.

He/she shall present an abstract of his/her annual report of financial condition to the members of the Association at their annual Business Meeting, and he/she shall submit to the Executive Council the complete financial report, stating in full all monies, stocks, bonds, securities and other properties belonging to the Association, and the several amounts paid out during the year, to whom and on what account. He/she shall transfer none of the monies, stocks, bonds, securities or other property of the Association except upon written order signed by the President showing that the Executive Council has taken action thereon.

He/she shall, under the direction of the Executive Council, sell or lease property belonging to the Association. He/she shall subject his/her accounts to such examination as the Executive Council may order. All funds from whatever source shall be deposited in an approved bank to the credit of the Association, and the amount deposited shall be reported each year to the Executive Council.

The Secretary-Treasurer shall be bonded by the Association for the faithful performance of this trust. The amount of said bond shall be determined by the Executive Council.

Section 4. Recorder. The Recorder shall be a member of the Executive Council. He/she shall receive all manuscripts of presentations to be presented to the Society at the Annual Meeting. The Recorder and the Program Committee will evaluate all submitted manuscripts for their merit for possible publication. The Recorder will also organize and administer other educational activity as designated, such as Mock Orals.

Section 5. **Councilors-at-large.** The Councilors-at-Large shall serve staggered terms and one Councilor-at-Large will be elected each year. The term of each Councilor-at-Large shall be three years. A Councilor-at-Large may be elected to succeed himself but for only one additional term or a total of six years.

ARTICLE VI

Section 1. Standing Committees. Standing Committees appointed by the President-Elect shall consist of at least three members each who may or may not be members of the Executive Council. Members of the Standing Committees shall be appointed by the President-Elect to serve staggered terms of three years with one member being appointed each year. The most senior members of each standing committee shall be the Chairman of that Committee. An annual report shall be submitted by each Committee to the Executive Council in writing and shall become part of the minutes of said Executive Council meeting. A summary of their findings shall be included in the Executive Council's report at the Annual Meeting of the Association.

(a) Program Committee. The duty of this Committee is to arrange the scientific program for the Annual Meeting of the Association. The Secretary-Treasurer and Recorder shall be members of the Committee. This Committee shall also be charged with including diverse members in the program to promote a broad representation of the Association.

(b) Membership Committee. The duty of this Committee is to review the applications for membership prior to the presentation to the Executive Council. The Secretary-Treasurer shall be a member of this Committee. This Committee shall also focus on recruitment of vascular trainees and medical students to the annual meeting and membership.

(c) Budget and Finance Committee. It shall be the duty of this Committee to review the yearly budget for operation of the Association and to propose the amount of the annual membership dues and initiation

fees commensurate with the requirements of the Association for the ensuing year.

(d) Archives Committee. The duty of this Committee is to maintain the archival records of the Association. It shall consist of an Archivist appointed by the President for a period of three to five years and the three most recent Past-Presidents who have completed their service on the Executive Council. The Archives committee, at the June meeting of The Executive Council, shall recommend for The Rudolph Matas Award a member or members of the Association who have demonstrated a lifetime of excellence, achievement and contribution to the field of vascular surgery and service to the Southern Association for Vascular Surgery.

(e) Education Committee. The duty of this Committee is to plan and organize educational activities that occur at the annual meeting and are outside the scope of the scientific program. This Committee shall also be charged with including diverse members in the program to promote a broad representation of the Association.

(f) Special Committees. Special Committees shall be appointed by the President as the need for such committees arises, either during the Annual Meeting or at any other time. The President shall define the purpose and the scope of the committee. Any subsequent President can dissolve or continue the committee as needed.

ARTICLE VII

Section 1. Exempt Members. Honorary and retired members are exempt from annual dues.

Section 2. Annual Membership Dues. Annual membership dues for active members, for corresponding members, and for senior members, until they retire from active practice, shall be determined yearly by the Association in its Business Meeting, based upon the recommendation of the Budget and Finance Committee as approved by the Executive Council.

Section 3. Unpaid Dues. Any member whose dues remain unpaid for a period of one year shall be dropped from membership. He/she shall be notified of his/her default at least two months in advance of being dropped. He/she may be reinstated upon payment of such dues both current and in arrears.

Section 4. Payment of Dues. Membership dues for each year shall be payable in advance, shall become due on November 1 of each year, and shall become delinquent on January 1 of the year to which they apply.

ARTICLE VIII

Section 1. Robert's Rules. All meetings of the Association shall be governed by parliamentary usage as contained in Robert's Rules of Order.

ARTICLE IX

Section 1. Amendment. These Bylaws may be amended at the Business Meeting of the members during the Annual Meeting of the Association by two-thirds vote of the members voting. A copy of the proposed amendment shall be furnished at least one day in advance.

Section 2. Amendment of Articles Incorporation. The Association, at any Business Meeting, during an Annual Meeting may amend the Articles of Incorporation by a two-thirds vote of the members voting. A copy of the proposed amendment will be furnished to each voting member of the Association sixty days in advance of the Annual Meeting. The Secretary- Treasurer shall have the duty of furnishing copies of the amendment to the membership of the Association.

