



# BYLAWS OF THE INTERNATIONAL SOCIETY FOR THE STUDY OF VASCULAR ANOMALIES

Amended 28 May 2021 by official vote of the General Assembly

## ARTICLE I OFFICE AND REGISTERED AGENT

**Section 1. Principal Office.** The principal office of the International Society for the Study of Vascular Anomalies (hereinafter the “Corporation” or the “Society”) shall be in the District of Columbia, or such other location in the United States of America determined by the Board of Directors.

**Section 2. Registered Office and Agent.** The Corporation shall have and continuously maintain a registered office and a registered agent in the District of Columbia, as required by the District of Columbia Nonprofit Corporation Act. The registered agent shall be either an individual resident of the District of Columbia or a corporation authorized to transact business in the District of Columbia.

## ARTICLE II PURPOSES

The purposes for which the Corporation is formed are as set forth in the Articles of Incorporation. The purpose of the Corporation Society is to advance knowledge concerning all aspects of vascular anomalies. The Corporation promotes clinical and scientific research, and the dissemination of current knowledge.

## ARTICLE III MEMBERSHIP AND MEETINGS

**Section 1. Classes and Qualifications.** The Executive Board may determine and set forth in separate documents the dues and other conditions of each class of member. There shall be the following classes of members:

- a. Active members: Active members include physicians and biomedical scientists, with documented activity and publication in the field of vascular anomalies. They have voting rights, and pay annual dues.
- b. Associate members: Associate members include physicians and biomedical scientists with an interest in vascular anomalies, who are either still in training or have not yet published work on vascular anomalies. They have no voting rights. Associate members pay annual dues, which may be less than those of active members, as determined by the Board. Associate members may be promoted to Active membership by the process outlined in Article III, Section 2.
- c. Emeritus members: This membership category is available to former active members who have retired from active practice. They pay no annual dues and have no voting rights.
- d. Affiliate members: This membership category consists of nurses, other health care professionals and other individuals who are actively involved in the field of vascular anomalies. Non-health-care professionals must demonstrate active leadership in the vascular anomalies community. Affiliate members have no voting rights. They pay annual dues.

e. Honorary members: This special membership can be conferred by the General Assembly, upon proposal by the Executive Board, to selected medical and non-medical persons of recognized reputation who have made significant contributions to the field of vascular anomalies. They pay no annual dues. They have no voting rights unless they were previously and remain Active members of the Society.

## **Section 2. Election to Membership.**

a. Any Associate or Affiliate membership candidate, who meets the above criteria will be accepted into membership upon review and approval of their application by the Secretary or President in his/her absence. Active membership candidates shall be accepted as Associate Members in the same manner, however in order to be promoted to Active membership, the candidate must be sponsored by 1 active and/or emeritus member of the Society. The Board evaluates the qualifications of these candidates. The names of the candidates approved by the Board and the names of their sponsor will be sent to all members with voting rights at least one month prior to the Annual Meeting of the members (also referred to herein as the "General Assembly").

b. Objections to an Active candidate must be forwarded to the Secretary at least 2 weeks prior to the election and must set forth the factual basis for the objection. Upon receipt of any objection, the Board shall confidentially inform the sponsor of such objection and may seek additional input, prior to making a final decision to proceed or not to proceed with the candidacy.

c. All Active candidates approved by the Board are to be presented on a slate to be voted on by the General Assembly, unless the Board chooses instead to have memberships voted on by electronic ballot under Section 6 below. Membership is conferred by a simple majority vote of a quorum.

d. A candidacy may be submitted for approval no more than three times.

e. Honorary member candidates may be proposed and sponsored by the Board, and may be placed on the ballot without prior notification to the members.

f. The General Assembly upon recommendation by the Board may limit the number of members of the Society.

## **Section 3. Membership Meetings (General Assembly).**

a. There shall be an annual meeting of the members, which may be held by means of the Internet or other electronic communications technology pursuant to which members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence. Such meetings shall occur at such date, time and place as the Board shall determine. The Board may, at its discretion, choose to seek input from the membership regarding the location of any meeting, particularly when such meeting coincides with a Scientific Workshop. Members shall receive 30 days notice of the meeting that shall include an agenda, list of candidates and other important documents. Matters not listed on the agenda may not be voted on.

b. Special meetings of the members may be called by the President, a majority of the directors, or upon the request of 25% of the voting members. A special meeting must be called within 90 days of being duly requested. Members shall receive not less than 30 days prior written notice of special meetings. Notice shall be given in the manner specified in Section 2 of Article VI of these bylaws. The notice shall state the purposes of the special meeting and no other business may be conducted at such meeting except business related to the stated purposes of the meeting. At least three members of the Executive Board must be

present in person, by telephone, or other electronic means at any special meeting. A two-thirds vote of a 20% quorum of voting members present in person, by teleconference or other electronic means at a special meeting shall be required to approve any action.

**Section 4. Quorum and Voting.** Each voting member in good standing shall have one vote at any meeting of the members. A quorum shall consist of 20% of the total eligible voting members present either in person, by telephone, or by other electronic means. Unless otherwise provided in these bylaws, a majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members. Closed-ballot voting shall be upon the request of the lesser of a majority or at least five voting members present in person, by teleconference or by other electronic means at a meeting. Votes on officer elections shall always be by closed ballot. Participants not present in person must permit the Secretary or delegated individual to receive and record their vote in the event of a closed-ballot vote. Members shall have the right to vote on the following matters:

- a. Election of new members
- b. Election of the members of the Board/Officers
- c. Ratification of the Chair of the Scientific Committee
- d. Ratification of the Editor-in-Chief
- e. Removal of members of the Board/Officers or Chair of the Scientific Committee
- f. Amendment of the bylaws
- g. Dissolution of the Society

All matters not specified above shall be within the authority of the Executive Board.

**Section 5. Removal.** Any member may be removed from membership under the following circumstances:

- a. Death of the member.
- b. Resignation. A member desiring to resign must inform the Secretary. There will be no refund of dues.
- c. Failure to pay annual dues during 2 consecutive dues cycles results in automatic termination, assuming dues notification has been sent to the most recent contact address by electronic or paper mail. It is the responsibility of the member to keep contact information current, either through the Society's website or by direct contact with the Secretary. Reinstatement may be considered by the Board without requirement for reelection if a member is terminated for non-payment of dues and if the member makes restitution by repayment of past dues.
- d. Expulsion. The decision to expel a member must be based on credible evidence that the behavior or actions of the member do not meet the high standards of the Society or brings the Society in disrepute. Expulsion requires an affirmative vote by at least 2/3 of the members of the Board, excluding any members against whom such action is being considered. Reinstatement is possible at the next succeeding General Assembly by affirmative vote of 2/3 of eligible voting members present in person, by telephone or by proxy.

**Section 6. Voting By Electronic Written Ballot.** Any action which may be taken at any annual or special meeting of the members may be taken without a meeting if the Corporation delivers a written ballot (which may be sent electronically) to every member entitled to vote on the matter (excluding those who have not notified the Society of current contact information). Voting by written ballot shall be permitted to the fullest extent allowed by law, and shall be conducted as follows:

- a. The ballot shall set forth each proposed action and shall provide an opportunity to vote either for or against each proposed action.
- b. The number of ballots received by the Corporation must equal or exceed the quorum that would have been required had there been a meeting (*i.e.*, the Corporation must receive a valid ballot from 20 percent or more of its voting members.)
- c. Unless otherwise indicated in these bylaws, a majority of the affirmative votes cast by ballot shall constitute the action of the members with respect to each matter on the ballot.

#### **ARTICLE IV BOARD OF DIRECTORS AND OFFICERS**

**Section 1. Powers.** There shall be a Board of Directors of the Corporation (referred to herein as the “Board”), which shall supervise and control the business, property and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws.

**Section 2. Number and Qualifications.** The Board of the Corporation shall consist of the officers, the Chair of the Scientific Committee, the Editor-in-Chief of ISSVA’s official journal and up to 3 additional at-large members. Prior to each election, the Board will determine the number of at-large members. The officers shall include the President, President-Elect, Past-President, Vice-President, Secretary, and Treasurer.

**Section 3. Election and Terms of Office.**

- a. The existing Board shall recommend a slate of candidates for the officer and at-large director positions for election by the membership. The Secretary must notify the voting membership of these recommendations at least four weeks prior to the General Assembly at which elections will be held. Only Active members can be nominated or serve as officers or at-large directors.
- b. Other nominations may be submitted by any member with voting rights to the Secretary at least one week prior to voting at the General Assembly. All nominees in good membership standing will appear on the ballot. Any member nominated for more than one office must choose which single office for which their name will appear on the ballot.
- c. The President-Elect, Vice-President, Secretary, Treasurer, and at-large directors will be chosen by a plurality vote of a quorum of the members at an annual General Assembly, unless such election is instead accomplished by electronic ballot in accordance with Article III, Section 6 of these Bylaws.
- d. No individual may hold 2 offices on the Board, but a Board member may also sit on the Scientific Committee.
- e. Board members shall serve the following terms:
  - The President is elected for 2 years. Re-election for an immediately successive term is not permitted.
  - The immediate Past-President shall remain a voting member of the Board for a period of 2 years following his/her term as President.
  - The President-elect shall serve a 2-year term. Upon completion of his/her term, the President-Elect shall automatically assume the role of President for the subsequent 2-year term except by resignation or removal.

- The Vice-President serves 2 years. Re-election for a successive term is not permitted. However, the Vice-President is eligible to be elected and to take office as President-Elect, Secretary, or Treasurer at the completion of his or her term as Vice-President.
- The Secretary is elected for 4 years. Re-election is permitted for one successive term.
- The Treasurer is elected for a period of 4 years. Re-election is permitted for one successive term.
- At-large directors serve for 2 years. Re-election is permitted.
- The Scientific Committee Chair's term is outlined in Article V, Section 2.
- The Editor-in-Chief serves for 5 years. This position is elected by the Board and ratified by the General Assembly. Re-election is permitted

f. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirement, state the percentage of approvals necessary to approve each matter, and specify the time by which a ballot must be received by the Corporation in order to be counted.

**Section 4. Resignation.** Any director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Corporation.

**Section 5. Removal.** Any director/officer may be removed from such office, with or without cause, by a majority vote of the general membership at any regular or special meeting called expressly for that purpose. Any person removed from membership pursuant to Article III.5.d. shall also automatically lose his/her position as a director/officer.

**Section 6. Vacancies.** Vacancies shall be filled by majority vote of the remaining members of the Executive Board for the unexpired term or until a replacement has been elected by the General Assembly if more than one year remains on the term of the vacated position.

**Section 7. Regular Meetings.** At least one regular annual meeting of the Executive Board of the Corporation shall be held each year, at such time, day and place as shall be designated by the Executive Board.

**Section 8. Special Meetings.** Special meetings of the Executive Board may be called at the direction of the President or by a majority of the voting directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

**Section 9. Notice.** Notice of the time, day and place of any meeting of the Board shall be given at least 2 days previous to the meeting and in the manner set forth in Section 2 of Article VI. The purpose for which a special meeting is called shall be stated in the notice. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to a lack of notice shall also constitute a waiver of notice.

**Section 10. Quorum.** A majority of the directors then in office (*i.e.*, greater than 50%) shall constitute a quorum for the transaction of business at any meeting of the Board.

**Section 11. Manner of Acting.** Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board. Each director shall have one vote. Voting by proxy or via electronic mail shall not be permitted at a Board meeting.

**Section 12. Unanimous Written Consent In Lieu of a Meeting.** The Board may take action without a meeting if written consent to the action is signed by all of the directors. Written consents may be returned by any means, including by electronic mail.

**Section 13. Telephone Meeting.** Any one or more directors may participate in a meeting of the Board by means of a conference telephone or similar telecommunications device which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for all purposes.

#### **Section 14. Duties of Officers**

a. President. The President shall serve as the chief executive officer of the Corporation. He or she may sign contracts or other instruments which the Board has authorized to be executed, and shall perform all duties incident to the office of President as may be prescribed by the Board. The President shall serve as Chair of the Board and as Chair at the General Assembly. (In the absence of the President, the Chair position shall be assumed by the President-Elect, Vice- President or Secretary, respectively.

b. Vice President. The Vice President shall perform such other duties as President and the Executive Board may assign.

c. President-Elect. The President-Elect shall automatically assume the duties of President upon the expiration of the President's term and shall perform such other duties as the President and Executive Board may assign.

d. Immediate Past President. The Immediate Past President shall perform such duties as the President and Executive Board may assign.

e. Secretary. The Secretary is responsible for communication with the membership and maintenance of the membership roster. The Secretary records minutes of each Executive Board meeting and General Assembly and maintains the archives of the Society.

f. Treasurer. The Treasurer is responsible for financial records and collection and maintenance of the funds of the Society under supervision of the Executive Board.

**Section 15. Bonding.** If requested by the Board, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond, approved by the Board.

**Section 16. Reimbursement.** All officers shall serve without compensation, but may be reimbursed for reasonable expenses incurred in the performance of duties.

## **ARTICLE V COMMITTEES**

**Section 1. Committees of Directors.** The Executive Board, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of 2 or more directors, which committees shall have and exercise the authority of the Board in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these Bylaws; elect or

remove any officer or director; adopt a plan of merger; or authorize the voluntary dissolution of the Corporation.

**Section 2. Scientific Committee.** The Scientific Committee is responsible for determining the scientific program for Scientific Meetings with the guidance of the Executive Board. The Scientific Committee consists of at least 5 members. In addition, the President and Secretary shall serve as ex officio members with voting rights. The Chair of the Scientific Committee is elected for a period of 4 years by Board of Directors and ratified by the General Assembly. Re-election is possible. Other members of the Committee are appointed by and for terms determined by the Executive Board, which may seek input from the full voting membership of the Society.

**Section 3. Other Committees and Task Forces.** The Board may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board, and shall give advice and make non-binding recommendations to the Board.

**Section 4. Term of Office.** Each member of a committee shall serve for such term as the Executive Board shall designate or until a successor is appointed, unless the committee is sooner dissolved.

**Section 5. Vacancies.** Vacancies in the membership of committees may be filled by the Executive Board.

**Section 6. Rules.** Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Executive Board.

## **ARTICLE VI MISCELLANEOUS PROVISIONS**

**Section 1. Fiscal Year.** The fiscal year of the Corporation shall be the calendar year.

**Section 2. Notice.** Whenever under the provisions of these Bylaws notice is required to be given to a director, officer or committee member, such notice shall be given in writing by first-class mail, overnight delivery service, facsimile, electronic mail, or hand delivery to the address on record for such person, and will be deemed given when received. Any other communication allowed by these bylaws may be made using any reasonable means, including electronic mail.

**Section 3. Annual membership dues.** The amount of membership dues or any special assessments shall be decided by the Executive Board. Membership dues are payable within 30 days after notification by the Treasurer.

**Section 4. Contracts.** The Executive Board may authorize any officer or officers, or agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, 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.

**Section 5. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer, officers, agent or agents of the Corporation in such manner as shall from time to time be determined by resolution of the Board.

**Section 6. 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 may select.

**Section 7. Parliamentary Procedure.** All questions of parliamentary procedure or practice regarding the affairs of the Corporation, including the conduct of meetings of members, of the Executive Board, or of any committee, shall be governed by the current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure (formerly known as the Sturgis Standard Code of Parliamentary Procedure), except as otherwise specifically provided by law or these bylaws; provided that any provision of Sturgis may be waived by a two-thirds vote of the Board.

**Section 8. Official Language; Acronym.** English is the official language of the Society. The acronym of the Society is "ISSVA".

## **ARTICLE VII INDEMNIFICATION**

Unless otherwise prohibited by law, any person who was or is a party or is threatened to be made a party to any threatened pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by the Society), by reason of fact that he is or was an officer, employee, fiduciary, or agent of the Society shall be indemnified by the Society against expenses (including reasonable attorney's fees,) judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Society, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful.

Any indemnification (unless ordered by a court) shall be made by the Society only as authorized in the specific case upon a determination that indemnification of the officer, employee, fiduciary or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth herein. So long as the person shall have met the applicable standard of conduct, the person shall be entitled to such indemnification. Such determination shall be made by the Executive Board by a majority of officers who were not parties to such action, suit or proceeding; provided, however, that a person conclusively be deemed entitled to such indemnification in the event that (i) such person prevails on the merits in the action, suit or proceeding, or (ii) the action, suit or proceeding is terminated with the result that no payment is required to be made by the person either to this Society or to any third party.

The Society shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer, employee, fiduciary or agent of the Society, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Society would have the power to indemnify such person against such liability under the provisions of these Bylaws.

## **ARTICLE VIII AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS**

The Articles of Incorporation and these Bylaws may be amended or new Articles or Bylaws adopted upon the affirmative vote of two-thirds of a quorum of the voting members present in person, by proxy or by telephone at any regular or special meeting of the members. The notice of the meeting shall set forth a summary of the proposed amendments. Amendments to the Articles and Bylaws may also be approved by electronic ballot as specified in Article III, Section 6.



## **ARTICLE IX DISSOLUTION**

Dissolution of the Society can only be decided by the voting members, acting at any annual or special meeting, with the sole item on the agenda being the specific consideration of dissolution. The dissolution of the Society requires the approval of 3/4<sup>th</sup> of a quorum of the members present in person, by proxy or by telephone. Dissolution may also be approved by electronic ballot as specified in Article III, Section 6. Any assets remaining after discharging all liabilities shall be distributed in accordance with Article Fifth, Section D of the articles of incorporation.