

# **Florida Vascular Society Bylaws**

## **Article I**

### **Section 1: Membership**

There shall be six categories of members: active, senior, honorary, corresponding, candidate, and associate. There shall be no limit on the number of new members elected annually and membership is open to anyone meeting the membership criteria.

### **Section 2: Qualifications of Membership**

Members must be credentialed to actively practice vascular surgery within the State of Florida, or those individuals defined by Section Six (6). Members must continue in practice to maintain active membership. The Executive Council shall judge the qualifications of applicants for membership in the Society. Whenever the membership of any person in the Society terminates by resignation, death or any other manner all rights and privileges in the Society of such persons and the representatives of their estate shall automatically terminate.

### **Section 3: Candidates for Membership**

Qualified individuals may request membership applications by writing the Secretary of the Society. Each application must be accompanied by letters of endorsement from at least two active members of the Society, one of which is from the applicant's geographic region of practice. At its option the Executive Council may accept letters of endorsement from individuals who are not active members of the society.

If the candidate is not elected, the candidate may be reconsidered the following year by submitting a written request for reconsideration to the Secretary. No additional letters of endorsement are required; however, the candidate may submit additional endorsing letters if desired. A candidate for membership in the Society shall be dropped from the roster if the Executive Council has not elected such candidate after three consecutive years of consideration. An interim waiting period of two years shall transpire before reapplication shall be considered.

### **Section 4: The Right to Accept or Reject Applications for Membership**

The Executive Council shall have the right to accept or reject any application for membership in the Society. If approved by the Executive Council, applications will be presented at the next annual business meeting. Election to membership will require a majority of those present at the annual business meeting and if approved, each application shall be signed by the Secretary of the Society.

## **Section 5: Levels of Membership**

### **(a) Active Members**

Active membership may be conferred upon physicians who meet the following criteria:

1. Certification by the American Board of Surgery in general and/or general vascular surgery, or by the American Board of Thoracic Surgery, and
2. Fellowship in the American College of Surgeons, and
3. It is highly recommended, but not required, that an applicant who trained after 1988 complete a vascular surgery fellowship/residency; or be certified in vascular surgery by the American Board of Surgery, and
4. Be in the active practice of vascular surgery in Florida for the two preceding years, and
5. Present documentation of all major vascular operations (minimum of 50 major reconstructions) and endovascular procedures performed in the prior 12 months.
6. Individuals with unique qualifications and expertise in the diagnosis and management of vascular diseases, who may not meet qualifications 1-5, will be accepted on an individual basis.

### **(a) Honorary Members**

The Council upon certain physicians who have distinguished themselves by outstanding achievement may confer honorary membership. Honorary Members shall not be eligible for election as officers or directors.

### **(b) Senior Members**

Active members who have reached the age of sixty-five (65) years and are no longer in surgical practice may request transfer to senior membership status.

### **(c) Corresponding Members**

Corresponding membership may be conferred upon physicians who have been a previous active member of the Society and, having relocated outside the state, prefer to maintain membership in the Society. Corresponding members shall pay one-half active members dues. Corresponding members

may participate in the annual business meeting, but are not eligible to vote on business of the Society nor may they hold office or serve on standing committees.

(d) Candidate Members

Candidate membership may be conferred upon physicians who satisfy criteria (1) and (3) for active membership and are in the process of satisfying (2); candidate members shall not be able to participate in the annual business meeting.

(e) Associate Members

Associate membership may be granted to individuals who do not meet qualifications 1-5. This shall include physicians, non-physicians, vascular nurses, physician assistants, nurse practitioners, and registered vascular technologists. To obtain associate membership the candidate must demonstrate commitment, and expertise in the discipline of vascular disease.

Associate members shall pay half dues to the Society and may participate in the annual scientific sessions, but are not eligible to vote at the Annual Business Meeting nor may they hold office or serve on standing committees.

**Section 6: Membership Certification**

Members shall be certified by the Society and their certificates signed by the President and the Secretary. Those certificates shall designate active, honorary, or associate membership. Membership is activated by attendance at the first Annual Business Meeting of the Society following election. Certificates will not be issued until membership is activated.

**Section 7: Suspension**

Membership in the Society shall be forfeited by any member whose licenses have been suspended by the Florida Department of Health, or if said member fails to maintain ethical and moral standards as determined by the Executive Council. Members who fail to attend three consecutive annual meetings without just cause, as judged by the Executive Council, may also forfeit their membership in the Society.

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## **Article II**

### **Section 1: Annual Assembly**

The Society shall hold an annual assembly of not more than three days. The time and place for holding the annual assembly shall be determined by the Executive Council. An educational one-day symposium on non-invasive diagnoses of vascular diseases should be held once every two years in conjunction with the annual assembly.

### **Section 2: Registration**

Each member in attendance at the Annual Assembly shall register with and secure a badge from the Secretary, or a designated representative, to perform this duty. All other persons attending the Annual Assembly except guest speakers, hospital residents, and interns, shall register and secure an admission badge.

### **Section 3: Executive Session**

During the Annual Assembly, there shall be an Annual Business Meeting in order to elect officers and directors and transact other business that may come before the Corporation. The time and place of this meeting shall be announced in the program. The election of officers and directors shall be the last order of business. Incoming officers, directors, and Standing Committee members shall assume their respective posts at the conclusion of the Annual Business Meeting.

### **Section 4: Guests**

Persons of distinguished scientific attainment, not members of the Society, may be invited to any Annual Assembly for the purpose of participating in the Scientific Program.

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## **Article III**

### **Section 1: Governance**

The Executive Council shall function as the Board of Directors and is the governing body of the Corporation, which shall authorize the purchase of property, stocks, bonds, securities, make loans, and authorize and supervise the expenditure of the funds of the Corporation, except the payment of current expenses such as salaries, supplies, etc.

### **Section 2: Meetings of The Executive Council**

The Executive Council shall meet during the annual assembly of the Society, 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 more than 50 percent of the Executive Council membership.

### **Section 3: Presiding Officer**

The President of the Society shall preside at all meetings for the Executive Council, and in their absence, the President-Elect shall preside. In the event of the absence of both the President and President-Elect, the Executive Council shall elect a presiding officer. A majority of the Executive Council shall constitute a quorum.

### **Section 4: Executive Council Membership**

The Executive Council shall consist of the President, the President-Elect, the Secretary-Treasurer, the Immediate Past-President, and four Councilors who represent four separate regions of the state. The Councilors shall be active members elected by the membership. The terms for Councilors will be staggered and are of three years duration.

### **Section 5: Nominations**

The three Immediate Past-Presidents, the President and the President-Elect will serve as the Nominating Committee. This committee shall report its deliberations to the Executive Council for approval of its proposed nominees for elected offices before it is presented at the Annual Business Meeting. Additional nominations may be made from the floor by a Society member of the Annual Business Meeting.

### **Section 6: Report of the Board**

The Secretary-Treasurer of the Society shall submit a report of the Executive Council's deliberations to the membership at the Annual Business Meeting of the Society for confirmations or changes that may be feasible.

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### **Article IV**

#### **Section 1: Officers**

The officers of the Society shall consist of a President, a President-Elect, and a Secretary-Treasurer. The President-Elect shall be elected for a term of one year at each Annual Business Meeting. At the expiration of their term as President-Elect, (at the conclusion of the Annual Business Meeting), the President-Elect shall become President and shall serve for one year or until a successor is elected and qualified. If the President and President-Elect die, resign, or become otherwise disqualified, the Society shall elect both a President and a President-Elect at the next Annual Assembly. The President and President-Elect may serve for more than one term, but such terms may not be consecutive. A Secretary-Treasurer may be elected for a term of one year at each Annual Assembly and may be re-elected to serve a maximum of five consecutive terms.

# **Florida Vascular Society Bylaws**

## **Article V**

### **Section 1: President**

The President shall preside at the meeting for the Executive Council and may preside over scientific sessions and the Annual Assembly and shall perform such other duties as may be required. The President shall appoint special committees with approval of the Executive Council.

The President may 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 Council is unable to complete his the term of office, the President shall appoint a successor until a new Council member can be elected at the next Annual Assembly.

The President may, by and with the advice and consent of the Executive Council, relieve any member of any committee of their duties. When a member appointed to serve on any committee is unable to complete their term, the President shall appoint a successor to complete the term.

The President shall preside at all Executive Council meetings and appoint the Nomination Committee as herein provided. Vacancies in the Executive Council shall be filled by appointment by the President. Special committees shall be appointed by the President as the need for such committees arises either during the Annual Assembly or at other times.

### **Section 2: President-Elect**

The President-Elect shall serve as a member of the Executive Council.

### **Section 3: Secretary-Treasurer**

The Secretary-Treasurer shall be a member of the Executive Council and shall record the minutes of its meetings. The Secretary-Treasurer shall receive and care for all records and papers belonging to the Corporation. The Secretary-Treasurer shall keep a master record of the corporate documents and Bylaws and shall record amendments properly.

The Secretary-Treasurer shall make and keep a roster of all the members of the Society, noting the correct name, address, place and date of graduation and other pertinent data. The Secretary-Treasurer shall submit to the Executive Council at each Annual Business Meeting a brief report of the transactions and business of the Society 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 Secretary-Treasurer, under the direction of the Executive Council, shall collect from the members all monies due and shall demand and receive all funds due the Society together with bequests and donations. The Secretary-Treasurer shall be custodian of all monies, securities and deeds belonging to the Society, which may come into the Secretary-Treasurer's possession and shall hold the same subject to the direction and disposition of the Executive Council.

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

The Secretary-Treasurer shall, under the direction of the Executive Council, sell or lease property belonging to the Corporation. The Secretary-Treasurer shall subject 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 Corporation, and the amount deposited shall be reported each year to the Executive Council.

# Florida Vascular Society Bylaws

## Article VI

### Section 1: Standing Committees

Standing Committees shall consist of three or more members, each of whom may or may not be, members of the Executive Council. Members of the Standing Committees (except the Nominating Committee) shall be appointed by the President and approved by the membership at the Annual Business Meeting. Terms of office shall be staggered in order to provide continuity so that only one new member will be appointed each year. Standing committees (in addition to the Nominating Committee) are to be:

1. Membership (3 members)
2. Program (3 members)
3. Communication/Education (3 members)

Terms of office shall be three years. The Chairman of each committee shall be selected by the President with concurrence by the Executive Council, but generally shall be the most senior member of the committee. An annual report shall be submitted by each committee to the Executive Council in writing at the time of the Executive Council Meeting and shall become part of the minutes of the Executive Council meeting. A summary of their findings shall be included in the Executive Council's report at the Annual Assembly of the Society.

#### (a) Program Committee:

The duty of this Committee is to arrange the scientific program at the Annual Assembly of the Society. A local arrangement member will be appointed to this committee each year at the discretion of the President to serve a one-year term.

#### (b) Membership Committee

The duty of this committee is to review the applications of candidates prior to the presentation to the Executive Council.

#### (c) Communication/Education Committee

The duty of this committee is to collect articles and information of interest to the Society for its Annual Newsletter.

(d) Special Committee:

Special Committees shall be appointed by the President as the needs for such committees arise either during the Annual Business Meeting or at any other time.

The terms of these committees shall be for one year, but may be extended by the Executive Council as appropriate. Other duties may be assigned to the standing committees as deemed necessary by the President with the approval of the Executive Council.

## **Florida Vascular Society Bylaws**

### **Article VII - IX**

#### **Article VII**

##### Section 1: Annual Membership Dues

Annual membership dues for active members shall be determined yearly by the Society in its Annual Business Meeting, based upon the recommendation of the Executive Council. Dues are due in June and delinquent in September if unpaid.

##### Section 2: Exempt Members

Senior, Honorary, and Corresponding members are exempt from annual dues. Dues for candidate members, and associate members will be one-half those for active members.

##### Section 3: Unpaid Dues

Any member whose dues remain unpaid for a period of one year shall be dropped from membership; provided, however, that such member shall be notified of their default at least two months in advance of termination of membership. The defaulted member may be reinstated upon payment of such dues both current and in arrears.

#### **Article VIII**

##### Section 1: Robert's Rules

All meetings of the Society shall be governed by parliamentary procedure as contained in Robert's Rules of Order, subject to the laws of the State of Florida.

#### **Article IX**

##### Section 1: Amendment

These Bylaws may be amended at the Annual Business Meeting of the members during the Annual Business Meeting of the Society by two-thirds vote of the members voting; providing, however, that a copy of the proposed amendment(s) shall be furnished to the membership at least thirty (30) days in advance, or by a two-thirds vote of members voting by return ballot.