



AMENDED AND RESTATED

BYLAWS

of the

American Vein & Lymphatic Society

Board Approved: August 22, 2022

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BYLAWS
of
AMERICAN VEIN & LYMPHATIC SOCIETY

ARTICLE I
PRINCIPAL OFFICE

The principal office of this corporation shall be located in Chicago, Illinois

ARTICLE II
MEMBERSHIP

Section 1. Classification of Members. This corporation shall have seven classes of members with voting rights, Member Physicians, Member Non-Physicians, Senior Members, Fellows, Laureates, Honorary and Retired members (together the "Voting Members"); and one class of non-voting associates, Retired and Members-in-training, as specified in these Bylaws. The qualifications or eligibility requirements for membership and the rights and obligations of members shall be as provided in these Bylaws or under applicable law. The Board of Directors may, by resolution, establish one or more additional categories of non-voting associates who may be referred to as "members" and provide for their rights and obligations (including the obligation to pay dues).

Section 2. Qualifications for Membership.

A. Types of Membership. This corporation shall have seven classes of members: Member Physician, Member Non-Physician, Senior, Fellow, Laureate, Honorary Member, and Member-in-Training, with two qualifiers in each category for Retired and/or International members. Member Physicians, Member Non-Physicians, Senior Members, Fellows, Laureates and Honorary Members shall be entitled to vote as set forth in these bylaws. Except as otherwise provided in these Bylaws, voting and other rights, interests, and privileges of each Member Physician, Member Non-Physician, Senior Member, Fellow, Laureate and Honorary Member shall be equal. Members-in-Training, including the qualifiers in that category, shall not be entitled to vote or hold office. No member shall hold more than one membership in this corporation. No membership or right arising from membership shall be transferred. All membership rights cease on the member's death.

B. Member Physician. Any physician licensed to practice medicine who meets the qualifications established by the Board of Directors shall be eligible for membership in this corporation. Applications for Member Physician can be obtained from this corporation's principal office.

C. Member Non-Physician. Any non-physician who has a significant interest in phlebology and meets the qualifications established by the Board of Directors shall be eligible to be a Member Non-Physician of this corporation. Applications for Member Non-Physician can be obtained from this corporation's principal office.

D. Senior Member. Senior Members shall consist of: (1) All Member Physicians and Non-physicians in good standing with a minimum membership of five (5) years are eligible for classification as a Senior member of the corporation. Senior Membership may be obtained by any member (physician or non-physician) who has (a) credentialing appropriate to their scope of practice;

ABVLM diplomate status, RPhS or RVT credentials for Physician Members; RPhS, CLT, LANA, ANCC, NCC, PCNB, AACN or AMCB or other appropriate credentials for Non-Physician Members (b) certified attendance at two or more annual congresses (in-person or virtual) of this corporation over the past five (5) years and (c) actively participating in one or more advisory or standing committees of the corporation or of the Foundation. Senior Members are required to participate regularly in continuing medical education in the field of venous and/or lymphatic disorders. Senior Members must attend at least one annual congress (in-person or virtual) of this corporation every three years to maintain their Senior classification.

E. Member-in-Training. Any physician who provides evidence of participation in a full-time training program in the health field shall be eligible for this category of membership. Applications for Member-in-Training can be obtained from this corporation's principal office.

F. Fellow. This category of membership is open to all Physician Members who qualify in one of two pathways;

Academic Pathway – designed to recognize members who have clearly demonstrated a commitment to the field of venous & lymphatic medicine through research and academia.

1. Must be a Senior Member of the Society
2. If eligible, must have passed an examination designated by the American Board of Venous & Lymphatic Medicine
3. Must provide two (2) letters from existing Fellows of the Society
4. Must have accomplished three (3) of the following:
 - a. Must have published, in a peer-reviewed journal, five (5) or more articles related to venous and/or lymphatic disorders (excluding abstracts and letters) with a significant amount from venous and lymphatic medicine
 - b. Publication in a textbook or a clinical chapter in a textbook of venous and/or lymphatic disorders
 - c. Presentation of one or more papers or invited lectures at an Annual Congress of the Society
 - d. Served on a standing or advisory committee of the Society
 - e. Served as a Program Chair for the Annual Congress of the Society or for an international meeting
 - f. Received a research or abstract award from the Society
 - g. Taught one or more courses on venous and/or lymphatic disorders at a regional symposium or Annual Congress of this Society

Experience Pathway – designed to recognize members who have clearly demonstrated their commitment to the field of venous & lymphatic medicine by their commitment to the mission and vision of the Society.

1. Must be a Senior Membership for a minimum of two (2) consecutive years.
2. If eligible, must have passed an examination designated by the American Board of Venous & Lymphatic Medicine.
3. Must have attended three (3) of the last five (5) Annual Congresses of the Society (in-person

- or virtually).
4. Must possess the RPhS (CCI) credential in Phlebology and/or an active related credential
 5. Must provide two (2) letters from existing Fellows of the Society
 6. Must have a combination of at least four (4) of the following education/participation activities: (Service as a Director for the Board of the Society or Foundation nullifies the requirement for additional participation activities)
 - a. Served in an active role on an advisory committee of the Society or the Foundation
 - b. Serve as a speaker/instructor in an Annual Congress, regional symposium or digital educational course of the Society
 - c. Served as a Program Chair for the Annual Congress, regional symposium or digital educational course for the Society
 - d. Serve as a mentor within the Society's Mentorship Program
 - e. Referred a minimum of 10 new members to the Society
 - f. Present an oral abstract or scientific poster at the Annual Congress of the Society
 - g. Be the recipient of a Society membership or research award
 - h. Served in the field of venous and/or lymphatic disorders on a mission trip in an underprivileged region

Applicants for Fellow shall be nominated by the Membership Standing Committee and duly elected by a unanimous vote of the Board members in attendance at a regular meeting of the Board.

Maintenance of Fellow Status

1. Annual Dues payment (In the event of financial difficulties or personal hardships, the Fellow may appeal to the committee for a postponement of the payment for one year).
2. All Fellows are required to attend at least one annual congress (in-person or virtually) of this Society every two years for the first six years following their election to Fellow status
3. Fellows who do not meet the ongoing requirements will return to the status of Senior Members but may apply for reinstatement as Fellow status upon re-establishing eligibility.

Fellows will be awarded the designation of FAVLS.

G. Laureate. This category of membership is open to all non-Physician Members who qualify;

1. Must be a Senior Member of the Society
2. Must provide two (2) letters of recommendation from existing Fellows or Laureates of the Society
3. Must have attended three (3) of the last five (5) Annual Congress meetings (in-person or virtually).
4. Must have accomplished four (4) or more of the following: (service on the Board of Directors of the Society or Foundation nullifies the need for additional participation activities)
 - a. Publication in a peer-reviewed journal, one or more articles related to venous and/or lymphatic disorders (excluding abstracts and letters)

- b. Publication in a textbook or a clinical chapter in a textbook of venous and/or lymphatic disorders
 - c. Presentation of one or more papers or invited lectures at an Annual Congress or Symposium of the Society
 - d. Taught one or more courses on venous and/or lymphatic disorders at a Society regional symposium or Annual Congress
 - e. Served as a preceptor for the AVLS or another recognized vein organization
 - f. Received a Society research award
 - g. Served as a Speaker's Bureau Committee member
 - h. Provided services in the field of venous and/or lymphatic disorders on a mission trip in an underprivileged region
 - i. Serve as a mentor within the Societies Mentorship Program
 - j. Referred a minimum of 10 new members to the Society
5. Must meet specific requirements for their specified special interest
- a. Advanced Practice Provider
 - i. Must have active certification from the AAPA for PAs or from the ANCC/NCC/PCNB/AACN or AMCB for NPs
 - b. Lymphedema Therapist
 - i. Must have an active certification from LANA or other accredited credentialing body
 - ii. Must have served on the Society Lymphatic Integumentary Rehabilitation (LIR) Specialty Section for a minimum of 3 years.
 - c. Vascular Technologist
 - i. Must have an active RPhS credential.
 - ii. Must have served on the Society Ultrasound Specialty Section for a minimum of 3 years.

Applicants for Laureate shall be nominated by the Membership Standing Committee and duly elected by a unanimous vote of the Board members in attendance at a regular meeting of the Board.

Maintenance of Laureate Status

1. Annual Dues payment (In the event of financial difficulties or personal hardships, the Laureate may appeal to the committee for a postponement of the payment for one year).
2. All Laureates are required to attend at least one annual congress (in-person or virtually) of this Society every two years for the first six years following their election to Laureate status.
3. Laureates who do not meet the ongoing requirements will return to the status of Senior Members but may apply for reinstatement for Laureate status upon re-establishing eligibility.

All Laureates of the AVLS will be awarded the designation of LAVLS

H. Honorary Member. This category of membership shall be reserved for persons who have made outstanding contributions to the corporation and to the field of venous and/or lymphatic disorders. The Nominating Committee may recommend one or more individuals each year for

this category for approval by the Board of Directors. The individual shall be designated an Honorary Member upon approval of the unanimous decision of the Board. The Board shall be limited to one Honorary Member per year. Honorary Members are encouraged to attend this corporation's annual congress. Honorary Members shall not be subject to any dues or assessments of the corporation.

I. Retired and International Qualifiers. The qualifiers referred to in Article II – Section 2 A are defined as follows:

- a. Retired members are those who have retired from active practice. Active members must provide notification in writing as to their retirement status.
- b. International members are those whose primary practice is located outside of the United States.

Section 3. Admission of Members. Any application for membership must be made in writing and may be submitted to the corporation at any time. The Board or a person or committee authorized by the Board will review each application and, if appropriate, certify that the applicant meets the qualifications for membership in accordance with Sections 1 and 2 above. Membership shall commence upon such certification and upon payment of any required dues.

Section 4. Membership Dues. Each member must pay to this corporation, within the time and on the conditions set by the Board, dues, fees and assessments in amounts to be fixed from time to time by the Board. Such dues shall be defined by policy for each class of members of this corporation. The Board may determine the conditions under which any payment of dues shall be refundable.

Section 5. Good Standing. Those members who have paid the required dues, fees, and assessments, if any, who have met their CME and meeting attendance requirements, and who are not suspended shall be members in good standing of this corporation.

Section 6. Membership Roster. This corporation shall keep a membership roster containing the name of each member and the last address provided to this corporation by the member for purposes of notice. The roster shall indicate whether a member is in good standing.

Section 7. Nonliability of Members. No member of this corporation shall be personally liable for the debts, liabilities, or obligations of this corporation.

Section 8. Transferability of Memberships. Membership in this corporation, or any right arising therefrom, may not be transferred or assigned. Any attempted transfer shall be void.

Section 9. Termination of Membership. Membership in this corporation shall continue until terminated as provided in this Section, or until the member dies or resigns in writing delivered to the Secretary or President of this corporation. No such resignation shall relieve the resigning member of any accrued but unpaid obligations of such member to this corporation.

A. Basis for Termination. Membership in the corporation shall terminate upon the occurrence of any of the following events or conditions:

i. Expiration. If a membership is issued for a period, such membership shall automatically terminate when such period of time has elapsed unless the member elects to renew the membership.

ii. Nonpayment of Dues. A member's membership in this corporation shall automatically terminate thirty days after such member is sent a written notice marked "final" of the failure to pay dues, fees or assessments on or before their due date. A member may avoid such termination by paying the amount of delinquent dues, fees or assessments, together with any interest thereon, within the thirty-day period.

iii. Failure to Qualify. On a good faith finding by the Board of Directors, made in accordance with this Section, that a member no longer meets the qualifications set forth in Article II, Section 2, such member's membership in this corporation shall terminate.

iv. Interests of Corporation. On a good faith finding by the Board of Directors, made in accordance with this Section, that continued participation by the member in this corporation as a member is not in the best interests of this corporation and the furtherance of its purposes.

B. Basis for Suspension. A member may be suspended upon the good faith determination by the Board that the member has failed in a material way to observe the rules of conduct of this corporation or has engaged in conduct materially and seriously prejudicial to the purposes and interests of this corporation, such that continued participation by the member in this corporation as a member is not in the best interests of this corporation and the furtherance of its purposes. A person whose membership is suspended shall not be a member during the period of suspension.

C. Termination or Suspension Procedures. In the case of proposed termination or suspension of membership under subsection A. iii or iv above, the Board shall provide procedures that include notice to the member of the charges, an opportunity for the member to provide a response and an opportunity for the member to appeal the decision:

ARTICLE III
MEMBERSHIP RIGHTS

Subject to these Bylaws, members of this corporation shall have the right to vote, as set forth in these Bylaws, on:

- (a) the election of directors;
- (b) the removal of directors;
- (c) any amendment to these Bylaws that materially and adversely affects member voting rights, and all amendments to the Articles of Incorporation of this corporation;
- (d) the disposition of all or substantially all of the assets of this corporation;
- (e) any merger of this corporation;

(f) any dissolution of this corporation; and

(g) any other matters that may properly be presented to members for a vote, pursuant to this corporation's Articles, Bylaws, or action of the Board of Directors, or by operation of law.

ARTICLE IV MEMBER MEETINGS AND VOTING

Section 1. Member Voting. Each Voting Member in good standing shall have one vote on each matter on which the members are entitled to vote.

Section 2. Annual Member Meetings. An annual meeting of the membership will be held at a date, place, and time determined by the Board of Directors for the purpose of transacting such business as may come before the meeting.

Section 3. Special Meetings of Members.

A. Who May Call. Special meetings of the members may be called by the Board or the President.

Section 4. Member Quorum. Ten percent of the Voting Members as of the record date shall constitute a quorum.

Section 5. Manner of Voting.

Voting may be conducted at meetings or by written or electronic ballot in accordance with applicable provisions of the Illinois Not-For-Profit Corporation Act.

ARTICLE V BOARD OF DIRECTORS

Section 1. Corporate Powers; Exercise by Board. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

Section 2. Number and Qualification of Directors. Number and Qualification of Directors. The number of directors shall be at least thirteen and not more than 17 until changed by a properly adopted amendment of these Bylaws. Any amendment of the preceding sentence shall require the approval of the Voting Members. Directors of this corporation must be Voting Members of this corporation in good standing at the time of their election and remain so throughout their tenure.

Section 3. Restrictions on Directors. To ensure diverse representation on the Board of Directors, no more than four directors in any medical subspecialty recognized by the American Board of Medical Specialties, except for those specializing in venous and/or lymphatic disorders, may be elected to the Board. All newly elected Physician Directors shall be a Diplomate of the American Board

of Venous & Lymphatic Medicine or will agree to achieve Diplomate status within their initial term of office. Furthermore, a minimum of one-third of the directors must represent Private Practice as defined from time to time by policy adopted by the Board of Directors. This restriction shall include all directors. At most, two (2) Member Non-Physicians may be elected to the Board, and those Member Non-Physicians must be credentialed healthcare professionals practicing in venous and/or lymphatic disorders. A director may not participate in any vote on any proposed transaction with another organization or entity of which such director is also an employee, principal or director.

Section 4. Nomination of Directors. The Nominating Committee shall select candidates for election and make its report to the Board of Directors. Upon approval by the Board of Directors, the Secretary shall forward to each member of record a list of all candidates so nominated.

Section 5. Election and Term of Office of Directors. The Board of Directors shall consist of the following current, former, or future officers, sitting ex-officio: The President, the President-Elect, the Secretary, the Treasurer, and the immediate past President. The remaining directors (the "At-Large Directors") shall be elected by written ballot. Except for those appointed to fill midterm vacancies, each At-Large Director shall be elected for a term of two years. The term will commence at the close of the month end of the Annual Congress.

Section 6. Vacancies. A vacancy shall be deemed to exist on the Board of Directors in the event that the actual number of directors is less than the authorized number for any reason. Except for vacancies in the directorship of the immediate past President, which shall remain vacant, midterm vacancies may be filled by the remaining directors or by a sole remaining director unless the vacancy was created by the removal of a director by the members, in which case the members shall elect the successor. An appointment made by the directors shall be effective until the next meeting of the members, at which the members shall elect a successor to fill the unexpired portion of the term.

Section 7. Resignation and Removal of Directors. Resignations shall be effective upon receipt in writing by the President or the Secretary of this corporation unless a later effective date is specified in the resignation. No director may resign when such resignation would leave the corporation without a duly elected director or directors in charge of its affairs. The members may remove any director at any time, with or without cause.

Section 8. Annual Board Meetings. A meeting of the Board of Directors shall be held at least once a year. Annual meetings shall be called by the President or any two directors and noticed in accordance with Section 10 of this Article.

Section 9. Special Board Meetings. Special meetings of the Board of Directors may be called by the President or any two directors and noticed in accordance with Section 10 of this Article.

Section 10. Notice. Notice of the annual meeting and any special meetings of the Board of Directors shall be given to each director at least seven days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means, and shall state the date, place, and time of the meeting.

Section 11. Waiver of Notice. The transactions of any meeting of the Board of Directors, however, called and noticed and wherever held, shall be valid as though taken at a meeting duly held after the proper call and notice, if a quorum is present, and if each of the directors not present signs a written waiver of notice. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 12. Quorum. A majority of the authorized number of directors shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in these Bylaws or in applicable law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 13. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board (other than any director interested in a transaction so approved) shall individually or collectively consent to such action in writing. Such written consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as the unanimous vote of such directors.

Section 14. Telephone and Electronic Meetings. Directors may participate in a meeting through the use of conference telephone, electronic video screen communication, or another electronic transmission so long as each director participating in the meeting can hear and communicate with all of the other directors concurrently.

Section 15. Compensation of Directors. The Board of Directors may authorize, by resolution, the payment to a director of reasonable compensation for services as a director. The Board may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director, such as for attending meetings of the Board and Board Committees.

Section 16. Executive Compensation Review. The Board of Directors (or a Board Committee) shall review any compensation packages (including all benefits) of the President and the Treasurer and such other officers as may be required by law or which shall be so designated by resolution of the Board of Directors from time to time and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when the officer is hired, the term of employment of such officer is renewed or extended, and the compensation of such officer is modified unless the modification applies to substantially all of the employees of this corporation.

ARTICLE VI
COMMITTEES

Section 1. Standing Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Standing Committees, each consisting of two or more directors, and only of directors, to serve at the pleasure of the Board. Standing Committees may be delegated the authority of the Board, and the duties and powers of Standing

Committees shall be determined by the Board from time to time, provided, however, that Standing Committees may not be given the powers to:

- (a) commit the corporation to any legal or financial obligation that extends longer than one year;
- (b) spending commitments beyond the preapproved budget or spending plans approved by the Board of Directors;
- (c) set the number of directors within a range specified in these Bylaws;
- (d) fill vacancies on the Board of Directors or on any Standing Committee;
- (e) fix the compensation of directors for serving on the Board or any Standing Committee;
- (f) amend or repeal these Bylaws or adopt new Bylaws;
- (g) approve amendments to the Articles of Incorporation of this corporation;
- (h) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (i) create any other Standing Committees or appoint the members of any Standing Committees; or
- (j) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

The Full Board of Directors retains the right to overturn any decision of any Standing Committee by majority vote.

Section 2. Advisory Committees. The Board of Directors may establish one or more Advisory Committees for the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation but shall be restricted to making recommendations to the Board or Board Committees and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 3. Meetings.

A. Of Standing Committees. Meetings and actions of Standing Committees shall be governed by and held and taken in accordance with the provisions of Article V of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Standing Committee and its members for the Board of Directors and its members. Minutes shall be kept at each meeting of any Standing Committee and shall be filed with the corporate records.

B. Of Advisory Committees. Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept. Chairman(s) of Advisory Committees are to be selected and approved by the appropriate Standing Committee.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

Section 4. Standing Committees.

A. Executive Committee. The Executive Committee shall consist of the President, the President-Elect, the Secretary and the Treasurer. The Secretary shall be the secretary of the Executive Committee.

(a) Meetings. Regular meetings of the Executive Committee shall be held at the call of the President or two members of the Executive Committee. Special meetings of the Executive Committee may be held on notice from the President or two members of the Executive Committee.

(b) Quorum. Three members of the Executive Committee must be present to constitute a quorum.

(c) Powers. The Executive Committee shall be empowered to manage the corporation on a day-to-day basis and act on all affairs of the corporation, provided that (1) it may not alter the annual dues; and (2) alter the status of existing members. The act of a majority of the members of the Executive Committee present at a duly called meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by applicable statute, the Articles of Incorporation or these Bylaws.

(d) Standing Committee Chairs. The President of the Board shall have the power to appoint the Chairman of each Standing Committee.

B. HealthCare Policy & Advocacy. The HealthCare Policy & Advocacy Committee shall be responsible for the oversight and direction of advisory committees that provide and/or execute responsibilities for the corporation in regard to (1) HealthCare Policy, coding and reimbursement, (2) Advocacy for the membership with Policy and Payors, and (3) representation with the American Medical Association and associated committees (CPT, RUC, etc.). Any committees subject to the oversight and direction of this committee shall report their activities to it regularly on a schedule to be determined by this committee.

C. Research. The Research Committee shall be responsible for the oversight and direction of advisory committees that provide and/or execute responsibilities for the corporation in regard to (1) scientific guidelines and best practices, (2) research projects and grants, and (3) PRO venous registry operations. Any committees subject to the oversight and direction of this committee shall report their activities to it regularly on a schedule to be determined by this committee.

D. Membership. The Membership Committee shall be responsible for the oversight and direction of advisory committees that create and provide products and/or services that are directly beneficial to this corporation's members and their interests, including any advisory committees responsible for (1) recruitment and retention, (2) Fellowship and Laureate status, (3) special interest sections, as outlined in Article VIII of these Bylaws, (4) member communications and (5) specialty recognitions. Any committees subject to the oversight and direction of this committee shall report their activities to it regularly on a schedule to be determined by this committee

E. Education. The Education Committee shall be responsible for the oversight and direction of advisory committees that develop and provide educational opportunities to cover the full range of topics in venous and/or lymphatic disorders and lymphology, including any advisory committees responsible for (1) CME, (2) professional education, (3) annual congress and regional meetings, (4) advanced practical courses, (5) distance learning, (6) venous and/or lymphatic disorders

journal(s), (7) public education, and (8) Preceptorships. Any committees subject to the oversight and direction of this committee shall report their activities to it regularly on a schedule to be determined by this committee.

F. Fellowship Development, Accreditation, and Oversight. The Fellowship Development Committee shall be responsible for the oversight and direction of the Society's investment in developing venous and lymphatic medicine Fellowship programs. The committee is responsible for (1) the development and maintenance of the Fellowship core curriculum, (2) the promotion and establishment of new programs, (3) the recruitment of physician candidates for open programs, and (4) the compliance with existing programs to meet program standards (audits). Any committees subject to the oversight and direction of this committee shall report their activities to it regularly on a schedule to be determined by this committee.

G. Nominating Committee. The Nominating Committee shall consist of the immediate past President, the President, and the President-Elect, with two additional at-large Directors to be determined by the approval of the Board. The Nominating Committee shall select nominees for election pursuant to Article V, Section 4A of these Bylaws. The Nominating Committee is also charged with nominations for all Societal Awards such as Honorary Membership, Leadership, and Rosenblatt Distinguished Service.

Section 5. Advisory Committees.

A. Advisory Committees. The Board may create or disband Advisory Committee as appropriate to achieve the mission and vision of the Society in addition to the following specified Advisory Committees

B. Audit Committee. This corporation shall have an Audit Committee whose members shall be appointed by the Board of Directors, who may include both directors and non-directors, subject to the following limitations: (a) a majority of the members of the Audit Committee may not consist of members of the Finance Committee if any; (b) the chair of the Audit Committee may not be a member of the Finance Committee if any; (c) the Audit Committee may not include any member of the staff; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation; and (e) Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their Board service.

If the Audit Committee is composed and appointed as required by Section 1 above (concerning Standing Committees), it shall be deemed a Standing Committee on which the other directors are entitled to rely as provided in these Bylaws; otherwise, the Board of Directors shall remain responsible for oversight and supervision of the Audit Committee as an Advisory Committee.

The Audit Committee shall: (1) recommend to the Board of Directors the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (2) negotiate the compensation of the auditor on behalf of the Board, (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order, (4) review and determine whether to accept the audit, and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.

C. Ethics and Professional Standards Committee. The Ethics and Professional Standards Committee exists to review and comment on questions about the ethical and

professional conduct of this corporation’s members and shall enforce the general principles of professional conduct that have been adopted and published by the American Medical Association and the American Society of Surgeons.

ARTICLE VII
OFFICERS

Section 1. Officers. The officers of this corporation shall be a President, a President-Elect, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the directors, such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President. Officers of the corporation are restricted to Member Physicians.

Section 2. Election. The officers of this corporation shall be elected by the members, and each shall serve a term of two calendar years, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors.

Section 4. Resignation. Any officer may resign at any time by giving written notice to this corporation. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified by that notice, and unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

Section 6. President. The President shall be the Chairman of the Board of this corporation. The President shall preside at all meetings of the members, the Board of Directors and the Executive Committee of the Board. The President shall have the general powers and duties of management usually vested in the office of President of the corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7. President-Elect. The President-Elect shall, in the absence of the President, carry out the duties of the President and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the members, the Board of Directors and its committees, if any, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books and membership records of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 9. Treasurer. The Treasurer shall be the chief financial officer of this corporation and shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation’s properties and business transactions, shall render reports and

accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 10. Chief Executive Officer, Executive Director. The Executive Director shall be employed by the Board as Chief Executive Officer whose primary responsibilities include support, advice and administration of the Board, acting as the main point of communication between the Board of Directors and corporate operations; acting as the public face with members, corporate partners and the general public maintaining a positive image of the corporation; providing oversight of fundraising activities; overseeing and managing the various programs and projects of the Society; managing the overall corporate operations and resources of the company, human and financial, within the purview of an approved annual operating budget. The Chief Executive will require approval by the Executive Committee and/or Board for expenditures outside of the annual operating budget that exceed \$20,000 or contracts with a term greater than one year.

ARTICLE VIII
SPECIALTY SECTIONS

Section 1. Creation of Specialty Interest Committees. The Board may, from time to time, by resolution create, modify, or terminate specialty interest committees open to members of this corporation who choose to join them. Each section shall be organized for the purpose of advancing the art and science of the specialty or interest area within the field of venous and/or lymphatic disorders designated by the Board in creating that section. To the extent possible, each section shall provide a forum for members interested in that specialty or interest area, shall seek to improve the understanding of diagnosis and treatment in that specialty by members, and shall seek to improve the delivery of care in its specialty to the public.

Section 2. Membership in Specialty Interest Committees. Any member in good standing may choose to join any of the specialty interest committees by communicating that choice in writing to the Executive Director or designated staff member, who will add the member’s name to the section membership roster.

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify all officers and directors of the corporation to the full extent permitted by the laws of the State of Illinois, as amended, and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined from time to time by the board of directors of the corporation.

ARTICLE X
MISCELLANEOUS

Section 1. Amendments. Amendments to these Bylaws may be adopted by the Board of Directors, provided that member approval shall be required in the circumstances described in Article III (c).

Section 2. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the Illinois Not-For-Profit Corporation Act as then in effect shall apply.