

# **BYLAWS of the SOCIETY OF BLACK VASCULAR SURGEONS**

## **Article I – Name**

The name of this organization shall be the "Society of Black Vascular Surgeons" (SBVS) (hereinafter the "Society").

## **Article II – Mission and Vision Statements**

*The Society of Black Vascular Surgeons promotes fellowship amongst members through networking, mentorship, and professional development. The Society has a core mission of Education, Research, Advocacy and Provider Pipeline Development to advance Health Equity. The Society seeks to support policies that improve care and overall outcomes by addressing health(care) disparities in underserved patients with vascular disease. The Society of Black Vascular Surgeons was founded in 2021.*

The Mission of the Society shall be to:

- 1) promote health equity by improving the access and delivery of quality healthcare,
- 2) provide innovative vascular solutions to Black and minority populations through discovery and implementation, and
- 3) ensure the holistic support of Black vascular surgeons, vascular surgery trainees, vascular surgery aspirants, and diverse health professionals dedicated to the prevention and management of vascular disease.

The Society shall carry on activities:

- ‘ As a corporation exempt from Federal income tax under Section 501 (C) (3), of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or;
- ‘ As a corporation, contributions to which are deductible under Section 170; Furthermore, no part of the net income of the Society or its property or assets shall at any time inure to the benefit of any individual member, or of any private individual, or be used to promote the candidacy of any person seeking political office.

## **Article III – Membership**

There shall be six types of membership:

- a) Active
- b) International
- c) Inactive
- d) Honorary

- e) Candidate
- f) Associate

- a) **Active Membership** of this Society shall be limited to physicians of good professional standing who have completed an ACGME-approved vascular surgical residency or fellowship and are certified or eligible for certification by the Vascular Surgery Board of the American Board of Surgery or its equivalent OR who have a sustained major interest and active practice in vascular and endovascular surgery. Active Members will make annual contributions. Active members have voting privileges, can serve on committees, sponsor new member applications as well as submit and sponsor papers for presentation at the annual meeting.

Eligibility. Active Membership may be granted to vascular surgeons residing in the United States or Canada whose practice is aligned with the Society's Code of Ethics as defined or clarified by the Board of Directors. Active members must have also demonstrated knowledge and skill in the diagnosis and management of vascular disorders by attainment of one of the following criteria:

Certification in Vascular Surgery from the United States of Canada and fully licensed to practice medicine; or

Surgeons whose clinical practice is dedicated primarily to vascular surgery, as demonstrated by case logs, contributions to vascular education and/or research, or participation in regional or local vascular societies.

Approval of Membership. All applications will be reviewed by the Membership Committee. If the application is approved by the Membership Committee, the name of the applicant for active membership shall be presented to the Executive Board for final action. If the application is not approved by the Membership Committee or the Executive Board the applicant will be notified as to the specific reason and provided an opportunity for remedy and/or appeal.

Privileges of Active Membership. Active Members shall have such rights and obligations as may be approved by the Executive Board of the Society, including voting at the annual business meeting, serving on committees, serving as chairs of committees, or holding elected office.

- b) **International Membership** of the Society shall be granted to vascular surgeons residing outside the United States or Canada whose practice is aligned with the Society's Code of Ethics as defined or clarified by the Board of Directors. International members must have also demonstrated knowledge and skill in the diagnosis and management of vascular disorders by attainment of one of the following criteria:

Surgeons whose clinical practice is dedicated primarily to vascular surgery, as demonstrated by case logs, contributions to vascular education and/or research, or participation in regional or local vascular societies.

Approval of Membership. All applications will be reviewed by the Membership Committee. If the application is approved by the Membership Committee, the name of the applicant for International Membership shall be presented to the Executive Board for final action. If the application is not approved by the Membership Committee or the Executive Board the applicant will be notified as to the specific reason and provided an opportunity for remedy and/or appeal.

Privileges of International Membership. International Members shall have such rights and obligations as may be approved by the Executive Board of the Society, including making annual contributions and service on committees. International Members cannot hold office on the Executive Committee or be a member of the Board of Directors.

- c) **Inactive Membership** of the Society shall be granted to Members upon receipt of written request or by the recommendation of the Executive Committee. Active members who have not made annual contributions for over three or more consecutive years will be reviewed by the Executive Committee for inactive membership status. Inactive members are not required to make annual contributions nor are they allowed to sponsor new member applications or papers submitted to the annual meeting. Inactive members may reactivate their membership by requesting in writing and making a contribution that is three times the current year's requested contribution.
- d) **Honorary Membership** of the Society shall be granted to individuals at the discretion of the Executive Board. Honorary Members may make contributions annually, however, it is not an expectation. Honorary Members are not eligible for election as Society officers, nor are voting members.
- e) **Candidate Membership** shall be granted to participants who are in good professional standing in an ACGME accredited general surgery, vascular surgery fellowship, vascular surgery residency, or other vascular residency recognized by the Society. Candidate Members must provide a letter from their program director (surgical trainees) or documentation related to "good standing" (medical students).

Approval of Membership. All applications will be reviewed by the Membership Committee. If the application is approved by the Membership Committee, the name of the applicant for active membership shall be presented to the Executive Board for final action. If the application is not approved by the Membership Committee or the Executive Board the applicant will be notified as to the specific reason and provided an opportunity for remedy and/or appeal.

Privileges of Candidate Membership. Candidate Members may serve on Committees but shall have no voting rights. Candidate Members can present papers at the annual meeting if sponsored by an Active Member. There is no annual contribution required for Candidate Members.

Admission to Active Membership. Candidate Members may be promoted to Active Membership upon completion of their vascular surgery residency (or equivalent), receipt by the Society office of a copy of the vascular surgery training certificate (or equivalent) and endorsement from a Society member. At this time, the newly promoted Active Member will be bound by the requirements of active membership in the Society.

- f) **Associate Membership** shall be limited to non-vascular surgery trained physicians and surgeons with either an MD, DO or DPM degree, scientists active in vascular medicine or surgical research, advanced practice providers in vascular specialties (RN's, PA's, NP's) and technologists (e.g. radiology technologists, radiology assistants, etc). These members are encouraged to submit annual contributions, are not voting members and cannot serve or be elected as officers of the society, but may submit abstracts and papers to the meetings.

Approval of Membership. All applications will be reviewed by the Membership Committee. If the application is approved by the Membership Committee, the name of the applicant for Associate Membership shall be presented to the Executive Board for final action. If the application is not approved by the Membership Committee or the Executive Board the applicant will be notified as to the specific reason and provided an opportunity for remedy and/or appeal.

Privileges of Associate Membership. Associate Members may serve on Committees and can also present papers at the annual meeting. Associate Members shall have no voting rights. Associate Members cannot serve or be elected as officers of the Society or

members of the Board of Directors.

- g) **Good Standing.** To remain in good standing, all members must be current on their dues payment and must abide by the rules and regulations set forth in these Bylaws, the Society's Code of Ethics and such other rules and regulations as the Society may adopt.

## **Article IV – Election of Members**

The process of election of active members to the Society shall be as follows:

- a) Membership enrollment in the Society shall be completed via electronic application through the website.
- b) Completed applications shall be submitted at least 3 months prior to any scheduled business meeting, at which time the candidate shall be considered for election. A recommendation from an active society member is required to complete the application.
- c) The names of the applicants recommended for membership by the Executive Committee shall be submitted to the members at the business meeting.
- d) Election to membership shall be by secret ballot, by a three-fourths (3/4) affirmative vote of the membership present.
- e) An applicant who fails to be elected at one meeting shall be provided communication of any perceived or known critical deficiencies or concerns. Such deficiencies or concerns must be remedied before the time of the next application submission. The failed application with rationale will be maintained by the Secretary for record keeping and subsequent application.

## **Article V – Contributions and Fees**

- a) Contributions and fees shall be levied by the Executive Committee and approved by the membership at the annual meeting.
- b) Any member who has not made a contribution for a period of three years will be considered non-participatory and will be dropped from membership, provided that notification of such lapse is given at least three months prior to its effective date. The member may be reinstated on approval of the Executive Committee following submission of contributions to establish commitment to the Society. Members who have not provided a contribution for a period of three consecutive years shall be dropped from membership, provided that notification of such lapse is given at least three months prior to its effective date. The member may be reinstated and reactivate their membership by requesting in writing and making a contribution that is three times the current year's requested contribution on approval of the Executive Committee.

## **Article VI – Resignations, Expulsions**

- a) Resignations of members otherwise in good standing shall be accepted by a majority vote of the Executive Committee.
- b) Charges of unprofessional or unethical conduct against any member of the Society, if proffered in writing and submitted to the Executive Committee, must be acted upon within one year. The Executive Committee's concurrence or disallowance of the charges shall be presented to the membership at the annual meeting. A three-fourths (3/4) affirmative vote of the members present shall be required for expulsion.

## **Article VII – Officers: Elections and Duties**

The officers of this Society shall consist of a President, President-elect, Secretary, Treasurer, and Recorder; all to be elected as specified in these bylaws.

- a) The President shall preside at Executive Committee meetings and the Annual Meeting.
- b) The President and President-elect of the Society shall be elected for terms of one yeareach.
- c) The Secretary, Treasurer, and Recorder shall be elected for three-year terms.
- d) The President-elect, in the absence or incapacity of the president, shall perform the duties of the president's office.
- e) In the absence of both the president and president-elect, the chair shall be assumed by president pro tem, elected by such members of the Executive Committee as are present and approved by the Board of Directors.
- f) The Secretary shall keep minutes at the meetings of the Society and the Executive Committee, update the Executive Committee on membership database and new applicant files and conduct correspondence of the Society. The Secretary will issue an annual written report at the Annual Meeting.
- g) The Treasurer or their designee shall receive all monies and funds belonging to the Society, pay all bills, render statements for contributions and assessments, report to the membership at the annual meeting, and provide report to the Board of Directors meetings. The Treasurer will prepare an annual report for audit. The Treasurer shall chair the finance committee, assist in the preparation of the budget, and help develop fundraising plans.
- h) The Recorder shall receive all documents presented before the Society. The Recorder shall be responsible for assuring prompt editorial review of manuscripts in concert with other Society members.
- i) Successors to vacated offices of the Society shall be appointed by the Executive Committee and approved by the Chair of the Board of Directors until the position is filled at the next annual meeting.

## **Article VIII – Board of Directors**

The Board of Directors shall be the governing body of the Society and shall have fullpower to manage and act on all affairs of the Society.

- a) Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the Executive Committee and delegates' responsibility for day-to-day operations to the Executive Committee and committees. The Board shall have up to nine (9) and not fewer than three (3) members. The board receives no compensation other than reasonable expenses.
- b) Meetings. The Board shall meet at least every six months either in person or via real time video and/or audio communication, at an agreed upon time and place. Additional meetings at the discretion of the Chair of the Board of Directors.
- c) Board Elections. Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.
- d) Terms. All Board members shall serve three (3) year terms, but are eligible for re-election.
- e) Quorum. A quorum must be attended by at least 51% percent of the Board members before business can be transacted or motions made or passed.
- f) Transaction of Business. A majority vote of the members of the Board of Directors shall constitute approval for the transaction of business.
- g) Notice. An official Board meeting requires that each Board member have written notice two weeks in advance.

- h) Officers and Duties. There shall be up to nine Directors of the Board consisting of a Chair, Vice Chair, Board Secretary, community representatives, Directors at large, attorney, and industry representative. Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.

The Vice-Chair will chair committees on special subjects as designated by the board.

The Board Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained.

The Directors-at-large shall be Active Members of the Society who represent academic and community practice vascular surgeons. They shall not be current members of the Executive Committee.

The Community representatives (representatives from other societies/organizations such as APMA, SIR, ABC, AHA, etc) shall sit on the Board of Directors.

An attorney shall sit on the Board of Directors for legal advisement on Society matters.

An industry/government representative shall sit on the Board of Directors.

Reports to Board of Directors will be provided by from: Treasurer, Chairs of Advocacy and Mentorship Committees

- i) Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Board's Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting and approved by a two-thirds (2/3) vote. These vacancies will be filled only to the end of the particular Board member's term. Board members must ensure a copy of the applicants curriculum vitae is a part of the nomination application and process.
- j) Discipline. The administration of matters of discipline shall be the duty of the Board of Directors. Charges of unprofessional conduct against any member may be presented in writing to the Board of Directors. The Board of Directors shall refer the charges to the Ethics and Professional Conduct Committee of the Society to consider the charges and recommend disciplinary actions, when appropriate, to the Board of Directors and shall act upon them no later than the next scheduled meeting. Notice that the Board of Directors shall be acting upon a charge of unprofessional conduct against the member shall be provided to the member at least thirty (30) days prior to the date of such meeting, at which meeting the accused member shall have the right to appear, in person or by telephone, and to hear and answer the charges brought against him/her. If the charges of unprofessional conduct are supported by a majority vote of the members of the Executive Board who are present and voting, the Executive Board may censure, suspend for a defined time or withdraw membership from in the Society by written notice.
- k) Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third (1/3) of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member postdated two weeks in advance.
- l) Resignation and Removal of Board of Directors. Any member of the Board of Directors may resign at any time by giving written notice to the Chair of the Board of Directors. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. In addition, any Director may be removed from office by a two-thirds (2/3) vote of the entire Board of Directors whenever, in its judgment, the best interests of the Society would be served by such removal. No Director shall be removed unless written notice of a meeting to

remove the Director is delivered to all members of the Board of Directors, as applicable. Such notice must state that a purpose of the meeting is to vote upon the removal of one or more Directors named in the notice, and only the named Directors may be removed at such meeting. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election of a Director or agent shall not of itself create any contract rights. Directors ceasing to be qualified automatically shall be removed from office and such vacancy shall be filled in accordance with these Bylaws.

- m) Conflict of Interest. All members of the Board of Directors will be required to complete a conflict of interest declaration prior to their appointment and annually. This declaration must be approved by a majority of the remaining executive committee members. If the executive committee requests, the member must divest themselves of a designated conflict of interest pertaining to Society or matters related to the Society prior to assumption of the appointment. A conflict of interest is defined as any direct or indirect financial relationship with the Society by an individual or their spouse. It does not include non-specified research contributions to an institution.

## **Article IX –Executive Committee**

- a) There shall be an Executive Committee consisting of the President, President-elect, Secretary, Treasurer, and the most recent past President.
- b) Committee Chairs (eg nominating committee Chair, mentorship committee chair, etc) shall be non-voting members of the EC and are invited to attend the Executive Committee Meetings and Conference Calls.
- c) Executive Committee meetings shall be held quarterly either in person or via real time video and/or audio communication as well as at the call of the president of the Society.
- d) Quorum. A majority (>50%) of the members of the Executive Committee shall constitute a quorum for the transaction of business.
- e) Resignation and Removal of Officers. Any Officer may resign at any time by giving written notice to the President. In addition, any Officer may be removed from office by a two-thirds (2/3) vote of the entire Board of Directors whenever, in its judgment, the best interests of the Society would be served by such removal. No Officer shall be removed unless written notice of a meeting to remove the Officer is delivered to all members of the Board of Directors, as applicable. Such notice must state that a purpose of the meeting is to vote upon the removal of one or more Officers named in the notice, and only the named Officers may be removed at such meeting. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election of an Officer or agent shall not of itself create any contract rights. Officers ceasing to be qualified automatically shall be removed from office and such vacancy shall be filled in accordance with these Bylaws.
- f) Vacancy. The Executive Committee shall have the responsibility to make recommendation to the Board of Directors to fill the vacancy and this recommendation will be approved (or negated) by the Board of Directors.
- g) All members of the Executive Committee will be required to complete a conflict of interest declaration prior to their appointment and annually. This declaration must be approved by a majority of the remaining executive committee members. If the executive committee requests, the member must divest themselves of a designated conflict of interest pertaining to the Society or matters related to the Society prior to assumption of the appointment. A conflict of interest is defined as any direct or indirect financial relationship with the Society by an individual or their spouse. It does not include non-specified research contributions to an institution.

## Article X – Committees and Representatives

Standing committees of the Society shall consist of a nominating committee, membership committee, fundraising/grants/scholarships committee, bylaws committee, communications committee, mentorship and education committee, program committee, and advocacy committee.

- a) The **Membership and Nominating Committee** shall consist of a chair and a minimum of three (3) members serving two (2) year terms. The Secretary shall serve as ex-officio. New members shall be appointed annually by the Executive Committee. The committee shall review all applications and present their nominations for membership to the Executive Committee for review and ratification at the Annual Business Meeting. The Committee shall also assist the Secretary with membership development and expansion campaigns. The Committee shall also make up a slate of officers for the Society and the proposed slate shall then be presented for voteduring the Annual Member Business Meeting.
- b) The **Fundraising Committee (including Grants & Scholarships)** shall consist of a chair and a minimum of three (3) members. Its function shall be to research and implement comprehensive fundraising campaigns to support the society. As well, its function shall be to review educational grant award applications and to report award recipients to the executivecommittee at the annual meeting. A committee chair shall be appointed by the Executive Committee to serve a two-year term. Other committee members shall be the President, President-elect, the Treasurer. The committee chair will select additional society members to assist with this task. In addition, the current society president shall be an Ex-Officio member.
- c) The **Bylaws Committee** shall consist of a minimum of three (3) members to serve overlapping terms of three (3) years each. A new member shall be appointed annually by the Executive Committee to replace the vacancy left after the final term of the most senior member. The most senior member of the By-Laws Committee shall serve as Chair during their last term. The By- Laws Committee shall review By-Laws from time to time as directed by the Executive Committee and when appropriate, make recommendations regarding amendments.
- d) The **Communications Committee** shall consist of one chair serving a two (2) year term and a minimum of three (3) members. The Communications Committee is responsible for organizing, coordinating, and implementing all communication to the membership and along with the Secretary will oversee subcommittee functions. The Communication Chair is appointed by the Executive Committee for a maximum two-year termrenewed annually. The Communications Committee shall be responsible for all web-based and electronic communication and maintenance of the Society website.
- e) The **Mentorship and Education Committee** shall consist of a chair and a minimum of three (3) members serving terms of two (2) years each. The Mentorship and Education Committee is responsible for the Society’s programmatic mentorship at different levels of training to encourage a career in surgery and vascular surgery. The Mentorship and Education Committee will design and implement the Society’s mentorship collaborations and programs, grant writing, publications, webinars, etc.



- f) The **Program Committee** shall consist of a chair and a minimum of three (3) members each serving a term of two (2) years each. The Program Committee shall select abstracts and make up the program for upcoming meetings. The Program Committee shall also be responsible for the creation and maintenance of the annual calendar of the Society as well as the development and dissemination for the programs of the Society.
- g) The **Advocacy Committee** shall consist of a chair and a minimum of three (3) members each serving a term of two (2) years. The Advocacy Committee shall be the Society's voice that expresses the Society's health policy views, preserves the welfare of our aspirants and patients with a focus on the mission statement, and works closely with the Program and Fundraising Committee.
- h) Any **Other Committee** may be established by the Board of Directors as it deems advisable. Each such committee shall consist of such persons and shall have such duties and powers as may be designated by the Board of Directors upon establishment of the committee or from time to time thereafter. Unless otherwise provided by the Board of Directors, the Membership and Nominating Committee shall appoint the members of each of these other committees, subject to the prior approval of the Board of Directors.

## **Article XI – Meetings**

- a) The Society shall hold an annual meeting and held at a time and place selected by the Executive Committee.
- b) The business meeting of the Society shall be conducted during the annual meeting.
- c) All active members are encouraged to attend the annual meeting one year out of every three years. There is no attendance requirement for any other member category.
- d) Special meetings may be called at any time by the president, or a simple majority of the Executive Committee.

## **Article XII – Quorum**

The members present at any official meeting of the society shall constitute a quorum necessary to change the constitution and bylaws of the Society, to make assessments, to authorize appropriations or expenditures of money other than those required in the routine business of the Society, to elect officers and members, and to expel members. The quorum is established with a two-thirds of membership present. If there are less than two-thirds of the membership present, the members can vote to table specific business.

## **Article XIII – Alterations and Repeal**

Bylaws may be altered or repealed at the annual meeting by a two-thirds (2/3) affirmative vote of the voting members present.

## **Article XIV – Procedure**

Proceedings of the Society shall be conducted under Robert's Rules of Order.