

THE SOUTH ASIAN AMERICAN VASCULAR SOCIETY

BYLAWS

Preamble

The Society was formed to maintain the identity of this group of people, to provide a forum for scientific, educational, cultural, charitable and social interaction among the members. The term "South Asian" refers to people from Bangla Desh, Bhutan, the British Indian Ocean Territories, India, Maldives, Myanmar, Nepal, Pakistan, Sri Lanka and Tibet.

ARTICLE I. NAME

The name of this Corporation shall be The South Asian American Vascular Society (hereinafter "SAAVS" or the "Society").

ARTICLE II. OBJECTIVES

The objectives of the Society shall be:

- (a) Educational. To organize lectures, scientific meetings, symposia and other educational meetings pertaining to Vascular Diseases & Surgery including the business aspects of medical practice.
- (b) Cultural. To promote unity, social interaction and networking amongst members and to promote South Asian culture and heritage.
- (c) Community. To organize, encourage and promote the involvement of the members towards serving the communities they live and work in as well as communities of their origin.
- (d) Charitable. To organize, support and contribute to charitable causes. To make contributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code of 1986 as amended, or the corresponding provision of any succeeding section or future United States Internal Revenue Code Section.
- (e) Cooperation. To provide mutual understanding and cooperation between the SAAVS and other medical or cultural organizations in the United States such as Society for Vascular Surgery, American Association of Physicians of Indian Origin and Association of Physicians and Pakistani-descent of North America (APPNA).
- (f) Support. To provide support, guidance and other services to members as needed and to be a strong advocate for its members in all areas of vascular diseases and surgery.
- (g) Dissemination of Knowledge. To promote, encourage and improve the dissemination of knowledge concerning all aspects of vascular disease to students, interns,

residents, fellows, other physicians and other health care workers of South Asian origin within and outside the USA.

(h) Public Information. To disseminate information to patients and the public on all aspects of vascular disease and health.

(i) Address Issues. To address social, economic, ethical and legal issues that relate to South Asian Vascular Physicians.

ARTICLE III. MEMBERSHIP

Section 1. Categories.

Membership in the Society will consist of individuals who show an active interest in vascular diseases. There will be four (4) categories of membership: Candidate, Active, International and Affiliate. There will be no numerical limit on any type of membership, nor will there be discrimination based on race, gender, ethnicity, color, creed, or disability.

Section 2. Candidate Membership.

Candidate Membership may be granted to physicians who are currently enrolled or accepted into accredited vascular surgery and vascular medicine residency training programs in the United States or Canada. Application forms for Candidate Membership will be provided by the Secretary. Candidate members will have such rights and obligations as may be approved from time to time by the Board of Directors of the Society, but they will not be permitted to hold office or vote on Society business. The term of Candidate members will be limited to a maximum of one year after completion of their vascular residency program or subsequent continuous academic or clinical training, after which they will move to Active Membership upon payment of dues and comply with all requirements of Active Membership at the time.

Section 3. Active Membership.

(a) Eligibility. Active Membership may be granted to vascular surgeons and physicians residing in the United States or Canada whose clinical practice is dedicated primarily to vascular surgery and medicine and have demonstrated knowledge and skill in the diagnosis and management of vascular disorders as determined by the Board.

(b) Physician's Application Process. A prospective applicant for Active Membership must complete an application form that will be provided by the Secretary. Completed applications will be forwarded to the Membership Committee for Review.

(c) Election to Membership. If the application is approved by the Membership Committee and by the Board of Directors, the name of the applicant for Active Membership will be presented to the membership for final action. A majority vote of those Voting members present and voting in person or electronically will be required for election to Active Membership. Any applicant who fails to be approved by the Membership Committee and/or Board of Directors or fails to be elected by the membership may reapply.

Section 4. International Membership.

(a) Eligibility. International Membership may be granted to physicians otherwise qualified for Active Membership who do not reside in the United States or Canada.

(b) Application Process. A prospective applicant for International Membership must complete an application form that will be provided by the Secretary. The international applicant must be a member of the recognized vascular society of her or her country, with exceptions granted by the Board of Directors.

(c) Election to Membership. If the application is approved by the Membership Committee and by the Board of Directors, the name of the applicant for International Membership will be presented to the membership for final action. A majority vote of those Voting members present and voting in person or electronically will be required for election to International Membership. Any applicant who fails to be approved by the Membership Committee and/or Board of Directors or fails to be elected by the membership may reapply. International members will have such rights and obligations as may be approved from time to time by the Board of Directors of the Society, but they will not be permitted to hold office or vote on Society business.

Section 5. Affiliate Membership.

Affiliate Membership may be granted to non-physician individuals who are interested in vascular diseases and surgery such as medical students, nurses, podiatrists, physician assistants and vascular technologists in the United States or Canada. Application forms for Affiliate Membership will be provided by the Secretary. Affiliate members will have such rights and obligations as may be approved from time to time by the Board of Directors of the Society, but they will not be permitted to hold office or vote on Society business.

Section 6. Membership Operations.

(a) Resignation. Any member may resign by writing a letter of resignation.

(b) Reinstatement. Any member may be reinstated if approved by the Board of Directors after paying appropriate dues.

(c) Revocation. Membership may be denied or revoked for any member for deliberate violation of the SAAVS Articles of Incorporation or Bylaws.

(d) Impeachment. If any member to an elected or appointed office or position misuses the office or is guilty of misconduct or violates the objectives of SAAVS Articles of Incorporation or Bylaws for personal gain or misappropriate the funds of SAAVS or violates the law resulting in civil liability or a criminal offence and conviction, he or she shall be liable for impeachment or forfeiture of his or her position, immediately. Further, the Board of Directors is authorized to remove such a person temporarily from the position held in SAAVS, pending the final outcome of any judicial proceeding. An

impeachment procedure may be initiated by a petition signed by at least one third of the members of the Board of Directors. After such initiation, the Board of Directors shall appoint a temporary Hearing Committee to investigate the allegation and recommend necessary action to the Board of Directors. Impeachment can be effected only upon the affirmative vote of at least three fourths of the Board of Directors.

Section 7. 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.

Section 8. Certificate.

A Certificate of Membership, signed by the President and Secretary and bearing the seal of the Society (if one has been adopted), shall be provided to new members, except that a Certificate of Membership shall not be issued to Candidate members.

Section 9. Dues.

All members of the Society shall pay dues and assessments may be determined from time to time by the Board of Directors, subject to the approval of the members. Any member in arrears for one year, being notified of the fact by the Treasurer in writing, and not paying his or her dues for two consecutive months thereafter, shall forfeit his or her membership and it shall be the duty of the Treasurer to notify the Society of such forfeiture, which fact shall be entered in the minutes and the name stricken from the list of members.

ARTICLE IV. MEETINGS OF THE MEMBERS

Section 1. Annual Meeting.

Annual meetings of the members for the election of office bearers and such business as may come before the meeting shall be held in January of each year, at such date and time as may be fixed by the Board of Directors, or at such other time within the four (4) months succeeding the end of the Corporation's fiscal year as may be designated by the Board of Directors and stated in the notice of the meeting. If the annual meeting is not held at the time specified, the Board of Directors shall cause the meeting to be held as soon thereafter as is convenient.

Section 2. Special Meetings.

Special meetings of the members may be called by the Chairman of the Board, the President or the Secretary and shall be called by one of them pursuant to resolution therefor by the Board of Directors, or upon receipt of a request in writing, stating the purpose or purposes thereof, and signed by members holding a majority of the voting power of the Corporation.

Section 3. Notice of Meetings.

Written notice of the time, place and purpose of any members meeting shall be given to members entitled to vote thereat, not less than twenty-eight (28) nor more than sixty (60) days before the date of the meeting. Such notice may be given by delivery in person to the members, by mailing such notice to the members at their addresses as the same appear in the records of the Corporation, or by electronic transmission. Attendance of a person at a members' meeting, in person or by proxy, constitutes a waiver of notice of the meeting, except when the member attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 4. Voting.

Only Active members, who have timely paid their dues as of January 1 of the preceding year as well as of the current year, shall be entitled to vote at meetings of the members (hereinafter the "Voting members"). Candidate members, International members, Affiliates members, and Active members who have not met the dues requirements set forth in the preceding sentence, shall be entitled to notice of meetings, may participate in the discussion at such meetings, but shall not have voting privileges. Each Voting member shall be entitled to one vote. A vote may be cast either orally or in writing as announced or directed by the person presiding at the meeting prior to the taking of the vote. Any action to be taken by vote of the members shall be authorized by a majority of the votes cast by the Voting members, unless a greater percentage is required by law or the Articles of Incorporation.

Section 5. Absentee/Proxy Vote.

Voting members who are not able to attend a meeting may send in their vote by electronic or regular mail to the officer presiding over the meeting or conducting the election as the case may be. It will be the responsibility of the absentee Voting member to indicate clearly on the envelope or electronic mail that it contains his or her vote. A valid proxy vote shall mean written authorization to another active member eligible to vote otherwise. The written authorization shall be given to the presiding officer prior to the meeting.

Section 6. Quorum.

A quorum shall consist of those Voting members present at a duly called meeting of the members.

Section 7. Action by Members Without a Meeting.

Any action which is required to be taken or which may be taken at any annual or special members meeting may be taken without a meeting, without prior notice, and without a vote if, a consent in writing, setting forth the action so taken, is signed by the Voting members having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all voting members entitled to vote thereon were present and voting. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those Voting members who have not consented in writing. An electronic transmission consenting to an action transmitted by a member, or by a person

authorized to act for the member, is written, signed, and dated for the purposes of this section if the electronic transmission is delivered with information from which the Corporation can determine that the electronic transmission was transmitted by the member, or by a person authorized to act for the member, and the date on which the electronic transmission was transmitted. The date on which an electronic transmission is transmitted is the date on which the consent was signed for purposes of this section.

Section 7. Parliamentary Authority.

The rules contained in Robert's Rules of Order, Revised, shall govern the conduct of the business meetings of the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or applicable law.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Membership.

The Board of Directors of the Society shall consist of the officers of the corporation elected by the members at the Annual Meeting of members.

Section 2. Responsibilities.

(a) Authority of the Board. The Board of Directors shall be the governing body of the Society and shall have full authority to manage and act on all affairs of the Society, except as follows, where approval of the Society membership at the Annual Meeting is required:

(i) Amending the Articles of Incorporation or Bylaws. The Board may, by a 3/4 vote, pass resolutions which clarify any amendments passed by the general body, as long as the intent of these is not to substantially alter the amendments passed.

(ii) Electing new members or altering the status of existing members.

(iii) Election of officers.

(b) Contracts. Contracts, deeds, documents and instruments shall be executed by the President and attested by the Secretary or the Treasurer.

(c) Checks, Notes, Etc. Checks, notes, drafts and demands for money shall be signed by the officer or officers designated from time to time by the Board. In the event no designation is made by the Board, checks, notes, drafts and demands for money may be signed by any two officers.

ARTICLE VI. OFFICERS

Section 1. Officer Positions.

The officers of the Society shall consist of the President, President-Elect, Immediate Past President, Secretary, and Treasurer.

Section 2. Eligibility for Office.

Members eligible for the offices of the President, President-Elect, Secretary, and Treasurer must be Active members of the Society in good standing.

Section 3. Term.

The term of office of the President shall be one (1) year non-renewable. At the conclusion of the Annual Meeting, the President shall accede to the position of Immediate Past President. The President-Elect shall automatically succeed the retiring President. The Secretary and Treasurer shall be elected annually for a maximum of two (2) consecutive annual terms. Any Officer may be eligible for re-election to the Board after an absence of three (3) consecutive years.

Section 4. Nominations.

In preparing the slate of nominees for each available position, the Nominating Committee shall consider its own nominations in addition to nominations from the Society membership.

No later than September 1, the Nominating Committee shall send to all members of the Society a request for nominations to the available and/or vacant positions of the offices of the President, President-Elect, Secretary, and Treasurer. A member nominated to any of these positions must be an Active member in good standing of the Society.

All nominations to available positions of officers submitted by October 31 and those proposed by the Nominating Committee shall be considered by the Nominating Committee. Once all nominees for each position have been considered by the Nominating Committee, the Nominating shall put forward nominees for each position to be considered by the membership at the annual meeting. If more than one nominee is submitted to the membership for election to an office, the elected nominee must obtain a simple majority of the vote. If the Annual Meeting is not held, nominations and voting can be held electronically.

Officers shall hold office until the termination of the next Annual Meeting when their successors are elected. Vacancies in any of the offices shall be filled for the unexpired term by appointment by a majority vote of the Board of Directors.

Section 5. President.

The President of the Society shall act as the principal officer of the Society and shall (i) preside over meetings of the Society and of the Board of Directors; (ii) appoint committee members not otherwise provided for in these Bylaws; (iii) represent the Society in external

matters; and (iv) perform all other duties normally appertaining to this office. He or she shall make such appointments as are required or authorized by the Articles of Incorporation, these Bylaws and by the Board of Directors. He or she may execute, with the Secretary or any other proper officer of the SAAVS as authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed; except in cases where the signing and execution thereof shall be expressly reserved unto the Board of Directors. He or she shall designate all official delegates and representatives to other organizations; and shall appoint members to such special and ad hoc committees as may be necessary to further the SAAVS's objectives. The President may discontinue any such committee when its purpose has been served or its purpose is no longer desirable or attainable, in consultation with the Board of Directors.

Section 6. President-Elect.

The President-Elect shall automatically succeed the retiring President. If the President is unable to fulfill his or her full term, the President-Elect shall step into the vacant position.

Section 7. Secretary.

The Secretary shall be responsible for keeping an accurate record of all business and activities of the Society. Other responsibilities shall include: maintaining an accurate list of members and of their records; notification of officers and members of their election; providing forms and receiving applications for membership and forwarding complete applications to the Membership Committee; issue an agenda of all regular and special meetings after consultation with the Board; keep a copy of all official correspondence from and to SAAVS, including newsletters and program brochures for the activities from the SAAVS and reports submitted by the Committee's chairpersons; keep an attendance record of all meetings; be custodian of the Articles of Incorporation, Bylaws and amendments thereto; notify committee members of their appointment and their assigned duties; see that all books, reports, statements, certificates and other documents and records required by law to be kept and filed are properly kept and filed; perform such duties and exercise such other powers as may be assigned by the Board in the same capacity; be a member of the Board as its secretary; be responsible for transferring all the records of the SAAVS, within thirty (30) days after the Annual Meeting, to the incoming Secretary, and providing notice of meetings to members in accordance with these Bylaws.

Section 8. Treasurer.

The Treasurer shall be responsible for supervising the management of the funds of the Society and of any and all securities that are the property of the Society and shall keep an accurate record of each. He or she shall maintain appropriate accounts in the name of the Society, be responsible for issuing notice and collection of all dues and deposit into same in such banks or trust companies as the Board may designate and transfer to the next Treasurer, within thirty (30) days of the assumption of office by the latter, all accounts of the SAAVS, file all income tax returns with the Internal Revenue Service for the year in which the office was held.

Section 9. Past President.

For the initial term, the Past President position shall be filled from the Active Membership for a one-year term. If a Past President at any time gives notice not to assume a Director's terms this position will be filled by an election among the other Past Presidents. If no Past President is available, it becomes open to Active members. No single individual shall be asked to choose which position he or she would like to hold and resign from other positions. The Past President shall become the Chair of the Nomination Committee.

ARTICLE VIII. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Frequency of Meetings.

The Board shall meet not less than four (4) times per year in regular session. One such meeting shall occur immediately following the Annual Meeting of the members and such meeting constitutes the annual meeting of the Board.

Section 2. Notice of Meetings.

Notice of any meetings of the Board of Directors shall state the place, date, and hour of the meeting and the purposes for which the meeting is called. Notice shall be given to each member of the Board of Directors at least fourteen (14) days before the date of the meeting, either delivered personally or by electronic mail, surface mail, or nationally recognized commercial courier. The postal address or electronic address of each director shall be that shown in the records of the corporation. Such notice shall be deemed to have been delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid or accepted by a nationally recognized commercial courier or transmitted electronically. Any member may waive notice of any meeting.

Section 3. Quorum.

A majority of members of the Board shall constitute a quorum for the transaction of Society business at any meeting of the Board of Directors. Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment by means of which all individuals participating in the meeting can communicate with each other. Such participation in a meeting shall constitute attendance and presence in person at the meeting by the individuals so participating.

Section 4. Action at a Meeting.

The act of a majority of the members of the Board of Directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by an applicable statute, the Articles of Incorporation, or these Bylaws.

Section 5. Action Without a Meeting.

Any action of the Board of Directors may be taken without notice and without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote on the matter. Any action so taken shall be effective when all of the Directors in question have executed the consent, unless the consent specifies a different effective date.

ARTICLE IX. COMMITTEES

Section 1. Nominating Committee.

The Nominating Committee shall recommend nominees for Society officers. The Nominating Committee shall consist of five (5) members: the most recent surviving and available Past President, who shall serve as Chair of the committee, the current President, the current Secretary, and two members elected by the members.

Section 2. Membership Committee.

The Membership Committee shall consist of two (2) Active members, with one member appointed for one year and the second appointed for a 2-year term. Appointment of members to the committee, and appointment of the Chair of the Committee, shall be determined by the Board of Directors.

The Membership Committee shall review and evaluate all applications for membership in the Society, including Candidate, Active, Affiliate and International members; and report its recommendations for membership to the Board of Directors for approval. The Chair of this Committee or his or her designee shall present the names of approved applicants for consideration for election by the Society membership at its Annual Meeting.

Section 3. Program Committee.

The Program Committee shall consist of three (3) Active members one of whom shall be the Treasurer. One (1) new member shall be appointed each year for a 3-year term. The Treasurer shall be the senior member of the Program Committee.

Section 4. Appointment of Members and Chairs and Filling Vacancies on Committees.

To fill vacancies or add members to the committees, a group formed of the President, Past President, President-Elect and chaired by the President, shall consider the members of the Society willing to serve on Committees of the Society. The Board of Directors shall make all appropriate appointments. Appointments shall be effective starting at the conclusion of the Annual Meeting. Active members only are eligible to serve Society committees.

Section 5. Other Committees.

The Board of Directors may establish other committees, 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 group formed of President and previous two Past Presidents shall appoint the members of each of these committees.

ARTICLE X. FINANCES

Section 1. Fiscal Year.

The official fiscal year shall be from January 1st through December 31st.

Section 2. Membership Dues.

Annual dues are payable at such times and in such amounts as may be determined from time to time by the Board of Directors.

Section 3. Delinquent Dues.

A member of the Society shall be deemed delinquent if his/her dues are not paid for one (1) year. He/she shall be notified of that fact by the Treasurer by registered letter which shall contain a copy of this section (Article X, Section 3) of these Bylaws. After one (1) year of delinquency in payment of dues, a member may be dropped from the membership roster by action of the Board of Directors. A delinquent member may be reinstated with full privileges, upon payment of his/her arrears, by action of the Board of Directors.

ARTICLE XI. RESIGNATIONS AND DISCIPLINE

Section 1. Resignations.

Any member may resign at any time by written notification to the Secretary.

Section 2. 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 by any Active member and the Board that shall act upon them no later than the next scheduled meeting. The Board of Directors who are present and voting may censure, suspend for a definite time or withdraw membership in the Society.

Any member who may feel aggrieved by the action of the Board of Directors shall have the right to appeal to the SAAVS membership at the time of the Annual Meeting. The general body may support or reject recommendations of the Board by a 2/3 vote of those present.

ARTICLE XII. RULES OF ORDER

Any question of order not addressed by these Bylaws shall be determined by parliamentary usage as contained in the most recent edition of Robert's Rules of Order.

ARTICLE XIII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Indemnification.

To the full extent permitted by, and in accordance with the procedure prescribed in the Michigan Nonprofit Corporation Act, the Society shall indemnify any and all of the members of the Board of Directors (which members shall hereinafter in this Article be referred to as "Directors") and any and all of the officers, employees, agents and representatives of the Society for certain expenses and other amounts paid in connection with legal proceedings in which any such persons become involved by reason of their serving in any such capacity for the Society.

Section 2. Liability Insurance.

Upon specific authorization by the Board of Directors, the Society may purchase and maintain insurance on behalf of any or all Directors, officers, employees, agents, or representatives of the Society against any liability asserted against any such person and incurred in any such capacity, or arising out of the status of serving in any such capacity.

ARTICLE XIV. AMENDMENTS

Section 1. Proposed Changes.

A proposed amendment may be initiated in writing by any member at any time, provided the proposal has the concurrence of not less than five (5) Voting members whose concurrence is evidenced by their signatures. The Board may itself also propose amendments and present them to the membership. The Secretary shall disseminate the proposed amendments at least thirty (30) days before the Annual Meeting to all members, accompanied by specific notice that such amendments shall be voted upon at that session.

Section 2. Voting and Approval.

These Bylaws may be amended, restated or repealed, but only upon a two-thirds (2/3) vote of the Voting members present at an Annual Meeting.

Section 3. Controlling Provisions.

Notwithstanding anything to the contrary provided in these Bylaws, in the event of a conflict between any provision of the SAAVS's Articles of Incorporation and these Bylaws, the provision contained in the Articles of Incorporation shall be given precedence and priority over the conflicting provision in these Bylaws.

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