

BYLAWS

AMERICAN VENOUS FORUM (An Illinois Not For Profit Corporation)

(Amended and restated February 20, 2018)

ARTICLE I IDENTIFICATION

1.1 Name and Organization. The name of the Corporation is the “American Venous Forum.”

1.2 Principal and Business Offices. The Corporation may have such principal and other business offices as the Board of Directors may designate. The current principal offices are located at 2800 West Higgins Road, Suite 440, Hoffman Estates, IL 60169

1.3 Registered Agent. The Corporation shall maintain a registered agent as required by the Illinois Not For Profit Corporation Act of 1986, as amended, 85 ILCS 105 (the “Illinois Not For Profit Corporation Act”), whose address may be, but need not be, identical with the principal office of the Corporation. The name and address of the registered agent may be changed from time to time by the Board of Directors.

1.4 Records. The Board of Directors may keep the books of the Corporation in such place or places as they may from time to time determine in accordance with Illinois Not For Profit Corporation Act.

ARTICLE II PURPOSE AND GOALS

2.1 Purposes. The Corporation is organized and shall at all times be operated exclusively to promote the common interests of physicians, scientists and allied health medical professionals involved in either:

- (a) the practice of medicine, or
- (b) research, teaching and/or study in the field of venous and lymphatic health, including venous and lymphatic diseases and disorders and the diagnosis and treatment of same (the “Field”), as an organization within the meaning of Section 501(c)(6) of the Code (as defined below), and not to engage in a regular business of a kind ordinarily carried on for profit.

2.2 Objectives. The primary objectives of the Corporation in furtherance of the above-referenced purposes include, but are not limited to, the following:

- (a) the promotion of venous and lymphatic health through innovative research;
- (b) contributing to the active continuing education of the Corporation’s membership and the general public in matters pertinent to the Field and other areas of common interest to the Corporation’s membership;
- (c) conducting annual and other periodic meetings for the purpose of providing education in matters pertinent to the Field and the general public and

otherwise providing for the common interests of the Corporation's membership in furtherance of the Corporation's purposes and objectives;

- (d) contributing to the development and enhancement of qualitative standards and the overall quality of care among physicians and allied health medical professionals involved in the Field; and
- (e) encouraging the development and dissemination of knowledge regarding issues pertinent to the Field.

2.3 Powers. The Corporation shall have and be permitted to exercise all powers, rights and privileges as are authorized by the Illinois Not For Profit Corporation Act and which are consistent with its status as a corporation organized and operating pursuant to Section 501(c)(6) of the Code.

2.4 Funds. The Corporation may seek gifts, contributions, donations, and bequests for the purposes of the Corporation and all funds received by the Corporation shall be dedicated to and invested solely for such purposes. The Board of Directors may establish guidelines for the acceptance or refusal of gifts, contributions, donations, or bequests and the disbursement of funds by the Corporation in such manner as may be consistent with the purposes of the Corporation. Donors may contribute to the Corporation by making checks payable to the Corporation, endorsing securities to the order of Corporation, naming the Corporation in deeds or other instruments of title, or by otherwise naming or identifying the Corporation in an instrument of transfer or conveyance at the time of contribution.

2.5 Nondiscrimination. In the pursuit of its purposes and the exercise of its powers, the Corporation shall make its services and activities available to the community that it serves regardless of race, color, creed, gender, sexual orientation or national origin.

ARTICLE III **PROHIBITED PRACTICES**

No part of the net earnings of the Corporation shall inure to the benefit of any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth in Article II of these Bylaws.

ARTICLE IV **MEMBERS**

4.1 Membership. Membership in the Corporation shall be a privilege, not a right, and is dependent upon the applicant for any class of membership demonstrating compliance with the requirements for membership as defined in the Bylaws and otherwise by the Board of Directors of the Corporation.

4.2 Classes of Membership/Eligibility. The Corporation shall have eight (8) classes of members ("Members"): Senior, Fellow, Physician, Honorary, Affiliate, Resident Physician, Allied Health, and Medical Student. The qualifications and rights of each class of membership is as follows:

4.2.1 Senior Member

Senior membership shall be open to all Fellow and Physician Members who have attained age 70, are retired or such other Physician Members whom the Executive Committee approves for membership in such class on account of health infirmity or other just cause. Senior Members shall have Physician Membership rights and privileges including the right to vote. Senior Members shall not be required to pay dues and shall not be bound by any meeting attendance requirements that may apply to members of other classes.

4.2.2 Distinguished Fellow Member

Distinguished Fellow membership is comprised of Physician Members who are in good standing for at least three years. Each Fellow Member shall pay such dues as may be determined by the Board of Directors from time to time. This category however is not mutually exclusive. For example one can retain member class as Distinguished member while also qualifying for Senior member status with exemption of dues.. Fellow Members shall have full membership rights and privileges including the right to vote if dues are paid by the specified deadline for voting qualification, and to serve as an officer and on the Board of Directors of the Corporation as a director. The Fellow Member must have enhanced AVF by volunteering for committees, meeting faculty, provided education enhancement for trainees or advanced venous disease by research or education.

4.2.3 Physician Member

Physician membership is comprised of (a) National and International physicians (i) certified as either an M.D. or D.O. by a recognized certifying board in the applicant's country of practice in the Field, and (ii) who have acquired additional skills in the Field either through recognized fellowship program training in the Field or clinical experience demonstrating an interest in and contribution to the Field; and (b) scientists (regardless of whether the applicant possesses an M.D, D.O. or a doctoral degree) recommended by the Corporation's Membership Committee who have demonstrated involvement in and a commitment to the Field through research, study, scholarship or teaching. Each Physician Member shall pay such dues as may be determined by the Board of Directors from time to time. Physician Members shall have full membership rights and privileges including the right to vote if dues are paid by the specified deadline for voting qualification, and to serve as an officer and on the Board of Directors of the Corporation as a director.

4.2.4 Honorary Member

Honorary membership shall be open to those individuals who have made outstanding contributions to the Field over time, as determined by the Board of Directors from time to time in its discretion. An Honorary Member shall not be required to pay dues but shall not have voting rights and shall not be eligible to serve as an officer or on the Board of Directors of the Corporation as a director. An Honorary Member at any time who meets the eligibility requirements for Physician Membership may apply to become a Physician Member.

4.2.5 Affiliate Member

Affiliate membership shall be open to individuals who do not qualify for any other membership class described in this Article and who currently are employed by companies. Affiliate Members must have been employed in good standing for one calendar year by their current employer. Affiliate Members are eligible to serve as Members of the following Committees: Health Policy Committee, Membership Committee, Newsletter Committee, Fellows Course Committee, Screening Committee, Website Committee, Research Committee, or other such Committees as determined by the Board of Directors from time to time. Affiliate Members shall not have voting rights and shall not be eligible to serve as an officer or on the Board of Directors of the Corporation as a director. Each Affiliate Member shall pay such dues as may be determined by the Board of Directors from time to time.

4.2.6 Resident Physician Member

Resident Physician membership shall be open to individuals who are physicians serving in residency or fellowships in post-doctoral training programs in the field and have demonstrated an interest in and commitment to the Field. Resident Physician Members shall be required to pay such dues as may be determined by the Board of Directors from time to time. A Resident Physician Member shall not have any voting rights and shall not be eligible to serve as an officer or on the Board of Directors of the Corporation as a director. To continue membership once the Resident's training is completed, member can transfer to a Physician Membership by delivering the following items to the Membership Committee: a) written letter of request to transition to Physician Member (letter must include member's new title); and, b) a letter of recommendation from member's Program Director to the Membership Committee; without the necessity of filing an application for membership in such class.

4.2.7 Allied Health Member

Allied Health membership shall be open to those individuals who are allied health medical professionals who have demonstrated an interest in and made a contribution to the management of venous and lymphatic disease and disorders and the diagnosis and treatment of same. Allied Health Members shall pay such membership dues as may be determined by the Board of Directors from time to time and shall be eligible to serve on committees of the Corporation. Allied Health Members shall not have voting rights and shall not be eligible to serve as an officer or on the Board of Directors of the Corporation as a director.

4.2.8 Medical Student Member

Medical Student membership shall be open to those individuals who are currently enrolled in medical school who have a special interest in venous and lymphatic diseases. Medical students shall not pay membership dues. A Medical Student Member shall not have any voting rights and shall not be eligible to serve as an officer or on the Board of Directors of the Corporation as a director. To continue membership once the Medical Student's training is completed, member can transfer to a Resident Physician Membership by delivering written notice of same to the Membership Committee, without the necessity of filing an application for membership in such class.

Memberships may be transferred from one class to another by action of the Board of Directors upon written request or application by the member if the requirements for membership in the class to which such membership is to be transferred are met. The Board of Directors may in its discretion create additional membership categories having such membership requirements as it may determine, provided that members in any such additional classes shall not be entitled to vote and shall not be eligible to serve as an officer or serve on the Board of Directors of the Corporation as a director.

4.3 Application for Membership/Approval Process. An application for any class of membership shall be submitted by an applicant in such a manner and on such form as shall be prescribed by the Board of Directors from time to time.

4.4 Termination of Members. Members of any class required to pay membership dues may be terminated in the discretion of the Board of Directors for failure to make payment of dues in accordance with such procedures as the Board of Directors may establish from time to time.

4.5 Dues. The Corporation may impose dues on membership in any class of membership to the extent consistent with these Bylaws in such amounts as shall be determined by the Board of Directors from time to time. The payment of dues as a condition of any class of membership may be waived or postponed at the discretion of the Board of Directors.

4.6 Annual Business Meeting. The annual business meeting of members (the "Annual Business Meeting") shall be held every year concurrent with, and in the same location as, the Corporation's annual general educational meeting or at such other time and place as determined by the Board of Directors and shall be specified in a notice of meeting, in order to transact such business as shall come before the meeting. The election of directors, officers and related positions shall occur at or in connection with an Annual Business Meeting

4.7 Special Meetings. Special meetings of the members may be called for any purpose by the President, by the Board of Directors by majority vote or by ten percent (10%) of the members entitled to vote ("Voting Members").

4.8 Voting. Each Voting Member in good standing, and only Voting Members in good standing, shall be entitled to vote on all matters to be voted on by members of the Corporation, including, without limitation, electing directors of the Corporation as provided herein. Any matter to be decided by a vote of the members of the Corporation shall, except as otherwise provided in the Illinois Not For Profit Act or as expressly provided herein, be decided by a majority of Voting Members voting in person at a duly held meeting of members at which a quorum is present.

4.9 Quorum. The presence of persons not less than five percent (5%) of the total number of Voting Members shall constitute a quorum for the transaction of business at any annual or special meeting of members of the Corporation. The Voting Members present at a duly organized meeting where a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal during the meeting of that number of Voting Members whose absence would cause less than a quorum.

4.10 Notice of Meetings. Written notice stating the place (which may be within or without the state of Illinois), day and hour of any meeting of members shall be signed by the President or Secretary and shall be delivered either personally or by first class U.S. mail or by electronic transmission, to each member entitled to vote at such meeting, not less than thirty (30) days nor more than fifty (50) days before the date of such meeting. In case of a special meeting or when otherwise required by the Illinois Not For Profit Corporation Act or by these Bylaws, such notice

shall also include the purpose or purposes for which the meeting is called. In the case of a special meeting, no business other than that specified in the notice of such meeting shall be transacted at any such meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid.

4.11 Action by Members Without A Meeting.

4.11.1 Action by Written Ballot. Any action that may be taken at a meeting of the members may be taken if the Corporation delivers a written ballot, by U.S. Mail or electronic transmission, to every member entitled to vote on the matter. Such written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot under this section shall be valid only when the number of votes cast by ballot exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A solicitation for votes by written ballot shall include all of the following:

- (a) the number of responses required to meet the quorum requirements;
- (b) the percentage of approvals necessary to approve each matter other than the election of directors; and
- (c) the time by which a ballot must be received by the Corporation in order to be counted.

Voting must remain open for not less than five (5) days from the date that ballot is delivered; provided, however, that in the case of removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for not less than 20 days from the date the ballot is delivered. Such informal action by members shall become effective only if, at least five (5) days prior to the effective date of such informal action, a notice in writing of the proposed action is delivered to all of the Voting Members.

A written ballot may not be revoked. For purposes of clarity, the term "written ballot" for purposes of this Section includes a ballot transmitted or received by electronic mail or other electronic means.

4.11.2 Action by Written Consent. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting and without a vote if a consent in writing delivered by U.S. Mail or electronic means, setting forth the action so taken, is signed by all of the Voting Members.

4.12 Proxies. Members may not vote by proxy.

ARTICLE V
MEMBER COVENANTS

5.1 Confidential Information. Members, directors, officers, committee members and staff of the Corporation shall abide by such confidentiality policies relating to confidential information of the Corporation as the Board of Directors may establish from time to time.

5.2 Conflicts of Interest/Disciplinary Process. The Board of Directors may establish from time to time such rules or policies with respect to the ethical conduct of its members, including without limitation, procedures and policies for dealing with conflicts of interest and the discipline of its members in the event of a breach of any such rules or policies.

ARTICLE VI **BOARD OF DIRECTORS**

6.1 Powers and Responsibilities. The Board of Directors shall have full responsibility for the management, direction and control of the business, policies and affairs of the Corporation, subject only to the limitations set forth in these Articles of Incorporation, these Bylaws, or by applicable law.

6.2 Composition of Board of Directors. The Board of Directors of the Corporation shall consist of fifteen (15) individuals, comprised of (a) the President, President-Elect, Vice President, Secretary, and Treasurer; (b) Immediate Past-President the American Venous Forum Foundation (AVFF) President, the Education Councilor, the Research Councilor, the Recorder, Archivist, and four (4) at-large directors ("At-Large Directors"). Each director shall be entitled to one vote with respect to matters submitted to a vote of the Board of Directors. The President shall be entitled to an additional vote in the event of a tie with respect to matters submitted to a vote of the Board of Directors. The individuals serving as the Recorder and the Archivist shall serve as full, voting members of the Board of Directors and shall be considered directors for purposes of these Bylaws or otherwise under the Illinois Not For Profit Corporation Act.

6.3 Terms of Service.

6.3.1 Officers. The President, President-Elect, Vice President and Immediate Past-President shall each serve in such offices for a term of one (1) year, which term shall be nonrenewable. The Secretary and the Treasurer shall each serve in such offices for terms of two (2) years, which terms shall be nonrenewable. The individuals holding such offices shall be directors of the Corporation by virtue of their positions as such. The terms of the Secretary and Treasurer shall be staggered so that the term of one of the positions expires each year.

6.3.2 At-Large Directors. The At-Large Directors, Education Councilor and Research Councilor shall each serve for term of two (2) years, renewable for a total of two (2) consecutive terms. The terms of At-Large Directors shall be staggered so that the term of two At-Large Directors expires each year.

6.4 Manner of Nomination and Election/Appointment. Eligible candidates for the offices of Secretary and Treasurer are nominated from the At-Large-Directors, Education Councilor, Research Councilor, Recorder and Archivist. Eligible candidates for the office Vice President are elected from the Secretary, Treasurer, and At-Large-Directors, Education Councilor, Research Councilor that have served two consecutive board terms. Only Active Members who have attended at least two of the last three annual meetings shall be eligible to be elected as At-Large Directors. Eligible candidates for the offices of Vice President, Secretary and Treasurer and for At-Large Director positions shall be nominated for election by the Nominating Committee or by petition as

described herein. Individuals so nominated for each such position shall stand for election by the Voting Members in the manner described in these Bylaws.

6.4.1 Nominations by Nominating Committee. The Nominating Committee shall recommend to the Board of Directors one eligible candidate for (a) each At-Large Director position, and (b) the positions of Vice President, Secretary and Treasurer, respectively, as needed, in order to fill each vacancy to be created by the expiration of a term or otherwise as provided in these Bylaws. The Board of Directors shall vote on nomination of such recommended nominees and if so nominated such nominees shall stand for election to the position for which they are nominated in the manner described in these Bylaws.

6.4.2 Nominations by Petition. Candidates for any position described in Subs. 6.4.1 and 6.4.2, above, to be filled by election as described above may also be nominated by written petition of not less than ten (10%) of the Voting Members so long as any such petition is received by the Secretary not less than sixty (60) days prior to the date of the Annual Business Meeting at which the election for which such candidate would stand for such office or other position is to occur.

6.5 Election. The election of Officers and At-Large Directors as described in these Bylaws shall occur at or in connection with an Annual Business Meeting of the Corporation. The number of candidates receiving the largest number of votes for election for each position for which an election is being conducted shall be elected to such positions, their terms to take effect at the conclusion of the Annual Business Meeting at or in connection with which they are elected.

6.6 Resignation. Any member of the Board of Directors may resign there from at any time by giving written notice to the President or Secretary; provided, however, that an individual serving on the Board of Directors by virtue of being an Officer shall, if such individual resigns or otherwise ceases to serve in such office or other position, be deemed to have also resigned or otherwise ceased to serve in such office or other position, as the case may be.

6.7 Removal. Any member of the Board of Directors may be removed from the Board of Directors with or without cause by a two-thirds (2/3) vote of all eligible Voting Members. Any individual serving on the Board of Directors by virtue of being an Officer who is removed from such office or other position shall also be deemed to have been removed as a member of the Board of Directors.

6.8 Vacancies. In case of any vacancy of an At-Large Director position on the Board of Directors for any reason (including, without limitation, by reason of the death, resignation or removal) before the expiration of the term of such position, the President, with approval of the Board of Directors, may choose to leave the position vacant or may appoint an eligible member as successor to serve for the unexpired portion of the term of the vacant position. Any vacancy on the Board of Directors occurring on account of a vacancy in any Officer position shall be filled as and when such Officer position is filled as provided in Section 7.4, below.

6.9 Place of Meeting. The Board of Directors may hold its meetings at such place or places within or without the State of Illinois as they may from time to time determine.

6.10 Annual Board Meeting. The annual meeting of the Board of Directors (the “Annual Board Meeting”) for the transaction of such business as shall come before the Board of Directors at such meetings shall be held at such other time and place as shall be designated in the notice of such meeting pursuant to Section 6.13, below; provided, however, that the Annual Board Meeting for any year shall be held as nearly as practicable to the date and the time of the Annual Business Meeting for such year at the same location as such Annual Business Meeting.

6.11 Regular Meetings. In addition to the Annual Board Meeting, the Board of Directors shall hold such additional regularly scheduled meetings throughout the year as may be determined by the Board of Directors.

6.12 Special Meetings. Special Meetings of the Board of Directors may be scheduled and convened at any time at the request of the President or by written petition signed by any three (3) directors and delivered to the President and Secretary.

6.13 Notice. The President or the Secretary of the Corporation shall give notice of each annual and special meeting by mailing or transmitting by facsimile or other electronic transmission the notice at least three business (3) days before any meeting of the Board of Directors to each director. Such meetings may be scheduled during any prior regularly scheduled meeting. Such notice may be waived by any director. Neither the business to be transacted nor the purpose of any annual or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless required by these Bylaws or applicable law. At any meeting attended by all of the directors, any business may be transacted, notwithstanding the lack of due notice of such meeting.

6.14 Quorum. At any meeting of the Board of Directors, a majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If the number of directors necessary to constitute a quorum shall fail to attend at the time and place fixed for an annual or special meeting of the Board of Directors, the directors in attendance may adjourn from time to time without notice or other announcement at the meeting unless the requisite number of directors to constitute a quorum shall attend. The directors present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal during the meeting of that number of directors whose absence would cause less than a quorum.

6.15 Manner of Acting. 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 where otherwise provided by these Bylaws or by applicable law.

6.16 Action without a Meeting. Any action required by this Act to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be approved in writing by all of the directors and all of any non-director committee members entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be. Such written consents shall be evidenced by one or more written approvals, each of which sets forth the actions taken and provides a written record of approval and shall be filed with the minutes of the Corporation.

6.17 Participation in Meetings by Electronic Means of Communication. Directors and non-director committee members may participate in and act at any meeting of the Board of Directors or committee through the use of conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each

other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

ARTICLE VII **OFFICERS**

7.1 Officers. The officers of the Corporation shall be the President, President-Elect, Vice President, Secretary, Treasurer and the Immediate Past-President. The Vice President, the Secretary and the Treasurer shall be elected for terms described in Section 6.3.1, above, and otherwise in the manner described in Sections 6.4 and 6.5, above. The Vice President whose term of office is expiring at such annual meeting shall automatically succeed to the office of President-Elect at such annual meeting at the same time as the other officers are elected thereat. The President-Elect whose term of office is expiring at such annual meeting shall automatically succeed to the office of President at such annual meeting at the same time as the other officers are elected thereat. The President whose term of office is expiring at such annual meeting shall automatically succeed to the position of Immediate Past-President at such annual meeting at the same time as the other officers are elected thereat.

7.2 Powers and Duties.

- 7.2.1 President. The President shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Directors, the President shall be in charge of the business and affairs of the Corporation; he or she shall see that the resolutions and directives of the Board of Directors are carried into effect in those instances in which that responsibility is assigned to some other person by the Board of Directors. In general, the President shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall preside at all meetings of the Board of Directors and be responsible for scheduling all meetings of the Board of Directors. The President may determine the order of business to be conducted at Board of Directors meetings.
- 7.2.2 President-Elect. The President-Elect shall temporarily assume the duties of the President in the absence of the President and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The President-Elect shall perform such other duties and have such other powers as the President and Board of Directors may from time to time prescribe.
- 7.2.3 Vice President. The Vice President shall temporarily assume the duties of the President-Elect in the absence of the President-Elect and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President-Elect. The Vice President shall perform such other duties and have such other powers as the President and Board of Directors may from time to time prescribe.
- 7.2.4 Secretary. The Secretary or its designee shall record the minutes of the meetings of the Board of Directors and the Executive Committee in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the law;

serve as the chair of the Administrative Council and the Bylaws Committee; be custodian of the corporate records; and perform all duties incident to the office of Secretary.

- 7.2.5 Treasurer. The Treasurer shall also have supervision through the office of the Executive Director of all monies, securities and other valuable properties of the Corporation and shall oversee accurate accounts of the receipts and disbursements of the Corporation in books belonging to it. The Treasurer shall ensure that all monies and other valuable effects are deposited in the name and to the credit of the Corporation in such accounts and in such depositories as may be designated by the Board of Directors. The Treasurer shall check monthly the disbursements of funds of the Corporation in accordance with authority of the Board of Directors. The Treasurer shall render to the President and the Board of Directors whenever requested or otherwise required, a written detailed account of the transactions and of the financial condition of the Corporation, including a statement of all its assets, liabilities, and financial transactions. The Treasurer shall perform such other duties as the Board of Directors, through the President, direct, and such other duties as usually pertain to the office of Treasurer.

The Treasurer shall be relieved of all responsibility for any securities or monies or the disbursement thereof committed by the Board of Directors to the custody of any other person or Corporation, or the supervision of which is delegated by the Board of Directors to any other officer, agent or employee, or for the performance of any other duties of the Treasurer delegated by the Board of Directors to any other officer, agent or employee, and he or she shall not be responsible for any actions of any other officer, agent or employee of the Board of Directors.

- 7.2.6 Immediate Past-President. The Immediate Past-President will perform such other duties as the Board of Directors, through the President, direct, and such other duties as usually pertain to the office of Immediate Past-President.

7.3 Resignation/Removal. Any officer may resign at any time by delivering written notice of same to the President or Secretary. Any officer may be removed from office with or without cause, by a two-thirds (2/3) vote of the Voting Members. An individual serving as an officer, who resigns, is removed or otherwise ceases to serve in such office for any reason shall also be deemed to have resigned a director of the Corporation.

7.4 Vacancies.

- 7.4.1 President. In the event of the President's death, resignation or removal while in office, the President-Elect shall resume the office of President for the remainder of such term.
- 7.4.2 President-Elect. In the event of the President-Elect's death, resignation or removal while in office, the Vice President shall resume the office of President-Elect for the remainder of such term.
- 7.4.2 Vice President, Secretary or Treasurer. In the event of the death, resignation or removal while in office of the Vice President, Secretary or Treasurer, the

Board of Directors shall fill such vacancy by appointment from eligible Board of Directors, such appointee to serve until such time as the Board of Directors is able to nominate and the Voting Members are able to elect, a successor to such office to serve until the remainder of such term.

- 7.4.3 Immediate Past-President. In the event of the death, resignation or removal while in office of the Immediate Past-President, such position shall remain vacant for the remainder of such term.

ARTICLE VIII BOARD COMMITTEES

8.1 There shall be two (2) standing committees of the Board of Directors: the Executive Committee and the Finance Committee.

- 8.1.3 Executive Committee. The Executive Committee shall consist of the President, President-Elect, Vice-President, Secretary, Treasurer, Immediate Past President, and the President of the AVFF. The individual serving as the AVFF President shall be an official member of the Executive Committee and shall be entitled to vote. The chair of the Executive Committee shall be the President. The Executive Committee shall be authorized to conduct such business of the Corporation as may be necessary or appropriate, subject to the Board of Directors' general direction and the obligation to report to, and obtain ratification of, the full Board of Directors as appropriate.

- 8.1.4 Finance Committee. The Finance Committee shall be composed of the Treasurer (who shall be the chair such committee) and at least two (2) other at-large members who shall be Voting Members of the Corporation, appointed by the Board of Directors. At-large members of the Finance Committee shall serve for terms of one (1) year, renewable twice and may be removed by the Board of Directors with or without cause. An outside expert, who need not be a member of the Corporation, may also be appointed as a non-voting member of the Finance Committee. The Finance Committee shall be responsible for managing investment policies, overseeing the Corporation's annual audit, overseeing the Corporation's annual budget process, and ensuring that insurance for the directors and officers of the Corporation is maintained.

ARTICLE IX AD HOC COMMITTEES

9.1 Board Authority to Establish Additional Ad hoc Committees. The Board of Directors may from time to time designate and establish other committees, subcommittees, working groups and task forces (collectively referred to for purposes of this Article IX as "Committees") which shall have the powers and duties delegated or assigned by the Board of Directors as the Board of Directors deems necessary. The Board of Directors may assign any committee created hereunder to act under the auspices of one of the Councilors described in Section 9.2, below.

- 9.2 Committee Resignation/Removal.

- 9.2.1 Resignation. The chair or any member of any ad hoc committee may resign such position by giving written notice of same to the President. Such resignation shall take effect at the time specified in the written notification.
- 9.2.2 Removal. The Board of Directors may remove any chair or member of any ad hoc committee from such position at any time with or without cause.

ARTICLE X

ADVISORY OVERSIGHT AND OTHER POSITIONS

10.1 Councilors. Certain activities of the Corporation shall be supported by the oversight of the following three (3) areas: Administrative, Education and Research. Each such area shall be overseen by an individual appointed as described in this Article X (the individual serving in such capacity to be referred to as a “councilor” with respect to his or her area of oversight).

- 10.1.1 Administrative Oversight: The individual serving as the Secretary shall be responsible for supporting the Board of Directors in oversight and coordination of activities of the Corporation pertaining to administration of the membership process and the Corporation’s governing documents, including its Articles of Incorporation, these Bylaws and the policies and procedures of the Corporation. The individual serving in this capacity shall be referred to as the “Administrative Councilor.”
- 10.1.2 Research Oversight: The Research Councilor shall be responsible for supporting the Board of Directors in oversight and coordination of activities of the Corporation pertaining to the review and dissemination of scientific research pertinent to Members and the Field, as well as the development and maintenance of qualitative practice guidelines for physicians, scientists and allied health medical professionals in the Field.
- 10.1.3 Education Oversight: The Education Councilor shall be responsible for supporting the Board of Directors in oversight and coordination of activities of the Corporation pertaining to the development and maintenance of educational programs offered under the auspices of the Corporation.

10.2 Recorder. The Recorder shall receive all scientific papers and reports of discussions presented before the Corporation’s members or read by title.

10.3. Archivist. The Archivist will assemble and maintain the historical records of the American Venous Forum.

10.4 Eligibility/Manner of Appointment. The President shall appoint the Recorder and the Archivist from among the Voting Members of the Corporation. The term of such appointments shall be two (2) years, which shall be nonrenewable. The Education Councilor and Research Councilor positions shall be filled as provided in Section 6.4. The individual serving as Secretary shall, by virtue of such office, be the Administrative Councilor.

10.5 Resignation/Removal. The Recorder and the Archivist may resign from such position by giving written notice of same to the President. Such resignation shall take effect at the time specified in the written notification. The Board of Directors may remove the Recorder and the Archivist from such position at any time with or without cause. In the event that the individual serving as Secretary resigns from such office or is removed from such office, such individual shall

be deemed to have also resigned or been removed, as the case may be, from the position of Administrative Councilor.

ARTICLE XI **EXECUTIVE DIRECTOR**

The Board of Directors may elect to hire a paid independent association management company to carry out policies and administrative duties as determined by the Board of Directors, for conducting the daily affairs of the Corporation and for the employment of other paid Corporation personnel, including an Executive Director to have general charge of the day-to-day operations and management of the Corporation. Such Executive Director may sign in the name of or on behalf of the Corporation any contract or agreement authorized by the Board of Directors and shall do and perform such additional duties as may be assigned by the Board of Directors and/or otherwise expressed in a management agreement.

ARTICLE XII **CONTRACTS AND OTHER DOCUMENTS**

12.1 General.

12.1.1 The Board of Directors, except to the extent otherwise required by applicable law, the Articles of Incorporation, or these Bylaws, may authorize the Executive Director or any officer or officers of the Corporation in addition to the President, to enter into any contract or execute and deliver any instrument, note, evidence of debt, loan or documents in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances. Any such contract, instrument, evidence of debt, note, loan or other document shall be signed by the President and the Treasurer, unless otherwise authorized by the Board of Directors.

12.1.2 Unless authorized by a specific resolution of the Board of Directors, no contract, loan, mortgage or other agreement, instrument or document shall be executed by any officer of the Corporation on behalf of the Corporation without the express approval of the Executive Committee adopted in accordance with these Bylaws.

12.2 Checks, Drafts, Etc. All checks, and drafts, or other orders for the payment of money issued in the name of the Corporation shall be authorized by the officer or officers of the Corporation, or the Executive Director, as delegated by resolution of the Board of Directors.

12.3 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories or shall be otherwise entrusted as the Treasurer may from time to time recommend, subject to the approval of the Board of Directors.

ARTICLE XIII **FISCAL YEAR**

The fiscal year of the Corporation shall be the calendar year unless and until the Board of Directors determines otherwise.

ARTICLE XIV
FORCE AND EFFECT

These Bylaws are subject to the provisions of the Illinois Not For Profit Corporation Act and any amendments, replacements or supplements thereto and the Articles of Incorporation as they may be amended from time to time. If any provision in these Bylaws is inconsistent with a provision in the Illinois Not For Profit Corporation Act or the Articles of Incorporation, the provisions of the Illinois Not For Profit Corporation Act shall control over these Bylaws and the Articles of Incorporation shall control over these Bylaws to the extent of any inconsistency.

ARTICLE XV
INDEMNIFICATION

The Corporation shall, to the fullest extent provided by the Illinois Not For Profit Act and other applicable law, indemnify every director, officer, representative, employee or agent (councilors, committee chairs and committee members being deemed included for purposes of this Article XV) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, representative, employee, agent, committee chair or committee member of the Corporation from against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Society, and with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. This Article will not apply in any proceeding in which the director, officer, employee, or agent is liable for negligence or misconduct in the performance of his or her duties. Such rights of indemnification will not be exclusive of any other rights to which such director, officer, or employee may be entitled apart from this provision. The Corporation shall have power to purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and on behalf of any director, officer, employee, agent, or other person to the extent that power has been or may be granted by statute. The Corporation shall have the power to give other indemnification to the extent permitted by law.

ARTICLE XVI
AMENDMENTS

Amendments to these Bylaws may be proposed by the Executive Committee, the Board of Directors or the written petition of not less than ten (10%) of the Voting Members of the Corporation. Such proposed amendment shall be submitted to the Board of Directors, which shall, at its next regularly scheduled meeting following receipt of such proposal, consider same and make a determination regarding whether to recommend same for approval by the Voting Members. If the Board of Directors so determines, it shall promptly recommend approval of same to the Voting Members, such amendment to be submitted to the Voting Members for consideration of adoption at the next Annual Business Meeting or a special meeting of Voting Members. Any amendment to these Bylaws or the Articles of Incorporation of the Corporation shall require approval of the Voting Members by at least a two-thirds (2/3) majority of the Voting Members present at a duly held meeting at which a quorum is present.

ARTICLE XVII
COMPENSATION

No director, officer, committee member or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided that this provision shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Notwithstanding the foregoing, no Executive Committee member, officer or committee provided, however, the Corporation may reimburse expenses of such persons in attending meetings and conducting other activities on behalf of the Corporation.

ARTICLE XVIII
CONFLICT OF INTEREST POLICY/CODE OF ETHICS

The Board of Directors shall establish and maintain a conflict of interest policy and a code of ethics to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction and containing such other provisions as the Board of Directors shall deem necessary or appropriate from time to time. Such policies shall supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations.

ARTICLE XIX
LIQUIDATION

Upon dissolution of the corporation for any reason, the board of directors shall, after paying or making provisions for the payment of the corporation's liabilities, if any, distribute the corporation's net assets, to be distributed to one or more organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Code having interests and objectives associated as closely as possible with those of the Corporation described in Article II, above, as the board of directors shall determine. In no event shall any of such assets or property be distributed to any trustee or officer, or any private individual. Notwithstanding any of the foregoing provisions of this Article, the distribution of any assets of the corporation in liquidation shall be made in accordance with the Illinois Not For Profit Corporation Act.

ARTICLE XX
MISCELLANEOUS

20.1 Corporate Seal. The Corporation shall have no seal.

20.2 Trademarks. No member may use the Corporation's name or trademarks for personal, commercial purposes or funding purposes without prior approval of the Board of Directors.

20.3 Interpretation. In interpreting these Bylaws, whenever the context so requires, (a) the singular shall include the plural and the plural shall include the singular, and (b) any gender shall include all genders.

20.4 Definition of "Code." All references in these Bylaws to sections of the "Code" shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions subsequently enacted.

20.5 Headings. The headings in these Bylaws are intended for convenience only and should not affect the meaning or interpretation hereof.