

**BYLAWS OF
THE SOCIETY OF CARDIOVASCULAR ANESTHESIOLOGISTS, INC.**

ARTICLE 1 – NAME

- 1.1 Designation.** The name of this non-profit organization is the Society of Cardiovascular Anesthesiologists, Inc. (Hereinafter referred to as the Society).

ARTICLE 2 – PURPOSES

- 2.1 Purposes.** With the objective of enhancing and improving the quality of thoracic and cardiovascular anesthesiology, the Society is organized exclusively for educational, scientific, and charitable purposes. These purposes are as follows:
- 2.1.1 To form an organization through which cardiovascular anesthesiologists may associate.
 - 2.1.2 To educate members in thoracic and cardiovascular anesthesiology through conferences, courses, symposia, and the publication of articles, bulletins, periodicals, and other methodologies or formats as deemed appropriate by the Society.
 - 2.1.3 To enhance the exchange and development of scientific information and other matters of professional, technical, and ethical interest relating to the practice of thoracic and cardiovascular anesthesiology.
 - 2.1.4 To encourage specialization and research in thoracic and cardiovascular anesthesiology.
 - 2.1.5 To cooperate with universities, government agencies, and any other organizations in matters affecting the purposes of the Society.
 - 2.1.6 To receive dues, maintain a fund or funds, to apply the income and principal thereof for any of the Society's purposes.
 - 2.1.7 To take and hold by bequest, devise, gift, purchase, or lease either absolutely or in trust, for any of its purposes, any property, real or personal, without limitation as to amount of value; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income and principal of the Society for any of the purposes previously set forth; and
 - 2.1.8 To do all things necessary or appropriate in order to accomplish the foregoing purposes.

- 2.2 Restrictions.** The Society shall possess all powers and authority permitted by law except;
- 2.2.1 No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, its members, Directors, and other members of the Board or other private persons except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered or expenses otherwise incurred and to make payments in furtherance of the purposes set forth in paragraph 2.1 hereof.
 - 2.2.2 No substantial part of the activities of the Society shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
 - 2.2.3 Notwithstanding any other provisions of these Bylaws, the Society shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of future federal Internal Revenue law), or (b) by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future federal Internal Revenue laws).
- 2.3 Dissolution.** Upon dissolution of the Society, or upon any partial or entire liquidation of its properties or assets, all of the Society's property of every nature and description shall, after making provisions for discharge of all the liabilities of the Society, be paid over and transferred to such one or more organizations or institutions which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future federal Internal Revenue laws), as shall be selected by the majority of the persons who are then voting members of the Society.

ARTICLE 3 – MEMBERSHIP

- 3.1 Categories.** The Society shall consist of Active, Honorary, Associate, Resident, Career Scientist, Retired members, and Medical Student.
- 3.1.1 Members shall continuously meet the requirements of their particular category of membership and such other requirements as set forth in the Bylaws.
 - 3.1.2 At the discretion of the Board of Directors, the requirement for licensure to practice medicine may be waived for physicians practicing for short periods of time in special locations abroad or in active government service, which does not require a state license.
 - 3.1.3 All members of committees, task forces, working groups or other SCA governance groups must be a member in good standing, in any membership category.

- 3.1.4 All officers, committee Chairs, members of the Board of Directors, and elected Committee members shall be Active Members of the Society in good standing
- 3.1.5 All categories of membership, except for Honorary and Retired, shall pay dues as set forth by the Board of Directors.

3.2 Eligibility Requirements. The eligibility requirements for the various categories of membership are as follows:

- 3.2.1 Active Membership. Individuals may be accepted as Active Members and may remain as Active Members who:
 - (a) Are a Diplomate of The American Board of Anesthesiology or its equivalent in any nation as determined by the Board of Directors.
 - (b) Shall attest to possession of a degree of Doctor of Medicine, Bachelor of Medicine, or Doctor of Osteopathy or an equivalent degree in any nation as determined by the Board of Directors.
 - (c) Shall attest to possession of a valid license to practice medicine or its equivalent in any nation as determined by the Board of Directors.
- 3.2.2 Associate Membership. Individuals may be accepted as Associate Members and may remain as Associate Members who:
 - (a) Have completed an anesthesiology residency program accredited by the Accreditation Council for Graduate Medical Education (ACGME), or the American Osteopathic Association, or equivalent programs in other nations as determined by the Board of Directors.
 - (b) Possess of a Degree of Doctor of Medicine, Bachelor of Medicine, or Doctor of Osteopathy or an equivalent degree in any nation as determined by the Board of Directors.
 - (c) Possess a valid license to practice medicine or its equivalent in any nation as determined by the Board of Directors.
- 3.2.3 Career Scientist Membership. Individuals may be accepted as Career Scientist Members and may remain as Career Scientist Members who:
 - (a) Are actively and primarily involved in research relating to thoracic or cardiovascular anesthesiology, or related fields of medicine;
 - (b) Possess a Doctor of Philosophy degree.

- 3.2.4 **Fellow Membership.** Individuals may be accepted as Fellow Members and may remain as Fellow Members who:
- (a) Are a physician in an Adult Cardiothoracic Anesthesiology Fellowship program accredited by the Accreditation Council for Graduate Medical Education (ACGME), the American Osteopathic Association, or equivalent programs in other nations as determined by the Board of Directors.
 - (b) Possess a degree of Doctor of Medicine, Bachelor of Medicine, or Doctor of Osteopathy or an equivalent degree in any nation as determined by the Board of Directors.
- 3.2.5 **Honorary Membership.** An individual who has made significant contributions to the study or practice of thoracic or cardiovascular anesthesiology or related fields of medicine may be proposed by the Board of Directors as a candidate for Honorary Membership.
- (a) A candidate shall be elected to Honorary Membership by the affirmative vote of a simple majority of voting members present at the Board of Directors Meeting.
 - (b) A candidate for Honorary Membership shall have attended, shall have made, or shall make a presentation at one of the Annual Scientific Meetings of the Society.
 - (c) An Honorary Member shall not receive publications of the Society other than the Newsletter.
- 3.2.6 **Resident Membership.** Individuals may be accepted as Resident Members and may remain as Resident Members who:
- (a) Are a physician in an approved anesthesiology residency/training program accredited by the Accreditation Council for Graduate Medical Education (ACGME), the American Osteopathic Association, or equivalent programs in other nations as determined by the Board of Directors.
 - (b) Possess a degree of Doctor of Medicine, Bachelor of Medicine, or Doctor of Osteopathy or an equivalent degree in any nation as determined by the Board of Directors.
- 3.2.7 **Retired Membership.** Active, Associate, or Career Scientist Members in good standing who have retired from active medical practice or research may be designated Retired members.
- (a) Retired Members may be designated as such upon application to and approval by the Membership Committee.

- (b) A Retired Member shall have been an Active, Associate, or Career Scientist Member in good standing for at least ten years prior to becoming a Retired Member.
- (c) An Active, Associate, or Career Scientist Member of this Society who is disabled and, therefore, unable to engage in the practice of his/her profession or research activity for one or more years shall, at the member's request, be appointed as a Retired Member. If active practice is resumed, the Executive Office must be notified, and the member shall be reinstated as an Active, Associate, or Career Scientist Member.
- (d) A Retired Member shall not receive publications of the Society other than the Newsletter.

3.2.8 **Medical Student Membership.** Available to individuals actively enrolled in a program leading to degree of Doctor of Medicine, Bachelor of Medicine, or Doctor of Osteopathy or an equivalent degree in any nation as determined by the Board of Directors.

3.3 Dues. Annual dues and other assessments shall be determined by the Board of Directors.

3.3.1 Any member who has been delinquent in paying annual dues for a period of two months after the final notice shall have membership terminated automatically. A notice shall be forwarded to such a member prior to termination informing the member of the intentions of the Society.

3.4 Discipline of Members. An individual's membership may be revoked without cause by a three-quarters majority vote of the Board of Directors.

3.4.1 Members are bound by the provisions of the Articles and Bylaws.

3.5 Voting Rights. All Active and Associate members in good standing with the Society shall have the right to vote.

3.6 Voting of Eligible Members. Voting by mail or electronic means shall be permitted for any item of business before the Voting Members. A mail or electronic vote of the Voting Members may be called by the Board of Directors.

3.7 Action by Voting Members. The affirmative vote of a simple majority of the members voting on any issue either by mail or electronic means shall be the action of the members.

3.8 Resignation. Resignation shall not relieve a member of the obligation to pay assessments or other charges outstanding to the Society.

3.9 Transfer of Membership. Membership in this corporation is not transferable or assignable.

ARTICLE 4 – MEETINGS

4.1 Annual Business Meeting

- 4.1.1 The annual and only business meeting of the Society shall be held during the annual scientific meeting of the Society and shall be open to all members. The date, time, and location of the annual business meeting and scientific meetings shall be determined by the Board of Directors with the advice of the Program Committee.
- 4.1.2 The President shall chair the annual business meeting of the Society. If the President is unable, the President Elect will chair the meeting. If both are unable to chair the meeting, one of the remaining members of the Executive Committee will chair the meeting.
- 4.1.3 The minutes of the preceding Business meeting will be available electronically via the official website or upon request.

4.2 Quorum. A quorum for any business meeting of the membership shall consist of at least 25 members eligible to vote.

4.3 Action by Members. If a quorum is present, the affirmative vote of a simple majority of the members voting on any particular issue at that business meeting shall be the action of the members, unless the vote of a greater or lesser number is required by law, the Articles of Incorporation, or the Bylaws.

- 4.3.1 Proxy votes and write-in votes are not permitted.

4.4 Parliamentary Authority. For any meeting of the Society, parliamentary authority shall be established by the Chair.

ARTICLE 5 – OFFICERS

5.1 Officers. The officers of the Society shall be the President, President-Elect, Secretary/Treasurer, and Immediate Past President.

- 5.1.1 No member shall hold more than one office at the same time except that one person shall hold the office of Secretary and Treasurer and thereby and hereafter be known and referred to as the “Secretary/Treasurer.”
- 5.1.2 Prior to assuming office, each officer shall have completed at least one full term as an elected, appointed, or ex-officio member of the Board of Directors.

5.2 Term. The term of office of each officer shall be two years.

- 5.2.1 At the conclusion of his/her term of office, the President and the President-Elect shall automatically become the Immediate Past President and President, respectively.

5.3 Duties of Officers. The officers of this Society are charged and entrusted as follows:

- 5.3.1 President. The President is the Chief Elected Officer and chairs the Board of Directors and Executive Committee. The President:
- (a) Shall serve as an ex-officio member without voting privileges on all committees, with the exception of the Executive, Nominating, and Finance Committees, upon which the President shall serve as a voting member.
 - (b) Shall appoint, within 30 days of taking office, the Chairs of all Committees as may be necessary or convenient to carry on the activities of the Society, except as provided for in these Bylaws.
 - (c) Shall serve as the Alternate Delegate to the American Society of Anesthesiologists.
 - (d) Shall appoint an Officer or Active Member of the Board of Directors to serve as Delegate and/or Alternate Delegate to the American Society of Anesthesiologists if the President-Elect and/or President are unable to serve.
- 5.3.2 President-Elect. The President-Elect shall assist the President in the performance of the President's duties. The President-Elect:
- (a) Serves as the President when that Officer is unable to serve.
 - (b) Shall serve as the Delegate to the American Society of Anesthesiologists and shall represent the Society at meetings of the American Society of Anesthesiologists Board of Directors.
 - (c) Shall appoint the Workshop and PBLD Coordinator for the Scientific Program Committee.
- 5.3.3 Secretary/Treasurer. The Secretary/Treasurer shall be responsible to the Board. The Secretary/Treasurer:
- (a) Is the principal elected Financial Officer and serves as Chair of the Finance Committee;
 - (b) Shall render a statement of financial status of the Society annually and/or whenever as otherwise may be requested by the President and/or Board of Directors.
 - (c) Shall assure the presence of a record of all the formal proceedings of the Society.
 - (d) Shall have the right to sign checks on behalf of the Society.
- 5.3.4 Immediate Past President. The Immediate Past President shall serve on the Board of Directors of the Society. The Immediate Past President:

- (a) Shall chair the Nominating Committee.
- (b) Shall determine, with the approval of the Board of Directors, the eligibility of Society members to be nominated and to be elected or named as Officers, Directors, Committee Chairs, or elected committee members of the Society, in keeping with the dictates of these Bylaws.

ARTICLE 6 – ELECTIONS

6.1 Society Elections. All Officers, elected At Large and Early Career Physician Members of the Board of Directors, and elected members of the Nominating Committee shall be elected by the Voting Members of the Society

6.2 Election Procedures

- 6.2.1 Call for Nominations. Any Society member may submit the name(s) of a potential candidate(s) to the Nominating Committee Chair by the deadline(s) established on an annual basis. The forms and procedures for nominations will be determined by the Nominating Committee with approval from the Board of Directors.
- 6.2.2 Nomination Criteria. Potential candidates for elected positions must be an SCA Active Member in good standing and meet all other criteria as recommended by the Nominating Committee and approved by the Board of Directors, or as set forth in these Bylaws.
 - (a) For any candidate to be proposed by the Nominating Committee, a letter of nomination from a Society member, two letters from Society members seconding the nomination, and a “willingness to serve” statement by the nominee must be received by the Chair of the Nominating Committee on or before October 1 preceding an election year.
 - (b) Members of the Nominating Committee shall not submit nominations (primary or secondary) for any candidate while serving their term on the Nominating Committee.
- 6.2.3 Limitation to Candidacy. An individual may not be a candidate for more than one elected position.
- 6.2.4 Slate. The Nominating Committee will nominate at least one individual for all elected positions in the Society, except for the Early Career physician candidates for the Board of Directors. The slate of candidates for Early Career Physician Members of the Board of Directors must include a minimum of 2 candidates for each open Early Career physician slot.
 - (a) Announcement of Slate. The Nominating Committee will reveal its “slate” of candidates on or before December 15 preceding an election year.



(b) **Independent Nomination Procedures.** Independent of the Nominating Committee's "slate", society members' name(s) may be placed in nomination for all elected positions in the Society, except for an officer or a Founding Officer Successor position. A letter of nomination, two letters from Society members seconding the nomination, and a "willingness to serve" statement from the candidate must be received and verified by the administrative staff in the Society office on or before January 15 of an election year as part of this independent nomination procedure.

(c) **Nominees Posted.** The slate of candidates for all positions (except for a Founding Officer Successor position) will appear in the February SCA Newsletter and on the SCA website on or before February 1 of an election year.

6.3 Electronic Balloting. All Officers elected, At-Large and Early Career Members of the Board of Directors and elected members of the Nominating and CME Committees shall be elected via electronic ballot. The electronic balloting process will last up to 45 days but will end at least 2 weeks prior to the Annual Business Meeting. The winner shall be determined by simple plurality.

6.4 Uncontested Elections. For an uncontested election for any officer, the same electronic balloting process outlined above shall occur.

6.5 Equivalent Positions. When multiple, but functionally equivalent positions, are to be filled on a single ballot (e.g., two or more Nominating Committee or Board of Directors positions), each voting member of the SCA may cast up to as many votes as positions to be elected, but no more than one vote for any single candidate. The winners shall be determined by simple plurality (e.g., if there are four candidates for two positions, the two candidates with the most votes will be elected).

6.6 Tie Votes. When the vote is not resolved because of a "tie", all candidates running for that particular office will be notified immediately and will face one single "run-off" election by electronic ballot. The election will be held as soon as possible after such results and will be completed at least 24 hours prior to the Annual Business Meeting. The candidate(s) receiving the highest number of votes will be declared the winner.

6.7 Election Results. Winners of elections will be made known before or during the Annual Business Meeting.

6.7.1 President and President Elect. At the conclusion of their terms of office, the President, and the President-Elect shall automatically become the Immediate Past President and President, respectively. This shall not require a vote of the members of the Society.

6.8 Installation. New Officers, Directors, Nominating Committee members, and such other persons who might be elected shall assume office at the close of the Annual Business Meeting occurring after the time of their election. Founding Officer Successors shall

assume office at the conclusion of the Board of Directors meeting at which they were elected.

- 6.9 Removal.** Any Board Member or elected Committee Member may be removed from office by a resolution declaring such removal to be in the best interests of the Society.
- 6.9.1 Such a resolution may be adopted at any meeting of the Board with the consent of at least a two-thirds majority of the Board of Directors then in office and shall be ratified by the affirmative vote of the majority of the members voting via an electronic ballot except as otherwise required by law or the Articles of Incorporation. This voting process will occur over a period of 30 days.
- 6.9.2 Any Active Member in good standing can offer a resolution for removal of a Board Member or any elected position. Such a resolution may be adopted at any meeting of the Board with the consent of at least a two-thirds majority of the Board of Directors then in office and shall be ratified by the affirmative vote of the majority of the members voting via an electronic ballot. This voting process will occur over a period of 30 days.
- 6.10 Resignation.** Any officer may resign at any time by giving written notice to the Board of Directors or to the President.
- 6.11 Vacancy of Office.** The following procedures shall be used to fill an unexpired term of an officer:
- 6.11.1 Vacancy of the Office of the President. If the office of the President becomes vacant for any cause, the President-Elect shall immediately assume the Office of the President. If the unexpired term of the President is less than 15 months, the President-Elect shall succeed to the vacant office of President and continue in that office until his/her own term as President expires. If the unexpired term of the President is 15 months or longer, the President-Elect, now President, shall be considered to have fulfilled his/her own term as President and shall succeed to the office of Immediate Past President.
- 6.11.2 Vacancy of the Office of the President-Elect. Any vacancy occurring in the Office of the President-Elect shall be filled by an individual elected by the Voting Members of the Society by way of an electronic vote. The Nominating Committee will nominate two candidates for this election. The proposed slate will be presented to the Board for approval of the slate to be presented to the membership for vote. This election shall be held as soon as feasible, and the winner decided by a simple majority of the votes cast. If the office of President-Elect is vacant at the conclusion of its term, the Society shall elect a President in the same manner as for other officers as part of the normal nomination and election process.
- 6.11.3 Vacancy of the Office of Secretary/Treasurer. Should the Office of the Secretary/Treasurer become vacant, the remaining members of the Board of

Directors shall appoint a member of the Board to serve until the next official annual election.

- 6.11.4 Vacancy of the Office of the Immediate Past President. Should the office of the Immediate Past President become vacant, the remaining term of office shall be filled by the individual who last served as Immediate Past President. If the person who last served as Immediate Past President is unable to serve, the Board shall appoint a past president as selected by the Board to serve out the remaining term.

ARTICLE 7— COMMITTEES

- 7.1 Standing Committees.** The Executive, Finance, Ethics, Nominating and Scientific Program Committees are the standing committees of the Society. Other committees can be created and eliminated by simple majority vote of the Board of Directors.
- 7.1.1 The President will appoint committee chairs except as otherwise noted in these Bylaws.
- 7.1.2 The President shall Chair the Board of Directors and the Executive Committee.
- 7.1.3 Appointment of Standing Committee members shall follow the process as outlined in these bylaws.
- 7.1.4 The Ethics Committee Chair shall be appointed by the Board of Directors.
- 7.2 Executive Committee.** The day-to-day affairs of the Society shall be managed by the Executive Committee of the Board of Directors, herein referred to as the “Executive Committee.”
- 7.2.1 Composition. The composition of the Executive Committee shall be: President, President-Elect, Immediate Past President, and Secretary/Treasurer.
- 7.2.1 Duties and Powers. The duties and powers of the Executive Committee shall be to exercise the rights and powers of the Board of Directors between meetings, to delegate this responsibility at the Board’s direction, and to report in full to the Board the proceedings of the Executive Committee. Actions of the Executive Committee are subject to ratification by the Board of Directors.
- 7.2.3 Chair. The Executive Committee is chaired by the President.
- 7.3 Finance Committee.** The Finance Committee shall primarily provide financial oversight for the Society.
- 7.3.1 Composition. The members of the Executive Committee shall constitute the Finance Committee.

- 7.3.2 Term. Finance Committee members shall serve a term concurrent with their term as officers.
- 7.3.3 Chair. The Finance Committee is chaired by the Secretary/Treasurer.
- 7.3.4 Duties. To review, at least annually, the financial dealings of the Society, including the auditor's report, financial statements, and expenditure of funds; to establish the annual budget and to make recommendations to the Board of Directors as necessary.
- 7.4 Nominating Committee.** The Nominating Committee shall be responsible for reviewing applications and assembling a recommended list of the most qualified candidates for elected positions within the Society and making recommendations to the Society membership. The Nominating Committee also vets all candidates and makes recommendations to the Board, for all candidates for open positions, awards candidates and critical appointments as directed by the Board and noted in the official committee description and/or Society policy.
 - 7.4.1 Composition. The Nominating Committee shall be composed of the President, the President-Elect, the Immediate Past President and two elected members, elected from and by the voting members of the Society. The two elected members shall not be members of the current Board of Directors, shall not serve as Chair of any committee, nor are they eligible to run for other elected positions that will overlap their term of service on the Nominating Committee.
 - 7.4.2 Term. Both elected members of the committee shall serve a two-year term with a maximum of one term as an elected member.
 - 7.4.3 Election. The two elected members shall be elected in odd numbered years occurring at the beginning of the biennial Presidential term of office.
 - 7.4.4 Chair. The Nominating Committee is chaired by the Immediate Past President.
 - 7.4.5 Duties. The Nominating Committee Chair shall follow election procedures as outlined in Article 6.
 - 7.4.6 Vacancy. The Board of Directors shall appoint a member to fill an unexpired term if a member is unable to fulfill his/her duties as a member of the Nominating Committee.
- 7.5 Scientific Program Committee.** The Scientific Program Committee shall develop and implement the educational and scientific programs at the Annual Meeting. The Committee Chair appointment process is described in Article 7.6.1.
 - 7.5.1 Chair. The President in consultation with the President Elect shall appoint the Workshop and PBLD Coordinator for the Scientific Program Committee. This position will move up to Scientific Program Vice Chair and then Scientific Program Chair.

7.5.2 **Composition and Terms.** The composition and terms of the committee is are as stated in the committee description. Changes to this committee description must be approved by the President.

7.6 Committee Chairs. Chairs of all committees, except Standing Committees, shall be appointed by the President. All appointed positions should be filled by the President within 60 days of a vacancy or within 30 days of assuming office. The President must inform the Board of Directors of the selections for Committee Chairs. A Board Member shall have five working days from the date of receipt of notification to object to a proposed appointment. The Board may veto an appointment by a simple majority vote.

7.6.1 **Requirements.** All Committee Chairs shall be Active Members in good standing of the Society (with exceptions only approved by the Board of Directors.)

7.6.2 **Terms of Office for Committee Chairs.** Chairs shall serve a two-year term. For the Nominating and Ethics Chairs, terms of office are to be established in these Bylaws or by the Board of Directors.

7.6.3 **Limitations on Chairs.** No member may chair more than one committee, excluding the Chairs of the Executive, Finance, and Nominating Committees, who each may chair one other committee. No Co Chairs may be designated. No Committee Chair may be appointed to, nor may serve on more than one committee (excluding the Nominating, Executive, or specially designated ad hoc Committees) at the same time. Committee Chairs shall be limited to three such terms served consecutively as a Committee Chair of a particular committee (with exceptions as approved by the Board of Directors)

7.6.4 Duties of Committee Chairs

- (a) Committee Chairs shall report at least semi-annually in writing to the Board and may submit a request to the Executive Office and the President to address the Board.
- (b) Each Committee Chair shall be provided with duties, a purpose and goals and shall address specific areas of interest and or concern as determined by the Board of Directors in keeping with the Bylaws.
- (c) Chairs shall submit recommendations from the Committee to the Board for consideration via the Executive Office.
- (d) Except for the Nominating, Finance and Executive Committees, each Committee Chair shall nominate a Vice-Chair. This nomination shall be submitted to the President for approval via the Executive Office.
- (e) Committee Chairs can propose their list of committee members, from the call for volunteers list provided them by SCA Executive Director. Each committee should have a maximum of 18 members unless exceptions to size

are approved by the Board. Committee rosters will be approved by the President.

7.6.5 Removal. With the exception of the Standing Committees, Committee Chairs may be removed by the President with the approval of a simple majority of the Board of Directors.

7.7 Committee Members. With the exceptions of the Standing Committees, the Committee Chair will be provided from SCA Executive Office a list of those individuals that have expressed interest in said committee. The Committee Chair will select from that list a proposed roster of members along with the name of a proposed Vice-Chair as appropriate. This proposed roster and Vice Chair will then be submitted to the SCA Executive Office for final approval by the President. In no case does a Vice Chair automatically assume the role of the Chair once the Chair's term has ended or if the Chair position is vacated. The President will have all authority to appoint a new Chair as needed.

7.7.1 Requirements. Members of any Committee shall be members in good standing of the Society.

7.7.2 Term of Office for Committee Members. Committee Members shall serve for a two-year term.

7.7.3 Limitations on Committee Members. Committee Members, including the Vice-Chair, may serve any number of terms but shall be limited to no more than three such terms served consecutively as a Committee Member of a particular Committee.

(a) Excluding Standing Committees, no committee member including committee chairs may be appointed to more than one committee at the same time, with exceptions as approved by the committee chair and SCA president. For the purposes of committee membership, subcommittees and working groups are also considered committees. Some committee members may serve on additional committees in an ex-officio capacity; however, this service shall not be counted towards committee membership limits. Committee term limitations shall reset if a committee member becomes the committee Chair.

7.7.4 Removal. With the exception of the Standing Committees, Committee Members may be removed by the President in consultation with the Committee Chair.

ARTICLE 8 – BOARD OF DIRECTORS

8.1 Composition. The Board of Directors shall be composed of the Executive Committee, two Founding Officer Successors, six elected At Large Members, two elected Early Career physicians as defined in 8.12, up to two appointed Active members as in 8.3 and 8.4 and, the Scientific Program Chair, all of which are voting members. The Scientific Program Vice-Chair, EACTA President, and the Fund Board Representative will be ex officio, non-voting members of the Board.

- 8.1.1 Terms of the Elected at-large Members. The elected at-large members shall serve staggered three-year terms so that elected at-large members shall rotate onto the Board each year to replace the departing members. An elected member's term of office shall begin following the close of the annual business meeting during which that member is elected.
- (a) Elected at-large members of the Board of Directors shall be Active members of the Society.
 - (b) A member shall be limited to two consecutive terms as an elected at-large member of the Board of Directors.
 - (c) A member shall be limited to three total terms as an elected at-large member of the Board of Directors. Before beginning a third elected term, there must be a total of two years off the board after completion of the first term as an elected at-large member of the Board of Directors.
- 8.1.2 Early Career Physician Members. Early Career physicians are defined as within ten years of fellowship training completion at the time of the election. Early Career Physicians Members must be Active Members of the Society in good standing. The Early Career Directors terms will be staggered.
- (a) Term. An Early Career physician elected member of the Board of Directors shall assume office at the close of the Business Meeting occurring after the time of their election.
 - (b) Limitation of Office. This individual may serve a maximum of one two-year term as an elected Early Career Member of the Board of Directors.
 - (c) Candidacy and Process. Any member eligible to vote can nominate an individual for the candidacy of an Early Career physician member of the Board of Directors. All candidates will go through the election procedures as outlined in Article 6.
- 8.1.3 Founding Officer Successors. There shall be a total of two Founding Officer Successor voting positions on the Board of Directors.
- (a) Qualifications. A candidate for the position of Founding Officer Successor must have previously served as the President of the Society and at least 24 months shall have elapsed since the candidate has served as an officer of the Society.
 - (b) Resignation. If both Founding Officers or any Founding Officer Successor should resign from the Board, the Nominating Committee will submit its recommendation for a Founding Officer Successor to the Board of Directors at a time not later than the Board's next regularly scheduled meeting or three months after the resignation, whichever is later.

- (c) Nomination. The Nominating Committee will nominate only one individual as a Founding Officer Successor for any vacant Founding Officer position.
- (d) Approval. The Board of Directors must approve the recommendation of the Nominating Committee by a two-thirds majority vote of the voting members of the Board of Directors.
- (e) Term. Upon approval, the Founding Officer Successor will serve for a six-year term as a member of the Board of Directors, the term being renewable once by the same process.

8.1.4 Establishment of Founding Officers and Founding Officers Successors. There shall be a total of two Founding Officer or Founding Officer Successor voting positions on the Board of Directors. The Founding Officers are George E. Burgess and Robert J. Marino. The Founding Officers shall share a single permanent position with a single vote on the Board of Directors, and a Founding Officer Successor shall occupy the second Founding Officer voting position on the Board of Directors. If a request for resignation is submitted by a Founding Officer, then the remaining Founding Officer shall serve as the sole Founding Officer on the Board of Directors. If both Founding Officers shall resign from the Board, then the remaining Founding Officer position shall be filled by a second "Founding Officer Successor" as described in these bylaws.

8.2 Canada Resident Active Member on the Board. If a resident of Canada is not an SCA officer, Director or Scientific Program Chair, the President shall recommend an active SCA member who is a Canadian citizen and resident of Canada to a two-year term as a voting member of the Board of Directors, to be elected by a simple majority of the Board of Directors. This individual may serve a maximum of three consecutive, two-year terms as the Canadian representative, and could be removed from the Board by a three quarters majority vote of the remaining Board members.

8.3 President Appointment of Active Member. The President may recommend an SCA Active Member to a two-year term as a voting member of the Board of Directors, to be elected by a simple majority of the Board of Directors. The appointed individual's term of office would parallel the term of office of the President recommending the appointment. This individual may serve a maximum of three consecutive, two-year terms as an appointed member and could be removed from the Board by a three-quarters majority vote of the remaining Board members.

8.4 Appointed Fund Board Representative. The President Elect may appoint the Fund Board Representative from amongst the former SCAF Advisors on the Endowment Oversight Committee to serve a two-year term as an ex officio non-voting member of the Board of Directors during the President-Elect's term in office as President. This appointment is subject to the approval of the Board of Directors. This individual may serve a maximum of two consecutive, two-year terms as an appointed member. This individual could be removed from the Board by a three-quarters majority vote of the remaining Board members. As such time as none of the original SCAF Advisors remain on the Oversight Committee, the Fund Board Representative shall be appointed by the

SCA President-Elect from amongst all of the members of the Oversight Committee, subject to the approval of the SCA Board of Directors.

- 8.5 Changes in Board Membership.** The Board of Directors shall be responsible for implementing changes in Board membership caused by resignations, vacancies, or amendments to the Bylaws as outlined in these Bylaws.
- 8.6 Authority.** The governing body is the Board of Directors (“the Board”), which has authority and is responsible for governance of SCA. The Board establishes policy and monitors implementation of policy by SCA’s staff under the direction of the Executive Director. The Board of Directors shall have supervision, control and direction of the affairs of the SCA, shall actively pursue its purposes and shall have direction in the disbursement of its funds. The Board may adopt rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary. Without limiting the generality of the foregoing, the Board shall:
- a) Represent the interests of this Society.
 - b) Fully support the vision, mission and goals and policy of the Society.
 - c) Establish and comply with Society policy concerning conflicts of interest.
 - d) Maintain the confidentiality of Society information
- 8.7 Quorum.** A quorum of the Board of Directors is defined as a simple majority of voting members of the Board.
- 8.8 Action by the Board of Directors.** If a quorum is present in the same room, action shall be determined by the affirmative vote of a simple majority of the voting members present, except as otherwise provided in these Bylaws.
- 8.9 Quorum Electronic Communications.** If a quorum is present via electronic communications (e.g., web-based meeting, conference call), then any action taken must be confirmed by taking a vote by electronic or written ballot before the action is considered final unless at least a simple majority of the voting members voted affirmatively during the electronic meeting.
- 8.9.1** Action can also be taken and considered final on email and/or other electronic communications via an electronic ballot resulting in an affirmative vote of a simple majority of the voting members, except as otherwise required by state law or the Articles of Incorporation. In email or other electronic communications, voting members shall have at least three days to respond to an electronic ballot.
- 8.10 Board Meetings.** The Board will meet at least semi-annually at the annual meeting of the Society and as otherwise determined by the Executive Committee or the Board of Directors. A meeting can occur in person or via electronic communications as determined by the Executive Committee or the Board of Directors.



- 8.10.1 Notice. Written notice of the time and place of each meeting shall be distributed to each member of the Board at least 30 days prior to the proposed date of an in-person meeting unless that notice is waived by unanimous written consent of the voting members of the Board. Electronic meetings require 24-hour notice.
- 8.10.2 Responsibilities for Attendance. Attendance at fifty percent or more of the Board's meetings per year is required for continued membership on the Board of Directors. One "year" in this section is defined as beginning at the close of the Annual Business Meeting of the Society.
- (a) For a Board member's personal or family illness or death, the President may grant an excused absence which will count as if the member had attended the Board meeting, except that the excused member is not entitled to vote *in absentia* on issues presented at that meeting.
- 8.10.3 Notification of Minimum Attendance. The Executive Director shall inform any Board member who is in jeopardy of failing to fulfill the minimum attendance requirement, further stating that the member's absence at the next regular Board Meeting will, without exception, initiate automatic resignation from the Board of Directors. Copies of this notification are to be sent to the President and all other Board Members.
- 8.10.4 No Proxy Vote. No Board member shall have the right to vote by proxy at meetings of the Board of Directors.
- 8.11 Special Meetings.** The President or simple majority of the voting members of the Board of Directors may call additional special meeting(s) of the Board of Directors.
- 8.11.1 Notification. Notice of the time, place, and purpose of each in person special meeting shall be delivered to each Board Member at least 30 days prior to the proposed date of the meeting.
- 8.12 Vacancies.** A vacancy of an elected position on the Board may be filled for the unexpired term by an Active member elected by a simple majority vote of the remaining Directors. Nomination of Candidates for vacant position will be handled as outlined in Article 6. At least two candidates must be submitted by the Nominating Committee for any vacancies on the Board. A vacancy of an appointed position on the Board may be filled for the unexpired term by an Active member recommended by the President and must be approved by the Board of Directors.
- 8.12.1 Resignations from the Board. At any time, a Director may resign, in writing, by notifying the President or Secretary/Treasurer of the Society. Such resignation shall take effect at the time therein specified by the individual resigning; and the acceptance of said resignation shall not be necessary to make it effective.
- 8.13 Removal.** Any elected member of the Board of Directors may be removed as a member of the Board by a resolution declaring such removal to be in the best interests of the Society.

- 8.13.1 Such a resolution may be adopted at any regular or special meetings of the Board with the consent of at least a three quarters majority of the Board of Directors then in office and shall be ratified by a simple majority vote of the members voting via an electronic ballot. This voting process will occur over a period of 30 days.
- 8.13.2 Such a resolution may also be offered by an Active member. A simple majority vote of the voting members present at an annual business meeting shall be required to bring the resolution to an electronic ballot of the membership. Removal shall occur if a majority of the members voting so affirm. This voting process will occur over a period of 30 days.

Article 9 – Executive Director

- 9.1 Responsibilities.** All day-to-day operations of the Society shall be the responsibility of a salaried staff head or firm employed or appointed by the Board of Directors and responsible to the Board. The salaried staff head or, in the case of a firm, the account manager/lead staff member retained by the firm may have the title of “Executive Director.” The Society’s management company serves at the will of the Society President and Board of Directors. The Society’s management company and Executive Director should not act independently of the Board of Directors or Executive committee. The Executive Director may carry out the duties of the Secretary/Treasurer of the Society and perform such other activities of the Society as prescribed by the Board. The Executive Director shall participate in, without vote, all regular and special meetings of the Board of Directors and Executive Committee. The Executive Director shall have sole authority to employ and terminate the employment of members of the staff necessary to carry out the work of the Society.

ARTICLE 10 – AMENDMENTS

- 10.1 Amendments.** Bylaws amendments may be proposed by the Executive Committee, which requires review and approval by the Board of Directors, or by a member of the Society, which requires review and approval by both the Bylaws Committee and the Board of Directors.
- 10.2 Notification and Voting.** Members of the Society shall approve amendment of the Bylaws by a majority vote of the voting members by electronic ballot. Notice to the membership shall be made via electronic communications not less than 5 days and not more than 60 days prior to the date by which the same will be considered.
- 10.3 Conflict with the Articles of Incorporation.** Any provisions of the Bylaws which are inconsistent with the laws of the state in which the Society is incorporated or with the Articles of Incorporation of the Society shall be null and void. All proposed changes in the Bylaws or Articles of Incorporation shall be reviewed by the Bylaws Committee and presented to the Board of Directors, when feasible.

ARTICLE 11 – FISCAL YEAR

11.1 The fiscal year of the Society shall be from November 1 through October 31.

ARTICLE 12 – USE OF ELECTRONIC COMMUNICATION

12.1 Unless otherwise prohibited by law,

(a) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and

(b) any action or approval that is required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

Amended 5/28/2002
Amended 5/29/2003
Amended 5/4/2004
Amended 5/20/2005
Amended 05/01/2006
Amended 04/22/2009
Amended 05/02/2011
Amended 04/30/2012
Amended 04/13/2015
Amended 12/30/2016
Amended 06/01/2020
Amended 12/15/2021
Amended 08/11/2024
Amended 09/09/2025