

As Amended and Adopted on March 28, 2023

BYLAWS
of the
International Atherosclerosis Society

ARTICLE I

NAME and PURPOSE

The name of this corporation shall be the International Atherosclerosis Society (IAS).

The IAS exists to coordinate the global exchange of scientific information, foster research and education on cardio-cerebro-metabolic and thrombotic risk factors in relation to their role in the development and manifestations of atherosclerosis. The IAS facilitates the translation of knowledge into improving the prevention and treatment of atherosclerotic cardiovascular disease worldwide.

ARTICLE II

MEMBERSHIP

Section 1 – Categories of Membership

Membership shall consist of health care professionals active in the field of atherosclerosis and/or related cardio-cerebro-metabolic conditions. Categories of membership shall include: General members, Constituent Society members, Emeritus members and Honorary members.

Section 2 – General Membership

A general member belongs to IAS in an individual capacity, or by being a member in good standing of an IAS constituent society.

Section 3 – Constituent Society Membership

A national or regional medical or scientific society belongs to IAS as a constituent society. The members of a constituent society shall be deemed IAS general members.

Section 4 – Emeritus Membership

While there is no age limit on general membership, upon the retirement from active professional practice, an individual may belong to IAS as an emeritus member.

Section 5 – Honorary Membership

An honorific membership may be bestowed in recognition of outstanding contribution to the field of atherosclerosis and/or related cardio-cerebro-metabolic conditions.

Section 6 – Membership in Good Standing

The Board of Directors shall establish the requirements for membership in good standing for each type of membership and the associated membership privileges and benefits.

Section 7 – Meetings of Members

Meetings - The Board of Directors shall at least once every three years convene a meeting of the general members for purposes of receiving reports on IAS operations and programming. The Board of Directors may also call special meetings of the general members. When convened, general members may adopt resolutions and may recommend to the Council of Constituent Societies amendments to IAS policies or these bylaws.

Resolutions - The membership may adopt a resolution(s) to express the sense of the membership at a membership meeting. For a resolution to be placed on the meeting agenda, it must be submitted in writing to the Executive Committee no later than thirty (30) days prior to the membership meeting and be endorsed by no fewer than ten members.

Notice - Notice of each meeting of general members shall be given to all members in good standing not less than ninety (90) days prior to the date on which the meeting is to convene. Notice of special meetings shall be provided at least thirty (30) days prior to the date on which the meeting is to convene.

Quorum - At any membership meeting, a quorum shall consist of no less than thirty (30) percent of the constituent society members in good standing, except as required in these bylaws.

Voting - When a quorum is present, a majority vote of the members in good standing present shall be required to approve any matter, unless otherwise provided by applicable law, the Articles of Incorporation, or these bylaws. There shall be no voting by proxy or mail. In the event of a tie vote, the President will cast the deciding vote.

Proration of Votes - When calculating votes, each constituent society shall be allowed one vote per ten (10) members for which they certified as members when making their annual dues payment. If a constituent society has fewer than ten members, the society shall be allowed one vote. Constituent societies must cast votes in a block total and may not divide their votes on any question before the membership. General members, who belong to the IAS in their individual capacity shall have one vote. Honorary and Emeritus members shall or shall not be able to vote in accordance with applicable membership privileges and benefits set forth in the IAS membership policy.

Remote Communications - A meeting of the Members may be by any means of communication, in-person or remote, through which such persons may simultaneously hear each other during the meeting.

ARTICLE III

BOARD of DIRECTORS

Section 1 – Composition and Qualification

The Board of Directors shall be comprised of the officers, up to nine (9) members at large, the chairs of the regional federations, and up to eight (8) appointed members. Past Presidents and the Executive Director will serve on the Board of Directors in ex-officio, non-voting capacity. To qualify to serve on the Board of Directors an individual must be an IAS member in good standing.

Section 2 – Selection and Term

The members at large will be nominated by the nominating committee and elected by the Council of Constituent Societies. The appointed members shall be appointed by the Executive Committee.

All members of the Board of Directors will serve for a term of three (3) years coinciding with the term of the President. Members of the Board of Directors can serve consecutive and multiple terms.

Section 3 – Duties

The Board of Directors shall serve as the governing body of the IAS. The duties of the board include establishing priorities, approving policies, providing management oversight, and discharging such other duties as prescribed by these bylaws.

Section 4 – Meetings

The Board of Directors shall meet no less than twice annually. Notice of the meetings shall be provided no less than thirty (30) days in advance. The attendance of a majority of the Board membership shall constitute a meeting quorum.

A meeting of the Board of Directors may be conducted by any means of communication, in-person or remote, through which such persons may simultaneously hear each other during the meeting.

Section 6 – Vacancies

In the event of incapacitation, withdrawal, demise, resignation, or removal of any non-officer member of the Board of Directors, the Board shall appoint a successor for the remainder of the term of the departing member.

Section 7 – Removal from the Board of Directors

Any Board members at large or appointed members may be removed from office by the affirmative written ballot of seventy-five (75) percent of the voting members of the Board of Directors whenever, in their judgment, the removal will serve the best interests of IAS.

ARTICLE IV

EXECUTIVE COMMITTEE

Section 1 – Composition and Qualification

The Executive Committee shall be comprised of the officers. In addition, the Executive Director will serve on the Executive Committee in ex-officio, non-voting capacity. To qualify to serve on the Executive Committee, an individual must be an IAS member in good standing.

Section 2 – Selection and Term

The Executive Committee members are members of the Committee as a function of being selected to serve as an Officer. Their term on the Executive Committee shall coincide with the term they serve as an Officer.

Section 3 – Duties

The Executive Committee shall manage the business affairs and programming of the IAS. The Executive Committee shall have all powers and responsibilities conferred upon the Board of Directors of a nonprofit corporation by applicable Pennsylvania statutes, as now or hereafter amended, except as those powers or responsibilities may be limited by the Articles of Incorporation or these bylaws.

The Executive Committee shall have the executive responsibility and authority to act on behalf of IAS on all matters unless specifically limited by these bylaws, IAS policies or a resolution of the Board of Directors. No action of the IAS shall be duly enacted unless authorized by the Executive Committee, or by Executive Director on behalf of the Executive Committee, unless the Board of Directors has specifically delegated authority to act to a committee, representative, agent, or employee and such delegation is stated in the Board's meeting minutes.

Section 4 – Executive Director

The Executive Committee shall appoint an Executive Director, and determine the duties, authority and compensation of the Executive Director. The Executive Director's duties may include: having general active management of IAS business affairs and programming; administering and maintaining records of proceedings of the Executive

Committee, the Board of Directors, the Council of Constituent Societies, committees and membership; ensuring policies and resolutions of the Board of Directors are carried into effect; the authority to execute and deliver in the name of IAS contracts, or other instruments pertaining to IAS; and such duties delegated or designated by the President and/or Executive Committee. The duties of the Executive Director shall be assigned and specified in a contractual agreement between the IAS and the Executive Director, or a non-profit management firm which pursuant to a management services agreement provides IAS an Executive Director.

Section 5 – Meetings

The Executive Committee shall meet no less than every other month. Notice of the meetings shall be provided no less than fifteen (15) days in advance. The attendance of a majority of committee membership shall constitute a meeting quorum.

A meeting of the Executive Committee may be conducted by any means of communication, in-person or remote, through which such persons may simultaneously hear each other during the meeting.

Section 6– Vacancies

In the event of incapacitation, withdrawal, demise, resignation, or removal of any member of the Executive Committee, the Board of Directors shall appoint a successor for the remainder of the term of the departing member.

Section 7– Removal from the Executive Committee

An Executive Committee member may be removed from the Committee by the affirmative written ballot of seventy-five (75) percent of the voting members of the Board of Directors whenever, in their judgment, the removal will serve the best interests of the IAS.

ARTICLE V

OFFICERS

Section 1 – The Officers

The officers of the IAS shall be the President, the President-Elect, the Immediate Past President, the Secretary, and the Treasurer.

Section 2 – Selection and Term of Service

A slate of officers will be nominated by the Nominating Committee. A nominated slate shall be elected by a vote of members present at the meeting of the Council of Constituent Societies.

The term of the officers shall be three (3) years, beginning on the first day of January of the year following election to office. The Secretary and the Treasurer may be re-elected to a second term. In successive terms of office, the President-Elect assumes first the office of President, and then Immediate Past President.

Section 3 – Duties of Officers

President: The President shall have the general powers and duties of operational supervision and management vested in the office of President. The President shall be the chief executive of the IAS, preside over all meetings of the Executive Committee, the Board of Directors, the Council of Constituent Societies, and the membership. The President shall supervise the Executive Director and ensure the resolutions of the Board of Directors and the policies of the IAS are effectuated. The President shall be an ex-officio member of all committees except the nominating committee.

President-Elect: The President-Elect is elected to become the President of the IAS upon completion of the President's term. The President-Elect shall assist the President in the performance of the President's duties whenever requested to do so by the President; and shall have all other duties and responsibilities assigned by the President or the Board of Directors.

Immediate-Past President: The Immediate-Past President shall assist the President in the performance of the President's duties whenever requested to do so by the President;

and shall have all other duties and responsibilities assigned by the President or the Board of Directors.

Secretary: The Secretary shall manage the corporate affairs of the IAS, ensuring that a record is made of corporate business that comes before the Executive Committee, the Board of Directors, the Council of Constituent Societies, committees, or the membership. The Secretary is responsible for ensuring proper and timely notice is issued for all meetings for which written notice is required. The Secretary may delegate to the Executive Director or corporate counsel any of the ministerial functions necessary to execute the duties of the Secretary.

Treasurer: The Treasurer shall manage the financial affairs of the IAS, ensuring that proper and accurate books of accounts are maintained. The Treasurer will ensure IAS funds are deposited and disbursed from a bank account maintained in the name of the IAS. The Treasurer will ensure an annual budget is prepared and presented to the Executive Committee. The Treasurer may delegate to the Executive Director or corporate comptroller any of the ministerial functions necessary to execute the duties of the Treasurer.

Section 4 – Vacancies

In the event of incapacitation, withdrawal, demise, resignation or removal of any Officer, the Board of Directors shall appoint a successor for the remainder of the term of the departing Officer.

Section 5 – Removal from Office

An Officer may be removed by the affirmative written ballot of seventy-five (75) percent of the voting members of the Board of Directors whenever, in their judgment, the removal will serve the best interests of the IAS

ARTICLE VI

COUNCILS, FEDERATIONS and COMMITTEES

Section 1 – Council of Constituent Societies

Purpose - The Council of Constituent Societies shall serve to represent the IAS membership in matters regarding the governance of the Society.

Membership - The Council of Constituent Societies shall be comprised of the members of the IAS Board of Directors and one representative of each constituent society member in good standing.

Meetings - The Council of Constituent Societies shall meet at least once every three (3) years for the purpose of electing the Officers and the At-Large members of the Board of Directors. In addition, when convened, members of the Council may recommend to the Executive Committee and Board of Directors amendments to IAS policies or these bylaws, review committee reports, and receive updates on membership and programming.

Notice - Notice of each meeting of the Council of Constituent Societies shall be given by the Executive Committee to all members in good standing not less than ninety (90) days prior to the date on which the meeting is to convene.

Quorum - At meetings of the Council of Constituent Societies, a quorum shall consist of not less than thirty (30) percent of the Council members in good standing, except as required in these bylaws.

Elections – At the time of elections, the Council of Constituent Societies shall consider the slate of candidates proposed by the Nominating Committee. An alternative slate of candidates may be proposed if the alternative slate is submitted to the Executive Committee no later than thirty (30) days prior to the date of the election. The alternative slate must be submitted with the written endorsement of no less than forty (40) percent of the Council members. When an alternative slate(s) is submitted, the slate that receives a plurality of the votes of Council members shall be elected.

Voting - When a quorum is present, a majority vote of the Council members in good standing present shall be required to constitute approval of any matter, unless otherwise provided by applicable law, the Articles of Incorporation, or these bylaws. There shall be no voting by proxy or mail ballot at the Council meeting. In the event of a tie vote, the IAS President will cast the deciding vote.

Remote Communications - A meeting of Council may be conducted by any means of communication, in-person or remote, through which such persons may simultaneously hear each other during the meeting.

Section 2 – Regional Federations

The Board of Directors may establish regional federations to serve as committees of the IAS.

Purpose - The purpose of the regional federations shall be to promote regional collaboration and communications amongst the region's constituent societies and with IAS leadership.

Steering Committee - Each regional federation will be guided by a steering committee comprised of no more than nine (9) members.

Chairperson - The Executive Committee will nominate, and the Board of Directors shall approve, a chairperson for each regional federation steering committee.

Selection Membership - The steering committee chairperson shall nominate committee members. The nominations shall be submitted to the IAS Executive Committee, which will submit to the Board of Directors for approval.

Term - All members of the Regional Federation steering committees will serve for a term of three (3) years coinciding with the term of the IAS President. Members of a regional federation steering committee can serve multiple and consecutive terms.

Section 3 – Nominating Committee

Purpose – The Nominating Committee shall nominate candidates for elected positions specified in these bylaws.

Composition – The Nominating Committee shall be comprised of the President-Elect and four members in good standing who are neither serving on the Executive Committee nor are candidates for office.

Selection – Members of the Nominating Committee shall be appointed by the President and approved by the Executive Committee.

Duties – No later than ninety (90) days prior to the date set for the election of officers and members of the Board of Directors, the nominating committee shall convene to develop a slate of candidates. The slate shall include one candidate for each of the following offices: 1) President, 2) President-Elect, 3) Secretary, 4) Treasurer and up to nine (9) members at large of the Board of Directors. When selecting nominees, the committee may consider any member in good standing including candidates proposed by IAS members.

Report of Nominations – The Nominating Committee will report its slate of nominees to the Executive Committee who will notify the Council of Constituent Societies of the slate of nominees no later than sixty (60) days prior to the date set for the election of officers and members of the Board of Directors.

Section 4 – Other Committees

In furtherance of IAS’ mission and programming, the Executive Committee and the Board of Directors are authorized to appoint standing and ad hoc committees.

ARTICLE VII

INDEMNIFICATION and CONFLICT of INTEREST

Section 1 – Definitions

Proceeding: In this article “proceeding” shall mean any threatened, asserted, pending or completed civil, criminal, administrative, arbitration, or investigative matter.

Official Capacity: In this article “official capacity” refers to a person’s role as a director, officer, appointee or otherwise authorized to act on behalf of IAS or represent IAS, including a member of an IAS committee, an IAS employee, or IAS agent.

Section 2 – Indemnification of Persons Acting in Official Capacity

Other than a proceeding by or in the right of the IAS and subject to the limitations set forth in Article VII, Section 3, to the full extent permitted by any applicable law, IAS shall indemnify each person made or threatened to be made a party to a proceeding by reason of the person’s former or present official capacity.

IAS shall to the extent legally permissible, indemnify each such person against all costs, liabilities, and expenses, including counsel fees, reasonably incurred in the proceeding.

A person acting in an official capacity who is eligible for indemnification shall be entitled to reimbursement by IAS of reasonable expenses in advance of the final disposition of a proceeding in accordance with, and to the full extent permitted by, any applicable law.

The rights of indemnification provided in this section shall not limit, but shall be in addition to, any other rights to which such person acting in an official capacity may otherwise be entitled by contract, law or statute, or otherwise; and in the event of such person's death, such rights shall extend to such person's heirs, legal representatives, or successors.

Determination of eligibility for indemnification payments or advances shall be made in accord with applicable Pennsylvania Statutes, as now enacted, or hereinafter amended.

Section 3 – Mandatory Indemnification

Indemnification of those acting in an official capacity is mandatory, if, with respect to the acts or omissions of the person complained of in the proceeding, the person:

- a) Has not been indemnified by another organization or employee benefit plan for the same liability described in the preceding section with respect to the same proceeding;
- b) Acted in good faith;
- c) Received no improper personal benefit, and applicable Pennsylvania Statutes as now enacted or hereinafter amended, regarding any conflict of interest has been satisfied;
- d) In the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful; and
- e) Reasonably believed that the conduct was in the best interests of the IAS, or was not opposed to the best interests of the IAS.

Section 4 – Advice of Counsel

The IAS, its directors and officers, shall be fully protected in making any determination under this section, or in making or refusing to make any payment under this section, in reliance upon the advice of counsel.

Section 5 – Insurance

To the full extent permitted by applicable law, the IAS may purchase and maintain insurance on behalf of any person who is or was a director, an officer, employee or agent of this corporation or a member of a committee of this corporation against any liability asserted against such person in any such official capacity.

If any provision of this section shall for any reason be determined to be invalid, the remaining provisions hereof shall not be affected thereby but shall remain in full force and effect.

Section 6 – Conflict of Interest

No part of the net earnings of the IAS shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, 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 purposes of IAS. The Board of Directors shall adopt and maintain a Conflict of Interest Policy.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

Section 1 – Policies

The Board of Directors or the Executive Committee may adopt policies, which may be amended or revised from time to time but may not be inconsistent with the Articles of Incorporation or these bylaws.

Section 2 – Depositories

The funds of the corporation shall be deposited in a federally insured bank or trust company, and expenditures of those funds shall be done in a manner established by the Executive Committee. If sufficient reserves exist, the Executive Committee may authorize investment of securities, with the advice of a licensed investment company.

Section 2 – Notice and Waiver of Notice

Notice is deemed given by a member of the IAS or to a Director of the IAS when it is in writing and mailed, e-mailed and delivered to its intended recipient or delivered to the person at the person's last known address. Notice by mail is given when it is deposited in the United States mail with sufficient postage affixed. Whenever any notice is required to be given by law, the Articles of Incorporation, or these bylaws, a waiver of the notice may be executed in writing by the person or persons entitled to the notice, whether before, during, or after the time stated therein, and the waiver shall constitute the equivalent of receiving the notice.

Section 3 – Governing Law

These bylaws and the policies of IAS, and any disputes involving the bylaws and policies, shall be construed according to, and governed by, the laws of the State of Pennsylvania.

Section 4 – Parliamentary Procedure

The meetings of the members, the Board of Directors, and the Council of Constituent Societies shall be governed by the current version of *Roberts Rules of Order* unless superseded by the Articles of Incorporation, bylaws, or IAS policies.

ARTICLE IX

AMENDMENTS

Amendments to these bylaws may be made upon approval of a majority vote of the Council of Constituent Societies. For an amendment to be brought to the Council for its consideration it must have been previously recommended for adoption by a two-thirds vote of the Executive Committee, and then by a two-thirds vote of the Board of Directors. At meetings of the Council of the Constituent Societies, changes to the bylaws may be proposed for consideration by the Executive Committee and the Board of Directors. Special meetings of the Council can be convened to consider amendments to these bylaws.

ARTICLE X

DISSOLUTION

In the event of the dissolution of the IAS, all funds or property or rights thereto of the IAS shall not be transferred to private ownership but shall be distributed to one or more organizations described in sections 501(c)(3) and 509(a)(1), (a)(2) or (a)(3) of the Internal Revenue Code of the U.S.A., or corresponding provisions hereafter in effect, as selected by the Executive Committee of the IAS.