

BYLAWS
AMERICAN SOCIETY OF ECHOCARDIOGRAPHY
Revised September 2016

Article I

NAME AND LOCATION

SECTION 1. The name of this organization shall be the AMERICAN SOCIETY OF ECHOCARDIOGRAPHY, a nonprofit corporation incorporated in the State of Indiana.

SECTION 2. Office of the Society shall be located in North Carolina and/or in such other localities as may be determined by the Board of Directors. The Society shall maintain a registered agent in Indiana and in any other state in which it is located.

Article II

OBJECTIVES

The objectives of this Society shall be:

- (1) To promote, maintain and pursue excellence in the ultrasonic examination of the cardiovascular system.
- (2) To provide opportunity for the exchange of experiences and opinions through discussion, study and publications.
- (3) To develop and encourage the practice of high standards of personal and professional conduct among practitioners of echocardiography.
- (4) To acquire, preserve and disseminate data and valuable information relative to the practice of echocardiography.

Subject to prior approval of the Board of Directors, the Society may take a position and express an opinion on issues directly and generally affecting the practice of echocardiography as such.

Article III

MEMBERSHIP

SECTION 1. Qualification: Membership in this Society shall be composed primarily of physicians, sonographers, physical or natural scientists, nurses or allied health professionals engaged in the field of cardiovascular ultrasound.

Membership in the Society in no way designates or implies any judgment as to the member's skill or competence in the field of cardiovascular ultrasound.

SECTION 2. Regular Membership: Regular voting membership in this Society shall be limited to physicians, sonographers, nurses, physical or natural scientists, or allied health professionals engaged in the practice of cardiovascular ultrasound, regardless of their background, training or affiliation with other organizations.

SECTION 3. Corporate Affiliate Membership: Corporate Affiliate membership shall be available to any firm or corporation engaged in selling products or services to members of ASE. Policies governing the participation of Corporate Affiliate members shall be determined by the Board of Directors. Corporate Affiliate members shall have no vote.

SECTION 4. Application for Membership: All applicants for membership shall complete the form of application provided by the Society and submit the application to the principal office of the Society.

SECTION 5. Removal: Members may be removed from membership by the Board of Directors for cause by two-thirds vote. For any cause other than non-payment of dues, removal shall occur only after the member complained against has been advised of the complaint lodged against him/her and has been given reasonable opportunity not to exceed 15 days for providing the Board with a defense in writing.

SECTION 6. Reinstatement: A former member desiring a continuous membership record may be reinstated on showing proof of qualification and paying all dues in arrears. If, however, a continuous membership record is not desired, the member may be reinstated on showing proof of qualification and paying current year's dues.

SECTION 7. Resignation: Any member may resign by filing a written resignation with the chief administrative officer, but such a resignation shall not relieve the member so resigning of the obligation to pay any dues, or other charges theretofore accrued and unpaid.

Article IV

DUES

SECTION 1. Establishment of Dues: Dues and admissions fees, if any, for all classes of membership shall be established by the Executive Committee with the approval of the Board of Directors.

SECTION 2. Delinquency and Cancellation: Any member of the Society who shall be delinquent in dues for a period of sixty (60) days from the time dues become due shall be notified of such delinquency and suspended from further services. If payment of dues is not made within the next succeeding thirty (30) days, the delinquent member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership, unless such suspension, at the request of the member, is waived by affirmative action of the Executive Committee.

SECTION 3. Refunds: No dues shall be refunded to any member whose membership terminates for any reason.

Article V

MEETINGS OF MEMBERS AND VOTING

SECTION 1. Annual Meeting: The annual meeting of the Society shall be held at such a time and place as determined by the Board of Directors.

SECTION 2. Special Meetings: Special meetings of the Society may be called by the Board of Directors at any time; or shall be called by the President upon receipt of a written request by twenty-five (25) regular members. Proposals to be offered to the members for a vote, except for election ballots, shall first be approved by the Board of Directors. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

SECTION 3. Notice of Meetings: Members shall be informed of any meeting of the Society at least thirty (30) days prior to such meeting.

SECTION 4. Voting: At all meetings of the Society each regular member shall have one (1) vote on those matters that may be submitted to the membership for a vote, and may take part and vote in person only. Proxy voting shall not be allowed. Unless otherwise specifically provided by these Bylaws, a quorum of a majority vote of those regular members present and voting shall govern.

SECTION 5. Quorum of Members: At an annual business or special meeting of members, a quorum shall consist of no less than fifty (50) regular members, of which four (4) must be members of the Board of Directors.

SECTION 6. Cancellation of Meeting: The Board of Directors may cancel any Annual Business or special meeting for cause. In the event of cancellation of the Annual Meeting, the Secretary, Chief Executive Officer or President-Elect shall send to the membership the results of the previous election or a summary of any other actions taken.

SECTION 7: Written/Electronic Ballot in Lieu of a Meeting: Any action which may be taken at any annual or special meeting of the members (including the election of officers and directors) may be taken without a

meeting if the corporation delivers a written/electronic ballot to every member entitled to vote on the matter. Voting by written/electronic ballot shall be conducted as follows:

- a. The ballot shall set forth each proposed action and shall provide an opportunity to vote either for or against each proposed action.
- b. The number of ballots received by the Society must equal or exceed the quorum that would have been required had there been a meeting (i.e., the society must receive a valid ballot from fifty or more of its voting members).
- c. Unless otherwise indicated in these Bylaws, a majority of the affirmative votes cast by ballot shall constitute the action of the members with respect to each matter on the ballot.
- d. All solicitations for votes by written/electronic ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter, and specify the time by which a ballot must be received by the corporation in order to be counted.
- e. An electronic signature is accepted as a valid signature.

Article VI

OFFICERS

SECTION 1. Elected Officers: The elected officers of this Society shall be a President, a President-Elect, Vice President, a Secretary, a Treasurer, and a Council Representative to be elected by the membership to serve until their successors have been duly elected and assume office.

SECTION 2. Qualifications for Office: Any regular member in good standing shall be eligible to nomination and election to any elected office of this Society, provided the member shall have served at least one (1) year as a member of the Board of Directors at any time prior to an elective term of office. Candidates for Officers must be FASE and also board certified in his/her subspecialty(ies).

SECTION 3. Term of Office: Each Secretary and Council Representative shall take office immediately upon completion of the Annual Meeting and shall serve for a term of two (2) years or until a successor is duly elected and qualified. Each Treasurer shall take office immediately upon completion of the Annual Meeting and shall serve for a term of three (3) years or until a successor is duly elected and qualified. Each President, President-Elect and Vice President officer shall take office immediately upon completion of the Annual Meeting and shall serve for a term of one (1) year or until a successor is duly elected and qualified. Each elected officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee.

SECTION 4. Succession: The President Elect will automatically become the President and the Vice President will automatically become the President-Elect, both upon the completion of the Annual Meeting.

SECTION 5. Re-election: No elected officer may succeed himself/herself in the same office.

SECTION 6. Vacancies - Removal: Vacancies in any elected office may be filled for the balance of the term thereof by the Executive Committee with the consent of the Board of Directors at any regular or special meeting. The Board of Directors, in its discretion, by a two-thirds vote of all of its members, may remove any officer from office for cause.

Article VII

DUTIES OF OFFICERS

SECTION 1. President: The President shall serve as Chair of both the Board of Directors and Executive Committee. The President shall also serve as a member, ex-officio, with right to vote, on all councils and committees except the Nominating Committee. The President shall make all required appointments of councils, standing and special committees.

At the Annual Meeting of the Society and at such other times as he/she shall deem proper, the President shall communicate to the members such matters and make such suggestions as may in his/her opinion tend

to promote the welfare and increase the usefulness of the Society. The President shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

SECTION 2. President-Elect: The President-Elect's duties shall be as delegated by the Board of Directors and the President. The President-Elect shall perform the duties of the President in the event of his/her inability to serve.

SECTION 3. Vice President: The Vice President's duties shall be as delegated by the Board of Directors and the President. The Vice President shall perform the duties of the President-Elect in the event of his/her inability to serve.

SECTION 4. Secretary: The Secretary position shall be held by a sonographer. The Secretary shall be in charge of the Society's records. The Secretary shall be responsible for the proper and legal notification of members. The Secretary shall see to the proper recording of proceedings of meetings of the Society, Board of Directors and all committees; and carry into execution all orders, votes and resolutions, not otherwise committed. The Secretary shall see that accurate records are kept of all members.

Such duties of the Secretary as may be specified by the Board of Directors may be delegated to the Executive Staff.

SECTION 5. Treasurer: The Treasurer shall oversee the Society's funds. The Treasurer shall oversee the collection of all member dues and/or assessments; shall have established proper accounting procedures for the handling of the Society's funds and shall be responsible for the keeping of the funds in such banks, trust companies and/or investments as are approved by the Executive Committee. The Treasurer shall report on the financial condition of the Society at all meetings of the Board of Directors and at other times when called upon by the President. The Treasurer shall serve as the Chair of the Finance Committee during his tenure in this position.

At the end of each fiscal year, the Treasurer shall direct the preparation of an annual report which shall reflect an audit of a certified public accountant.

Such duties of the Treasurer as may be specified by the Board of Directors may be delegated to the Executive Staff.

SECTION 6. Council Representative: The Council Representative will be the representative voice for the Society Councils (Sonography, Perioperative, Vascular, Pediatric/Congenital or other Councils as they are approved by the board). This position shall be filled by a nominated member who has served on one of the Society's Council Steering Committees.

Article VIII

BOARD OF DIRECTORS

SECTION 1. Authority and Responsibility: The governing body of this Society shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Society, its committees and publications; shall determine its policies of changes therein, shall actively prosecute its objectives and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee.

SECTION 2. Composition: The Board of Directors shall consist of the following: (a) the officers of the Society (named in Article VII); (b) no less than five (5) directors at large elected from the voting membership; (c) one international member; (d) one leadership academy representative, once this academy has been established; (e) one director serving as the chair of each council within the Society; and (f) one Past President. Additional board members or board category(ies) may be added by approval of the Board of Directors.

SECTION 3. Term of Office: A designated number of directors shall be elected each year to serve for a term of two (2) years or until their successors have been elected and assume office. At least one (1) director seat shall rotate each year. Each director serving as chair of a council shall serve for his/her tenure of chairship. If a Director is simultaneously the Chair of a Council, another Council member shall be nominated by that Council, and appointed by the President, to represent the Council on the Board of Directors.

SECTION 4. Re-election: Members of the Board of Directors who have served a full two (2) year term shall be eligible for re-election for only one additional full two-year term (either consecutively or at a later time). A member who has completed a full two-year term can also serve on the Board of Directors if elected chair of a council in the subsequent year or later.

SECTION 5. Quorum of the Board: A majority of voting members of the Board of Directors shall constitute a quorum for transacting the business of the Society. Any business to be transacted shall be valid providing that (a) a quorum is present at that time, and (b) the measure is affirmatively passed by a majority of those voting members present.

SECTION 6. Meetings of the Board: A regular meeting of the Board of Directors shall be held no less than two (2) times during each administrative year at such time and at such place as the Board may prescribe. Notice of all such meetings shall be given to the Directors not less than thirty (30) days before the meeting is held. Special meetings of the Board, which may include both face to face and virtual meetings such as by telephone or web conferencing may be called by the President or at the request of any three (3) Directors, by notice e-mailed, mailed, delivered, telephoned or telegraphed to each member of the Board of Directors not less than seventy-two (72) hours before the meeting is held.

SECTION 7. Voting: Voting rights of a Director shall not be delegated to another nor exercised by proxy.

SECTION 8. Unanimous Written Consent in Lieu of a Meeting: Action taken by a ballot of the members of the Board of Directors shall be a valid action of the Board, provided that the ballots are signed and the matter is approved by all board members. An electronic signature is accepted as a valid signature.

SECTION 9. Absence: Any elected Officer or Director who shall have an unexcused absence from two (2) consecutive regular meetings of the Board of Directors during a single administrative year shall automatically vacate the seat on the Board of Directors and the vacancy shall be filled as provided by these Bylaws; however, the Board of Directors shall consider each absence of an elected Officer or Director as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members.

SECTION 10. Vacancies and Removal: Any vacancy occurring on the Board of Directors between annual meetings shall be filled by the Board of Directors upon recommendation of the Nominating committee. A Director so elected to fill a vacancy shall serve the unexpired term of his predecessor.

The Board of Directors may in its discretion, by affirmative vote of two-thirds of its members, remove any Director for cause.

Article IX

EXECUTIVE COMMITTEE

SECTION 1. Authority and Responsibility: The Executive Committee may act in place and stead of the Board of Directors between Board meetings on all matters, except those specifically reserved to the Board by these Bylaws. The Executive Committee shall oversee the financial affairs of the Society. Actions of the Executive Committee shall be reported to the Board of Directors by mail, e-mail or at the next Board meeting.

SECTION 2. Composition: The Executive Committee shall consist of seven (7) members of the Board of Directors, including the President, President-Elect, Vice President, Secretary, Treasurer, Council Representative and immediate Past President. The Chief Executive Officer shall serve as an ex-officio member, without vote.

SECTION 3. Quorum - Call of Meetings: A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Executive Committee. The President shall call such meetings of the Executive Committee as the business of the Society may require, or a meeting shall be called by the Chief Executive Officer on request of three (3) members of the Executive Committee.

SECTION 4. Vacancies: Any vacancy occurring on the Executive Committee shall be filled in the manner as provided in Article VI, Section 6. Any Executive Committee member so elected to fill a vacancy shall serve the unexpired term of the officer's predecessor.

Article X

ELECTIONS

SECTION 1. Nominating Committee: The President shall appoint a Nominating Committee which shall consist of at least six (6) Regular Members, one (1) of whom shall be the immediate Past President of the Society, but of whom not more than three (3) shall be past presidents of the Society. At least one (1) member of the Nominating Committee shall be reappointed to the following year's Nominating Committee to insure continuity.

SECTION 2. Report of the Nominating Committee: The Nominating Committee shall nominate a candidate to the Board of Directors whenever a vacancy occurs in the elected Officers or Board of Directors with said candidate to be elected by a majority vote of all remaining members of the Board. The Nominating Committee shall nominate one (1) candidate for each position of elected Officers for the ensuing year and the designated number of candidates at-large for the Board of Directors and shall notify, in writing, the Board of Directors at least sixty (60) days before the Annual Business Meeting and the membership at least thirty (30) days before the Annual Business Meeting. Any person so nominated shall have given his/her prior consent to nomination and election as an Officer or Director. No member of the Nominating Committee is eligible to be nominated for any position.

The Nominating Committee shall conduct an election by ballot in which each Regular Member will have one vote to cast for each officer position and each directorship position to be elected. Candidates receiving the highest number of votes for each office shall be declared elected. Results of the election shall be announced no later than the next Annual Business Meeting.

Article XI

COUNCILS, SPECIAL AND STANDING COMMITTEES

SECTION 1. The councils shall be:

- (1) Council on Pediatric and Congenital Heart Disease
- (2) Council on Cardiovascular Sonography;
- (3) Council on Perioperative Echocardiography
- (4) Council on Vascular Ultrasound
- (5) Such councils as appointed by the President and approved by a majority of the Board of Directors.

Each council shall have a chair, appointed by the President, to serve for two years. This chair shall serve as a member of the Board of Directors during his/her tenure as chair.

SECTION 2. Committees shall be:

- (1) a Membership Committee;
- (2) a Guidelines and Standards Committee;
- (3) a Nominating Committee;
- (4) a Bylaws and Ethics Committee
- (5) a Finance Committee;
- (5) an Executive Committee;
- (6) an Education Committee;
- (7) a Scientific Sessions Program Committee, and,

- (8) Such committees as appointed by the President and approved by a majority of the Board of Directors.

SECTION 3. Ad Hoc Committees: The President shall be authorized to appoint such other committees and task forces with such duties and responsibilities as deemed in the best interest of the Society.

Article XII

EXECUTIVE MANAGEMENT

SECTION 1. Appointment: Executive Management and Staff shall be employed by the Board of Directors, who shall fix the term and compensation therefor. The Executive Committee may be delegated authority for such employment and establishment of terms.

SECTION 2. Authority and Responsibility: Duties of the Executive Staff shall be as delegated by the Board of Directors, who shall designate executive officer titles; assign duties to assist the Secretary and Treasurer, other officers and committees; and further define the responsibility and authority for those performing such services.

Article XIII

FINANCE

SECTION 1. Fiscal Period: The fiscal period of the Society shall be prescribed by the Board of Directors.

SECTION 2. Budget: With recommendations of the Treasurer, the Board of Directors shall adopt an annual operating budget covering all activities of the Society.

The Treasurer shall furnish the Board of Directors within ninety (90) days following the end of each annual fiscal period a financial report for the year just completed. The Treasurer will also furnish this annual financial report to the membership at the annual business meeting of the Society.

SECTION 3. Audit: The accounts of the Society shall be audited by a Certified Public Accountant (CPA) not less than every three years or at the discretion of the Board of Directors. The CPA shall be recommended by the CEO and approved by the Board of Directors. A financial review will be conducted by the CPA each year that an audit is not conducted. The CPA shall provide reports to the Board of Directors on both the reviews and the audits.

Article XIV

DISSOLUTION

SECTION 1. The Society shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the Society. On dissolution of the Society, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

Article XV

AMENDMENTS

SECTION 1. These bylaws may be amended or repealed by a two-thirds vote of the Board of Directors at any regular or called meeting or by electronic ballot of the Board of Directors. Written notice of proposed amendments shall be transmitted to the membership at least 15 days in advance of any meeting at which such amendments shall be considered.

Amendments approved June 2016