

BYLAWS
GREATER HOUSTON SOCIETY OF ECHOCARDIOGRAPHY and VASCULAR
(GHSEV)

Revised and Approved by the Board of Directors: October 27, 2021

ARTICLE I: OFFICES

Section 1. The name of this non-profit organization shall be The Greater Houston Society of Echocardiography and Vascular (GHSEV, hereafter "the Society").

Section 2. The principal office of the Society shall be located in the Houston Metropolitan Area and/or in such other localities as may be determined by the Board of Directors.

ARTICLE II: PURPOSES

The purposes of this Society shall be to:

- (1) Promote, provide and support educational endeavors in the field of echocardiography, vascular sonography, and related imaging modalities through regular meetings of the members.
- (2) Prepare and disseminate educational material pertaining to echocardiography, vascular sonography, and related imaging modalities.
- (3) Engage in, encourage, sponsor, report, and disseminate research concerned with the problems of echocardiography, vascular sonography, and related imaging modalities.
- (4) Take such actions and support programs to encourage and assist technologists in the field of echocardiography, vascular sonography, and related imaging modalities.
- (5) Cooperate with other Texas individuals, groups, and organizations in actions, which significantly impact the field of echocardiography, vascular sonography, and related imaging modalities.
- (6) Do any and all other things which may appear to be necessary, useful, suitable, desirable, or proper to achieve the goals and purposes of the Society within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE III: MEMBERSHIP

Section 1. Qualification: Membership in this Society shall be composed primarily of physicians, sonographers, sonography students, researchers, 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, sonography students, researchers, nurses, or allied health professionals engaged in the practice of cardiovascular ultrasound, regardless of their background, training, or

affiliation with other organizations.

Section 3. Industry Membership: Industry membership shall be available to a member of any firm or corporation engaged in selling products or services in the field of cardiovascular ultrasound. Policies governing the participation of Industry members shall be determined by the Board of Directors. Industry members cannot use the Society's platform to promote their products or use membership data for promotional purposes unless this is part of an official sponsored activity approved by the Board of Directors. Industry members can be elected to serve on the Board of Directors but shall have no vote (ex-officio).

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

Section 5. Removal: Members may be removed from membership by the Board of Directors for cause by a two-thirds vote.

Section 6. Reinstatement: A former member desiring a continuous membership record may be reinstated on showing proof of qualification and paying the current year's dues.

Section 7. Resignation: Any member may cancel their membership at any time by filing a written resignation with the Society.

Section 8. Dues: Dues and admissions fees, if any, for all classes of membership shall be established by the Membership Committee and approved by the Board of Directors, and revised as necessary. Any member of the Society who shall be delinquent in dues shall forfeit all rights and privileges of membership until dues are paid. No dues shall be refunded to any member whose membership terminates for any reason.

ARTICLE IV: OFFICERS

Section 1. Officers: The officers of the Society shall be a President, a Vice President, a Secretary, and a Treasurer, to be elected by the membership to serve until their successors have been elected and assume office. In the event of a vacancy, the Executive Committee shall propose a replacement to the Board of Directors at any regular or special meeting to fill the vacancy for the remainder of the term.

Section 2. Qualifications for Office: Any member in good standing is eligible for nomination and election to an elected office of this Society, provided the member shall have served at least one (1) year as a member of the Board of Directors or Chair of a Committee.

Section 3. Term of Office: Each elected Officer shall take office after completion of the Society's annual meeting and shall serve for a term of two (2) years or until a successor is duly elected and qualified. Each elected officer shall also serve as a member of the Executive Committee and Board of Directors. Any officer or agent elected or appointed by the Board of Directors may be removed, with or without cause, and with or without notice, at any time by the affirmative vote

of two-thirds of the Directors then in office.

Section 4. Succession: The Vice-President will automatically become the President after completing his/her two (2) year term. Neither the President nor Vice-President may succeed his/herself in the same office. The Secretary and Treasurer shall be eligible for re-election should the Board of Directors deem it in the best interest of the Society.

Section 5. President: The President shall serve as Chair of both the Board of Directors and Executive Committee, with the right to vote. The President shall also serve as an ex-officio voting member on any committee except the Nominating Committee. The President shall make all committee appointments. The President shall be the chief executive officer of the Society and, subject to the direction of the Board of Directors, shall have general charge of the business, affairs, and property of the Society and general supervision over its other officers and agents. In general, he/she shall perform all duties incident to the office of President, shall see that all orders and resolutions of the Board of Directors are carried into effect, and shall preside over the meetings of the Board of Directors of the Society. The Board of Directors may, from time to time, confer like powers upon any other person or persons.

Section 6. Vice-President: The Vice-President's duties shall be delegated by the Board of Directors and the President. The Vice President shall perform the duties of the President in the event of his/her inability to serve.

Section 7. Secretary: The Secretary's position shall be held by a sonographer. The Secretary shall attend all meetings of the Board of Directors and record all votes and proceedings of the meetings of the Society, Board of Directors, and all Committees. He/she shall give, or cause to be given, a notice of meetings to Directors, and shall perform other duties as may from time to time, be prescribed by the Board of Directors, Executive Committee, or the President, under whose supervision he/she shall act. He/she shall have custody of the seal of the Society and shall have authority to affix the same to any instrument requiring it, and, when so affixed, the seal may be attested by his/her signature. The Board of Directors may give general authority to any other officer to affix the seal of the Society and to attest the affixing thereof by his/her signature. Such duties of the Secretary as may be specified by the Board of Directors may be delegated to an Assistant or Executive Staff.

Section 8. The Treasurer shall oversee the Society's funds and other valuable effects, shall keep complete and accurate accounts of receipts and disbursements belonging to the Society, and shall deposit all sums of money and other valuable effects in the name and to the credit of the Society in such depositories as may, from time to time, be designated by the Board of Directors. He/she shall disburse the funds of the Society as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and 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 Co-Chair of the Finance Committee during his/her tenure in this position. Such duties of the Treasurer as may be specified by the Board of Directors may be delegated to an Assistant or Executive Staff.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Authority and Duties: 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 make and determine policies for the Society. The Board of Directors may 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 IV); (b) the immediate Past-President; (c) one (1) physician and one (1) sonographer Co-Chair of each Standing Committee (Education Committee, Membership and Industry Relations Committee, Media and Public Relations Committee) except for the Finance Committee in which the one (1) additional Co-Chair not serving as Treasurer will serve at the Board; and (d) no less than three (3) Directors at Large elected from the voting membership, of which at least one (1) each should represent the modalities of adult echocardiography, pediatric echocardiography, and vascular ultrasound. If an elected Officer or Director at Large is simultaneously the Co-Chair of a Committee, another Committee member shall be nominated by that Committee, and appointed by the President, to represent the Committee on the Board of Directors. If the immediate Past-President is not able to serve, the President shall appoint another Past-President. Sonography students, residents, or fellow-in-training representatives may be nominated by their program director or supervising physician, appointed by the Membership Committee, and approved by the Board of Directors to serve as non-voting members. Additional board members or board categories may be added by approval of the Board of Directors.

Section 3. Qualifications: Any member in good standing is eligible for nomination and election as Director at Large to the Board of Directors. Members selected to serve on the Board of Directors shall have demonstrated a sincere concern with echocardiography, vascular sonography, and related imaging modalities, a strong desire to work to advance the purposes of the Society, and skills, knowledge, and abilities useful to the Board in fulfilling its functions. Industry members may serve in the Board of Directors ex-officio but shall have no vote.

Section 4. Term of Office: Directors shall be elected to serve for a term of two (2) years or until their successors are duly elected and qualified. Members at large of the Board of Directors who have served a full two (2) year term shall be eligible for re-election for only one additional consecutive full two-year term. Each Director serving as Co-Chair of a standing committee shall serve for his/her tenure of chairship.

Section 5. Vacancies and Removal: Any Director may be removed, with or without cause, and with or without notice, at any time by the affirmative vote of two-thirds of the Directors then in office. 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/her predecessor.

Section 6. Quorum: A majority of voting members of the Board of Directors then in office 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 7. Meetings of the Board: A regular meeting of the Board of Directors shall be held no less than one (1) time during each administrative year at such time and at such place as the Board may prescribe. Special meetings of the Board may be called by the President or at the request of any three (3) Directors. The Directors shall determine and set a time and place of the general meetings as far in advance as possible and notify each member of the Board of Directors not less than seventy-two (72) hours before the meeting is held. The format of the meetings may include face-to-face and virtual meetings such as by telephone or web conferencing.

Section 8. Regular Meetings: The purpose of regular meetings shall be to conduct the customary and usual business of the Board of Directors including, but not limited to, the determination of general policy; a review of the general, legal, educational, and financial affairs of the Society, the approval of the budget; and other such matters.

Section 9. Special Meetings: The purpose of special meetings shall be to deal with matters of unusual and nonrecurring nature where it appears that it would not be appropriate or beneficial to await their resolution at the next scheduled general meeting.

Section 10. Agenda: At all regular meetings, and at all special meetings insofar as is possible, there shall be a written agenda setting forth the items to be discussed. Items not reasonably referred to in the agenda shall not be considered except in unusual circumstances, and then only by a vote of at least two-thirds of the Directors in attendance at the meeting or a meeting or a majority of all Directors then in office, whichever shall be less.

Section 11. Voting: Voting rights of a Director shall not be delegated to another nor exercised by proxy. 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 12. Minutes: A written record of the discussions and decisions reached each meeting of the Board of Directors in the form of minutes shall be made, and upon approval, be made a part of the records of the Society.

Section 13. Rules: The Directors may adopt, from time to time, rules to govern the conduct of their meetings. Such rules shall be binding unless and until changed by a majority vote. Matters not covered by such rules shall be governed by Robert's Rules of Order.

Section 14. Compensation: Directors shall serve without compensation for their services as Directors, although Directors may be reimbursed for all necessary and reasonable expenses of attending meetings and otherwise performing their duties as Directors.

ARTICLE VI: COMMITTEES

Section 1. Committees shall be:

- (1) an Executive Committee;
- (2) a Nominating Committee;
- (3) an Education Committee;
- (4) a Membership and Industry Relations Committee;
- (5) a Finance Committee;
- (6) a Media and Public Relations Committee, and,
- (7) Such Committees as appointed by the President and approved by a majority of the Board of Directors. The President shall be authorized to appoint Ad Hoc Committees and task forces with such duties and responsibilities as deemed in the best interest of the Society.

Section 2. Eligibility: Any member in good standing shall be eligible to serve in a Committee (except for the Executive Committee as outlined in Article IV Section 2).

Section 3. Appointment: The President shall make all required appointments of Committees, which shall be approved by a majority of the Board of Directors. Any person appointed to a Committee shall have given his/her prior consent to this appointment and shall voice his/her interest during the application cycle.

Section 4. Term: Members shall be selected for Committee service for a term of two (2) years or until their successors are selected, with an opportunity to renew their term if interested in continuing to serve.

Section 5. Executive Committee: The Executive Committee shall consist of five (5) members of the Board of Directors, including the President, Vice President, Secretary, Treasurer, and immediate Past President. If the Immediate Past-President is not available or able to serve in the Executive Committee, the President shall appoint another Past-President. If any vacancy occurs on the Executive Committee, the position shall be filled by the Board of Directors in the manner as provided in Article V, Section 5. The Executive Committee may act in the place and stead of the Board of Directors between Board meetings on all matters, except those specifically reserved to the Board by these Bylaws. Actions of the Executive Committee shall be reported to the Board of Directors by mail, e-mail, or at the next Board meeting. A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Executive Committee. Meetings shall be called by the President or on request of two (2) members of the Executive Committee

Section 6. Nominating Committee: The President shall appoint a Nominating Committee which shall consist of at least four (4) Regular Members, one (1) of whom shall be the immediate Past President of the Society. If the immediate Past President is not available to serve, the President shall appoint another Past-President of the Society. The Nominating Committee shall nominate one (1) candidate for each position of elected Officers for the ensuing term and the designated number of candidates at-large for the Board of Directors. 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 the said candidate to be elected by a majority vote of all remaining members of the Board. The Nominating Committee shall notify, in writing, the Board of Directors at least thirty (30) days before the Annual Business Meeting and the membership at least thirty (30) days before the Annual Business Meeting. The Nominating Committee shall conduct an election by physical or electronic 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. No member of the Nominating Committee is eligible to be nominated for an elected Officer or Director position.

Section 7. Standing Committees: Standing Committees include an Education Committee, a Membership and Industry Relations Committee, a Finance Committee, and a Media and Public Relations Committee. Each standing Committee shall consist of up to 10 (ten) regular members, including two (2) Co-Chairs. The Co-Chair positions for each standing Committee shall be held by one (1) physician and one (1) sonographer. Actions and decisions of each standing Committee shall be reported to the Board of Directors by mail, e-mail, or in-person at the next Board meeting. Standing committees are expected to hold as many meetings as needed to fulfill their duties, separately from the Board of Directors meetings, and no less than one (1) time a year.

Section 8. Education Committee Duties: Oversee the educational content for the Society's meetings. Recommend new educational plans, strategies, and methods. Recommend speakers and topics for web-based educational initiatives, and facilitate speaker invitations. Provide the content of upcoming educational activity flyers and promotional materials to the Media and PR Committee. Coordinate approval and distribution of CEU or CME credits.

Section 9. Membership and Industry Relations Committee Duties: Develop strategies and activities to enhance the growth of the Society and increase membership. Monitor member retention and growth trends. Maintain a detailed log of Society members, student volunteers, industry vendors, and coordinate membership, volunteers, and sponsorship opportunities. Nominate students, residents, and/or fellow-in-training representatives to serve as non-voting members of the Board of Directors. The Co-Chairs of the Membership and Industry Relations Committee may not have any paid relationships with industry during their term of service.

Section 10. Finance Committee Duties: Work with the Executive Committee, including the Treasurer, to create and approve an annual budget to meet the Society's needs and financial aims, including funds assigned for various society-related activities and scholarships awarded. Monitor long-term financial health of the Society. Oversee the Society's revenue and expenses. Evaluate and recommend updates to the dues structure for the increased financial health of the organization as needed. The Treasurer shall serve as Co-Chair of the Finance Committee during his/her tenure in this position.

Section 11. Media and Public Relations Committee Duties: Oversee the Society's website and media outlets and work with the Finance Committee on any payments required to maintain such outlets. Develop promotional materials for the Society's educational activities, in coordination with the Education Committee. Promote engagement on social media channels, such as Twitter,

for attracting users of cardiovascular ultrasound. Coordinate other electronic interactions with Society Members, Officers, and Committees.

Section 12. Student, resident, and fellow-in-training representatives to the Board of Directors may also be assigned to assist and support Committee activities.

ARTICLE VII: SPONSORS

Section 1. Persons or corporations who have distinguished themselves and who have evidenced a sincere concern with the field of echocardiography, vascular sonography, and related imaging modalities and support for the purposes and goals of the Society may be invited to be sponsors of the Society. Upon their acceptance in writing, their names and/or titles, if any, may be shown upon the stationary and other publications of the Society.

Section 2. The function of the sponsors shall be to provide advice and suggestions to the Directors, particularly in areas in which they have particular expertise or interest, and to consult with the Directors, from time to time, with regard to the operations of the Society. In addition, corporate sponsors will assist in conducting at least one (1) meeting per year, including speaker, topic, food, location, etc.

Section 3. Sponsors may serve on general or special Committees established by the Board of Directors and have access to all corporate records except as expressly limited by the Directors.

ARTICLE VIII: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

Section 1. Subject to the provisions of this Article, the Society shall indemnify any and all of its Directors, Officers, former Directors, and former Officers, against all expenses incurred by them, and each of them (including but not limited to legal fees, judgments, and penalties which may be incurred, rendered or levied in any legal matter brought against any of them) for or on account of any action or omission alleged to have been committed while acting within the scope of employment as Director or Officer of the Society. Whenever any such person has grounds to believe that he may incur any such aforementioned expenses, he shall promptly make a full written report of the matter to the President and to the Secretary of the Society. Thereupon, the Board shall, within a reasonable time, determine in good faith whether such person acted, failed to act, or refused to act, willfully, or with gross negligence or with fraudulent or criminal intent in regard to the matter involved and as to which indemnification is sought. If the Board determines in good faith that such person did not act, fail to act, or refuse to act, willfully, or with gross negligence, or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that the Society shall have the right to refuse indemnification, wholly or partially, in any instance in which the person to whom indemnification would have otherwise have been applicable shall have unreasonably refused to permit the Society, at its own expense and through counsel of its own choosing, to defend him/her in action or shall have unreasonably refused to cooperate in defense of such action.

ARTICLE IX: PROHIBITED TRANSACTIONS

Section 1. No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, its members, Directors, Officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered in furtherance of the purposes set forth in Article II of these bylaws, and reimburse for necessary and reasonable expenses of attending meetings and otherwise performing duties for the Society in accordance to Article V Section 14 of these bylaws.

Section 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.

Section 3. Notwithstanding any other provisions of this Article VIII, 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 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 4. Upon the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of the assets of the Society exclusively for the purpose of the Society in such manner, or to such organization or organizations, organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of such matters in the county or city in which the principal office of the Society is then located, exclusively for such purposes or to such an organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X: FINANCE

Section 1. Fiscal Year: The fiscal year of the Society shall be from January 1 through December 31 of each year.

Section 2. Budget: With the 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 a financial report for the year just completed at the next regular meeting.

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.

ARTICLE XI: MISCELLANEOUS

Section 1. The Society may establish categories of support so that persons who regularly contribute may receive due recognition for their continuing support.

Section 2. It shall be the policy of the Society to cooperate with other individuals, agencies, and organizations sharing its goals in whole or substantial part so as to avoid needless duplication of effort and to make maximum use of limited resources.

Section 3. The bylaws of the Society shall supplement the Articles of Incorporation and shall provide for and govern the basic operation of the Society.

Section 4. The bylaws may be amended, from time to time, by a majority vote of all of the Directors then in office, said amendments to take effect immediately unless otherwise expressly provided.