



## **BYLAWS**

### **AMENDED AND RESTATED BYLAWS OF THE CONGENITAL HEART SURGEONS' SOCIETY**

#### **ARTICLE I: NAME**

The name of this Corporation is The Congenital Heart Surgeons Society (hereinafter the "Society").

#### **ARTICLE II: PURPOSE**

The Society is organized exclusively for charitable purposes as defined in Section 501(c)(3) of the Internal Revenue Code. Specifically, the purposes of the Society shall be:

- To associate persons interested in, and carry on activities related to, the science and practice of congenital heart surgery.
- To sponsor and oversee multi-institutional clinical studies evaluating the application of surgical interventions in congenital heart disease.
- To encourage and stimulate investigation and study that will increase the knowledge of congenital cardiac physiology, pathology and therapy, and to correlate and disseminate such knowledge.
- To hold scientific meetings featuring free discussion of problems and developments relating to congenital heart surgery.
- To succeed to, and continue to carry on the activities formerly conducted by The Congenital Heart Surgeons Society, an unincorporated association.

#### **ARTICLE III: MEMBERSHIP**

**Section 1.** Membership shall consist of individual and institutional designations. Institutional members must be clinical facilities committed to the provision of congenital heart surgery and must be associated with at least one Active individual member. This Active individual member, designated as the institutional representative, will assume responsibility for overseeing data submission as well as the payment of institutional dues. Institutions with multiple Active individual members shall designate one member to serve as the institutional

*Amended as of October 2011*

representative to the Society. Individual and institutional membership are interrelated in that Active individual membership requires membership of that individual's associated institution, and the institutional membership requires the association of at least one Active individual member. Institutional members must be willing to support ongoing studies sponsored by the Society by the payment of annual institutional dues.

**Section 2.** There shall be three classes of individual members: Honorary, Emeritus, and Active. Admission to membership in the Society shall be by election. Individual Membership shall be limited, the limits on the respective classes to be determined by these By-Laws. Only Active and Emeritus Members shall have the privilege of voting or holding office, except as provided by these By-Laws. Honorary members shall have the privilege of voting but shall not be eligible to hold office.

**Section 3.** Honorary Membership shall be reserved for such distinguished persons as may be deemed worthy of this honor by the Council with concurrence of the Society.

**Section 4.** The number of Emeritus Members shall be unlimited. Active Members automatically advance to Emeritus Membership at the age of seventy years or upon request after the age of sixty five. In addition, a younger Active Member may be eligible for Emeritus Membership if incapacitated by disability.

**Section 5.** Active Individual Membership shall be limited to one hundred twenty. To be eligible for Active Membership a candidate must be an actively practicing physician appropriately credentialed to provide medical care for patients with congenital heart disease in his/her respective state or country. The candidate must be associated with an institution that performs a minimum of 100 congenital cardiac surgical procedures annually. The candidate must have practiced as an attending congenital heart surgeon for a minimum of 5 years since completion of fellowship training. The candidate is expected to have achieved distinction in the field of congenital heart surgery and to have made a meritorious contribution to knowledge pertaining to congenital heart disease or its surgical treatment. The candidate must be willing to serve as the representative of his/her institution in regard to data submission and payment of institutional dues.

**Section 6.** Election to Honorary, Emeritus or Active Individual Membership shall be for life, subject to the provisions of Sections 9 and 10 following. All new individual members shall be elected directly to Honorary or Active status.

**Section 7.** A prospective candidate for membership in this Society must identify an Active Member in good standing willing to serve as primary sponsor. The candidate must be formally nominated by the primary sponsor and the nomination seconded, in writing, by not less than two other Active, Emeritus or Honorary Members in good standing. Any Member may propose no more than three new members per year as primary sponsor. Application should include the candidate's curriculum vitae and 2 or 3 publications considered as the most significant work. The candidate in conjunction with the primary sponsor will assume responsibility for ensuring completeness of the application package and its submission with associated letters of support to the Membership Committee no later than 2 months prior to the annual meeting of the Society. The chairman of the Membership Committee will distribute a list of names of appropriate candidates to all members of the Society at least one month prior to the annual meeting of the Society. Members may submit to the Membership Committee any comments, concerns and questions they may have about any listed candidate. All comments, concerns and questions received at least fourteen (14) days prior to the date of the annual meeting shall be considered by the Membership Committee. Provided the foregoing

*Amended as of October 2011*

requirements have been met and the candidates have been approved by the Membership Committee and by the Council, their names shall be presented to the Society at the annual meeting for final action. A three-fourths vote of those voting shall be required to elect. Rights of full active individual membership shall be granted once the elected candidate has completed an on-site orientation at the CHSS Data Center, preferably at a spring or fall Datacenter work weekend. Any candidate for membership in the Society who has failed election three times shall automatically cease to be a candidate and may not be re-nominated until after a lapse of three years.

**Section 8.** The report of the Membership Committee shall be rendered at the business session of each annual meeting of the Society. Candidates shall be presented in groups in the following order: Candidates for Honorary Membership; retirement of Active Members to Emeritus Membership; Candidates for Active Membership; members dropped from the rolls of the Society. The President will request a vote on the candidates proposed.

**Section 9.** Members in good standing may voluntarily terminate membership at any time. The Council, acting as Board of Censors, may recommend the expulsion of an individual member on the grounds of moral or professional delinquency, and submit his name, together with the grounds of complaint, to the Society as a whole at any of the regularly convened meetings, after giving such member ample opportunity to appear in his own behalf.

**Section 10.** The Council shall recommend that any Active Individual Member whose dues are in arrears for two years, or who has been absent, without sufficient excuse, from three consecutive annual meetings, shall have his membership terminated. Institutional Membership may also be terminated for Institutional Members that fail to pay institutional dues for two consecutive years. Termination of institutional membership may result in the termination of Active Individual Membership for those active members associated with the terminated institution.

**Section 11.** Notwithstanding Section 10, any member of the Society over 65 years of age is excused from the attendance requirement and upon his specific request may likewise be excused from the payment of dues.

**Section 12.** An Institutional member that loses its associated Active individual member (institutional representative) due to death or relocation may voluntarily relinquish institutional membership. However, institutional membership may continue for a period of two years provided institutional dues are kept up to date and it is anticipated that the role of the departed Active member will be assumed by another Active individual member. The institution desiring to continue membership shall notify the Society of this desire and designate an appropriate interim representative to relate to the Society. Should the role of the departed individual Active member be filled by a nonmember, that individual may be considered for Active individual membership in the Society provided he/she meets the criteria detailed in section 5. Election to individual Active membership is not guaranteed to this nonmember.

#### **ARTICLE IV: BOARD OF DIRECTORS ("COUNCIL")**

**Section 1.** The Board of Directors of the Society shall be called the Council and shall be composed of the President, Vice-President (President-elect), Secretary-Treasurer, Chair of the Membership Committee, Chair of the Program Committee, Chair of the Research Committee, Chair of the Resource and Development Committee, Chair of the By-Laws  
*Amended as of October 2011*

Committee, Chair of the Education Committee and the Past President. All members of the Council must be Active or Emeritus Members of the Society.

**Section 2.** The Council shall be the governing body of the Society, and shall have full power to manage and act on all affairs of the Society, except as follows:

- a. It may not alter annual dues, or levy any general assessments against the membership, except that it may, in individual cases, waive annual dues or assessments.
- b. It may not change the Articles of incorporation or By-Laws.
- c. It may neither elect new members nor alter the status of existing members, other than to apply the provisions of Article III, Sections 9 and 10.

**Section 3.** At the conclusion of the annual meeting, the retiring President shall automatically become a Councilor for a two-year term of office.

## **ARTICLE V: OFFICERS**

**Section 1.** The officers of the Society shall be a President, a Vice-President, and a Secretary-Treasurer. All officers must be Active or Emeritus Members of the Society. Said officers shall be ex-officio members of the Council of the Society.

**Section 2.** The Council may, for the purposes of Article IV, give status as officers of the Society to the individual members of an ad hoc Committee appointed by the Council.

**Section 3.** The President, Vice-President (President-elect), and Secretary-Treasurer shall be elected at the annual meeting of the Society and shall take office upon conclusion of the meeting. The President and the Vice-President shall be elected for two-year terms of office with the Vice-President succeeding to the Presidency at the conclusion of the two-year term. The Secretary-Treasurer shall be elected for a five-year term of office. The President, Vice-President, and Secretary-Treasurer may not be reelected to additional terms.

**Section 4.** President. The President shall be the principal elected officer of the Society. The President shall preside at all meetings of the Society and at all meetings of the Council. The President shall appoint members to the standing committees and to any other special committee, which may be deemed necessary for the welfare of the society. The President shall perform all other duties appropriate to the conduct of the office. At the conclusion of the annual meeting, the retiring President shall automatically become a Councilor for a two-year term of office.

**Section 5.** Vice-President (President-elect), in the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President. When so acting, the Vice-President shall have all the powers, and be subject to all the restrictions, of the President. The Vice-President shall perform such other duties as may be assigned by the President or by the Council. In the event of a vacancy occurring in the office of the President, the Council shall advance the Vice-President to the Presidency and appoint an interim Vice-President.

**Section 6.** Secretary/Treasurer. As Secretary he/she shall keep the minutes of the meetings of the members and of the Council in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws, or as required by law; be custodian of the Council's records; keep a register of the post office address of each member,

*Amended as of October 2011*

which shall be furnished to the Secretary by such member; notify candidates of their election to membership; and in general perform all duties incident to the office of Secretary, and such other duties that may be assigned by the President or by the Council. As Treasurer, he/she shall keep an account of all monies received and expended by the Society and shall make disbursements authorized by the Council. All sums received shall be deposited or invested in such bank, trust company, or other depositories authorized by the Council. The Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the President or by the Council. He/she shall present an annual report to the membership for audit. When deemed appropriate an Active or Emeritus Member may be elected to serve as an understudy to the Secretary-Treasurer in anticipation of the latter's retirement from office.

**Section 7.** Vacancies occurring among the officers named in Section 1 shall be temporarily filled by the Council, subject to approval of the Society at the next meeting of the Society.

## **ARTICLE VI: COMMITTEES**

The Council is empowered to appoint committees as may be necessary for the proper conduct and management of the Society. All such committees shall render their reports at an executive session of the Society, except that no ad hoc committee needs report unless so directed by the Council. The standing committees of the Society shall be:

**Section 1.** Membership Committee. The Membership Committee shall consist of three Active or Emeritus Members. Appointment to this Committee shall be for a period of six years, with terms staggered with a new member appointed every other year. The most senior member will serve as the chair. The Duties of the Membership Committee are to investigate all candidates for membership in the Society and to report its findings as expeditiously as possible to the Council through the Secretary-Treasurer of the Society. This Committee is also charged with maintaining a record of membership attendance and participation in the scientific programs and reporting to the affected members and to the Council any deviations from the requirements of Article III, Section 10, of these By-Laws.

**Section 2.** Program Committee. The Program Committee shall consist of three Active or Emeritus Members. Appointment to this Committee shall be for a period of six years, with terms staggered with a new member every other year. The most senior member will serve as the chair. The Duties of the Program Committee shall be to arrange, in conformity with instructions from the Council, the scientific program for the annual meeting.

**Section 3.** Research Committee. The Research Committee shall consist of at least six Active or Emeritus Members, including the Director of the CHSS Data Center, which is operated by a host institution approved by the Executive Council, and for which the CHSS provides substantial guidance and financial support. The Director of the CHSS Data Center shall be a member of the faculty at the host institution. The CHSS Data Center Director may, at his/her discretion, appoint an additional host institution faculty member to serve on the Research Committee and to act in his/her behalf. In addition, a statistical consultant from the Data Center will be appointed by the Data Center Director as a member of the Research committee. The Chair of the Research Committee shall be nominated by the President and approved by the Executive Council and shall be a CHSS member from an institution other than the host institution where the Data Center resides. The Chair of the Research Committee shall serve a three-year term, which can be renewed for one additional three-year term following re-nomination by the President and approval by the Executive Council. The other members of the Research Committee are appointed for a period of three years with terms staggered such that one or more members are

*Amended as of October 2011*

appointed each year. At the discretion of the Council, Research Committee members may be reappointed for additional terms without a limit on the number of terms.

The Research Committee shall insure that the activities and efforts of the CHSS Data Center reflect the interests and objectives of the CHSS membership. The Research Committee shall advise the Data Center on selection and organization of studies, member participation, authorship, publication and shall appoint the principle investigator for CHSS multi-institutional studies. The Research Committee will organize efforts to obtain funding for proposed Data Center studies in close collaboration with the Data Center. The Chairman of the Research Committee and the Director of the Data Center may appoint task-oriented working groups to facilitate these funding activities. Grant proposals to support Data Center initiatives shall be reviewed and approved by the Research Committee.

Should the CHSS membership seek or approve participation in a multi-societal collaborative investigation, the CHSS will be represented by a task force appointed by the Research Committee and approved by the President and the Data Center Director.

**Section 4.** Nominating Committee. The Nominating Committee shall consist of the three (3) immediate Past Presidents and the outgoing President of the Society. The most senior Past President shall serve as Chairman. This Committee shall prepare a slate of nominees for Officers and Councilors upon instruction from the Council as to the vacancies that are to be filled by election and shall present its report at the Annual Meeting. Nominations from the membership are also allowable and encouraged, either by submission to the Nominating Committee prior to the Annual Meeting or by nomination from the floor at the business meeting of the Annual Meeting. The Council shall serve as the Nominating Committee until such time as there are sufficient Past Presidents to form the Nominating Committee designated above.

**Section 5.** Bylaws Committee. The Bylaws Committee shall consist of one or more Active or Emeritus members appointed by the Council. Appointments to this committee shall be for a two-year term of office. Any or all members of this committee may be reappointed to succeed themselves. The duties of the Bylaws Committee shall be to maintain the bylaws of the Society, to assure that the bylaws are observed by the Council and Membership, and to draft new amendments to the bylaws when so directed by the Council.

**Section 6.** Resource and Development Committee. The Resource and Development Committee shall consist of one or more Active or Emeritus members appointed by the Council. Appointments to this committee shall be for a two-year term of office. Any or all members of this committee may be reappointed to succeed themselves. The duties of the Resource Development Committee shall be to explore possibilities of extramural funding for the research activities of the Society, to liaison with potential financial supporters, and to submit grant applications to potential sources of funding.

**Section 7.** Education Committee. The Education Committee shall consist of at least six Active or Emeritus members appointed by the President and approved by the Council. Appointments to this committee shall be for three-year renewable terms of office and shall be staggered with two new members appointed each year.

**Section 8.** Standards and Ethics Committee. The Standards and Ethics Committee (SEC) will establish the guidelines and policies for professionalism that are expected from members who have achieved this elite status in the field of congenital heart surgery. The CHSS SEC will be

*Amended as of October 2011*

comprised of a Chair, who will serve for five years, and of four additional members appointed by the President. Members will serve a four-year term with two new members being elected every two years as two former members cycle off the committee. Re-election to Chair or committee membership for an additional term is allowable if so chosen by the President. The Chair shall be a member of the Executive Council and report and provide a report at Council meetings.

**Section 9.** Quality Improvement and Outcomes. The Quality Improvement and Outcomes Committee will create and facilitate multi-institutional initiatives to assess and improve the quality of care delivered to patients with congenital and pediatric heart disease; establish and maintain a CHSS-based resource for the evaluation of programmatic quality for programs caring for patients with congenital and pediatric congenital heart disease; and oversee the relationship and linkage of the CHSS to other databases in order to achieve the above objectives and simultaneously further the research mission of the CHSS.

The Chair of the CHSS Research Committee, the Chair of the CHSS Program Committee, and the Managing Director of the CHSS Data Center will always be ex-officio members.

The Chairs of the Research Committee and Quality Improvement and Outcomes Committee will always be ex-officio members of the Program Committee to assure that the Program is in alignment with the Quality and Research initiatives of CHSS.

In order to assure alignment between the research initiatives and the quality initiatives of the CHSS, the Chair of the Research Committee will always be a member of the Quality Improvement and Outcomes Committee, and the Chair of the Committee will always be a member of the Research Committee.

The Chair shall be nominated by the President and approved by the Executive Council. The Chair shall serve a four-year term, which can be renewed for additional four-year terms following re-nomination by the President and approval by the Executive Council. The Chair shall be a member of the Executive Council and report and provide a report at Council meetings. The other members of the Committee are appointed for a period of four years with terms staggered such that one or more members are appointed each year. At the discretion of the Council, members may be reappointed for additional terms without a limit on the number of terms.

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**Section 10.** Other Committees. Other committees may be designated by a resolution adopted by a majority of the Council present at a meeting at which a quorum is present (Ad Hoc Committees may be designated by the President with approval of the Council). Except as otherwise provided in such resolution, members of each committee shall be Active or Emeritus members of the Society, and the President of the Society shall appoint the members thereof. Any member may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Society shall be served by such removal.

**Section 9.** Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 10.** Quorum. Unless otherwise provided in the resolution of the Council designating a committee, a majority of any committee shall constitute a quorum for committee action. The act of a majority of committee members present and voting at a meeting, at which a quorum is present, shall be the act of the committee.

**Section 11.** Participation at Meetings by Conference Telephone. Committee members may

*Amended as of October 2011*

participate in and act at any committee meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. If the Chairman of a committee so orders, participation in such meetings shall constitute attendance at the meeting.

**Section 12.** Meetings of Committees. Subject to action by the Council, each committee by a majority vote of its members shall determine the time and place of meetings and the notice required.

## **ARTICLE VII: FINANCES**

**Section 1.** The fiscal year of the Society shall begin on the first day of October and end on the last day of September each year.

**Section 2.** Members shall contribute to the financial maintenance of the Society through annual dues, and special assessments. The amount of the annual dues shall be determined by these By-Laws. If, at the end of any fiscal year, there is a deficit in the current funds of the Society, the Council may send out notices to that effect and invite Active members to contribute the necessary amount so that no deficit is carried over from one fiscal year to another. The Society may, in any regularly convened meeting, vote a special assessment shall become an obligatory charge against the classes of members affected thereby.

## **ARTICLE VIII: MEETINGS**

**Section 1.** The time, place, duration, and procedure of the annual meeting of the Society shall be determined by the Council.

**Section 2.** A special meeting of the Society may be called by the Council or on the written request of ten members delivered to the Council, the President or the Secretary. The specific purposes of the meeting must be stated in the request.

**Section 3.** Attendance at annual meetings and participation in the scientific programs shall be optional for all Honorary and Emeritus Members, but it shall be expected from all Active Members.

**Section 4.** Each annual meeting shall have a business meeting.

**Section 5.** The business at this session shall include, but is not limited to:

1. Reading or waiver of reading of the minutes of the preceding meetings of the Society and the Council.
2. Report of the Secretary/Treasurer of the last fiscal year.
3. Report of the Program Committee.
4. Report of the Research Committee regarding Data Center Administrative Issues and Finances.
5. Action on amendments to the Article of Incorporation and By-Laws, if any.
6. Action on recommendations emanating from the Council.
7. Unfinished Business.
8. New Business
9. Report of the Membership Committee.
10. Vote on Candidates for Membership.

*Amended as of October 2011*

11. Report of Nominating Committee.
12. Election of officers.

**Section 6.** Except where otherwise required by law of these By-Laws, all questions at a meeting of the members shall be decided by a majority vote of the members present in person and voting. Voting by proxy is not permitted.

**Section 7.** Thirty percent of the Active Membership present in person shall constitute a quorum at a meeting of members.

**Section 8.** While the scientific session of the annual meeting is held primarily for the benefit of the members of the Society, it may be open to non-members who are invited as guests by Active or Emeritus Members.

**Section 9.** There shall be an annual meeting of the Council held just prior to the annual meeting of the Society. Additional meetings of the Council may be called on not less than seven days' prior written or telephonic notice by the President, the Secretary/Treasurer or any three members of the Council.

**Section 10.** Five members of the Council shall constitute a quorum for the conduct of business at any meeting of the Council, but a smaller number may adjourn any such meeting.

**Section 11.** Any action which may be or is required to be taken at a meeting of the Council may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Council. Any such consent shall have the same force and effect as a unanimous vote at a duly called and constituted meeting.

#### **ARTICLE IX: INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**Section 1.** The Society shall indemnify any and all of its Councilors (hereinafter in this Article referred to as "directors") or officers or former directors or officers, or any person who has served or shall serve at the Society's request or by its election as a director or officer of another corporation or Society, against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the Society, or of such other corporation or Society, provided, however, that the foregoing shall not apply to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty or to such matters as shall be settled by agreement predicated on the existence of such liability.

**Section 2.** Upon specific authorization by the Council, the Society may purchase and maintain insurance on behalf of any and all of its directors or officers or former directors or officers, or any person who has served or shall serve at the Society's request or by its election as a director or officer of another corporation or Society, against any liability or settlement based on asserted liability, incurred by them by reason of being or having been directors or officers as director or officer of the Society or of such other corporation or Society, whether or not the Society would have the power to indemnify them against such liability or settlement under the provisions of Section 1.

*Amended as of October 2011*

## **ARTICLE X: DUES AND ASSESSMENTS**

- Section 1.** Emeritus and Honorary Members of the Society are exempt from all dues.
- Section 2.** Dues for Active Members shall be \$500.00.
- Section 3.** Dues for Institutional Members shall be \$4000.00.
- Section 4.** Bills for membership dues will be mailed to members by the Secretary/Treasurer after the Annual Meeting.

## **ARTICLE XI: PARLIAMENTARY PROCEDURE**

Except where otherwise provided in these By-Laws or by law, all parliamentary proceedings at the meetings of this Society and its Council and Committees shall be governed by Robert's Rules of Order (Newly Revised).

## **ARTICLE XII: AMENDMENTS**

- Section 1.** A proposed amendment to the Bylaws shall be distributed to the Members at least 30 days prior to the annual meeting and presented and voted on at the business meeting.
- Section 2.** Adoption of the proposed amendments shall be by two-thirds of the members present at the meeting.

## **ARTICLE XIII: OTHER PROVISIONS**

- Section 1.** No part of the net earnings of the Society shall inure to the benefit of or be distributable to any director, officer, trustee or member of the Society, or other private persons, except that reasonable compensation may be paid for services rendered to or for the society in furtherance of one or more of its charitable purposes.
- 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- Section 3.** The Society shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and regulations as they now exist or as they may hereafter be amended.
- Section 4.** Upon dissolution of the Society or the winding up of its affairs, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Society, dispose of all the assets of the Society exclusively for the purposes 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 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 Circuit

Court or the Court of Common Pleas of the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.