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APPROVED BY: EXECUTIVE BOARD 2006	EFFECTIVE DATE: 5/2006	SUPERCEDES: NEW

Article I. NAME

The name of this organization is The Society of Invasive Cardiovascular Professionals, Incorporated.

Article II. MISSION STATEMENT

The Society of Invasive Cardiovascular Professionals, Incorporated is a nonprofit organization that has been established to support the highest quality of patient care given by all cardiac catheterization laboratory professionals. The Society shall assume a leadership role in defining a core curriculum for cardiovascular professionals, provide educational opportunities, participate in establishing standards for the field, and provide a forum for communication among invasive cardiovascular specialists.

Article III. MEMBERSHIP

Section 1. Categories

The Board of Directors will establish categories of membership. No member may hold more than one membership category.

Article IV. DUES

Section 1. Dues

All members shall pay an annual membership fee. Dues in this Society are determined by the Board or Directors and are subject to ratification by the membership.

Article V. MEMBERSHIP MEETINGS

Section 1. Annual Meeting

The annual meeting of members shall be held at a time, date, and place as determined by the Board of Directors.

Article VI. Officers and BOARD OF DIRECTORS

The corporate powers of the Society shall be exercised by a Board of Directors composed of no less than four members, including the officers. Nominees for the Board of Directors who have actively served the Society at least one (1) year shall be considered to have preferred qualification. Board members should not be employed by or have a financial relationship with industry companies.

Section 1. Officers

The officers of the Society shall be President, President-Elect, Secretary/Treasurer and immediate Past President. All officers shall be elected by the members by ballot.

Section 2. Directors

Chairs of designated committees, as appointed by the officers shall serve as directors of the Society. The board of directors will appoint a JRCCVT representative to sit on the SICP BOD at the recommendation of the JRCCVT/ SICP representative.

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Section 3. Terms of Office

Each officer or director shall hold office for a period of two (2) years or until his or her successor is elected and qualified. Terms will be staggered so that approximately ½ of the board is elected or appointed each year.

Section 4. Meetings

The Board of Directors shall hold an annual meeting in conjunction with the annual membership meeting of the Society. Regular meetings of the Directors shall be held in person or by conference call at such times and at such places as the Board determines. Special meetings of the Board may be called by the president or any three (3) other directors.

Section 5. Notice

Notice of the time, place and general purpose of special meetings shall be given to each director.

Section 6. Quorum

A majority of the directors, two (2) of whom are officers, shall constitute a quorum of the Board at all of its meetings.

Section 6. Action Without a Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if a majority of the board members, individually or collectively, consent by voice or electronic vote or in writing, to that action.

Section 8. Vacancies

In the event a vacancy occurs in any office or on the Board of Directors such office or directorship shall be filled in the following manner:

- President: The president-elect shall assume the office.
- President-elect: The president shall appoint a current member of the Board or Directors to fill the vacancy;
- The Board of Directors may appoint replacements for all other vacancies to fill the balance of the unexpired terms.

Section 9. Removal of Directors

An officers or director may be subject to removal by a positive vote of two-thirds by the Board of Directors if the officer or director has violated the bylaws of the Society, or been guilty of misconduct or neglect of duty in office, or behavior injurious to the image of the Society. No such action shall be taken against any officer or director until he/she has been advised of specific charge and afforded a full hearing before the Board of Directors. Officers or directors expelled from office pursuant to this section shall be ineligible to serve as officers or directors of the Society at any future time.

Article VIII. ADMINISTRATIVE OFFICE

Section 1. Appointment

The Board of Directors may appoint an executive director who may be a salaried employee of the Society or of a management firm, and shall serve as chief executive officer. The executive director is to receive notice of and attend all meetings of the Society, but shall not have the right to vote. The executive director shall be responsible for managing the business affairs of the Society subject to the control of the Board of Directors.

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Article IX. ELECTIONS AND VOTING

Section 1. Nominations

After receiving nominations from the membership, the nominating committee shall submit a list of officer nominees to the Board of Directors. The list of nominees and their resumes shall be submitted to all active members not less than 30 days prior to the election date

Officers shall be elected by a simple majority by the Society's Professional members.

Ballots shall be solicited by any means necessary. All such solicitations shall state :

- the number of responses needed to constitute a quorum
- the percentage of approvals necessary to pass the measure submitted
- the time by which the ballot must be received
- Ballots shall offer choice between approval, disapproval and abstention.

Article X. COMMITTEES

Section 1. Committees in General

Committees shall keep regular minutes of proceedings and report the same to the Board as the Board may require. All Committees must act solely in an advisory capacity to the Board.

Article XI. GENERAL PROVISIONS

Section 1. Fiscal Affairs

The fiscal year of the Society shall be the twelve (12) month period as may be established by resolution of the Board of Directors.

Section 2. Contracts

The Board of Directors may authorize any officer or officers or agent of the Society to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society and such authority may be general or confined to specific instances.

Section 3. Books and Records

- Inspection Rights. Members of the organization shall have such inspection rights and rights to copy organization records, subject to the rights of the organization, as are permitted by law and the bylaws.
- Maintenance and Inspection of Articles and Bylaws. The Society shall keep at its principal executive office the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during usual business hours.
- Maintenance and Inspection of Other Records. The accounting books, records and minutes of proceedings of the members and the Board of Directors and any committees shall be kept at such place or places designated by the Board of Directors. The minutes and accounting books and records shall be open to inspection on the written demand of any members, at any reasonable time during usual business hours.
- Inspection by Directors. Every director shall have the absolute right, at any reasonable time, to inspect or copy all books, records, and documents of the Society. This inspection may be made in person or by an agent or attorney.

Section 4. Checks, Drafts, Etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or other designee determined by the Board of Directors.

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Section 5. Deposits

All funds of the Society shall be deposited to the credit of the Society in such banks or depositories as the Board of Directors may select.

Section 6. Gifts and Contributions

On behalf of the Society, the board of directors may accept any contribution, gift, bequest or device or designated purpose.

Article XII. AFFILIATION

The Society may join or affiliate with other national, state or local organizations upon approval by the active members.

Article XIII. AMENDMENTS

In addition to the authority of the Board of Directors to amend or repeal these bylaws, they may be amended by a majority vote of all members of this Society.