



Association For Vascular Access

Bylaws

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Article I

Name, Principal Office, Purposes and Restrictions

1.01	Name	The name of this association is Association for Vascular Access (AVA), a California non-profit mutual benefit corporation.
1.02	Principal Office	The Chief Executive Officer (CEO) and Chief Operations Officer (COO) shall designate the principal office.
1.03	Description	AVA is an international multi-disciplinary organization of healthcare professionals and supporters dedicated to enhancing the practice of vascular access.
1.04	Mission	AVA's mission is to lead healthcare by protecting patients and providers to improve lives.
1.05	Restrictions	All policies and activities of AVA shall be consistent with: A. Applicable federal, state/local antitrust and trade regulations and/or legal requirements. B. Applicable tax-exemption requirements.
1.06	Doing Business with AVA	Any member or non-member of AVA may apply or submit a proposal to provide goods and services to the organization, in conjunction with the organization or on the behalf of the organization. The Chief Executive Officer (CEO) and Chief Operations (COO) shall have authority to enter into any and all contracts on behalf of AVA. Members of the Board of Directors will adhere to AVA's Conflict of Interest Policy.



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**Article II
Membership, Dues and Assessments, Termination and
Discipline**

2.01	Classifications and Qualifications and Privileges of Membership	<p>A. The Board of Directors determine classifications of Membership.</p> <p>B. Qualifications: A member will be any individual that supports the mission of the organization and is current with their annual dues and shall meet any other qualifications as are determined by the Board of Directors.</p> <p>C. Privileges: A member will be able to vote in the organization's elections and for appropriate bylaw changes.</p>
2.02	Dues	Board of Directors shall determine Membership dues.
2.03	Termination of Membership	<p>A membership may be terminated as follows:</p> <p>A. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board.</p> <p>B. Unwillingness of member to subscribe to the purposes of AVA, to abide by the Bylaws or engagement in activities adverse to the interests of AVA. In the event this occurs, the Board may by a two- thirds vote, terminate this membership. No such act shall be taken until the Board advises the member of the specific charges, given a reasonable time to prepare a response, and afforded an opportunity to be heard by the Board of Directors.</p> <p>C. The member has been adjudicated and found guilty, or entered a plea of guilt, in any criminal matter.</p>

**Article III
Membership Meetings**

3.01	Annual Meetings	The regular annual business meeting of the members shall be at a time and place approved by the Board of Directors.
3.02	Special Meetings	A special meeting of the membership may be called by a petition signed by five percent (5%) of the members as of the date the petition is received by AVA.
3.03	Quorum	Five percent (5%) of AVA membership shall constitute a quorum at a duly noticed meeting. Whenever a quorum is present, an act or decision made by a majority of the members is a valid act or decision.



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3.04	Voting	Each member in good standing shall have one vote on each matter submitted to a vote of the membership at any membership meeting. The Board may authorize voting by ballot in accordance with the California Nonprofit Corporation Law. The Board shall not permit voting by proxy or cumulative voting.
3.05	Notice and Format of Meetings	AVA shall issue a notice in writing to the Annual Business Meeting at least forty-five (45) days prior to the date set. The President shall issue a call for a Special Meeting at least twenty-one (21) days prior to the date set. The format of the meeting will be determined by the Board of Directors.

**Article IV
Board of Directors and Officers**

4.01	Number, Qualifications	A Board of at least nine (9) and no more than fifteen (15) Directors, composed of the President, President- Elect, Secretary, Treasurer, and President Advisor and up to ten (10) Directors-at-Large shall govern and control the business affairs of AVA. The Presidential Advisor is the Immediate Past President. All Directors shall be members in good standing. The CEO and COO are non-voting ex-officio members of the Board of Directors.
4.02	Executive Committee	The Executive Committee of AVA shall consist of the President, President-Elect, Secretary, Treasurer, and President Advisor each of whom shall be a member of AVA, and the (CEO and COO of AVA as non-voting ex-officio members). The executive committee acts on behalf of the organization in an intermediate and emergent basis; when a decision by the organization is imminent, when a quorum of the Board is not reasonably convened, and where failure to act would compromise the wellbeing of the organization.
4.03	Term	All Officers will serve a term of one year and Directors-at-Large shall serve a two-year term of office, with the exception of the President-Elect who shall serve a three-year term as follows: one year term as President-Elect, one year as President, and one year as Presidential Advisor. Directors-at-Large shall not serve more than two full consecutive terms.
4.04	President	The President acts as the chief presiding officer of AVA, working collaboratively with the Board of Directors, CEO, COO and AVA's members. The President shall, in general, perform all duties and have all powers customarily incident to the office of President and such other duties and powers as may be prescribed by the Board of Directors from time to time.



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4.05	President-Elect	The President-Elect assumes the duties and authority of the office of President in the absence of the President and performs other duties as directed by the President or Board of Directors. The President-Elect will become the President at the conclusion of one year in office.
4.06	Presidential Advisor	The Presidential Advisor participates in all Board activities and is a member of the Executive Committee.
4.07	Secretary	The Secretary, or designee, shall record the minutes of Board meetings/telephone conferences, submit transcribed minutes to the Board in a timely manner, and perform other duties as directed by the President or Board of Directors
4.08	Treasurer	The Treasurer, or designee, maintains adequate and appropriate financial records for the organization, provides the financial report at annual meetings, and assists with preparation of an annual budget projecting income and expenditures for presentation to the Board of Directors in the manner and at the time prescribed by the Board and shall, in general, perform all duties and have all powers customarily incident to the office of Treasurer and such other duties and powers as may be prescribed by the President or Board of Directors.
4.09	Director at Large	The Director at Large is a voting member of the AVA Board of Directors. A Director-at-Large attends all board meetings, leadership meetings and conference calls; represents and promotes AVA to professional, industry, and community groups; and performs other duties as directed by the President or BOD. There are up to 10 Directors at Large positions on the Board.
4.10	Vacancies	If an office becomes vacant, the sitting Board of Directors shall determine a successor for the open position.
4.11	Quorum	A majority of the Directors shall constitute a quorum at a meeting of the Board.
4.12	Duties	It shall be the duty of each Director to keep informed about the affairs of AVA, attend meetings, participate and vote in accordance with the standards set forth in the California Nonprofit Corporation Law.
4.13	Removal from Office	Any member of the Executive Board may call a vote to remove an officer. A majority vote of the AVA board removes an officer or Director from office which is effective immediately. A member of the Executive board will notify the officer or director if motion to remove was passed.



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Article V

Committee, Councils, Advisory Panels, Task Forces, SIGs, and other Board appointed advisory groups

5.01	Committees	The Board may appoint committees, as it deems necessary. The AVA Policy and Procedure defines terms of committee membership and leadership.
5.02	Councils and Advisory Panels	Special councils and Advisory Panels tasked with specific projects may be appointed to assist AVA staff with meeting board-mandated strategic goals. Members of such councils are identified by the CEO, COO, AVA's President, and through AVA Leadership recommendations.
5.03	Task Forces	Task Force is a board-appointed working group with a specific and time-limited objective and defined deliverables. The AVA Policy and Procedure outlines leadership and member selection processes.

**Article VI
Constituencies**

6.01	Networks	A Network is a legal affiliation of AVA and is comprised of a group of AVA members and other interested individuals who hold local and regional networking opportunities and educational offerings related to vascular access. AVA requires networks to abide by the affiliation agreement.
6.02	Special Interest Groups (SIG)	Special Interest Groups (SIG) are comprised of subject matter experts that represent a more specialized area in vascular access. The AVA Board of Directors can create and dissolve SIGs at its discretion. The structure and function of SIGs shall be consistent with the purposes, Bylaws, policies and procedures of AVA. SIGs shall exist only at the national level.

**Article VII
Board Development Committee**

7.01	Board Development Committee	The Board Development Committee (BDC) identifies and maintains a pool of candidates for the Board and Officer positions to insure AVA continues to have qualified leadership in place to reach the organization's mission, vision and strategic goals.
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7.02	Board of Directors Ballot	The Board Development Committee will prepare a ballot with the slate of candidates. The ballot will be made available to the membership during a 30 day election period. All ballots will be tabulated and reported to AVA within 2 weeks following the end of the voting period.
7.03	Election Rules	Only individual members in good standing on the date the ballot is distributed may vote. Procedures will be adopted to maintain the integrity of the election process.

**Article III
Amendment of Bylaws**

8.01	Amendment	A simple affirmative majority of the votes cast by the membership at a meeting or in any manner permitted by applicable law shall amend these Bylaws. Any amendment proposed by a member and/or the Board of Directors will be submitted in writing, including rationale, and voted on by the membership as described above.
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