BYLAWS
OF THE
ASSOCIATION FOR VASCULAR ACCESS

1. Name, Purpose and Office Location.
   1.1. The name of this association is Association for Vascular Access (AVA), a California non-profit mutual benefit corporation.
   1.2. Purpose
       AVA is an international multi-disciplinary organization of healthcare professionals and supporters created to establish a collaborative effort, resource and support group to benefit both patients and health care professionals utilizing various vascular access devices (VAD's) through education, standardization and research.
   1.3. Office Location
       1.3.1. The address of the corporation will be
               5526 West 13400 South Suite #229
               Herriman, UT 84096
       1.3.2. The Board is empowered to change 1.3.1. if the address is changed.
   1.4. Assets of the Corporation
       1.4.1. Directors, officers, and employees are expected to protect the assets of the Corporation and use them efficiently to advance the interests of AVA and its members. Those assets include tangible assets and intangible assets, such as confidential information of the Corporation.
       1.4.2. No director, officer, or employee should use or disclose at any time during or subsequent to employment or other service to the Corporation, without proper authority or mandate, confidential information obtained from any source in the course of the Corporation’s business.

2. Members and Networks
   2.1. Members
       2.1.1. Qualifications
               A member is any individual that supports the mission of the organization and is current with their annual dues.
       2.1.2. Privileges
               A member will be able to vote in the organization’s elections and for all business of the corporation such as motions, resolution, and bylaws amendments.
       2.1.3. Expectations
               Members should be engaged in professional development of themselves and their peers and participating in promoting the advance of vascular access as a specialty.
   2.2. Networks
       A Network is a legal affiliation of AVA and is comprised of AVA members and other interested
individuals. Networks offer educational opportunities and support interdisciplinary networking. AVA requires networks to abide by the affiliation agreement.

3. Officers

3.1. Titles

3.1.1. The President is the chief presiding officer of AVA and the Board of Directors.
3.1.2. The President-Elect will become the President at the conclusion of the President’s term and is a member of the Board of Directors.
3.1.3. The Presidential Advisor is the past President and a member of the Board of Directors.
3.1.4. The Secretary is the record keeper of the Board of Directors.
3.1.5. The Treasurer oversees the financial records for the corporation and is a member of the Board of Directors.

3.2. Duties

3.2.1. President

3.2.1.1. Preside at Board meetings and business meetings
3.2.1.2. May vote on all Board business
3.2.1.3. Work collaboratively with the executive staff
3.2.1.4. Appoint Board Liaisons to all working groups

3.2.2. President-Elect

3.2.2.1. Assume the duties and authority of the office of President in the absence of the President
3.2.2.2. Assume the office of President if a vacancy occurs
3.2.2.3. Work collaboratively with the President for the continuity of corporate business

3.2.3. Presidential Advisor

3.2.3.1. Be available to mentor the President
3.2.3.2. Sit on the Board Development Commission as the Board Liaison

3.2.4. Secretary

3.2.4.1. Publish agenda to Board Members
3.2.4.2. Record the minutes of Board meetings
3.2.4.3. Submit minutes to the Board in a timely manner

3.2.5. Treasurer

3.2.5.1. Work with the finance department to ensure financial policies are being followed
3.2.5.2. Provide timely financial reporting to the Board of Directors
3.2.5.3. Present an annual budget to the Board of Directors for approval
3.2.5.4. Report on the finances of the corporation to the membership at the annual meeting

3.3. Eligibility

3.3.1. To be eligible for an officer position, candidates must be a member of the Association and have served a full two-year term as a director-at-large within the last 10 years.

3.3.1.1. Officer candidates must hold a valid Vascular Access Board Certification (VA-BC) or Industry Certificate at the time of consideration of the BDC for those positions unless they are ineligible to be certified and maintain their VA-BC throughout their term including during the nomination process.

3.4. Election
3.4.1. Officers are nominated by the Board Development Commission.
3.4.2. Officers are elected by the membership to serve a one-year term commencing on January 1 of the year following the election.
3.4.3. The President-Elect automatically advances to President and then Presidential Advisor without needing to be re-elected for each of those one-year terms.
3.4.4. Officers may not serve more than two consecutive terms in the same office.

3.5. Vacancy
If an office other than President becomes vacant, the Board Development Commission will nominate a successor within 30 days for the open position. The nominee will be confirmed by a majority vote of the Board of Directors.

3.6. Discipline
3.6.1. Suspension
Officers and Directors-at-Large may be suspended by a 2/3rds vote of the Board of Directors for cause.

3.6.2. Removal
3.6.2.1. Officers and Directors-at-Large may be removed by a vote of the active membership.

3.6.2.1.1. A request for removal of an officer must be submitted in writing to the President and must detail the cause for removal.

3.6.2.1.1.1. If a member or officer is requesting to remove the president, the request for removal letter may be submitted to the Presidential Advisor.

3.6.2.1.1.2. If the officer receiving the request believes that it does not detail sufficient cause for removal, the officer will bring the request to the board.

3.6.2.1.1.3. The Board of Directors may declare the request of order by a three-quarters (3/4ths) vote of all Board members.

3.6.2.1.2. A request can be submitted by an active member including officers and directors-at-large.

3.6.2.1.3. A request must detail reasons for removal and be framed as a motion on which the membership will vote.

3.6.2.2. The Officer receiving the removal request will then notify the officer or director-at-large in question for removal.

3.6.2.3. Any board member may respond in writing to the removal request and such response will be sent to the membership with the motion to remove.

3.6.2.4. Within 10 business days after submission of removal request, a vote must be put to the membership.

3.6.2.5. Members will be given 10 business days to vote on the removal motion.

3.6.2.6. If two-thirds (2/3rds) of the votes cast are in favor of removal the officer or director-at-large will be removed.

4. Board of Directors
4.1. Authority
4.1.1. Governing authority of the corporation is vested in a Board of Directors, which shall have supervision, control and direction over the affairs of the corporation, and which shall
determine its policies and procedures in accordance with the Articles of Incorporation and these Bylaws.

4.1.2. The Board shall exercise supervision in the disbursement of all funds and in the conduct of all programs and may adopt such policies and procedures necessary to carry out corporation functions and may delegate such authority to such employees and agents as it deems advisable. Such delegation, however, shall not operate to relieve the Board or any individual Director of any responsibility imposed upon the Board or the Director by law.

4.1.3. The Board shall maintain a conflict of interest (COI) policy and non-disclosure and confidentiality agreements, which each Board member shall be required to complete and sign annually indicating any conflict or potential conflict with his or her service on the Board.

4.2. Composition

4.2.1. A Board of at least nine (9) and no more than fifteen (15) Directors, composed of the President, President-Elect, Secretary, Treasurer, and Presidential Advisor and up to ten (10) Directors-at-Large shall govern and control the business affairs of AVA.

4.2.2. All Directors shall be members in good standing.

4.2.3. The executive staff are non-voting, ex officio members of the Board of Directors.

4.3. Election and Terms

4.3.1. Board members are nominated by the Board Development Commission and elected by the members. The term begins on January 1 of the year following the election.

4.3.2. Directors at large serve a two-year term and are eligible to serve no more than two consecutive terms.

4.3.3. The Secretary and Treasurer serve a one-year term and may serve no more than two consecutive terms.

4.3.4. The President-Elect is elected to serve three consecutive one year terms as President-Elect, President, and Presidential Advisor.

4.4. Meetings

4.4.1. Regular meetings will usually be held monthly and be called by the President.

4.4.2. Special meetings shall be called by the President within seven (7) days of receiving a written request from two board members sent to the Secretary with the purpose of the meeting specified in the request.

4.4.3. Notice of the date, time, and place of any regular or special meeting of the Board shall be given by written notice using the primary communication platform of the corporation.

4.4.4. Emergency meetings may be called when immediate action is required and a regular or special meeting cannot be held in time to address the emergency.

4.4.4.1. An emergency meeting must have a quorum.

4.4.4.2. In an emergency meeting, a motion will pass with a majority of the total board members (see 4.6).

4.4.4.3. Any action taken in an emergency meeting must be communicated to the entire board as soon as possible. The reason and rationale for the emergency declaration must be stated. Any action taken must be ratified by a majority vote of the Board.

4.4.5. Meetings may take place by any means of communication by which all persons participating in the meeting are able to hear one another.
4.5. Quorum. A simple majority of the Directors shall constitute a quorum at any meeting of the Board.
4.6. Voting. A majority of total board members will pass any motion.
4.7. Board Committees.
   The Board may appoint committees from within its members to assist its work. Such committees will report back to the board with a motion for the board to vote on.

5. Working Groups
5.1. Specific working groups are established or dissolved by the Board. The name, type, purpose and duration will be specified in a motion.
5.2. The AVA Policies and Procedures outline leadership and member selection processes for each entity.
5.3. Types of Working Groups
   5.3.1. Committees
   Committees are groups that meet to work on issues that are ongoing within the organization. The Board may establish committees, as it deems necessary.
   5.3.2. Task Forces
   A Task Force is a board-appointed working group with a specific and time-limited objective and defined deliverables.
   5.3.3. Special Interest Groups
   Special interest groups are tasked with specific projects that address the organization’s strategic goals.
   5.3.4. Board Development Commission
   The Board Development Commission (BDC) identifies and maintains a pool of candidates for the Boards of AVA and the AVA Foundation to ensure qualified leadership is identified to reach the organization’s mission, vision and strategic goals.

6. Meetings
6.1. Annual Business Meeting
   6.1.1. The annual business meeting will be held at a place and time determined by the board. The meeting will normally be held concurrent with the Annual Scientific Meeting.
   6.1.2. Notice. Thirty (30) days’ written notice will be given to the members.
   6.1.3. Agenda. Members may notify the Secretary with items to be placed on the agenda. The agenda will be published no less than 5 days before the meeting through the normal communication means of the corporation.
   6.1.4. Quorum. 15 members who are not current officers or directors will constitute a quorum.
   6.1.5. Voting. Any business conducted at a meeting with less than 5% of the membership present will need to be ratified by a vote of the membership. The business will be sent the membership with thirty (30) days to respond. A majority of the votes cast will ratify the action of the meeting.
6.2. Special Meetings
   6.2.1. 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.

7. Policies & Procedures
7.1. Policies are written directives approved by the board that govern the operation of the corporation.

7.2. Procedures are written guidelines approved by the executive staff that govern the actions of staff. The board may advise the executive staff on the content and wording of procedures.

7.3. Adoption. Policies are adopted by a majority of the board members and may be revised, amended, or rescinded by a majority of the board.

8. Conflict of Interest

8.1. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that:

8.1.1. The interest of such director or officer is fully disclosed to the board of directors.

8.1.2. No interested director or officer may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon.

8.1.3. AVA may conduct business with an officer or director-at-large provided that the other members of the board of directors approve it is in the best interest of the organization.

8.1.4. Payments to the interested director or officer shall be reasonable and shall not exceed fair market value.

8.1.5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

9. Parliamentary Authority

The rules contained in the latest edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern the corporation in all cases to which they are applicable in which they are not inconsistent with these bylaws and any special rules of order the board may adopt.

10. Amending the Bylaws

10.1. Amendments will be sent to the membership in writing through the normal communication means of the corporation upon the approval of a majority of the board or a majority of the votes cast at a duly called meeting.

10.2. Amendments sent to the membership for approval will be given thirty (30) days time for voting and will pass with a two-thirds (2/3rds) majority of the votes cast.

11. Dissolution

The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Incorporation and the laws of California.
History of Constitution

- January 14, 2022: AVA Membership approved revisions.
- November 8, 2021: AVA Board approved revisions.
- April 2020 – March 2021: Bylaws & Policy Committee worked on revision.
- January 15, 2021: Revision approved by AVA Membership.
  - Amended to strike references to the CEO and COO and replace with “executive staff.” This change was made to allow the board more flexibility in hiring executive staff and assigning their titles.
- July 31, 2019: Revision approved by AVA Membership.
- July 31, 2018: Revision approved by AVA Membership.
- October 3, 2016: Revision approved by AVA Membership.
- February 28, 2014: Bylaws approved by AVA Membership.