

BYLAWS
OF
[INSERT NETWORK NAME]

ARTICLE I

The name of the Network shall be [INSERT NETWORK NAME] (the “Network”).

ARTICLE II

PURPOSE

Section 1. Not For Profit and Control. The Network shall operate as a not-for-profit association. It is the intent of Network to be a Network of the Association for Vascular Access (“AVA”) and thereby to be subject to the general supervision and control of AVA and to the AVA bylaws.

Section 2. Purposes. The purpose of the Network is to provide an opportunity for individuals involved in the vascular access industry within the Network’s geographical area as described on Exhibit A attached hereto, to improve practice and patient outcomes by focusing on education and new product innovations.

Section 3. Rules. The following rules shall conclusively bind the Network and all persons acting for or in behalf of it:

a. No part of the net earnings of the Network shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Network shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. Notwithstanding any other provision of these bylaws, the Network shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

b. Upon the dissolution of the Network, the members shall, after paying or making provision for the payment of all the liabilities of the Network, dispose of all the assets of the Network exclusively for the purposes of the Network in such manner, or to such organization or organizations organized under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the members shall determine.

c. The Network shall not adopt any practice, policy or procedure which would result in discrimination of any protected class under State or Federal Law.

ARTICLE III

OFFICERS

Section 1. Officers. The officers of the Network shall be a first officer, a second officer and such other officers as may be determined by the Network. The Network may elect or appoint such other officers as it shall deem desirable, such officers to have the authority to perform the duties prescribed from time to time by the Network. Any two or more offices may be held by the same person. The Network will maintain a minimum of 2 officers at all times. All officers must maintain an active membership in the Association for Vascular Access (AVA).

Section 2. Election and Term of Office. The officers shall be elected by the members of the Network for a term determined by the members of the Network. Vacancies may be filled or new offices created and filled at any meeting of the members of the Network.

Section 3. Removal. Any officer may be removed by a two-thirds vote of the members of the Network whenever in its judgment the best interests of the Network would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the members of the Network for the unexpired portion of the term.

Section 5. First Officer. The first officer shall be the principle executive officer of the Network and shall in general supervise and control all of the affairs of the Network. The officer shall preside at all meetings of members; have charge and custody of and be responsible for all funds and securities of the Network; receive and give receipts for monies due and payable to the Network from any sources whatsoever; and deposit all such moneys in the name of the Network in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws. The officer may sign, with the second officer or any other proper officer of the Network authorized by the Network, contracts, or other instruments which the members have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the members or by these bylaws or by statute to some other officer or agent of the Network; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the members from time to time. All officers must maintain an active membership in the Association for Vascular Access (AVA).

Section 6. Second Officer. The second officer shall keep the minutes of the meetings of the members 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 corporate records and of the seal of the Network and see that the seal of the Network is affixed to all documents, the execution of which on behalf of the Network under its seal is duly authorized in accordance with the provisions of these bylaws; in the absence of the first officer or in the event of his inability or refusal to act, the second officer shall perform the duties of the first officer and when so acting, shall have all the powers of and be subject to all the restrictions upon the first officer. Any second officer shall perform such other duties as from time to time

may be assigned to them by the first officer or by the members of the Network. All officers must maintain an active membership in the Association for Vascular Access (AVA).

ARTICLE IV

MEMBERS

Section 1. Classes of Members. The Network shall have one class of members. An individual who pays annual dues to the Network will be considered a member for the year in which the individual has paid the dues. Professional members of the Network are encouraged, but not required to be members of AVA.

Section 2. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. General Powers. The affairs of the Network shall be managed by its members.

Section 4. Quorum. A majority of the members shall constitute a quorum for the transaction of business at any meeting of the members, provided, that if less than a majority of the members are present at said meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 5. Manner of Acting. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members, except where otherwise provided by law or by these bylaws.

ARTICLE V

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The members may authorize any officer or officers, agent or agents of the Network, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Network and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Network, shall be signed by such officers, agent or agents of the Network and in such manner as shall from time to time be determined by resolution of the members. In the absence of such determination by the members, such instruments shall be signed by the first officer and countersigned by second officer of the Network. The Network must maintain 2 officers as agents on the bank account at all times.

Section 3. Deposits. All funds of the Network shall be deposited from time to time to the credit of the Network in such banks, trust companies or other depositories as the members may select.

Section 4. Gifts. The members may accept on behalf of the Network any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Network.

ARTICLE VI

BOOKS AND RECORDS

Section 1. Record Keeping. Officers of the Network shall keep correct and complete books and records of accounts, as well as membership rosters (including contact information), and shall also keep minutes of the proceedings of its members.

Section 2. Account Access. The Network is required to have no less than two officers granted access to all accounts, logins, and passwords (including emails).

ARTICLE VII

FISCAL YEAR

The fiscal year of the Network shall be January 1 through December 31.

ARTICLE VIII

AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the members present at any regular meeting or at any special meeting, provided that at least fifteen days' written notice is given of intention to alter, amend or repeal and to adopt new bylaws at such meeting. AVA must approve all bylaw changes before they can take effect.

ARTICLE IX

INDEMNIFICATION

The Network shall indemnify all officers of the Network to the full extent permitted by law, and shall be entitled to purchase insurance for such indemnification of officers to the full extent as determined from time to time by the members of the Network.

IN WITNESS WHEREOF, the undersigned have executed these Bylaws on this _____ day of _____, 20__.

First Officer

Second Officer

Exhibit A

Membership of the Network, an AVA Network, is primarily drawn from the states/counties/cities listed below:

State(s):

County(s):

City(s):

SAMPLE