

By-Laws of the International Society for Heart Research, North American Section

Constitution

ARTICLE 1. Name

The official name of this organization is the "INTERNATIONAL SOCIETY FOR HEART RESEARCH, AMERICAN SECTION"

Referred to more generally as the "INTERNATIONAL SOCIETY FOR HEART RESEARCH, NORTH AMERICAN SECTION (ISHR-NAS)

ARTICLE II. Purpose

The purpose of (ISHR-NAS shall be:

- (1) To promote and foster the exchange and diffusion of concepts and information throughout North America relating to metabolism, structure, and function of the cardiovascular system in health and disease.
- (2) To advance knowledge in the scientific disciplines relating to cardiovascular function and disease.
- (3) To hold regular scientific meetings dealing with heart research.
- (4) To provide a suitable forum for the discussion of problems and solutions relating to cardiovascular function and disease.
- (5) To support the development of early and mid-career cardiovascular scientists.

ISHR-NAS has been organized and shall be operated exclusively for the purpose described above. No part of the net earnings of ISHR-NAS shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the ISHR-NAS 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 in Article II. No substantial part of the activities of ISHR-NAS shall include attempting to influence legislation; and the ISHR-NAS shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, ISHR-NAS shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of the Society.

Rules and By-Laws

ARTICLE 1. Membership

Section 1. The ISHR, NAS shall consist of four classes of members:

- (1) Member
- (2) Trainee member
- (3) Emeritus member
- (4) Honorary member
- (5) Corporate member

Section 2.

A Member shall be designated a "Member of the International Society for Heart Research, North American Section." Eligibility for membership shall be any physician or scientist who has manifested a scientific interest in heart research. He or she shall pay annual dues fixed by the Council. Members shall be eligible to vote and hold office. The Council may revoke membership for non-payment of dues by majority vote or for malfeasance by a two-thirds' majority decision of the Council. Applications for membership in ISHR-NAS shall be submitted on a form approved by the Executive Committee.

Section 3.

A Trainee member shall be designated a "Trainee Member of the International Society for Heart Research, North American Section." Eligibility for membership shall be any student or trainee (i.e. Postdoctoral fellow, research technician, etc) who has manifested a scientific interest in heart research. He or she shall pay annual dues fixed by the Council. Members shall be eligible to vote and serve on Council, but not hold office. The Council may revoke membership for non-payment of dues by majority vote or for malfeasance by a two-thirds' majority decision of the Council. Applications for membership in ISHR-NAS shall be submitted on a form approved by the Executive Committee.

Section 4.

An Emeritus Member shall be designated an "Emeritus Member of the International Society for Heart Research, North American Section" and shall constitute those who have been Members for a minimum of 9 years and who have made an appropriate request to the Secretary of the ISHR, NAS for cause, such as retirement, disability, hardship, etc. Emeritus Members do not pay dues but may vote at Business Meetings.

Section 5.

An Honorary Member shall be designated "Honorary Member of the International Society for Heart Research, North American Section" when so designated by the International Society. Honorary membership may be conferred upon any individual who has made a contribution of exceptional merit. Honorary members do not pay dues but may vote at Business Meetings.

Section 6.

A Corporate Member shall be designated "Corporate Member of the International Society for Heart Research, North American Section." Corporate membership may be extended to any corporation, partnership, foundation, society, or other organization that contributes to the ISHR, NAS annually a sum fixed by the Executive Committee. Corporate membership is authorized by the Council and shall be recognized annually in at least one publication of the ISHR, NAS. Corporate members are non-voting. A list of Members will be available at the meetings of the Section.

ARTICLE II. Finances and Journal Subscriptions

Section 1 The financial year of ISHR-NAS extends from January 1st to December 31st. All memberships shall be renewed annually. Dues are payable in advance and will be considered to be in arrears as of January 1st. All new members shall be liable for the full annual dues for the year in which their application is accepted. The dues to ISHR-NAS will be set by the Council.

Section 2. The official Journal of the ISHR, "Journal of Molecular and Cellular Cardiology," shall be available as follows:

- (1) Subscription.
- (2) Library and other institutional subscriptions.

ARTICLE III. Council

Section 1. Council as Governing Body

The Council of ISHR-NAS shall be the governing body and the legal trustee of all the property of the ISHR-NAS. Its composition should reflect the diversity, equity, and inclusiveness of the membership. The duty of the Council is to set the policy and to supervise the affairs of ISHR-NAS, to formulate by-laws, rules, and regulations. The Council shall have all judicial and executive functions.

Among its specific duties shall be:

- (1) Election of Members, Trainee Members, Emeritus Members, Corporate Members, and Honorary Members.
- (2) Selection at least 2 years in advance of the place where the meeting of ISHR-NAS will be held.
- (3) Establishment of guidelines for activities and functions sponsored by ISHR-NAS.
- (4) Any other functions not otherwise designated by the by-laws.

Section 2. Council Composition

The Council of ISHR-NAS shall be composed of all the officers designated in Article IV and 15 councilors, all of whom shall be Members of ISHR-NAS

Section 3. Term of Office

The term of office is 6 years. Councilors may be elected for only one term. Councilors shall take office immediately

after the meeting at which they were elected.

Section 4. Council Meetings

(1) There shall be two regular meetings of the Council at the time of each meeting of the Section, one at the beginning of the meeting, and the other, of the newly elected Council, at the end of the meeting.

(2) Additional meetings, called Special Meetings, may be held on the recommendation of the President with the approval of the majority of the Executive Committee. These meetings can be held by appropriate communication media.

(3) An official ballot shall be circulated only upon approval by the majority of the Executive Committee and shall be binding only if two-thirds of the Council members respond and more than 50% of the respondents register approval of the ballot in question. Ballots may be undertaken at the annual meeting (in person) or any other Executive Committee designated meeting, as deemed necessary, in person, by mail or electronic form.

Section 5. Quorum

Quorum and Voting Quorum for the conduct of the Council business shall consist of not less than 40% of the total Council members entitled to vote. There shall be no proxy voting. All decisions of the Council shall be made by simple majority vote of those present unless otherwise specified in the by-laws.

Section 6. Vacation of Office

A Council position shall be vacated if a Council Member resigns his/her office by delivering a written resignation to the Secretary of the ISHR-NAS, if he/she becomes bankrupt, upon death, elevated in position, or if at a Business Meeting a resolution is passed by three-quarters (3/4) of the members present to remove said Council Member from office.

Section 7. Filling of Vacancies

Any vacancy that may occur on the Council by death, resignation, disqualification, or elevation to office may be filled by majority vote of the Executive Committee. Such an individual will serve the remainder of the unexpired term or until such time as a regular ballot is held by the Council. Individuals who serve fewer than three years of an unexpired term on Council retain eligibility for election to the Council for a new, full six-year term.

ARTICLE IV. Officers and Executive Committee

Section 1. Officers

Officers of ISHR-NAS shall be the Immediate Past President, President, President-Elect, Secretary, and Treasurer.

Section 2. Duties of Officers

The officers shall exercise those duties and rights normally pertaining to the offices they hold and in addition any other duties which may be assigned by the Council. Specific Officers shall have the following duties:

(1) The President shall have the final responsibility for the administration of the Society. The President shall be Chairman of the Council, Chairman of the Executive Committee, and shall conduct the Business Meeting. Except

for the Nominating Committee, he/she shall appoint all members of standing committees with the advice of the Executive Committee. These should be named at the time of the regular meetings of the Council. The President shall appoint all members of the temporary or ad hoc committees including the Advisory Committee for each meeting. The President may under special circumstances call for a mail or electronic vote of the Executive Committee.

(2) The President-Elect shall assist the President in any duties which the President may delegate or designate. The President-Elect shall take office as President at the end of the Section meeting at which time his/her term as President-elect expires. He/she shall preside as Chairman over the second regular meeting of the Council at this Section meeting. He/she shall preside at any official meeting which the President is unable to attend and shall fulfill the duties of the President should the President be unable to discharge them.

(3) The Treasurer shall receive all dues and other funds and shall pay all obligations and debts. He/she shall render a complete financial account to the Council and to the membership. The Treasurer shall submit a proposed budget to the Council. Any deviation from this budget of an amount to be determined by the Council shall receive the approval of the Executive Committee before the expenditure is made. The account of the Treasurer shall be audited annually by a Committee consisting of three Members appointed by the President and approved by the Council. This Committee will sign the cash books and the annual balance together with the Treasurer. The approval of the financial accounts by the Council will relieve the President, Treasurer, and Audit Committee from all subsequent financial responsibility to the Society. The Treasurer may write checks for amounts in excess of \$1000.00 only when the item has been voted upon by Council or written approval given by the Executive Committee. In the event of incapacitation of the Treasurer, the Past-President is authorized to sign checks for ISHR-NAS.

(4) The Secretary shall keep a record of all classes of membership of ISHR-NAS and shall keep a minute book of the transactions of the Section and its committees. He/she shall keep the records of all meetings of the Council, the Standing Committees, and the General Assembly. He/she shall prepare a Secretary's Report dealing with the activities of the American Section and submit it to the President before each meeting. He/she shall be responsible for coordinating the secretariat of the Society and the time and location of meetings of the Council and society committees during the Section meetings.

Section 3. Executive Committee

The Executive Committee shall consist of seven Members: Immediate Past-President, President, President-Elect, Secretary, Treasurer and two members of the Council. Five members of the Executive Committee shall constitute a quorum. The Executive Committee shall make decisions by majority vote, unless otherwise specified. The Executive Committee may act on behalf of the Council in intervals between the Regular Meetings. All actions of the Executive Committee must be ratified at the next official meeting of the Council or by mail/electronic vote of the Council by the earlier specified mechanism. In case of an emergency preventing action by the Council and the membership, the Executive Committee may take over the functions of the Council and the membership and shall continue in office until the emergency is over and until a meeting of the General Assembly and the Council can be held.

Section 4. Term of Office

The term of all elected Officers shall be 3 years. No Officer may be re-elected to the same office except the Secretary and the Treasurer, who may be elected for no more than two additional terms. The President Elect preferably should be a person who has previously served as an officer or councilor.

ARTICLE V.

Section 1. Standing Committees

Standing Committees shall be:

- (1) Nominating Committee
- (2) Advisory Committee for the forthcoming Section meeting
- (3) Such other Standing Committees as may be designated by the Council.

Section 2. Nominating Committee

The Nominating Committee shall consist of 5 Members; three Members shall be selected by the ongoing Council at, and 2 will be appointed by the new President, one of which will serve as the Chair of the Nominating Committee.

The Chair of the Nominating Committee shall convene his/her Committee as early as possible. The Chairman should be introduced at the Business Meeting and may solicit suggestions in writing from the Members for the list of nominees. Such written nominations should be accompanied by a curriculum vitae. Current members of the Nominating Committee are not eligible for nomination as officers. The Nominating Committee through its Chairman is expected to confer frequently with the President in the interval between meetings.

The Committee will prepare for the President a final list of nominees for Officers and Members of the Council at least 3 months in advance of the next Section meeting. On this list, the previous President will, of course, become Past-President, and the previous President-Elect will become President. For all other positions, including each vacancy on the Council, the Nominating Committee shall nominate two candidates attempting to establish equities in national origin and scientific discipline. The Membership will elect Officers and Council Members by a majority vote by a mail-in or electronic ballot for each position. Interim vacancies in any position may be filled by the Executive Committee, and such individuals will serve until the next official meeting of the Council.

Section 3. Advisory Committee for Section meetings

The Advisory Committee to the forthcoming meeting of the Section will act as the liaison between the local organizing committee of the forthcoming Section meeting and the ISHR-NAS. This Committee will be comprised of Members of the Council and the local organizing committee. The Advisory Committee will meet and function according to guidelines established by the Section for the operation of its meetings. To stimulate input from the Members, the Advisory Committee may encourage suggestions concerning the format and content of the scientific program of the meeting. The President appoints from the Advisory Committee for Section meetings one member, who should be a Council member, and who will serve as a member of the local program committee.

Section 4. Filling of vacancies

Any vacancy that may occur on the Standing Committees may be filled by the President, subject to the approval by the Executive Committee at its next meeting.

ARTICLE VI.

Business Meetings

All Members of ISHR-NAS attending the Section meeting shall be eligible to attend the Business Meeting. Members, Trainee Members, Emeritus Members, and Honorary Members shall be eligible to vote. The meeting of the membership will be held during the Section meeting after the first Regular Meeting of the Council. The functions of the Business Meeting shall be:

- (1) To ratify the actions of the Council on all classes of membership.
- (2) To ratify changes in by-laws, rules, and regulations, as recommended by the Council.
- (3) To ratify location for future Section meetings.
- (4) To vote upon any item of business which the Council brings before the membership.

All decisions will be made by simple majority vote of those members present at the Business Meeting, unless otherwise stated in the By-Laws. The quorum for the Business Meeting shall be not less than 30 Members. New business voted upon by the membership will be considered at the second meeting of the Council of the Society.

ARTICLE VII.

Scientific Meetings

The ISHR-NAS will under ordinary circumstances hold its meetings every year. The American Section may sponsor or cosponsor other meetings or workshops as the Executive Committee sees fit, but the Executive Committee shall not obligate the Section financially in excess of the budget approved by the Council.

All named lectures, awards, and donations/endowments (that currently exist and any that may occur in the future) must be voted on by the ISHR NAS Council. Furthermore, that all individuals who are named must at a minimum meet the following: (i) carry out or have carried out transformative science, (ii) support diversity, equality, and inclusion and (iii) support the society and mission of ISHR NAS. Furthermore, ISHR NAS Council must also approve the processes for selection of named ISHR NAS lecturers and award recipients with a majority vote.

ARTICLE VIII.

Agendas and Minutes of Meetings

Section 1. Agendas

- (a) The agendas for the meetings of the Council and Executive Committee to be held at the time of the section meetings should be distributed at least 1 month prior to the meeting. New items can be added to the agendas and acted upon at the time of the meeting. The agendas for Special Meetings of the Council and the Executive Committee should be distributed at least 1 week prior to the meeting unless there is an emergency.
- (b) The agenda for the Business Meeting shall be published in the announcement of the Section meeting. Further suggestions of items for the agenda must be made to the Council prior to its first Regular Meeting.

Section 2. Minutes

Minutes of the Committee Meetings and the Council Meetings should be distributed no later than 3 months after the meeting, for ratification by mail or electronic vote by the Council. Minutes of the Meeting of the

Membership shall be ratified by the Executive Committee.

ARTICLE IX.

Amendments

Section 1. Changes in By-Laws

Any proposed changes in the By-Laws must be submitted in writing to the President and signed by five Members. The proposed changes will be reviewed and approved by ISHR, NAS legal counsel. The amendment must be circulated one month in advance of any official meeting of the Council. The amendment must be acted upon at the next official meeting of the Council. The notice of such official meeting shall contain an announcement, text, and explanations of the proposed amendment or amendments. Proposed amendments shall require for their adoption a majority vote of the Executive Committee and a subsequent affirmative vote of two-thirds of the Council Members present. The action of the Council shall be ratified by the Membership, as proposed in ARTICLE VI.

Section 2. Dissolution of ISHR-NAS

Upon dissolution of ISHR-NAS the Council shall, after paying or making provision for the payment of all of the liabilities of the Section, dispose of all of the assets of the Section exclusively for the purposes for which the Section was organized and operated, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes, as the Council shall determine. The decision of the Council as to the disposition of the assets of the Section shall be ratified by the membership.

Section 3. Indemnification

Indemnification of Council and Officers: Each person who is or was a director or officer, or member of any committee of the Corporation; and each person who is or was serving at the request of the Corporation as a director, officer, agent, or committee member of any other corporation, partnership, joint venture, trust, or other enterprise (“Indemnitee”), shall be indemnified by the Corporation (and the Corporation shall defend and advance expenses on behalf of such persons) for all acts and omissions occurring on or after the effective date of these Bylaws, incurred in the good faith performance of the Indemnitee’s duties to the Corporation, to the fullest extent to which the Corporation has the power to indemnify such persons pursuant to the corporation laws of the State of Massachusetts as they may be in effect from time to time. Notwithstanding the foregoing, the Corporation shall not be required to provide such indemnification to the extent that it would be inconsistent with the Corporation’s status as a tax-exempt entity.

Actions Brought by the Indemnitee. Notwithstanding the provision of Section 8.01 of this Article, the Corporation shall not indemnify an Indemnitee in connection with any action, suit, proceeding or claim (or part thereof) brought or made by such Indemnitee; unless such action, suit, proceeding or claim (or part thereof) (a) was authorized by the board of directors of the Corporation, or (b) was brought or made to enforce this Article and such Indemnitee has been successful in such action, suit, proceeding or claim (or part thereof).

Approval of Indemnification. An indemnification under Section 8.01 or 8.02 of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in Section 8.01 of this Article. This determination shall be made promptly in any of the following ways:

(a) by a majority vote of a quorum of the board consisting of directors who were not parties to the action, suit, or proceeding.

(b) if the quorum described in subdivision (a) is not obtainable, then by a majority vote of a committee of directors who are not parties to the action. The committee shall consist of not less than two (2) disinterested directors; or

(c) by independent legal counsel in a written opinion.

Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Section 8.01 of this Article shall be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of any undertaking by or on behalf of the Indemnitee to repay the expenses if it is ultimately determined that the Indemnitee is not entitled to be indemnified by the Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Partial Indemnification. If an Indemnitee is entitled to indemnification under Section 8.01 of this Article for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Corporation shall indemnify the Indemnitee for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the Indemnitee is entitled to be indemnified.

Other Rights of Indemnification. The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee or agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of the Massachusetts Nonprofit Corporation Act.

Contract with the Corporation. The right to indemnification conferred in this Article shall be deemed to be a contract between the Corporation and each director or officer who serves in any such capacity at any time while this Article is in effect, and any repeal or modification of any such law or of this Article shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts. In the event this Article is repealed or modified, the Corporation shall give written notice thereof to the directors and officers and any such repeal or modification shall not be effective for a period of sixty (60) days after such notice is delivered.

Adopted by the Officers of International Society for Heart Research, North American Section, June 19, 2008.
Amended by the Officers of the International Society of Heart Research, North American Section, XXX, 2023