

Adopted by the Board of Directors on September 16, 2025

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

Constitution

ARTICLE I. Name

The official name of this organization is “INTERNATIONAL SOCIETY FOR HEART RESEARCH, NORTH AMERICAN SECTION (ISHR-NAS or the “corporation”)

ARTICLE II. Purpose

The corporation is organized exclusively for charitable, educational, and scientific purposes, including but not limited to:

- (1) Promoting and fostering 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) Advancing knowledge in the scientific disciplines relating to cardiovascular function and disease;
- 3) Holding regular scientific meetings dealing with heart research;
- 4) Providing a suitable forum for the discussion of problems and solutions relating to cardiovascular function and disease; and
- 5) Supporting the development of early and mid-career cardiovascular scientists.

The corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under Chapter 180 of the General Laws of Massachusetts and which are not inconsistent with the corporation's qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall neither participate nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 1. Membership

Section 1. The ISHR-NAS shall consist of five classes of members:

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- (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 Board of Directors. Members shall be eligible to elect the board of directors and officers during meetings of the members and to hold office; provided, however, that the number of members legally qualified to vote in meetings of the corporation where there is a proposed amendment to the Articles of Organization, for the purposes of a quorum at such a meeting, shall be five (5) members, and such an amendment may be adopted by the affirmative vote of at least (4) such members, comprising two-thirds of such members who are qualified to vote for an amendment to the Articles. Membership shall be automatically revoked and such member shall no longer have voting rights if a member fails to pay dues for a period of two (2) years. In addition, the Board of Directors may revoke membership for non-payment of dues by majority vote or for malfeasance by a two-thirds' majority decision of the Board of Directors. 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 Board of Directors. Trainee Members shall be eligible to vote and serve on the Board of Directors, but not hold office. The Board of Directors may revoke membership for non-payment of dues by majority vote or for malfeasance by a two-thirds' majority decision of the Board of Directors. 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, subject to the other provisions herein surrounding amendments to the Articles of Organization.

#### 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 ISHR-NAS . 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, subject to the other provisions herein surrounding amendments to the Articles of Organization.

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## 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 Board of Directors and shall be recognized annually in at least one publication of the ISHR-NAS. Corporate members are non-voting, and are not consider voting members as provided by Massachusetts General Laws Chapter 180. 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 Board of Directors.

### 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. Board of Directors

### Section 1. Board of Directors as Governing Body

The Board of Directors 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 Directors is to set the policy and to supervise the affairs of ISHR-NAS, to formulate by-laws, rules, and regulations. The business and affairs of the corporation shall be controlled and governed by the Board of Directors, which shall have the right to exercise all powers of the corporation that are not expressly reserved to the members of the corporation by these bylaws, the Articles of Organization, or by law.

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 and which are not expressly reserved to the members of the corporation by these bylaws, the Articles of Organization, or by law.

### Section 2. Board of Directors Composition

The Board of Directors of ISHR-NAS shall be composed *ex officio* of all the officers designated in Article IV and

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15 Directors, all of whom shall be Members of ISHR-NAS.

### Section 3. Term of Office

The term of office for Directors is 6 years. Directors may be elected for only one term. Directors shall take office immediately after the meeting at which they were elected.

### Section 4. Board of Directors Meetings

(1) There shall be two regular meetings of the Board of Directors 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 called by the President, or by a majority of the members of the corporation or a majority of the directors then in office, by giving notice, of the date, time, place, and purpose of such meeting, to all directors at least three (3) days in advance of such meeting. Notice of all meetings in which an amendment to these Bylaws is to be considered shall also contain a statement of the exact wording of the proposed Bylaw amendment. One or more directors may attend any annual, regular, special, or committee meeting of the board through telephonic, electronic, or other means of communication by which all directors have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

### Section 5. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. At any meeting of the Board of Directors at which a quorum is present, a majority of those directors present shall decide any matter, unless a different vote is specified by law, the Articles of Organization, or these bylaws. Any action required or permitted to be taken at any board meeting may be taken without a meeting if a consent in writing, setting forth the action as taken, shall be signed by all of the Directors with respect to such subject matter. Such consent, which may be signed in counterparts, shall have the same force and effect as a vote of the Board of Directors.

### Section 6. Vacation of Office

A Director position shall be vacated if a Director 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 voting Members present to remove said Director from office.

### Section 7. Filling of Vacancies

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

## ARTICLE IV. Officers and Executive Committee

### Section 1. Officers

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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 Board of Directors. 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 Chairperson of the Board of Directors, Chairperson 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 Board of Directors. The President shall appoint all members of the temporary or ad hoc committees including the Advisory Committee for each meeting.

(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 Chairperson over the second regular meeting of the Board of Directors 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 Board of Directors and to the membership. The Treasurer shall submit a proposed budget to the Board of Directors. Any deviation from this budget of an amount to be determined by the Board of Directors 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 Board of Directors. This Committee will sign the cash books and the annual balance together with the Treasurer. The approval of the financial accounts by the Board of Directors 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 Board of Directors 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 Board of Directors, 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 Board of Directors 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 Board of Directors. 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 Board of Directors in intervals between the Regular Meetings in all matters that are not reserved exclusively to the Members or the Board of Directors by the Articles of Organization, these Bylaws, or by law, but the Board of Directors maintains fiduciary oversight over the Executive Committee. All actions of the Executive Committee must be ratified at the next official meeting of the Board of Directors or by unanimous written consent of the Board of Directors by the earlier specified mechanism.

## Section 4. Term of Office

Adopted by the Board of Directors on September 16, 2025

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 Director.

## 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 Board of Directors.

### Section 2. Nominating Committee

The Nominating Committee shall consist of 5 Members; three Members shall be selected by the ongoing Board of Directors, 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 Chairperson 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 Chairperson 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 Board of Directors 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 Board of Directors, the Nominating Committee shall nominate two candidates attempting to establish equities in national origin and scientific discipline. The Membership will elect Officers and Directors 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 Directors.

### 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 Director, 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.

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## 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 Board of Directors. The functions of the Business Meeting shall be:

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

## ARTICLE VII.

### Scientific Meetings

The ISHR-NAS will under ordinary circumstances hold its meetings every year. The ISHR-NAS 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 Board of Directors.

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 Board of Directors. 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 Board of Directors 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 Board of Directors 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 Board of Directors 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 Board of Directors prior to its first Regular Meeting.

#### Section 2. Minutes

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Minutes of the Committee Meetings and the Board of Directors Meetings should be distributed no later than 3 months after the meeting, for ratification by mail or electronic vote by the Board of Directors. 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 two weeks in advance of any official meeting of the Board of Directors. The amendment must be acted upon at the next official meeting of the Board of Directors. 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 Board of Directors present. The action of the Board of Directors shall be ratified by the Membership, as proposed in ARTICLE VI.

#### Section 2. Dissolution of ISHR-NAS

In the event of dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation to the extent assets of the corporation permit, dispose of all the assets of the corporation exclusively for the purposes of the corporation, as the board of directors shall determine, in such manner as required by section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with the statutes of the Commonwealth of Massachusetts. The decision of the board of directors as to the disposition of the assets of the corporation, if any, shall be ratified by a vote of at least five (5) members.

#### Section 3. Liability and Indemnification

No officer or director of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the officer's or director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by the corporation.

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The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this provision shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This provision constitutes a contract between the corporation and the indemnified persons. No amendment or repeal of this provision which adversely affects the right of an indemnified person shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Adopted by the Officers of International Society for Heart Research, North American Section, June 19, 2008.  
Restated by the Officers of the International Society of Heart Research, North American Section, September 16, 2025.