

BY LAWS
OF
DELAWARE VALLEY SOCIETY OF THORACIC SURGERY (DVSTS)

ARTICLE I

NAME

The name of the corporation shall be DELAWARE VALLEY SOCIETY OF THORACIC SURGERY

ARTICLE II

PURPOSES

Section 1. Not for Profit. The corporation is organized under and shall operate as a Pennsylvania not-for-profit corporation and shall have such powers as are now or as may hereafter be granted by the PA Nonprofit Corporation Law of 1988.

Section 2. Purposes. The purposes of the corporation are to;

- 1) Promote education, data sharing and collaboration in the area of cardiothoracic disease through:
 - a. Providing educational opportunities for clinicians treating cardiovascular diseases
 - b. Promoting the open exchange of data and ideas
- 2) Ensure that patients in the Delaware Valley and surrounding areas receive the highest quality cardiothoracic surgical care. This may include the documentation of healthcare outcomes in the region, analyzing appropriate data, and providing this data to parties that may be able to improve and/or change clinical practice, in compliance with state and federal regulations and the bylaws of this organization

The corporation is organized exclusively for scientific and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

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

- a. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 set forth above. The private property of the members shall not be subject to the payment of corporate debts to any extent whatever. 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 not participate in, or 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 articles, 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.

- b. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated for such purposes.

ARTICLE III

REGISTERED OFFICE

The corporation shall have and continuously maintain in the State of Pennsylvania a registered office and may have such other offices within or without the State of Pennsylvania as the board of directors may, from time to time, determine.

ARTICLE IV

MEMBERS

Section 1. Selection of Members. Membership shall be available to all cardiothoracic surgeons, either active, retired or in training, who are, will or have practiced cardiothoracic surgery in the Delaware Valley and surrounding areas. Membership is also available to physician members of the Heart Team of hospitals of which at least one cardiothoracic surgeon is a member. Membership is not available to physicians whose primary role is as an employee, contractor or consultant for industry. Candidacy for membership of an individual is subject to the approval by the Board of Directors. A list of current members will be maintained by the Board of Directors.

Section 2. Term of Membership. Membership will be for one calendar year. Failure to renew membership will result in inactive status.

Section 3. Active Membership. Current members who have attended at least one meeting in the prior 12 months (inclusive of the meeting at which voting is occurring) will be considered active members.

Section 4. Voting Rights. Each active member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 5. Dues: The Board of Directors may establish annual dues for any or all categories of membership.

Section 6. Resignation. Any member may resign by filing a written resignation with the secretary.

Section 7. Termination of Membership. The members by affirmative vote of two-thirds of all of the members may expel a member for cause after notice and an appropriate hearing.

ARTICLE V

MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held at such time and place as the board of directors may determine for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The Annual Meeting may be held in conjunction with other meetings of the organization.

Section 2. Special Meetings. Special meetings of the members may be called by the president, by the board of directors, or by not less than one-half of the members having voting rights.

Section 3. Place of Meeting. The board of directors may designate any place (either in-person or virtual), either within or without the State of Pennsylvania as the place of meeting for any annual or special meeting called by the board of directors. If no designation is made, or if a special meeting be otherwise called, the place of the meeting shall be the registered office of the corporation in the State of Pennsylvania, provided, however, that if all the members shall meet at any time and place, either within or without the State of Pennsylvania, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and, at such meeting, any corporate action may be taken.

Section 4. Notice of Meetings. Unless otherwise required by statute, written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail, or by email, to each member entitled to vote at such meeting, not less than five days before the date of such meeting, by or at the direction of the president, or the secretary, or the persons calling the meeting.

In the case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. Any member may waive notice of any meeting.

Section 5. Informal Action by Members. Any action required to be taken at a meeting of the members of the corporation, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed either (i) by all of the members entitled to vote with respect to the subject matter thereof, or (ii) by the members having not less than the minimum number of votes that would be necessary to authorize or to take action at a meeting at which all members entitled to vote thereon are present and voting.

Section 6. Voting and Manner of Acting. Voting on matters before the membership will be conducted as described in Section 7 of Article V. An affirmative vote on a matter by the majority of the members represented at a meeting plus the number of members who submitted votes in absence of the meeting shall be the act of the members, unless the vote of a greater number is required by law, the Articles of Incorporation or these bylaws.

Section 7. Voting by eligible members on all matters, including the election of directors, may be conducted by mail and electronic media, provided, however, that a single medium shall be employed for each vote. Voting will be held over a 2-week period following ballot distribution.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, a vice president, a secretary, a treasurer and such other officers as may be determined by the board of directors. The board of directors 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 board of directors. Officers need not be residents of Pennsylvania.

Section 2. Election and Term of Office. The officers shall be elected by members for a two year term. The officers shall be elected at the annual meeting nearest the expiration of their term of office and shall serve until their successors have been duly elected and have qualified. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Voting for officers will occur in a staggered fashion such that one half of the board of directors will complete their term each year.

Section 3. Removal. Any officer may be removed by the board of directors whenever, in its judgment, the best interests of the corporation 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 board of directors for the unexpired portion of the term.

Section 5. President. The president shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the affairs of the corporation. He or she shall preside at all meetings of the board of directors and shall be the Chairman of the Board. He or she may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, contracts or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the corporation, and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 6. Vice President. In the absence of the president or in the event of his or her inability or refusal to act, the vice president shall perform the duties of the president, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as from time to time may be assigned to him or her by the president or by the board of directors.

Section 7. Secretary. The secretary shall keep the minutes of the meetings of the board of directors 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 in general, perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned to him or her by the president or by the board of directors.

Section 8. Treasurer. If required by the board of directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any sources whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or by the board of directors.

Section 9. Executive Committee. The Executive Committee shall consist of the President, Past President, Vice President, Secretary and Treasurer.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its board of directors.

Section 2. Composition, Tenure and Qualifications. The Board of Directors will consist of the members of the Executive Committee and directors-at-large. The number of directors-at-large shall be at least three. The Executive Committee will determine the number of directors-at-large necessary for the following year. The Executive Committee will also determine if any director positions shall be filled by members of specific categories (such as "early career", for example) in order to best suit the needs of the organization and its members. Each director shall hold office until the next annual meeting of the board of directors and until his or her successor has been duly elected and has qualified. Directors need not be residents of Pennsylvania. The Board of Directors may appoint as many or few advisors as deemed necessary. Advisors will be non-voting members of the Board.

Section 3. Regular Meetings. A regular annual meeting of the board of directors shall be held in conjunction with the annual meeting of members. The board of directors may provide by resolution the time and place, either within or without the State of Pennsylvania, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or a simple majority of the directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Pennsylvania, as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the board of directors shall be given at least three days previously thereto by written notice delivered personally or sent by mail or facsimile transmission, or by email to each director. If notice be given by mail, such notice shall be deemed to be delivered on the day following the day such notice is deposited with postage prepaid in the United States mail. If notice be given by facsimile transmission, such notice shall be deemed to be delivered upon confirmation of the receipt of the transmission. Any director may waive notice of any meeting.

Section 6. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, except where otherwise provided by law or by these bylaws.

Section 8. Informal Action by Directors. Any action required to be taken at a meeting of the board of directors or any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 9. Vacancies. Any vacancy occurring in the board of directors or any directorship to be filled by reason of an increase in the number of directors may be filled by the board of directors. A director selected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 10. Compensation. Directors shall not receive any salaries for their services as such, but, by resolution of the board of directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board, provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 11. Attendance by Communications Equipment. Members of the board of directors or of any committee of the board of directors may participate in and act at any meeting of such board of directors or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Such meeting shall constitute attendance and presence in person at the meeting of the person or person so participating.

ARTICLE VIII

COMMITTEES

Section 1. Committees of Directors. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees. Such committees, to the extent provided in said resolution, shall have and exercise the authority of the board of directors in the management of the corporation;

but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon them by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee need not be directors of the corporation, and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the Board whenever in its judgment the best interests of the corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the board of directors of the corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman by the president of the corporation.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own governance consistent with the PA Nonprofit Corporation Law of 1988, the Articles of Incorporation, these bylaws or rules duly adopted by the board of directors.

ARTICLE IX

CONTRACTS, CHECKS AND DEPOSITS

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation, 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 corporation 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 corporation, shall be signed by such officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

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

ARTICLE X

DUES AND ASSESSMENTS

Section 1. Dues. The board of directors may determine from time to time the amount and method of payment of any and all applicable dues.

Section 2. Assessments. Special assessments for extraordinary reasons may be recommended by the board of directors, but required approval by a majority of the members.

Section 3. Default. Any member in arrears for dues or assessments for one year shall be notified in writing of the delinquency. If the member fails to pay dues within ninety (90) days after such written notification, the member shall be dropped from the rolls of membership.

ARTICLE XI

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having any of the authority of the board of directors.

ARTICLE XII

FISCAL YEAR

The fiscal year of the corporation shall be determined by the board of directors.

ARTICLE XIII

WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the PA Nonprofit Corporation Law of 1988, or under the provisions of the Articles of Incorporation or these bylaws, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting of the Board, provided that at least fifteen days' written notice is given of the intention to alter, amend or repeal and to adopt new bylaws at such meeting.

ARTICLE XV

INDEMNIFICATION

The corporation shall indemnify all officers and directors of the corporation to the full extent permitted by the PA Nonprofit Corporation Law of 1988, and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as may be determined from time to time by the board of directors of the corporation.

ARTICLE XVI

PEER REVIEW

The corporation shall establish one or more committees of health care professionals to gather and review information relating to the care and treatment of patients for the purposes of:

- a. evaluating and improving the quality of health care rendered in the area or by the entity or organization that established the review organization;
 - b. reducing morbidity or mortality;
 - c. obtaining and disseminating statistics and information relative to the treatment and prevention of diseases, illness and injuries;
 - d. developing and publishing guidelines showing the norms of health care in the area or in the entity or organization that established the review organization;
 - e. developing and publishing guidelines designed to keep the cost of health care within reasonable bounds; and
 - f. reviewing the quality or cost of health care services provided to enrollees of health maintenance organizations, health service plans, preferred provider organizations and insurance companies;
- Further, the board of directors may meet and confer for the purposes specified in Paragraphs a through f above.

At such times, the board of directors or a committee thereof, will be functioning as a medical review organization in accordance with the appropriate statute. As provided in said statute, all data and information acquired by a review organization, in the exercise of its duties and functions, shall be held in confidence, shall not be disclosed to anyone except to the extent necessary to carry out one or more purposes of the review organization, and shall not be subject to subpoena or discovery.

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