

BYLAWS OF WORLD SOCIETY OF ARRHYTHMIAS

ARTICLE I: NAME AND PURPOSE

Section 1: Name

The name of the organization shall be the World Society of Arrhythmias ('WSA' or 'Society'), a non-profit medical society dedicated to improving the global management of cardiac arrhythmias, particularly focusing on underserved communities.

Section 2: Purpose

The purpose of the Society is to promote excellence in the care of patients with arrhythmias and related disorders. The Society aims to:

1. Advance scientific knowledge and clinical practice concerning arrhythmias.
2. Promote public and professional education on the importance of arrhythmia care globally.
3. Support underserved communities in addressing arrhythmia-related challenges.
4. Collaborate with healthcare systems to improve the quality of arrhythmia care.

Section 3: Vision and Mission

- Vision: 'Generate educational, scientific, and quality-improvement opportunities for healthcare professionals and patients globally to improve arrhythmia care everywhere.'
- Mission: 'To engage and educate all those involved in arrhythmia care.'

Section 4: Not for Profit

The Society shall be a nonprofit organization, organized exclusively for charitable, educational, and scientific 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, and in accordance to section 102 and 391(j) of the General Society Law of the State of Delaware. The Society shall not have any capital stock.

ARTICLE II: MEMBERSHIP

Section 1: Classes of Membership

Membership in the Society shall consist of the following categories:

1. Members: Physicians, scientists, nurses, and allied health professionals with a demonstrated commitment to arrhythmia care.
2. Fellows: Members who have demonstrated significant contributions to the field of arrhythmia care.
3. Trainee Members: Physicians and scientists currently undergoing formal training in electrophysiology.
4. Emeritus Members: Retired members who have contributed significantly to the Society over their careers.

5. Affiliate Members: Individuals from related fields, such as industry leaders, with substantial ongoing contributions to arrhythmia care.

Section 2: Rights and Privileges of Membership

Voting is extended to Members, Fellows, and Trainee Members. Emeritus and Affiliate Members do not hold voting rights unless specified by the Executive Committee. All members are encouraged to attend annual meetings and actively participate in the Society's initiatives.

Section 3: Dues

Membership dues shall be determined annually by the Executive Committee and ratified by the Board of Trustees.

Section 4: Termination of Membership

Membership may be terminated by resignation, death, or expulsion for non-payment of dues or violation of the Society's bylaws. An individual's membership may be removed for cause by the affirmative vote of at least two-thirds (2/3) of the Board, after reasonable notice and an opportunity to be heard by the Board. Annual renewal of membership is contingent upon receipt of consecutive annual dues. Members whose dues are not paid annually shall be terminated and their names eliminated from all relevant membership lists. The right to vote, hold office, hold a committee, task force or working group appointment and all other privileges and benefits of membership shall cease. Any vacancy in an office or on a committee due to such circumstances shall be filled by vote of the Board. Exception to this procedure may be made on the basis of individual consideration by the President of the Society in conjunction with the Chair of any committee formed by the Board relative to membership matters, upon submission of an explanatory document by the applicant. Members may appeal expulsion decisions to the Board of Trustees.

ARTICLE III: Board of Trustees

Section 1: Power and Duties

The Board of Trustees (BoT) shall govern the Society, overseeing its strategic direction, protecting its assets, and ensuring alignment with the mission. The BoT shall:

1. Establish rules and policies for the governance of the Society.
2. Approve the budget and annual financial statements.
3. Oversee the work of the Executive Committee.
4. Ensure that the Society's activities align with its stated mission and vision.

Section 2: Composition

1. President
2. President-Elect
3. Past President
4. Secretary
5. Treasurer
6. Chairs of Committees
7. Other elected or appointed members as deemed necessary by the BoT.

Section 3: Terms of Office

Each BoT member (“Trustee”) shall serve a term of two (2) years. Trustees may serve an additional term if approved by the BoT, except for the President, who may not serve consecutive terms.

Section 4: Meetings

The BoT shall meet as often as necessary to conduct the business of the Society but no less than twice per year.

Section 5 ELECTION OF TRUSTEES; VACANCIES

The Executive Committee shall recommend a slate of candidates to the Board to serve as Trustees. Ratification of any proposed recommendation shall be approved by a 2/3 vote of the existing Board of Trustees. This process may be amended in the future according to need. As the society grows and membership increases, these bylaws will be amended to include a membership vote.

The ultimate Board term period will be established as a 2-year position, However, presently, the existing terms may be extended, if confirmed by a 2/3 vote of the existing Board, to ensure continuity.

Any vacancy on the Board may be filled by a majority vote of the remaining Trustees.

ARTICLE IV: OFFICERS

Section 1: Officers

The elected officers of the Society shall include:

1. President: The senior executive officer, responsible for overall management and representation of the Society.
2. President-Elect: Assumes the office of President after the President’s term.
3. Secretary: Maintains the official records of the Society.
4. Treasurer: Oversees the Society’s financial matters.

Section 2: Election and Term

Officers shall be elected by the BoT and serve for a term of two (2) years.

Section 3: Duties of Officers

1. President: Chairs the BoT and Executive Committee, oversees the implementation of the Society’s policies, and represents the Society in external affairs.
2. President-Elect: Supports the President and assumes the presidency upon completion of the current President’s term.
3. Secretary: Records all decisions of the BoT and the Executive Committee, manages correspondence, and ensures timely communication with members.
4. Treasurer: Prepares annual financial reports, oversees budgeting, and ensures compliance with financial policies.

ARTICLE V: EXECUTIVE COMMITTEE

Section 1: Composition

The Executive Committee (EC) shall consist of:

1. President
2. President-Elect
3. Secretary
4. Treasurer
5. Immediate Past President.

Section 2: Powers and Duties

The EC shall act on behalf of the BoT between meetings, with the power to:

1. Approve minor operational changes.
2. Propose annual budgets and strategic plans for BoT approval.
3. Handle urgent matters that require immediate attention.

Section 3: Meetings

The EC shall meet as often as necessary but at least quarterly. Decisions shall be recorded and reported to the BoT.

ARTICLE VI: OTHER COMMITTEE

Section 1: Standing Committees

The BoT shall establish standing committees as necessary to support the objectives of the Society. These include:

1. Education Committee
2. Membership Committee
3. Finance Committee
4. Digital Communications and Social Media Committee.

Section 2: Appointment and Terms

Committee chairs and members shall be appointed by the President, with the approval of the BoT, and serve two-year terms.

Section 3: Committee Duties

Committees shall report their activities to the BoT at regular intervals and seek approval for significant initiatives.

ARTICLE VII: FINANCIAL MATTERS

Section 1: Fiscal Year

The fiscal year of the Society shall extend from December 1 to November 30th

Section 2: Audits and Reports

The Treasurer shall ensure the preparation of annual financial reports, which will be audited by an independent auditor appointed by the BoT.

ARTICLE VII: AMENDMENTS

Section 1: Amendments to the Bylaws

These bylaws may be amended by a two-thirds vote of the BoT, provided that notice of the proposed amendment has been given to all members at least 30 days before the meeting.

As of December 2024