AMENDED AND RESTATED BYLAWS OF THE
HEART FAILURE SOCIETY OF AMERICA, INC.
(Amended and Restated February 24, 2016)

These Amended and Restated Bylaws shall supersede all previous Bylaws adopted by the membership.

ARTICLE I. Name

The name of the not-for-profit corporation is the Heart Failure Society of America, Inc. (hereinafter referred to as “HFSA”).

ARTICLE II. Purpose

The objectives of the HFSA are:

1. To promote research related to all aspects of heart failure and to provide a forum for the presentation of basic, clinical and population-based research;

2. To educate physicians and other members of the profession through programs, publications, and other media to enable them to diagnose and treat more effectively heart failure and concomitant medical conditions, and to encourage the practice of preventive measures to reduce the incidence of heart failure; and,

3. To promote and facilitate the formal training of physicians, scientists, and allied health care providers in the field of heart failure.

ARTICLE III. Membership

3.1 Memberships. Membership shall be open to all individuals who have undertaken and accomplished meritorious original scientific investigation and research programs in the field of heart and cardiovascular disease, who are involved in and have contributed to heart failure research, diagnosis, therapy or education, and/or those individuals who have expressed interest in or concern for this field.

3.2 Selection of Members. All applications for membership in the Society shall be submitted on a form provided by the Society, and shall contain information concerning the qualifications of the individual and any other information deemed necessary by the Board of Directors of the Society. Applications shall be accompanied by the annual dues for the first year.

3.2.1 Dues. The Board of Directors shall establish the amount of and timing for the payment of the dues.

3.2.2 Rights and Privileges. A member may participate in the scientific and business sessions of HFSA and shall be eligible for election to the Board of Directors and as officers in HFSA, and shall be eligible for appointment to all committees. Membership and member’s rights and privileges incident thereto are subject to revocation and/or cancellation for failure to timely pay dues or otherwise based on such rules and principles as may be established by the Board of Directors from time to time.

3.3 Corporate Membership. A Corporate Member must be an institution, medical college, hospital, corporation, pharmaceutical company, foundation, etc. in the field of heart failure and shall have paid the annual dues to the Society in the amount to be determined by a majority vote of the Board of Directors of the Society.

3.3.1 Rights and Privileges. Corporate members may attend general membership meetings of HFSA by invitation only, and may not vote at such meetings.

3.3.2 Dues. The Executive Committee shall establish dues for corporate membership. Failure to pay shall result in termination of membership. Reinstate ment, after all dues are paid, shall be at the discretion of the Board of Directors.

3.4 Trainee Membership. Membership is open to individuals enrolled as full-time medical students, residents, fellows, undergraduate students, and pre- and post-doctoral trainees. A letter of verification from the training program director is required with payment of dues for each year membership is requested.

3.4.1 Rights. Trainee members may attend general meetings and may vote at general meetings, but are not eligible to be elected to the Board of Directors or as an officer in HFSA. Trainee members may serve as committee members and/or as ex officio members of the Board of Directors.

3.4.2 Dues. The Board of Directors shall establish dues for trainee membership. Failure to pay annual dues shall result in termination of membership.
Reinstatement, after all dues are paid, shall be at the discretion of the Board of Directors.

ARTICLE IV. Meetings of the General Membership

4.1 General Meetings. There will be one scientific meeting every year to be held at a time and place designated by the Board of Directors. At each such meeting, a business meeting shall also take place.

4.2 Special Meetings. Special Meetings of the members may be called by the President, the Board of Directors, or a majority of the members of HFSA. The members holding a majority of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting without further notice.

4.3 Notice. Written notice stating the place, time, and day of the general meetings, and the purpose for which a special meeting is called, shall be delivered to the members not less than 30 days before the date of the general meeting and not less than 10 days before the special meeting.

4.4 Quorum. The majority of members shall constitute a quorum at the meetings of the members.

4.5 Scientific Meetings. The Board of Directors may convene general scientific meetings at a time and place convenient to the members.

ARTICLE V. Board of Directors

5.1 Composition of the Board of Directors. The number of Board of Directors members of HFSA shall be nineteen (19). The composition of the Board of Directors shall consist of: (a) the President, President-Elect, Treasurer, Secretary, and Immediate Past-President; and (b) fourteen (14) directors representing the multidisciplinary nature of HFSA members. Consideration will be given by the Nominating Committee to ensure a broad range of backgrounds and voices for the Council, to be generally representative of the membership makeup. Each Board of Directors member shall have one vote. No Board of Directors member may be employed by a commercial interest, defined as an entity producing, marketing, re-selling, or distributing healthcare goods or services consumed by or used on patients. Providers of clinical service directly to patients are not considered commercial interests. This includes: some 501c non-profit organizations, government organizations, non-healthcare related companies, liability insurance providers, group medical practices, for-profit hospitals, for-profit rehabilitation centers, for-profit nursing homes, blood banks, and diagnostic laboratories.

5.1.2 Ex Officio and Ad Hoc Members. Ex officio and ad hoc members may serve on the Board of Directors upon approval from the Board of Directors. Ex officio and ad hoc members will be invited to scheduled meetings of HFSA if it is determined that these individuals have a special expertise that would contribute to the meeting in question. Ex officio and ad hoc members can be removed at any time by the president or a majority vote of the Board of Directors. Ex officio and ad hoc members shall have no voting rights on the Board of Directors.

5.2 Election of the Board of Directors. Six months prior to the Annual Meeting, the HFSA Secretary will send out a Call for Nominations for Board of Directors members. Applications from potential nominees should consist of a one (1) page application, a letter of interest (stating interest, previous service to HFSA, expertise area, and skills to bring to bear etc.), a CV, a nominating letter and a supporting letter of recommendation from other HFSA members. The Nominating Committee staff will add to the applicants’ packets a listing of the HFSA service of the candidates. Staff will prepare for the Nominating Committee a list of ongoing and outgoing Board of Directors members and their backgrounds and areas of expertise, so that the Nominating Committee discussions can be informed by the needs of the Board of Directors regarding diversity of backgrounds and expertise. The Nominating Committee will meet approximately four months prior to the Annual Meeting. Candidates will be discussed in open session. The voting of the Committee shall proceed as a weighted balloting. The Chair should have a vote in all voting rounds. The names of the Board of Directors nominees shall be forwarded to the Board of Directors for approval at its Spring or Summer meeting. The Nominating Committee shall not nominate any of its members for Board of Directors membership.

5.3 Term. Board of Directors members shall serve a two year term but may not serve for more than two consecutive terms. Each Council member shall hold office until the next election of the Council and until his/her successor shall have been duly elected and qualified, or until his death, resignation, or removal in the manner hereinafter provided. The President, President-Elect, and Immediate Past President shall serve a one (1) year term; the Secretary and
5.4 Newly Created Members of the Board of Directors and Vacancies. Vacancies occurring on the Board of Directors between annual meetings shall be filled on an interim basis by the Board of Directors. Members selected to fill such vacancy shall hold office for the unexpired term of the predecessor but such service shall not be included in determining the member’s eligibility to serve multiple or successive terms as permitted under these Bylaws. New Board of Directors positions created shall be filled by a vote of the majority of the Board of Directors then in office.

5.5 Removal of Members of the Board of Directors. Any member of the Board of Directors may be removed by a two-thirds vote of the Board of Directors.

5.6 Resignation. Any member of the Board of Directors may resign at any time by giving written notice to the President or Secretary.

5.7 Quorum. A majority of the Board of Directors members then in office and authorized to vote shall constitute a quorum for the transaction of business, at any meeting of the Board of Directors, provided that if less than a majority of the Board of Directors members are present at such meeting, a majority of the Board of Directors members present may adjourn the meeting without further notice.

5.8 Place and Time of Meetings. The Board of Directors will hold its regular meetings at the time of the annual meeting and at such other times as the Board of Directors deems appropriate.

5.9 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any Board of Directors member with voting rights. The person or persons authorized to call special meetings of the Board of Directors may fix any place for such meeting with at least five (5) business days written notice.

5.10 Telephone Conference Calls/Circulation in Writing in Lieu of In-Person Meeting. Any Board of Directors member may participate in a meeting of the Board of Directors by means of telephone conference or other similar communications in which all persons participating in the meeting can hear each other, and participation in this manner shall constitute presence in person in the meeting.

The Board of Directors may, in lieu of holding in-person meetings, circulate a writing setting further resolutions to be voted upon, and the members of the Board of Directors may signify their approval, rejection or request that the matter be instead addressed at a telephone conference or in-person meeting, by affixing their signature in the appropriate place, and such writing shall be deemed the action of the Board of Directors. In order for this vote to be binding, there must be a unanimous support from every member of the Board of Directors.

5.11 Committees. The Board of Directors shall establish a Membership Committee, a Nominating Committee, a Publications Committee, a Finance Committee, and any other committees necessary to carry out the business of HFSA. Committee chairpersons and committee members will be nominated by the Nominating Committee and approved by the Board of Directors. Corporate members (i.e., corporations, pharmaceutical companies and foundations) shall not be permitted to serve on any programmatic committees. The Board of Directors shall determine the scope and size of such committees and such committee’s duties, responsibilities and authority. The committee chairperson and committee members shall, unless otherwise determined by the Board of Directors, serve a two (2) year term but may not serve for more than two (2) consecutive terms. The Board of Directors shall have the authority to reduce the length of committee members’ second term to one (1) or two (2) years in order to stagger the expiration of such members’ terms.

5.11.1 Selection of Committee Chairs. For Committee Chair vacancies that occur during the President’s term, the President shall select the Chair. Committee Chair selections will ideally be made from among those members serving on the Committee.

5.11.2 Selection of Committee Members. Six months prior to the Annual Meeting, the HFSA Secretary will send out a Call for Nominations for Committee members, specifying available openings. A simple application process, consisting of a one (1) page application, a call for a brief letter of interest, a CV, and one (1) nomination letter from a supporter will be put in place. Selection for Committee membership will be made by the President for openings that occur during the President’s tenure. Openings anticipated in an upcoming year will be made by the President-Elect. The President or President-Elect may consult with Committee Chairs for their input and consideration of Committee members. All committee members must be current members of HFSA.

5.11.3 Nominating Committee. The Nominating Committee will nominate candidates for Board of Directors, Officers, Committee Chairs and committees and forward the slate of nominations to Board of Directors for approval. The membership shall be the Chair and eight (8) HFSA members. The Chair of the Nominating Committee shall be
the immediate Past-President and membership shall be; the President-Elect, two (2) current Board of Directors members (selected by the current President), and 5 members from either committee chairs, former chairs or committee members in any combination thereof (selected by the President-Elect); the goal is to include 4 physicians and 5 non-physicians. Each member shall serve a two-year term. A minimum of five (5) members must be present to conduct business. All nominees must be current members of HFSA.

5.11.4 Ad Hoc Committee Members. The committee chairpersons may add one (1) ad hoc committee members to that committee per year pending approval by the President. Such ad hoc members will be invited to attend any committee meetings where their presence is requested by the Chair. Ad hoc committee members shall have no voting rights.

ARTICLE VI. Officers

6.1 Officers. The officers of HFSA shall be the President, President-Elect, Immediate Past-President, Secretary and Treasurer. Officers may serve more than one term in that office, but may not serve two consecutive terms in any particular office. Six months prior to the Annual Meeting, HFSA Secretary will send out a Call for Nominations for Officers. Applications from potential nominees should consist of a one (1) page application, a letter of interest (stating interest, previous service to HFSA, expertise area and skills to bring to bear etc.), a nominating letter and two (2) supporting letters of recommendation from other HFSA members. The Nominating Committee staff will add to the applicants’ packets a listing of the HFSA service of the candidates, as well as staff/CEO comments on the engagement and productivity of the applicant in their prior HFSA service. Staff will prepare for the Nominating Committee a list of ongoing and outgoing Officers and their backgrounds and areas of expertise, so that the Nominating Committee discussions can be informed by the goals of the Society regarding diversity of backgrounds and expertise.

The Nominating Committee will meet approximately four months prior to the Annual Meeting. Candidates will be discussed in open session. The voting of the Committee shall proceed as a weighted balloting. The Nominating Committee shall present to the Board of Directors, for the Spring or Summer Board of Directors meeting, the name of one nominee for each elective office. The Nominating Committee shall not nominate any of its members for elective office. The sequence of the Nominating Committee voting should always be for the President-Elect position first, followed by voting for the Board of Directors positions, as if the President-Elect is selected from among active Board of Directors members, then a potential additional Board of Directors open slot would be known.

6.1.1 Nominating Committee Considerations for President-Elect. As the member who is nominated and later elected to the position of President-Elect will automatically ascend to the office of President, additional elements informing the Nominating Committee’s decision should be a letter of interest from the candidate outlining how their candidacy would advance the Mission of the HFSA and a proposed agenda for their term regarding potential areas of focus. While not required, prior service on the Finance Committee will be weighed heavily for all President-Elect Candidates.

6.1.2 Nominating Committee Considerations for Secretary and Treasurer. As successful performance in these positions optimally requires detailed knowledge of the infrastructure and operations of the Society, current or prior service on the HFSA Board of Directors and/or Finance Committee should be a strong consideration in the nominating process.

6.2 Vacancies. Vacancies may be filled or new offices created or filled by majority vote, and at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until such time as two terms have been served in the same position.

6.3 Removal and Resignation. Any officer elected by the membership or appointed by the Board of Directors may be removed by the Board of Directors with or without cause with two-thirds vote of the Board of Directors.

6.4 President. The president shall have such power and duties as generally pertain to the office of president and/or as the Board of Directors may from time to time prescribe. Such powers shall include presiding at all meetings of the Board of Directors, having final responsibility for arranging and conducting the annual membership meeting and selecting the chair of the Program Committee, and ensuring that all orders and resolutions of the Board of Directors are effectuated. The president shall serve a one (1) year term and is not eligible for reelection as President, but may serve in a Board of Director or Secretary/Treasurer role after tenure as Immediate Past-President ends.

6.5 Immediate Past-President. The “Immediate Past-President” means: (i) a president who has served his/her entire presidential term; or (ii) a president who has not served his/her entire presidential term but has been elected as an immediate past president by a majority vote of the Board of Directors. The Immediate Past-President shall
serve as the Chair of the Nominating Committee. There may only be one Immediate Past-President at a time. The Immediate Past-President shall remain on the Executive Committee for one (1) year following the end of that individual’s term as President.

6.6 President-Elect. The President-Elect shall be elected by the membership and shall succeed automatically to the office of president at the expiration of the immediate preceding president’s one-year term of office. The President-Elect shall have such power and duties as generally pertain to the office of President-Elect and/or as the Board of Directors or president may assign from time to time. The President-Elect shall also serve as the Society liaison for all external partnerships and/or opportunities to collaborate. During the absence of the president or his/her inability to act, whether by reason of incapacity, death or resignation, the President-Elect shall become the president and shall assume the power and perform the duties of the president. The President-Elect’s current term or his/her succession to the office of presidency shall not be affected by the President-Elect’s role as an acting president.

6.7 Secretary. The Secretary shall be elected by the membership, shall serve a two-year term and shall (i) attend all meetings of the Board of Directors and of the membership. The Secretary shall have no automatic rights of ascension to any other office. The Secretary shall also (i) record all votes and minutes of all proceedings and keep on file to be kept for that purpose; (ii) provide notice of all meetings of the membership and special meetings of the Board of Directors; (iii) (iv) when required prepare and make available at each meeting of the membership, a list in alphabetical order of the names of the membership entitled to vote; (v) keep all the documents and records of HFSA as required by law or otherwise in a proper and safe manner; and (vi) perform such other duties as may be prescribed by the Board of Directors.

6.8 Treasurer. The Treasurer shall be elected by the membership and shall serve a two-year term. The treasurer shall have no automatic rights of ascension to any other office. The Treasurer shall: (i) be responsible for the fiscal management of HFSA; (ii) receive financial reports from the Chief Executive Officer; (iii) deliver reports to the President and Board of Directors concerning the finances of HFSA; (iv) receive reports of the investment of the funds of HFSA; and (v) perform such other deeds as prescribed by the Board of Directors.

6.9 Chief Executive Officer. The Chief Executive Officer shall be appointed by the Board of Directors and shall report to the president and the Board of Directors. The Chief Executive Officer shall attend the regular meetings of the Board of Directors and any other meetings as requested by the Board of Directors, but shall not have any voting rights and shall not be considered a member of the Board of Directors. The chief executive officer shall (i) provide leadership and managerial oversight to HFSA, (ii) manage and oversee the business of HFSA under the direction of the Board of Directors, and (iii) perform other duties designated and approved by the President and Board of Directors.

ARTICLE VII. Cooperation

HFSA shall seek to coordinate its activities with other similar national and international cardiology societies.

ARTICLE VIII. Amendments to the Bylaws

The Board of Directors shall have the power to make and amend Bylaws for the governance of the Society. Notice and explanation of any amendments to the Bylaws made by the Board of Directors shall be given to the Membership of the Society before their next meeting following the adoption of such amendments by the Board of Directors. Any Bylaw amendments adopted by the Board of Directors may be further amended or repealed by the Members entitled to vote.

8.1 Amendments. Amendments to these Bylaws of HFSA must be proposed in writing to the Board of Directors by twenty-five (25) or more members not less than ninety (90) days before the annual meeting and be acted upon at the succeeding annual meeting, notice of which shall contain an announcement of the proposed amendment. Such amendments require for their adoption a quorum of fifty percent (50%) of the members and an affirmative vote of two-thirds of those voting. A postal vote may be held at the discretion of the Board of Directors.

8.2 Amendment by Board of Directors. These Bylaws may also be amended by the Board of Directors. The Board of Directors may amend the Bylaws by a two-thirds vote of the Board of Directors in favor of an amendment proposed and submitted to it for consideration by a member of the Board of Directors. The Secretary shall provide notice to the membership of any such amendment approved and adopted by the Board of Directors.

ARTICLE IX. Dissolution

In case of dissolution of HFSA, the liquidation shall be carried out by the Board of Directors. The liquidators shall have powers to dispose of the assets of HFSA by mutual agreement and exclusively for the purposes of HFSA in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes at the time qualify as an exemption organization under § 501(c)(3) of the Internal Revenue
Code of 1986 (or the corresponding provision of any subsequent Federal tax law), as the Board of Directors shall determine. The assets remaining after all liabilities have been paid off shall be disposed of in accordance with the laws of the State of Connecticut and § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent Federal tax law). The members of HFSA do not by their participation incur any liability, this being guaranteed solely by HFSA’s assets.

**ARTICLE X. Office and Books of Accounts**

10.1 **Office.** The office of HFSA shall be located at such a place as the Board of Directors shall determine.

10.2 **Books.** At the office of HFSA there shall be kept correct books of account of the activities and transactions of HFSA including electronic files of the Minutes and resolutions adopted by Council. The HFSA staff shall keep on file a copy of the Certificate of Incorporation, these Bylaws, and other legal documents required.

10.3 **Bank Accounts.** The Board of Directors is authorized to select banks or depositories for funds of HFSA and the CEO shall determine who shall be authorized to sign checks and drafts for payment of money acceptances, notes, or other evidences of indebtedness.

10.4 **Contracts.** The Board of Directors shall determine which officer or other person shall be authorized to enter into contracts and agreements or to sign, execute, and deliver other instruments or documents in the name and on behalf of HFSA.

10.5 **Fiscal Year.** The fiscal year of HFSA shall be the calendar year of January 1 – December 31.

**ARTICLE XI. Indemnification**

11.1 **Provision of Indemnification.** HFSA shall to the fullest extent now or hereafter permitted by Connecticut law, indemnify, protect, and save harmless any person, made, or threatened to be made, a party to any action, suit, claim or proceeding by reason of the act that such person is or was a director, officer, employee or other duly appointed agent of HFSA or of any other organization served by such person in any capacity at the request or upon the direction of HFSA against any and all judgments, fines, assessments, amounts paid in settlement of claims, as well as all reasonable expenses incurred including legal fees.