



HEART RHYTHM SOCIETY

Amended and Restated Bylaws

ARTICLE I

Section 1 PURPOSES

The purpose of the Society is to promote excellence in the care of patients with cardiac rhythm disorders.

The Society's Mission Statement reads:

"The Society is the international leader in science, education and advocacy for cardiac arrhythmia professionals and patients, and the primary information resource on heart rhythm disorders.

The mission of the Society is to improve the care of patients by promoting research, education and optimal health care policies and standards."

ARTICLE II

Membership

Section 1 CLASSIFICATION

- a) Classes of Membership. The Society shall have five primary classes of members known as Members, Fellows, Affiliate Members, Emeritus Members and Industry Members. (Collectively, these five classes of members, and any subsidiary categories or special designations of members, are referred to elsewhere in these Bylaws as the "Membership".)
- b) Members. Those persons who are either physicians, scientists, nurses, technicians or other allied professionals whose careers demonstrate a commitment to electrophysiology ("EP") and/or pacing shall be eligible to become Members of the Society. Intellectual and professional integrity and a devotion to continuing education in the field are requisite characteristics for any applicants who wish to be Members. Physician candidates shall have completed training and be in good standing with an earned academic degree (MD or equivalent, specialty board certification encouraged).

Scientist candidates shall be in good standing and have an advanced academic degree which reflects his or her scientific training and either holds a faculty position with an academic institution or is employed by industry in a research capacity.

Allied Health Professional candidates shall be actively involved with one or more aspects of pacemaker/ICD implantation or follow-up, or the performance of electrophysiologic techniques and be affiliated with an academic institution, clinical practice or equivalent setting.

Within this class of membership, those persons who originally became Members upon the formation of the Society and who paid dues for the first fiscal year of the Society in the amount of either \$250 or \$100, thereby making the creation of the Society possible, shall be designated as Founding Members or Charter Members, respectively.

Individuals must apply to become Members of the Society. A Membership Committee, which may be comprised of Trustees and non-Trustees, as appointed by the Board of Trustees (the "Board"), shall serve in an advisory role to Society staff for the approval of applicants as Members of the Society.

All those persons who were formerly Regular Members and Associate Members at the time of the adoption of these Bylaws shall automatically become Members of the Society without further action or application.

Subject to the further terms of these Bylaws, Members shall have the right to vote and to hold offices, committee positions and task force positions.

- c) Fellows. The designation as a Fellow of the Society is a professional distinction and honor that is reserved to those persons who have demonstrated a major commitment to the study or practice of cardiac EP and/or pacing. Intellectual and professional integrity and a devotion to medical scholarship are requisite characteristics for applicants who wish to become Fellows of the Society.

Individuals must apply to become Fellows of the Society (i.e. Members shall not automatically become Fellows because of their membership status). Each applicant must be current in his or her membership, include letters of recommendation from two persons who are Fellows of the Society, write a letter which documents how he or she meets the eligibility requirements, and submit a copy of his or her curriculum vitae. Applicants must also meet additional eligibility criteria which will be determined by the Membership Committee for individual member types and categories. The Membership Committee shall serve in an advisory role to Society staff for the approval of applicants as Fellows of the Society. In exceptional circumstances, members who do not meet the eligibility criteria may be awarded Fellow status at the discretion of the Membership Committee and with the approval of the Executive Committee.

Subject to the further terms of these Bylaws, Fellows shall have all of the rights and privileges of Members of the Society and shall have the right to use the professional designation of Fellow of the Heart Rhythm Society (FHRS).

- d) Affiliate Members. Those persons who are physicians or scientists - in training, including academic fellows or those involved in post-residency hospital fellowship programs who do not meet the requirements to be a Member, but who have a demonstrated interest in the field of EP and/or pacing shall be eligible to become Affiliate Members of the Society upon confirmation of training by a program director or supervisor.

Individuals must apply to become Affiliate Members of the Society. The Membership Committee shall serve in an advisory role to Society staff for the approval of applicants as Affiliate Members of the Society.

Affiliate Members shall not be eligible to hold offices in the Society, but they shall have voting rights and be entitled to serve on committees and task forces of the Society.

- e) Emeritus Members. Individuals who have been Society members for 15 or more years (of which five years are successive), who are fully retired and are 65 years of age or older are eligible to be transferred to Emeritus status upon written request. Current members who do not meet the above criteria may be transferred to Emeritus status at the discretion of the Membership Committee. Emeritus members are required to pay dues, including Emeritus members at the time of the adoption of these Bylaws. The dues fees for Emeritus membership will be determined by the membership committee and approved by the Board of Trustees.

Subject to the further terms of these Bylaws, Emeritus members shall not have voting rights or be eligible to hold offices in the Society but they shall be entitled to serve on committees and task forces of the Society.

- f) Industry Members. Those persons involved in related or affiliated industries whose careers are directly involved in education, research, engineering and/or corporate leadership and who have demonstrated a commitment to the field of EP and/or pacing shall be eligible to become Industry Members. Only individuals may become Industry Members. Any person having the status of a Member or Fellow of the Society, whose circumstances change such that he or she would otherwise be classified as an Industry Member, must notify the Society and will be converted to the appropriate member type and category upon review.

Individuals, not previously Members, Fellows or Affiliates must apply to become Industry Members of the Society. The Membership Committee shall serve in an advisory role to Society staff for the approval of applicants as Industry Members of the Society.

Subject to the further terms of these Bylaws, Industry Members shall not have voting rights, nor be permitted to hold elected offices or serve on committees, task forces, working groups, or councils of the Society, except in special circumstances deemed appropriate by the President.

- g) Other Designations. The Board, from time to time, may create subsidiary designations of membership within these classes of membership (such as “Retired” or “Senior” Member), with such special or modified rights, privileges, benefits and obligations of membership as the Board shall determine. Additionally, as set forth in Section 6 below, the Board may create one or more designations of membership that are only honorary in nature, and that confer no rights, powers or obligations of membership in the Society to the recipients.

Section 2 RIGHTS AND PRIVILEGES OF MEMBERSHIP

- a) Voting Rights of Members. Only Affiliates, Members and Fellows are eligible to vote on matters affecting the Society and to exercise the rights and powers conferred upon members pursuant to Chapter 180 of the Massachusetts General Laws, the Articles of Organization and these Bylaws.
- b) Reduced Fees. All persons who are Members, Fellows, Affiliate Members, Emeritus Members or Industry Members in good standing are entitled to enjoy any reduced registration fees or other reduced charges for programs, events and other benefits sponsored by the Society, as the Board shall determine.
- c) Rights of Affiliate, Emeritus and Industry Members. Emeritus Members and Industry Members are entitled to all privileges of Members but shall not have the right to vote, hold office or exercise any of the other statutory powers of members under applicable law, the Articles of Organization or these Bylaws. Affiliate and Emeritus Members may serve on committees and task forces of the Society, but Affiliate Members cannot hold office. Industry Members may not serve on committees, task forces, working groups, or councils of the Society, except in special circumstances deemed appropriate by the President.
- d) Modification of Member Benefits. The Board, from time to time, may create, eliminate or modify various benefits and privileges accorded to Members, Fellows, Affiliate Members or Emeritus Members, Industry Members and any sub-categories or classifications of members within those classes. Additionally, the Board, from time to time, may grant inactive status to certain persons among the Membership for such periods and with such reduced financial obligations and other terms as the Board shall determine.

Section 3 DUTIES OF MEMBERSHIP

Members, Fellows, Emeritus Members and Industry Members are obligated to pay annual dues to the Society in such amounts as are established from time to time by the Board. Members, Fellows, Affiliate Members, Emeritus Members and Industry Members are encouraged to promote qualified applicants to membership in the Society. All Members, Fellows, Affiliate Members, Emeritus Members and Industry Members are encouraged to attend the Annual Scientific Sessions and to participate actively in the affairs of the Society.

Section 4 CESSATION OF RIGHTS; TERMINATION OF MEMBERSHIP; REMOVAL FOR CAUSE

- a) Cessation of Rights, Termination and Reinstatement. 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 or task force 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.
- b) Removal for Cause. 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. For purposes of this Section 4 c), cause may include a suspended or revoked medical license due to ethical misconduct or for other reasons. Cause may also include other types of misconduct as defined by the HRS Code of Ethics, which shall be subject to review by the Ethics Committee to determine whether membership should be revoked. The Ethics Committee may consider a warning, reprimand, probation, suspension or loss of membership depending on the seriousness of the violation. In such cases, recommendations by the Ethics Committee shall be submitted to the Board of Trustees for final determination.

Section 5 MEETINGS OF MEMBERS

- a) Meetings. The Annual Meeting of the Membership will be held at the time of the Annual Scientific Sessions. Special meetings of the Membership, including a special meeting in lieu of the Annual Meeting, may be held by order of the President or at the written request of that number of Members and Fellows and Affiliates representing at least one and one-half percent (1.5%) of the total number of members entitled to vote, and upon a

call by the Secretary. Special meetings shall be held at the location and time specified in the notice of the meeting.

- b) Voting in Person or by Proxy. Members, Fellows, and Affiliates may vote either in person, by written e-mail or facsimile ballot or by written, e-mail or facsimile proxy dated not more than six months before the meeting named therein. Proxies shall be filed before being voted with the Secretary or other person responsible for recording the proceedings of the meeting. Unless otherwise specified, proxies shall entitle the holders thereof to vote at any adjournment of the meeting and shall terminate after the final adjournment of such meeting.
- c) Quorum. For the purpose of conducting business at a meeting of the Membership, a quorum will consist of fifteen percent (15%) of the members entitled to vote, present either in person or by proxy. Action may be taken at any meeting at which there is a quorum, by the affirmative vote of at least the majority of those present and entitled to vote. A meeting may be adjourned by less than a quorum of members entitled to vote.
- d) Notices. A written notice of each meeting of Membership, stating the place, date and time and the purposes of the meeting, shall be given at least seven (7) days before the meeting to each member entitled to vote thereat and to each Emeritus Member, Industry Member and any other person who, by law, by the Articles of Organization or by these Bylaws, is entitled to notice. Notice may be given by personal delivery, by mail, e-mail or facsimile transmission, to the member's residential address, e-mail address or facsimile telephone number on record with the Society, as appropriate. Notice need not be given if it has been waived in writing by that member and such waiver is filed with the records of the meeting.
- e) Amending the Articles of Organization. The Articles of Organization may be amended only by the affirmative vote of at least two-thirds (2/3) of the members entitled to vote.

Section 6 FRIENDS OF THE SOCIETY

The Board may designate individuals or entities as Honorary Members, sponsors, advisors or friends of the Society or such other titles as they deem appropriate. Such persons shall serve in an honorary capacity only and, except as otherwise designated, shall have no right to be notified of, or vote at meetings of the Membership, or have other rights or responsibilities, and shall not be considered for purposes of establishing a quorum.

ARTICLE III

Board of Trustees

Section 1 DUTIES

The affairs of the Society shall be managed by the Board, who shall have and may exercise all powers of the Society, except those specifically reserved to the Membership under these Bylaws, the Articles of Organization or by law. The mission of the Board is to govern the Society, protect the Society's image and its assets, and be the moral voice of the Membership of the Society.

Section 2 POWER TO AMEND THE BYLAWS

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

Section 3 SIZE AND CONSTITUENCY OF THE BOARD

The Board shall have eighteen (18) voting members. Eleven(11) shall be elected from among the Members and Fellows of the Society at-large. The following persons shall serve as members of the Board, ex officio:

- President
- President-Elect
- Immediate Past President
- First Vice President
- Second Vice President
- Secretary and Treasurer
- Second Past President

Such persons shall not be employees of the Society and shall not be compensated for the performance of their services as Trustees.

Section 4 QUORUM AND VOTING

A simple majority of the voting members of the Board shall constitute a quorum at any meeting of the Board. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, a majority of the Trustees present and voting shall decide any question, unless otherwise provided by law, the Articles of Organization or these Bylaws.

Section 5 TERM; CONSECUTIVE TERMS

Those persons elected to the Board from among the Members and Fellows at-large shall serve for a term of three (3) years. Those persons who serve by virtue of their office, shall serve on the Board while they hold that office. Any Trustee elected from among the Members and Fellows at-large may, if elected, serve a second consecutive term of two (2) years. After serving two (2) consecutive terms, a person may not again seek election or serve as a Trustee for at least three (3) years. Any officer of the Society who serves as a Trustee for three (3) or more consecutive years by virtue of offices held, may not thereafter seek election or serve as a Trustee for at least three (3) years. Subject to the foregoing provisions of this Section 5, a person may serve an unlimited number of non-consecutive terms as a Trustee of the Society.

Section 6 ELECTION OF TRUSTEES; VACANCIES

Two (2) or three (3) Trustees shall be elected annually from among the Members and Fellows at-large as necessary to stagger the terms of the members of the Board to the greatest extent possible. Such persons shall be elected by written or electronic mail ballot sent to the members entitled to vote on an annual basis following the Board's approval of the slate nominated by the Governance Committee (see Article V, Section 3 below). The affirmative vote of a majority of the ballots received shall constitute the election of the nominated Trustees, provided that the total number of ballots received is at least equal to the minimum number necessary to constitute a quorum of the members under these Bylaws. Elections shall become effective at the next following Annual Meeting of the Society. Those persons who serve on the Board by virtue of their office shall be elected in accordance with the provisions of Article IV, Section 2. Any vacancy on the Board may be filled by vote of the remaining Trustees. Any vacancy not filled by the Trustees, may be filled by the members entitled to vote through the normal balloting process in the next year.

Section 7 PAST PRESIDENTS

The President shall serve as a Trustee for two (2) years immediately following the expiration of his or her term of office as President, first as Immediate Past President and then as the Second Past President.

Section 8 MEETINGS

The Board shall meet at least three (3) times a year. Regular meetings of the Board may be held without notice at such places and times as the Trustees may from time to time determine. Special meetings of the Trustees may be held at any time and place when called by the President or any three (3) or more Trustees. Trustees may participate in a meeting of the Board by means of a conference telephone or similar

communications equipment that permits all participants to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 9 ACTION BY WRITING

Any action required or permitted at any meeting of the Board may be taken without a meeting if all the Trustees consent to the action in writing and the written consents are filed with the records of the meetings of the Board. Such consents shall be treated for all purposes as a vote at a meeting.

Section 10 NOTICE OF MEETINGS

Notice of the time and place of each special meeting of the Trustees shall be given to each Trustee by mail at least five (5) days before the meeting addressed to the business or residence address of the Trustee on record with the Society; or by confirmed facsimile or e-mail at least forty-eight (48) hours before the meeting addressed to the facsimile number or e-mail address on record with the Society; or in person or by telephone at least twenty-four (24) hours before the meeting. Notice need not be given if it has been waived in writing by the Trustee and such waiver is filed with the records of the meeting. Neither the notice nor the waiver of notice need specify the purpose of the meeting, unless otherwise required by law, by the Articles of Organization or by these Bylaws.

Section 11 RULES AND REGULATIONS; STANDARDS, POLICIES AND GUIDELINES

The Board may adopt rules and regulations for the conduct of its business and may appoint agents to execute its directives. The Board may also adopt and publish from time to time standards, policies and guidelines regarding matters that are germane and important to the Society, including, without limitation, in the areas of ethics, professionalism, training and education and standards of care. All standards, policies and guidelines adopted by the Board shall be consistent with the purpose and mission of the Society.

Section 12 RESIGNATION AND REMOVAL

The resignation of a member of the Board shall be effective as of the date provided in writing to the Society. A Trustee who is absent from two consecutive meetings shall automatically be removed from the Board, unless written appeal is made to and approved by the remaining members of the Board. A Trustee who ceases to be a Member or Fellow of the Society shall be removed from office effective upon the cessation of membership. A Trustee may be removed from office for cause by the affirmative vote of at least two-thirds (2/3) of the Board after reasonable notice and the opportunity to be heard.

ARTICLE IV

Officers

Section 1 ELECTED OFFICES

The elected officers of the Society shall consist of a President, President-Elect, First Vice-President, Second Vice-President, Secretary and Treasurer and the Immediate Past-President. The President shall not be elected, but rather the then serving President-Elect shall succeed to the office of President upon the election of a new President-Elect. The Immediate Past-President shall not be elected, but rather shall serve in that position following the succession of a new President.

If required by the Board, any officer shall give the Society a bond for the faithful performance of his or her duties in such amount and with such surety or sureties as shall be satisfactory to the Board. Such persons shall not be employees of the Society and shall not be compensated for the performance or their services as officers.

Section 2 ELECTIONS AND COMPOSITION

Officers shall be elected by the members entitled to vote and shall serve their respective terms as set forth below and until their successors are duly elected and qualified. Such persons shall be elected by written or electronic mail ballot sent to the members entitled to vote annually following the Board's approval of the slate nominated by the Governance Committee (see Article V, Section 3 below). The affirmative vote of a majority of the ballots received shall constitute the election of the nominated officers, provided that the total number of ballots received is at least equal to the minimum number necessary to constitute a quorum of the Membership under these Bylaws. Elections shall become effective at the next following Annual Meeting of the Society.

Section 3 TERMS

All officers shall serve for a one (1) year term. The Secretary and Treasurer shall be eligible for reappointment for three additional, consecutive one-year terms.

Section 4 RESIGNATION AND REMOVAL

Any officer 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. In the event of a resignation, removal, death, or other unforeseen termination of a term of office, the Executive Committee shall determine an effective succession plan for the open term of office, to be approved by the Board. If the open position is that of President, the position shall be filled by the President-Elect.

Section 5 RESPONSIBILITIES AND AUTHORITY OF ELECTED OFFICERS

The elected officers of the Society shall have the following responsibilities and authority:

- (a) President and Vice Presidents. The President shall be the senior executive of the corporation and, subject to the direction and control of the Board, shall have general charge and supervision of the affairs of the Society. The President shall preside at all meetings of the Membership, the Executive Committee and the Board, except as the Membership or the Board otherwise determine.

The President-Elect and Vice-Presidents shall have such duties and powers as the Board shall determine and as otherwise specified in these Bylaws. The President-Elect, First Vice-President and Second Vice-President, in that order, shall have and may exercise all the powers and duties of the President during the absence of the President or in the event of his or her inability to act.

- (b) Secretary and Treasurer. The Secretary and Treasurer shall be the chief financial officer and the chief accounting officer of the Society, and, together with the CEO shall have oversight responsibility for the finance and accounting staff of the Society who shall manage its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He or she shall have oversight for the Society's books of account and accounting records and of its accounting procedures. It shall be the duty of the Secretary and Treasurer to oversee all filings required by the Commonwealth of Massachusetts, the Internal Revenue Service and other federal or state agencies and authorities. The Secretary and Treasurer, together with the Audit Committee, shall be responsible for overseeing the work of independent public accountants engaged on behalf of the Society.

The Secretary and Treasurer shall also oversee the recording of all proceedings of the Membership, the Executive Committee, and the Board which records shall be kept at the principal office of the Society and of its resident agent. If the Secretary and Treasurer is absent from any meeting of the Membership or the Board, a Temporary Secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting.

The Secretary and Treasurer shall have such other duties and powers as are designated from time to time by the Board.

Section 6 CHIEF EXECUTIVE OFFICER

The Board shall appoint a Chief Executive Officer ("CEO"), who shall be an employee of the Society. The CEO shall have overall responsibility for the day-to-day administration of the Society, and shall work to further the goals and objectives of the Board, as it shall reasonably direct. The CEO shall be supervised by and report to the Board. The Board may delegate to the Executive Committee the authority to establish terms of

employment and conduct an annual performance review of the CEO. The CEO shall attend meetings of the Board and Executive Committee (except as these entities may direct in specific instances) without a vote, and shall participate on any committees of the Society without voting authority, as he or she deems necessary, with the exception of the Finance Committee for which he/she shall serve as a voting member. Except as otherwise directed by the Board, the CEO shall have the authority to enter into contracts on behalf of the Society and legally to bind the Society.

Section 7 OTHER APPOINTED OFFICERS

The Board may appoint other officers of the Society. Such persons may be employees of the Society, and shall have such duties and responsibilities as the Board shall determine.

ARTICLE V

Committees

Section 1 GENERAL

The Board may form committees and may delegate to such committees any or all of their powers, provided that any committee to which powers of the Trustees are delegated shall consist solely of Trustees. The Board, or alternatively, the Executive Committee (described below), may also form committees that shall not have the powers of the Trustees, but rather, that shall report to and advise the Trustees. Advisory committees may include Trustees, Members, Fellows, Affiliate Members, Emeritus Members, and other interested parties with relevant expertise (exclusive of Industry Members).

Unless the Trustees otherwise designate, committees shall conduct their affairs in the same manner as is provided in these Bylaws for the Trustees. Except as otherwise set forth in these Bylaws or as otherwise designated by the Board, committees shall remain in existence and committee members shall serve at the pleasure of the Trustees. In the event that any member of a committee shall cease to be a Trustee of the Society, that person shall likewise cease to be a member of any committee to which the powers of the Trustees have been delegated.

The Board, Executive Committee and Chairs of committees (with the approval of the President, Board or Executive Committee) may also appoint temporary task forces to address a specific issue in a focused manner and for a defined time period. The term of a task force is generally expected to be no longer than one year.

The Board or Executive Committee (with the approval of the President, Board or Executive Committee) may also appoint temporary working groups which may

reassemble in the future, and may become a stand-alone committee; and councils, which provide recommendations and guidance to the Board, and may be temporary or permanent.

In addition to other committees the Board may establish from time to time, the Society shall have three standing committees — the Executive Committee, the Governance Committee and the Audit Committee, which are described below. As compared to other committees, task forces, working groups and councils, which are formed and serve at the pleasure of the Board, any changes related to these standing committees shall be considered amendments to these Bylaws and shall be made in accordance with the provisions of these Bylaws regarding amendments.

Section 2 EXECUTIVE COMMITTEE

- (a) The Executive Committee shall be comprised of the President, President-Elect, First Vice President, Second Vice President, Secretary and Treasurer, Immediate Past President. Additionally, the CEO shall attend meetings of the Executive Committee without voting rights. The President shall serve as Chair of the Executive Committee.
- (b) The Executive Committee shall have the power to act on all matters requiring prompt action by the Trustees between meetings of the full Board. The Executive Committee shall work to carry out the policies of the Society, do such other things as reasonably directed by the Board, and communicate regularly with the Board. The powers of the Executive Committee may be expressly limited by the Board of Trustees. The Executive Committee shall not have the authority to: (i) amend these Bylaws; (ii) elect or remove a Trustee; (iii) approve or change the budget; (iv) hire or terminate the CEO; (v) make material changes to the organizational structure of the Society; or (vi) take any other action expressly not permitted pursuant to Section 55 of Chapter 156B of the Massachusetts General Laws, or any successor provision.
- (c) The Executive Committee shall hold meetings as necessary.
- (d) Members of the Executive Committee are elected officers of the Society and shall serve in conjunction with holding their respective elective offices.

Section 3 GOVERNANCE COMMITTEE

- (a) The Governance Committee shall be comprised of the President, President-Elect, Immediate Past President and six (6) at-large Members or Fellows of the Society, to be appointed by the President-Elect in consultation with the President and the CEO. The Immediate Past President shall serve as Chair of the Governance Committee.

- (b) The Governance Committee shall be responsible for designing and implementing a leadership development strategy for the Society; orienting new Trustees, officers and committee chairs; implementing a succession planning strategy; identifying future leaders of the Society; overseeing a broad-based nominations process; and recommending a slate of nominees for officer and Trustee elections that shall be submitted to the Board for its approval. The Governance Committee, or subcommittee including Governance Committee members, shall also develop criteria and nominate candidates for recognition awards, to be approved by the Board. Additionally, the Governance Committee shall periodically review, assess and make recommendations to the Board regarding policies and practices of the Board and revisions to the Bylaws and assess the Society's governance structure with respect to the Strategic Plan.
- (c) The Nominations Subcommittee shall be comprised of the Second Past President, who shall serve as Chair, the Immediate Past President and seven to nine (7-9) at-large members of the Governance Committee. On an annual basis, this Subcommittee shall make a broad-based appeal for nominations for Trustees at-large and applicable offices, provide information about the duties and qualifications of available positions and describe the decision process. The Subcommittee shall review written materials submitted by nominators and evaluate candidates at the time of its annual meeting. The Subcommittee shall propose a slate of nominations to be reviewed by the Executive Committee and approved by the Board. Upon approval of the slate by the Board, ballots shall be sent out to all members entitled to vote so that the election can be confirmed by the Annual Meeting of the Society.
- (d) The Governance Committee shall meet at least two (2) times annually.
- (e) Members of the Governance Committee who are elected officers of the Society shall serve on the Governance Committee in conjunction with holding their respective elective offices, and the at-large Members and Fellows on the Governance Committee shall serve for a period of one (1) year. At-large Members and Fellows of the Society serving on the Governance Committee are ineligible to be nominated for elected offices, trusteeships or recognition awards while serving on the Governance Committee. Similarly, at-large Members and Fellows serving on any subcommittee involved in selecting recipients for recognition awards and officers serving on the Governance Committee are ineligible to receive recognition awards nominated by the committee.

Section 4 AUDIT COMMITTEE

- (a) The Second Past President and Secretary and Treasurer of the Society and at least one other Board member shall serve on the Audit Committee. Other selected members of the Society may also serve on the Audit Committee as appointed by the President-Elect, in consultation with the President and CEO.

At least one member of the Audit Committee shall have expertise, either through work experience or education, in the areas of finance or accounting. At all times, a majority of the members of the Audit Committee shall be Trustees of the Society and no person serving shall have a material, financial or commercial relationship with the Society. No employee of either the Society or the Foundation shall serve on the Audit Committee. The Second Past President of the Society shall serve as Chair of the Audit Committee.

- (b) The Audit Committee shall be responsible for: 1) selecting and appointing annually the independent certified public accountants who shall provide auditing and related services to the Society and the Foundation (the “Auditors”); 2) setting the scope of and compensation for such services by the Auditors; and 3) overseeing the performance of such services by the Auditors, including the resolution of any disputes between the Auditors and management regarding the adequacy of internal accounting and fiscal controls and the fair and accurate presentation of the financial statements of the Society and Foundation.
- (c) The Audit Committee shall meet at least two (2) times annually – once before the Auditors are engaged to commence their work and once the audits for that year are completed and before the financial statements of the Society and the Foundation have been issued.
- (d) Members of the Audit Committee who are elected officers of the Society or Foundation shall serve on the Audit Committee in conjunction with holding their respective elective offices. Other members of the Audit Committee shall serve at the pleasure of the Board of Trustees.

ARTICLE VI

Indemnification

Subject to the terms of the next paragraph of this Article VI, each person now or hereafter a Trustee, officer (elected or appointed), employee, or other agent of the Society, or who serves at the Society's request in such a capacity for another organization in which the Society directly or indirectly owns shares or of which it is a creditor, and his heirs, executors, and administrators, shall be entitled, without prejudice to any other rights he may have, to be reimbursed by the Society for, and indemnified by the Society against, all liabilities, costs, and expenses reasonably incurred by him in connection with, or arising out of, any claim, action, suit, or proceeding of whatsoever nature, civil or criminal, before any court, tribunal, administrative or legislative body, or agency, in which he might be involved as a party or otherwise, or with which he might (when so serving) be threatened by reason of his having so served, or by reason of any action alleged to have been taken or omitted by him (when so serving), whether or not he continued to serve at the time of incurring such liabilities, costs, or expenses. Such reimbursement and indemnification may include payment by the Society of liabilities,

costs, and expenses reasonably incurred in advance of the final disposition of a claim, action, suit, or proceeding, or in connection with a reasonable settlement or compromise thereof (other than an amount paid to the Society itself) made with a view to curtailment of costs of litigation, upon receipt of an undertaking by the person indemnified to repay such payment if ultimately he is adjudicated to be not entitled to reimbursement and indemnification. No reimbursement or indemnity shall be paid for any expense incurred, or settlement made, by such a person in connection with any matter as to which he shall be adjudged finally by a court, tribunal, administrative or legislative body, or agency not to have acted in good faith in the interests of the Society, nor shall the amount of any reimbursement or indemnity paid in respect of any matter on which settlement or compromise is effected, including the amount paid by that person in such a settlement, exceed the expense that reasonably might have been paid or incurred by him in conducting actual or threatened litigation to a final adjudication. The Society, its Board and officers, shall not be liable to anyone for making any determination as to the existence or absence of liability, or for making or refusing to make any payment hereunder on the basis of such determination, or for taking or omitting to take any other action hereunder, in reliance upon the advice of counsel.

Notwithstanding the foregoing provisions of this Article VI to the contrary, no person (including his or her heirs, executors and administrators) shall be entitled to indemnification under this Article VI with respect to acts or omissions occurring during any period when such person was not a Trustee, elected officer or CEO of the Society, except to the extent expressly approved by a vote of the Board.

Nothing in this Article VI shall limit any lawful rights to indemnification existing independently of this Article VI. Nothing in this Article VI shall be construed as limiting in any manner, including the power of the Board to provide indemnification to any person who is not a Trustee of the Society and who serves as an officer, employee or other agent of the Society, who serves at the Society's request as a Trustee, officer, employee or other agent of another organization or who serves at the Society's request in any capacity with respect to any employee benefit plan.

This Article VI shall be deemed for all purposes to constitute a written agreement between the Society and each indemnitee which may be amended or repealed in accordance with Article III, Section 2 of these Bylaws, provided that no amendment or repeal of this Article VI shall adversely affect the rights and protections afforded to an indemnitee, and his or her heirs and personal representatives, for acts or omissions occurring before such amendment or repeal.

ARTICLE VII

Representation in Other Organizations

The Board may appoint one or more persons from among the Trustees, officers and the Membership, to serve as representatives of the Society with other organizations, both domestic and international.

ARTICLE VIII

International Board of Heart Rhythm Examiners (formerly NASPEXAM)

In 1985, the Society established the International Board of Heart Rhythm Examiners, Inc. ("IBHRE") (formerly known as NASPEXAM) to develop and execute a special competency examinations in the fields of cardiac pacing and electrophysiology. IBHRE is a separately organized and incorporated entity that operates independently of the Society, and is governed by its own Articles of Organization, Bylaws and rules and regulations. IBHRE is affiliated with the Society in the following respects.

- i) The Society is the sole member of IBHRE;
- ii) The President of the Society is a Director of the IBHRE ex officio;
- iii) The Board approves the appointment of persons who serve as Directors of the IBHRE, with the ability to reject an appointment for good cause only;
- iv) An IBHRE Director may be removed for good cause by a two-thirds (2/3) vote of the Board;
- v) The By-laws of IBHRE can be amended by two-thirds (2/3) vote of the Board; and
- vi) IBHRE regularly reports upon its operations and activities to the Board.

ARTICLE IX

Miscellaneous

Section 1 ARTICLES OF ORGANIZATION

The name of the Society shall be as set forth in its Articles of Organization. These Bylaws, the powers of the Society and of its Membership, Trustees and officers and all matters concerning the conduct and regulation of the affairs of the Society shall be subject to the provisions of the Articles of Organization, as amended from time to time.

Section 2 CORPORATE SEAL

The Trustees may adopt and alter the seal of the Society.

Section 3 REGISTERED AGENT

At all times, the Society shall have a registered agent in the Commonwealth of Massachusetts appointed by the Board.

Section 4 FISCAL YEAR

The fiscal year of the Society shall end on September 30th in each year unless the Trustees change the fiscal year by filing a certificate with the Secretary of the Commonwealth.

Section 5 NO PERSONAL LIABILITY

The Membership, Trustees and officers of the Society shall not be personally liable for any debt, liability or obligation of the Society. All persons, corporations or other entities extending credit to, contracting with or having any claim against the Society, may look only to the funds and property of the Society for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree or of any money that may otherwise become due or payable to them from the Society.

Section 6 NO COMPENSATION; REIMBURSEMENT FOR EXPENSES

None of the elected Trustees or officers shall be compensated for serving as such. Trustees and officers shall be entitled to reimbursement for reasonable out-of-pocket expenses incurred in connection with the performance of their respective duties, including reasonable travel and lodging expenses, all as authorized in advance by the Board from time to time.

Section 7 COMMUNICATION VIA FACSIMILE AND E-MAIL

Notices sent by the Society to a Member, Fellow, Affiliate Member or Trustee via facsimile or e-mail to either the facsimile telephone number or e-mail address for such person on record with the Society with transmission confirmed by the sending machine or device shall be deemed to have been validly sent and delivered as of the date and time transmitted. Voting ballots or proxies received via facsimile or e-mail by the Society from a member entitled to vote which indicate that they were sent from the facsimile telephone number or the e-mail address of that person on record with the Society shall be presumed authentic and deemed to be validly cast or granted for purposes of determining votes of the Members, Fellows, and Affiliates. In circumstances where there is a question regarding the validity of any ballot or proxy received via facsimile or e-mail, the determination of the Board shall be final and conclusive.

As of 9/29/18

