

**BYLAWS**  
**THE NEW YORK STATE CHAPTER**  
**OF THE AMERICAN COLLEGE OF CARDIOLOGY**

**ARTICLE I**

**NAME AND PURPOSE**

**Section 1. Name**

This organization, a not-for-profit corporation\*, shall be known as the New York State Chapter of the American College of Cardiology (hereinafter referred to as the AChapter@).

**Section 2. Purpose**

The purpose of the Chapter shall be to contribute to the prevention of cardiovascular diseases and to ensure optimal quality of care for individuals with such diseases. In carrying out these purposes, the Chapter shall function---in consultation with the leadership of the College---as a source of advice to local and state governmental and professional organizations concerning issues related to cardiovascular disease. The Chapter shall, in the interests of patients, physicians and the public in general, maintain a high level of continuing medical education, social consciousness and involvement with socio-economic factors which may influence access for all individuals to high quality cardiovascular health care.

\* This Chapter will be formed as a 501(c) (6) not-for-profit corporation under the Federal and New York State tax codes.

**ARTICLE II**

**MEMBERSHIP**

**Section 1. Classes of Membership**

The membership of the College shall be of the following classes: Cardiovascular Team, Associate of the American College of Cardiology, Fellow-in-Training, International Associate, Affiliate, Associate Fellow, Fellow, Emeritus, Master, Distinguished Fellow and Honorary Fellow. Only a Fellow, Fellow Emeritus, Distinguished Fellow and Honorary Fellow shall be privileged to use the letters "FACC" after his/her name. Only a Master shall be privileged to use the letters "MACC" after his/her name. Only an Associate of the American College of Cardiology shall be privileged to use the letters "AACC" after his/her name. Only Fellows, Fellows Emeritus, Distinguished Fellows, Masters, Masters Emeritus, shall be entitled to the privilege of holding office. Only Fellows, Fellows Emeritus, Distinguished Fellows, Masters, Masters Emeritus, and Associates of the American College of Cardiology shall be entitled to the privilege of voting. Other members shall be entitled to the other privileges of the College, with the exception of voting and holding office.

## **Section 2. Qualifications and Classes of Membership**

***Qualifications and Application for Membership - The qualifications and process to apply as an Affiliate, Associate Fellow or Fellow shall be proposed through the Credentialing and Membership Committee and must be approved by the Board of Trustees. The qualifications and process for becoming a member may be waived by the Credentialing and Membership Committee in individual cases.***

- a. Cardiovascular Team** - Shall be available to professionals in the cardiovascular work setting. A Cardiovascular Team member shall have recognized education, training, and licensure/certification, and/or formal appointment relevant and customary for the professional type. A Cardiovascular Administrator may also be a member of the College.
- b. Associate of the American College of Cardiology (AACC)** - (a) Shall be a nurse, nurse practitioner, clinical nurse specialist, clinical pharmacist, physician assistant, or cardiovascular technologist who (a) is nationally board certified by a credentialing body recognized by the American College of Cardiology; (b) has been a member of the ACC for at least two years; and (c) has at least five years of experience in a clinical area of expertise within cardiology.
- c. Fellow-in-Training** - United States, U.S. Territories and Canada - Shall be currently engaged in a formal cardiovascular related training program in fulfillment of requirements for admission to an examination by a subspecialty board which holds membership in the American Board of Medical Specialties or the Bureau of Osteopathic Specialists of the American Osteopathic Association. Fellow-in-Training members will transition to the Affiliate category upon successful completing of the training program.

**Fellow-in-Training - Residing outside the United States, U.S. Territories and Canada** - Shall be currently engaged in a formal cardiovascular-related training program. Fellow-in-Training members will transition to the International Associate category upon successfully completing the training program.

- d. Affiliate** - (a) Shall have satisfactorily completed a formal cardiovascular related training program in fulfillment of requirements for admission to an examination by a subspecialty board which holds membership in the American Board of Medical Specialties or the Bureau of Osteopathic Specialists of the American Osteopathic Association. (b) Lacking board certification, candidates are expected to provide evidence from the local community of having attained peer recognition as practicing cardiovascular specialists.
- e. Associate Fellow** - United States, U.S. Territories and Canada - (a) Shall have board certification by a primary specialty board which holds membership in the American Board of Medical Specialties or the Bureau of Osteopathic Specialists of the American Osteopathic Association, plus evidence of formal cardiovascular training and other evidence from his/her community of having attained peer recognition as a consultant. (b) In lieu of the above, a candidate shall have made important scientific contributions and shall have devoted the major share of his/her efforts over a period of years to the cardiovascular field.

- f. Fellow** - United States, U.S. Territories and Canada - (a) Shall have certification by both a primary specialty board and an applicable subspecialty board which holds membership in the American Board of Medical Specialties or the Bureau of Osteopathic Specialists of the American Osteopathic Association. (b) Lacking Board certification, candidates are expected to have made important scientific contributions over a period of years to a cardiovascular field. (c) The candidate shall provide evidence from his/her community that he/she is recognized by peers as a specialist or as a scientist.

**Fellow - Residing outside United States, U.S. Territories and Canada** - Those candidates applying for Fellowship should be recognized as clearly outstanding in their own country by (a) holding a leadership role cardiology; or Professor or Associate Professor or; (b) usually having achieved an international reputation with a sizeable number of publications in cardiovascular related peer-reviewed indexed journals. Candidates may have certification by both a primary and subspecialty board which holds membership in either the American Board of Medical Specialties or the Advisory Board for Osteopathic Specialists of the American Osteopathic Association.

- g. International Associate** – A category of membership for other cardiovascular physician or scientist candidates. Candidates applying for International Associate will be recognized in their own country by having relevant recognized/accredited medical education, cardiovascular training, and licensure/certification OR cardiovascular-related academic or research appointment at a recognized institution.
- h. Emeritus Status** - A Fellow, Associate Fellow, or Affiliate of the College who is fully retired and is 65 years of age or older or who has been a member of the College for more than thirty consecutive years, is 60 years of age, and is fully retired, is eligible upon request to be named Emeritus. Such a status permits a waiver of national and applicable chapter dues and fees, but not the cost of the hard copy College journals.

**Emeritus Status - A Cardiovascular Team member or Associate of the American College of Cardiology** who is fully retired and is 65 years of age or older; or who has been a member of the College for more than five consecutive years, is 60 years of age, and is fully retired, is eligible upon request to be named Emeritus. Such a status permits a waiver of national and applicable chapter dues and fees but not the cost of the hard copy College journals.

- i. Master** - A Fellow of the College who has been active in the College for more than fifteen years may be recommended to the Board of Trustees to be designated a Master of the American College of Cardiology (MACC). Annually the Officers and Trustees of the College shall be asked individually to submit names of suggested nominees to the Awards Committee which, in turn, shall make its recommendation to the Board of Trustees. Additionally, past presidents are recognized as Masters. Election shall be by a majority vote of the Board of Trustees.
- j. Distinguished Fellow** - A Fellow of the College who has performed outstanding service in the interest of the College may be recommended to the Board of Trustees to be elected Distinguished Fellow. Annually the membership shall be asked to submit names of suggested nominees to the Awards Committee which, in turn, shall make its recommendation to the Board of Trustees. Election shall be by a majority vote of the Board of Trustees.

- k. Honorary Fellow** - Any qualified scientist or physician is eligible to become an Honorary Fellow. Annually the membership shall be asked to submit names of suggested nominees to the Awards Committee which, in turn, shall make its recommendation to the Board of Trustees. Election shall be by a majority vote of the Board of Trustees.
- l. Constituent members** - All members, associate fellows, fellows and retired members of The New York Cardiological Society, as of the date of the adoption of this section who are not members of the NYSCACC. Constituent Members shall have all privileges and obligations of membership as defined in this article. Constituent Members shall be entitled to membership in the ACC only on separate application in accordance with ACC membership requirements.

### **Section 3. Voting and Office Holding Rights**

All individuals in good standing who fall within the Classes of Members in conformance with the ACC bylaws and related bylaws requirements for ACC Chapters are eligible to vote and hold office in the Chapter. All members shall be eligible to serve on committees of the Chapter.

### **Section 4. Termination of Membership**

Membership in the Chapter shall terminate when the member ceases to hold membership in the American College of Cardiology or fails to pay required Chapter dues as specified in Article IX of these Bylaws.

## **ARTICLE III**

### **OFFICERS**

#### **Section 1. Officers**

The Officers of the Chapter shall consist of the President, Immediate Past President and/or President-elect, and the Secretary-Treasurer. One of the current Governors of the American College of Cardiology for New York State will serve as President of the Chapter and the other will serve as President of the New York Cardiological Society, Inc.

#### **Section 2. Election and Term of Office**

The Governors of the College representing New York State are elected for a term of three (3) years through a process set forth in the Bylaws of the American College of Cardiology. After the Provisional Chapter Status has been approved by the College, the Metropolitan New York Governor shall serve as President until June 30, 1990. The Upstate Governor of New York will become President on July 1, 1990 and serve until March 3, 1991. Each Governor shall serve as Vice President at the time that the other Governor is President. Beginning on March 3, 1991, the newly-elected Upstate Governor will serve 18 months as Vice President and the newly-elected Metropolitan-Area Governor will serve 18 months as President. After the first 18-month period is completed the Upstate Governor will become President and the Metropolitan-Area Governor will become Vice President for the second 18-month period. The Chapter Secretary-Treasurer shall serve a term of three (3) years and shall be elected by the members of the Chapter at the Annual Meeting or by mail ballot. The Secretary- Treasurer may serve a maximum of two (2) consecutive terms as Secretary-Treasurer.

**Section 3. Vacancies**

If a vacancy for the office of Secretary- Treasurer occurs, the President shall appoint a Secretary-Treasurer pro-tem until such time as the office is filled by action of the Council. The new appointee shall serve until the expiration of the term of the original Secretary-Treasurer.

**ARTICLE IV**

**DUTIES OF OFFICERS**

**Section 1. President**

The President shall be the chief elected officer of the Chapter and shall carry out all orders and resolves of the Council. The President shall preside at all meetings of the Chapter and at meetings of the Council. The President, subject to the approval of the Council, shall appoint members of all standing committees and in consultation with the Council may establish and appoint members of other committees or entities of the Chapter.

**Section 2. Vice President**

The Vice President shall assist the President in the performance of his/her duties and perform such other duties as may, from time to time, be assigned to the Vice President by the President. In the absence of the president the Vice President shall perform the duties of the president.

**Section 3. Secretary-Treasurer**

The Secretary-Treasurer, or his or her authorized agents, shall: 1) maintain a current roster of all members of the Chapter; 2) send all notices of meetings of the Chapter and of the Council, 3) keep a record of proceedings of all meetings of the Chapter; 4) serve as the principal financial officer of the Chapter and have responsibility for maintenance of adequate books and accounts for the Chapter; 5) have charge and custody of all funds and securities of the Chapter, and be responsible for the receipt and disbursement thereof; 6) deposit all funds and securities of the Chapter in such banks, trust companies or other depositories as shall be selected by the officers with the approval of the Council; 7) submit a financial statement at the yearly-scheduled Council meeting and to the membership at the Annual Meeting; and 8) in general perform all duties customarily incident to the offices of Secretary and Treasurer and such other duties as from time to time may be assigned by the Chapter President or Council. If required by the Council, the Secretary-Treasurer, or his or her authorized agent, shall be bonded with the cost of any such bond or surety to be paid from the funds of the Chapter.

## **ARTICLE V**

### **COUNCIL**

#### **Section 1. General Powers**

The administration, property and activities of the Chapter shall be managed by its Council.

#### **Section 2. Composition**

The Council shall consist of the Officers of the Chapter; three (3) members of the Chapter, representing the New York Cardiological Society, who are active members of the State Chapter; and Councilors elected from seven geographic districts; and the two Immediate Past Governors. Should the Chapter be invited to have representation in the House of Delegates of the Medical Society of the State of New York, the Delegate and Alternate Delegate shall have seats on the Council. The Chapter President shall serve as Chairman of the Council.

#### **Section 3. Election and Term of Office**

During the initial year of the Chapter, half of the District Councilors shall be appointed to two-year terms and half to three-year terms. For subsequent years, District Councilors shall be elected by the members of the Chapter residing or working in each District. They shall be elected by a mail ballot of candidates proposed by the Chapter Nominating Committee and shall serve three-year terms. District Councilors are eligible to succeed themselves for one additional three-year term. The terms of the representatives of the New York Cardiological Society shall be determined by that Society. These Councilors may serve a maximum of six (6) years on the Council. The Chapter Secretary-Treasurer shall be responsible for mailing ballots containing the names of nominees recommended by the Nominating Committee and approved by the Council.

#### **Section 4. Executive Committee**

There shall be an Executive Committee consisting of the Officers, the Immediate Past Governors and one representative of the New York Cardiological Society, who is an active member of the Chapter. The Executive Committee shall exercise the powers of the Council between meetings of the Council. The actions of the Executive Committee shall be reported to the Council at its next meeting for ratification.

#### **Section 6. Meetings**

Meetings of the Council may be called by the President, or at the request of one-third of Council members. The President shall fix the place for holding all Council meetings unless otherwise directed by the Council. The Council shall meet at least once each year.

#### **Section 7. Notice**

A notice stating the place, day, and hour of the meeting and the purpose or purposes for which the meeting is called shall be mailed to each Council member not less than thirty (30) days before the date of the meeting.

#### **Section 8. Quorum**

A majority of the members of the Council, when duly called and assembled, shall constitute a quorum for the transaction of business at any meeting of the Council.

**Section 9. Vacancies**

A vacancy on the Council for members other than the President, Vice President and representatives from the New York Cardiological Society may be filled by action of the members of the Council at any meeting of the Council. The individual so appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor.

**ARTICLE VI**

**COMMITTEES**

**Section 1. Establishment and Composition**

Committees may be established of the Council adopted at any duly called and constituted meeting. The size, purposes and powers of any such committee shall be as provided in such resolution. The President shall, in consultation with the Council, appoint the members of each such committee. All committees other than standing committees established hereby are deemed ad hoc committees and shall function for not more than one year unless re-established. All standing committee appointments must have the approval of the Council. The term of service of any committee member may be terminated by the President whenever, in the judgment of the President and the Council, the best interests of the Chapter shall be served by such termination.

**Section 2. Term of Office**

The term of office for the members of all standing committees, with the exception of the Nominating Committee, shall be determined by the Council.

**Section 3. Chairperson**

A chairperson of each committee, with the exception of the Nominating Committee, and the Executive Committee, shall be appointed by the President.

**Section 4. Vacancies**

Vacancies in the membership of any committee shall be filled by appointments made by the president. Replacements for vacancies on standing committees shall require the approval of the Council. The individual so appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor.

**Section 5. Reporting**

All committees shall report to the Council.

**Section 6. Standing Committees**

Standing Committees of the Chapter shall be the Executive Committee, Government Relations Committee, Nominating Committee and the Committee on Continuing Medical Education.

**Section 7. Special Committees** The Council may establish special or Ad Hoc Committees or task forces to address special subjects of interest to the Chapter.

**Section 8. Nominating Committee**

**a. Committee Composition**

The Nominating Committee shall be composed of the two Immediate Past Governors of the State and five (5) other Chapter members as appointed by the President and approved by the Council. The Chairman shall be elected by the Committee members.

**b. Term of Committee Membership**

The term of the Immediate Past Governors shall be for as long as each individual holds office as Immediate Past Governor. The remaining members of the Committee shall serve two-year terms on a staggered schedule. No member shall be eligible to serve a second consecutive term on the Committee.

**c. Charge and Function of Nominating Committee**

The Committee shall recommend to the Council at least two (2) nominees for the office of Secretary-Treasurer and for each District Councilor position whose term is due to expire. Nominations for District Councilors shall be restricted to Active members of the Chapter residing or working in the area where the vacancy is to occur. The Committee shall not nominate any of its members to any position on the ballot. The Committee shall report its recommendations for nominees as District Councilors to the Council in sufficient time to enable election by mail ballot before the expiration of the term of the then current Councilor. The Committee shall report its nominee(s) for Secretary-Treasurer to the Council in sufficient time to enable election by mail ballot before the expiration of the term of the current Secretary-Treasurer. It is recommended that, whenever possible, consideration be given for a balanced representation of sub-specialty interests on this Committee (i.e., Adult Cardiology, Pediatric Cardiology, Cardiovascular Surgery, Private Practice, and Academic Practice).

**Section 9. The New York Cardiological Committee on CME and Committee on Programs**

The Committee on CME and the Committee on Programs shall be titled the New York Cardiological Society, Inc. They shall serve as the continuing medical education arm of the Chapter as the successor to The New York Cardiological Society, Inc., continuing those educational functions and lectureships established by The New York Cardiological Society, Inc. prior to the adoption of this Article and such other programs as the committee determines.

**ARTICLE VII**

**VOTING**

All voting for the election of Officers and Councilors shall be by mail ballot except in providing for filling unscheduled vacancies. The results of the voting shall be reported to the Council and to the membership at the Annual Meeting. Mail ballots shall be distributed by the Secretary-Treasurer to all voting members at least sixty (60) days prior to the Annual Meeting and be returned to the Secretary-Treasurer and Council for tabulation at least thirty (30) days prior to the Annual Meeting. The candidate receiving a plurality of votes for each office shall be declared elected.



## **ARTICLE VIII**

### **MEETINGS**

#### **Section 1. Annual Business Meeting**

The Chapter shall hold an annual business meeting, open to all members and invited guests, at a time and place designated by the Council. The purpose of the meeting shall be to transact any business that may come before the Chapter.

#### **Section 2. Special Meetings**

Special meetings of the membership may be called by the President after consultation with the Council or upon written request of not less than twenty percent (20%) of the membership.

#### **Section 3. Notice of Meetings**

A notice stating the place, day, and hour of each membership meeting shall be mailed to each member of the Chapter not less than thirty (30) days before the date of the meeting.

## **ARTICLE IX**

### **DUES AND ASSESSMENTS**

Annual dues and assessments shall be set by the Council and approved by the American College of Cardiology prior to implementation. The American College of Cardiology shall be responsible for billing all ACC members in New York State for Chapter dues. Upon receipt of the dues payment, the American College of Cardiology shall promptly remit such payments to the Chapter Secretary-Treasurer. Active members, with the exception of Distinguished Fellows and Honorary Fellows, shall be deemed as dues-paying members. Dues shall be waived for Emeritus members and Affiliate-in-Training members. Constituent Members shall be billed for dues and assessments by the Chapter at amounts set at the annual business meeting.

## **ARTICLE X**

### **REPORTING**

The Chapter shall submit to the American College of Cardiology an annual report which includes: a) a statement of income and expenses signed by a duly-authorized Chapter officer (usually the Secretary-Treasurer); b) a copy of Internal Revenue Service Form 990 and other required IRS forms submitted by the Chapter; and c) a summary of Chapter activities for the previous 12 month period and plans for the coming year.

## **ARTICLE XI**

### **CHAPTER AND NATIONAL RELATIONS**

Neither the Chapter nor any of its Officers, or members, is authorized to represent or in any way bind the American College of Cardiology, unless authorized to do so by the College president, nor will any of them in any way hold themselves out to be authorized to do so without specific authorization of the College President. The College shall inform the Chapter of all policy and position statements in order for Chapter statements to be consistent with those of the College, and major new policy statements by the Chapter shall be developed in consultation with College leadership. The relationship between the Chapter and the governing bodies of the American College of Cardiology is defined in the American College of Cardiology Constitution and Bylaws. Article XI of the Constitution states that: 1) Chapters may be organized under guidelines established by the ACC Board of Trustees for the purpose of furthering the objectives of the College; 2) Articles or Certificate of Incorporation and Bylaws of each Chapter must be approved by the Board of Trustees of the College; and 3) After incorporation, no Chapter shall amend, restate, or otherwise change the provisions of the Articles of Incorporation, Bylaws or other governing documents without the approval of the ACC Board of Trustees. The American College of Cardiology may terminate Chapter status for any Chapter if the ACC Board of Trustees finds that the Chapter has engaged in activities detrimental to the best interests of the College. The Chapter shall be afforded an opportunity to be heard pursuant to such reasonable procedures as the ACC Board of Trustees shall provide.

## **ARTICLE XII**

### **INDEMNIFICATION**

To the full extent permitted by law, the Chapter may indemnify any and all of its Officers, Council members, Committee members and Chapter staff for certain expenses and other amounts paid in connection with legal proceedings in which any such person becomes involved by reason of serving in any such capacity with or for the Chapter. The Chapter may purchase and maintain insurance on behalf of any or all Officers, Council members, Committee members and Chapter staff against any liability asserted against any such person, and incurred in any such capacity, whether or not the Chapter would have the power to indemnify them against such liability under the provisions of this article.

## **ARTICLE XIII**

### **ETHICS**

Members of the Chapter are expected to exhibit high ethical and moral standards. The Bylaws of the American College of Cardiology provide a mechanism for addressing matters related to the ethical conduct of all members of the College.

## **ARTICLE XIV**

### **AMENDMENTS**

Bylaws may be amended or repealed and new Bylaws may be adopted by mail ballot with a two-thirds (2/3) approval by the respondents, provided that written notice of the proposed change or changes has been mailed to each Council member at least thirty (30) days before the final vote count. However, before becoming effective such amendments must have the approval of the Board of Trustees of the American College of Cardiology.

## **ARTICLE XV**

### **PARLIAMENTARY AUTHORITY**

Roberts Rules of Order (the newest revision) shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws.

## **ARTICLE XVI**

### **CHAPTER BYLAWS**

The New York State Chapter bylaws shall always be consistent and in conformance with the ACC bylaws and related bylaws requirements for ACC Chapters. If the ACC Board of Trustees approves any bylaws amendments and revisions that require related amendments or revisions of Chapter Bylaws, including but not limited to language regarding included membership categories, then the authority by the Chapters to make any such conforming amendments and/or revisions to its bylaws solely for the purposes of ensuring such consistency and conformance shall be assumed and such actions may be taken by the Chapter Leadership without any additional action required by the Board of the Chapter, the Board of Governors Steering Committee or other ACC national leadership entity.