

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 “Chapter”).

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. Qualification for Membership

All individuals in good standing who fall within the American College of Cardiology’s Classes of Members in conformance with the ACC bylaws and related bylaw requirements for ACC Chapters, who also live and/or work in New York State, shall be eligible for membership.

Section 2. Voting and Office Holding Rights

All individuals in good standing who fall within the American College of Cardiology’s Classes of Members in conformance with the ACC bylaws and related bylaws requirements for ACC Chapters, who also live and/or work in New York State, are eligible to vote and hold office in the Chapter. All members shall be eligible to serve on committees of the Chapter.

Section 3. 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 ACC's Bylaws.

ARTICLE III

OFFICERS

Section 1. Officers

The Officers of the Chapter shall consist of the President, Vice President and the Secretary-Treasurer. One of the Co-Governors of the Chapter will serve as President of the Chapter for 18 months while the other serves as Vice President, and then the pair will switch roles so that the other Co-Governor serves as President of the Chapter and the Immediate Past President becomes Vice President for the next 18 months.

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. The Chapter Secretary-Treasurer shall serve a term of three (3) years and shall be elected by the members of the Chapter, either at the Annual Meeting or by electronic or postal 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 President and/or Vice President occurs for any cause, it shall be filled, after consultation with the Chapter, in accordance with the Bylaws of the American College of Cardiology. 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 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, may establish committees, work groups, task forces 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 or in the event of a very pressing matter, the Vice President may perform the duties of the President.

Section 3. Secretary-Treasurer

The Secretary-Treasurer, or his or her authorized agents, shall: 1) serve as the principal financial officer of the Chapter and have responsibility for maintenance of adequate books and accounts

for the Chapter; 2) monitor all funds and securities of the Chapter and the the receipt and disbursement thereof; 3) submit a financial statement at a yearly-scheduled Council meeting and make the financial statement available to the membership at the Annual Meeting; and 4) 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 Councilors elected from seven geographic districts; the two Immediate Past Governors; and the Chapter's chief staff executive ("executive director"), who shall serve as a non-voting member of the Council. The Chapter President shall serve as Chair of the Council.

Section 3. Election and Term of Office

District Councilors shall be elected by the members of the Chapter. They shall be elected by an electronic or postal 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 if approved by a vote of the membership. These Councilors may serve a maximum of six (6) years on the Council..

Section 4. Executive Committee

There shall be an Executive Committee consisting of the Officers and the Immediate Past Governors. 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. Meetings of the Executive Committee may be called by the President, or at the request of the majority of the Executive Committee members, at any time – via email, postal mail or by phone. Meetings of the Executive Committee may be held in person, via email or by phone, provided that the day and hour of the meeting and the meeting's location is given in advance. Motions shall be considered approved by a vote of a majority of the Executive Committee members in attendance or those who have provided a proxy vote.

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, and meetings may take the form of a conference call, an in-person meeting or an email meeting.

Section 7. Notice

A notice stating the place, day and hour of the meeting, if applicable, and the purpose or purposes for which the meeting is called shall be electronically mailed or sent via postal mail to

each Council member not less than seven (7) business days before the first day 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. Motions shall be considered approved by a vote of a majority of the Council members in attendance or those who have provided a proxy vote.

Section 9. Vacancies

A vacancy on the Council for members other than the President, Vice President and Secretary-Treasurer 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.

Section 10. Non-Voting Council Members

Additional, non-voting members of the Council – such as the Chapter Executive Director, Cardiovascular Team (CVT) Liaisons, Fellow-in-Training (FIT) Liaisons, delegates to advocacy organizations, and/or “honorary members” – may be added to, or removed from, the Council by a majority of the Council members in attendance or those who have provided a proxy vote.

ARTICLE VI

COMMITTEES

Section 1. Establishment and Composition

The President shall, in consultation with the Council, appoint the members of each standing committee. All committees other than standing committees established hereby are deemed ad-hoc committees.. 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. 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, Advocacy Committee, Audit & Finance Committee, Nominating Committee and the Awards Committee.

Section 7. Nominating Committee

A. Committee Composition

The Nominating Committee shall be composed of the two Immediate Past Governors of the Chapter and five (5) other Chapter members as appointed by the President and approved by the Council, with an attempt made to recruit members from each of the state districts. The Chair 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. No member shall be eligible to serve a second consecutive term on the Committee.

ARTICLE VII

VOTING

All voting for the election of the Secretary-Treasurer and Councilors shall be done by electronic or postal mail ballot except in providing for filling unscheduled vacancies. The results of the voting shall be reported to the Council and to the membership in a timely manner. 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 Chapter President and/or 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 electronically mailed or sent via postal mail to each member of the Chapter not less than fifteen (15) 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 is 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. The Chapter is responsible for ensuring timely receipt of these dues.

ARTICLE X

REPORTING

The Chapter shall submit to the American College of Cardiology an annual report that 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 an electronic or postal mail ballot to all voting-eligible Council members 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 voting-eligible Council member at least 10 (10) 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 these 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's 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.

Revised 8/2018