

Bylaws

THE TENNESSEE 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 Tennessee 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 social consciousness, and facilitate involvement with socioeconomic factors and promote access to the highest possible quality of cardiovascular health care.

ARTICLE II MEMBERSHIP

Section 1. Eligibility. All members of the American College of Cardiology residing or working in Tennessee shall be eligible for membership in the Chapter.

Section 2. Classes of Members. The Chapter shall have three classes of membership. The qualifications for membership in the respective classes are:

- (a) Active Members: All Fellows, Affiliates, Associates, and Masters members of the American College of Cardiology residing or working in Tennessee.
- (b) Emeritus Members: All Emeritus members of the American College of Cardiology residing or working in Tennessee.
- (c) Cardiovascular Team: professionals in the cardiovascular work setting residing or working in Tennessee.

Section 3. Voting and Office Holding Rights. Only Active members of the Chapter in good standing shall be eligible to vote and to hold office in the Chapter. Other classes of Chapter membership shall be eligible to serve on committees of the Chapter.

Section 4. Resignation and Removal 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 Chapter dues as specified in Article III.

ARTICLE III 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 the state of Tennessee 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.**

ARTICLE IV OFFICERS

Section 1. Officers. The officers of the Chapter shall consist of the President, the President-Elect, the Immediate Past President and the Secretary-Treasurer. The American College of Cardiology Governor for the state of Tennessee shall serve concurrently as the President of the Chapter. The American College of Cardiology Governor-Elect for the state of Tennessee shall serve concurrently as the President-Elect of the Chapter. The American College of Cardiology Immediate Past Governor for the state of Tennessee shall serve concurrently as the Immediate Past President of the Chapter.

Section 2. Election and Term of Office. Governors and Governors-Elect of the College are elected through a process as set forth in Article III, Section 6 of the Bylaws of the American College of Cardiology. The term of office for College Governors is three (3) years; therefore, the Chapter President's term shall be for a like number of years. The term of office for College Governors-Elect is one (1) year; therefore, the Chapter President-Elect's term shall be for a like number of years. At the end of his/her one (1)-year term as President-Elect, he/she shall begin a three (3)-year term as President. The Chapter Immediate Past President shall also serve a term of three (3) years. The Chapter Secretary-Treasurer shall be elected by the council and may serve a term of two (2) years. 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 President-Elect occurs for any cause it shall be filled, after consultation with the Chapter, in accordance with Article VI Section 1 of the Bylaws of the American College of Cardiology. If the offices of Immediate Past President or Secretary-Treasurer become vacant, these offices shall be filled by action of the members of the Council and subsequently ratified by the members of the Council at any meeting of the Council.

ARTICLE V DUTIES OF OFFICERS

Section 1. President. The President of the Chapter, who concurrently is the American College of Cardiology Governor for the state of Tennessee, shall be the chief elected officer of the Chapter and shall in general supervise and direct the business and affairs of the Chapter, in consultation with the Council. The President shall serve as Chairman at all meetings of the membership and of the Council. The President, in consultation with the Council and committee chairmen, shall appoint the members of all standing and special committees of the Chapter.

Section 2. President-Elect and Immediate Past President. The President-Elect and Immediate Past President shall assist the President in the discharge of the duties of the President as the President may direct, and shall perform such duties as from time to time may be assigned by the President. In the absence of the President, the Immediate Past President or the President-Elect shall perform the duties of the President.

Section 3. Secretary-Treasurer. The Secretary-Treasurer 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 shall 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 Council; and (7) 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 shall give a bond for the faithful discharge of duties of that office in such sum and with such surety or sureties as the Council shall determine the cost of any such bond or surety to be paid from the funds of the Chapter.

Article VI 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 and representatives from the 5 districts: the Western, Central, Eastern, Southeastern, and Northeastern districts. There shall be approximately one representative for each 50 members from each district. The Chapter President shall serve as Chairman of the Council. The number of representatives shall be reviewed and codified each year by the Council at the annual meeting.

Section 3. Election and Term of Office. During the initial year of the reconstituted council (2009-2010), all councilors will serve for two (2) years. Thereafter, the council will be randomly assigned to term expiration after year 2 and 3. Thereafter, all council members will serve two (2)-year terms. District Councilors are eligible to succeed themselves for one (1) additional two (2)-year term.

Section 4. Vacancies. A vacancy on the Council for members other than the President and President-Elect 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 5. Meetings. Meetings of the Council may be called by the Chapter President, who also serves as Chairman of the Council, or at the request of six (6) 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 twice each year. Meeting may be in face, by phone or using other electronic aids.

Section 6. 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 7. 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.

ARTICLE VII COMMITTEES

Section 1. Establishment and Composition. Committees may be established by resolution 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 of the Chapter shall, in consultation with the Council, appoint the members of each such committee. 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 committees, with the exception of the Nominating Committee, shall be determined by the Council.

Section 3. Chairman. A chairman for each committee, with the exception of the Nominating Committee, shall be appointed by the President of the Chapter.

Section 4. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made by the Chapter President. Standing committees vacancy replacements 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 Chapter committees shall report to the Council.

Section 6. Standing Committees. Standing Committees of the Chapter shall be: Government Relations, Nominating, and Program.

Section 7. Special Committees. Upon recommendation by the Chapter President, the Council may establish special or ad hoc committees to address special subjects of interest to the Chapter.

Section 8. Nominating Committee.

- (a) Committee Composition. The President and the Immediate Past President shall serve on this committee as will two (2) other council members appointed by the President. Representing his/her district, the Chapter President shall select two (2) additional Chapter members to this committee.
- (b) General concepts: It is recommended that whenever possible, consideration be given for a balanced representation on this committee (i.e. Adult Cardiology, Pediatric Cardiology, Cardiovascular Surgery, Private Practice, Academic Practice). It is strongly recommended that two (2) members of the same practice not be on the council except where it is unavoidable.
- (b) Term of Committee Membership. The term of the Immediate Past President shall be for as long as that individual holds office as Immediate Past President of the Chapter. The remaining two (2) members of the committee shall serve one (1)-year terms. No member shall be eligible to serve a second consecutive term on the committee. Vacancies in the membership of this committee shall be filled by the process set forth in Article VI Section 4 of the Bylaws.
- (c) Charge and Function of Nominating Committee. The committee shall recommend to the Council nominees for each district Councilor position whose term is due to expire. Nominations shall be restricted to Active members of the Chapter residing or working in the district where the vacancy is to occur. The committee shall not nominate any of its members to any position on the ballot. The committee shall recommend to the Chapter membership at the annual business meeting the committee's nominee(s) for the office of Secretary-Treasurer.

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 Council is described in Article V of these Bylaws. 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 Meeting. A notice stating the place, day and hour of the meeting shall be sent to each member of the Chapter not less than thirty (30) days before the date of this meeting. In the case of special meetings, the purpose(s) of the meeting shall be stated in the notification and not other business shall be transacted except that stated in the call.

**ARTICLE IX
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 require IRS forms submitted by the Chapter; and (c) a summary of Chapter activities for the previous twelve-month period and plans for the coming year.

**ARTICLE X
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 as being 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 XI
DISSOLUTION**

Upon dissolution of the corporation, all its assets, after payment of all debts and other liabilities, shall be paid and distributed to the American College of Cardiology.

**Article XII
INDEMNIFICATION**

To the full extent permitted by law, the Chapter may indemnify any and all of its officers, Council members and committee members 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 this Chapter. The Chapter may purchase and maintain insurance on behalf of any or all officers, Council members or committee members 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 ballot with a two-thirds (2/3) approval of the respondents, provided that written notice of the proposed change or changes has been sent to each voting 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.

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.

* This Chapter will be formed as a 501(c)(6) not-for-profit corporation under the federal and state tax codes.