

## **BYLAWS**

### **THE ALABAMA CHAPTER OF THE AMERICAN COLLEGE OF CARDIOLOGY**

#### **ARTICLE I**

##### **NAMES AND PURPOSES**

Section 1 -- Name. This organization, a not-for-profit corporation\* shall be known as The Alabama 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 and promote professional education issues related to cardiovascular disease. The Chapter shall, in the interest of patients, physicians, and the public in general, maintain a high level of social consciousness and involvement with socioeconomic factors and access to the highest possible quality of cardiovascular health care.

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

#### **ARTICLE II**

##### **MEMBERSHIP**

Section 1 -- Eligibility. All members of the American College of Cardiology residing in Alabama shall be eligible for membership in the Chapter.

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

- a. Active Members: all Fellows, Associate Fellows, Affiliates, Distinguished Fellows, and Honorary Fellows of the American College of Cardiology
- b. Affiliate-in-Training Members: all Affiliates-in-Training of the American College of Cardiology
- c. Emeritus Members: all Emeritus members of the American College of Cardiology
- d. Cardiac Care Associates: all Cardiac Care Associates of the American College of Cardiology including Registered Nurses, Clinical Nurse Specialists, Nurse Practitioners, Physician Assistants, and Clinical Pharmacists.
- e. Practice Administrators: all Practice Administrators of the American College of Cardiology

Section 3 -- Voting and Office Holding Rights. Only Active and Emeritus members of the Chapter in good standing shall be eligible to vote. Only members of Fellowship status may hold office in the Chapter; other classes of Chapter membership 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 Chapter dues as specified in Article VIII.

## **ARTICLE III**

### **OFFICERS**

Section 1 -- Officers. The officers of the Chapter shall consist of the President, the Immediate Past President, the Secretary-Treasurer, and at times a President-Elect. The American College of Cardiology Governor for the state of Alabama shall serve concurrently as the President of the Chapter. The American College of Cardiology Immediate Past Governor for the state of Alabama shall serve concurrently as the Immediate Past President of the Chapter. Additionally, during the final year of the term of each President, a President-Elect will serve as the American College of Cardiology Governor-Elect for the state of Alabama.

Section 2 -- Election and Term of Office. Governors of the College are elected through a process as set forth in 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 President-Elect will be elected prior to the final year of the current President's term and will serve a one-year term beginning at the time of the annual meeting of the American College of Cardiology. The Chapter Immediate Past President shall also serve a term of three (3) years. The Chapter Secretary Treasurer shall serve a term of two (2) years and shall be elected by the members of the Chapter at an 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 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 the offices of Immediate Past President or Secretary-Treasurer become vacant, these positions 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 IV**

### **DUTIES OF OFFICERS**

Section 1 -- President. The President of the Chapter, who concurrently is the American College of Cardiology Governor for the state of Alabama, 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 -- Immediate and Past President. The 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 shall perform the duties of the President.

Section 3 -- Secretary-Treasurer. The Secretary-Treasurer shall:

- a. Maintain a current roster of all members of the Chapter.
- b. Send all notices of meetings of the Chapter and of the Council.
- c. Keep a record of proceedings of all meetings of the Chapter.

- d. Serve as the principal financial officer of the Chapter and have responsibility for maintenance of adequate books and accounts for the Chapter.
- e. Have charge and custody of all funds and securities of the Chapter and be responsible for the receipt and disbursement thereof.
- f. Deposit all funds and securities of the Chapter in such banks, trust companies, or other depositories as shall be selected by the Council.
- g. In general, perform all duties customarily incident to the offices of Secretary and Treasurer and such other duties 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 with the cost of any such bond or surety to be paid from the funds of the Chapter.

Section 4 – President-Elect. The President-Elect, who concurrently is the American College of Cardiology Governor-Elect for the state of Alabama, shall make it his/her duty to learn the business of the Chapter, and attempt to attend all meetings of the chapter, as well as meetings of the Governors-Elect and Board of Governors of the American College of Cardiology. The President-Elect will also assume any duties delegated to him/her by the President.

## **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; Eight (8) District Councilors: two (2) from Congressional District Six, one each from Congressional Districts one, two, three, four, five and seven, District Alternates, Committee Chairs, an Affiliate-in-Training Representative from each medical school with an active cardiology training program, a Cardiac Care Associate Representative, a Practice Administrator Representative, and The Executive Director. If any of the congressional Districts are without candidates the membership shall elect an at large councilor. A delegate and alternate delegate, appointed by the Council, shall represent the Chapter in the House of Delegates of the Medical Association of Alabama. The Chapter President shall serve as Chairman of the Council.

Section 3 – Duties of Councilors and Alternates. Councilors and Alternates are expected to make every effort to attend meetings of the Council and represent the views of Members in their District. Councilors will also be expected to serve on at least one Committee of the Chapter as may be assigned by the President.

Section 4 -- The Executive Director. The Executive Director will be employed by the Chapter at the recommendation of the President subject to approval by the Council at its next business meeting. The Executive Director will conduct the day-to-day business of the Chapter which will include but not be limited to maintenance of an office, a mailing address, an e-mail address, and a website. Under the direction of the President, the Executive Director will set the agenda and make arrangements for all meetings of the Chapter and Council, and when asked, Committee Meetings of the Chapter, and will function as Recorder and maintain records of these meetings. Under the direction of the Secretary-Treasurer, the Executive Director will conduct the financial business of the Chapter and maintain all of its financial records; file appropriate income tax documents, communicate notice of all meetings to the Officers, Council, Committee Members, or Membership;

and prepare the Annual Report for submission to the American College of Cardiology. Under direction of the Publications Committee Chair, the Executive Director will arrange for publication and distribution of a Newsletter to the membership on at least a semiannual basis. The salary of the Executive Director and any recommended adjustments thereof will be set by the chapter President and Secretary-Treasurer, and should, in general, be ratified at the annual meeting of the Council.

Section 5 -- Election and Term of Office. During the initial year of the Chapter, half of the district councilors and alternates shall be appointed by the President to two-year terms and half to three-year terms. For subsequent years, councilors and alternates shall be elected by the members of the Chapter residing in each district, using a mail ballot of candidates proposed by the Nominating Committee, and shall serve two-year terms. Alternates may attend all meetings of the Council, but will have voting privileges only in the absence of the Councilor. The Chapter Secretary-Treasurer shall be responsible for mailing ballots containing nominees recommended by the Nominating committee and approved by the Council. District Councilors are eligible to succeed themselves for one additional two-year term. The Affiliate-in-Training Representatives shall be appointed by the cardiology training program director of each training program for a one-year term. The Cardiac Care Associate Representative shall be elected by the Cardiac Care Associate members for two-year terms of office. The Practice Administrator shall be an ex-officio liaison to the Council with a two-year term of office. The initial term will be appointed by the President but subsequent terms will be by election of the administrators.

Section 6 -- Vacancies. A vacancy on the council for members other than the President 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 7 -- 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 a majority 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 twice a year.

Section 8 -- Notice. A notice stating the place, day and hour of the meeting and the purpose(s) 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 9 -- 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. For the purposes of this calculation, only the Officers and Councilors (or their substituting Alternates) will be counted. The nonvoting Alternates, Committee Chairs, the Affiliate-in-Training Representatives, Cardiac Care Associate Representative, and Executive Director who hold nonvoting positions on the Council will not be counted toward the Quorum.

## **ARTICLE VI**

### **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, purpose(s), 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 the Nominating Committee and the Executive Committee shall be determined by the Council.

Section 3 -- Chair. A chair for each committee, with the exception of the Nominating Committee and the Executive 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 committee 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, Publications, Third Party Payer and Education.

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 Immediate Past President shall serve on this committee. With the Immediate Past President representing his/her district, the Chapter President shall select three additional Chapter members to this committee. These shall be district councilors or members of other Chapter committees. This process shall produce four (4) members. The Immediate Past President shall not be eligible to serve as committee chair. Each year, the chair of the committee shall be elected by the members of the committee. 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, and Academic Practice).

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 three (3) members of the committee shall serve one-year terms.

c. Charge and Function of Nominating Committee: The committee shall recommend to the Council at least two nominees for each district Councilor and alternate councilor whose term is due to expire. Nominations shall be restricted to Active members of the Chapter residing in the district where the vacancy is to occur. The committee shall not nominate any of its members to any position on the ballot.

At the Annual Business Meeting, the committee shall recommend to the Chapter membership its nominee(s) for the office of Secretary-Treasurer.

## **ARTICLE VII**

### **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 President (to be consistent with Article V, Section 5). 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 mailed to each member of the Chapter not less than thirty (30) days before the date of the meeting. In the case of special meetings, the purpose(s) of the meeting shall be stated in the notification and no other business shall be transacted except that stated in the call.

## **ARTICLE VIII**

### **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 Alabama 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 or Honorary Fellows or both, shall be deemed as dues-paying members. Dues shall be waived for Emeritus members and Affiliate-in-Training members.

## **ARTICLE IX**

### **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); a copy of Internal Revenue Service Form 990 and other required IRS forms submitted by the Chapter; and 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 or 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; 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 Certificates 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, and Council members, and committee members, and volunteers, 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, and Council members, or committee members, or volunteers 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 the 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 the respondents, provided that written notice of the proposed change(s) has been mailed 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.

*Originally drafted - 1992*

*Revised and Approved by Alabama Chapter, ACC Executive Council - 2008*