

Revised 10/04/09

BYLAWS

THE PENNSYLVANIA 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 Pennsylvania Chapter of the American College of Cardiology (hereinafter referred to as the "Chapter"). The members of the Chapter shall reside or work within the geographic boundaries of the Commonwealth of Pennsylvania.

Section 2. Purpose: The purpose of the Chapter shall be to contribute to the prevention of cardiovascular diseases; to insure high quality of care for individuals with such diseases; to advance the knowledge, science and practice of cardiovascular medicine; to assist cardiovascular practitioners in the improvement of the quality of cardiovascular medical practice and training; to foster the cooperation of all who are concerned with the medical, psychological, social and economic aspects of cardiovascular diseases, to represent the views and opinions of its membership before the governing bodies of the American College of Cardiology and to present the views and opinions of the Governing bodies of the ACC before its membership. The Chapter shall actively participate in the development and implementation of laws and regulations affecting the practice of cardiovascular medicine and the delivery of quality cardiovascular care to the citizens residing within the boundaries of the Commonwealth of Pennsylvania.

ARTICLE II
MEMBERSHIP

Section 1. Eligibility: All members in good standing of the American College of Cardiology (hereinafter referred to as the "College") residing or working in Pennsylvania shall be eligible for membership in the Chapter.

Section 2. Categories of Members: The Chapter shall have four categories of membership. The qualifications for membership in the respective categories are:

- a) Active Members: All Fellows, Associate Fellows, Members, Distinguished, Emeritus, Masters, and Honorary Fellows of the American College of Cardiology.
- b) Fellows-in-Training-Members: All Fellows-in-Training of the American College of Cardiology.
- c) Cardiac Care Associates: Cardiac Care Associate members of the College.
- d) Practice Administrators: Practice Administrator members of the College.

Section 3. Voting and Office Holding Rights: Category a, b and c members of the Chapter in good standing shall be eligible to serve on committees of the Chapter. Only Active members (Category a) and Cardiac Care Associates (Category c) in good standing shall be eligible to vote and hold executive council office in the Chapter. The Chapter President shall select a fellow-in-training to serve as a representative to the executive council. Category d members are eligible to serve on committees of the Chapter, but are not eligible to vote or to hold office.

Section 4. Termination of Membership: Membership in the Chapter shall terminate when the member ceases to hold membership in the College or fails to pay Chapter dues as specified in Article IV or fails to provide grant support in the case of the Corporate Members.

ARTICLE III

OFFICERS

Section 1. Officers: The Officers of the Chapter shall consist of the President, the Vice President, and the Secretary-Treasurer.

Section 2. Election and Term of Office: The Governors of the College representing Pennsylvania will be elected through a process as set forth in the Bylaws of the American College of Cardiology. The term of office for the College Governors is three (3) years. The term of office for the Chapter President and Vice President will each be eighteen (18) months whereupon the Vice President will assume the office of President and the President will assume the office of Vice President for the remaining eighteen (18) months of their respective terms as College Governors representing Pennsylvania. The Chapter Secretary-Treasurer shall serve a term of two (2) years and shall be elected by the members of the Chapter. The Secretary-Treasurer may serve a maximum of two, two (2) year terms.

Section 3. Vacancies: If a vacancy for the office of the President occurs for any cause it shall be filled by the Vice President of the Chapter. If simultaneously the office of College Governor should become vacant it will be filled through the process as set forth in the Bylaws of the American College of Cardiology and that individual will assume the Vice Presidency. If a vacancy for the office of Secretary-Treasurer occurs, this office shall be filled by Council.

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 the personnel of all standing committees and in consultation with the Council may establish 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 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 shall have responsibility for maintenance of adequate books and accounts for the chapter;
- 2) submit a financial statement with an assessment and recommendations at each Council meeting and to the membership at the Annual Meeting;
- 3) review the financial viability of all proposed chapter projects; 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 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 V

COUNCIL

Section 1. General Powers: The primary function of the Council shall be to formulate and implement the policies of the Chapter. The Council shall exercise all the powers of the Chapter

that are not otherwise assigned. The responsibilities of Council include, but are not limited to, the following: (a) interpreting the provisions of the Articles of Incorporation and Bylaws; (b) adopting a budget prepared by the Treasurer or Finance Committee for expenses of the Chapter for the ensuing year; (c) acting on matters referred from the Annual Meeting and the American College of Cardiology; (d) appointing or authorizing the appointment of administrative staff personnel under the immediate authority of the President to assist in carrying out the purposes and resolves of the Chapter; (e) appointing and employing professional auditors and others to assist in carrying out the purposes and resolves of the Chapter; (f) performing all other acts consistent with the Articles of Incorporation and Bylaws that may be needed to carry out the purposes and resolves of the chapter; and (g) establishing dues and assessments for the several categories of membership.

Section 2. Composition: The Council shall consist of the officers of the Chapter, the immediate past College Governors for Eastern and Western Pennsylvania, the Chapter delegate(s) to the Pennsylvania Medical Society, CCA liaisons for Eastern and Western Pennsylvania, and chairpersons of the standing committees of the Chapter. The Chapter President shall serve as Chairperson of the Council.

Section 3. Executive Committee: There shall be an Executive Committee of the Council consisting of officers of the Chapter and the immediate past College Governors for Eastern and Western Pennsylvania. The Executive Committee shall exercise the powers of Council between meetings of the Council. The actions of the Executive Committee shall be reported to the Council at its next meeting.

Section 4. 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 5. 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 sent to each Council member not less than thirty (30) days before the date of the meeting.

Section 6. 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 7. Attendance: Failure to attend three consecutive Council meetings for other than illness or military service shall be cause for dismissal from Council membership. Any member (except president and vice president) so dismissed will be replaced by appointment by the president with approval of remaining Council members.

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, 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 deeded Ad Hoc Committees and shall have a term of 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 two years with an optional re-appointment for two years with the approval of the Council.

Section 3. Chairperson: A chairperson of each committee, with the exception of the Nominating Committee, shall be appointed by the current President and Vice-President of the Chapter.

Section 4. Vacancies: Vacancies in the membership of any committee shall be filled by appointments made by the 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 committees shall report to the Council.

Section 6. Standing Committees: Standing Committees of the Chapter shall include the Executive Committee, Nominating Committee, Education Committee, Quality/Advocacy Committee and the Membership/Communications Committee.

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 both immediate past Presidents, the current President and Vice-President of the Chapter and three other Chapter members as appointed by the President and approved by Council. The Chairperson shall be the current President.

(b) Term of Committee Membership: The Immediate Past President shall serve for as long as those individuals hold office as Immediate Past President of the Chapter. The remaining members of the committee shall serve one-year terms. No member shall be eligible to serve a second consecutive term on the committee. Vacancies in the membership or this committee shall be filled by the process set forth in Article VI, Section 4 of the Bylaws.

ARTICLE VII

VOTING

All voting for the election of officers shall be by electronic or paper ballot. The results of the voting shall be reported to the Council and to the membership at the Annual Meeting. Ballots shall be sent to all voting members as least sixty (60) days prior to the position becoming vacant. The candidate for each office receiving a majority of votes shall be declared elected. In the absence of a majority vote, a runoff election shall be held between the two candidates who receive the largest number of votes for the office in question. In the event of a runoff election, the current officer in any contested position shall remain in office until a candidate is selected. Voting shall be restricted to category (a) Active Members and category (c) Cardiac Care Associates members of the Chapter.

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 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 the meeting. In the case of special meetings, the purpose or purposes of the meeting shall be stated in the notification and no other business shall be transacted except that stated in the notice.

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.

Dues shall be waived for those categories of membership designated as non-dues paying by the College.

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 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

DISCIPLINE

Members of the Chapter are expected to exhibit high ethical and moral standards. The Chapter adopts and incorporates herein by reference those provisions of the Bylaws of the American College of Cardiology relative to ethical standards and the mechanism for addressing matters relating to the ethical conduct of all members of the College and this Chapter.

ARTICLE XII

AMENDMENTS

Bylaws may be amended or repealed and new Bylaws may be adopted by ballot with a two-thirds (2/3) approval by 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 American College of Cardiology.

ARTICLE XIII

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.

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