

BYLAWS

THE NORTH CAROLINA CHAPTER OF THE AMERICAN COLLEGE OF CARDIOLOGY

*Revised September 30, 2008
Approved by ACC November, 2008*

ARTICLE I: NAME AND PURPOSE

Section 1: Name

This organization, a not-for-profit 501(c) 6 corporation under the federal and state tax codes, shall be known as the North Carolina 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 an advocate 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 involvement with socioeconomic factors and access to the highest possible quality of cardiovascular health care.

ARTICLE II: MEMBERSHIP

Section 1. Eligibility

Only all members in good standing of the American College of Cardiology (hereinafter referred to as the "College") residing or working in North Carolina 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, Members, Distinguished, Emeritus, Masters, Fellows and Honorary Fellows of the American College of Cardiology residing or working in North Carolina.
- b) Fellows-Affiliates-in-Training Members: all Fellow Affiliates-in-Training of the American College of Cardiology residing or working in North Carolina.
- c) Emeritus Members: all Emeritus members of the American College of Cardiology residing or working in North Carolina.
- d) Cardiac Care Associates: All Cardiac Care Associate members of the College residing or working and certified and licensed in North Carolina.

e) Practice Administrator - A category of membership available for practice administrators within a cardiology practice. This is a non-voting category of membership that can be appointed to committees, task forces, and working groups. The category is ineligible to hold office.

Section 3: Voting and Office Holding Rights

All members of the Chapter in good standing shall be eligible to vote and to serve on Committees of the Chapter. Only Active members (Class a and d) in good standing shall be eligible to vote and hold executive council office in the Chapter. The Chapter President shall select a representative from Class b and Class c who will be invited to participate in all executive council meetings. The CCA liaison will be nominated and elected using ACC's policy.

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 President-Elect, the Immediate Past President and the Secretary-Treasurer. The American College of Cardiology Governor for the state of North Carolina shall serve concurrently as the President of the Chapter. The American College of Cardiology Governor-Elect for the state of North Carolina shall serve concurrently as the President-Elect of the Chapter. The American College of Cardiology Immediate Past Governor for the state of North Carolina shall serve concurrently as the Immediate Past President of the Chapter.

Section 2: Election and Term of Office

Governors, Governors-Elect and the CCA Liaison 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. At the end of his/her one-year term as Chapter President-Elect, he/she shall begin a three-year term as Chapter President. The Chapter Immediate Past President shall also serve a term of three (3) years. The Chapter Secretary-Treasurer shall serve a term of three (3) years and shall be appointed by the Chapter President to coincide with his/her term. The Secretary-Treasurer may serve a maximum of two (2) consecutive terms as Secretary-Treasurer. *Nominations for the CCA position will come from a committee made up of the Chapter Executive, Governor and current CCA Liaison which will nominate a minimum of two qualified individuals. The nominations would then be sent to the ACC who then tells the nominees the rules and regulations. The CCA Liaison shall serve a term of three (3) years and will be elected by the membership to coincide with the term of the Chapter President.*

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 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 North Carolina, 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 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.

Section 4: Councilors

The duties of the Councilors are 1) to serve as a member of the Nominating Committee; 2) to serve as an advocate for his/her region in the areas of education and advocacy; 3) communicate Chapter business to members of his/her region and to report back to the Chapter; 4) to approve the annual Chapter budget; and 5) any other duties as assigned. A Councilor may not miss more than two (2) consecutive meetings (annual and/or Councilor meetings) without excuse, or he/she will be subject to removal from office, at the discretion of 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; 16 area councilors: two (2) from Western, three (3) from Southwestern, three (3) from Triad, four (4) from Triangle, (2) from Eastern, and two (2) from Southeastern and a delegate and alternate delegate (from the Council), appointed by the Council, who represent the Chapter in the House of Delegates of the North Carolina Medical Society. The Chapter President shall serve as Chairman of the Council.

Section 3: Election and Term of Office

Councilors shall serve three (3) year terms. The Nominating Committee shall present a slate of councilors to the membership by mail to all chapter members in January of the election year along with notice that these councilors will be elected unless a petition is received within 30 days, nominating other persons and signed by no less than ten (10) members of the Chapter. Any such petition shall nominate no more than twelve persons, shall designate the area of the person nominated and shall certify that the person nominated consents to the nominations. If no petition is filed within 30 days of the publication, the nominees will be considered elected to begin office in March. In the event of a contested election for an office, the vote shall be taken by accompanying mail-in ballot. The ballot return date will be set to allow tabulation of the results prior to the ACC National Meeting in March. Eligibility for election as a council shall be restricted to Active Members. (Area) councilors are eligible to succeed themselves for one (1) additional three-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. Appointments do not affect election terms.

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 a majority of the Council members. The President shall fix the place and manner for holding all Council meetings unless otherwise directed by the Council. The Council shall meet at least twice each year. Called meetings may be by teleconference or videoconference. Email ballots are also acceptable.

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 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 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 three (3) year terms, not to exceed two (2) consecutive terms.

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 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 Committee and a Nominating Committee.

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

Composition: The Nominating Committee shall be comprised of the Councilors from each region, chaired by the President.

Charge and Function of the Nominating Committee: The committee shall recommend up to one (1) name from each region that has a vacancy. The nomination may be a Nominating Committee

member. The Council will prepare a slate of nominees to present to the Chapter membership for vote.

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).

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 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 mailed to each member of the chapter not less than fifteen (15) days before the date of the meetings. 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 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 North Carolina 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 IX: REPORTING

The Chapter shall submit to the American College of Cardiology an annual report which includes: 1) 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 twelve-month period and plans for the upcoming 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 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 the 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 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 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.

Amended 9/08