

BYLAWS**MICHIGAN CHAPTER OF THE AMERICAN COLLEGE OF CARDIOLOGY**

Approved May 2011

ARTICLE I**NAMES AND PURPOSES**

Section 1 -- Name. This organization, a not-for-profit corporation* shall be known as The Michigan 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 Michigan 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 in Michigan.
- b. Fellow-in-Training Members:** all Fellows-in-Training of the American College of Cardiology in Michigan.
- c. Emeritus Members:** all Emeritus members of the American College of Cardiology in Michigan.
- d. Cardiac Care Associates:** all Cardiac Care Associate (CCA) members of the American College of Cardiology in Michigan.
- e. Practice Administrators:** All Practice Administrator members of the American College of Cardiology in Michigan.

Section 3 -- Voting and Office Holding Rights. All individuals in good standing including payment of Chapter dues who fall within the Classes of Members that pay Chapter dues are eligible to vote. Emeritus Members and Fellow-in-Training Members in good standing are 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.

Section 5 - Membership Districts: Chapter members shall be grouped in territorial districts. These districts shall be formed for the purpose of electing District Councilors to serve on the Council. The authority to designate the territorial districts is vested in the Council. In forming the districts the Council must take steps reasonable necessary to insure the fair representation of each member within the local units at Chapter meetings

ARTICLE III

OFFICERS

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

Section 2 -- Election and Term of Office. Governors 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 Chapter Immediate Past President shall also serve a term of three (3) years. The Chapter President-elect shall serve a term of one (1) year. The Chapter Secretary-Treasurer shall serve a term of three (3) years and shall be elected by the members of the Chapter by mail or electronic ballot as permissible by Michigan law. 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 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 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 Michigan, 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, shall appoint the members of all standing and special committees of the Chapter.

Section 2 -- Immediate Past President and President-elect. The Immediate Past President and President-elect 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. Assure that a record of proceedings of all meetings of the Chapter is kept.
- b. Serve as the principal financial officer of the Chapter and with the President, share in the oversight responsibility for maintenance of adequate books and accounts for the Chapter.
- c. Oversee the disbursement of all funds and securities of the Chapter.
- d. Oversee and advise the deposits of all funds and securities of the Chapter in such banks, trust companies, or other depositories as shall be selected by the Council.
- e. 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.

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:

a. The officers of the Chapter.

b. Seven (7) District Councilors located within seven (7) state districts.

c. Four (4) At-Large Councilors.

Three (3) Fellows from any district

One Cardiac Care Associate from any district

d. Seven (7) Subspecialty Councilors.

One (1) representative of cardiac electrophysiology

One (1) representative of echocardiography/nuclear cardiology

One (1) representative of heart failure

One (1) representative of cardiac CT/MR

One (1) representative of interventional cardiology

One (1) representative of pediatric cardiology

One (1) representative of cardiothoracic surgery

e. Committee Chairs.

The chair of the Quality Committee

The chair of the Advocacy Committee

The chair of the Education Committee

The Payer Advocate/CAC Representative

f. One (1) representative from the Michigan Cardiology Fellows Society (MCFS).

g. A Cardiac Care Associate who serves concurrently as the Michigan CCA Liaison to the American College of Cardiology.

h. One (1) representative from the American Heart Association (AHA).

i. One (1) Practice Administrator Representative

The AHA representative will be the only non-voting member of the Council. The Chapter President shall serve as Chair of the Council.

Section 3 – Election, Nomination and Term of Office.

a. Election

The Election will be conducted as prescribed by the Election Policy approved by the Council and may be facilitated via written ballot, electronic ballot or other means as allowed by Michigan law.

b. Nomination

District and At-Large Councilors

Candidates for District and At-Large Councilors shall be proposed by the Nominating Committee. District and At-Large Councilors shall serve a three (3) year term. District Councilors may subsequently serve another single term as an At-Large Councilor. At-Large Councilors may subsequently serve another single term as a District Councilor. An individual may serve concurrently as a Subspecialty and a District (or At-Large) Councilor.

Subspecialty Councilors

1. Candidates for Subspecialty Councilors for cardiac electrophysiology, echocardiography/nuclear cardiology, and cardiothoracic surgery will be submitted to the Chapter Nominating Committee by Michigan Electrophysiology Society, Michigan Society of Echocardiography, and Michigan Society for Thoracic and Cardiovascular Surgery respectively.

2. Candidates for Subspecialty Councilors for heart failure, cardiac CT/MR, interventional cardiology and pediatric cardiology shall be selected by the Nominating Committee.

3. Subspecialty Councilors shall serve unlimited consecutive (3) year terms. If a Subspecialty Councilor is unable to attend a Council meeting, they shall be requested to send an alternate. A Subspecialty Councilor can have been previously either a District or At-Large Councilor or may serve simultaneously as a District or At-Large Councilor. A Subspecialty Councilor may serve as a District or At-Large Councilor subsequent to serving as a Subspecialty Councilor.

c. Committee Chairs.

Committee chairs shall be appointed by the Chapter President and shall serve unlimited consecutive 3 -year terms.

d. Michigan Cardiology Fellows Society (MCFS) Representative.

The MCFS representative shall be selected by the Fellows Council for each Council meeting.

e. Cardiac Care Associate Liaison.

The Michigan CCA Liaison shall be appointed by the President for a term of three (3) years concurrent to the appointment to the CCA Liaison Committee. The Michigan CCA Liaison shall not also hold the At-Large Councilor position, but may be nominated for the At-Large CCA Councilor position when no longer serving as the Michigan CCA Liaison.

f. Practice Administrator Representative

The Practice Administrator Representative shall be proposed by the Nominating Committee and serve a maximum of two (2) consecutive three (3) year terms.

g. AHA Representative

The AHA Representative will be designated by the American Heart Association Midwest Affiliate.

Section 4 -- 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. Any Councilor who shall have been absent without excuse by the President from two (2) consecutive regular meetings of the Council shall at the discretion of the President vacate automatically the seat on the Council and the vacancy shall be filled as provided in these bylaws.

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 Council members. The President shall fix the place for holding all Council meetings unless otherwise directed by the Council. Council meetings may be held through any electronic communication pursuant to which each Councilor is able to hear other Councilors participating or in any other manner permitted by Michigan law. The Council shall meet at least once a year.

Section 6 -- 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 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, 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 -- Chairman. A chairman 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: Advocacy, Quality, Education, Nominating Committee, and Executive Committee.

Section 7 -- Special Committees and Working Groups. Upon recommendation by the Chapter President, the Council may establish special committees or working groups to address special subjects of interest to the Chapter.

Section 8 -- Nominating Committee.

a. Committee Composition: The President, Immediate Past President and President-elect shall serve on this committee. The Chapter President shall appoint one eligible member from each district where there is a Councilor vacancy. The Immediate Past President shall serve as chair of this committee.

b. Term of Committee Membership: The term of the President, Immediate Past President and President-elect shall be for as long as those individuals hold those offices. The remaining members of the committee (selected by the President) shall serve one-year terms. No non-officer member shall be eligible to serve a second consecutive term on the committee. The Nominating Committee shall not nominate any of its members to any position on the ballot. 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 at least one nominee for each District Councilor, At-Large Councilor, Subspecialty Councilor, and Practice Administrator Representative whose term is due to expire. The Committee shall recommend to the Council at least one nominee for the Chapter Secretary-Treasurer if their term is due to expire. Nominations for District Councilor shall be restricted to Active Members of the Chapter residing in the district where the vacancy is to occur. Nominations for At-Large Councilors shall be restricted to Active Members of the Chapter from any district with the exception of the At-Large seat that is designated to be a CCA. Nominations for the At-Large Councilor that is designated as a CCA seat shall be restricted to CCA Members of the Chapter from any district. Nominations for Subspecialty Councilors shall be derived by the method described in Article V, Section 3.

Section 9 -- Executive Committee.

a. General powers: The Executive Committee shall have the authority to exercise all powers vested in the council between all meetings of the council.

b. Composition of the Executive Committee: The Executive Committee shall be composed of the officers of the Chapter and one At-Large member. The At-Large member shall be a District, At-Large or Subspecialty Councilor and will be nominated by the President and approved by the Council. The term of the At-Large member will extend as long as the At-Large member serves on the Council.

c. Meetings: The Executive Committee shall meet upon the call of the President.

d. Quorum: A majority of the members of the Executive Committee shall be necessary to constitute a quorum for the transaction of business.

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 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 Michigan 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 Fellow-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);
- 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 coming year.

ARTICLE X

CHAPTER AND NATIONAL RELATIONS

Neither the Chapter nor any of its officers or members are 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

INDEMNIFICATION

Section 1 – Third Party Proceeding. 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.

Section 2 - Determination of Indemnification. An indemnification, unless ordered by a court, shall be made by the Chapter only as authorized in the specific case upon a determination that indemnification of the officer, Council member, committee member or volunteer is proper in the circumstances because the person has met the applicable standard of conduct. This determination shall be made in any of the following ways:

- (1) By a majority vote of a quorum of the Executive Committee consisting of officers or Councilors who were not parties to the action, suit, or proceeding; or
- (2) By independent legal counsel in a written opinion.

If a person is entitled to indemnification for a portion of expenses including attorney's fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Chapter shall indemnify the person for the portion of the expenses, judgments, penalties, fines or amounts paid in settlement for which the person is entitled to be indemnified.

ARTICLE XII

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 XIII

AMENDMENTS

Bylaws may be amended or repealed and new Bylaws may be adopted by mail ballot with a two-thirds (2/3) approval of Councilors provided that written notice of the proposed change(s) has been mailed to each voting Council 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 Governors Steering Committee of the American College of Cardiology.