

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

Approved April 2015

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 and/or working 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 residing and/or working in Michigan.
- b. Fellow-in-Training Members:** all Fellows-in-Training of the American College of Cardiology residing and/or working in Michigan.
- c. Emeritus Members:** all Emeritus members of the American College of Cardiology residing and/or working in Michigan.
- d. Cardiovascular Team Members:** all Cardiovascular Team members of the American College of Cardiology residing and/or working in Michigan.
- e. Practice Administrators:** All Practice Administrator members of the American College of Cardiology residing and/or working in Michigan.

Section 3 -- Voting and Office Holding Rights. All individuals in good standing which includes payment of Chapter dues and compliance with American College of Cardiology membership criteria, 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. Members of Fellowship status are eligible to hold office as President, Immediate Past President, President-elect and Secretary-Treasurer. All classes of Chapter membership are 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, Immediate Past President, President-elect, Secretary-Treasurer, Cardiovascular Team Liaison, and Cardiovascular Team Liaison-elect. The American College of Cardiology Governor for the state of Michigan shall serve concurrently as Chapter President. The American College of Cardiology Immediate Past Governor for the state of Michigan shall serve concurrently as Chapter Immediate Past President. The American College of Cardiology Governor-elect for the state of Michigan shall serve concurrently as Chapter President-elect. The Cardiovascular Team Liaison for the American College of Cardiology for the state of Michigan shall serve concurrently as the Chapter Cardiovascular Team Liaison. The Cardiovascular Team Liaison-elect for the American College of Cardiology for the state of Michigan shall serve concurrently as the Chapter Cardiovascular Team Liaison-elect.

Section 2 -- Election and Term of Office. Governors of the College are elected by 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 commencing on appointment and through the remainder of a term of one (1) year as President-elect. 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 or other means allowed by Michigan law, and shall serve a maximum of two (2) consecutive terms as Secretary-Treasurer. The Cardiovascular Team Liaison is elected by the American College of Cardiology. The term of office for Cardiovascular Team Liaison shall be three (3) years. The Cardiovascular Team Liaison-elect shall serve a term commencing on appointment and throughout the remainder of a term of one (1) year as Cardiovascular Team Liaison-elect.

Section 3 -- Vacancies. If a vacancy for the office of President occurs, it shall be filled, after consultation with the Chapter, as provided in 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 Chapter President, 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 Chair of the Council and shall preside at all meetings of the Council and of the membership. The President shall, in consultation with the Council and Chairs, appoint committee members and working group members, and shall appoint Cabinet Ministers and Designated Councilors as provided in Article V.

Section 2 -- Immediate Past President and President-elect. The Immediate Past President and President-elect shall assist the President in the discharge of his/her duties 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 the Chapter's financial books and accounts.
- c. Oversee the disbursement of all funds and securities of the Chapter.
- d. Oversee and advise on 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 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. Five (5) Subspecialty Councilors:

- One (1) representative of cardiac electrophysiology
- One (1) representative of cardiac imaging
- One (1) representative of heart failure
- One (1) representative of interventional cardiology
- One (1) representative of pediatric cardiology/adult congenital heart disease

d. Four (4) Designated Councilors:

- One (1) representative of cardiothoracic surgery
- One (1) representative of practice administration
- One (1) Fellow in Training
- One (1) Past Cardiovascular Team Liaison

e. Five (5) Cabinet Ministers comprising a Cardiovascular Leadership Team:

- One (1) representative of Quality
- One (1) representative of Advocacy
- One (1) representative of Education
- One (1) representative of Payer Relations
- One (1) representative of Fellows in Training and Early Career Professionals

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

The AHA representative shall be a 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 of Councilors shall be conducted as prescribed by an 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

Candidates for District Councilors shall be proposed by the Nominating Committee. A District Councilor may serve two (2) consecutive three (3) year terms after which he/she must remain off the Council for three (3) years before becoming eligible to serve as a District Councilor again; however he/she may remain eligible to serve as a Subspecialty Councilor during the period of ineligibility for service as a District Councilor.

Candidates for Subspecialty Councilors shall be proposed by the Nominating Committee. A Subspecialty Councilor may serve two (2) consecutive three (3) year terms, after which he/she must remain off the Council for three (3) years before becoming eligible to serve as a Subspecialty Councilor again; however he/she may remain eligible to serve as a District Councilor during this period of ineligibility for service as a Subspecialty Councilor.

Designated Councilors shall be appointed by the President under whom he/she will serve. Designated Councilors may serve an unlimited number of three (3) year terms.

Cabinet Ministers shall be appointed by the President under whom he/she will serve. Cabinet Ministers may serve an unlimited number of three (3) year terms.

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

Section 4 -- Vacancies. A vacancy on the council for positions other than the President may be filled by action of the Council at any meeting of the Council at which a quorum is present. An individual appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor and may then serve any additional full terms for that position. Any Councilor who is absent without excuse by the President from three (3) consecutive regular Council meetings shall, at the discretion of the President, automatically vacate that Council seat 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 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 conducted through any electronic communication in 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, hour and purpose(s) of a Council meeting shall be mailed or transmitted by any means allowed by Michigan law to each Council member not less than thirty (30) days before a regularly scheduled meeting, and with as much notice as possible for urgent or otherwise non-routine business.

Section 7 -- Quorum. A majority of Council members, 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 the resolution. The Chapter President shall, in consultation with the Council, appoint the members of any committee. The term of service of any committee member may be terminated by the President if, in the judgment of the President and the Council, termination serves the best interest of the Chapter.

Section 2 -- Term of Office. The term of office of members of all committees, excepting the Nominating Committee and the Executive Committee shall be determined by the Council.

Section 3 -- Chairperson A chairperson/chair for each committee, excepting the Nominating Committee and the Executive Committee, shall be appointed Chapter President.

Section 4 -- Vacancies. Vacancies in the membership of any committee shall be filled by appointments made by the Chapter President.

Section 5 -- Reporting. All Chapter committees shall report to the Council for Council action and/or approval as indicated.

Section 6 -- 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 7 -- Nominating Committee.

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

b. Term of Committee Membership: The President, Immediate Past President, and President-elect shall serve on this committee for as long as they hold those offices. Remaining members of the committee shall serve terms of one (1) year and may not serve a second consecutive year on the committee. The Nominating Committee shall not

nominate any of its members to any position on the ballot.

c. Committee Charge: The committee shall make at least one recommendation for each District Councilor or Subspecialty Councilor whose term is due to expire. The Committee shall make at least one recommendation for the Chapter Secretary-Treasurer whose term is due to expire. Nominations for District Councilor shall be restricted to Active Members of the Chapter residing and/or working in the district where the vacancy is to occur.

Section 9 -- Executive Committee.

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

b. Composition: The committee shall be composed of the Chapter officers and one additional member appointed by the Chapter President and approved by the Council. The non-officer committee member shall be a member of the Council. The non-officer member's term shall extend as long as that member serves on the Council.

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

d. Quorum: A majority of the committee members is 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 or transmitted as permissible by Michigan law 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, and Cardiovascular Team 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 Governors Steering Committee.

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 any means authorized by Michigan law with a two-thirds (2/3) approval of Councilors provided that written notice of the proposed change(s) has been provided by mail or electronically to each voting Council member at least thirty (30) days before the final vote . Before taking effect, amendments must be approved by the Board of Governors Steering Committee of the American College of Cardiology.