

BYLAWS

The West Virginia 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 West Virginia 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 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.

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

Article II Membership

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

Section 2. Class of Members. The Chapter shall have four 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 West Virginia.
- b) Affiliate-in-Training Members: all Affiliates-in-Training of the American College of Cardiology in West Virginia.
- c) Emeritus Members: all Emeritus members of the American College of Cardiology in West Virginia.
- d) Cardiovascular Team: all Cardiovascular Team and Cardiovascular Administrator members in West Virginia.

Section 3. Voting and Office Holding Rights. Only Active members of the Chapter in good standing shall be eligible to vote and to 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 VII.

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 West Virginia shall serve concurrently as the President of the Chapter. The American College of Cardiology Governor-Elect for the State of West Virginia shall serve concurrently as the President-Elect of the Chapter. The American College of Cardiology Immediate Past Governor for the state of West Virginia shall serve concurrently as the Immediate Past President of the Chapter.

Section 2. Election and Term of Office. Governors and Governor's Elect 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 term of office for College Governor's Elect is one (1) year, therefore, the Chapter President-elect's term shall be for a like number of years. At the end of his/her one-year term as President-Elect, he/she shall begin a three-year term as President. The Chapter Immediate Past President shall also serve a term of three (3) years. The Chapter Secretary-Treasurer who shall serve as a member of the Council 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 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 West Virginia, 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 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: 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. 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, 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 the officers of the Chapter, eight (8) district councilors: one (1) from District 1 (Wheeling-Parkersburg); two (2) from District 2 (Clarksburg-Martinsburg); two (2) from District 3(Charleston); two (2) from District 4 (Huntington) and one (1) from District 5 (Beckley-Bluefield-Lewisburg); and a delegate and alternate delegate, appointed by the Council, who represent the Chapter in the House of Delegates of the West Virginia State Medical Association. In addition, the chairs of the Cardiac Care Associate Committee, the Fellow-in-Training Committee, and the Practice Manager Committee will be voting members of the Chapter Council. The Chapter President shall serve as Chairman of the Council.

Section 3. Election and Term of Office. During the initial year of the Chapter, half of the district councilors shall be appointed to serve two-year terms and half to three-year terms. For subsequent years, District Trustees 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 three-year terms. The Chapter Secretary-Treasurer shall be responsible for mailing ballots containing nominees recommended by the Nominating Committee and approved by the Council. District Trustees are eligible to succeed themselves for one 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.

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 at least three 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 each year. Notwithstanding anything to the contrary, any meeting of the Council may be held through any electronic communication pursuant to which each Councilor is able to communicate with other Councilors participating or in any other manner permitted by the laws of West Virginia. Any Councilor who misses two consecutive face-to-face Council meetings without being formally excused by the President will automatically be removed from the Council. Vacancies shall be filled by the process set forth in Article V, Section 4 of the Bylaws.

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 interest 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 determined by the Council.

Section 3. Committee 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:

- a) Government Relations Committee;
- b) The Nominating Committee;
- c) The Cardiac Care Associate Committee;
- d) The Fellows-in-Training Committee;
- e) The Practice Managers 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.

- a) ***Committee Composition:*** The Immediate Past President shall serve on the Nominating Committee. With the Immediate Past President representing his/her district, the Chapter President shall select four (4) additional Chapter members to this committee. These shall be district councilors or members of other Chapter committees. This process shall produce one (1) member from each district. The Immediate Past President shall not be eligible to serve as committee chairman. Each year, the chairman 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, 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 four members of the committee, selected by the President, shall serve one-year terms. No member shall be eligible to serve a second consecutive term on the committee. 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 a slate of one or more nominees for each district councilor position 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. The committee shall recommend to the Chapter membership at the annual business meeting the committee's 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 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 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 mailed to members of the Chapter and no other business shall be transacted except that stated in the notice.

Article VIII Dues and Assessments

Section 1. Annual 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 American College of Cardiology members in the State of West Virginia 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:

- 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;
- c) A summary of Chapter activities for the previous 12-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, 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 the 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:

- a) Chapters may be organized under guidelines established by the ACC Board of Trustees for the purpose of furthering the objectives of the College;
- b) Articles or Certificates of Incorporation and Bylaws of each Chapter must be approved by the Board of Trustees of the College; and
- c) 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 Chapter Bylaws

West Virginia Chapter Bylaws shall always be consistent and in conformance with the ACC Bylaws and related bylaws requirements for ACC Chapters. If the ACC Board of Trustees approves any bylaws amendments and revisions that require related amendments or revisions of Chapter Bylaws, including but not limited to language regarding included membership categories, then the authority by the Chapters to make any such conforming amendments and/or revisions to its bylaws solely for the purposes of ensuring such consistency and conformance shall be assumed and such actions may be taken by the Chapter Leadership without any additional action required by the Board of the Chapter, the Board of Governors Steering Committee or other ACC national leadership entity.

Article XII Dissolution

Upon dissolution of the Corporation, all of its assets, after payment of all debts and other liabilities, shall be paid and distributed to the American College of Cardiology.

Article XIII Indemnification

To the fullest 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 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 XIV 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 relating to the ethical conduct of all members of the College.

Article XV 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 30 days before the final vote count. Before becoming effective, such amendments must have the approval of the Council of the American College of Cardiology.