

**¹RHODE ISLAND STATE CHAPTER
AMERICAN COLLEGE OF CARDIOLOGY
BYLAWS**

**ARTICLE I
NAME AND PURPOSE**

Section 1. Name. This organization, a not-for-profit corporation*, shall be known as the Rhode Island 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 continuing medical education, social consciousness and involvement with socio-economic factors which may influence access for all individuals to high quality 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
NAME AND PURPOSE**

Section 1. Eligibility. All members of the American College of Cardiology residing or working in Rhode Island shall be eligible for membership in the Chapter.

Section 2. Classes 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.
- b) Affiliate -in Training Members: Affiliates-in-Training of the American College of Cardiology.
- c) Emeritus Members: All Emeritus members of the American College of Cardiology.
- d) All Cardiac Care Associates: Allied Professionals.

Section 3: Voting and Office-Holding Rights. Only Active and Emeritus members of the Chapter in good standing shall be eligible to vote and 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 required Chapter dues as specified in Article IX of these Bylaws.

ARTICLE III OFFICERS

Section 1. Officers. The Officers of the Chapter shall consist of the 1)President, 2) the Vice President (Immediate Past President in non election year, Governor Elect in an election year), 3) the Secretary-Treasurer and 4) Immediate Past President. The current Governor of the American College of Cardiology for Rhode Island will serve as President of the Chapter.

Section 2. Election and Term of Office. The Governors of the College representing Rhode Island are elected for a term of three (3) years through a process set forth in the Bylaws of the American College of Cardiology. After the Provisional Chapter Status has been approved by the

College, the Governor of Rhode Island will become President of the Chapter. Each Governor-Elect shall serve as Vice President at the time that the other Governor is President in an election year. In a non election year the Immediate Past President shall serve as Vice President. The Chapter Secretary-Treasurer shall serve a term of two (2) years and shall be elected by the members of the Chapter Council by majority vote. 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 Secretary-Treasurer occurs, the President shall appoint a Secretary-Treasurer pro-tem until such time as the office is filled by action of the Council. The new appointee will serve until the expiration of the term of the original Secretary-Treasurer.

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 members of all standing committees and in consultation with the Council may establish and appoint members of 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 the duties of the President.

Section 3. Secretary-Treasurer. The Secretary-Treasurer, or his or her authorized agents, 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 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 officers with the approval of the Council; 7) submit a financial statement at the yearly-scheduled Council meeting and to the membership at the Annual Meeting; and 8) 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 be bonded 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 the Officers of the Chapter (see Article III, Section I), eight (8) representatives of the three (3) state districts as designated in this section, four (4) at large representatives. At large members will be selected by the Governor with the advice of the council and will be chosen to achieve geographic and subspecialty balance. The council will also include an appointed or elected allied professional and an affiliate in training.

The state districts and number of representatives are: Northern (2), Central (3) and Southern (3).

Membership in a district is determined by a members primary hospital as follows: 1) Northern – Landmark Hospital, Pawtucket Memorial Hospital, and Our Lady of Fatima Hospital. 2) Central – Rhode Island Hospital, Miriam Hospital, Roger Williams Medical Center, and Veterans Affairs Medical Center. 3) Southern – Kent County Memorial Hospital, South County Hospital, Westerly Hospital, and Newport Hospital.

An attendance requirement of 50% of council meetings/year to be instituted. If not met, Governor may reassign seat after majority vote of remaining council members.

Section 3. Election and Term of Office. All voting members shall declare their State District for purposes of voting.

At Large Councilors shall be appointed by the Chapter Nominating Committee to serve a two (2) year term.

During the initial year of the Chapter, half of the District Councilors shall be appointed to two year terms and half to three year terms. For subsequent years, District Councilors shall be elected by the members of the Chapter residing or working in each District. 1) They shall be elected by mail ballot of candidates proposed by the Chapter Nominating Committee and shall serve two year terms. District Councilors are eligible to succeed themselves for one additional two year term. 2). The Chapter Secretary-Treasurer shall be responsible for mailing ballots containing the names of nominees recommended by the Nominating Committee and approved by the Council.

Section 4. Executive Committee. There shall be an Executive Committee consisting of the Officers (see Article III Section 1). The Executive Committee shall exercise the powers of the Council between meetings of the Council. The actions of the Executive Committee shall be reported to the Council at its next meeting for ratification.

Section 5. 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 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.

Section 8. Vacancies. A vacancy on the Council for members other than the President and Vice 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.

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 deemed ad hoc committees and shall function for 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 determined by the Council.

Section 3. Chairperson. A chairperson of each committee, with the exception of the Nominating Committee and the Executive Committee, shall be appointed by the President.

Section 4. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made by the President. Replacements for vacancies on standing committees shall 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 Committee.

The Standing Committees of the Chapter shall be:

1. Executive Committee
2. Nominating Committee
3. State Government Relations Committee
4. Third Party Relations and Quality of Patient Care Committee
5. Annual Meeting Program and Education Committee
6. Communication and Membership Committee

The Council may establish special or Ad Hoc Committees or task forces to address special subjects of interest to the Chapter. The Chapter President may serve as an ex-officio member of all standing committees except for the Nominating Committee.

Section 8. Nominating Committee

- a) **Committee Composition:** The Nominating Committee shall be composed of the two Immediate Past Governors of the State and five (5) other Chapter members as appointed by the President and approved by the Council. Four appointees shall be representatives from Districts other than those in which the Immediate Past Governors reside and the fifth shall be an at-large member. The Chair shall be elected by the Committee members. The Immediate Past Governors shall not be eligible to serve as Chair.

- b) **Term of Committee Membership:** The term of the Immediate Past Governors shall be for as long as each individual holds office as Immediate Past Governor. The remaining members of the Committee shall serve two year terms on a staggered schedule. No member shall be eligible to serve a second consecutive term on the Committee.

- c) **Charge and Function of the Nominating Committee:** The Committee shall recommend to the Council at least two (2) nominees for the office of Secretary-Treasurer and for each District Councilor position whose term is due to expire. Nominations for District Councilors shall be restricted to Active members of the Chapter residing or working in the area where the vacancy is to occur. The Committee shall not nominate any of its members to any position on the ballot.

The Committee shall report its recommendations for nominees as District Councilors to the Council in sufficient time to enable election by mail ballot before the expiration of the term of the then current Councilor. The Committee shall report its nominee(s) for Secretary-Treasurer to the Council in sufficient time to enable election by mail ballot before the expiration of the term of the current Secretary-Treasurer.

It is recommended that, whenever possible, consideration be given for a balanced representation of sub-specialty interests on this Committee (i.e., Adult Cardiology, Pediatric Cardiology, Cardiovascular Surgery. Private Practice, Academic Practice).

ARTICLE VII VOTING

All voting for the election of Officers and Councilors shall be by mail ballot except in providing for filling unscheduled vacancies. The results of the voting shall be reported to the Council and to the membership at the Annual Meeting. Mail ballots shall be distributed by the Secretary-Treasurer to all voting members at least sixty (60) days prior to the Annual Meeting and returned to the Secretary-Treasurer and Council for tabulation at least thirty (30) days prior to the Annual Meeting. The candidate receiving a plurality of votes for each office shall be declared elected.

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 Meetings. A notice stating the place, day, and hour of each membership meeting shall be mailed to each member of the Chapter not less than thirty (30) days before the date of the meeting.

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. The American College of Cardiology shall be responsible for billing all ACC members in Rhode Island 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.

Affiliate Members who are not members of the ACC shall be billed for dues and assessments by the Chapter at amounts set by the Chapter at its annual business meeting.

ARTICLE X 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 12 month period and plans for the coming year.

ARTICLE XI 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 to be 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 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 XII INDEMNIFICATION

To the full extent permitted by law, the Chapter may indemnify any and all of its Officers, Council members, committee members and Chapter Staff 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, committee members and Chapter staff 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 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 Trustees of the American College of Cardiology.

**ARTICLE XV
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.