

The majority of recommended revisions are intended to bring SC ACC bylaws better in line with national ACC bylaws; minimize the need for future amendments each time ACC revises bylaws, adds a membership category, etc.; and better define roles and expectations of officers, permitting for the contracting of an association manager.

BYLAWS

The South Carolina 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 South 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 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 is a 501-(c) (6) not-for-profit corporation under the federal state tax codes.

ARTICLE II - MEMBERSHIP

Section I. Eligibility: All members of the American College of Cardiology residing or working in South Carolina shall be eligible for membership in the Chapter.

~~Section 2. Classes of Members: —The Chapter shall have four classes of membership. The qualification 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 or working in South Carolina.~~
- ~~b) Affiliate in Training Members: all Affiliates in Training of the American College of Cardiology residing or working in South Carolina.~~
- ~~c) Emeritus Members: all Emeritus members of the American College of Cardiology residing or working in South Carolina.~~
- ~~d) Cardiac Care Associate Members: All Cardiac Care Associate members of the American College of Cardiology residing or working in South Carolina.~~

Section 32. Voting and Office Holding Rights: All members of the Chapter in good standing as defined in the bylaws of the American College of Cardiology shall be eligible to vote and to serve on Committees of the Chapter. Only Active members (Class A) Fellows, Associate Fellows, Affiliates, Distinguished Fellows and Honorary Fellows in good standing shall be eligible to vote and hold Executive Council office in the Chapter. The Chapter President shall may select a representative from Class B, Class C, and Class D from other categories of membership who will be invited to participate in all Executive Council meetings.

~~Section 43. 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, if applicable 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 South Carolina shall serve concurrently as the President of the Chapter. The American College of Cardiology Governor-Elect for the state of South Carolina shall serve as the President-Elect of the Chapter.

Section 2. Election and Term of Office: Governors, ~~and~~ Governors-Elect, ~~and the Cardiac Care Associate representative~~ 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 Governors-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 shall serve a term of three (3) years and shall be elected by the members of the Chapter at a meeting or by ~~mail~~ ballot. The Secretary-Treasurer may serve a maximum of two (2) consecutive terms as Secretary-Treasurer. ~~The term of office for Cardiac Care Associate representatives is three (3) years coinciding with the Governor's term.~~

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 South 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 ~~ensure that:~~ 1) ~~maintain~~ a current roster of all members of the Chapter ~~is maintained,~~ 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 ~~is maintained,~~ 4) ~~serve~~ as the principal financial officer of the Chapter, ~~and shall have responsibility for maintenance of~~ adequate books and accounts for the Chapter ~~are maintained,~~ and 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. The duties of the Councilors are 1) to serve as an advocate for his/her region in the areas of education and advocacy; 2) communicate Chapter business to members of his/her region and to report back to the Chapter; 3) to approve the annual Chapter budget; and 4) 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 Council, at the discretion of the President.

Section 2. Composition: The Council shall consist of the officers of the Chapter; seven (7) Councilors with preference for equal geographic representation from the Low Country, Midlands, Upstate and Coastal Area. ~~A; an ACC Fellow in Training representative shall be appointed by Council to serve a one-year term as a non-voting member of the Council. A; and an ACC Cardiac Care Associate representative shall also be appointed~~ ~~delected~~ by Council members to serve a ~~one~~three-year term as a non-voting member of the Council. The council may also include a representative to the House of Delegates of the South Carolina Medical Association. 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 seven (7) Councilors shall be appointed by the President to two-year terms and half to three-year terms. For subsequent years, chapter members shall elect a Secretary-treasurer and Councilors, who have been offered by the Nominating Committee, by either ~~mail~~ ballot or at the Annual Meeting. ~~The Chapter Secretary-Treasurer shall be responsible for mailing ballots containing nominees recommended by the Nominating Committee and approved by the Council.~~ Councilors 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 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 three (3) 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. Councilors may not miss two consecutive

Section 6. Notice: A notice stating the place, day and hour of the meeting and the purpose or purpose for which the meeting is called shall be ~~mailed to each Council member~~ announced not less than thirty (30) days before the date of the meeting.

Section 7. Quorum: A majority of the members of the Council present, 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.

Section 2. Term of Office: The term of office for the members of all committees, with the exception of the Nominating Committee, shall be appointed by the President of the Chapter.

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: The Standing Committees of the Chapter shall be: Nominating. The Council may establish and dissolve other committees as needs arise and abate.

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: The Immediate Past President shall serve on this committee ~~but shall not be eligible to serve as Committee chairman~~. The Chapter President shall select ~~three (3) additional~~ chapter members to serve with the Immediate Past President on this Committee. These shall be Councilors or members of other Chapter committees. ~~This process shall produce three (3) members. 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).

Section 9. Term of Nominating 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 ~~three (3)~~ members of the committee shall serve one-year terms. The process set forth in Article VI, Section 4 of the Bylaws, shall fill vacancies in the membership of this committee.

Section 10. Charge and Function of the Nominating Committee: The committee shall recommend to the Council at least one (1) nominee for each area Councilor position whose term is due to expire. Nominations shall be restricted to Active members of the Chapter. The committee shall recommend to the Chapter membership at the annual business meeting the committee's nominee(s) for the offices of Secretary-Treasurer and Council members.

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 as~~ 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~~ announced not less than thirty (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 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 South 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 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 which includes: a) a statement of income and expenses signed by a duly-authorized Chapter officer (usually the Secretary-Treasurer); b) a copy of the Internal Revenue Service Form 990 and other required IRS forms submitted by the Chapter; c) a summary of Chapter activities for the previous twelve-month period; and d) 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 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 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 - 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, 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 or by a two-thirds (2/3) approval by those attending an annual meeting, 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.