

BYLAWS

THE LOUISIANA CHAPTER OF THE AMERICAN COLLEGE OF CARDIOLOGY

ARTICLE I NAME AND PURPOSE

Section 1. Name. This corporation, a not-for-profit corporation*, shall be known as the Louisiana Chapter of the American College of Cardiology (hereinafter referred to as the “Chapter”).

Section 2. Purposes. The purposes of the Chapter shall be to educate medical personal, students, and patients to optimize cardiovascular care and outcomes in our community. In addition, the Chapter will strive to support the well-being of its members and mentor individuals interested in cardiovascular medicine. 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 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 MEMBERSHIP

Section 1. Eligibility. All members in good standing with the American College of Cardiology residing or working in Louisiana shall be eligible for membership in the Chapter. The membership of the Chapter shall be of the following classes: Affiliate, Associate Fellow, Fellow, Early Career, Emeritus, Master, Distinguished Fellow, Honorary Fellow, Fellow in Training, Medical Residents,

Medical Students, pre-medical student, Cardiac Team Members, and Cardiovascular Administrator.

Section 2. Voting and Office Holding Rights. All members who have completed their medical education and are in good standing shall be eligible to vote and hold office in the Chapter. All classes of Chapter membership shall be eligible to serve on committees of the Chapter.

Section 3. Termination of Membership. Membership in the Chapter shall terminate when the member ceases to hold membership in the American College of Cardiology dues 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 Louisiana shall serve concurrently as the President of the Chapter.

Section 2. Election and Term of Office. Governors of the College are elected through a process as set forth the Bylaws of the American College of Cardiology. The term of office for College Governors is three (3) years. 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 by electronic 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. Subsequently, this action shall be ratified by the members of the Chapter at the next business meeting or by electronic ballot (whichever is most feasible).

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 Louisiana, shall be the chief elected officer of the Chapter and shall 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 the Council. The President, in consultation with the Council and other officers, shall appoint the members of all standing and special committees of the Chapter.

Section 2. Immediate Past President. The Immediate Past President shall assist and advise the President in the discharge of the duties of the President, direct and shall perform such duties as from time to time may be assigned by the President. In the absence of the President and President-Elect, the-Immediate Past President shall perform the duties of the President.

Section 3. Secretary-Treasurer. The Secretary-Treasurer or his or her authorized agents shall: 1) serve as the principal financial officer of the Chapter and shall have responsibility for maintenance of adequate books and accounts for the chapter; 2) submit a financial statement with an assessment and recommendations at each Council meeting and to the membership at the Annual Meeting; 3) review the financial viability of all proposed chapter projects; and 4) 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 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

Section 4- President-Elect. The President-Elect, who concurrently is the American College of Cardiology Governor-Elect for the state of Louisiana, shall make it his/her duty to learn the business of the Chapter, and attempt to attend all meetings of the Chapter, as well as meetings of the Governors-Elect and Board of Governors of the American College of Cardiology. The President-Elect will also assume any duties delegated to him/her by the President including assisting in the annual chapter meeting.

ARTICLE V COUNCIL

Section 1. General Powers.

The primary function of the Council shall be to formulate and implement the policies of the Chapter. The Council shall exercise all the powers of the Chapter that are not otherwise assigned. The responsibilities of Council include, but are not limited to, the following: (a) interpreting the provisions of the Articles of Incorporation and Bylaws; (b) adopting a budget prepared by the Treasurer for expenses of the Chapter for the ensuing year; (c) acting on matters referred from the Annual Meeting and the American College of Cardiology; (d) performing all other acts consistent with the Articles of Incorporation and Bylaws that may be needed to carry out the purposes and resolves of the chapter; and (e) establishing dues and assessments for the several categories of membership.

Section 2. Composition. The Council shall consist of the officers of the Chapter, nine (9) councilors, representatives from the each of the key cardiovascular expertise while paying attention to regional state diversity [research, heart failure/pulmonary HTN, General Cardiology, imaging, Congenital heart disease (adult and peds), arrhythmia, Interventional/structure heart, peripheral vascular disease] and Program director. Cardiac Care Team, FIT representatives, an Early Career Representative, Women in Cardiology representative, chairpersons of any committees and leaders of a task forces of the Chapter, CV Administrator, Medical Students and Residents, with all being members in good standing of the Chapter. The Cardiac Care Team, Fellows-in-Training, and CV Administrators will be voting members of the Council. Medical Students and Residents are nonvoting members of the Council. The Chapter President shall serve as Chairperson of the Council.

Section 3. Executive Committee: There shall be an Executive Committee of the Council consisting of officers of the Chapter and the immediate Past President, Secretary/Treasurer, and President-Elect. 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.

Section 4. Election and Term of Office. During the initial year of the Chapter, half of the area councilors shall be appointed to two-year terms and half to three-year terms. For subsequent years, councilors shall be elected by the members of the Chapter or selected by the executive officers for their expertise in the field or representation of their colleagues, using an electronic ballot of candidates proposed by the Nominating Committee, and shall serve two-year terms. Each member must be a member of the American College of Cardiology

in good standing.

Section 5. 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 have the expertise needed, and 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 a majority 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 delivered electronically 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 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 of the Nominating Committee, shall be two to three years.

Section 3. Chair. A chair for each committee, with the exception of the Nominating Committee, shall be appointed by the President and the executive committee of the Chapter.

Section 4. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made by the Chapter President and executive committee. 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, Education, Fellows-in-Training Council, Women in Cardiology Council, Nominating Committee and Quality.

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 Nominating Committee shall be composed of the immediate past Presidents, the current President, Secretary-treasurer, and President-Elect of the Chapter and at least three Council members. The Chairperson shall be the current President.
- b. Charge and Function of Nominating Committee: The committee shall recommend to the Council at least two (2) nominees for each councilor position whose term is due to expire. The committee shall not nominate any of its members to any position on the ballot.

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 electronically sent 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 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 Louisiana for Chapter dues. Upon receipt of the dues payment, the American College of Cardiology shall promptly remit such payments to the Chapter. 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, Fellows-in-Training, medical residents and any pre-medical student 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; and c) a summary of Chapter activities for the previous twelve-month period or 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 Certificate of Incorporation and Bylaws of each Chapter must be approved by the Board of Trustees of the College; and after incorporation, no Chapter shall amend, restate, or otherwise change the provisions of the Articles of Incorporation, Bylaws or other governing documents without 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 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 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 electronic ballot with a majority approval by the officers and council, provided that written notice of the proposed change or changes has been emailed 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.

ARTICLE XV
Louisiana Chapter Bylaws

Louisiana 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.