

BYLAWS
THE OREGON 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 Oregon 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, to ensure optimal quality of care for individuals with such diseases and to foster the highest professional ethical standards. 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 issues which may influence access to high quality cardiovascular health care for all individuals.

*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 or working in Oregon, and those of other regions who select Oregon as their representative Chapter, 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, Distinguished, Emeritus and Honorary Fellows of the American College of Cardiology
- b) Fellows-in-Training Members: All Fellows-in-Training of the American College of Cardiology.
- c) Cardiac Care Associates: All Cardiac Care Associate members of the American College of Cardiology residing or working in Oregon, and those of other regions who select Oregon as their representative Chapter.
- d) Practice Administrators: All Practice Administrators members of the American College of Cardiology residing or working in Oregon, and those of other regions who select Oregon as their representative Chapter.
- d) Corporate Affiliates: Non-members of the American College of Cardiology who provide active grant support for the activities of the Chapter and who have received approval from a majority vote of the council.

Section 3. Voting and Office Holding Rights - Only Active members and Cardiac Care Associates of the Chapter in good standing shall be eligible to vote and to hold office in the Chapter. Active, Fellows-in-Training, and Practice Administrator members, and Cardiac Care Associates shall be eligible to serve on committees of the Chapter. Corporate Affiliates are not eligible to serve on committees of the Chapter, to vote or hold office.

Section 4. Termination of Membership - Membership in the Chapter shall terminate when the member ceases to hold membership in the American College of Cardiology, fails to pay Chapter dues as specified in Article VIII, or fails to provide annual grant support 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 Oregon shall serve concurrently as the President of the Chapter. The American College of Cardiology Governor-Elect for the state of Oregon shall serve concurrently as the President-Elect of the Chapter. The American College of Cardiology Immediate Past Governor for the state of Oregon shall serve concurrently as the Immediate Past President of the Chapter.

Section 2. Election and Term of Office - Governors and Governors-Elect of the College are elected through a process as set forth in the Bylaws of the American College of Cardiology. The term of office for College Governors is three (3) years; 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 two (2) years, shall be appointed by the Executive Committee and may be reappointed at the discretion of the Council.

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, conference call, mail or e-mail ballot 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 of the State of Oregon 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 Chair at all meetings of the membership and the Council. The President, in consultation with the Council and committee chair, shall appoint the members of all standing and special committees of the Chapter. The President or his designate shall be the spokesperson for the Chapter. The President in consultation with the Council shall appoint Corporate Members who have applied for this category of membership.

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: 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 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 the Council.

Section 2. Composition - The Council shall consist of the officers of the Chapter and nine (9) district councilors, including four (4) councilors from the Portland metro district, one (1) from the Roseburg, Medford and Klamath Falls district, one (1) from the Corvallis, Salem and Eugene district and one (1) from the Central Oregon district, and two (2) At-Large councilors who are selected from throughout the State, and a delegate and alternate delegate, appointed by the Council, who represent the Chapter in the House of Delegates of the Oregon Medical Association, and one Cardiac Care Associate. Each councilor will nominate a minimum of one (1) area representative from his/her district whose responsibilities will include providing recommendations to the District councilor on all matters of interest to the Chapter. The slate of nominees for area representative must be voted on and approved by a majority of the members of the Executive Committee. In the event that a district councilor is unable to attend a councilor's meeting, the councilor may designate one of his/her area representatives to serve as a substitute who will be temporarily granted full voting authority for that meeting. All area representatives will become members of an area representative standing committee and will be responsible for advising the entire council and providing responses to specific planning actions. The Chapter President shall serve as Chair of the Council.

Section 3. Election and Term of Office - Councilors shall be elected by the members of the Chapter using a mail or electronic 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. Councilors are eligible to succeed themselves for one additional three-year term. The terms of office shall be staggered to provide continuity of leadership on the Council at all times.

Section 4. Executive Committee - There shall be an Executive Committee consisting of the Officers of the Chapter. 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. Vacancies - A vacancy on the Council for members other than the President and President-Elect may be filled by action 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 6. Meetings - 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. Voting may occur by postal or other delivery or by other or by electronic means where all Councilors vote unanimously in favor of a matter. Meetings may be held electronically if each Councilor can hear the others. Councilors must attend at least one meeting of the Council each year in order to maintain their position on the Council. Any Councilor who misses two consecutive Council Meetings without being formally excused by the President may be removed from the Council.

Section 7. Removal - A member of the Council may be removed by a simple majority vote of the Board, with the Councilor proposed to be removed not voting, and if that Councilor is provided with advance written notice including the reason for the proposed removal, an opportunity shall be provided to contest the proposed removal in writing or in person at a meeting of the Council. The Councilor shall receive a final written notice of the Council's decision.

Section 8. 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 or electronically transmitted to each Council member not less than thirty (30) days before the date of the meeting.

Section 9. 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 chair and 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 Executive and Nominating Committee, shall be determined by the Council.

Section 3. Chair - A chair for each committee, with the exception of the Executive and 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, in consultation with the committee chair. 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 submit an annual, written report to the Council.

Section 6. Standing Committees - Standing Committees of the Chapter shall be: Executive committee, Advocacy committee, Education Committee, Medical Quality committee, Audit Committee, and a Nominating Committee. The Nominating Committee shall consist of members of the Executive Committee.

Section 7. Special Committees and Task Forces - Upon recommendation by the Chapter President, the Council may establish special or ad hoc committees or task forces to address special subjects of interest to the Chapter.

Section 8. Nominating Committee

Committee Composition - The Immediate Past President shall serve on this committee. With the Immediate Past President representing his/her area of the state, the Chapter President shall select two additional Chapter members to this committee. The Immediate Past President shall not be eligible to serve as committee chair. Each year, the chair 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).

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 two members of the committee shall serve two 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.

Charge and Function of the Nominating Committee - The committee shall recommend to the Council its nominee for the office of Secretary-Treasurer and for each councilor position whose term is due to expire. Nominations shall be restricted to Active members of the Chapter residing 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 of Councilors to the Council in sufficient time to enable election by 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 ballot before the expiration of the term of the current 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 of the Council, 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 electronically transmitted 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 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 Oregon for Chapter dues. Upon receipt of the dues payment, the American College of Cardiology shall promptly remit such payments to the Chapter Secretary-Treasurer, or his/her authorized agents. Dues shall be waived for Distinguished Fellows, Honorary Fellows, Emeritus members, Affiliate-in-Training members, and Cardiac Care Associates. Corporate affiliates shall provide the Chapter with annual grant support required to retain this membership. Corporate members shall not pay dues or other Chapter assessments.

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 (if applicable) 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

The Chapter President/ACC Governor, or his/her designee, is the spokesperson of the Chapter. 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 of 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 XI 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 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 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 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.

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