

BYLAWS

THE MARYLAND 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 Maryland Chapter of the American College of Cardiology (hereinafter referred to as the "Chapter").

Section 2. Purpose: The purpose of the Chapter shall be to promote high standards in the practice of cardiovascular medicine and surgery in the State of Maryland, to promote a healthy environment for both private and academic cardiovascular medicine and surgery, and to enhance the quality of care for individuals in Maryland with cardiovascular disease. These functions shall include:

- (1) An active role in advising local government, state government, professional organizations, and citizens concerning issues related to cardiovascular disease and the practice of cardiovascular medicine and surgery.
- (2) An active role in working with the American College of Cardiology (hereafter referred to as the College) to inform and advise national government and professional organizations concerning the practice of cardiovascular medicine and surgery.
- (3) To act as an advocate for its membership in dealing with issues relating to socio-economic and practice problems including third-party payers, managed care entities, peer review, government review, credentialing entities, and quality assurance standards.
- (4) To promote educational and public service programs for the prevention, detection and treatment of cardiovascular disease in Maryland.
- (5) To support programs to maximize access of citizens in Maryland to cardiovascular health care.

ARTICLE II
MEMBERSHIP

Section 1. Eligibility: All members of the American College of Cardiology residing or working in Maryland 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) Fellows-in-Training Members: all Fellows-in-Training.
- c) Emeritus Members: all Emeritus members of the American College of Cardiology.
- d) Cardiac Care Team Member: all Cardiac Care Team Member of the American College of Cardiology.

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 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. The American College of Cardiology Governor for the state of Maryland shall serve concurrently as the President of the Chapter. The American College of Cardiology Governor-Elect for the state of Maryland shall serve concurrently as the President-Elect of the Chapter. The American College of Cardiology Immediate Past Governor for the state of Maryland 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 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 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 may serve a maximum of two (2) consecutive terms as Secretary.

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 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 at any appropriately constituted 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 Maryland, 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. The Secretary shall ensure that: 1) a current roster of all members of the Chapter is maintained, 2) all notices of meetings are sent to the Chapter and the Council, 3) a record of proceedings of all meetings of the Chapter is kept , 4) oversee the finances of the Chapter and put in place the systems necessary for the maintenance of adequate books and accounts for the Chapter, 5) in general perform all duties customarily incident to the offices of the Secretary and Treasurer and such other duties as from time to time may be assigned by the chapter President or Council.

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, and duly elected councilors, committee chairs and Delegates from the chapter to the Medical and Chirurgical Faculty of the State of Maryland. The number of councilors shall be fifteen with sensitivity shown to geographical and population distribution and subspecialty distribution. The Chapter President shall serve as Chairman of the Council.

Section 3. Election and Term of Office Councilors shall be elected by the members of the Chapter at large, using a mail ballot of candidates proposed by Council that shall be representative of the geographical and population distribution of the membership. They shall serve two-year terms. Councilors are eligible to succeed themselves for two additional two-year terms. Councilors can be re-elected after having been off the Council for two years.

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 or at the request of seven (7) 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.

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 sent to each Council member not less than two weeks 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 judgement 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 determined by the Council.

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 in consultation with the Committee Chairman. 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:

- 1) Government Relations Committee, to include a standing state legislative representative,
- 2) Nominating Committee,
- 3) Third Party Payer Liaison Committee, and
- 4) Member Relations.

Section 7. Special Committees. Upon recommendation by the Chapter President, the Council may establish additional standing, special or ad hoc committees to address special subjects of interest to the Chapter.

Section 8. Nominating Committee Composition: The Council shall act as the Nominating Committee as any duly called meeting.

Section 9. Charge and Function of Nominating Committee: The committee shall recommend one or more nominees for councilor position whose term is due to expire. There will be a mechanism for write-in from the membership.

ARTICLE VII

MEETINGS

Section 1. Annual Business Meeting. The Chapter shall endeavor to hold an annual business meeting, open to all members and invited guests, at a time and place designated by the Council. If a meeting is not held an annual report will be send to the membership. The purpose of the meeting or notice shall be to inform the membership of the chapter activities and to transact any business.

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. Emergency Council meetings can be called at anytime.

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 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 Maryland 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 or Honorary Fellows, or both], shall be deemed as dues paying members.

ARTICLE IX

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 IX

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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