

BYLAWS

THE MISSOURI CHAPTER OF THE AMERICAN COLLEGE OF CARDIOLOGY

ARTICLE I NAME AND PURPOSE

Section 1. Name and Purpose. This organization, a not-for-profit corporation, shall be known as the Missouri Chapter of the American College of Cardiology (hereinafter referred to as the "Chapter"), and shall serve the purposes set forth in its Articles of Incorporation.

ARTICLE II

MEMBERSHIP

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

Section 2. Classes of Members. The Chapter shall have such classes of membership as are defined by the American College of Cardiology (the "College").

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 and task forces 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 Immediate Past President, the Secretary-Treasurer, and at times a President-Elect. The American College of Cardiology Governor for the state of Missouri shall serve concurrently as the President of the Chapter. The American College of Cardiology Immediate Past Governor for the state of Missouri shall serve concurrently as the Immediate Past President of the Chapter. Additionally, during the final year of the term of each President, a President-Elect will serve as the American College of Cardiology Governor-Elect for the state of Missouri.

Section 2. Election and Term of Office. Governors and Governors-Elect of the College are elected through a process as set forth in Article XI, Section 2 of the Bylaws of the American College of Cardiology. The term of office for American College of Cardiology Governors is three (3) years.

The term of office for American College of Cardiology Governors-Elect is one (1) year. Elections will be carried out as per Article XI, Section 2 of the ACC Bylaws. To the extent reasonably possible, successive Presidents/Governors will not be from the same district; furthermore, to ensure equal opportunity for all members to serve the Chapter as President/Governor, the Nominating Committee shall make good faith efforts to put forth qualified candidates from St. Louis (Cycle 1), Kansas City (Cycle 2), outstate Missouri (Cycle 3). The aforementioned efforts aimed at ensuring diversity in representation shall NOT preclude outstanding candidates from the same district from being considered to serve as a successor President/Governor.

The Secretary-Treasurer for the Chapter and CV Team State Representative shall be selected in a process determined by the Chapter.

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 XI, Section 2 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 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 Missouri, 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 Chair 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 and task forces 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 or President-Elect, the Secretary/Treasurer shall perform the duties of the President.

Section 3. Secretary-Treasurer. The Secretary-Treasurer shall ensure that the general duties customarily incident to the offices of the Secretary and Treasurer are being discharged and will also perform 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, which shall act as the Chapter's Board of Directors.

Section 2. Composition. The Council shall consist of the officers of the Chapter, the Immediate Past Governor for the Chapter, other Past Governors who may be invited to serve on the Council, and District Councilors representing members from the various geographic regions of the state. The Governor-Elect for the Chapter shall serve as a Council Member during their one-year term. The number of District Councilors shall be determined by the members of the Council but shall not be less than 12 including two from each geographic district and two Fellows in Training. Councilors shall be nominated with sensitivity to geographical and population distribution, institution, subspecialty, and CVT role distribution. The Chapter President shall serve as Chair of the Council.

Section 3. Term of Office. The term of Council Members shall be three (3) year with the exception of the Governor-Elect who will have a one (1) year term.

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, who also serves as Chair of the Council, or at the request of five (5) 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 either in-person or by phone/video conference.

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 emailed to each Council member not less than ten (10) days prior to 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 committees authorized to exercise the authority of the Council in the management of the Chapter shall consist of two (2) or more councilors and such other individuals as the Council may deem appropriate. Other committees not having and exercising the authority of the Council may be designated by resolution of the Council and consist of such individuals as deemed appropriate. 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. Chair. A Chair 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 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 report to the Council.

Section 6. Standing Committees. Standing Committees of the Chapter shall be: Annual Scientific Session, Advocacy, Fellows in Training, Women in Cardiology, CV Team, and Early Career Cardiologists.

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

ARTICLE VII

MEETINGS OF THE MEMBERSHIP

Section 1. Annual Business Meeting. The Chapter, when feasible, 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. Emergency Council meetings can be called at any time.

Section 3. Notice of Meeting. A notice stating the place, day and hour of the meeting shall be sent to each member of the Chapter not less than ten (10) nor more than fifty (50) days before the date of the meeting.

Section 4. Voting and Quorum. Members may vote in person, by mail /email ballot, or by proxy. Members having at least one-fifth of the votes to be shall constitute a quorum. The affirmative vote of a majority of the votes entitled to be cast by the members shall be necessary for the adoption of any matter voted upon.

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 Missouri for Chapter Dues. Upon receipt of the dues payment, the American College of Cardiology shall promptly remit such payments to the Chapter. Active and CV Team 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.

ARTICLE IX

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 membership against any liability asserted against any such person and incurred in any such capacity such liability under the provisions of this article.

ARTICLE XII

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 XIII

AMENDMENTS

These Bylaws may be amended or repealed, and new Bylaws may be adopted by two-thirds (2/3) approval of the Council, provided that written notice of the proposed change or changes has been emailed to each voting councilor at least thirty (30) days before the vote and that such amendments shall not be inconsistent with relevant provisions of the Bylaws of the American College of Cardiology.