

Article I - Name and Purpose

Section 1. Name. This organization is a 501(c)(6) not-for-profit corporation under the federal and state tax codes.

It shall be known as the Minnesota 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.

Article II - Membership

Section 1

The membership of the College shall be of the following classes: CV Team Member, Fellow-in-Training, International Associate, Member, Associate Fellow, Fellow, Emeritus, Master, Distinguished Fellow and Honorary Fellow. Only a Fellow, Fellow Emeritus, Distinguished Fellow and Honorary Fellow shall be privileged to use the letters "F.A.C.C." after his/her name. Only a Master shall be privileged to use the letters "M.A.C.C." after his/her name.

Section 2

Qualifications and Application for Membership (Candidates Residing in the United States, Canada and Puerto Rico)

1. **Cardiovascular Team Member** - This category of membership is available to a professional in the cardiovascular work setting. A Cardiovascular Team member shall have recognized education, training, and licensure/certification, and/or formal appointment relevant and customary for the professional type.
2. **Fellow-in-Training** - Shall be currently engaged in a formal cardiovascular related training program in fulfillment of requirements for admission to an examination by a subspecialty board which holds membership in the American Board of Medical Specialties or the Advisory Board for Osteopathic Specialists of the American Osteopathic Association. Fellow-in-Training members will transition to the Member category. This category may serve on the Council, but is ineligible to hold office

3. **Member** - Shall have satisfactorily completed a formal cardiovascular related training program in fulfillment of requirements for admission to an examination by a subspecialty board which holds membership in the American Board of Medical Specialties or the Advisory Board for Osteopathic Specialists of the American Osteopathic Association. Lacking board certification, candidates are expected to provide evidence from the local community of having attained peer recognition as practicing cardiovascular specialists.
4. **Associate Fellow** -
 - a. Should have board certification by a primary specialty board which holds membership in the American Board of Medical Specialties or the Advisory Board for Osteopathic Specialists of the American Osteopathic Association, plus evidence of formal cardiovascular training and other evidence from his/her community of having attained peer recognition as a consultant.
 - b. In lieu of the above, a candidate shall have made important scientific contributions and shall have devoted the major share of his/her efforts over a period of years to the cardiovascular field.
5. **Fellow** -
 - a. Shall have certification by both a primary specialty board and an applicable subspecialty board which holds membership in the American Board of Medical Specialties or the Advisory Board for Osteopathic Specialists of the American Osteopathic Association. Lacking Board certification, candidates are expected to have made important scientific contributions over a period of years to a cardiovascular field.
 - b. The candidate shall provide evidence from his/her community that he/she is recognized by peers as a specialist and consultant or as a scientist and shall be at least eighteen (18) months past completion of required subspecialty training at the time the application is reviewed by the Credentialing and Membership Committee.
6. **Emeritus Status** - A Fellow, Associate Fellow, or Member of the College who is fully retired and is 65 or older or who has been a member of the College for more than thirty (30) years, is 60 years of age, and is fully retired, is eligible upon request to be named Emeritus. Such a status permits a waiver of dues, but not the cost of the College journals.
7. **Master** - A Fellow of the College who has been active in the College for more than fifteen (15) years may be recommended to the Board of Trustees to be designated a Master. Annually the Officers and Trustees of the College shall be asked individually to submit names of suggested nominees to the Awards Committee which, in turn, shall make its recommendation to the Board of Trustees. Election shall be by a majority vote of the Board of Trustees. The Master Designation shall be conferred at the Convocation of the College.

8. **Distinguished Fellow** - A Fellow of the College who has performed outstanding service in the interest of the College may be recommended to the Board of Trustees to be elected Distinguished Fellow. Annually the membership shall be asked to submit names of suggested nominees to the Awards Committee which, in turn, shall make its recommendation to the Board of Trustees. Election shall be by a majority vote of the Board of Trustees. Distinguished Fellowship shall be conferred at the Convocation of the College.
9. **Honorary Fellow** - Any qualified scientist or physician is eligible to become an Honorary Fellow. Annually the membership shall be asked to submit names of suggested nominees to the Awards Committee which, in turn, shall make its recommendation to the Board of Trustees. Election shall be by a majority vote of the Board of Trustees. Honorary Fellowship shall be conferred at the Convocation of the College.
10. **Applications for Advancement** – A member may not make application for advancement earlier than two years after election to his/her present status with the following exceptions: Applications for advancement to Associate Fellowship shall be accepted for consideration by the Credentialing and Membership Committee when the candidate presents verification of successful completion of certification by a specialty board holding membership in the American Board of Medical Specialties or the Advisory Board for Osteopathic Specialists of the American Osteopathic Association. Applications for advancement to Fellowship shall be accepted for consideration by the Credentialing and Membership Committee when the candidate presents verification of successful completion of certification by a subspecialty board holding membership in the American Board of Medical Specialties or the Advisory Board for Osteopathic Specialists of the American Osteopathic Association, and other evidence from his/her community of having attained peer recognition as a consultant for a period of at least eighteen (18) months.

Section 3

Qualifications and Application for Membership (Candidates Residing Outside the United States, Canada and Puerto Rico)

The duration and quality of specialty and subspecialty training expected of the United States candidate is also expected of the applicant trained outside North America. A detailed description of the scope of the training program in an institution outside North America submitted by the training program director is helpful to the Credentialing and Membership Committee.

1. **Cardiovascular Team Member** - This category of membership is available to a professional in the cardiovascular work setting. A Cardiovascular Team member shall have recognized education, training, and licensure/certification, and/or formal appointment relevant and customary for the professional type.
2. **Fellow-in-Training** – Shall be currently engaged in a formal cardiovascular related training program.

3. **International Associate** – An additional category of membership for early career international candidates who are working toward establishing peer recognition in the community.
4. **Member** - Candidates who have recently finished their training and are not yet well established in practice in the cardiovascular field may apply for the Member category. They are expected to provide evidence from the local community of having attained peer recognition as practicing cardiovascular specialists.
5. **Associate Fellow** - Those candidates applying for Associate Fellowship must document that they have received appropriate cardiovascular training. Such individuals will generally be recognized as 1) clearly outstanding specialists within the cardiovascular community in which they are practicing and 2) usually will have achieved a national reputation with a number of publications in peer-reviewed journals. Candidates shall also provide evidence from the community that they devote the majority of their professional time as recognized specialists and consultants or scientists in a cardiovascular related discipline.
6. **Fellow** - Those candidates applying for Fellowship should be recognized as clearly outstanding in their own country by 1) holding key positions such as Director of a cardiovascular division or of a major cardiology laboratory or group in a major hospital and/or, 2) will usually have achieved an international reputation with a sizeable number of publications in peer-reviewed journals. Candidates may have certification by both a primary and subspecialty board which holds membership in either the American Board of Medical Specialties or the Advisory Board for Osteopathic Specialists of the American Osteopathic Association.
7. **Applications for Advancement** - Applications for advancement to Associate Fellow shall be accepted for consideration by the Credentialing and Membership Committee when the candidate has demonstrated achievement of a national reputation as documented by an additional number of publications in cardiovascular-related peer-reviewed journals and can also verify increased recognition as an outstanding specialist within the cardiovascular community in which he or she is practicing, usually not less than 2 years since the last application review; or can present verification of successful completion of certification by a primary specialty board holding membership in the American Board of Medical Specialties or the Advisory Board for Osteopathic Specialists of the American Osteopathic Association.

Applications for advancement to Fellowship shall be accepted for consideration by the Credentialing and Membership Committee when the candidate presents verification of holding a key position such as Director of a cardiovascular division or of a major cardiology laboratory or group in a major hospital or achievement of an international reputation as documented by a significant number of publications in cardiovascular peer-reviewed journals; or certification by both a primary and subspecialty board which holds membership in either the American Board of Medical Specialties or the Advisory Board for Osteopathic Specialists of the American Osteopathic Association.

Section 4

Qualifications for Membership (General)

Non-physician cardiovascular scientists may be accepted for membership in the College under any category deemed appropriate by the Credentialing and Membership Committee.

The qualifications for Member, Associate Fellowship and Fellowship may be waived by the Credentialing and Membership Committee in individual cases. The propriety of such waiver shall rest in the discretion of the Board of Trustees.

Section 5

Application for Membership

The process for becoming a Member shall be proposed through the Credentialing and Membership Committee with approval by the Board of Trustees.

Section 6

Resignation and Removal

A Member may resign at any time by written notice filed with the Secretary. In addition to the discipline procedures in Article XI of these Bylaws, a Member shall be removed with approval of the Credentialing and Membership Committee, without action by the Board of Trustees, upon ceasing to meet the qualifications for membership set forth in Article I, Section 1 or 2, whichever is applicable.

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 Minnesota shall serve concurrently as the President of the Chapter. The American College of Cardiology Governor-Elect for the state of Minnesota shall serve concurrently as the President-Elect of the Chapter. The American College of Cardiology Immediate Past Governor for the state of Minnesota 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 Article 111, Section 6 of the Bylaws of the American College of Cardiology. In order to provide equal opportunity for leadership in Minnesota, the Chapter President/Governor will be elected from any of the four designated Districts of the state but the Chapter President/Governor may not be from the same district for successive terms. 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 two **(2)** years and shall be elected by the members of the Chapter at an annual meeting or by mail 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 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 Minnesota, 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: 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 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.

Section 2. Composition. The Council shall consist of the officers of the Chapter; ten (11) district councilors: four (4) from the Minneapolis & Suburbs District; three (3) from the South District; two (2) from St. Paul & Suburbs District, one (1) from the North District, and one (1) from the Central District; and a delegate and alternate delegate, appointed by the Council, who represent the Chapter in the House of Delegates of the Minnesota Medical Association. The Chapter President shall serve as Chairman of the Council.

The Council also may include:

- Two CV Team representatives – one representing the Twin Cities metropolitan area (Minneapolis & suburbs District and St. Paul & suburbs District) and one representing outstate Minnesota comprised of the Northern District and the Southern District.
- One Fellow-In-Training representative from each teaching hospital in the state with a CV FIT program with one vote on the council collectively cast by all FIT representatives.
- One Practice Manager representative.
- One Early Career representative.
- One Women in Cardiology representative.

CV Team, FIT, and Practice Manager representatives will be nominated by a Chapter member and presented to the Board of Councilors for review. A vote by the Board of Councilors will seat CV Team, FIT, and Practice Manager members. Each of these Board members (CV Team representatives, FIT representatives and Practice Manager representative) will have voting rights on the Board but may not serve as officers.

Section 3. Election and Term of Office. Councilors shall be elected by the members of the Chapter residing in the District they will represent, using an e-mail ballot of candidates proposed by the Nominating Committee, and shall serve two-year terms. Terms will be staggered with terms of no more than five (5) councilors expiring in any single year. The Chapter Secretary-Treasurer shall be responsible for e-mailing ballots containing nominees recommended by the Nominating Committee and approved by the Council. District councilors are eligible to succeed themselves for one additional two-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 Chairman of the Council, or at the request of a simple 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 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 mailed to each Council member not less than seven (7) 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 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. 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: Government Relations Committee and a Nominating Committee.

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.

Committee Composition: The Immediate Past President shall serve on this committee. With the Immediate Past President representing his/her District, the Chapter President shall select four (4) additional Chapter members to this committee. The committee composition, including the immediate past president, shall produce two (2) members from the Minneapolis & Suburbs District and one (1) member each from the North, St. Paul & Suburbs and South Districts. Of the four additional (4) selected committee members two (2) will be immediate past presidents. 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).

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 four (4) members of the committee shall serve one 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 Nominating Committee: The committee shall recommend to the Council at least two (2) nominees for each district councilor position whose term is due to expire. Nominations shall be restricted to Active members of the Chapter practicing in the District where the vacancy is to occur. The committee shall not nominate any of its members to any position on the ballot.

The committee shall recommend to the Chapter membership at the annual business meeting the committee's nominee(s) for the office of 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, 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 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 Minnesota 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 Emeriti, Distinguished Fellows and Honorary Fellows, shall be deemed as dues paying members. Dues shall be waived for Fellows-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 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 and 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 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 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. "Mail" may be through the U.S. Postal Service, electronic or other means deemed acceptable by the Council. However, before becoming effective such amendments must have the approval of the Board of Governors Steering Committee of the American College of Cardiology.