

BYLAWS
IOWA CHAPTER
AMERICAN COLLEGE OF CARDIOLOGY

ARTICLE I
NAME AND PURPOSE

Section 1. Name. This organization, a non-for-profit corporation, shall be known as the American College of Cardiology, Iowa Chapter (hereinafter referred to as the “Chapter”).

Section 2. Purpose.

The purpose of the Chapter shall be to educate medical professionals, 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 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. Eligibility. All members in good standing with the American College of Cardiology residing or working in Iowa shall be eligible for membership in the Chapter.

Section 2. Class of Members. The Chapter shall have four classes of membership. The qualifications for membership in the respective classes are:

- *Active Members:* all Fellows, Associate Fellows, Affiliates, Distinguished Fellows and Honorary Fellows of the American College of Cardiology in Iowa.
- *Affiliate-in-Training Members:* all Affiliates-in-Training of the American College of Cardiology in Iowa.
- *Emeritus Members:* all Emeritus members of the American College of Cardiology in Iowa.
- *Cardiovascular Team:* all Cardiovascular Team and Cardiovascular Administrator members of the American College of Cardiology in Iowa.

Section 3. Voting and Office Holding Rights. All members of the Chapter 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 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.

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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 Iowa shall serve concurrently as the President of the Chapter. The American College of Cardiology Governor-Elect for the state of Iowa shall serve concurrently as the President-Elect of the Chapter. The American College of Cardiology Immediate Past Governor for the state of Iowa shall serve concurrently as the Immediate Past 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 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 Executive Committee. Subsequently, this action shall be ratified by the members of the Council and chapter at the next business meeting or by electronic ballot (whichever is most feasible).

ARTICLE IV:
DUTIES OF THE OFFICERS

Section 1. President. The President of the Chapter, who concurrently is the American College of Cardiology Governor for the state of Iowa, 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 the committee Chair, shall appoint the members of all standing and special committees of the Chapter.

Section 2. Immediate Past President. The 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 and President-Elect, the Immediate Past President shall perform the duties of the President.

Section 3. President-Elect. The President-Elect, who concurrently is the American College of Cardiology Governor-Elect for the state of Iowa, 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.

Section 4. Secretary-Treasurer. The Secretary-Treasurer 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 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. 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 for the several categories of membership.

Section 2. Composition. The Council will be regionally diverse and shall consist of the:

- Officers of the Chapter
- Eight district councilors, four from the West Central region (at least one must come from outside the Des Moines area); and four from the Eastern region. The Chapter President shall serve as Chair of the Council.
- Additional members may include representatives from the
 - o Cardiac Care Team;
 - o Fellows in Training;
 - o Early Career Physicians;
 - o Women in Cardiology;
 - o CV Administrator(s);
 - o Medical Students and;
 - o Residents

All the members must be in good standing with the Chapter. All except medical school students and residents will be voting members.

Section 3. Election and Term of Office. During the initial year of the Chapter, half of the district councilors shall be appointed by the President to two-year terms and half to three-year terms. For subsequent years, councilors shall be elected by the members of the Chapter residing in each district, using a mail ballot of candidates proposed by the Executive Committee, and shall serve two-year or three-year terms. 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. A member may serve in the capacity of a Council member and as President-Elect; however, upon taking office as the President, the council shall appoint an individual to serve as a Council member for the new President's unexpired term as a Council member.

Section 5. Meeting. Meetings of the Council may be called by the Chapter President, who also serves as Chair of the Council, the majority of the Council members. The President shall preside at all meetings of the Board of Trustees. 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.

Notwithstanding anything to the contrary, any meeting of the council may be held through any electronic communication pursuant to which each member is able to hear other Council members participating or in any other manner permitted by the laws of Iowa. Any member who misses two consecutive Council meetings or a total of three over a two-year time period without being formally excused by the President will automatically be removed from the Council. Vacancies shall be filled by the process set forth in Article IV, Section 4 of the Bylaws.

Section 6. Notice. A notice stating the place, day and hour of the meeting and the purpose or purposes for which the meeting has been called shall be emailed 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 at any time, if in judgment of the President and the Council, the best interests of the Chapter would 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 and the Executive Committee, which is comprised of the Officers of the Chapter, shall be determined by the Council.

Section 3. Chair. The 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. 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 as follows:

- a) Government Relations Committee;
- b) The Nominating Committee;
- c) The Cardiovascular Team Council;
- d) The Fellows-in-Training Council;

e) Women in Cardiology Council

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. The Iowa Chapter does not have a Nominating Committee. The Executive Committee of the Chapter shall facilitate the nominations to ensure that there are two members for each election.

Section 9. Executive Committee.

a) *Committee Composition:* The current Officers of the Chapter shall serve on the Executive Committee. The Chapter President shall serve as Chair of the committee.

b) *Term of Committee Membership:* The term of the members of the committee shall be for such time as the member serves as an Officer of the Chapter. Vacancies in the membership of this committee shall be filled pursuant to the provisions relating to vacancies for Officers of the Chapter.

c) *Charge and Function of Executive Committee:* The committee shall meet as necessary between regularly scheduled meetings of the Council in order to carry on, promote and facilitate the goals and purposes of the Chapter.

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 the 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 American College of Cardiology members in the state of Iowa 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 Distinguished Fellows or Honorary Fellows or both, 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 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 by the College President. The American College of Cardiology shall inform the Chapter of all policy and position statements in order for the 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. The American College of Cardiology constitution states that:

- a) Chapters may be organized under guidelines established by the American College of Cardiology Board of Trustees for the purpose of furthering the objectives of the College;
- b) Articles or Certificates of Incorporation and Bylaws of each Chapter must be approved by the Board of Trustees of the American College of Cardiology;
- c) 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 American College of Cardiology Board of Trustees.

The American College of Cardiology may terminate Chapter status for any Chapter if the American College of Cardiology 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 American College of Cardiology 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 American College of Cardiology.

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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