

# **Code of Regulations of the Ohio Chapter of the American College of Cardiology**

## **Article I Membership**

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

**Section 2. Class of Members.** The Chapter shall have five 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 Ohio.

Affiliate-in-Training Members: all Affiliates-in-Training of the American College of Cardiology in Ohio.

Emeritus Members: all Emeritus members of the American College of Cardiology in Ohio.

Cardiac Care Associates: all Cardiac Care Associate members of the American College of Cardiology in Ohio.

Practice Administrators: all Practice Administrator members of the American College of Cardiology in Ohio.

**Section 3. Voting and Office Holding Rights.** All members of the Chapter in good standing shall be eligible to vote in the Chapter. 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 VII.

## **Article II Board of Trustees**

**Section 1. General Powers.** The administration, property and activities of the Chapter shall be managed by its Board of Trustees.

**Section 2. Composition.** The Board of Trustees shall consist of the officers of the Chapter, seventeen (17) District Trustees, which shall be comprised of two (2) District Trustees from Districts II, III, IV, V, and VI, and five (5) from District I. In Districts II, III, IV, and VI, one trustee shall be elected from a medical school full-time faculty and one from the practicing community in that District. In District I, one trustee will be selected from the full-time faculty of Case Western Reserve University/MetroHealth, one from Case Western Reserve University/University Hospitals, one from The Cleveland Clinic and two from the practicing community. In District V, one trustee will be selected from either the Dayton Kettering or Grandview academic programs and one from the practicing community in that District. The Pediatric and Cardiovascular Surgical Trustees are Statewide, rather than District, representatives and will be voted into office by the entire membership. The chairs of the Cardiac Care Associate

Committee, the Fellow-in-Training Committee, and the Practice Manager Committee will be voting members of the Board of Trustees. The chair of the Medicare Carrier Liaison Committee will serve as an ex-officio, non-voting member of the Board of Trustees.

**Section 3. Election and Term of Office.** During the initial year of the Chapter, and pursuant to the Articles of Incorporation, and in accordance with appointments made by the College Governor/Chapter President and his Advisory Group, half of the District Trustees shall be appointed to serve two-year terms and half to three-year terms. For subsequent years, District Trustees shall be elected by the members of the Chapter residing in each District, using a mail ballot of candidates proposed by the Nominating Committee, and shall serve two-year terms. The Chapter Secretary-Treasurer shall be responsible for mailing ballots containing nominees recommended by the Nominating Committee and approved by the Board of Trustees. District Trustees are eligible to succeed themselves for one additional two-year term.

**Section 4. Vacancies.** Except as otherwise provided herein, a vacancy on the Board of Trustees for members other than the President and President-Elect may be filled by action of the members of the Board of Trustees at any meeting of the Board of Trustees. The individual so appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor. Any vacancies on the Board of Trustees for District Trustees shall be filled by a member of the Chapter residing in the District in which the vacancy exists. A member may serve in the capacity of a District Trustee and as President Elect, however upon taking office as the President, the Board of Trustees shall appoint an individual to serve as a District Trustee for the new President's unexpired term as a District Trustee.

**Section 5. Meetings.** Meetings of the Board of Trustees may be called by the Chapter President, who also serves as Chairman of the Board of Trustees, or at the request of five (5) Board members. The President shall preside at all meetings of the Board of Trustees. The meetings shall be governed according to Sturges Standard Code of Parliamentary Procedure. The President shall fix the place for holding all Board of Trustees meetings unless otherwise directed by the Board of Trustees. The Board of Trustees shall meet at least twice each year. Notwithstanding anything to the contrary, any meeting of the Board of Trustees may be held through any electronic communication pursuant to which each Trustee is able to hear other Trustees participating or in any other manner permitted by the laws of Ohio. Any trustee who misses two consecutive Board of Trustees 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 Board of Trustees. Vacancies shall be filled by the process set forth in Article II, Section 4 of the Code of Regulations.

**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 Board of Trustees member not less than thirty (30) days before the date of the meeting. Any Trustee may waive notice of the time and place of any meeting of the Board of Trustees either before, at, or after holding of the meeting.

**Section 7. Quorum.** A majority of the members of the Board of Trustees, when duly called and assembled, shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

## **Article III Officers**

**Section 1. Officers.** The officers of the Chapter shall consist of the President, the Immediate Past President, the President-Elect, and the Secretary-Treasurer. The American College of Cardiology Governor for the state of Ohio shall serve concurrently as the President of the Chapter. The American College of Cardiology Governor-Elect for the State of Ohio shall serve concurrently as the President-Elect of the Chapter. The American College of Cardiology Immediate Past Governor for the state of Ohio shall serve concurrently as the Immediate Past President of the Chapter.

**Section 2. Election and Term of Office.** Governors and Governor's Elect of the College are elected through a process as set forth in Article III, Section 6 of the Bylaws of the American College of Cardiology, (hereinafter the "Bylaws"). 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 Governor's 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 who shall serve as a member of the Board of Trustees shall serve a term of two (2) years and shall be elected by the Board of Trustees. 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 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 Board of Trustees and subsequently ratified by the members of the Board of Trustees at any meeting of the Board of Trustees.

## **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 Ohio, 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 Board of Trustees. The President shall serve as Chairman at all meetings of the membership and of the Board of Trustees. The President, in consultation with the Board of Trustees 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 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, 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 Board of Trustees, 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 Board of Trustees, 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 Board of Trustees. If required by the Board of Trustees, 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 Board of Trustees shall determine, the cost of any such bond or surety to be paid from the funds of the Chapter.

## **Article V Committees**

**Section 1. Committees.** Committees may be established by resolution of the Board of Trustees 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 Board of Trustees, appoint the members of each such committee. All Standing Committee appointments must have the approval of the Board of Trustees. The term of service of any committee member may be terminated by the President, whenever in the judgment of the President and the Board of Trustees the best interest 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 and the Executive Committee, which is comprised of the Officers of the Chapter, shall be determined by the Board of Trustees.

**Section 3. Committee 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 Board of Trustees. Any 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 Board of Trustees.

**Section 6. Standing Committees.** Standing Committees of the Chapter shall be as follows:

- a) Government Relations Committee;
- b) The Nominating Committee;
- c) The Cardiac Care Associate Council;
- d) The Fellows-in-Training Council;
- e) The Practice Manager Council.

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

**Section 8. Nominating Committee.**

- a) ***Committee Composition:*** The Immediate Past President shall serve on the Nominating Committee. The Chapter President shall select six (6) additional Chapter members to this committee from members who serve on other Chapter committees or from District Trustees whose term as District Trustee are not currently due to expire, for a total of seven (7) committee members. The additional members of this Committee shall consist of one (1) member from areas II, III, IV, V, and VI, and two (2) members from area I. For the purposed of this Committee, the Immediate Past President shall be deemed to represent his/her district. 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).
- b) ***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 six (6) 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 V, Section 4 of the Code of Regulations.
- c) ***Charge and Function of Nominating Committee:*** An invitation to the membership by the Nominating Committee Chairman shall be made each year requesting recommendations for nominees for Trustees to be elected on the ballot. The committee shall recommend to the Board of Trustees a slate of one or more nominees for each District Trustee position whose term is due to expire. Nominations shall be restricted to active members of the Chapter residing in the District where the vacancy is to occur. The committee shall not nominate any of its members to any position on the ballot.

**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 Chairman 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 Board of Trustees in order to carry on, promote and facilitate the goals and purposes of the Chapter.

**Article VI 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 Board of Trustees. The purpose of the meeting shall be to transact any business that may come before the

Chapter. The meeting shall be governed according to Sturges Standard Code of Parliamentary Procedure.

**Section 2. Special Meetings.** Special meetings of the membership may be called by the President after consultation with the Board of Trustees or upon written request of not less than twenty percent (20%) of the membership. Any special meeting called shall be governed according to Sturges Standard Code of Parliamentary Procedure.

**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 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 mailed to members of the Chapter and no other business shall be transacted except as stated in the notice.

## **Article VII Dues and Assessments**

**Section 1. Annual Dues and Assessments.** Annual dues and assessments shall be set by the Board of Trustees 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 Ohio 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 and Affiliate in Training members.

## **Article VIII Reporting**

The Chapter shall submit to the American College of Cardiology an annual report, which includes the following.

- a) A statement of income and expenses signed by a duly authorized Chapter officer;
- b) A copy of Internal Revenue Service form 990 and other required IRS forms submitted by the Chapter;
- c) A summary of Chapter activities for the previous 12-month period and plans for the coming year.

## **Article IX 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 American College of Cardiology President, nor will any of them in any way hold themselves out as being authorized to do so without specific authorization of the American College of Cardiology 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 Board of Trustees of the American College of Cardiology 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 X Dissolution**

Upon dissolution of the Corporation, all of the assets, after payment of all debts and other liabilities, shall be paid and distributed to the American College of Cardiology.

## **Article XI Indemnification**

To the fullest extent permitted by law, the Chapter may indemnify any and all of its officers, trustees, 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 on behalf of the Chapter. The Chapter may purchase and maintain insurance on behalf of any officers, trustees, or committee members against any liability asserted against 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 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 relating to the ethical conduct of all members of the College.

## **Article XIII Amendments**

The Code of Regulations may be amended or repealed and new regulations may be adopted by mail ballot with a two thirds approval by the respondents, provided that written notice of the proposed change or changes has been mailed to each voting member at least 30 days before the

final vote count. Before becoming effective, such amendments must have the approval of the Board of Trustees of the American College of Cardiology.

**Ohio Chapter American College of Cardiology Trustee Districts**

Districts: Counties within District, District Medical School

**District 1** - Lorain, Medina, Cuyahoga, Lake, Geauga, Ashtabula, Case Western Reserve Univ School of Medicine, The Cleveland Clinic – 4 Trustees

**District 2** - Williams, Defiance, Paulding, Van Wert, Mercer, Fulton, Henry, Putnam, Allen, Auglaize, Lucas, Wood, Hancock, Ottawa, Sandusky, Seneca, Wyandot, Erie, Huron, Medical College of Ohio – 2 Trustees

**District 3** - Wayne, Summit, Stark, Tuscarawas, Portage, Carroll, Harrison, Trumbull, Mahoning, Columbiana, Jefferson, Northeastern Ohio University College of Medicine – 2 Trustees

**District 4** - Hardin, Logan, Crawford, Marion, Union, Madison, Fayette, Morrow, Delaware, Franklin, Pickaway, Ross, Pike, Scioto, Richland, Knox, Licking, Fairfield, Hocking, Vinton, Jackson, Lawrence, Ashland, Holmes, Coshocton, Muskingum, Perry, Morgan, Athens, Meigs, Gallia, Guernsey, Noble, Washington, Belmont, Monroe, The Ohio State University College of Medicine – 2 Trustees

**District 5** - Darke, Preble, Shelby, Miami, Montgomery, Champaign, Clark, Greene, Wright State University College of Medicine – 2 Trustees

**District 6** - Butler, Hamilton, Warren, Clermont, Clinton, Highland, Brown, Adams, University of Cincinnati College of Medicine – 2 Trustees

Zipcode Breakdown

District 1

44000-0000...44256-9999

District 2

44830-0000...44870-9999

43400-0000...43699-9999

45800-0000...45899-9999

District 3

44266-0000...44729-9999

43900-0000...43999-9999

District 4

43000-0000...43399-9999

43700-0000...43899-9999

45600-0000...45799-9999

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District 5

45300-0000...45599-9999

District 6

45000-0000...45299-9999