

BYLAWS

THE FLORIDA CHAPTER OF THE AMERICAN COLLEGE OF CARDIOLOGY

ARTICLE 1

NAME AND PURPOSE

Section 1. Name. This organization, a not-for-profit corporation shall be known as the Florida 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 American College of Cardiology, 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 of the American College of Cardiology residing in Florida 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, Members, Distinguished Fellows, and Honorary Fellows of the American College of Cardiology residing or working in Florida.

- b) Fellow-in Training Members: All Fellows in Training of the American College of Cardiology residing or working in Florida.

- c) Emeritus, Military: All Emeritus Members of the American College of Cardiology residing or working in Florida.

- d) Cardiac Care Team Members: All Cardiac Care Team members of the American College of Cardiology residing or working in Florida.

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. All 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

COUNCIL

Section 1. General Powers. The property and affairs of the Chapter shall be managed by its Council.

Section 2. Composition. The Council shall consist of the officers of the Chapter; fifteen (15) councilors based on two (2) councilors from districts with greater than ninety (90) cardiologists, and one (1) for districts with equal to or less than ninety (90) cardiologists

Section 3. Election and Term of Office. The Councilors-at-large shall be elected by ballot by the members of the Chapter residing in each District and shall serve two-year terms. Councilors are eligible to succeed themselves for one additional two-year term.

Section 4. Duties of Councilors-at-Large. The Councilor-at-large shall function as a representative of the District of the governing council of the Chapter. In such capacity, the councilor shall facilitate the transfer of information from the membership to the governing authority and from the council to the membership. This role may include, but is not limited to, holding meetings or seminars, distributing and collecting questionnaires and/or polls, informing the membership of pertinent information relative to changes affecting the practicing specialist in cardiovascular diseases, and recruiting new members.

Section 5. Vacancies. A vacancy on the Council may be filled by action of the members of the Council at anytime. The individual so appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor.

Section 6. 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 eight (8) 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 once each year.

Section 7. Notice. A written or printed 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 thirty (30) days before the date of the meeting.

Section 8. Quorum. A majority of the members of the Council shall constitute a quorum for the transaction of business at any meeting of the Council.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Chapter shall consist of the President, the Immediate Past President and the Secretary-Treasurer. The Governor of the American College of Cardiology for the state of Florida shall serve concurrently as the 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; therefore, the Chapter President's term is for a like number of years. The 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. 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 occurs for any cause it shall be filled, after consultation with the Chapter, in accordance with 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.

ARTICLE V

DUTIES OF OFFICERS

Section 1. President. The President of the Chapter, who concurrently is the American College of Cardiology Governor for the state of Florida, shall be the chief elected officer of the Chapter and shall in general supervise and direct the business and affairs of the Chapter, subject to the direction and control of 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 chairs, 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, the Immediate Past President shall perform the duties of the President.

Section 3. Secretary-Treasurer. The Secretary-Treasurer shall ensure a current roster of all members of the Chapter is maintained, that a record of proceedings of all meetings of the Chapter is maintained, serve as the principal financial officer of the Chapter and ensure adequate books and accounts for the Chapter are maintained and 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

ARTICLE VI **COMMITTEES**

Section 1. Establishment and Composition. Committees may be established by resolution of the Council adopted. 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 shall be determined by the Council.

Section 3. Chairman. The President of the Chapter shall appoint a chair for each committee of the Chapter.

Section 4. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made by the Chapter President.

Section 5. Reporting. All Chapter committees shall report to the Council.

Section 6. Standing Committees. Standing Committees of the Chapter shall be: State Government Relations Committee,, Nominating Committee, Education Committee and Executive 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 9. Nominating Committee.

The Nominating Committee shall consist of Members of the Chapter as stipulated in the American College of Cardiology Bylaws.

ARTICLE VII

DUES AND ASSESSMENTS

Annual dues and assessments shall be set by the Council and approved by the American College of Cardiology prior to implementation. Active members, with the exception of Distinguished Fellows and Honorary Fellows, shall be deemed as dues paying members. Dues shall be waived for all other members.

ARTICLE VII

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 XI

AMENDMENTS

Bylaws may be amended or repealed and new Bylaws may be adopted by a two-thirds (2/3) vote of the members who respond to a notice of the change in bylaws. However, before becoming effective such amendments must have the approval of the American College of Cardiology.

DATED & ADOPTED

September 10, 2006

Lake Buena Vista, FL