

# American Society of Preventive Cardiology Bylaws

Adopted as Amended November 1, 2009

## ARTICLE I - NAME & OFFICES

**Section 1. Name.** The Corporation will be known and is known as the "American Society for Preventive Cardiology" as incorporated in the State of Connecticut.

**Section 2. Offices.** The organization is incorporated as a non-profit in Connecticut. The corporation may have such other offices, either within or outside the State of Connecticut as the Board of Directors may determine or as the affairs of the corporation may require from time to time. The corporation shall have and continuously maintain in the State of Connecticut a registration as required by the Connecticut Non-Profit Corporation Act.

## ARTICLE II - MEMBERS

**Section 1. Classes of Members.** The corporation shall have one class of members but may have other classifications of affiliation groups as determined by the Board of Directors.

**Section 2. Election of Members.** Applicants for membership shall be reviewed and considered for election by the Board of Directors. An affirmative vote of a majority of the Directors shall be required for election of applicants at any Board of Directors meeting.

**Section 3. Voting Rights.** Each member who is not delinquent in payment of dues according to Article XI of these by-laws shall be entitled to one vote on each matter submitted to a vote of the members. No other classifications shall have voting rights.

**Section 4. Termination of Membership.** The Board of Directors, by affirmative vote of a majority of all of the Directors, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership. A member shall be automatically suspended or expelled when found in default in the payment of dues for the period fixed in Article XI of these by-laws.

**Section 5. Resignation.** Any member may resign by filing a written resignation with the Secretary.

**Section 6. Reinstatement.** Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

**Section 7. Transfer of Membership.** Membership in this corporation is not transferable or assignable.

**Section 8. Certificates of Membership.** The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued upon such terms and conditions as the Board of Directors may determine.

## **ARTICLE III - MEETINGS OF MEMBERS**

**Section 1. Annual Meeting.** An annual meeting of the members shall be held on a date determined by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.

**Section 2. Special Meetings.** Special meetings of the members may be called by the President, the Board of Directors, or not less than ten (10) members having voting rights.

**Section 3. Place of Meeting.** The Board of Directors may designate any place, either within or outside the State of Connecticut as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the headquarters office of the corporation.

**Section 4. Notice of Meetings.** Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail, or posted on the corporation's website in a prominent location, to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage.

**Section 5. Informal Action by Members.** Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

**Section 6. Quorum.** A majority of officers and at least ten members in attendance at any annual

meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting.

**Section 7. Proxies.** At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

**Section 8. Manner of Acting.** A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these by-laws.

**Section 9. Voting by Mail or Electronic Means.** Where Directors or officers are to be elected by members, such election may be conducted by mail or verifiable electronic manner as the Board of Directors shall determine.

## **ARTICLE IV - BOARD OF DIRECTORS**

**Section 1. General Powers.** The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Connecticut but must be members in good standing.

**Section 2. Number, Tenure and Qualifications.** The number of Directors shall be Seventeen (17) including officers each of whom shall be an individual member in good standing of the corporation. Each Director shall hold office until the expiration of their term of office or until the election and qualification of their respective successors, except as may be otherwise provided in these By-laws for filling vacancies. The Directors shall be elected every three (3) years and shall be chosen by ballot by a majority of the votes of the members voting in person or by proxy at the annual meeting. Directors shall only be allowed to serve a continuous maximum of eight (8) years. The term of each Director shall be for three (3) years commencing on July 1 during the year of election and shall expire on June 30 three (3) years later. The terms of Directors shall occur in such manner that one-third (1/3) shall finish their term in any year. Officer's terms shall not be counted in the term limits.

**Section 3. Regular Meetings.** A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, prior to the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or outside the State of Connecticut for the holding of additional regular meetings of the Board without other notice than such resolution. Board meetings may be held by any suitable format including phone, web based or new technologies that emerge.

**Section 4. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or outside the State of Connecticut, as the place for holding any special meeting of the Board called by them.

**Section 5. Notice.** Notice of any special meeting of the Board of Directors shall be given at least

two days previously thereto by written notice delivered personally or sent by mail or email to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

**Section 6. Quorum.** A majority of the officers plus at least six additional Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if quorum is not met the Directors present may adjourn the meeting.

**Section 7. Manner of Acting.** The act of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

**Section 8. Vacancies.** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**Section 9. Compensation.** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation if appropriate.

**Section 10. Informal Action by Directors.** Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

**Section 11. Teleconference or Internet Based Meeting.** Any meeting of the Board of Directors may be held by telephone or other telecommunication means so long as directors can hear the others and participate in the discussion.

**Section 12. Chair.** At all meetings of the Board of Directors, the President or Vice-President, or in their absence a chair chosen by the directors present, shall preside.

**Section 13. Conflict of Interest and Disclosure.** All members of the Board shall disclose any potential conflicts of interest to the Corporation as soon as practical. Such disclosures will be available for public inspection upon request. Conflict statements shall be reviewed and updated annually.

## **ARTICLE V - OFFICERS**

**Section 1. Officers.** The officers of the corporation shall be a President, President-Elect, Immediate Past President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except the offices of President and Secretary.

**Section 2. Election and Term of Office.** The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. The term of each office shall be for two (2) years commencing on July 1 during the year of election and shall expire on June 30 two (2) years later. Only the offices of President, President-Elect and Immediate Past-president shall be disallowed from serving consecutive terms.

**Section 3. Removal.** Any officer may be removed by two-thirds (2/3) vote of the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5. President.** The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

**Section 6. President Elect.** Upon request by the President, the President Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any President elect shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**Section 7. Immediate Past-President.** In the absence of the President or the President Elect, or in event of their inability or refusal to act, the Immediate Past-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Immediate Past-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**Section 8. Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions in Article VII of these by-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**Section 9. Secretary.** The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post-office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**Section 10. Executive Board.** The Officers of the Board of Directors constitute an executive committee. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the by-laws; electing, appointing or removing any member or any Director or office of the corporation; amending the articles of incorporation, restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation, authorizing the voluntary dissolution of the corporation or revoking proceedings. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law. The Executive Committee shall be able to act with full authority of the Board of Directors between meetings of the Board of Directors when it is deemed impractical for the Board of Directors to meet. The Executive Committee must report its actions to the Board as soon as feasible to the Board of Directors.

## **ARTICLE VI - COMMITTEES**

**Section 1. Appointment.** The Board of Directors shall appoint all committees. All committees will be comprised of members in good standing. Special committees may be appointed from time to time by the Board of Directors and include non-members of the organization. Such Special Committees are of limited duration and purpose. .

**Section 2. Nominating Committee.** The Nominating Committee shall prepare and submit, one month prior to the annual meeting, a slate of directors for election at the annual meeting of the members. The composition of the nominating committee shall include the Immediate past-President as Chairman plus four (4) other members in good standing.

**Section 3. Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

**Section 4. Committee Chairman.** One member of each committee shall be appointed chairman by the President.

**Section 5. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 6. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, one third (1/3) of the members in a committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 7. Rules.** Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

## **ARTICLE VII – FINANCIAL MATTERS**

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or the President of the corporation.

**Section 3. Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 4. Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

**Section 5. Budgets.** The Treasurer shall prepare an annual budget for the next fiscal year for Board review and adoption prior to December 1<sup>st</sup> each fiscal year.

**Section 6. Disclosures.** The Board shall adopt policy with regard to receipt of commercial

support. All contributions, sponsorships and gifts shall be disclosed for public inspection.

**Section 7. Executive Director.** The Board may hire an Executive as its agent with such powers as determined by the Board to provide for contracts and services. Such Executive shall make all reports to the President, Executive Committee and Board of Directors. The Board shall set appropriate limits on the authority of the Executive Director by contract, policy, or memorandum of understanding.

## **ARTICLE VIII - BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or headquarters office a record giving the names and addresses of the members. With the exception of minutes, all books and records of the corporation shall be maintained for a period of seven (7) years. Minutes shall be maintained as an ongoing record of the corporation into perpetuity as conditions warrant.

## **ARTICLE IX – CORPORATE AND FISCAL YEAR**

The corporate and fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

## **ARTICLE X - DUES**

**Section 1. Annual Dues.** The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members or any other class determined.

**Section 2. Payment of Dues.** Dues shall be payable on the first day of January in each fiscal year. Other probations of dues and special programs are to be determined by the Board of Directors as appropriate.

**Section 3. Default and Termination of Membership.** When any member be in default in the payment of dues for a period of two (2) months from the beginning of the fiscal year or period for which such dues became payable, his membership may thereupon be terminated by the Board of Directors in the manner provided in Article III of these by-laws. Extensions for hardship or other circumstances may be mitigate such as action as the Board deems feasible.

## **ARTICLE XI - WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Connecticut Non-Profit Corporation Act or under the provisions of the articles of incorporation or the by-laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XII - AMENDMENTS TO BY-LAWS**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

### **ARTICLE XIII – DISSOLUTION**

Should the corporation dissolve all assets shall be disbursed to meet any outstanding obligations and the remainder shall be provided to an appropriate not-for-profit or charitable organization.

### **ARTICLE XIV – RULES OF ORDER**

The corporation shall follow the Roberts Rules of Order, current edition.

### **ADOPTION**

We certify that the above Bylaws of the Corporation were adopted as amended by the Board of Directors on November , 2009.