

BYLAWS
OF
THE NEBRASKA CHAPTER
OF THE AMERICAN COLLEGE OF CARDIOLOGY

(July 15, 2021)

Pursuant to the Nebraska Nonprofit Corporation Act (the “Act”) and the Articles of Incorporation of the Nebraska Chapter of the American College of Cardiology (the “Chapter”), the Directors of the Chapter hereby adopt the Bylaws of the Chapter to provide as follows:

ARTICLE I
PURPOSE

Section 1. Purpose. The purpose of the Chapter is to provide a forum for the exchange of information between physicians and cardiovascular non-physician practitioners in the State of Nebraska who are engaged in the practice of, or are otherwise especially interested in cardiology, the prevention of cardiovascular diseases, and ensuring optimal quality of care for individuals with cardiovascular diseases; to encourage specialization in the practice of cardiology; to foster and encourage education, research, and scientific progress of cardiology; to safeguard the professional interests of members; and to engage in such other activities and programs as the Board of Directors (the “Board”) may determine to be in the best interests of the Chapter in furtherance of purposes permissible under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”).

Section 2. Exempt Activities. Notwithstanding any other provision of these Bylaws, the Chapter shall not carry on any other activities not permitted to be carried on by a corporation exempt from tax under Code Section 501(c)(6) or a Nebraska nonprofit corporation.

ARTICLE II

MEMBERSHIP

Section 1. Classes of Members. The Chapter shall have such classes of membership as are defined by the American College of Cardiology (the “College”).

Section 2. Eligibility. All members of the College residing or working in Nebraska shall be eligible for membership in the Chapter, in the class for which the individual meets the requirements established by the College. To the extent not inconsistent with these Bylaws, the Articles of Incorporation, or the rules of the College, the Board may determine the rights and responsibilities of members, the manner of admitting members, the procedures for members’ meetings, and the manner of termination of memberships. However, no determination by the Board may confer upon

a member, other than a Voting Member (as defined in Article III, Section 3), the right to vote in the election of Directors.

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. Other classes of Chapter membership shall be eligible to serve on committees and task forces 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

OFFICERS

Section 1. Officers: The officers of the Chapter shall consist of the President, the Immediate Past President, the Secretary-Treasurer, and at times a President-Elect. The American College of Cardiology Governor for the state of Nebraska shall serve concurrently as the President of the Chapter. The American College of Cardiology Immediate Past Governor for the state of Nebraska shall serve concurrently as the Immediate Past President of the Chapter. Additionally, during the final year of the term of each President, a President-Elect will serve as the American College of Cardiology Governor-Elect for the state of Nebraska.

Section 2. Election and Term of Office. Governors and Governors-Elect of the College are elected through a process as set forth in Article XI, Section 2 of the Bylaws of the American College of Cardiology. The term of office for American College of Cardiology Governors is three (3) years. The term of office for American College of Cardiology Governors-Elect is one (1) year. Elections will be carried out as per Article XI, Section 2 of the ACC Bylaws. The CV Team Liaisons for the Chapter shall be elected in a process determined by the Chapter.

Section 3. Succession of President-Elect and President. Upon ratification of the President-Elect as described in Section 2, the previous President-Elect shall succeed to the office of President, and the previous President shall succeed to the office of Immediate Past President.

Section 4. 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 members of the Council at any appropriately constituted meeting of the Council.

Section 5. Removal of Officers. The President may be removed by the College's Board of Governors Steering Committee, as provided in the College's Bylaws. All other officers may be removed by the Board whenever, in its judgment, the best interests of the Chapter will be served thereby.

Section 6. Resignation of Officers. An officer may resign at any time by delivering notice to the Chapter. A resignation is effective when the notice is effective unless the notice specifies a future effective date. If a resignation is made effective at a future date and the Chapter accepts the future effective date, the vacancy may be filled before the effective date, but the successor will not take office until the effective date.

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 Nebraska, 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 committee chairmen, shall appoint the members of all standing and special committees and task forces 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 or President-Elect, the Secretary/Treasurer shall perform the duties of the President.

Section 3. Secretary-Treasurer. The Secretary-Treasurer shall ensure that the general duties customarily incident to the offices of the Secretary and Treasurer are being discharged and will also perform such other duties as from time to time may be assigned by the chapter President or Council.

ARTICLE V

COUNCIL

Section 1. General Powers. The administration, property and activities of the Chapter shall be managed by its Council, which shall act as the Chapter's Board of Directors. Except for decisions reserved to the Voting Members in these Bylaws, the Articles of Incorporation, and non-waivable provisions of the Act, the affairs of the Chapter will be managed by its Council.

Section 2. Composition. The Council shall consist of the officers of the Chapter, the elected CVT representative from the Chapter, and duly elected councilors. The Governor-Elect for the Chapter shall serve as a Council Members during their one-year term. In addition to the officers and CVT Representative, the number of duly elected councilors shall be up to four, nominated with sensitivity to geographical and population distribution, institution and subspecialty distribution. An ex-officio position is also available for a Fellow-in-Training member. The Chapter President shall serve as Chair of the Council.

Although the number and qualifications of the Directors may be changed from time to time by the Voting Members and the Board, no change shall affect the incumbent Directors during the terms for which they were elected.

Section 3. Election and Term of Office. The term of Council Members shall be three (3) year with the exception of the Governor-Elect who will have a one (1) 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 Chair of the Council, or at the request of five (5) 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 either in-person or by phone/video conference.

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 emailed to each Council member not less than ten (10) days prior to 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.

Section 8. Compensation; Loans. Directors shall not receive any stated salary for their services as Directors, but, by resolution of the Board, a reasonable sum for expenses of attendance, if any, may be allowed for attendance at each annual, regular or special meeting of the Board.

The Chapter shall not lend money to nor guarantee the obligation of any Director or officer of the Chapter.

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 committees authorized to exercise the authority of the Council in the management of the Chapter shall consist of two (2) or more councilors and such other individuals as the Council may deem appropriate. Other committees not having and exercising the authority of the Council may be designated by resolution of the Council and consist of such individuals as deemed appropriate. 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 and the Council, whenever, in the judgement of the President and the Council the best interests of the Chapter shall be served by such termination. All committees shall report to the Council.

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. Chair. A 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 in consultation with the Committee Chair. 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. Standing Committees. Standing Committees of the Chapter shall be:
Advocacy Committee
Nominating Committee, and
Education Committee

Section 6. Special Committees. Upon recommendation by the President, the Council may establish additional standing, special or ad hoc committees or task forces to address special subjects of interest to the Chapter.

Section 7. Chapter Nominating Committee Composition. The Governor and Immediate Past Governor for the Chapter shall serve as the Nominating Committee. With the Immediate Past President, the Chapter President shall select four additional Chapter members to this committee representative of the geographical and population distribution of the membership. Each year, the Chair 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., geographical and population distribution in the State, Adult Cardiology, Pediatric Cardiology, Cardiovascular Surgery, Private Practice, Academic Practice).

Section 8. Term of Chapter Nominating Committee Membership. The term of the Immediate Past President's service on the Nominating Committee shall be for as long as that individual holds office as Immediate Past President of the Chapter. The remaining members of the committee shall be three (3) years.

Section 9. Charge and Function of Chapter Nominating Committee. The committee shall recommend to the Council nominees for each area councilor position whose term is due to expire. There will be a mechanism for write-in or nominations from the membership. Nominations shall be restricted to Active members of the Chapter residing in the area where the vacancy is to occur. The committee shall not nominate any of its members to any position on the ballot. It shall be the obligation of the nominating committee to explain the functions of the officers and councilors and the time required to all nominees before they are asked to accept.

ARTICLE VII

MEETINGS OF THE MEMBERSHIP

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. Emergency Council meetings can be called at any time.

Section 3. Notice of Meeting. A notice stating the place, day and hour of the meeting shall be sent to each member of the Chapter not less than ten (10) nor more than fifty (50) days before the date of the meeting.

Section 4. Voting and Quorum. Members may vote in person, by mail /email ballot, or by proxy. Members having at least one-fifth of the votes to be shall constitute a quorum. The affirmative vote of a majority of the votes entitled to be cast by the members shall be necessary for the adoption of any matter voted upon.

ARTICLE VIII

TELEPHONIC, VIDEOCONFERENCE, AND SIMILAR MEETINGS

Directors, Voting Members, committee members, and Chapter members may participate in any meeting by means of a conference telephone, videoconference, or other similar communications technology by which all persons participating in the meeting can hear each other at the same time. Participation by telephonic, videoconference, or similar means shall be subject to the provisions of these Bylaws and shall constitute presence in person at the meeting. In the case of a telephonic, videoconference, or similar type of meeting of the Board, written minutes of all actions taken at such meeting shall be circulated to all members of the Board. In the case of a telephonic, videoconference, or similar type of meeting of the Voting Members, written minutes of all actions taken at such meeting shall be circulated to all Voting Members.

ARTICLE IX

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 Nebraska for Chapter Dues. Upon receipt of the dues payment, the American College of Cardiology shall promptly remit such payments to the Chapter. The determination of dues paying members and waivers for dues for certain members shall be set by the College

ARTICLE X
INDEMNIFICATION

Section 1. Persons Eligible. Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the Chapter, by reason of the fact that he or she is or was a Director, officer, employee, or agent of the Chapter, or is or was serving at the Chapter's request as Director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be and hereby is indemnified, without need of affirmative act on his or her part or on the part of the Chapter's Directors, against all expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if:

- (A) He or she acted in good faith.
- (B) He or she reasonably believed: (i) in the case of conduct in his or her official capacity with the Chapter, that his or her conduct was in the Chapter's best interests; and (ii) in all other cases, that his or her conduct was at least not opposed to the Chapter's best interests.
- (C) In the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Effect of Judgments, Etc. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not meet the standard of conduct described in this Article X, Section 1. However, no indemnification shall be made in respect to any claim, issue, or matter by or in the right of the Chapter in which such person is adjudged liable to the Chapter or in connection with any other proceeding charging improper personal benefit to such person, whether or not involving action in his or her official capacity, in which such person is adjudged liable on the basis that personal benefit was improperly received by such person. To the extent that a Director, officer, employee or agent of the Chapter has been successful on the merits, or otherwise, in defense of any action, suit, or proceeding referred to in this Article, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against all expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith.

Section 3. Cost of Defense. The Chapter may pay expenses incurred in defending a civil or criminal action, suit, or proceeding in advance of the final disposition of such action, suit, or proceeding upon:

- (A) Receipt of a written affirmation of the Director, officer, employee, or agent of his or her good faith belief that he or she has met the standard of conduct described in this Article;
- (B) A written undertaking by such person to repay such amount; and

(C) A determination that the facts then known to those making the determination would not preclude indemnification under the Act.

Section 4. Insurance. To the extent permitted by law, the Chapter may have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Chapter against any liability asserted against him or her and incurred in such a capacity or arising out of his or her status as such, whether or not the Chapter would have the power to indemnify him or her against such liability.

Section 5. Procedure. Indemnification of a Director will occur according to the procedures described in Section 21-19,101 of the Act and any successor thereto. The indemnifications provided in these Bylaws for Directors, officers, employees, and agents are directly created and accorded without the need of any affirmative act on the part of the Directors, officers, employees, or agents, and, subject to the conditions and limitations of this Article, such indemnification rights may be asserted and proceeded upon by any Director, officer, employee, or agent whenever the need arises.

Section 6. Rights Nonexclusive. Indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE XI ETHICS

Members of the Chapter are expected to exhibit high ethical and moral standards and to comply with the Chapter's Conflict of Interest Policy. The Conflict of Interest Policy provides a mechanism for addressing potential conflicts of interests. The Council shall determine how to address matters related to the ethical conduct of members of the College.

ARTICLE XII AMENDMENTS

Section 1. Approval Required. Subject to the specific requirements in Article XII, the Board may approve an amendment to these Bylaws by a majority vote of the Directors at a meeting at which a quorum is present. The amendments so approved will be presented to the Voting Members for approval. The Amendment is approved by the Voting Members if approved by a majority of the votes cast. The Amendment may also be approved by the Voting Members through unanimous consent or ballot, provided that the material soliciting the approval must contain or be accompanied by a copy or summary of the amendment.

Section 2. Notice. The notice of a meeting at which Directors will consider an amendment to the Bylaws must describe the proposed changes. The notice of the meeting at which the Voting Members will consider an amendment to the Bylaws must state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment.

Section 3. Limitation. No amendment to these Bylaws shall permit the Chapter to carry on any activity not permitted to be carried out by a Nebraska nonprofit corporation exempt from tax under Code Section 501(c)(6). Further, amendments shall cause these Bylaws to fail to conform to the College's bylaws or other rules as they relate to the Chapter, to the extent such Bylaws and rules are not inconsistent the Act and the Code.

(Secretary-Treasurer's certificate to follow.)

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above Bylaws of the Nebraska Chapter of the American College of Cardiology on July 15, 2021, and by the Voting Members of the Chapter on October 20, 2021, effective October 20, 2021 and constitute a complete copy of the Bylaws of the Chapter.



Andrew Goldsweig, MD, Governor

Date: October 20, 2021