Bylaws of the American College of Cardiology

Adopted as of July 31, 2026

Article I
NAME, REGISTERED AGENT, AND OFFICES

Section 1 NAME. The name of this corporation is the American College of Cardiology (hereinafter referred to as "ACC" or the "College").

Section 2 REGISTERED AGENT AND OFFICES. The College shall maintain in the District of Columbia a registered agent and may have offices within or without the District of Columbia as the Board of Trustees may designate or as the business of the College may require from time to time.

Article II
PURPOSES AND POWERS, EFFECTIVENESS OF BYLAWS AND GOVERNANCE POLICIES

The College is organized as a nonprofit corporation under the District of Columbia Nonprofit Corporation Act (the "Act") that is tax-exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and for purposes as set forth in the College's Articles of Incorporation. The provisions of these Bylaws, the Authority Matrix, and the Governance Manual shall inform the governance of the College. In the event of any inconsistency between these Bylaws, the Authority Matrix, the Governance Manual, the College's Articles of Incorporation, and the Act, the provisions of the Act shall supersede the provisions of the Articles, the provisions of the Articles shall supersede the provisions of the Bylaws, the provisions of the Bylaws shall supersede the provisions of the Authority Matrix, and the Authority Matrix shall supersede the provisions of the Governance Manual.

Article III
MEMBERSHIP

Section 1 MEMBERSHIP. The College shall have members. The Board of Trustees may establish categories of membership, with such rights and obligations as the Board may determine and may further define the qualifications for membership eligibility in any category.

Only a Fellow, Fellow Emeritus, Distinguished Fellow, and Honorary Fellow shall be privileged to use the letters "FACC" after his/her name. Only a Master and Master Emeritus shall be privileged to use the letters "MACC" after his/her name. Only an Associate of the American College of Cardiology shall be privileged to use the letters "AACC" after his/her name.

Section 2 CATEGORIES AND QUALIFICATIONS FOR MEMBERSHIP. The qualifications and process to apply for each category of membership shall be proposed through the Credentialing and Member Services Committee ("CMSC"), a subcommittee of the Membership Committee. The qualifications and process for becoming a member may be waived by the CMSC on a case-by-case basis.

1. Master - A Fellow of the College who has been active in the College for more than fifteen years may be recommended to the Board of Trustees to be designated a

Master of the American College of Cardiology ("MACC"). Annually, each Officer and Trustee of the College shall be asked to submit names of suggested nominees to the Awards Committee which, in turn, shall make its recommendation to the Board of Trustees for election. Election shall be by a majority vote of the Board of Trustees. Additionally, past Presidents shall be recognized as Masters and Trustees Emeritus.

2. Fellow - United States, U.S. Territories, and Canada – This category of membership requires initial certification of the candidate by a primary specialty board, such as internal medicine, and an applicable subspecialty board, such as cardiovascular disease, which holds membership in the American Board of Medical Specialties, the Bureau of Osteopathic Specialists of the American Osteopathic Association, or other alternative certifying body as recognized by the CMSC. Lacking initial board certification, the candidate is expected to have made important scientific contributions over a period of years to a cardiovascular field. Additionally, the candidate shall provide evidence of having attained peer recognition as a practicing cardiovascular specialist or as a scientist.
3. Fellow - Residing outside United States, U.S. Territories, and Canada - This category of membership requires that the candidate be recognized in his/her country as having relevant recognized/accredited medical education, cardiovascular training, and licensure/certification as determined by the CMSC, and as clearly outstanding in his/her country by holding a leadership role in cardiology; or being Professor or Associate Professor; or having achieved an international reputation with a sizeable number of publications in cardiovascular related peer-reviewed indexed journals.
4. Distinguished Fellow - A Fellow of the College who has performed outstanding service in the interest of the College may be recommended to the Board of Trustees to be elected as Distinguished Fellow. Annually, the membership shall be asked to submit names of suggested nominees to the Awards Committee which, in turn, shall make its recommendation to the Board of Trustees. Election shall be by a majority vote of the Board of Trustees.
5. Honorary Fellow - Any qualified scientist or physician is eligible to become an Honorary Fellow. Annually, the membership shall be asked to submit names of suggested nominees to the Awards Committee which, in turn, shall make its recommendation to the Board of Trustees. Election shall be by a majority vote of the Board of Trustees.
6. Associate Fellow - United States, U.S. Territories, and Canada – For this category of membership, the candidates shall have satisfactorily completed a formal cardiovascular related training program in fulfillment of requirements for admission to an initial examination by a subspecialty board which holds membership in the American Board of Medical Specialties, the Bureau of Osteopathic Specialists of the American Osteopathic Association, or other alternative certifying body as recognized by the CMSC. Lacking initial board certification, candidates are expected to provide evidence from his/her community of having attained peer recognition as practicing cardiovascular specialists or as a scientist.
7. International Associate - This category of membership is for the international cardiovascular physician or scientist candidate who does not meet the requirements for FACC. The candidate will be recognized in his/her own country by having relevant recognized/accredited medical education, cardiovascular training, and licensure/certification OR cardiovascular-related academic or research appointment at a recognized institution.

8. Fellow-in-Training - United States, U.S. Territories and Canada – This category of membership requires that the candidate be currently engaged in a formal cardiovascular related training program in fulfillment of requirements for admission to an initial examination by a subspecialty board which holds membership in the American Board of Medical Specialties, the Bureau of Osteopathic Specialists of the American Osteopathic Association, or other alternative certifying body as recognized by the CMSC. A Fellow-in-Training member will transition to the Associate Fellow category upon successful completion of the training program.
9. Fellow-in-Training – Residing outside the United States, U.S. Territories and Canada – This category of membership requires that the candidate be currently engaged in a formal cardiovascular-related training program. An international Fellow-in-Training will transition to the International Associate category upon successfully completing the training program.
10. Medical Resident - This category of membership requires that the candidate be enrolled in an accredited program. Medical resident membership shall align with current ACC processes, including the membership year and dues cycle.
11. Medical Student – This category of membership requires that the candidate be enrolled in an accredited medical school. Medical Student membership shall align with current ACC processes, including the membership year and dues cycle.
12. Cardiovascular Team Member - This category of membership is available to a professional in the cardiovascular work setting. A Cardiovascular Team Member shall have recognized education, training, and licensure/certification, and/or formal appointment relevant and customary for the professional type.
13. Associate of the American College of Cardiology - This category of membership requires that the candidate (a) be a nurse, nurse practitioner, clinical nurse specialist, clinical pharmacist, PA, cardiovascular technologist, or cardiovascular professional, (b) be nationally board certified by a credentialing body recognized by the American College of Cardiology, and (c) has at least five years of experience in a clinical area of expertise within cardiology.
14. Cardiovascular Team Student – This category of membership requires that the candidate be enrolled in an accredited undergraduate or graduate program. Cardiovascular Team Student membership shall align with current ACC processes, including membership year and dues cycle.
15. Cardiovascular Administrator – This category of membership is for the cardiovascular administrator.
16. Affiliate - This category of membership is available to non-cardiovascular physicians, scientists, or professionals not otherwise eligible for any other category of membership. An Affiliate shall have recognized/accredited education, training, certification/licensure, and/or formal appointment at a recognized institution relevant and customary for the professional type.
17. Emeritus – In the spirit of celebrating a long career and rewarding loyalty to the College, an individual who has been active in the College for more than 10 years, is retired from the cardiovascular field, and is 70 years of age or older, will upon request be granted Emeritus status.

Section 3 RESIGNATION AND REMOVAL. A member may resign at any time by written notice to the Membership Department of the College. In addition to the discipline procedures set forth in the Governance Manual and Article XIII of these Bylaws, a member shall be removed with approval of the Ethics and Compliance Committee or upon ceasing to meet

the qualifications for membership set forth in Article III, or failure to pay dues and fees set forth in Article IV.

ARTICLE IV
Dues and Fees

Section 1 ANNUAL DUES. Annual dues shall be required of all members of the College, except Fellows-in-Training, Honorary Fellows, Distinguished Fellows, and Emeritus members. Additionally, chapter dues shall be required for all physician members residing in the U.S. or a U.S. Territory that has a chapter, with such amounts being determined by each chapter. The amount of the annual dues shall be determined by the Board of Trustees.

Section 2 WAIVER OF DUES; REDUCED DUES. On the recommendation of the Finance Committee, and without publication thereof, annual dues may be waived in whole or in part for any member of the College. Further, a member at any age, if working less than 20 hours per week, can be granted reduced dues status in accordance with criteria established by the Finance Committee in the College for up to two years. Reduced dues members shall be required to pay dues at one-half the current dues rate and will receive the College journal only by electronic delivery or pay the cost of the hard copy journal. Reduced dues members must request in writing a continuation of such status after two years. Members who have ongoing need for a waiver of dues or reduced dues (e.g., long term disability or illness) will be eligible for Emeritus status.

Section 3 DELINQUENCY. A member who is delinquent in paying dues shall lose all privileges of membership of the College. A member whose dues are delinquent for a period of two years may be dropped from the roll of the College by action of the Board of Trustees. The College shall notify a member of such anticipated action prior to dropping the member.

Section 4 TERMINATION OF DESIGNATION. Any Fellow whose membership in the College has been terminated shall not append the FACC (or if applicable, MACC) designation to his/her name or claim or imply membership in the College. Any Associate whose membership in the College has been terminated shall not append the AACC designation to his/her name or claim or imply membership in the College.

Section 5 REINSTATEMENT. Any member dropped from membership because of delinquency or resignation may be considered for reinstatement in accordance with the conditions of reinstatement adopted by the Board of Trustees.

ARTICLE V
Board of Trustees

Section 1 GENERAL POWERS. All corporate powers shall be exercised by or under the authority of the Board of Trustees, and the activities and affairs of the College shall be managed by or under the direction, and subject to the oversight, of its Board of Trustees.

The Board of Trustees shall act as a board of directors as that term is used under the Act. The Board of Trustees shall have fiduciary responsibility and be responsible for the governing policies of the College. The Board of Trustees shall have the power to make Bylaws for the governance of the College, and to alter, change, or amend such Bylaws pursuant to Article XVII.

Section 2 BOARD SIZE AND MEETINGS. The Board of Trustees shall have fifteen members. The majority of the members of the Board of Trustees must be members of the ACC pursuant to the qualifications described in Article II of these Bylaws. The Board of Trustees shall meet at least six times a year.

Section 3 TERM OF OFFICE. The term of office of a Trustee shall be a four-year, non-renewable term with a seven-year maximum. If an individual's term as Immediate Past President, President, or Vice President shall cause such individual to exceed the seven-year maximum term limit, then such term limit shall not apply to the Immediate Past President, President, or Vice President. Notwithstanding, if a non-ACC member ("Public Member Trustee") is elected to serve on the Board of Trustees, the term of the Public Member Trustee shall be a two-year term, renewable for one additional two-year term.

Section 4 NOMINATION AND ELECTION; FILLING OF VACANCIES. The slate of Officers and Trustees shall be nominated by the Nominating Committee and approved by the Board of Trustees. The Board of Trustees shall create criteria and guidelines for Trustee identification, selection, nomination, and evaluation to determine if a candidate meets the competencies and fulfills the needs of the College.

In addition, Trustees shall be selected by the Nominating Committee and subsequently approved by the Board of Trustees to fill the unexpired terms of members of the Board of Trustees whose seats are vacated by death, by resignation, or by the application of Section 5 of this Article V. Following approval by the Board of Trustees, the nominee will immediately become a Trustee and complete the remainder of the unexpired term. An individual filling a vacant at-large Trustee seat shall not have such period of service count as a "Term" for purposes of the term limits set forth in these Bylaws if the remainder of the unexpired term is less than one year. An individual filling a vacant Public Member Trustee vacancy may serve until the end of the current two-year term and shall not have such period of service count as a "Term" for purposes of the term limits set forth in these Bylaws if the remainder of the unexpired term is less than six months.

Section 5 AUTOMATIC REMOVAL. Any member of the Board of Trustees who fails to attend in person two regular meetings without valid written excuse shall be automatically dropped from the Board of Trustees.

Section 6 PUBLIC MEMBER TRUSTEE. The Public Member Trustee shall be nominated by the Nominating Committee and approved by the Board of Trustees as one of its fifteen members. The term as Public Member Trustee shall be two years and is eligible for reappointment for one additional two-year term, and such term shall count towards the Trustee term limit as set forth in Section 3.

Section 7 BOARD OF GOVERNORS CHAIR-ELECT. The Chair-Elect of the Board of Governors ("BOG") shall be nominated by the BOG Nominating Committee and approved by the BOG Steering Committee to serve as one of the fifteen members of the Board of Trustees. The term as Chair-Elect of the Board of Governors shall be one (1) year and will not be eligible for reappointment as the Chair-Elect will ascend to their term as Chair of the BOG, and such term shall count towards the Trustee term limit as set forth in Section 3.

Section 8 NOTICE; QUORUM. Board of Trustees meetings shall be held within or without the District of Columbia, upon notice of the date, time, and place of each meeting by mail, overnight courier, electronic mail, or other mode of written transmittal. Oral notice of

meetings of the Board of Trustees may be provided in lieu of written or electronic notice. Regular meetings may be held without notice if all of the Trustees are present in person, or if notice is waived in writing by those not present prior to the meeting.

Special meetings of the Board of Trustees shall be preceded by at least two days' notice of the date, time, and place of the meeting by mail, overnight courier, electronic mail, or other mode of written transmittal. Notice may be waived in writing by those not present prior to the meeting.

The President may call and give notice of any meeting of the Board of Trustees. Special meetings of the Board of Trustees may also be called by or at the request of at least twenty percent of the Trustees then in office.

At each meeting of the Board of Trustees, the presence of a majority of the Trustees then in office shall constitute a quorum for the transaction of business. A tie vote by the Board of Trustees on any matter presented for a vote shall fail. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, except as otherwise provided by the Act. Each Trustee shall have one vote on all matters submitted to a vote of the Board. No Trustee voting by proxy shall be permitted.

Any person participating in a meeting of the Board of Trustees may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

In addition, any action required or permitted to be taken by the Board of Trustees may be taken without a meeting if each Trustee signs a consent in the form of a record, as such term is defined by the Act, describing the action to be taken, and delivers it to the College in writing or by electronic mail. Action taken under this section shall be the act of the Board of Trustees when one or more consents signed by all the Trustees are delivered to the College.

ARTICLE VI
Committees

Section 1 COMMITTEES HAVING BOARD AUTHORITY. The Board of Trustees, by resolution adopted by a majority vote at a meeting at which a quorum is present, may create and discontinue Board committees composed exclusively of current Trustees ("Board Committees") which, to the extent provided in said resolution, shall have and exercise the authority of the Board of Trustees in the management of the College, except as limited by the Act. The designation of and the delegation of authority to such Board Committees shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed upon them by law. When requested, Board Committee Chairs shall report at meetings of the Board of Trustees. The Executive Committee, when convened, shall be a Board Committee.

Section 2 STANDING COMMITTEES. The Board of Trustees may create and discontinue standing committees which shall not have the authority of the Board, but which operate in accordance with the Bylaws and report directly to the Board of Trustees ("Standing Committee"). The following committees are Standing Committees:

- Governance Committee;
- Membership Committee;
- Nominating Committee;
- Audit and Compliance Committee;
- Finance Committee;
- Innovation Committee; and
- Philanthropic Fundraising Committee.

Trustees may serve as a Standing Committee member, not as Chair-Elect or Chair. The Finance Committee is the only exception, with the Chair concurrently serving as a Trustee and Officer.

Section 3 MAJOR OPERATING COMMITTEES. The Board of Trustees may create and discontinue major operating committees which shall not have the authority of the Board, but which report directly, or through a Standing Committee, to the Board of Trustees ("Major Operating Committee"). Major Operating Committees shall provide oversight and serve as coordinating committees for other committees of the College based on functions defined by the Board of Trustees, pertinent to the College's mission. The following committees are Major Operating Committees:

- Health Affairs Committee;
- Section Leadership;
- Board of Governors Leadership;
- Assembly of International Governors Leadership;
- Workforce Culture and Engagement Committee;
- Digital Transformation Committee; and
- Health Equity Committee.

Trustees may not serve on a Major Operating Committee, except that the Chair and Chair-Elect of the Board of Governors may serve on the Board of Governors Leadership.

Section 4 BOARD OF TRUSTEES TASK FORCE. The President may recommend to the Board of Trustees for its approval the formation of all special task forces to address time-specific needs of the College ("BOT Task Force"). BOT Task Force members shall be appointed by the current President. The BOT Task Force charter and budget shall be aligned with the College's current strategic plan. BOT Task Forces report directly to the BOT and are time limited from six months to two years. Within two years of formation, the BOT Task Force should provide its deliverables and sunset. If there is a clear need to continue the work of the BOT Task Force consistent with the College's strategic priorities and funding, a process for merging into an existing committee or creating a new committee (if one does not already exist) will commence.

Section 5 SECTION LEADERSHIP COUNCILS. Each member section is governed by a Section Leadership Council ("Council") to ensure the member section functions in accordance with its respective charge for the purpose of serving the needs of the section. Councils report to the Section Steering Committee.

Section 6 WORK GROUPS; WRITING GROUPS; AND PEER-REVIEW. Work groups shall be established by and report into committees or Councils to work on focused projects initiated by that committee or Council (e.g., creation of a formal document, creation of a standard, resolution of problems related to a system or network). The composition of work groups shall be at the discretion of the committee or Council establishing such work group,

provided that member section work groups shall be comprised of members from their respective member sections. The committees or Councils establishing work groups shall reassess and review the purposes and the work of their respective work groups every two years to determine whether there is a clear need to continue the work of their work groups consistent with the College's strategic priorities and funding. A writing group involves two or more individuals working together to produce a written document. A peer-review is an evaluation of scientific, academic, or professional work by others working in the same field. The composition of writing groups and peer-reviews shall be at the discretion of the committee or Council establishing such writing group or peer-review, provided that members or the writing group or peer-review have subject-matter expertise in order to participate.

Section 7 COMMITTEE CHARTERS, COMPOSITION, AND TERM LIMITS. All Board Committees, Standing Committees, Major Operating Committees, BOT Task Forces, Councils, work groups, peer review and other committees and ad-hoc bodies (collectively, "Committees") shall consist of a Chair and two or more members of the College. Unless otherwise set forth in these Bylaws or in a Committee's charter, the Nominating Committee shall have the privilege of recommending to the Board of Trustees the appointment and reappointment of Committee members, and the filling of vacancies on such Committees, as may be necessary to carry on the activities of the College.

Currently serving Trustees are limited in the other volunteer positions they may hold. Trustees may only concurrently serve as a Chair, Chair-Elect, or member on a Board Committee or BOT Task Force; Chair of the Finance Committee; member, not Chair-Elect or Chair, of a Standing Committee; Chair or Chair-Elect of the Board of Governors, or member of editorial boards. Trustees may not serve on any other Committees. Notwithstanding, in the event a BOT Task Force transitions into a new committee, a Trustee who is serving as Chair of such BOT Task Force may continue serving as Chair of the new committee, even if it is not a Standing Committee, for a one-year term to support the transition.

The members of Committees shall hold office until their successors have been appointed. Except where otherwise provided within these Bylaws or individual Committee charters, or where a Committee is time-limited in its focus, all Committee members may serve up to two consecutive three-year terms. The term limit for service on a Committee is seven consecutive years, including service as Chair or Chair-Elect of the Committee. A staggered term will not count toward a member's term limit.

Each Standing Committee will include one Trustee, in addition to the ex-officio positions, if any, unless otherwise stated in their respective charter. Trustee appointments to Standing Committees shall be recommended by the Nominating Committee and subject to approval by the Board of Trustees, in accordance with the procedures as approved by the BOT. The term of service on a Standing Committee will align to the Trustee's Board term. Any term of service as a Trustee on a Standing Committee will count toward the seven-year term limit. A Trustee who has already met the seven-year term limit on that Standing Committee is not eligible to serve as a Trustee on that specific Standing Committee.
Except as otherwise set forth in these Bylaws or by exemption explicitly stated in a Committee charter, or as approved by the Nominating Committee in extenuating circumstances, and with notification to the Board of Trustees, the Chair of a Committee shall serve one term and is not eligible for reappointment as Chair or a Committee Member. The term of an individual's service as the Chair or Chair-Elect of a Committee shall count

against that individual's total term limit on a Committee. An individual may serve as Chair-Elect and Chair of a Committee only once even if the individual does not meet the total term limit on the Committee. The Chair of a Committee shall make the Committee members aware of when the Chair-Elect position for that particular Committee will be open for nominations. In order to be eligible to apply for a Committee Chair-Elect position, an individual must either be currently serving on the Committee or previously served on the Committee within five years of applying for the Chair-Elect position.

The Cardiology Advocacy Alliance Committee ("CAA Committee"), which operates as a subcommittee of the Health Affairs Committee, shall determine its member composition requirements and associated terms, as well as select its own successors.

Amendments to the charters of all Committees shall be reviewed and approved by the Board of Trustees.

Section 8 REPORTING TO BOARD OF TRUSTEES. When requested, Committee Chairs shall report at meetings of the Board of Trustees.

Section 9 EXECUTIVE COMMITTEE. The Executive Committee, when convened, shall operate as a Board Committee and shall include the Immediate Past President, President, Vice President, Treasurer, Secretary and one at-large Board member who is previously designated by the Nominating Committee and approved by the Board of Trustees. The Executive Committee meets only in an emergency when a vote is required by the Board of Trustees and a quorum of the Board cannot be met. In such instance, a majority of the Executive Committee will carry any action, except where provided otherwise by law or by these Bylaws.

Section 10 NOMINATING COMMITTEE. The Nominating Committee shall consist of a Chair, Chair-Elect, and eight additional members of the College. The eight additional members will be recommended by the Governance Committee and subject to approval by the Board of Trustees. The Immediate Past President shall serve as Chair of the Nominating Committee. The President shall serve as Chair-Elect of the Nominating Committee. Each Nominating Committee member shall serve a one-year term, renewable up to three one-year terms. A minimum of six members of the Nominating Committee must be present to achieve a quorum.

Unless otherwise set forth in these Bylaws or in a Committee's charter, the Nominating Committee shall present to the Board of Trustees for its approval a slate of nominees to serve on Committees, on the Board of Trustees, and as Officers of the College. The Nominating Committee shall not nominate any of its members for office.

ARTICLE VII
Member Sections

Section 1 PURPOSE. Member sections (each, a "Section," and collectively, the "Sections") are formed in order to further the objectives of the College in an area of cardiovascular medicine or practice. The scope of each Section shall be sufficiently broad to represent active professional interests of a substantial segment of the College. Responsibility for creating Sections rests with the Board of Trustees.

Section 2 DUES. Sections shall charge annual nominal dues to support their respective Section activities. Only members may join Sections.

Section 3 GOVERNANCE. Each Section is governed by a Section Leadership Council and shall function in accordance with the Section's charge for the purpose of serving the needs of the Section. Each Section shall report to the Section Steering Committee, and shall ensure bi-directional communication between Section members and College leadership, while promoting the strategic mission of the College through Section activities and objectives.

ARTICLE VIII
Officers

Section 1 OFFICERS, GENERALLY. The Officers of the College shall consist of a President, the Immediate Past President, a Vice President, a Secretary, and a Treasurer, who shall all serve on the Board of Trustees. The Immediate Past President, President, and Vice President shall each serve a one-year term, and the President and Vice President will not be eligible for reappointment. Upon immediate conclusion of his/her term, the Vice President will ascend to the office of President, unless the Vice President's performance is deemed unsatisfactory as determined by the Board of Trustees in its sole discretion. The Vice President shall enter upon his/her duties as President at a date designated by the Board of Trustees. The Vice President shall be a Fellow of the College and must have served at least one term on the Board of Trustees pursuant to the term requirements at the time of appointment as Trustee. Immediate Past Presidents, Presidents, and Vice Presidents of the College may serve their terms in addition to any prior service as a Trustee.

Section 2 PRESIDENT. The President of the College shall preside at all convocations for conferring certificates of Fellowship, Awards, and the designation of Associate of the College. The President shall be the Chair of the Board of Trustees and the Executive Committee, when convened. The President shall preside at all regular and special meetings of the Board and the Executive Committee, when convened. The President or his/her designee shall be the principal spokesperson for the College. The President shall be an ex-officio non-voting member of each Committee.

If the President is unable to fulfill the duties of the office (e.g. resigns for any reason, a prolonged illness, temporary absence, etc.), the Vice President shall immediately assume the office of President. If the vacancy is less than eight months from the end of the current term, then the Vice President will serve for the duration of the vacated, unexpired term, as well as for the following year. If the period of the vacancy is (or is expected to be) eight months or longer, the Nominating Committee shall nominate a new Vice President for approval by the Board of Trustees, and the new Vice President will subsequently assume the office of President and serve for one year. Both the President and the Vice President, who assumed the office during the absence, will both be considered to have served a full term as President of the College.

Section 3 IMMEDIATE PAST PRESIDENT. The office of Immediate Past President shall be filled automatically by the outgoing President. In the event there is no outgoing President, or the Immediate Past President is unable or unwilling to serve, then the Immediate Past President position shall remain vacant until the President completes his/her current term as President. The Immediate Past President shall serve on the Executive Committee, when convened, and the Board of Trustees for one year, and perform other duties assigned by the President and/or the Board of Trustees.

Section 4 VICE PRESIDENT. The Vice President shall be assigned duties from time to time by the President and/or the Board of Trustees. In the event the Vice President is unable to fulfill the duties of the office, the Nominating Committee shall present to the BOT for approval a nominee to serve the office of Vice President. If the vacancy is less than eight months from the end of the current term, then the individual appointed will serve for the duration of the vacated, unexpired term, as well as for the following year. If the period of vacancy is (or is expected to be) eight months or longer, then the individual appointed to fill the vacancy will be considered to have served a full term as Vice President.

Section 5 SECRETARY. The Chair of the Board of Governors shall serve as Secretary of the College for a non-renewable one-year term, and such term shall count towards the Trustee term limit as set forth in Article V, Section 3. The Secretary shall also perform such other duties as may be delegated by the Board of Trustees. In the event the Secretary is unable to fulfill the duties of the office, the BOG Chair-Elect shall immediately assume the office of Secretary. If the vacancy is less than eight months from the end of the current term, then the BOG Chair-Elect will serve as Secretary for the duration of the vacated, unexpired term, as well as for the following year. If the period of vacancy is (or is expected to be) eight months or longer, then the BOG Nominating Committee shall appoint a new BOG Chair-Elect, subject to approval by the BOG Steering Committee, and the new BOG Chair-Elect will subsequently assume the office of BOG Chair and Secretary and serve for one year.

Section 6 TREASURER. The Chair of the Finance Committee shall serve as Treasurer of the College for a non-renewable three-year term, and such term shall count towards the Trustee term limit as set forth in Article V, Section 3. The Treasurer shall also perform such other duties as may be delegated by the Board of Trustees. In the event the Treasurer is unable to fulfill the duties of the office, the Chair-Elect of the Finance Committee shall immediately assume the office of Treasurer. If a Chair-Elect of the Finance Committee has not yet been appointed, then the Nominating Committee shall recommend to the BOT for approval a current member of the Finance Committee to serve as Treasurer. If the vacancy is less than eight months from the end of the current term, then the individual appointed will serve for the duration of the vacated, unexpired term, as well as for the following three-year, non-renewable term as Treasurer. If the period of vacancy is (or is expected to be) eight months or longer, then the individual appointed to fill the vacancy will be considered to have served a full term as Treasurer.

Section 7 CHIEF EXECUTIVE OFFICER. The Board of Trustees shall hire and employ a Chief Executive Officer. Under the direction of the Board of Trustees, the Chief Executive Officer shall supervise the activities and business affairs of the College. In accordance with the policies established by the Board of Trustees, the Chief Executive Officer shall: (1) have responsibility and authority for all operations and staffing associated with College activities within the budget approved by the Board of Trustees; (2) direct the executive offices of the College, including maintaining all records; (3) oversee annual budget preparation and implementation, and the annual audit of the College finances according to fiscal policies established by the Board; (4) perform such other duties as are assigned to him/her by the Board of Trustees; and (5) attend and report to the Board of Trustees at its regular sessions or whenever requested by the Board.

Section 8 RESIGNATION AND REMOVAL. An Officer may resign at any time by delivering notice to the College. A resignation shall be effective when the notice is delivered unless

the notice specifies a later effective time and the Board of Trustees accepts the future effective time.

Any Officer may be removed from office with or without a stated cause by the affirmative vote of a majority of the Trustees.

ARTICLE IX
Convocation

A convocation for the purpose of conferring Fellowships and the designation of Associate, presenting awards, and such other functions as may be decided upon by the Board of Trustees, shall be held during each annual meeting.

ARTICLE X
Domestic and International Chapters

Section 1 DOMESTIC CHAPTERS. Domestic chapters of the College may be organized under guidelines established by the Board of Trustees for the purpose of furthering the objectives of the College. Domestic chapters may be formed in a U.S. state, territory, or region where there is a Governor of the College.

Each domestic chapter shall be a not-for-profit corporation, or its equivalent in U.S. territories. The Board of Trustees of the College shall approve each domestic chapter's Articles or Certificate of Incorporation and Bylaws upon formation, and the Board of Governors Steering Committee shall review and approve amendments to each chapter's Articles or Certificate of Incorporation and Bylaws.
The College may terminate a domestic chapter's status as a chapter of the College if the Board of Trustees finds that the domestic chapter has engaged in activities contrary to the best interests of the College. The domestic chapter shall be afforded an opportunity to be heard.

Section 2 INTERNATIONAL CHAPTERS. International chapters of the College may be organized under guidelines established by the Assembly of International Governors Steering Committee ("AIG Steering Committee") for the purpose of furthering the objectives of the College. International chapters may be established in a province, territory, or region where there are at least twenty Fellows of the College in such province, territory, or region who are members of a local cardiology society (each, a "Qualifying Cardiology Society").

The Qualifying Cardiology Society shall submit a written request to the AIG Steering Committee to be established as an international chapter of the College, and the AIG Steering Committee shall make a recommendation to the Membership Committee as to whether or not to accept the request. The Membership Committee shall determine whether or not to approve the AIG Steering Committee's recommendation, and shall inform the Board of Trustees of its determination.

If the AIG Steering Committee finds that an international chapter has engaged in activities contrary to the best interests of the College, it may recommend to the Membership Committee that the College terminate that chapter's status as an international chapter of the College. The Membership Committee shall determine whether or not to approve the AIG Steering Committee's recommendation, and shall inform the Board of Trustees of its

determination, provided, however, that the international chapter shall be afforded an opportunity to be heard.

ARTICLE XI
Board of Governors and Assembly of International Governors

Section 1 THE BOARD OF GOVERNORS, GENERALLY. The Board of Governors is an advisory body to the Board of Trustees. The mission of the Board of Governors is to ensure bi-directional communication between the domestic members of the College and its leadership, while promoting the core missions of the College through actions at the national, chapter, and member level, and to serve as representatives of the College. The Board of Governors shall consist of all elected Governors.

Section 2 NOMINATION AND ELECTION OF GOVERNORS; TERM OF OFFICE; FILLING OF VACANCIES. Each domestic chapter shall prescribe the process for nominating and electing a Governor to serve on the College's Board of Governors by a Governor Nomination Committee ("GNC") in its Articles of Incorporation, Bylaws, or other governing document. Such process shall set forth the eligibility requirements for Governorship, which must include any requirements set forth by the Board of Governors Steering Committee ("BOG Steering Committee"), including but not limited to the following: the candidate must be a member of the chapter, must be a Fellow dues paying member of the College, must have his/her annual and chapter dues paid to current status, must have a current online disclosure statement filed with the College and reviewed by the GNC, and must be able to fulfill the responsibilities of the office of Governor and the office of chapter president. The process shall also require that the GNC nominate two to three eligible candidates for the Governor election, with such nominees being presented to the BOG Steering Committee for approval. In the event of a single-candidate ballot, the GNC must submit a letter of explanation describing the efforts taken to secure more than one eligible candidate, which must be approved by the BOG Steering Committee. The BOG Steering Committee may return single-candidate ballot requests to the chapter for continued recruitment.

Further, the Governor nomination and election process prescribed by each chapter shall require that the slate of candidates be presented in ballot form to all voting-eligible members of the chapter of the area where an election is being held. Voting-eligible members shall include ACC dues-paying members and Emeritus members who are members of the chapter prior to the official opening of the election. The ballot shall provide an opportunity for write-in candidate votes. The candidate with the highest number of votes shall be presented by the chapter's current Governor to the BOG Steering Committee for ratification as the chapter's Governor-Elect. In the case of a tie vote, the GNC shall review the credentials for each candidate receiving the highest number of votes, determine the winning candidate, and the chapter's current Governor shall present the winning candidate to the BOG Steering Committee for ratification as the chapter's Governor-Elect.

The Board of Trustees shall be informed of the Governors-Elect by the BOG Steering Committee. The Governors-Elect shall take office at the conclusion of the next Convocation of the College. At the end of their one-year term as Governors-Elect, they shall, without further vote or deliberation, begin their three-year term as Governors. In extenuating circumstances and only if approved by the BOG Steering Committee, a Governor's term may be extended for one additional year.

A Governor who has served a three-year term shall not be eligible for re-election to succeed himself/herself. A Past Governor may be re-elected only if a period of three years intervenes between his/her term of office and his/her re-election. If a Governor's seat has been vacated by election to another office, death, resignation, or relocation, the chapter leadership shall appoint an eligible Governor pro tempore to serve out the remaining term. This appointment shall be presented to the BOG Steering Committee for approval at its next regularly scheduled meeting, and the Board of Trustees shall be informed of the Governor pro tempore at its next regularly scheduled meeting. Individuals filling a Governor vacancy shall not have such period of service count as a "Term" for purposes of the term limits set forth in these Bylaws, provided that no such individual may serve more than a total of six years as a Governor, including the time (if any) when such individual filled a Governor vacancy. No member of the Board of Governors, with the exception of the Chair and Chair-Elect, shall be a member of the Board of Trustees concurrently.

Section 3 REMOVAL. Each Governor shall represent their constituency and participate in the Board of Governors in accordance with the Governors roles and responsibilities as determined by the BOG Steering Committee. Failure to fulfill these responsibilities by a Governor is potential grounds for removal from office. If the BOG Steering Committee finds that a Governor has been delinquent in his/her duties over a six-month period, it may remove the Governor and shall inform the Board of Governors of such removal.

Section 4 BOARD OF GOVERNORS STEERING COMMITTEE. The BOG Steering Committee shall serve as an advisory committee to the Board of Governors. The composition of the BOG Steering Committee shall be as set forth in the committee charter. The Chair of the Board of Governors shall appoint committee members upon the expiration of each committee member's term.

Section 5 BOARD OF GOVERNORS CHAIR. The immediate past Chair of the Board of Governors shall serve as the Chair of the Board of Governors Nominating Committee ("BOG Nominating Committee"), and shall appoint four non-officer members to serve on the BOG Nominating Committee annually. The BOG Nominating Committee shall elect the Chair-Elect of the Board of Governors from among eligible Governors who are nominated, subject to the approval of the BOG Steering Committee. To be eligible for nomination as Chair-Elect of the Board of Governor, an individual must be in his or her second year of Governorship, or in his or her third year of Governorship provided there is an extenuating circumstance and subject to the approval of the BOG Steering Committee. The Chair-Elect of the Board of Governors shall complete his/her three-year term as Governor before ascending to his/her term as Chair of the Board of Governors for a one-year term.

Section 6 CHAPTER PRESIDENTS. In areas where domestic chapters exist, the Governors shall serve concurrently as chapter President. In states/areas that have multiple Governors or chapters representing more than one state, the Governors will alternate the office of chapter President, each serving an equal duration.

Section 7 GENERAL ASSEMBLY OF INTERNATIONAL GOVERNORS. The General Assembly of International Governors ("General Assembly") shall consist of the Governor of each international chapter. Each international chapter shall prescribe its own governance structure within guidelines established by the AIG Steering Committee, which shall include delineating finite terms for chapter leadership and an accompanying rotation process. Additionally, chapter Governor candidates must be Fellows of the College who are

practicing within the chapter country, and each chapter Governor elected shall serve a term not to exceed three years.

Section 8 ASSEMBLY OF INTERNATIONAL GOVERNORS STEERING COMMITTEE. The Assembly of International Governors Steering Committee ("AIG Steering Committee") is an advisory group that provides guidance on international issues as identified by the College or the General Assembly. The AIG Steering Committee shall consist of the Chair, either an Immediate Past Chair or Chair-Elect, and seven (7) representatives from the Americas, Middle East/Africa, Europe, and Asia/Pacific, for a total of nine (9) voting members. The ACC Nominating Committee shall appoint AIG Steering Committee members from among eligible nominees, who must be a current or past Governor of a chapter from the region that s/he is representing who has completed her/his term within the last three years. Each AIG Steering Committee member shall serve a two-year term, with the opportunity for an additional two-year term, for a maximum of four-years total.

Section 9 ASSEMBLY OF INTERNATIONAL GOVERNORS LEADERSHIP TEAM. The Assembly of International Governors Leadership Team ("AIG Leadership Team") shall consist of the Chair and Chair-Elect. The ACC Nominating Committee shall appoint the Chair-Elect from among eligible nominees, who must be a current or immediate past member of the AIG Steering Committee, taking into consideration the following criteria: (a) recent engagement with the College; (b) recent involvement with the national cardiac society(ies); (c) leadership in organizing chapter activities; and (d) recruitment of international members of the College and promotion of College activities. The Chair-Elect shall serve a two-year term before ascending to the office of Chair for a two-year term. Elections for Chair-Elect shall be conducted the year the Chair-Elect commences his/her term as Chair.

ARTICLE XII
Parliamentary Procedures

The latest edition of Roberts' Rules of Order shall govern parliamentary procedures at meetings of the Board of Trustees, the annual meeting of the College, and meetings of any of the various Committees.

ARTICLE XIII
Ethics and Compliance

Section 1 CODE OF ETHICS. The College's Code of Ethics, as approved by the Board of Trustees and as set forth in the Governance Manual, shall be the principles of ethics of the College and its physician members. Allegations of violations of these ethical principles may be brought in accordance with the procedures described in the College's Professional Conduct Program Procedures. Any member of the College may be disciplined or expelled for conduct which the Ethics & Compliance Committee declares as offending the dignity of or countering the interests of the College.

Section 2 COMPOSITION. The Ethics & Compliance Committee shall consist of a Chair and six Fellows.

ARTICLE XV
Dissolution

In the event of the dissolution of the College, the assets of the College shall be distributed to an organization or organizations engaged in activities similar to those for which the College was established. Such determination shall be made by Board of Trustees of the College.

ARTICLE XVI
LIMITATION OF LIABILITY AND INDEMNIFICATION

Section 1 LIMITATION OF LIABILITY. The personal liability of the Trustees, Officers, Committee members, employees, and agents of the College is hereby eliminated to the fullest extent permitted by the Act and the Code.

Section 2 INDEMNIFICATION. In accordance with and subject to the policies and procedures established by the Board of Trustees, the College shall indemnify and hold harmless its Trustees, Committee members, employees, and agents to the fullest extent permitted by the Act, the Code, and other applicable law from and against any and all liabilities, costs, and expenses (including attorneys' fees and expenses) reasonably incurred by the individual or on the individual's behalf in connection with any legal action or proceeding to which the individual may be a party by reason of his or her being or having been a Trustee, Officer, Committee member, employee, or agent of the College, or by reason of any action alleged to have been taken or omitted by him or her in such capacity.

The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under these Bylaws, agreement, vote of disinterested Trustees, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. In accordance with and subject to the policies and procedures established by the Board of Trustees, such indemnification shall continue as to a person who has ceased to be a Trustee, Officer, Committee member, employee, or agent of the College, and shall inure to the benefit of the heirs, executors, administrators, beneficiaries, and other successors in interest or obligation of such person.

ARTICLE XVII
Amendments to Bylaws

Additions, deletions, and revisions of these Bylaws must be circulated to the Board of Trustees 30 days prior to the Board taking any action, including approval of such changes. The 30-day notification requirement may be waived by the affirmative vote of at least two-thirds of the Trustees then in office. At the request of the Board of Trustees, the Governance Committee will undertake a formal review of the Bylaws every three years.