Bylaws of the American College of Cardiology Foundation

Adopted as of May 8, 2026

Article I –Name, Registered Agent, and Offices

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

Section 2. Registered Agent and Offices.
The Foundation 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 Foundation may require from time to time.

Article II – Purposes and Powers

The Foundation is organized as a nonprofit corporation under the District of Columbia Nonprofit Corporation Act, as amended from time to time (the "Act"), that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and for purposes as set forth in the Foundation's Articles of Incorporation. The provisions of these Bylaws, the Authority Matrix, and the Governance Manual shall inform the governance of the Foundation. In the event of any inconsistency between these Bylaws, the Foundation'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 – Sole Member

Section 1. Designation of Sole Member.
The sole member of the Foundation shall be the American College of Cardiology, a District of Columbia nonprofit corporation exempt from federal income tax under Section 501(c)(6) of the Code ("Sole Member").

Section 2. Transfer of Membership.
The Sole Member's designation as sole member of the Foundation is not transferable or assignable.

Section 3. Rights and Powers of the Sole Member.
The Sole Member of the Foundation shall have such rights and powers as are vested in it by the Articles of Incorporation, these Bylaws, and the powers designated for "members" under the Act.

Section 4. Reporting to the Sole Member.
The Board of Trustees of the Foundation shall deliver a report periodically detailing recent and anticipated activities of the Foundation to the Sole Member. Such report shall be delivered upon request at the annual meeting of the Sole Member.

Section 5. Annual Meeting.
An annual meeting of the Sole Member shall be held each year at such time and place, inside or outside of the District of Columbia, as designated by the Sole Member. Failure to hold an annual meeting shall not affect the validity of any corporate action.

Section 6. Special Meetings.
Special meetings of the Sole Member may be called by the Board of Trustees, the President, the Secretary or the Sole Member.

Section 7. Notice of Meetings.
Written notice stating the place, day, and hour of annual and special meetings shall be given by the Secretary to the Sole Member no less than ten nor more than fifty days prior to the date of the meeting. Notice shall be given either personally or by mail and shall specify, in the case of a special meeting, the business to be transacted at and the purpose of the special meeting. If mailed, such notices shall be deemed to be delivered when deposited in the United States mail, addressed to the President of the Sole Member at the address appearing in the records of the Foundation, with postage prepaid.

Section 8. Action by the Sole Member.
All acts of the Sole Member shall be in accord with the provisions set forth in the Sole Member's Articles of Incorporation and Bylaws. The quorum and voting requirements for the meeting of the Sole Member shall be governed by the Bylaws of the Sole Member.

Section 9. Action Without Meeting.
Any action required or permitted to be taken by the Sole Member may be taken without a meeting if a unanimous written consent setting forth the action so taken is signed by an authorized officer of the Sole Member and delivered to the Foundation in writing or by electronic mail for inclusion in the minutes or filing with the corporate records.

Article IV - Board of Trustees

Section 1. General Powers.
All corporate powers, except for those reserved to the Sole Member in the Foundation's Articles of Incorporation or in these Bylaws, shall be exercised by or under the authority of the Board of Trustees, and the activities and affairs of the Foundation 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 Foundation, and it shall have the power, authority, responsibility, and obligations as set forth under the Act. The Board of Trustees shall have the power to make Bylaws for the governance of the Foundation and to alter, change or amend such Bylaws pursuant to Article X.

Section 2. Composition.
The Board of Trustees of the Foundation shall be the same as the Board of Trustees of the Sole Member.

Section 3. Term.
The term of office of a Foundation Trustee shall be the same as those applicable to Trustees of the Sole Member.

Section 4. Automatic Removal.
Any member of the Board who fails to attend two consecutive regular meetings without valid written excuse shall be automatically dropped from the Board of Trustees.

Section 5. Meetings.
The meeting requirements applicable to the Board of Trustees of the Sole Member, including but not limited to notice, quorum, and actions, shall also apply to the Board of Trustees of the Foundation.

Article V - 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 standing committees of the Foundation ("Standing Committees") shall be the following:

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

Standing Committees shall not have the authority of the Board, but shall operate in accordance with the Bylaws and report directly to the Board of Trustees. Trustees may serve on Standing Committees. 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;
- Science and Quality Committee;
- Lifelong Learning Oversight Committee;
- NCDR Oversight Committee;
- Accreditation Oversight Committee;
- ACC Scientific Publications Committee;
- Workforce Culture and Engagement Committee;
- Digital Transformation Committee; and
- Health Equity Committee.

Trustees may not serve on a Major Operating Committee.

Section 4. Board of Trustees Task Force.
The President may recommend to the Board of Trustees for approval the formation of all special task forces to address time-specific needs of the Foundation ("BOT Task Force"). BOT Task Force members shall be appointed by the current President. The BOT Task Force charter and budget should be aligned with the Foundation'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 Foundation'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. Work Groups; Writing Groups; and Peer-Review.
Work groups shall be established by and report into committees to work on focused projects initiated by that committee (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 establishing such work group. 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 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 6. Committee Charters, Composition, and Term Limits.
All Board Committees, Standing Committees, Major Operating Committees, BOT Task Forces, work groups, writing groups, peer review and other committees and ad-hoc bodies (collectively, "Committees") shall consist of a Chair and two or more members of the Sole Member. 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 Foundation.

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; member of editorial boards; or on the MedAxiom Board of Managers. 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 all 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 shall 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. Members of ad hoc committees shall hold office until the accomplishment of the purposes for which they were appointed.

The NCDR Oversight Committee and Accreditation Oversight Committee shall recommend the slate of nominees to serve their respective subcommittees to the Nominating Committee, which shall be subsequently submitted to the Board of Trustees for approval.

The Nominating Committee shall recommend to the Board of Trustees for approval the slate of nominees to serve on the subcommittees of the Lifelong Learning Oversight Committee ("LLOC"), except that the Co-Chair of the Annual Scientific Sessions Program Committee ("ASSPC"), who subsequently ascends to position of Chair of the ASSPC, shall be appointed by the Chair of the LLOC, and the members of the ASSPC shall be appointed by the Chair and Co-Chair of the ASSPC.

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

Section 7. Committee Reports to the Board of Trustees.
When requested, committee Chairs shall report at meetings of the Board of Trustees.

Section 8. Executive Committee.
The Executive Committee, when convened, shall include the Immediate Past President, President, President-Elect, 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 9. Nominating Committee.
The Nominating Committee shall consist of a Chair, Chair-Elect, and eight additional members of the Member. 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 member shall serve a one-year term renewable up to three one-year terms. A minimum of six members 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 of the Foundation. Following the approval of the Board of Trustees, these slates shall be circulated to the Sole Member no later than sixty days prior to the annual meeting of the Sole Member.

Article VI - Officers

Section 1. Officers, Generally.
The officers of the Foundation shall consist of a President, an Immediate Past President, a Vice President, a Secretary, and a Treasurer, who shall all serve on the Board of Trustees. The officers of the Foundation shall be the same as the officers of the Sole Member. 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 Member 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 Foundation may serve their terms in addition to any prior service as a Trustee.

Section 2. President.
The President of the Foundation shall preside at all regular and special meetings of the Board of Trustees and the Executive Committee, when convened. The President shall be the Chair of the Board of Trustees and the Executive Committee, when convened. The President or his/her designee shall be the principal spokesperson for the Foundation. The President shall be an ex-officio non-voting member of each Committee except the Nominating 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 of the Sole Member ("BOG Chair") shall serve as Secretary of the Foundation for a non-renewable one-year term, and such term shall count towards the Trustee term limit as set forth in Article IV, 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 of the Sole Member 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 of the Sole Member ("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 of the Sole Member shall appoint a new BOG Chair-Elect, subject to approval by the BOG Steering Committee of the Sole Member, 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 Foundation for a non-renewable three-year term, and such term shall count towards the Trustee term limit as set forth in Article IV, 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 Foundation. 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 Foundation activities within the budget approved by the Board of Trustees; (2) direct the executive offices of the Foundation, including maintaining all records; (3) oversee annual budget preparation and implementation, and the annual audit of the Foundation 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 Foundation. 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 VII - 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 Foundation, and meetings of any of the various committees.

Article VIII - Dissolution

Upon termination, dissolution, or winding up of the Foundation in any manner for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provisions for payment of all liabilities of the Foundation, shall be distributed to, and only to, one or more organizations described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Article IX – Limitation of Liability and Indemnification

Section 1. Limitation of Liability.
The personal liability of the Trustees, Officers, Committee members, employees, and agents of the Foundation 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 Foundation 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 him or her or on his or her behalf in connection with any legal action or proceeding to which he or she may be a party by reason of his or her being or having been a Trustee, Officer, Committee member, employee, or agent of the Foundation, 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 Foundation, and shall inure to the benefit of the heirs, executors, administrators, beneficiaries, and other successors in interest or obligation of such person.

Article X - Amendments to Bylaws

Additions, deletions, and revisions of these Bylaws must be circulated to the Board of Trustees 30 days prior to 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.