

AMENDED AND RESTATED BYLAWS

American College of Chest Physicians

(Adopted and Effective October 20, 2007)

(As amended on March 29, 2008)

(As further amended on March 27, 2009)

(As further amended on March 23, 2011)

(As further amended on October 22, 2011)

(As further amended on August 25, 2012)

(As further amended on October 25, 2013)

(As further amended on October 24, 2014 with changes to Article III Effective May 1, 2015)

(As further amended on June 24, 2016 with changes to Article XIII Effective June 24, 2016)

(As further amended on April 20, 2018)

(As further amended on January 26, 2019)

(As further amended June 2020)

(As further amended January 2021)

ARTICLE I

NAME

This organization shall be known as the AMERICAN COLLEGE OF CHEST PHYSICIANS, an Illinois-not-for-profit corporation (the “College”).

ARTICLE II

OBJECTIVES

The principal objective of the College shall be to maintain and advance high standards of medical and surgical practice in diseases of the chest and all related disciplines worldwide by:

- providing superior continuing education that addresses the educational needs of practitioners;
- promoting and supporting standards of excellence in the education of medical and allied health professionals;
- encouraging progress and excellence in research;
- fostering disease prevention, emphasizing smoking cessation; and
- maintaining an international society of highly qualified specialists in cardiopulmonary medicine and surgery, critical care, sleep medicine, and related disciplines.

ARTICLE III

MEMBERSHIP

Section 3.1 **Membership Classifications.** The College shall have the following membership opportunities for physicians, clinicians, and clinicians in training, as have been established by the Board of Regents. Members may not use the designation “FCCP” unless he or she has applied for the designation and received approval for meeting such qualifications and continues to maintain membership as required for FCCP designation.

(a) Fellow. A Member shall be a person who meets such qualifications as have been established by the Board of Regents.

(b) Life Member. A Life Member shall be a member who was granted Life Member status or Life Associate Fellow status prior to January 1, 2007. Life Members shall continue to have the same rights and privileges that they had immediately prior to becoming Life Members or Life Associate Fellows.

Section 3.2 **Professional Designations.** The College shall have the following professional designations and any other designations that the Board of Regents may from time to time establish. Unless otherwise specified, members who earn such designations shall have such qualifications, rights and privileges as the Board may determine.

(a) Fellow. A Fellow of the American College of Chest Physicians shall be a physician or other health-care professional or person holding an advanced degree who meets such qualifications as have been established by the Board of Regents. Fellows shall be entitled to all privileges of the College, including, but not limited to, the right to vote at the meetings of Fellows and to hold office. Fellows shall be permitted to use the designation “FCCP.”

(b) Master Fellow. A Master Fellow shall be a Fellow who meets such qualifications as have been established by the Board of Regents. A Master Fellow shall have their dues permanently waived, continue to be a Fellow, and shall be permitted use the designation “Master FCCP.”

(c) Honorary Fellow. An Honorary Fellow shall be an individual who is not otherwise a member of the College but who has been found by the Board of Regents to have achieved preeminence in a field relating to cardiopulmonary medicine. Honorary Fellows shall not have the right to vote or to hold office. They shall be permitted to use the designation “FCCP Honorary” or “FCCP (Hon).”

Section 3.3 **Discipline.**

(a) The Board of Regents may revoke or suspend the membership of any member of the College or may place any member on probation for such period as it deems appropriate, for any of the reasons set forth in subparagraph (b). No discipline may

be imposed against a member of the College until the member has received such process as shall be specified in disciplinary procedures to be adopted by the Board of Regents, unless the Board of Regents concludes that the practices of the member pose an imminent threat to the health or safety of the public. In that case, such process shall be afforded as soon as practicable after discipline is imposed.

(b) The grounds for discipline of a member of the College shall be as follows:

- conviction of, or a plea of nolo contendere to, a felony or other crime;
- revocation or suspension of (i) a license to practice medicine, (ii) a Controlled Substances Act license, (iii) participation in the Medicare program, or (iv) medical staff privileges;
- failure to maintain standards of conduct established by the Fellowship Pledge, as applicable, or otherwise adopted by the Board of Regents;
- other behavior deemed by the Board of Regents to have been unprofessional, contrary to the best interests of the College, or in contravention of law or generally accepted ethical norms.

ARTICLE IV

DUES AND SPECIAL ASSESSMENTS

The Board of Regents shall from time to time determine the amount of dues payable by members in each classification of membership. The Board or a designee may reduce or waive dues for an individual member upon application by that member and upon a finding that the dues would pose a financial hardship to that member. Dues shall be payable annually. Any member whose dues are not paid within 3 months after the due date shall be placed on inactive status and not be entitled to receive membership benefits until all past dues have been paid and membership has been reinstated. Any member whose dues are not paid within 12 months after the due date shall be dropped from membership.

The Board of Regents may, by a vote of at least 2/3 of the Regents, impose special assessments to fund specific projects or needs of the College.

ARTICLE V

MEETINGS OF FELLOWS

Section 5.1 **Annual Meeting.** A regular Annual Meeting of Fellows shall be held each year at such time and place as shall be designated by the Board of Regents, for the purpose of confirming election of persons to such offices and positions as require confirmation, receiving reports, and transacting such other lawful business as may come before the meeting. Pursuant to the IL NFP Corp Act Section 107.10, an

electronic vote and/or virtual meeting may be conducted in lieu of an in-person meeting for the purposes of electing offices and positions.

Section 5.2 **Special Meetings.** Special meetings may be called at any time by the Board of Regents or the President for any lawful purpose or purposes and shall be held at such time and place as shall be designated by the Board.

Section 5.3 **Quorum and Action.** The presence in person of 25 Fellows entitled to vote shall constitute a quorum at any Annual or special meeting of Fellows. The affirmative vote of a majority of the Fellows attending a meeting at which a quorum is present shall be the action of the Fellows. Proxy voting shall not be permitted at any meeting.

Section 5.4 **Notice of Meetings.** Written notice specifying the place, day, and hour of the annual or special meetings; the general nature of the business to be transacted; and all other matters required by law, shall be given by publication in the official journal of the College or by email, mail, facsimile or other means permitted by law at least 10 days, and not more than 60 days, before the date on which the meeting is to be held. Notice shall be deemed to have been given on the date of mailing or, if by email or facsimile, on the date of transmission.

ARTICLE VI

BOARD OF REGENTS

Section 6.1 **Composition of the Board.** The Board of Regents shall be the board of directors and governing body of the College. It shall consist of 17 voting members (“Regents”) and five ex officio non-voting members, as follows:

- the President;
- the President-Elect;
- the Immediate Past President;
- the President-Designate;
- the President of the Chest Foundation;
- the Chair of each of
 - the Council of NetWorks;
 - the Executive Committee of the Council of Global Governors; and
- Ten Regents-at-Large, one of whom shall serve as Chair of the Financial Oversight Committee.

The Vice-Chair of the Council of NetWorks, the Executive Vice President of the College, the Editor-in-Chief of the journal *CHEST*, and the CHEST Foundation President-Elect shall serve as ex officio members without the right to vote except that in the absence of a Chair of the Council of NetWorks, the Vice-Chair may act in the place of the Chair and vote.

The maximum length of time that a person may serve as a voting member of the Board of Regents is limited to a total of 6 years except that this limitation shall not apply to the time a Regent also serves as an officer of the College or as Chair of the Council of NetWorks or Global Governors.

Section 6.2 Election and Term of Regents-at-Large. Regents-at-Large shall be elected by the Fellows at the Annual Meeting. They shall serve an initial term of 3 years and shall be eligible for re-election for one 3-year term. All Regents-at-Large shall assume their duties on the first day following the close of the Annual Meeting.

Section 6.3 Chair and Vice-Chair of the Board of Regents. The President then in office shall be Chair, and the President-Elect then in office shall be Vice-Chair, of the Board of Regents.

Section 6.4 Duties. Except for matters specifically provided in Article VIII pertaining to the Executive Vice President, the Board of Regents shall manage the business and affairs of the College. Without limiting the generality of the foregoing, the Board of Regents shall direct the College's activities, funds and property; establish dues, fees, and assessments; adopt requirements for membership in various membership classifications; determine the eligibility of individuals for membership in the College; administer the disciplinary provisions of Article III; hire an Executive Vice President to administer the day-to-day operations of the College subject to its direction; designate Regents to act as liaisons to standing committees and functional divisions of the College; determine the publications of the College; establish working relationships with other organizations; establish or abolish ad hoc committees; and direct any and all College activities not otherwise provided for or as provided for in the Policy and Procedures Manual.

Section 6.5 Quorum and Manner of Acting. A majority of the Regents shall constitute a quorum for the transaction of business. Except as otherwise provided by law or in these Bylaws, all actions of the Board of Regents at a duly called or held meeting at which a quorum is present shall be by the affirmative vote of a majority of the Regents present provided that not less than eight Regents vote in favor of the action.

Section 6.6 Regular Meetings. The Board of Regents shall meet a minimum of twice each year. Regular meetings of the Board of Regents shall be held at such place as is fixed from time to time by resolution of the Board or by the President. In the event of failure of the Board of Regents or the President to fix such place, meetings of the Board of Regents shall be held at the principal office of the College. The President shall preside at all meetings of the Board of Regents; in the President's absence, the President-Elect shall preside.

Section 6.7 **Special Meetings.** Special meetings of the Board of Regents may be called at any time by the President or upon written request of six Regents.

Section 6.8 **Notice.** Written notice of the time and place of a special meeting shall be given to each Regent, either personally or by sending a copy email, overnight courier, or by facsimile, to the Regent's address appearing on the books of the College. Notice of regular meetings will be shared with Regents and such notice shall be given at least 5 days prior to meetings to be conducted in person and at least 48 hours prior to meetings to be conducted by conference call.

Section 6.9 **Waiver of Notice.** The actions taken at any meeting of the Board of Regents, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, (a) if a quorum is present and (b) if either before or after the meeting each of the Regents not present signs a written waiver of notice or a written consent to the actions taken at such meeting.

Section 6.10 **Action Without Meeting.** Any action which may be taken at a meeting of the Board of Regents may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the Regents. Any such consent signed by all of the Regents shall have the same force and effect a unanimous vote at a duly called and constituted meeting of the Board of Regents.

Section 6.11 **Meeting by Conference Call.** Any action which may be taken at a meeting of the Board of Regents may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 6.12 **Vacancies.** As soon as practicable after a vacancy occurs among the Regents-at-Large, the Board of Regents shall elect a Fellow to serve for the unexpired term of the Regent whose vacancy is being filled. Serving out the remainder of an unexpired term shall not be considered as serving a term for purposes of Section 6.2, except that each full year of service on an unexpired term shall count towards the 6-year maximum service outlined in that section.

ARTICLE VII

OFFICERS

Section 7.1 **Description and Qualifications.** The officers of the College shall be a President, a President-Elect, an Immediate Past President, and a Secretary.

Section 7.2 **Nominations, Election, and Term of Office.**

(a) As described more fully in Article XIV, the Governance Committee shall propose a candidate for the office of President-Elect. Candidates for the office of President-Elect may also be nominated by 25 Fellows in good standing, provided that

such nominations are submitted to the Executive Vice President in the form of a written petition signed by the petitioning Fellows at least 60 days before the Annual Meeting of Fellows, and provided such candidates have agreed in writing in advance to accept such nomination. Nominations will not be accepted from the floor.

(b) All elected officers of the College shall be confirmed at the Annual Meeting of Fellows. Except for the Secretary, all officers shall serve a term of one (1) year or until their successors have been duly elected and qualified. All elected officers shall assume their duties on the first day following the close of the Annual Meeting.

Section 7.3 **President.**

(a) The President shall perform all duties set forth in these Bylaws, and such other duties as may be prescribed by the Board of Regents from time to time or as set forth in the Policies and Procedures Manual. The President shall preside at all meetings of the Fellows and Board of Regents; have authority to sign documents for the College; represent or be official spokesperson for the College; have authority to appoint committees and their members (subject to the appointment authority of the President-Elect), pursuant to Section 12.2 of these Bylaws; and to fill any committee vacancies not otherwise addressed in these Bylaws. The President shall have authority to attend or to authorize a designee to attend all meetings of the College.

(b) In the event of death, incapacity (in the judgment of the Board of Regents), or resignation or removal from office of the President, the President-Elect shall assume the office of President for the remainder of the President's term. The President-Elect shall be eligible to serve as President for the next year as well.

Section 7.4 **President-Elect.** The President-Elect shall assume the duties and have all the powers of the President if the President is absent or otherwise unavailable. In the event of death, incapacity (in the judgment of the Board of Regents), or resignation or removal from office of the President-Elect, the President-Designate (currently slated by the Governance Committee) shall become President-Elect and complete the term of office of President-Elect and serve until the next Annual Meeting of the Fellows. In the event the President-Designate assumes the office of the President-Elect, the Governance Committee will convene to slate a Fellow to serve as President-Designate according to the current nominating process.

Section 7.5 **President-Designate.** The President-Designate is slated by the Governance Committee to be confirmed by the Fellows of the College at the next annual meeting for a term of 1 year. The duties of the President-Designate shall be to serve as a member of the Board of Regents and to select a member of the CHEST Program Committee who, 2 years later, will become its Chair and be responsible for overseeing the execution of the CHEST Annual Meeting. In the absence of the President-Elect, the President-Designate will perform the duties of the President-Elect and when so acting, have all the powers and be subject to all restrictions upon the President-Elect.

Section 7.6 **Secretary.** The Executive Vice President of the College shall be its Secretary. The Secretary shall

- keep or cause to be kept the minutes of meetings of the Fellows and Board of Regents;
- assure that all required notices are duly given;
- act as the custodian of the corporate records and seal;
- carry out such additional responsibilities as may be assigned by the Board of Regents or as provided in these Bylaws; and perform all other duties incident to the office of Secretary.

Section 7.7 **Compensation.** The officers may be compensated for their services if and as authorized by the Board of Regents.

ARTICLE VIII

EXECUTIVE VICE PRESIDENT

Section 8.1 **Appointment and Contract.** The Board of Regents shall appoint an Executive Vice President who shall be the College's Chief Executive Officer and whose terms and conditions of employment shall be approved by the Board of Regents and set forth in a contract. No contract with the Executive Vice President shall be for longer than a period of 5 years. However, the contract with the Executive Vice President may be renewed at the discretion of the Board of Regents.

Section 8.2 **Duties.** The Executive Vice President shall have all of the responsibilities and duties attendant to the position of Chief Executive Officer, including, but not limited to (a) directing the administrative functions and other day-to-day operations of the College, which shall include the employment, determination of amount of salary, assignment of duties, determination of titles, and termination of College employees; (b) making recommendations to the Board of Regents and College officers regarding the operations of the College and potential initiatives by the College; (c) serving as representative of the College when authorized by the Board of Regents or President; and (d) performing such other responsibilities and duties as may be assigned from time to time by the Board of Regents which are not inconsistent with the Executive Vice President's contract.

Section 8.3 **Contracts.** Except as otherwise provided by law, these Bylaws, or the Board of Regents, the Executive Vice President shall have the authority to sign, and to authorize other College employees or officers to sign, any contracts relating to the operation of the College.

ARTICLE IX

PUBLICATIONS

In addition to its other powers, the Board of Regents shall have the authority to appoint and replace, from time to time, the Editor-in-Chief of the official journal of the College. The Editor-in-Chief shall work with the Executive Vice President and shall report to the Board of Regents on all financial matters and on all matters concerning which an editor customarily would report to a publisher. The Editor-in-Chief shall receive such compensation as is approved by the Board of Regents. The Editor-in-Chief shall have editorial independence with respect to journal content as defined by the CHEST Journal Governance Plan and shall appoint an Editorial Board. In addition to the official journal of the College, the Board of Regents may authorize such other publications (including electronic publications), as it deems desirable.

ARTICLE X

INTERNATIONAL STRUCTURE

Section 10.1 **Council of Global Governors.** There shall be a Council of Global Governors that shall report to the Executive Committee of the Council of Global Governors. Membership on the Council of Global Governors is open to all Fellows in good standing who reside outside of the United States or Canada. Nominations for Global Governors will be reviewed and approved by the Governance Committee. The Council serves as an inclusive group of individuals with a goal of building connections and fostering CHEST ambassadors around the global community. All Council members must adhere to the charter, roles, and responsibilities as established by the Executive Committee of the Council of Global Governors.

Section 10.2 **Executive Committee of the Council of Global Governors.** There shall be an Executive Committee of the Council of Global Governors that reports to the Board of Regents and is nominated by the Governance Committee and approved by the President-Elect for his/her Presidential year. The Executive Committee shall have a Chair, who shall serve for a term 2 years, and a minimum of five and maximum of seven members, each serving a term of 2 years and eligible for one additional 2-year term. The Chair shall serve as a voting member of the Board of Regents and as a non-voting member of the CHEST Foundation Board of Trustees during his/her 2-year term as Chair. The Chair shall be selected by the Governance Committee from amongst the current members of the Executive Committee and approved by the President-Elect.

ARTICLE XI

NETWORKS

Section 11.1 **NetWorks.** There shall be NetWorks, which shall be groups, or groupings, within the College based on areas of member interest as determined by the Board of Regents. Any College member may be a member of one or more NetWorks. Such NetWorks shall have such names, officers, titles, terms, duties, groups, groupings,

steering committees, divisions, areas of interest, areas of specialization, membership, steering committees, steering committee members, and all other matters pertaining to NetWorks or any of the foregoing as the Board of Regents shall determine from time to time, except that each NetWork shall have a Chair and Vice-Chair nominated by the steering committee, each of whose terms, duties and eligibility for reappointment shall be appointed by the President Elect. In the absence of NetWork nominations, the President shall proceed to appoint such NetWork officers.

Section 11.2 **Council of NetWorks.** There shall be a Council of NetWorks (the “Council of NetWorks”) whose members shall be the Chairs of each NetWork.

Section 11.3 **Executive Committee of the Council of NetWorks.** There shall be an Executive Committee of the Council of NetWorks, which shall oversee the activities of the NetWorks, orchestrate and administer policies, coordinate matters affecting all NetWorks, and have such other duties as are assigned to it by the Board of Regents. The Executive Committee of the Council of NetWorks will be composed of up to 11 members: the Chair, Vice-Chair, and Immediate Past Chair of the Council of NetWorks, and up to eight current NetWork Chairs, of which one will be the Chair of the Critical Care NetWork, and one will be the Chair of the Sleep Medicine NetWork. The six additional members will be voted upon by all NetWork Chairs and approved by the President-Elect. Terms of the Council Chair, Vice-Chair, and Immediate Past Chair will be one year, with transfer of chairmanship taking place at the Council of NetWorks meeting at CHEST each year in October/November. Terms of the eight Executive Committee members will directly correlate to their term as NetWork Chair.

Only those who have been members of the Executive Committee of the Council of NetWorks may run for the position of Council of NetWorks Vice-Chair. The Chair shall serve as a voting member of the Board of Regents and the Vice-Chair as an ex officio non-voting member of the Board of Regents during their terms.

Section 11.4 **NetWork and Council of NetWork Meetings.** There shall be an annual meeting of the Council of NetWorks held in conjunction with the Annual Meeting of Fellows. The Chair may call and designate the time, place and purpose of any special meeting of the Council of NetWorks, provided, however, that in-person special meetings may only be scheduled in connection with approval of the College’s annual budget or with subsequent Board approval. Each NetWork shall hold an annual meeting and other regular meetings at such times as their respective Chairs shall determine. A representative from a majority of the NetWorks shall constitute a quorum for the transaction of business by the Council of NetWorks. A majority of members of a NetWork Steering Committee shall constitute a quorum for the transaction of business by such NetWork. All actions of the Council of NetWorks or a NetWork, as the case may be, at a duly called or held meeting at which a quorum is present, shall be by the affirmative vote of a majority of the Council of NetWorks or NetWork members present. The Council of NetWorks and each NetWork shall have the power to adopt rules for the conduct of its business, with respect to matters not provided for in these Bylaws or any resolutions adopted by the Board of Regents.

ARTICLE XII

COMMITTEES

Section 12.1 **Committee Composition.** All standing committees of the Board of Regents, which are expressly created in these Bylaws, shall be as described in this Article and as supplemented by the Board of Regents from time to time. Unless otherwise expressly provided herein or by the Board of Regents, each standing committee and each new committee created pursuant to Section 12.6, shall consist of a Chair and a specific number of members, all of whom shall have staggered terms.

Section 12.2 **Committee Appointment, Duties, and Term.** Unless otherwise provided by the Board of Regents or these Bylaws, the President shall appoint the Chair, Vice-Chair, and all members for new committees. For existing committees, unless otherwise provided by the Board of Regents or these Bylaws, the President shall appoint the Chair and Vice-Chair and shall fill all committee vacancies, except that the President-Elect shall make appointments for committee members whose term will commence during the President-Elect's term as President. The President and the President-Elect shall make such committee appointments considering recommendations provided by the committee, according to their member selection and nominating criteria. If the President or the President-Elect wants to consider other candidates, the candidates must meet the committee's member selection and nominating criteria. If the committee disagrees with the President's or the President-Elect's application of the selection and nominating criteria to a particular candidate, then the Board of Regents shall resolve the disagreement and accept or reject the candidate. The President shall be an ex officio, non-voting, member of each committee. All committees shall have their duties set forth in writing as determined by these Bylaws or the Board of Regents. Unless otherwise provided by the Board of Regents or these Bylaws, each committee member shall serve for a term of 1 year and shall be eligible for reappointment up to a maximum of three times. The Chair of a committee shall serve a 1-year term, independent from any term served as a member of such committee and shall be eligible for reappointment as Chair only once. The Chair and Vice-Chair of a committee shall be appointed from among either present or former committee members. The Vice-Chair shall automatically become the Chair upon expiration of the latter's term of office, provided that the Vice-Chair has served on the committee for at least 2 years.

Section 12.3 **Compensation Committee.**

(a) The Compensation Committee shall consist of five Fellows of the College at least one of whom shall be a member of the Board of Regents of the College. The President and President-Elect of the College and the Chair of the Finance Committee of the College shall serve as ex officio non-voting members of the Committee.

(b) The President shall approve the members of the Committee and the Chair of the Committee. Each member of the Committee shall serve a 2-year term and be eligible for reappointment for a second 2-year term. The members shall be appointed to serve staggered terms. None of the Committee members is eligible for reappointment to

the Committee for a period of at least 2 years.

(c) The Compensation Committee shall annually evaluate and make recommendations to the Board of Regents for the Board's review and action regarding the total compensation, including incentive compensation, paid to the Executive Vice President, the total compensation paid to employees of the College as a group, and any compensation paid to the officers. It shall also review the expenses reimbursed to College members in connection with their service to the College and perform such other duties relating to compensation as the Board of Regents may from time to time assign. To fulfill its responsibilities, the Committee shall have authority to engage consultant(s), as it deems necessary and appropriate.

Section 12.4 **Finance Committee.**

(a) Composition. There shall be a Finance Committee of the organization consisting of three at-large members of the Board of Regents of the College, one of whom shall be appointed as Chair by the President-Elect of the College, the College President and President-Elect and the Foundation President and President-Elect. The College Executive Vice President will serve as an ex officio member of the Committee without the right to vote.

(b) Term. The at-large board members of the Committee shall serve a term of 2 years and may be reappointed to serve one additional 2-year term, including the term of the at-large member serving as Chair of the Committee. The College and Foundation President and President-Elect will serve on the Committee so long as they serve in these respective officer roles.

(c) Duties and Responsibilities. The Committee shall have general oversight over the finances, investments, financial systems, audits, budgets, and other such matters relating to the finances and investments of the organization as may be assigned from time to time by the Board of Regents.

(1) The Finance Committee shall have the following specific responsibilities:

(i) monitor the financial activities of the organization on a monthly basis and present key metrics to the Board of Regents and the Board of Trustees;

(ii) provide guidance on the preparation, presentation, and passage of the annual operating budget of the organization;

(iii) review any financing plans related to a building project or other financing arrangement, the associated debt covenants, and related reporting to the Internal Revenue Service;

(iv) oversee the preparation of the capital budget and monitor its implementation;

- (v) review Form 990s and ensure they are distributed to the Board of Regents and the Board of Trustees;
- (vi) evaluate the performance of internal auditors (if applicable) and ensure the adequacy of financial controls and financial reporting;
- (vii) review the performance of the external audit team from an accounting, tax, and audit perspective and when needed lead the search for a new auditing firm;
- (viii) analyze external auditor certifications, reports, opinions, and audit results;
- (ix) ensure that conflicts of interest and other new audit and regulatory changes are addressed;
- (x) design and administer the organization's investment program;
- (xi) develop an investment program with diverse risk characteristics across a variety of asset classes;
- (xii) supervise, evaluate, and recommend for approval by the Board of Regents the retention and termination of investment trustees, investment managers, financial consultants, and financial custodians;
- (xiii) direct the investment and management of College and Foundation assets, including:
 - approving asset allocation ranges and targets;
 - authorizing periodic asset rebalancing;
 - approving investment performance benchmarks; and
 - monitoring investment performance.
- (xiv) Approve contracts with financial providers.

Section 12.5 Governance Committee.

(a) Governance Committee. There shall be a Governance Committee which shall consist of CHEST's Immediate Past President, the Foundation's Immediate Past President, three at-large members of the Board of Regents and two at-large members of the Board of Trustees to be selected by the CHEST and Foundation Presidents. The CHEST Immediate Past President will serve as Chair and the Foundation's Immediate Past President shall serve as the Committee Co-Chair.

(b) The Governance Committee shall propose nominees for elective offices as designated by the Board of Regents and Board of Trustees, in accordance with procedures determined by the Boards. The Governance Committee may consider nominees recommended by any Fellow in good standing. Additional responsibilities of the Governance Committee will be defined in its Charter, roles, and responsibilities document, including ad hoc projects as requested by the President or the Board of Regents.

Section 12.6 **Executive Committee.**

(a) Composition. There shall be an Executive Committee which shall consist of the President, the President-Elect, the Immediate Past President, the President-Designate, and the Chair of the Finance Committee. The Executive Vice President, the President of the Foundation and the Chair of the Health Policy and Advocacy Committee will serve as ex officio members of the Executive Committee without the right to vote. The President shall serve as Chair and the President-Elect shall serve as Vice Chair of the Executive Committee.

(b) Duties and Responsibilities. The Executive Committee shall have, and may exercise, all powers of the Board of Regents between meetings of the Board of Regents, except as set forth in section 12.6(c) below. The existence of, action by, or delegation of authority to the Executive Committee will not operate to relieve the Board of Regents or individual Regents of any responsibility imposed by law. The Board of Regents shall have the authority to overrule any action of the Executive Committee.

(c) Limits on Power and Authority of Executive Committee. The Board of Regents may restrict or rescind the power and authority of the Executive Committee. Unless specifically granted such authority by written resolution adopted by the Board of Regents, the Executive Committee does not have authority to do any of the following:

- Approve any unbudgeted expense exceeding \$250,000.
- Amend, alter, or repeal these Bylaws or the Articles of Incorporation.
- Elect, appoint, or remove a member of the Executive Committee, a Regent, or an officer of the College.
- Authorize or revoke the voluntary dissolution, merger, consolidation, or other legal status of the College, or authorize the College to enter into bankruptcy or receivership.
- Authorize the College to enter into any loan or indebtedness.
- Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property or assets of the College, or adopt a plan for the distribution of the assets of the College.

- Amend, alter, or repeal any resolution of the Board of Regents that by its terms provides that it will not be amended, altered, or repealed by the Executive Committee or by action other than the Board of Regents.
- Hire or terminate the Executive Vice President of the College or the Editor in Chief of the CHEST journal.
- Approve, amend, or alter the operating and/or capital budgets of the College.
- Conduct any action that is prohibited by the Illinois General Not for Profit Corporation Act or otherwise prohibited by law.

(d) Report. The Executive Committee shall prepare minutes of each meeting and shall report all actions taken to the Board of Regents at its next meeting. All decisions by the Executive Committee with unbudgeted financial implications are subject to ratification by the Board of Regents.

Section 12.7 **Committees.** The Board of Regents may appoint such other standing, special and ad hoc committees as it deems necessary to carry out College objectives. Such committees shall have such duties, terms, membership, and offices as the Board of Regents shall determine from time to time.

Section 12.8 **Meetings.** Committees shall hold regular meetings (and may call special meetings) at such time as the committee Chair shall determine. Unless otherwise specified in these Bylaws or by the Board of Regents, a majority of the members of a committee shall constitute a quorum. The affirmative vote of a majority of the committee members present at a meeting at which a quorum is present shall be the action of the committee.

Section 12.9 **Rules.** Each committee shall have the power to adopt rules for the conduct of its business with respect to matters not provided for in these Bylaws or in any rules or resolutions adopted by the Board of Regents. In absence of such rules, the rules that apply to the Board of Regents as set forth in Article VI shall apply to each committee.

ARTICLE XIII

INDEMNIFICATION

The College shall indemnify each individual who was or is an officer, Regent, volunteer, or employee of the College against liabilities, costs, and expenses, including attorneys' fees, to the full extent permitted by the Illinois General Not For Profit Corporation Act, as amended and may purchase insurance for such indemnification to the full extent authorized from time to time by the Board of Regents. (1) The standard exclusion of indemnification for Regent that has been

adjudged liable for willful misconduct and (2) requirement for BOR predicate determination that the Regent seeking indemnification has acted in good faith and reasonable belief of CHEST's best interests, and (3) Regent at issue is disqualified from BOR voting regarding indemnification determinations.

ARTICLE XIV

DISSOLUTION

In the event of the dissolution of the College, the Board of Regents shall, after paying or making provision for the payment of all of the liabilities of the College, dispose of all the remaining assets of the College (except any assets held by the College upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the College in such manner, or to such organization or organizations organized and operated exclusively for charitable, or scientific purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986 (the Code), or the corresponding provision of any future United States Internal Revenue Statute, as the Board of Regents shall determine. Any of such assets not so disposed or shall be disposed of by the court of general jurisdiction of the county in which the principal office of the College is then located, exclusively for the purposes of the College in such manner, to such organization or organizations qualifying under Section 501(c)(3) and Section 170(c)(2) of the Code, as said court shall determine.

ARTICLE XV

AMENDMENTS TO BYLAWS

Section 15.1 **Amendments**. These Bylaws may be altered, amended, or repealed and new bylaws may be adopted at any meeting of the Board of Regents by the affirmative vote of at least two thirds (2/3) of the members of the Board of Regents present at a meeting at which a quorum is present.

Section 15.2 **Initiation of Amendments**. Any Fellow in good standing or the Board of Regents may initiate a proposal for an amendment to these Bylaws. Such proposal shall be presented in writing and shall be submitted to the Executive Vice President. The proposed amendment shall be provided to each Regent entitled to vote together with the notice of the meeting of the Board of Regents.

ARTICLE XVI

RULES OF ORDER

Except an otherwise provided by law or these Bylaws, the latest revised edition of Robert's Rules of Order in effect at the time a meeting is held shall govern the conduct of all College meetings.