

Section 3.3. Professional Designations. The College shall have the following professional designations, as well as any other designations established by the Board. Only Fellows and Master Fellows may be Regents or officers of the College. Individuals may only use a professional designation as long as they remain a Member in good standing.

- (a) Fellow. A Fellow shall be a Member who meets such additional qualifications established by the Board and who has applied for such designation and been approved according to procedures established by the College. Current Fellows in good standing may use the designation “FCCP.”
- (b) Master Fellow. A Master Fellow shall be a Fellow who has been nominated for such designation and approved by the Board. A Master Fellow shall have their dues waived and may use the designation “Master FCCP” as long as they remain a Fellow in good standing.
- (c) Honorary Fellow. An Honorary Fellow shall be an individual who is not otherwise a Member but who has been determined by the Board to have made a significant contribution to the field of chest medicine worthy of distinction. An Honorary Fellow may use the designation “FCCP Honorary” or “FCCP (Hon).”

Section 3.4 Discipline.

- (a) The Board may revoke, suspend, limit, or take such other action regarding the membership and/or professional designation of any Member as it deems appropriate. The President may immediately and provisionally suspend or limit a Member’s membership pending further investigation if they determine in good faith that the Member’s conduct poses a substantial threat to the health or safety of their patients or the public.
- (b) Concerns regarding a Member may be referred to a committee designated by the Board, who will be responsible for investigation, finding of facts, and making a recommendation to the Board. Members subject to discipline shall be entitled to (1) written notice of the issue of concern and, if applicable, intended discipline, and (2) an opportunity to address the concerns before a recommendation is made to the Board. The decision of the Board regarding all matters of membership and professional designation shall be final.
- (c) Considerations for discipline of a Member include, but are not limited to, the following:
 - conviction or a plea of no contest to a crime related to the Member’s professional activities or credentials;
 - revocation or suspension of a license to practice medicine or license to prescribe controlled substances;
 - failure to maintain standards of conduct established by the Fellowship Pledge or otherwise adopted by the Board;
 - failure to treat an individual with dignity and respect; and
 - any other conduct deemed by the Board to be unprofessional, contrary to the best interests of the College, or in contravention of law or generally accepted ethical norms.
- (d) Members are required to make prompt written report to the CEO of the occurrence of any of the circumstances described in subsection (c).

ARTICLE IV

DUES AND SPECIAL ASSESSMENTS

Section 4.1 **Dues.** The College may assess dues for membership. Such amount(s) need not be equal among Members. The CEO or their designee may reduce or waive dues for one or more Members upon application by the Member(s) and a finding that the dues would constitute an undue financial hardship to the Member(s).

Section 4.2 **Special Assessments.** The Board may impose special assessments to fund specific projects or needs of the College.

ARTICLE V

MEETINGS OF THE MEMBERS

Section 5.1 **Annual Meeting.** The College shall hold a meeting of the Members each year at such time and place as designated by the President for the purpose of receiving reports and transacting such other lawful business as may come before the meeting. Any meeting of the Members may be conducted by telephonic or electronic means provided all persons participating in the meeting can communicate with each other in real or close to real time.

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

Section 5.3 **Quorum and Action.** The presence of 15 Members shall constitute a quorum for any meeting of the Members. The affirmative vote of a majority of the Members present at a meeting at which a quorum is present shall be the action of the Members. Proxy voting shall not be permitted.

Section 5.4 **Notice of Meetings.** The College shall provide written notice specifying the place, date, and time of any meeting of the Members, as well as the general nature of the business to be transacted and all other matters required by law. Such notice shall be provided by publication in the official journal of the College, electronic communication mail, or other means permitted by law at least 5 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 electronic communication, on the date of transmission. Attendance of a Member at a meeting shall constitute waiver by that Member of notice for that meeting except where the Member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE VI

BOARD OF REGENTS

Section 6.1 **Authority and Responsibility.** The Board of Regents ("Board") shall be the board of directors and governing body of the College. The Board may exercise all powers conferred by law, the Articles of Incorporation, and these bylaws, except as limited by any of the above. The Board shall oversee the affairs of the College, and shall be responsible for the strategic direction of the College, its assets, and pursuit of its tax-exempt mission. The Board shall work collaboratively with the CEO to ensure the College has sufficient resources, staffing, and direction to advance its mission.

Section 6.2 **Composition.** The Board shall be composed of 17-20 voting members and 1 non-voting member ("Regents") as follows:

- the President;
- the President-Elect;
- the Immediate Past President;
- the President-Designate;
- the Chair of the Board of Advisors;
- the Chair of the Council of Networks; and
- not less than 11 or more than 14 Regents-at-Large.

The Executive Vice President shall serve as a non-voting Regent.

Section 6.3 Eligibility, Election, and Term of Regents-at-Large. Only Fellows may serve as Regents. The Governance Committee shall nominate, and the Board shall elect, all Regents-at-Large. Regents-at-Large shall serve for a term of 3 years and shall be eligible for re-election for 1 additional 3-year term. All Regents-at-Large shall assume their duties on the first day of the calendar year following election by the Board unless a different date is specified by the Board. No individual may serve as a Regent-at-Large for more than 6 total years, including any full years spent filling the unexpired term of a vacancy.

Section 6.4 Meetings of the Board. The Board shall meet at least twice each year at such date, time, and place as determined by the President. Special meetings of the Board may be called at any time by the President or by written request of 1/3 the total number of Regents. The President shall preside at all meetings of the Board, or in the President's absence or at the President's direction, the President-Elect shall preside. Any meeting of the Board may be conducted by telephonic or electronic means provided all persons participating in the meeting can communicate with each other in real or close to real time.

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, an affirmative vote of a majority of the Regents present at a meeting at which there is a quorum shall be the action of the Board.

Section 6.6 Notice. The College shall provide written notice to each Regent of each Regular and Special meeting of the Board specifying the place, date, and time of the meeting, and in the case of a Special meeting, the topic(s) of the meeting. Notice shall be delivered by hand-delivery, electronic communication, mail or any other means permitted by law at least 5 days prior to a meeting to be conducted in person and at least 24 hours prior to a meeting to be conducted by telephonic or electronic means. Attendance of a Regent at a meeting shall constitute waiver by that Regent of notice for that meeting except where the Regent attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6.7 Action Without Meeting. Any action that may be taken at a meeting of the Board may be taken without a meeting by a written consent setting forth the action taken and approved in writing by all voting Regents. Any such consent shall be effective upon written approval by all Regents and shall have the same force and effect as a unanimous vote at a duly called meeting of the Board.

Section 6.8 **Resignation, Removal and Vacancies.** A Regent may resign at any time by providing written notice to the CEO. A resignation shall be effective when delivered unless the notice specifies a future date. A Regent may be removed by affirmative vote of a majority of the total number of Regents. The Board may elect a Fellow to serve for the unexpired term of a Regent at Large where a vacancy exists.

ARTICLE VII OFFICERS

Section 7.1 **Description and Qualifications.** The College shall have the following officers: President, President-Elect, Immediate Past President, President Designate, and Secretary. Only Fellows may serve as officers.

Section 7.2 **Election and Term.** The Governance Committee shall nominate, and the Board shall elect, a President-Designate each year. Except for the Secretary, all officers shall serve for a term of 1 year and until their successor has been elected and qualified. All officers shall assume their duties on the first day of the calendar year of their corresponding term.

Section 7.3 **President.** The President shall perform all duties set forth in these bylaws, such duties as may be prescribed by the Board, and all other duties customary of the office of the President. The President shall preside at all meetings of the Members and of the Board; have authority to sign documents on behalf of the College; represent and be official spokesperson for the College; have authority to appoint committee members and fill committee vacancies as set forth in these bylaws; and have authority to attend or to authorize a designee to attend all meetings of the College. The President shall succeed to the office of Immediate Past President upon completion of their term. In the event of the President's death, incapacity (in the sole judgment of the Board), resignation, or removal, the President-Elect shall assume the office of President for the remainder of the President's term and continue as President for their previously scheduled term.

Section 7.4 **President-Elect.** The President-Elect perform all duties set forth in these bylaws and such other duties as prescribed by the Board. The President-Elect shall preside at all meetings of the Members and of the Board in the absence or unavailability, or at the direction of the President. The President-Elect shall succeed to the office of President upon completion of their term. In the event of the President-Elect's death, incapacity (in the sole judgment of the Board), resignation, or removal, the President-Designate shall assume the office of President-Elect for the remainder of the President-Elect's term and continue as President-Elect for their previously scheduled term.

Section 7.5 **President-Designate.** The President-Designate shall perform all duties set forth in these bylaws and such other duties as prescribed by the Board. The President-Designate shall appoint a Member to serve as a member of the CHEST Program Committee, who will become its Chair during the year in which the President-Elect is to be President and be responsible for overseeing the execution of the CHEST Annual Meeting that year. The President-Designate shall succeed to the office of President-Elect upon completion of their term. In the event of the President-Designate's death, incapacity (in the sole judgment of the Board), resignation, or removal, the office of the President-Designate will remain vacant for the remainder of the then-current term.

Section 7.6 **Secretary.** The CEO shall be the Secretary. The Secretary shall perform all duties set forth in these bylaws, such duties as prescribed by the Board, and all other duties customary to the office of the Secretary, including, without limitation.

- keeping or causing to be kept the minutes of meetings of the Members and of the Board;
- assuring that all required notices are properly given;
- acting as the custodian of the corporate records;
- attesting to the validity and accuracy of corporate documents and records.

Section 7.7 **Compensation.** Officers may be compensated for their services if and as authorized by the Board.

Section 7.8 **Resignation; Removal.** An officer may resign at any time by providing written notice to the CEO. A resignation shall be effective when delivered unless the notice specifies a future date. An officer may be removed by affirmative vote of 2/3 of the total number of Regents.

Section 7.9 **Leadership Terms.** The term of all elected or appointed positions within the College, including without limitation officers, Regents, committee chairs, and committee members, will coincide with the calendar year unless otherwise approved by the Board, which may be by adoption of a separate written procedure for one or more specific positions.

ARTICLE VIII EXECUTIVE VICE PRESIDENT

Section 8.1 **Appointment and Contract.** The Board shall appoint a Chief Executive Officer (“CEO”) who shall be the College’s chief executive officer and Executive Vice President. The terms and conditions of the CEO’s employment shall be approved by the Board and set forth in a contract. No contract with the CEO shall be for longer than a period of 5 years, but may be renewed at the discretion of the Board.

Section 8.2 **Duties.** The CEO 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 day-to-day operations of the College; (b) providing for, and management of, staff to carry out the functions of the College; (c) working collaboratively with the Board and the officers regarding the strategic priorities of the College; (d) serving as a representative of the College; and (e) performing such other responsibilities and duties as may be assigned from time to time by the Board which are not inconsistent with the CEO’s contract.

Section 8.3 **Signature Authority.** Except as otherwise provided by law, these bylaws, or the Board, the CEO shall have the authority to sign, and to authorize other College employees to sign, any or certain contracts and other written instruments on behalf of the College.

ARTICLE IX PUBLICATIONS

There shall be an official scientific journal of the College. The Board shall appoint, and may remove, the Editor in Chief of the journal. 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. The Editor in Chief shall, in collaboration with the CEO or their designee, provide reports to the Board regarding the journal’s performance. The CEO may authorize such other publications as deemed desirable.

ARTICLE X

NETWORKS

Section 11.1 **Membership.** There shall be one or more groups based on areas of Member interest as determined by the Board ("**Networks**"). Any Member may be a member of one or more Networks.

Section 11.2 **Council of Networks.** There shall be a Council of Networks, which shall oversee the activities of the Networks, report on and make recommendations to the Board regarding the Networks, and perform such other duties as determined by the Board. The Council of Networks shall be composed of the Chairs of each Network. The President-Elect shall appoint a Vice Chair of the Council of Networks, who shall serve for a term of 1 year commencing with the President-Elect's term as President. The Vice-Chair shall become Chair for a 1 year term following their year as Vice-Chair. The Council of Networks shall recommend a Vice Chair to the President-Elect from among its members.

Section 11.3 **Governance.** Each Network shall be governed by a charter approved by the Board, as well as any other policies or actions of the Board regarding. Each Network shall have a steering committee that shall oversee the activities of the Network and its sections. The Network steering committee shall be composed of the chairs and vice chairs of each Section under that Network, as well as such other individuals as set forth in the Network's charter or otherwise determined by the Board. Each Network steering committee shall have a chair, who shall serve on the Council of Networks.

Section 11.4 **Network Sections.** Networks may have one or more sections that address specific topics or interest groups as determined by the Board. Each Network's Steering Committee shall oversee the activities of their Sections. Each Section shall have a leadership committee that will serve as subject matter experts and provide guidance within the scope of that Section. The members of each such Section committee will be appointed by the President-Elect and whose terms will commence during the President-Elect's term as President.

ARTICLE XI

COMMITTEES

Section 12.1 **Committees of the Board.** The College shall have the following committees of the Board ("**Committees of the Board**"): (1) Compensation Committee, (2) Finance Committee, and (3) Governance Committee. Only Regents shall be voting members of Committees of the Board. A Committee of the Board may only act on behalf of or bind the College if authorized by the Board. The existence of action by, or delegation of authority to, a Committee of the Board will not relieve the Board or individual Regents of any responsibility imposed by law. The duties of each Committee of the Board will be as set forth in these bylaws and in each committee's charter. Each Committee of the Board shall prepare minutes of each meeting.

Section 12.2 **Appointment, Term, and Removal.** All Regent-at-Large members of Committees of the Board shall be appointed annually by the President for one year terms and shall be eligible for reappointment. The President may remove or reassign any Regent-at-Large from or to a Committee of the Board.

Section 12.3 **Charters.** Each Committee of the Board shall have a charter that is approved by the Board. Committee charters shall set forth the scope, authority, governance, roles and responsibilities, and other policies applicable to that committee. In the event of a conflict between a committee's charter and these bylaws, these bylaws control.

Section 12.4 **Compensation Committee.**

(a) There shall be a Compensation Committee, which shall annually evaluate and make recommendations to the Board regarding the total compensation, including incentive compensation, paid to the CEO, the total compensation paid to employees of the College as a group, and any compensation paid to the officers, shall annually review the performance of the CEO and make a report and any related recommendations to the Board, as well as perform such other duties as set forth in the committee's charter or as assigned by the Board.

(b) The Compensation Committee shall be composed of the President, the Immediate Past President, the Chair of the Finance Committee, and 2 to 3 Regents-at-Large. The Immediate Past President shall serve as Chair of the Compensation Committee.

Section 12.5 **Finance Committee.**

(a) There shall be a Finance Committee, which shall be responsible for general oversight of the College's finances, investments, financial systems, audits, budget, and such other matters relating to the finances and investments of the College, and which shall perform such other duties as set forth in the committee's charter or as assigned by the Board.

(b) The Finance Committee shall be composed of the President, President-Elect, the Chair of the Chest Foundation Board of Advisors, 4 to 5 Regents-at-Large, and the CEO, who shall serve as a non-voting member. The President shall appoint a Chair of the committee from among its Regent-at-Large members.

Section 12.6 **Governance Committee.**

(a) There shall be a Governance Committee, which shall receive and evaluate nominations for officers and Regent positions and prepare recommendations for the Board. The procedures relating to call for, receipt, evaluation, recommendation, and election of officers and Regents shall be as set forth in the committee's charter. The Governance Committee shall periodically review the College's governance documents and make recommendations to the Board as deemed necessary, as well as perform such other duties as set forth in the committee's charter or as assigned by the Board.

(b) The Governance Committee shall be composed of the Immediate Past President, the Chair of the Foundation Advisory Board, and 4 to 5 Regents-at-Large. The Immediate Past President shall serve as Chair of the committee.

Section 12.7 **Other Committees, Taskforces and Workgroups.**

(a) The College shall have such other committees, and such other ad hoc, workgroups, taskforces, and other groups, temporary or perpetual, as determined by the Board. In addition, the President may create workgroups and taskforces of a defined purpose or duration. No workgroup or taskforce created by the President may be perpetual, but its existence may extend beyond the term of the President who created it. No committee or group that is not a Committee of the Board shall have authority to act on behalf of or bind the College.

(b) Any committee or group created by the Board or President shall be governed by a charter approved by the Board or President, as applicable. Charters shall set forth the committee or

group's charge, scope, duration, composition, roles and responsibilities, and other policies applicable to that committee or group.

(c) Unless otherwise set forth in these bylaws or the committee or group's charter, the President shall appoint the Chair, Vice-Chair (if applicable), and all members of such committees and groups, may remove any member, and may fill any vacancy. The President-Elect shall make appointments for committee members whose terms will commence during the President-Elect's term as President. Unless otherwise set forth in these bylaws or the committee or group's charter, all appointments are for a one year term with no limit on the number of total terms.

ARTICLE XII 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, arising out of their conduct, acts, or omissions within the scope of their duties, and acting in good faith, on behalf of the College, and may purchase insurance regarding the same. An individual's right to indemnification is subject to reasonable determination by the Board. Regents seeking indemnification shall not participate in any vote to determine their own right to indemnification but shall be counted for purposes of determining quorum.

ARTICLE XIII DISSOLUTION

In the event of the dissolution of the College, the Board shall, after paying or making provision for the payment of all of the liabilities, 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 in such manner, or to one or more 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. Any remaining assets 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 same purposes. No assets of the College shall inure to the private benefit of any individual.

ARTICLE XIV 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 by the affirmative vote of at least 2/3 of the Regents present at a meeting at which a quorum is present.