

CALIFORNIA THORACIC SOCIETY BYLAWS

ARTICLE I—NAME

The name of this Society shall be the CALIFORNIA THORACIC SOCIETY. CTS is a nonprofit corporation incorporated under the laws of the District of Columbia.

ARTICLE II—OBJECTIVES

This medical Society shall:

- A. Be committed to the highest professional and scientific standards, and dedicated to the collection, interpretation, and dissemination of scientific information concerning all aspects of respiratory health and disease.
- B. Promote and protect the respiratory health of Californians by ensuring the highest level of respiratory care delivery and by seeking to prevent respiratory disease.

In fulfilling these objectives, the functions of the Society shall include the following:

- 1. To conduct one or more annual scientific meetings.
- 2. To conduct an Annual Business Meeting.
- 3. To provide leadership for the medical profession in the interpretation of the scope and importance of all matters relating to respiratory health and disease.
- 4. To act as advisor, at its discretion, in scientific matters to organizations requesting such advice.
- 5. To encourage and support clinical, epidemiologic, scientific, social and other studies in all aspects of respiratory health and disease.
- 6. To promote and support medical education in the field of respiratory health and disease.
- 7. To cooperate with medical societies, health departments, and other official and non-official organizations in the prevention and control of respiratory disease, and related health matters.
- 8. To promote programs and exchange of ideas concerning the study and control of respiratory disease.
- 9. To exert influence on legislation on matters pertaining to respiratory health and disease.
- 10. To maintain Chapter status and effective relationships with the American Thoracic Society.

ARTICLE III - MEMBERSHIP AND DUES

SECTION A—TYPES OF MEMBERSHIP

The members of this Society are classified as Active, Associate, Inactive, Senior, and Honorary.

1. ACTIVE

Active membership shall be open to Physicians, doctoral level scientists, and other highly qualified health care professionals interested in and supportive of the objectives of the Society. At the discretion of the Membership Committee, the degree requirement may be waived for certain workers in scientific fields closely related to activities of the Society.

Active members shall have the privileges of voting and holding office.

2. ASSOCIATE

The Associate Membership shall be open to Health Care Professionals in training, graduate students, interns, residents, and fellows. A candidate for Associate Membership shall be recommended by his or her Chief of Service or Program Director and a CTS member. If the Chief of Service is an Active member, a second sponsor is not required.

Membership dues will be waived during this training period.

Associate members shall have the privileges of Active members except the privileges of voting and holding office.

An Associate member may request transfer to Active membership.

3. INACTIVE

Under special circumstances, members may request temporary inactive status, which may be granted upon the approval of the Membership Committee. Privileges of Active membership will be suspended concurrently.

4. SENIOR

Active members who have reached the age of 65 and who have retired or Active members who have retired because of illness or other exceptional circumstances may request of the Membership Committee, in writing, transfer to Senior membership. Senior members shall have all the privileges of Active members with the exception of holding office.

5. HONORARY

Individuals with a record of high achievement and signal contributions in the field of respiratory health and disease may be proposed for Honorary membership by any member. Following approval of the Membership Committee, candidates may be elected by a majority vote of the Board of Directors.

Honorary membership will be granted to former ATS Presidents in California, all Trudeau

Medalists in California, and all recipients of the California Medal. Honorary members shall have all the privileges of Active members.

6. TERMINATION OF MEMBERSHIP

Any membership may be suspended or terminated on recommendation of the Membership and Executive Committees for any reason deemed sufficient for such action, provided that due process is observed and such a member be given the opportunity to appeal to the Board of Directors. Any request to initiate suspension or termination of CTS membership must be in writing and supported by reliable information concerning specific activities or conduct alleged to be unethical, detrimental to patient safety or the delivery of quality patient care.

SECTION B—DUES

1. The Board of Directors shall determine dues for all categories of membership. The Board of Directors will take into account recommendations that are made by the Membership Committee.
2. Any member whose dues are in arrears for two years shall be referred to the Membership Committee for review and action.
3. Honorary, Senior, Inactive, and Associate members shall pay no dues.

ARTICLE IV— BOARD OF DIRECTORS

The Board of Directors shall be the governing body of this Society. The Board of Directors voting members shall consist of the President, the President-Elect, the immediate Past President, the Secretary-Treasurer, the Representative Councilors, the Chairperson of standing committees: the ABG Proficiency Testing (PT), Clinical Practice (CP), Education, Health Care Policy (HCP), Membership, Nominating, Pediatric, Pulmonary Nursing and Respiratory Care (PN+RC), and *ex officio* the CTS Executive Director who shall be non-voting. The actions of the Board of Directors shall be subject to review at the Annual Business Meeting.

SECTION A—GOVERNING BODY

The Board of Directors' function shall be to conduct the business of the Society, and to review the objectives and functions of the Society. The Board of Directors shall have responsibility for the direction and supervision of the Society in accordance with the bylaws and the Board of Directors' fiduciary duties. The Board of Directors has custody and control of the funds, business, and property of this Society.

SECTION B—MEETINGS

The Board of Directors shall meet at least twice a year.

Meetings of the Board of Directors may be held at any time or place designated by the President, or upon written request of three members of the Board of Directors.

SECTION C—QUORUM

A majority of the voting members shall constitute a quorum.

ARTICLE V—OFFICERS

The officers of this Society shall be a President, President-Elect, a Secretary-Treasurer, the Immediate Past President, and the ATS Representative Councilors.

SECTION A—NOMINATIONS

Nominations of candidates for these offices shall be made by the Nominating Committee. Nominations may also be made by petition of five Active members presented to the President by June 30.

The slate of candidates of the Nominating Committee and those nominated by petition shall be circulated to the membership in a ballot by August 1, by mail or other accessible technology. Only those ballots returned before September 1 will be valid and be counted.

SECTION B—ELECTION

1. The officers shall be elected by a ballot of the entire voting membership. All officers must be ATS Active members.
2. When there is more than one nomination for any office, a simple plurality of the votes cast shall constitute election.

SECTION C—TERMS OF OFFICE

The term of office of the President, President-Elect, Secretary-Treasurer, and Immediate Past President shall begin January 1 following their election and continue for one year.

SECTION D—PRESIDENT

1. The President shall be Chairman of the Board of Directors and the Executive Committee and a voting member ex-officio of all Committees except the Nominating Committee.
2. The President shall report on the activities of the Society at the Annual Business Meeting.
3. The President shall be empowered to nominate members of this Society to any Committee of any medical or other appropriate organization whenever such representation is requested from such organizations, and when, in the opinion of the President, such action will aid in advancing the objectives of the Society.
4. The President will mail a report to the membership at least annually.

SECTION E—PRESIDENT-ELECT

1. The President-Elect shall be a voting member of the Board of Directors and Executive Committee and a non-voting member, ex-officio, of all Committees except the Nominating Committee.
2. In the absence of the President, or in the event of the President's death, resignation, or inability to function, the President-Elect shall assume the title and duties of the President.
3. The President-Elect shall take office as President at the expiration of the President's term of office.
4. In the event of the death, resignation, or inability to function of the President-Elect, a new President-Elect shall be nominated by the Nominating Committee and elected in a ballot of the membership by mail or other accessible technology.

SECTION F—SECRETARY-TREASURER

1. The Secretary-Treasurer shall be responsible for the review and approval of the minutes and records of this Society and its Committees and for the review and certification of the finances of the Society and its committees.
2. The Secretary-Treasurer shall report to the membership at the Annual Business Meeting.
3. In the event of the death, resignation, or inability to function of the Secretary-Treasurer, the Board of Directors shall appoint a Secretary-Treasurer to serve until the next regular election.

SECTION G—REPRESENTATIVES TO ATS COUNCIL OF CHAPTER REPRESENTATIVES (CCR)

1. ATS Representative Councilors shall be elected for a three-year term. A Councilor shall not be eligible for more than one additional term until one year has elapsed. A Councilor filling an unexpired term is eligible for re-election at the next regular election.
2. In the event of the death, resignation, or inability to function of a Representative Councilor, The Board of Directors shall appoint a Representative Councilor to serve until the next regular election.
3. The Representative Councilors shall submit a written report at least annually.

ARTICLE VI—MEETINGS

SECTION A—SCIENTIFIC MEETING

The Board of Directors will assign responsibility for planning scientific meetings to the appropriate Committees.

SECTION B—ANNUAL BUSINESS MEETING

The Annual Business Meeting shall include reports by the President, the Chairpersons of standing Committees, Representative Councilors, the Secretary-Treasurer or such other business as may be pertinent to the operation and well-being of the Society.

ARTICLE VII—COMMITTEES AND COUNCILS

There shall be Committees as provided by these Bylaws or created by the membership, the Board of Directors, or by the President. These Committees, unless otherwise specified, shall be appointed and serve for the fiscal year.

SECTION A—APPOINTMENT

The President shall appoint the members and Chairpersons of all Committees unless otherwise specified by these Bylaws.

SECTION B—STANDING COMMITTEES

1. There shall be the following standing Committees: Executive, the ABG Proficiency Testing (PT), Health Care Policy (HCP), Pediatric, Pulmonary Nursing and Respiratory Care (PN+RC), Membership, Nominating, Education, and Clinical Practice.
 - a) The Executive Committee shall consist of the following voting officers: President, President-Elect, Secretary-Treasurer, Immediate Past President, ATS Councilors, and also the CTS Executive Director *ex-officio* (without vote). The Executive Committee shall assume the powers and duties of the Board of Directors during the interim between meetings of the Board of Directors, and shall perform such other duties as the Board of Directors shall delegate. The Executive Committee shall meet upon the call of the President who shall chair it, or upon the call of any three members of the Executive Committee. A majority of voting members of the Executive Committee shall constitute a quorum. The Executive Committee shall report all its actions to the Board of Directors at its next regular meeting.
 - b) The Membership Committee shall elect all categories of members. It shall be active in recruiting qualified individuals for membership in the Society.
 - c) The Nominating Committee shall consist of at least three Active members, at least two of whom shall not be members of the Board of Directors. No member shall serve more than two years. This Committee shall nominate the officers with due regard to the proper representation of the interests of the membership.
 - d) The Education Committee shall be responsible for the overall policy and program planning for all CTS educational activities.
 - e) The Clinical Practice (CP) Committee shall be responsible for the overall policy and planning for CP activities.

SECTION C—ADDITIONAL COMMITTEES

The President shall be empowered to appoint such additional Committees as may be needed to accomplish the objectives of this Society.

ARTICLE VIII—AMENDMENTS

These Bylaws may be amended by a majority of votes cast in a ballot by mail or other accessible technology by the voting membership, provided the proposed change and the reasons therefore have been sent to each member at least thirty days prior to the deadline for return of ballots.

ARTICLE IX—PARLIAMENTARY AUTHORITY

ROBERT'S RULES OF ORDER NEWLY REVISED shall be the parliamentary authority of this Society. The immediate Past President shall be the parliamentarian of this Society.

ARTICLE X—FISCAL YEAR

The fiscal year of the Society shall be from January 1 to December 31.

Amended—March 5, 1975
Amended—March 11, 1977
Amended—March 8, 1983
Amended—September 20, 1984
Amended—March 11, 1987
Amended—November 20, 1987
Amended—June 25, 1988

Amended—October 4, 1989
Amended—September 5, 1990
Amended—July 30, 1994
Amended—June 27, 1997
Amended—August 23, 2000
Amended—May 1, 2003
Amended—March 3, 2009
Amended—March 2, 2010

***The California Thoracic Society envisions California
free of respiratory disease. –3/09***

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***THE CTS MISSION is to improve respiratory health in California  
by promoting and advancing the science and practice of  
pulmonary, sleep, and critical care medicine.***

***– Executive Committee, 12/08***