

CALIFORNIA THORACIC SOCIETY

BYLAWS

ARTICLE I - NAME

The name of this Society shall be the CALIFORNIA THORACIC SOCIETY (CTS). 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 and Arizonians 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:

- A. To conduct one or more annual scientific meetings.
- B. To conduct an annual business meeting.
- C. To provide leadership for the medical profession in the interpretation of the scope and importance of all matters relating to respiratory health and disease.
- D. To act as an advisor, at its discretion, in scientific matters to organizations requesting such advice.
- E. To encourage and support clinical, epidemiologic, scientific, social and other studies in all aspects of respiratory health and disease.
- F. To promote and support medical education in the field of respiratory health and disease.
- G. To cooperate, at its discretion, with medical societies, health departments, and other official and non-official organizations in the prevention and control of respiratory disease, and related health matters.

- H. To promote programs and exchange of ideas concerning the study and control of respiratory disease.
- I. To incorporate diversity, equity, inclusion into educational, leadership, and membership directives.
- J. To exert influence on legislation on matters pertaining to respiratory health and disease.
- K. To maintain Chapter status and effective relationships with the American Thoracic Society (ATS).

ARTICLE III - MEMBERSHIP AND DUES

SECTION A - TYPES OF MEMBERSHIP

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

1. ACTIVE

Active membership shall be open to physicians, doctoral level scientists, advanced practice providers including nurse practitioners, clinical nurse specialists, physician assistants, respiratory therapists, sleep medicine technologists and other qualified healthcare professionals interested in and supportive of the objectives of the Society who reside in California and Arizona. At the discretion of the Executive Committee, the above requirements may be waived for certain applicants in scientific or clinical fields closely related to activities of the Society. *Active members shall have the privileges of holding office and voting.*

2. ASSOCIATE

Associate membership shall be open to healthcare professionals in training: fellows, interns, residents in accredited training programs, students (status verified), and other healthcare professionals in training. CTS may require that the applicant be recommended by his/her Program Director and/or a CTS member.

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

An Associate member may request transfer to Active membership.

3. EMERITUS

Active members who have reached the age of 70 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 Emeritus

membership. Emeritus members shall have all the privileges of Active members except for holding office.

4. 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 residing in California and all Trudeau Medalists residing in California. Honorary members shall have all the privileges of Active members.

5. INSTITUTIONAL MEMBERSHIP

Institutions that show support for CTS are eligible for institutional membership as determined by the Membership Committee. The institutional membership may include active and associate memberships as determined by the Membership Committee and approved by the Board of Directors.

6. TERMINATION OF MEMBERSHIP

Any member 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 consider recommendations that are made by the Membership Committee and the Executive Director.
2. Any member whose dues are in arrears for 12 months shall be referred to the Membership Committee for review and action.
3. Emeritus and Honorary 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, the Treasurer, the Representative(s) to the ATS Council of Chapter Representatives, and the Chairpersons of the following standing committees of CTS: Clinical Practice (CP), Education, Health Care Policy (HCP), Membership, Nominating, Pediatric, and Career Development. The Executive Director shall be a non-voting ex officio member of the Board of Directors. 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. The Board of Directors will approve the budget annually.

SECTION B - MEETINGS

The Board of Directors shall meet at least twice a year in person and/or by teleconference.

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 of the Board shall constitute a quorum.

ARTICLE V - OFFICERS

The officers of this Society shall be the President, President-Elect, Secretary, Treasurer, the Immediate Past President, and the Representative(s) to the ATS Council of Chapter Representatives. These officers comprise the Executive Committee of the Society.

SECTION A - NOMINATIONS

A call for nominations will be announced to membership by email or other accessible technology in September by the Nominating Committee. Nominations of candidates for these offices shall be made by the Nominating Committee. Nominations may also be made by petition of five active members and be presented to the Nominating Committee 90 days prior to announcement of the slate of candidates. The slate of candidates of the Nominating Committee and those nominated by petition shall be circulated to the membership in a ballot by October 31st or earlier, by email or other accessible technology. Only those ballots returned before December 1st 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 active ATS and CTS 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 at the time of the business meeting at the Northern California CTS conference following their election and continue for one year.

Officers of the Executive Committee other than the President (President-Elect, Secretary, Treasurer) shall not hold positions within other committees while completing his/her full term.

SECTION D - PRESIDENT

1. The President shall be Chairman of the Board of Directors and the Executive Committee and an ex-officio member 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 e-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.
2. In the absence of the President, or in the event of the President's death, resignation, or inability to carry out the duties of the office, 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, the position will remain vacant for the remainder of the term. For the next term, the Secretary will become President and the Treasurer will become President-Elect. The Nominating Committee will elect two new officers (Secretary and Treasurer) following the nomination process as indicated in this bylaw.

SECTION F - SECRETARY

1. The Secretary shall be a voting member of the Board of Directors and Executive Committee.
2. The Secretary shall be responsible for the review and approval of the minutes and records of this Society and the Board of Directors.
3. In the event of the death, resignation, or inability to function of the Secretary, the Board of Directors shall appoint a Secretary to serve until the next regular election.

SECTION G - TREASURER

1. The Treasurer shall be a voting member of the Board of Directors and Executive Committee.
2. The Treasurer shall be responsible for the review and certification of the finances of the Society and its committees and for reviewing the budget prior to submission to the Board of Directors.
3. The Treasurer shall report to the membership at the Annual Business Meeting.
4. In the event of the death, resignation, or inability to function of the Treasurer, the Board of Directors shall appoint a Treasurer to serve until the next regular election.

SECTION H - REPRESENTATIVES TO ATS COUNCIL OF CHAPTER REPRESENTATIVES (CCR)

1. Representative(s) to the ATS Council of Chapter Representatives (CCR) shall be elected for a three-year term, unless elected to the ATS CCR-EC in which case they shall serve until their term on the CCR-EC expires. A CCR Representative shall not be eligible for more than one additional term until the current term has ended and one year has elapsed. A CCR Representative filling an unexpired term is eligible for re-election at the next regular election. In the event of the death, resignation, or inability to function as a CCR Representative, the Board of Directors shall appoint a CCR Representative to serve until the next regular election.
2. The CCR Representative(s) shall report to the membership at the Annual Business Meeting.

ARTICLE VI - MEETINGS

SECTION A - SCIENTIFIC MEETING

The Board of Directors will assign responsibility for planning scientific meetings to the appropriate Committee(s).

SECTION B - ANNUAL BUSINESS MEETING

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

SECTION C - SOCIETY ADMINISTRATOR

A member of the California Thoracic Society or hired personnel shall serve as the Chapter Administrator of this Society. The Executive Committee may employ an administrator who shall be responsible for the day-to-day operations of the Society, subject to the direction and control of the Executive Committee and the President/Chair.

The administrator shall attend all the general meetings of the Executive Committee and such committee meetings as the President/Chair may designate.

The administrator shall have the full authority of a general agent of the Society to enter into contracts which have been approved by the Executive Committee, and to make presentations pertaining to Society policies and views. The administrator shall serve as an ex-officio non-voting member of the Executive Committee.

ARTICLE VII - COMMITTEES AND COUNCILS

There shall be Committees as provided by these Bylaws or created by the Board of Directors, or by the President. These Committees, unless otherwise specified, shall be appointed, and serve for the fiscal year and/or at the discretion of the Executive Committee. Committees include Membership, Nominating, Education, Health Care Policy, Clinical Practice, Pediatrics, and Career Development. See Section B below.

SECTION A - APPOINTMENT

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

SECTION B - STANDING COMMITTEES

There shall be the following standing Committees: Membership, Nominating, Education, Health Care Policy, Pediatrics, Clinical Practice, and Career Development. Establishment of additional committees will be based on the consensus of the Board of Directors.

1. The **Executive Committee** shall consist of the following voting officers: President, President-Elect, Secretary, Treasurer, Immediate Past President, and the Representative(s) to the ATS Council of Chapter Representatives. 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 of its actions to the Board of Directors at its next regular meeting. The President shall report to the Board of Directors twice yearly or more frequently at the request of the Executive Committee or 3 or more members of the Board of Directors.

The Executive Committee may put forth a charge or annual benchmarks to specific Committees as necessary for the goals of the Society.

2. The **Membership Committee** shall assist in describing categories of members. It shall be active in recruiting qualified individuals and institutions for membership in the Society.

3. The **Nominating Committee** shall consist of the Chair of the Nominating committee, Immediate Past President, and at least two members from the Active membership representing geographic and professional diversity of the Society. At least two members shall not be members of the Board of Directors. No member shall serve more than two consecutive years. A member shall not be eligible for an additional term until two years have elapsed after completion of current term. Two or more members may not be from the same institution.

Every two years, the Committee shall nominate a Chair and new members of the Nominating Committee. New members will include due regard to the proper representation of the interests of the membership including gender, ethnicity, geographic and professional diversity.

A call for nominations for the office of the Treasurer will be announced to membership by email or other accessible technology in September by the Nominating Committee. This Committee will review nominations proposed by membership and selects the final slate of two candidates on the ballot for voting. The final two candidates will be emailed to all CTS members to vote within a 30-day time frame.

The Committee evaluates the nomination and election process for officers and proposes operational improvements and strategies to ensure a fair process to generate nominations of a sufficient number of qualified candidates.

4. The **Education Committee** shall be responsible for the overall policy and program planning for all CTS educational activities including educational conferences, in collaboration with CTS Executive Committee and Board of Directors. The Program Committee(s) shall be subcommittee(s) of the Education Committee responsible for, in cooperation with the Executive Director, planning educational conferences. Planning shall include, but not be limited to, the following tasks: securing speakers on topics of interest to the CTS membership; securing, as appropriate, continuing medical education (CME) credits for such conferences, and venue/date selection.
 - The educational conference Chair(s) shall be appointed by the President or nominated by the Education Committee Chair(s) and approved by the President. This term may be renewed at the discretion of the President. The conference Chair(s) oversees the educational CME activities of the conference and works closely with the Education Committee Chair(s).
5. The **Health Care Policy Committee** shall be responsible for the overall policy and liaison with ATS and California Medical Association regarding governmental policy and legislative issues relevant to CTS.

6. The **Pediatrics Committee** shall be responsible for the overall policy and program planning for all CTS pediatric educational activities and needs in collaboration with CTS Executive Committee and Board of Directors.

7. The **Clinical Practice Committee** shall be responsible for the overall policy and program planning for all CTS clinical practice activities and needs in collaboration with CTS Executive Committee and Board of Directors.

8. The **Career Development Committee** shall be responsible for program planning and coordinating resources to meet the needs of in-training members of CTS in collaboration with the CTS Executive Committee and Board of Directors.

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 e-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
Amended October 27, 2017
Amended August 27, 2019
Amended June 30, 2023
Amended June 21, 2024

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

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

- Executive Committee, 12/08
