

**THE CONNECTICUT CHAPTER OF THE AMERICAN
COLLEGE OF PHYSICIANS**

**ARTICLE I
OFFICES**

Section 1.1. The name of the Corporation shall be the Connecticut Chapter of the American College of Physicians, Inc.

Section 1.2. The Corporation may have such offices as the Council (as defined hereinafter) may from time to time determine.

**ARTICLE II
PURPOSES**

Section 2.1. The purposes of the Chapter are exclusively charitable and educational as set forth in the Certificate of Incorporation of the Chapter and include the organization of those members of the American College of Physicians who are members of the Chapter, in order to further the objects and purposes of the College.

Section 2.2. The Chapter is subject to any limitations and restrictions imposed on it by the Bylaws of the College or by any resolution passed by the Board of Regents of the College and if it does not comply with such restrictions the Chapter shall be required (without limiting any other actions which may be required of it), upon request of the College, to cease being a Chapter of the College or using the name of the College.

**ARTICLE III
MEMBERSHIP**

Section 3.1. Membership in the Chapter shall consist of those persons who are members of the College and whose mailing addresses for purposes of receiving notices and publications of the College are in Connecticut.

Section 3.2. A Chapter member shall automatically be accorded the same class of membership as such member holds in the College. Only a Chapter member who belongs to the Member, Fellow, or Master class of membership shall be entitled to hold an office of the Chapter or vote on Chapter matters, provided, however, that other members may vote in the election of members of advisory boards or committees composed solely of members of such class and may be appointed to serve as a voting member of a chapter committee.

ARTICLE IV
MEETINGS OF MEMBERS

Section 4.1. All meetings of the members shall be held at within the State of Connecticut, in locations as the Council shall determine.

Section 4.2. An annual meeting of the members shall be held each year (typically in October) for the election of Council members and officers, at such time as the Council shall determine. This annual meeting will usually coincide with the annual scientific and educational meeting described in Section 8.8. Notwithstanding the foregoing, the selection of Council members and officers may be held by mail as set forth in Section 8.4 below. Special meetings of the members may be called at any time by either 1) the President (also known as Governor), 2) any two members of the Council or 3) at least ten percent of the members of the Chapter entitled to vote upon written request delivered to the Executive Director of the Chapter.

Section 4.3. Written notice of any meeting of members, stating the time, the place, and the general nature of the business to be transacted, shall be served not less than ten nor more than sixty (60) days before such meeting.

Section 4.4. Except as may be otherwise provided by statute or by these Bylaws, a quorum for the transaction of business at any meeting shall consist of those members entitled to vote who are present in person. One or more members may participate in any meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and all members so participating shall be deemed to be present in person at the meeting.

Section 4.5. Except as may be otherwise provided by statute or by these Bylaws, the vote of a majority of the members entitled to vote who are present in person shall decide any question brought before any meeting.

ARTICLE V
COUNCIL

Section 5.1 The Council shall consist of the Governor of the Connecticut Chapter who shall function as the president of the Chapter, the Governor-Elect, if any, the , secretary/treasurer, the chair(s) of the CT Council of Associates and the CT Council of Young Physicians and eight or more Chapter members, the number of whom shall be set from time to time by the Council. At least two thirds of the Council members (other than officers) shall be elected by members of the Chapter entitled to vote at each meeting of the members, and the remaining Council members shall be appointed by the Governor. Medical student leaders of internal medicine interest groups at Yale and the University of Connecticut will be invited to attend all Council meetings as *ex officio* members of the Council. Council members (other than officers) shall serve staggered two year terms and until their successors are seated on the Council. As nearly as possible, an equal number of council member terms shall expire each year. All elected Council members must participate actively in the committee structure of the Chapter, either as chairs or as active committee members.

Section 5.2. Council membership shall attempt to reflect the diversity among ACP members within the State of Connecticut with respect to geographic location, generalists vs. sub-specialists, private practice vs. research/academic careers, and ethnicity and gender.

Section 5.3. Vacancies in the elected Council positions (other than among the officers), including vacancies resulting from an increase in the number of members constituting the Council, shall be filled by a majority vote of Council.

Section 5.4. The duties of the Council shall be those ordinarily performed by a Board of Directors of a corporation. The Council shall manage the business and affairs of the Chapter, and may exercise all such powers of the Chapter and do all such lawful acts and things as are not by statute or by these Bylaws directed or required to be exercised and done by the members of the Chapter or by the President of the Chapter.

Section 5.5 Council members are expected to attend a minimum of 60% of Council and Annual Chapter meetings occurring within their two year term in order to be eligible for re-nomination to the Council.

ARTICLE VI **COUNCIL MEETINGS**

Section 6.1. The meetings of the Council may be held at such place within Connecticut or elsewhere as a majority of the Council members may designate from time to time or as may be designated in the notice calling the meeting.

Section 6.2 As practicable, regular meetings of the Council shall be held quarterly, at such times and places as shall be determined from time to time, by resolution of the Councilor recommendation of the President. Notice of each regular meeting of the Council shall specify the time and place of the meeting and shall be given each Council member at least thirty days before the meeting.

Section 6.3. Special meetings of the Council may be called by the President upon written request of any four members of the Council on 72 hours notice to each Council member. Notice of each special meeting of the Council shall specify the time and place of the meeting.

Section 6.4. A majority of Council members shall constitute a quorum for the transaction of business, and the acts of a majority of the Council members present at a meeting at which a quorum is present shall be the acts of the Council, except as may be

otherwise specifically provided by statute or by these Bylaws. If a quorum shall not be present at any Council meeting, the Council members present may adjourn the meeting. It shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted other than by announcement at the meeting at which such adjournment is taken.

Section 6.5. One or more Council members may participate in a meeting of the Council by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and all Council members so participating shall be deemed to be present in person at the meeting.

Section 6.6. Any action which may be taken at a meeting of the Council may be taken without a meeting if a consent or consents in writing or via e-mail setting forth the action so taken shall be signed by a majority of the Council members and shall be filed with the Executive Director of the Chapter and with the minutes of the proceedings of the Council.

ARTICLE VII **OFFICERS**

Section 7.1. The officers of the Chapter shall be a Governor (President), Governor-Elect, if any, and a Secretary/Treasurer. The officers shall be members of the Chapter.

Section 7.2. The Secretary/Treasurer shall be elected by the members of the Council entitled to vote at the next Council Meeting following the annual meeting as set forth in Section 7 and 10 below. He/she shall serve in this office until the next annual meeting of the members and until the new Council members are duly elected. Notwithstanding the foregoing, the Secretary/Treasurer may be elected by mail ballot as set forth in Section 8.4 below.

Section 7.3. The Secretary/Treasurer may be removed by the Council whenever, in its judgment, the best interests of the Chapter will be served thereby. If the office of the Secretary/Treasurer becomes vacant because of removal by the Council, death, resignation or any other reason, such vacancy shall be filled by a majority vote of the Council. for the remainder of the Secretary/Treasurer's one year term. If the President ceases to serve, the Governor-Elect shall become Governor. In the absence of such Governor-Elect, the Secretary/Treasurer shall serve as Acting- Governor until a new Governor is selected pursuant to the Bylaws of the College.

Section 7.4. The Council may appoint such other officers, assistant officers and agents as the needs of the Chapter may require who shall hold their positions for such terms and shall have such authority and shall perform such duties as from time to time shall be determined by resolution of the Council.

Section 7.5. The salaries and expense allowances, if any, for all officers and agents of the Chapter shall be determined by the Council.

THE GOVERNOR (PRESIDENT)

Section 7.6. The Governor shall be elected pursuant to the provisions of the Bylaws of the College and shall serve for such term and shall perform such functions as are set forth in such Bylaws. The President (1) shall preside at all meetings of the members and of the Council; (2) attend meetings of the committees at his/her discretion; (3) shall act as a liaison between the Chapter and (a) the College and (b) other Chapters; (4) shall report periodically to the College's Board of Governors on activities of the Chapter, (5) shall promote applications for membership in the College and evaluate the recommendations of the chapter's Credentials/Membership Committee for such membership; and (6) shall perform such other duties shall be the chief executive officer of the Chapter and shall see that all orders and resolutions of the Council are carried into effect.

Section 7.7. The President shall execute bonds mortgages and other contracts where required by law to be signed and executed, except where the signing and execution thereof shall be expressly delegated by the Council to some other officer or agent of the Chapter.

THE GOVERNOR-ELECT

Section 7.8. The Governor-Elect, when selected, shall perform the functions of the Governor in the absence of the Governor.

THE SECRETARY/TREASURER

Section 7.9. The Secretary/Treasurer shall be elected from the existing Council members annually at the next Council meeting following the Annual Meeting. The members of the Council and the President will vote by closed ballot. A majority vote is required and a quorum must be present

Section 7.10. The Secretary/Treasurer shall maintain custody of the Chapter funds and securities, shall keep full and accurate accounts of receipts and disbursements and shall deposit all funds of the Chapter in such depositories as shall be designated by the Council. Any disbursement over twenty-five hundred (2,500) dollars will require the signature of two of the following three individuals: the Governor, Secretary/Treasurer, or the Executive Director.

Section 7.11. The Secretary/Treasurer shall pay all bills and expenses of the Chapter and report to the Council, as requested, but at least quarterly, on all transactions and the financial condition of the Chapter.

Section 7.12. If required by the Council, the Secretary/Treasurer shall give the Chapter a bond in such sum, and with such surety or sureties as may be satisfactory to the Council, for the faithful discharge of the duties of the office.

Section 7.13 The Secretary/Treasurer is responsible for maintaining minutes of the annual meeting of members and meetings of the Council.

ARTICLE VIII
COMMITTEES

Section 8.1. The President and the Council shall define and maintain a formal committee structure to be reviewed at least annually. Call chairs of the permanent, standing committees defined in Sections 8.2 through 8.10 shall be members of the Council. In addition, the Council may create new standing or temporary committees supplementary to those designated annually or provided for in these Bylaws. The creation of such committees and the appointment of chairs of these committees must be approved by a majority of the Council. Such committees shall have such duties and responsibilities as the Council may deem appropriate. The chairs of all standing and supplementary committees who are not otherwise members of the Council will be invited to and serve as *ex officio* members of the Council.

NOMINATIONS AND AWARDS COMMITTEE

Section 8.2 The President shall annually appoint a Chair for the Nominations and Awards Committee. The committee shall consist of not less than three members of the Chapter. The chair shall be a member of the Council. The President may serve as a nonvoting member of the Committee.

Section 8.3 The Committee shall nominate candidates for the Council and for the position of Governor-Elect of the Chapter when appropriate.

Section 8.4 The Committee shall submit to the Council at least one month prior to the annual meeting of the members a list of candidates for the Council. However, at the annual meeting of the members the floor shall be open for the nomination, by members entitled to vote, of additional candidates. In such event, only those candidates nominated in accordance with that procedure and those duly nominated by the Nominations and Awards Committee shall be eligible for election. Notwithstanding the foregoing, the Council may determine to conduct such elections by mail ballot in lieu of a meeting of the members and in accordance with state law, in which case the election shall be held as determined by resolution of the Council.

Section 8.5 The Committee shall submit to the national Governors Subcommittee on Nominations as requested by the College the names of two candidates for the position of Governor-Elect of the Chapter. The two candidates must be nominated from among the chapter's Masters and Fellows, neither candidate having previously served as Governor in that Chapter. The election process will be conducted pursuant to the Bylaws of the College.

Section 8.6 The Nominations and Awards Committee shall also be responsible for bringing forth nominees for annual Connecticut Chapter Awards and awards from the national American College of Physicians. The Committee will be responsible for

identifying and promoting the nomination of candidates for Mastership in the College from the State of Connecticut.

SCIENTIFIC PROGRAM COMMITTEE

Section 8.7 Annually, the President shall appoint a Scientific Program Committee of the Chapter, the Chairperson of which shall be a Council member. The President shall serve as a nonvoting member of the Committee.

Section 8.8 The Committee shall plan the annual scientific and educational meeting for the State of Connecticut and other regional scientific and educational meetings as the Council may designate.

HEALTH AND PUBLIC POLICY COMMITTEE

Section 8.9 The President shall annually appoint a Health and Public Policy Committee of at least three members of the Chapter, the Chair of which shall be a member of the Council. The President shall serve as a nonvoting member of the Committee.

Section 8.10 The Committee shall keep abreast of technological and public policy developments in the areas of medical practice, health care and the organization and delivery of health services and make such recommendations to the Council as it deems appropriate.

ARTICLE IX

GENERAL PROVISIONS

REPORT TO MEMBERS

Section 9.1. The Council shall submit at the statewide annual meeting of the members the audited report of and the finances of the Chapter for the preceding year.

CHECK AND NOTES

Section 9.2. All checks or demand for money and notes of the Chapter shall be signed by such officer or officers and/or Executive Director as the Council may from time to time designate.

Section 9.3. The fiscal year of the Chapter shall be from July 1 of one year to June 30 of the following year.

NOTICES

Section 9.4. Whenever, under the provisions of the statutes of the Articles of Incorporation or of these Bylaws, notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof through the mail or by telegram, charges prepaid, or by facsimile transmission or electronic mail, or by recognized

delivery service to the appropriate address appearing on the books of the Chapter or supplied by him to the Chapter for the purpose of notice. Notice shall be deemed to have been given when delivered in person, or sent by facsimile or electronic mail or one day after being deposited in the mail or with a recognized delivery service or sent by telegram.

Section 9.5. Whenever any written notice is required to be given by statute or by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent of the giving of such notice. Except in the case of a special meeting of members, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of any person entitled to vote at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

LIABILITY AND INDEMNIFICATION

Section 9.6. A Council member shall not be personally liable for monetary damages as Council member for any action taken, or any failure to take any action, unless the Council member has breached or failed to perform the duties of Council member and the breach or failure to perform the duties of Council member and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, the foregoing provision shall not apply to the responsibility or liability of a Council member pursuant to any criminal statute or the liability of a Council member for the payment of taxes pursuant to local, state or federal law.

Section 9.7. Subject to any limitations imposed by statutes, the Chapter shall indemnify any officer, Council member or employee who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Chapter) by reason of the fact that such person is or was a representative of the Chapter, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Chapter, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to these Bylaws in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Chapter, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Chapter unless and only to the extent that the court determines upon application that, despite circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

Section 9.8. Unless ordered by a court, any indemnification under Section 9.7 or otherwise permitted by law shall be made by the chapter only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the applicable standard of conduct set forth under that section has been met. Such determination shall be made by the Council by a majority vote of a quorum consisting of Council members who were not parties to the action or proceeding; if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Council members so directs, by independent legal counsel in a written opinion; or by the members.

DUES AND FEES

Section 9.9. Dues shall be established by the Governor's Council annually. The annual dues for the various classes of membership shall not exceed the annual dues for the same respective classes of membership in the College. The annual dues shall not be assessed against any member who is exempt from the payment of annual dues to the College, unless such member is exempt solely because of the payment of a life membership fee to the College.

Section 9.10. All dues, fees and assessments shall be collected by the College and remitted to the Chapter.

CHAPTER MANAGEMENT

Section 9.11 An Executive Director (who need not be either a member or physician) may be selected by the Council and contracted by the Chapter to assist the Governor, the Council and the Chapter in the conduct of its business. It is anticipated the Executive Director will be designated by the President to record all the votes of the Chapter and the minutes of all the transactions. The Secretary/Treasurer remains responsible for maintaining such minutes.

ARTICLE X **AMENDMENTS AND FUNDAMENTAL CHANGE**

Section 10.1. The Articles of Incorporation or Bylaws may be altered, amended or repealed by a majority vote of the members entitled to vote thereon at any regular or special meeting duly convened after notice to the members of that purpose, or, to the extent permitted by law, by a majority vote of the members of the Council at any regular or special meeting duly convened, subject always to the power of the members to change such action by the Council members; provided however, that no such fundamental change as the foregoing or such as a merger, division, or dissolution shall be effective without the approval of the Board of Regents of the College.