



Bylaws of the General Thoracic Surgical Club

ARTICLE I. NAME, OBJECTIVES, AND OFFICES

Section 1.01. Name

The name of this organization shall be the General Thoracic Surgical Club.

Section 1.02. Objectives

The purposes of this organization shall be to:

1. associate surgeons with a major interest in general thoracic surgery for the purpose of disseminating knowledge and sharing experience,
2. to improve the basic standards and practice of general thoracic surgery,
3. and to foster basic and clinical research and the professional development of its members and surgeons entering the field.

Section 1.03. Registered Office

The registered office of this Club in Minnesota shall be located at 1935 County Road B2 W, Suite 165, Roseville, MN 55113, or at such other location as may be designated by the Executive Committee and properly filed with the Minnesota Secretary of State.

Section 1.04. Other Offices

This Club may have such other offices, within or without the State of Minnesota, as the Executive Committee may from time to time determine.

ARTICLE II. MEMBERSHIP AND MEETINGS OF MEMBERS

Section 2.01. Membership

The members of this Club shall be general thoracic surgeons who have been accepted as members by the Executive Committee. Eligibility requirements for each membership category are set forth in these Bylaws. Categories of membership shall be Active, Senior, Honorary, and Candidate.

The Executive Committee shall review and act upon applications for membership in accordance with policies and procedures adopted by the Executive Committee.

The annual dues for each category of membership, and any dues exemptions, shall be determined by the Executive Committee.

Section 2.02. Active Membership

Applicants for Active Membership must hold board certification in thoracic or cardiothoracic surgery in their country, have been in practice for a minimum of two (2) years following completion of formal training in thoracic surgery, and have devoted more than fifty percent (50%) of their clinical practice to general thoracic surgery during the year preceding application.

Section 2.03. Candidate Membership

Applicants for Candidate Membership must be medical students, general surgery residents, thoracic (cardiothoracic) surgery residents, thoracic surgery fellows, or individuals who have completed formal surgical training but do not yet meet the requirements for Active Membership. Candidate Members must be enrolled in, or have completed, an accredited training program in general and/or thoracic surgery.

Candidate Members who meet the requirements for Active Membership set forth in Section 2.02 must apply for Active Membership.

Candidate Members may not remain in this membership category for more than six (6) years following completion of an accredited thoracic surgery training program.

Section 2.04. Senior Membership

Active Members in good standing who have reached age sixty-five (65) or whose practices have been limited because of disability are eligible for Senior Membership. Alternatively, Active Members aged sixty-one (61) or older who have retired from employment in medicine and no longer receive income from employment in medicine may also be considered for Senior Membership.

Senior Members are not required to pay annual dues and may attend the Annual Meeting at the Active Member rate plus one year's dues.

Section 2.05. Honorary Membership

Honorary Membership may be granted by the Executive Committee to individuals who have provided distinguished service to the Club or made significant contributions to the field of general thoracic surgery. Honorary Members are exempt from annual dues.

Section 2.06. Annual Meetings

The Executive Committee shall determine the meeting date, time, and location of their Annual Meeting. Notice of meetings shall state the time, place, and purpose and shall be delivered to each member, either by mail or in electronic format as shown on the records of this Club. Notice shall be delivered not fewer than thirty (30) days before the meeting, excluding the day of the meeting.

Section 2.07. Special Meetings

Special meetings of members may be held at any time and for any purpose, and may be called by the Chair, any two members of the Executive Committee, or by ten percent (10%) or more of the voting members. Notice of such special meetings shall be sent to the members as far in advance as is convenient. Each notice shall state the time and place of the meeting but need not state its purposes except as otherwise herein expressly provided.

Section 2.08. Meetings by Electronic Communication

Meetings of the Executive Committee and its committees may be conducted by telephone, video conference, or other electronic means that allow all participants to communicate simultaneously. Participation by electronic means constitutes attendance and presence in person for all purposes, including quorum and voting requirements.

Section 2.09. Authorization without a Meeting

The Executive Committee may act without a meeting if all Executive Committee members agree to the action in writing, including by email or other electronic communication. Such action shall be deemed an official act of the Executive Committee.

Section 2.10. Quorum; Manner of Acting; Adjourned Meetings

A majority of the voting members present at an Annual Meeting shall constitute a quorum for the transaction of business.

Forty percent (40%) of the total number of Executive Committee members, but not fewer than two (2), shall constitute a quorum for the transaction of business at any meeting of the Executive Committee. Removal of the Chair or Vice-Chair shall require the affirmative vote of a majority of the total Executive Committee.

Unless otherwise required by these Bylaws or applicable laws, a motion shall be approved by a majority vote of those present and voting.

Section 2.11. Election of Officers & Executive Committee Members

Officers and Executive Committee members shall be elected by the voting members in accordance with procedures established by the Executive Committee. The Nominating Committee shall oversee the nomination process and preparation of election slates. To be eligible for election as an Officer, a member must have previously served on the Executive Committee. To be eligible for election as an At-Large Committee Member, a member must have attended at least three (3) of the preceding five (5) Annual Meetings.

ARTICLE III. OFFICERS & EXECUTIVE COMMITTEE

Section 3.01. General Powers

The Executive Committee shall manage the property, affairs, and business of this Club.

Section 3.02. Officers

The Officers of the Club shall be Chair, Vice Chair, and the Secretary-Treasurer. Officers shall be elected by the voting members in accordance with procedures established by the Executive Committee. To be eligible for election as an Officer, a member must have previously served on the Executive Committee.

At meetings of the Executive Committee, the Chair shall preside. In the absence of the Chair, the Vice Chair shall preside. The Secretary-Treasurer, or another person designated by the Chair, shall serve as secretary of the meeting.

Section 3.03. Chair

The Chair shall serve as the principal elected leader of the Club and shall preside at all meetings of the members and the Executive Committee. The Chair shall provide leadership and oversight on behalf of the Executive Committee and work with the Executive Director and Executive Office to ensure implementation of the policies and directives of the Executive Committee. The Chair shall perform other duties as prescribed by these Bylaws or by the Executive Committee.

Section 3.04. Vice-Chair

The Vice Chair shall work closely with the Chair of Clinical Trials to support the planning and execution of the Robert J. Ginsberg Clinical Trials Day. The Vice Chair shall perform the duties of the Chair in the absence or incapacity of the Chair and shall perform such other duties as may be assigned by the Executive Committee. Upon completion of the Vice Chair's two-year term, the Vice Chair shall succeed to the office of Chair.

Section 3.05. Secretary/Treasurer

The Secretary-Treasurer shall keep a record of the proceedings of all meetings, certify official records, maintain or cause to be maintained a current roster of members, oversee the funds and financial records of the Club, and perform such other duties as may be assigned by the Executive Committee. The Secretary-Treasurer shall serve a four-year term and may serve no more than two consecutive terms.

Section 3.06. Chair of Clinical Trials

The Chair of Clinical Trials shall be responsible for the planning and execution of the Robert J. Ginsberg Clinical Trials Day and shall work in coordination with the Vice Chair. The Chair of Clinical Trials shall be elected by the voting members in accordance with procedures established by the Executive Committee and shall serve a four-year term. The Executive Committee may authorize an additional consecutive term when deemed to be in the best interests of the Club.

Section 3.07. Executive Committee

The Executive Committee shall consist of the Chair, Vice Chair, Secretary-Treasurer, Chair of Clinical Trials, and up to nine (9) At-Large Committee Members, each of whom shall be a member in good standing. No individual may hold more than one position on the Executive Committee at the same time.

Each At-Large Committee Member shall serve a three-year term and may serve no more than two consecutive terms. The number of At-Large Committee Members may be increased or decreased by the affirmative vote of a majority of the Executive Committee, provided that the Executive Committee shall consist of no fewer than six (6) members.

The Immediate Past Chair shall serve as a non-voting ex officio member of the Executive Committee and may attend Executive Committee meetings as requested by the Chair or the Executive Committee.

Drs. Peter C. Pairolero and Victor F. Trastek shall serve as non-voting ex-officio members of the Executive Committee until their deaths, resignation, or removal as hereafter provided.

Section 3.08. Resignation

Any Officer or member of the Executive Committee may resign at any time by providing written notice to the Chair, with a copy to the Executive Office. If the Chair resigns, written notice shall be provided to the Vice Chair, with a copy to the Executive Office. Members are encouraged to provide reasonable advance notice to facilitate succession planning whenever practicable. A resignation shall be effective on the date specified in the notice or, if no date is specified, upon receipt of the notice. Acceptance of the resignation shall not be required for it to become effective.

Section 3.09. Vacancies.

A vacancy in any elected position on the Executive Committee, however caused, shall be filled in accordance with procedures established by the Executive Committee.

Upon the death, incapacity, resignation, or removal of the Chair, the Vice Chair shall assume the duties and responsibilities of the Chair. If the Vice Chair is unable to serve, the Immediate Past Chair shall serve in an interim capacity until the vacancy is filled.

Vacancies in the offices of Chair or Vice Chair shall be filled from a candidate identified by the Nominating Committee and approved by a majority vote of the remaining members of the Executive Committee. Any individual selected to fill such a vacancy shall serve the remainder of the unexpired term.

Vacancies in the offices of Secretary-Treasurer, Chair of Clinical Trials, or At-Large Committee Member shall be filled by a vote of the membership in accordance with procedures established by the Executive Committee. Individuals elected to fill vacancies shall serve the remainder of the unexpired term.

Section 3.10. Removal

Any Officer may be removed, with or without cause, by the affirmative vote of a majority of the total Executive Committee at a meeting called for that purpose. Any resulting vacancy shall be filled in accordance with Section 3.09.

Any At-Large Committee Member or Chair of Clinical Trials may be removed, with or without cause, by the affirmative vote of a majority of the total Executive Committee at a meeting called for that purpose. Any resulting vacancy shall be filled in accordance with Section 3.09.

The Nominating Committee may recommend the removal of a member of the Executive Committee for violations of the Club's Code of Conduct or other matters referred to it under policies adopted by the Executive Committee.

Section 3.11. Proxies

Voting by proxy shall not be permitted.

ARTICLE V. COMMITTEES

Section 5.01. Committees

The Executive Committee may establish standing committees, task forces, and other working groups as it deems necessary to carry out the purposes of the Club. The Executive Committee shall determine the composition, authority, duties, and responsibilities of such committees and task forces.

Section 5.02 Nominating Committee

The Club shall maintain a Nominating Committee responsible for soliciting, reviewing, and recommending candidates for election to the Executive Committee. The Immediate Past Chair shall serve as Chair of the Nominating Committee. The composition, authority, duties, and procedures of the Nominating Committee shall be established by policies adopted by the Executive Committee.

Section 5.03. Program Planning Task Force

The Club shall maintain a Program Planning Task Force responsible for the development of educational programming for the Annual Meeting. The composition, duties, and operating procedures of the Task Force shall be established by policies adopted by the Executive Committee.

Section 5.04. Committee Administration

Unless otherwise provided by these Bylaws or by policies adopted by the Executive Committee, the Chair shall appoint the chair of each committee and task force. Committees and task forces may meet at such times and in such manner as determined by the chair or co-chairs of the committee or task force. Meetings may be conducted in person or by electronic communication. A majority of the members of a committee shall constitute a quorum, and action shall be approved by a majority of those present and voting.

ARTICLE VI. BOOKS OF RECORD, AUDIT, AND FISCAL YEAR

Section 6.01. Books and Records

The Executive Committee of this Club shall cause to be kept:

1. records of all proceedings of members, Executive Committee, Committees, and Task Forces; and
2. such other records and books of account necessary and appropriate to the conduct of the affairs of the Club.

Section 6.02. Documents Kept at Registered Office

The Club shall maintain copies of:

1. records of all proceedings of members, Executive Committee, Committees, and Task Forces;
2. all financial statements and other financial records of the Club; and
3. the Articles of Incorporation, Bylaws and all amendments and restatements.

Section 6.03. Fiscal year.

The fiscal year of the Club shall end on the 31st day of December of each year.

ARTICLE VII. WAIVER OF NOTICE

Whenever notice is required by these Bylaws or applicable law, a person entitled to receive such notice may waive the notice in writing before or after the meeting or action for which notice was required.

ARTICLE VIII. INDEMNIFICATION

To the fullest extent permitted by Minnesota law, the Club shall indemnify its Officers, Executive Committee members, committee members, and agents against expenses and liabilities incurred in connection with their service to the Club.

ARTICLE IX. AMENDMENTS

These Bylaws may be amended, repealed, or restated by the affirmative vote of at least two-thirds (2/3) of the Executive Committee at any meeting or by electronic vote, provided that a quorum is present.

ARTICLE X. DISSOLUTION

Upon dissolution of the Club, all assets remaining after payment of the Club's liabilities shall be distributed exclusively for charitable, educational, or scientific purposes to one or more organizations in the field of thoracic surgery that are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as determined by the Executive Committee.