



**BYLAWS OF  
THE AMERICAN THORACIC SOCIETY, Inc.**

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## ARTICLE I - NAME AND LOCATION

The name of this Society is the American Thoracic Society, Inc. ("Society" or "ATS"), a nonprofit corporation incorporated under the laws of the District of Columbia. The principal administrative office of the Society shall be in New York, New York or as otherwise determined by the Board of Directors.

## ARTICLE II - PURPOSES

The American Thoracic Society (ATS) is a non-profit, international, professional, and scientific society for respiratory, critical care and sleep-related medicine. The ATS is committed globally to the prevention and treatment of respiratory disease through research, education, patient care and advocacy. The long-range goal of the ATS is to decrease morbidity and mortality from respiratory disorders and life-threatening acute illnesses in people of all ages. In keeping with these goals, the American Thoracic Society interacts with both national and international organizations, which have similar goals.

## ARTICLE III - MEMBERSHIP AND DUES

1. **Types of Membership.** The membership of the Society shall consist of the following categories: Domestic (Full, Affiliate, Trainee), International and Special (Senior, Emeritus, Honorary, Subscribing, and State).

### Domestic

- **Full:** Full Domestic Members are those individuals who wish to have all the rights and privileges of membership in the ATS including the ability to hold office, vote in elections, and receive the greatest discounts on all products and services offered by the Society.

**Affiliate:** Affiliate Domestic Members are individuals who are not principally practicing or conducting research in pulmonary, critical care or sleep-related medicine but who wish to be associated with the ATS professionally and receive more limited membership benefits than Full members.

**Trainee:** Trainee Domestic Members are any individuals who are enrolled in any level of training in any accredited degree program or discipline related to pulmonary, critical care and sleep medicine and who wish to participate as full members during their training years.

### International

- **International:** Individuals residing in countries designated as high, upper middle, lower middle and low income by the World Bank shall pay a membership fee commensurate with their country classification. Individuals who pay a reduced membership fee will have the rights of a Full Domestic member as determined by the Board of Directors.
- **Trainee:** Individuals who are enrolled in any level of training in any accredited degree program or discipline who shall have the same rights of membership as Domestic Trainee members.

### Special

- **Senior Member.** Full members who are totally retired or individuals who have the presence of an income limiting permanent disability may apply to the Membership Committee for transfer to senior membership. Senior members shall have all the privileges of full members with the exception of holding office.
- **Emeritus Member.** Full members who have reached the age of 75, not yet retired, may apply for the status of Emeritus membership. Emeritus members shall have all the privileges of full members. Emeritus members shall not pay annual dues.
- **Honorary Member.** Individuals with a record of high achievement and singular contributions to the fields of pulmonary and/or critical care medicine and nursing may be proposed for Honorary membership by any member, and upon recommendation by the Membership Committee may be elected by the membership of the Society. Honorary members who are not members at the time

honorary membership is conferred, shall have all the privileges of full members with the exception of voting and holding office. Honorary members shall not pay annual dues.

2. **Dues.** Upon recommendation of the Finance Committee, the Board of Directors shall determine dues for all categories of membership. Any member who is delinquent in paying dues for a period of sixty days shall be notified of such failure and suspended as a member, and all member rights and privileges shall cease. If all dues are not paid within the succeeding thirty days, the membership is automatically terminated.

3. **Meetings.** There shall be a regular annual meeting of the members of the Society, at a time and place determined by the Board of Directors. A special meeting of the members shall be held when called by the Board of Directors or the president, or upon the written request of at least fifty(50) voting members at a time and place designated by the president. Notice of the time and place of a meeting of the members shall be published and distributed at least thirty (30) days before such meeting. Any action taken shall be communicated to the Board of Directors as a recommendation for further consideration and/or action by the Board of Directors.

4. **Expulsion Suspension, or Disciplinary Action.** Any member may be expelled or suspended for adequate reasons as determined by a two-thirds vote of the Executive Committee. Any member may be subject to reprimand by a two-thirds vote of the Committee on Ethics and Conflict of Interest (“Ethics Committee”) for violation of applicable conduct or conflicts of interest policies, in accordance with procedures adopted by the Board. The Ethics Committee may, upon a two-thirds vote, recommend other discipline, including suspension or expulsion, to the Executive Committee, which shall have the authority to impose any discipline by a two-thirds vote.

Failure to maintain eligibility for membership is adequate reason for expulsion and does not require advance notice. Any member who fails to meet any obligation or make any payments due to the Society shall have membership privileges suspended upon vote of the Executive Committee. Suspension shall continue until such obligations are met or all sums due to the Society are paid, whereupon such privileges may be reinstated by the Executive Committee.

Any member proposed for disciplinary sanction, including suspension or expulsion, shall be given advance written notice, including the reason for the disciplinary sanction, the opportunity to contest the proposed sanction in writing to the deciding Committee and, if sanctioned a final written decision of the deciding Committee. Any decision imposing a disciplinary sanction other than suspension of more than one year’s duration or expulsion is final.

The expelled member or a member suspended for more than one year may appeal the Executive Committee’s decision in writing to the Board of Directors within thirty (30) days of the date notice of the decision is sent to the member by the Executive Committee. The decision of the Board of Directors is final; the decision of the Executive Committee is final if not timely appealed. The Board of Directors will adopt policies and procedures from time-to-time governing disciplinary matters.

5. **Continuing Obligations.** Resignation, reprimand, suspension, or expulsion does not relieve a member from liability for dues, fees, or assessments or other obligations accrued and unpaid as of the effective date of such actions.

## ARTICLE IV - OFFICERS

### 1. General

(a) The officers of the Society shall be a president, a president-elect, a secretary, a treasurer, an immediate past president, and such other officers as the Board of Directors may from time to time appoint.

(b) All of the officers of the Society shall be elected by the members of the Society entitled to vote, with the exception of the treasurer and additional officer positions created by the Board. The terms of all the elected officers, except the treasurer shall be one year, commencing upon the adjournment of the meeting of the members at which they are elected, but all elected officers shall hold office until their successors are duly elected or appointed. Normally, the secretary will automatically succeed to the office of president-elect, the president-elect will automatically succeed to the office of president, and the president will automatically succeed to the office of immediate past-president to maintain the continuity of leadership for the Society.

(c) Elected officers shall be members of the Board of Directors, and shall have served on the Board of Directors for at least one year immediately prior to the date of assuming office with the exception of the secretary.

(d) The treasurer shall be selected by the Board of Directors based on recommendation from the Nominating Committee, serve for a term of three years, and not be in the presidential line of succession. The Board of Directors shall select the treasurer's successor prior to the final year of the treasurer's term, and the successor shall serve as "treasurer-elect" for one year prior to taking office as treasurer, during which time he or she will shadow the treasurer and serve as an observer on the Executive Committee.

(e) Members may vote in person or by mail ballot, be it paper or electronic, for officers in accordance with the policies and procedures adopted by the Board of Directors. The completed ballot must be received at the office of the Society not less than two weeks prior to the date of the annual meeting of the members. Whenever there is more than one nominee for the same office, voting shall be by secret ballot. The nominee receiving a plurality of the votes cast shall be declared duly elected.

(f) An elected officer may be removed for adequate reasons by a two-thirds vote of the Board of Directors, with the officer being considered for removal not participating in the vote. An officer removed by this process may appeal the decision in writing to a three-member panel appointed by the president. The decision of the panel is final.

(g) No elected officer shall be eligible for re- election to the same office.

(h) In the case of an officer's death, resignation, removal, or inability to function as an officer, the following succession will occur:

In the case of the president, the president-elect shall become the president and the secretary shall become the president-elect.

- In the case of the president-elect, the secretary shall become president-elect.
- In the case of the secretary if a vacancy occurs during the first six (6) months of the elected term, a general election will be held to replace the secretary. If it occurs during the last six (6) months of the term, the secretary position will remain vacant for the remainder of the term.

- In the case of the treasurer, if a treasurer-elect is currently serving, he or she will become the treasurer. Otherwise, the Nominating Committee shall recommend, and the Board of Directors shall elect from among the Board of Directors a new treasurer to assume these duties for the remainder of the term.

(i) Officers shall be reimbursed for authorized expenses. The Board of Directors has the discretion to authorize reimbursement of officer position, services and administrative expenses as appropriate.

## **2. Duties.**

(a) All officers shall perform the duties and have the powers commonly incident to their respective offices and any and all other powers and duties prescribed by the Board of Directors and the bylaws.

(b) The president shall preside at all meetings of the Board of Directors and the meetings of the members of the Society, and shall be an ex-officio member of the Finance Committee.

(c) The treasurer shall chair the Finance Committee.

(d) The president-elect and secretary shall serve as members of the Finance Committee.

## **ARTICLE V - BOARD OF DIRECTORS**

**1. Directors.** The governing body of the Society is the Board of Directors, which has authority and responsibility for the supervision, control, and direction of the Society in accordance with the bylaws and the Board of Directors' fiduciary duties under applicable law.

**2. Composition.** The Board of Directors shall consist of the president, president-elect, immediate past president, secretary and treasurer, a representative from each assembly, the chair of the Council of Chapter Representatives, three presidential appointees, the chair of the ATS Public Advisory Roundtable, and the ATS Chief Executive Officer. The ATS Chief Executive Officer shall be non-voting.

(a) The members representing the assemblies shall each be the duly elected chair of their respective assembly and shall serve on the Board of Directors for a two-year term.

(b) The three presidential appointees shall serve a one-year term but may be re-appointed for a maximum of three years.

(c) If a member of the Board of Directors who is not an officer, or otherwise not described in sections (a) and (b) above, fails to complete a term because of death, resignation, removal, or inability to function, that part of the ATS structure represented by the member shall name the replacement.

(d) Service to fill a vacant position on the Board of Directors with a remaining term of less than one year shall not count toward the limitations on eligibility to serve as a member of the Board of Directors. Presidential appointee vacancies shall be filled by the President.

**3. Meetings of the Board of Directors.** The Board of Directors shall meet at least three times annually upon call by the president or upon written request of any seven (7) members of the Board of Directors. A majority of voting members of the Board of Directors shall constitute a quorum. Notices of each meeting and a statement of its purpose shall be provided by any reasonable means to the members of the Board of Directors at least fifteen (15) days before such meetings.

**4. Removal of Directors.** A Director may be removed with or without cause, as designated by D.C. Code § 29-406.08. In addition, the Board of Directors may, by majority vote, remove any Director for violation

of the statutory requirement that directors act in good faith and in a manner the director believes to be in the best interests of the nonprofit organization.

## **ARTICLE VI - COMMITTEES**

1. **General.** There are four different committee structures within the Society:

(a) **Executive Committee.** The Executive Committee shall consist of the following six (6) members: the president, the president-elect, the immediate past president, the secretary, the-treasurer, and the ATS Chief Executive Officer as an ex-officio, non- voting member. The Board of Directors empowers the Executive Committee to direct and conduct the general activities and business of the Society between meetings of the Board and to report its activity to the Board of Directors.

(b) **Standing.** Standing committees are appointed annually by the president to conduct the business of the Society as required by the bylaws. Standing committees are permanent committees mandated by the bylaws and are the Membership Committee, Nominating Committee, Publications Policy Committee, International Conference Committee, Planning and Evaluation Committee, Education Committee, Finance Committee and Ethics and Conflict of Interest Committee.

(c) **Ad hoc.** Ad hoc committees are appointed by the president, and reviewed annually by the Executive Committee, and carry out the charge provided by the president.

(d) **Other.** The president may nominate or appoint members of the Society to serve on committees of other organizations when such action will aid in advancing the purposes of the Society. The president may also appoint joint committees, to act in concert with other organizations for a particular purpose.

2. **Appointment.** The president shall appoint the chair and members of all committees unless otherwise provided by the Board of Directors or these bylaws. All committees shall have their duties set forth in writing as the Executive Committee may determine. The president may remove any member of a committee other than the Executive Committee prior to expiration of the members' term.

3. **Discharge of Committees.** Unless the Board of Directors or the bylaws otherwise provide, the members of all committees shall be automatically discharged at the end of the term of the president by whom they were appointed.

4. **Composition of the Committees.** Unless otherwise provided by these bylaws, such committees shall have as many members as the Board of Directors shall determine. The president, with the approval of the Board of Directors, may appoint voting or non-voting representatives from other organizations to committees regardless of their membership in the Society.

5. **Membership Committee.** The Membership Committee shall make recommendations to the Board regarding dues and privileges for each type of membership. The committee shall promote membership, and periodically assess the needs of the members.

6. **Nominating Committee.**

(a) The Nominating Committee shall consist of seven (7) members. The chairperson shall be appointed by the president and may serve no more than three consecutive years. Six other members of the Society shall be elected by the Board of Directors from the general membership. No member of the Board of Directors may be a member of the Nominating Committee. No member elected by the Board shall serve

for more than three consecutive years. The Nominating Committee shall issue an annual call for nominations for secretary and a triennial call for nominations for treasurer from the general membership.

(b) The Nominating Committee shall present annually to the members of the Society its slate of nominees for election as officers of the Society, and such officers shall be elected by the membership.

(c) The slate of nominees for the Society's officer positions for election by in-person or mail ballot, be it paper or electronic, shall be circulated to the full membership at least 60 days prior to the annual meeting of the members.

(d) The Nominating Committee shall present to the Board of Directors its nominee for treasurer of the Society. After an initial appointment, a treasurer-elect nominee will be presented to the Board after two years of the three-year term, and every three years thereafter.

#### **7. Publications Policy Committee.**

(a) There shall be a standing Publications Policy Committee responsible for the broad editorial policies of the official journals and other publications of the Society. The voting members of the committee select the editors of these publications and recommend their appointment to the Board of Directors for approval. The committee shall also evaluate the performance of the editors. The committee determines the general policies for the publications and acts as an advisory group to the editors of these publications. The committee shall regularly evaluate the overall publications needs of the Society and, when necessary, recommend appropriate changes in the publications program.

If consideration to remove an editor-in-Chief arises, such removal shall be effected only by a majority of the voting members of the Publications Policy Committee.

An editor-in-Chief removed by this process may appeal the decision in writing to the Board of Directors within 30 days of notification. The Board of Directors must act on the appeal within 30 days of receiving it. The Board of Directors' decision is final.

(b) The Publications Policy Committee shall meet at least once a year. Its membership shall include the ATS Chief Executive Officer, and the editors-in-Chief of the scientific publications, all of whom are non-voting, and at least five (5) voting members appointed by the president. These individuals need not be members of the Society, but shall be chosen for their experience and expertise in scientific affairs or management of scientific publications.

**8. International Conference Committee.** The International Conference Committee shall consist of two (2) members from each assembly, consisting of the program chair and program chair-elect, and up to three (3) members appointed by the president. The members shall make all arrangements for the scientific sessions of the ATS International Conference.

**9. Planning and Evaluation Committee.** The Planning and Evaluation Committee shall consist of at least nine (9) members chosen with due regard for the proper representation of the interests and mission of the Society. This committee shall keep under continuous review the entire operations of the Society to determine those changes deemed desirable in any of its activities to further its purpose.

**10. Education Committee.** This committee shall be responsible for developing and overseeing the implementation of all educational activities of the Society. Specifically, the committee shall develop a strategy for accomplishing the Society's educational goals whether directly sponsored by ATS or in cooperation with other societies. In addition, the committee will review and recommend to the Board of Directors any educational programs proposed by any other components of the Society.

**11. Finance Committee.** The Finance Committee shall develop the Society's proposed budget for the ensuing year. The Program and Budget Committee will also review proposals for programmatic activities as well as the operating costs of the Society, and review sources and amounts of revenue in comparison with current projections, and will identify potential new revenue sources. The Committee will monitor performance against budget and, as necessary, recommend modifications in allocations to maintain a balance between financial and programmatic goals.

In addition, the Finance Committee shall be responsible for the overall fiscal policies and operations of the Society by:

- a. reviewing fiscal policies, guidelines, operations and procedures of the Society,
- b. recommending to the Board of Directors, for its approval, the selection of an independent auditing firm to conduct an audit of the financial statements of the Society,
- c. presenting to the Board of Directors annually the audited statements of the Society,
- d. establishing investment policies of the American Thoracic Society and reviewing the investments of the ATS,
- e. reviewing the gift and contribution acceptance policies, as well as the grants and sponsorship policies of the Society, and
- f. reporting to the Board of Directors on all of the above charges.

**12. Committee on Ethics and Conflict of Interest.** The Committee on Ethics and Conflict of Interest ("Ethics Committee") may be comprised of Directors and/or members of the Society who are appointed by the President. The Ethics Committee shall review reports of violations of the Society's conduct and conflicts of interest policies by directors or members of the Society and may impose disciplinary sanctions, in accordance with these Bylaws and the policies and procedures adopted by the Board. The Ethics Committee shall not have authority to review complaints against or impose disciplinary sanctions on employees of the Society.

#### **ARTICLE VII - CHAPTERS AND COUNCIL OF CHAPTER REPRESENTATIVES**

**1. Chapters.** A chapter is an organization of persons interested in furthering the purposes of the Society who are eligible for membership in the Society and whose organization, representing a state or other geographical area, has been approved as a chapter of the Society by the Board of Directors in accordance with these bylaws.

**2. Qualifications.** A chapter shall be reviewed by the Membership Committee in consultation with the Council of Chapter Representatives and deemed eligible if its officers are full members of the Society, it submits all reports required by the ATS Board of Directors, it elects and sponsors a representative to the Council of Chapter Representatives; and adopts bylaws, which shall not conflict with the bylaws of the Society.

**3. Council of Chapter Representatives.** The Council of Chapter Representatives shall be responsible for consideration of professional matters and programs in patient care, education, or research, which are consistent with the purposes of the Society, and of particular interest to the chapters. All actions,

statements, and programs of the Council of Chapter Representatives, which reflect the position of the Society, shall require approval by the Board of Directors.

**4. Council Membership.** The Council of Chapter Representatives shall consist of members of the Society who are the elected representative councilors of each of the chapters according to these bylaws. Such representatives shall serve a three-year term and shall not be elected for more than two consecutive terms. Vacancies occurring among the representative councilors shall be filled by the respective chapters.

(a) Each qualified chapter shall be entitled to one (1) representative councilor, and if its membership includes 200 or more full members of the Society, it shall be entitled to one (1) additional representative councilor. The representative councilors of a chapter shall be elected by the members of a chapter who are full members of the Society. The term of the councilors will begin after the Council of Chapter Representatives annual meeting.

(b) The chair, and chair-elect of the Council shall each serve on the ATS Board of Directors. The chair-elect shall be a non-voting observer.

**5. Officers.** Officers shall include the chair, the chair-elect, the immediate past chair, and a secretary elected by the representative councilors to serve one-year terms. Nominations for these offices shall be presented to the councilors according to a procedure developed by the Council of Chapter Representatives and approved by the ATS Board of Directors.

**6. Committees.** There shall be an Executive Committee consisting of the officers of the Council. This committee shall plan the meetings of the Council. Additional committees may be formed by procedures developed by the Council of Chapter Representatives and approved by the Board of Directors.

**7. Meetings of the Council of Chapter Representatives.** The Council of Chapter Representatives shall meet in regular session at least once a year. Additional meetings of the Council of Chapter Representatives may be called by the president, the chair of the Council of Chapter Representatives, or upon the written request of least  $\frac{2}{3}$ , at a time and place designated by the chair of the Council of Chapter Representatives. Notices of regular and special meetings of the Council shall be sent to each member in writing or by electronic mail. Notices of special meetings shall state the purpose thereof, and shall be mailed at least fifteen (15) days before such meetings. A majority of the members of the Council of Chapter Representatives shall constitute a quorum.

#### **ARTICLE VIII – ASSEMBLIES**

**1. General.** An assembly is a subdivision of the Society composed of members and affiliates of the Society with like scientific interests within the fields of respiratory and critical care medicine and nursing. The purpose of an assembly shall be to improve the collection, interpretation, and dissemination of information and to foster communication among its members. An assembly shall be established, restructured, and dissolved in accordance with policies approved by the Board of Directors. Only one such assembly shall be established in any one area of scientific interest. The Board of Directors shall establish uniform standards for the operation of assemblies.

Members may form a section within a particular assembly, upon petition to the chair by 50 full members of the Society, and only with the approval of the assembly membership present and voting at the annual membership meeting.

2. **Membership.** All members of the Society are eligible for membership in any assembly. Each member of the Society shall select one assembly for primary membership and shall select no more than two for secondary membership.

3. **Meetings.** Each assembly shall meet in regular session at least once a year.

#### **ARTICLE IX – AMENDMENTS**

Amendments to these Bylaws may be proposed by the Board of Directors, the Executive Committee, or in writing to the secretary by 50 or more members of the Society. Notice of the proposed amendments shall be sent to all members by mail or electronic means. Proposed amendments shall be acted upon by mail, electronic, or in-person voting following 15 days of discussion, notice of which shall contain the text of the proposed amendments. Such amendments shall require for adoption an affirmative vote of 2/3 of those casting a vote.

#### **ARTICLE X – ADMINISTRATION**

1. **Chief Executive Officer.** The Board of Directors shall appoint an ATS Chief Executive Officer, who shall be an ex-officio, non-voting member of the Board of Directors and Executive Committee. The ATS Chief Executive Officer is the principal manager and administrator of the Society and is responsible for the day-to-day operations of the Society and all of its employees.

2. **Policies and Procedures.** The Board of Directors may establish policies and procedures that are consistent with these bylaws. Except as otherwise provided in these bylaws, Robert's Rules of Order Revised shall be the guiding parliamentary authority of this Society.

3. **Bylaws Review.** The bylaws of the Society shall be reviewed periodically, at least every five (5) years, by a committee appointed by the president.

#### **ARTICLE XI – MISCELLANEOUS**

1. **Indemnification.** Directors, officers, and authorized employees, volunteers, committee members, and agents of the Society shall be indemnified against claims of liability arising in connection with their positions or activities on behalf of the Society to the full extent permitted by law.

2. **Fiscal Year.** The fiscal year of the Society shall be January 1 to December 31.

#### **Bylaw Amendments**

1. Adopted June 15, 1948, New York, New York
2. Amended April 25, 1950, Washington, D.C.
3. Amended May 26, 1952, Boston, Massachusetts
4. Amended May 18, 1954, Atlantic City, New Jersey
5. Amended May 24, 1955, Milwaukee, Wisconsin
6. Amended May 7, 1957, Kansas City, Missouri
7. Amended May 26, 1959, Chicago, Illinois
8. Amended May 17, 1960, Los Angeles, California
9. Amended May 22, 1962, Miami Beach, Florida
10. Amended May 26, 1964, New York, New York
11. Amended May 24, 1966, San Francisco, California
12. Amended May 21, 1968, Houston, Texas
13. Amended May 26, 1969, Miami Beach, Florida

14. Amended May 26, 1970, Cleveland, Ohio
15. Amended May 19, 1971, Los Angeles, California
16. Amended May 24, 1972, Kansas City, Missouri
17. Amended May 13, 1974, Cincinnati, Ohio
18. Amended May 16, 1976, New Orleans, Louisiana
19. Amended May 18, 1977, San Francisco, California
20. Amended May 19, 1980, Washington, D.C.
21. Amended May 8, 1988, Las Vegas, Nevada
22. Amended May 19, 1992, Miami Beach, Florida
23. Amended May 22, 2001, San Francisco, California
24. Amended May 20, 2003, Seattle, Washington
25. Amended May 25, 2004, Orlando, Florida
26. Amended May 24, 2005, San Diego, California
27. Amended May 19, 2009, San Diego, California
28. Amended May 17, 2011, Denver, Colorado
29. Amended May 23, 2017, Washington, D.C.
30. Amended March 8, 2019, Dallas, Texas