

November 10, 2021

Bylaw Amendment Notice

Notice is hereby given that the ATS Board of Directors has proposed amendments to the Bylaws of the American Thoracic Society. This action was approved during the meetings held on December 3, 2020 and February 11, 2021. The proposed changes to the Governance structure will be effective May 2022.

Please take a moment to review the following proposed changes. The changes are presented in three columns; the first provides the original language; the second provides the new language; and the last provides a brief rationale for the proposed revision. Please submit any questions or concerns to governance@thoracic.org

Original Language	Proposed Revision	Rationale for Revision
ARTICLE I - NAME AND LOCATION	ARTICLE I - NAME AND LOCATION	
The name of this Society is the American Thoracic Society, Inc. ("Society" or "ATS"), a nonprofit corporation incorporated	The name of this Society is the American Thoracic Society, Inc. ("Society" or "ATS"), a nonprofit corporation incorporated	No change
under the laws of the District of Columbia. The principal administrative office of the Society shall be in New York, New York or	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.	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	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	No change
people of all ages. In keeping with these goals, the American Thoracic Society interacts with both national and international organizations, which have similar goals.	people of all ages. In keeping with these goals, the American Thoracic Society interacts with both national and international organizations, which have similar goals.	
1. Types of Membership. The	1. Types of Membership. The	The proposed changes eliminate
membership of the Society shall consist of the following categories: Domestic (Full, Affiliate, Trainee), International (High Income, Intermediate Income, Low Income, and Trainee) and Special (Senior, Emeritus, Honorary, Subscribing, and	membership of the Society shall consist of the following categories: Domestic (Full, Affiliate, Trainee), International (High Income, Intermediate Income, Low Income, and Trainee) and Special (Senior, Emeritus, and Honorary , Subscribing, and	references to monetary thresholds. The GNP is determined by the World Bank, and should not be enumerated in the bylaws.
State).	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 	 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	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 High Income:** Individuals residing in countries with approximately a Gross National Product per person (World Bank) of more than \$201,000 who shall pay a membership fee comparable to full domestic members as determined by the Board of Directors.
- International Intermediate Income: Individuals residing in countries with approximately a Gross National Product per person (World Bank) between \$10,000 and \$20, 000 who shall pay a reduced membership fee but with the rights of a Full Domestic Member as determined by the Board.
- **International Low Income:** Individuals residing in countries with approximately a Gross National Product per person (World Bank) of less than \$103,000 who shall pay the lowest member rate but with the rights of a Full Domestic Member as determined by the Board of Directors.
- 0 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.

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pulmonary, critical care and sleep medicine and who wish to participate as full members during their training years.

International

International High Income: Individuals residing in countries with approximately a Gross National Product per person (World Bank) of more than \$201,000 who shall pay a membership fee comparable to 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. International Intermediate Income: Individuals residing in countries with approximately a **Gross National Product per person** (World Bank) between \$10,000 and \$20, 000 who shall pay a reduced membership fee but with the rights of a Full Domestic Member as determined by the Board. International Low Income: Individuals residing in countries with approximately a Gross National Product per person (World Bank) of less than \$103,000 who shall pay the lowest member rate but with 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. Createl No change

Special	Special	No change
• Senior Member. Full members who	• Senior Member. Full members who	
are totally retired or individuals	are totally retired or individuals	
who have the presence of an	who have the presence of an	
income limiting permanent	income limiting permanent	
disability may apply to the	disability may apply to the	
Membership Committee for	Membership Committee for	
transfer to senior membership.	transfer to senior membership.	
Senior members shall have all the	Senior members shall have all the	
privileges of full members with the	privileges of full members with the	
exception of holding office.	exception of holding office.	

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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 isbe notified of such failure and suspended as a member, and all member rights and privileges shall cease. If all dues are not paid within	who is delinquent in paying dues for a	member who is delinquent in paying	
and all member rights and privileges shallsuspended as a member, and allcease. If all dues are not paid within themember rights and privileges shallsucceeding thirty days, the membership iscease. If all dues are not paid within	period of sixty days shall be notified of	dues for a period of sixty days shall	
cease. If all dues are not paid within the succeeding thirty days, the membership ismember rights and privileges shall cease. If all dues are not paid within	such failure and suspended as a member,	be notified of such failure and	
succeeding thirty days, the membership is cease. If all dues are not paid within	and all member rights and privileges shall	suspended as a member, and all	
	cease. If all dues are not paid within the	member rights and privileges shall	
	succeeding thirty days, the membership is	cease. If all dues are not paid within	
automatically terminated. the succeeding thirty days, the	automatically terminated.	the succeeding thirty days, the	
membership is automatically		membership is automatically	
terminated.		terminated.	

3. Meetings. There shall be a regular annual meeting of the members of the	3. Meetings. There shall be a regular annual meeting of the members of the	The proposed change allows for greater flexibility, such as virtual
Society, held in conjunction with the annual ATS International Conference, 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	Society, held in conjunction with the annual ATS International Conference, 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	opportunities, without ties to the annual International Conference.
designated by the president. Notice of the time and place of a meeting of the members shall be published and distributed by mail at least thirty (30) days before such meeting. One hundred (100) members, entitled to vote, present in person, shall constitute a quorum. Voting by proxy is prohibited. Any action taken shall be communicated to the Board of Directors as a recommendation for further	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.	
consideration and/or action by the Board of Directors.		
4. Expulsion, Suspension, or Disciplinary	4. Expulsion Suspension, or Disciplinary	No change
Action. Any member may be expelled or	Action. Any member may be expelled or	
suspended for adequate reasons as	suspended for adequate reasons as	
determined by a two-thirds vote of the	determined by a two-thirds vote of the	
Executive Committee. Any member may	Executive Committee. Any member may	
be subject to reprimand by a two-thirds	be subject to reprimand by a two-thirds	
vote of the Committee on Ethics and	vote of the Committee on Ethics and	
Conflict of Interest ("Ethics Committee")	Conflict of Interest ("Ethics Committee")	
for violation of applicable conduct or	for violation of applicable conduct or	
conflicts of interest policies, in accordance	conflicts of interest policies, in accordance	
with procedures adopted by the Board.	with procedures adopted by the Board.	
The Ethics Committee may, upon a two-	The Ethics Committee may, upon a two-	
thirds vote, recommend other discipline,	thirds vote, recommend other discipline,	
including suspension or expulsion, to the	including suspension or expulsion, to the	
Executive Committee, which shall have the authority to impose any discipline by a	Executive Committee, which shall have the authority to impose any discipline by a	
two-thirds vote.	two-thirds vote.	
Failure to maintain eligibility for	Failure to maintain eligibility for	No change
membership is adequate reason for	membership is adequate reason for	
expulsion and does not require advance	expulsion and does not require advance	
notice. Any member who fails to meet any	notice. Any member who fails to meet any	
obligation or make any payments due to	obligation or make any payments due to	
the Society shall have membership	the Society shall have membership	
privileges suspended upon vote of the	privileges suspended upon vote of the	
Executive Committee. Suspension shall	Executive Committee. Suspension shall	
continue until such obligations are met or	continue until such obligations are met or	
all sums due to the Society are paid,	all sums due to the Society are paid,	
whereupon such privileges may be	whereupon such privileges may be	
reinstated by the Executive Committee.	reinstated by the Executive Committee.	
Any member proposed for disciplinary	Any member proposed for disciplinary	No change
sanction, including suspension or	sanction, including suspension or	
expulsion, shall be given advance written	expulsion, shall be given advance written	
notice, including the reason for the	notice, including the reason for the	
disciplinary sanction, the opportunity to	disciplinary sanction, the opportunity to	l

	1	I
contest the proposed sanction in writing	contest the proposed sanction in writing	
to the deciding Committee and, if	to the deciding Committee and, if	
sanctioned a final written decision of the	sanctioned a final written decision of the	
deciding Committee. Any decision	deciding Committee. Any decision	
imposing a disciplinary sanction other than	imposing a disciplinary sanction other	
suspension of more than one year's	than suspension of more than one year's	
duration or expulsion is final.	duration or expulsion is final.	
The expelled member or a member	The expelled member or a member	No change
suspended for more than one year may	suspended for more than one year may	
appeal the Executive Committee's	appeal the Executive Committee's	
decision in writing to the Board of	decision in writing to the Board of	
Directors within thirty (30) days of the	Directors within thirty (30) days of the	
date notice of the decision is sent to the	date notice of the decision is sent to the	
member by the Executive Committee. The	member by the Executive Committee. The	
decision of the Board of Directors is final;	decision of the Board of Directors is final;	
the decision of the Executive Committee is	the decision of the Executive Committee is	
final if not timely appealed. The Board of	final if not timely appealed. The Board of	
Directors will adopt policies and	Directors will adopt policies and	
procedures from time-to-time governing	procedures from time-to-time governing	
disciplinary matters.	disciplinary matters.	
5. Continuing Obligations. Resignation,	5. Continuing Obligations. Resignation,	No change
reprimand, suspension, or expulsion does	reprimand, suspension, or expulsion does	-
not relieve a member from liability for	not relieve a member from liability for	
dues, fees, or assessments or other	dues, fees, or assessments or other	
obligations accrued and unpaid as of the	obligations accrued and unpaid as of the	
effective date of such actions.	effective date of such actions.	
		The following proposed changes to
ARTICLE IV - OFFICERS	ARTICLE IV - OFFICERS	the governance structure establish separate Secretary and Treasurer positions.
ARTICLE IV - OFFICERS 1. General	ARTICLE IV - OFFICERS 1. General	the governance structure establish separate Secretary and Treasurer
		the governance structure establish separate Secretary and Treasurer
1. General	 General (a) The officers of the Society shall be a president, a president elect, a vice 	the governance structure establish separate Secretary and Treasurer positions.
1. General (a) The officers of the Society shall be a president, a president-elect, a vice president, a secretary-treasurer, an	 General (a) The officers of the Society shall be a president, a president elect, a vice president, a secretary, <u>a-treasurer</u>, an 	the governance structure establish separate Secretary and Treasurer positions. The proposed change clarifies the
1. General (a) The officers of the Society shall be a president, a president-elect, a vice	 General (a) The officers of the Society shall be a president, a president elect, a vice 	the governance structure establish separate Secretary and Treasurer positions. The proposed change clarifies the
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1. General (a) The officers of the Society shall be a president, a president-elect, a vice president, a secretary-treasurer, an immediate past-president, and such ex- officio officers as the Board of Directors may from time to time appoint.	1. General (a) The officers of the Society shall be a president, a president elect, a vice president, a secretary, a-treasurer, an immediate past president, and such ex officio other officers as the Board of Directors may from time to time appoint.	the governance structure establish separate Secretary and Treasurer positions. The proposed change clarifies the
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	nominated as automatically succeed to	
	the office of immediate past-president in	
	order to maintain the continuity of	
	leadership for the Society.	
(c) Elected officers shall be members of	(c) Elected officers shall be members of	Conforming change
the Board of Directors, and shall have	the Board of Directors, and shall have	
served on the Board of Directors for at	served on the Board of Directors for at	
least one year immediately prior to the	least one year immediately prior to the	
date of assuming office with the exception	date of assuming office with the exception	
of the secretary-treasurer.	of the secretary -treasurer .	
	(d) The treasurer shall be selected by the	The proposed change outlines the
	Board of Directors based on	role and selection proves of the
	recommendation from the Nominating	Treasurer.
	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.	
(d) Members may vote in person or by	(e) Members may vote in person or by	
mail ballot, be it paper or electronic, for	mail ballot, be it paper or electronic, for	
officers in accordance with the policies	officers in accordance with the policies	
and procedures adopted by the Board of	and procedures adopted by the Board of	
Directors. The completed ballot must be	Directors. The completed ballot must be	
received at the office of the Society not	received at the office of the Society not	
less than two weeks prior to the date of	less than two weeks prior to the date of	
the annual meeting of the members.	the annual meeting of the members.	
Whenever there is more than one	Whenever there is more than one	
nominee for the same office, voting shall	nominee for the same office, voting shall	
be by secret ballot. The nominee receiving	be by secret ballot. The nominee receiving	
a plurality of the votes cast shall be	a plurality of the votes cast shall be	
declared duly elected.	declared duly elected.	
(e) An elected officer may be removed for	(f) An elected officer may be removed for	
adequate reasons by a two-thirds vote of	adequate reasons by a two-thirds vote of	
the Board of Directors, with the officer	the Board of Directors, with the officer	
being considered for removal not	being considered for removal not	
participating in the vote. An officer	participating in the vote. An officer	
removed by this process may appeal the	removed by this process may appeal the	
decision in writing to a three-member	decision in writing to a three-member	
panel appointed by the president. The	panel appointed by the president. The	
decision of the panel is final.	decision of the panel is final.	
(f) No elected officer shall be eligible for	(g) No elected officer shall be eligible for	
re-election to the same office.	re- election to the same office.	
(g) In the case of an officer's death,	(h) In the case of an officer's death,	
resignation, removal, or inability to	resignation, removal, or inability to	
function as an officer, the following	function as an officer, the following	
succession will occur:	succession will occur:	
In the case of the president, the	In the case of the president, the	Conforming change
president-elect shall become the	president-elect shall become the	
president. The vice-president shall	president. The vice president and the	
become the president-elect, and the	secretary shall become the president-	
secretary-treasurer shall become the vice-	elect- and the secretary treasurer shall	
president.	become the vice-president.	
president.	become the vice president.	

 In the case of the president-elect, the vice president shall become president-elect and the secretary-treasurer shall become the vice-president. In the case of the vice-president, the secretary-treasurer shall become vice-president. If this occurs during the first six (6) months of the elected term of the officer, a general election will be held to replace the secretary-treasurer. If 	 In the case of the president-elect, the vice president secretary shall become president-elect. and the secretary-treasurer shall become the vice-president. In the case of the vice-president, the secretary treasurer shall become vice-president. In the case of the secretary if this a vacancy occurs during the first six (6) months of the elected term of the officer, a general election will be held 	Conforming change Conforming change The proposed change provides a succession plan for the Secretary position.
this occurs during the last six (6) months of the term of the officer, the secretary-treasurer position will remain vacant for the remainder of the term.	to replace the secretary-treasurer. If this it occurs during the last six (6) months of the term of the officer, the secretary-treasurer position will remain vacant for the remainder of the term.	
 In the case of the secretary- treasurer's death, resignation, removal, or inability to function as an officer, the vice-president will assume these duties for the remainder of the term. 	 In the case of the secretary-treasurer's death, resignation, removal, or inability to function as an officer, 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 the vice-president will assume these duties for the remainder of the term. 	The proposed change provides a succession plan for the Treasurer position.
(h) With the exceptions of the President and President-elect, officers do not receive compensation for their services, but shall be reimbursed for authorized expenses. Reimbursement for the President's and President-elect's services and administrative expenses may be authorized by the Board of Directors.	 (i) With the exceptions of the President and President elect, Officers do not receive compensation for their services, but shall be reimbursed for authorized expenses. The Board of Directors has the discretion to authorize reimbursement of officer position, Reimbursement for the President's and President elect's services and administrative expenses may be authorized by the Board of Directors as appropriate. 	The proposed change provides the Board discretion in establishing stipends for positions. The current policy is for Finance Committee to review every four years.
2. Duties.	2. Duties.	The following proposed changes are consistent with the new roles and establishes that not every Executive Committee member will be a member of the Finance Committee.
(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.	(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.	No change
(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 a member of the Finance Committee.	(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 a <u>n ex-officio</u> member of the Finance Committee.	Conforming change

(c) The president-elect shall chair the Finance Committee.	(c) The president-elect treasurer shall chair the Finance Committee.	Conforming change
(d) The vice president shall serve as a member of the Finance Committee.	(d)The vice president shall serve as a member of the Finance Committee.	Conforming change
(e) The president-elect and secretary- treasurer shall serve as members of the Finance Committee.	(e) The president-elect and secretary- treasurer shall serve as members of the Finance Committee.	Conforming change
(f) The immediate past president shall serve as a member of the Finance Committee.	(d) The immediate past president shall serve as a member of the Finance Committee.	Conforming change
ARTICLE V - BOARD OF DIRECTORS	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.	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.	No change
2. Composition. The Board of Directors shall consist of the president, president- elect, immediate past president, vice- president, secretary-treasurer, a representative from each assembly, the chair, past chair and chair-elect of the Council of Chapter Representatives, the Chair of the Board of Trustees of the ATS Foundation, two presidential appointees, the chair of the ATS Public Advisory Roundtable, the chair of the Education Committee, the chair of the International Conference Committee, and the ATS executive director. The ATS executive director shall be non-voting.	2. Composition. The Board of Directors shall consist of the president, president- elect, immediate past president, vice- president, secretary treasurer secretary and treasurer, a representative from each assembly, the chair, past chair and chair- elect of the Council of Chapter Representatives, the Chair of the Board of Trustees of the ATS Foundation, two three presidential appointees, the chair of the ATS Public Advisory Roundtable, the chair of the Education Committee, the chair of the International Conference Committee and the ATS executive director Chief Executive Officer. The ATS executive director Chief Executive Officer shall be non-voting.	Conforming change
(a) The members representing the assemblies shall each be the duly elected chairman of their respective assembly and shall serve on the Board of Directors for a two-year term.	(a) The members representing the assemblies shall each be the duly elected chair man of their respective assembly and shall serve on the Board of Directors for a two-year term.	Grammatical change
(b) The two presidential appointees shall serve a one-year term but may be re- appointed for a maximum of three years.	(b) The two three presidential appointees shall serve a one-year term but may be re- appointed for a maximum of three years.	Conforming change
 (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. 	(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.	No change
(d) Service to fill a vacant position on the Board of Directors with a remaining	(d) Service to fill a vacant position on the Board of Directors with a remaining term	No change

term of less than one year shall not	of less than one year shall not count	
count toward the limitations on	toward the limitations on eligibility to	
eligibility to serve as a member of the	serve as a member of the Board of	
Board of Directors. Presidential	Directors. Presidential appointee	
appointee vacancies shall be filled by	vacancies shall be filled by the President.	
the President.		
3. Meetings of the Board of Directors.	3. Meetings of the Board of Directors.	No change
The Board of Directors shall meet at least	The Board of Directors shall meet at least	
three times annually upon call by the	three times annually upon call by the	
president or upon written request of any	president or upon written request of any	
seven (7) members of the Board of	seven (7) members of the Board of	
Directors. A majority of voting members	Directors. A majority of voting members	
of the Board of Directors shall constitute a	of the Board of Directors shall constitute a	
quorum. Notices of each meeting and a	quorum. Notices of each meeting and a	
statement of its purpose shall be provided	statement of its purpose shall be provided	
by any reasonable means to the members	by any reasonable means to the members	
of the Board of Directors at least fifteen	of the Board of Directors at least fifteen	
(15) days before such meetings.	(15) days before such meetings.	
4. Removal of Directors. A Director may	4. Removal of Directors. A Director may	No change
be removed with or without cause, as	be removed with or without cause, as	
designated by D.C. Code § 29-406.08. In	designated by D.C. Code § 29-406.08. In	
addition, the Board of Directors may, by	addition, the Board of Directors may, by	
majority vote, remove any Director for	majority vote, remove any Director for	
violation of the statutory requirement	violation of the statutory requirement	
that directors act in good faith and in a	that directors act in good faith and in a	
manner the director believes to be in the	manner the director believes to be in the	
best interests of the nonprofit	best interests of the nonprofit	
organization.	organization.	
ARTICLE VI - COMMITTEES	ARTICLE VI - COMMITTEES	
1. General. There are four different	1. General. There are four different	
1. General. There are four different committee structures within the Society:	1. General. There are four different committee structures within the Society:	Conforming change which is
 General. There are four different committee structures within the Society: (a) Executive Committee. The Executive 	 General. There are four different committee structures within the Society: (a) Executive Committee. The Executive 	Conforming change, which is
 General. There are four different committee structures within the Society: (a) Executive Committee. The Executive Committee shall consist of the 	 General. There are four different committee structures within the Society: (a) Executive Committee. The Executive Committee shall consist of the following 	Conforming change, which is consistent with current practices.
 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 	 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 	
 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 	 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 	
 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 vice 	 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 vice president, the 	
 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 vice president, the secretary-treasurer, 	 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 vice president, the secretary, the-treasurer, and the ATS 	
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Evaluation Committee, Education	Committee, Education Committee,	
Committee, Finance Committee and	Finance Committee and Ethics and	
Ethics and Conflict of Interest Committee.	Conflict of Interest Committee.	
Ad hoc. Ad hoc committees are	(c) Ad hoc. Ad hoc committees are	This proposed change is consistent
appointed by the president, and	appointed by the president, and reviewed	with current practices.
reviewed annually by the Board of	annually by the Board of Directors	
		No change
or appoint members of the Society to		5
serve on committees of other		
organizations when such action will	when such action will aid in advancing the	
-		
_		
	2. Appointment. The president shall	This proposed change is consistent
	appoint the chair and members of all	with current practices.
of all committees unless otherwise		· ·
	committees shall have their duties set	
	forth in writing as the Board of Directors	
-	-	
	member of a committee other than the	
of a committee other than the	Executive Committee prior to expiration	
Executive Committee prior to	of the members' term.	
-		
	3. Discharge of Committees. Unless the	No change
-		5
committees shall be automatically	committees shall be automatically	
discharged at the end of the term of	discharged at the end of the term of the	
the president by whom they were	-	
	4. Composition of the Committees.	No change
-	Unless otherwise provided by these	_
bylaws, such committees shall have as		
• •	many members as the Board of Directors	
Directors shall determine. The		
president, with the approval of the		
voting or non-voting representatives	representatives from other organizations	
from other organizations to	to committees regardless of their	
committees regardless of their	membership in the Society.	
membership in the Society.	. ,	
	5. Membership Committee. The	The proposed change is consistent
Membership Committee. The	5. Membership Committee. The Membership Committee shall make	The proposed change is consistent with current practices.
Membership Committee. The Membership Committee shall make	Membership Committee shall make	The proposed change is consistent with current practices.
Membership Committee. The Membership Committee shall make recommendations to the Board	Membership Committee shall make recommendations to the Board regarding	
Membership Committee. The Membership Committee shall make recommendations to the Board regarding dues and privileges for each	Membership Committee shall make recommendations to the Board regarding dues and privileges for each type of	
Membership Committee. The Membership Committee shall make recommendations to the Board regarding dues and privileges for each type of membership. The committee	Membership Committee shall make recommendations to the Board regarding dues and privileges for each type of membership. The committee shall review	
Membership Committee. The Membership Committee shall make recommendations to the Board regarding dues and privileges for each type of membership. The committee shall review all applications for	Membership Committee shall make recommendations to the Board regarding dues and privileges for each type of membership. The committee shall review all applications for membership. The	
Membership Committee. The Membership Committee shall make recommendations to the Board regarding dues and privileges for each type of membership. The committee	Membership Committee shall make recommendations to the Board regarding dues and privileges for each type of membership. The committee shall review	
[<u>F</u> C 0 2 2 2 2 2 <u>F</u> 7 2 0 Ft F 2 FF 0 E 0 C 0 t 2 C L F I F	Directors, and carry out the charge provided by the president. 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. Appointment. The president shall appoint the chairmen 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 Board of Directors and president may determine. The president may remove any member of a committee other than the Executive 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. 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	Directors, and carry out the charge provided by the president.Executive Committee, and carry out the charge provided by the president.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.(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 is committees, to act in concert with other organizations for a particular purpose.(d) Other. The president may numbers of all committees thall appoint the chair and members of all committees shall have their duties set forth in writing as the Board of Directors and president may determine. The president may remove any member of a committee other than the Executive Committee prior to expiration of the members' term.2. Appointment. The president may remove any member of a committee other than the Executive Committee, the members of all committees shall be automatically discharged at the end of the term of the president by whom they were appointed.3. Discharge of 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-votingDischarge of Committees. Directors shall determine. The president with the approval of the Board of Directors, may appoint3. Discharge of Committees. Unless otherwise provided by these bylaws, such committees sh

	members.		
6.	Nominating Committee.	6. Nominating Committee.	Conforming change
(a)	The Nominating Committee shall	(a) The Nominating Committee shall	
	consist of seven (7) members. The	consist of seven (7) members. The	
	chairperson shall be appointed by the	chairperson shall be appointed by the	
	president. Six other members of the	president and may serve no more than	
	Society shall be elected by the Board	three consecutive years. Six other	
	of Directors from the general membership. No member of the	members of the Society shall be elected by the Board of Directors from the general	
	Board of Directors may be a member	membership. No member of the Board of	
	of the Nominating Committee. No	Directors may be a member of the	
	member shall serve for more than	Nominating Committee. No member	
	three consecutive years. The	elected by the Board shall serve for more	
	Nominating Committee shall issue an	than three consecutive years. The	
	annual call for nominations for	Nominating Committee shall issue an	
	secretary-treasurer from the general	annual call for nominations for secretary	
	membership.	and a triennial call for nominations for	
		treasurer from the general membership.	
(b)	The Nominating Committee shall	(b) The Nominating Committee shall	Conforming change
	present annually to the members of	present annually to the members of the	
	the Society its slate of nominees from	Society its slate of nominees from the	
	the membership for election as	membership for election as officers of the	
	officers of the Society. The nominees	Society, and such officers The nominees	
	for secretary-treasurer shall be elected by the membership.	secretary-treasurer shall be elected by the	
(a)	The slate of nominees for the	membership. (c) The slate of nominees for the Society's	No change
(c)	Society's officer positions for election	officer positions for election by in-person	No chunge
	by in-person or mail ballot, be it	or mail ballot, be it paper or electronic,	
	paper or electronic, shall be circulated	shall be circulated to the full membership	
	to the full membership at least 60	at least 60 days prior to the annual	
	days prior to the annual meeting of	meeting of the members.	
	the members.		
		(d) The Nominating Committee shall	Conforming change
		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. P	ublications Policy Committee.	7. Publications Policy Committee.	No change
	There shall be a standing Publications	(a) There shall be a standing Publications	
	Policy Committee responsible for the	Policy Committee responsible for the	
	proad editorial policies of the official	broad editorial policies of the official	
-	ournals and other publications of the	journals and other publications of the	
	Society. The voting members of the	Society. The voting members of the	
	committee select the editors of these	committee select the editors of these	
-	publications and recommend their	publications and recommend their	
	appointment to the Board of Directors for approval. The committee shall also	appointment to the Board of Directors for approval. The committee shall also	
	evaluate the performance of the	evaluate the performance of the editors.	
	editors. The committee determines the	The committee determines the general	
	general policies for the publications	policies for the publications and acts as an	
-	and acts as an advisory group to the	advisory group to the editors of these	
	editors of these publications. The	publications. The committee shall	
	committee shall regularly evaluate the	regularly evaluate the overall publications	
	overall publications needs of the	needs of the Society and, when necessary,	1

Society and when personal	recommend appropriate changes in the	
Society and, when necessary,		
recommend appropriate changes in	publications program.	
the publications program.		Construction
(a) If consideration to remove an editor	(a) If consideration to remove an editor_	Grammatical change
arises, such removal shall be effected	in-Chief arises, such removal shall be	
only by a majority of the voting	effected only by a majority of the voting	
members of the Publications Policy	members of the Publications Policy	
Committee.	Committee.	
An editor removed by this process may	An editor <u>-in-Chief</u> removed by this	Grammatical change
appeal the decision in writing to the	process may appeal the decision in writing	
Board of Directors within 30 days of	to the Board of Directors within 30 days of	
notification. The Board of Directors	notification. The Board of Directors must	
must act on the appeal within 30 days	act on the appeal within 30 days of	
of receiving it. The Board of Directors'	receiving it. The Board of Directors'	
decision is final.	decision is final.	
(b) The Publications Policy Committee	(b) The Publications Policy Committee	Language alignment
shall meet at least once a year. Its	shall meet at least once a year. Its	
membership shall include the ATS	membership shall include the ATS	
executive director, the editors of the	executive director Chief Executive Officer,	
scientific publications, all of whom are	and the editors <u>-in-Chief</u> of the scientific	
non-voting, and at least five (5) voting	publications, all of whom are non-voting,	
members appointed by the president.	and at least five (5) voting members	
These individuals need not be	appointed by the president. These	
members of the Society, but shall be	individuals need not be members of the	
chosen for their experience and	Society, but shall be chosen for their	
expertise in scientific affairs or	experience and expertise in scientific	
management of scientific publications.	affairs or management of scientific	
	publications.	T b '
8. International Conference Committee.	8. International Conference Committee.	This proposed change is consistent
The International Conference Committee	The International Conference Committee	with current practice and allows for
shall consist of two (2) members from	shall consist of two (2) members from	greater input.
each assembly, consisting of the program chair and program chair-elect, one (1)	each assembly, consisting of the program chair and program chair-elect, one (1)	
member from the Council of Chapter	member from the Council of Chapter	
Representatives, and up to three (3)	Representatives, and up to three (3)	
members appointed by the president, and	members appointed by the president. The	
shall make all arrangements for the	members shall make all arrangements for	
scientific sessions of the ATS International	the scientific sessions of the ATS	
Conference.	International Conference.	
9. Planning and Evaluation Committee.	9. Planning and Evaluation Committee.	No change
The Planning and Evaluation Committee	The Planning and Evaluation Committee.	
shall consist of at least nine (9) members	shall consist of at least nine (9) members	
chosen with due regard for the proper	chosen with due regard for the proper	
representation of the interests and	representation of the interests and	
mission of the Society. This committee	mission of the Society. This committee	
shall keep under continuous review the	shall keep under continuous review the	
entire operations of the Society to	entire operations of the Society to	
determine those changes deemed	determine those changes deemed	
desirable in any of its activities to further	desirable in any of its activities to further	
its purpose.	its purpose.	
10. Education Committee. This committee	10. Education Committee. This committee	No change
shall be responsible for developing and	shall be responsible for developing and	
overseeing the implementation of all	overseeing the implementation of all	
educational activities of the Society.	educational activities of the Society.	
Specifically, the committee shall develop a	Specifically, the committee shall develop a	
strategy for accomplishing the Society's	strategy for accomplishing the Society's	
educational goals whether directly	educational goals whether directly	
Concational goals whether ulletty	Concational goals whether unethy	

changered by ATS or in cooperation with	changered by ATS or in cooperation with	
sponsored by ATS or in cooperation with	sponsored by ATS or in cooperation with	
other societies. In addition, the	other societies. In addition, the	
committee will review and recommend to	committee will review and recommend to	
the Board of Directors any educational	the Board of Directors any educational	
programs proposed by any other	programs proposed by any other	
components of the Society.	components of the Society.	
11. Finance Committee. The Finance	11. Finance Committee. The Finance	No change
Committee shall develop the Society's	Committee shall develop the Society's	
proposed budget for the ensuing year.	proposed budget for the ensuing year.	
The Finance Committee will also review	The Program and Budget Committee will	
proposals for programmatic activities as	also review proposals for programmatic	
well as the operating costs of the Society,	activities as well as the operating costs of	
and review sources and amounts of	the Society, and review sources and	
revenue in comparison with current	amounts of revenue in comparison with	
projections, and will identify potential	current projections, and will identify	
new revenue sources. The Committee will	potential new revenue sources. The	
monitor performance against budget and,	Committee will monitor performance	
as necessary, recommend modifications in	against budget and, as necessary,	
allocations to maintain a balance between	recommend modifications in allocations	
financial and programmatic goals.	to maintain a balance between financial	
In addition, the Finance Committee shall	and programmatic goals.	
be responsible for the overall fiscal	In addition, the Finance Committee shall	
policies and operations of the Society by:	be responsible for the overall fiscal	
	policies and operations of the Society by:	
a. reviewing fiscal policies, guidelines,	a. reviewing fiscal policies, guidelines,	No change
operations and procedures of the Society,	operations and procedures of the Society,	
b. recommending to the Board of	b. recommending to the Board of	Conforming change
Directors, for its annual approval, the	Directors, for its annual approval, the	
selection of an independent auditing firm	selection of an independent auditing firm	
to conduct an audit of the financial	to conduct an audit of the financial	
statements of the Society,	statements of the Society,	
c. presenting to the Board of Directors	c. presenting to the Board of Directors	No change
annually the audited statements of the	annually the audited statements of the	5
Society,	Society,	
d. establishing investment policies of the	d. establishing investment policies of the	No change
American Thoracic Society and reviewing	American Thoracic Society and reviewing	
the investments of the ATS,	the investments of the ATS,	
e. reviewing the gift and contribution	e. reviewing the gift and contribution	No change
acceptance policies, as well as the grants	acceptance policies, as well as the grants	
and sponsorship policies of the Society,	and sponsorship policies of the Society,	
and sponsorship poncies of the society,	and	
f. reporting to the Board of Directors on	f. reporting to the Board of Directors on	No change
all of the above charges.	all of the above charges.	
מוו טו נווב מטטעב נוומוצבא.	מוו טו נווב מטטעב נוומוצבא.	l

12. Committee on Ethics and Conflict of	12. Committee on Ethics and Conflict of	No change
Interest. The Committee on Ethics and	Interest. The Committee on Ethics and	
Conflict of Interest ("Ethics Committee")	Conflict of Interest ("Ethics Committee")	
may be comprised of Directors and/or	may be comprised of Directors and/or	
members of the Society who are	members of the Society who are	
appointed by the President. The Ethics	appointed by the President. The Ethics	
Committee shall review reports of	Committee shall review reports of	
violations of the Society's conduct and	violations of the Society's conduct and	
conflicts of interest policies by directors or	conflicts of interest policies by directors or	
members of the Society and may impose	members of the Society and may impose	
disciplinary sanctions, in accordance with	disciplinary sanctions, in accordance with	
these Bylaws and the policies and	these Bylaws and the policies and	
procedures adopted by the Board. The	procedures adopted by the Board. The	
Ethics Committee shall not have authority	Ethics Committee shall not have authority	
to review complaints against or impose	to review complaints against or impose	
disciplinary sanctions on employees of the	disciplinary sanctions on employees of the	
Society.	Society.	
,		
ARTICLE VII - CHAPTERS ANDCOUNCIL OF CHAPTER REPRESENTATIVES	ARTICLE VII - CHAPTERS ANDCOUNCIL OF CHAPTER REPRESENTATIVES	
		No change
1. Chapters. A chapter is an organization of persons, interested in furthering the	1. Chapters. A chapter is an organization	No change
purposes of the Society, who are eligible	of persons interested in furthering the	
	purposes of the Society who are eligible	
for membership in the Society and whose	for membership in the Society and whose	
organization, representing a state or other	organization, representing a state or other	
geographical area, has been approved as a	geographical area, has been approved as a	
chapter of the Society by the Board of	chapter of the Society by the Board of	
Directors in accordance with these	Directors in accordance with these	
bylaws.	bylaws.	
2. Qualifications. A chapter shall be	2. Qualifications. A chapter shall be	No change
reviewed by the Membership	reviewed by the Membership Committee	
Committee in consultation with the	in consultation with the Council of	
Council of Chapter Representatives	Chapter Representatives and deemed	
and deemed eligible if its officers are	eligible if its officers are full members of	
full members of the Society, it submits	the Society, it submits all reports required	
all reports required by the ATS Board	by the ATS Board of Directors, it elects	
	and sponsors a representative to the	
of Directors, it elects and sponsors a	and sponsors a representative to the	
of Directors, it elects and sponsors a representative to the Council of	Council of Chapter Representative to the	
-		
representative to the Council of	Council of Chapter Representatives; and	
representative to the Council of Chapter Representatives; and adopts	Council of Chapter Representatives; and adopts bylaws, which shall not conflict	
representative to the Council of Chapter Representatives; and adopts bylaws, which shall not conflict with the bylaws of the Society.	Council of Chapter Representatives; and adopts bylaws, which shall not conflict with the bylaws of the Society.	No change
 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. 	Council of Chapter Representatives; and adopts bylaws, which shall not conflict with the bylaws of the Society. 3. Council of Chapter Representatives.	No change
 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 	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	No change
 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 	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	No change
 representative to the Council of Chapter Representatives; and adopts bylaws, which shall not conflict with the bylaws of the Society. Council of Chapter Representatives. The Council of Chapter Representatives shall be responsible for consideration of professional matters and programs 	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	No change
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	of members of the Society who are the	members of the Society who are the	
	elected representative councilors of	elected representative councilors of each	
	each of the chapters according to	of the chapters according to these bylaws.	
	these bylaws. Such representatives	Such representatives shall serve a three-	
	shall serve a three-year term and shall	year term and shall not be elected for	
	not be elected for more than two	, more than two consecutive terms.	
	consecutive terms. Vacancies	Vacancies occurring among the	
	occurring among the representative	representative councilors shall be filled by	
	councilors shall be filled by the	the respective chapters.	
	respective chapters.		
(2)	Each qualified chapter shall be entitled	(a) Each qualified chapter shall be entitled	The proposed change allows for
(a)	to one (1) representative councilor,	to one (1) representative councilor, and if	greater flexibility, without ties to the
			annual International Conference.
	and if its membership includes 200 or	its membership includes 200 or more full	annual international conjerence.
	more full members of the Society, it	members of the Society, it shall be	
	shall be entitled to one (1) additional	entitled to one (1) additional	
	representative councilor. The	representative councilor. The	
	representative councilors of a chapter	representative councilors of a chapter	
	shall be elected by the members of a	shall be elected by the members of a	
	chapter who are full members of the	chapter who are full members of the	
	Society, by a mail ballot in which a	Society. The term of the councilors will	
	majority of the said members have	begin after the Council of Chapter	
	participated. The term of the	Representatives <u>annual</u> meeting held in	
	councilors will begin after the Council	association with the ATS International	
	of Chapter Representatives meeting	Conference.	
	held in association with the ATS		
1	International Conference.		
(b)	The immediate past chair, chair, and	(b) The immediate past chair, chair, and	The proposed change aligns with
1	chair-elect of the Council shall each	chair-elect of the Council shall each serve	current practices for assembly
	serve a total of three years on the	a total of three years on the ATS Board of	representatives on the Board of
	ATS Board of Directors, each year	Directors., The chair-elect shall be a non-	Directors.
1	succeeding to the next position in	voting observer. each year succeeding to	
	sequence beginning with chair-elect,	the next position in sequence beginning	
	during which time each shall continue	with chair-elect, during which time each	
1	as a member of the Council of	shall continue as a member of the Council	
	Chapter Representatives.	of Chapter Representatives.	
5.	Officers. Officers shall include the	5. Officers. Officers shall include the chair,	No change
J .	chair, the chair-elect, the immediate	the chair-elect, the immediate past chair,	
	past chair, and a secretary elected by	and a secretary elected by the	
1	the representative councilors to serve	representative councilors to serve one-	
	one-year terms. Nominations for these	year terms. Nominations for these offices	
1	offices shall be presented to the	shall be presented to the councilors	
1	councilors according to a procedure		
1		according to a procedure developed by	
	developed by the Council of Chapter	the Council of Chapter Representatives	
1	Representatives and approved by the	and approved by the ATS Board of	
-	ATS Board of Directors.	Directors.	
6.	Committees. There shall be an	6. Committees. There shall be an	No change
1	Executive Committee consisting of the	Executive Committee consisting of the	
	officers of the Council. This committee	officers of the Council. This committee	
	shall plan the meetings of the Council.	shall plan the meetings of the Council.	
1	Additional committees may be formed	Additional committees may be formed by	
1	by procedures developed by the	procedures developed by the Council of	
	Council of Chapter Representatives	Chapter Representatives and approved by	
1	and approved by the Board of	the Board of Directors.	
	Directors.		
1			

7. Meetings of the Council of Chapter Representatives. The Council of Chapter Representatives shall meet in regular session at least once a year at the time and place of the ATS International Conference. 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 ¾, 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.	7. Meetings of the Council of Chapter Representatives. The Council of Chapter Representatives shall meet in regular session at least once a year. at the time and place of the ATS International Conference. 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 ¾, 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.	The proposed change allows for greater flexibility, without ties to the annual International Conference.
ARTICLE VIII - ASSEMBLIES	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.	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.	No change
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	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	No change
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.	Society are eligible for 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.	No change

 Meetings. Each assembly shall meet in regular session at least once a year in conjunction with the ATS International Conference. 	3. Meetings. Each assembly shall meet in regular session at least once a year. in conjunction with the ATS International Conference.	This proposed change allows for greater flexibility, such as virtual opportunities, without ties to the annual International Conference.
ARTICLE IX - AMENDMENTS Amendments to these Bylaws may be proposed by the Board of Directors, the Executive Committee, or in writing to the secretary-treasurer by 50 or more members of the Society. Notice of the proposed amendments shall be sent to all members not less than 30 days before a meeting of the members. Proposed amendments shall be acted upon at the succeeding meeting of the members, notice of which shall contain the text of the proposed amendments. Such amendments shall require for adoption an affirmative vote of ½ of those present and casting a vote.	ARTICLE IX - AMENDMENTS Amendments to these Bylaws may be proposed by the Board of Directors, the Executive Committee, or in writing to the secretary-treasurer 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.	Language alignment
ARTICLE X - ADMINISTRATION	ARTICLE X - ADMINISTRATION	
1. Executive Director. The Board of Directors shall appoint an ATS executive director, who shall be an ex-officio, non-voting member of the Board of Directors and Executive Committee. The ATS executive director 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.	1. <u>Chief Executive Officer</u> . The Board of Directors shall appoint an ATS executive director <u>Chief Executive Officer</u> , who shall be an ex-officio, non-voting member of the Board of Directors and Executive Committee. The ATS <u>Chief Executive</u> <u>Officer</u> 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.	Language alignment
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.	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.	No change
 Bylaws Review. The bylaws of the Society shall be reviewed periodically, at least every five (5) years, by a committee appointed by the president. 	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.	No change
ARTICLE XI - MISCELLANEOUS	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.	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.	No change

2. Fiscal Y	ear. The fiscal year of the	2. Fiscal Year. The fiscal year of the	No change
Society	shall be January 1 to December	Society shall be January 1 to December	
31.		31.	