BY-LAW

ARTICLE I
NAME

The name of this Corporation is The American Association for Thoracic Surgery (hereinafter the “Association”).

ARTICLE II
PURPOSE

The purposes of the Association shall be:

To associate persons interested in, and carry on activities related to, the science and practice of thoracic surgery, the cure of thoracic disease and the related sciences.

To encourage and stimulate investigation and study that will increase the knowledge of intrathoracic physiology, pathology and therapy, and to correlate and disseminate such knowledge.

To hold scientific meetings featuring free discussion of problems and developments relating to thoracic surgery, and to sponsor a journal for the publication of scientific papers presented at such meetings and other suitable articles.

To succeed to, and continue to carry on the activities formerly conducted by The American Association for Thoracic Surgery, an unincorporated association.

ARTICLE III
MEMBERSHIP

Section 1. There shall be three classes of members: Honorary, Senior, and Active. Admission to membership in the Association shall be by election. Membership shall be limited, the limits on the respective classes to be determined by these By-Laws. Only Active and Senior Members shall have the privilege of voting or holding office, except as provided by these By-Laws. Honorary members shall have the privilege of voting but shall not be eligible to hold office.

Section 2. Honorary Membership shall be reserved for such distinguished persons as may be deemed worthy of this honor by the Council with concurrence of the Association.

Section 3. The number of Senior Members shall be unlimited. Active Members in good standing automatically advance to Senior Membership at the age of seventy years. A younger Active Member in good standing may be eligible for Senior Membership by petition to and approval by the Council.
Section 4. Active Membership shall be limited to eight-nine hundred fifty (89500). A candidate to be eligible must be a physician and shall have achieved distinction in the thoracic field or shall have made a meritorious contribution to knowledge pertaining to thoracic disease or its surgical treatment.

Section 5. Election to Honorary, Senior or Active Membership shall be for life, subject to the provisions of Section 8 following and Article IX hereof. All new members shall be elected directly to Honorary or Active status.

Section 6. Candidates for membership in this Association must be formally nominated and seconded, in an approved manner, by not less than three Active, Senior or Honorary Members. Such nomination must have been distributed to all members of the Association before final action may be taken on any new candidate for election to Active Membership. Provided the foregoing requirements have been met and the candidates have been approved by the Membership Committee and by the Council, their names shall be presented to the Association at the next annual meeting or by electronic ballot for final action. When presented via electronic ballot, not less than ten percent (10%) of the Association’s voting members must return a completed ballot for the vote to be effective. Approval for both in-person and electronic voting shall require a two-thirds vote of those present and/or submitting an electronic ballot voting shall be required to elect. Any candidate for membership in the Association who has failed of election three times shall automatically cease to be a candidate and may not be renominated until after a lapse of three years.

Section 7. Members in good standing may resign at any time. Resignation shall not relieve a member of the obligation to pay outstanding dues or assessments. The Council may delay or refuse to accept the resignation of any member who has received written notification that the Ethics Committee is conducting an investigation concerning the member’s conduct until a final decision on the matter has been issued in accordance with the Procedural Guidelines for Ethics Complaints Against AATS Members established by the Council.

Section 8. The Council shall recommend that any Active Member whose dues are in arrears for two years shall have his/her membership terminated, except that if the Ethics Committee is conducting an investigation concerning the member’s conduct, such member’s membership shall not be terminated until a final decision on the matter has been issued in accordance with the Procedural Guidelines for Ethics Complaints Against AATS Members established by the Council.

ARTICLE IV
BOARD OF DIRECTORS (“COUNCIL”)

Section 1. The Board of Directors of the Association shall be called the Council and shall be composed of the President, President-Elect, Vice-President, Secretary, Treasurer, Immediate Past President, and six North American and two non-North American Councilors. All members of the Council must be Active or Senior Members of the Association. The AATS Foundation President shall serve as a non-voting member of the Council during his or her term of office.

Section 2. The Council shall be the governing body of the Association, and shall have full power to manage and act on all affairs of the Association, except as follows:

It may not levy any general assessments against the membership but it may, in individual cases, waive annual dues or assessments.
It may not change the Articles of Incorporation or By-Laws.

It may neither elect new members nor alter the status of existing members, other than to apply the provisions of Article III, Section 7 and Article IX.

The Council may adopt such rules and regulations for the conduct of the Association’s affairs as the Council deems necessary or advisable, including specifically the Procedural Guidelines for Ethics Complaints Against AATS Members.

Section 3.

At the conclusion of the annual meeting, the retiring President shall automatically become a Councilor for a one-year term office.

North American Councilors shall be elected from among the North American members of the Association to serve for a four-year term of office in place of elected Councilors whose terms expire at such annual meeting. Two of the other six elected North American Councilors shall be elected at each annual meeting of the Association to serve for a four-year term of office in the place of elected Councilors whose terms expire at such meeting.

One of the two six North American Councilors so elected shall be nominated and elected by the membership via electronic vote.

One of the two non-North American Councilors, whose term expires at such meeting, shall be elected from among the non-North American members of the Association to serve for a three-year term of office.

Councilors shall take office upon the conclusion of the annual meeting at which he/she is elected. No Councilor serving a three or four-year term may be reelected to succeed himself/herself. Any Councilor so elected shall take office upon the conclusion of the annual meeting at which he/she is elected.

Section 4. Vacancies in the office of Councilor shall be temporarily filled by the Council subject to approval of the Association at the next annual meeting of the Association or by electronic vote.

Section 5. There shall be an annual meeting of the Council held during the annual meeting of the Association. Additional meetings of the Council may be called on not less than seven days’ prior written or telephonic-electronic notice by the President, the Secretary or any three members of the Council.

Section 6. Seven Eight members of the Council shall constitute a quorum for the conduct of business at any meeting of the Council, but a smaller number may adjourn any such meeting.

Section 7. Whenever any notice is required to be given to any member of the Council, a waiver thereof in writing, signed by the member of the Council entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 8. Any action which may be or is required to be taken at a meeting of the Council may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of
the members of the Council. Any such consent shall have the same force and effect as a unanimous vote at a duly called and constituted meeting.

ARTICLE V
OFFICERS

Section 1. The officers of the Association shall be a President, a President-Elect, a Vice-President, a Secretary, and a Treasurer. All officers must be Active or Senior Members of the Association.

Section 2. The President, President-Elect, Vice-President, Secretary and Treasurer shall be elected at the annual meeting of the Association and shall take office upon conclusion of the meeting. The President, President-Elect, and the Vice-President shall be elected for a one-year term of office. The Secretary and the Treasurer shall be elected for a one-year term of office and may be reelected for not more than three-four additional terms.

Section 3. The President of the Association shall perform all duties customarily pertaining to the office of President. He/she shall preside at all meetings of the Association and at all meetings of the Council.

Section 4. The President-Elect of the Association shall, in the absence or inability of the President to serve, perform all duties customarily pertaining to the office of President.

Section 5. The Secretary of the Association shall perform all duties customarily pertaining to the office of Secretary. He/she shall serve as Secretary of the Association and as Secretary of the Council. When deemed appropriate an Active or Senior Member may be elected to serve without vote as Secretary-elect, without vote, as an understudy to the Secretary in anticipation of the latter’s retirement from office.

Section 6. The Treasurer of the Association shall perform all duties customarily pertaining to the office of Treasurer. When deemed appropriate an Active or Senior Member may be elected to serve without vote as Treasurer-elect, without vote, as an understudy to the Treasurer in anticipation of the latter’s retirement from office.

Section 7. Vacancies occurring among the officers named in Section I shall be temporarily filled by the Council for the remainder of his/her term.

ARTICLE VI
COMMITTEES

Section 1. The Council is empowered to appoint a Membership Committee, and such other committees as may in its opinion be necessary or desirable. All such committees shall render their reports at an executive session of the Association, except that no ad hoc committee need report unless so directed by the Council.

Section 2. The Executive Committee shall consist of the President, who shall serve as Chair, President-Elect, Vice President, Secretary, Treasurer and Immediate Past President and up to two (2) North American Councilors in their fourth and final term as elected by the Council. The Executive
Committee shall provide oversight of the association’s management and financial activities during the interim between meetings of the Council.

Section 3. The Membership Committee shall consist of at least ten (10) Active or Senior Members, three of whom shall be from outside North America. The duties of the Membership Committee are to investigate all candidates for membership in the Association and to report its findings as expeditiously as possible to the Council through the Secretary of the Association. A Chair shall be appointed from among the current members who shall serve a single two-year term. North American appointments to this Committee shall be for a period of three years. Non-North American appointments to this Committee shall be for a period of two years.

Section 4. The Nominating Committee shall consist of the five (5) immediate Past Presidents of the Association. The most senior Past President shall serve as Chair. This Committee shall prepare a slate of nominees for Officers and Councilors upon instruction from the Council as to the vacancies which are to be filled by election and shall present its report at the second executive session of the Annual Meeting.

Section 5. The Association as a whole may authorize the Council to appoint Administrative, Scientific or Research Committees for the purpose of investigating thoracic problems and may further authorize the Council to support financially such committees to a limited degree. When Administrative, Scientific or Research Committees are authorized by the Association, the Council shall appoint the Chairs of these Committees, with power to organize their committees in any way best calculated to accomplish the desired object, subject only to the approval of the Council. Financial aid rendered to such Committees shall not exceed such annual or special appropriations as may be specifically voted for such purposes by the Council. Members are urged to cooperate with all Scientific or Research Committees of the Association.

Section 6. The Ethics Committee shall consist of seven members appointed by the Council, one of whom shall be named as Chair by the Council. The members shall serve a three year term, and may be reappointed. The Ethics Committee shall investigate complaints alleging ethical breaches of Association members received in writing or it may investigate a member’s conduct on its own initiative. A majority of the Ethics Committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Ethics Committee.

The Ethics Committee may discipline any member for (i) failure to meet the requirements for membership in the Association, (ii) conduct in violation of these By-Laws, the Code of Ethics adopted by the membership of the Association, or the Association’s rules and policies, (iii) being convicted of or pleading guilty to a felony or any crime arising out of the practice of medicine or involving moral turpitude, (iv) being disciplined by, or otherwise having the member’s right to practice medicine limited, suspended, terminated or otherwise affected by, any medical licensing authority, or (v) engaging in conduct inconsistent with the purposes of the Association.

Section 7. The Finance Committee shall consist of the Treasurer, President-Elect, and at least three (3) members appointed by the Council for three-year terms, one of whom will serve as Chair and the Immediate Past Treasurer shall serve for a one (1) year term. The Committee shall be responsible for the financial oversight of the Association ensuring its long term financial viability in accordance with the Strategic Plan established by the Council.
ARTICLE VII
FINANCES

Section 1. The fiscal year of the Association shall begin on the first day of January and end on the last day of December each year.

Section 2. Members shall contribute to the financial maintenance of the Association through initiation fees, annual dues, and special assessments. The amount of the annual dues and the initiation fees shall be determined by the Council. If, at the end of any fiscal year, there is a deficit in the current funds of the Association, the Council may send out notices to that effect and invite Active members to contribute the necessary amount so that no deficit is carried over from one fiscal year to another. The Association may, in any regularly convened meeting or electronic ballot, vote a special assessment which shall become an obligatory charge against the classes of members affected thereby.

ARTICLE VIII
MEETINGS

Section 1. The time, place, duration, and procedure of the annual meeting of the Association shall be determined by the Council and the provisions of the By-Laws.

Section 2. Notice of any meeting of the Association shall be given to each member of the Association not less than five days nor more than one year prior to any annual meeting and not less than thirty nor more than forty days prior to any special meeting by written or printed notice delivered personally, by mail or electronically, at the direction of the Council, the President or the Secretary. Such notice shall state the place, day and hour of the meeting and in the case of a special meeting shall also state the purpose or purposes for which the meeting is called.

Section 3. A special meeting of the Association may be called by the Council or on the written request of fifteen members delivered to the Council, the President or the Secretary. The specific purposes of the meeting must be stated in the request.

Section 4. Attendance at annual meetings and participation in the scientific programs shall be optional for all Honorary and Senior Members, but it shall be expected of all Active Members.

Section 5. Each annual meeting shall have at least one executive session. If there is miscellaneous business of an urgent nature, a preliminary executive session will be held immediately when the Association convenes at its Annual Meeting. The main executive session shall be held during the afternoon on the first or last day of the Meeting.

Section 6. Except where otherwise required by law or these By-Laws, all questions proposed at a meeting of the members shall be decided by a majority vote of the members present in person and voting. Voting by proxy is not permitted.

Section 7. Fifty voting members present in person shall constitute a quorum at a meeting of members.

Section 8. While the scientific session of the annual meeting is held primarily for the benefit of the members of the Association, it may be open to non-members who are able to submit satisfactory
credentials, who register in a specified manner, and who pay such registration fee as may be determined and published by the Council from year to year.

ARTICLE IX
DISCIPLINE

Any member of the Association may be admonished, censured, placed on probation, suspended or expelled for (i) failure to meet the requirements for membership in the Association, (ii) conduct in violation of these By-Laws, the Code of Ethics adopted by the membership of the Association, or the Association’s rules and policies, (iii) being convicted of or pleading guilty to a felony or any crime arising out of the practice of medicine or involving moral turpitude, (iv) being disciplined by, or otherwise having the member’s right to practice medicine limited, suspended, terminated or otherwise affected by, any medical licensing authority, or (v) engaging in conduct inconsistent with the purposes of the Association. Disciplinary actions shall be conducted in accordance with the Procedural Guidelines for Ethics Complaints Against AATS Members established by the Council, which procedures shall include written notification to the member of the infraction and an opportunity for a hearing.

ARTICLE X
INDEMNIFICATION

Section 1. The Association shall indemnify any and all of its Councilors (hereinafter in this Article referred to as “directors”), officers, employees, committee members and agents, or former directors, officers, employees, committee members and agents, or other person who has served or shall serve at the Association’s request or by its election as a director or officer of another corporation or association, against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors, officers, employees, committee members or agents of the Association, or directors or officers of such other corporation or association, provided, however, that the foregoing shall not apply to matters as to which any such director, officer, employee, committee member or agent, or former director, officer, employee, committee member or agent or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty or to such matters as shall be settled by agreement predicated on the existence of such liability.

Section 2. Upon specific authorization by the Council, the Association may purchase and maintain insurance on behalf of any and all of its directors, officers, employees, committee members or agents, or former directors, officers, employees, committee members or agents, or any person who has served or shall serve at the Association’s request or by its election as a director or officer of another corporation or association, against any liability or settlement based on asserted liability, incurred by them by reason of being or having been directors, officers, employees, committee members or agents of the Association or directors or officers of such other corporation or association, whether or not the Association would have the power to indemnify them against such liability or settlement under the provisions of Section 1.
ARTICLE XI
PAPERS

Section 1. All papers read before the Association shall become the property of the Association. Authors shall provide original or electronic copies of their manuscripts to the Editor for consideration for publication in the official Journal.

ARTICLE XII
INITIATION FEES, DUES AND ASSESSMENTS

Section 1. Honorary Members of the Association are exempt from all initiation fees, dues, and assessments.

Section 2. Annual dues for Active Members shall be established by the Council and shall include a year’s subscription to THE JOURNAL OF THORACIC AND CARDIOVASCULAR SURGERY.

Section 3. Senior Members are exempt from dues.

Section 4. The initiation fee for those elected directly to Active Membership shall be established by the Council.

Section 5. Subscription to THE JOURNAL OF THORACIC AND CARDIOVASCULAR SURGERY is optional for Senior Members.

Section 6. Bills for membership dues and for subscriptions to THE JOURNAL OF THORACIC AND CARDIOVASCULAR SURGERY will be -sent to members by the Treasurer at the beginning of the fiscal year.

ARTICLE XIII
PARLIAMENTARY PROCEDURE

Except where otherwise provided in these By-Laws or by law, all parliamentary proceedings at the meetings of this Association and its Council and Committees shall be governed by the then current Sturgis Standard Code of Parliamentary Procedure.

ARTICLE XIV
AMENDMENTS

Section 1. These By-Laws may be amended by a two-thirds vote of the members present and voting at an executive session of a properly convened annual or special meeting of the Association provided that the proposed amendment has been moved and seconded by not less than three members at a prior executive session of that meeting or a prior meeting of the Association.

These By-Laws may also be amended by an electronic ballot delivered to each voting Member. Ballots shall remain open for no fewer than fourteen (14) days with no fewer than two reminders distributed to all voting members within that time. Not fewer than ten percent (10%) fifty (50) of the Association’s voting Members must return a completed ballot in order for the vote to be effective and approval by
two-thirds of those returning completed ballots shall be required for the adoption of the proposed amendments.

Section 2. These By-Laws may be suspended in whole or in part for a period of not more than twelve hours by a unanimous vote of those present and voting at any regularly convened meeting of the Association.

ARTICLE XV
ELECTRONIC AND FACSIMILE TRANSMISSIONS

Section 1. For purposes of determining when any notice required under these By-Laws is effective, a notice shall be considered delivered when it is transmitted by electronic means or by facsimile to the address of the member appearing in the records of the Association. Actions provided for in these By-Laws that are required to be “in writing,” to be “written,” or to have “written consent,” and actions providing for “written notice,” “written ballots,” “mailed ballots,” “written petitions” and similar actions, shall include any communication transmitted or received by electronic means and any communication transmitted or received by facsimile. Electronic signature on the part of either the Association or the member shall be effective for any such notices, communications or actions.

Amended April 2018