

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

**ARTICLE I**  
**OFFICES**

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

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

**ARTICLE II**  
**PURPOSES**

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

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

**ARTICLE III**  
**MEMBERSHIP**

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

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





## ARTICLE VII OFFICERS

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

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

**Section 7.3.** The Secretary/Treasurer may be removed by the Council whenever, in its judgment, the best interests of the Chapter will be served thereby. If the office of the Secretary/Treasurer becomes vacant because of removal by the Council, death, resignation or any other reason, such vacancy shall be filled by a majority vote of the Council. for the remainder of the Ugetgvct{IVtgcuwttgtou"qpg" {gct"vgt o0"kh"vjg"Rtgukfgpv"egcugu"vq"ugtxg."vjg" I qxgtpqt-Elect shall become Governor. In the absence of such Governor-Elect, the Secretary/Treasurer shall serve as Acting-Governor until a new Governor is selected pursuant to the Bylaws of the College.

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

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

### THE GOVERNOR (PRESIDENT)

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

**THE SECRETARY/TREASURER**

**Section 7.9.** The Secretary/Treasurer shall be elected from the existing Council

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

### **DUES AND FEES**

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

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

### **CHAPTER MANAGEMENT**

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

## **ARTICLE X** **AMENDMENTS AND FUNDAMENTAL CHANGE**

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