



Bylaws of the General Thoracic Surgical Club

ARTICLE I. NAME, OBJECTIVES, AND OFFICES

Section 1.01. Name

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

Section 1.02. Objectives

The purposes of this organization shall be to:

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

Section 1.03. Registered Office

The registered office of this Club in Minnesota shall be located at the address specified in the Articles of Incorporation of this Club, as presently in effect or as hereafter amended, or in a certificate of change of registered office filed with the Secretary of State of Minnesota.

Section 1.04. Other Offices

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

ARTICLE II. MEMBERS AND MEETINGS OF MEMBERS

Section 2.01. Members

The members of this Club shall be general thoracic surgeons who have been accepted as members by the Executive Committee. Categories of membership shall be Active, Senior, Honorary, and Candidate.

Candidate membership is designed to encourage younger surgeons and residents to participate in Club activities. Candidate members must be enrolled in an accredited training program in general and/or thoracic surgery. Additionally, candidate membership is available to thoracic surgeons who have recently completed an accredited program in thoracic surgery but have not yet met the requirements for Active membership. Candidate members shall be entitled to the duties and privileges of Active members, except that: they shall not have the privilege of voting, they shall

not be eligible for election to the Executive Committee and are not eligible to serve as an Officer of the Club.

Active members in good standing, reaching the age of 65 or whose practices have been limited because of disability, are eligible for Senior Membership. Alternatively, Active members 61 years or older who submit a declaration of retirement from employment in the field of medicine and no longer receive income from employment in the field of medicine can be considered for Senior membership. Senior members are not required to pay annual dues and are invited to attend the Annual Meeting at the Active Member Rate plus 1 years' worth of dues.

From time to time the Executive Committee shall confer Honorary memberships on individuals who have provided service to the Club or the field of general thoracic surgery. The amount of annual dues, if any, payable by the members as a condition of initial or continuing membership, shall be as established from time to time by the Executive Committee. Honorary members and other members at the discretion of the Executive Committee will be exempt from dues.

Section 2.02. Membership Requirements

Surgeons who have obtained specialty certification in thoracic surgery by the American Board of Thoracic Surgery or the Royal College of Surgeons, or other official certifying organization approved by the Executive Committee may apply for membership in the General Thoracic Surgical Club.

Applicants for Active membership must:

1. Have board certification in thoracic or cardiothoracic surgery in their country.
2. Have been in practice for a minimum of two years beyond the completion of formal training in thoracic surgery.
3. In the year preceding application >50% of their practice must be general thoracic surgery.

Applicants for Candidate membership must:

1. Be a Medical Student, General Surgery Resident, Thoracic (cardiothoracic) Surgery Resident or Thoracic Surgery Fellow. Or have completed formal surgical training but have not yet met the requirements for Active Membership.
2. Be enrolled in an accredited training program in general and/or thoracic surgery or completed a program but do not yet meet the requirements for Active membership.
3. Candidate Members may apply for Active membership only after having obtained specialty certification in thoracic surgery by the American Board of Thoracic Surgery or the Royal College of Surgeons, or other official certifying organization approved by the Executive Committee and having been in practice for a minimum of two years beyond the completion of formal training in thoracic surgery, devoting at least 50% of their practice to general thoracic surgery.
4. Candidate Membership may not exceed a period greater than six years beyond the completion of an accredited training program in thoracic surgery.

Section 2.03. Annual Meetings

The Executive Committee shall have the right to determine the meeting date, time, and location of their Annual Meeting. Notice of meetings shall state the time, place, and purpose and shall be

delivered to each member, either by mail or in electronic format as shown on the records of this Club. Notice shall be delivered not fewer than thirty (30) days before the meeting, excluding the day of the meeting.

Section 2.04. Special Meetings

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

Section 2.05. Meetings by Conference Call

A conference among members of the Executive Committee, or among members of any committee, by any means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by that means constitutes personal presence at the meeting. A member of the Executive Committee may participate in a meeting of the Executive Committee, or any committee designated by the Executive Committee, not described in the first sentence of this paragraph by any means of communication through which the member of the Executive Committee, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes personal presence at the meeting.

Section 2.06. Authorization without a Meeting

If members of the Executive Committee make a formal decision that's not during an official Executive Committee meeting, the decision is valid if all Executive Committee members agree to the decision in writing.

Section 2.07. Quorum; Manner of Acting; Adjourned Meetings

Except as otherwise provided by statute or by these Bylaws, a simple majority of members present shall constitute a quorum for the transaction of business at any Annual Meeting of the members or in any electronic voting which requires member approval.

Except as otherwise provided by statute or by these Bylaws, forty percent (40%) of the total number of Executive Committee members, but not fewer than two (2), shall be required to constitute a quorum for the transaction of business at any meeting except for removal of the of the Chair or Vice-Chair which requires a majority of the total Executive Committee.

The act of the majority of the members present at the meeting or responding to the request for voting shall be the act of the members. A meeting may be adjourned from time to time without notice, other than an announcement at the meeting. At adjourned meetings, any business may be transacted which might have been transacted at the meeting as originally noticed.

Section 2.08. Election of Officers & Executive Committee Members

Interested candidates will be solicited through a Call for Volunteers to the membership. Nominees for Officer positions shall have previous experience serving on the Executive Committee. Members of the Club must have attended at least five (5) annual meetings in the past eight (8) years to qualify to serve on the Executive Committee. The Executive Committee has the right to propose additional members to replace each Officer or Executive Committee member whose term expires.

ARTICLE III. OFFICERS & EXECUTIVE COMMITTEE

Section 3.01. General Powers

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

Section 3.02. Officers

The Officers of the Club shall be (a) Chair, (b) Vice Chair, (c) Secretary-Treasurer, and (d) Chair of Clinical Trials. The Officers shall be elected by, and from among, the members of the Executive Committee. Any two (2) or more offices, except those of the Chair and Vice-Chair, may be held by the same person. Officers will serve indefinite terms of office until his or her death, resignation, or removal as hereafter provided. At each meeting of the Executive Committee, the Chair of this Club, or, in his or her absence, the Vice-Chair of this Club shall preside. The Secretary of this Club or, in his or her absence, any person whom the Chair appoints shall act as secretary of the meeting.

Section 3.03. Chair

The Chair shall be the Chief Executive Officer of this Club and shall have general active management of the business of this Club. He or she shall, when present, preside at all meetings of the members and all meetings of the Executive Committee. He or she shall see that all orders and resolutions of the Executive Committee are carried into effect. The Chair may execute and deliver in the name of the Club any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this Club. These include without limitation, any instruments necessary or appropriate to enable this Club to donate income or principal of the Club to or for the account of such organizations, causes, and projects described in the Articles of Incorporation of the Club and as this Club was organized to support, and, in general, shall perform all duties usually incident to the office of Chair. He or she shall have such duties as may from time to time be prescribed by the Executive Committee.

Section 3.04. Vice-Chair

The Vice-Chair shall be elected by the Executive Committee, shall have such powers, and shall perform such duties as may be specified in the Bylaws or prescribed by the Executive Committee or by the Chair. In the event of absence or disability of the Chair, the Vice-Chair shall succeed to his or her powers and duties in the order designated by the Executive Committee.

Section 3.05. Secretary/Treasurer

The Secretary-Treasurer shall keep a record of the proceedings of all meetings, certify official records, and perform all duties which may be required. The Secretary-Treasurer will ensure that

a list of all members exists, have charge of all funds of the Club

Section 3.06. Chair of Clinical Trials

The Chair of Clinical Trials shall be tasked with the planning and execution of the Robert J. Ginsberg Clinical Trials Day, held during the Annual Meeting.

Section 3.07. Other Officers, Agents and Employees

This Club may have such other Officers and such agents and employees as may be deemed necessary and be appointed by the Executive Committee. Such Officers, agents, and employees shall be appointed in the manner, have duties, and hold their offices for the terms specified in the resolution of the Executive Committee appointing them.

Section 3.08 Executive Committee

The Club's Executive Committee shall consist of thirteen members – each of whom is a member in good standing. Each Executive Committee member is elected for a three-year term or until his or her death, resignation, or removal as hereafter provided. Executive Committee members may serve no more than two consecutive terms. Members of the Executive Committee may be increased or decreased but to no fewer than six (6) by the affirmative vote of a majority of the Executive Committee.

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

Section 3.09. Resignation

Any Officer may resign at any time by giving written notice to the Executive Committee, to the Chair, or to the Secretary of this Club. A resignation shall take effect at the time specified therein; and, unless otherwise specified in the written notice, the acceptance of a resignation is not necessary to make it effective.

Any member of the Executive Committee may resign at any time by giving written notice to the Chair or to the Secretary of this Club. A resignation shall take effect at the time specified therein. Unless otherwise specified in written notice, acceptance of a resignation is not necessary to make it effective.

Section 3.10. Vacancies. The Executive Committee shall select an individual to fill vacancies for Officers or the Executive Committee, however caused, until the completion of the current term. Upon completion of that term, the vacant role shall be filled by a majority vote of those who respond to a ballot of the voting members. The Executive Committee shall submit a list of nominations for the open positions on the position to be filled prior to member vote. Additional nominations may be made from the floor or electronically.

Section 3.11 Removal

Any Officer may be removed, either with or without cause, by a majority vote of the Executive Committee, at a meeting of the Executive Committee called for that purpose and a successor may be elected at the same meeting.

Any member of the Executive Committee may be removed, either with or without cause, at any time, by a vote of a majority of the total number of members, at a special meeting of the members called for the purpose. The vacancy in the Executive Committee caused by the removal shall be filled in the manner specified in Section 2.

Section 3.12. Compensation

The Officers, agents, and employees of this Club may be paid reasonable compensation for their services rendered to this Club and be reimbursed for reasonable expenses necessarily incurred by them in rendering those services as the Executive Committee may from time to time determine to be directly in furtherance of the purpose of, and in the best interests of, this Club.

Section 3.13. Bond

The Executive Committee of this Club shall from time to time determine which, if any, Officers, agents, or employees of this Club shall be bonded and the amount of each bond.

Section 3.14. Proxies

Proxies shall not be allowed or used.

ARTICLE V. COMMITTEES

Section 5.01. Committees

The Executive Committee may act by and through such other committees as may be specified in resolutions adopted by a majority of the members of the Executive Committee. Each committee shall have the membership, duties, and responsibilities established for it from time to time by the Executive Committee.

Section 5.02. Miscellaneous

The Chair shall from time to time appoint the chair of each committee. Each committee of this Club may establish the time for its regular meetings and may change that time as it from time to time deems advisable. Special meetings of any committee of this Club may be called by the chair of that committee or by the Chair. Seven (7) days' notice either by mail or in electronic format, or two (2) days' notice by telephone or in person shall be given at any special meeting of a committee. At all meetings of a committee of this Club, each committee member shall be entitled to cast one vote on any question coming before the meeting. A majority of the membership of any committee of this Club shall constitute a quorum at any meeting. However, a majority vote of the members of the committee present at the meeting, although less than a quorum is present, shall be sufficient for the transaction of the business of the committee.

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

Section 6.01. Books and Records

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

1. records of all proceedings of members, executive committee members, and committees; and
2. other records and books of account necessary and appropriate to the conduct of the corporate business.

Section 6.02. Documents Kept at Registered Office

The Executive Committee shall cause to be kept at the registered office of this Club original copies of:

1. records of all proceedings of members, executive committee members, and committees;
2. all financial statements of this Club; and
3. Articles of Incorporation and Bylaws of this Club and all amendments and restatements thereof.

Section 6.03. Audit

The Executive Committee may cause the records and books of account of this Club to be audited once in each fiscal year and at such other times as it may deem necessary or appropriate and may retain such person or firm for such purposes as it may deem appropriate.

Section 6.04. Fiscal year.

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

ARTICLE VII. WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given by these Bylaws or any of the laws of the State of Minnesota, the notice may be waived in writing, signed by the person or persons entitled to notice, whether before, at, or after the time stated therein, or before, at, or after the meeting.

ARTICLE XIII. IDENTIFICATION

This Club shall, in the exercise of the power granted to Minnesota nonprofit Clubs generally by Section 317.16, Subd. 2(14), of the Minnesota Statutes, as presently enacted and as hereafter amended, indemnify its Officers, members of the Executive Committee, and employees against certain expenses and liabilities, in the manner and to the extent provided in Section 300.083 of the Minnesota Statutes, as presently enacted or as hereafter amended.

ARTICLE IX. AMENDMENTS

The Executive Committee may amend the Club's Articles of Incorporation or Bylaws, as from time to time amended or restated, to include or omit any provision which could lawfully be included or omitted at the time such amendment or restatement is adopted. Any number of amendments, or an entire revision or restatement of the Articles of Incorporation or Bylaws, may be submitted and voted upon at a single meeting of the Executive Committee or via electronic vote, with a quorum of no fewer than two-thirds (2/3) of the Executive Committee.

ARTICLE X. DISSOLUTION

If for some reason it becomes necessary to dissolve this Club, the assets remaining after payment of the debts of the Club or provision therefor shall be distributed exclusively for charitable or educational purposes to organizations in the field of thoracic surgery which are then exempt from federal tax under Section 501(c)(3) of the Code, and to which contributions are then deductible under section 170(c)(2) of such Code as may be directed by the Executive Committee.