



## BYLAWS OF THE ACADEMY OF CARDIOVASCULAR RESEARCH EXCELLENCE\*

\* The current version of Bylaws is the 8<sup>th</sup> amendment to previous versions of Bylaws approved by the Board of Directors initially on November 8, 2003, February 2, 2006, October 2, 2007 and February 27, 2014. It will be effective after ACRE member voting and the approval by the Board of Directors.

**Article I Name:** The name of the association shall be the Academy of Cardiovascular Research Excellence (the ACRE), or 恩科心血管研究院 in Chinese.

**Article II Missions:** The missions of the ACRE shall be to promote the excellence and advancement of cardiovascular research, education, drug discovery and clinical applications, to promote the professional development of its members, and to lead the effort of academic exchanges and scientific interactions among its members. For these purposes, the ACRE shall be the voice of cardiovascular basic sciences, clinical sciences, and population sciences and sponsor cardiovascular research and education programs, workshops, symposia, annual scientific meetings, conferences, and publications. The ACRE shall actively engage in academic exchanges between China and the outside world in the area of cardiovascular function, diseases, and drug discovery to reduce disability and death from cardiovascular diseases and stroke.

**Article III Members:** The ACRE shall be a membership-driven professional association.

**Section 1. Eligibility for membership.** Scholars and professionals actively involved in cardiovascular sciences are eligible for ACRE membership by an application. Scholars and professionals of other disciplines who are interested in cardiovascular research and education are also eligible for ACRE membership through application. Any persons who support the missions of the ACRE and participate in the activities of the ACRE shall also be eligible for ACRE membership through application.

**Section 2. Membership.** The ACRE has a variety of membership categories to accommodate all interest levels. 1) Regular Membership: Regular memberships are for all individuals engaged in cardiovascular research and education at an accredited institution or organization. Regular Membership has two categories: a) Full Voting Members and b) Partial Voting members. Regular Members in the partial voting category include full-time student, resident, fellow, post-doctoral and pay membership dues at a special reduced rate. 2) Life-time Membership: The ACRE allows life-time membership. A life-time member can keep the membership for a number of years if a

certain membership dues are paid in full at a special rate. 3) Emeritus Membership: Members who are a) retired from full-time employment, b) >65 year old, or c) with 25 years or more of paid membership are eligible to apply for emeritus status. Emeritus members receive free ACRE membership and benefits (see Section 3) same as partial voting regular members. 4) Honorary Membership: the honorary type of membership of the ACRE is awarded for life to an individual by the Board of Directors of the ACRE to people 'who have rendered meritorious service to humanity in the ACRE's designated fields of interest' while not being members of ACRE. This membership provides all the rights and privileges of a regular ACRE membership, except the right to vote or to hold an ACRE office. The recipients of this grade will receive a certificate of 'Honorary Member'. 5) Affiliate Membership: The ACRE offers affiliate membership for individuals who believe in and appreciate the mission of the ACRE and wish to provide support through active participation in various functions and activities of the ACRE. This membership is free and receives some benefits and privileges including newsletters, scientific programs, annual scientific meetings and conferences, and workshops. 6) The ACRE may designate its Members with significant professional contributions and outstanding academic achievements as **Academician of the ACRE**.

**Section 3. Privileges of Membership.** The privileges and benefits for each membership category and the detailed rules for membership and membership dues appear on the Application and Renewal Form of the ACRE. The ACRE shall provide its members with an excellent platform for professional networking, career development and promotion through a variety of mechanisms and numerous opportunities to be involved in the ACRE, including all scientific programs, academic exchange programs, annual scientific meetings and conferences, and workshops on the application of new techniques and treatments to cardiovascular problems; access to members-only Web site, exclusive online newsgroups, the Directory of the ACRE membership, the publications of the ACRE etc. Regular full voting members shall have the privilege to vote and/or to be voted as officers,

**Section 4. Membership Application.** To become a member of the ACRE an application must be submitted to and approved by the Membership Committee.

**Section 5. Membership Dues.** Membership dues shall be required of all members of the ACRE. The amount of the annual dues shall be determined by a vote of the membership. Payment of all required membership dues is necessary to maintain an active status of the membership. Dues shall be payable on January 15 of each year and shall become delinquent sixty (60) days thereafter. A member whose dues are delinquent for a period of one year may be dropped from the rolls of the ACRE by action of the Membership Committee with approval from the Board of Directors. The Treasurer shall notify such member by mail of such anticipated action sixty (60) days before it is taken. Any member dropped from membership because of delinquency may be considered by the Membership Committee for reinstatement upon the filing of such a request, together with payment of current dues and all past unpaid dues unless waived, in whole or in part, by a majority vote of the Board of Directors. On the recommendation

of the Membership Committee and the approval of the Board of Directors, and without publication thereof, annual dues may be waived in whole or in part for any member of the ACRE.

**Section 6. Resignation.** Any member may resign by filing a written request for resignation with the Membership Committee, which in turn shall notify the treasurer and the Board of Director of the ACRE. Any member dropped from membership because of resignation may be considered by the Membership Committee for reinstatement upon the filing of such a request, together with payment of current dues and all past unpaid dues unless waived, in whole or in part, by a majority vote of the Board of Directors.

**Section 7. Termination of Membership.** The Board of Directors, by a majority vote of a quorum, may terminate the membership of any member who becomes ineligible for membership.

**Article IV. Officers:** The officers shall consist of a President, a President-elect, a General Secretary, and six Directors.

**Section 1. Board of Directors:** The elected officers form the Board of Directors of the ACRE, of which the President is the Chairman. The Board heads the ACRE and supervises the activities of the ACRE. The Board of Directors, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership. The Board should make a decision or call a vote within two weeks upon receipt of a bill proposed by ten or more Members in regards to an important issue of the Academy or a request for a dismissal of a Director or a termination of a membership. The term of officers shall be two (2) years. The President shall not serve for two (2) consecutive terms and shall not serve for no more than two (2) terms. The other officers may be re-elected for an additional term or re-elected to different position, but no more than two (2) consecutive terms.

**Section 2. Nomination and Election of Officers:** Regular and Life-time (Full-voting) Members of the ACRE shall elect its Board of Directors in November of each year. Prior to the November election, the President shall appoint a Nomination and Election Committee consisting of three members of the ACRE to include and be chaired by the Chairman of the Long-Range Planning Committee. The members of the Nomination and Election Committee should not run for the Officers in the corresponding election year.

To be eligible for President, President-elect, and other Officers, a candidate must be an active Full-voting Member of the ACRE for more than two (2) years. The current officers who are in the last year of the normal term of office (“expiring term”) are obligated nominees as candidates for re-election should the officers be eligible for re-election in the election year.

Candidates for officers shall be nominated by Full-voting Members. Members interested in committee service shall be allowed to self-nominate as a candidate. Members should

complete the nomination form and submit it for consideration by the Nomination and Election Committee. The Nomination and Election Committee shall propose a slate of officers consisting of the President-Elect and/or other officers as may be eligible for election. Nominations other than those proposed by the Nomination and Election Committee may be made only at the time of the November election by members who are casting the votes. Final candidates shall be approved for eligibility by the Nomination and Election Committee.

The Nomination and Election Committee shall hold the election in November. Such election may be conducted by mail/e-mail in such manner as the Board of Directors shall determine. Payment of all required membership dues by the time of the election is necessary to maintain voting status. Each member shall be entitled to one vote on each matter submitted to a vote of the members. The candidates for directors receiving the highest number of votes up to the number of directors to be elected are elected. Each year of office shall begin January 1st after the November election and shall end on December 31st of the same election calendar year. The successors to the officers elected shall be elected to serve the normal terms of office as provided above. The officers may be re-elected to serve no more than 2 consecutive terms. If the elected President becomes ineligible to complete a term of office, the President-Elect will become President and the Director with the longest time in office shall become the President-Elect until normal election held in November. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified.

**Section 3. Vacancies:** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected to the unexpired term of his/her predecessor in office.

#### **Article V. Duties of Officers**

**Section 1. The President:** The President shall chair the Board of Directors and is responsible for the overall management of the ACRE. The President shall prepare the agenda for and preside at the meetings of the ACRE and the Board. In addition, the President shall be responsible for dealing throughout the term with problems of major concern to the Association. The President shall appoint a Nomination and Election Committee, which shall hold the election on the Board of Directors and the Committees. The President shall assign a task force or specific standing and ad hoc committee, upon approval of the Board of Directors, to manage specific issues and to deal with specific items of business of concern of the ACRE. The President shall be assisted by the other officers and may seek aid, as needed, from other members and from non-members, including persons specifically requested to provide liaison between the ACRE and other organizations.

**Section 2. The President-elect:** The ACRE has a President-elect, who is elected by Regular (full voting) Members and shall normally succeed to the presidency in a two-year term. The functions of the President-elect are the same as those of the other Directors under normal conditions. The President-elect, however, shall exercise the function of the President when the President cannot execute his/her duties for various reasons. If the President is unable to serve his/her full term, for any reason, the President-Elect shall assume the presidency.

**Section 3. The General Secretary:** The ACRE has a General Secretary, who is elected by regular (full voting) members and shall serve as assistant to the President and the recorder at the meetings of the ACRE and the Board and prepare the minute of each meeting for approval and record. The General Secretary shall keep the minutes of the meetings of the ACRE and of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the association records, and keep a register of the post office address and e-mail address of each member which shall be furnished to the General Secretary by such member; and in general perform all duties incident to the office of General Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The General Secretary shall give an annual report of the activity of the ACRE.

**Section 4. Directors:** The ACRE has eight Directors, who are elected by Regular (full voting) Members and shall chair one of the seven Committees. Note: As the intensive works in the Program and Scientific Committee, there are two co-Directors in this Committee. The Directors discuss and vote on the overall activities and management decisions of the ACRE. In addition, the Directors shall be responsible for the overall management of a given Committee he/she chairs (see *Article VI*).

**Section 5. Board meetings:** Meetings of the Board shall be called by the President. The Board shall meet (teleconference or in person) as often as necessary throughout the year and shall represent the ACRE as necessary. Minutes of each board meeting will be recorded. Because it will not be possible to discuss all problems of current interest at the meetings of the ACRE, the Board may solicit opinions by mail/e-mail from the membership, and it shall act in accordance with the opinions expressed, without undue delay. When such solicitation does not, in the sole discretion of the Board, seem feasible, the Board shall be empowered to act for the ACRE, without a solicitation of the views of the members. The members shall receive copies of the minutes of each Board meeting.

**Section 6. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**Section 7. Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

**Article VI Committees:** The ACRE has seven committees: the Membership Committee, the Science and Program Committee, the Public Affairs Committee, the Education and Award Committee, the Finance Committee, the Multi-media and Publication Committee, and the Long-Range Planning Committee. Each committee will be composed of a Chairman, who is also a Director of the Board, and at least 4 members. Regular (full voting) Members of the ACRE shall elect the members of each committee. Generally, service on these committees shall be for a two-year term with replacement of the members annually to maintain continuity. There shall be no limitation in the number of terms a member may serve on a given committee. Each committee may adopt rules for its own commission no inconsistent with these bylaws or with rules adopted by the board of directors. Special task force committees maybe appointed by the president and approved by the board to accomplish the ACRE strategical goals.

**Section 1. The Membership Committee:** The Membership Committee shall review applications for membership. It shall prepare explanation letters for candidates whose applications are deferred, declined, or recommended for a different category of membership. The letters will be prepared by the membership services staff on advice of the Committee Chairman. A deferral is to be used only when the committee requires specific information. The Committee shall consider all matters pertaining to membership and report its activities to the Board. Any member may resign by filing a written resignation with the *Membership Committee*. The Committee shall from time to time request approval from the Board of Directors for changes in the amount, time, and manner of payment of any membership dues or related fees payable to the ACRE by members. Membership shall become inactive for a member who does not pay the required membership dues and shall not be reinstated until the membership dues are paid and the requirements for eligibility are met and approved by the *Membership Committee*. The Committee shall terminate the membership of any member who becomes ineligible for membership upon an approval of the Board of Directors.

**Section 2. The Science and Program Committee:** The *Science and Program Committee* shall develop the scientific programs, academic exchange programs, annual scientific meetings and conferences, and workshops on the application of new techniques and treatments to cardiovascular problems, assist Board in shaping policy for scientific programs, including basic sciences, clinical sciences, and population sciences. It shall be responsible for the overall quality of the scientific programs for the Academy. It shall also be responsible for the nomination of the Editor-in-Chief of the Editorial Board.

**Section 3. The Public Affairs Committee:** The Public Affairs Committee shall deal with all matters pertaining to public affairs that affect the members, such as biomedical

research funding, scientific misconduct, ethics, etc. Bring such matters to the attention of the Board and act on Board recommendations.

**Section 4. The Education and Award Committee:** The Education and Award Committee shall conduct such educational, teaching, and recruitment programs as may be required or deemed advisable, organize training programs. The ACRE supports a variety of educational activities, from the elementary grades through continuing education for faculty. The ACRE offers materials, resources, and programs at each educational level in both English and Chinese languages. The Education and Award Committee shall manage its Award program. The ACRE Awards program recognizes the efforts of outstanding ACRE members, young investigators, and scientists for their research and education in cardiovascular sciences. It shall conduct nomination and election of Academicians of the ACRE.

**Section 5. The Finance Committee:** The Finance Committee shall have charge and custody of and be responsible for all funds and securities of the association, shall collect and manage membership dues, contributions, organize fund raising activities, receive the total coordinated budget proposals annually from the Chairman and shall determine the annual budgets, reserve funds, and investments of the ACRE, subject to approval by the Board, and manage its financial matters. The Chairman of the Committee (Treasurer) will give a financial report and propose a budget to the membership at the annual meeting.

**Section 6. The Multi-media and Publication Committee:** The Multi-media and Publication Committee shall be responsible for the management of all of the publications of the Academy, including multi-media, journals, newsletters, and Web site. In a long-term, this committee may develop an independent journal and a combined journal with current cardiovascular journals. Unless otherwise indicated, all information such as text, graphics, logos and images contained on the ACRE publications, including journals, newsletters, and Web site, is copyrighted by and proprietary to the ACRE and may not be reproduced in whole or in part by persons, organizations, or corporations other than the ACRE without prior written permission of the ACRE.

**Section 7. The Long-Range Planning Committee:** The Long-Range Planning Committee shall provide for the orderly growth and change in the programs and activities of the Academy. It shall review the progress of The Strategic Plan annually, conduct studies as assigned by Board, prepare proposals, and provide guidance and direction for the future well being of the Society. The committee is composed of an immediate Past President, who is also the chairman of the committee, the chairperson of the Advisory Committee, three young cardiovascular scientists and four senior cardiovascular experts.

**Article VII Registration:** The ACRE is registered in the United States of America and subject to the relevant US laws and regulations. The President shall decide the state and the resident agent for the registration. All activities of the ACRE shall abide by the

laws and regulations of the United States of America and the state in which the ACRE is lawfully registered. With the consent of two-thirds of the members, the Academy may dissolve in accordance with procedures prescribed by relevant laws and regulations.

**Article VIII Finance:** The ACRE is a nonprofit academic organization. The ACRE shall be operated exclusively for scientific and educational purposes within the meaning of Section 501(c)(3) for the Internal Revenue Code of 1986. The income of the ACRE comes from the membership dues, contributions, and donations from other organizations and individuals. The ACRE spends its funds on supporting cardiovascular research and educational programs that best fit the mission of the ACRE and benefit the general public. The ACRE also controls costs for management and general and fund-raising purposes. Those who render services to the ACRE may receive compensations for their services and reimbursement for expenses, which will be determined by resolutions of the Board of Directors.

**Article IX Public Affairs:** The ACRE functions as a non-politic and a membership driven professional association. Its Members are not allowed to express opinions on its behalf without the authorization of the Board of Directors or a plenary meeting of the ACRE. The President and the Directors should inform members when any individual or organization attempt to interfere with the normal operation of the Academy. The ACRE provides assistance to the public in the areas of cardiovascular medicine and science. The ACRE shall keep records of accounts, minutes of the meetings of its members and Board of Directors, correct and complete books, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. The ACRE shall provide an annual report and financial statement to the public.

**Article X Advisory Committee:** The ACRE invites world-leaders in cardiovascular research and education, in both academic and industrial institutions to join the Advisory Committee. The *Advisory Committee* shall make recommendations to the Board regarding the strengthening of the Committee's role in programs, publication, public affairs, and governance of the Academy. A certain numbers of members from various geographical regions in this committee also serve as a coordinator of the Academy in that geographical region and offer advice and assistance to the Board for activities of the Academy and its Chapter in that region.

**Article XI Chapter Program:** The ACRE Chapter Program is designed to promote interdisciplinary contacts among research workers interested in the cardiovascular sciences and education of the general public, including future cardiovascular experts. To form a chapter of the ACRE the interested group needs only to submit a Petition for Chapter Status to Board, via the Central Office. This petition must be signed by five Regular or Emeritus Members of the Academy. A name, reflecting its discipline or geographical location, should be specified on the petition. Petitions are reviewed by the ACRE Board annually. A chapter may adopt bylaws for the regulation of its affairs provided they do not conflict with the Bylaws of the ACRE. Bylaws must be submitted to Board for approval before they may be formally adopted by a Chapter. For the maintenance of an active chapter of the ACRE, the chapter must hold at least one meeting annually and must maintain at least ten Regular Members in good standing. In



addition, all chapters of the Academy will have an obligation to promote, at the local level, the general objectives of the Academy, including its goals of interdisciplinary contacts among the research workers interested in the cardiovascular sciences and education of the general public and future scientists.

**Article XII. Quorum and Voting:** With respect to any meeting of the members, one third of the voting members shall constitute a quorum. If a vote is taken on any matter at a meeting, except as otherwise provided herein, the matter shall be acted upon affirmatively on a favorable vote of a majority of the members present and voting.

**Article XIII Impeachment:** When a majority of the Board of Directors approves a proposal, brought forth by at least five regular members, to impeach the President, the Membership Committee shall hold a voting among the ACRE Regular (full voting) Members on the proposal. The President will be dismissed if there are more than two-third of which are for the proposal. If the President is dismissed, the President-elect shall function as acting President until such time when a new President is elected. The same procedure shall apply to impeachment of any other Directors of the Board. If a Director, or the President-elect, or the General Secretary is dismissed, the President shall appoint, with approval from the majority of the Board of Directors, a substitution until such time when a new Director, President-elect, or General Secretary is elected.

**Article XIV Amendments to the Bylaws:** These Bylaws are to be interpreted by the Board of Directors. They may be modified or amended with the consent of two-third of votes from the Board of Directors submitted for that purpose. An amendment to these bylaws may be made in accordance with the following procedures only:

1. The proposed amendment must be sponsored by at least five voting members of the ACRE.
3. The proposed amendment must be circulated to all members of the ACRE via email or mail 3 weeks before the voting.
4. The proposed amendment may be adopted upon an affirmative vote of two-thirds of the voting members.
5. A vote shall be cast by mailing or email the ballot to the General Secretary. In order for the proposed amendment to be adopted under this procedure, it must be approved by the affirmative vote of two thirds of the entire membership.

**Article XV Dissolving the Association:** The association may be dissolved by a two-thirds majority vote, taken by written ballot in accordance with Article XIII of the bylaws. In the event of dissolution of the ACRE, all of the remaining assets and property of the ACRE shall, after paying or making provision for the payment of all of the liabilities and obligations of the ACRE and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) for the Internal Revenue Code of 1986, as the Board shall determine. In no event shall any of such assets or property be distributed to any member, director, or officer, or any private individual.