

BY-LAWS
OF
WOMEN IN THORACIC SURGERY, INC.

ARTICLE I – Name and Registered Office

Section 1.

The name of the organization shall be WOMEN IN THORACIC SURGERY, INC. (WTS).

Section 2.

WTS shall have a registered agent, Harris, Barrett, Mann & Dew, LLP, Ruskin, Florida, or other agent as shall be appointed by the Executive Committee. WTS may have other offices within or outside the state of Florida as the Board of Directors may from time to time determine.

Section 3.

The fiscal year for WTS, Inc. shall be the calendar year.

ARTICLE II - MISSION STATEMENT

The Mission of Women in Thoracic Surgery, Inc. is fourfold: i) to enhance the quality of medical care given to patients of the members; ii) to focus on the development of women thoracic surgeons through a mentoring program; iii) to enhance the education of patients concerning heart and lung disease, particularly but not exclusively, among women; and iv) to enhance the education of women thoracic surgeons through seminars and other training mediums.

ARTICLE III – Members

Section 1. Type of Membership.

There shall be six (6) categories of membership: Active Member, Candidate Member, Associates of Women in Thoracic Surgery, Benefactors of Women in Thoracic Surgery, Emeritus Members, and Honorary Members.

Section 2. Active Members.

Qualifications: Active membership of WTS shall consist of women holding the MD or DO degree, or their international equivalent, who have completed specialty training in thoracic surgery and whose primary activity and interest are cardiothoracic surgery.

Application: An application form for Active membership shall be furnished by WTS along with a citation from the Bylaws setting forth the Mission Statement of WTS and eligibility requirements. The completed application for Active membership shall be reviewed by the Executive Committee. Acceptance of an applicant into Active membership shall require the favorable vote of a majority of the Executive Committee.

Every newly elected Active member shall be notified with an official letter of membership bearing the seal of the organization and reflecting the signature of the President.

Rights and Duties: Active members shall have the right to vote on matters brought before the membership and shall be eligible for election to office and to the Board of Directors. It shall be the duty of each Active member to attend regularly the meetings of WTS, to uphold the WTS Mission and to pay the fees, dues and assessments of WTS.

Section 3. Candidate Members.

Qualifications: Candidate membership of WTS shall consist of women who are enrolled in a general surgery or a thoracic surgery residency training program in the United States or Canada or their international equivalent, or women who in the course of their secondary and college educations have expressed an interest in cardiothoracic surgery. Upon completion of training in cardiothoracic surgery, the Candidate Member shall, with the approval of the Executive Committee, advance to Active Membership.

Application: An application form for Candidate membership shall be furnished by WTS along with a citation from the Bylaws setting forth the Mission Statement of WTS and eligibility requirements. The completed application for Active Membership shall be reviewed by the Executive Committee. Acceptance of an applicant into Candidate membership shall require the favorable vote of a majority of the Executive Committee.

Every newly elected Candidate member shall be notified with an official letter of membership bearing the seal of the organization and reflecting the signature of the President.

Rights and Duties: Candidate members shall have the rights, duties and obligations as Active Members, except they shall not be eligible for election to office or to the Board of Directors and shall not have the privilege of voting. Candidate members shall not be subject to dues. With the approval of the Executive Committee, Candidate members may be appointed to Committees.

Section 4. Associates of Women in Thoracic Surgery.

Qualifications: Associates as a category of membership shall be reserved for individuals of all backgrounds who wish to demonstrate their support and dedication to the WTS mission including members of allied health professions. The Board of Directors must approve all Associates.

Application: An application form for membership as Associate shall be furnished by WTS along with a citation from the Bylaws setting forth the Mission Statement of WTS and eligibility requirements. The completed application for Associate membership shall be reviewed by the Executive Committee. Acceptance of an applicant into Associate membership shall require the favorable vote of a majority of the Executive Committee.

Every newly elected Associate member shall be notified with an official letter of membership bearing the seal of the organization and reflecting the signature of the President.

Rights and Duties: Associates shall possess all the rights, duties, privileges and obligations of Active Members; however, Associate members shall not be eligible for election to the Board of Directors nor shall they hold office or have voting privileges.

Associate members shall be subject to the same dues or assessments of Active Members but additional underwriting contributions to WTS will be most welcome and shall receive public recognition at general membership meetings and in WTS publications.

Section 5. Benefactors of Women in Thoracic Surgery.

Qualifications: Benefactors as a category of membership shall be reserved for organizations, institutions, and industry entities who wish to demonstrate their support and dedication to the WTS mission by underwriting its mission at a financial level to be determined by the Board of Directors. The Board of Directors must approve all Benefactor memberships.

Application: An application form for Benefactor shall be furnished by WTS along with a citation from the Bylaws setting forth the Mission Statement of WTS and eligibility requirements. The completed application for Benefactor shall be reviewed by the Executive Committee. Acceptance of an applicant into Benefactor membership shall require the favorable vote of a majority of the Executive Committee.

Every newly elected Benefactor shall be notified with an official letter of membership bearing the seal of the organization and reflecting the signature of the President.

Rights and Duties: Benefactors shall have privileges to receive public acknowledgement of their sponsorship at general membership meetings, shall have access to the email address list of WTS members, and shall receive public recognition at general membership meetings and in WTS publications. Benefactors will not be eligible for election to the Board of Directors, they shall not be voting members, nor shall they hold office.

Section 6. Emeritus Members.

Qualifications: Any Active member who has reached the age of seventy years, or who submits a declaration of retirement from employment in the field of cardiothoracic surgery, shall be eligible for Emeritus Membership. The Board of Directors must approve all Emeritus members.

Rights and Duties: Emeritus members shall possess all the rights, duties, privileges and obligations of Active members; however, no Emeritus member shall be eligible for election to the Board of Directors unless the nomination is approved by the Executive Committee. Emeritus members shall not be subject to dues or assessments.

Section 7. Honorary Members.

Qualifications: Honorary Membership shall be reserved for those persons deemed worthy of such honor due to their support and dedication to the WTS mission. Honorary Members shall be elected by a majority vote of the membership.

Rights and Duties: Honorary Members shall possess all the rights, duties, privileges and obligations of Active Members; however, no Honorary Member shall be eligible for election to the Board of Directors unless the nomination is approved by the Executive Committee. Emeritus Members shall not be subject to dues or assessments.

Section 8. Resignation.

Any Member may resign from WTS if all dues, assessments or other financial obligations are paid in full, and a resignation request in writing has been submitted to and accepted by the Executive Committee. Resignation will become effective on January 1 of the year following Executive Committee acceptance of the resignation. Annual dues will not be refunded.

Section 9. Suspension, Termination and Reinstatement of Membership.

Membership shall be suspended if a Member fails to pay any dues, assessment or other financial obligation within one year after payment is due. Membership shall be terminated if a Member fails to pay any dues, assessment or other financial obligation within two years after the payment is due. Any member whose membership has been suspended may be reinstated upon payment of his or her arrears within six months following such suspension of membership.

ARTICLE IV – DUES, FEES AND ASSESSMENTS

Members shall pay such annual dues or other assessments as may be determined by the Executive Committee with the approval of the membership. -No dues are charged Candidate, Emeritus, and Honorary Members.

ARTICLE V – MEETINGS OF MEMBERS

Section 1. Regular Meetings.

An Annual Meeting of the members shall be held at such time and place as the Board of Directors may determine, for the purpose of electing directors and officers, and for the transaction of such other business as may come before the meeting. There will be at least one (1) regular meeting annually. Only voting members in good standing of Women in Thoracic Surgery, Inc. may vote during the Business Meeting.

Section 2. Special Meetings.

Special meetings of the members may be called by the President, by the Board of Directors, or by not less than ten percent (10%) of the members having voting rights; provided, however, that any special meeting of the members called to act on an amendment to these Bylaws must be approved by the Board of Directors.

Section 3. Voting.

At all meetings of the members, only Active, Associate, and Emeritus Members of the Corporation, as defined in ARTICLE III, shall be entitled to one vote. Votes may be cast in person or by written authorized proxy.

Section 4. Proxy.

Each proxy must be executed in writing by the member of the organization.

Section 5. Quorum.

Ten percent (10%) of the members entitled to vote shall constitute a quorum at any membership meeting.

ARTICLE VI – DIRECTORS

Section 1. Composition.

The Board of Directors shall be composed of the President, the Vice-President, and the Secretary/Treasurer, and the Directors-at-large. The Directors-at-large are appointed by the Executive Committee who will exercise and manage the affairs and business of this Corporation. All of the Directors shall be Active members in good standing, and at least one of such Directors shall be a citizen of the United States.

Section 2. Term of Office.

The term of office for each Director shall be two (2) years

Section 3. Duties.

The Board of Directors shall have the control and general management of the affairs and business of the Corporation. Such Directors shall in all cases act as a Board, regularly convened, by majority vote, and they may adopt such rules and regulations for the conduct of their meetings and the management of the company as they may deem proper, not inconsistent with these By-Laws and the laws of the United States and any applicable local municipalities.

Section 4. Directors' Meetings.

Regular meetings of the Board of Directors may be held in conjunction with the annual meeting of the Executive Committee, and at such other times as the Board of Directors may determine. Special meetings of the Board of Directors may be called by the President at any time, and shall be called by the President or the Secretary upon the written request of a majority of the Directors.

Section 5. Notice of Meetings.

Notice of meetings other than the regular annual meeting, shall be given by service upon each Director in person, by telephone call or by mailing to her at her last known e-mail or post office address, at least seven (7) days before the date therein designated for such meeting including the day of mailing, of a written or printed notice thereof specifying the time and place of such meeting, and the business to be brought before the meeting, and no business other than that specified in such notice shall be transacted at any special meeting. At any meeting at which every member of the Board of Directors shall be present, although held without notice, any business may be transacted as if the meeting had been duly called, with consent of all directors.

Section 6. Voting.

At all meetings of the Board of Directors, each Director is to have one vote. The act of a majority of the Directors present at a meeting shall be the act of the Board of Directors.

Section 7. Vacancies.

Vacancies in the Board occurring between annual meetings shall be filled for the unexpired portion of the term by majority vote of the remaining Directors.

Section 8. Removal of Directors.

Any one or more of the Directors may be removed either with or without cause, at any time by a majority vote of the members at any special meeting called for the purpose.

Section 9. Quorum.

At any meeting of the Board of Directors, a majority of the Board shall constitute a quorum for the transaction of business, but in the event of a quorum not being present, a lesser number may adjourn the meeting to some future time.

ARTICLE VII – OFFICERS & DESIGNATED ROLES

Section 1. Officers.

The officers of the Women in Thoracic Surgery, Inc. shall be President, Vice-President, and Secretary-Treasurer. All officers must be Active Members in good standing of the organization. The President, Vice-President and Secretary-Treasurer shall also serve as Directors.

Section 2. Terms and Conditions of Office.

The terms of office for President, Vice-President, and Secretary-Treasurer shall be two (2) years. Two (2) out of three (3) of the Directors shall be elected in alternating years unless a plan otherwise is agreed to by the Executive Committee (see Article VIII). The President, Vice-President, and Secretary-Treasurer will be elected by a majority vote of the voting membership. The Historian, Newsletter Editor, and Website Editor shall be appointed by the Executive Committee and serve three (3) year terms. Each officer may serve for no more than two (2) consecutive terms.

Section 3. Duties of the President.

The President shall be the Chief Executive Officer of Women in Thoracic Surgery, Inc. and shall preside at each meeting. The President is the Chairman of the Executive Committee and shall appoint members to any standing committees that are created as deemed necessary. The President shall be an ex-officio member of all committees.

Section 4. Duties of the Vice-President.

The Vice-President shall assist the President as requested and in the event the latter is absent or incapable of acting, the Vice-President shall assume the duties of the President.

Section 5. Duties of the Secretary-Treasurer.

The Secretary-Treasurer or designee shall supervise the maintenance of current files, including the membership database, and financial records/accounts of WTS. The Secretary-Treasurer, or designee, shall ensure that minutes are recorded at the business meetings. The Secretary-Treasurer shall advise the Executive Committee concerning billings, collections and management of all funds. The Secretary-Treasurer, or designee, will present a Financial and Membership Report to the membership at the annual meeting and for audit by an independent public accountant at intervals as deemed necessary by the Executive Committee.

In the event the Secretary-Treasurer shall be unable to carry out the functions of her office, the President may assume these duties or, with a majority vote of the Executive Committee, appoint a replacement who will maintain the office until the next regular election.

Section 6. Duties of the Historian.

The Historian shall be responsible for establishing and maintaining the Archives of WTS. In the event the Historian shall be unable to carry out the functions of her office, the President may assume these duties or ask the Executive Committee to appoint a replacement who will maintain the office until the next regular election.

Section 7. Duties of the Newsletter Editor.

The Newsletter Editor shall be responsible for the preparation of the Women in Thoracic Surgery, Inc. newsletters, editing any materials submitted for publication and for serving as Chair of the Newsletter Committee. There will be a minimum of two (2) newsletters, and a maximum of four (4) newsletters, each year. The Newsletter Editor will work with the sponsor/s to publish and distribute the newsletter. Members, corporate partners, potential members and other individuals as recommended by the Executive Committee will receive the newsletters.

In the event the Newsletter Editor shall be unable to carry out the functions of her office, the President may assume these duties or ask the Executive Committee to appoint a replacement who will maintain the office until the next regular election.

Section 8. Duties of the Website Editor.

The Website Editor shall be responsible for the WTS web site, current Web address being www.WTSnet.org. The Website Editor will be the Chairman of the Internet Committee and will represent WTS at the Web Editors Meetings held by CTSnet and any other meetings pertaining to the internet.

In the event the Website Editor shall be unable to carry out the functions of her office, the President may assume these duties or ask the Executive Committee to appoint a replacement who will maintain the office until the next regular election.

Section 9. Nomination and Election of Officers and Directors.

Candidates for all elected offices, Members-at-Large (see Article VIII, Committees) and Directors will be placed in nomination by the members of the Executive Committee. A solicitation for nominations will be circulated at least 14 days before an election. The Executive Committee will confirm the eligibility of all nominees. The vote for election of Officers and Directors shall take place at a general membership meeting identified by the Board. The President will solicit recommendations on behalf of the Executive Committee for the appointed officers. Announcement of the new Officers will be published in the newsletter.

ARTICLE VIII – COMMITTEES

Section 1. Standing Committees.

The standing committees of Women in Thoracic Surgery, Inc. shall be:

- a.) Executive Committee

Section 2. Executive Committee.

The Executive Committee shall consist of the current President, Vice President, and Secretary/Treasurer (3), two (2) immediate Past-Presidents, at least one member-at-large and the Committee Chairs. The Executive Committee shall identify and determine the number of members at large. The President shall serve as Chair of the Committee. The Executive Committee will meet prior to each meeting of Women in Thoracic Surgery, Inc. These meetings may be virtual, via conference call, or face-to-face. Additional meetings will be called at the discretion of the President.

Section 3. New Committees.

The Executive Committee, when deemed necessary, may establish new standing or ad-hoc committees. At least one (1) member of the Executive Committee shall service on any new standing or ad-hoc committee.

ARTICLE IX – INDEMNITY

The Women in Thoracic Surgery, Inc. indemnifies its officers for costs and expenses incurred based on claims arising out of their activities on behalf of the Corporation. This Indemnity does not apply to actions determined to be criminal, contrary to the interests of the group or undertaken against those interests for personal aggrandizement as determined by the Executive Committee.

ARTICLE X – SEAL

The corporate seal shall have the name of the Corporation inscribed thereon, and may be facsimile, engraved, printed or an impression seal.

ARTICLE XI – RULES OF ORDER

Section 1.

Any question of order not provided by these By-Laws shall be determined by parliamentary usage as contained in Robert’s Rules of Order.

Section 2.

No financial benefit shall be afforded to members of the Corporation except for compensation of approved out-of-pocket expenses incurred on behalf of the Corporation and for services rendered to it. The Corporation’s assets will be disposed of to a tax-exempt entity upon dissolution of it.

ARTICLE XII – AMENDMENTS

Section 1.

A proposed amendment to the By-Laws shall be presented to the membership prior to calling a vote. Distribution of these changes and the voting process may be completed via e-mail, fax, or regular mail as long as every effort is made in insure distribution to all Members in good standing.

Section 2.

Adoption of the proposed amendments must be approved by a majority of the Active members in good standing.

Approved this 11th day of May, 2008