ARTICLE I – NAME

The name of this Society shall be the “New York State Thoracic Society.” In this Constitution, the New York State Thoracic Society is referred to as “this Society.” The American Thoracic Society will be referred to as “ATS.”

ARTICLE II – OBJECTIVES

The objectives of this Society shall be:

- To promote lung health in New York State and its environs.
- To promote interest in research, treatment, and control of respiratory diseases and to cooperate with other medical societies or organizations to promote these interests.
- To encourage and support clinical, epidemiological, and other scientific research in respiratory diseases and illnesses requiring critical care.
- To encourage and support professional and technical education in respiratory disease prevention, control, and treatment.
- To adhere to the requirements outlined by the 2023 ATS Core Standards Chapter Agreement

ARTICLE III – MEMBERSHIP & DUES

Section A: MEMBERSHIP

This Society shall consist of the following types of members:

Full Members may include individuals with an M.D., D.O., or Ph.D. or equivalent working in lung health. Full members shall be eligible to vote. A Full member must be a member of the ATS. The Society will endeavor to maintain a minimum of 30 full members at all times.

Affiliate Members may include nurses, respiratory therapists, physical therapists, and others working in lung health. Affiliate members shall not be eligible to vote or hold office.

Honorary Members shall be those individuals with a record of high achievement and significant contributions in the field of respiratory disease, as determined by the Executive Committee. They shall have no voting privileges.
In-Training Members include pulmonary and/or critical care fellows (who are not ATS members), residents, medical students, interns, and graduate students during their training period. They shall have no voting privileges.

Senior Members include former active/full members who reached 65 and are fully retired. Senior members shall have all the privileges of membership except holding office.

**Section B: DUES**

Changes to the annual dues of the Society shall be determined by a majority vote of the membership, on the recommendation of the Executive Committee, present at the annual meeting or a special meeting called by the Executive Committee.

**ARTICLE IV – COMMITTEES**

The governing body of this society shall be known as the Executive Committee. It shall be composed of the officers of this Society and the ATS Representative Councilor. Past Presidents will serve on the Executive Committee at the discretion of the President.

One-third of the members of the Executive Committee shall constitute a quorum.

The President shall appoint members to the Nominating Committee.

The President shall appoint members to the annual meeting program committee, and the program chair shall be the chairperson.

Special committees for Membership, Clinical Practice and Education, Research, Advocacy and other special interest shall be created as indicated by the President. The President may create such program and advisory committees as are necessary to conduct the business of the Society. The President shall appoint the Chairpersons and the members of all standing committees, unless otherwise provided by the Executive Committee or by these Bylaws, and the members of all other committees which she/he deems necessary or advisable or which are authorized by the Executive Committee.

Chairs and members of each committee shall agree to be a member of such committee for at least one year. Any special committee shall automatically dissolve at the time of the Annual Meeting unless it is continued by vote of the members or by the Executive Committee.

Unless the Executive Committee or these Bylaws shall otherwise provide, all committees shall be automatically discharged at the end of the term of the President by whom they were appointed.

The **NOMINATING COMMITTEE** shall consist of the three past presidents, except the immediate past-president. The past President serving a third term on this committee shall be chairperson. Up
to three Members-At-Large will be appointed to the nominations committee by the President. Ideally, the Members-At-Large will be representing diverse areas of the state. The Members-At-Large will serve for one year and may be re-appointed for a second year.

The **ANNUAL MEETING PROGRAM COMMITTEE** shall be in charge of the planning and conduct of the annual meeting. The Program chair will be the chairperson of the committee.

**ARTICLE V – EXECUTIVE COMMITTEE AND OFFICERS**

1. **Directors.**

   The governing body of the Society is the Executive Committee which has authority and responsibility for the supervision, control, and direction of the Society in accordance with its bylaws.

2. **Composition.**

   The officers of this Society shall be President, a President-elect, a Vice President, a Past-president, a Secretary, a Treasurer, and Representative Councilors to the ATS. All officers shall perform the duties and have the powers commonly incident to their respective offices and any and all other powers and duties prescribed by the Executive Committee or by the Bylaws. Officers shall be active members of the ATS. The President shall be chairperson of the Executive Committee and a member ex-officio of all committees except the Nominating Committee.

   The President-Elect shall be familiar with the duties of the presidency and shall be a member of the Executive Committee. At the expiration of the President’s term of office, the President-Elect shall be President without any other formal action by the Society.

   The President-Elect shall assume the duties of the President for the remainder of this officer's term in the event of resignation, inability to function, or death of the President. In the event of resignation, inability to function, or death of the other members of the Executive Committee, the Executive Committee shall appoint an active member to fill the vacancy.

   The same ascension process would take place for the office of President-Elect, and she/he would succeed to the presidency at the next Annual Meeting. In the event of the death or resignation of the Vice-President, the Executive Committee shall appoint a Vice-President to fill the vacancy. He/she shall be a member of the Executive Committee.

   The President shall be the Chair of the Executive Committee and a member ex-officio of all committees except the Nominations Committee.
The President shall preside at all meetings of the Executive Committee and the Annual Meeting of the members of the Society.

The President-Elect shall be a non-voting member ex-officio of all committees except the Nominations committee.

The Immediate Past-President shall be a non-voting member ex-officio of all committees except the Nominations Committee.

The Secretary or, in his/her absence, Treasurer appointed by the President, shall keep the minutes of meetings of the Society and its Executive Committee, with assistance where needed from the Chapter Administrator. He/she shall notify members of their election to membership, to office, and to the committees of this Society. He/she shall secure yearly reports of all committees, shall arrange with the Scientific Assembly Program Committee for the presentation at the annual meetings of such reports, and shall meet all other responsibilities of this office. The Secretary shall be a member of the Executive Committee.

The Treasurer, with assistance where needed from the Chapter Administrator, shall keep proper accounts of all monies received and disbursed. A report of financial accounts shall be made to the members at the Annual Meeting, and a fiscal year final report shall be made to the Executive Committee 3 months after the annual meeting. The Treasurer shall be a member of the Executive Committee.

Elected members of the Executive Committee shall be elected annually, and appointed members shall serve at the convenience of the President.

The Executive Committee shall review all activities of the standing committees except the Nominations Committee. It shall determine the educational policies of the Society and special lectures or courses given or sponsored by the Society. It shall have the final determination of whether to continue or change the format of each education program. Directors of continuing educational programs are responsible to the Executive Committee.

The Education Committee will serve as a task force and report their findings and recommendations to the Executive Committee. The Executive Committee shall report to the membership

3. **Meetings of the Executive Committee.**

The Executive Committee shall meet at least three times annually upon call by the President or upon written request of any three (3) members of the Executive Committee.
In the event of no quorum, issues requiring a vote will be resolved via a poll by phone or electronic communication. Notices of each meeting and a statement of its purpose shall be mailed to the members of the Executive Committee at least ten (10) days before such meetings.

The Executive Committee shall report through the Secretary and/or Chapter Administrator on its activities at the Annual Meeting. It shall fix the time and place of the Annual Meeting. It shall have charge and control, through the Chapter Administrator, of the funds, business, and property of the Society within

**ARTICLE VII - SOCIETY ADMINISTRATOR**

A member of the New York State Thoracic Society or hired personnel shall serve as the Chapter Administrator of this Society.

The Executive Committee may employ an administrator who shall be responsible for the day-to-day operations of the Society, subject to the direction and control of the Executive Committee and the President.

The administrator shall attend all the general meetings of the Executive Committee and such committee meetings as the President may designate.

The administrator shall have the full authority of a general agent of the Society to enter into contracts approved by the Executive Committee and to make presentations of Society policies and views. The administrator shall serve as an ex-officio non-voting member of the Executive Committee.

**ARTICLE VIII – MEETINGS**

The annual business meeting of this Society shall be held during the annual scientific meeting.

Special meetings of this Society may be held upon the call of the President or any three members of the Executive Committee, provided at least ten days' written notice is furnished to each member in advance.

There shall be at least one scientific meeting each year.

**ARTICLE IX – ELECTIONS**

The term of office of the officers (President, President-elect, Vice President, Past-president, Secretary, Treasurer, and Program Chair) shall be two years or until their successors are elected. The term shall begin immediately after the annual meeting.
Nomination of candidates for President, a President-elect, a Vice President, a Past-president, Secretary, Treasurer and Program Chair, and other members of the Executive Committee (except for the Representative to ATS), shall be made by a Nominating Committee, appointed by the President/Chair.

Election shall be by a plurality vote of the members present and voting at the annual meeting. Nominations for all or any offices may also be ballot through a plurality vote of the active members present and voting.

The President may fill vacancies on the Executive Committee if they occur between formal elections.

**ARTICLE X – AFFILIATION**

The Society shall be affiliated with the ATS.

A Representative Councilor shall be elected for a three-year term (with exception noted below) to represent the New York Thoracic Society on the ATS Council of Chapter Representatives (CCR) and to report on the deliberations of the Council. Representative(s) to the ATS Council of Chapter Representatives (CCR) shall be elected for a three-year term, unless elected to the ATS CCR-EC in which case they shall serve until their term on the CCR-EC expires. The Councilor shall be an ATS active member and shall be nominated by the Nominating Committee and elected at the Annual Meeting of the Society's ATS active members, a majority of such active members participating in the election.

**ARTICLE XI – AMENDMENTS**

The constitution may be altered, amended, or repealed by a two-thirds vote of the members present at any membership meeting provided the proposed change and the reasons, therefore, have been presented in writing to the membership at least thirty days in advance of the date of the meeting. The Executive Committee shall approve proposed changes before being presented in writing to the membership.

**ARTICLE XI - PARLIAMENTARY AUTHORITY**

*Any* rules of parliamentary procedure not covered by this constitution or these by-laws shall be governed by the latest edition of *Robert’s Rules of Order*

New York Thoracic Society: 2023-2204 Slate of Officers

President: Ioana Amzuta, MD  
SUNY Upstate  
Syracuse, NY
President-elect:  Meredith Turetz, MD  
Cornell University  
New York, NY  

Vice President:  Manoj J. Mammen, MD  
University of Rochester  
Rochester, NY  

Past-President:  Oleg Epelbaum, MD  
New York Medical College  
Westchester, NY  

Secretary:  Shari Brosnahan, MD  
New York University  
New York, NY  

Treasurer:  Morgan I. Soffler, MD  
New York Medical College  
Westchester, NY  

2024 Program Chair:  Auyon Ghosh, MD  
SUNY Upstate  
Syracuse, NY