

November 10, 2021

Bylaw Amendment Notice

Notice is hereby given that the ATS Board of Directors has proposed amendments to the Bylaws of the American Thoracic Society. This action was approved during the meetings held on December 3, 2020 and February 11, 2021. The proposed changes to the Governance structure will be effective May 2022.

Please take a moment to review the following proposed changes. The changes are presented in three columns; the first provides the original language; the second provides the new language; and the last provides a brief rationale for the proposed revision. Please submit any questions or concerns to governance@thoracic.org

Following the 15 days discussion period, we will call upon the membership for an electronic vote.

Original Language	Proposed Revision	Rationale for Revision
ARTICLE I - NAME AND LOCATION	ARTICLE I - NAME AND LOCATION	
The name of this Society is the American Thoracic Society, Inc. ("Society" or "ATS"),	The name of this Society is the American Thoracic Society, Inc. ("Society" or "ATS"),	No change
a nonprofit corporation incorporated	a nonprofit corporation incorporated	
under the laws of the District of Columbia.	under the laws of the District of Columbia.	
The principal administrative office of the	The principal administrative office of the	
Society shall be in New York, New York or	Society shall be in New York, New York or	
as otherwise determined by the Board of Directors.	as otherwise determined by the Board of Directors.	
ARTICLE II - PURPOSES	ARTICLE II - PURPOSES	
The American Thoracic Society (ATS) is a	The American Thoracic Society (ATS) is a	No change
non-profit, international, professional,	non-profit, international, professional,	ivo change
and scientific society for respiratory,	and scientific society for respiratory,	
critical care and sleep-related medicine.	critical care and sleep-related medicine.	
The ATS is committed globally to the	The ATS is committed globally to the	
prevention and treatment of respiratory	prevention and treatment of respiratory	
disease through research, education,	disease through research, education,	
patient care and advocacy. The long-range	patient care and advocacy. The long-range	
goal of the ATS is to decrease morbidity	goal of the ATS is to decrease morbidity	
and mortality from respiratory disorders	and mortality from respiratory disorders	
and life-threatening acute illnesses in	and life-threatening acute illnesses in	
people of all ages. In keeping with these	people of all ages. In keeping with these	
goals, the American Thoracic Society	goals, the American Thoracic Society	
interacts with both national and	interacts with both national and	
international organizations, which have	international organizations, which have	
similar goals.	similar goals.	
ARTICLE III - MEMBERSHIP AND DUES	ARTICLE III - MEMBERSHIP AND DUES	
1. Types of Membership. The	1. Types of Membership. The	The proposed changes eliminate
membership of the Society shall consist of	membership of the Society shall consist of	references to monetary thresholds.
the following categories: Domestic (Full,	the following categories: Domestic (Full,	The GNP is determined by the World
Affiliate, Trainee), International (High Income, Intermediate Income, Low	Affiliate, Trainee), International (High Income, Intermediate Income, Low	Bank, and should not be enumerated in the bylaws.
Income, and Trainee) and Special (Senior,	Income, and Trainee) and Special (Senior,	III the bylaws.
Emeritus, Honorary, Subscribing, and	Emeritus, Honorary, Subscribing, and	
State).	State).	
Domestic	Domestic	
Full: Full Domestic Members are those	Full: Full Domestic Members are those	
individuals who wish to have all the	individuals who wish to have all the	
rights and privileges of membership in	rights and privileges of membership in	
the ATS including the ability to hold	the ATS including the ability to hold	
office, vote in elections, and receive the	office, vote in elections, and receive the	
greatest discounts on all products and	greatest discounts on all products and	
services offered by the Society.	services offered by the Society.	
Affiliate: Affiliate Domestic Members are	Affiliate: Affiliate Domestic Members are	
individuals who are not principally	individuals who are not principally	
practicing or conducting research in	practicing or conducting research in	
pulmonary, critical care or sleep-	pulmonary, critical care or sleep-	
related medicine but who wish to be	related medicine but who wish to be	
associated with the ATS professionally	associated with the ATS professionally	
and receive more limited membership	and receive more limited membership	
benefits than Full members.	benefits than Full members.	
Trainee : Trainee Domestic Members are any individuals who are enrolled in any	Trainee : Trainee Domestic Members are any individuals who are enrolled in any	
level of training in any accredited	level of training in any accredited	
degree program or discipline related to	degree program or discipline related to	
degree program or discipline related to	degree program or discipline related to	

pulmonary, critical care and sleep medicine and who wish to participate as full members during their training years.

International

- International High Income:
 Individuals residing in countries
 with approximately a Gross
 National Product per person (World
 Bank) of more than \$201,000 who
 shall pay a membership fee
 comparable to full domestic
 members as determined by the
 Board of Directors.
- International Intermediate
 Income: Individuals residing in
 countries with approximately a
 Gross National Product per person
 (World Bank) between \$10,000 and
 \$20,000 who shall pay a reduced
 membership fee but with the rights
 of a Full Domestic Member as
 determined by the Board.
- International Low Income:
 Individuals residing in countries with approximately a Gross
 National Product per person (World Bank) of less than \$103,000 who shall pay the lowest member rate but with the rights of a Full Domestic Member as determined by the Board of Directors.
- Trainee: Individuals who are enrolled in any level of training in any accredited degree program or discipline who shall have the same rights of membership as Domestic Trainee members.

pulmonary, critical care and sleep medicine and who wish to participate as full members during their training years.

International

- International High Income: Individuals residing in countries with approximately a Gross National Product per person (World Bank) of more than \$201,000 who shall pay a membership fee comparable to designated as high, upper middle, lower middle and low income by the World Bank shall pay a membership fee commensurate with their country classification. Individuals who pay a reduced membership fee will have the rights of a Full Domestic member as determined by the Board of Directors.
- International Intermediate Income: Individuals residing in countries with approximately a Gross National Product per person (World Bank) between \$10,000 and \$20,000 who shall pay a reduced membership fee but with the rights of a Full Domestic Member as determined by the Board.
- International Low Income: Individuals residing in countries with approximately a Gross National Product per person (World Bank) of less than \$103,000 who shall pay the lowest member rate but with the rights of a Full Domestic Member as determined by the Board of Directors.
- Trainee: Individuals who are enrolled in any level of training in any accredited degree program or discipline who shall have the same rights of membership as Domestic Trainee members.

Special

Senior Member. Full members who are totally retired or individuals who have the presence of an income limiting permanent disability may apply to the Membership Committee for transfer to senior membership. Senior members shall have all the privileges of full members with the exception of holding office.

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Senior Member. Full members who are totally retired or individuals who have the presence of an income limiting permanent disability may apply to the Membership Committee for transfer to senior membership. Senior members shall have all the privileges of full members with the exception of holding office. No change

 Emeritus Member. Full members who have reached the age of 75, not yet retired, may apply for the status of Emeritus membership. Emeritus members shall have all the privileges of full members. Emeritus members shall not pay 	 Emeritus Member. Full members who have reached the age of 75, not yet retired, may apply for the status of Emeritus membership. Emeritus members shall have all the privileges of full members. Emeritus members shall not pay 	No change
annual dues.	annual dues.	
• Honorary Member. Individuals with a record of high achievement and singular contributions to the fields of pulmonary and/or critical care medicine and nursing may be proposed for Honorary membership by any member, and upon recommendation by the Membership Committee may be elected by the membership of the Society. Honorary members who are not members at the time honorary membership is conferred, shall have all the privileges of full members with the exception of voting and holding office. Honorary members shall not pay annual	Honorary Member. Individuals with a record of high achievement and singular contributions to the fields of pulmonary and/or critical care medicine and nursing may be proposed for Honorary membership by any member, and upon recommendation by the Membership Committee may be elected by the membership of the Society. Honorary members who are not members at the time honorary membership is conferred, shall have all the privileges of full members with the exception of voting and holding office. Honorary members shall not pay annual	No change
dues.	dues.	
2. Dues. Upon recommendation of the Finance Committee, the Board of Directors shall determine dues for all categories of membership. Any member who is delinquent in paying dues for a period of sixty days shall be notified of such failure and suspended as a member, and all member rights and privileges shall cease. If all dues are not paid within the succeeding thirty days, the membership is automatically terminated.	2. Dues. Upon recommendation of the Finance Committee, the Board of Directors shall determine dues for all categories of membership. Any member who is delinquent in paying dues for a period of sixty days shall be notified of such failure and suspended as a member, and all member rights and privileges shall cease. If all dues are not paid within the succeeding thirty days, the membership is automatically terminated.	No change

3. Meetings. There shall be a regular	3. Meetings. There shall be a regular	The proposed change allows for
annual meeting of the members of the	annual meeting of the members of the	greater flexibility, such as virtual
Society, held in conjunction with the	Society, held in conjunction with the	opportunities, without ties to the
annual ATS International Conference, at a	annual ATS International Conference, at a	annual International Conference.
	The state of the s	annual international conjerence.
time and place determined by the Board	time and place determined by the Board	
of Directors. A special meeting of the	of Directors. A special meeting of the	
members shall be held when called by the	members shall be held when called by the	
Board of Directors or the president, or	Board of Directors or the president, or	
upon the written request of at least fifty	upon the written request of at least	
(50) voting members at a time and place	fifty(50) voting members at a time and	
designated by the president. Notice of the	place designated by the president. Notice	
time and place of a meeting of the	of the time and place of a meeting of the	
members shall be published and	members shall be published and	
distributed by mail at least thirty (30) days	distributed at least thirty (30) days before	
before such meeting. One hundred (100)	such meeting. Any action taken shall be	
members, entitled to vote, present in	communicated to the Board of Directors	
person, shall constitute a quorum. Voting	as a recommendation for further	
by proxy is prohibited. Any action taken	consideration and/or action by the Board	
shall be communicated to the Board of	of Directors.	
Directors as a recommendation for further	5. 5. Cotors.	
consideration and/or action by the Board		
of Directors.		
4. Expulsion, Suspension, or Disciplinary	4. Expulsion Suspension, or Disciplinary	No change
		No change
Action. Any member may be expelled or	Action. Any member may be expelled or	
suspended for adequate reasons as	suspended for adequate reasons as	
determined by a two-thirds vote of the	determined by a two-thirds vote of the	
Executive Committee. Any member may	Executive Committee. Any member may	
be subject to reprimand by a two-thirds	be subject to reprimand by a two-thirds	
vote of the Committee on Ethics and	vote of the Committee on Ethics and	
Conflict of Interest ("Ethics Committee")	Conflict of Interest ("Ethics Committee")	
for violation of applicable conduct or	for violation of applicable conduct or	
conflicts of interest policies, in accordance	conflicts of interest policies, in accordance	
with procedures adopted by the Board.	with procedures adopted by the Board.	
The Ethics Committee may, upon a two-	The Ethics Committee may, upon a two-	
thirds vote, recommend other discipline,	thirds vote, recommend other discipline,	
including suspension or expulsion, to the	including suspension or expulsion, to the	
Executive Committee, which shall have	Executive Committee, which shall have	
the authority to impose any discipline by a	the authority to impose any discipline by a	
two-thirds vote.	two-thirds vote.	
Failure to maintain eligibility for	Failure to maintain eligibility for	No change
membership is adequate reason for	membership is adequate reason for	
expulsion and does not require advance	expulsion and does not require advance	
notice. Any member who fails to meet any	notice. Any member who fails to meet any	
obligation or make any payments due to	obligation or make any payments due to	
the Society shall have membership	the Society shall have membership	
privileges suspended upon vote of the	privileges suspended upon vote of the	
Executive Committee. Suspension shall	Executive Committee. Suspension shall	
continue until such obligations are met or	continue until such obligations are met or	
all sums due to the Society are paid,	all sums due to the Society are paid,	
whereupon such privileges may be	whereupon such privileges may be	
reinstated by the Executive Committee.	reinstated by the Executive Committee.	
Any member proposed for disciplinary	Any member proposed for disciplinary	No change
sanction, including suspension or	sanction, including suspension or	
expulsion, shall be given advance written	expulsion, shall be given advance written	
notice, including the reason for the	notice, including the reason for the	
disciplinary sanction, the opportunity to	disciplinary sanction, the opportunity to	
also piniary surrection, the opportunity to	alsolphilary surrection, the opportunity to	

contest the proposed sanction in writing	contest the proposed sanction in writing	
to the deciding Committee and, if	to the deciding Committee and, if	
sanctioned a final written decision of the	sanctioned a final written decision of the	
deciding Committee. Any decision	deciding Committee. Any decision	
imposing a disciplinary sanction other than	imposing a disciplinary sanction other	
suspension of more than one year's	than suspension of more than one year's	
duration or expulsion is final.	duration or expulsion is final.	
The expelled member or a member	The expelled member or a member	No change
suspended for more than one year may	suspended for more than one year may	J
appeal the Executive Committee's	appeal the Executive Committee's	
decision in writing to the Board of	decision in writing to the Board of	
Directors within thirty (30) days of the	Directors within thirty (30) days of the	
date notice of the decision is sent to the	date notice of the decision is sent to the	
member by the Executive Committee. The	member by the Executive Committee. The	
decision of the Board of Directors is final;	decision of the Board of Directors is final;	
the decision of the Executive Committee is	the decision of the Executive Committee is	
final if not timely appealed. The Board of	final if not timely appealed. The Board of	
Directors will adopt policies and	Directors will adopt policies and	
procedures from time-to-time governing	procedures from time-to-time governing	
disciplinary matters.	disciplinary matters.	
	5. Continuing Obligations . Resignation,	No change
5. Continuing Obligations . Resignation,		No change
reprimand, suspension, or expulsion does	reprimand, suspension, or expulsion does	
not relieve a member from liability for	not relieve a member from liability for	
dues, fees, or assessments or other	dues, fees, or assessments or other	
obligations accrued and unpaid as of the	obligations accrued and unpaid as of the	
effective date of such actions.	effective date of such actions.	
		The following proposed changes to the governance structure establish
ARTICLE IV - OFFICERS	ARTICLE IV - OFFICERS	separate Secretary and Treasurer positions.
ARTICLE IV - OFFICERS 1. General	ARTICLE IV - OFFICERS 1. General	separate Secretary and Treasurer
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1. General	1. General	separate Secretary and Treasurer positions.
General (a) The officers of the Society shall be a	General (a) The officers of the Society shall be a president, a president elect, a vice	separate Secretary and Treasurer positions. The proposed change clarifies the
1. General (a) The officers of the Society shall be a president, a president-elect, a vice president, a secretary-treasurer, an	1. General (a) The officers of the Society shall be a president, a president elect, a vice president, a secretary, a-treasurer, an	separate Secretary and Treasurer positions. The proposed change clarifies the
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	Landard Control Control	T
	nominated as automatically succeed to	
	the office of immediate past-president in	
	order to maintain the continuity of	
	leadership for the Society.	
(c) Elected officers shall be members of	(c) Elected officers shall be members of	Conforming change
the Board of Directors, and shall have	the Board of Directors, and shall have	
served on the Board of Directors for at	served on the Board of Directors for at	
least one year immediately prior to the	least one year immediately prior to the	
date of assuming office with the exception	date of assuming office with the exception	
of the secretary-treasurer.	of the secretary -treasurer .	
	(d) The treasurer shall be selected by the	The proposed change outlines the
	Board of Directors based on	role and selection proves of the
	recommendation from the Nominating	Treasurer.
	Committee, serve for a term of three	
	years, and not be in the presidential line	
	of succession. The Board of Directors shall	
	select the treasurer's successor prior to	
	the final year of the treasurer's term, and	
	the successor shall serve as "treasurer-	
	elect" for one year prior to taking office as	
	treasurer, during which time he or she will	
	shadow the treasurer and serve as an	
	observer on the Executive Committee.	
(d) Members may vote in person or by	(e) Members may vote in person or by	
mail ballot, be it paper or electronic, for	mail ballot, be it paper or electronic, for	
officers in accordance with the policies	officers in accordance with the policies	
and procedures adopted by the Board of	and procedures adopted by the Board of	
Directors. The completed ballot must be	Directors. The completed ballot must be	
received at the office of the Society not	received at the office of the Society not	
less than two weeks prior to the date of	less than two weeks prior to the date of	
the annual meeting of the members.	the annual meeting of the members.	
Whenever there is more than one	Whenever there is more than one	
nominee for the same office, voting shall	nominee for the same office, voting shall	
be by secret ballot. The nominee receiving	be by secret ballot. The nominee receiving	
a plurality of the votes cast shall be	a plurality of the votes cast shall be	
declared duly elected.	declared duly elected.	
(e) An elected officer may be removed for	(f) An elected officer may be removed for	
adequate reasons by a two-thirds vote of	adequate reasons by a two-thirds vote of	
the Board of Directors, with the officer	the Board of Directors, with the officer	
being considered for removal not	being considered for removal not	
participating in the vote. An officer	participating in the vote. An officer	
removed by this process may appeal the	removed by this process may appeal the	
decision in writing to a three-member	decision in writing to a three-member	
panel appointed by the president. The	panel appointed by the president. The	
decision of the panel is final.	decision of the panel is final.	
(f) No elected officer shall be eligible for	(g) No elected officer shall be eligible for	
re-election to the same office.	re- election to the same office.	
(g) In the case of an officer's death,	(h) In the case of an officer's death,	
resignation, removal, or inability to	resignation, removal, or inability to	
function as an officer, the following	function as an officer, the following	
succession will occur:	succession will occur:	Conforming charge
In the case of the president, the	In the case of the president, the	Conforming change
president The vice president shall	president-elect shall become the	
president. The vice-president shall	president. The vice president and the	
become the president-elect, and the	secretary shall become the president-	
secretary-treasurer shall become the vice-	elect . and the secretary treasurer shall	
president.	become the vice president.	

In the case of the president-elect, the vice president shall become president-elect and the secretary-treasurer shall become the vice-president. In the case of the president-elect, the vice president and the president are considered.	In the case of the president-elect, the vice president secretary shall become president-elect. and the secretary treasurer shall become the vice president. The president secretary treasurer shall become the vice president.	Conforming change
 In the case of the vice-president, the secretary-treasurer shall become vice-president. 	 In the case of the vice-president, the secretary treasurer shall become vice- president. 	Conforming change
• If this occurs during the first six (6) months of the elected term of the officer, a general election will be held to replace the secretary-treasurer. If this occurs during the last six (6) months of the term of the officer, the secretary-treasurer position will remain vacant for the remainder of the term.	■ In the case of the secretary if this a vacancy occurs during the first six (6) months of the elected term of the officer, a general election will be held to replace the secretary-treasurer. If this it occurs during the last six (6) months of the term of the officer, the secretary-treasurer position will remain vacant for the remainder of the term.	The proposed change provides a succession plan for the Secretary position.
 In the case of the secretary- treasurer's death, resignation, removal, or inability to function as an officer, the vice-president will assume these duties for the remainder of the term. 	In the case of the secretary-treasurer's death, resignation, removal, or inability to function as an officer, if a treasurer-elect is currently serving, he or she will become the treasurer. Otherwise, the Nominating Committee shall recommend, and the Board of Directors shall elect from among the Board of Directors a new treasurer to the vice-president will assume these duties for the remainder of the term.	The proposed change provides a succession plan for the Treasurer position.
(h) With the exceptions of the President and President-elect, officers do not receive compensation for their services, but shall be reimbursed for authorized expenses. Reimbursement for the President's and President-elect's services and administrative expenses may be authorized by the Board of Directors.	(i) With the exceptions of the President and President elect, Officers do not receive compensation for their services, but shall be reimbursed for authorized expenses. The Board of Directors has the discretion to authorize reimbursement of officer position, Reimbursement for the President's and President-elect's services and administrative expenses may be authorized by the Board of Directors as appropriate.	The proposed change provides the Board discretion in establishing stipends for positions. The current policy is for Finance Committee to review every four years.
2. Duties.	2. Duties.	The following proposed changes are consistent with the new roles and establishes that not every Executive Committee member will be a member of the Finance Committee.
(a) 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 Board of Directors and the bylaws.	(a) 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 Board of Directors and the bylaws.	No change
(b) The president shall preside at all meetings of the Board of Directors and the meetings of the members of the Society, and shall be a member of the Finance Committee.	(b) The president shall preside at all meetings of the Board of Directors and the meetings of the members of the Society, and shall be an ex-officio member of the Finance Committee.	Conforming change

(a) The consideration at about about the	/s) The grandidant alors the common shall	Conformion shows
(c) The president-elect shall chair the	(c) The president-elect treasurer shall	Conforming change
Finance Committee.	chair the Finance Committee.	
(d) The vice president shall serve as a	(d)The vice president shall serve as a	Conforming change
member of the Finance Committee.	member of the Finance Committee.	
(e) The president-elect and secretary-	(e) The president-elect and secretary-	Conforming change
treasurer shall serve as members of the	treasurer shall serve as members of the	
Finance Committee.	Finance Committee.	
(f) The immediate past president shall	(d) The immediate past president shall	Conforming change
serve as a member of the Finance	serve as a member of the Finance	
Committee.	Committee.	
ARTICLE V - BOARD OF DIRECTORS	ARTICLE V - BOARD OF DIRECTORS	
1. Directors. The governing body of the	1. Directors. The governing body of the	No change
Society is the Board of Directors, which	Society is the Board of Directors, which	_
has authority and responsibility for the	has authority and responsibility for the	
supervision, control, and direction of the	supervision, control, and direction of the	
Society in accordance with the bylaws and	Society in accordance with the bylaws and	
the Board of Directors' fiduciary duties	the Board of Directors' fiduciary duties	
under applicable law.	under applicable law.	
2. Composition. The Board of Directors	2. Composition. The Board of Directors	Conforming change
shall consist of the president, president-	shall consist of the president, president-	conjunity change
elect, immediate past president, vice-	elect, immediate past president, vice	
president, secretary-treasurer, a	president, secretary treasurer secretary	
representative from each assembly, the	and treasurer, a representative from each	
chair, past chair and chair-elect of the	assembly, the chair , past chair and chair	
Council of Chapter Representatives, the	elect of the Council of Chapter	
Chair of the Board of Trustees of the ATS	Representatives, the Chair of the Board of	
Foundation, two presidential appointees,	Trustees of the ATS Foundation, two three	
the chair of the ATS Public Advisory	presidential appointees, the chair of the	
Roundtable, and the ATS executive	ATS Public Advisory Roundtable, and the	
director. The ATS executive director shall	ATS executive director Chief Executive	
be non-voting.	Officer. The ATS executive director Chief	
	Executive Officer shall be non-voting.	
(a) The members representing the	(a) The members representing the	Grammatical change
assemblies shall each be the duly	assemblies shall each be the duly elected	
elected chairman of their respective	chair man of their respective assembly and	
assembly and shall serve on the Board	shall serve on the Board of Directors for a	
of Directors for a two-year term.	two-year term.	
(b) The two presidential appointees shall	(b) The two three presidential appointees	Conforming change
serve a one-year term but may be re-	shall serve a one-year term but may be re-	
appointed for a maximum of three	appointed for a maximum of three years.	
vears.	The suite of the second of the	
(c) If a member of the Board of Directors	(c) If a member of the Board of Directors	No change
who is not an officer, or otherwise	who is not an officer, or otherwise not	No change
The state of the s	•	
not described in sections (a) and (b)	described in sections (a) and (b) above,	
above, fails to complete a term	fails to complete a term because of death,	
because of death, resignation,	resignation, removal, or inability to	
removal, or inability to function, that	function, that part of the ATS structure	
part of the ATS structure represented	represented by the member shall name	
by the member shall name the	the replacement.	
replacement.		
(d) Service to fill a vacant position on the	(d) Service to fill a vacant position on the	No change
Board of Directors with a remaining	Board of Directors with a remaining term	
term of less than one year shall not	of less than one year shall not count	
count toward the limitations on	toward the limitations on eligibility to	
eligibility to serve as a member of the	serve as a member of the Board of	
<u> </u>	1	

Board of Directors. Presidential	Directors. Presidential appointee	
appointee vacancies shall be filled by	vacancies shall be filled by the President.	
the President.	2. Marthur of the Bread of Blands	No. de como
3. Meetings of the Board of Directors.	3. Meetings of the Board of Directors.	No change
The Board of Directors shall meet at least	The Board of Directors shall meet at least	
three times annually upon call by the	three times annually upon call by the	
president or upon written request of any	president or upon written request of any	
seven (7) members of the Board of	seven (7) members of the Board of	
Directors. A majority of voting members	Directors. A majority of voting members	
of the Board of Directors shall constitute a	of the Board of Directors shall constitute a	
quorum. Notices of each meeting and a	quorum. Notices of each meeting and a	
statement of its purpose shall be provided	statement of its purpose shall be provided	
by any reasonable means to the members	by any reasonable means to the members	
of the Board of Directors at least fifteen	of the Board of Directors at least fifteen	
(15) days before such meetings.	(15) days before such meetings.	
4. Removal of Directors. A Director may	4. Removal of Directors. A Director may	No change
be removed with or without cause, as	be removed with or without cause, as	
designated by D.C. Code § 29-406.08. In	designated by D.C. Code § 29-406.08. In	
addition, the Board of Directors may, by	addition, the Board of Directors may, by	
majority vote, remove any Director for	majority vote, remove any Director for	
violation of the statutory requirement	violation of the statutory requirement	
that directors act in good faith and in a	that directors act in good faith and in a	
manner the director believes to be in the	manner the director believes to be in the	
best interests of the nonprofit	best interests of the nonprofit	
organization.	organization.	
	-	
ARTICLE VI - COMMITTEES	ARTICLE VI - COMMITTEES	
1. General. There are four different	1. General. There are four different	
committee structures within the Society:	committee structures within the Society:	
committee structures within the Society: (a) Executive Committee. The Executive	committee structures within the Society: (a) Executive Committee. The Executive	Conforming change, which is
committee structures within the Society: (a) Executive Committee. The Executive Committee shall consist of the	committee structures within the Society: (a) Executive Committee. The Executive Committee shall consist of the following	Conforming change, which is consistent with current practices.
(a) Executive Committee. The Executive Committee shall consist of the following six (6) members: the	committee structures within the Society: (a) Executive Committee. The Executive Committee shall consist of the following six (6) members: the president, the	
(a) Executive Committee. The Executive Committee shall consist of the following six (6) members: the president, the president-elect, the	committee structures within the Society: (a) Executive Committee. The Executive Committee shall consist of the following six (6) members: the president, the president-elect, the immediate past	
committee structures within the Society: (a) Executive Committee. The Executive Committee shall consist of the following six (6) members: the president, the president, the immediate past president, the vice	committee structures within the Society: (a) Executive Committee. The Executive Committee shall consist of the following six (6) members: the president, the	
(a) Executive Committee. The Executive Committee shall consist of the following six (6) members: the president, the president-elect, the	committee structures within the Society: (a) Executive Committee. The Executive Committee shall consist of the following six (6) members: the president, the president-elect, the immediate past	
committee structures within the Society: (a) Executive Committee. The Executive Committee shall consist of the following six (6) members: the president, the president, the immediate past president, the vice	committee structures within the Society: (a) Executive Committee. The Executive Committee shall consist of the following six (6) members: the president, the president-elect, the immediate past president, the vice president, the	
committee structures within the Society: (a) Executive Committee. The Executive Committee shall consist of the following six (6) members: the president, the president-elect, the immediate past president, the vice president, the secretary-treasurer,	committee structures within the Society: (a) Executive Committee. The Executive Committee shall consist of the following six (6) members: the president, the president-elect, the immediate past president, the vice president, the secretary, the-treasurer, and the ATS	
(a) Executive Committee. The Executive Committee shall consist of the following six (6) members: the president, the president, the immediate past president, the vice president, the secretary-treasurer, and the ATS executive director as an	committee structures within the Society: (a) Executive Committee. The Executive Committee shall consist of the following six (6) members: the president, the president-elect, the immediate past president, the vice president, the secretary, the-treasurer, and the ATS executive director Chief Executive Officer	
(a) Executive Committee. The Executive Committee shall consist of the following six (6) members: the president, the president, the immediate past president, the vice president, the secretary-treasurer, and the ATS executive director as an ex-officio, non-voting member. The	committee structures within the Society: (a) Executive Committee. The Executive Committee shall consist of the following six (6) members: the president, the president-elect, the immediate past president, the vice president, the secretary, the treasurer, and the ATS executive director Chief Executive Officer as an ex-officio, non-voting member. The	
(a) Executive Committee. The Executive Committee shall consist of the following six (6) members: the president, the president, the immediate past president, the vice president, the secretary-treasurer, and the ATS executive director as an ex-officio, non-voting member. The Board of Directors empowers the	(a) Executive Committee. The Executive Committee shall consist of the following six (6) members: the president, the president-elect, the immediate past president, the vice president, the secretary, the-treasurer, and the ATS executive director Chief Executive Officer as an ex-officio, non-voting member. The Board of Directors empowers the	
(a) Executive Committee. The Executive Committee shall consist of the following six (6) members: the president, the president-elect, the immediate past president, the vice president, the secretary-treasurer, and the ATS executive director as an ex-officio, non-voting member. The Board of Directors empowers the Executive Committee to direct and	(a) Executive Committee. The Executive Committee shall consist of the following six (6) members: the president, the president-elect, the immediate past president, the vice president, the secretary, the-treasurer, and the ATS executive director Chief Executive Officer as an ex-officio, non-voting member. The Board of Directors empowers the Executive Committee to direct and	
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	Committee.		
(c)	Ad hoc. Ad hoc committees are	(c) Ad hoc. Ad hoc committees are	This proposed change is consistent
	appointed by the president, and	appointed by the president, and reviewed	with current practices.
	reviewed annually by the Board of	annually by the Board of Directors	
	Directors, and carry out the charge	Executive Committee, and carry out the	
	provided by the president.	charge provided by the president.	
(d)	Other. The president may nominate	(d) Other. The president may nominate or	No change
	or appoint members of the Society to	appoint members of the Society to serve	
	serve on committees of other	on committees of other organizations	
	organizations when such action will	when such action will aid in advancing the	
	aid in advancing the purposes of the	purposes of the Society. The president	
	Society. The president may also	may also appoint joint committees, to act	
	appoint joint committees, to act in	in concert with other organizations for a	
	concert with other organizations for a	particular purpose.	
	particular purpose.		
2.	Appointment. The president shall	2. Appointment. The president shall	This proposed change is consistent
	appoint the chairmen and members	appoint the chair and members of all	with current practices.
	of all committees unless otherwise	committees unless otherwise provided by	,
	provided by the Board of Directors or	the Board of Directors or these bylaws. All	
	these bylaws. All committees shall	committees shall have their duties set	
	have their duties set forth in writing	forth in writing as the Board of Directors	
	as the Board of Directors and	and president Executive Committee may	
	president may determine. The	determine. The president may remove any	
	president may remove any member	member of a committee other than the	
	of a committee other than the	Executive Committee prior to expiration	
	Executive Committee prior to	of the members' term.	
	expiration of the members' term.		
3.	Discharge of Committees. Unless the	3. Discharge of Committees. Unless the	No change
	Board of Directors or the bylaws	Board of Directors or the bylaws	
	otherwise provide, the members of all	otherwise provide, the members of all	
	committees shall be automatically	committees shall be automatically	
	discharged at the end of the term of	discharged at the end of the term of the	
	the president by whom they were	president by whom they were appointed.	
	appointed.		
4.	Composition of the Committees.	4. Composition of the Committees.	No change
	Unless otherwise provided by these	Unless otherwise provided by these	
	bylaws, such committees shall have as	bylaws, such committees shall have as	
	many members as the Board of	many members as the Board of Directors	
	Directors shall determine. The	shall determine. The president, with the	
	president, with the approval of the	approval of the Board of Directors, may	
	Board of Directors, may appoint	appoint voting or non-voting	
	voting or non-voting representatives	representatives from other organizations	
	from other organizations to	to committees regardless of their	
	committees regardless of their	membership in the Society.	
	membership in the Society.		
5.	Membership Committee. The	5. Membership Committee. The	The proposed change is consistent
	Membership Committee shall make	Membership Committee shall make	with current practices.
	recommendations to the Board	recommendations to the Board regarding	
	regarding dues and privileges for each	dues and privileges for each type of	
	type of membership. The committee	membership. The committee shall review	
	shall review all applications for	all applications for membership. The	
	membership. The committee shall	committee shall promote membership,	
	promote membership, and	and periodically assess the needs of the	
	periodically assess the needs of the	members.	
	members.		
6.	Nominating Committee.	6. Nominating Committee.	Conforming change
(a)	The Nominating Committee shall		

consist of seven (7) members. The chairperson shall be appointed by the president. Six other members of the Society shall be elected by the Board of Directors from the general membership. No member of the Board of Directors may be a member of the Nominating Committee. No member shall serve for more than three consecutive years. The Nominating Committee shall issue an annual call for nominations for secretary-treasurer from the general membership. (b) The Nominating Committee shall present annually to the members of	(a) The Nominating Committee shall consist of seven (7) members. The chairperson shall be appointed by the president and may serve no more than three consecutive years. Six other members of the Society shall be elected by the Board of Directors from the general membership. No member of the Board of Directors may be a member of the Nominating Committee. No member elected by the Board shall serve for more than three consecutive years. The Nominating Committee shall issue an annual call for nominations for secretary and a triennial call for nominations for treasurer from the general membership. (b) The Nominating Committee shall present annually to the members of the	Conforming change
the Society its slate of nominees from the membership for election as officers of the Society. The nominees for secretary-treasurer shall be elected by the membership.	Society its slate of nominees from the membership for election as officers of the Society, and such officers The nominees secretary treasurer shall be elected by the membership.	
(c) The slate of nominees for the Society's officer positions for election by in-person or mail ballot, be it paper or electronic, shall be circulated to the full membership at least 60 days prior to the annual meeting of the members.	(c) The slate of nominees for the Society's officer positions for election by in-person or mail ballot, be it paper or electronic, shall be circulated to the full membership at least 60 days prior to the annual meeting of the members.	No change
	(d) The Nominating Committee shall present to the Board of Directors its nominee for treasurer of the Society. After an initial appointment, a treasurer-elect nominee will be presented to the Board after two years of the three-year term, and every three years thereafter.	Conforming change
7. Publications Policy Committee. (a) There shall be a standing Publications Policy Committee responsible for the broad editorial policies of the official journals and other publications of the Society. The voting members of the committee select the editors of these publications and recommend their appointment to the Board of Directors for approval. The committee shall also evaluate the performance of the editors. The committee determines the general policies for the publications and acts as an advisory group to the editors of these publications. The committee shall regularly evaluate the overall publications needs of the Society and, when necessary,	7. Publications Policy Committee. (a) There shall be a standing Publications Policy Committee responsible for the broad editorial policies of the official journals and other publications of the Society. The voting members of the committee select the editors of these publications and recommend their appointment to the Board of Directors for approval. The committee shall also evaluate the performance of the editors. The committee determines the general policies for the publications and acts as an advisory group to the editors of these publications. The committee shall regularly evaluate the overall publications needs of the Society and, when necessary, recommend appropriate changes in the publications program.	No change

recommend appropriate changes in	
the publications program.	
(a) If consideration to remove an editor (a) If consideration to ren	
arises, such removal shall be effected in-Chief arises, such rem	
only by a majority of the voting effected only by a major	· · · · · · · · · · · · · · · · · · ·
members of the Publications Policy members of the Publicat	cions Policy
Committee. Committee.	
An editor removed by this process may An editor <u>-in-Chief</u> remove	
appeal the decision in writing to the process may appeal the d	<u> </u>
Board of Directors within 30 days of to the Board of Directors	· I
notification. The Board of Directors notification. The Board of must act on the appeal within 30 days act on the appeal within 30 days	
must act on the appeal within 30 days of receiving it. The Board of Directors' receiving it. The Board of	· · · · · · · · · · · · · · · · · · ·
decision is final.	Directors
(b) The Publications Policy Committee (b) The Publications Policy	y Committee Language alignment
shall meet at least once a year. Its shall meet at least once a	
membership shall include the ATS membership shall include	
executive director, the editors of the executive director Chief E	
scientific publications, all of whom are and the editors-in-Chief of	
non-voting, and at least five (5) voting publications, all of whom	
members appointed by the president. and at least five (5) voting	=
These individuals need not be appointed by the preside	
members of the Society, but shall be individuals need not be m	
chosen for their experience and Society, but shall be chos	
expertise in scientific affairs or experience and expertise	
management of scientific publications. affairs or management of	
publications.	
8. International Conference Committee. 8. International Conference	nce Committee. This proposed change is consistent
The International Conference Committee	ence Committee with current practice and allows for
shall consist of two (2) members from shall consist of two (2) members from	embers from greater input.
each assembly, consisting of the program each assembly, consisting	g of the program
chair and program chair-elect, one (1) chair and program chair-e	
member from the Council of Chapter member from the Council	
Representatives, and up to three (3) Representatives, and up to	
members appointed by the president, and members appointed by the	
shall make all arrangements for the <u>members</u> shall make all a	
scientific sessions of the ATS International the scientific sessions of t	
Conference. International Conference	
9. Planning and Evaluation Committee. 9. Planning and Evaluation	= = = = = = = = = = = = = = = = = = = =
The Planning and Evaluation Committee The Planning and Evaluation Committee	
shall consist of at least nine (9) members shall consist of at least ni	• •
chosen with due regard for the proper chosen with due regard for the interests and	• •
representation of the interests and representation of the interests and representation of the Society. This committee	
mission of the Society. This committee shall keep under continuous review the shall keep under continuous	
shall keep under continuous review the entire operations of the Society to entire operations of the S	
determine those changes deemed determine those changes	The state of the s
desirable in any of its activities to further desirable in any of its activities to further	
its purpose. its purpose.	vices to further
10. Education Committee. This committee 10. Education Committee	. This committee No change
shall be responsible for developing and shall be responsible for d	9
overseeing the implementation of all overseeing the implement	
educational activities of the Society.	
Specifically, the committee shall develop a Specifically, the committee	· · · · · · · · · · · · · · · · · · ·
strategy for accomplishing the Society's strategy for accomplishin	
educational goals whether directly educational goals whether	er directly

	T	T .
other societies. In addition, the	other societies. In addition, the	
committee will review and recommend to	committee will review and recommend to	
the Board of Directors any educational	the Board of Directors any educational	
programs proposed by any other	programs proposed by any other	
components of the Society.	components of the Society.	
11. Finance Committee. The Finance	11. Finance Committee. The Finance	No change
Committee shall develop the Society's	Committee shall develop the Society's	
proposed budget for the ensuing year.	proposed budget for the ensuing year.	
The Finance Committee will also review	The Program and Budget Committee will	
proposals for programmatic activities as	also review proposals for programmatic	
well as the operating costs of the Society,	activities as well as the operating costs of	
and review sources and amounts of	the Society, and review sources and	
revenue in comparison with current	amounts of revenue in comparison with	
projections, and will identify potential	current projections, and will identify	
new revenue sources. The Committee will	potential new revenue sources. The	
monitor performance against budget and,	Committee will monitor performance	
as necessary, recommend modifications in	against budget and, as necessary,	
allocations to maintain a balance between	recommend modifications in allocations	
financial and programmatic goals.	to maintain a balance between financial	
In addition, the Finance Committee shall	and programmatic goals.	
be responsible for the overall fiscal	In addition, the Finance Committee shall	
policies and operations of the Society by:	be responsible for the overall fiscal	
	policies and operations of the Society by:	
a. reviewing fiscal policies, guidelines,	a. reviewing fiscal policies, guidelines,	No change
operations and procedures of the Society,	operations and procedures of the Society,	
b. recommending to the Board of	b. recommending to the Board of	Conforming change
Directors, for its annual approval, the	Directors, for its annual approval, the	
selection of an independent auditing firm	selection of an independent auditing firm	
to conduct an audit of the financial	to conduct an audit of the financial	
statements of the Society,	statements of the Society,	
c. presenting to the Board of Directors	c. presenting to the Board of Directors	No change
annually the audited statements of the	annually the audited statements of the	
Society,	Society,	
d. establishing investment policies of the	d. establishing investment policies of the	No change
American Thoracic Society and reviewing	American Thoracic Society and reviewing	
the investments of the ATS,	the investments of the ATS,	
e. reviewing the gift and contribution	e. reviewing the gift and contribution	No change
acceptance policies, as well as the grants	acceptance policies, as well as the grants	
and sponsorship policies of the Society,	and sponsorship policies of the Society,	
and	and	
f. reporting to the Board of Directors on	f. reporting to the Board of Directors on	No change
all of the above charges.	all of the above charges.	change
an or the above charges.	an or the above charges.	l

12. Committee on Ethics and Conflict of	12. Committee on Ethics and Conflict of	No obayes
		No change
Interest. The Committee on Ethics and	Interest. The Committee on Ethics and	
Conflict of Interest ("Ethics Committee")	Conflict of Interest ("Ethics Committee")	
may be comprised of Directors and/or	may be comprised of Directors and/or	
members of the Society who are	members of the Society who are	
appointed by the President. The Ethics	appointed by the President. The Ethics	
Committee shall review reports of	Committee shall review reports of	
violations of the Society's conduct and	violations of the Society's conduct and	
conflicts of interest policies by directors or	conflicts of interest policies by directors or	
members of the Society and may impose	members of the Society and may impose	
disciplinary sanctions, in accordance with	disciplinary sanctions, in accordance with	
these Bylaws and the policies and	these Bylaws and the policies and	
procedures adopted by the Board. The	procedures adopted by the Board. The	
Ethics Committee shall not have authority	Ethics Committee shall not have authority	
to review complaints against or impose	to review complaints against or impose	
disciplinary sanctions on employees of the	disciplinary sanctions on employees of the	
Society.	Society.	
ARTICLE VII - CHAPTERS ANDCOUNCIL OF	ARTICLE VII - CHAPTERS ANDCOUNCIL OF	
CHAPTER REPRESENTATIVES	CHAPTER REPRESENTATIVES	
1. Chapters. A chapter is an organization	1. Chapters. A chapter is an organization	No change
of persons, interested in furthering the	of persons interested in furthering the	
purposes of the Society, who are eligible	purposes of the Society who are eligible	
for membership in the Society and whose	for membership in the Society and whose	
organization, representing a state or other	organization, representing a state or other	
geographical area, has been approved as a	geographical area, has been approved as a	
chapter of the Society by the Board of	chapter of the Society by the Board of	
Directors in accordance with these	Directors in accordance with these	
bylaws.	bylaws.	No observe
2. Qualifications. A chapter shall be	2. Qualifications. A chapter shall be	No change
reviewed by the Membership	reviewed by the Membership Committee	
Committee in consultation with the	in consultation with the Council of	
Council of Chapter Representatives	Chapter Representatives and deemed	
and deemed eligible if its officers are	eligible if its officers are full members of	
full members of the Society, it submits	the Society, it submits all reports required by the ATS Board of Directors, it elects	
all reports required by the ATS Board of Directors, it elects and sponsors a	and sponsors a representative to the	
-	Council of Chapter Representatives; and	
representative to the Council of	adopts bylaws, which shall not conflict	
Chapter Representatives; and adopts bylaws, which shall not conflict with	with the bylaws of the Society.	
the bylaws of the Society.	with the bylaws of the society.	
3. Council of Chapter Representatives.	3. Council of Chapter Representatives.	No change
The Council of Chapter Representatives	The Council of Chapter Representatives	, its change
shall be responsible for consideration	shall be responsible for consideration of	
of professional matters and programs	professional matters and programs in	
in patient care, education, or research,	patient care, education, or research,	
which are consistent with the purposes	which are consistent with the purposes of	
of the Society, and of particular	the Society, and of particular interest to	
interest to the chapters. All actions,	the chapters. All actions, statements, and	
statements, and programs of the	programs of the Council of Chapter	
Council of Chapter Representatives,	Representatives, which reflect the	
which reflect the position of the	position of the Society, shall require	
Society, shall require approval by the	approval by the Board of Directors.	
	''	
Board of Directors.		
Council Membership. The Council of Chapter Representatives shall consist	Council Membership. The Council of Chapter Representatives shall consist of	No change

	of members of the Society who are the	members of the Society who are the	
	elected representative councilors of	elected representative councilors of each	
	each of the chapters according to	of the chapters according to these bylaws.	
	these bylaws. Such representatives	Such representatives shall serve a three-	
	shall serve a three-year term and shall	year term and shall not be elected for	
	not be elected for more than two	more than two consecutive terms.	
	consecutive terms. Vacancies	Vacancies occurring among the	
	occurring among the representative	representative councilors shall be filled by	
	councilors shall be filled by the	the respective chapters.	
	respective chapters.		
(a)	Each qualified chapter shall be entitled	(a) Each qualified chapter shall be entitled	The proposed change allows for
	to one (1) representative councilor,	to one (1) representative councilor, and if	greater flexibility, without ties to the
	and if its membership includes 200 or	its membership includes 200 or more full	annual International Conference.
	more full members of the Society, it	members of the Society, it shall be	
	shall be entitled to one (1) additional	entitled to one (1) additional	
	representative councilor. The	representative councilor. The	
	representative councilors of a chapter	representative councilors of a chapter	
	shall be elected by the members of a	shall be elected by the members of a	
	chapter who are full members of the	chapter who are full members of the	
	Society, by a mail ballot in which a	Society. The term of the councilors will	
	majority of the said members have	begin after the Council of Chapter	
	participated. The term of the	Representatives <u>annual</u> meeting held in	
	councilors will begin after the Council	association with the ATS International	
	of Chapter Representatives meeting	Conference.	
	held in association with the ATS		
	International Conference.		
(b	The immediate past chair, chair, and	(b) The immediate past chair, chair, and	The proposed change aligns with
`	chair-elect of the Council shall each	chair-elect of the Council shall each serve	current practices for assembly
	serve a total of three years on the	a total of three years on the ATS Board of	representatives on the Board of
	ATS Board of Directors, each year	Directors. The chair-elect shall be a non-	Directors.
	succeeding to the next position in	voting observer. each year succeeding to	
	sequence beginning with chair-elect,	the next position in sequence beginning	
	during which time each shall continue	with chair elect, during which time each	
	as a member of the Council of	shall continue as a member of the Council	
	Chapter Representatives.	of Chapter Representatives.	
5	Officers. Officers shall include the	5. Officers. Officers shall include the chair,	No change
5.	chair, the chair-elect, the immediate	the chair-elect, the immediate past chair,	
	past chair, and a secretary elected by	and a secretary elected by the	
	the representative councilors to serve	representative councilors to serve one-	
	one-year terms. Nominations for these	year terms. Nominations for these offices	
	offices shall be presented to the	shall be presented to the councilors	
	councilors according to a procedure	according to a procedure developed by	
	developed by the Council of Chapter	the Council of Chapter Representatives	
	Representatives and approved by the	and approved by the ATS Board of	
	ATS Board of Directors.	Directors.	
6	Committees. There shall be an	6. Committees. There shall be an	No change
0.	Executive Committee consisting of the	Executive Committee consisting of the	Two change
	officers of the Council. This committee	officers of the Council. This committee	
	shall plan the meetings of the Council.	shall plan the meetings of the Council.	
	Additional committees may be formed	Additional committees may be formed by	
	by procedures developed by the		
		procedures developed by the Council of	
	Council of Chapter Representatives	Chapter Representatives and approved by the Board of Directors.	
	and approved by the Board of	the bodiu of Directors.	
	Directors.		

7. Meetings of the Council of Chapter Representatives. The Council of Chapter Representatives shall meet in regular session at least once a year at the time and place of the ATS International Conference. Additional meetings of the Council of Chapter Representatives may be called by the president, the chair of the Council of Chapter Representatives, or upon the written request of least ¾, at a time and place designated by the chair of the Council of Chapter Representatives. Notices of regular and special meetings of the Council shall be sent to each member in writing or by electronic mail. Notices of special meetings shall state the purpose thereof, and shall be mailed at least fifteen (15) days before such meetings. A majority of the members of the Council of Chapter Representatives shall constitute a quorum.	7. Meetings of the Council of Chapter Representatives. The Council of Chapter Representatives shall meet in regular session at least once a year. at the time and place of the ATS International Conference. Additional meetings of the Council of Chapter Representatives may be called by the president, the chair of the Council of Chapter Representatives, or upon the written request of least ¾, at a time and place designated by the chair of the Council of Chapter Representatives. Notices of regular and special meetings of the Council shall be sent to each member in writing or by electronic mail. Notices of special meetings shall state the purpose thereof, and shall be mailed at least fifteen (15) days before such meetings. A majority of the members of the Council of Chapter Representatives shall constitute a quorum.	The proposed change allows for greater flexibility, without ties to the annual International Conference.
ARTICLE VIII - ASSEMBLIES	ARTICLE VIII - ASSEMBLIES	
1. General. An assembly is a subdivision of the Society composed of members and affiliates of the Society with like scientific interests within the fields of respiratory and critical care medicine and nursing. The purpose of an assembly shall be to improve the collection, interpretation, and dissemination of information and to foster communication among its members. An assembly shall be established, restructured, and dissolved in accordance with policies approved by the Board of Directors. Only one such assembly shall be established in any one area of scientific interest. The Board of Directors shall establish uniform standards for the operation of assemblies.	1. General. An assembly is a subdivision of the Society composed of members and affiliates of the Society with like scientific interests within the fields of respiratory and critical care medicine and nursing. The purpose of an assembly shall be to improve the collection, interpretation, and dissemination of information and to foster communication among its members. An assembly shall be established, restructured, and dissolved in accordance with policies approved by the Board of Directors. Only one such assembly shall be established in any one area of scientific interest. The Board of Directors shall establish uniform standards for the operation of assemblies.	No change
Members may form a section within a particular assembly, upon petition to the chair by 50 full members of the Society, and only with the approval of the assembly membership present and voting at the annual membership meeting. 2. Membership. All members of the Society are eligible for membership in any assembly. Each member of the Society shall select one assembly for primary membership and shall select no more than two for secondary membership.	Members may form a section within a particular assembly, upon petition to the chair by 50 full members of the Society, and only with the approval of the assembly membership present and voting at the annual membership meeting. 2. Membership. All members of the Society are eligible for membership in any assembly. Each member of the Society shall select one assembly for primary membership and shall select no more than two for secondary membership.	No change No change

3. Meetings. Each assembly shall meet in regular session at least once a year in conjunction with the ATS International Conference.	3. Meetings. Each assembly shall meet in regular session at least once a year. in conjunction with the ATS International Conference.	This proposed change allows for greater flexibility, such as virtual opportunities, without ties to the annual International Conference.
ARTICLE IX - AMENDMENTS	ARTICLE IX - AMENDMENTS	
Amendments to these Bylaws may be proposed by the Board of Directors, the Executive Committee, or in writing to the secretary-treasurer by 50 or more members of the Society. Notice of the proposed amendments shall be sent to all members not less than 30 days before a meeting of the members. Proposed amendments shall be acted upon at the succeeding meeting of the members, notice of which shall contain the text of the proposed amendments. Such amendments shall require for adoption an affirmative vote of ¾ of those present and casting a vote.	Amendments to these Bylaws may be proposed by the Board of Directors, the Executive Committee, or in writing to the secretary-treasurer by 50 or more members of the Society. Notice of the proposed amendments shall be sent to all members by mail or electronic means. Proposed amendments shall be acted upon by mail, electronic, or in-person voting following 15 days of discussion, notice of which shall contain the text of the proposed amendments. Such amendments shall require for adoption an affirmative vote of 2/3 of those casting a vote.	Language alignment
ARTICLE X - ADMINISTRATION	ARTICLE X - ADMINISTRATION	
1. Executive Director. The Board of Directors shall appoint an ATS executive director, who shall be an ex-officio, non-voting member of the Board of Directors and Executive Committee. The ATS executive director is the principal manager and administrator of the Society and is responsible for the day-to-day operations of the Society and all of its employees.	1. Chief Executive Officer. The Board of Directors shall appoint an ATS executive director Chief Executive Officer, who shall be an ex-officio, non-voting member of the Board of Directors and Executive Committee. The ATS Chief Executive Officer is the principal manager and administrator of the Society and is responsible for the day-to-day operations of the Society and all of its employees.	Language alignment
2. Policies and Procedures. The Board of Directors may establish policies and procedures that are consistent with these bylaws. Except as otherwise provided in these bylaws, Robert's Rules of Order Revised shall be the guiding parliamentary authority of this Society.	2. Policies and Procedures. The Board of Directors may establish policies and procedures that are consistent with these bylaws. Except as otherwise provided in these bylaws, Robert's Rules of Order Revised shall be the guiding parliamentary authority of this Society.	No change
3. Bylaws Review. The bylaws of the Society shall be reviewed periodically, at least every five (5) years, by a committee appointed by the president.	3. Bylaws Review. The bylaws of the Society shall be reviewed periodically, at least every five (5) years, by a committee appointed by the president.	No change
ARTICLE XI - MISCELLANEOUS	ARTICLE XI - MISCELLANEOUS	
1. Indemnification. Directors, officers, and authorized employees, volunteers, committee members, and agents of the Society shall be indemnified against claims of liability arising in connection with their positions or activities on behalf of the Society to the full extent permitted by law.	1. Indemnification. Directors, officers, and authorized employees, volunteers, committee members, and agents of the Society shall be indemnified against claims of liability arising in connection with their positions or activities on behalf of the Society to the full extent permitted by law.	No change

Proposed Amendments to the ATS Bylaws, November 2021

2. Fiscal Year. The fiscal year of the	2. Fiscal Year. The fiscal year of the	No change
Society shall be January 1 to December	Society shall be January 1 to December	
31.	31.	