

**BYLAWS
OF
AMERICAN ASSOCIATION FOR BRONCHOLOGY AND INTERVENTIONAL
PULMONOLOGY
(The "Association")**

ARTICLE I

OFFICES; CORPORATE SEAL

1.01. Registered Office. The address of the registered office of this Association in Minnesota shall be as set forth in the Articles of Incorporation of this Association, or in the most recent amendment or restatement of the Articles of Incorporation, or in a certificate of change of registered office filed with the Secretary of State of Minnesota reflecting the adoption of a resolution by the Executive Committee of this Association changing the registered office.

1.02. Other Offices. This Association may have other offices, within or without the State of Minnesota, as the Executive Committee may from time to time determine, or as the activities of this Association may from time to time require.

1.03. Corporate Seal. If the Executive Committee determines a corporate seal to be necessary or desirable, this Association may have a corporate seal, circular in form, and bearing the name of this corporation or any abbreviation thereof and the words "Corporate Seal" (or "Seal") and "Minnesota"; provided, however, that if this Association has a corporate seal, the use of the seal by the Association on any document shall not be required, and the use or nonuse of a corporate seal shall not affect the validity, recordability, or enforceability of any document executed by, or any action taken by, the Association.

ARTICLE II

CLASSES OF MEMBERSHIPS

2.01. Classes of Membership. There shall be the following classes of membership in this Association: Voting Active Members, Nonvoting Active Members, Senior Members, Honorary Members, and Non-Practitioner Affiliate Members. **Additional classes of membership may be added only with the approval of the Board of Directors.**

2.02. Voting Active Members. **Any health care practitioner (where "health care practitioner" is defined as anyone who has a valid and unrestricted license to practice health care in the United States) who also resides in the United States is eligible to be a voting active member if, at the discretion of the Board of Directors, they have demonstrated a proven interest in and contribution to the field of bronchology and interventional pulmonology and closely related disciplines as demonstrated by the candidate's educational background and scholarship, presentations at scientific meetings, publications, and practice.**

A Voting Active Member shall possess voting rights and may serve on the committees of the Association. **To hold office (Board of Directors or Executive Committee), a Voting Active Member must hold a degree of Doctor of Medicine, Doctor of Osteopathy or equivalent degree.**

2.03. Nonvoting Active Members. Persons or organizations eligible to become Nonvoting Active Members shall have any one of the following qualifications:

1. A physician holding the degree of Doctor of Medicine or Doctor of Osteopathy who resides in and has a valid and unrestricted license to practice in a jurisdiction other than the United States and has satisfactory credentials as determined by the **Membership Committee and Board of Directors**;
2. **A non-physician practitioner holding a license to practice in a jurisdiction other than the United States and has satisfactory credentials as determined by the Membership Committee and Board of Directors**;
3. Companies and industries, or representatives thereof, that produce products or provide services related to bronchology and/or interventional pulmonology may apply for membership ("Corporate Members"). Each Corporate Member shall designate in writing to the Secretary a natural person to whom the corporation shall direct all correspondence which may be changed by delivering to the Secretary a writing (i) stating that the appointment of such representative is revoked and (ii) designating a new representative. The Corporate Membership Program will be administered according to policies and procedures determined by the Board of Directors. A Nonvoting Active Member shall not possess the right to vote or hold office but shall be permitted to serve on the committees of the Association.

2.04. Senior Members. Voting or Nonvoting Active Members, upon reaching the age of 65 or upon retirement from active medical or other scientific practice, shall be eligible to become Senior Members. Eligible Active Members may apply to the **Membership Committee** of the Association for transfer to Senior Membership. An application for transfer to Senior Membership must be approved by a vote of a majority of the members of the **Membership Committee**. Senior Members shall possess the right to vote, hold office, or serve on committees of the Association if requested by the Board of Directors. Senior Members may not be required to pay dues, **at the discretion of the Board of Directors**; however, Senior Members may be required to pay a fee for meetings of the Association that they attend. Senior Members may be reinstated to Nonvoting or Voting Active Member status upon application to and approval by the **Membership Committee**.

2.05. Honorary Members. Persons identified by the **Membership Committee and Board of Directors** as worthy of the title of Honorary Members because of their notable contributions to the field of bronchology / interventional pulmonology, or because of their long-term activity in the interests of the Association shall not be required to pay dues. Honorary Members shall not be entitled to vote or hold office. They can serve on committees of the Association if requested by the Board of Directors.

2.06. Non-Practitioner Affiliate Members. Any person who is interested in the mission of the Association and in supporting the Association is eligible for membership as a Non-Physician Affiliate Member, which persons include, but are not limited to, individuals from nonprofit

organizations and individuals from businesses. Non-**Practitioner** Affiliate Members shall **not** be entitled to vote or hold office. They can serve on committees of the Association if requested by the Board of Directors.

2.07. Membership Application Forms. The Association shall make membership application forms available to all interested parties **through the Association's established communication channels.**

ARTICLE III

ELECTION MEETINGS AND RIGHTS OF MEMBERS

3.01. Membership. Any person or company eligible for membership may submit a membership application to the Membership Committee. After due deliberation of each candidate's application and supporting materials, the Membership Committee shall recommend to the Board of Directors those candidates who should be considered for Voting Active, Nonvoting Active, Honorary or Non-**Practitioner** Affiliate Membership **with final approval by the Board of Directors.**

3.02. Evaluation of Membership Application. The Membership Committee will review each candidate's application and supporting materials. All applications deemed satisfactory by the Membership Committee will be granted membership. The Membership Committee reserves the right to review applications and to determine whether to approve candidates to the Association for membership in the categories indicated by the Membership Committee. If an application is disputed for any reason, an affirmative vote by two-thirds (2/3rds) of the voting members of the Membership Committee at the meeting shall be necessary to recommend a candidate to the Association for membership.

3.03. Election of Honorary Members and Non-Practitioner Affiliate Members. Candidates for Honorary Membership and Non-**Practitioner** Affiliate Membership may be recommended to the Association by either the Membership Committee or the Board of Directors. The **Membership Committee** by an affirmative two-thirds (2/3rds) vote of the Voting Active Members in attendance, will then recommend these candidates to the Association for Honorary Membership and Non-**Practitioner** Affiliate Membership.

3.04. Meetings of Members.

1. Place of Meetings. Meetings of the membership shall be held at the **Annual Meeting** of the Association or at such other suitable place convenient to the membership as may be designated by the Executive Committee.
2. Notice of Meetings. An Annual Meeting of the members of the Association shall be held each year at such time as the Board of Directors determines. The members may transact such business as may properly come before them at such meeting.
3. Special Meetings. Special meetings may be called by the President or may be called as directed by the Executive Committee. The notice of any special meeting shall state the time and place of such meeting and the purposes thereof. No business shall be transacted at a special meeting except as stated in the notice unless all members have waived notice of the meeting.

4. Notice of Meetings. It shall be the duty of the **administrative staff** of the Association to **announce** each annual or special meeting **through the Association's standard communication channels**, stating the purposes thereof if it is a special meeting as well as the time and place where it is to be held. In addition, the **administrative staff** of the Association shall **announce** each annual meeting describing the time and place where the annual meeting is to be held, to each member of record as of six (6) months before the date scheduled for the annual meeting, at **their email** address as it appears on the membership records of the Association, or if no such address appears, at **their** last known place of business. **A notice sent by email will be deemed to have been received at the time shown in a delivery confirmation report or receipt generated by the sender's email system which indicates that delivery of the email to recipient's email address has been completed.** The e-mailing of a notice in the manner provided in this Section shall be considered notice served; provided, that such notices may be excused in the same manner as provided for notice of meetings of the Board of Directors in Section 6.09.
- ~~5. Quorum. Except as otherwise provided by these Bylaws, the presence at any meeting, in person, of one third (1/3) of the Voting Active Members shall constitute a quorum for items requiring a vote by the Voting Active Members.~~
- ~~6. Adjourned Meetings. If any meeting of the membership cannot be organized because a quorum is not present, the members who are present may, except as otherwise provided by law, adjourn the meeting to another time.~~
7. Conduct of Meetings. Meetings of members shall be conducted in accordance with Robert's Rules of Order, Revised. The President, if present, or if not present, the President-Elect shall preside over all meetings of members. In the absence of such officers at any meeting of members, the **Board of Directors** members present at the meeting shall appoint any person present to act as presiding officer of the meeting. The order of business at each regular meeting, and **as feasible**, at special meetings of members, shall be: **Reports, Unfinished business, New business, Adjournment.**

3.05. Membership Expiration:

Membership of any member may be terminated by two thirds (2/3ds) vote of **the** Board of Directors under the following circumstances:

- A. Upon forty-five (45) days notice for failure to pay membership fees and/or dues.
- B. Upon ninety (90) days notice for failure to pay a mandatory assessment.
- C. Upon ninety (90) days notice for any reason when, in the judgment of the Board of Directors in its sole discretion, the purposes, best interests or **well-being** of the Association will be served thereby.
- D. Automatically upon failure of a member to maintain the valid and unrestricted license to practice held at the beginning of **their** membership.

No membership shall be terminated under clause (C) until the member has been afforded a reasonable opportunity to be heard by the Board of Directors. No membership shall be

terminated under clauses (A) or (B) if the member tenders payment to the Association of the amount due that is specified in the notice of termination prior to the end of the notice period specified in clause (A) or clause (B), as the case may be.

ARTICLE IV

MEMBERSHIP DUES AND FEES

4.01. Dues. Annual dues shall be determined by the Board of Directors. Voting and Nonvoting Active, and Non-Practitioner Affiliate Members shall pay these dues annually to the registered office of the Association. Voting active members who are either physicians in training or non-physicians will receive a membership dues discount upon provision of acceptable documentary evidence of their status. **Membership discounts for international low-income countries will be offered based on economic factors related to that country and will be determined by the Membership Committee and approved by the Board of Directors.**

The dues shall include a subscription fee to the official journal of the Association. Membership dues shall be sent first to the Association's principal office before the subscription fee is forwarded to a publisher.

4.02. Registration Fees. Registration fees for each annual or interim meeting of the Association shall be paid by **all** members and guests. The amount of such fees shall be determined by the Board of Directors. Voting and Nonvoting Active, or Non-Practitioner Affiliate Members will also be required to pay registration fees, as determined by the **Program Organizing Committee and approved by the Board of Directors. Any exemption to paying the registration fee for the Annual meeting has to be reviewed and approved by the Program Organizing Committee and Board of Directors.**

4.03. Assessments. The Board of Directors shall have the power to impose a special assessment on the membership or any one or more categories of membership.

4.04. Exemption. Any request for exemption from dues or fees shall be directed to the Secretary-Treasurer and shall be decided upon by the Board of Directors.

ARTICLE V

ETHICS AND DISCIPLINE

5.01. Ethics Rules. Each member is encouraged to comply with the Principles of Medical Ethics of the American Medical Association, with the Bylaws (and any amendments thereto) of this Association (collectively, the "Ethics Rules") **and with the AABIP's Conflict of Interest (COI) policy.**

5.02. Conflict of Interest. All Directors are required to submit a **conflict-of-interest** statement to the Board of Directors for annual review prior to the anniversary of their appointment date. Disclosures **shall** include but are not limited to income, investments, and **any** items of value received from and on behalf of pharmaceutical, medical equipment and device entities that are

valued at greater than \$0 in the prior 12 months or predicted to occur in the following 12 months from the time of the disclosure, as per AABIP's COI policy.

5.0.3. Executive Committee. No Officer of the AABIP Board of Directors (President, President Elect or Secretary-Treasurer) shall hold any office in any other professional society or commercial entity without a formal review by the Board of Directors and an affirmative majority approval. All Officers are expected to disclose any such relationships and failure to do so could result in removal from the Board.

ARTICLE VI

BOARD OF DIRECTORS

6.01. General Powers. The property, business, and affairs of this Association shall be managed by or under the direction of the Board of Directors.

6.02. Number of Directors; Elections; Term. The number of directors shall ideally be 15 but could increase or decrease by 3 at the discretion of the Board of Directors. Each director shall be nominated by the Nominating Committee and shall serve for a term of two years and not more than two consecutive terms. Renewal will be decided at the **Board of Directors' regular meetings**. A previous board member may be re-nominated after being off the Board of Directors for a minimum of two years. To be considered for board membership, the member must be at least four years from their formal training.

Candidates to the board of directors will be presented to the Voting Active Members for **electronic** vote. An affirmative vote of the majority of the Voting Active Members is required to confirm election of said nominee to the board.

6.03. Resignation. A director may resign at any time by giving written notice to the Association. The resignation of a director is effective without acceptance when the notice is given to the Association, unless a later effective time is specified in the notice.

6.04. Removal of Directors. A director may be removed at any time, with or without cause (which may include failure to attend three (3) consecutive meetings) by the affirmative vote of a majority of the total number of directors currently filling director positions at the time of the vote.

6.05. Vacancies. Any vacancy in the Board of Directors caused by death, resignation, removal, an increase in the number of directors, expiration of term, or any other cause, shall be filled by affirmative vote of a majority of the total number of remaining directors, though less than a quorum, and the term of the director filling the vacancy shall expire at the end of the next annual meeting at which directors are to be elected.

6.06. Place of Meetings. The Board of Directors may hold its meetings at such place or places as it may from time to time determine. If the Board of Directors fails to select a place for a meeting, it shall be held **virtually**.

6.07. Annual Meeting. The annual meeting of the Board of Directors shall be held each year, at such time and place as the Board of Directors may determine for the transaction of such business as shall come before the meeting.

6.08. Regular Meetings. The Board of Directors shall meet at least **monthly every** year (including the Annual Meeting). **Other** regular meetings of the Board of Directors shall be held from time to time, at such times and places as the Board of Directors may determine.

6.09. Special Meetings; Notice. Special meetings of the Board of Directors shall be held whenever called by the President of the Association or at least three (3) directors. Notice of a special meeting shall be **communicated** to each director, at least seven (7) days before the day on which the meeting is to be held and no more than thirty (30) days before such meeting, **and** delivered **via electronic communication**. The notice shall state the time and place of the meeting **but** need not state the purposes thereof. Notice of any meeting of the Board of Directors need not be given to any director who participates in such meeting; and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given, if all of the directors shall participate therein or waive such notice in writing before, at, or after such meeting.

6.10. Quorum. Except as otherwise provided by statute or by these Bylaws, one-half (1/2) of the total number of directors shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any **duly held** meeting at which a quorum is present **shall** be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the number otherwise required for a quorum.

6.11. Voting. All matters shall be decided by a majority vote of those directors present, except as otherwise provided by these Bylaws. Each director shall be entitled to one vote.

6.12. Proxy Voting. Proxy voting shall not be permitted.

6.13. Action without Meeting. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting by a written action signed, or counterparts of a written action signed in the aggregate, by all of the directors unless the action need not be approved by the members of the Association, in which case the action may be taken by a written action signed, or counterparts of a written action signed in the aggregate, by the number of directors that would be required to take the same action at a meeting of the board of directors of the Association at which all of the directors were present.

6.14. Action by electronic communication. A conference among Board of Directors members by a means of communication through which the Board of Directors members may simultaneously hear each other during the conference is a Board of Directors meeting, if the same notice is given of the conference as would be required for a meeting, and if the number of Board of Directors members participating in the conference is a quorum. Participation in a meeting by this means constitutes personal presence at the meeting.

6.15. Non-voting attendees. This will be limited to the following categories:

- ~~1. Industry Liaison Representative: Nominations for this position will be submitted to the Board of Directors by the Nominating Committee and will be elected by an affirmative majority. Term of office shall not exceed 2 years. Not more than one such individual will be seated at any time. Consider removing~~
2. Special Interest Group Representatives: **Individuals who are not members of the Board of Directors may be invited to specific Board meetings at which activities of their respective organizations, working groups, chapters and committees may be discussed.**
3. Committee Representatives: Committee members who are not members of the Board of Directors may be invited to specific Board meetings at which activities of their respective committees may be discussed.

Non-voting **attendees** are only permitted during designated portions of any Board meeting. Only voting Board members and administrative staff are to be present whenever Board deliberation and voting is scheduled to take place. The Presiding Officer is responsible for enforcement of this provision.

ARTICLE VII

JOURNAL OF BRONCHOLOGY and Interventional Pulmonology

7.01. Journal of Bronchology. The Journal of Bronchology and Interventional Pulmonology (the "Journal") shall be the official publication of the Association for scientific and medical articles which contain information regarding developments, investigations, research, and other information in the field of bronchology and interventional pulmonology. The Association intends that the Journal shall become the recognized international publication for bronchology and interventional pulmonology.

7.02. Contractual Authority. The Board of Directors shall have the final responsibility and complete authority for all decisions relating to the publication of the Journal including authority to enter into contracts with publishers and editors on behalf of the Association.

7.03. Editorial Oversight. The Board of Directors shall **make recommendations to the Publisher** for the Editor in Chief for a 3-year term, renewable based on performance to a maximum of two terms. It is expected that one of the Associate Editors will be considered for the position of Editor in Chief at the completion of their term(s). At least two candidates for these positions will be presented to the Board of Directors by the Nominating Committee. Additional

nominations for consideration from the Board Members are also authorized. Neither of these editorial positions can be held by an Executive Officer of the AABIP and candidates do not have to be BOD members. The Editor in Chief is not permitted to hold the position of Editor in Chief for any other medical publication simultaneously. The Editor in Chief in consultation with the Associate Editors is expected to make independent editorial decisions and is authorized to appoint section editors and editorial board as required.

ARTICLE VIII

OFFICERS

The President shall receive an annual sum of \$20,000 in their discretionary fund to be used by them during their term as a president, **for funding AABIP projects of their choice.**

8.01. Officers; Terms of Office. The President, President-Elect and Secretary Treasurer shall each serve a two (2) year term of office with the Secretary-Treasurer assuming the office of the President-Elect, and the President-Elect assuming the office of President at the conclusion of the President's term.

8.02. Nomination and Election of Officers. The Nominating Committee shall prepare a list of nominees for the position of Secretary-Treasurer which will become vacant at the close of the Annual Meeting the year the President-Elect assumes President. This list will include names solicited from the Voting Active Membership prior to the Annual Meeting. Each Voting Active Member shall have one (1) vote. There shall be no cumulative voting. The term of office for the officers of the Association shall commence at the close of the Annual Meeting. The list of nominees for the position of Secretary-Treasurer will be gathered and vetted by the Nominating Committee prior to the **meeting** of the Board in the year during which the President-Elect will assume the Presidency, with voting for the Secretary-Treasurer to occur on-line by the Voting Active Members, prior to the General Membership Business meeting.

8.03. Vacancy and Removal. A vacancy in any office or in the four (4) **elected** positions of the Executive Committee may be filled upon a majority vote of the members of the Executive Committee for the unexpired portion of the term or until the next Annual Meeting. Any officer, committee member or agent of the Association may be removed by the Executive Committee when in its judgment the best interests of the Association would be served thereby.

8.04. President. The President shall be the principal executive officer of the Association and shall have the following duties:

1. Preside at all meetings of the Association and Board of Directors.
2. Deliver an address at the Annual Meeting.
3. Appoint all committees not otherwise provided for in the Bylaws and fill all vacancies which occur on committees between Annual Meetings.
4. Serve as an ex-officio member of all committees **except the Nominating Committee.**
5. Execute documents as directed by the Board of Directors including an executive summary of the past year's events.

6. Act in the event of any contingency or emergency not covered by these Bylaws and perform all duties incident to the office of President or such other duties as may be prescribed by the Board of Directors from time to time.

8.05. President-Elect. The President-Elect shall act as the President in the President's absence, and **they** shall perform other duties as may be assigned by the Executive Committee or the President.

8.06. Secretary-Treasurer. The Secretary-Treasurer shall have the following duties:

1. Be responsible for all funds or other properties of the Association and endorse all financial statements.
2. Maintain a membership roster and collect funds and dues.
3. Receive funds due to the Association and deposit them as may be designated by the Executive Committee.
4. Pay all expenses of the Association and be responsible for writing of all checks. The Executive Committee shall also designate a member of the Association who is located where the principal office of the Association is located as an individual who is also authorized to write checks. The Treasurer, with knowledge and approval of the Executive Committee, may also designate check signing privileges to the **administrative** liaison of the Association.
5. Maintain an itemized account of receipts and expenditures and present an annual financial report to the Board of Directors. The Board of Directors may direct that this report be audited by a Certified Public Accountant.
6. Maintain correspondence and historical records of the Association.
7. Approve minutes of meetings of all members and the Board of Directors.
8. Administrators to do: Duly give notice including the notifications of candidates elected into the Association, nominees of their election, members of their appointment to committees, and members of any disciplinary action against them.
- ~~9. Serve as an ex-officio member of the Finance Committee~~
10. Perform such other duties as may be prescribed by the Board of Directors from time to time.

8.07. Expenditures. All expenditures and obligations of the Association in excess of One Thousand (\$1,000) must be approved in advance by the Executive Committee. **Any expenditure lower than One Thousand must be approved by the Secretary-Treasurer.**

ARTICLE IX

9.01. Standing Committees. Until such time as the Board of Directors determines otherwise, the standing committees of this Association shall be an Executive Committee, Nominating Committee, Membership Committee, Education Committee, Research Committee, Journal of Bronchology and Interventional Pulmonology Committee, Board Eligibility Application Review Committee, **Certification Committee, Advocacy Committee, Communication and Social Media**

Committee, Annual Conference Program Organizing Committee, and Diversity, Inclusion and Unity Committee.

9.02. Executive Committee.

1. Subject to the authority of the Board of Directors, the Executive Committee shall have the power of the Board of Directors to direct the routine administrative affairs of the Association between meetings of the Board of Directors. Without limiting the foregoing, the Executive Committee shall be responsible for nominating candidates for election to the Board of Directors and for the discipline of members. The Executive Committee shall receive and consider the reports of committees and review their activities. The Executive Committee may invite who it wishes to attend Executive Committee meetings.
2. The Executive Committee shall be composed of the following **four (4)** members: the President, the President-Elect, the Secretary-Treasurer, the immediate past President. Each past-President shall serve a two (2) year term on the Executive Committee after completing his or her term as President.
3. Election to Committees: The Board of Directors will select all committee members, each to serve a two (2) year term, unless specified differently below.
4. The Executive Committee shall conduct Executive Committee business meetings **every two weeks** prior to the Annual Meeting of the Association. The Executive Committee may conduct special meetings of the Executive Committee called by the President or any four (4) members of the Executive Committee. The attendance of any Executive Committee members at any meeting shall constitute a waiver of notice except where an Executive Committee member attends for the express purpose of objecting to the meeting because it is not lawfully called or convened.

9.03. Nominating Committee.

1. The Nominating Committee will be charged with identifying upcoming vacancies in the Board, and **soliciting** nominations from the Board and General Membership. The list of nominees for the position of Secretary-Treasurer will be gathered and vetted by the Nominating Committee at least thirty (30) days prior to the annual **Spring** meeting of the Board. **Policies and deadlines governing each nomination and elections cycle will be set by the Nominating Committee with the approval of the Board of Directors. The vetting process will be transparent and based on clearly defined criteria reviewed and approved by the Board of Directors. A description of the process and the criteria for evaluation will be recorded by the nomination committee and will be available for review by the Board of Directors. The list of vetted candidates will be presented to the Board of Directors for approval, and candidates approved by the Board of Directors will be placed on the ballot for election by the general membership. To prevent vote dilution, not more than a maximum of 3 candidates per open vacancy will be permitted. If there are not enough qualified candidates, the Board of Directors may permit candidates to run unopposed or choose to reduce the number of available vacancies. As per 6.0.1, the Board of Directors reserves the final candidate approval authority. Candidates placed on the ballot are permitted to campaign for election using their own resources, but the Association will not assist, endorse, or campaign on behalf of any specific candidate.**

2. The Nominating Committee shall consist of the **most recent** past President of the Association **who has completed service on the** Executive Committee **following the** Annual Meeting and **five (5)** Voting Active Members including two (2) **current** members of the Board of Directors, **one (1) prior member of the Board of Directors**, **one (1)** Interventional Pulmonology Fellowship Program Director, and one (1) Voting Active Member from the General Membership. **With the exception of the General Membership representative selected through the RFA process, the remaining members of the Nominating Committee shall be designated by the President whose term coincides with the beginning of the committee term.** The Nominating Committee will select its own Chair. **Participation in the Nominating Committee will be for a single two (2) year term. Members may not serve consecutive terms, with the exception of the most recent past President of the Association who has left the Executive Committee at the termination of the Annual Meeting.**

9.04. Membership Committee.

1. The Membership Committee will be charged with being the primary liaison of the General Membership to the Board of **Directors and** identifying ways to increase the number and involvement of General Members in the Association.
2. The Membership Committee shall consist of **at least** three (3) Voting Active Members including two (2) members from the Board of Directors and one (1) from the General Membership. **At least 25% of members will be from general membership recruited through a formal Request for Applications.**

9.05. Education Committee.

1. The Education Committee will be charged with organizing **educational events other than the Annual Meeting** as well as developing additional enduring educational resources beneficial to the General Membership.
2. **The Education Committee shall consist of at least (11) Core Members including the chair, co-chair, past chair, three (3) members from the Board of Directors, one (1) current interventional pulmonology fellow, one (1) past interventional pulmonology fellow member, one (1) advanced practitioner, one (1) pediatric interventional pulmonologist, and one (1) communications committee member. With exception of the interventional pulmonology fellow members, all core members will serve 2 years with an option to serve an additional 2 years, provided they remain in good standing. Interventional pulmonology fellow members will serve a two-year term.**

9.06. Research Committee.

1. Charge of the Committee:

1.1 Establishment and Management of AABIP Research Fund:

The Research Committee is tasked with creating and administering a research fund aimed at advancing high-quality research in the fields of Bronchology and Interventional Pulmonology. The committee must evaluate the Association's fiscal capabilities each year

to support research initiatives and is responsible for soliciting, assessing, and endorsing Requests for Proposals from the General Membership. The committee is empowered to make final decisions on the funding of research projects.

1.2 Generation and Management of National Procedural Registry:

The committee is charged with the generation and management of a National Procedural Registry with aspirations to encompass all facets of interventional pulmonology.

1.3 Guideline Oversight Committee:

The Research Committee will assist the Guideline Oversight Committee, providing support and oversight for the development of guidelines by the Association. This includes ensuring the guidelines are based on the latest research and best practices in the field.

1.4 Research Sessions at AABIP National Conference:

The committee plays a pivotal role at the Association's National Conference, where it is responsible for the solicitation and evaluation of all research abstracts and research grant applications. During the conference, the Research Committee will manage poster presentations, lightning rounds, top abstracts and the grant awardee sessions. National conference will showcase the works from the general membership, thereby highlighting the innovative research within the interventional pulmonology community.

2. Composition and Membership:

The Research Committee shall consist of a minimum of six (6) Voting Active Members, including three (3) from the Board of Directors and three (3) from the General Membership. A Chairperson, appointed by the President, will lead the committee. There will be a vice-chair selected by the research committee from the committee members. The committee shall strive for diversity in its composition, reflecting a wide range of expertise in the field. Membership on the Research Committee is for a term of two (2) years, with the possibility of renewal for one additional term. After serving two consecutive terms, a member must have at least one year off the committee before becoming eligible for reappointment.

9.07. Journal of Bronchology and Interventional Pulmonology (JOBIP) Committee.

1. The **JOBIP** Committee will be charged with reviewing on an annual basis the fiscal status of the Journal and work with the Publisher to maximize readership and revenue.
2. The **JOBIP** Committee shall consist of the Editor in Chief of the Journal, **Associate Editors**, the Secretary Treasurer of the Board of Directors, and at least one other member form general membership as deemed necessary by the Editor in Chief.

9.08. Board Eligibility Application Review Committee.

1. The Board Eligibility Application Review Committee (BEARC) will be charged with reviewing and vetting applications to sit for the **Association's Interventional**

Pulmonology Board Certification Examination, Maintenance of Certification examination (Recertification) and any other current or future Certifications developed by the Association.

2. The Committee shall consist of a Chair, selected by the Board of Directors, **at least two (2) members from the Board of Directors (at the time of appointment), and 10 (10) additional members from the General Membership. All committee members must have current Interventional Pulmonology certification.** Every attempt will be made to include a Thoracic Surgeon. Participation in the BEARC will be for a single 2-year term. Any member may seek to be reinstated for an additional 2 years, but no more. Any member may choose to accept a reappointment after at least one year off the committee. In addition to the **13** Committee members there will be an additional **up to fifteen 15"** at large or *ad hoc*" members selected by the BEARC to assist in the review process. The *ad hoc* pool would only be drawn upon in the event of an overwhelming number of applications. In this event the *ad hoc* pool would fall under the requirements of the standing committee members.

9.09. Certification Committee

1. The Certification Committee is charged with creating and validating examination questions for the Association's Board Examination and the Certificate in Added Qualification for Advanced Diagnostic Bronchoscopy and any other future Certifications developed by the Association. In addition, the committee will oversee the Association's Board Recertification Process and the execution of the time limited practice pathway towards Board Certification. In coordination with the Education Committee, the committee will assist with all new certificates of knowledge and skill available through the Association.

2. The Committee shall consist of a Chair, selected by the Board of Directors, four (4) members from the Board of Directors (at the time of appointment) – one of whom will serve as Vice Chair, and at least six (6) additional members from the General Membership. Every attempt will be made to include a Thoracic Surgeon. Participation in the Certification Committee will be for a single 2-year term. Any member may seek to be reinstated for an additional 2 years, but no more. Any member may choose to accept a reappointment after at least one year off the committee.

9.10 Advocacy Committee

9.10.1: Purpose

The purpose of the Advocacy Committee is to address governmental, payor, and member advocacy, foster industry collaboration, and promote patient education and advocacy within the field of bronchology and interventional pulmonology.

9.10.2: Structure and Responsibilities

The Advocacy Committee shall have three major tasks, each assigned to a subcommittee: 1. Governmental, Payor, and Member Advocacy Subcommittee; 2. Industry Collaboration Subcommittee and 3. Patient Education and Advocacy Subcommittee. The chairs and members of each Subcommittee shall serve a two-year term. The Advocacy Committee Chair may reappoint Subcommittee Chairs for up to one additional term of two years. Subcommittee members may be reappointed for up to one additional term of two years with the permission of the Subcommittee Chairs and the Advocacy Committee Chair.

9.10.3. Advocacy Summit

The Advocacy Committee is responsible for organizing the Advocacy Summit annually in conjunction with the Board of Directors (BOD) meeting held every Spring. The Advocacy Committee Chair shall serve as the chair of the summit.

9.10.4: Leadership

The Chair of the Advocacy Committee shall be the past president of the Association, who finished their term as the president. In case of a conflict of interest, unwillingness, or unavailability, the immediate past president shall serve as the Advocacy Committee Chair.

The immediate past president shall serve as the Vice Chair of the Advocacy Committee. If the immediate past president serves as the Advocacy Committee Chair, they may appoint a Board of Directors member as the Vice Chair. The Chair of the Advocacy Committee shall appoint Subcommittee Chairs.

9.10. 5: Subcommittee Membership

Each Subcommittee may have up to ten (10) members, including the Subcommittee Chair. The composition may include both Board of Directors and non-Board of Directors members. All committee members must be Association members. Industry employees are permitted to serve on the committees. Preference shall be given to medical doctors and Interventional Pulmonologists from the industry.

The primary criteria for selection to Advocacy Committee membership include experience/track record, content expertise, availability, vision, and alignment with Association philosophy. The principles of Equity, Diversity, and Inclusion will be honored for every selection. An RFA (Request for Applications) shall be circulated through social media and mass email to solicit members and Subcommittee Chairs.

9.11. The Communication and Social Media Committee

9.11. 1. The Communication and Social Media Committee is tasked with managing content for the Association's website, overseeing the Association's YouTube channel, curating the Association's In the Moment newsletter, handling announcements, and

spearheading marketing efforts on both the website and social media platforms. Additionally, the committee is responsible for disseminating updates from various Association committees to the members.

9.11.2. The committee will consist of a Chair and a Vice-Chair appointed by the Board of Directors from among the serving committee members, as well as eight to twelve members chosen through an online Request for Applications (RFA) process facilitated by the Association. Selection criteria for committee members will prioritize qualifications relevant to the committee's core responsibilities, including expertise in infographic production, video and audio production, social media management, and website development. Each committee member will serve a single two-year term, with the option to seek renewal for an additional two years.

9.12 Annual Conference Program Organizing Committee

1. The Annual Conference Planning Organizing Committee is charged with organizing and management of the Association's Annual Meeting. The committee is governed by the Association's Executive Committee and Chaired by the Association's President.
2. Members of the Planning Organizing Committee consist of Association's Executive Committee, Operations Management Team, Scientific Program Committee Chair, Co-Chair and past Chair, Education Committee Chair and Co-Chair, and Communications and Social Media Committee Chair. The Planning Organizing Committee shall meet monthly.
3. The activities of the Planning Organizing Committee include, but are not limited to operational logistics, liaison with event management partner, and liaison with Scientific Program Committee, Education Committee, Research Committee and Communications and Social Media Committee.
4. Operation Management Team is charged with managing financial budget, managing all operation logistics with the event management partner including but not limited to, registration, exhibitors, sponsors, and social events; and it functions as a Liaison to the event management group for the Planning Organizing Committee.
5. Scientific Program Committee is charged with organizing the annual Scientific Program. The duties include, but are not limited to, developing the scientific program agenda by selecting the topics and presenters, developing content, coordinating with the Education Committee and Research Committee. The Scientific Program Committee consists of a Chair and Co-Chair selected by the Planning Organizing Committee through an open request for application to General Membership on a yearly basis. Past Chair will serve as a member of the Planning Organizing Committee for one (1) year.

6. For Annual Meeting purposes, the Communications and Social Media Committee is charged with the developing and distribution of materials advertising the Association's Annual Meeting.

9.13 Diversity, Inclusion and Unity Committee

9.13.1. The Diversity, Inclusion and Unity (DIU) Committee is charged with identifying and creating actionable initiatives and programs to carry out the Association's mission of an organizational culture of diversity, inclusion and unity. In addition, the committee will regularly assess Association membership demographics and partner with all Association committees to promote and create inclusion, unity, dignity and respect among advanced bronchoscopy and interventional practitioners alongside our non-physician members to work together towards better health outcomes for all patients regardless of gender, ethnicity, race or nationality.

9.13.2. The Committee shall consist of a Chair, selected by the Board of Directors, all standing Association committee Chairs will be DIU committee members, and one will be chosen as Vice Chair, and at least ten (10) additional members from the General Membership. Every attempt will be made to include a representative from under-represented minorities (URM), diverse ethnicities, races, genders, advanced practitioners and other non-physician members, fellows in training, private practice, junior and senior career, pediatrics, advanced bronchoscopy, and interventional pulmonology as well as other under-represented groups as identified by the Association. Participation in the DIU Committee will be for a single 2-year term. Any member may seek to be reinstated for an additional 2 years, but no more. Any member may choose to accept a reappointment after at least one year off the committee. The committee members will attend scheduled DIU meetings. Ad hoc working groups will be created as needed as designated by the Chair for specific projects as needed.

9.14. Ad-Hoc Committees. Ad-Hoc Committees shall be appointed by the President with the approval of the Board of Directors.

9.15. Authority of Committees. Committees may not bind or obligate the Association except to the extent that they are specifically authorized to do so by action of the Board of Directors.

9.16. Procedures. Sections 6.06 through 6.14 (excluding Section 6.07) apply to committees and members of committees to the same extent as those sections apply to the Board of Directors. Each **standing** committee **should have a staff liaison and** shall prepare minutes of its meetings and shall furnish such minutes to the Board of Directors and to members of the committee.

ARTICLE X

10.0 INDEMNIFICATION

This Association shall, in the exercise of the power granted to Minnesota nonprofit corporations generally by Minnesota Statutes, Chapter 317A, as now enacted or as hereafter amended, and including any other provisions of Minnesota law applicable thereto, indemnify its former,

present, and future officers, directors, members, employees, and agents to the full extent provided by law against expenses and liabilities, and carry and maintain insurance therefore, but only under the circumstances, in the manner, and to the extent from time to time permitted by law.

ARTICLE XI

11.0 CONFLICTS OF INTEREST

Any member, director, officer, key employee or member of a committee of this Association who is interested in a matter, contract or transaction presented to the members, the Board of Directors or a committee for action, authorization, approval or ratification shall (unless **their** interest therein is obvious from the matter, contract or transaction itself), without request, make a prompt, full and frank disclosure of **their** interest therein to the members, the Board of Directors or the committee prior to action upon the matter, contract or transaction. The disclosure (if required) shall include all material facts about the matter, contract or transaction. The body to which the disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or is deemed to exist, that fact shall be noted in the minutes of the meeting at this the matter, contract or transaction is considered or acted upon, and the interested person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussion or deliberations with respect to the matter, contract or transaction. The interested person shall be counted in determining the presence of a quorum at any meeting where the matter, contract or transaction is considered or acted upon. The minutes of the meeting shall reflect the disclosure made, the vote on existence of a conflict, and, where applicable, the interested person's abstention from voting and participation, and whether a quorum was present. For purposes of this provision, a person shall be deemed to be "interested" in a matter, contract or transaction if **they are** involved in the matter or is the party (or one of the parties) proposing to contract or deal with the Association, or is a partner, employee, officer, director, or substantial shareholder of, or has a material financial or influential interest in, the entity proposing to contract or deal with this Association.

ARTICLE XII

AMENDMENTS OF ARTICLES AND BYLAWS

12.01. General. The Articles of Incorporation of this Association and these Bylaws, each as from time to time amended or restated, may be amended, revised or restated from time to time to include or omit any provision which could lawfully be included therein or omitted therefrom at the time the amendment, revision or restatement is adopted. Any number of amendments, or an entire revision or restatement of the Articles of Incorporation or these Bylaws may be considered, acted upon, and adopted, provided that the amendment, revision or restatement of the Articles of Incorporation or these Bylaws is approved and recommended by the Board of

Directors, and submitted to, voted on, and approved by the affirmative vote of two-thirds (2/3rds) of the Voting Active Members of the Association ~~present at the Annual Meeting or a special meeting duly called for the purpose of considering the proposed amendment(s).~~

12.02. Amendments Related to Tax-Exempt Status. Notwithstanding the provisions of section 12.01 of these Bylaws, if any amendment or revision of the Articles of Incorporation or these Bylaws, or both, is required to enable the Association to maintain tax-exempt status as an organization described in Section 501 (c) (6) of the Internal Revenue Code of 1986, as amended, the Board of Directors shall have the power and authority to amend the Articles of Incorporation or these Bylaws, or both, as the case may be, by adopting amendments or revisions by the affirmative vote of two-thirds (2/3rds) of the members of the Board of Directors present and voting at meeting; however, no amendment or revision shall substantially change the purposes of the Association or the rights, privileges, duties and responsibilities of the members of the Association or the members of the Board of Directors unless the amendment or revision is noticed, approved, and adopted in accordance with Section 12.01.

ARTICLE XIII

COMPENSATION

No director, officer or committee member shall receive any compensation for services as a director, officer or committee member aside from the stipend for the president outlined in Article VIII, **used for AABIP activities at the discretion of the President.** Directors, officers and committee members may be reimbursed for out-of-pocket expenses as authorized by the Board of Directors. Nothing in this provision shall be construed to preclude a director, officer or committee member from serving the Association in any other capacity and receiving reasonable compensation for such service."

ARTICLE XIV

BOOKS OF RECORD

The Association shall keep at its registered office correct and complete copies of:

- Its Articles of Incorporation and Bylaws;
- Accounting records; and
- Minutes of meetings of the Board of Directors and of committees having any of the authority of the Board of Directors.

Approved by: Ashutosh Sachdeva, MBBS
Position: Secretary - Treasurer
Date: XX/XX/2026