

SOCIETY OF ACADEMIC ASSOCIATIONS OF ANESTHESIOLOGY AND PERIOPERATIVE MEDICINE (SAAAPM)

BYLAWS

REVISED ~~MAY 2017~~ NOVEMBER 2018

ARTICLE I ORGANIZATION

Section 1. Name. The name of the Society shall be the Society of Academic Associations of Anesthesiology and Perioperative Medicine, Inc. and may be referred to by the abbreviation SAAAPM.

Section 2. Purposes. The purposes of the Society shall be: to bring together, through its Society Associations, a community of persons within academic medical centers engaged in the field of anesthesiology and perioperative medicine; to promote research and education within the field of anesthesiology and perioperative medicine through regular meetings, publications and other forms of communication; and to provide a forum for the discussion and development of educational, financial and administrative policies concerning graduate medical education in anesthesiology and perioperative medicine.

Section 3 Executive Office. The Society shall maintain an executive office for the administration of its affairs. The Governing Board may employ or retain an Executive Director upon recommendation of the President. The Executive Director shall be the general administrative officer and business manager of the Society. In carrying out his/her responsibilities, the Executive Director shall adhere strictly to the general policy of the Society.

The duties of the Executive Director shall be:

- a. To supervise all administrative personnel and consultants and to coordinate all the functions of the Society;
- b. To assist the President, other officers and committees with reports and recommendations and such other matters as they may request;
- c. To act in place of the Secretary during absence or disability of that officer or as otherwise appropriate;
- d. To respond to member inquiries;
- e. To compile a comprehensive review of the activities of the Society and the Executive Director during the year to be submitted to the Board of Directors; and
- f. To carry out such other responsibilities as the Board of Directors or President may direct.

Administrative personnel and consultants may be employed or retained as directed by the Board of Directors. The Executive Director and administrative staff shall be under the direction and supervision of the President, subject to the control of the Board of Directors. Unless otherwise provided for by contract, the Executive Director shall serve at the will of the Board of Directors.

ARTICLE II MEMBERSHIP

Section 1. Members of the Society.

- (a). Only associations recognized or established as Society Associations as provided in Section 1 of Article IV may be Members of the Society. An individual shall participate in the Society only as a member of a Society Association pursuant to Section 1(b) of this Article II.
- (b). Admission as a member of a Society Association shall be granted to any individual who:
 - (i). meets the qualifications for membership established for one of the Society Associations in Article IV and is accepted for membership by the Council for such Society Association; and
 - (ii). satisfies the obligations for registration and payment of dues provided in Section 2 of this Article II.

Section 2. Registration and Payment of Dues.

- (a). Registration. Every individual seeking admission as a member of a Society Association shall complete an application form approved by the Executive Committee which shall require the individual to at least provide his/her current mailing address, phone number, e-

mail address and organizational affiliation or employment. Upon admission as a member of a Society Association as provided in Section 1 of this Article II, it shall be the continuing obligation of each Association member to keep the Society advised of any change to any of this information. Such personally identifiable information shall be maintained by the Society exclusively for the purpose of enabling efficient dissemination of information to the Society Association members by the Society.

- (b). Dues.
- (i). The dues for membership in each Society Association shall be established by the Governing Board of the Society, and paid to the society (SAAAPM).
 - (ii). Dues shall be payable annually in advance at the start of the fiscal year. Only members will be allowed to attend and to vote at the annual meeting of the Society Association. The fiscal year of the Society begins on January 1 and ends on December 31. Those who have not paid their dues by January 31 shall be notified that they are in arrears and that their names will be dropped from the membership rolls within thirty (30) days. Society Association members shall be reinstated upon payment of dues. All Society Association members who have paid their annual dues in full are eligible to vote in any election or on any matter that may come before the members at any meeting of the Society Association.
 - (iii). The payment of dues can be waived for a Society Association member by the Executive Committee if it is deemed that such a waiver would further the interests of the Society.

Section 3. Removal of a Society Association.

- (a). Where, after due enquiry by the relevant Association Council and only upon the request of the Executive Committee, a Society Association is found by the Governing Board to be guilty of any felonious or criminal act, or disgraceful conduct in any professional respect or otherwise unbecoming a member of the Society, the Governing Board may resolve to reprimand in such manner as the Governing Board sees fit, including, suspending or expelling the offending Society Association from the Society.
- (b). Any Society Association suspended or expelled by resolution as aforesaid shall thereby forfeit all of its rights and privileges as a member of the Society.

ARTICLE III MEETINGS OF THE SOCIETY

Section 1. Annual Meeting. There shall be an annual meeting of the Society Associations to be held as designated by the Governing Board. Notice of the time and place of the annual meeting shall be given to all Society Associations not less than sixty (60) days prior to such meeting.

ARTICLE IV SOCIETY ASSOCIATIONS

Section 1. Society Associations. The Society shall function through associations of individuals having comparable responsibilities within the anesthesiology departments of accredited medical schools and academic medical centers, as follows (each a "Society Association" or an "Association"): Association of Academic Anesthesiology Chairs (AAAC); Association of Anesthesiology Core Program Directors (AAPD); ~~and~~ Association of Anesthesiology Subspecialty Program Directors (AASPD); and Association of Anesthesiology Program Administrators and Educators (AAPAE). From time to time, upon the recommendation of the Executive Committee and with prior notice and an opportunity to comment afforded to the affected Association, if any, the Governing Board may rename, consolidate or divide the Associations, or it may establish new Society Associations. No consolidation or division of the Associations or establishment of new Society Associations shall result in the Governing Board having less than half of its members who are AAAC members.

Section 2. Organization. In the ordinary case, an Association shall exist as an unincorporated group or section within the Society. However, an Association may be organized as an incorporated or other legal entity and the designation or duties of its officers may be added or amended, all with the consent of the Governing Board, where such organization would advance the purpose and goals of the Society.

Section 3. Admission to AAAC Membership.

- (a). Qualifications. AAAC membership shall ordinarily be limited to a physician who is a certified specialist in anesthesiology. This physician must be either the administrative head of a Department or Division of Anesthesiology in an LCME-approved or provisionally approved Medical School in the United States or the Chair of a department that has an ACGME approved core residency program in anesthesiology. At the sole discretion of the AAAC Council, additional members may be admitted from any medical school having a separate anesthesiology service with its own residency program at a separate hospital.
- (b). Additional Requirements.
- (i). Any member who ceases to be the administrative head of a Department or Division of Anesthesiology shall automatically cease to be a member.
 - (ii). AAAC members also shall be active members in good standing of the American Society of Anesthesiologists (ASA) and shall continuously meet the requirements of membership in ASA as set forth in the ASA Bylaws.

Section 4. Admission to AACPD Membership.

- (a). Qualifications. AACPD membership shall ordinarily be limited to physician anesthesiologists who are the designated core program directors of anesthesiology residency programs in the United States that have been approved by the Accreditation Council for Graduate Medical Education (ACGME).
- (b). Additional Requirements.
- (i). Any member who ceases to be the core program director of such an approved anesthesiology residency program shall automatically cease to be an AACPD member. An exception would be granted to an AACPD Officer to complete his/her term in office if they were no longer core program director but promoted to a higher education leadership position (e.g. Designated Institutional Official (DIO), vice-chair for anesthesiology education). Once his/her terms, as a society officer have concluded, including past president, their membership will cease.
 - (ii). AACPD members also shall be active members in good standing of the American Society of Anesthesiologists (ASA) and shall continuously meet the requirements of membership in ASA as set forth in the ASA Bylaws.

Section 5. Admission to AASPD Membership.

- (a). Qualifications. AASPD membership shall ordinarily be limited to physician anesthesiologists who are subspecialty program directors of anesthesiology related fellowship programs in the United States that have been approved by the ACGME. These are currently fellowships in Pain Medicine, Critical Care, Pediatric Anesthesiology, Adult Cardiothoracic Anesthesiology, ~~and~~ Obstetric Anesthesiology and Regional Anesthesia and Acute Pain Medicine.
- (b). Additional Requirements.
- (i). Any member who ceases to be a subspecialty program director of such an approved anesthesiology fellowship program shall automatically cease to be an AASPD member. An exception would be granted to an AASPD Officer to complete his/her term in office if they have been promoted to a ~~supervisor~~ higher education leadership position (e.g. director of two or more subspecialty anesthesiology fellowship programs, vice-chair of education or chair). Once his/her terms, as a society officer have concluded, including past president, their membership will cease.
 - (ii). AASPD members, who are anesthesiologists, also shall be active members in good standing of the American Society of Anesthesiologists (ASA) and shall continuously meet the requirements of membership in ASA as set forth in the ASA Bylaws.

Section 6. Admission to AAPAE Membership.

- (a). Qualifications. AAPAE membership shall ordinarily be limited to program administrators or educators of ACGME approved anesthesiology residency or fellowship programs. Program administrators include individuals directly associated with the administrative management and/or coordination of training programs, and educators include individuals with teaching, curriculum development and/or educational scholarship responsibilities.
- (b). Additional Requirements.
 - (i). Any member who ceases to be a program administrator or educator shall automatically cease to be an AAPAE member. An exception would be granted to an AAPAE Officer to complete his/her term in office if they have been promoted to another position within a department of anesthesiology. Once his/her terms, as a society officer have concluded, including past president, their membership will cease.

Section 7. Admission to AACPD, or AASPD Associate Membership.

- (a). Qualifications. AACPD, or AASPD Associate Membership shall be limited to physician anesthesiologists with significant roles in anesthesiology education who are otherwise ineligible for Association membership per sections 4-5 but nominated for membership of one of these organizations by their department Chair, who is an Active Member of the AAAC. These education roles are: Vice Chair of Education, Program Director of a non-ACGME-approved anesthesia fellowship, Associate Program Director of an ACGME-approved or non-ACGME approved anesthesia fellowship, Designated Institutional Official, Assistant or Associate Dean related to education.
- (b). Voting. Associate Members shall not have voting rights and are not eligible to become Council Members.
- (c). Additional Requirements.
 - (i). Any member who ceases to be supported for Associate Membership by their department Chair shall automatically cease to be an organization member.
 - (ii). Associate Members, who are anesthesiologists, also shall be active members in good standing of the American Society of Anesthesiologists (ASA) and shall continuously meet the requirements of membership in ASA as set forth in the ASA Bylaws.

Section 86. Duties. Each Association, subject to the Governing Board and in cooperation and coordination with the other Associations and the Society as a whole, shall be responsible for network formation, collaboration and cohesion among the members comprising that Association to facilitate or address, among other things, teaching and training, policies and practices, and interactions with other organizations or societies in the field of anesthesiology.

Section 97. Meetings.

- (a). Annual Business Meeting. There shall be an annual meeting of the Association members to be held as designated by the Association Council. Notice of the time and place of the annual business meeting shall be given to all Association members not less than sixty (60) days prior to such meeting.
- (b). Quorum. Those Association members present and entitled to vote at any meeting of the Association for which notice has been given as provided in Section 7.(a). of this Article IV shall constitute a quorum.
- (c). Special Meetings. Special meetings of Association members may be called at any time by the Association President, or a majority of the Association Council, or twenty-five percent (25%) of the members.
- (d). Order of Meetings. The rules outlined in Robert's "Rules of Order", as amended, shall govern the conduct of all meetings of the Association or of its Council or any Standing Committees in all instances where they are applicable when they do not conflict with these Bylaws.
- (e). Voting. Any actions which may be submitted to the Association members for their approval at any special or annual meeting shall be determined by a majority of the members present in person at each association.

Section 108. Association Councils.

- (a). Composition. Each Association shall be governed by a Council consisting of at least eight (8) Council Members, including the Association President, Association President-Elect, Immediate Past Association President, Secretary then in office and at least four (4) Council Members. The President of AAAC shall by definition be the president of SAAAPM, and consequently shall simultaneously hold the position of President of both the society (SAAAPM) and of the association (AAAC). The Secretary of AAAC shall simultaneously hold the position of Secretary/Treasurer of SAAAPM. Council Members who are officers of the Association shall serve for as long as they hold the Association office to which they were elected or appointed. Council Members who are not officers of the Association shall serve for a period of two (2) years. A Council Member may be elected to serve a second consecutive term; however, the completion of an unexpired term as provided in this Section shall not be counted when applying this limitation. If a Council Member shall resign or be removed from that position, the Council shall appoint a Member who is a member of the Association to serve for the balance of the unexpired term. The Association President shall preside at all meetings of the Council.
- (b). Duties. Each Council shall be responsible for the management of the affairs and business of the Association and may adopt such rules and regulations as they pertain to the conduct of its meetings, and the management of the Association as it deems proper, provided such rules and regulations are not inconsistent with these Bylaws and the laws of the place of incorporation of the Society. An Association Council shall not represent the Society or any other Society Association on any issue, activity, matter, or otherwise without the express permission of the Governing Board.
- (c). Meetings.
- (i). Any or all of the Council Members may participate in a meeting by means of conference telephone or by any means of electronic communication by which all persons participating in the meeting are able to communicate contemporaneously with one another, and such participation shall constitute presence in person at the meeting. Regular meetings of the Council shall be held not less than semi-annually, with one meeting to take place at the time of the annual meeting of the Society and one or more meetings at such other times and places as the Council may determine. Special meetings of the Council may be called by the Association President at any time, or by the Association President or the Association Secretary upon the written request of a majority of the Council Members.
 - (ii). Notice of Meetings. Notice of the place and time of each meeting of the Council shall be served on each Council Member, by Internet mail or by oral, telegraphic or other written notice, duly served on or sent or mailed to him or her at least five (5) days before the date of the meeting, unless the prior receipt of such notice is waived.
 - (iii). Quorum. At any meeting of a Council, the Council Members participating shall constitute a quorum for the transaction of business.
 - (iv). Voting. At all meetings of a Council, each Council Member shall have one vote, and all decisions shall be determined by a majority of the Council Members voting.
- (d). Standing and Temporary Committees of the Association
- (i). By resolution adopted by a majority of the whole Council, Standing or Temporary Committees may be appointed by the Council from time to time. The President of the Association will appoint the chair of such committees. Each such Committee shall have and exercise such authority of the Council in the management of the business and affairs of the Association as the Council may specify from time to time.
 - (ii). The selection of members of any Standing Committee by the Council shall be made to provide the greatest possible participation in the management of the affairs of the Association.
- (e). Representation of SAAAPM to other Organizations

- (i). SAAAPM Council will determine, as the need arises, which anesthesia or other organizations SAAAPM wishes to have representation with by an elected member of the Society. Currently that representation is to the American Society of Anesthesiologists. The elected members will hold a term of three years from appointment of the fall elections. Nominations will be sought from the society associations' membership and Council will elect such a representative by the highest vote at the appropriate council meeting. Terms are renewable by a further three years by the same member after re-election. Resignation from the position during the term will result in the newly elected representative serving for a new three year term.

Section 119. Association Offices.

- (a). Offices Established. Each Association shall have the following elected Offices: President; and President-Elect and Secretary. The Association shall have the following appointed Offices: Immediate Past President. All Association Officers are required to be members of the Association.
- (b). Terms of Office.
 - (i). An Association President and Secretary shall ordinarily hold office for two (2) years. A President-Elect shall automatically succeed to the Office of Association President for that Association upon the conclusion of that Association President's term of office.
 - (ii). No Association Officer may hold more than one Office at the same time.
- (c). Association Presidents. The duties of an Association President are as follows:
 - (i). to preside over the meetings of the Association and of the Association Council;
 - (ii). to represent the Association at all meetings of the Society, the Governing Board and the Executive Committee; and
 - (iii). to present, at each annual meeting of the Association, a report on the condition of the business of the Association.
- (d). Association Presidents-Elect. The duties of an Association President-Elect are as follows:
 - (i). to serve as a member of the Association Council; and
 - (ii). to serve as advisor to the Association President and to preside in his/her absence, performing the functions of the Association President when necessary.
- (e). Immediate Past President. The Association Immediate Past President shall serve on the Association Council and shall discharge such other duties which the Association President may reasonably request from time to time. The immediate past president shall serve as the chair of the nominating committee.
- (f). Secretary. The Association Secretary shall serve on the Association Council and shall perform for the Association the duties of the Office of Secretary of the Society.

Section 1240. Rights of Association membership. Members of a Society Association have the right to participate in Association meetings, to receive publications and other membership benefits as determined by the Association Council, and to vote for candidates for leadership of the Society Association. Each member of a Society Association shall also have the right to participate in Society meetings and to receive publications and other Society benefits as determined by the Governing Board.

Section 1344. Removal of Society Association Members.

- (a). Where, after due inquiry by the relevant Association Council, an Association member is found by the Association Council to be guilty of any felonious or criminal act, or disgraceful conduct in any professional respect or otherwise unbecoming a member of the Association, the Association Council may resolve to reprimand in such manner as the Council sees fit, including, suspending or expelling the offending member from the Association.
- (b). Any Association member suspended or expelled by resolution as aforesaid shall thereby forfeit all his rights and privileges as a member of the Association.

ARTICLE V ASSOCIATION ELECTIONS

Section 1. Election of Association Officers and Council Members. Voting for Association Officers and Council Members shall be by the members of that Association.

Section 2. Nomination of Candidates for Association Offices and Council.

- (a). The Association Council shall be responsible for nominating candidates for all elected positions of the Association. In discharging this responsibility, the Council will seek to provide for the widest possible participation in the management of the Association among the states represented through the residences of the members of the Association.
- (b). At least thirty (30) days prior to the Election Date, the chair of the nominating committee shall submit to all Association members qualified to vote, by Internet announcement or by telegraphic or other written notice or by announcement in an official publication of the Society, a list of nominations containing at least two candidates for each Association Office and Council Member to be elected, together with sufficient biographical information regarding each candidate to enable the Association members to evaluate the candidate's qualifications for election.
- (c). Additional nominations may be made by petition to the Association President and received or postmarked not later than fifteen (15) days following publication of the list of nominations, setting forth names of the proposed candidates and the offices for which it is proposed they be nominated, and providing sufficient biographical information regarding each candidate to enable the Association members to evaluate the candidate's qualifications for election. To be valid, such a petition must be signed by at least twenty (20) current members of the Association for which the candidate would be elected.

Section 3. Eligibility of Members for Election, Etc. Any individual in good standing who is a member of the Association may be eligible for election or appointment to an Association Office or to the Association Council, unless the Association member is otherwise prohibited from serving in that capacity by reason of a limitation on the service of consecutive terms of office as provided by these Bylaws. However, such a limitation precluding an Association member from re-election to an Office shall not bar the member from election to another Office or to the Association Council. No Association member may hold more than one elected Office at one time.

Section 4. Timing of Elections. The Association Council shall establish the date each year when votes cast for the election of Association Officers and Council Members, which date may occur during the annual meeting (the "Election Date"). Unless the Council shall establish that the election shall occur during the annual meeting, the Election Date selected by the Council shall be not later than March 1, which date shall be the Election Date if the Council should fail to select one.

Section 5. Method of Elections.

- (a). If During an Annual Meeting. Voting in an election occurring during an annual meeting shall take place as provided in Section 7.(e). of Article IV.
- (b). If At Any Time Other than an Annual Meeting (including Special Elections). Fifteen (15) days prior to the Election Date, the Association Secretary/Treasurer shall send by Internet announcement or by telegraphic or other written notice to all Association members then eligible to vote, a ballot listing the names of all candidates nominated for elective office as provided at Section 2 of this Article VIII, with appropriate voting instructions that shall identify the Election Date and include a statement that the latest permissible mailing date (in the case of ballots to be returned by regular mail delivery) or return date (in the case of ballots to be returned by Internet, telegraphic or facsimile transmission) shall be the Election Date. Each completed ballot list to be returned by regular mail shall be placed inside a voting envelope addressed to the Association Secretary, and the envelope shall be sealed and then validated with the voter's signature and legibly written name or by such other means approved by the Executive Committee that shall provide each Association member the opportunity to vote for the election of candidates by secret ballot. Any vote not

validated in the manner set forth in the instructions accompanying the ballot shall be held to be null and void. A plurality of votes cast shall elect. In case of a tie vote, the Governing Board will cast the deciding vote.

Section 6. Vacancies.

- (a). Association President. If an Office of Association President becomes vacant, the Association President-Elect for that Association, if there be one at the time, shall immediately assume the Office of Association President for the balance of the unexpired term and shall be deemed to have resigned the Office of Association President-Elect. The Association President-Elect who assumed the Office of Association President early shall remain in that Office to serve the term to which he/she would have automatically succeeded under Section 2 of Article VI. If there is no Association President-Elect, the Association Council for the Association shall appoint a member of that Association to serve as Association President for the balance of the unexpired term.
- (b). Association President-Elect. If the Office of Association President-Elect becomes vacant, that Office shall remain vacant until the next election when a nominee for that Office would ordinarily be elected; unless the position would remain vacant longer than 90 days. The Governing Board may elect to have a Special Election to fill the vacancy. The procedure of having a Special Election shall follow the same rules as an ordinary election.
- (c). Secretary. If the office of Secretary becomes vacant, the position will be filled at the next election for the balance of the unexpired term, unless the position would remain vacant longer than 90 days. The Governing Board may elect to have a Special Election to fill the vacancy. The procedure of having a Special Election shall follow the same rules as an ordinary election. The individual may be elected to serve a second consecutive term; however, the completion of an unexpired term shall not be counted when applying any term limitations.
- (d). Immediate Past President. If the office of Immediate Past President becomes vacant the position will be filled by appointment by the President with approval by the Governing Board.
- (ee). Removal from Office. Where, after due enquiry by and only upon the request of the Association Council, an Officer is found by the Association Council to be guilty of any felonious or criminal act, or disgraceful conduct in any professional respect or otherwise harmful to the Society, the Association Council may resolve to reprimand in such manner as the Association Council sees fit, including, suspending or expelling the offending Officer or Council Member from Office and from the Association.

ARTICLE VI STRUCTURE AND FUNCTION OF SAAAPM

Section 1. Composition. The Governing Board of the Society shall consist of all of the following persons representing the ~~three-four~~ associations: the President, the President-Elect, the Association Presidents, the ~~eight (8)~~twelve (12) elected Board Members, the Secretary/Treasurer, and the Immediate Past President (total of 19 Governing Board members). The President of AAAC shall simultaneously hold the position of President of SAAAPM. The Secretary of AAAC shall simultaneously hold the position of Secretary/Treasurer of SAAAPM. Each member of the Governing Board shall serve on the Governing Board only for so long as he or she continues to serve as an Officer or Board Member of the Society.

Section 2. Duties. The Governing Board shall be responsible for the management of the affairs and business of the Society and may adopt such rules and regulations as they pertain to the conduct of its meetings and the management of the Society as it deems proper, provided such rules and regulations are not inconsistent with these Bylaws and the laws of the place of incorporation of the Society.

Section 3. Meetings. Any or all of the Board Members may participate in a meeting by means of conference telephone or by any means of electronic communication by which all persons participating in the meeting are able to communicate contemporaneously with one another, and such participation shall constitute presence in person at the meeting. Regular meetings of the Governing Board shall be held not less than semi-annually, with one meeting to take place at the time of the annual meeting of the Society and one or more meetings at such other times and places as the Governing Board may determine. Special

meetings of the Governing Board may be called by the President at any time, or by the President or the Secretary/Treasurer upon the written request of a majority of the Board Members.

Section 4. Notice of Meetings. Notice of the place and time of each meeting of the Governing Board shall be served on each Board Member, by Internet mail or by oral, telegraphic or other written notice, duly served on or sent or mailed to him or her at least five (5) days before the date of the meeting, unless the prior receipt of such notice is waived. Attendance of a Board Member at a meeting of the Governing Board shall constitute a waiver of notice of such meeting except where the Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except as otherwise expressly required in these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Governing Board need be specified in the notice or waiver of notice of such meeting.

Section 5. Quorum. At any meeting of the Governing Board, the ~~participation of 9 majority of~~ Board Members shall constitute a quorum for the transaction of business.

Section 6. Voting. At all meetings of the Governing Board, each Board Member shall have one vote, and all decisions shall be determined by a majority of the participating Board Members voting provided a quorum is present. A vote regarding changes to the Bylaws requires participation from all Board Members. In the event of a tie vote, the vote of the President of the Society will be used as the 'tie breaker'.

Section 7. Term of Board Members; Duties. Board Members shall serve for a period of two (2) years. A Board Member may be elected to serve a second consecutive term; however, the completion of an unexpired term as provided in this Section shall not be counted when applying this limitation. A Board Member who has served two consecutive terms may be elected to a subsequent term only after an absence from service on the Governing Board for a period of two (2) years.

Section 8. Election of Board Members. ~~Four (4)~~Six (6) Board Members shall be elected by the AAAC Association Council, two (2) Board Members shall be elected by the AACPD Association Council, ~~and two (2) Board Members~~ shall be elected by the AASPD Association Council, and two (2) Board Members shall be elected by the AAPAE Council. Each Board Member shall be a member of the Association electing him or her to the Governing Board. Each Association Council shall elect Board Members at its first meeting after the Council has been elected.

Section 9. Vacancies. If a Board Member shall resign or be removed from that position, the Association which had elected that Board Member shall elect another member at the next annual meeting of the Association, to serve for the balance of the unexpired term.

Section 10. Removal from Governing Board. Where, after due enquiry by the Governing Board and only upon the request of the Executive Committee, a Board Member is found by the Governing Board to be guilty of any felonious or criminal act, or disgraceful conduct in any professional respect or otherwise harmful to the Society, the Governing Board may resolve to reprimand in such manner as the Governing Board sees fit, including, suspending or expelling the offending Board Member from that position and from the Society Association of which he or she is a member.

ARTICLE VII COMMITTEES OF THE GOVERNING BOARD

Section 1. Executive Committee.

- (a). Composition. The Executive Committee shall consist of all of the following persons: the President; the President-Elect; the Association Presidents; the Secretary/Treasurer; and the Immediate Past President.
- (b). Duties. The Executive Committee shall be responsible for the management of the affairs and business of the Society and may adopt such rules and regulations as they pertain to the conduct of its meetings and the management of the Society as it deems proper, provided such rules and regulations are not inconsistent with these Bylaws and the laws of the place of incorporation of the Society.

- (c). Meetings. Any or all of the members of the Executive Committee may participate in a meeting by means of conference telephone or by any means of electronic communication by which all persons participating in the meeting are able to communicate contemporaneously with one another, and such participation shall constitute presence in person at the meeting. Regular meetings of the Executive Committee shall be held not less than quarterly, at the time of the annual meeting of the Society and at such other times and places as the President may determine. Special meetings of the Executive Committee may be called by the President at any time, or by the President or the Secretary/Treasurer upon the written request of a majority of the Executive Committee members.
- (d). Notice of Meetings. Notice of the place and time of each meeting of the Executive Committee shall be served on each member, by Internet mail or by oral, telegraphic or other written notice, duly served on or sent or mailed to him or her at least five (5) days before the date of the meeting, unless the prior receipt of such notice is waived.
- (e). Quorum. At any meeting of the Executive Committee, a majority of the members of the Committee then in office shall constitute a quorum for the transaction of business.
- (f). Voting. At all meetings of the Executive Committee, each member of the Committee shall have one vote and all decisions shall be determined by a majority of the Executive Committee members voting.

Section 2. Other Standing or Temporary Committees of the Governing Board.

- (a). By resolution adopted by a majority of the whole Governing Board, other Standing or Temporary Committees may be appointed by the Governing Board from time to time. Each such Committee shall have and exercise such authority of the Governing Board in the management of the business and affairs of the Society as the Governing Board may specify from time to time.
- (b). The selection of members of any Standing Committee by the Governing Board shall be made to provide the greatest possible participation in the management of the affairs of the Society; however, members of the Standing Committees need not be members of the Governing Board but shall be members of the Society. The President of the Society will appoint the chair of such committees.

ARTICLE VIII SOCIETY OFFICERS

Section 1. Offices Established. The Society shall have the following elected Offices: President; President-Elect; Immediate Past President; and Secretary/Treasurer. All Officers shall be members of a Society Association.

Section 2. Terms of Office.

- (a). The Officers of the Society shall each hold office for so long as they hold the corresponding Association Offices which have qualified them to serve as provided in Section 2 of this Article VIII. The President-Elect shall automatically succeed to the Office of President upon the conclusion of the President's term of office; thereupon the outgoing President shall automatically succeed to the Office of Immediate Past President.
- (b). No Officer may hold more than one Office at the same time.

Section 3. President. The duties of the President are as follows:

- (a). to preside over the meetings of the Society, the Governing Board and to serve as an *ex officio* member of each of the Governing Board's Standing Committees;
- (b). to present, at each annual meeting of the Society, a report on the condition of the business of the Society;
- (c). to cause to be called the regular and any special meetings of the Society or the Governing Board in accordance with these Bylaws;
- (d). acting with the approval of the Executive Committee, to appoint and remove, employ and discharge, and establish the compensation of all agents, employees and clerks of the Society other than the duly elected or appointed Officers;

- (e). to nominate persons to fill the unexpired terms of any vacant Offices or offices of Board Member, except to the extent such vacancy is automatically filled by some other provision of these Bylaws;
- (f). ~~to assume the duties of the Treasurer, if that Office is vacant, or~~ to design or give formal written authorization of the Treasurer to process all certificates, drafts or bills of exchange, warrants to other orders for the payment of money duly approved by the Society; and
- (g). to enforce these Bylaws and perform all the duties which are required by law and commensurate to the position and office.

Section 4. President-Elect. The duties of the President-Elect are as follows:

- (a). to serve as advisor to the President and to preside in his/her absence, performing the functions of the President when necessary; and
- ~~(b). to assume the duties of the Secretary/Treasurer if that Office is vacant.-~~

Section 5. Immediate Past President. The Immediate Past President shall discharge such duties which the President may reasonably request from time to time.

Section 6. Secretary/Treasurer. The duties of the Secretary/Treasurer are as follows:

- (a). to keep the minutes of the meetings of the Governing Board and of the Society;
- (b). to give and serve all notices of the Society;
- (c). to be the custodian of all records of the Society, and to ensure that the books, reports, statements and certificates required by the statutes of the place of incorporation of the Society are properly kept, made and filed according to law;
- (d). to maintain the membership roll and keep such records open, subject to inspection as required by law; and
- (e). to have the care and custody of and be responsible for all the funds and securities of the Society. He/she shall deposit all funds in the name of the Society in bank or banks, trust company or trust companies or safe deposit vaults approved by the President and the Executive Committee;
- (f). to sign, make, and endorse in the name of the Society, all checks, drafts, warrants or orders for the payment of money, and pay out and dispose of same and receipt therefore as authorized by the President or the Executive Committee, subject to such conditions for counter-signature or such other requirements as the Executive Committee shall establish to provide for effective management of the Society's finances;
- (g). to render a statement of the condition of the finances of the Society at each regular meeting of the Governing Board and at such other times as shall be required, and make a full financial report at the annual meeting of the Society; and
- (h). to do and perform such duties pertaining to the office of Secretary/Treasurer as may be designated from time to time by the Governing Board.

Section 7. Vacancies.

- (a). President. If the Office of President becomes vacant, the President-Elect, if there be one at the time, shall immediately assume the Office of President for the balance of the unexpired term and shall be deemed to have resigned the Office of President-Elect. The President-Elect who assumed the office early shall remain in that office to serve the term to which he/she would have automatically succeeded under Section 2 of Article VI. If there be no President-Elect, the Governing Board shall appoint a member of the Governing Board eligible to be elected President as provided in Section 2 of Article VIII to serve as President for the balance of the unexpired term.
- (b). President-Elect. If the Office of President-Elect becomes vacant, that Office shall remain vacant until the next election when a nominee for that Office would ordinarily be elected, unless the position would remain vacant longer than 90 days. The Governing Board may elect to have a Special Election to fill the vacancy. The procedure of having a Special Election shall follow the same rules as an ordinary election.
- ~~(c). Secretary/Treasurer. If the office of Secretary/Treasurer becomes vacant, the position will be filled at the next election for the balance of the unexpired term. The individual may be~~

elected to serve a second consecutive term; however, the completion of an unexpired term shall not be counted when applying any term limitations.

(d). Immediate Past President. If the office of Immediate Past President becomes vacant the position will be filled by appointment by the President with approval by the Governing Board.-

(ee). Removal from Office. Where, after due enquiry by and only upon the request of the Executive Committee, an Officer is found by the Governing Board to be guilty of any felonious or criminal act, or disgraceful conduct in any professional respect or otherwise harmful to the Society, the Governing Board may resolve to reprimand in such manner as the Governing Board sees fit, including, suspending or expelling the offending Officer from Office and from the Society Association of which he or she is a member.

ARTICLE IX INDEMNIFICATION OF GOVERNING BOARD AND OFFICERS

Section 1. Each member of the Governing Board and each Officer of the Society (and his/her heirs, executors and administrators) who is party to any litigation action, suite or proceeding (whether civil, criminal, or administrative) by reason of his/her being or having been a member of the Governing Board or an Officer of the Society, or a director or officer of any other organization which he/she served at the request of the Society, shall be entitled to be indemnified by the Society against the reasonable expenses actually incurred by him/her in connection with the defense of such litigation, to the extent of available funds or insurance, except in relation to the following two matters:

- (i) in cases as to which he/she shall finally be adjudged in such litigation to be liable because of dereliction in the performance of he/her duties as such member of the Governing Board or as Officer or representative of the Society.
- (ii) in cases which have resulted in a judgment in favor of the Society and against him/her, or which is ordered to be settled by any payment by him/her to the Society.

In such cases where the above clause applies, "expenses" shall be deemed to include fines and penalties imposed on such person, and amounts paid upon a plea of *nolo contendere* or a no contest plea or in compromise or settlement of the litigation or in satisfaction of judgments, if found guilty. If, such indemnification, and the amounts to be indemnified against, are approved as being reasonable in the circumstances by:

- (i) the vote of a majority of the Governing Board, if such majority are not involved in any such litigation;
- (ii) the vote of a majority number of the Governing Board excluding for the purposes hereof the Governors in such litigation; or
- (iii) a court of competent jurisdiction.

The foregoing right of indemnification shall not be exclusive of other rights to which such person, his/her heirs, executors or administrators may be entitled.

ARTICLE X AMENDMENTS

Section 1. These Bylaws may be amended by a majority vote of the Governing Board, provided that any amendment of Article IV approved by the Governing Board shall not be effective until ratified by the members of the affected Society Association(s).

Section 2. Amendments of Article IV.

- (a). Amendments of Article IV approved by the Governing Board which require ratification by certain of the members of a Society Association to be effective shall be submitted to the affected members at the next annual meeting or at a special meeting of the Association within one hundred eighty (180) days, whichever is sooner, as provided in SubSection (a) of this Section 2, unless the Governing Board shall direct that the amendment(s) be submitted for ratification immediately, as provided in SubSection (b) of this Section 2.
- (b). An amendment of these Bylaws approved by the Governing Board may be ratified by the affected members of a Society Association without a meeting by a majority vote of the affected Association members. The method of voting on the amendment to be ratified shall be the same as set forth in Section 4 of Article VI except that, thirty (30) days prior to the

Voting Date, the Association Secretary/Treasurer shall send by Internet mail or by telegraphic or other written notice to all Association members then eligible to vote. A ballot listing the proposed amendment(s), with appropriate voting instructions that shall identify the Voting Date, which shall not be less than ten (10) nor more than twenty (20) working days on which such ballots are distributed to the membership and include a statement that the latest permissible mailing date (in the case of ballots to be returned by regular mail delivery) or return date (in the case of ballots to be returned by Internet, telegraphic or facsimile transmission) shall be the Voting Date.

ARTICLE XI MERGER, CONSOLIDATION OR DISSOLUTION

Section 1. The merger, consolidation, or dissolution of the Society shall be in conformity with the appropriate provisions of the laws and regulations of the Society's place of incorporation.

Section 2. Upon the dissolution of the Society, the Governing Board shall, after paying or making provisions for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society used exclusively for the purposes of the Society in such manner, or to such organization or organizations organized and operated exclusively for scientific education purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the United States Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Governing Board shall determine. Any of such assets not so disposed of shall be disposed of by the courts of the Society's place of incorporation exclusively for such purposes or to such organization or organizations, as said Court shall determine, provided such entities are organized and operated exclusively for such purposes.