

AMERICAN ACADEMY OF SLEEP MEDICINE

BYLAWS OF THE AMERICAN ACADEMY OF SLEEP MEDICINE FINAL

NAME

The name of the Academy is American Academy of Sleep Medicine, (hereinafter referred to as the “AASM”).

CHAPTER 1

MEMBERS

A. Categories of Membership

The AASM shall be composed of two (2) categories of Members: Accredited Facility and Home Sleep Apnea Testing (HSAT) program Members, and Individual Members.

B. Qualifications for Membership – Accredited Facility and HSAT program Members

Accredited Facility and HSAT program Members must be accredited according to accreditation criteria defined and published by the AASM.

C. Qualifications for Membership - Individual Members

The AASM shall have seven individual membership classes.

(1) Fellow Members

Fellows are individuals who have demonstrated special competency in sleep medicine and have made significant contributions to the field, as determined by the Board of Directors. Fellows of the AASM pay annual dues set by the Board of Directors. Fellows of the AASM receive subscriptions to publications owned or operated by the AASM and receive all other member informational mailings. Fellows of the AASM have full voting privileges.

(2) Regular Members

All Regular members shall hold a M.D., D.O., Ph.D., or D.D.S. Degree or other doctoral degree in the health care field and be active in sleep disorders medicine. Regular members pay annual dues set by the Board of Directors. Regular members receive subscriptions to publications owned or operated by the AASM and receive all other member informational mailings. Regular members have full voting privileges.

(3) Student Members

Individuals in formal training programs who upon completion will be eligible for regular membership, including medical students, residents and individuals enrolled in fellowship training programs, shall be eligible for Student Membership. Student members pay annual dues set by the Board of Directors. Student members may subscribe to publications at their pleasure. Student members do not have voting privileges.

(4) Affiliate Members-Health Care Professionals

Individuals with special training in the health care field, active in clinical and/or research aspects of sleep medicine are eligible for Affiliate Membership. Affiliate members receive subscriptions to publications owned or operated by the AASM and receive all other member mailings. Affiliate members pay annual dues set by the Board of Directors. Affiliate members do not have voting privileges.

(5) Affiliate Members-Industry

Individuals employed by a sleep-related pharmaceutical, equipment manufacturer or other company or who want closer communication with the field of sleep medicine are eligible for membership as Industry Affiliates. Industry Affiliate members pay annual dues set by the Board of Directors. Industry Affiliate members receive subscriptions to publications owned or operated by the AASM and receive all other member informational mailings. Industry Affiliate members do not have voting privileges.

(6) Emeritus Members

An individual member, having reached the age of 70, who has been an AASM Regular or Fellow member for a minimum of 20 non-consecutive years may qualify as an AASM Emeritus member. The member must submit a request in writing to the Board of Directors. Emeritus members will pay reduced annual membership dues as set by the Board of Directors and may elect to pay an additional fee for AASM subscriptions. Emeritus members have full voting privileges.

(7) Corresponding Members

Corresponding members shall be distinguished non-American scientists in the sleep field whose financial or academic situation renders it a hardship for them to pay full member dues. Each applicant must submit a letter to the Board of Directors requesting Corresponding member status and describing the hardship that necessitates such application. Each request will be considered on an individual basis, and any or all fees may be waived depending upon individual circumstances. Corresponding members do not have voting privileges.

D. Election of Members

All prospective members shall apply to the AASM for membership. The Board of Directors shall make the final membership decision.

E. Resignation of Members

Any member may withdraw from the AASM after fulfilling all obligations to it by giving written notice of such intention to the Secretary/Treasurer, which notice shall be presented to the Board of Directors by the Secretary/Treasurer at the first meeting after its receipt. Nonpayment of member dues before March 1 shall constitute resignation.

CHAPTER 2

OFFICERS, TERMS OF OFFICE, ELECTION AND DUTIES

A. Officers

The Officers of the AASM shall be a President, a President-elect, a Secretary/Treasurer, and Immediate Past President. The Board of Directors may elect or appoint such other Officers, including Assistant Secretary/Treasurers, as it shall deem desirable.

No Director or Officer may encumber the AASM with indebtedness nor assume any financial obligation in the name of the AASM without prior authorization of the Board of Directors.

B. Term of Office

The terms of the President, President-elect and Immediate Past President shall commence at the annual membership meeting of the AASM following their election or July 1, whichever occurs first and shall continue until the next annual meeting of the AASM or June 1 of the following year.

The term of the Secretary/Treasurer shall commence at the annual membership meeting of the AASM following his/her election or July 1, whichever occurs first and shall continue for a period of three years.

No two (2) offices may be held by the same person.

C. President

(1) The President shall preside at all meetings of the AASM and shall perform such duties as custom and parliamentary usage require. The President shall be Chair of the Executive Committee, a member of the Board of Directors, and a member ex-officio of all committees of the AASM.

(2) The President, or designated alternate, is the official spokesperson for the AASM. No statement shall be made by the President or designated alternate that advocates a group boycott by members or violation of federal and state antitrust or any other laws.

(3) The President shall, upon expiration of one term as President, serve on the Board of Directors as Immediate Past President for one year.

D. President-elect:

- (1) A President-elect shall be elected annually by the membership of the AASM.
- (2) A President-elect shall assist in the performance of the President's duties, and in the absence of the President, shall preside at meetings of the AASM. The President-elect shall be a member of the Executive Committee, and a member of the Board of Directors.
- (3) Upon expiration of the term of office of the President, the President-elect shall assume the presidency of the AASM.

E. Secretary/Treasurer

- (1) The Secretary/Treasurer shall be elected to a three-year term by the membership of the AASM and shall not be eligible for re-election.
- (2) The Secretary/Treasurer shall be a member of the Executive Committee, Board of Directors, and shall have the following additional duties:
 - a. Shall attend the annual membership meeting of the AASM and all Board of Directors meetings and keep or oversee the minutes of their respective proceedings, and serve as official designated custodian of the seal of the AASM and all records and papers belonging to the AASM.
 - b. Shall keep or maintain oversight over regular accountings of all funds of the AASM.
 - c. Shall maintain oversight over correct list of AASM members in good standing, prompt notification of each member who becomes delinquent in his/her dues, and shall keep permanent file of all applications for membership and records of the actions taken on same.
 - d. Shall in person or through designated AASM staff demand and receive all funds due to the AASM together with all requests and donations.
 - e. Shall disperse or approve dispersion funds from the treasury only upon authorization from the Board of Directors.
 - f. Shall submit his/her accounts to such examination as the Board of Directors may direct and shall render to the Directors such accounts of the official acts and of the state of funds of the AASM as they require.

F. Vacancies

- (1) An unexpired term of office for any reason shall be filled according to the following:
 - a. The office of President shall be filled by the President-elect. The President shall complete the unexpired term of his/her predecessor as well as any presidential term for which elected.

- b. The office of President-elect shall be filled by an appointment from the Board of Directors. The appointed individual shall complete the unexpired term for which elected.
- c. The office of Secretary/Treasurer shall be filled by an appointment from the Board of Directors. The appointed individual shall complete the unexpired term and shall be eligible for reelection for not more than one additional term.

CHAPTER 3

BOARD OF DIRECTORS

To exercise all the powers conferred upon the Academy formed under the State of Minnesota Nonprofit Corporation Act doing business in Illinois in order to accomplish the Academy's mission, including but not limited to the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

A. Composition and Term of Office

- (1) The Board of Directors shall consist of the President, President-elect, Immediate Past President, Secretary/Treasurer, and eight Directors elected by the membership.

The term of office of Directors elected by the membership of the AASM shall run for three years unless elected to serve an unexpired term, in which case they shall serve the unexpired portion of the term. A Director shall be eligible for reelection for not more than one additional consecutive term, with the exception that a director elected to serve an unexpired term of one year or less shall be eligible for reelection to not more than 2 additional consecutive terms.

B. Powers

- (1) The Board of Directors shall have charge of and control of all property of the AASM of whatsoever nature and of all funds of whatsoever source.
- (2) All powers not otherwise expressly assigned in these Bylaws, shall be vested in the Board of Directors. The Board of Directors shall be the policy making body of the AASM and shall consider all matters brought before it by the officers of the AASM, report of committees, or other members of the AASM.
- (3) Approval of the Board of Directors must be obtained before any person expends or uses for any purpose money or property belonging to the AASM. No funds shall be authorized by the Board of Directors that advocates a group boycott of members or violation of federal and state antitrust or any other laws.

- (4) The Board of Directors may establish such rules for the conduct of its affairs, as it may deem necessary and desirable. The Board of Directors shall be empowered to employ a chief executive whose duties and title shall be determined by the Board of Directors. The chief executive shall report to and be responsible to the President and the Executive Committee. In no event may a Director be an employee of the AASM. The Board of Directors at the expense of the AASM shall provide fidelity bond coverage as well as Directors and Officers liability insurance for the Officers, Directors, and employees of the AASM in an amount sufficient to protect the funds of the AASM and the personal assets of the Directors and staff.
- (5) The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws. Unless the Board of Directors provides otherwise, attendance at Board of Directors Meetings will be limited to the Board of Directors and the Executive Director. Individuals whose presence is necessary for discussion of a specific agenda item may be invited to attend that part of the meeting.

C. Meetings

- (1) The Directors shall hold regular meetings at such time and place as they may choose. Special meetings may be called at any time by the President and shall be called by him/her on the request of three Directors. Six members of the Board of Directors shall constitute a quorum at any meeting.
- (2) Absence of a Director from three consecutive meetings of the Board of Directors without an excuse satisfactory to the remaining members of the Board of Directors shall be interpreted as a resignation from the Board of Directors.
- (3) The location of all meetings of the Board of Directors shall be determined by the President in consultation with the Officers and Directors of the AASM.
- (4) Notice of any Special Meetings of the Board of Directors shall be given at least ten (10) days prior thereto by written notice delivered personally or sent by mail or facsimile or email to each Director at his address as shown by the records of the AASM. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid thereon. If notice is given by facsimile or email, such notice shall be deemed to be delivered when a successful sent message is received. Any Director may waive notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at any Regular or Special Meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting. Additional agenda items may be proposed and considered by the motion of any Director at the meeting.

D. Reports

The Board of Directors shall make an annual report of its stewardship and of the general status of the AASM at the annual membership meeting of the AASM and at such other times as it may deem necessary.

E. Resignations

Any Officer or Director may resign at any time by giving written notice to the Board of Directors or the President or the Secretary/Treasurer. Any such resignation shall take effect at the date of receipt of such notice or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

CHAPTER 4

COMMITTEES

A. Committees of the AASM shall be:

(1) Executive Committee

a. Composition

The Executive Committee shall consist of the President, President-elect, Secretary/Treasurer, and Immediate Past President. The Board of Directors may add one additional member of the Board of Directors at its discretion.

b. Meetings

The Executive Committee shall meet monthly at such time and place as determined by the Committee. The President shall preside at meetings of the Executive Committee. In the absence of the President, the presiding officer shall be the President-elect. Emergency meetings shall be held whenever the best interest of the AASM would seem to indicate same.

c. Quorum

A quorum for regular or emergency meetings shall be three members of the Executive Committee and for the transaction of business at any meetings of the Committee.

d. Duties and Responsibilities

Duties and responsibilities shall be:

1. Make such decisions and conduct such business between meetings of the Board of Directors in the best interest of the AASM and its members. Such decisions may not be contrary to established policy as previously determined by the Board of Directors and shall be subject to subsequent approval by the Board of Directors.

2. Make such appropriations between meetings of the Board of Directors as may be required in the best interest of the AASM and its members. Such actions shall not be contrary to such actions previously taken by the Board of Directors and shall be subject to subsequent approval by the Board of Directors.

(2) Standing Committees

- a. The Board of Directors shall appoint such Standing Committees as necessary to address issues of interest to the membership. The name, composition and mandate for such committees shall be at the discretion of the Board of Directors.
- b. In those instances of subcommittees, at least the Chair of each subcommittee shall be a member of the parent committee.

(3) Board of Directors

The Board of Directors may establish and appoint committees of the Board of Directors as needs dictate.

(4) Presidential Committees

The President of the AASM may appoint ad-hoc committees as deemed necessary provided the mandate to any such committee does not duplicate the mandate of the existing committee. Presidential Committees shall expire with the term of the President.

(5) Nominating Committee

The Nominating Committee shall be composed of five members: President, President-elect, Immediate Past President and two at-large members elected by the membership. The President shall serve as the Chair of the Nominating Committee. The two at-large members will serve one two-year term, and are not eligible for re-election. Each year, one at-large member will be elected to serve a two-year term, which ensures continuity of the committee.

The Nominating Committee shall meet at such times and place as determined by the Chair of the Nominating Committee.

At-large member election process:

- a. Annually, regular members of the society will be solicited for nominations of members to be considered for election to the Nominating Committee. Qualifications required for nomination include: a member of the AASM for at least five consecutive years, a member in good standing, or service on an AASM Committee at some time in the past five years. At-large members will be required to meet the same conflict of interest standards required of the Board of Directors.
- b. The individual receiving the greatest number of votes from the membership will be considered elected to serve a two-year term on the Nominating Committee.

- c. Members of the Nominating Committee may not be considered for election to the AASM Board of Directors.

The duties of the Nominating Committee shall include:

- a. Request and receive nominations from members of the AASM for the positions for President-elect, Secretary/Treasurer, Director and awards presented by the AASM.
- b. Review all recommendations received.
- c. Continue to promote diverse representation of the membership. The Nominating Committee shall seek to maintain a balance of academic (including research) and clinical directors as well as maintain a balance of sleep disciplines.
- d. Submit a report to the Board of Directors at its Spring meeting of its recommendations.

(6) Committee on Committees

The Committee on Committees shall be composed of the President-elect, Secretary/Treasurer, and one additional member who must be a member of the Board of Directors appointed by the President-elect. The President-elect shall serve as the Chair of the Committee.

B. Committee Composition, Organization, and Terms of Office

(1) Standing Committees

- a. Members of all Standing Committees shall be nominated by the Committee on Committees and subject to confirmation by the Board of Directors. No Officer of the AASM, nor any Director, may serve as Chair of any Standing Committee.
- b. The Chair of all Standing Committees unless otherwise specified in these Bylaws shall be designated by the Board of Directors.
- c. No member of a Standing Committee may serve more than three continuous years on the same committee, but an individual may serve three additional years if made a Chair-or Vice Chair, and an additional three years as a subcommittee/task force Chair. An individual may continue to serve as a consultant if it is believed he/she has special expertise that would continue to help the committee beyond the individual's term. In such capacity, he/she shall have no vote.

(2) Board of Directors Committees and Presidential Committees

- a. The composition, membership, and Chair of all Board of Directors Committees or Presidential Committees shall be determined by the appointing authority.

- b. The term of office on Presidential Committees shall terminate with the completion of the committee charge or the President's term of office, whichever occurs first. The President-elect may extend the term of a Presidential Ad-Hoc Committee for the term of his/her presidency.
 - c. The term of office of Board of Directors Committees shall terminate with the accomplishment of the charge.
- (3) Committee membership is restricted to members of the AASM except when the purpose of the AASM requires the addition of knowledgeable individuals from other fields.
- (4) Joint Committees may be established with other community, governmental, or scientific organizations.
- (5) Ex-officio members
- a. Committees – The President and Executive Director shall be ex-officio members of all committees. The President-elect may attend meetings of all committees.
 - b. Presidential Committees - The President, President-elect, and Executive Director shall be ex-officio members of all Presidential Committees.
- (6) Committees shall have authority to make rules governing their procedures subject to the Bylaws, policies, and directives of the appointing authority.
- (7) Reports
- a. Periodic – Each committee shall be responsible for rendering timely reports of its activities, findings, recommendations, or progress to the appointing authority.
 - b. Annual - Each committee must submit an annual report prior to the annual meeting of the AASM.
- (8) The authority establishing any committee shall have the right to dissolve the committee, enlarge the committee, appoint consultants or advisors, remove any member, and fill any vacancy.
- (9) Mandate of Committees – The authority establishing each committee shall be responsible for drafting the mandate of the committee describing the task, the limits of the mission, and any restrictions on the committees' activities. Such mandate shall be tendered to the committee in writing by the appointing authority.

CHAPTER 5

MEETINGS OF THE AASM

A. Annual Meeting

The annual meeting of the AASM shall be scheduled to coincide with the annual scientific meeting of the APSS. The Board of Directors, at its March meeting, shall fix the time and place for the annual meeting of the AASM. At the annual meeting, the officers and directors for the ensuing year shall be installed and reports shall be given by the Secretary/Treasurer, the retiring President, and the President for the ensuing year.

B. Special Meetings

Special meetings of the members of the AASM may be called by the President or the Board of Directors. Special meetings shall be held at such time and place that the Board of Directors may determine.

C. Notice of Member Meetings

By or at the direction of the President or Secretary, each member entitled to vote shall be notified by mail or electronic mail or by publication in the *Journal of Clinical Sleep Medicine* of all meetings of the AASM. The notice shall be delivered not less than five, or more than sixty, days before the date of the meetings. The notice shall state the place, day, and hour of the meeting and in the case of a special meeting shall state the purpose or purposes in which the meeting is called.

D. Quorum

Twenty percent (20%) of the eligible voting members in good standing present in person shall constitute a quorum of meeting of the AASM.

E. Voting

Unless determined otherwise by the Board of Directors, only eligible voting members in good standing, and present, shall be eligible to vote at the annual or special meeting of the AASM. No member may vote by proxy.

F. Joint Meetings

Joint meetings may be held with appropriate societies at the discretion of the President, Executive Committee, or the Board of Directors.

CHAPTER 6

DISCIPLINE

- A. Any member of the AASM may be censured, placed on probation, suspended or expelled under the following circumstances—after due notice and hearing set forth below:
- (1) For violation of the Bylaws of the AASM.
 - (2) For violation of ethical conduct as may be defined by the AMA Council on Judicial Affairs and Ethical Standards or the AASM policy manual.
 - (3) For acts of serious misconduct which bring discredit to either the AASM or the medical profession.
 - (4) If the member has been convicted, adjudged, or otherwise recorded as guilty by any court of competent jurisdiction of a felony, or a crime involving moral turpitude.
 - (5) If a member has been adjudged guilty of violation of law or regulation relating to his or her practice of medicine by an administrative agency of the government.
 - (6) If a disciplinary or legal action has resulted in a reprimand, probation, suspension, or loss of a members' license to practice medicine.
- B. Notification and Hearing
- (1) The accused member shall be notified in writing by certified mail of the charges made against him/her and offered the opportunity to respond in writing.
 - (2) A hearing of any charges shall be promptly conducted by the Executive Committee at such time and such place as it determines; but in no event may the hearing be conducted until at least thirty days after the accused has been notified by certified mail of the charges and the time and place of the hearing.
 - (3) The Executive Committee may have administrative and legal counsel present at any hearing to advise it. At the discretion of the Executive Committee, the complainant and/or the accused may have legal counsel present, but any such legal counsel may be excluded from attending or participating in the proceedings at any time at the discretion of the Executive Committee.
 - (4) A comprehensive record of the hearing must be made. The decision of the Executive Committee shall be by majority vote by secret ballot. A report shall be made in writing containing the findings and the recommended disciplinary action, if any.
 - (5) The decision concerning the accused shall be to acquit, to censure, to place on probation, to suspend, or to expel. The President shall promptly transmit copies of the decision to the accused by certified mail.

- (6) In any event, disciplinary procedures will be in accordance with federal and state laws in affect at the time a complaint or action is received or deemed necessary.

CHAPTER 7

FUNDS, DUES, ASSESSMENTS

A. Funds

Funds of the AASM shall consist of monies raised by annual dues levied on the members, voluntary contributions to the AASM, income from sales of AASM approved products and services, and revenue from any other source approved by the Board of Directors. No part of the net earnings of the AASM shall inure to the benefit of any individual member or private person. Notwithstanding any other provision of these Bylaws, the AASM shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under chapter 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent federal tax law).

B. Annual Dues

Dues shall be set from time to time by the Board of Directors. Member dues shall be payable in advance of the first day of January in each fiscal year. When any member is in default in the payment of dues for a period of sixty days from the beginning of the fiscal year the membership is terminated.

C. Abatement and Waiver and Prorated Dues

- (1) Applicants accepted into membership after June 1 of each year may be eligible to pay prorated dues of up to 50% of the annual dues for that year.
- (2) The Board of Directors may reduce, direct a refund, or waive the dues of any member.
- (3) The dues paid by an applicant whose application is rejected, shall be refunded.

CHAPTER 8

ELECTIONS

Election Process

Each year, the Nominating Committee will recommend candidates to the Board of Directors for Officers and/or Elected Director positions that become vacant. After receiving recommendations from the Nominating Committee, the Board of Directors shall nominate one or more candidates for each elected office to be filled.

In the case of Directors and Officers, the nominees will be submitted to the membership for vote by mail or electronic ballot within not less than thirty (30) days of the annual business meeting. In the event there is a twenty (20%) percent or greater write-in vote for a specific candidate for any office a run-off election for the office will be held. For the purpose of determining the twenty (20%) percent write-in test, the President-elect, Secretary/Treasurer, and all elected Directors shall be deemed as three (3) distinct offices. The twenty (20%) percent write-in test shall require a twenty (20%) percent vote of the total eligible voting membership.

CHAPTER 9

MISCELLANEOUS

A. Rules of Order

The current *Robert's Rules of Order* shall be the parliamentary authority when not in conflict with the Bylaws of the AASM.

B. Order of Business of the Board of Directors

The usual order of business of the Board of Directors shall be:

- (1) Call to Order
- (2) Approval of Minutes
- (3) Consent Agenda
- (4) Secretary/Treasurer's Report
- (5) Reports of Officers
 - a. President
 - b. President-elect
 - c. Past President
- (6) Report of the Directors
- (7) Report of the Executive Director
- (8) Committee Reports
- (9) Other Business
- (10) Adjournment

C. Order of Business of the Annual Business Meeting

The usual order of business of the annual business meeting of the AASM shall be:

- (1) Call to order
- (2) Introductions of the AASM Board of Directors
- (3) Report of the Secretary/Treasurer
- (4) Report of the President
- (5) Introduction of incoming President and Presentation of Gavel
- (6) Presentation of Presidential Award to outgoing President
- (7) Welcome Address by incoming President
- (8) Other Business
- (9) Adjournment

D. Vote by Roll Call

- (1) Vote by roll call shall be had upon demand of a majority except in matters of membership, discipline, and election, all of which shall be by ballot.
- (2) The fiscal year of the AASM shall be January 1 to December 31.

E. Registered Office

The registered office of the AASM as required by the Minnesota Nonprofit Corporation Act will be maintained in the State of Minnesota as provided and designated in the Articles of Incorporation. The Board of Directors of the AASM may, from time to time, change the location of the registered office pursuant to CHAPTER 317.19 of Minnesota Statutes. On or before the day that such change is to become effective, a certificate of such change and of the location and post office address of the new registered office shall be filed with the Secretary of State of Minnesota as provided by law.

F. Books and Records

The AASM shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors, and shall keep at its principal office a record giving the names and addresses of the Board of Directors. All books and records of the AASM may be inspected by any Director, for any proper purpose at any reasonable time.

G. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Bylaws or under the provisions of the Articles of the AASM or by the State of Minnesota Nonprofit Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time state therein, shall be deemed equivalent to the giving of such notice.

CHAPTER 10

AMENDMENTS

Amendments may be proposed by a majority of the Directors, or by a Petition from at least twenty (20%) percent of the members of either category of the AASM. In the event of a properly proposed amendment, the Board of Directors will prepare a ballot containing the proposal and send it to the voting members of the AASM. The ballot shall provide a reasonable period of time in which it is to be returned. An amendment is adopted when it receives the vote of more than a majority of the returned ballots of both membership categories before the expiration of the specified time.