

Bylaws of the Arkansas Society of Anesthesiologists

January 18, 2018

ARTICLE I. PURPOSE

The Arkansas Society of Anesthesiologists is dedicated to encouraging the highest quality of anesthesiology care. The organization will engage in educational programs and meetings to keep its members economically, politically, and legally informed and any other factors that can affect the practice of anesthesiology.

ARTICLE II. MEMBERS

Section 1. Categories of Membership

There shall be five 5 categories of membership, namely: Active, Affiliate, Resident/Fellow, Medical Student and Retired. Voting shall be limited to active members. Each category of membership is defined as follows:

- A. Active Members – Active membership shall be limited to physicians practicing anesthesiology within the last year in the State of Arkansas.
- B. Affiliate Members – Affiliate membership shall be limited to physicians not in the clinical practice of anesthesiology or PhD research scientists studying anesthesiology.
- C. Resident/Fellow Members – Resident/Fellow Membership shall be limited to physicians who are in full-time training in an anesthesiology residency program accredited by the Accreditation Council for Graduate Medical Education ACGME or the American Osteopathic Association.
- D. Medical Student Members – Medical Student Membership shall be limited to individuals who are in full-time training at an approved United States or international medical school.
- E. Retired Members – Retired membership shall be limited to physicians who 1 have been an active or affiliate member for 20 or more years and have reached the age of 70, or 2 have been an active or affiliate member for 20 or more years and is fully retired from professional practice. Retired members are exempt from annual dues.

Section 2. Annual Meeting

The annual meeting of the Members shall be held at such time as may be selected by the Executive Board, for the purpose of electing officers as described in Article III, Section 2. and for the transaction of such other business as may come before the meeting.

Section 3. Special Meetings

Special meeting of the members for any purpose or purposes, may be called by the president or by the Executive Board, and shall be called by the president at the request of not less than ten percent 10% of the active members of the organization.

Section 4. Place of Meeting

The Executive Board may designate any place, either within or without the State of Arkansas, as the place of meeting for any annual meeting or for any special meeting of the membership.

Section 5. Notice of Meeting

Written notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten 10 days before the date of the meeting, by mail, email or text by or at the direction of the president, or the secretary, or the persons calling the meeting, to each active member.

Section 6. Quorum

A majority of the active members of the organization present at the meeting or remotely shall constitute a quorum.

Section 7. Voting of Members

Active members shall be the only members entitled to vote. Each active member shall be entitled to one vote upon each matter submitted to a vote at a meeting of members. Members may vote by proxy. The act of the majority of active members present at a meeting at which a quorum is present shall be the act of the members.

ARTICLE III. EXECUTIVE BOARD

Section 1. General Powers

The affairs, activities and operation of the organization shall be managed by its officers.

Section 2. Number, Tenure and Qualifications

The number of officers of the organization shall be five (5), and they shall consist of the organization's president, vice president, secretary-treasurer, a director and an alternate director. The term of each officer shall coincide with his term in the office to which he is elected as provided in Article IV, Section 2. Members of the Executive Board shall hold only one office at a time.

Section 3. Regular Meetings

A regular meeting of the Executive Board may be held without other notice than this bylaw immediately after, and at the same place as, the annual meeting of members. The Executive Board may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings

Special meetings of the Executive Board may be called by or at the request of the president or any two officers. The person or persons authorized to call special meetings of the Executive Board may fix the place for holding any special meeting.

Section 5. Notice

Notice of any special meeting shall be given at least three 3 days previously thereto by written notice mailed, emailed, or texted to each officer at his business address.

Section 6. Quorum

A majority of the number of officers fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Executive Board.

Section 7. Manner of Acting

The act of the majority of the officers present at a meeting at which a quorum is present shall be the act of the Executive Board.

Section 8. Vacancies

Any vacancy occurring in the Executive Board may be filled by the affirmative vote of a majority of the remaining officers. An officer elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

ARTICLE IV. OFFICERS

Section 1. Number and Qualification

The officers of the organization as described in Article III, Section 2. shall be elected by the active members. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Executive Board. Each officer shall be an active member in good standing.

Section 2. Election and Term of Office

The officers of the organization shall be elected by the active members at the annual meeting of Members for terms of two years; provided, however, before beginning the second year of a two year term, each officer must be affirmed for the second year of his term by a majority vote of the active members at the annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. An officer may be re-elected to the same office, but only for one successive two-year term.

Section 3. Removal

Any officer or agent may be removed by a majority vote of the Executive Board whenever in its judgment the best interests of the organization will be served.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Executive Board for the unexpired portion of the term.

Section 5. President

The president shall be the principal executive officer of the organization and, subject to the control of the Executive Board, shall in general supervise and control all of the business and affairs of the organization. He may sign, with the Secretary or any other proper officer of the organization thereunto authorized by the Executive Board, any contracts or other instruments which the Executive Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Board or by these bylaws to some other officer or agent of

the organization, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties as may be prescribed by the Executive Board from time to time. The president or vice president in the president's absence shall preside at all meetings of the members and Executive Board.

Section 6. Secretary-Treasurer

The Secretary shall carry out the duties of the president in his absence, or at his request. In addition, the Secretary-Treasurer shall: a keep the minutes of the proceedings of the members and of the Executive Board in one or more books provided for that purpose; b see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; c have charge and be responsible for all funds of the organization; and d in general, perform all of the duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned to him by the president, vice president, or the Executive Board.

ARTICLE V. ELECTION OF NEW MEMBERS

Section 1. New members shall be approved by the Executive Board and their names presented to the members by the president.

ARTICLE VI. FORFEITURE OF MEMBERSHIP

Section 1. Any member may be expelled or censured for causes deemed sufficient by the active members. This proceeding may be initiated by three active members of the organization, who are not members of the Executive Board, upon written request to the president. The Executive Board shall investigate the charges and, if deemed valid, may present its recommendation to the active members of the organization for action, a vote of two-thirds of active members being required for expulsion or censure. The member in question must be given thirty days written notice of the Executive Board meeting and of its recommendations. The member will be given an opportunity to appear before the Executive Board on his own behalf prior to the meeting of the organization. Any member may have a fellow member in good standing file a letter in support of the member being considered for censure or expulsion.

Section 2. The membership of any member who is in arrears for dues for six months shall be terminated without the requirement of any action on the part of the members or the Executive Board. Written notification of impending loss of membership will be sent to the delinquent member thirty days prior to termination of membership.

Section 3. Any Active Member who permanently moves from the State of Arkansas shall automatically forfeit his active membership.

ARTICLE VII. DUES

Section 1. Dues shall be proposed by the Executive Board and be approved by a majority of the active members at the annual meeting.

Section 2. Additional assessments may be levied by two-thirds vote of the active members at any meeting or upon a vote by mail.

ARTICLE VIII. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts

The Executive Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances.

Section 2. Loans

No loans shall be made by the organization to its directors or officers. Any directors who vote for or assent to the making of a loan to a director or officer, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the organization for the amount of such loan until repayment thereof in accordance with the provisions of the Arkansas Nonprofit Society Act. No loans shall be contracted on behalf of the organization and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Board. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Arkansas Society of Anesthesiologists, shall be signed by such officer or officers, agent or agents of the organization and in such manner as shall from time to time be determined by resolution of the Executive Board.

Section 4. Deposits

All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such banks, trust companies or other depositories as the Executive Board may select.

ARTICLE IX. FISCAL YEAR

The fiscal year of the organization shall begin on the first day of January and end on the last day of December in each year.

ARTICLE X. DIVIDENDS PROHIBITED

The organization shall not have or issue shares of stock, and no dividend shall be paid and no part of the income of the organization shall be distributed to its directors or officers. The organization may reimburse its officers, members and employees for expenses incurred in attending to their authorized duties; provided, however, that such expenses shall be evidenced by receipt or other proper document. Members submitting expenses for reimbursement for travel to national meetings must have prior approval of the Executive Board.

ARTICLE XI. AMENDMENTS

Section 1. Proposed amendments to the bylaws or the Articles of Incorporation must be presented to the president signed by three active members.

Section 2. Proposed amendments to the bylaws or the Articles of Incorporation must be sent to each member within thirty days after proposal.

Section 3. The proposed amendment may be voted upon by mail or email with a ballot included with the proposed amendment.

Section 4. Bylaws may be adopted by two-thirds approval by the respondents.