

IOWA SLEEP SOCIETY
BYLAWS

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ARTICLE 1: NAME

The name of the Society is the Iowa Sleep Society (here-inafter called the “Society”).

ARTICLE 2: PURPOSE AND GOALS

The Society has been organized to operate exclusively for scientific and educational purposes, and act as a representative voice for sleep professionals in the State of Iowa and more specifically:

Section 2.1 To conduct educational activities relative to the field of polysomnography.

Section 2.2 To promote the highest level of clinical standards for patient care and safety.

Section 2.3 To provide a means by which polysomnography professionals may communicate.

Section 2.4 To locally support and advance a professional identity that is related both to a professional technological function of allied health care generally, as well as to the field of Sleep Medicine specifically.

Section 2.5 To manage funds appropriate to the purposes of the society.

Section 2.6 To exercise all power conferred on corporations formed under Iowa non-profit status, including , but not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

ARTICLE 3: FUNDS, DUES, AND ACTIVITIES

No part of the earnings of the Society shall inure to the benefit of any private individual. Notwithstanding any other provision of these Bylaws, the Society shall not carry on any activity that is not permitted to be carried on by a corporation exempt from United States Federal Income Tax under the Internal Revenue Code, Section 501(c)(6) or the corresponding provision of any subsequent Federal tax law.

ARTICLE 4: REGISTERED OFFICE

Section 4.1 The address of the corporation’s registered office is 6545 NE 12th Ave., Pleasant Hill, Iowa 50327, and the name of its registered agent at such address is Coral J. Waggoner. The Board of Directors of the corporation may, from time to time, change the location of the Registered Office in accordance with the provisions of Iowa statutes. On or before the day that such change is to become effective, a certificate of such change that includes the address of the new Registered Office shall be filed via certified mail or in person with the office of the Secretary of State of Iowa and/or such other offices or agencies as provided by law.

Section 4.2 The Society may have such other offices as the Board of Directors may direct.

Section 4.3 The Society will obtain and maintain status as a registered agent in the State of Iowa required by the Iowa Non-Profit Corporation Act.

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ARTICLE 5: MEMBERS

5.1 The Society shall be composed of five classes of members as determined by the Board of Directors: These classes include: Active, Student, Supporter, Charter, and Associate Members.

5.1.1 Active Members of the Iowa Sleep Society shall be individuals who have one or more of the following qualifications: 1) any polysomnographic technologist who has obtained the credential of Registered Polysomnographic Technologist (RPSGT) through the Board of Registered Polysomnographic Technologist (BRPT); 2) any physician, physician's assistant, or nurse practitioner practicing in the field of sleep medicine; 3) any allied health professional who is BRPT Registry-eligible; 4) any employee of a sleep medicine facility functioning in the primary capacity of polysomnographic technology or any ancillary or managerial staff person who is affiliated with a sleep medicine facility; and 5) any person working in a field associated with sleep medicine such as Home Care and Vendors. Only Active members in good standing (i.e. members of the ISS whose membership dues are currently paid) shall have the power to vote on matters relating to the Iowa Sleep Society.

5.1.2 Student members shall be individuals who are enrolled in a polysomnography program as recognized by Commission on Accreditation of Allied Health Education Programs (CAAHEP) and the American Academy of Sleep Medicine (AASM). Student members are considered active and shall have the power to vote on matters relating to the Iowa Sleep Society.

5.1.3 Supporter Members shall be corporations that have provided two hundred and fifty dollars in US currency (\$250.00) or more of financial support in the current ISS fiscal year.

5.1.4 Associate Members are members who are not currently working in sleep medicine, or are affiliated with sleep centers not locate within the State of Iowa. These members do not have voting rights. These members will be allowed discounted rate to the annual conference.

5.1.5 Charter Members are individuals who participated in the February 22, 2008 organizational meeting in Des Moines, Iowa. This membership carries with it no special rights or privileges apart from the designation of Charter Member.

5.2 Procedures for Membership

Those who desire to become a member of the Society must submit an official application to the state office.

5.2.1 Membership Dues:

The Membership dues for Active Membership is \$40, Student Membership is \$15, Supporter Membership is \$250, and Associate Membership is \$30. Dues are paid on a calendar year basis and are to be paid in January of each year. Dues will not be pro-rated for new members during the year, with the exception of members accepted and dues paid during the month of December or 30 days prior to January 1 such dues will automatically follow into the next calendar year.

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5.3 Annual Business Meeting of the Board of Directors.

There shall be at least one annual business meeting of the Board held during the calendar year. This meeting will be held in conjunction with the Annual Conference. Additional meetings of the membership may be held if the Board of Directors so decides.

ARTICLE 6: VOTING

Vacancies occurring during the period of office will be filled by appointment by the Board of Directors. Positions to be filled at end of terms will be filled by a vote of all active members.

ARTICLE 7: OFFICERS

Section 7.1 Officers: The officers of the Society shall be a President, Vice-President, Treasurer, and Secretary.

Section 7.2 Officers as Directors. All officers are members of the Board of Directors and report to the President.

Section 7.3 Eligibility

- a. Only Active Members in good standing shall be eligible to serve as Officers of this Society.
- b. An Active Member employed by a commercial company or supplier of a product or service to member individuals shall be eligible to serve as an Officer of this Society.

Section 7.4 Election and Term of Office

- a. The President shall serve a term of two (2) years, then 2 years as a Director.
- b. The Vice President shall serve a term of two (2) years, and additional 2 years as a Director.
- c. The Secretary shall serve a term of two (2) years.
- d. The Treasurer shall be elected to a two-year term and shall not be eligible for re-election in that position.
- e. Terms of office shall commence and officers shall be installed as the First Order of Business under New Business at the Annual Business Meeting.

Section 7.5 Vacancies

- a. In the case of death, incapacity or resignation of the President the vacancy shall be filled by the Vice President.
- b. In the case of death, incapacity, expulsion or resignation of the Vice-President, the vacancy shall be filled by action of the Board of Directors.
- c. The fulfillment of a vacancy shall not constitute a term.
- d. A successor so appointed shall serve until the next election of the Society in which they become eligible for general election.

Section 7.6 President

- a. The President shall be the Chief Executive Officer of the Society with responsibility for the general supervision, direction and control of the business affairs of the Society in conformity with Society policies.

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- b. The President shall serve as the Chair of the Board of Directors and with the approval of the Board of Directors shall appoint committee chairs, may appoint a parliamentarian, shall be an ex-officio member of all committees except the Nominating Committee, and shall submit the Annual Report to the general membership.
- c. The President shall be the liaison officer to physician affiliates, other technological societies and technological credentialing bodies.
- d. The President shall preside at the Annual Business Meeting, the meetings of the Board of Directors, Executive Committee, and shall have such powers and duties as may be prescribed by the Board of Directors.
- e. The President shall approve all committee members.
- f. It shall be the duty of the President to require that all Officers and members of the Board of Directors take an active part in the regular business of the Society.
- g. At the completion of their term, the outgoing President shall serve on the Board of Directors for two (2) years and have the same duties as those of a Board member.
- h. The position of President shall be held either by a Board Certified Sleep Physician or a registered polysomnographic technologists (RPSGT).

Section 7.7 Vice-President

- a. In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and in so acting shall assume all the power, obligations and privileges of the President.
- b. The Vice-President shall have such other powers and duties as may be prescribed by the Board of Directors.

Section 7.8 Secretary

- a. The Secretary shall keep a correct and complete permanent record of the proceedings of the meetings and transactions of the Society.
- b. The Secretary shall submit full and complete records of proceedings for correction and approval of the Board of Directors and/or general membership.
- c. The Secretary shall have such other powers and duties as may be prescribed by the Officers and Board of Directors.
- d. The Secretary shall submit an updated membership list indicating members' status to the President, and Managing Editor of any official publications.

Section 7.9 Treasurer:

- a. The Treasurer shall be the Chief Financial Officer of the Society
- b. The Treasurer shall monitor the receipts and distribution of funds of the Society and shall present quarterly financial reports to the Officers and Board of Directors.
- c. The Treasurer shall submit an annual financial report to the Officers, Board of Directors and the membership for approval. An audit may be called, at any time, by the Board of Directors to be performed by a Certified Public Accountant

Section 7.10 Resignation: Any officer may resign at any time by submitting a written resignation to the Board of Directors.

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ARTICLE 8: BOARD OF DIRECTORS

Section 8.1 Number and Composition of Board of Directors Composition: The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Physician Advisory Board Chair and six Directors elected by the eligible voting members of the Society.

Section 8.2 Terms of the Board of Directors

a. Each Board of Director member-at-large shall be elected for a two (2) year term.

Section 8.3 Powers and Duties: Between Annual Business meetings of the Society, the property, business and affairs of the Society shall be directed by the Board of Directors, subject to the limitations of the Articles of Incorporation and these Bylaws. All corporate powers shall be exercised by or under the authority of the Board of Directors.

Subsection 8.3.1 Duties

a. To study, determine, and execute the short-term and long-range plans of the Society for the continued growth and financial stability of the Society, development of policies and periodic assessment of the needs of the membership and response thereto and surveillance of the affairs and funds of the Society.

b. Establishment of standing rules.

c. Creation and conferment of special awards.

d. Acceptance, on behalf of the Society of grants, contributions, gifts, bequests, or other property to follow the purposes of the Society.

e. Consideration and action on matters relating to membership complaints and grievances.

f. Appointment of the Chair of the Nominating Committee.

Section 8.4 Executive Committee: The Executive Committee of the Board of Directors shall be comprised of the President, Vice-President, Immediate Past-President, Secretary, and Treasurer.

Subsection 8.4.1 Duties

a. To authorize expenditures within the guidelines set by the Board of Directors.

b. To conduct any business of the Society which may arise between meetings of the Board of Directors and which may require immediate action. The Executive Committee shall have full power and authority to exercise judgment and make decisions as required safeguarding the Society, subject to review at the next meeting of the Board of Directors.

c. To perform such other duties as delegated by the Board of Directors.

Section 8.5 Quorum: The presence of fifty-one (51%) of the voting Directors at the beginning of a meeting shall constitute a quorum for conduction of Board business for the entire meeting. However, in the absence of a quorum, a majority of the Board of Directors present at any regular or special meeting of the Board may adjourn to meet again at a stated day and hour or on call of the President.

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Section 8.6 Voting Cumulative voting shall not be allowed. Each Officer and Director shall have one vote. There shall be no voting by proxy. The President shall only vote in case of a tie.

Section 8.7 Action without Meeting Any action required or permitted to be taken between regular or special meetings of the Board may occur without a meeting if consent is given by all of the Directors.

Section 8.8 Telephone Conference Calls Directors may participate in any Board or committee meeting by means of a conference telephone call or any similar communications equipment which allows persons participating in the meeting to hear each other at the same time. Physician Advisory Board Members shall be allowed to participate via conference calls.

Section 8.9 Eligibility

- a. Only an Active Member in good standing shall be eligible to serve as a Director.
- b. A Director must be actively engaged in the practice (clinical, research, or education) of polysomnography within six (6) months preceding their installation.

Section 8.10 Vacancies

- a. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining Officers and Board of Directors then in office, even though less than a quorum, or by the sole remaining Officer and/or Director. Nominations for filling such vacancies shall be made only for the purpose of maintaining the number of Directors as established by Article 8.0, Section 8.1 of the Bylaws.
- b. A successor Director so elected shall serve until the next election of the Society in which they become eligible for general election.
- c. The fulfillment of a vacancy shall not constitute a term.

Section 8.11 Resignation: Any Director may resign at any time by submitting a written resignation to the Board of Directors.

Section 8.12 Meetings

- a. Regular meetings of the Officers and Board of Directors shall be held at least once each calendar year. Written notice of the time and place of the regular meeting shall be sent by mail or other mode of transmittal to each Director at least thirty (30) days prior to the time of holding such regular meetings.
- b. Special meetings of the Board may be held upon the call of (1.) the President or (2.) Fifty (50%) of seated Directors at such reasonable times and places as the President may designate. Notice of the time and place of special meetings shall be given to each Director at least forty-eight (48) hours prior to the time of holding all such meetings.
- c. Any Director may waive their right to be notified of any meeting. This waiver shall be signed and in writing. It may be signed before or after the meeting.
- d. A Director attending any Board meeting waives the right to notice of that meeting, unless the Director attends the meeting only for the express purpose of objecting to the transaction of business at the meeting.

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Section 8.13 Agenda: Any Director who wishes to place items on the agenda of any meeting of the Board shall send the items to the President for receipt no later than seven (7) days prior to the meeting date.

Section 8.14 Compensation of Directors: Directors as such shall not receive any compensation for their service as Directors, but the Board may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated Officers. Nothing herein shall preclude a Director from serving in any other capacity and receiving compensation for such services.

Section 8.15 Absence: Any Director unable to attend a meeting shall, in a letter addressed to the President or Secretary, state the reason for their absence. The President or designee will accept or reject the reason for their absence and notify the Director within forty-eight (48) hours upon the receipt of the Directors letter.

ARTICLE 9: INDEMNIFICATION of OFFICERS, DIRECTORS, EMPLOYEES, and OTHER AGENTS

Section 9.1 Definitions: For the purpose of this Article, "agent" means any person who is or was a Directors, Officer, employee, or other appointee of the Society or is or was serving at the request of the Society as a Director, Officer, Committee member, appointee, or employee; "proceeding" means any threatened, pending or completed action, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorneys' fees incurred while establishing a right to indemnification under this Article.

Section 9.2 Indemnification

- a. The Society shall indemnify any person who was or is a party, or is threatened to be made a party to any proceeding (other than an action by or on the right of the Society) by reason of the fact that such person is or was an agent of the Society against expenses, judgments, fines, settlements, and other amounts actually and reasonable incurred in connection with such proceeding to the maximum extent permitted by the Iowa Corporation law, including the advance of expenses.
- b. Exception is made in such cases wherein the indemnified individual is adjudged guilty of willful misfeasance or malfeasance in the performance of duties.
- c. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such indemnified individuals may be entitled.

ARTICLE 10: RULES OF ORDER

Rules of Order Newly Revised - 10th Edition will govern in respect to meetings, elections, and procedural matters.

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ARTICLE 11: COMMITTEES, COUNCILS, APPOINTEES and LIAISONS

Section 11.1 Committees, Councils, Appointees and Liaisons

- a. There shall be such committees, councils, appointees and liaisons as required to carry on the work of the Society.
- b. The Officers and Board of Directors are empowered to create, combine or dissolve committees, councils, and liaisons, or to change their composition or responsibilities as the need may arise.
- c. The chairperson(s) of each committee and council and the liaisons shall be appointed by the President with approval of the Board of Directors; except, the chair of the Nominating Committee, which shall be appointed by the Board of Directors.
- d. The term of the appointee, liaison, committee chair and committee members shall correspond to the Presidential term, unless a specific term is otherwise approved by the Board of Directors.
- e. The members of any committee or council shall be appointed by the committee and council chair and are subject to the approval of the President. The President shall serve as an ex-officio member of each committee and council.

Section 11.2 Standing Committees: Members of all Standing Committees shall be nominated by the Board of Directors and subject to confirmation by the Board of Directors. No officer of the Board of Directors, may serve on any Standing Committee.

- a. The Chairs of all Standing Committee unless otherwise specified in these bylaws shall be designated by the Board of Directors.
- b. No Member of a Standing Committee may serve more than two consecutive three-year terms, but an individual may 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.

ARTICLE 12: Finances, Dues, and Assessments

Section 12.1 Fiscal Year: The Fiscal Year of the Society shall be from January 1 through December 31.

Section 12.2 Budget

- a. Fiscal and money policies shall be established by the Board of Directors.
- b. Upon recommendation of the Treasurer, the Board of Directors shall adopt a balanced annual operating budget covering all activities of the Society.

Section 12.3 Dues

- a. Dues are subject to change by a majority of the voting members at the Annual Business Meeting of the Society as recommended by the Board of Directors.
- b. Dues shall be paid annually and are not refundable.
- c. Annual dues shall be due upon receipt of a statement from the Treasurer and shall be considered delinquent within ninety (90) days thereafter.

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ARTICLE 13: DISSOLUTION

In the event of dissolution or final liquidation of the society, none of the property of the ISS nor any of the proceeds thereof shall, be distributed to or divided among any of the Directors, Officers, or Chairs or members of committees, or members of the ISS, but will instead be distributed to the American Association of Sleep Technologists (AAST), Inc., which is a non-profit corporation in the State of Illinois. The AAST shall hold and spend those monies solely for the purpose of establishing education programs for polysomnographic technologists. In the event that the AAST is not willing to accept said distribution, or in the event that the AAST is not in existence and exempt from tax under Internal Revenue Code Section 501 (c)(6), then to one or more organizations in one of the following methods: 1) as designated by the ISS Board of Directors; 2) pursuant to a plan of distribution as provided for in the Iowa statutes pertaining to non-profit corporations, or 3) if there be no appropriate plan of distribution, as a court, pursuant to the provisions of Iowa statutes, may direct; provided, however, such property shall be distributed only to organizations which are organized and operated exclusively to promote and advance the practice of Sleep Medicine.

ARTICLE 14: COMPENSATION

The Officers, Board of Directors, and Committee members shall serve without compensation.

ARTICLE 15: ADDITIONAL APPOINTMENTS

Appointments may be made by the President, with the approval of the Board of Directors, to carry out functions not otherwise outlined in these Bylaws.

ARTICLE 16: AMENDMENTS

Section 16.1 Procedure to Amend Articles of Incorporation: The Articles of Incorporation may be amended in accordance with the procedure outlined in the Iowa Corporation Act. The Amended Articles shall be executed and filed in accordance with the afore stated law.

Section 16.2 Procedure to Amend the Society Bylaws

- a. Amendments may be presented in writing to the President by any member in good standing. The President shall forward said proposals within thirty (30) days of receipt to all Members.
- b. Amendments to the Bylaws may be made by a two-thirds (2/3) vote of the Board of Directors. Action to amend may be initiated by the President or by a Director. Director-proposed amendments shall be submitted to the President at least two (2) months before the Annual Board Meeting, together with justification to all Directors at least one (1) month prior to the Annual Board Meeting. Voting shall follow discussion of the proposed amendments.
- c. Any changes in the Bylaws will be circulated to the Membership in a Society publication.