

## **ARTICLE 1: NAME**

The name of the Society is the **Missouri 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 Missouri and more specifically:

Section 2.1 To promote and provide education in polysomnography, sleep medicine and sleep dentistry.

Section 2.2 To encourage and assist in the advancement of scientific and technical standards of polysomnographic technology.

Section 2.3 To protect and preserve both the patient and public trust in sleep physicians, polysomnographic technologists and other sleep health professionals by promoting the highest level of clinical standards for patient care and safety and to produce the highest quality of polysomnographic data and patient care.

Section 2.4 To promote increased awareness of sleep medicine and sleep disorders treatment.

Section 2.5 To promote and improve standards of training and qualifications for physicians, polysomnographic technologists and other health professionals working in sleep related fields.

Section 2.6 To provide a unified voice for sleep professionals in matters of representation, insurance coverage, testing standards and the application of treatment modalities for sleep disorders.

Section 2.7 To develop and maintain the essentials to perpetuate the Society and its objectives.

## **ARTICLE 3: FUNDS, DUES, AND ACTIVITIES**

Funds of the Society shall consist of monies raised by annual dues levied on the members, voluntary contributions to the Society, and income from any other source approved by the Board of Directors. No part of the net earnings of the Society shall inure to the benefit of any private shareholder or individual.

## **ARTICLE 4: REGISTERED OFFICE**

Section 4.1 The principal office for the transaction of business of the Society shall be located in the State of Missouri or at such place as the Board of Directors designate.

Section 4.2 The Society may have other offices as directed by the Board of Directors.

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

## **ARTICLE 5: MEMBERS**

Section 5.1 The Society shall be composed of four categories of membership as determined by the Board of Directors: Current membership includes: Professional, Polysomnographic, Affiliate and Supporter categories.

Section 5.1.1 Professional Members shall be either those individuals who hold a doctoral degree (ex: M.D., D.O., Ph.D., D.D.S) or those with professional certification that allows direct billing of clinical services (ex: APRN, PA, MSW). Generally, Professional members should have an active clinical practice in sleep disorders or be active in research or education related to sleep science. They pay annual dues set by the Board of Directors, have full voting privileges and are eligible to serve on the Board of Directors and committees.

Section 5.1.2 Polysomnographic Members shall be those individuals whose primary employment is in the Sleep Technology Profession. Polysomnographic Members may serve as officers on the Board of Directors and on Committees. Polysomnographic Members pay annual dues set by the Board of Directors. Polysomnographic Members have full voting privileges.

Section 5.1.3 Affiliate Members shall be those individuals who have special training in the health care field and are active in aspects of sleep disorders care, research or education (ex: Respiratory Therapy, Sleep Center managers, or Registered Nurses). Affiliate Members pay annual dues set by the Board of Directors. Affiliate Members have voting privileges and may serve on the Board of Directors or Committees.

Section 5.1.4 Supporter Members shall be those individuals or companies that provide products or services utilized in the care or research of sleep disorders. Supporters may serve on committees, however may not serve as a voting member of the Board of Directors

### Section 5.2 Procedures for Membership

Individuals who desire to become a member of the Society must submit an official application to the Secretary of the Missouri Sleep Society, or other designee as determined by the Board of Directors.

Section 5.3 Annual Meeting and Business Meeting of the Board of Directors. There shall be at least one annual business meeting of the Board held during the calendar year. Meetings of the membership will be held pursuant to action by the Board of Directors.

### Section 5.4 Membership

Membership will be on an annual basis. The time frame for the membership period will be determined by the Board of Directors based on other scheduling factors that influence collecting dues in a timely manner.

#### **ARTICLE 6: VOTING BY MAIL**

Voting for candidates for vacancies of the Officers and Board of Directors shall be done by mail, or electronic mail, as approved and directed by the Board of Directors.

#### **ARTICLE 7: OFFICERS**

Section 7.1 Officers: The Officers of the Society shall be a President, President-Elect, Immediate Past-President, Secretary-Treasurer.

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 Members of eligible categories and in good standing may serve as Officers of this Society.

Section 7.4 Election and Term of Office

a. For the purpose of staggering terms and promoting both continuity and new ideas, the President, President Elect, and Immediate Past President's terms of office shall be one year. Additionally, every effort to include at least one representative from the Professional, Polysomnographic and Affiliate membership categories is encouraged. At-large Board of Director (A and C) term shall be two years beginning on the even year (ex: 2012).

At-large Board of Director (B and D) term shall be two years beginning on the odd year (ex: 2013).

b. The Secretary-Treasurer shall serve a term of two (2) years beginning on the even year.

c. Terms of office shall commence on June 30 and new officers shall be installed on July

Section 7.5 Vacancies

a. In the case of death, incapacity, expulsion or resignation of the President, the vacancy shall be filled by the President-Elect.

b. In the case of death, incapacity, expulsion or resignation of the Immediate Past-President, President-Elect or Secretary-Treasurer, the vacancy may be filled by action according to the Board of Directors with consideration for replacing officer positions with current board members when possible.

c. The fulfillment of a vacancy shall not constitute a term, and an appointed successor 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.

- 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 may appoint a 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 Membership Meetings, 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 ensure that all Officers and members of the Board of Directors take an active part in the regular business of the Society.
- g. The position of President shall be held by a member in good standing.

#### Section 7.7 President-Elect

- a. In the absence or disability of the President, the President-Elect shall assume all the duties, powers, obligations and privileges of the President.
- b. The President-Elect shall have such other powers and duties as may be prescribed by the Board of Directors.
- c. The President-Elect, under the oversight of the president, will insure that records for the registered agent are updated with the State of Missouri (see section 4.3) and any relevant federal documentation is also maintained (ex: IRS documentation).

#### Section 7.8 Secretary-Treasurer

- a. The Secretary-Treasurer shall keep a correct and complete permanent record of the proceedings of the meetings and transactions of the Society.
- b. The Secretary-Treasurer shall submit full and complete records of proceedings for approval by the Board of Directors and/or general membership.
- c. The Secretary-Treasurer shall have such other powers and duties as may be prescribed by the Officers and Board of Directors.
- d. The Secretary-Treasurer shall be the Chief Financial Officer of the Society.
- e. The Secretary-Treasurer shall monitor the receipts and distribution of funds of the Society and shall present quarterly financial reports to the Board of Directors.
- f. The Secretary-Treasurer shall submit an annual financial report to the Board of Directors. An audit may be called, at any time, by the Board of Directors to be performed by a Certified Public Accountant.
- g. The Secretary-Treasurer shall submit an updated membership list indicating members' status to the President, Secretary and Managing Editor of any official publications.
- h. The position of Secretary-Treasurer shall be held by a member in good standing.

Section 7.9 Resignation: Any Officer may resign at any time by submitting a written resignation to the Board of Directors.

### **ARTICLE 8: BOARD OF DIRECTORS**

Section 8.1 Composition: The Board of Directors shall consist of the President, President-Elect, Immediate Past-President, Secretary-Treasurer, and four Directors elected by the eligible voting members of the Society.

Section 8.2 Terms: Refer to section 7.4 for term details. President-elect, President and Past-President are 1 year terms. Secretary-Treasurer and At-Large Directors 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 its continued growth and financial stability, development of policies and periodic assessment of the needs of the membership, surveillance, and the continual maintenance 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 further 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, President-Elect, Immediate Past-President, and Secretary-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 the majority (5) of the voting Directors at the beginning of a meeting shall constitute a quorum for conducting Board business for the entire meeting. In the absence of a quorum, a majority of the Board of Directors present may adjourn to meet again at a stated day and hour or on call of the President.

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 all persons participating in the meeting to hear each other at the same time.

#### Section 8.9 Eligibility

- a. Only a Member in good standing shall be eligible to serve as an Officer or Director.
- b. An Officer or Director must be actively engaged in the practice (clinical, research, or education) of polysomnography within six (6) months preceding their installation.
- c. If an Officer or Director does not meet the qualifications listed, they can be considered on a case-by-case basis by the existing Board of Directors, who must approve their eligibility by unanimous consent.

#### Section 8.10 Vacancies

- a. Unscheduled vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining Officers and 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 shall serve until the next election of the Society in which he or she becomes 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 with sufficient time to allow all directors to be available to attend a scheduled meeting when possible. If the entire board is not available, a meeting can be scheduled with at least a quorum unless there is an objection expressed by a board member. This objection must be raised at least 1 week in advance of a scheduled meeting unless unforeseen circumstances present.
- 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, which can include conference calls or similar electronically aided communication. 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.

Section 8.13 Agenda: Any Director who wishes to place items on the agenda of any regular meeting of the Board shall send the items to the President for receipt no later than 1 week prior to the meeting date.

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

Section 8.15 Absence: Any Director unable to attend a meeting shall notify the president at least 1 week in advance unless emergency circumstances preclude the director from attendance.

## **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 Director, 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 Missouri Corporation law, including the advance of expenses.
- b. Exception is made in cases where the indemnified individual is adjudged guilty of willful misfeasance or malfeasance in the performance of duties.
- c. The right of indemnification shall be in addition to and not exclusive of all other rights to which 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.

## **ARTICLE 11: COMMITTEES, COUNCILS, APPOINTEES and LIAISONS**

### Section 11.1 Committees, Councils, Appointees and Liaisons

- a. There shall be 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. However, the chair of the Nominating Committee, 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.

Section 11.2 Standing Committees: Members of all Standing Committees shall be nominated by the Committee Chairpersons and subject to confirmation by the Board of Directors.

- 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.

Section 11.3 Nominating Committee: The Nominating Committee shall be composed of three members: President, President-Elect, and Immediate Past President. The duties of the Nominating Committee shall include:

- a. Request and receive nominations from members of the Society for the positions for President-Elect, Secretary-Treasurer, Director(s) and awards presented by the Society.
- b. Review all recommendations received, and
- c. Submit a report to the Board of Directors at its annual meeting with recommendations.

Section 11.4 Audit Committee: The Audit Committee shall assist the Board of Directors in ensuring compliance with legal and ethical standards and in selecting and hiring of the internal and independent auditors.

## **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 Secretary-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 Board of Directors. A member in good standing can also request a vote by the membership via electronic or in-person methods if there is disagreement with fees set forth 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 Secretary-Treasurer and can be considered delinquent within ninety (90) days thereafter.

### **ARTICLE 13: DISSOLUTION**

In the event of dissolution or final liquidation of the Society, all of its assets remaining after payment of its obligations have been made or provided for shall be distributed to a non-profit entity engaged in activities substantially similar to the Society. Distribution of funds shall be designated by the Board of Directors.

### **ARTICLE 14: COMPENSATION**

The Officers, 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 Missouri Non-profit Corporation Act. The Amended Articles shall be executed and filed in accordance with the aforementioned stated law.

### Section 16.2 Procedure to Amend the Society Bylaws

- a. Amendments to the Bylaws may be made by any board member and require a two-thirds (2/3) vote of the Board of Directors.
- b. Any changes in the Bylaws will be circulated to the Membership in a Society publication.