

ARTICLE 1: NAME

The name of the sleep society is the Virginia Academy of Sleep Medicine (here in after called the “Academy”).

ARTICLE 2: PURPOSE AND GOALS

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

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

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 physicians, ancillary sleep clinicians and polysomnographic technologists 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, ancillary sleep clinicians and polysomnographic technologists.

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 Academy and its objectives.

ARTICLE 3: FUNDS, DUES, AND ACTIVITIES

Funds of the Academy shall consist of monies raised by annual dues levied on the members, voluntary contributions to the, and income from any other source approved by the Board of Directors. No part of the net earnings of the Academy 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 Academy shall be located in the State of Virginia or at such place as the Board of Directors designate.

Section 4.2 The Academy may have other offices as directed by the Board.

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

ARTICLE 5: MEMBERS

Section 5.1 The Academy shall be composed of three classes of members as determined by the Board of Directors: Physician members, Allied Sleep Professional members and Affiliate members.

Section 5.1.1 Physician members shall be those individuals who hold a M.D. or D.O. Degree. Individuals holding a D.D.S/DMD degree or other doctoral degrees in the health care field are also included in this membership class. All physician members must be active in sleep disorders medicine. Physician members pay annual dues set by the Board of Directors. Physician members have full voting privileges.

Section 5.1.2 Allied Sleep Professional members shall be those individuals whose primary employment is in the Sleep Medicine Profession. Allied Sleep Professional members must include polysomnographic technologists and technicians, nurse practitioners and physician assistants. Allied Sleep Professional members with the Registered Polysomnographic Technologist (RPSGT) credential may serve as Officers on the Board of Directors and may also serve as Committee Chairs. Allied Sleep Professional members pay annual dues set by the Board of Directors. Allied Sleep Professional members have full voting privileges.

Section 5.1.3 Affiliate members shall be those individuals who have professional interest in the health care field, including individuals such as an RRT with certification, sleep center managers, and are active in aspects of sleep medicine. Affiliate members pay annual dues set by the Board of Directors. Affiliate members do not have voting privileges, may not serve on the Board but may serve on Committees as assigned by Committee Chairs.

Section 5.2 Procedures for Membership

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

Section 5.3 Annual Business Meetings of the Board of Directors.

There shall be at least one annual business meeting of the Board held during the calendar year. Additional meetings of the membership will be held pursuant to action by the Board of Directors.

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 Officers and Board of Directors.

ARTICLE 7: OFFICERS

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

Section 7.2 Officers as Directors. All Officers are members of the Board of Directors and report to the President. All Officers must either be Board Certified in Sleep Medicine (including ABSM, ABMS or BSM) or a Registered Polysomnographic Technologists (RPSGT).

Section 7.3 Eligibility

- a. Only Members in good standing shall be eligible to serve as Officers of this Academy.
- b. A Member employed solely by a commercial company or supplier of a product or service to member individuals shall be ineligible to serve as an Officer of this Academy.
- c. Officers must be an active staff member of an American Academy of Sleep Medicine (AASM) accredited sleep center or an AASM accredited sleep laboratory.

Section 7.4 Election and Term of Office

- a. The President shall serve a term of two (2) years as President.
- b. The President-Elect shall serve a term of two (2) years as President-Elect.
- c. Following his or her term as President, he or she will serve a two (2) year term as Immediate Past-President.
- d. The Secretary shall serve a term of two (2) years as Secretary. The Secretary shall be elected to a two-year term and shall not be eligible for re-election for a consecutive term to this position.
- e. The Treasurer shall serve a term of two (2) years as Treasurer. The Treasurer shall be elected to a two-year term and shall not be eligible for re-election for a consecutive term to this position.
- f. 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, 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, Secretary or Treasurer, the vacancy may be filled by action according to the Board of Directors.
- c. The fulfillment of a vacancy shall not constitute a term, and an appointed successor shall serve until the next election of the Academy in which they become eligible for general election.

Section 7.6 President

- a. The President shall be the Chief Executive Officer of the Academy with responsibility for the general supervision, direction and control of the business affairs of the Academy in conformity with Academy 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 shall be or 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 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 Academy.
- g. The position of President shall be held either by an ABSM, ABMS or BSM certified Physician member or an Allied Sleep Professional member with the RPSGT credential. Years in which the President is a Physician member, the position of Secretary shall be held by an Allied Sleep Professional member. Years in which an Allied Sleep Professional member is President, the positions of Secretary shall be held by a Physician member.

Section 7.7 President-Elect

- a. In the absence or disability of the President, the President-Elect shall assume all the duties, power, 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.

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 Academy.
- b. The Secretary shall submit full and complete records of proceedings for approval by the Board of Directors.
- c. The Secretary shall have such other powers and duties as may be prescribed by the Officers and Board of Directors.
- d. The position of Secretary shall be held either by a Physician member or Allied Sleep Professional member. Years in which the Secretary is a Physician member, the position of President shall be held by a Allied Sleep Professional member. Years in which a Allied Sleep Professional member is Secretary, the position of President shall be held by a Physician member.

Section 7.9 Treasurer

- a. The Treasurer shall be the Chief Financial Officer of the Academy.
- b. The Treasurer shall monitor the receipts and distribution of funds of the Academy and shall present quarterly financial reports to the Board of Directors.
- c. The Treasurer shall submit an annual financial report to the Board of Directors for approval. An audit may be called, at any time, by the Board of Directors to be performed by a Certified Public Accountant
- d. The 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 Treasurer shall be held either by a Physician member or Allied Sleep Professional member.

Section 7.10 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 and Treasurer, and five Directors elected by the eligible voting members of the Academy. The Board shall maintain a composition which requires that at least six members of the Board are Physician members and at least two (2) members of the board are Allied Sleep Professional members with the RPSGT credential.

Section 8.2 Terms

a. . Election of Board members shall occur at each Annual Meeting of the VASM membership. The terms of Directors shall be staggered. Board members elected in 2011 shall serve staggered terms of one, two, or three years. Thereafter, Directors shall serve three-year terms. Each Director shall hold office until the Annual Meeting when his/her term expires and until his/her successor has been elected and qualified.

Section 8.3 Powers and Duties: Between Annual Business meetings of the Academy, the property, business and affairs of the Academy 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 Academy for the continued growth and financial stability, development of policies and periodic assessment of the needs of the membership, continual maintenance and surveillance of the affairs and funds of the Academy.
- b. Establishment of standing rules.
- c. Creation and conferment of special awards.
- d. Acceptance, on behalf of the Academy of grants, contributions, gifts, bequests, or other property to follow the purposes of the Academy.
- 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 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 Academy 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 Academy, 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 six members of the voting Directors at the beginning of a meeting shall constitute a quorum for conduction of 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 the 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 email poll by a majority 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 Physician or Allied Sleep Professional 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 sleep medicine within six (6) months preceding their installation.
- c. An Officer or Director must complete an annual conflict-of-interest statement that will be reviewed by the Executive Committee.

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 Academy 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 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.

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 seven (7) days prior to the meeting date.

Section 8.14 Compensation of Directors: Directors shall not receive any 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 from serving in any other capacity and receiving compensation for such services.

Section 8.15 Absence: Any Director or Officer 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 Director, Officer, employee, or other appointee of the Academy or is or was serving at the request of the Academy 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 Academy 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 Academy) by reason of the fact that such person is or was an agent of the Academy against expenses, judgments, fines, settlements, and other amounts actually and reasonable incurred in connection with such proceeding to the maximum extent permitted by the Virginia 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 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.

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 Academy.
- b. The Officers and 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, 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.

Section 11.2 Standing Committees: Members of all Standing Committees shall be nominated by the Committee Chair 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 Academy for the positions for President-Elect, Secretary, Treasurer, Director(s) and awards presented by the Academy.
- 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 Academy shall be from October 1 through September 30.

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 Academy.

Section 12.3 Dues

- a. Dues are subject to change by a majority of the voting members at the Annual Business Meeting of the Academy 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.

ARTICLE 13: DISSOLUTION

In the event of dissolution or final liquidation of the Academy 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 Academy. Distribution of funds shall be designated by the and 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 Virginia Corporation Act. The Amended Articles shall be executed and filed in accordance with the aforementioned stated law.

Section 16.2 Procedure to Amend the Academy Bylaws

- a. Amendments may be presented in writing to the President by any member in good standing. The President shall forward said proposed amendments within thirty (30) days of receipt to all members of the Board of Directors.
- 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 an Academy publication.