



# Bylaws of Southern Sleep Society

The Bylaws of Southern Sleep Society Sleep Society constitute the rules adopted for the regulation and management of its affairs. The organization will have the purposes and powers stated in the **Articles of Incorporation**, which were established in the State of Alabama on September 12, 1988.

## **Article I: Principle Office:**

The current office is located at 422 Wildwood Way in the city of **Belleair** in the state of **Florida**. The location of the corporate office may change from time to time or the corporation may have other offices, either within or without the State of Incorporation as the Board of Directors deems necessary.

## **Article II: Meetings**

**2.1- Place of Meetings:** The meetings of the membership shall be held at such place, either within or without the States of Florida and Texas as may be fixed by the Board of Directors.

**2.2- Annual Membership Meetings:** The annual meeting of the membership shall be held each year for the transaction of business and for the election of open positions on the Board of Directors. The annual membership meeting may be held during the annual educational meeting.

**2.3- Special Meetings:** A special meeting of the membership, other than those regulated by statute, may be called at any time by the President with approval from the majority of the Board of Directors. A *notice of the meeting* shall be sent to Board members. During this special called meeting, no other business shall be transacted other than that stated in the *Notice of the Meeting*.

**2.4- Notice of Meetings:** A written or printed *notice of the meeting* shall be sent to all members in good standing stating the **place, day and hour** of every meeting of the membership, and in case of a special meeting, the purpose for which the meeting is called shall be stated in the notice. Notice of the meeting shall be sent to all members in good standing no less than three weeks nor more than six months prior the date of the membership meeting. Notice shall be provided either at the mailing address or email address of record. If notice is mailed, it shall be deemed delivered when deposited in the U.S. mail. If notice is emailed, it shall be deemed delivered if not returned as undeliverable. Membership meetings may not be held without providing notice to members entitled to vote. **Proxy voting** is not allowed at membership meetings.

**2.5- Quorum:** A simple majority of the membership entitled to vote who are present in person at any meeting duly called shall constitute a quorum for the transaction of business. The meeting may proceed with the majority of the membership present for that particular meeting. Alternatively, if less than a quorum attends the called meeting of membership, the meeting may also be adjourned by the majority of the members present without notice other than by announcement at the meeting.



## Bylaws of Southern Sleep Society

**2.6- Voting:** Each member in good standing and in attendance at a membership meeting is entitled to vote on any business brought before the membership. Each member shall have one in-person vote.

**2.7- Order of Business:** The order of business for membership meetings shall include an agenda in the order below unless otherwise altered by the Board of Directors.

1. Call to order
2. Proof of notice of meeting or waiver of notice
3. Reading of minutes and acceptance of preceding meeting
4. Reports of officers
  - a. Treasurer's Report
  - b. Secretary's Report
  - c. President's Report
5. Reports of Committees
6. Election of Directors when applicable
7. Selection of Educational Conference Site
8. Unfinished Business
9. New Business
10. Adjournment

### Article III: Board of Directors

**3.1- General Powers:** The property, business and affairs of the Southern Sleep Society shall be managed and controlled under the direction of The Board of Directors, and, except as otherwise expressly provided by law, the Articles of Incorporation or these Bylaws. All the powers of the organization shall be vested in the Board. Such management and general control shall be by majority vote of the Board of Directors with each Director having one equal vote.

**3.2- Number of Directors:** The number of Directors constituting the Board of Directors shall be 6: President, Secretary, Treasurer, Immediate Past President and **two Directors-at-Large** who may be either past officers/directors or newly elected members.

#### **3.3- Election, Terms of Office and Removal of Board Members**

1. All elected Directors must be in good standing and current on dues.
2. All Directors are elected to **two-year terms** and until their successors are elected.
3. Any Director may be removed from office by a majority vote from the Board of Directors.
4. Vacancies occurring on the Board of Directors may be filled by an affirmative vote by majority of remaining Directors. The term of office of any Director so elected shall expire at the next annual membership meeting when Directors are elected.



## Bylaws of Southern Sleep Society

5. The term of office of the Treasurer does not expire until the Board of Directors or the membership deem it necessary to vote in a new Treasurer.
6. **Directors-At-Large** serve on the Board of Directors but are not Executive officers of the Society. They have all the responsibilities, oversight and voting rights of the Board of Directors and are eligible to succeed to positions of officers.
7. Any member of the Society in good standing and current on dues is eligible to be elected to the Board of Directors.

**3.4- Quorum of the Board of Directors:** The majority of Directors present at a meeting shall be the act of establishing a quorum of the Board of Directors to conduct the business of the organization.

**3.5- Regular Meetings of Directors:** The Board of Directors shall meet without notice immediately before or after the annual membership meeting in the same place as the annual membership meeting.

**3.6- Special Meetings of Directors:** Special meetings of Directors may be called by the President, other duly authorized officer or any two Directors. The person or persons authorized to call special meetings may designate the place/ time of the special meeting of Directors.

1. Special meetings may also be held via conference call, Skype or other media that allows participation of all Directors.
2. Notice of any special meeting of Directors shall be provided at least 10 days prior to the meeting in written format either via posted mail or email. If notice is mailed, it is deemed to be delivered when deposited in the U.S. Mail. If emailed, it is deemed delivered if the email is not returned to sender.
3. The attendance of a Director at a meeting shall be deemed to be a waiver of notice of such meeting.
4. Special meetings may be held at any time without notice if all Directors are present.

**3.7- Compensation: Directors** may not receive a fee or be allowed expenses for attendance at meetings.

1. The **President** shall be compensated at the annual meeting with room, board, airfare and registration fees to attend the educational conference, but will not receive a fee for attendance or payment of membership dues.
2. **Meeting Coordinator** shall be paid a fee which is approved by the Board of Directors for planning and carrying out the annual educational conference. Meeting Coordinator shall be reimbursed for all expenses incurred in transacting business for the organization, including maintaining an office, telephone and fax number, email address, website and meeting registration website for the organization. Other reimbursable expenses include room, board and airfare to



## Bylaws of Southern Sleep Society

attend the educational conference, and reimbursement of expenses to staff members who assist the meeting coordinator with registration and other needs during the annual educational conference.

**3.8- Manner of Acting:** The act of the majority of Directors present at a meeting in which a quorum is present shall be the act of the Directors.

**3.9- Informal Action by Directors:** Unless otherwise provided by law, any action taken at a meeting of Directors may be completed without a meeting if the Directors give unanimous written consent setting forth the action to be taken and signed by all Directors entitled to vote on the action.

**3.10- Executive and Other Committees:** The Board of Directors may designate committees (which may include Directors) as they see fit. The purposes for which committees are formed are to be designated by the Board. Committees may be dissolved by affirmative vote of the Board of Directors.

**3.11- Indemnification:** The Southern Sleep Society shall indemnify each of its Directors, officers and employees whether in service or not as such, against all reasonable expenses necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been made a party because he/she is or was a Director, Officer or Employee of the Southern Sleep Society. The individual shall have no right to reimbursement, however, in relation to matters as to which he/she has been adjudged liable to the Society for negligence or misconduct in the performance of his or her duties, or was derelict in the performance of his or her duties as Director, Officer or Employee. The right to indemnity for expenses shall also apply to expenses of lawsuits which are settled if the court having jurisdiction of the matter approves the settlement.

### Article IV: Officers

**4.1- Election and Terms of Office:** The officers of the Society shall be President, Secretary/Treasurer and Immediate Past President. The Appointed officer is the Meeting Coordinator.

1. The **President** is elected for a two-year term, followed by a two-year term as Immediate Past President. The President may only serve for two consecutive terms in this office.
2. The **Secretary** is elected for a two-year term and may only serve for two consecutive terms in this office.
3. The **Treasurer** is a non-expiring term until the Board of Directors or the membership deems it necessary to vote in a new Treasurer.
4. Officers are elected during the annual membership meeting.
5. Any two officers may be combined and held by the same person if the Board of Directors makes that determination.
6. **Removal of Officers and filling vacancies:** Any officer of the Society may be removed summarily with or without cause at any time, by the Board of Directors. Vacancies may be filled by the Board of Directors.



# Bylaws of Southern Sleep Society

4.2- **Duties of Elected Officers:** The officers shall have such duties as generally pertains to their respective offices as well as such powers and duties as defined by law or are hereinafter provided or as shall be conferred by the Board of Directors.

1. **Duties of the President:** Unless otherwise defined by the Board, the President shall be the Chief Executive Officer of the Society and shall be primarily responsible for the implementation of policies of the Board of Directors and shall have the authority over the general management and direction of business and operations of the Southern Sleep Society, subject only to the ultimate authority of the Board of Directors. The President presides at all annual membership meetings and educational conferences and at all Board meetings. The President may sign and execute, in the name of the Southern Sleep Society, and may assign duties to the Meeting Coordinator as needed. The President shall perform all duties incident to the Office of the President and such other duties as may be assigned by the Board of Directors. The President is responsible for developing the agenda and obtaining speakers for the annual educational conference and has the authority to form an **Educational Planning Committee** to assist with designing and developing the agenda for the annual educational conference. The President and Educational Planning Committee should adhere to the educational guidelines and budget as decided by the Board of Directors. The President must either sign or co-sign all contracts related to the business of Southern Sleep Society. When the President secedes to the office of **Immediate Past-President**, he/she may act in the stead of the sitting President if deemed necessary.

2. **Duties of the Immediate Past President:** The Past-President sits on the Board as a Director and is also able to act in the stead of the sitting President if deemed necessary. Other duties include sitting on the educational planning committee and acting in other capacities as authorized by the Board of Directors.

3. **Duties of the Secretary:** The Secretary shall act as secretary at all membership meetings and Board of Directors meetings, and when requested, also act as secretary at the meetings of Committees of the Board of Directors. The Secretary shall keep and preserve the minutes of all such meetings in permanent records and ensure that all required notices to be provided by the Society are duly provided. The Secretary shall maintain custody of the seal of the Corporation and affix the seal or cause it to be affixed to all documents the execution of which on behalf of the Society under its corporate seal is duly authorized in accordance with law or the provisions of these bylaws. He/she shall also invest and dispose of the property of the society subject to approval of the Board of Directors.

4. **Duties of the Treasurer:** The Treasurer shall receive and collect donations, bequests, gifts, grants and all other sums becoming due to the Society. The Treasurer shall sign checks, maintain the financial records, and maintain complete records of all transactions. The Treasurer shall present a Treasurer's Report to be submitted to the Board of Directors at the annual membership meeting. The Treasurer shall maintain financial oversight over all income and payments from the annual meeting and shall co-sign contracts for venues for the annual meeting.



# Bylaws of Southern Sleep Society

The Treasurer shall maintain custody of all deeds, leases, contracts, and other important corporate documents, have charge of the books, records and papers of the Corporation relating to its financial records.

**5. Duties of the Educational Meeting Coordinator:** The meeting coordinator shall be responsible for maintaining an executive office for Southern Sleep Society, which includes address, phone number, cell phone number, fax number, email address, website and storage facility. The meeting coordinator is also responsible for developing the agenda and obtaining speakers for the annual Technologist Educational Course, obtaining venues for the annual Southern Sleep Society educational conference, setting up and maintaining registration site, updating and maintaining the Southern Sleep Society’s website, corresponding with meeting attendees, speakers and exhibitors, obtaining exhibitors and applying for grants for support of the annual conference, obtaining continuing education credits for allied health professionals, obtaining physician CME and adhering to all requirements by CME provider, maintenance of pre-registration, on-site registration and post-registration activities and maintaining the day-to-day operations of the Southern Sleep Society. The meeting coordinator is responsible for reporting all financial transactions (income and expenses) related to the annual conference to the Treasurer and the Board of Directors prior to the membership meeting. The meeting coordinator acts as the main contact for the Southern Sleep Society.


## Article V. Amendments

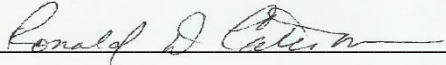
Proposals to alter, amend or repeal the Bylaws of Southern Sleep Society shall be referred to the Board of Directors for consideration. The Board of Directors shall report in person or by mail/email the results of their consideration, together with their recommendation to be presented at the next annual meeting of the membership. Following the report of the Board of Directors, an affirmative vote of the simple majority of members present and entitled to vote shall be required for the alteration, amendment or repealing of the Southern Sleep Society bylaws.


## Article VI. Fiscal Year

The fiscal year of the Southern Sleep Society will be the calendar year.

Amended and adopted by the Board of Directors by resolution on **10/25/2008** –retyped and updated on 1/5/2017

William Broughton, MD, President 

Ronald Cates, MD, Treasurer 

Gregory Carter, MD, Immediate Past President 

Denise Sharon, MD, Sect/Chair of Bylaw Committee 