

AMENDED AND RESTATED BYLAWS OF THE
MICHIGAN SOCIETY OF ANESTHESIOLOGISTS
AS ADOPTED MARCH 8, 2008 AND AMENDED AND RESTATED ON _____, 2021

I. NAME

1.00 The name of this society is the Michigan Society of Anesthesiologists, also referred to hereafter as “the Society” or as “MSA”.

II. PURPOSE

2.00 It shall be the purpose of this Society to associate and affiliate into one organization all the reputable doctors of medicine in the State of Michigan who are engaged in the practice of, or are otherwise interested in the medical specialty of Anesthesiology; to encourage specialization in this field and in other ways make available to more people the benefits to be derived from the services of qualified anesthesiologists; to raise the standards of the specialty by fostering and encouraging research and scientific progress in anesthesiology; to disseminate information in regard to anesthesiology; to protect the public against irresponsible and unqualified practitioners of Anesthesiology; to safeguard the interests of its members, and in all ways to develop and further the specialty of Anesthesiology for the general elevation of the corporate purposes as detailed herein; to carry on such organization functions and activities as are deemed necessary to effectively accomplish the above purposes: PROVIDED, however, that the Society shall engage in no activities that cannot be construed as relevant, incidental, or necessary to its charitable, educational, and scientific purposes.

III. MEMBERSHIP

3.00 Membership in this Society is a privilege and not a right, and is contingent upon compliance with the requirements specified in the Bylaws and the Policies and Procedures Manual of this Society. No person shall be accepted, or be continued, as a member of this Society, except those of good moral character and who adhere to the traditionally high ethical standards of the medical profession.

3.10 The categories of membership of this Society are Active, Affiliate, Educational, Honorary, Life, Medical Student, Resident, and Retired. Members in each category must comply with the requirements for the corresponding membership category in the American Society of Anesthesiologists, and maintenance of continued membership in this Society requires maintenance of membership in the American Society of Anesthesiologists. Members may also be required to comply with such additional requirements and application procedures as may be designated in the Policies and Procedures Manual of the Michigan Society of Anesthesiologists.

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3.20 Maintenance of membership requires timely payment of dues and assessments in accordance with these Bylaws and this Society's Policies and Procedures Manual. The Policies and Procedures Manual may designate conditions resulting in automatic loss of membership for non-payment of dues and assessments, provided, however, that such conditions shall assure a grace period of no less than 30 days from final notice prior to loss of membership.

3.30 Privileges of membership

3.31 All members of this Society shall have the privilege of attendance at the scientific and business sessions of this Society's Annual Meeting, and shall be eligible for appointment to appointed positions in the Society, subject to such limitations as may be included in the Policies and Procedures Manual.

3.32 Active and Life members shall enjoy all the privileges of membership, specifically including the right to make and second motions and to vote on all matters before the Society ~~at~~ during its Annual Meeting and ~~at~~ during special meetings of the membership, and to be nominated for and elected to elected positions, plus such other privileges and benefits as the Society and the Board of Directors may grant from time to time or as shall be included in the Policies and Procedures Manual.

3.32 Affiliate, Educational, Honorary, Medical Student, Resident, and Retired shall enjoy such privileges and benefits as the Society and Board of Directors shall grant from time to time or as shall be included in the Policies and Procedures Manual.

3.40 The Board of Directors shall include in the Policies and Procedures Manual the necessary provisions for discipline of members, to include

3.41 Procedures for bringing charges, investigation of charges, and determination of whether charges are warranted and supported by sufficient fact or evidence

3.42 Options for punishment, including, but not limited to, censure, suspension of membership, or expulsion from membership (but not for a period to exceed two years)

3.43 Procedures for appeal of initial actions, for re-application for membership once disciplined, and for re-instatement of membership

3.44 If a suspended or expelled member holds any elected or appointed position in the Society, or as a representative of the Society to other bodies, that position automatically shall ~~become automatically~~ vacant upon the member's suspension or expulsion.

3.50 The principles of medical ethics of the American Medical Association and of the American Society of Anesthesiologists, as established in writing by each of those organizations, shall govern the conduct of members of this Society. Furthermore, it is considered a fundamental principle of this Society that the efficient and effective medical care of the public rests upon the close personal and confidential relationship between the physician and his/her patient.

IV. OFFICERS, DIRECTORS, AND ELECTIONS

4.00 The Officers of this Society shall be a President, President-Elect, Secretary-Treasurer, and Immediate Past President. No member may hold more than one of these offices at the same time.

4.01 The President-Elect and the Secretary-Treasurer shall be elected by the Society **at** during the Annual Meeting

4.02 The President-Elect shall automatically succeed to the office of President at the conclusion of the term as President-Elect.

4.03 The President shall automatically succeed to the office of Immediate Past President at the conclusion of the term as President.

4.10 This Society shall also elect:

4.11 Members of the Board of Directors consisting of not less than fifteen (15) or more than twenty-seven (27) Directors. Except as provided in Section 4.39 and Section 5 of these Bylaws, all Directors shall be elected at-large by the members. The Directors terms in office shall be staggered with no less than five (5) or more than eight (8) to be elected each year at the Annual Meeting.

4.12 An ASA District Director and ASA Alternate District Director to serve on the Board of Directors of the American Society of Anesthesiologists.

4.13 ASA Delegate(s) and Alternate Delegate(s) to serve as members of the House of Delegates of the American Society of Anesthesiologists.

4.14 An MSMS Delegate and Alternate Delegate to serve as members of the House of Delegates of the Michigan State Medical Society.

4.20 To be eligible for election to an officer position, a member shall have been a member of the MSA for no less than two years at the time of election. To be eligible for election to any other elected position, a member must be a member of the MSA in good standing, as defined in the Policies and Procedures Manual, at the time of election.

4.30 Nominations, elections and term of office

4.31 The Nominating Committee shall provide a slate of eligible candidates for open positions (those for which the term of office of the incumbent is scheduled to expire) to be elected **at** during the Annual Meeting of the Society at least four weeks prior to that meeting, and to include each year no less than five and no more than eight candidates for MSA Director positions.

4.31.1 The Nominating Committee, in preparing its slate, shall give consideration first of all to the specific needs of the Society, including appropriate skills and characteristics of candidates for the specific office, and also to the need in any given year, and from year to year, for balanced representation of geographical areas of the Society, as well as of practice model, gender, age, and other factors it may consider important, but the committee shall not be held to any specific requirements for such balance.

4.32 Additional nomination of eligible candidates for any elected position may be made from the floor, or virtually as otherwise provided, during the meeting

4.33 If there is a single candidate for an officer position, or for ASA ~~District~~ Director or ASA Alternate ~~District~~ Director, that candidate may be elected by the voting members of the Society at during the Annual Meeting by voice vote.

4.34 If the number of candidates for any other elected position (i.e., at-large directors, ASA Delegates and Alternate Delegates, or MSMS Delegate and Alternate Delegate) does not exceed the number of open positions, those candidates may be elected by the voting members of the Society at during the Annual Meeting by voice vote

4.35 In all other circumstances, election shall be by the voting members of the Society at during the Annual Meeting voting by ballot, cast ~~either~~ in person or by absentee ballot as permitted by these Bylaws (but not both) or virtually per Section 6.04 by means of electronic transmission permitted by the Act if authorized by the Board of Directors, with a majority of legal votes cast required for election of officers, the ASA District Director, and the ASA Alternate District Director, and with a plurality required for election to other positions.

4.36 If an elected position requiring a majority for election is not filled by the required majority vote, the candidate receiving the smallest number of votes shall be removed from consideration, and an additional ballot cast, with this procedure repeated until the election is completed.

4.37 If the procedures described herein are not sufficient to cause an election to be completed, the members present at during the meeting may, by majority vote, adopt such additional procedures as are necessary to complete the election.

4.38 The term of office for those elected at during the annual meeting shall commence upon adjournment of the Society's business meeting at which they are elected, and shall conclude at the adjournment of the Society's business meeting most closely corresponding to the end of their term; such terms of office shall be:

4.38.1 For officer positions, two years;

4.38.2 For MSA directors, three years;

4.38.3 For the ASA ~~District~~ Director and ASA Alternate ~~District~~ Director, three years, or such other terms as may be required by the American Society of Anesthesiologists;

4.38.4 For ASA and MSMS Delegate(s) and Alternate Delegate(s), terms consistent with the requirements of the ASA and the MSMS respectively, or, if there are no applicable requirements, terms as provided for in the Policies and Procedures Manual;

4.38.5 Officers and Directors filling vacant positions shall have these as described in Section 4.50 of these Bylaws; and

4.38.6 If an office is not filled by the usual election process for any reason, the incumbent, even though the term of office has expired, will continue in that position and carry out its responsibilities and duties until such time as the election of a successor is completed.

4.39 To the extent that the election process at the Annual Meeting does not fill all eight positions permitted each year for MSA Directors, the Board may elect additional members as MSA Directors, up to the permitted eight positions, for terms corresponding to that of the unfilled positions, and even if all eight positions are filled, the Board may elect one additional member as an MSA Director for a three-year term each year, if the Board feels this is in the best interests of the Society.

4.40 In addition to those duties specified in these Bylaws, the duties of officers and other elected positions shall be described in the Policies and Procedures Manual, provided that any elected official of the Society may be assigned additional or different duties by the Society, Board of Directors, Executive Committee, or the President, to the extent that such duties do not conflict with these Bylaws.

4.40.1 The President shall preside ~~at-over~~ all Annual Meetings of the Society, ~~at-over~~ all meetings of the Board of Directors, and ~~at-over~~ all meetings of the Executive Committee. If the President chooses not to preside, the President-Elect shall preside, and if both decline to preside, the membership of the body meeting may elect a chair pro-tem, who need not be a member of that body.

4.40.2 The President-Elect shall specifically have the duty and power to carry out the duties of the President in the temporary absence or incapacity of the President, if urgency requires the execution of specific duties. Appointments made by the President-Elect in the absence of the President shall require the approval of the Executive Committee or the Board.

4.50 Vacancies in office result when a position has been filled by election, and the member elected is then unable, for any reason, to complete the term to which the member is elected, or is removed from that position. All matters related to determination of vacancy, if in question, may be resolved by action of the Board of Directors, or between meetings of the Board, if urgent, by action of the Executive Committee. Declaring an office vacant shall require a three-fourths vote of the Board.

4.50.1 A vacancy in the office of President shall be automatically filled by the President-Elect for the balance of the term of office. If the President-Elect thus filling the vacancy serves less than one year as President, the conclusion of that term shall be followed by service of a full term as President. If the office of President-Elect is vacant when a vacancy in the office of President occurs, the Secretary-Treasurer (or, in the absence or vacancy of that office, any other senior member of the Board) shall temporarily carry out the duties of the office of President and shall call a special meeting of the Board of Directors as rapidly as possible, at which meeting the Board shall fill all vacancies, including that of President-Elect, by election.

4.50.2 A vacancy in the office of President-Elect shall ordinarily be filled by election of a new President-Elect by the membership at the next Annual Meeting, and if in mid-term, this election shall be for the remaining term of that office.

4.50.3 A vacancy in the office of ASA District Director shall be filled automatically by the ASA Alternate District Director until the next Annual Meeting, at which time an ASA District Director shall be elected by the membership for the balance of the term of that office.

4.50.4 At the discretion of the Board of Directors, a vacancy in any other office shall:
(i) Remain vacant until the next Annual Meeting, at which time the membership shall fill the vacancy by election, for the balance of the term of that office; or
(ii) Be filled by the Board of Directors, in such manner as it shall see fit, until the next Annual Meeting, at which time the membership shall fill the vacancy by election, for the balance of the term of that office.

4.50.5 If, in the judgment of the President, the duties of an office must be carried out and cannot wait until the Board meets to fill the vacancy, the President alone may assign the duties of that office to any eligible and qualified member on an interim basis, until the Board or the Annual Meeting fills the vacancy.

4.50.6 If time permits, the Nominating Committee may be consulted for its recommendations for candidates for the filling of vacancies.

4.60 Any member holding any office or other elected position may be removed from that office, with or without cause, prior to the expiration of the term of office, as follows:

4.60.1 By a motion adopted by secret ballot by a two thirds vote of the voting membership present and voting ~~at~~during any Annual Meeting, or ~~at~~during a special meeting called for that purpose; or

4.60.2 By a motion adopted by secret ballot by a three-fourths vote of the voting members present ~~at~~for a regular or special meeting of the Board of Directors, notice having been given in the call to the Board meeting of the intended removal.

V. BOARD OF DIRECTORS, EXECUTIVE COMMITTEE

5.00 The Society shall have a Board of Directors (also referred to as the Board), composed of:

5.01 Voting members, to include the:

5.01.1 Officers of this Society;

5.01.2 MSA Directors;

5.01.3 ASA ~~District~~ Director and Alternate ~~District~~ Director;

5.01.4 ASA Delegate(s) and ASA Alternate Delegate(s); and

5.01.5 MSMS Delegate and MSMS Alternate Delegate.

5.02 Non-voting members, to include the:

~~**5.02.1** The Chairs of the Departments of Anesthesiology at Wayne State University, Henry Ford Hospital, and the University of Michigan, plus such additional Chair(s) of Departments of Anesthesiology in Michigan as designated by act of the Board of Directors, either by action taken each year, or by adoption of policies in the Policies and Procedures Manual~~

~~**5.02.2** The four two officers of the Resident Physician Section.~~

5.02.1 A representative from each academic anesthesiology program in the state.

5.02.2 The two officers of the Resident Physician Section.

5.03 Each voting member of the Board of Directors shall have exactly one vote on the Board, even if that member holds more than one of the positions on the Board.

5.10 The Board of Directors shall have the following powers and/or duties:

5.10.1 to take all actions that are required to maintain and operate this Society between meetings of the membership;

5.10.2 to take all actions that these Bylaws otherwise grant to the membership during its annual meeting, between meetings of the membership, except the:

(i) election of officers (as distinguished from filling vacancies in office, and except the election of MSA Directors by the Board as provided for in these Bylaws);

(ii) amendment of bylaws; and

(iii) actions in conflict with actions or policies adopted by the membership during an annual meeting.

5.10.3 to adopt and amend the content of this Society's Policies and Procedures Manual, by majority vote, unless a different vote requirement is directed by the Society or by the Board of Directors, provided that no provisions of that manual shall conflict with these Bylaws, with this manual to include, but not be limited to:

(i) policies governing details of committee structure, duties, and operations;

- (ii) policies governing the duties of officers and other elected leaders and representatives of this Society;
- (iii) policies governing programs and activities to promote the interests of the medical specialty of anesthesiology and of the members of this Society;
- (iv) policies governing membership application, payment of dues and assessments, and maintenance of membership; and
- (v) policies and procedures related to disciplinary matters of this Society against its own members.

5.10.4 to take such actions as are necessary to carry out the directions of the membership as adopted during an Annual Meeting;

5.10.5 to take all actions necessary to carry out duties assigned to the Board elsewhere in these Bylaws;

5.10.6 to manage the fiscal affairs of this Society between meetings of the membership, with final authority, and in this area alone, not bound by prior actions of the membership, although such actions should be given serious consideration by the Board;

5.10.7 to set annual dues for each membership category by majority vote, and to levy assessments on members in some or all membership categories by three fourths vote, of those present and voting at a meeting of the Board of Directors;

5.10.8 to indemnify any person for any liability, claim, or expenses incurred, or to be incurred, by actions taken by that person as an elected official or employee of the Society, with the details of any such indemnification policies provided in the Policies and Procedures Manual, and with additional indemnification beyond that in the Manual allowed by action of the Board; and

5.10.9 to establish additional committees of the Board of Directors as necessary to facilitate the conduct of its business.

5.20 The Board of Directors shall meet regularly in association with the annual meeting of the ~~s~~Society, and at such other times as the Board of Directors shall determine ~~at~~ during that meeting and ~~at~~ during any subsequent meetings, with all business properly within the powers of the Board permissible ~~at~~ during such regular meetings.

5.20.1 Special meetings of the Board of Directors may be called by the President, or by majority vote of the Executive Committee, or by petition by a majority of the entire voting membership of the Board, for conduct of specific business.

- (i) The Secretary-Treasurer or the President shall set the date, time and place of the special meeting to occur within thirty days or less, and shall provide written or email notice of the meeting, ~~by first class mail postmarked no less than two weeks~~

~~prior to the date of the meeting~~, to all members of the Board at their most recent mailing address or email address on record, said notice including the date, time, place, and business to be conducted, at least three (3) days prior to the meeting. The special meeting may be conducted at a designated place or electronically by Remote Technology.

(ii) No other business may be conducted ~~at~~ during a special meeting of the Board except that business specified in the call to the meeting, and any closely related matters needed to implement the business for which notice was given.

5.21 Meetings of the Board of Directors shall be open to all voting and non-voting members of the Board, and the chairs of all Standing and Special Committees of this Society and of the Board, and such other members of the Society that the Board may approve for attendance as guests.

5.22 Only voting members of the Board of Directors may make motions, second motions, and vote on actions of the Board of Directors

5.23 Both voting and non-voting members shall have equal privileges of debate on all matters before the Board of Directors, and chairs of committees shall have equal privileges of debate on all matters pertaining to the activities of their committee. Others attending board meetings shall not have the privilege of debate, except as granted by majority vote of the Board.

5.24 On matters dealing with contracts, evaluation of staff, discipline of members, and such other matters as the voting members of the Board may determine by majority vote, the Board may go into executive session by majority vote, during which time only voting members of the Board may be in attendance and participate in the business of the Board, except to the extent that the Board, by majority vote, chooses to permit the attendance of any person whose presence is felt to be necessary to assist in the deliberations at hand. Members of the Board are obliged to honor the secrecy of such executive sessions, and are subject to disciplinary action by the Board if such obligation is violated.

5.25 A quorum is necessary ~~at~~ during meetings of the Board of Directors to take any action. A quorum shall be one third of the total voting membership of the Board. The vote of a majority of the voting membership of the Board of Directors or of the Executive Committee present at a meeting at which a quorum is present constitutes the action of the Board of Directors or Executive Committee, unless the vote of a larger number is required by these Bylaws, the articles of incorporation, or the Act.

5.26 This Society shall have an Executive Committee, composed of:

5.26.1 Voting members:

(i) The President, President-Elect, Secretary-Treasurer, Immediate Past President, and no less than one (1) nor more than five (5) additional members who must be either voting or non-voting members of the Board of Directors, or Standing Committee chairs, who may be elected annually by the Board, or who may be designated by the Board in the Policies and Procedures Manual as members of the Executive Committee by virtue of the positions they may hold in the Society.

(ii) Non-voting members consisting of such additional non-voting members, who must be either voting or non-voting members of the Board, or Standing Committee Chairs, as the voting members of the Executive Committee shall determine, but not to exceed four in number.

5.27 The Executive Committee may invite such other MSA members or staff as it feels appropriate, as determined by majority vote of the voting members of the Executive Committee, or by invitation of the President, to participate in the deliberations of the Executive Committee, either on a regular basis, or for any specific meeting, or during the consideration of any specific matter or matters, to the extent that the Executive Committee determines.

5.28 The Executive Committee shall meet at the call of the President, and may exercise the powers of the Board of Directors between meetings of the Board, but not to include:

5.28.1 Adoption or amendment of the content of the Policies and Procedures Manual;

5.28.2 Setting dues or establishing assessments; or

5.28.3 Filling vacancies in office and/or election of Directors as provided under Section 4.39, except such powers as these Bylaws elsewhere grant regarding resolution of questions of vacancy.

5.29 A quorum is necessary ~~at~~ during meetings of the Executive Committee to take any action. A quorum shall be half of the total voting membership of the Executive Committee.

5.30 The Board of Directors may adopt such procedural rules for the conduct of its meetings, or for the meetings of the Executive Committee, as it sees fit from time to time, by inclusion of such rules in the Policies and Procedures Manual. Such rules, to the extent that they may conflict with the rules in the adopted parliamentary authority, shall have precedence over the parliamentary authority, but these rules may not conflict with the Bylaws of this Society.

VI. MEETINGS

6.00 There shall be an Annual Meeting of the membership of this Society, held at the time and place fixed by the Board of Directors, and with such registration fees as the Board of Directors may determine. Notice of an Annual Meeting shall be given to all members of the Society in the same manner and within the same time as required or permitted for notice of a special meeting of the members per Section 6.12 of these Bylaws.

6.01 The Annual Meeting shall include a business meeting to conduct the business of this Society as required elsewhere in these Bylaws, and such other business as the Board of Directors and the Society shall determine.

6.02 The Annual Meeting may include educational sessions and other activities as the Board of Directors and the Society shall determine.

6.03 The Policies and Procedures Manual shall include those details of administration of the Annual Meeting not provided for in these Bylaws, and the Board of Directors may determine any matters related to the conduct of the Annual Meeting for which there is no other provision.

~~6.04 Should a situation arise prohibiting an annual meeting or special meeting from being conducted in person, the board of directors may elect to hold these meetings by telephone conference call, video conference, web-based conference, or other technology, either in place of, or as a supplement to a physical meeting, provided the technology permits all members in attendance, either in person or via the technology utilized, to hear all other members in attendance simultaneously, to be verified and accounted for by MSA administrators, and to have the ability for all attendees to vote electronically. Attendance at such a meeting where technology is utilized shall be equivalent to attendance in person.~~

6.10 Special meetings of the membership of the Society may be called by the Board of Directors by majority vote during a meeting of the Board, or by the affirmative vote of ~~a majority of~~ the entire voting membership of the Board of Directors without a meeting, as indicated by postal mail or email to the Secretary-Treasurer or to that officer's designee, or to the President, or by petition of no less than 10% of the active membership of the Society delivered to the Secretary-Treasurer or to the President of the Society.

6.11 A call for a special meeting, either by the Board or by a membership petition, must include the specific purpose for which that meeting is being called.

6.12 A special meeting having been called by the Board or by petition from the membership, the Executive Committee shall set the date, time and place of the special

meeting to occur within sixty days or less, and shall provide written or email notice of the meeting, ~~by first class mail postmarked~~ no less than ~~two weeks three~~ ten (10) days prior to the date of the meeting, to all members of the Society at their most recent mailing address or email address on record, said notice including the date, time, place, ~~and~~ business to be conducted and, if applicable, a description of any dial-in, login or other means of remote communication by which a member may participate if the Board of Directors authorizes Remote Technology to be utilized at the meeting. ~~If the meeting will be conducted electronically, information to join the meeting will be provided to all voting members.~~ By furnishing an email address to the Society, a member consents to the giving of notice of a meeting by email or other form of electronic transmission authorized by the Board of Directors which is permitted by the Michigan Nonprofit Corporation Act (the "Act"), as existing as of the date this Section of the Bylaws is adopted or as the Act may thereafter be amended or superseded.

6.13 No other business may be conducted at-during a special meeting of the membership except that business specified in the call to the meeting, and any closely related matters needed to implement the business for which notice was given.

6.20 A quorum is necessary at-during an Annual Meeting or at-during a special meeting of the Society for the members to take action. A quorum shall be twenty-five members. Each member of the Society with the right to vote is entitled to one (1) vote on each matter submitted to a vote of members. Unless provided otherwise by these Bylaws, the articles of incorporation, or the Act, if an action is submitted for a vote of the members at an Annual Meeting or special meeting of the members, the action is approved or authorized if it receives the affirmative vote of a majority of the votes cast during the Annual Meeting or special meeting by the members entitled to vote on the action. Unless provided otherwise by these Bylaws, directors are elected by a plurality of the votes cast at an election. Unless otherwise provided by the articles of incorporation, abstaining from a vote or submitting a ballot marked "abstain" with respect to an action is not a vote cast on that action. Members must attend special meetings in person, or by Remote Technology if authorized by the Board of Directors, to participate in the business of that meeting, unless the meeting is held virtually as otherwise provided in these Bylaws. Members must attend the Annual Meeting in person, or virtually by Remote Technology if authorized by the Board of Directors, to participate in the deliberations and votes of the Annual Meeting, except;

6.20.1 Any member may be nominated for and elected to any elected position at-during the Annual Meeting without being present; and

6.20.2 Members residing more than 200 miles from the site of the Annual Meeting may vote in elections by absentee ballot, subject to such requirements as may be designated in the Policies and Procedures Manual; provided, however, that if the ~~If the meeting is held by Remote Technology, electronically,~~ such members may not vote by absentee ballot.

6.30 Meetings of this Society’s Board of Directors, Executive Committee, Standing committees, Special committees, or other constituent bodies, ~~other than including~~ the Annual Meeting and special meetings of the membership, may be held by telephone conference call, video conference, web-based conference, or other technology (collectively “Remote Technology”), either in place of, or as a supplement to a physical meeting, provided the Remote Technology permits all members in attendance, either in person or via the Remote Technology utilized, to ~~hear-communicate with~~ all other members in attendance simultaneously, and attendance at such a meeting by ~~the Remote Technology utilized shall be equivalent to attendance-constitute~~ presence in person at the meeting. The Board of Directors, Executive Committee, Standing Committee, Special Committee or other constituent body will determine whether to hold its meeting by Remote Technology, either wholly by Remote Technology or by combination of Remote Technology and physical presence. The Board of Directors will determine whether to hold an Annual Meeting and special meetings of the membership by Remote Technology, either wholly by Remote Technology or by combination of Remote Technology and physical presence. Notwithstanding that the Board of Directors may authorize holding one or more Annual Meetings and special meetings of the membership by Remote Technology as stated in the preceding sentence, it remains the Society’s expectation that its Members will normally attend such meetings by physical presence even if Remote Technology is authorized, except when the Board of Directors authorizes holding such meetings wholly by Remote Technology or, for meetings which the Board of Directors authorizes to be held by combination of Remote Technology and physical presence, when it is impossible for a member to attend by physical presence or in the circumstances addressed in Section 6.20.2 of these Bylaws apply. The Policies and Procedures Manual may include rules governing such meetings, as necessary.

VII. COMMITTEES

7.00 The Society shall have the following Standing Committees:

- 7.0.1** Committee on Bylaws and Rules
- 7.0.2** Committee on Practice Management
- 7.0.3** Committee on ~~Governmental~~ Legislative Affairs
- 7.0.4** Committee on Continuing Medical Education
- 7.0.5** Committee on Membership
- 7.0.6** Committee on Finance
- 7.0.7** Committee on Communications
- 7.0.8** Committee on Pain Management
- 7.0.9** Judicial Committee
- 7.0.10** Nominating Committee
- 7.0.11** Committee Residents & Medical Students
- 7.0.12** Committee on Rural Anesthesiology Access
- 7.0.13** Strategic Planning Committee
- 7.0.14** PAC Advisory Committee

7.10 Except as otherwise provided in these Bylaws or in the Policies and Procedures Manual, the chair and membership of all committees shall be appointed by the President, who may make these appointments late in his/her term as President-Elect in anticipation of the term as President.

7.10.1 The Judicial Committee shall be composed of five to seven members who have previously served as officers of the Society, but may not include current officers.

7.10.2 The Nominating Committee shall be composed of the President Elect as chair, and four additional members elected by the Board of Directors.

7.20 All committees shall have their duties established in the Policies and Procedures Manual, in addition to any specific duties in these Bylaws, and may have additional duties assigned to them by the Annual Meeting, the Board, the Executive Committee, or the President.

7.20.1 The Judicial Committee shall consider all matters regarding disciplinary proceedings, as detailed in the Policies and Procedures Manual, and in keeping with the rules therein, making recommendations which the disciplined member may accept without further action, or which the member may appeal to the Board of Directors for final decision.

7.30 The Society may have special committees from time to time, as needed.

7.30.1 The President may, with the approval of the Executive Committee or the Board, establish special committees.

7.30.2 The Executive Committee or the Board may, by adoption of a motion, establish special committees.

7.30.3 The members at an Annual Meeting may, by adoption of a motion, establish special committees.

7.30.4 Unless the motion establishing a special committee provides otherwise, the chair and membership of special committees shall be appointed by the President.

7.30.5 Unless otherwise provided in the motion establishing them, each special committee shall continue until the adjournment of the next Annual Meeting following their establishment or, if established by the President, until the end of the President's term, after which it will cease to exist, unless re-established for the ensuing year or term in the same manner as a new special committee.

7.30.6 The duties of a special committee shall be assigned to it by the President, or if established by motion, by the motion establishing it, and additional duties may be assigned to any special committee by the Annual Meeting, the Board, the Executive Committee, or the President.

7.30.7 A special committee can be added as a permanent committee if the Board of Directors approves the addition by a two-thirds vote of the voting members of the Board of Directors present at a meeting of the Board of Directors at which a quorum is present.

7.40 The powers of both Standing Committees and Special Committees shall be limited to those duties and powers assigned to the committee in the Bylaws and in the Policies and Procedures Manual, although the Annual Meeting or the Board may delegate additional powers to act to committees, except those powers specifically assigned to other bodies in these Bylaws.

VIII. PARLIAMENTARY AUTHORITY

8.00 The latest edition of *The Standard Code of Parliamentary Procedure* (original editions authored by Alice Sturgis) shall govern the affairs and meetings of this Society except when in conflict with these Bylaws or when in conflict with any other rules or provisions adopted by this Society or by its Board of Directors.

IX. AMENDMENTS

9.00 These Bylaws may be amended ~~at~~during any Annual Meeting, or at any special membership meeting called for that purpose, by a two-thirds vote of the voting members present and voting ~~at~~during that meeting.

9.0.1 Amendments to these Bylaws may be originated by any member of this Society. The exact language of an amendment originated by a member of this Society must be submitted to the Board of Directors at least 90 days prior to the Annual Meeting of the Society, and the Board of Directors will then present the amendment ~~at~~during the Annual Meeting and may include the Board's recommendation for action. The Board may ask the Committee on Bylaws and Rules to review the amendment as well and to provide recommendations for action.

9.0.2 Amendments to these Bylaws may be originated by the Committee on Bylaws and Rules, if the purpose of such amendments is to clarify ambiguous provisions in the Bylaws, or to bring the Bylaws into consistency with current practice, or if the general intent of the amendment is directed by the Board or the Annual Meeting. Amendments originated by the Bylaws and Rules Committee must be submitted to the Board of Directors at least 30 days prior to the Annual Meeting of the Society, and the Board of Directors will then present the amendment at the Annual Meeting and may include the Board's recommendation for action.

9.0.3 Amendments to these Bylaws may be originated by the Board of Directors. Amendments originated by the Board may be submitted to the Annual Meeting without

advance notice, or to a special meeting called for the purpose of acting on the amendment, in which case the call to the meeting must include the proposed amendment.

9.0.4 In order to correct non-substantive errors in spelling, grammar or numbering, the Bylaws Committee may, without amendment, bring those to the Board of Directors for approval as specified in Section 7.30.7 these Bylaws.

9.10 A complete revision of these Bylaws may be ordered by an Annual Meeting or by direction of the Board.

9.10.1 If ordered, a special committee will be appointed to prepare the proposed revision.

9.10.2 The proposed revision will be presented to the next Annual Meeting that occurs, provided at least 90 days have passed since it was ordered.

9.10.3 The proposed revision will be open to full amendment from the floor at the Annual Meeting at which it is considered, with no limitations on such amendments as to scope of notice.

9.10.4 Adoption of the proposed revision will require a ~~majority~~two-thirds vote of those voting members present and voting ~~at~~during the Annual Meeting, and if adopted, the proposed revision will completely replace the previously existing Bylaws.

9.10.5 If a revision is ordered, no other amendments to the existing Bylaws may be considered ~~at~~during the meeting at which the revision is considered, unless the revision is not adopted.

Amendments:

February 28, 2009

February 25, 2012

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