

SOCIETY FOR **SAMBA** ULATORY ANESTHESIA

BYLAWS

(A Delaware Nonprofit Corporation)

Rev. 5/17

PREFACE

The corporation is organized and shall be operated as a nonstock, nonprofit corporation exclusively for charitable, scientific and educational purposes without pecuniary gain or profit to its members or to any private individual. Generally, its purposes shall be:

- a. to advance the study of ambulatory anesthesia, to contribute to its growth and influence, to encourage specialization in the field of ambulatory anesthesia and to encourage high ethical and professional standards by fostering and encouraging research, education, and scientific progress in ambulatory anesthesia;
- b. to publish and encourage the dissemination to the profession and to the public of information concerning the role of anesthesia in ambulatory surgery and to issue publications of scientific and cultural interest;
- c. to support, encourage, and participate in the development and promotion of policies and programs of the American Society of Anesthesiologists and other professional organizations regarding ambulatory anesthesia; and
- d. to support, encourage, and participate in the development of guidelines of postgraduate education for qualification as a sub specialist in ambulatory anesthesia and guidelines for approval of postgraduate training programs in ambulatory anesthesia.

ARTICLE I

NAME

Section 1.1. NAME. The name of this corporation shall be Society for Ambulatory Anesthesia (the "Society"), a nonprofit corporation incorporated under the General Corporation Law of the State of Delaware.

ARTICLE II

OFFICES

Section 2.1. REGISTERED OFFICE AND REGISTERED AGENT. The Society shall have and continuously maintain in the State of Delaware a registered office and a registered agent whose office shall be identical with such registered office. The registered agent in the State of Delaware is Corporation Service Company, 2711 Centerville Rd, Suite 400, Wilmington, DE 19808.

Section 2.2. EXECUTIVE OFFICE. The Society shall maintain an executive office for the administration of its affairs. The Board of Directors may employ or retain an Executive Director upon recommendation of the President. The Executive Director shall be the general administrative officer and business manager of the Society. In carrying out his/her responsibilities, the Executive Director shall adhere strictly to the general policy of the Society.

The duties of the Executive Director shall be:

- a. To supervise all administrative personnel and consultants and to coordinate all the functions of the Society.
- b. To assist the President, other officers and committees with reports and recommendations and such other matters as they may request;
- c. To act in place of the Secretary during absence or disability of that officer or as otherwise appropriate;
- d. To respond to member inquiries;
- e. To compile a comprehensive review of the activities of the Society and the Executive Director during the year to be submitted to the Board of Directors at its spring meeting; and
- f. To carry out such other responsibilities as the Board of Directors or President may direct. Administrative personnel and consultants may be employed or retained as directed by the Board of Directors. The Executive Director and administrative staff shall be under the direction and supervision of the President, subject to the control of the Board of Directors. Unless otherwise provided for by contract, the Executive Director shall serve at the will of the Board of Directors. Whenever a vacancy occurs in the position of the Executive Director, the President shall appoint a committee to investigate the qualifications of applicants. The Board of Directors shall determine the salary of the Executive Director and such other administrative personnel and consultants as shall be employed or retained.

Section 2.3. OTHER OFFICES. The Society may have other offices at such places, both within and without the State of Delaware, as the Board of Directors, by a two-thirds (2/3) vote, may from time to time determine.

ARTICLE III

MEMBERSHIP

Section 3.1. MEMBERSHIP.

- a. Membership in the Society is a privilege and not a right, and is contingent upon good moral character, adherence to the ethical standards of the medical profession, and compliance with requirements specified in these Bylaws.

Section 3.2. CLASSES OF MEMBERSHIP. There shall be ten (10) classes of membership.

- a. **Active.** A physician licensed in the jurisdiction in which he/she practices, who is engaged in the practice of or who is especially interested in the medical subspecialty of Ambulatory Anesthesia, and who possesses a degree of Doctor of Medicine, Bachelor of Medicine, Doctor of Osteopathy, or an individual with an equivalent degree and who has completed a residency training program in

anesthesia accredited by the American Council for Graduate Medical Education or the Committee on Post-Doctoral Training of the American Osteopathic Association, or the equivalent of such accrediting bodies of other countries, and who is an active member of the American Society of Anesthesiologists, shall qualify for active membership. Only active and fellow members of the Society shall be permitted to vote, hold office, and serve on the Board of Directors. Unless otherwise defined or qualified, the terms "member" or "membership" as used in these Bylaws shall refer to active members.

- b. **Resident.** A physician who is in full-time training in an approved residency in the specialty of anesthesiology shall qualify for resident membership, provided, however, that no member may be classified in this category for more than a total of four (4) years. Except as provided in Section 3.2.a. of these Bylaws, resident members shall have all of the privileges of active membership.
- c. **Honorary.** Any person who has attained exceptional eminence in anesthesiology or related fields, or who has made a significant contribution to anesthesiology and whom the Society desires to honor, shall qualify for honorary membership. Honorary membership shall be conferred by a three-fourths (3/4) vote of the Board of Directors. Honorary members shall not be active members of the Society and at no time shall the number of living honorary members exceed twenty-five (25). Honorary members shall not be assessed membership dues. Except as provided in Section 3.2.a. of these Bylaws, Honorary members shall have all of the privileges of active membership.
- d. **Inactive.** Any active member of the Society may be declared Inactive by the Board of Directors. If the member is unable to continue in practice because of ill health, scientific studies, or special circumstances, and upon written request, the Board of Directors may grant this request. Inactive status is temporary and shall be subject to annual review. Inactive members shall not be assessed membership dues.
- e. **Emeritus.** Any member who has remained in good standing for ten (10) consecutive years and has attained the age of seventy (70) may be nominated for Emeritus membership. Nominations for Emeritus status shall be submitted by the membership, and Emeritus membership shall be conferred by a majority vote of the Board of Directors. Except as provided in Section 3.2.a. of these Bylaws, Emeritus members shall have all the privileges of active membership. Emeritus members shall not be assessed membership dues.
- f. **Retired.** A Doctor of Medicine, Osteopathy Bachelor's of Medicine, or an individual with equivalent degree who has been a continuous active member of this Society for ten (10) or more years and who has completely retired from professional practice shall qualify for retired membership. The Executive Committee shall have discretion to modify the number of years of active membership required for retired membership. Retired membership shall terminate upon resumption of professional practice. Except as provided in Section 3.2.a. of these Bylaws, Retired members shall have all the privileges of active membership. Retired members shall not be assessed membership dues.
- g. **Fellow.** The designation of Fellow of this Society shall be conferred upon each Past-President of the Society. Such designation shall be conferred at the completion of his/her term as President. A Fellow may continue in another category of membership in the Society and shall have the privileges of that category of membership. A Fellow of the Society shall not be assessed membership dues.
- h. **Benefactor.** A commercial enterprise whose products and services are judged to be of value to SAMBA members in the practice of ambulatory anesthesia shall qualify for benefactor membership. A benefactor member shall designate a Society member representative. Benefactor member representatives may provide input to the SAMBA Board of Directors and shall be permitted to serve on committees as determined by the Board of Directors.

- i. **International.** A physician who meets the qualifications for Active Membership but who practices outside the USA shall be eligible for International membership. An International member does not hold voting privileges nor is eligible to hold office but can serve on SAMBA committees.
- k. **Affiliate.** Affiliate membership may be granted by the Society to physicians who otherwise do not qualify for active membership, to scientists and teachers who have an interest in ambulatory anesthesia care, or to non-physician providers of anesthesia care in ambulatory settings. Such membership shall allow the member to participate in educational programs, activities of the Society, and be appointed as adjunct members of Society committees but shall not carry any other privileges of active membership.

Section 3.3. RESIGNATION. Any member in good standing may resign from the Society by submitting a written communication addressed to the Secretary. There shall be no pro rated reimbursement of dues for the remaining period of the paid-up year of resignation.

Section 3.4. DURATION OF MEMBERSHIP. All categories of membership shall endure for life except as otherwise provided in these Bylaws.

Section 3.5. MEETINGS.

- a. Annual Membership Meeting.
 - 1. The Society shall convene annually, during its annual educational meeting at a time and place to be determined by the Board of Directors, or at such other time and place as the Board of Directors may determine, for the purpose of conducting necessary and appropriate educational, scientific, fiscal, and professional activities.
 - 2. The report of the Nominating Committee, the submission of nominations, if any, by petition by members of the Society, and the election of officers and at-large directors shall constitute the principal business of the Annual Membership Meeting. The slate of candidates shall be presented at the Annual Membership Meeting; a majority of votes by active members attending the meeting will be necessary to elect. No member shall be eligible for more than one (1) office at the same time, except that each officer shall serve as a director.

If there are more than two candidates for an office and no one candidate receives a majority on the first two ballots, then a third balloting shall be held between the two candidates receiving the highest number of votes on the second ballot, with all other candidates being eliminated.

- b. Annual Educational Meeting. The Society shall conduct an educational and scientific meeting each Spring at a time and place to be determined by the Board of Directors. The Annual Educational Meeting shall be planned and executed by the Committee on the Annual Meeting.
- c. Business Authorized By Written Consent. Any action required or permitted to be taken at any meeting of the Membership may be taken without a meeting, if a written consent to such action is signed by a majority of the Active Members constituting a Quorum and such written consent is filed with the minutes of proceedings of the Active Members. When such written consent is obtained by e-mail, the following process shall be used:
 - 1. The Secretary shall circulate an e-mail to all Active Members that includes the form of action of the Board of Directors, along with the exhibits, if any, thereto. The body of the e-mail shall include a statement substantially to the effect of the following message: "Please provide your

proxy, vote or consent as requested and return it by e-mail (with pdf, if requested) or fax to [insert fax number]. If you would like to provide your consent by electronic transmission (i.e., without the need to sign and return the physical signature page to SAMBA), you may respond to this e-mail with a statement recording your vote or instruction, such as: "I have reviewed the resolutions set forth in the form of the Action of the Active Members of SAMBA set forth below and attached hereto, and I hereby provide my consent to such resolutions."

2. For each Active Member who responds to the e-mail with a statement of consent as set forth above, the Secretary shall print a copy of the consent and place it (along with other consents and/or similar print-outs) in the Society's minute book. If the Society's records are maintained in electronic form, a complete electronic set of consents and electronic transmissions should be stored together in electronic form.

ARTICLE IV

ASSESSMENTS

Section 4.1. ANNUAL ASSESSMENT (DUES).

- a. By the first day of December in each year, each member shall be sent a notice of the per capita dues levied by the Board of Directors.
- b. Dues for new members admitted after September 1st of any calendar year shall be applied to the upcoming year; membership will become effective immediately.
- c. The annual per capita dues shall not be levied against any member in good standing if:
 1. He/she is serving in the Armed Forces of the United States as a draftee, or as a volunteer in times of military conflict;
 2. He/she is a member Emeritus, Honorary, Inactive, or Retired, or a Fellow of this Society; or
 3. The payment of dues would be a financial hardship by reason of physical disability or illness.
- d. The Board of Directors shall establish and may revise the schedule of dues for active and resident members.
- e. The Board of Directors shall have the authority to adjust the payment of dues for any member or former member.

Section 4.2. DELINQUENCY IN PAYMENT OF ANNUAL ASSESSMENT.

- a. Any member whose dues have not been paid by the established due date shall lose all membership privileges.
- b. Any member who is arrears shall be notified 30 days and 60 days following the due date. If dues are still not paid, the Society will notify the member of the loss of membership privileges.

Section 4.3. SPECIAL ASSESSMENTS. Special assessments may be adopted by the Board of Directors and, once adopted, shall become the obligation of all dues-paying members in such forms and amounts as the Board of Directors shall declare. Unless otherwise stipulated by the Board of Directors, delinquency in regard to payment of a special assessment shall be treated in the same fashion as delinquency in the payment

of annual assessments. Any special assessment adopted by the Board of Directors may be vetoed by a vote of two-thirds (2/3) of the membership present at the next Annual or Special Membership Meeting.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1. POWERS AND DUTIES. The Board of Directors shall exercise the powers of the Society, control its property, conduct and manage its affairs and have authority to act between annual meetings. The Board of Directors shall have the power to adopt such rules as it deems necessary or desirable for carrying out the activities of the Society. In addition to these powers and duties, the Board of Directors shall perform the following functions:

- a. Make recommendations to the membership;
- b. Assign business to advise, and oversee in the deliberations of committees;
- c. Make suitable provision for the efficient conduct of business of this Society;
- d. Engage counsel as necessary and negotiate fees for services to be rendered;
- e. Determine all salaries, membership fees, and assessments, except as otherwise provided in these Bylaws;
- f. Pass upon all recommendations for expenditures in excess of budgetary appropriations;
- g. Receive all nominations, reports, recommendations, and complaints, as provided for in these Bylaws, and take appropriate action;
- h. Have the power to fill vacancies in all elective offices, with the exception of the President and President-Elect, for the remainder of the term at a regular or special meeting, unless otherwise provided in these Bylaws;
- i. Have complete authority over all finances, vested funds, and real or other property belonging to the Society, including the unrestricted right to buy or sell such property;
- j. Advise the Treasurer in investment policy, and perform such other duties as may be required for the orderly conduct of Society affairs;
- k. Render annually to the membership a summary of its activities;
- l. Assure that the Society is represented at meetings and functions of the American Society of Anesthesiologists House of Delegates which are normally attended by delegates to that House. These duties are to be the responsibility of the Delegate and Alternate Delegate to the American Society of Anesthesiologists House of Delegates with the advice of the Board of Directors; and
- m. Maintain a Society Operations Primer, which contains job descriptions and practical knowledge for officers and committee chairs. The Primer shall be provided to each incoming officer and committee chair at the beginning of their terms. The Primer shall be reviewed annually and updated as necessary by current office holders and chairs. The Secretary shall be responsible for revising the Primer.

Section 5.2. ANNUAL BUDGET. Based upon recommendations developed by the Committee on Finance and Budget, the Board of Directors shall adopt an annual operating budget for the next fiscal year. The Board of Directors shall have the power to authorize budget exceptions as deemed necessary for the operations of the Society.

Section 5.3. RESOLUTIONS. A proposed resolution may be submitted in writing to the Secretary by any committee and shall be read at any regular meeting of the Board of Directors. A two-thirds (2/3) vote of those Board members voting at a meeting in which a quorum is present is required for any approval and the outcome of that vote shall be deemed final on the matter at issue.

Section 5.4. COMPOSITION. The Board of Directors shall be composed of the elected officers, the Immediate Past-President; and six (6) directors elected by the membership. Only active and fellow members of the Society shall be eligible to sit on the Board of Directors. The Delegate to the ASA House of Delegates, the Chair of the Committee on Communications, and the Ambulatory Anesthesia Section Editor of *Anesthesia & Analgesia* shall serve as ex-officio members of the Board of Directors.

Section 5.5. TERM. Except as hereinafter provided, each director shall hold office until the director's successor is elected and qualified. The elected directors shall serve for a term of two (2) years. Elected directors shall be eligible for re-election to additional two-year terms.

A candidate for the office of President-Elect must be a present officer. A candidate for Vice President must be a present Director, the current Secretary or the current Treasurer. No other officer needs to be a present or former Director.

A candidate for Director must either be a current director, who is eligible for re-election to either a first full two-year term, a second two-year term, or a current or past committee, subcommittee or ad hoc committee chair.

The Delegate to the ASA House of Delegates will be nominated by the Nominating Committee to a term of three years and elected by the membership by a 2/3 majority of those present at a meeting in which a quorum is present.

The Alternate Delegate to the ASA House of Delegates will be nominated by the Nominating Committee to a term of one year and elected by the membership by a 2/3 majority of those present at a meeting in which a quorum is present.

Section 5.6. TERMINATION OF DIRECTORS AND VACANCIES. A Director's term shall automatically expire upon death or upon the filing of a written resignation with the Secretary. A director who is absent from three (3) consecutive meetings of the Board of Directors without adequate explanation shall immediately cease to be a director and shall be so notified, provided that due notice of this provision of the Bylaws shall be sent to any such director after the second absence. A director may be removed from office at any time by a two-thirds (2/3) vote of the members of the Board of Directors if such director is unable or unwilling to perform the functions of director, violates the Bylaws of the Society, or is guilty of misconduct or behavior injurious to the Society. No such action shall be taken against any director until the director has been given notice that such action has been proposed and an opportunity to be heard at a meeting of the Board of Directors. A director who is removed from office pursuant to this section for misconduct as opposed to non-attendance shall be ineligible to serve as a director of the Society at any future time. A vacancy created for any reason shall be filled at the earliest possible opportunity by the action of the Board of Directors for the remaining duration of the unexpired term.

ARTICLE VI

MEETINGS OF THE BOARD OF DIRECTORS

Section 6.1. REGULAR MEETINGS. The Board of Directors shall meet at least once during the Spring and once during the Fall to transact the executive business of the Society, at such time and place as the Board of Directors shall by resolution determine. Notice of the time and place of each meeting shall be sent to each member of the Board of Directors, at least thirty (30) days prior to the proposed date of the meeting. Notwithstanding this section, the Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without notice other than such resolution.

Section 6.2. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or by any four (4) directors. Notice of a special meeting shall state the place, date, and hour, and the purpose or purposes for which the meeting is called, and shall be sent to all directors, at least ten (10) days prior to the proposed meeting. No business shall be transacted other than that stated in the call for the special meeting.

Section 6.3. QUORUM AND VOTING. One-third (1/3) of the members of the Board of Directors in good standing and eligible to vote shall be considered a quorum for the transaction of business at both regular and special meetings of the Board of Directors. Except as otherwise provided in these Bylaws, the vote of a majority of directors at a meeting, whether regular or special, at which a quorum is present shall be necessary for action by the Board of Directors.

Section 6.4. PROCEDURE.

The Board of Directors shall have discretion to alter or modify the order of business.

The President shall serve as presiding officer of the meeting of the Board of Directors. The President-Elect shall preside in the absence of the President. If both the President and the President-Elect are absent, the Vice-President shall preside. If the President, President-elect and Vice-president are all absent, the Board of Directors may choose its own presiding officer by majority vote.

Section 6.5. WAIVER OF NOTICE AND VALIDATION OF MEETING. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The transaction of business at any meeting, however called or noticed, or wherever held, shall be as valid as though held at a meeting duly held after call and notice if a quorum be present and if, either before or after the meeting, each director not present signs a written waiver of notice or a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 6.6. ACTION WITHOUT PERSONAL ATTENDANCE AT MEETING.

- a. **Written Consent or Consent by Electronic Transmission.** Any action required or permitted to be taken by the Board of Directors under any provision of law, the Certificate of Incorporation, or these Bylaws may be taken without a meeting if all directors shall individually or collectively consent to such action. Such consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action shall have the same force and effect as an unanimous vote of the directors. Any certificate or other document filed on behalf of this corporation relating to an action taken by the Board of Directors without a meeting shall state that the action was taken by unanimous consent of the Board of Directors without a meeting, and that the Bylaws of the corporation authorize its directors so to act.
- b. **Conference Telephone.** Members of the Board of Directors may participate in a meeting by means of conference telephone or similar communications equipment, provided that all directors participating

in such a meeting can hear each other. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting.

ARTICLE VII - COMMITTEES

Section 7.1. COMMITTEES.

The Board of Directors has the authority to appoint, merge, or terminate any standing committees, ad hoc committees or task forces that it deems necessary.

The President shall appoint to each committee a member of the Board of Directors to serve as the board advisor.

Appointment to membership on a standing committee or subcommittee shall be for two (2) years, but all members shall be eligible for reappointment. Adjunct members, who serve one (1)-year terms, shall be eligible for reappointment. The President may replace a committee member at the end of any year prior to the expiration of their term for any cause deemed sufficient, which cause shall be specified in writing.

- a. Appointment of Committee Members. Three months prior to the Annual Membership Meeting, the President-Elect shall solicit nominees for appointments as committee members and chairpersons for the coming year. The President-Elect shall not be limited to such nominees in making appointments. Except as otherwise provided in these Bylaws, at the first meeting of the Board of Directors immediately following each Annual Membership Meeting of the Society, the incoming President shall appoint the chairpersons and the membership of all committees of the Board of Directors. Unless otherwise specified in these Bylaws, the President shall appoint members of committees to fill unexpected vacancies as they occur.

In addition to regular committee members, the President may appoint adjunct members to a committee for one-year terms. The President may appoint adjunct committee members as specified under committee composition. An adjunct member of a committee shall be a member of the Society and may vote on committee decisions at the committee level.

The President shall appoint to each committee a member of the Board of Directors to serve as the board advisor.

ARTICLE VIII

OFFICERS

Section 8.1. OFFICERS. The officers of the Society shall be President, President-Elect, Vice-President, Secretary, Treasurer, Assistant Treasurer, and the Immediate Past President.

Section 8.2. TERMS OF OFFICE.

- a. The President shall serve for a term of one year and may not be re-elected for a second successive term.
- b. The President-Elect shall serve for a term of one year and shall then assume office as President at the Annual Membership Meeting.

- c. The First Vice-President shall be elected for a term of one year.
- d. The Secretary shall be elected for a term of two (2) years and may be re-elected for one additional two-year term.
- e. The Treasurer shall be elected for a term of two (2) years and may be re-elected for one additional two-year term. Notwithstanding any other provision of these Bylaws, service for less than one year in filling a vacancy shall not be counted for purposes of these limitations.
- f. The Assistant Treasurer shall be elected for a term of two (2) years and may be re-elected for one additional two-year term. Notwithstanding any other provision of these Bylaws, service for less than one year in filling a vacancy shall not be counted for purposes of these limitations.
- g. The Immediate Past President shall serve for a term of one year.

The terms of all officers shall begin and end at the Annual Membership Meeting, or when their successors are elected, except that an officer selected to fill a vacancy shall assume office immediately upon selection.

Section 8.3. DUTIES. The officers of the Society shall have the rights, duties and prerogatives customarily attached to their respective offices in professional societies, as well as the specific rights and responsibilities set forth in these Bylaws.

Section 8.4. PRESIDENT. The President shall preside over all meetings of the Society, the Board of Directors, and the Executive Committee.

The President may, at his/her discretion, delegate to other officers the responsibility of representing the President and the Society at meetings of other medical organizations, specialty societies, and allied health organizations and societies.

The President also may delegate qualified individuals to speak on his/her behalf before various governmental bodies, agencies, and any other group as he/she may see fit.

The President shall be the official spokesperson of the Society on all matters of general policy as decided by the Board of Directors. Except as otherwise provided in these Bylaws, the President shall designate the chairperson and the members of each standing committee and subcommittee. The President also may appoint ad hoc committees in accordance with these Bylaws.

The President shall preside as chairperson of the Board of Directors and of the Executive Committee, and shall be an ex-officio member of all active committees at the time of tenure.

The President shall prepare a report concerning the Society's activities during his/her term in office and shall present the report at the Annual Membership Meeting.

Section 8.5. PRESIDENT-ELECT. The President-Elect shall perform the duties of the President during absence or disability and shall be an ex-officio member of all committees, but shall serve on the Nominating Committee as a consultant member. The President-Elect shall recommend those members of the Society for appointment to committees at the beginning of their term. The President-Elect shall serve as Chair of the Judicial Committee and as the Vice Chair of the Committee on Affiliations. The President-Elect shall oversee the operations of the Society's administrative committees and subcommittees and shall have purpose to maintain contact with the board advisors to these committees. The President -Elect shall advance to the office of President without the process of nomination and election.

A vacancy occurring in the office of President by death, disability, resignation, or removal shall be filled immediately by the President-Elect for the unexpired term, but this interim term as Acting-President shall in no way invalidate the orderly succession to President for a regular term. The office of President-Elect shall then remain vacant until the next regular election of the Society. Such service on the part of the President-Elect for a partial term as President shall not affect the regular presidential term.

Section 8.6. VICE-PRESIDENT. The Vice-President shall assist the President in the discharge of his/her duties and functions.

Except as otherwise provided in these Bylaws, the Vice-President shall perform the duties of the President during the absence or disability of both the President and the President-Elect and shall perform all the duties specifically required in these Bylaws. The Vice-President shall be the board advisor to the Committee on Bylaws and shall be responsible for the organization, function, and coordination of the educational committees of the Society and shall have purpose to maintain contact with the board advisors to these committees.

Section 8.7. SECRETARY. The Secretary shall be the official custodian of the Bylaws and of all the records of this Society. The duties of the Secretary shall be to:

- a. Attend all annual or special meetings of the Society, and to transcribe and keep the minutes of the proceedings of all the meetings of the Society, the Board of Directors, and the Executive Committee, and to keep proper records thereof;
- b. Issue official notice of all annual or special meetings of the Boards of Directors and of this Society;
- c. Serve as Secretary of the Board of Directors and as board advisor to the Committee on Membership.
- d. Tabulate and announce the official results of all ballots;
- e. Notify all Honorary members of their election;
- f. Conduct such formal official correspondence in the corporate name of this Society as the Board of Directors or the President may direct;
- g. Be the custodian of the Seal of the Society and affix the Seal and sign all official documents as the Bylaws may require, or the Board of Directors or the President may direct;
- h. Report to the Board of Directors at regular meetings of the Board of Directors and at such other times as the Board of Directors may direct on the status of membership in the Society. This report shall reflect the number and identity of (1) new members elected, (2) members whose membership category has changed, (3) members who have resigned, and (4) members who are deceased.
- i. Furnish to the Board of Directors or the President such information as may be necessary or desirable to conduct the Society's business;
- j. Submit to the membership at the Annual Membership Meeting a report of the transactions of the Board of Directors during the preceding year and a report on the status of membership in the Society; and
- k. Perform such other functions as are specified in these Bylaws or as the President or Board of Directors may direct.

The Secretary shall be entitled to reimbursement for expenses incurred in the fulfillment of the duties imposed by the Bylaws, or authorized by the President or Board of Directors.

Section 8.8. TREASURER. The Treasurer shall have general supervision of the financial affairs of the Society by and shall:

- a. Advise the Board of Directors on the status of Society funds and on the preparation of the annual budget;
- b. Be responsible for collecting all dues and assessments and supervising established accounting and investment procedures for the handling of the Society's funds;
- c. Report on the financial condition of the Society to the membership at each Annual Membership Meeting;
- d. At the end of each fiscal year, the Treasurer shall be responsible for the preparation of an annual audit to be conducted by an external Certified Public Accountant selected by the Board of Directors; and
- e. Serve as the board advisor to the Committee on Finance and Budget.

The Treasurer shall obligate the Society only for debts authorized by the Board of Directors.

Section 8.9. ASSISTANT TREASURER. The Assistant Treasurer shall have general supervision of the financial affairs of the Society by and shall:

- a. Advise the Board of Directors on the status of Society funds and on the preparation of the annual budget;
- b. Be responsible for collecting all dues and assessments and supervising established accounting and investment procedures for the handling of the Society's funds when the Treasurer is unable to perform these responsibilities;
- c. Report on the financial condition of the Society to the membership at each Annual Membership Meeting when the Treasurer is unable to perform these responsibilities;
- d. At the end of each fiscal year, the Assistant Treasurer shall be responsible for the preparation of an annual audit to be conducted by an external Certified Public Accountant selected by the Board of Directors when the Treasurer is unable to perform these responsibilities; and
- e. The Treasurer shall serve as the board advisor to the Committee on Finance and Budget, while the Assistant Treasurer shall simultaneously hold the position of Chair of the Committee on Finance and Budget as well as that of Assistant Treasurer.

The Assistant Treasurer shall obligate the Society only for debts authorized by the Board of Directors.

8.10 RESIGNATION OR REMOVAL. Any officer, committee member or office holder, elected or appointed, within the Society may resign by informing the Secretary in writing. They may be removed from office by action of the Board of Directors, if found guilty by that body of neglect of duty, improper conduct, or violation of these Bylaws. A two-thirds (2/3) vote of the members of the Board of Directors present and voting shall be required to effect such removal. Any officer, committee member, or elected or appointed official removed by the Board of Directors under the foregoing section may file written appeal to the Judicial Committee within fifteen (15) days of removal. The Judicial Committee shall conduct an appeal hearing within 20 days of receipt of such written request. The decision of the Judicial Committee shall be final. An

officer, committee member or office holder who is removed from office pursuant to this section shall be ineligible to serve as an officer, committee member or office holder of the Society at any future time.

ARTICLE IX

GENERAL PROVISIONS

Section 9.1. DELEGATES AND REPRESENTATIVES. Delegates, alternate delegates and official representatives from this Society to other organizations shall be appointed in accordance with the provisions of these Bylaws. The functions and terms of such delegates and representatives shall not exceed those set forth in their official notice of appointment.

Section 9.2. VOTING OF SHARES. The Society may vote any and all shares held by it in any other corporation by such officer, agent or proxy as the Board of Directors may appoint, or in default of any such appointment, by its President or by the President-Elect and, in any such case, such officers, or any of them, may appoint a proxy to vote said shares.

Section 9.3. CHECKS, DRAFTS, AND NOTES. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Society and any and all securities owned or held by the Society requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President.

Section 9.4. EXECUTION OF CONTRACTS. Except as otherwise provided in these Bylaws, the Board of Directors may authorize one or more officers, agents or employees of the Society to enter into any contract or to execute any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances and, unless so authorized by the Board of Directors, no instances and, unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Society by any contract or engagement to pledge its credit or to render it liable for any purpose or in any amount.

Section 9.5. COMPENSATION OF DIRECTORS AND OFFICERS. The directors and officers of the Society shall serve without compensation unless compensation is authorized from time to time by the Board of Directors for services rendered other than for being a director or officer.

Section 9.6. INSPECTION OF SOCIETY RECORDS. The records, books of account and minutes of the proceedings of the Society's members, Board of Directors and committees shall be kept at the executive office of the Society or at such other place as the Board for Directors may order and shall be open to inspection upon the written demand of any member or director at any reasonable time and for any purpose reasonably related to his or her interests as a member or director. Such inspection may be made by a member's or directors authorized agent to attorney and shall include the right to make copies or extracts of documents. Demand for inspection shall be made in writing addressed to the President or the Secretary of the Society at the Society's executive office or, in the event that an executive office is not established, to the most recent address of the President or the Secretary of the Society as shown on the records of the Society.

Section 9.8. FISCAL YEAR. The fiscal year of the Society shall extend from the first day of January through the thirty-first day of December. The audit report, budget estimates and appropriations shall likewise be for the same period.

Section 9.9. SEAL. The Society shall have an official seal which shall be in such form as approved by the Board of Directors, but which shall in any event contain the words "Society for Ambulatory Anesthesia -- 1985." The seal shall be in the custody of the Secretary.

Section 9.10. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS. The Board shall indemnify its officers, directors, employees and agents to the extent permitted by the General Corporation Law of the State of Delaware.

ARTICLE X

AMENDMENTS

Section 10.1. PROCEDURE. A proposal to amend the Bylaws shall be submitted in writing to the Secretary by any active member in good standing. The Secretary shall refer any such proposal to the Board of Directors. If the Board of Directors determines that the proposal should be examined, the Secretary shall forward the proposal to the Committee on Bylaws.

The final draft of any proposed Bylaws changes shall be accompanied by the opinion of the Committee on Bylaws as to the ramifications of the proposed amendment and shall be submitted by the chairperson to the Board of Directors at least thirty (30) days prior to the next regular meeting of the Board of Directors. If approved by the Board of Directors, the proposed amendment shall be sent to every member at least two (2) weeks before the Annual Membership Meeting, at which time a second reading shall be followed by a vote. If approved by a two-thirds (2/3) vote of the active membership present and voting, the proposed amendment shall then become effective.

Section 10.2. EMERGENCY PROCEDURE. Notwithstanding anything in these Bylaws to the contrary, these Bylaws may be altered, amended or revoked or new Bylaws may be adopted on an emergency basis by a vote of three-fourths (3/4) of the total number of directors upon such notice as may be reasonable under the circumstances where such action is necessary to enable the Society or the Board of Directors to comply with any statute, regulation or judicial or administrative decision or to meet an emergency situation which threatens to impair the ability of the Society or the Board of Directors to carry out, perform or accomplish any of the Society's purposes or objectives.