

**AMERICAN ACADEMY OF SLEEP MEDICINE
AMENDED AND RESTATED BYLAWS**

**ARTICLE I
NAME, LOCATION AND PURPOSE**

Section 1. Name. The name of the corporation is the American Academy of Sleep Medicine (“AASM”), a Minnesota nonprofit corporation.

Section 2. Location. AASM shall have and continuously maintain in the State of Minnesota a registered office and a registered agent whose office is identical with such registered office and may have such other offices within or outside of the State of Minnesota as the Board of Directors may determine.

Section 3. Purpose. The AASM’s purpose is set forth in its Articles of Incorporation.

**ARTICLE II
MEMBERS**

Section 1. Classes of Membership. The AASM has two Membership classes 1) Individual Members, and 2) Accredited Facility and Independent Sleep Practice (“ISP”) Members.

Section 2. Qualifications for Membership.

- a) Each of the AASM Individual Membership categories have specific qualifications:
 - i. **Fellow Members.** Fellows have demonstrated special competency in sleep medicine and made significant contributions to the field, according to criteria established from time to time by the Board of Directors. Fellow Members have full voting privileges.
 - ii. **Regular Members.** Regular members must hold an M.D., D.O., Ph.D., D.D.S., or other healthcare doctoral degree and be active in sleep disorders medicine. Regular members have full voting privileges.
 - iii. **Sleep Medicine Trainee Members.** Sleep Medicine Trainee members are United States based physicians participating in an ACGME-accredited sleep medicine fellowship training program, or similar training program as approved by the Board of Directors. Sleep Medicine Trainee members have full voting privileges.
 - iv. **In-Training Members.** In-Training members must be in formal training, such as medical school, residency, a post-doctoral program, a master’s degree program, a non-sleep medicine fellowship program, a Ph.D. program, or similar program as approved by the Board of Directors. In-Training members do not have voting privileges.
 - v. **Retired Members.** To qualify, individuals must be 65 or older, working zero hours per week in the field of sleep medicine. Retired Members do not have voting privileges.
 - vi. **Emeritus Members.** An individual member, at 65 years or older who has been a Regular or Fellow member for 20 consecutive or non-consecutive years, may apply for Emeritus Membership. Emeritus members have full voting privileges.
 - vii. **Sleep Team Members.** Sleep Team members may include Nurse Practitioners, Physician Assistants, Nurses, Sleep Technologists, Respiratory Therapists, Office/Center Managers, Medical Assistants, or other professionals as approved by the Board of Directors. Sleep Team members do not have voting privileges.

- viii. **Affiliate Members.** Individuals, who are not eligible for other membership categories, are eligible for Affiliate Membership if they are active in clinical and/or research aspects of sleep medicine. Affiliate members do not have voting privileges.
- ix. **Corresponding Members.** Non-American scientists or clinicians in the sleep field whose financial or academic situation renders it a hardship for them to pay full member dues may qualify as a Corresponding Member. Applicants must submit a letter to the AASM describing the hardship that necessitates their application. Requests will be considered on an individual basis, and any or all fees may be waived. Corresponding members do not have voting privileges.

b) Accredited Facility and ISP Members must be accredited by the AASM and do not have voting privileges.

Section 3. Membership Dues. Membership dues are determined by the Board of Directors.

Section 4. Voting. Eligible voting members have one vote on all matters put to a vote.

Section 5. Benefits. Membership benefits are determined by the Board of Directors or its designee(s).

Section 6. Termination of Membership. AASM Membership ceases upon two months' delinquency in payment of annual dues.

Section 7. Resignation of Members. Members may resign by giving written notice.

Section 8. Prorated Dues and Refunds. Applicants accepted into membership after June 1 of each year may be eligible to pay prorated dues of up to 50% of the annual dues for that year. The dues paid by an applicant whose application is rejected shall be refunded.

Section 9. Reinstatement. Members who have resigned or been terminated for non-payment of dues may only be reinstated (i) if no more than ninety days (90) has elapsed since the date of termination; and (ii) upon payment of delinquent dues; and (iii) in accordance with such rules as may be established by the Board of Directors. Former members not meeting the requirements for reinstatement must reapply for membership.

Section 10. Disciplinary Action.

- a) **Grounds for Discipline.** Any AASM member may be censured, placed on probation, suspended or expelled under any of the following circumstances after due notice and hearing:
 - i. Failure to comply with these Bylaws or any of AASM's policies, rules or regulations;
 - ii. Violation of ethical conduct guidelines as may be defined by the relevant disciplines (for example: AMA Council on Ethical and Judicial Affairs, APA Code of Ethics, ANA Code of Conduct);
 - iii. Immoral, dishonorable, or unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of AASM or which bring discredit to AASM or the medical profession;
 - iv. Conviction of a felony or a crime related to, or arising out of, the practice of medicine or involving moral turpitude; or
 - v. Suspension, probation, revocation, or forfeiture by any state, province, country or administrative agency of the members' license to practice.

- b) **Procedures.** Disciplinary action may be taken provided that a statement of the charges shall have been sent by certified mail to the last recorded address of the member at least thirty (30) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting at which the charges shall be considered, and the member shall have the opportunity to respond in writing and to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by AASM. Such disciplinary actions shall be conducted in accordance with such additional procedures as may be established by the Board of Directors.

ARTICLE III MEMBERSHIP MEETINGS

Section 1. Annual Membership Meeting. The Board of Directors shall select the time and place of the AASM Annual Membership Meeting.

Section 2. Special Meetings. Special meetings of the voting members of the AASM may be called at the request of the President, the Board of Directors, or at the written request of at least twenty percent (20%) of the AASM voting members. Special meetings will be held at such time and place as determined by the Board of Directors.

Section 3. Notice. By, or at the direction of, the President or Secretary/Treasurer, the voting members shall be notified by mail or electronic mail of the place, time and date of all Annual Membership Meetings and Special Meetings of the members of AASM. The notice shall be delivered at least thirty (30) days before the date of the meetings, unless otherwise required by applicable law.

Section 4. Quorum. Twenty percent (20%) of the AASM voting members must be present to constitute a quorum.

Section 5. Manner of Acting. The act of a majority or more of the voting members present at a duly called meeting at which a quorum is established shall be the act of the voting members.

ARTICLE IV OFFICERS

Section 1. Composition. AASM's Officers shall be President, President-Elect, Secretary/Treasurer, and Immediate Past President (collectively, the "Officers"). The Board of Directors may elect or appoint other Officers.

- a) **President.** The President shall preside at all meetings of the Membership, Nominating Committee, Executive Committee and Board of Directors; and shall perform such other duties as customarily pertain to the office. The President automatically succeeds to the office of Immediate Past President upon expiration of their one-year term.
- b) **President-elect.** The President-Elect shall assist in the performance of the President's duties, and in the absence of the President, preside at AASM meetings. The President-Elect automatically succeeds to the office of President upon expiration of their one-year term.
- c) **Secretary/Treasurer.** The Secretary/Treasurer shall attend Executive Committee and Board of Directors meetings and keep or oversee the minutes of those proceedings. The

Secretary/Treasurer shall keep or maintain oversight over AASM financial records and investment portfolios.

Section 2. Vacancies. Officer vacancies shall be filled as follows:

- a) The office of President shall be filled by the President-Elect. The President-Elect shall complete the unexpired term of their predecessor as needed, as well as the presidential term for which they were originally elected. The President-Elect vacancies shall remain open until the next election.
- b) A vacancy in the Secretary/Treasurer office may be filled by the Board of Directors from among its Directors, and the appointee shall hold office for the remainder of the term and shall be eligible for re-election for one additional term.

Section 3. Term. Officers may not serve more than one consecutive term in the same office, and no two offices may be held simultaneously. The President, President-Elect, and Immediate Past President shall serve a one-year term in office unless otherwise specified, or until their successors are duly elected and take office. The Secretary/Treasurer shall serve a three-year term or until a successor is duly elected, qualified and takes office. The Officers' terms shall commence at the time of transition during the AASM Annual Membership Meeting following their election and conclude at the time of transition during the next AASM Annual Membership Meeting (or until their successors are duly elected, qualified, and take office).

Section 4. Qualifications and Election. Only voting members may serve as Officers. Officers shall be elected by the voting members in accordance with Article V, Section 4.

ARTICLE V BOARD OF DIRECTORS

Section 1. Authority and Responsibility. The affairs of the AASM shall be managed by its Board of Directors which shall direct the AASM and determine its policies. The Board of Directors may adopt rules and regulations and appoint agents as necessary. No Officer or Director may encumber the AASM with indebtedness or assume any financial obligation in the name of the AASM without prior authorization of the Board of Directors.

Section 2. Composition and Term of Office. The Board of Directors shall consist of the Officers and eight (8) Directors elected by the voting members. Directors shall serve a three-year term in office or until their successors are duly elected and take office, unless elected to serve an unexpired term, in which case they shall serve the unexpired portion of the term. A Director shall be eligible for re-election for not more than one additional consecutive term, with the exception that a Director elected to serve an unexpired term of one (1) year or less shall be eligible for re-election to not more than two (2) additional consecutive terms. The Directors' terms shall commence at the time of transition during the AASM Annual Membership Meeting following their election.

Section 3. Qualifications. Only voting members may serve on the AASM Board of Directors. Directors shall be automatically disqualified from service on the Board of Directors if they have a level 1 conflict of interest as defined by AASM policies.

Section 4. Elections.

- a) President-Elect, Secretary/Treasurer and Directors shall be elected by voting members.
- b) On an annual basis, the Nominating Committee shall recommend a candidate for each open position or vacancy for Officer (as defined by Article IV) and/or Director. After receiving recommendations from the Nominating Committee, the Board of Directors shall nominate one or more candidate(s) for each applicable elected office. Officer and Director nominees will be submitted to the voting members for vote by mail or electronic ballot at least thirty (30) days before the Annual Membership Meeting.
- c) Write-in candidates must be eligible to hold an office of the Board of Directors. In the event that twenty (20%) percent or greater of the AASM voting members cast a write-in vote for a candidate for an office, a run-off election will be held. For the purpose of determining the twenty (20%) percent write-in test, the President-Elect, Secretary/Treasurer, and all Directors shall be deemed as three (3) distinct offices.

Section 5. Meetings.

- a) **Regular Meetings.** The Board of Directors shall hold regular in-person meetings at such time and place as they choose. Notices for in-person regular meetings shall specify the location, date and time of the meeting and shall be delivered to each Officer and Director at least thirty (30) days prior to the meeting date.
- b) **Special Meetings.** Special meetings may be called by the President or at the request of three (3) Officers and/or Directors. Notice for in-person special meetings shall be given at least ten (10) days prior and may be delivered personally, by mail, facsimile or email to each Officer and Director at their address on record. The business to be transacted at any special meeting of the Board of Directors shall be specified in the meeting notice. Additional agenda items may be proposed and considered by a motion of any Officer or Director at the meeting.
- c) **Meetings by Other Means.** When an in-person meeting is not possible logistically, any action to be taken at a Board of Directors meeting, may be taken on a conference call or by other means that allows communication with each other in a remote synchronous fashion. Participation shall constitute presence at the meeting. Any meeting to be held by these other means may be held upon a minimum of twenty-four (24) hours prior notice.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum.

Section 7. Manner of Acting. A decision of the majority of the Board of Directors present at a duly called meeting at which a quorum is established shall be the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation, these Bylaws, or the policies of the AASM.

Section 8. Action Without a Meeting. Any action requiring a vote of the Board of Directors may be taken without a meeting if approved unanimously in writing.

Section 9. Absences. Three (3) consecutive unexcused absences from a Board meeting shall be interpreted as resignation from the Board of Directors unless otherwise excused by the Board of Directors.

Section 10. Reports. The Board of Directors shall present an annual report of the general status of the AASM at its Annual Membership Meeting.

Section 11. Resignation and Removal. Any Officer or Director may resign by giving written notice to the Board of Directors. Resignations shall take effect immediately unless a later time is specified. Any Officer or Director may be removed in accordance with the provisions set forth in the Minnesota Nonprofit Corporation Act (“Act”) with or without cause whenever the best interests of the AASM would be served by such removal.

ARTICLE VI COMMITTEES

Section 1. Executive Committee. The Executive Committee consists of the President, President-Elect, Immediate Past President, Secretary/Treasurer and one additional member of the Board of Directors that is appointed by the Board of Directors. The Executive Committee meets regularly to make decisions and conduct business between meetings of the Board of Directors. Such decisions may not be contrary to established policy as previously determined by the Board of Directors and must be reviewed by the Board of Directors at subsequent meetings. Meeting dates and times shall be determined by the President and majority shall constitute a quorum.

Section 2. Nominating Committee. The Nominating Committee consists of the President, President-Elect, Immediate Past President and two (2) at-large members elected by the eligible voting membership. The President shall serve as the Nominating Committee Chair. The at-large members will serve staggered two-year terms, and are not eligible for re-election. In the event of a vacancy and if deemed necessary by the Board of Directors, the Board of Directors will nominate a replacement member to be voted on by a special election and will complete the unexpired term of their predecessor.

The Nominating Committee requests and reviews member nominations for the President-Elect, Secretary/Treasurer, Directors, and at-large member of Nominating Committee and presents their recommendations to the Board of Directors.

- a) **Qualifications.** At-large Nominating Committee members must be AASM Members in good standing for five (5) consecutive years or have served on an AASM committee or task force within the past five (5) years, and must meet AASM’s conflict of interest standards.
- b) **At-large Member Election Process.** Eligible voting members will be solicited for nominations to be considered for election to the Nominating Committee on an annual basis. Current Nominating Committee members are not eligible for re-nomination to their current position or for Officer or Director positions. The Nominating Committee shall recommend a candidate for each open position or vacancy, for Board approval. Board-approved candidates shall be presented to the eligible voting membership for election. The individual receiving the greatest number of votes will be elected to serve a two-year Nominating Committee term. Any write-in candidate will be subject to the process outlined in Article V. Section 4. c. of these Bylaws.

Section 3. Committee on Committees. The Committee on Committees is composed of the President-Elect, Secretary/Treasurer, and one additional member who must also be a member of the Board of Directors appointed by the President-Elect. The President-Elect serves as the Chair of the Committee on Committees.

The Committee on Committees meets at least annually to recommend appointment of members to AASM standing committees and select task forces based on a call for volunteers sent to the general membership via multiple communication platforms. To finalize recommendations, the Board of Directors must ratify the recommendations of the Committee on Committees.

Section 4. Board of Directors Committees. The Board of Directors may establish and appoint committees of the Board of Directors as needs dictate. These committees do not have the authority to act on behalf of the Board of Directors. Each Board of Director Committee consists of no fewer than 3 and no more than 5 members.

Section 5. Advisory Panels. The Board of Directors may establish Advisory Panels as it deems necessary. Members shall be selected and confirmed by the Board of Directors. The Board of Directors shall be responsible for establishing purpose, participation, operational guidelines and structure as deemed appropriate and in the best interest of the organization and the membership.

Section 6. Other Committees. The Board of Directors may establish Standing, Ad-Hoc and Presidential committees as deemed necessary to support AASM's purpose or to address issues of interest to the membership. These Committees may include, without limitation, an education committee, accreditation committee, and a coding and compliance committee, and any additional committees established by the Board of Directors.

a) **Composition.**

- i. *Standing/Presidential Committees:* Initial members shall be nominated by the Committee on Committees and confirmed by the Board of Directors.
- ii. *Ad-Hoc Committees:* Members shall be selected and confirmed by the Board of Directors.

b) **Chair.** The Chair, unless otherwise specified in these Bylaws, shall be designated by the Board of Directors. No Officer or Director of the AASM may serve as Chair of any Standing, Ad-hoc or Presidential Committee. In those instances of subcommittees, the subcommittee Chair must also be a member of the parent committee.

c) **Term.**

- i. *Standing Committees.* No member of a Standing Committee may serve more than three (3) continuous years on the same committee, but an individual may serve three (3) additional years if appointed as a Chair or Vice Chair, and an additional three (3) years as a subcommittee/task force Chair. An individual may continue to serve as a consultant (without vote) if it is believed he/she has special expertise that would continue to help the committee beyond the individual's term.
- ii. *Presidential Committees.* Presidential Committees terminate upon completion of the committee charge or upon completion of the President's term of office, whichever occurs first. The President-Elect may extend the term of a Presidential Committee through the term of their presidency.

- iii. *Ad-hoc Committees.* Ad-hoc Committees terminate upon completion of the committee charge.
- d) **Meetings and Quorum.** Meeting dates and times shall be determined by the Chair, and majority shall constitute a quorum.
- e) **Duties and Responsibilities.** The authority establishing each committee shall be responsible for the committee's mandate. Such mandate shall be tendered to the committee in writing by the appointing authority. All committees report to and are subject to the authority of the Board of Directors.
- f) **Vacancies.** Vacancies shall be filled by the Executive Committee or Board of Directors.
- g) **Qualifications.** Committee membership is restricted to members of the AASM except when the purpose of the AASM requires the knowledge of individuals from other fields. Joint Committees may be established with other community, governmental, clinical, or scientific organizations.
- h) **Procedures.** Committees have authority to make rules governing their procedures, subject to these Bylaws, applicable AASM policies, the directives of the appointing authority, and the approval of the Board of Directors.
- i) **Reports.** Each committee shall be responsible for periodic reports of its activities, findings, recommendations, or progress to the appointing authority.
- j) **Dissolution.** The authority establishing any committee shall have the right to dissolve the committee, enlarge the committee, appoint consultants or advisors, remove any member, and fill any vacancy.
- k) **Ex-officio Members.** The President and Executive Director are *ex-officio* members, without vote, of all committees. The President-Elect may attend meetings of all committees.

ARTICLE VII OTHER MEMBER GROUPS

The Board of Directors may establish member groups with similar professional backgrounds or shared interests. These may be referred to as Assemblies and shall be suitably identified. The Board of Directors shall be responsible for establishing purpose, participation, operational guidelines, structure and financing for all member groups as it deems appropriate and in the best interest of the organization and the membership.

ARTICLE VIII FINANCE

Section 1. Contracts. The Board of Directors may authorize any Officer(s) or agent(s) of AASM in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of AASM, and such authority may be general or confined to specific instances.

Section 2. Payment of Indebtedness. All checks, drafts or other payment orders, notes or other

evidence of indebtedness issued in the name of AASM shall be signed by such Officer(s) or agent(s) of AASM, and in such manner as determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary/Treasurer and countersigned by the President.

Section 3. Deposits. All AASM funds shall be deposited to the credit of AASM in the banks, trust companies, and/or other depositaries as per AASM policies.

Section 4. Board Designated Reserve Fund(s). The Board of Directors may establish one or more board-designated reserve fund(s) to provide for the continued viability of AASM and the field of sleep medicine. All reserve fund distributions shall be made in accordance with policy adopted by the Board of Directors. For the Long-Term Reserve Fund, an act of 75% of all Board of Directors members shall be required to authorize the expenditure of any funds constituting the corpus of the reserve fund(s).

Section 5. Bonding. If deemed necessary, the Board of Directors shall provide for the bonding of such Officers, Directors, and employees of AASM.

Section 6. Gifts. The Board of Directors may accept on behalf of AASM any contribution, gift, or bequest for AASM's general or special purpose.

Section 7. Books and Records. AASM shall keep correct and complete books and records of accounts and keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors, and shall keep at its principal office a record of the Board of Directors' names and addresses. All AASM books and records may be inspected by any Director, for any proper purpose at any reasonable time.

Section 8. Fiscal Year. AASM's fiscal year is January 1 to December 31, or such other period as may be determined by the Board of Directors.

ARTICLE IX EXECUTIVE DIRECTOR

The administrative and day-to-day operations of AASM is the responsibility of a salaried staff head responsible to the Board of Directors. The salaried staff head may have the title of "Executive Director". The Executive Director is authorized to execute contracts on behalf of AASM and as approved by the Board of Directors. The Executive Director carries out other duties specified by the Board of Directors. The Executive Director shall attend and participate in (without vote) all Board of Directors and Executive Committee meetings except those held in executive session unless otherwise requested by the President and/or Board of Directors.

ARTICLE X INDEMNIFICATION

AASM's current and former officers, directors, and employees (each, an "indemnified party") shall not be personally liable for an act or omission by that person if the act or omission was in good faith, was within the scope of the person's responsibilities as a director, officer, or employee, and did not constitute willful or reckless misconduct or other prohibited action specified in the Act. AASM shall (1) indemnify any indemnified party who is a party, or threatened to be made a party, to any lawsuit, proceeding or action, whether civil, criminal, administrative, or investigatory, by reason of representing, serving, or acting on behalf of AASM or its Board of Directors, for all expenses, attorneys' fees, judgments, fines,

or settlements to the full extent permitted by the Act and in accordance with the provisions of this Article and (2) be entitled to purchase insurance for such indemnification to the full extent of the law.

ARTICLE XI WAIVER OF NOTICE

Section 1. Waiver of Notice. Whenever any notice is required to be given under these Bylaws, AASM's Articles of Incorporation or the Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 2. Electronic Communication. Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by email or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by email or other electronic means.

ARTICLE XII DISSOLUTION

In the event of the dissolution of AASM, the Board of Directors shall, after paying or making provision for the payment of all of AASM's liabilities, dispose of all remaining AASM assets (except any assets held by AASM upon condition requiring return, transfer, or other conveyance in the event of dissolution, which assets shall be returned, transferred, or conveyed in accordance with such requirements) in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code.

ARTICLE XIII AMENDMENTS

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the voting members in accordance with the provisions set forth in this Article. Bylaw amendments may either be proposed by a majority of the Board of Directors or by a petition submitted by at least twenty percent (20%) of the eligible voting membership.

In the event of a properly proposed amendment, the Board of Directors will either (i) hold a vote on the proposed amendment by ballot at a duly called meeting of the voting members; or (ii) prepare a ballot containing the proposal and distribute it to the voting members of the AASM for action. In the event the ballot is distributed to the voting members, it shall provide a reasonable time-period in which it is to be returned and may be distributed and returned by email or other electronic means.

A bylaw amendment is adopted when it receives the majority vote of voting members voting at the meeting or returning ballots before the deadline. Voting may be conducted electronically or by any other permitted means.