



Summary of Proposed Bylaws Revisions

July 2018

The AASM Board of Directors periodically reviews governance documents as part of its general oversight of the organization. During a recent review of the bylaws, the AASM Board of Directors identified and recommended several changes that better align with the overall strategic direction of the organization. These changes were reviewed by legal counsel and are now being presented for adoption by the membership.

The following summary is provided to help AASM members review the proposed changes to the bylaws. The term “Chapter” in the current bylaws has been replaced with “Article.” Please note that this summary is not exhaustive; stylistic edits that do not change the substance of the original text are not listed below.

ARTICLE I – NAME, LOCATION AND PURPOSE

- Changed from “NAME” to “NAME, LOCATION AND PURPOSE”
- Content changed to include name, location and purpose
- Registered Office section was previously in Chapter 9.

ARTICLE II – MEMBERS

- Previously “Chapter 1”
- Changed order of Classes of Membership and Qualifications for Membership
- Home Sleep Apnea Testing (HSAT) updated to “Independent Sleep Practice (ISP)”
- Membership categories updated:
 - Retired Member (new)
 - Emeritus Member (age requirement reduced to 65 to align with Retired Member category)
 - Sleep Team Member (new)
 - Affiliate Member (replaces Affiliate-Industry)
 - Sleep Medicine Trainee Member (new)
 - In-Training Member (replaces Student)
 - Corresponding Member (“or clinicians” added to the description and “with special healthcare training” was removed)
- Election of Members (originally section D) was removed.
- Termination of Membership and Disciplinary Action previously located in Chapter 6
- Membership Dues previously located in Chapter 7

ARTICLE III – MEMBERSHIP MEETING

- Annual Meeting was changed to “Annual Membership Meeting” to improve clarity.
- Meetings were previously covered in Chapter 5.
- Meeting notice changed from “not less than five or more than 60 days” to “at least thirty (30) days before the date of the meetings, unless otherwise required by applicable law.”
- Quorum language clarified

ARTICLE IV – OFFICERS

- Previously Chapter 2
- Simplified officer descriptions
- Added “Qualifications and Election”

ARTICLE V – BOARD OF DIRECTORS

- Previously Chapter 3
- Simplified Section B “Powers” and renamed it “Authority and Responsibility”
- Section 4 “Elections” previously located in Chapter 8
- Meetings section combined and simplified; waiver of notice language deleted because it is covered in article X.

ARTICLE VI – COMMITTEES

- Previously Chapter 4
- In Section 1 “approved” was changed to “reviewed.”
- Descriptions reorganized and simplified
- Advisory Panels (section 5) added

ARTICLE VII – OTHER MEMBER GROUPS

- New Article

FINANCE VIII

- New Article
- Books and Records was previously in Chapter 9.

ARTICLE IX – EXECUTIVE DIRECTOR

- Previously in Chapter 3, Section b
- Copy simplified to reflect best practices

ARTICLE X – INDEMNIFICATION

- New Article
- Insurance language was previously referenced in Chapter 3, Section b.

ARTICLE XI – WAIVER OF NOTICE

- Previously in Chapter 9

ARTICLE XII – DISSOLUTION

- New Article

ARTICLE XIII –AMENDMENTS

- Previously Chapter 10

MISCELLANEOUS

- Rules of Order, and Order of Business of the Board of Directors and of the Annual Meeting were deleted, as this type of content is not typically included in organizational bylaws.
- Vote by roll call was deleted.