

**BYLAWS OF THE
AMERICAN ACADEMY OF SLEEP MEDICINE
*Membership Review – November/December 2024***

Article I - General

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 – Membership

Section 1. Individual Membership Eligibility. Membership is composed of individuals with a professional interest in sleep medicine.

Section 2. Network Membership Eligibility. Network membership is composed of sleep practice networks accredited through the AASM. They are not eligible to vote or serve in roles within AASM.

Section 3. Full Membership. Full members must hold an MD, DO, PhD, DDS, DNP, or other healthcare doctoral degree and be active in the care of patients with sleep disorders, involved in sleep and circadian research, or a United States based physician participating in an ACGME-accredited sleep medicine fellowship training program, or similar training program as approved by the Board of Directors.

Section 4. Other Membership Categories. The Board of Directors may establish other membership categories that are ineligible to serve as Directors or Officers.

Section 5. Membership Standing. All AASM members will fall within one of four categories of membership standing. Membership standing augments a membership category by providing greater details about the member. Membership categories combined with membership standing determine voting privileges.

- i. **Regular Standing** is for all members who do not qualify for Fellow, Retired, or Fellow Emeritus Standing. Full members in Regular Standing have full voting privileges. Other membership categories in Regular Standing do not have voting privileges.

- ii. **Fellow Standing** is an honor bestowed to AASM members who apply for and meet the requirements to become a Fellow of the American Academy of Sleep Medicine (FAASM) as determined by the Board of Directors. Full members in Fellow Standing have full voting privileges. Other membership categories in Fellow Standing do not have voting privileges.
- iii. **Retired Standing** is for retired individuals who do not qualify for Fellow Emeritus Standing. Additional eligibility requirements may be found on the website. All members with Retired Standing do not have voting privileges, regardless of membership category.
- iv. **Fellow Emeritus Standing** is for members who have obtained Fellow Standing and are retired. Only members in Fellow Standing can apply for Fellow Emeritus Standing. Additional eligibility requirements may be found on the website. Full members in Fellow Emeritus Standing have full voting privileges. Other membership categories in Fellow Emeritus Standing do not have voting privileges.

Section 6. Voting. Eligible voting members have one vote on all matters put to a vote.

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

Section 8. Expulsion. A member is automatically expelled upon two months of delinquency in payment of annual dues. A member may be expelled by the Executive Committee for other reasons if the member is provided with advance written notice including the reason for the proposed expulsion, an opportunity to appeal the proposed expulsion in writing or before the Board of Directors, and final written notice of the Board's decision.

Article III – Board of Directors

Section 1. Directors. 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.

Section 2. Composition. The Board of Directors consists of:

- a. the President, President-Elect, Secretary/Treasurer, and the Immediate Past President
- b. eight (8) Directors

Section 3. Terms. 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 for 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 4. Qualifications. Only voting members may serve on the AASM Board of Directors. Directors shall be disqualified from service on the Board of Directors if they have an unresolved disqualifying conflict of interest as defined by AASM policies.

Section 5. Elections.

- a. President-Elect, Secretary/Treasurer and Directors shall be elected by voting members.
- b. On an annual basis, the Leadership Development Committee 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, 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 6. Meetings. Meetings of the Board of Directors are called by the President. A majority of Directors form a quorum; a majority of votes is required to carry a motion when a quorum is present. Proxy voting is not permitted. Meetings may be held in person and/or by other means that allow remote synchronous communications.

Section 7. Action Without a Meeting. Any action requiring a vote of the Board of Directors may be taken without a meeting if approved unanimously.

Section 8. Reports. The Board of Directors shall present an annual report of the general status of the AASM at its Annual Membership Meeting.

Section 9. Resignation or Removal. A Director may resign by submitting a written resignation 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.

Section 10. Vacancies. In the event of a Director vacancy and if deemed necessary by the Board of Directors, the Leadership Development Committee shall nominate a new Director for the vacant position which will then be submitted to the voting members for vote by mail or electronic ballot.

Article IV – Officers

Section 1. Composition. AASM’s Officers shall be President, President-Elect, Secretary/Treasurer, and Immediate Past President (collectively, the “Officers”).

- a) **President.** The President shall preside at all meetings of the Membership, Executive Committee and Board of Directors; and shall perform other duties that 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 shall preside at all meetings of the Committee on Committees. 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 as well as AASM financial records and investment portfolios.
- d) **Immediate Past President.** The Immediate Past President remains an Officer and Director for a one-year term following their term as President. The Immediate Past President shall preside at all meetings of the Leadership Development Committee.

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 vacancy 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 at the discretion of the Leadership Development Committee.

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 III, Section 5.

Article V – Committees and Miscellaneous

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. It may act in place of the Board of Directors when authority is designated by the Board of Directors or in emergency matters where Executive Committee action is temporary and subject to ratification by the Board of Directors.

Section 2. Leadership Development Committee. The Leadership Development Committee consists of the Immediate Past President, President, President-Elect, one additional member of the Board of Directors that is appointed by the Board of Directors, and three (3) at-large members elected by the eligible voting membership. Members of the Leadership Development Committee are not eligible to apply for open positions on the Board of Directors. The Immediate Past President shall serve as the Leadership Development Committee Chair. The at-large members will serve staggered three-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 select a replacement member. The Leadership Development Committee requests, reviews, and selects member nominations for the President-Elect, Secretary/Treasurer, Directors, and at-large member of the Leadership Development Committee.

- a) **Qualifications.** At-large Leadership Development Committee members must be voting members in good standing and meet the eligibility criteria outlined on the AASM website.
- b) **At-large Member Election Process.** Eligible voting members will be solicited for nominations to be considered for election to the Leadership Development Committee on an annual basis. Current Leadership Development Committee members are not eligible for re-nomination to their current position or for Officer or Director positions. The Leadership Development Committee shall nominate one or more candidate(s) for each applicable position who then shall be presented to the eligible voting membership for election. Any write-in candidate will be subject to the process outlined in Article III, Section 5 of these Bylaws. The individual receiving the greatest number of votes will be elected to serve a three-year Leadership Development Committee term.

Section 3. Committee on Committees. The Committee on Committees is composed of the President, President-Elect, and Secretary/Treasurer. The President-Elect serves as the Chair of the Committee on Committees. The Committee on Committees meets at least annually to appoint members to AASM standing committees and select task forces based on a call for volunteers sent to the general membership via multiple communication platforms.

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.

Section 5. Other Committees and Volunteer Groups. The Board of Directors may establish standing or ad-hoc committees, task forces, assemblies, or volunteer groups as deemed necessary to support AASM's purpose or to address issues of interest to the membership. The members of these groups are chosen by the Committee on Committees or another group designated 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. The President and Executive Director are *ex-officio* members, without vote, of all committees, task forces, assemblies, and volunteer groups.

Section 6. Executive Director. The administrative and day-to-day operations of AASM are 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.

Section 7. Indemnification. Directors, Officers, and employees are indemnified by AASM to the full extent permitted by law.

Section 8. 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.

Section 9. Amendments. Amendments to these Bylaws may only be made after 60 days advance notice to membership in an AASM membership publication or posted on the AASM website followed by a two-thirds vote by the Board of Directors.