

California Sleep Society Corporate Bylaws

As Amended December 2018

ARTICLE 1: NAME

The name of the Society is the California Sleep Society (hereinafter called the “Society”).

ARTICLE 2: PURPOSE AND GOALS

The Society has been organized to operate exclusively for scientific and educational purposes, and act as a representative voice for sleep professionals in the State of California and more specifically:

Section 2.1 To promote and provide education in polysomnography and sleep medicine;

Section 2.2 To encourage and assist in the advancement of scientific and technical standards of polysomnographic technology;

Section 2.3 To protect and preserve both the patient and public trust in physicians and polysomnographic technologist by promoting the highest level of clinical standards for patient care and safety and to produce the highest quality of polysomnographic data and patient care;

Section 2.4 To promote increased awareness of sleep medicine and sleep disorders treatment;

Section 2.5 To promote and improve standards of training and qualifications for physicians and polysomnographic technologists; To provide a unified voice for sleep professionals in matters of insurance reimbursement, testing standards and the application of treatment modalities for sleep disorders;

Section 2.6 To develop and maintain the essentials to perpetuate the Society and its objectives.

ARTICLE 3: FUNDS, DUES, AND ACTIVITIES

Funds of the Society shall consist of monies raised by annual dues levied on the members, voluntary contributions to the Society, and income from any other source approved by the Board of Directors. No part of the net earnings of the Society shall inure to the benefit of any private shareholder or individual.

ARTICLE 4: REGISTERED OFFICE

Section 4.1 The principal office for the transaction of business of the Society shall be located in the State of California or at such place as the Board of Directors designate.

Section 4.2 The Society may have such other offices as the Board of Directors may direct.

Section 4.3 The Society will obtain and maintain status as a registered agent in the State of California required by the California Non-Profit Corporation Act.

ARTICLE 5: MEMBERS

Section 5.1 The Society shall be composed of three classes of members as determined by the Board of Directors: Current membership includes: physician members, polysomnographic technologists and other members.

5.1.1 Physician members shall be those individuals who hold a M.D. or D.O. Degree. Individuals holding a Ph.D. Degree or D.D.S. Degree or other doctoral degrees in the health care field are also included in this membership class. All Physician members should be active in sleep disorders medicine. Physician members pay annual dues set by the Board of Directors. Physician members have full voting privileges.

5.1.2 Polysomnographic members shall be those individuals whose primary employment is in the Sleep Technology Profession. Polysomnographic members may serve as officers on the Board of Directors and on Committees. Polysomnographic members pay annual dues set by the Board of Directors. Polysomnographic members have full voting privileges.

5.1.3 Affiliate members shall be those individuals who have special training in the health care field, active in aspects of sleep medicine, are eligible for Other Membership. Affiliate members pay annual dues set by the Board of Directors. Affiliate members do not have voting privileges.

Section 5.2 Procedures for Membership: Those who desire to become a member of the Society must submit an official application to the Society via its official website.

Section 5.3 Annual Business Meeting of the Board of Directors: There shall be at least one annual business meeting of the Board held during the calendar year. Additional meetings of the membership may be held if the Board of Directors so decides.

ARTICLE 6: VOTING BY MAIL

Voting for candidates for vacancies of the Officers and Board of Directors shall be done by mail, or electronic mail, as approved and directed by the Officers and Board of Directors.

ARTICLE 7: OFFICERS

Section 7.1 Officers: The officers of the Society shall be a President, President-Elect, Immediate Past-President, and Secretary-Treasurer.

Section 7.2 Officers as Directors. All officers are members of the Board of Directors and report to the President.

Section 7.3 Eligibility

7.3.1 Only Active Members in good standing shall be eligible to serve as Officers of this Society.

7.3.2 An Active Member employed by a commercial company or supplier of a product or service to member individuals shall be eligible to serve as an Officer of this Society.

Section 7.4 Election and Term of Office

7.4.1 The President shall serve a term of two (2) years.

7.4.2 The President-Elect shall serve a term of two (2) years as President-Elect; following his or her two-year term as President, he or she will serve a one (1) year term as Immediate Past-President and then one (1) additional year as a Director.

7.4.3 The Secretary-Treasurer shall be elected by mail or email ballot to serve a term of two (2) years. The Secretary-Treasurer shall be elected to a two-year term.

7.4.4 Terms of office shall commence and officers shall be installed as the First Order of Business under New Business at the Annual Business Meeting.

7.4.5 All board members will be limited to four (4) consecutive years of service, with the exception of the president, who will complete his or her term of office and remain on the Board as stipulated in Section 7.4.2. Former board members may submit their names for nomination for election the year after they have completed their prior Board service.

Section 7.5 Vacancies

7.5.1 In the case of death, incapacity or resignation of the President the vacancy shall be filled by the President-Elect.

7.5.2 In the case of death, incapacity, expulsion or resignation of the President, President-Elect, Secretary-Treasurer the vacancy shall be filled by action of the Board of Directors.

7.5.3 The fulfillment of a vacancy shall not constitute a term.

7.5.4 A successor so appointed shall serve until the next election of the Society in which they become eligible for general election.

Section 7.6 President

7.6.1 The President shall be the Chief Executive Officer of the Society with responsibility for the general supervision, direction and control of the business affairs of the Society in conformity with Society policies.

7.6.2 The President shall serve as the Chair of the Board of Directors and with the approval of the Board of Directors shall appoint committee chairs, may appoint a parliamentarian, shall be an ex-officio member of all committees except the Nominating Committee, and shall submit the Annual Report to the general membership.

7.6.3 The President shall be the liaison officer to physician affiliates, other technological societies and technological credentialing bodies.

7.6.4 The President shall preside at the Annual Business Meeting, the meetings of the Board of Directors, Executive Committee, and shall have such powers and duties as may be prescribed by the Board of Directors.

7.6.5 The President shall approve all committee members.

7.6.6 It shall be the duty of the President to require that all Officers and members of the Board of Directors take an active part in the regular business of the Society.

7.6.7 At the completion of their term, the outgoing President shall serve on the Board of Directors for two (2) years and have the same duties as those of a Board member.

7.6.8 The position of President shall be held either by a physician or a registered polysomnographic technologist (RPSGT).

Section 7.7 President-Elect

7.7.1 In the absence or disability of the President, the President-Elect shall perform all the duties of the President, and in so acting shall assume all the power, obligations and privileges of the President.

7.7.2 The President-Elect shall have such other powers and duties as may be prescribed by the Board of Directors.

Section 7.8 Secretary-Treasurer

7.8.1 The Secretary shall keep a correct and complete permanent record of the proceedings of the meetings and transactions of the Society.

7.8.2 The Secretary shall submit full and complete records of proceedings for correction and approval of the Board of Directors and/or general membership.

7.8.3 The Secretary shall have such other powers and duties as may be prescribed by the Officers and Board of Directors.

7.8.4 The Secretary-Treasurer shall be the Chief Financial Officer of the Society.

7.8.5 The Secretary-Treasurer shall monitor the receipts and distribution of funds of the Society and shall present quarterly financial reports to the Officers and Board of Directors.

7.8.6 The Secretary-Treasurer shall submit an annual financial report to the Officers, Board of Directors and the membership for approval. An audit may be called, at any time, by the Board of Directors to be performed by a Certified Public Accountant

7.8.7 The Secretary-Treasurer shall submit an updated membership list indicating members' status to the President, Secretary and Managing Editor of any official publications.

7.8.8 The position of Secretary-Treasurer shall be held either by a physician or a registered polysomnographic technologist (RPSGT).

Section 7.9 Resignation: Any officer may resign at any time by submitting a written resignation to the Board of Directors.

ARTICLE 8: BOARD OF DIRECTORS

Section 8.1 Number and Composition of Board of Directors Composition: The Board of Directors shall consist of the President, President-Elect, Immediate Past-President, Secretary-Treasurer, and six Directors elected by the eligible voting members of the Society. The Board shall maintain a composition which requires that neither physician members nor registered polysomnographic technologists (RPSGT) members should fall below 40%.

Section 8.2 Terms of the Board of Directors: Each Board of Director member-at-large shall be elected for a two (2) year term.

Section 8.3 Powers and Duties: Between Annual Business meetings of the Society, the property, business and affairs of the Society shall be directed by the Board of Directors, subject to the limitations of the Articles of Incorporation and these Bylaws. All corporate powers shall be exercised by or under the authority of the Board of Directors.

8.3.1 Duties

8.3.1.1 To study, determine, and execute the short-term and long-range plans of the Society for the continued growth and financial stability of the Society, development of policies and periodic

assessment of the needs of the membership and response thereto and surveillance of the affairs and funds of the Society.

8.3.1.2 Establishment of standing rules.

8.3.1.3 Creation and conferment of special awards.

8.3.1.4 Acceptance, on behalf of the Society of grants, contributions, gifts, bequests, or other property to follow the purposes of the Society.

8.3.1.5 Consideration and action on matters relating to membership complaints and grievances.

8.3.1.6 Appointment of the Chair of the Nominating Committee.

Section 8.4 Executive Committee: The Executive Committee of the Board of Directors shall be comprised of the President, President-Elect, Immediate Past-President, and Secretary-Treasurer.

8.4.1 Duties

8.4.1.1 To authorize expenditures within the guidelines set by the Board of Directors.

8.4.1.2 To conduct any business of the Society which may arise between meetings of the Board of Directors and which may require immediate action. The Executive Committee shall have full power and authority to exercise judgment and make decisions as required safeguarding the Society, subject to review at the next meeting of the Board of Directors.

8.4.1.3 To perform such other duties as delegated by the Board of Directors.

Section 8.5 Quorum: The presence of fifty-one (51%) of the voting Directors at the beginning of a meeting shall constitute a quorum for conduction of Board business for the entire meeting. However, in the absence of a quorum, a majority of the Board of Directors present at any regular or special meeting of the Board may adjourn to meet again at a stated day and hour or on call of the President.

Section 8.6 Voting Cumulative voting shall not be allowed: Each Officer and Director shall have one vote. There shall be no voting by proxy. The President shall only vote in case of a tie.

Section 8.7 Action without Meeting: Any action required or permitted to be taken between regular or special meetings of the Board may occur without a meeting if consent is given by all of the Directors.

Section 8.8 Telephone Conference Calls: Directors may participate in any Board or committee meeting by means of a conference telephone call or any similar communications equipment which allows all persons participating in the meeting to hear each other at the same time.

Section 8.9 Eligibility

8.9.1 Only an Active Member in good standing shall be eligible to serve as a Director.

8.9.2 A Director must be actively engaged in the practice (clinical, research, or education) of polysomnography within six (6) months preceding their installation. Students, trainees or fellows are not eligible to serve as Director until he or she has passed the applicable certification and is practicing sleep medicine or polysomnography.

8.9.3 A Director must complete an annual conflict-of-interest statement that will be reviewed by the Executive Committee.

Section 8.10 Vacancies

8.10.1 Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining Officers and Board of Directors then in office, even though less than a quorum, or by the sole remaining Officer and/or Director. Nominations for filling such vacancies shall be made only for the purpose of maintaining the number of Directors as established by Article 8.0, Section 8.1 of the Bylaws.

8.10.2 A successor Director so elected shall serve until the next election of the Society in which they become eligible for general election.

8.10.3 The fulfillment of a vacancy shall not constitute a term.

Section 8.11 Resignation: Any Director may resign at any time by submitting a written resignation to the Board of Directors.

Section 8.12 Meetings

8.12.1 Regular meetings of the Officers and Board of Directors shall be held at least once each calendar year. Written notice of the time and place of the regular meeting shall be sent by mail or other mode of transmittal to each Director at least thirty (30) days prior to the time of holding such regular meetings.

8.12.2 Special meetings of the Board may be held upon the call of (1.) the President or (2.) Fifty (50%) of seated Directors at such reasonable times and places as the President may designate. Notice of the time and place of special meetings shall be given to each Director at least forty-eight (48) hours prior to the time of holding all such meetings.

8.12.3 Any Director may waive their right to be notified of any meeting. This waiver shall be signed and in writing. It may be signed before or after the meeting.

8.12.4 A Director attending any Board meeting waives the right to notice of that meeting, unless the Director attends the meeting only for the express purpose of objecting to the transaction of business at the meeting.

Section 8.13 Agenda: Any Director who wishes to place items on the agenda of any meeting of the Board shall send the items to the President for receipt no later than fifteen (15) days prior to the meeting date.

Section 8.14 Compensation of Directors: Directors as such shall not receive any compensation for their service as Directors, but the Board may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated Officers. Nothing herein shall preclude a Director from serving in any other capacity and receiving compensation for such services.

Section 8.15 Absence: Any Director unable to attend a meeting shall, in a letter addressed to the President or Secretary, state the reason for their absence. The President or designee will accept or reject the reason for their absence and notify the Director within forty-eight (48) hours upon the receipt of the Directors letter.

ARTICLE 9: INDEMNIFICATION of OFFICERS, DIRECTORS, EMPLOYEES, and OTHER AGENTS

Section 9.1 Definitions: For the purpose of this Article, "agent" means any person who is or was a Directors, Officer, employee, or other appointee of the Society or is or was serving at the request of the Society as a Director, Officer, Committee member, appointee, or employee; "proceeding" means any threatened, pending or completed action, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorneys' fees incurred while establishing a right to indemnification under this Article.

Section 9.2 Indemnification

9.2.1 The Society shall indemnify any person who was or is a party, or is threatened to be made a party to any proceeding (other than an action by or on the right of the Society) by reason of the fact that such person is or was an agent of the Society against expenses, judgments, fines, settlements, and other amounts actually and reasonable incurred in connection with such proceeding to the maximum extent permitted by the California Corporation law, including the advance of expenses.

9.2.2 Exception is made in such cases wherein the indemnified individual is adjudged guilty of willful misfeasance or malfeasance in the performance of duties.

9.2.3 The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such indemnified individuals may be entitled.

ARTICLE 10: RULES OF ORDER

Rules of Order Newly Revised - 10th Edition will govern in respect to meetings, elections, and procedural matters.

ARTICLE 11: COMMITTEES, COUNCILS, APPOINTEES and LIAISONS

Section 11.1 Committees, Councils, Appointees and Liaisons

11.1.1 There shall be such committees, councils, appointees and liaisons as required to carry on the work of the Society.

11.1.2 The Officers and Board of Directors are empowered to create, combine or dissolve committees, councils, and liaisons, or to change their composition or responsibilities as the need may arise.

11.1.3 The chairperson(s) of each committee and council and the liaisons shall be appointed by the President with approval of the Board of Directors; except, the chair of the Nominating Committee, which shall be appointed by the Board of Directors.

11.1.4 The term of the appointee, liaison, committee chair and committee members shall correspond to the Presidential term, unless a specific term is otherwise approved by the Board of Directors.

11.1.5 The members of any committee or council shall be appointed by the committee and council chair and are subject to the approval of the President. The President shall serve as an ex-officio member of each committee and council.

Section 11.2 Standing Committees: Members of all Standing Committees shall be nominated by the Committee Committees and subject to confirmation by the Board of Directors. No officer of the CSS, nor any Director, may serve on any Standing Committee.

11.2.1 The Chairs of all Standing Committee unless otherwise specified in these bylaws shall be designated by the Board of Directors.

11.2.2 No Member of a Standing Committee may serve more than two consecutive three-year terms, but an individual may serve as a consultant if it is believed he/she has special expertise that would continue to help the Committee beyond the individual's term. In such capacity, he/she shall have no vote.

Section 11.3 Nominating Committee

“The Nominating Committee shall be comprised of five (5) members: President, President-Elect, Immediate Past-President and two members not an officer or on the Board of Directors. These two members will be selected from active membership by a majority vote of the President, President-Elect and Immediate Past-President, identified because of their active involvement in

the Society, e.g., volunteer, committee member, annual meeting attendance, and statewide reputation in sleep technology and/or medicine.”

The duties of the Nominating Committee shall include:

11.3.1 Request and receive nominations from members of the CSS for the positions for President-Elect, Secretary-Treasurer, Director(s) and awards presented by the CSS.

11.3.2 Review all recommendations received, and

11.3.3. Submit a report to the Board of Directors at its annual meeting of its recommendations.

Section 11.4 Audit Committee: The Audit Committee shall assist the CSS Board of Directors in ensuring compliance with legal and ethical standards and in selecting and hiring of the internal and independent auditors.

ARTICLE 12: Finances, Dues, and Assessments

Section 12.1 Fiscal Year: The Fiscal Year of the Society shall be from October 1 through September 30.

Section 12.2 Budget

12.2.1 Fiscal and money policies shall be established by the Board of Directors.

12.2.2 Upon recommendation of the Treasurer, the Board of Directors shall adopt a balanced annual operating budget covering all activities of the Society.

Section 12.3 Dues

12.3.1 Dues are subject to change by a majority of the voting members at the Annual Business Meeting of the Society as recommended by the Board of Directors.

12.3.2 Dues shall be paid annually and are not refundable.

12.3.3 Annual dues shall be due upon receipt of a statement from the Treasurer and shall be considered delinquent within ninety (90) days thereafter.

ARTICLE 13: DISSOLUTION

In the event of dissolution or final liquidation of the Society all of its assets remaining after payment of its obligations have been made or provided for shall be distributed to a non-profit

entity engaged in activities substantially similar to the Society. Distribution of funds shall be designated by the Officers and Board of Directors.

ARTICLE 14: COMPENSATION

The Officers, Board of Directors, and Committee members shall serve without compensation.

ARTICLE 15: ADDITIONAL APPOINTMENTS

Appointments may be made by the President, with the approval of the Board of Directors, to carry out functions not otherwise outlined in these Bylaws.

ARTICLE 16: AMENDMENTS

Section 16.1 Procedure to Amend Articles of Incorporation: The Articles of Incorporation may be amended in accordance with the procedure outlined in the California Corporation Act. The Amended Articles shall be executed and filed in accordance with the aforementioned law.

Section 16.2 Procedure to Amend the Society Bylaws

16.2.1 Amendments may be presented in writing to the President by any member in good standing. The President shall forward said proposals within thirty (30) days of receipt to the Board of Directors.

16.2.2 Amendments to the Bylaws may be made by a two-thirds (2/3) vote of the Board of Directors. Action to amend may be initiated by the President or by a Director. Director-proposed amendments shall be submitted to the President at least two (2) months before the Annual Board Meeting, together with justification to all Directors at least one (1) month prior to the Annual Board Meeting. Voting shall follow discussion of the proposed amendments.

16.2.3 Any changes in the Bylaws will be circulated to the Membership in a Society publication.