

LOUISIANA SOCIETY OF ANESTHESIOLOGISTS, INC.

BYLAWS

REVISED December 21, 2019
REVISED April 6, 2019
REVISED November 21, 2015
REVISED November 23, 2013
REVISED October 1997

ARTICLE 1

- 1.1 This Corporation shall be a non-profit corporation and shall have no capital stock. It shall be operated and maintained by such membership dues and assessments and endowments as the Board of Directors shall determine to be necessary or acceptable for the proper functioning of the corporation. Under no circumstances shall any of the net earnings or assets of the corporation inure or be distributed to the benefit of its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof and the Corporation may indemnify its directors, officers, and employees with respect to actions taken in their capacities as such to the extent permitted under these Articles of Incorporation and the Louisiana Nonprofit Corporation Law.
- 1.2 The purpose of the Corporation shall be to advance the medical practice of anesthesiology and its related subspecialties and to safeguard the professional interests of the Members of the Society. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- 1.3 Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the remaining assets of the corporation to such organization or organizations organized under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as shall at that time have

purposes substantially similar to those of the Corporation, as the Board of Directors shall determine.

ARTICLE 2 - PURPOSE

The purposes of the Louisiana Society of Anesthesiologists (“LSA” or the “Society”) are:

- 2.1 To associate and affiliate into one organization all of the reputable doctors of medicine, osteopathy or other scientists in the state of Louisiana who are engaged in the practice of, or otherwise interested in the medical specialty of anesthesiology, critical care, pain management, or perioperative medicine.
- 2.2 To encourage specialization in this field and to make available to more people the benefits to be derived from the services of qualified physician anesthesiologists.
- 2.3 To advance the science and art of Anesthesiology and to stimulate interest and promote progress in the scientific and educational aspects of the specialty.
- 2.4 To seek the betterment of the individual members of this Society and to protect the member’s interests within the structure of the Bylaws of this Society and the American Society of Anesthesiologists (“ASA”).
- 2.5 To uphold, adhere to and promote the aims, principles and purposes of the ASA, as set forth in the Bylaws of that organization.
- 2.6 To use our medical education, expertise and wisdom to advocate for the health, safety and best medical care for our fellow citizens.

ARTICLE 3 - MEMBERSHIP

- 3.1 Membership in the Society is a privilege and not a right.
- 3.2 Membership categories for the Society will be the same as those for the ASA as outlined in the ASA Bylaws.
- 3.3 Application to the Society is made via the ASA. Application should be made to the highest appropriate category of membership.
- 3.4 Active members are entitled to all rights and privileges of this Society. All other categories of members are entitled to participate in the functions and activities of this

Society, including membership on certain committees, but are not eligible for election to office and have no right to vote, except at meetings of committees on which they serve, unless otherwise permitted in these Bylaws.

3.52 A member of this Society may be censured, suspended, or expelled for any valid cause including but not limited to:

A. Revocation or suspension of license to practice medicine by a regularly constituted state authority.

B. Conviction in a court of law of a felony or any offense involving moral turpitude.

C. Conduct unbecoming of a physician.

D. Any cause or act which is detrimental to this Society.

E. Failure to abide by the provisions of these Bylaws.

F. Violations of standards of professional or ethical conduct as may be set forth in statements of the American Society of Anesthesiologists and/or this Society.

3.521 An ad hoc Membership Committee shall be convened by the President of the Society to investigate any cause or claim for censure, suspension, or expulsion which comes to the Society's attention, and determine if the matter shall be pursued.

3.522 If the ad hoc Membership Committee determines that the matter will be pursued, it shall prepare written notice which will set forth the matter in question with sufficient particularity so that the member will be cognizant of the question to be inquired about and which will inform the member that there will be an opportunity to be heard in their own defense before the ad hoc Judicial Committee. At the same time the member will be notified of the date, time, and place of the hearing.

3.523 The ad hoc Membership Committee shall provide the written notice to the member involved and to the Chairman of the ad hoc Judicial Committee and may forward additional reports on the matter to the ad hoc Judicial Committee as it deems appropriate with written copies of same to the member involved.

3.524 The ad hoc Judicial Committee shall investigate as it deems proper, and shall give the member involved at least thirty days notice of the date, time, and place of the hearing. At the hearing the member shall have the opportunity to speak in defense, to present a written statement, and to produce documents and witnesses; the member is entitled to legal counsel. Should the member fail to appear at the hearing without prior approval of the Committee, the hearing may continue in the member's absence. The Committee may consider the matter on the basis of the notice and reports from the ad hoc Membership Committee; other documentation; written statements from the member involved; and such other investigations as it deems necessary and proper.

- 3.525 The ad hoc Judicial Committee shall make a written report to the Board of Directors stating the matters set forth in the notice of the Membership Committee, the findings of fact of the ad hoc Judicial Committee, and the recommendations of the Judicial Committee. The findings of fact by the ad hoc Judicial Committee shall be considered conclusive by the Board of Directors.
- 3.526 At the next meeting of the Board of Directors following receipt of the ad hoc Judicial Committee's report, the Board shall consider and act upon same, determining, by resolution, whether the member shall be disciplined and the nature of the disciplinary action, if any. The decision of the Board is final.
- 3.527 Suspension of a member shall be for a definite period of time and may, in the sole discretion of the Board of Directors, be commuted. During the period of suspension the member is not entitled to exercise any of the rights or privileges of membership in the Society, and shall be deemed not a member in good standing. If the member holds elected office, the position shall be declared vacant. Expulsion of a member shall terminate all rights and privileges as a member, and any position in this Society held by such person shall be declared vacant.
- 3.528 A member who has been expelled from membership as provided for in these Bylaws may make application for reinstatement by making a new application for membership, and provided that a year has elapsed since the date the member was expelled, or since rejection of a prior application for reinstatement.
- 3.529 Any member disciplined in any degree in this Society, having exhausted all means of appeal in this Society, shall have the right to appeal from the final decision of this Society to the Judicial Committee of the American Society of Anesthesiologists. Such appeal must be made within thirty days of the final action of the Society.

ARTICLE 4 - DUES

- 4.1 Dues shall be determined annually by the Board of Directors in the amount necessary to confer the proposed budget for the following year. An assessment may be imposed at any time only after the approval of at least three-fourths of the full Board of Directors.
- 4.2 Dues shall be due and payable on January 1 of each year.
- 4.21 Unpaid dues become delinquent on July 1st of the calendar year in which they were due. Unpaid assessments become delinquent on the first day of the third month after they are announced. Delinquency will result in expulsion from the Society unless full payment of the delinquent account is received within two months. A member expelled for non-

payment of annual dues or assessments may be reinstated immediately by paying the dues or assessments in arrears.

ARTICLE 5 - MEETINGS

- 5.1 The Society shall endeavor to hold an Annual Meeting at which policy may be determined. A scientific and/or advocacy program may be presented. Elections of officers and other business, which may properly come before such a meeting, may be conducted. The time, place and content of the Annual Meeting shall be determined by the Board of Directors and the Annual Meeting Committee. If an annual meeting is not to be held in a calendar year then the Board of Directors shall report to the Society membership good reason why, and shall provide a summary of the state of the Society since the last Society annual meeting and a plan for a future annual meeting.
- 5.2 Special and interim meetings of the Society may be called at a time and location to be determined by the Board of Directors.
- 5.3 The Secretary shall provide written notice to each member in good standing with the time, place, and purposes of all meetings.
- 5.4 Each Active member present and in good standing shall have one vote at a meeting of the Society. A quorum shall consist of those present. A majority of those Active members in good standing present and voting shall be required for passage of any motion or resolution, or enactment of any other action, except as otherwise provided for by these Bylaws or by the rules of order in force at that meeting.
- 5.5 Any member may submit a proposition or resolution for vote at the annual meeting. The proposition must be submitted to the President of the Society in writing at least 30 days before the meeting. During the new business segment of the meeting resolutions and propositions may be accepted from the floor for vote at the discretion of the meeting chairman.

ARTICLE 6 - ELECTION OF OFFICERS

- 6.01 The elected officers of the Society shall be a President, President-Elect, Secretary, Treasurer, ASA Director, and ASA Alternate Director. The Secretary and Treasurer positions will be filled by the same person. The order and conduct of all elections are to be determined by the LSA Board of Directors except as otherwise provided for in these Bylaws.

- 6.02 Only active members in good standing shall be eligible to be elected to and hold office in the Society. In accordance with ASA bylaws, all Directors and Alternate Directors shall have been an active member of this or other component society and an active member of the ASA for at least two years prior to election.
- 6.03 The LSA Board of Directors shall submit nominations for elected office to the Secretary at least thirty days prior to the announced election in accordance with these Bylaws for officers whose term is expired or whose office is vacant. In addition to those members nominated by the Board, any member in good standing may submit a written nomination for office to the Secretary for consideration.
- 6.04 The officers shall be elected by the voting members of this Society. The candidate receiving the majority of votes of the members voting shall be elected; should no candidate receive a majority on the first ballot, the candidate receiving the least votes shall be removed from consideration, and another ballot taken, this procedure being repeated until one candidate has been elected.
- 6.05 The candidate elected as ASA Alternate Director shall also automatically serve as a Delegate to the House of Delegates of the American Society of Anesthesiologists.
- 6.06 The term of office of the elected officers of this Society shall be as follows.
- 6.07 The President, Immediate Past President, Secretary, and Treasurer shall serve for two calendar years. The President-Elect shall serve for one calendar year, and then assume the office of the President.
- 6.08 The ASA Director, and ASA Alternate Director shall serve for the term (currently three years) specified by the American Society of Anesthesiologists.
- 6.09 Any member elected to fill a vacant office shall serve from the time of election to the normal expiration of that office's term.
- 6.10 Vacant office shall be filled by the normal election process following the occurrence of the vacancy, provided that in the interim the President of the Society may appoint any qualified member to fill the vacancy if it is deemed necessary, such appointment being subject to confirmation by the Board of Directors.
- 6.11 An elected officer of this Society may not serve more than three consecutive terms for any one office unless a 2/3 or greater majority of the vote for the fourth and subsequent terms is received.

ARTICLE 7 - DUTIES OF OFFICERS

- 7.01 The President shall have general supervision and direction of the affairs of the Society; shall serve as Chairman of the Board of Directors and Chairman of the Executive Committee; shall preside at meetings of the Board of Directors, the Executive Committee, and at any LSA meetings; shall fill vacant office as prescribed in the Bylaws; shall appoint the chair and members of all committees except as otherwise provided for herein or by the Society; shall deliver a report to the Board of Directors and the membership of the Society at the close of the term of office; and shall perform such other duties as custom, necessity, and parliamentary usage require, or as otherwise as provided for in the Bylaws or as directed by the Board of Directors or by the Society.
- 7.02 The President-Elect shall assist the President in the performance of duties; shall assume the duties of the President when the President is absent; shall perform such duties as directed by the President, the Board of Directors, or the Society; and shall automatically assume the office of President should it become permanently vacant, until elections can be duly conducted.
- 7.03 The Immediate Past President shall provide continuity between administrations, and contribute knowledge and experience to the officers and members of the Society.
- 7.04 The Secretary shall perform the duties designated in the Bylaws of the American Society of Anesthesiologists for the secretary of a component society; shall take actions to promote membership in the Society; shall correspond with directors of training centers in the state of Louisiana to gain information needed to assist eligible individuals to become Fellow, Resident or Medical Student members and then to progress to Active membership when qualified; shall also correspond with relevant persons in organizations or practices in the state of Louisiana to gain information needed to assist eligible individuals to become members in other categories; the Secretary or designee shall serve as recording secretary at the meetings of the Society, its Board of Directors, and its Executive Committee; and shall perform all the other usual duties of a secretary of a society, and such other duties as provided for in the Bylaws or as directed by the President, the Board of Directors, or the Society.
- 7.05 The Treasurer shall perform the duties designated in the Bylaws of the American Society of Anesthesiologists for the treasurer of a component society; shall receive, disburse, manage and account for all the funds of the Society; shall prepare a budget for the forthcoming year that anticipates all expenses of this Society that is then submitted to the Board of Directors for approval; and shall perform all the other usual duties of a treasurer of a society, and such other duties as provided for in the Bylaws or as directed by the President, the Board of Directors, or the Society.
- 7.06 The ASA Director from Louisiana shall represent the Society on the ASA Board of Directors and at the House of Delegates of the American Society of Anesthesiologists as official representative of the Louisiana Society of Anesthesiologists; shall perform the duties designated in the Bylaws of the American Society of Anesthesiologists for a Director of a component society; and shall perform such other duties as provided for in these Bylaws or as directed by the President, the Board of Directors, or the Society.

- 7.07 The ASA Alternate Director shall assist the ASA Director; shall attend such meetings as the ASA Director attends to the extent possible; shall assume the duties of the Director when the Director is absent; shall automatically assume the office of the Director should it become vacant, until elections can be duly conducted; and shall perform such other duties as directed by the President, the Board of Directors, or the Society.
- 7.08 Delegates, selected by the LSA Board of Directors, shall represent this Society in the House of Delegates of the American Society of Anesthesiologists; shall counsel whenever possible with the Officers and Board of Directors of this Society on all matters pending in the House of Delegates to ascertain that actions taken by the Delegates are in accordance with the best interests and desires of this Society; shall attend each meeting of the House of Delegates of the American Society of Anesthesiologists, and such other meetings as are customary for Delegates to attend, or make certain that this Society is fully represented thereat; and shall perform such other duties as directed by the President, the Board of Directors, or the Society.

ARTICLE 8 - BOARD OF DIRECTORS

- 8.01 The Board of Directors of the Society shall be composed of the President, President-Elect, Immediate Past-President, Secretary, Treasurer, ASA Director, ASA Alternate Director, any member holding an office on the Administrative Council of the ASA, Directors from the Louisiana Districts, an Academic Affairs Director, a Private Practice Director, a Veterans Affairs Director and a Director Member-At-Large. Other members may be invited to attend Board meetings or to advise but these members shall not have a vote in matters before the Board. Resident members who hold national office and a resident and a student component representative may also attend in a non-voting capacity.
- 8.02 Each member of the Board shall have one vote and members of the Board must cast their own vote. A vote may be electronic, in person or via telephone as agreed on by the members of the Board prior to the vote. Members may only act in one capacity for the purpose of voting. In other words, members of the Board holding two offices such as Director and Past-President shall have only one vote on the Board. Simple majority of Board members present shall rule.
- 8.03 The Board may conduct business in person or by electronic means. A quorum shall be composed of at least a majority of the Board members and is necessary to conduct the business of the Board of Directors.
- 8.04 Nominations will be accepted for Director positions and if the position is contested, an election will be called in accordance with these Bylaws including the Term Limits provision of Article 6.11. If the position is uncontested, the President shall appoint the

Director. The Resident Section Director will be chosen in accord with Article 10 of these Bylaws.

8.05 The term of a Director shall be two years.

8.06 The geographic Louisiana Districts are:

Orleans composed of members in Orleans Parish.

Jefferson composed of members in areas including but not limited to Metairie, River Ridge, Kenner, Gretna, Harahan, Harvey, Marrero, LaPlace, Luling and Plaquemines.

Northshore composed of members in areas including but not limited to Slidell, Covington, Mandeville, Madisonville, Hammond, Ponchatoula, Pearl River and Bogalusa.

Baton Rouge composed of members in areas including but not limited to Baton Rouge and Zachary.

Acadiana composed of members in areas including but not limited to Lafayette, Opelousas, New Iberia, Erath, Eunice, Mamou, Houma, Thibodaux and Morgan City.

Southwest and Central Louisiana composed of members in areas including but not limited to Lake Charles, Alexandria and Pineville.

Shreveport composed of members in areas including but not limited to Shreveport and Bossier City.

Northeastern composed of members in areas including but not limited to Monroe, West Monroe, Ruston and Bastrop.

The other Director positions are:

Academic Affairs Director is an active member affiliated with an anesthesiology residency program in the state who is to represent the academic perspective in the Society.

Private Practice Director is an active member affiliated with a private practice group in the state who is to represent the private practice perspective in the Society.

Veterans Affairs Director is an active member affiliate with a VA hospital who is to represent the VA perspective in the Society.

Director Member-At-Large is an active member who represents the general Society membership and may be affiliated with any practice in the state.

- 8.07 The Board of Directors shall manage the business and financial affairs of this Society, and in the interim between meetings of the Society may act upon matters which would otherwise require special meetings of the Society, except for those functions restricted in the Bylaws to the Society as a whole.
- 8.08 The Board of Directors is charged and entrusted as follows: it shall have the power to delegate its authority to officers or committees of the Society as it sees fit; it shall determine the amount of dues and the annual assessment if any; it may inspect any and all financial and other records and accounts of the Society; and it shall have final authority concerning censure, suspension, expulsion, or other matters relating to membership in this Society, subject to the provisions of the Bylaws.
- 8.09 All actions of the Board shall be reported by the President or designee to the membership of the Society at its Annual Meeting, where such action by the Board is subject to modification or revocation by the membership by a majority vote of those voting.
- 8.10 The Board of Directors shall meet no less than two times each year either in person or electronically at a time to be determined by the President. Other meetings may be called by the President, with the approval of the Executive Committee of the Board of Directors.
- 8.11 The Executive Committee of the Board of Directors shall be composed of the President, President-Elect, Immediate Past President, Secretary, Treasurer, ASA Director and ASA Alternate Director.
- 8.12 The Executive Committee shall act in the interim between meetings of the Board of Directors upon specific matters which would ordinarily require special meetings of the Board of Directors.
- 8.13 The Executive Committee shall expedite, execute, and administer the previous actions and directives of the Board of Directors and the Society. The Executive Committee has no policy making power, and functions only under direction of the Board of Directors; its actions are subject to review and approval by the Board of Directors.
- 8.14 Meetings of the Executive Committee may be in person or electronic and shall be held upon call of the President or at the request of any two Executive Committee members. Any three members of the Executive Committee shall constitute a quorum, a majority of which can do business.
- 8.15 The Executive Committee shall submit a report of its activities at each meeting of the Board of Directors.

ARTICLE 9 - COMMITTEES

- 9.01 There are **Standing** and **Special (ad hoc) Committees** of this Society. The committees shall be composed of members of the Society appointed by the President unless otherwise provided for in these Bylaws. Ad hoc committees sunset after one year or with the end of the term of the President that created them, whichever comes first.
- 9.02 The terms of office of the chairmen and members of Standing Committees shall be for the term of office of the President appointing them, unless otherwise provided for by the Bylaws, the Board of Directors, or the Society.
- 9.03 The Standing Committees continue from year to year, and the President shall announce their membership at the time of taking office unless otherwise provided for in these Bylaws. A Committee or Committee position may be left dormant if there is not sufficient interest or need demonstrated.

The **Standing Committees** of the Society shall be:

Committee on Constitution, Bylaws, and Rules shall be composed of a chairman and at least two members; it shall recommend amendments to the Bylaws to insure consistency with the actions of the policy-making bodies of this Society; and it shall prepare amendments which it considers advisable to facilitate the work and best interest of this Society.

Committee on Public Relations shall be composed of a chairman and at least two members; it shall promote relations of the Society with the public, other medical organizations, and hospitals; it shall supervise dissemination of information concerning anesthesiology to the public and to the membership; it may utilize professional assistance to the extent approved by the Board of Directors.

Committee on Governmental Affairs shall be composed of a chairman and at least two members; it shall serve as a liaison between this Society and the American Society of Anesthesiologists and its committees in matters related to governmental and legislative affairs; it shall monitor legislative and regulatory activities at all levels of government and report to the Society and its officers as needed on these activities; it shall with guidance from the Society and its leadership, provide advice and guidance to governmental, legislative, and regulatory bodies in hopes of educating them and influencing their actions to the best interests of the Society; and it may utilize professional assistance in these functions to the extent approved by the Board of Directors.

Finance and Budget Committee shall be composed of five members. The Treasurer shall serve as chairman. The Committee shall review the annual budget to be submitted by the President. It shall establish an annual budget, a dues structure, and select appropriate investments for surplus funds for approval by the Board of Directors. It shall assist other committees.

Annual Meeting Committee shall be composed of a group of the President's choosing. The Committee shall plan and execute the annual meeting. The meeting should be planned so that no financial loss is obligated to the Society unless such plans are pre-approved by the Board of Directors.

- 9.04 **Special (ad hoc) Committees** of the Society may be convened at the direction of the President and/or the LSA Board of Directors. These committees include but are not limited to:

Committee on Education and Research which shall be composed of a chairman and at least two members; it shall plan, prepare, and secure all scientific programs for the Society. Final approval must be given by the Board of Directors of the Society. The committee will review all applications for research grants and make recommendations to the Board of Directors for final approval

Membership Committee which shall be composed of a chairman and at least three members; it shall conduct investigations and make decisions by majority vote on applications for all categories of membership and submit recommendations on such applications to the Board of Directors, except as otherwise provided for in these Bylaws; and it shall encourage qualified persons to apply for membership in the Society. It may act as a liaison between physicians desiring to practice anesthesiology in the state of Louisiana and institutions seeking services of anesthesiologists.

Nominating Committee which shall consist of a chairman (Immediate Past-President) and at least three members in good standing; it shall nominate one candidate for each office in which there is a vacancy to be filled, or in which the current officer's term is due to expire before the Society would meet again.

Judicial Committee shall consist of five Active members in good standing. Membership shall be approved by the Executive Committee. The Immediate Past-President shall serve as Chair of the Judicial Committee once convened. The Judicial Committee shall hear and consider, and at its discretion attempt to adjudicate, all questions of ethics, discipline, professional relationship, and the rights and standings of members of this Society; it shall conduct investigations and hold appropriate hearings as provided for in these Bylaws. In matters involving alleged violations of standards of professional conduct, the decision of the Judicial Committee that no violation occurred shall be final. Neither the Executive Committee nor the Board of Directors shall take any action upon matters within the jurisdiction of the Judicial Committee until the recommendations of the Judicial Committee have been received, and thereafter the action taken by the body having ultimate authority is final and conclusive as to all parties concerned.

ARTICLE 10 - RESIDENT PHYSICIAN SECTION

- 10.01 The Resident Physician Section of this Society shall be composed of those who are Resident members of this Society.
- 10.02 The Resident Physician Section may enact Rules as it feels necessary and proper for the conduct of its business. Resident Physicians' Section Rules are subject to approval by the Board of Directors.
- 10.03 The members of the Resident Physician Section may be assessed annually in an amount and manner which the Resident Physician Section may determine; the Treasurer of the Louisiana Society of Anesthesiologists may assist in the collection of this assessment.
- 10.04 The Resident Physician Section may hold an Annual Meeting at a time and place approved by the Board of Directors of the Louisiana Society of Anesthesiologists; the Resident Physician Section may elect its officers at this Annual Meeting and conduct other business as needed.
- 10.05 The elected officers of the Resident Physician Section shall include a representative to the Louisiana Society of Anesthesiologists Board of Directors, who shall serve as a non-voting member of that Board.
- 10.06 All activities of the Resident Physician Section shall be under the auspices of the Louisiana Society of Anesthesiologists.
- 10.07 The Resident Physician Section shall submit a written report of its activities at each meeting of the Louisiana Society of Anesthesiologists Board of Directors.
- 10.08 All actions of the Resident Physician Section shall be subject to the approval of the Louisiana Society of Anesthesiologists Board of Directors.

ARTICLE 11 - FUNDS AND EXPENDITURES

- 11.01 Funds of the Society are derived from the annual assessment of dues as provided for in these Bylaws, from any special assessments authorized by the Board of Directors, and from such other sources as may be approved by the Board of Directors.
- 11.02 Expenditures of funds of this Society shall be made at the discretion of the Board of Directors.
- 11.03 Checks issued by the Society must bear the signature of the Treasurer or the President. The Treasurer may, with annual approval of the Board of Directors, designate the

Society's Executive Director to create and sign checks and/or issue proper payment of Society funds authorized by the Board of Directors up to the amount of \$500.00. The Board of Directors or President may withdraw approval at anytime.

- 11.04 The financial accounts and records of the Society shall be audited annually as directed by the Board of Directors.

ARTICLE 12 - PARLIAMENTARY AUTHORITY

- 12.01 The official parliamentary authority of this Society shall be the latest edition of the American Institute of Parliamentarian Standard Code of Parliamentary Procedure in accordance with ASA bylaws.
- 12.02 The President may appoint a Parliamentarian from the membership of the Society whose duties shall be to assist and advise the President in parliamentary matters.
- 12.03 The Bylaws of the American Society of Anesthesiologists shall be adopted and utilized as needed in application to the requirements of this Society, and no provision or action of the Bylaws of this Society, or other actions of this Society, shall have effect if found to be in conflict with the Bylaws of the American Society of Anesthesiologists.

ARTICLE 13 - REFERENDUM

- 13.01 Any matter which affects this Society may be referred to the Active members of the Society for a general vote, being submitted to them upon a two-thirds vote of the total membership of the Board of Directors, or upon a written request signed by at least fifteen percent of the Active members of this Society.
- 13.02 Voting on the question shall be determined by a majority vote at an Annual Meeting of the Society, or by a two-thirds vote of the Active members in good standing responding to an electronic or mail ballot, if such ballot shall be authorized by the Board of Directors.

ARTICLE 14 - AMENDMENT

- 14.01 These Bylaws may be amended or suspended at the annual meeting of the Society by a two-thirds vote of the Active members in good standing present at the meeting, or by a

two-thirds vote of Active members in good standing responding in writing (e.g. paper mail or email) to the proposal provided that voters have 30 days from the date of the proposal being sent to respond to the proposal.