

## **BYLAWS OF THE DAKOTA SLEEP SOCIETY**

### **ARTICLE 1: NAME**

The name of the Society is the Dakota Sleep Society (“Society”).

### **ARTICLE 2: PURPOSE AND GOALS**

The Society has been organized to act as a representative voice for sleep professionals in the States of North Dakota and South Dakota and more specifically:

Section 2.1 To promote and support scientific research and education in sleep medicine.

Section 2.2 To encourage and assist in the advancement of scientific and technical standards of diagnostic technologies.

Section 2.3 To protect and preserve both the patient and public trust in sleep professionals by promoting the highest level of clinical standards for patient care and safety and to produce the highest quality of diagnostic data and patient care.

Section 2.4 To promote increased awareness of sleep research, sleep medicine and sleep health.

Section 2.5 To provide a unified voice for sleep professionals in matters of representation, insurance coverage/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: FUND, 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 North Dakota or at such place as the Board of Directors designate.

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

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

#### **ARTICLE 5: MEMBERS**

Section 5.1 The Society shall be composed of five classes of members as determined by the Board of Directors: doctoral members, Polysomnographic members, other professional members, student members, and affiliate members.

Section 5.1.1 Doctoral members shall be those individuals who hold a doctoral degree in a health care or biomedical field. All Doctoral members should be active in sleep disorders medicine, sleep research, or sleep education. Doctoral members may serve as officers on the Board of Directors and on Committees if the candidate holds current specialty/sub-specialty certification in sleep medicine, dental sleep medicine, or behavioral sleep medicine. Doctoral members pay annual dues set by the Board of Directors. Doctoral members have full voting privileges.

Section 5.1.2 Polysomnographic members shall be those individuals whose primary employment is in the Sleep Technology Profession. Polysomnographic members may serve on the Board of Directors and on Committees, if the candidate holds current RPSGT credentials. Polysomnographic members pay annual dues set by the Board of Directors. Polysomnographic members have full voting privileges.

Section 5.1.3 Other professional members shall be those individuals who hold a degree as a Physician's Assistant (PA) or Nurse Practitioner (NP) or Registered Respiratory Therapist (RRT). Professional members may serve on the Board of

Directors and on Committees. Professional members pay annual dues set by the Board of Directors. Professional members have full voting privileges.

Section 5.1.4 Student members shall be those individuals seeking a degree, who are currently enrolled in a health care or biomedical, degree-granted institution. All student members should be pursuing a degree leading to participation in sleep disorders medicine, sleep research or sleep education. Student membership also applies to residents and fellows. Student members pay annual dues set by the Board of Directors. Student members do not have voting privilege and are not eligible to serve on the Board of Directors or Committees.

Section 5.1.5 Affiliate members shall be those individuals who have special training in the health care field and/or are active in aspects of sleep medicine. Affiliate members pay annual dues set by the Board of Directors. Affiliate members do not have voting privileges and are not eligible to serve on the Board of Directors or Committees.

#### Section 5.2 Procedures for Membership

Individuals who desire to become a member of the Society must submit an official application to the state office.

#### 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. Meetings of the membership will be held pursuant to action by the Board of Directors.

### **ARTICLE 6: VOTING**

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

### **ARTICLE 7: BOARD OF DIRECTORS**

Section 7.1 Composition: The Board of Directors shall consist of the President-Elect, Secretary, Treasurer, and Delegate elected by the eligible voting members of the Society. The Board shall strive to maintain a balanced composition consisting of Doctoral members and registered Polysomnographic technologists and professional members.

Section 7.2 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.

#### 7.2.1 Duties

- a. To study, determine, and execute the short-term and long-range plans of the Society for its continued growth and financial stability, development of policies and periodic assessment of the needs of the membership, surveillance, and the continual maintenance of the Society.
- b. Establishment of standing rules.
- c. Creation and conferment of special awards.
- d. Acceptance, on behalf of the Society, of grants, contributions, gifts, bequests, or other property to further the purposes of the Society.
- e. Consideration and action on matters relating to membership complaints and grievances.
- f. Appointment of the Chair of the Nominating Committee.
- g. Appoint leadership of all approved ad-hoc committees.
- h. To authorize expenditures within the guidelines set by the Board of Directors.
- i. To conduct any business of the Society which may arise between meetings of the Board of Directors and which may require immediate action. The Board of Directors shall have full power and authority to exercise judgement and make decisions as required to safeguard the Society.

#### Section 7.3 Eligibility

Only Doctoral, Polysomnographic, and Professional members in good standing shall be eligible to serve as Officers of this Society.

#### Section 7.4 Election and Term of Office

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

7.4.2 The President-Elect shall serve a term of two (2) year as President-Elect and then is required to become President.

7.4.3 The Secretary shall serve a term of two (2) years as Secretary. The Secretary shall be eligible to serve a maximum of two consecutive terms.

7.4.4 The Treasurer shall serve a term of two (2) years as Treasurer. The Treasurer shall be eligible to serve a maximum of two consecutive terms.

7.4.5 Delegate shall serve a term of one (2) year as Delegate. The Delegate shall be eligible to serve a max of two consecutive terms.

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

#### Section 7.5 Vacancies

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

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

7.4.3 Unscheduled vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining Directors then in office.

7.4.4 The fulfillment of a vacancy shall not constitute a term, and 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 bylaws.

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 or designate someone to submit on their behalf.

7.6.3 The President may appoint a liaison officer to doctoral 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, Membership Meetings, 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 ensure that all Officers and members of the Board of Directors take an active part in the regular business of the Society.

7.6.7 The position of President shall be held by a member with full-voting privileges.

#### Section 7.7 President-Elect

7.7.1 In the absence or disability of the President, the President-Elect shall assume all the duties, powers, 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.

7.7.3 The position of President-Elect shall be held by a member with full-voting privileges.

#### Section 7.8 Treasurer

7.8.1 The Treasurer shall be the Chief Financial Officer of the Society.

7.8.2 The Treasurer shall monitor the receipts and distribution funds of the Society and shall present quarterly financial reports to the Board of Directors.

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

7.8.4 The position of Treasurer shall be held by a member with full-voting privileges.

#### Section 7.9 Delegate

7.9.1 The Delegate shall be a community liaison of the Society.

7.9.2 The Delegate shall have such other duties as may be prescribed by the Board of Directors.

7.9.3 The position of Delegate shall be held by a member with full-voting privileges.

Section 7.10 Resignation: Any Officer may resign at any time by submitting a written resignation to the board of Directors.

Section 7.11 Quorum: The presence of a majority of the Voting Directors at the beginning of a meeting shall constitute a quorum for conducting Board business for the entire meeting. In the absence of a quorum, a majority of the Board of Directors present may adjourn to meet again at a stated day and hour or on call of the President.

Section 7.12 Voting: Cumulative voting shall not be allowed. Each member shall have one vote. There shall be no voting by proxy.

Section 7.13 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 7.14 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 7.15 Meetings

7.15.1 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.

7.15.2 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. Meetings called for without the President, but with Directors, shall give the President at least two weeks notice, in addition to an explanation of the reason for the meeting.

Section 7.16 Agenda: Any Director who wishes to place items on the agenda of any regular 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 7.17 Compensation of Directors: Directors shall not receive any regular compensation for their service as Directors, but the Board may authorize reimbursement

of reasonable expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses. Nothing shall preclude a Director from serving in any other capacity and receiving compensation for such services.

Section 7.18 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 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 8: INDEMNIFICATION of OFFICERS, DIRECTORS, EMPLOYEES, and OTHER AGENTS**

Section 8.1 Definitions: For the purpose of this Article, “agent” means any person who is or was a Director, 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 8.2 Indemnification**

8.2.1 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, judgment, fines, settlements, and other amounts actually and reasonable incurred in connection with such proceeding to the maximum extent permitted by the North Dakota and South Dakota Corporation law, including the advance of expenses.

8.2.2 Exception is made in cases where the indemnified individual is adjudged guilty of willful misfeasance or malfeasance in the performance of duties.

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

## **ARTICLE 9: RULE OF ORDER**

Robert’s Rules of Order Newly Revised (most current edition) may govern with respect to meetings, elections, and procedural matters.



## **ARTICLE 10: COMMITTEES, COUNCILS, APPOINTEES and LIAISONS**

### **Section 10.1 Committees, Councils, Appointees and Liaisons**

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

10.1.2 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.

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

10.1.4 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.

10.1.5 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.

**Section 10.2 Standing Committees:** Members of all Standing Committees shall be nominated by the Committee Chairpersons and shall be subject to confirmation by the Board of Directors.

10.2.1 The Chairs of all Standing Committee unless otherwise specified in these Bylaws shall be designed by the Board or Directors.

10.2.2 No Member of a Standing Committee may serve more than three (3) consecutive two-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 voting capability.

**Section 10.3 Nominating Committee:** The Nominating Committee: The Nominating Committee shall be composed of four members: Board of Directors President, Board of Directors President-Elect, the nominated chairperson and one at large representative from the membership. The duties of the Nominating Committee shall include:

10.3.1 Request and receive nominations from members of the Society for the positions for President-Elect, Secretary, Treasurer, and Delegate and awards presented by the Society.

10.3.2 Review all recommendations received and submit a report to the Board of Directors at its annual meeting with recommendations.

10.3.3 Conduct society member voting elections.

Section 10.4 Audit Committee: An Audit Committee may be requested by the membership and shall assist the Society Board of Directors in ensuring compliance with legal and ethical standards and in selecting and hiring of the internal and independent auditors.

## **ARTICLE 11: FINANCES, DUES, and ASSESSMENTS**

Section 11.1 Fiscal Year: The Fiscal Year of the Society shall be from January 1 to December 31.

### Section 11.2 Budget

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

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

### Section 11.3 Dues

11.3.1 Dues are subject to change by a majority of the voting members at the Annual Business Meeting of the Board of Directors.

11.3.2 Dues shall be paid annually and are not refundable.

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

## **ARTICLE 12: 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 Board of Directors.

## **ARTICLE 13: COMPENSATION**

Officers, Directors and Committee members shall serve without compensation.

## **ARTICLE 14: 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 15: AMENDMENTS**

Section 15.1 Procedure to Amend Articles of Incorporation: The Articles of Incorporation may be amended in accordance with the procedure outlined in the North Dakota Corporation Act. The Amended Articles shall be executed and filed in accordance with the aforementioned law.

Section 15.2 Procedure to Amend the Society Bylaws

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

15.2.2 Amendments to the Bylaws may be made by a majority 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.

15.2.3 Any changes in the Bylaws will be circulated to the Membership.

**CERTIFICATION**

These Bylaws were approved at the meeting of the Board of Directors by a majority vote on (insert date here).

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(Name of secretary here) — Secretary (Date)