

American Alliance for Healthy Sleep

BYLAWS OF THE AMERICAN ALLIANCE FOR HEALTHY SLEEP

**CHAPTER 1**

**NAME AND PURPOSE**

- A. The name of the corporation is American Alliance for Healthy Sleep, (herein referred to as the “AAHS”).
- B. The purpose of the AAHS shall be:
- (1) To promote and provide resources to the general population encouraging and advancing healthy sleep for all
  - (2) To establish dialog between patients and providers on issues of importance to the sleep community
  - (3) To promote public and policymakers’ understanding of sleep disorders, their diagnosis and treatment
  - (4) To advocate for increased and improved care and resources for patients with sleep disorders
  - (5) To provide educational, community and disorder management support services for patients with sleep disorders
  - (6) To promote clinical research and funding for improved understanding and treatment of sleep disorders
  - (7) To exercise all the powers conferred upon corporations formed under the Illinois General Not For Profit Corporation Act in order to accomplish the corporation’s purposes, including, but not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

**CHAPTER 2**

**MEMBERSHIP**

- A. Categories of Membership
- The AAHS shall be comprised of three (3) categories of Members: Patient Members, Provider Members, and General Members.
- B. Qualifications for Membership—Patient Members
- Patients or their proxy are eligible to be Patient Members. Patient members pay annual dues set by the Board of Directors. Patient members receive educational benefits and informational mailings. Patient members have full voting privileges and may hold office.

C. Qualifications for Membership—Provider Members

Sleep care providers, including clinicians, physicians, advanced practice registered nurses, physician assistants, and other sleep health providers, are eligible to be Provider Members. Provider members pay annual dues set by the Board of Directors. Provider members receive educational benefits and informational mailings. Provider members have full voting privileges and may hold office.

D. Qualifications for Membership—General Members

Patients' family members and individuals interested in the promotion of healthy sleep are eligible to be General Members. General members pay annual dues set by the Board of Directors. General members receive educational benefits and informational mailing. General members do not have voting privileges and may not hold office.

E. All prospective members shall apply to the AAHS for membership. The Board of Directors shall make the final membership decision.

F. Any member may withdraw from the AAHS after fulfilling all obligations to it by giving written notice of such intent to the Board of Directors, which notice shall be presented to the Board of Directors at the first meeting after its receipt.

### **CHAPTER 3**

#### **OFFICERS, TERMS OF OFFICE, ELECTION AND DUTIES**

A. Officers

(1) The Officers of the AAHS shall be a Chair and a Secretary/Treasurer. The Board of Directors may elect or appoint such other Officers as it shall deem desirable.

(2) No Director or Officer may encumber the AAHS with indebtedness nor assume any financial obligation in the name of the AAHS without prior authorization of the Board of Directors.

B. Term of Office

The term of the Chair shall commence on January 1 and shall continue for a period of one year. The term of the Secretary/Treasurer shall commence on January 1 and shall continue for a period of one year. Both offices may not be held by the same person.

C. Chair

(1) The Chair shall be elected to a one-year term by the membership of the AAHS and shall be eligible for re-election for one additional term.

(1) The Chair shall preside at all meetings of the AAHS and shall perform such duties as custom and parliamentary usage require. The Chair shall be a member of the Board of Directors and a member ex-officio of all committees of the AAHS.

(2) The Chair, or designated alternate, is the official spokesperson for the AAHS. No statement shall be made by the Chair or designated alternate that advocates a group boycott by members or violation of federal and state antitrust or any other laws.

D. Secretary/Treasurer

(1) The Secretary/Treasurer shall be elected to a one-year term by the membership of the AAHS and shall be eligible for re-election for one additional term.

(2) The Secretary/Treasurer shall be a member of the Board of Directors and shall have the following additional duties:

a. Shall attend any special membership meeting of the AAHS and all Board of Directors meetings and keep or oversee the minutes of their respective proceedings, and serve as official designated custodian of all records and papers belonging to the AAHS.

b. Shall keep or maintain oversight over regular accountings of all funds of the AAHS.

c. Shall maintain oversight over correct list of AAHS members in good standing, prompt notification of each member who becomes delinquent in his/her dues, and shall keep permanent file of all applications for membership and records of the actions taken on same.

d. Shall in person or through designated AAHS staff demand and receive all funds due to the AAHS together with all requests and donations.

e. Shall disperse or approve dispersion funds from the treasury only upon authorization from the Board of Directors.

f. Shall submit his/her accounts to such examination as the Board of Directors may direct and shall render to the Directors such accounts of the official acts and of the state of funds of the AAHS as they require.

E. Vacancies

An unexpired term of office for any reason shall be filled according to the following:

(1) The office of Chair shall be filled by an appointment from the Board of Directors. The appointed individual shall complete the unexpired term for which elected and shall be eligible for reelection for not more than one additional term.

(2) The office of Secretary/Treasurer shall be filled by an appointment from the Board of Directors. The appointed individual shall complete the unexpired term and shall be eligible for reelection for not more than one additional term.

## CHAPTER 4

### **BOARD OF DIRECTORS**

To exercise all the powers conferred upon the AAHS formed under the State of Illinois General Not For Profit Corporation Act doing business in Illinois in order to accomplish the AAHS's mission, including but not limited to the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

#### A. Composition and Term of Office

The Board of Directors shall consist of five to eight directors elected by the membership or appointed by the AASM. The Board of Directors shall consist of at least two patients with a sleep disorder(s) and two sleep medicine physicians.

The term of office of Directors elected by the membership of the AAHS or appointed by the AASM shall run for three years. A Director shall be eligible for reelection for not more than one additional consecutive term.

The American Academy of Sleep Medicine ("AASM"), as founder of the AAHS, has the right to approve any and all bylaws. The AASM has the right to appoint two initial Directors to the Board of Directors and approve all appointments or individuals placed on any election ballot.

#### B. Powers

(1) The Board of Directors shall have charge of and control of all property of the AAHS of whatsoever nature and of all funds of whatsoever source.

(2) All powers not otherwise expressly assigned in these Bylaws, shall be vested in the Board of Directors. The Board of Directors shall be the policy making body of the AAHS and shall consider all matters brought before it by the officers of the AAHS, report of committees, or other members of the AAHS.

(3) Approval of the Board of Directors must be obtained before any person expends or uses for any purpose money or property belonging to the AAHS. No funds shall be authorized by the Board of Directors that advocates a group boycott of members or violation of federal and state antitrust or any other laws.

(4) The Board of Directors may establish such rules for the conduct of its affairs, as it may deem necessary and desirable. The Board of Directors shall be empowered to employ a chief executive whose duties and title shall be determined by the Board of Directors. The chief executive shall report to and be responsible to the Board of Directors. The Board of Directors at the expense of the AAHS shall provide fidelity bond coverage as well as Directors and Officers liability insurance for the Officers, Directors, and employees of the AAHS in an amount sufficient to protect the funds of the AAHS and the personal assets of the Directors and staff.

(5) The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws. Unless the Board of Directors provides otherwise, attendance at Board of Directors Meetings will be limited to the Board of Directors and the chief executive. Individuals whose presence is necessary for discussion of a specific agenda item may be invited to attend that part of the meeting.

(6) The Board of Directors may change the mission and vision as needed to meet the needs of the AAHS.

#### C. Meetings

(1) The Directors shall hold regular meetings at such time and place as they may choose. Special meetings may be called at any time on the request of three Directors. A majority of the members of the Board of Directors shall constitute a quorum at any meeting.

(2) Absence of a Director from three consecutive meetings of the Board of Directors without an excuse satisfactory to the remaining members of the Board of Directors shall be interpreted as a resignation from the Board of Directors.

(3) The location of all meetings of the Board of Directors shall be determined by the Board of Directors.

(4) Notice of any Special Meetings of the Board of Directors shall be given at least ten (10) days prior thereto by written notice delivered personally or sent by mail or facsimile or email to each Director at his address as shown by the records of the AAHS. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid thereon. If notice is given by facsimile or email, such notice shall be deemed to be delivered when a successful sent message is received. Any Director may waive notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at any Regular or Special Meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting. Additional agenda items may be proposed and considered by the motion of any Director at the meeting.

#### D. Resignations

Any Officer or Director may resign at any time by giving written notice to the Chair or Board of Directors. Any such resignation shall take effect at the date of receipt of such notice or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

#### E. Compensation

All Directors are non-compensated volunteers.

### **CHAPTER 5**

## **COMMITTEES**

### **A. Committees of the AAHS shall be:**

#### **(1) Standing Committees**

a. The Board of Directors shall appoint such Standing Committees as necessary to address issues of interest to the membership. The name, composition and mandate for such committees shall be at the discretion of the Board of Directors.

b. In those instances of subcommittees, at least the Chair of each subcommittee shall be a member of the parent committee.

#### **(2) Ad Hoc Committees**

The Board of Directors may appoint Ad Hoc Committees as needed. The name, composition and purpose of such committee shall be at the discretion of the Board of Directors.

(3) The Board of Directors may establish and appoint committees of the Board of Directors as needs dictate.

### **B. Committee Composition, Organization, and Terms of Office**

#### **(1) Standing Committees**

a. Members of all Standing Committees shall be nominated by the membership or a member of the Board of Directors and shall be confirmed by the Board of Directors. No Officer of the AAHS, nor any Director, may serve as Chair of any Standing Committee.

b. The Chair of all Standing Committees unless otherwise specified in these Bylaws shall be designated by the Board of Directors.

c. No member of a Standing Committee may serve more than three continuous years on the same committee, but an individual may serve three additional years if made a Chair or Vice Chair, and an additional three years as a subcommittee/task force Chair. An individual may continue to 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.

#### **(2) Board of Directors Committees**

a. The composition, membership, and Chair of all Board of Directors Committees shall be determined by the Board of Directors.

b. The term of office of Board of Directors Committees shall terminate with the accomplishment of the charge.

- (3) Committee membership is restricted to members of the AAHS except when the purpose of the AAHS requires the addition of knowledgeable individuals from other fields.
- (4) Joint Committees may be established with other patient, community, governmental, scientific or industry organizations.
- (5) The Chair and chief executive shall be ex-officio members of all committees.
- (6) Committees shall have authority to make rules governing their procedures subject to the Bylaws, policies, and directives of the Board of Directors.
- (7) Each committee shall be responsible for rendering timely reports of its activities, findings, recommendations, or progress to the Board of Directors.
- (8) The Board of Directors shall have the right to dissolve the committee, enlarge the committee, appoint consultants or advisors, remove any member, and fill any vacancy.
- (9) Mandate of Committees – The Board of Directors shall be responsible for drafting the mandate of the committee describing the task, the limits of the mission, and any restrictions on the committees' activities. Such mandate shall be tendered to the committee in writing by the Board of Directors.

## **CHAPTER 6**

### **MEETINGS OF THE AAHS**

#### **A. Annual or Special Member Meetings**

Annual or special meetings of the members of the AAHS may be called by the Board of Directors. Member meetings shall be held at such time and place that the Board of Directors may determine.

#### **B. Notice of Member Meetings**

By or at the direction of the Chair or Secretary, each member entitled to vote shall be notified by mail or electronic mail of all meetings of the AAHS. The notice shall be delivered not less than five, or more than sixty, days before the date of the meetings. The notice shall state the place, day, and hour of the meeting and in the case of a special meeting shall state the purpose or purposes in which the meeting is called.

#### **C. Quorum**

Twenty percent (20%) of members, as defined in Chapter 2, present in person shall constitute a quorum of meeting of the AAHS.

#### **D. Voting**

Unless determined otherwise by the Board of Directors, only present members, as defined in Chapter 2, shall be eligible to vote at any special meeting of the AAHS.

## **CHAPTER 7**

### **DISCIPLINE**

A. Any member of the AAHS may be censured, placed on probation, suspended or expelled under the following circumstances after due notice and hearing set forth below:

- (1) For violation of the Bylaws of the AAHS.
- (2) For violation of ethical conduct as may be defined by the AMA Council on Judicial Affairs and Ethical Standards.
- (3) For acts of serious misconduct which bring discredit to the AAHS.
- (4) If the member has been convicted, adjudged, or otherwise recorded as guilty by any court of competent jurisdiction of a felony, or a crime involving moral turpitude.
- (5) If a Provider member has been adjudged guilty of violation of law or regulation relating to his or her practice of medicine by an administrative agency of the government.
- (6) If a disciplinary or legal action has resulted in a reprimand, probation, suspension, or loss of a Provider members' license to practice medicine.

B. Notification and Hearing

- (1) The accused member shall be notified in writing by certified mail of the charges made against him/her and offered the opportunity to respond in writing.
- (2) A hearing of any charges shall be promptly conducted by the Board of Directors at such time and such place as it determines; but in no event may the hearing be conducted until at least thirty days after the accused has been notified by certified mail of the charges and the time and place of the hearing.
- (3) The Board of Directors may have administrative and legal counsel present at any hearing to advise it. At the discretion of the Board of Directors, the complainant and/or the accused may have legal counsel present, but any such legal counsel may be excluded from attending or participating in the proceedings at any time at the discretion of the Board of Directors.
- (4) A comprehensive record of the hearing must be made. The decision of the Board of Directors shall be by majority vote by secret ballot. A report shall be made in writing containing the findings and the recommended disciplinary action, if any.
- (5) The decision concerning the accused shall be to acquit, to censure, to place on probation, to suspend, or to expel. The Chair shall promptly transmit copies of the decision to the accused by certified mail.
- (6) In any event, disciplinary procedures will be in accordance with federal and state laws in affect at the time a complaint or action is received or deemed necessary.

## **CHAPTER 8**

### **FUNDS, DUES, ASSESSMENTS**

#### A. Funds

(1) Funds of the AAHS shall consist of monies raised by annual dues levied on the members, voluntary contributions to the AAHS, income from sales of AAHS approved products and services, and revenue from any other source approved by the Board of Directors.

(2) No part of the net earnings of the AAHS shall inure to the benefit of any individual member or private person.

(3) The AAHS will not provide political donations to specific candidates or campaigns but may contribute to Political Action Committees (PACs).

(4) Notwithstanding any other provision of these Bylaws, the AAHS shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under chapter 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent federal tax law).

#### B. Annual Dues

Dues shall be set from time to time by the Board of Directors. Member dues shall be payable in alternating years in advance of the first day of January. When any member is in default in the payment of dues for a period of sixty days from the beginning of the fiscal year in which membership payment is due, the membership is terminated.

#### C. Abatement and Waiver

(1) The Board of Directors may reduce, direct a refund, or waive the dues of any member.

(2) The dues paid by an applicant whose application is rejected, shall be refunded.

## **CHAPTER 9**

### **ELECTIONS**

Each year, the membership, the AASM and/or members of the Board of Directors will recommend candidates to the Board of Directors for Officers and/or Elected Director positions that become vacant. After receiving recommendations from the membership, the AASM and/or members of the Board of Directors, the Board of Directors shall nominate one or more candidates for each elected office to be filled.

In the case of Directors and Officers, the nominees will be submitted to the membership for vote by mail or electronic ballot with the election to be concluded by the first Monday in October. In the event there is a twenty (20%) percent or greater write-in vote for a specific candidate for any office a run-off election for the office will be held. For the purpose of determining the twenty (20%) percent write-in test, the Chair, Secretary/Treasurer, and all elected Directors shall be deemed as three (3) distinct offices. The

twenty (20%) percent write-in test shall require a twenty (20%) percent vote of the total eligible voting membership.

The AASM shall have the right to appoint two initial Directors to the AAHS Board of Directors and shall have the right to approve all appointments or individuals placed on any election ballot.

The last business meeting of the calendar year shall include the election of officers for the following year.

## **CHAPTER 10**

### **MISCELLANEOUS**

#### **A. Rules of Order**

The current Robert's Rules of Order shall be the parliamentary authority when not in conflict with the Bylaws of the AAHS.

#### **B. Business of the Board of Directors**

The order of business of the Board of Directors usually includes the following items:

- (1) Call to Order
- (2) Approval of Minutes
- (3) Consent Agenda
- (4) Secretary/Treasurer's Report
- (5) Chair's Report
- (6) Report of the Directors
- (7) Report of the chief executive
- (8) Committee Reports
- (9) Other Business
- (10) Adjournment

#### **C. Vote by Roll Call**

(1) Vote by roll call shall be had upon demand of a majority except in matters of membership, discipline, and election, all of which shall be by ballot.

(2) The fiscal year of the AAHS shall be January 1 to December 31.

#### **D. Registered Office**

The registered office of the AAHS as required by the Illinois General Not For Profit Corporation Act will be maintained in the State of Illinois as provided and designated in the Articles of Incorporation. The Board of Directors of the AAHS may, from time to time, change the location of the registered office pursuant to CHAPTER 805.105 of Illinois Statutes. On or before the day that such change is to become effective, a certificate of such change and of the location and post office address of the new registered office shall be filed with the Secretary of State of Illinois as provided by law.

#### E. Books and Records

The AAHS shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors, and shall keep at its principal office a record giving the names and addresses of the Board of Directors. All books and records of the AAHS may be inspected by any Director, for any proper purpose at any reasonable time.

#### F. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Bylaws or under the provisions of the Articles of the AAHS or by the State of Illinois General Not For Profit Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time state therein, shall be deemed equivalent to the giving of such notice.

#### G. The AAHS will adopt a separate conflict of interest policy.

### **CHAPTER 11**

#### **AMENDMENTS**

Amendments may be proposed by a majority of the Directors, or by a Petition from at least twenty (20%) percent of the members of any category of the AAHS. In the event of a properly proposed amendment, the Board of Directors will prepare a ballot containing the proposal and send it to the voting members of the AAHS. The ballot shall provide a reasonable period of time in which it is to be returned. An amendment is adopted when it receives the vote of more than a majority of the returned ballots of both membership categories before the expiration of the specified time. The Board of Directors of the AASM has the right to approve or deny any changes to the Bylaws.