



ARTICLE 1: NAME

The name of the Society is the Wisconsin Sleep Society (here-in-after 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 Wisconsin 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 technologists 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 received from 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 Wisconsin 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 Wisconsin required by the Wisconsin Nonstock 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: Doctoral members, Polysomnographic members and Affiliate members.

Section 5.1.1 Doctoral members shall be those individuals who hold a M.D., D.O., Ph.D., PsyD., D.D.S., or other doctoral degrees in the health care field and are eligible for elections. All Doctoral members should be active in sleep disorders 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 as Officers on the Board of Directors and on Committees, if the candidate holds RPSGT or RST credentials. All Polysomnographic members pay annual dues set by the Board of Directors. Polysomnographic members have full voting privileges.

Section 5.1.3 Affiliate members shall be those individuals who have training in the health care field and 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 cannot be elected to Officer or Director positions.

Section 5.2 Procedures for Membership

Those 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.

Section 5.4 Annual Business Meeting of the General Membership.

There shall be an Annual Business Meeting of the General Membership held in December following the Annual Business Meeting of the Board (Section 5.3). Newly elected directors will be installed at this meeting. 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, following the November Board of Directors meeting 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, Vice President, Immediate Past-President, Secretary and 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

a. Only Polysomnographic and Doctoral Members in good standing shall be eligible to serve as Officers of this Society.

b. A Member employed by a commercial company or supplier of a product or service to member individuals shall be ineligible to serve as an Officer of this Society

Section 7.4 Election and Term of Office

a. The President shall serve a term of two (2) years and will be elected during odd year elections.

b. The Vice-President shall serve a term of two (2) years and will be elected during odd year elections.

c. The Past President shall serve a term of two (2) years. Following his or her two-year term as President, he or she will serve a two (2) year term as Past-President.

d. The Secretary shall serve a term of two (2) years. The Secretary shall be elected to a two-year term during even year elections, and shall be eligible for re-election. Limit set to no more than 3 consecutive terms. In the event that Secretary is elected to the President, Vice President, or Treasurer position during mid-term, that position will be filled by a vote of the majority of the remaining Officers and Board of Directors now in office. Nominations for filling such vacancy shall be made only for the purpose of maintaining the Secretary position. This Board appointed Secretary will fill the remaining term of the position and the fulfillment of the vacancy will not constitute a term.

e. The Treasurer shall serve a term of two (2) years. The Treasurer shall be elected to a two-year term during even year elections, and shall be eligible for re-election. Limit set to no more than 3 consecutive terms. In the event that Treasurer is elected to the President, Vice President, or Secretary position during mid-term, that position will be filled by a vote of the majority of the remaining Officers and Board of Directors now in office. Nominations for filling such vacancy shall be made only for the purpose of maintaining the Treasurer position. This Board appointed Treasurer will fill the remaining term of the position and the fulfillment of the vacancy will not constitute a term.

f. Terms of office shall commence and officers shall be installed as the First Order of Business under New Business at the Annual Business Meeting of the General Membership in December.

Section 7.5 Vacancies

a. In the case of death, incapacity, expulsion or resignation of the President, the vacancy shall be filled by the Vice President.

b. In the case of death, incapacity, expulsion or resignation of the Vice President, Secretary, Treasurer, or Past-President, the vacancy shall be filled by a vote of the majority of the remaining Officers and Board of Directors then in office.

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

d. 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

a. 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.

b. 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.

c. The President shall be the liaison officer to physician affiliates, other technological societies

and technological credentialing bodies.

d. 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.

e. The President shall approve all committee members.

f. 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.

h. The position of President shall be held either by a Doctoral member or a Polysomnographic member.

Section 7.7 Vice President

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

b. The Vice President shall have such other powers and duties as may be prescribed by the Board of Directors.

Section 7.8 Secretary

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

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

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

d. The position of Secretary shall be held either by a physician member or registered polysomnographic technologist (RPSGT).

Section 7.9 Treasurer

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

b. The 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.

c. The 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.

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

h. The position of Treasurer shall be held either by a physician member or a registered polysomnographic technologist (RPSGT).

Section 7.10 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: The Board of Directors shall consist of the President, Vice President, Past-President, Secretary, Treasurer, and five Director member-at-large elected by the eligible voting members of the Society. The Board shall maintain a composition which requires that 50% of the Board members are Doctoral members and 50% of the Board members are Polysomnographic members. When possible, in the event that these

percentages cannot be maintained, the board will set goals to reach this equal division.

Section 8.2 Terms of the Board of Directors

a. Each Board of Director member-at-large shall be elected for a two (2) year term. Any Doctoral member or Polysomnographic member in good standing is eligible to run for Board of Directors. No more than 3 consecutive terms as member-at-large on the board of directors is allowed. Election of Board of Directors will be staggered for each term. Even years will hold the election of three (3) Board of Directors and odd years will hold the election for two (2) Board of Directors. In the event that a Board of Director is elected to an Officer position during mid-term, that position will be filled by a vote of the majority of the remaining Officers and Board of Directors now in office. Nominations for filling such vacancies shall be made only for the purpose of maintaining the number of Directors as established by Article 8.0. This Board appointed Director will fill the full two year term of the position and will constitute one full 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.

Section 8.3.1 Duties

- a. 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.
- 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 follow 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.

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

Section 8.4.1 Duties

- a. To authorize expenditures within the guidelines set by the Board of Directors.
- b. 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.
- c. To perform such other duties as delegated by the Board of Directors.

Section 8.5 Quorum: The Board of Directors present at any regular or special meeting of the Board may constitute a quorum with notification to the missing members following the meeting.

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 a majority of the Directors (51%). No permission for money to be spent can take place outside of board meetings which are scheduled and published for attendance.

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

- a. Only an Active Member in good standing shall be eligible to serve as a Director member-at-large.
- b. A Director member-at-large must be actively engaged in the practice (clinical, research, or education) of polysomnography within six (6) months preceding their installation.
- c. A Director member-at-large must complete an annual conflict-of-interest statement that will be reviewed by the Executive Committee.

Section 8.10 Vacancies

- a. 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. 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.

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

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, email or other mode of transmittal to each Director at least thirty (30) days prior to the time of holding such regular meetings.

- b. 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 two weeks prior to the time of holding all such meetings. Meetings called for without the President, by the Directors, shall give the President at least two weeks notice, including an explanation of the reason for 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 five (5) 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. Expense authorization should be obtained in advance whenever possible. 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.

Approved 09-19-13

Section 8.15 Absence: Any Director unable to attend a meeting shall notify the President prior to the meeting. If a person misses three meetings without notifying and having it approved by the President or designee, a meeting will be held to determine if that person needs to be removed from the board and replaced by a member that has more availability.

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

- a. 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 Wisconsin Nonstock Corporation Act, including the advance of expenses.
- b. Exception is made in such cases wherein the indemnified individual is adjudged guilty of willful misfeasance or malfeasance in the performance of duties.
- c. 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

Robert's 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

- a. There shall be such committees, councils, appointees and liaisons as required to carry on the work of the Society.
- b. 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.
- c. 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.
- d. 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.
- e. 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 Audit Committees:

- a. No member of the Audit Committee may serve more than three (3) consecutive two (2) year terms.
- b. The Audit Committee shall assist the Board of Directors in ensuring compliance with legal and ethical standards and in selecting and hiring of the internal and independent auditors.

Section 11.3 Nominating Committee: The Nominating Committee shall be composed of three members: President, Vice President, and Immediate Past President. The duties of the Nominating Committee shall include:

- a. Request and receive nominations from members of the Society for the positions for Vice President, Secretary, Treasurer, Director(s) and awards presented by the Society.
- b. Review all recommendations received, and
- c. Submit a report to the Board of Directors at the November Board Meeting of its recommendations.

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

- a. Fiscal and money policies shall be established by the Board of Directors.
- b. 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

- a. 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.
- b. Dues shall be paid annually and are not refundable.
- c. Annual dues shall be due upon receipt of a statement from the Treasurer and shall be considered delinquent within ninety (90) days thereafter.
- d. Dues are for the term of January 1 of the current year through December 31 of the same year. Dues will not be pro-rated for members joining later in the year.

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 Wisconsin Nonstock Corporation Act. The Amended Articles shall be executed and filed in accordance with the aforementioned stated law.

Section 16.2 Procedure to Amend the Society Bylaws

- a. 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 all Board of Directors.
- b. Amendments to the Bylaws may be made by two-thirds (2/3) vote of the Board of Directors at any Board of Directors meeting.
- c. Any changes in the Bylaws will be circulated to the Membership in a Society publication.

Adopted November, 2008

Updated April, 2010

Updated March, 2013

Revised September, 2013

Approved 09-19-13