

AMERICAN ASSOCIATION OF SLEEP TECHNOLOGISTS

BYLAWS OF THE AAST

CHAPTER 1

NAME

The name of the corporation is the American Association of Sleep Technologists (hereinafter referred to as the “AAST”)

CHAPTER 2

PURPOSE

The purpose of AAST is to provide a voice for the professionals who ensure the safe and accurate assessment, education and treatment of patients with sleep disorders.

CHAPTER 3

MEMBERS

A. Classes of Membership

The AAST shall have four (4) classes of membership: Regular; Student; Honorary; Emeritus;

(1) Regular Members

Shall be those healthcare professionals who are primarily employed or credentialed in the area of sleep medicine or technology. Regular members receive subscriptions to publications owned or operated by the AAST. Regular members may serve as officers of the Corporation, on the Board of Directors and on Committees and have full voting privileges. Regular members pay dues as set by the Board of Directors.

(2) Student Members

Shall be those individuals enrolled in a formal training program for sleep medicine or technology and may remain as such for the length of their educational program. Student members shall receive subscriptions to publications owned or operated by the AAST. Student members are not eligible to serve as officers of the Corporation, on the Board of Directors or on Committees and do not have voting privileges. Student members pay dues as set by the Board of Directors.

(3) Honorary Members

Shall be those persons accorded such membership status by the unanimous vote of the Board of Directors, for special service to the field of sleep technology or the AAST. Honorary

members receive subscriptions to publications owned or operated by the AAST. Honorary members are not eligible to serve as officers of the Corporation, on the Board of Directors or on Committees and do not have voting privileges.

(4) Emeritus Members

Shall be those individuals who have been Regular members for at least fifteen years and are retired professionally. Emeritus members shall receive subscriptions to publications owned or operated by the AAST. Emeritus members are not eligible to serve as officers of the Corporation or on the Board of Directors. Emeritus members are eligible to serve on committees and have full voting privileges. Emeritus members pay dues as set by the Board of Directors.

B. Resignation of Members

Any member may resign from the AAST by providing written notice of such intention to the Secretary. The AAST will not prorate and refund dues of any member who resigns.

D. Supporters

Corporations wishing to promote the purposes of the AAST through financial support of the AAST shall be included in a non-member category entitled "Supporters." Supporters will receive benefits as defined by the Board of Directors for their respective level of support. Supporters are not eligible to serve as officers of the Corporation, on the Board of Directors or on Committees and do not have voting privileges. Supporter requirements are set by the Board of Directors.

CHAPTER 4

OFFICERS, TERMS OF OFFICE, ELECTION AND DUTIES

A. Officers

The Officers of the AAST shall be a President, President-elect or Immediate Past President, Secretary and Treasurer. The Board of Directors may elect to appoint such other Officers, as it shall deem desirable. No two (2) offices may be held by the same person.

B. Term of Office

(1) President

The term of President is two years. The term shall commence at the Annual Membership Meeting following the completion of his/her term as President-elect. The office of President is limited to two non-consecutive terms.

(2) President-elect

The term of President-elect is one year. The term shall commence at the Annual Membership Meeting following his/her election. The office of President-elect is limited to two terms. The President-elect shall be elected by vote of the members of the association.

(3) Immediate Past President

The term of Immediate Past President is one year. The term shall commence at the Annual Membership Meeting following the completion of his/her term as President.

(4) Secretary

The term of Secretary is three years. The term shall commence at the Annual Membership Meeting following his/her election. The office of Secretary is limited to two terms. The Secretary shall be elected by vote of the members of the association.

(5) Treasurer

The term of Treasurer is three years. The term shall commence at the Annual Membership Meeting following his/her election. The office of Treasurer is limited to two terms. The Treasurer shall be elected by vote of the members of the association.

C. Qualifications

Officers and Directors must be AAST Regular members in good standing. Nominees for the office of President-elect must be current members of the Board of Directors. All Candidates for the positions of Officer or Director, and all Officers and Directors must comply with conflict of interest policies established by the Board of Directors from time to time.

D. Responsibilities

(1) President

- The President shall be the principal officer of AAST, shall preside at all meetings of the AAST and shall see that the resolutions of the Board of Directors and Executive Committee are carried out. The President shall be Chair of the Executive Committee, a member of the Board of Directors and an ex-officio, non-voting member of all committees of the AAST.
- The President is the official spokesperson for the AAST. In the absence of the President, an alternate designated by the majority votes of the Executive Committee shall serve as the official spokesperson for the AAST. No statement shall be made by the President or designated alternate that advocates a group boycott by members or violation of federal and state antitrust or any other laws.
- The President shall, upon expiration of one term as President, serve on the Board of Directors for one year as Immediate Past President.
- The President shall preside at meetings of the Executive Committee.

(2) President-elect

- The President-elect shall be elected biennially (every 2 years) by the membership of the AAST.
- The President-elect shall assist in the performance of the President's duties and in the absence of the President preside at meetings of the AAST. The President-elect shall be a member of the Board of Directors and a member of the Executive Committee.
- The President-elect shall perform such additional duties as may be assigned by the Board of Directors.
 - a. Upon expiration of the term of office of the President, the President-elect shall assume the presidency of the AAST.
 - b. In the absence of the President, the presiding officer shall be the President-elect or Immediate Past President.
 - c. The President-elect or Immediate Past President may attend meetings of all committees.

(3) Treasurer

- The Treasurer shall be a member of the Board of Directors, Executive Committee, and shall have the following additional duties:
 - a. Shall keep an account of all funds of the AAST.
 - b. Shall notify each member who becomes delinquent in his/her dues.
 - c. Shall submit association accounts for examination as the Board of Directors may direct and shall render to the Board of Directors such accounts of the official acts and of the state of funds of the AAST as they require.
 - d. Shall perform all duties incident to the Office of Treasurer, and other such duties as may be assigned by the Board of Directors.

(4) Secretary

- The Secretary shall be a member of the Board of Directors, Executive Committee, and shall have the following additional duties:
 - a. Shall attend all meetings of the AAST, the Board of Directors and Executive Committee and keep minutes of their respective proceedings and shall be the custodian of the seal of the AAST and all records and papers belonging to the AAST.
 - b. Shall see that all notices are duly given in accordance with these Bylaws or as required by law.

- c. Shall perform all duties incident to the Office of Secretary and other such duties as may be assigned by the Board of Directors.
- d. Shall maintain a list of all members in good standing and shall keep on permanent file all applications for members and a record of the actions taken.

(5) Immediate Past-President

- The Immediate Past-President shall be a member of the Board of Directors, Executive Committee, and shall serve as advisor to the President and shall perform such duties as may be assigned by the Board of Directors.

E. Vacancies

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

- a. The President by the President-elect who shall complete the unexpired term as well as the Presidential term for which elected. If there is no President-Elect, the President-elect will be appointed by the Board of Directors. The appointed individual shall complete the unexpired term to which the previous office holder was elected.
- b. If the office of President-elect becomes vacant because the President-elect is called upon to secure the unexpired term as President, it shall remain vacant until filled by member election so the term will coincide with the second year of the term to which the President was elected. If the office of President-elect becomes vacant for any other reason, it shall remain vacant until the Board next holds a special election for the office of President.
- c. A vacancy in the Immediate Past President office will not be filled.
- d. The Treasurer will be appointed by the Board of Directors. The appointed individual shall complete the unexpired term.
- e. The Secretary will be appointed by the Board of Directors. The appointed individual shall complete the unexpired term.

CHAPTER 5

BOARD OF DIRECTORS & EXECUTIVE COMMITTEE

A. Board of Directors

(1) Composition and Term of Office

- a. The Board of Directors shall consist of the President, President-elect or Immediate Past President, Secretary, Treasurer and seven (7) Directors elected by the membership.

- b. The term of office of Directors elected by the membership of the AAST shall run for three years unless appointed to serve an unexpired term, in which case they shall serve the unexpired portion of the term. A Director shall be appointed for not more than one additional consecutive term, with the exception that a director appointed to serve an unexpired term shall be eligible for election to not more than two (2) additional consecutive terms.
- c. Each Director shall hold office until his/her successor has been elected and installed in office at the Annual Membership Meeting.
- d. Director qualifications are set forth in Chapter 4 D.

(2) Powers

- a. The Board of Directors shall have charge of and control of all property of the AAST of whatsoever nature and of all funds of whatsoever source.
- b. All powers not otherwise expressly assigned in these bylaws, shall be vested in the Board of Directors.
- c. The Board of Directors shall be empowered to employ an Executive Director whose duties shall be determined by the Board of Directors. The Executive Director shall report to and be responsible to the Board of Directors or the Executive Committee when in session. In no event may an officer or director be an employee of the AAST. The Board of Directors at the expense of the AAST shall provide fidelity bond coverage for the officers, directors, and employees of the AAST in an amount sufficient to protect the funds of the AAST.
- e. The act of the majority of the Board of 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. Individuals invited by the Board of Directors whose presence is necessary for discussion of a specific agenda item may be invited to attend that part of the meeting.
- f. The Board of Directors may change the mission, vision, and purpose statements as needed to meet the needs of the AAST.
- g. The Board of Directors may establish and appoint committees of the Board of Directors as needs dictate.

(3) Meetings

- a. The Directors shall hold regular meetings at such time and place as they or the President may choose. The Board of Directors Annual Meeting and Membership Meeting shall be held annually on a date specified by the Board of Directors. Special meetings may be called at any time by the President and shall be called on the request of three Directors.

- b. Absence of a Director from two meetings of the Board of Directors in a twelve (12) month period without an excuse satisfactory to the remaining members of the Board of Directors shall be deemed as a resignation from the Board of Directors.
- c. The location of all meetings of the Board of Directors shall be determined by the President in consultation with the Officers and Directors of the AAST.
- d. Notice of any special meetings of the Board of Directors shall be given at least ten (10) days prior thereto by written or electronic communication to each Director at his or her address as shown by the records of the AAST; provided that if the special meeting is to be held by conference telephone, two (2) days electronic notice may be given. 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 electronic communication, such notice shall be deemed to be delivered when a successful sent message is received. The business to be transacted at any regular or special meeting of the Board of Directors shall be specified in the notice of such meeting. Additional agenda items may be proposed and considered by the motion of any Director at the meeting.

(4) Reports

The Board of Directors shall make an annual report of its stewardship and of the general status of the AAST at the Annual Membership Meeting of the AAST and at such other times as it may deem necessary.

(5) Resignations

Any Officer or Director may resign at any time by giving written notice to the President or the Secretary. 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.

(6) Vacancy on the Board of Directors

In the event that there is an Officer or Director vacancy, it shall be filled by appointment by the Board of Directors for the unexpired portion of the term.

The Director at Large will be appointed by the Board of Directors. The appointed individual shall complete the unexpired term.

B. Executive Committee

(1) Composition

The Executive Committee shall consist of the President, President-elect or Immediate Past President, Secretary and Treasurer. The Board of Directors may add additional members to the Executive Committee from the Board of Directors at its discretion.

(2) Meetings

The Executive Committee shall meet regularly between scheduled Board Meetings at such time and manner as determined by the Committee.

(3) Duties and Responsibilities

Duties and responsibilities of the Executive Committee shall be:

- a. Make such decisions and conduct such business between regular meetings of the Board of Directors in the best interest of the AAST and its members. Such decisions may not be contrary to established policy as previously determined by the Board of Directors.
- b. Make appropriations consistent within the Financial Policy between meetings of the Board of Directors as may be required in the best interest of the AAST and its members. Such actions shall not be contrary to such actions previously taken by the Board of Directors.

CHAPTER 6

BOARD COMMITTEES AND PRESIDENTIAL TASK FORCES

A. Committees of the AAST shall be:

(1) Board Committees

a. Standing Committees

- i. The Chairs of all Standing Committees unless otherwise specified in these bylaws shall be designated by the Board of Directors.
- ii. Members of all Standing Committees shall be nominated by the Executive Committee and subject to confirmation by the Board of Directors.
- iii. No member of a Standing Committee may serve more than three consecutive two-year terms, but an individual may serve an additional two terms if appointed to vice chair and/or 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.
- iv. The Board of Directors shall appoint and disband such Standing Committees as necessary to address issues of interest to the membership; areas of interest shall include but are not limited to education, training and advocacy. The name, composition and mandate for such committees shall be at the discretion of the Board of Directors.

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

The term of office of Board of Directors Committees shall terminate with the accomplishment of the charge. If such committee has not fulfilled its charge within three years, it must be made a Standing Committee of the AAST.

(2) Presidential Task Forces

a. Presidential Task Force

- i. The President of the AAST may appoint ad-hoc task forces as deemed necessary provided the goals and mandate of any such task force do not duplicate the mandate of an existing committee. Presidential Task Forces shall expire when their specified goal is met or with the term of the President.

B. Committee Composition, Organization and Terms of Office

- (1) Committee membership is restricted to Regular and Emeritus members of the AAST except when the purpose of the AAST requires the addition of non-member subject experts from other fields.

- (2) Joint Committees may be established with other professional, community, governmental, or scientific organizations at the discretion of the Board of Directors.

- (3) Committees shall have authority to make rules governing their procedures subject to the bylaws, policies and directives of the Board of Directors.

(4) Reports

- a. Each committee and task force shall be responsible for rendering timely reports of its activities, findings, recommendations, or progress as requested by the Board of Directors.

- (5) The Board of Directors shall have the right to dissolve the committee or task force, increase or decrease the size of the committee or task force, appoint consultants or advisors, remove any member, and fill any vacancy.

- i. Periodic – Each committee and task force shall be responsible for rendering timely reports of its activities, findings, recommendations, or progress to the Board of Directors.
- ii. Annual – Each committee must submit an annual report prior to the Annual Membership Meeting of the AAST.

C. Mandate of Committees

The Board of Directors shall be responsible for drafting the mandate, scope and tasks of all AAST committees. Such mandate shall be tendered to the committee in writing by the Board of Directors.

D. Absence

Absence of a committee or task force member without acceptable excuse from three consecutive committee or task force meetings, including conference calls, shall be considered resignation from the committee or task force.

CHAPTER 7

MEETINGS OF THE AAST

A. Annual Membership Meeting

The Annual Membership Meeting of the AAST shall be scheduled by the Board of Directors. The Board of Directors shall present an annual report of the general status of the AAST and install the Officer and Directors for the ensuing year at this meeting.

- 1) Joint meetings may be held with appropriate societies and other entities with the approval of the Board of Directors.
- 2) The AAST uses *Robert's Rules of Order* as the standard to conduct its members' meetings.

B. Special Meetings

Special meetings of the members of the AAST may be called by the President, the Board of Directors, or upon the written request of ten percent (10%) of the Regular and Emeritus members. Special meetings shall be held at a time and place that the Board of Directors may determine.

- 1) Notice for Member Meetings

By or at the direction of the President or Secretary, each member entitled to vote (member in good standing as of the date of the notice) shall be notified by mail or electronic mail. The notice shall be delivered not less than fifteen 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(s) for which the meeting is called. Members are responsible for maintaining current contact information.

- 2) Quorum for Special Meetings

Ten percent (10%) of the Regular and Emeritus members in good standing of the AAST must be present in person to constitute a quorum.

- 3) Voting

Regular and Emeritus members in good standing, and present, shall be eligible to vote at special meetings of the AAST. No member may vote by proxy.

CHAPTER 8

DISCIPLINE

- A. Any member of the AAST may be censured, placed on probation, suspended or expelled after due notice and hearing pursuant to policies adopted by the Board of Directors.
- B. Reinstatement

On written request signed by a former member and filed with the Secretary, the Board of Directors by the affirmative vote of majority of the members of the Board of Directors may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

CHAPTER 9

FUNDS, DUES, ASSESSMENTS

- A. Funds

Funds of the AAST shall consist of monies raised by annual dues levied on the members, voluntary contributions to the AAST, income from sales of AAST approved products and services, and revenue from any other source approved by the Board of Directors. No part of the net earnings of the AAST shall inure to the benefit of any individual member or private person. Notwithstanding any other provision of these Bylaws, the AAST shall not carry on any activity not permitted by a corporation exempt from Federal income tax under chapter 501 (c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent Federal tax law).

- B. Annual Dues

Dues shall be established by the Board of Directors. Only members who are current in payment of their dues shall be designated as members in good standing of the AAST and be entitled to the benefits of membership.

When any member is in default in the payment of dues for a period of three months from the fiscal year; constitutes a break in membership and the membership is terminated by the Board of Directors.

CHAPTER 10

ELECTIONS

- A. Nominations

After receiving recommendations from the Nominations and Elections Committee, the Board of Directors shall nominate one or more candidates for each elective office to be filled. In the case of Directors and Officers, the Nominations and Election Committee shall endeavor to submit a slate of nominees of Regular members in good standing.

The nominee for each office receiving the largest number of votes cast shall be declared elected to office. The newly elected officials shall be so notified by the Board of Directors at least two (2) weeks prior to the Annual Membership Meeting. Regular and Emeritus members in good standing at the time the ballot is opened, shall be eligible to vote.

B. Write-in

Following the publication to the membership of the proposed nominees, the membership shall have 20 days to submit additional nominees using a petition signed by at least 10% of the membership. In the event that there are additional nominees secured through the petition process, there shall be a ballot distributed to the entire membership for vote. The nominees receiving the most votes shall be declared elected. In the event that there are no additional nominees secured through the petition process, the nominees presented by the Nominating and Elections Committee shall be declared elected.

CHAPTER 11

MISCELLANEOUS

A. Vote by Roll Call

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.

B. Fiscal Year

The fiscal year of the AAST shall be January 1 to December 31.

C. Registered Office

The Registered Office of the AAST is the AAST National Office as required by the Minnesota Nonprofit Corporation Act will be maintained in the State of Minnesota. The Board of Directors of the AAST may, from time to time, change the location of the Registered Office pursuant to Section 317.19 of Minnesota 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 Minnesota as provided by law.

D. Books and Records

The AAST 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 AAST may be inspected by any Regular or Emeritus Member, Director, or his/her agent or attorney, for any proper purpose at any reasonable time.

E. 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 Incorporation or by the State of Minnesota Nonprofit Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

CHAPTER 12

AMENDMENTS

Amendments may be proposed by a majority of the Board of Directors or by a petition from at least 250 of the Regular and Emeritus members in good standing of the AAST. In the event of a properly proposed amendment, the Board of Directors will prepare a ballot containing the proposal and send it to the Regular and Emeritus members of the AAST. The ballot shall provide a reasonable period of time not to exceed thirty (30) calendar days 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 before the expiration of the specified time if at least 250 of the Regular and Emeritus members have cast ballots.