

Carolina Sleep Society

BYLAWS

TABLE OF CONTENTS

ARTICLE 1.0 NAME

ARTICLE 2.0 PURPOSES and GOALS

ARTICLE 3.0 EARNINGS and ACTIVITIES

ARTICLE 4.0 LIQUIDATIONS (Dissolution of the Society)

ARTICLE 5.0 REGISTERED OFFICE

ARTICLE 6.0 MEMBERS

Section 6.1 Classes of Members

Subsection 6.1.1 Active Members

Subsection 6.1.2 Subscriber Members

Subsection 6.1.3 Supporter Members

Subsection 6.1.4 Honorary Members

Subsection 6.1.5 Charter Members

Section 6.2 Elections of New Members

Section 6.4 Suspensions of Members

Section 6.5 Annual Membership Dues

Section 6.6 Annual Meeting of Members

Section 6.8 Waivers

Section 6.9 Quorums

Section 6.9.1 Board Meetings

Section 6.10 Voting by Members

Section 6.11 Restrictions on Member Activities

ARTICLE 7.0 BOARD OF DIRECTORS

Section 7.1 General Powers

Section 7.2 Numbers, Tenure and Qualifications; Nomination Process

Subsection 7.2.1 Number, Tenure, and Qualifications

Subsection 7.2.2 Term Limits

Subsection 7.2.3 Nominating Process

Subsection 7.2.4 Election and Installation in Office Section

Section 7.3 Annual Meetings Section

Section 7.3.1 Joint Meetings

Section 7.5 Notices

Section 7.6 Quorums

Section 7.7 Manner of Acting

Section 7.8 Vacancy in Directors

Section 7.9 Compensation

Section 7.10 Voluntary Resignation and Retirement

Section 7.12 Committees

Subsection 7.12.1 General

Subsection 7.12.2 Education and Publications Committee Chair

Subsection 7.12.3 Membership Committee Chair

Section 7.13 Advisory Committees

ARTICLE 8.0 OFFICERS

Section 8.1 General

Section 8.2 Proxies

Section 8.3 Elections and Term of Office

Section 8.4 Removals

Section 8.5 Resignations

Section 8.6 Vacancies of Office

Section 8.7 President

Section 8.8 Vice-president

Section 8.9 Secretary

- Section 8.10 Treasurer
- Section 8.11 Parliamentarian
- Section 8.12 Other Appointed Officials
 - Subsection 8.12.1 Vacancy in Appointed Office
 - Subsection 8.12.2 Term of Appointed Office
- ARTICLE 9.0 CONTRACTS, BANKING, and GIFTS
 - Section 9.1 Contracts and Other Documents
 - Section 9.2 Checks, Drafts, and Loans
 - Section 9.3 Deposits
 - Section 9.4 Gifts
- ARTICLE 10.0 BOOKS and RECORDS
- ARTICLE 11.0 FISCAL YEAR
- FISCAL YEAR ARTICLE 12.0 INDEMNIFICATION
 - Section 12.1 General Provisions
 - Subsection 12.1.1 Definitions
 - Subsection 12.1.2 Indemnification Mandatory; Standard
 - Subsection 12.1.3 Advances
 - Subsection 12.1.4 Prohibition or Limit on Indemnification or Advances
 - Subsection 12.1.5 Reimbursement to Witnesses
 - Subsection 12.1.6 Determination of Eligibility
 - Subsection 12.1.7 Insurance
- ARTICLE 13.0 WAIVER of NOTICE
- ARTICLE 14.0 AMENDMENTS
 - Section 14.1 Amendments Generally
 - Section 14.2 Amendments by Members
 - Section 14.3 Amendments by Directors
- ARTICLE 15.0 REIMBURSEMENT for TRAVEL EXPENSES
 - Section 15.1 Eligible Officers and Procedures
 - Section 15.2 Eligible Committee Chairs and Procedures
- ARTICLE 16.0 AFFILIATIONS and INTERACTION with OTHER GROUPS
- ARTICLE 17.0 FINANCIAL ACCOUNTABILITY AND BUDGETING

Carolina Sleep Society

BYLAWS

ARTICLE 1.0 NAME

The name of the Corporation is the Carolina Sleep Society, hereinafter referred to as “the Society” or “the Corporation” or “the CSS.” The Corporation shall be organized under a non-profit charter in the State of South Carolina, and shall conduct activities primarily within, but not necessarily restricted to, the states of North Carolina and South Carolina to promote the benefits of Polysomnography (PSG) and Sleep Medicine.

ARTICLE 2.0 PURPOSES and GOALS

The purposes of the Society are:

- Part A) to conduct educational activities relative to the field of polysomnography;
- Part B) to promote the highest level of clinical standards for patient care and safety;
- Part C) to provide a means by which polysomnographic technologists may communicate;
- Part D) to locally support and advance a professional identity that is related both to a professional technological function of allied health care generally, as well as to the field of Sleep Medicine specifically;
- Part E) to manage funds appropriate to the purposes of the Society, and;
- Part F) to exercise all powers conferred on corporations formed under South Carolina non-profit statutes, including, but not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

ARTICLE 3.0 EARNINGS and ACTIVITIES

No part of the earnings of the Society shall inure to the benefit of any private individual. Notwithstanding any other provision of these Bylaws, the Society shall not carry on any activity that is not permitted to be carried on by a corporation exempt from United States Federal Income Tax under the Internal Revenue Code of 1986, Section 501 (c) (3), or the corresponding provision of any subsequent Federal tax law.

The Treasurer is responsible for maintaining a financial ledger which includes itemized listings of all earnings and expenditures. A copy of the ledger will be presented at all Board of Directors and member meetings.

ARTICLE 4.0 LIQUIDATION (Dissolution of the Society)

Upon the dissolution of the society, all assets remaining after paying or making provision for payment of all the liabilities of the corporation, shall be distributed exclusively to any corporation or corporations as the Board of Directors shall determine, provided that such corporation or corporations are operated exclusively as a tax exempt organization or organizations under section 501(C) (3) of the Internal Revenue Code of 1986. Any assets not so disposed of shall be disposed of by the Circuit Court, or its equivalent, of the county in which the corporation has its principal office at the time of dissolution, exclusively for such purposes or to such organization or organizations, as the Court shall determine, that are organized and operated exclusively for such purposes.

Carolina Sleep Society

BYLAWS

ARTICLE 5.0 REGISTERED OFFICE

The Registered Office of the Corporation required by the South Carolina Nonprofit Corporation statutes is to be maintained in the State of South Carolina as is provided for and designated in the Articles of Incorporation. The Board of Directors of the Corporation may, from time to time, change the location of the Registered Office in accordance with the provisions of South Carolina statutes. On or before the day that such change is to become effective, a certificate of such change that includes the location and post office address of the new Registered Office shall be filed via certified mail with return receipt verification with the office of the Secretary of State of South Carolina and/or such other offices or agencies as provided by law.

ARTICLE 6.0 MEMBERS

Section 6.1 Classes of Members

The Corporation shall have five (5) classes of members:

- 1) Active; 2) Subscriber; 3) Supporter; 4) Honorary, and; 5) Charter members.

Subsection 6.1.1 Active Members

Active Members of the Carolina Sleep Society shall be individuals who have one or more of the following qualifications: 1) any polysomnographic technologist who has obtained the credential of Registered Polysomnographic Technologist (RPSGT) through the Board of Registered Polysomnographic Technologists; 2) any polysomnographic technician who is Registry-eligible; 3) any employee of a sleep medicine center functioning in the primary capacity of polysomnographic technologist, or; 4) any ancillary or managerial staff person who is affiliated with a sleep medicine facility. Only Active Members in good standing (i.e., members of the CSS whose membership dues are currently paid) shall have the power to vote on matters relating to the Carolina Sleep Society (see 6.5).

Subsection 6.1.2 Subscriber Members

Subscriber Members shall be individuals who subscribe to placement on the mailing list of the Society but are not otherwise considered to be Active Members.

Subsection 6.1.3 Supporter Members

Supporter Members shall be corporations that have provided two hundred and fifty dollars in US currency (\$250.00) or more of financial support in the current CSS fiscal year.

Subsection 6.1.4 Honorary Members

Honorary Members shall be those persons accorded such membership status by a two-thirds (2/3) majority vote of the Board of Directors, for special service to the field of Polysomnography, or the Carolina Sleep Society. This appointment shall be renewable at ten (10) year intervals.

Carolina Sleep Society

BYLAWS

Subsection 6.1.5 Charter Members

Individuals who participated in the 1990 organizational meeting at Spartanburg, South Carolina, shall be Charter Members; such Membership carries with it no special rights or privileges apart from the designation of Charter Member. Charter members are entitled to attend all CSS meetings, with no charge for the meeting attendance. Charter members do not receive reimbursement for expenses incurred due to attending meetings.

Section 6.2 Elections of New Members

All prospective Members to the Society shall apply for admission to the CSS in writing submitted to the Chair of the Membership Committee. Membership valuation of applications and decision on acceptance shall be made as soon as is practicable. New Members shall be notified of their acceptance by the Membership Committee, and shall receive the benefits of membership upon payment of annual membership dues.

Section 6.4 Suspensions of Members

A Member may be suspended for a period with cause. Suspension shall be by majority vote of the Board of Directors, provided that a statement of the charges shall have been delivered to the member. The suspension notice will be considered official CSS documentation and authorized for public distribution from all of the parties involved. Suspension documentation must be signed by the majority of board members voting for suspension. The official suspension document must include the offense(s), date of offense(s) and supporting evidence or statements to corroborate the reason for issuance of the suspension.

6.4.1 Grievance Process

Suspended members are allowed to attend any announced meeting of the members for the intent purpose of having membership reinstated. Suspended members are allowed to challenge, or question the suspension, utilizing direct interaction with current members present at any announced meeting. The suspended member may call for a membership vote to override the boards' suspension decision. The board must abide by all majority decisions of the membership.

Section 6.5 Annual Membership Dues

Dues shall be established from time to time by action of the Board of Directors with a minimum fee of \$25.00 not to exceed \$40.00 per calendar year. Dues shall be payable in advance in US currency initially on the date of admission and thereafter every 12 months of each calendar year. When a member is in default in the payment of dues, the Membership Committee Chairperson shall notify such Member that their benefits shall lapse automatically and that their membership shall be considered delinquent if payment of dues are not received within thirty (30) calendar days. Reinstatement shall require the payment of any and all arrears. Election of new membership into the Society shall be accepted year round after evaluation by the Membership Chairperson (See Sec. 6.2). Dues will not be pro-rated for new members during the year. Only Active Members who are current in their dues shall be designated as Active Members in good standing of the Society and will be entitled to the benefits of such membership (see Sec. 6.10).

Carolina Sleep Society

BYLAWS

Section 6.6 Annual Meeting of Members

There shall be an Annual Meeting of the Members immediately prior to the Annual Meeting of Directors. Notice of the Meeting, shall be mailed except as herein or by statute otherwise prohibited, to the last recorded address of each Member before the time appointed for the meeting. All notices of meetings shall specifically set forth the following: 1) place; 2) date; 3) time, and, 4) fees. The Agenda of each Annual Meeting shall conclude wherein any Active Member in good standing may address the attendees.

6.6.1 Business Meeting

During the course of the annual meeting of members, the current board members are required to present a business meeting as part of the meeting agenda. During the business meeting, all of the current sitting board members are required to make a statement of duties and activities to the membership pertaining to their position and responsibilities. All of the board members are required to respond to member questions during the business meeting. A current financial report will be distributed at the beginning of the annual meeting.

Section 6.8 Waiver

Notwithstanding the provisions of any of the foregoing sections, a meeting of the Members of this Corporation may be held at any time and at any place within or without the States of North or South Carolina, and any action may be taken thereat, if notice is waived in writing by every member having the right to vote at the meeting.

Section 6.9 Quorum

The Members present at a regularly scheduled Meeting shall constitute a quorum for the transaction of business, provided that at least twenty-five (25) Active Members and a minimum of four members of the Board of Directors are present.

Section 6.9.1 Board Meetings

A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. All board meeting are to be announced to the general membership via electronic newsletter at least 10 days prior to the meeting. All board meetings are open to CSS members for attendance however; the members cannot discuss with the board, or vote on items brought forth during the board meeting. Any member attending a board meeting is permitted to address the board for 5 minutes. The board is not required to respond to any statements or questions. All board meeting minutes are recorded and will be made available to the membership.

Section 6.10 Voting by Members

Only Active Members in good standing shall be entitled to vote. (See Sec. 6.5) Each voting member shall be entitled to one vote on each matter submitted to a vote of the members. No member may vote by proxy.

Section 6.11 Restrictions on Member Activities

Any Member who is without qualification as a Doctor of Medicine or Osteopathy, or a Doctor of Philosophy in one of the allied sciences, shall refrain from accepting any patients for clinical polysomnography except under the direction or supervision of a person who is so qualified, nor shall any Member without the above doctoral status make a diagnostic report on any polysomnographic record or sleep study

Carolina Sleep Society

BYLAWS

ARTICLE 7.0 BOARD OF DIRECTORS

Section 7.1 General Powers

The affairs of the Corporation shall be managed by the Board of Directors, and all Corporate powers shall be exercised by the Board of Directors, except as otherwise expressly required by the Articles of Incorporation, these Bylaws, or by law.

The President shall be the principal Executive Officer of the Corporation and shall in general implement and supervise all of the business and affairs of the Corporation.

The President has the authority to delegate duties to other board members to accomplish the purpose and goals of the society. The President has the authority to discuss, take into consideration or call for a vote on all matters presented before the Board of Directors.

Mandatory voting items include all financial expenditures exceeding a cumulative amount of \$1000 in a calendar year by the President, expenditures by any board member, binding contractual agreements and any change to the CSS bylaws. All other items considered and task performed will be voted on at the discretion of the President.

Section 7.2 Number, Tenure and Qualifications; Nomination Process

Subsection 7.2.1 Number, Tenure, and Qualifications

The number of Directors shall be at least seven (7). Each Director shall hold office until his successor has been elected and qualifies. The Directors shall be the persons elected by the membership to hold the following offices: President; Vice-president; Secretary; Treasurer; the Education Committee Chair, the Membership Committee Chair, and the Public Relations chair. Elections shall be by a vote at a regular meeting and has been duly announced at least thirty (30) but no more than one hundred and twenty (120) calendar days in advance. The election portion of the meeting shall be presided over by a neutral party (i. e., a Board member or other Active Member in good standing who is not a candidate for office in that election). No individual can represent more than one (1) elected office on the Board of Directors. All Directors shall be elected to serve for a term of three (3) years. Additionally, Directors are to be discouraged from serving as committee Chairs in order to encourage a diversity of member participation.

Subsection 7.2.2 Term Limits

No individual may participate in the elective process to hold office on the CSS Board of Directors for more than two (2) successive terms. However, no restrictions shall apply for election to office in non-successive terms, nor shall a limit be placed on appointment to vacancies in office when such vacancy is filled by action of the Board of Directors.

Subsection 7.2.2a EXEMPTIONS

Board of Directors who are elected into office shall be exempt from membership dues, and or registration fees for official functions or meetings of the CSS, beginning on their first day of elected or appointment to the Board and ending on their last day; at which time membership dues and all applicable membership, and event fees will apply. (See also Sec. 6.5) Article 15.0 Sec. 15.1 will still apply for those eligible officers.

Carolina Sleep Society

BYLAWS

Subsection 7.2.3 Nominating Process

Upon the announcement of an election, which is to be performed at least thirty (30) but no more than one hundred and twenty (120) calendar days in advance, the President or their designee will announce the position(s) open for election and issue a call for nominations. The Society will attempt to contact any member having paid dues within thirteen (13) months prior to the date of the election, to inform them of the election. Any member having paid dues within thirteen (13) months prior to the date of the election is eligible to nominate candidates. Nomination of a candidate can be accomplished by contacting any board member. Nominations can be made verbally, electronically or in writing. Nominees must have paid dues within thirteen (13) months prior to the acceptance of the nomination. The Board will verify the eligibility of the nominee. Nominees will then be contacted by a board member electronically, verbally or in writing and requested to accept or deny the nomination.

Subsection 7.2.4 Election and Installation in Office

The nominees for each office with the largest number of votes shall be declared elected to office, and shall be installed in office as the last item of New Business at the Meeting in which they were elected. (See also 8.1). Upon completion of the election and installation of Officers-Elect, all records, documents, and databases held by Officers, and Committee Chairpersons shall be turned over to the newly elected officers. Subsection 7.2.2, 15.1, and the 2006 reimbursement amendment, does not apply to newly elected Officers. If an officer has been removed from office via election at the annual meeting, their term ends one (1) day after the election and they are still required to perform their duties following the conclusion of the annual meeting.

Section 7.3 Annual Meetings

There shall be an Annual Meeting of the Board of Directors immediately following the annual meeting of the members.

Section 7.3.1 Joint Meetings

Joint meetings may be held with appropriate societies at the discretion of the President.

Section 7.6 Quorum

At least four (4) of the seven (7) Directors must be present at a meeting to constitute a quorum for the transaction of business by the Board.

Section 7.7 Manner of Acting

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. Individuals whose presence may be necessary for discussion of a specific agenda item may be requested to attend a portion of the Meeting.

Section 7.8 Vacancy in Directors

Any vacancy in the Board of Directors because of death, resignation, removal, disqualification, or otherwise shall be filled by appointment of the President for the unexpired portion of the term. In the event the President's position becomes vacant, the vice President shall assume the position and appoint a new Vice President.

Carolina Sleep Society

BYLAWS

Section 7.9 Compensation

Directors as such shall not receive any salaries for their services, provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 7.10 Voluntary Resignation and Retirement

Any Director may resign or retire at any time by notifying either the President or the Secretary in writing. Such resignations or retirements shall take effect at the time therein specified.

Section 7.12 Committees

Subsection 7.12.1 General

The Board of Directors shall include, in the position of Director, the committee Chairs of the Education Committee, the Membership Committee and the Public Relations Committee. The Board of Directors, by resolution adopted by a majority of the Directors in office, may establish Committees, one or more additional Committees, each of which shall, to the extent provided in said resolution or in the Bylaws of this Society, have and exercise the authority of the Board of Directors in the management of the Corporation. Other Committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. A vacancy within any committee shall be filled by appointment by the Chair of the committee.

Subsection 7.12.2 Education Committee Chair

The Chair of the Education Committee shall be elected directly by Active Members in good standing of the Society. The Chair shall select Committee members with the approval of the Board, and may also appoint subcommittees with the approval of the Board. It shall be the duty of the Education Committee to improve the level of training and education via training aids, educational seminars, distribution of printed materials, and all other means possible.

Shall: have the charge and custody of and be responsible for submission of all documents required for CSS activities which have the potential to fulfill requirements for generation of professional credential/license educational credits. The Education Chair will obtain and generate all applicable paperwork associate with accomplishing this task. The Educational Chair is responsible for ensuring all governing agency requirements are met. All documentation will be copied and submitted to the Secretary and President for retention and review.

Subsection 7.12.3 Membership Committee Chair

The Chair of the Membership Committee shall be elected directly by Active Members in good standing of the Society. The Chair shall select Committee members and may also appoint subcommittees with the approval of the Board. It shall be the duty of the Membership Committee to prepare and supply membership application forms and pass upon all affairs related to membership that are not otherwise provided for in the Articles of Incorporation or these Bylaws.

Shall: have the charge and custody of and be responsible for all membership information/data and records. The Membership Chair will also be responsible for recording/retaining membership information during all CSS activities to include but not limited to workshops and educational meetings. The Membership Chair will work with the Secretary and Treasurer to ensure member attendance is documented on the appropriate forms during CSS meetings.

Carolina Sleep Society

BYLAWS

Subsection 7.12.4 Public Relations Chair

The Chair of the Public Relations Committee shall be elected directly by Active Members in good standing of the Society. The Chair shall select Committee members and may also appoint subcommittees with the approval of the Board. It shall be the duty of the Public Relations Membership to maintain communications via all forms of media with the intent purpose of promoting the CSS, recognizing supporters of the CSS and informing the membership of all activities of the CSS. The Public Relations Chair and Committee will also be responsible for establishing and maintaining all forms of contact with information retention and distribution relevant to the sleep medicine field and the goals of the CSS.

Section 7.13 Advisory Committees

The Board of Directors may appoint Advisors or Advisory Committees to the Board of Directors who shall not be deemed to be Directors, Officers, or Employees of the Corporation, and whose functions shall not include participation in the operating management of the Corporation. Advisory Committees shall meet at such times as the respective Committee Chairs or the Board of Directors shall determine. The Advisory Committees shall consider, advise upon, and make recommendations to the Board of Directors with respect to such matters of policy relating to the conduct of the Corporation's affairs as may be submitted to them by the Board of Directors.

ARTICLE 8.0 OFFICES

Section 8.1 General

The Officers of the Corporation shall be a President, a Vice-president, a Secretary, a Treasurer, a Membership Chair, an Education Chair, a Public Relations Chair, and such other Officers as may be elected in accordance with the provisions of this Article or these Bylaws. The President may appoint such other Officers, in the event of vacancy. No two or more offices may be held by the same person. All newly-elected Officers shall take office immediately following the Annual Meeting at which they were installed, or in the event of a vacancy, at such other time as the President appoints them.

Section 8.2 Proxies

Directors are prohibited under these Bylaws either from appointing a personal proxy or from voting by proxy. Elections shall occur at the Annual Meeting, which shall be the spring meeting.

Section 8.3 Election and Term of Office

The President, Vice President, Secretary, Treasurer, Membership Chair, Education Chair and Public Relations Chair shall be elected by the Active Members in good standing of the Corporation during the Annual Meeting of the Membership. The term of office shall be for three years with eligibility to occupy the same office for two consecutive terms. The election of the Officers shall require the simple majority approval of the Active Members. The manner of voting shall be determined by the President or Vice President. The election shall be at the same time, and in the same fashion, as provided under Article 7 of these Bylaws. Vacancies may be filled by the President or at any properly announced meeting of Members. Each Officer shall hold office until a successor has been duly qualified and elected or they have reached two consecutive elected terms in the same position.

The President, Education Chair and Secretary shall be elected in 2011. The Vice President, Treasurer and Public Relations Chair shall be elected in 2012. In 2013, the Education and Membership Chair shall be up for election. In 2014 the President and Secretary shall be up for election. In 2015, the Vice President, Treasurer and Public Relations Chair shall be up for election. All elected offices will rotate through the election process after a 3 year term from the time of election. In the event an officer does not complete the term, a replacement shall be appointed by the President, and the appointed officer shall complete the time in the initial officer's term. The time spent completing an appointed term, is not calculated into the total amount of time served for the position when considering reelection and term limits.

Carolina Sleep Society

BYLAWS

Section 8.4 Removal

No Member of the Board of Directors, Officer, or Agent elected by the members or appointed by the President may be removed as a Board Member, Officer, or Agent. In the event the determination is made, a board member has not been performing their duties as directed by the by-laws, the Board of Directors by a majority vote of 4 board members, may remove the voting and board meeting rights of the non-productive board member. A statement of the charges shall have been delivered to the member. The reasons for circumvention of voting and board meeting rights shall be documented and considered official CSS documentation, authorized for public distribution from all of the parties involved. Documentation must be signed by the majority of board members voting in favor of the act. The official document must include the offense(s), date of offense(s) and supporting evidence or statements to corroborate the reason for initiation, voting and implementation of the circumvention.

In accordance with section 6.4.1 Grievance Process for members, any board member who has his authority to serve circumvented by the board, has the right to address the general assembly of members at the next properly announced meeting of members. Inactive board members are allowed to challenge, or question the actions of the board, utilizing direct interaction with current members present at any announced meeting. The inactive member may call for a membership vote to override the board's decision. If reinstated, the inactive board member shall receive the same compensation for attending the meeting as current sitting board members. In the event the majority of attending members agree with the board's decision to remove the non-productive board member, the CSS is not responsible for any cost incurred by the non-productive board member to attend the meeting at which they address the members. In the event the majority of members agree with the ousted board member, that board member shall return to his duties on the board and be allowed to complete the term of office without any further votes for circumvention. The board must abide by all majority decisions of the membership.

Section 8.5 Resignations

Any Officer may resign at any time by giving written notice to the Board of Directors, 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.

Section 8.6 Vacancies of Office

Except as provided in 8.7, a vacancy in any office due to death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the remaining portion of the unexpired term.

Section 8.7 President

The President shall be the principal Executive Officer of the Corporation and shall in general implement and supervise all of the business and affairs of the Corporation. The President shall, if present preside at meetings of the Board of Directors. The President shall be an ex-officio member of all committees, and, shall appoint Chairpersons of all Committees unless they are otherwise elected directly by the Active Members as provided for in these Bylaws. All Committee members, other than those Chairpersons elected directly by the Active Members, shall be approved by the President.

Responsible for ensuring the CSS meets its designated purpose and goals as defined in the bylaws.

Responsible for delegation of task and oversight of board meetings and for ensuring board members perform their delegated duties.

Carolina Sleep Society

BYLAWS

Section 8.8 Vice President

If the President is not present at a meeting of the Board of Directors, the Vice President shall preside. If at any time the office of President is vacant, the Vice President shall serve as President and a new Vice President shall be appointed, both of whom shall serve the remaining unexpired portions of their respective terms of office. The Vice President shall perform such additional duties as may be assigned by the President from time to time. The Vice President shall be the primary candidate for Parliamentarian (see 8.1 1).

Section 8.9 Secretary

The Secretary shall: keep the Minutes of meetings of the Board of Directors and of Committees having any of the authority of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with these Bylaws or as required by law; be custodian of the Corporate records ; see that the Seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation is duly authorized in accordance with the provisions of these Bylaws, and; in general perform all duties incident to the Office of Secretary, and other such duties as from time to time may be assigned by the President.

The Secretary will collect a copy of all records and transactions performed by all of the CSS board members during the performance of their duties. The secretary will retain a copy and submit a second copy to the President for review and retention. The Secretary is responsible for ensuring all documentation is collected and completed in accordance with Federal, State, Local laws and CSS bylaws. In addition, the Secretary will ensure all documentation is collected and completed in accordance with licensing/credentialing/regulatory agency such as the AAST and AARC. Any Director, or his agent or attorney may inspect all books and records of the Corporation, for any proper purpose at any reasonable time. In addition, the Secretary is responsible for ensuring all appropriate documentation is present/used and distributed during all CSS meetings.

Section 8.10 Treasurer

The Treasurer shall: have the charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and; deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with Article 9 of these Bylaws.

The Treasurer will provide the President with a proposed annual budget based upon a review of previous annual expenditures. The Treasurer will provide the President with access to all CSS accounts to include signature authority on the bank account, email and password information on the PayPal account, and all other financial accounts pertaining to or relevant to CSS monies. The Treasurer will provide the President with the CSS debit card. The Treasurer will provide the President with a bi-monthly itemized statement of all expenditures and monies received. The Treasurer does not have individual authority to spend/issue CSS monies or enter into financial/working/contractual agreements. All CSS financial expenditures must be approved and signed by the President. The Treasurer will provide the Secretary and President with copies of all records currently retained and those created during the execution of their position. In the event the Treasurer retains or creates, records which contain CSS membership information, all of those records will be copied to the Membership Chair in addition to the Secretary and President.

Carolina Sleep Society

BYLAWS

Section 8.11 Parliamentarian

The Vice President shall additionally serve as Parliamentarian. The Parliamentarian shall be the official to whom all questions on protocol and procedure are referred. In the event that the Vice President is unwilling or unable for any reason to act in this capacity, the office of Parliamentarian may be filled by action of the President.

Section 8.12 Other Appointed Officials

The President may appoint agents or officials to perform a prescribed task or tasks, and may include but are not limited to master(s)-of-ceremonies, master(s)-at-arms, advisors, assistants, special or ceremonial officials, business agents, or any other officer or committee deemed to be necessary to properly conduct the business of the Corporation.

Subsection 8.12.1 Vacancy in Appointed Office

The President may act to fill a vacancy in appointed office due to resignation or term limit requirements.

Subsection 8.12.2 Term of Appointed Office

The term of any appointed office shall expire upon completion of the task or commission, or following any general election, or following other specifications as set forth by the President. Following elections; the new President, may renew an appointment or select another officer for the appointed position.

ARTICLE 9.0 CONTRACTS, BANKING, AND GIFTS

Section 9.1 Contracts and Other Documents

The Board of Directors may authorize the President to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the Corporation subject to final approval of the board of directors, pertaining to the goals and purposes of the society as set forth in the by-laws. Once approved, the President may delegate this task to any Board member.

Section 9.2 Checks, Drafts, and Loans

All checks, drafts, and loans, or other orders for the payment of money, notes, or other evidence of indebtedness shall be issued in the name of the Corporation in such manner that shall be from time to time determined by the Board of Directors. The President is authorized an annual spending limit of one thousand dollars (\$1,000) without seeking prior approval of the board of directors. All expenditures and monies received require a verifiable transaction slip to be submitted to the President and Treasurer for retention in a financial ledger. In the absence of such determination, such instruments shall be signed by the Treasurer after majority approval by a vote of the board of directors.

Section 9.3 Deposits

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may from time to time select.

Section 9.4 Gifts.

The Board of Directors may accept on behalf of the CSS any gift, contribution, bequest, or devise for the general purpose or for any special purpose of the Corporation. The Board of Directors may decline to accept any gift if in the opinion of the Directors such acceptance would be at odds with or contrary to the best interests of the Society.

Carolina Sleep Society

BYLAWS

ARTICLE 10.0 BOOKS AND RECORDS

The Board of Directors, Elected or Appointed Committee Chairpersons, and or their respective designees shall keep complete books, records, and databases of account, up to date membership records, minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors, and shall keep its principal office a record giving the names and addresses of the Board of Directors. Any Director, or his agent or attorney may inspect all books and records of the Corporation, for any proper purpose at any reasonable time. Such records are the sole proprietary rights of the Carolina Sleep Society. (See also Subsection 7.2.4)

ARTICLE 11.0 FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each calendar year.

ARTICLE 12.0 INDEMNIFICATION Section 12.1

General Provisions

Subsection 12.1.1 Definitions

For purposes of this section, the terms defined in this subsection 12.1.1 have the meanings given them:

- a) "Corporation" or "Society" or "CSS" means the Carolina Sleep Society, a South Carolina Corporation.
- b) "Official capacity" means:
 - 1) with respect to a Director, the position of Director in the Corporation; 2) with respect to a person other than a Director, the elective or appointive office or position held by an Officer, member of a Committee of the Board of Directors, or the employment or agency relationship undertaken by an Employee or Agent of the Corporation, and 3) with respect to a Director, Officer, Employee, or Agent of the Corporation who, while serving at the request of the Corporation or whose duties in that position involve or involved service as a Director, Officer, Partner, Trustee, or Agent of another person as a Director, Officer, Partner, Trustee, Employee, or Agent, as the case may be, of the other organization or employee benefit plan.
- c) "Proceeding" means a threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of the Corporation.
- d) "Special legal counsel" means counsel who has not represented the Corporation or a related Corporation, or a Director, Officer, Employee, or Agent whose indemnification is in issue.

Subsection 12.1.2 Indemnification Mandatory; Standard

A) Subject to the provisions of 12.L4. the Corporation shall indemnify a person made or threatened to be made a party to a proceeding by reason of the former or present official capacity of the person against judgments, penalties, and fines, including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorney's fees and disbursements, and reasonable expenses, incurred by the person in connection with the proceeding, if, with respect to the acts or omissions of the person complained of in the proceeding, the person:

- 1) Has not been indemnified by another organization or employee benefit plan for the same expenses with respect to the same acts or omissions;
- 2) Acted in good faith;
- 3) received no improper personal benefit;
- 4) In the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful, and;

Carolina Sleep Society

BYLAWS

5) in the case of acts or omissions occurring in the official capacity described in subsection 12.1.1, paragraph (c), clause (1) or (2), reasonably believed that the conduct was in the best interests of the Corporation, or in the case of acts or omissions occurring in the official capacity described in subsection 12.1.1, paragraph (c), clause (3), reasonably believed that the conduct was not opposed to the best interests of the Corporation. If the person's acts or omissions complained of in the proceeding relate to conduct as a Director, Officer, Trustee, Employee, or Agent of an employee benefit plan, the conduct is not considered to be opposed to the best interests of the Corporation if the person reasonably believed that the conduct was in the best interests of the participants or beneficiaries of the employee benefit plan.

b) The termination of a proceeding by order, settlement; judgment, conviction, or upon a plea of nolo contendere or the equivalent; does not, of itself, establish that the person did not meet the criteria set forth in this subsection.

Subsection 12.1.3 Advances

Subject to the provisions of 12.1.4, if a person is made or threatened to be made a party to a proceeding, the person is entitled, upon written request to the Corporation, to payment or reimbursement by the Corporation of reasonable expenses, including attorney's fees and disbursements, incurred by the person in advance of the final disposition of the proceeding:

- a) upon receipt by the Corporation of a written affirmation by the person of a good faith belief that the criteria for indemnification set forth in 1.2.1.2 have been satisfied and a written undertaking by the person to repay all amounts so paid or reimbursed by the Corporation, if it is ultimately determined that the criteria for indemnification have not been satisfied, and;
- b) After a determination that the facts then known to those making the determination would not preclude indemnification under this section. The written undertaking required by clause (a) above is an unlimited general obligation of the person making it, but need not be secured and shall be accepted without reference to financial ability to make the repayment.

Subsection 12.1.4 Prohibition or Limit on Indemnification or Advances

There are no prohibitions against or conditions on indemnification or advances of expenses other than as set forth in this Article.

Subsection 12.1.5 Reimbursement to Witnesses

This section does not require or limit the ability of the Corporation to reimburse expenses, including attorney's fees and disbursements, incurred by a person in connection with an appearance as a witness in a proceeding at the time when the person has not been made or threatened to be made a party to a proceeding.

Subsection 12.1.6 Determination of Eligibility

a) All determinations whether indemnification of a person is required because the criteria set forth in 12.1.2 have been satisfied and whether a person is entitled to payment or reimbursement of expenses in advance of the final disposition of a proceeding as provided in 12.1.3 shall be made:

- 1) By the Board of Directors by a majority of a quorum. Directors who are at the time parties to the proceeding shall not be counted for determining either a majority or the presence of a quorum;
- 2) if a quorum under clause (1) cannot be obtained, then by a majority of a Committee of the Board of Directors, consisting solely of two (2) or more Directors not at the time parties to the proceeding, duly designated to act in the matter by a majority of the full Board of Directors including Directors who are parties to the proceeding;

Carolina Sleep Society

BYLAWS

3) if a determination is not made under clause (1) or (2), by special legal counsel, selected either by a majority of the Board of Directors or a Committee by vote pursuant to clause (1) or (2), or, if the requisite quorum of the full Board of Directors cannot be obtained, and the Committee cannot be established, then by a majority of the full Board including Directors who are parties to the proceeding;

4) if an adverse determination is made under clauses (1) to (3), or if no determination is made under clauses (1) to (3) within sixty (60) calendar days after the termination of a proceeding or after a request for an advance of expenses, as the case may be, by a court in the State of South Carolina, which may be the same Court in which the proceeding involving the person's liability took place, upon application of the person and any notice the Court requires.

b) With respect to a person who is not, and was not at the time of the acts or omissions complained of in the proceedings, a Director, Officer, or person possessing, directly or indirectly, the power to direct or cause the direction of the management or policies of the Corporation, the determination whether indemnification of this person is required because the criteria set forth in 12.1.2 have been satisfied and whether this person is entitled to payment of reimbursement of expenses in advance of the final disposition of a proceeding as provided in 12.1.3 may be made by an annually appointed Committee of the Board of Directors having at least one (1) member who is a Director. The Committee shall report at least annually to the Board of Directors concerning its actions.

Subsection 12.1.7 Insurance

The Corporation may purchase and maintain insurance on behalf of a person in that person's official capacity against any liability asserted against and incurred by the person in or arising from that capacity, whether or not the Corporation would have been required to indemnify the person against the liability under the provisions of this section.

ARTICLE 13.0 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 South Carolina statutes, 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. Waivers using electronically transmitted consent shall be deemed equivalent to the giving of such notice.

ARTICLE 14.0 AMENDMENTS

Section 14.1 Amendments Generally

The Articles of Incorporation and/or Bylaws of the Corporation may be amended by a 2/3 vote of either the Active Members in good standing of the Society or majority vote of the Board of Directors.

Section 14.2 Amendments by Members

Amendments to the Articles of Incorporation and/or Bylaws of the Corporation may be proposed either by a majority of the Board of Directors, or by a Petition signed by at least ten percent (10 %) of the Active Members in good standing of the Corporation. In the event of a properly proposed amendment, the Board of Directors will review the Proposed Amendment.

Carolina Sleep Society

BYLAWS

Section 14.3 Amendments by Directors

The Board of Directors may amend the Articles of Incorporation and/or Bylaws provided that proper notice of the Meeting has been duly given and 4Directors are present. Duly announced meetings are specified in 6.6 for Annual Meetings of the Members. An amendment is adopted when it is approved by a majority vote of the Directors who are present and eligible to vote on the matter. In the event of a tie vote, the President shall have the authority to make the determination of the vote. In the event of the absence of the President, the Vice-President shall have the authority to make the determination of the vote in the event of a tie vote by the Board. In the event of the absence of the President and the Vice-President, the Secretary shall have the authority to make the determination of the vote in the event of a tie vote by the Board. Any and all such changes to the Bylaws that are made by the Board of Directors must be reported the membership of the Society by published report at the next Regular Meeting of the Membership.

ARTICLE 15.0 REIMBURSEMENTS FOR TRAVEL EXPENSES

Section 15.1 Eligible Officers and Procedures

Members of the Board of Directors are eligible for reimbursement for travel and accommodation expenses to the Annual Meeting or Board Meetings. Transportation fuel, and mileage cost rates to be determined as per current IRS allowable "rate per mile of travel" and national average gas rate; accommodations for the term of the meeting shall be paid by the Corporation treasury for those Officials provided that such funds are available and if funding is not available from any other source.

Reimbursement will not include food and/or other incidental expenses. An itemized, substantiated claim for reimbursement must be submitted in writing to the President and Treasurer within thirty (30) calendar days of the incurred expense before payment will be made. Directors are also eligible for reimbursement for telephone use, mailing costs, and printing expenses provided that such expenses do not exceed the amount established for the purpose either by action of the Board of Directors, or approval by the President.

Section 15.2 Eligible Committee Chairs and Procedures

Members of Standing and Special Committees are eligible for reimbursement for travel and accommodation expenses, as well as expenses for telephone use, mailing costs, and printing expense provided that such expenses do not exceed the amount established for the purpose either by the Board of Directors or by the Committee Chair when operating within the budget previously designated by action of the Board of Directors for the tasks of the Committee.

ARTICLE 16.0 AFFILIATION AND INTERACTION WITH OTHER GROUPS

The Carolina Sleep Society shall not be contractually or organizationally bound to any other group or society.

ARTICLE 17.0 FINANCIAL ACCOUNTABILITY AND BUDGETING

Financial accountability of all funds distributed and deposited shall be the responsibility of the Treasurer. (See also 8.10) Prior to funds being distributed to the respective Board of Directors, or Chairpersons of Committees a Budget must be established and approved in writing by the President, and or the Board of Directors. It will be the responsibility of the CSS Meeting Host to submit in writing to the Board of Directors a detailed proposal of intent and a projection of anticipated expenditures and estimated financial contributions. All contractual documents (i.e. hotels, vendors, or agents) must be signed by the President and approved by the Board of Directors before entering into the agreement. If any Member of the Board of Directors, Chairpersons of Committees, or their designees Host a Meeting, a proposal of intent will be distributed to all Board of Directors for approval.

End of Document

Carolina Sleep Society

BYLAWS

SPECIAL NOTE

April 20, 1996

This version of the Bylaws is reported out of Committee as of this date. Please note that these Bylaws are not and will not be in effect until such time as: 1) any desired textual revisions are incorporated into the document, and; 2) final action for approval has been taken by the Society.

--Michael E. Adams, RPSGT, Chair Bylaws Committee

Karen Cuny, RRT, Member

Barbara Clark, RPSGT, Member

Sherry Angel Newman, RPSGT, Advisor

March 26, 2004

Final action of sections 6.5, 7.2.4, 7.2.2a, 8.0, and 10.0 were ratified and voted on by the officers and the society on 3/26/2004 with implementation approved at the general business meeting. I would like to thank those who participated in the wording and creating of these much needed updated by-laws.

Robert R. Evelyn RpsGT

April, 2006

The bylaws were amended by the Board of Directors at the spring, 2006 meeting as follows:

1. Allow for electronic meetings of officers and Board of Directors, instead of physical meetings.
2. A Board of Directors member is eligible for room reimbursement at meetings for the term of the meeting instead of 1 night limit for the meetings.
3. Officers will be elected at the fall meetings. The offices of President and Secretary will be elected in years ending in odd numbers. The offices of Vice-president and Treasurer will be elected in years ending in even years.

February, 2011

The bylaws were amended by the Board of Directors at themeeting as follows:

Table of Contents; added; Section 6.9.1 Board Meetings

Table of contents; removed Section 7.4 Special Meetings

Table of Contents; removed Section 7.11 Action Without a Meeting

Table of Contents; added; Section 15.2

1. Article 3.0; changed 6 to 3.
Added: The Treasurer is responsible for maintaining a financial ledger which includes all earnings and expenditures. A copy of the ledger will be presented at all board and member meetings.
2. ARTICLE 4.0 LIQUIDATION (Dissolution of the Society); Removed APT as designated recipient of assets and allowed for Board of Directors to designate a tax exempt organization to receive remaining assets at the time of dissolution.
3. Subsection 6.1.1 Active Members; removed terminology; committee of the Association of Polysomnographic Technologists (APT). Changed technologist to technician.

4. Subsection 6.1.5 Charter Members

Added: Charter members are entitled to attend all CSS meetings, with no charge for the meeting attendance. Charter members do not receive reimbursement for expenses incurred due to attending meetings.

Section 6.2; removed; by the Membership Committee, in writing, removed; Active Members shall promptly notify the Membership Committee of. a) any change in their association as provided under 6.1 .1, or; b) any change of address. Individuals or Corporations qualifying, as Subscriber, Supporter, or Charter members shall automatically be conferred such status upon meeting all the requirements imposed under 6.1.2 and 6.1.3 respectively.

Section 6.3 removed section; Resignations of Members

Any Member may withdraw from the Corporation after fulfilling all obligations to it by giving written notice of such intention to the Secretary, which notice shall be presented to the Membership Committee by the Secretary at the first Regular Meeting after its receipt.

Section 6.4; added; majority, removed; unanimous. Added; A Member may be suspended for a period with cause. Suspension shall be by majority vote of the Board of Directors, provided that a statement of the charges shall have been delivered to the member. The suspension notice will be considered official CSS documentation and authorized for public distribution from all of the parties involved. Suspension documentation must be signed by the majority of board members voting for suspension. The official suspension document must include the offense(s), date of offense(s) and supporting evidence or statements to corroborate the reason for issuance of the suspension.

6.4.1 Grievance Process

Suspended members are allowed to attend any announced meeting of the members for the intent purpose of having membership reinstated. Suspended members are allowed to challenge, or question the suspension, utilizing direct interaction with current members present at any announced meeting. The suspended member may call for a membership vote to override the boards' suspension decision. The board must abide by all majority decisions of the membership.

Removed; expelled, or without, expulsion, by registered mail, at his last recorded address at least 15 calendar days before final action is to be taken.

5. Section 6.6 Annual Meeting of Members; removed the following terminology; signed by the Secretary, at least sixty (60) calendar days, the compilation of which is a function of the Secretary, include a designated time period, Rules of Debate and Rebuttal, if any, must be established as Rules of the Day either in the Agenda or during the opening comments by the presiding officer immediately after the meeting is called to order. As a third option, Active Members in good standing may also reserve speaking time by advance written notice delivered to the Secretary no later than ten (10) calendar days prior to the meeting date. Added terminology; shall conclude.

added; section 6.6.1 Business Meeting

During the course of the annual meeting of members, the current board members are required to present a business meeting as part of the meeting agenda. During the business meeting, all of the current sitting board members are required to make a statement of duties and activities to the membership pertaining to their position and responsibilities. All of the board members are required to respond to member questions during the business meeting. A current financial report will be distributed at the beginning of the annual meeting.

6. Removed Section 6.7 Special Meeting of Members.

7. Section 6.9 Quorum; removed terminology; or properly announced Special, other than. Added; and a minimum of four members of the Board of Directors are present.

Section 6.9.1 added; All board meeting are to be announced to the general membership via electronic newsletter at least 10 days prior to the meeting. All board meetings are open to CSS members for

attendance however, the members cannot discuss with the board, or vote on items brought forth during the board meeting. Any member attending a board meeting is permitted to address the board for 5 minutes. The board is not required to respond to any statements or questions. All board meeting minutes are recorded and will be made available to the membership.

Section 6.10 Voting by Members; removed terminology; Except as otherwise provided, members may vote either by mail ballot; or by open or closed written ballot at the Annual or Special Meetings of the Corporation. Added; (see Sec. 6.5), Each voting member shall be entitled to one vote on each matter submitted to a vote of the members. No member may vote by proxy.

8. Section 7.2.1; removed; ballot, secret written, or at a special meeting that is open to the entire membership, changed 60 to 30 and 90 to 120, removed; Ballots shall be distributed to members by one or more appointed Masters-at-Arms, who shall each be individually responsible to tally the ballots. The Master(s)-at-Arms shall make a final written and Co-signed report of the ballot counts to the presiding officer who shall announce the name of the member who has been elected to office. The initial terms of office for the Board of Directors shall be for such terms as the Members determine. Added; a vote,
Added; 7, Public Relations chair, 3.
9. Section 7.2.3; removed; At least one hundred and fifty (150) days calendar days prior to an election, the Board of Directors shall appoint a Nominations and Election committee Chair, who will in turn appoint at least two (2) committee members. The Nominations and Election Committee will subsequently issue a call for nominations for Committee with the consented in writing to the nomination shall be included on the voting ballot. Except that the member be in any office to all Active Members in good standing at least one hundred and twenty (120) calendar days in advance of the Annual Meeting. Active Members desiring to submit nominations for any office must, at least ninety (90) calendar days prior to the Annual Meeting, furnish the Nominations and Election good standing, no other restrictions shall be placed on Active members who desire to seek office. In addition and if necessary, the name(s) of the nominee(s). Additionally, the Nominations and Election Committee must receive a letter of consent signed by the nominee stating agreement to the nomination as well as a brief biographical sketch of the nominee. Only those nominees who are Active Members in good standing of the Corporation who have Nominations and Election Committee shall act with all deliberation to ensure that at least two (2) qualified candidates for all offices shall appear on the ballot. Added; Upon the announcement of a election, which is to be performed at least thirty (30) but no more than one hundred and twenty (120) calendar days in advance, the Board of Directors or their designee will announce the position(s) open for election and issue a call for nominations. The Society will attempt to contact any member having paid dues within thirteen (13) months prior to the date of the election, to inform them of the election. Any member having paid dues within thirteen (13) months prior to the date of the election is eligible to nominate candidates. Nomination of a candidate can be accomplished by contacting any board member. Nominations can be made verbally, electronically or in writing. Nominees must have paid dues within thirteen (13) months prior to the acceptance of the nomination. The Board will verify the eligibility of the nominee. Nominees will then be contact by a board member electronically, verbally or in writing and requested to accept or deny the nomination.
10. Section 7.2.4; removed; the Nominations and Elections Committee shall be dissolved. Respectively there will be a 90 day interim period before the new Board of Directors-Elect executes their position. President-Elect, the Secretary-Elect, or their designee. (See also Article 10.0). Added; all records, documents, and databases held by Officers, and Committee Chairpersons shall be turned over to the newly elected officers. Subsection 7.2.2, 15.1, and the 2006 reimbursement amendment, does not apply to newly elected Officers. If an officer has been removed from office via election at the annual meeting, their term ends one (1) day after the election and they are still required to perform their duties following the conclusion of the annual meeting.
11. Section 7.3; removed; . Notice of the Meeting, signed by the Secretary, shall be mailed to the last recorded address of each Director at least sixty (60) calendar days before the time appointed for the meeting. All notices of meetings shall set forth the place, date, time, and purpose of the meeting. Added; immediately following the annual meeting of the members.
12. Added; Section 7.3.1 Joint Meetings; Joint meetings may be held with appropriate societies at the discretion of the Board of Directors.

13. Section 7.4; removed; Section 7.4 Special Meetings

Special Meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. In addition to the Annual Meeting, there may be one (1) or more Special Meetings of the Board of Directors per year. The person or persons authorized to call Special Meetings of the Board of Directors may fix any place, either within or without the States of North or South Carolina, as the place for holding any Special Meeting of the Board called by them.

14. Section 7.5; removed; Section 7.5 Notice

All notices of meetings shall set forth the time, date, place, and purpose of the meeting. Notice of any Special Meeting of the Board of Directors shall be given in writing at least ten (10) calendar days prior thereto by personal delivery, telegram or U.S. mail or electronically to each Director at the address last shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited with the United States Postal Service in a sealed envelope so addressed with postage prepaid thereon. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice be given by electronic methods, such notice shall be deemed to be delivered when the message is sent to the last known address of the officer. Any Director may waive notice of such meeting, except in instances wherein 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 approved motion of any Director at the Meeting.

15. Section 7.6; removed; regularly scheduled or properly announced Special

Section 7.8; added; In the event the President's position becomes vacant, the vice President shall assume the position and appoint a new Vice President. Removed; In the event that any individual Director is absent from any two consecutive regular meetings of the Board of Directors, that Director shall be disqualified from office and replaced for the unexpired portion of the elected term.

16. Section 7.11; removed; Section 7.11 Action without a Meeting

Any action which is required to be taken, or which may be taken, at a Meeting of the Board of Directors may be taken without a meeting if there is a consent in writing setting forth the action to be taken which shall be signed by all of the Directors. Such consent shall have the same force and effect as a unanimous vote of approval. Electronically transmitted consent shall have the same force and effect as consent in writing.

17. Subsection 7.12.2; added; Shall: have the charge and custody of and be responsible for submission of all documents required for CSS activities which have the potential to fulfill requirements for generation of professional credential/license educational credits. The Education Chair will obtain and generate all applicable paperwork associate with accomplishing this task. The Educational Chair is responsible for ensuring all governing agency requirements are met. All documentation will be copied and submitted to the Secretary and President for retention and review.

Subsection 7.12.3; removed; It shall be the duty of the Membership Committee to notify new members by first class mail and by publication of names and status of membership annually. It shall also be the duty of the Membership Committee to conduct recruitment activities with the support of the Carolina Sleep Society, added; Shall: have the charge and custody of and be responsible for all membership information/data and records. The Membership Chair will also be responsible for recording/retaining membership information during all CSS activities to include but not limited to workshops and educational meetings. The Membership Chair will work with the Secretary and Treasurer to ensure member attendance is documented on the appropriate forms during CSS meetings.

Added; Subsection 7.12.4 Public Relations Chair

The Chair of the Public Relations Committee shall be elected directly by Active Members in good standing of the Society. The Chair shall select Committee members and may also appoint subcommittees with the approval of the Board. It shall be the duty of the Public Relations Membership to maintain communications via all forms of media with the intent purpose of promoting the CSS, recognizing supporters of the CSS and informing the membership of all activities of the CSS. The Public Relations Chair and Committee will also be responsible for establishing and maintaining all forms of contact with information retention and distribution relevant to the sleep medicine field and the goals of the CSS.

18. Section 8.2; removed; , if more than one meeting per year is held, Fall. Added; Education Chair, Membership Chair.

19. Section 8.3; removed; using a written secret ballot, casting a ballot. Added; The manner of voting shall be determined by the President or Vice President, added; The President, Education Chair and Secretary shall be elected in 2011. The Vice President, Treasurer and Public Relations Chair shall be elected in 2012. In 2013, the Education and Membership Chair shall be up for election. In 2014 the President and Secretary shall be up for election. In 2015, the Vice President, Treasurer and Public Relations Chair shall be up for election. All elected offices will rotate through the election process after a 3 year term from the time of election. In the event an officer does not complete the term, a replacement shall be appointed by the President, and the appointed officer shall complete the time in the initial officers term. The time spent completing an appointed term, is not calculated into the total amount of time served for the position when considering reelection and term limits

Section 8.4 added; No Member of the Board of Directors, Officer, or Agent elected by the members or appointed by the President may be removed as a Board Member, Officer, or Agent. In the event the determination is made, a board member has not been performing their duties as directed by the by-laws, the Board of Directors by a majority vote of 4 board members, may remove the voting and board meeting rights of the non-productive board member. A statement of the charges shall have been delivered to the member. The reasons for circumvention of voting and board meeting rights shall be documented and considered official CSS documentation, authorized for public distribution from all of the parties involved. Documentation must be signed by the majority of board members voting in favor of the act. The official document must include the offense(s), date of offense(s) and supporting evidence or statements to corroborate the reason for initiation, voting and implementation of the circumvention.

In accordance with section 6.4.1 Grievance Process for members, any board member who has his authority to serve circumvented by the board, has the right to address the general assembly of members at the next properly announced meeting of members. Inactive board members are allowed to challenge, or question the actions of the board, utilizing direct interaction with current members present at any announced meeting. The inactive member may call for a membership vote to override the board's decision. The inactive board member shall receive the same compensation for attending the meeting as current sitting board members. In the event the majority of attending members agree with the board's decision to remove the non-productive board member, the CSS is not responsible for any cost incurred by the non-productive board member to attend the meeting at which they address the members. In the event the majority of members agree with the ousted board member, that board member shall return to his duties on the board and be allowed to complete the term of office without any further votes for circumvention. The board must abide by all majority decisions of the membership.

Section 8.9 added; The Secretary will collect a copy of all records and transactions performed by all of the CSS board members during the performance of their duties. The secretary will retain a copy and submit a second copy to the President for review and retention. The Secretary is responsible for ensuring all documentation is collected and completed in accordance with Federal, State, Local laws and CSS bylaws. In addition, the Secretary will ensure all documentation is collected and completed in accordance with licensing/credentialing/regulatory agency such as the AAST and AARC. Any Director, or his agent or attorney may inspect all books and records of the Corporation, for any proper purpose at any reasonable time. In addition, the Secretary is responsible for ensuring all appropriate documentation is present/used and distributed during all CSS meetings.

Section 8.10 added; The Treasurer will provide the President with a proposed annual budget based upon a review of previous annual expenditures. The Treasurer will provide the President with access to all CSS accounts to include signature authority on the bank account, email and password information on the PayPal account. The Treasurer will provide the President with the CSS debit card. The Treasurer will provide the President with a bi-monthly itemized statement of all expenditures and monies received. The Treasurer does not have individual authority to spend/issue CSS monies or enter into financial/working/contractual agreements. All CSS financial expenditures must be approved and signed by the President. The Treasurer will provide the Secretary and President with copies of all records currently retained and those created during the execution of their position. In the event the Treasurer currently retains, or may create, records which contain CSS membership information, all of those records will be copied to the Membership Chair in addition to the Secretary and President.

20. Section 14.1 Amendments Generally; Added; 2/3, Removed; majority.
21. Section 14.2; changed nay to may. Removed; , and will prepare a ballot containing the proposal and send it to the respective Active Members of the Society. The ballot shall provide a reasonable period of time not to exceed thirty (30) calendar days in which it may be returned. An amendment to the Articles of Incorporation and/or Bylaws is adopted when it receives the support of a two-thirds (2/3) majority vote in the returned ballots of Active Members before the expiration of the specified time.
22. Section 14.3; added; and 2/3 of the Board of Directors is present, In the event of a tie vote, the President shall have the authority to make the determination of the vote. In the event of the absence of the President, the Vice-President shall have the authority to make the determination of the vote in the event of a tie vote by the Board. In the event of the absence of the President and the Vice-President, the Secretary shall have the authority to make the determination of the vote in the event of a tie vote by the Board. Removed; and in 7.5 for Special Meetings of the Board of Directors, two-thirds (2/3).
23. Article 16.0; removed; or ciliated with, unless and until such affiliation is approved by a majority vote taken by written ballot of the Active Members in good standing of the Corporation at a General Meeting or a duly announced and convened Special meeting of the Corporation. Additionally, the Carolina Sleep Society may, from time to time, interact with other such societies as directed by majority of the Board of Directors, such vote for interaction to be taken by roll call ballot at any Regular Meeting or at a properly announced Special Meeting of the Board of Directors.

Section 17.0; added; must be signed by the President and approved by the Board of Directors before entering into the agreement
24. Section 15.1; removed; at the single rate
25. Section 15.1; section number duplicated; changed section number to 15.2
26. Elections will occur at the spring meeting.

These bylaw changes were voted on by a majority of the board and incorporated on July 15, 2011.