

Carolina Sleep Society

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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)(6), or the corresponding provision of any subsequent Federal tax law.

ARTICLE 4.0 LIQUIDATION (Dissolution of the Society)

In the event of dissolution or final liquidation of the Society, none of the property of the CSS nor any of the proceeds thereof shall, be distributed to or divided among any of the Directors, Officers, or Chairs or members of Committees, or members of the CSS, but will instead be distributed to the Association of Polysomnographic Technologists (APT), Inc., which is a non-profit corporation in the State of Minnesota. The APT shall hold and spend those monies solely for the purpose of establishing education programs for polysomnographic technologists. In the event that the APT is not willing to accept said distribution, or in the event that the APT is not in existence and exempt from tax under Internal Revenue Code Section 501(c)(6), then to one or more organizations in one of the following methods: 1) as designated by the CSS Board of Directors; 2) pursuant to a plan of distribution as provided for in the South Carolina statutes pertaining to non-profit corporations, or, 3) if there be no appropriate plan of distribution, as a court, pursuant to the provisions of South Carolina statutes, may direct; provided, however, such property shall be distributed only to organizations which are organized and operated exclusively to promote and advance the practice of Sleep Medicine.

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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 committee of the Association of Polysomnographic Technologists (APT); 2) any polysomnographic technologist 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.

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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.

Section 6.2 Elections of New Members

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

A Member may be suspended for a period or expelled with or without cause. Suspension or expulsion shall be by unanimous vote of the Board of Directors, provided that a statement of the charges shall have been delivered by registered mail to the member at his last recorded address at least fifteen (15) calendar days before final action is taken thereon.

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 on January 1 of each succeeding 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, and or a reinstatement fee that may be designated by the Board of Directors. 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, with the exception of members accepted and dues paid during the month of December or 30 days prior to January 1 such dues will automatically follow into the next calendar 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).

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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 signed by the Secretary, shall be mailed except as herein or by statute otherwise prohibited, to the last recorded address of each Member at least sixty (60) calendar days 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) purpose of the meeting. The Agenda of each Annual Meeting, the compilation of which is a function of the Secretary, shall include a designated time period wherein any Active Member in good standing may verbally address the Meeting. 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.

Section 6.7 Special Meeting of Members

Upon the written request of ten percent (10%) of the Members, the Board of Directors shall call a Special Meeting of Members to consider a specific subject. Notice of any Special Meeting shall be given in the same manner as for the Annual Meeting. No business other than that specified in the notice of meeting shall be transacted at any Special Meeting of the Members of the Corporation.

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 or properly announced Special Meeting shall constitute a quorum for the transaction of business, provided that at least twenty-five (25) Active Members, other than the Board of Directors, are present.

Section 6.10 Voting by Members

Only Active Members in good standing shall be entitled to vote. 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.

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

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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.

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 six (6). 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 and Publications Committee Chair, and; the Membership Committee Chair. Elections shall be by secret written ballot at a regular meeting, or at a special meeting that is open to the entire membership and has been duly announced at least sixty (60) but no more than ninety (90) 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). 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. 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 two (2) 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.

Subsection 7.2.3 Nominating Process

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

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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.

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 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. During that time all records, documents, and databases held by Officers, and Committee Chairpersons shall be turned over to the President-Elect, the Secretary-Elect, or their designee. (See also Article 10.0)

Section 7.3 Annual Meetings

There shall be an Annual Meeting of the Board of Directors. 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.

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.

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

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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.

Section 7.6 Quorum

At least four (4) of the six (6) Directors must be present at a regularly scheduled or properly announced Special 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. Unless the Board provides otherwise, attendance at Board Meetings shall be limited to the Board of Directors and Executive Director(s). 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 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.

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 7.11 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.

Section 7.12 Committees

Subsection 7.12.1 General

The Board of Directors shall include, in the position of Director, the committee Chairs of both the Education and Publications Committee and the Membership 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

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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 and Publications Committee Chair

The Chair of the Education and Publications 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 and Publications Committee to improve the level of training and education via training aids, educational seminars, distribution of printed materials, and all other means possible.

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. 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.

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 and Publications Chair, and such other Officers as may be elected in accordance with the provisions of this Article or these Bylaws. The Board of Directors may elect or appoint such other Officers, including Assistants, as it shall deem desirable, such Officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. 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 Board of Directors may determine.

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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, if more than one meeting per year is held, shall be the Fall meeting. The President and Secretary shall be elected in odd numbered years and the Vice-president and Treasurer shall be elected in even numbered years.

Section 8.3 Election and Term of Office

The President, Vice-president, Secretary, Treasurer, Membership Chair, and Education and Publications Chair shall be elected by the Active Members in good standing of the Corporation using a written secret ballot during the Annual Meeting of the Membership. The term of office shall be for two (2) years. The election of the Officers shall require the simple majority approval of the Active Members casting a ballot. 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 or new offices created and filled at any Meeting of the Board of Directors or at any meeting of Members. Each Officer shall hold office until a successor shall have been duly qualified and elected.

Section 8.4 Removal

Any Member of the Board of Directors, Officer, or Agent elected or appointed by the Board of Directors may be removed as a Board Member, Officer, or Agent; with or without cause, by a majority vote of the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

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, subject, however, to the control of the Board of Directors and of any duly authorized Committee of Directors. 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, with the approval of the Board of Directors, 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 or by the Board of Directors. In addition, the President shall perform such other duties as may be prescribed by the Board of Directors from time to time.

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 Board of Directors shall designate the Vice-president to

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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 Board of Directors 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 and of the Seal of the Corporation; 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 and/or the Board of Directors.

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.

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, and shall use Rules of Order Revised by General Henry Martin Robert as the final parliamentary authority. 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 or by the Board of Directors.

Section 8.12 Other Appointed Officials

The President or the Board of Directors 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 or the Board of Directors may act to fill a vacancy in appointed office due to resignation, death of the individual, or the need for the individual to be replaced.

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 Board of Directors. Following elections; the new President or Board of Directors, may renew an appointment or select another officer for the appointed position.

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ARTICLE 9.0 CONTRACTS, BANKING, AND GIFTS

Section 9.1 Contracts and Other Documents

The Board of Directors, except as otherwise required by law, the Articles of Incorporation, or these Bylaws, may authorize any Officer or Officers, Agent or Agents of the Corporation, in addition to the Officers so authorized by these Bylaws, 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 members; such authority may be general or confined to specific instances. The required approval of members maybe obtained by one of the two following methods: 1) by a majority vote for approval at a Regular or Special Meeting of Members, or; 2) by a written mailed ballot that is accompanied by a clear, concise, and detailed explanation of the nature, scope, and duration of the contract, and a similarly accurate profile of the corporation or entity with whom the contract agreement is proposed. No contract shall become fully functional unless and until it is approved by majority vote of the Active members in good standing of the Society.

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. In the absence of such determination, such instruments shall be signed by the Treasurer.

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 Treasurer 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.

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.

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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;
 - 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.

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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;
 - 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.

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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 majority vote of either the Active Members in good standing of the Society or 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, 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.

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. Duly announced meetings are specified in 6.6 for Annual Meetings of the Members, and in 7.5 for Special Meetings of the Board of Directors. An amendment is adopted when it is approved by a two-thirds (2/3) majority vote of the Directors who are present and eligible to vote on the matter. 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.

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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 Special 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 (at the single rate) 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 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 entire Board of Directors, or approval by the President.

Section 15.1 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 or ciliated with or to any other group or society 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.

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 and approved by the President and the Treasurer 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

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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.