

Article I: MEMBERSHIP

Section I:10. Definitions.

I:10.1. In Good Standing.

I:10.1.1. A member whose dues are current and who abides by the American Dental Society of Anesthesiology's Code of Ethics and Conduct shall be in good standing.

I:10.2. Ex officio member.

I:10.2.1. An ex officio member holds their position by virtue of their office or appointment. This member is not elected or appointed to a committee but automatically becomes an ex officio member solely through their election or appointment to a specific office as defined in these Bylaws. For example, all elected officers are ex officio members of the Board of Directors by virtue of the office they hold.

I:10.2.2. An ex officio member has all the rights, responsibilities, obligations, and duties of other Board members or committee members, including the right to vote unless otherwise stated in these Bylaws.

I:10.2.3. An ex officio member of the Board of Directors who does not have the right to vote has all the rights, responsibilities, obligations, and duties of other Board or committee members, including the right to debate but not the right to vote.

I:10.2.4. An ex officio member is counted in determining the quorum of the Board if they are a voting member. An ex officio member is counted in determining the quorum of a committee unless otherwise stated in these Bylaws.

I:10.2.5. An ex officio member of the Board without the right to vote on the Board who is serving on a committee shall have the right to vote in the committee unless otherwise stated in these Bylaws.

Section I:20. Membership Classifications.

I:20.1. Classifications.

I:20.1.1. Active Member.

I:20.1.2. Active Life Member.

I:20.1.3. Retired Life Member.

I:20.1.4. Retired Member.

I:20.1.5. Student and Resident Member.

I:20.1.6. Honorary Member.

I:20.1.7. Affiliate Member.

I:20.1.8. Associate Member.

I:20.1.9. Emeritus Member.

I:20.1.10. Past Presidents.

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I:30. to I:120. Membership Qualifications, Dues, & Privileges.

I:30. Active Member.

I:30.1. Qualifications.

I:30.1.1. The member must be in good standing with the Society.

I:30.1.2. The member must be a graduate of a dental school accredited by the Commission on Dental Accreditation of the American Dental Association or the Commission on Dental Accreditation of Canada.

I:30.1.3. The member must be licensed to practice dentistry within the United States, its territories, or a province or territory of Canada.

I:30.2. Dues.

I:30.2.1. The dues of active members shall be in the amount prescribed by the House of Delegates and are due July 1 of each year.

I:30.3. Privileges.

I:30.3.1. An active member in good standing is eligible for election or appointment to any office or committee and may serve as a delegate or alternate delegate, except as otherwise provided in these Bylaws.

I:30.3.2. Members will receive Anesthesia Progress, The Pulse, and The Pulse News Brief.

I:40. Active Life Member.

I:40.1. Qualifications.

I:40.1.1. The member must be in good standing with the Society.

I:40.1.2. The member must have attained twenty-five (25) consecutive years of membership with the Society or have reached the age of seventy. The member must apply to and be approved by the Board of Directors.

I:40.1.3. The member must be licensed to practice dentistry in the United States, its territories, or a province or territory of Canada.

I:40.2. Dues.

I:40.2.1. The dues for active life members shall be fifty percent (50%) of those assessed for active members, due July 1 each year.

I:40.3. Privileges.

I:40.3.1. A member in good standing is eligible for election or appointment to any office or committee. They may serve as a delegate or an alternate delegate, except as otherwise provided in these Bylaws.

88 I:40.3.2. Members will receive Anesthesia Progress, The Pulse, and The Pulse News
89 Brief.

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91 **I:50. Retired Life Member.**

92 **I:50.1. Qualifications.**

93 I:50.1.1. An active member in good standing for twenty-five (25) consecutive years or
94 who has attained the age of seventy years and no longer has income related to
95 dentistry may be classified as a retired life member.

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97 I:50.1.2. The member must be in good standing with the Society.

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99 I:50.1.3. The member has attained twenty-five (25) consecutive years of membership
100 with the Society or reached the age of seventy.

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102 I:50.1.4. The member no longer has income related to dentistry.

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104 I:50.1.5. A retired life member must apply to and be approved by the Board of Directors
105 to be classified as a retired life member.

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107 **I:50.2. Dues.**

108 I:50.2.1. Retired life members are exempt from the payment of dues.

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110 **I:50.3. Privileges.**

111 I:50.3.1. Members will receive Anesthesia Progress, The Pulse, and The Pulse News
112 Brief.

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114 **I:60. Retired Member.**

115 **I:60.1. Qualifications.**

116 I:60.1.1. The member must be in good standing with the Society.

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118 I:60.1.2. The member has attained fifteen (15) consecutive years of membership with
119 the Society.

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121 I:60.1.3. The member no longer has income directly related to the ongoing practice of
122 dentistry.

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124 I:60.1.4. To be classified as a retired member, a member must apply to and be approved
125 by the Board of Directors.

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127 **I:60.2. Dues.**

128 I:60.2.1. Retired members are exempt from paying dues.

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130 **I:60.3. Privileges.**

131 I:60.3.1. The member will receive Anesthesia Progress, The Pulse, and The Pulse News
132 Brief.

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134 **I:70. Student and Resident Members.**

135 **I:70.1. Qualifications.**

136 I:70.1.1. A full-time pre-doctoral student in a dental school accredited by the
137 Commission on Dental Accreditation of the American Dental Association or the
138 Commission on Dental Accreditation of Canada may be classified as a student member.

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140 I:70.1.2. A dentist enrolled full-time in a residency or advanced training program lasting
141 at least one (1) academic year and accredited by the Commission on Dental
142 Accreditation of the American Dental Association or the Commission on Dental
143 Accreditation of Canada may request classification as a resident member.

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145 **I:70.2. Dues.**

146 I:60.2.1. The dues for student and resident members shall be fifteen percent (15%) of
147 those assessed for active members and are payable by July 1 of each year.

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149 **I:70.3. Privileges.**

150 I:70.3.1. Student and resident members will receive Anesthesia Progress, The Pulse,
151 and The Pulse News Brief.

152

153 **I:80. Honorary Member.**

154 **I:80.1. Qualifications.**

155 I:80.1.1. Individuals who have made significant and worthwhile contributions to the field
156 of anesthesiology in dentistry may be nominated and considered for an honorary
157 membership upon approval by the Board of Directors.

158

159 **I:80.2. Dues.**

160 I:80.2.1. Honorary members are exempt from paying dues.

161

162 **I:80.3. Privileges.**

163 I:80.3.1. Members will receive Anesthesia Progress, The Pulse, and The Pulse News
164 Brief.

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166 **I:90. Affiliate Member.**

167 **I:90.1. Qualifications.**

168 A dentist licensed to practice dentistry outside the United States, its territories, or
169 Canada may apply to become an affiliate member.

170

171 **I:90.2. Dues.**

172 I:90.2.1. Affiliate members' dues are the same as those assessed for active members
173 and are due July 1 of each year.

174

175 **I:90.3. Privileges.**

176 I:90.3.1. Members will receive Anesthesia Progress, The Pulse, and The Pulse News
177 Brief.

178

179 **I:100. Associate Member.**

180 **I:100.1. Qualifications.**

181 I:100.1.1. An individual interested in anesthesiology who is not a licensed dentist may
182 be classified as an associate member upon application and approval by the Executive
183 Director.

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185 **I:100.2. Dues.**

186 I:100.2.1. The dues of associate members shall be fifty percent (50%) of those
187 assessed for active members due July 1 each year.

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189 **I:100.3. Privileges.**

190 I:100.3.1. Members will receive Anesthesia Progress, The Pulse, and The Pulse News
191 Brief.

192

193 **I:110. Emeritus Member.**

194 **I:110.1. Qualifications.**

195 I:110.1.1. A member who has retired from active practice and whose contributions to
196 anesthesiology and pain management in dentistry are considerable may be nominated
197 and approved as an emeritus member by the Board of Directors.

198

199 **I:110.2. Dues.**

200 I:110.2.1. Emeritus members are exempt from payment of dues.

201

202 **I:110.3. Privileges.**

203 I:110.3.1. Members will receive Anesthesia Progress, The Pulse, and The Pulse News
204 Brief.

205

206 **I:120. Past Presidents of the Society.**

207 **I:120.1. Qualifications.**

208 I:120.1.1. A member who has served as the President and is in good standing.

209

210 **I:120.2. Dues.**

211 I:120.2.1. Past Presidents are exempt from payment of dues.

212

213 **I:120.3. Privileges.**

214 I:120.3.1. Past Presidents shall have access to the floor of the House of Delegates.
215 Past Presidents are entitled to speaking privileges but do not have the right to vote
216 unless they are delegates for their components.

217

218 I:120.3.2. Past Presidents are eligible for election or appointment to any office or
219 committee, and they may serve as delegates or alternate delegates for their component,
220 except as otherwise provided in these Bylaws. Past Presidents may attend educational
221 meetings and the Annual Session at no charge.

222

223 I:120.3.3. Past Presidents will receive Anesthesia Progress, The Pulse, and The Pulse
224 News Brief.

225
226 **Section I:130. Membership Dues Assessment.**

227 **I:130.1. Dues.**

228 I:130.1.1. The House of Delegates shall prescribe the amount of the membership dues.

229
230 **I:130.2. Adjustments of Dues.**

231 I:130.2.1. The Board of Directors may approve adjustments to dues that reflect changes
232 not exceeding the annual Consumer Price Index for All Urban Consumers (CPI-U)
233 published by the United States Department of Labor, corresponding to the inflation rate
234 for the year ending December 31 preceding the Annual Session.

235
236 **I:130.3. Percentage Dues.**

237 I:130.3.1. Dues expressed as a percentage of active member dues resulting in fractions
238 of a dollar shall be rounded to the nearest whole U.S. dollar.

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240 **I:130.4. Notice of Dues Change.**

241 I:130.4.1. A proposed change in dues exceeding the annual CPI-U requires approval by
242 the House of Delegates. A sixty (60) days advance notice to the House is also required.
243 All members shall be notified of any proposed changes in dues above the annual CPI-
244 U, and a notice shall be published in The Pulse prior to the Annual Session, where it will
245 be considered.

246
247 **Section I:140. Loss of Membership, Fellowship, and Reinstatement.**

248 **I:140.1. Delinquent Dues.**

249 I:140.1.1. Any member whose dues are not paid by August 15 of the current fiscal year
250 will be considered not in good standing. If the dues remain unpaid for one (1) year, the
251 member will cease to be a member.

252
253 **I:140.2. Loss of Fellowship Status.**

254 I:140.2.1. Any Fellow who has ceased to be an active or active life member for
255 nonpayment of dues will no longer be recognized as a Fellow by the American Dental
256 Society of Anesthesiology and shall be so notified.

257
258 **I:140.3. Reinstatement.**

259 I:140.3.1. Reinstatement of membership, including, where applicable, Fellowship status,
260 may be secured upon the payment of dues in arrears plus an administrative fee to be
261 determined by and with the approval of the Board of Directors.

262
263 **Section I:150. Waiver of Dues.**

264 **I:150.1. Members Who Suffer Severe Financial Hardship.**

265 I:150.1.1. Upon application and approval by the Board of Directors, dues-paying
266 members who have suffered hardship due to catastrophe, medical illness, or other

267 circumstances shall be excluded from paying annual dues. The Board may, at its
268 discretion, require annual documentation to substantiate a severe hardship claim.

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Article II: COMPONENTS

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Section II:10. Organization.

II:10.1. Components.

275 II:10.1.1. A component may be organized and chartered in any state, a group of states
276 known as a regional component, a territory of the United States, or any province or
277 territory in Canada. A component may not be organized or chartered in any state,
278 territory, or province where this Society has already chartered a component.

279

I:10.2. Federal Dental Services.

281 I:10.2.1. The term "Federal Dental Services" refers to the dental departments of the U.S.
282 Air Force, U.S. Army, U.S. Navy, U.S. Public Health Service, U.S. Department of
283 Veterans Affairs, and other federal agencies.

284

285 I:10.2.2. The Federal Dental Services is exempt from having bylaws and holding
286 meetings.

287

288 I:10.2.3. The Federal Dental Services is represented by one (1) delegate in the House
289 of Delegates.

290

Section II:20. Powers and Duties.

292 II:20.1. Components shall have the power to establish bylaws, rules, and regulations to
293 govern their members, provided such bylaws, rules, and regulations do not conflict with
294 these Bylaws.

295

296 II:20.2. Components shall have the power to provide for their financial support in
297 addition to any support provided by this Society.

298

Section II:30. Definition of an Active, Chartered Components.

300 II:30.1. A chartered component that meets the requirements of these Bylaws shall be
301 considered active, provided it holds official scientific meetings and elections as outlined
302 in its bylaws.

303

304 II:30.2. The active status of a chartered component is established at the Annual Session
305 of the House of Delegates upon the acceptance of the Committee on Credentials,
306 Rules, and Order roll call report.

307

Section II:40. Component Financial Management.

309 II:40.1. An active, chartered component that has established component membership
310 dues for its members may, at its discretion, relegate the billing and collection of the

311 component membership dues to the ADSA home office. The component must inform the
312 home office of the amount due sixty (60) days before annual dues statements are sent
313 to the general membership.
314

315 **Section II:50. Membership.**

316 II:50.1. The membership of each component shall consist of those members within the
317 territorial jurisdiction of the component. All members shall be in good standing with the
318 component and this Society.
319

320 II:50.2. A member in good standing shall enjoy all privileges of component members
321 except as otherwise provided in these Bylaws.
322

323 II:50.3. A member may only hold membership in one component.
324

325 **Section II:60. Officers.**

326 II:60.1. The officers of a component shall be as prescribed in its bylaws.
327

328 **Section II:70. Meetings.**

329 II:70.1. A component must hold an official scientific meeting for all members at least
330 once each calendar year. A report detailing the activities of the component meeting must
331 be filed with the Executive Director at least thirty (30) days before the Annual Session of
332 the House of Delegates. Failure to do so may result in loss of representation at the
333 following year's Annual Session and suspension of the component charter.
334

335 II:70.2. The component's meetings must not be scheduled in conflict with the Annual
336 Session.
337

338 **Section II:80. Bylaws.**

339 II:80.1. Each component must adopt and maintain bylaws that do not conflict with the
340 ADSA Bylaws and shall file a copy and any changes with the Executive Director.
341

342 **Section II:90. Financial Report.**

343 II:90.1. Each component shall submit a financial report to the Executive Director at least
344 thirty (30) days before the House of Delegates Annual Session. Failure to do so may
345 result in suspending the charter of the component. Components that have their finances
346 administered by the Society are exempt from filing a financial report.
347

348 **Section II:100. Elections.**

349 II:100.1. Components must hold elections on a regular cycle. The components' bylaws
350 must address the frequency of elections, the number of terms allowed, the nomination
351 procedure, proper notice before elections, and the required quorum. The results of
352 component elections shall be reported to the Executive Director within thirty (30) days
353 after elections have been declared final. Failure to do so may result in suspension of the
354 charter of the component.

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Section II:110. Speaking on behalf of the Society.

II:110.1. No individual or component may represent themselves as a representative(s) or spokesperson(s) for the American Dental Society of Anesthesiology without the express written consent of the Board of Directors. Components that do so risk the suspension of the component's charter. Individuals who fail to do so may be censured, placed on probation, or revoked their membership by the Board of Directors.

Section II:120. ADSA Code of Ethics and Conduct.

II:120.1. Component societies shall use the ADSA Code of Ethics and Conduct to guide members' professional conduct.

Section II:130. The Privilege of Representation.

II:130.1. Each component must be represented by at least one (1) delegate at each Annual Session of the House of Delegates. Failure to do so may result in suspending the component's charter.

II:130.2. Each component that satisfies Section II:70 and Section II:90 of this Article shall be entitled to at least one (1) delegate and one (1) alternate delegate regardless of the number of members. Additional delegates, if eligible, shall be allocated to component societies proportional to the number of members in good standing.

II:130.3. Each component may select the same number of alternate delegates as delegates from its active and active life members in good standing and shall designate the alternate delegate who will replace any absent delegate.

II:130.4. The number of delegates for each component is determined by the total number of active and active life members in good standing with the Society as of June 30, preceding the Annual Session.

II:130.5. Each component shall be entitled to at least one (1) delegate and one (1) alternate delegate.

II:130.5.1. Components with one (1) to one hundred (100) members are entitled to one (1) delegate and one alternate delegate.

II:130.5.2. Components with 101 or more members are entitled to one (1) additional delegate and one (1) additional alternate delegate for each additional one hundred (100) members.

Section II:140. Chartered Component Societies.

II:140.1. The following component societies are active and chartered as component societies of this Society:

Alaska

- 400 Alberta
- 401 Arizona
- 402 Arkansas
- 403 California
- 404 Colorado---(Colorado, Utah, and Wyoming)
- 405 Connecticut
- 406 Federal Dental Services
- 407 Florida
- 408 Georgia
- 409 Illinois
- 410 Indiana
- 411 Kansas
- 412 Kentucky
- 413 Louisiana/Mississippi---(Louisiana and Mississippi)
- 414 Maine
- 415 Maryland
- 416 Massachusetts
- 417 Michigan
- 418 Missouri
- 419 Montana
- 420 Nevada
- 421 New Hampshire
- 422 New Jersey
- 423 New Mexico
- 424 New York
- 425 North Carolina
- 426 Ohio
- 427 Oklahoma
- 428 Ontario
- 429 Oregon
- 430 Pennsylvania
- 431 Puerto Rico
- 432 South Carolina
- 433 Tennessee
- 434 Texas
- 435 Upper Midwest---(Iowa, Minnesota, North Dakota, and South Dakota)
- 436 Vermont
- 437 Virginia
- 438 Washington
- 439 West Virginia
- 440 Wisconsin

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Article III: HOUSE OF DELEGATES

445 **Section III:10. Composition.**

446 **III:10.1. Voting Members.**

447 III:10.1.1. The voting members of the House of Delegates shall be the officially
448 registered and certified delegates of each component.

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450 III:10.1.2. Directors and editors of Anesthesia Progress and The Pulse may be
451 registered and credentialed as delegates if selected by their component. When serving
452 as delegates, they have the right to vote in the House of Delegates.

453
454 **Section III:20. Ex Officio Members.**

455 III:20.1. The President, President elect, Vice President, Treasurer, Speaker of the
456 House, Executive Director, Immediate Past President, the Directors, and past
457 Presidents of the Society shall be ex officio members of the House of Delegates without
458 the right to vote with the exception in III:10.1.2.

459
460 **Section III:30. Selection of Delegates and Alternate Delegates by the Component.**

461 III:30.1. The officially certified delegates and the alternate delegates of each component
462 shall be selected as determined by each component.

463
464 III:30.2. The secretary of each component shall submit the names of the delegates and
465 alternate delegate nominees chosen by the component to the Executive Director at
466 least thirty (30) days prior to the Annual Session of the House of Delegates.

467
468 **Section III:40. Certification of Delegates and Alternate Delegates.**

469 III:40.1. The Executive Director will verify the eligibility of each delegate nominee and
470 alternate delegate nominee to be seated and will report to the Committee on
471 Credentials, Rules, and Order of the House of Delegates.

472
473 III:40.2. The Executive Director shall provide each delegate nominee and alternate
474 delegate nominee with preliminary credentials upon approval by the Committee on
475 Credentials, Rules, and Order of the House of Delegates prior to the Annual Session.

476
477 III:40.3. The Committee on Credentials, Rules, and Order Committee (CCRO) will
478 review the report from the Executive Director of delegate nominees and alternate
479 delegate nominees. The CRO Committee may then preliminarily seat the nominees as
480 delegates and alternate delegates.

481
482 III:40.4. The CRO will present its report to the House of Delegates. Once the CRO
483 report is adopted or amended, the preliminarily seated delegates and alternate
484 delegates are then officially recognized as certified delegates and alternate delegates.

485
486 III:40.5. In the event of a contest over the credentials of any delegate or alternate
487 delegate, the Committee on Credentials, Rules, and Order shall hold a hearing and
488 report its findings and recommendations to the House of Delegates.

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490 III:40.6. The House of Delegates will then decide whether to credential and seat the
491 individual as a certified delegate. A majority vote is required to uphold the credentials of
492 the individual in question. Delegates whose credentials are contested do not have the
493 right to vote or be seated until the contest is resolved in their favor.

494
495 **Section III:50. Powers.**

496 III:50.1. The House of Delegates shall possess the legislative powers, including the
497 determination of policies of this Society.

498
499 III:50.2. It shall have the power to enact, amend, and repeal the Constitution, Bylaws,
500 standing rules, and temporary rules.

501
502 III:50.3. It shall have the power to grant and amend the charters of component societies.

503
504 III:50.4. It shall have the power to revoke or suspend the charters of component
505 societies.

506
507 **Section III:60. Duties.**

508 III:60.1. To elect the elective officers.

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510 III:60.2. To elect the Directors.

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512 III:60.3. To receive and possibly act upon reports from the Board of Directors, officers,
513 committees, and delegates.

514
515 III:60.4. To receive and act upon reports of the committees of the House of Delegates.

516
517 III:60.5. To receive and act upon reports of the standing committees of the Society.

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519 III:60.6. To receive and act upon reports of special, ad hoc, or task force committees.

520
521 III:60.7. To adopt an annual budget.

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523 III:60.8. To transact the business of the Society while in session.

524
525 **Section III:70. Annual Session.**

526 III:70.1. The House of Delegates shall meet at the discretion of the Board of Directors.

527
528 III:70.2. The House of Delegates may be held electronically in accordance with the
529 statutes of the state of Illinois.

530
531 **Section III:80. Official Call.**

532 III:80.1. The Executive Director of the Society shall make available to the secretary of
533 each component an official notice of the date and place of the Annual Session at least
534 ninety (90) days before the House of Delegates.

535
536 III:80.2. The Executive Director of the Society shall make the Manual of the House of
537 Delegates and the annual House Book available to each member of the House of
538 Delegates at least thirty (30) days before the session.

539
540 III:80.3. All reports of officers and committees, except supplemental reports, shall be
541 sent to all members of the House at least fifteen (15) days before the Annual Session.
542 All supplemental reports shall be distributed to all members of the House before the
543 House of Delegates considers such report.

544
545 **Section III:90. Quorum.**

546 III:90.1. A majority of the registered and certified delegates shall constitute a quorum for
547 the conduction of business of the House of Delegates.

548
549 **Section III:100. Officers of the House of Delegates.**

550 **III:100.1 Officers.**

551 III:100.1.1. The House of Delegates shall have two (2) officers, the Speaker of the
552 House and the House Secretary.

553
554 **III:100.2. Speaker of the House.**

555 III:100.2.1. The Speaker of the House shall be the presiding officer over all House of
556 Delegates meetings and determines the order of business for all meetings subject to the
557 approval of the House of Delegates.

558
559 III:100.2.2. In the absence of an Executive Director, the Speaker of the House shall
560 appoint a temporary secretary.

561
562 **III:100.3. House Secretary.**

563 III:100.3.1. The secretary shall serve as the recording officer and custodian of the
564 House of Delegates' records and shall cause a record of the House's proceedings to be
565 published as the official minutes of the House of Delegates.

566
567 III:100.3.2. The Executive Director shall serve as secretary of the House of Delegates.

568
569 **Section III:110. Order of Business.**

570 III:110.1. The House of Delegates shall adopt or amend the order of business after
571 being presented by the Speaker of the House.

572
573 **Section III:120-140. Committees of the House of Delegates.**

574
575 **Section III:120. Committee on Credentials, Rules, and Order.**

576 **III:120.1. Composition.**

577 III:120.1.1. The committee shall consist of three (3) delegates or alternate delegates
578 appointed by the President in consultation with the Speaker of the House at least thirty
579 (30) days before each Annual Session.

580
581 III:120.2. Duties.

582 III:120.2.1. Record and report the roll call of the House of Delegates to establish a
583 quorum.

584
585 III:120.2.2. To conduct a hearing of any contest regarding the certification of a delegate
586 or alternate delegate and to report its recommendations to the House of Delegates.

587
588 III:120.2.3. To prepare a report, in consultation with the Speaker of the House and the
589 Secretary of the House of Delegates, on matters relating to the order of business and
590 special rules of order.

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592 III:120.2.4. Consider all matters referred and report its recommendations to the House
593 of Delegates.

594
595 III:120.2.5. To serve as the Teller Committee for the House of Delegates.

596
597 Section III:130. Reference Committee.

598 III:130.1. Composition.

599 III:130.1.1. The committee shall consist of three delegates appointed by the President in
600 consultation with the Speaker of the House at least thirty (30) days before each Annual
601 Session.

602
603 III:130.2. Duties.

604 III:130.2.1. To consider reports and resolutions referred to the committee.

605
606 III:130.2.2. To conduct open hearings on the reports and resolutions.

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608 III:130.2.3. To report the committee's recommendations to the House of Delegates.

609
610 III:130.2.4. To serve as the Minutes Approval Committee for the House of Delegates.

611
612 Section III:140. Special Committees.

613 III:140.1. The President shall appoint special committees in consultation with the
614 Speaker of the House to perform duties not otherwise assigned by these Bylaws to
615 serve until adjournment sine die of the session at which they are established. These
616 may include but are not limited to sergeant at arms and other appropriate appointments
617 as needed except as otherwise provided in these Bylaws.

618

619 **Section III:150. Election Procedures.**

620 **III:150.1. Election Protocols.**

621 III:150.1.1. The House of Delegates shall elect officers and the Board of Directors
622 except as otherwise provided in these Bylaws.

623
624 III:150.1.2. Voting shall be by ballot, except where there is only one (1) candidate for an
625 office or where the number of candidates is equal to or fewer than the open positions for
626 Directors. The Speaker of the House may declare that such candidate(s) has been
627 elected.

628
629 III:150.1.3. A candidate must be nominated to be eligible for election.

630
631 III:150.1.4. Elections for elective officers and Directors shall be balloted on a single
632 ballot.

633
634 III:150.1.5. A candidate may only be nominated for one (1) elective position.

635
636 **III:150.2. Elective Officers.**

637 III:150.2.1. When an elective officer position is to be elected, and more than one (1)
638 candidate has been nominated, a majority of the legal votes cast is required to elect.

639
640 III:150.2.2. If no candidate receives a majority of the legal votes cast on the first ballot
641 for a single office, the two (2) candidates receiving the most votes shall be balloted
642 again.

643
644 III:150.2.3. If the two (2) candidates are tied after the second ballot, the tie will be
645 resolved by a simple coin toss. Refer to the Standing Rules for details.

646
647 **III:150.3. Directors.**

648 III:150.3.1. When the number of duly placed nominations exceeds open Director
649 positions, the election shall be by ballot.

650
651 III:150.3.2. Delegates' ballots shall consist of one (1) vote for each open Director
652 position. Any ballot with more or less than one (1) vote for each available Director
653 position shall be considered illegal and not counted.

654
655 III:150.3.3. A candidate must achieve a majority based on the legal ballots cast for all
656 open Director positions. The candidate(s) with the highest majority shall be elected to
657 an available Director position.

658
659 III:150.3.4. If no candidate secures a majority in the first ballot for an open Director
660 position, those who received the highest votes will be included in a subsequent ballot.
661 The number of candidates in this second ballot will exceed the remaining open Director
662 positions by one. Any candidates receiving the fewest votes, including those tied, will be
663 removed from consideration. This procedure will continue until all Director positions are
664 filled.

665
666 III:150.3.5. If two (2) candidates for the last remaining Director position are tied after the
667 first ballot, a second ballot of those two (2) candidates will occur.
668

669 III:150.3.6. If the two (2) candidates are tied after the second ballot, the tie will be
670 resolved by a simple coin toss. Refer to the Standing Rules for details.
671

672
673

Article IV: ELECTIVE OFFICERS

674
675

Section IV:10. Officers.

676 IV:10.1. The officers shall be the Immediate Past President, President, President-elect,
677 Vice President, Treasurer, and Speaker of the House of Delegates.
678

679

Section IV:20. Eligibility.

680 IV:20.1. Only an active member or an active life member in good standing shall be
681 eligible to serve as an officer.
682

683

Section IV:30. Call for Nominations.

684 IV:30.1. The Society shall publish or cause to be published, no less than one hundred
685 twenty (120) days before the Annual Session, a "Call for Nominations" describing the
686 offices to be considered that year and the eligibility requirements.
687

688

Section IV:40. Nominations, Requirements, Filing Notice.

689 IV:40.1. Any member in good standing may nominate a candidate for President-elect,
690 Vice President, Treasurer, and Speaker of the House of Delegates. Self-nomination is
691 allowed.
692

693

694 IV:40.2. All nominations must be submitted to and received by the Executive Director at
695 least sixty (60) days before the Annual Session of the House of Delegates and be
696 accompanied by a curriculum vitae to be eligible to stand for election. Nominations from
697 the floor are not accepted.

698

699 IV:40.3. The Society shall not publish or cause to be published the name of any
700 individual nominated for an elective office before (60) days prior to the Annual Session.

701

702 IV:40.4. A candidate must be nominated to be eligible to be elected.

703

704 IV:40.5. A candidate may only be nominated for one (1) elective position.
705

706

Section IV:50. Eligibility Verification.

707 IV:50.1. The President-elect shall confirm that a duly submitted nomination is eligible for
708 election per these Bylaws.

709 **Section IV:60. Nominating Speeches.**

710 IV:60.1. Nominating speeches, statements, or remarks, not to exceed five minutes (5)
711 per candidate, may be made by the candidate or by a member in good standing with the
712 Society on behalf of a candidate nominated for a contested officer position.
713

714 IV:60.2. The Speaker of the House will appoint a timekeeper who will signal the
715 candidate when the five (5) minutes are up. Other digital devices may be used instead
716 of a timekeeper at the discretion of the Speaker.
717

718 **Section IV:70. Elections.**

719 IV:70.1. The House of Delegates elects the officers according to these Bylaws.
720

721 IV:70.2. Officers are elected every two (2) years on odd-numbered years.
722

723 **Section IV:80. Officers' Terms of Office.**

724 IV:80.1. The President and President-elect shall be limited to serving one (1) term of two
725 (2) years for each office or until their successors are elected. If the President-elect fills a
726 vacancy in the President's office, the time of filling that vacancy does not count against
727 their elected term.
728

729 IV:80.2. The Vice President, Treasurer, and Speaker of the House serve for two (2)
730 years, or until reelected, or their successors are elected.
731

732 **Section IV:90. Installation of Officers.**

733 IV:90.1. The officers shall be installed by the President or the President's designee at
734 the conclusion of the Annual Session of the House of Delegates where elected.
735 Installation shall not be a condition for assuming office.
736

737 **Section IV:100. Assuming Office.**

738 IV:100.1. Officers will assume office upon adjournment sine die of that meeting where
739 they are elected.
740

741 IV:100.2. The President-elect shall be installed as President at the Annual Session of
742 the House of Delegates two (2) years following their election as President-elect. The
743 President-elect assumes the President's office, and the current President's term expires
744 upon adjournment sine die of that meeting.
745

746 **Section IV:110. Vacancy of an Office.**

747 **IV:110.1. Vacancy of the Office of the President.**

748 IV:110.1.1. Upon the President's death, resignation, removal, or incapacity, the
749 President-elect assumes office for the remaining portion of the unexpired term. The
750 President-elect would then serve as President for their elected full term.
751

752 **IV:110.2. Vacancy of the Office of President-elect.**

753 IV:110.2.1. Upon death, resignation, removal, incapacity, or any vacancy created in the
754 office of the President-elect, the office shall remain open until the next House of
755 Delegates. The House of Delegates then shall elect a President-elect.
756

757 IV:110.3. Death, Resignation, Removal or Incapacity of Officers Other Than President
758 and President-elect.

759 IV:110.3.1. Upon the death, resignation, removal, or incapacity of the Vice President,
760 Treasurer, or Speaker of the House, the President may appoint an active or active life
761 member to fill the vacant office until the next House of Delegates elects a successor for
762 the remainder of the unexpired term, if any.
763

764 IV:110.3.2. The President shall secure and transfer the records of the vacant office to
765 the successor.
766

767 IV:110.3.3. The time served to fill the vacancy shall count as a full term if the time
768 served is fifty percent or more of the remaining vacant term.
769

770 **Section IV:120. Duties.**

771 **IV: 120:1. President.**

772 IV: 120.1.1. To serve as the official representative of the ADSA in its contacts with
773 governmental, civic, business, and professional organizations and to advance its
774 objectives and policies.
775

776 IV:120.1.2. The President is the only official spokesperson for this Society.
777

778 IV:120.1.3. To serve as an ex officio member of the House of Delegates without the right
779 to vote.
780

781 IV:120.1.4. To serve as the ex officio chair of the Board of Directors.
782

783 IV:120.1.5. To serve as ex officio member of the Board of Directors.
784

785 IV:120.1.6. To call regular, special, and emergency meetings of the Board of Directors
786 per these Bylaws.
787

788 IV:120.1.7. To review on an annual basis all appointments to the standing committees of
789 the Society.
790

791 IV:120.1.8. To appoint all members of the standing committees. Appointments shall be
792 made within thirty (30) days of assuming office.
793

794 IV:120.1.9. To appoint the members of all committees of the House of Delegates except
795 as otherwise provided in these Bylaws.
796

797 IV:120.1.10. To appoint any representatives to outside agencies, where requested,
798 subject to the approval of the Board of Directors.

- 799
800 IV:120.1.11. To submit an annual report to the House of Delegates.
801
802 IV:120.1.12. To serve as an advisory member of all standing committees. The President
803 shall not serve on a nominations committee or an audit committee.
804
805 IV:120.1.13. The President's duties, including appointments to fill vacancies, shall
806 remain with the President until adjournment sine die of the House of Delegates when
807 their term of office expires.
808
809 IV:120.1.14. To serve as an ex officio member of the Editorial Board.
810
811 IV:120.1.15. To perform such other duties as are provided in these Bylaws.
812

813 **IV:120.2. President-Elect.**

- 814 IV:120.2.1. To assist the President as requested.
815
816 IV:120.2.2. To serve as an ex officio member of the House of Delegates without the right
817 to vote.
818
819 IV:120.2.3. To serve as an ex officio member of the Board of Directors.
820
821 IV:120.2.4. To confirm that all candidates are eligible for election to an office or position
822 in this Society.
823
824 IV:120.2.5. To assume the office of President upon adjournment sine die of the Annual
825 Session of the House of Delegates when the current President's term expires.
826
827 IV:120.2.6. To succeed immediately to the President's office in case of a vacancy for the
828 unexpired term.
829
830 IV:120.2.7. To serve as an ex officio member of the Budget and Finance Committee.
831

832 **IV:120.3. Vice President.**

- 833 IV:120.3.1. To assist the President as requested.
834
835 IV:120.3.2. To serve as an ex officio member of the House of Delegates without the right
836 to vote.
837
838 IV:120.3.3. To serve as an ex officio member of the Board of Directors.
839
840 IV:120.3.4. To serve as ex officio chair of the Committee on Continuing Education.
841

842 **IV:120.4. Treasurer.**

- 843 IV:120.4.1. To assist the President as requested.

844
845 IV:120.4.2. To serve as an ex officio member of the House of Delegates without the right
846 to vote.

847
848 IV:120.4.3. To serve as an ex officio member of the Board of Directors.

849
850 IV:120.4.4. To prepare a written annual financial report for the membership and make a
851 verbal report to the House of Delegates.

852
853 IV:120.4.5. To serve as custodian of all monies, securities, and deeds belonging to the
854 Society which may come into the Treasurer's possession and to hold, invest, and
855 disburse same, subject to the discretion of the Board of Directors and perform such
856 other duties as are prescribed by the Board of Directors or these Bylaws.

857
858 IV:120.4.6. The Treasurer shall not serve on an audit committee.

859
860 IV:120.4.7. The Treasurer shall serve as the ex officio chair of the Committee on Budget
861 and Finance.

862
863 **IV:120.5. Speaker of the House.**

864 IV:120.5.1. To serve as the presiding officer of the House of Delegates and perform
865 such duties as custom and parliamentary usage requires, per these Bylaws.

866
867 IV:120.5.2. To serve in the House of Delegates without the right to vote.

868
869 IV:120.5.3. To serve as parliamentarian for the Board of Directors.

870
871 IV:120.5.4. To serve as an ex officio member of the Board of Directors without the right
872 to vote.

873
874 IV:120.5.5. To serve as the chair of the Committee on Ethics and Bylaws.

875
876 **IV:120.6. Immediate Past President.**

877 IV:120.6.1. To serve as an ex officio member of the House of Delegates without the right
878 to vote.

879
880 IV:120.6.2. To serve as an ex officio member of the Board of Directors.

881
882 IV:120.6.3. To serve as the ex officio chair of the Committee on Awards.

883
884 IV: 120.6.4. To serve as an ex officio vice chair of the Committee on Continuing
885 Education

886
887 IV:120.6.5. To assist the President as requested.

888
889

890 **Article V: BOARD OF DIRECTORS**

891
892 **Section V:10. Composition.**

893 V:10.1. The Board of Directors shall consist of five (5) Directors elected from the
894 membership-at-large. The five (5) Directors, the President, the President-elect, the Vice
895 President, the Treasurer, the Immediate Past President, the editor of Anesthesia
896 Progress, the editor of The Pulse, the Speaker of the House of Delegates, and the
897 Executive Director constitute the membership of the Board of Directors.
898

899 **Section V:20. Voting Members of the Board of Directors.**

900 V:20.1. The voting members of the Board of Directors consist of the President, the
901 President-elect, the Vice President, the Treasurer, the Immediate Past President, and
902 the five (5) Directors.
903

904 V:20.2. The editor of Anesthesia Progress, the editor of The Pulse, the Speaker of the
905 House of Delegates, and the Executive Director are non-voting members of the Board
906 of Directors.
907

908 V:20.3. The President may only exercise the right to vote when the vote is by ballot or
909 when one (1) more vote could alter the outcome.
910

911 **Section V:30. Eligibility.**

912 V:30.1. Only an active or active life member in good standing shall be eligible to serve
913 as a Director.
914

915 **Section V:40. Term of Office and Tenure.**

916 V:40.1. The Director's term of office is two (2) years or until their successors are elected
917 or appointed.
918

919 V:40.2. A Director's tenure shall be limited to five (5) consecutive terms of two (2) years.
920

921 **Section V:50. Elections.**

922 V:50.1. The elections for Directors shall be staggered; three (3) Directors are elected in
923 odd-numbered years, and two (2) are elected in even-numbered years.
924

925 V:50.2. The House of Delegates elects the Directors in accordance with these Bylaws.
926

927 **Section V:60. Nominations.**

928 V:60.1. The Society shall publish or cause to be published, at least one hundred twenty
929 (120) days before the Annual Session, a call for nominations describing the open
930 Director positions to be elected that year and the eligibility requirements thereof.
931

932 V:60.2. Any member in good standing of the Society may nominate a candidate for a
933 Director position. Self-nomination is permitted.

934
935 V:60.3. All nominations must be submitted to and received by the Executive Director at
936 least sixty (60) days before the Annual Session of the House of Delegates and be
937 accompanied by a curriculum vitae to be eligible to stand for election. Nominations from
938 the floor are not accepted.

939
940 V:60.4. The Society shall not publish or cause to be published the name of any
941 individual nominated for a Director position before sixty (60) days prior to the Annual
942 Session.

943
944 V:60.5. The President-elect shall confirm that a duly submitted nomination is eligible.

945
946 V:60.6. Nominating speeches, statements, or remarks, not to exceed five (5) minutes
947 per candidate, may be made by the candidate or by a member in good standing with the
948 Society on behalf of a candidate nominated for a contested Director position.

949
950 V:60.7. The Speaker of the House will designate a timekeeper to signal the candidate
951 when the five (5) minutes have elapsed. Other digital devices may serve as alternatives
952 to a timekeeper at the Speaker's discretion.

953
954 V:60.8. A candidate must be nominated to be elected.

955
956 V:60.9. A candidate may only be nominated for one (1) elective position.

957
958 **Section V:70. Installation of Directors.**

959 V:70.1. The Directors shall be installed by the President or the President's designee at
960 the conclusion of the Annual Session of the House of Delegates where they are elected.

961
962 V:70.2. Installation is not a condition for assuming office.

963
964 **Section V:80. Assuming Office of Director.**

965 V:80.1. Directors will assume office upon adjournment sine die of the meeting where
966 they are elected.

967
968 **Section V:90. Vacancy.**

969 V:90.1. In the event of a vacancy in the office of a Director, the President may appoint
970 an active or active life member to fill the vacant office until the next House of Delegates
971 elects a successor for the remainder of the unexpired term, if any.

972
973 **Section V:100. Powers.**

974 V:100.1. The Board of Directors shall be the administrative body of this Society.

975
976 V:100.2. It shall recommend and administer the policies governing this Society.

977
978 V:100.3. It shall have the power to adopt, interpret, and amend the ADSA Code of Ethics
979 and Conduct to govern the members' professional conduct.
980
981 V:100.4. It shall have the power to recommend revocation or suspension of charters of
982 component societies to the House of Delegates.
983
984 V:100.5. It shall have the power to establish rules and regulations that are not
985 inconsistent with these Bylaws to govern its organization and procedure.
986
987 V:100.6. It shall have the power to elect honorary and emeritus members.
988
989 V:100.7. It shall have the power to create special committees of the Society.
990
991 V:100.8. It shall have the authority to approve all Presidential appointments.
992
993 V:100.9. It shall have the power to approve all memorials, resolutions, or opinions
994 issued in the name of this Society.
995
996 V:100.10. It shall have the power to establish an interim policy when the House of
997 Delegates is not in session and when such policies are essential to the management of
998 the Society, provided, however, that all such policies must be presented for review and
999 ratification at the next session of the House of Delegates.
1000
1001 V:100.11. It shall have the power to appoint an Executive Director.
1002
1003 V:100.12. It shall have the power to approve awards and acknowledgments of the
1004 recipient(s).
1005
1006 V:100. 13. It shall have the power to perform such other duties and functions necessary
1007 to carry on the business of the Society when the House of Delegates is not in session.
1008
1009 **Section V:110. Duties of the Board of Directors.**
1010 V:110.1. To determine the date and place for convening each Annual Session.
1011
1012 V:110.2. To cause to be bonded by a surety company, the President, the President-
1013 elect, the Vice President, the Treasurer, Directors, Editors, the Speaker of the House,
1014 the Immediate Past President, and the Executive Director.
1015
1016 V:110.3. To cause all Society accounts to be reviewed and fully audited by a certified
1017 public accountant annually.
1018
1019 V:110.4. To prepare a budget for carrying on the activities of the Society for each
1020 ensuing fiscal year.
1021

1022 V:110.5. To review the reports of all standing and special committees of the Society and
1023 act upon such reports as needed.

1024
1025 V:110.6. To approve membership for life, retired, associate, affiliate, and membership
1026 status changes.

1027
1028 V:110.7. To publish or cause to be published minutes for all regular meetings and
1029 special sessions of the Board of Directors.

1030
1031 V:110.8. To perform such other duties as are prescribed by these Bylaws.

1032
1033 V:110.9. The Board of Directors will consider and approve nominations from the Awards
1034 Committee.

1035
1036 **Section V:120. Meetings.**

1037 **V:120.1. Regular Meetings.**

1038 V:120.1.1. The Board of Directors shall hold at least two (2) regular meetings each
1039 calendar year and requires a thirty (30) day notice.

1040
1041 **V:120.2. Special Meetings.**

1042 V:120.2.1. The President or five (5) voting members of the Board may call special
1043 meetings of the Board of Directors.

1044
1045 V:120.2.2. A special meeting requires a five (5) day notice and must include the specific
1046 item(s) of business to be discussed and what actions may be taken. No other item(s) of
1047 business may be discussed or acted upon during a special meeting that was not
1048 included in the notice. Special meetings are reserved for business items that must be
1049 addressed before the next regular meeting.

1050
1051 V:120.2.3. Minutes shall be documented and made part of the Board of Directors'
1052 actions. These minutes are approved at the next regular meeting of the Board.

1053
1054 V:120.2.4. Regular Board of Directors rules of debate apply to special meetings.

1055
1056 **V:120.3. Emergency Meeting of the Board of Directors.**

1057 V:120.3.1. The President or five (5) voting members of the Board may call an
1058 emergency meeting. An emergency meeting requires immediate action by the Board of
1059 Directors.

1060
1061 V:120.3.2. Notice must be given to all Board members as early as possible prior to the
1062 emergency meeting.

1063
1064 V:120.3.3. An emergency meeting of the Board of Directors is a type of special meeting.
1065 The rules for special meetings, except for the notice requirement, apply to emergency
1066 meetings.

1067

1068 V:120.3.4. Minutes of an emergency meeting are approved at the next regular meeting
1069 of the Board of Directors. No prior minutes are approved at an emergency meeting.

1070
1071 V:120.3.5. The quorum for an emergency meeting is sixty (60) percent of the Board's
1072 voting members.

1073
1074 V:120.4. Electronic Meetings.

1075 V:120.4.1. All meetings of the Board of Directors may be held electronically in
1076 accordance with the most current Illinois General Not-for-Profit Corporation Act.

1077
1078 Section V:130. Quorum.

1079 V:130.1. A quorum is required for all Board meetings and shall comprise sixty (60)
1080 percent of the voting members. See Article XIV, Emergency Bylaws for exceptions.

1081
1082 Section V:140. Chair and Presiding Officer.

1083 V:140.1. Chair.

1084 V:140.1.1. The President shall serve as the chair of the Board of Directors.

1085
1086 V:140.1.2. The President shall preside at all meetings of the Board of Directors. The
1087 President may only exercise the right to vote when the vote is by ballot or when one (1)
1088 more vote could alter the outcome. When a vote by ballot results in a tie, the chair
1089 cannot break the tie by voting a second time.

1090
1091 V:140.1.3. In the President's absence, the chair shall be filled by the President-elect or,
1092 in the absence of the President-elect, by the Vice President. If the previously listed
1093 officers are absent, then a voting member of the Board shall be elected temporary chair
1094 by a majority of the legal votes cast.

1095
1096 V:150.2. Secretary.

1097 V:150.2.1. The Executive Director serves as secretary. The secretary shall serve as the
1098 Board of Directors' recording officer and custodian of its records. The secretary shall
1099 cause a factual record of the proceedings to be published as the official minutes of the
1100 Board of Directors in a timely fashion.

1101
1102 V:150.2.2. In the secretary's absence, the President shall appoint a temporary secretary.

1103
1104 V:160.3. Parliamentarian.

1105 V:160.3.1. The Speaker of the House of Delegates shall serve as the parliamentarian
1106 for the Board of Directors.

1107
1108 V:160.3.2. In the Speaker of the House of Delegates' absence, the Board of Directors
1109 may appoint a qualified individual to serve as temporary parliamentarian.

1110
1111

1112 **Article VI: APPOINTIVE OFFICER**

1113
1114

Section VI:10. Title.

1115 VI:10.1. The appointive officer of this Society shall be the Executive Director.

1116
1117

Section VI:20. Salary.

1118 VI:20.1. The Board of Directors shall determine the Executive Director's salary.

1119
1120

Section VI:30. Duties.

1121 VI:30.1. To report to the Board of Directors.

1122

1123 VI:30.2. To act as executive head of the home office and all its branches.

1124

1125 VI:30.3. To engage all employees except as otherwise provided in these Bylaws.

1126

1127 VI:30.4. To coordinate the activities of all committees and commissions regarding their
1128 specific assignments and systemize the preparation of their reports.

1129

1130 VI:30.5. To provide credentials, notification, reports, and support material to delegates
1131 and alternate delegates as otherwise provided in these Bylaws and the standing rules.

1132

1133 VI:30.6. To implement the decisions of the House of Delegates, the Board of Directors,
1134 and any of their committees.

1135

1136 VI:30.7. To collect membership dues for this Society and component membership dues
1137 for active, chartered component societies.

1138

1139 VI:30.8. To publish and send to the secretary of each component an official notice of the
1140 date and place of the Annual Session at least ninety (90) days before the Annual
1141 Session of the House of Delegates.

1142

1143 VI:30.9. To publish and send an agenda, a financial report, and support material,
1144 including the curriculum vitae of any candidate for Director or elective office contested,
1145 to each member of the House of Delegates at least thirty (30) days before the session.

1146

1147 VI:30.10. To serve as an ex officio member without the right to vote of the Committee on
1148 the Annual Session.

1149

1150 VI:30.11. To serve as an ex officio member without the right to vote on the Budget and
1151 Finance Committee.

1152

1153 VI:30.12. To serve as an ex officio member without the right to vote on the Board of
1154 Directors.

1155

1156 VI:30.13. To serve as secretary for the House of Delegates.

- 1157
1158 VI:30.14. To provide support for all standing committees through the administrative
1159 office clerical liaison.
1160
1161 VI:30.15. To serve on standing, special, ad hoc, or other committees as appointed by
1162 the President. The Executive Director will serve as an ex officio member without the
1163 right to vote.
1164
1165 VI:30.16. To publish all reports of the Board, officers, and committees to each delegate
1166 at least fifteen (15) days before the Annual Session. All supplemental reports shall be
1167 distributed to each delegate before the House of Delegates considers such a report.
1168
1169 VI:30.17. To cause the House Book to be published at least thirty (30) days before the
1170 first session of the House of Delegates.
1171
1172 VI:30.18. To serve as secretary for the Board of Directors.
1173
1174
1175

Article VII: COMMITTEES

Section VII:10. Standing Committees.

- 1178 VII:10.1. Committee on Awards.
1179
1180 VII:10.2. Committee on Budget and Finance.
1181
1182 VII:10.3. Committee on Continuing Education.
1183
1184 VII:10.4. Committee on Ethics and Bylaws.
1185
1186 VII:10.5. Committee on Legislation.
1187
1188 VII:10.6. Committee on Membership and Component Development.
1189
1190 VII:10.7. Editorial Board.
1191

Section VII:20. Appointments.

- 1193 VII:20.1. The President makes appointments for all standing committees of the Society,
1194 except as otherwise provided in these Bylaws.
1195
1196 VII:20.2. The President may assign additional duties to the standing committees at the
1197 President's discretion.
1198
1199 VII:20.3. The President may appoint a consultant or adviser from the Board of Directors
1200 to serve on any standing committee of the Society.
1201

1202 VII:20.4. The President or the Board of Directors may create a special committee (ad
1203 hoc, task force). These committee members shall serve until the committee's function is
1204 completed and dissolved upon giving their final report.

1205
1206 **Section VII:30. Vacancy.**

1207 VII:30.1. If a vacancy occurs on an appointed committee, the vacancy is filled by the
1208 method by which it was appointed.

1209
1210 VII:30.2. If a vacancy occurs on an elected committee, the vacancy is filled by the
1211 method by which it was elected. If the committee was elected by the House of
1212 Delegates during the mid-term, the President shall have the power to appoint the
1213 vacancy.

1214
1215 **Section VII:40. Tenure and Term.**

1216 VII:40.1. Standing committee members serve a two-year (2) term or until the committee
1217 is reappointed, concurrent with the President's term or at the President's discretion.

1218
1219 **Section VII:50. Eligibility.**

1220 VII:50.1. All standing committee members must be in good standing with the Society
1221 except as otherwise provided in these Bylaws.

1222
1223 **Section VII:60. Quorum.**

1224 VII:60.1. A majority of the committee members shall constitute its quorum.

1225
1226 **Section VII:70. Administrative Support.**

1227 VII:70.1. The home office shall provide a clerical liaison to all standing, ad hoc, task
1228 forces or special committees. The liaison will assist in preparing and arranging meetings
1229 of standing committees.

1230
1231 **Section VII:80. Annual Report.**

1232 VII:80.1. Each committee chair shall submit an annual report in writing to the Board of
1233 Directors and the House of Delegates through the Executive Director.

1234
1235 **Section VII:90. Budget.**

1236 VII:90.1. Each committee chair shall submit a proposed itemized budget for the ensuing
1237 fiscal year to the Board of Directors, as needed.

1238
1239 **Section VII:100-160 Standing Committee Composition, Chairs, and Duties.**

1240
1241 **Section VII:100. Committee on Awards.**

1242 **VII:100.1. Composition.**

1243 VII:100.1.1. Immediate Past President.

1244 VII:100.1.2. Up to three (3) past Presidents of the Society appointed by the President.

- 1245 VII:100.1.3. President-elect.
1246
1247 VII:100.2. Chair.
1248 VII:100.2.1. Immediate Past President.
1249
1250 VII:100.3. Duties.
1251 VII:100.3.1. To consider nominees for the awards of this Society and acknowledgments
1252 based on established criteria and guidelines.
1253
1254 VII:100.3.2. To recommend the recipient(s) for approval by the Board of Directors.
1255
1256 VII:100.3.3. To submit an annual report in writing to the Board of Directors and the
1257 House of Delegates through the Executive Director.
1258
1259 **Section VII:110. Committee on Budget and Finance.**
- 1260 VII:110.1. Composition.
1261 VII:110.1.1. Treasurer.
1262 VII:110.1.2. President-elect.
1263 VII:110.1.3. Executive Director as ex officio member without the right to vote.
1264
1265 VII:110.2. Chair.
1266 VII:110.2.1. Treasurer.
1267
1268 VII:110.3. Duties.
1269 VII:110.3.1. To maintain the financial solvency of the Society.
1270
1271 VII:110.3.2. To receive quarterly reports of all financial activities of the Society.
1272
1273 VII:110.3.3. To meet at least two (2) times a year, before regular Board sessions, to
1274 prepare an annual budget for approval by the Board.
1275
1276 VII:110.3.4. To maintain a reserve fund consisting of unspent monies at the end of a
1277 fiscal year.
1278
1279 VII:110.3.5. To submit an annual report in writing to the Board of Directors and the
1280 House of Delegates through the Executive Director.
1281
1282 **Section VII:120. Committee on Continuing Education.**
- 1283 VII:120.1. Composition.
1284 VII:120.1.1. Vice President.
1285 VII:120.1.2. President-elect.
1286 VII:120.1.3. Immediate Past President.
1287 VII:120.1.4. Executive Director as ex officio without the right to vote.
1288
1289 VII:120.2. Chair.
1290 VII:120.2.1. Vice President

- 1291
1292 VII:120.3. Vice-chair
1293 VII:120.3.1. Immediate Past President
1294
1295 VII:120.4. Duties.
1296 VII:120.4.1. To develop and coordinate the continuing education programs offered by
1297 the Society.
1298
1299 VII:120.4.2. To assist in developing and coordinating continuing education on the
1300 component level.
1301
1302 VII:120.4.3. The Vice-chair appoints the course Directors for each program with the
1303 approval of the Board.
1304
1305 VII:120.4.4. To manage and arrange for each Annual Session, subject to the
1306 approval of the Board of Directors, unless otherwise provided in these Bylaws.
1307
1308 VII:120.4.5. To submit an annual report in writing to the Board of Directors and the
1309 House of Delegates through the Executive Director.
1310

1311 **Section VII:130. Committee on Ethics and Bylaws.**

- 1312 VII:130.1. Composition.
1313 VII:130.1.1. Speaker of the House of Delegates.
1314 VII:130.1.2. Three (3) members appointed by the President.
1315
1316 VII:130.2. Chair.
1317 VII:130.2.1. Speaker of the House of Delegates.
1318
1319 VII:130.3. Duties.
1320 VII:130.3.1. To maintain the ADSA Code of Ethics and Conduct.
1321
1322 VII:130.3.2. To provide advisory opinions to the Board of Directors regarding interpreting
1323 the ADSA Code of Ethics and Conduct.
1324
1325 VII:130.3.3. Review the components bylaws and amendments to ensure compliance
1326 with these Bylaws.
1327
1328 VII:130.3.4. To provide advisory opinions regarding interpreting the Bylaws for the Board
1329 of Directors and the House of Delegates.
1330
1331 VII:130.3.5. To review all proposed amendments to the Bylaws and standing orders and
1332 make recommendations to the Board of Directors and the House of Delegates.
1333
1334 VII:130.3.6. The committee may initiate proposed amendments to the Bylaws and
1335 standing rules.
1336

1337 VII:130.3.7. Review policies in the ADSA Policy Manual in years ending in zero (0) or
1338 five (5) and make recommendations to the Board of Directors.

1339
1340 VII:130.3.8. To maintain and update the Manual of the House of Delegates.

1341
1342 VII:130.3.9. To submit an annual report in writing to the Board of Directors and the
1343 House of Delegates through the Executive Director.

1344
1345 **Section VII:140. Committee on Legislation.**

1346 VII:140.1. Composition.

1347 VII:140.1.1. Three (3) members appointed by the President.

1348
1349 VII:140.2. Chair.

1350 VII:140.2.1. Appointed by the President.

1351
1352 VII:140.3. Duties.

1353 VII:140.3.1. To monitor legislative activities of significance to anesthesiology in dentistry.

1354
1355 VII:140.3.2. Additional duties as assigned by the President.

1356
1357 VII:140.3.3. To submit an annual report in writing to the Board of Directors and the
1358 House of Delegates through the Executive Director.

1359
1360 **Section VII:150. Committee on Membership and Component Development.**

1361 VII:150.1. Composition.

1362 VII:150.1.1. Three (3) members appointed by the President.

1363
1364 VII:150.2. Chair.

1365 VII:150.2.1. Appointed by the President.

1366
1367 VII:150.3. Duties.

1368 VII:150.3.1. To recruit new members.

1369
1370 VII:150.3.2. To monitor and encourage activity in existing component societies.

1371
1372 VII:150.3.3. Encourage liaison between existing component societies and their state
1373 and regional dental societies.

1374
1375 VII:150.3.4. Encourage liaison between existing component societies and their state
1376 Boards of dentistry.

1377
1378 VII:150.3.5. Encourage the development of new component societies in the United
1379 States, its territories, and Canada.

1380
1381 VII:150.3.6. To submit an annual report in writing to the Board of Directors and the
1382 House of Delegates through the Executive Director.

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Section VII:160. Editorial Board.

VII:160.1. Composition.

- VII:160.1.1. Editor of Anesthesia Progress.
- VII:160.1.2. Editor of The Pulse and The Pulse News Brief.
- VII:160.1.3. President.

VII:160.2. The Chair.

- VII:160.2.1. Editor of Anesthesia Progress.

VII:160.3. Duties.

- VII:160.3.1. To supervise the compilation, publication, distribution, and business arrangements of all publications that bear the imprimatur of this Society.
- VII:160.3.2. To submit an annual report in writing to the Board of Directors and the House of Delegates through the Executive Director.

VII:160.4. Budget.

- VII:160.4.1. The chairperson of the Editorial Board determines the annual budget, subject to the approval of the Board of Directors. The budget shall be a separate line item in the annual budget submitted by the Committee on Budget and Finance.

Article VIII. CONFLICT OF INTEREST

Section VIII:10. Conflict of Interest Policy.

VIII:10.1. Individuals serving in elective, appointive, or employed offices or positions do so in a representative or fiduciary capacity that requires loyalty to the Society. While serving in such offices or positions, these individuals must promote the interests of the Society as a whole.

Moreover, they must avoid the following:

VIII:10.1.1. Individuals should not place themselves in a position where personal or professional interests may conflict with their duty to this Society.

VIII:10.1.2. Individuals must not use information learned through holding an office or position for personal gain or advantage for themselves or a third party.

VIII:10.1.3. An individual may not obtain an improper gain or advantage by a third party.

Section VIII:20. Conditions and Compliance.

VIII:20.1. As a condition for selection, each nominee, candidate, and applicant shall disclose any situation which might be construed as placing the individual in a position of

1428 having an interest that may conflict with their duty to the Society. While serving, the
1429 individual shall comply with the conflict-of-interest policy applicable to their office or
1430 position and report any situation where a potential conflict of interest may arise.
1431

1432 **Section VIII:30. Board of Directors Authority.**

1433 VIII:30.1. The Board of Directors shall approve the compliance activities that will
1434 implement the requirements of this Article. The Board of Directors has the authority to
1435 determine and render a final judgment on what constitutes a conflict of interest.
1436

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1438 **Article IX: ADSA CODE OF ETHICS AND CONDUCT**

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1440 **Section IX:10. Professional Code of Ethics and Conduct.**

1441 IX:10.1. The ADSA Code of Ethics and Conduct governs members' professional and
1442 ethical conduct.
1443

1444

1445 IX:10.2. The ADSA Code of Ethics and Conduct reflects the ethical standards required
1446 for all members. These standards enable members to carry out their ethical
1447 responsibilities professionally and respectfully at all functions supported by the ADSA
1448 and its component societies.

1449

1450 IX:10.3. These principles and values are recognized as the basis for the common good
1451 of all members and the Society. Members voluntarily agree to abide by these principles
1452 and values by applying for and accepting membership into this Society.

1453

1454 IX:10.4. The ADSA Code of Ethics and Conduct is detailed in the ADSA Policy Manual.
1455

1456

1457 **Section IX:20. Non-Compliance.**

1458 IX:20.1. A member who fails to abide by the ADSA Code of Ethics and Conduct may no
1459 longer be considered in good standing and may be subject to further disciplinary actions
1460 by the Board of Directors or the House of Delegates in accordance with these Bylaws.

1461

1462 **Section IX:30. Violations and Reporting.**

1463 IX:30.1. Members who violate statutory law or the ADSA Code of Ethics and Conduct
1464 policy may result in disciplinary actions, including but not limited to warning, censure,
1465 suspension, or loss of membership.
1466

1467

1468 IX:30.2. The Board of Directors has the authority over all members to adjudicate and
1469 impose disciplinary actions. Investigations, deliberations, and actions must comply with
1470 and adhere to the statutes of the State of Illinois. Members must maintain confidentiality
during all inquiries, considerations, and actions at any level of involvement. All formal
reviews and hearings of alleged violations will be in executive session.

1471 IX:30.3. If a member believes a violation of the ADSA Code of Ethics and Conduct has
1472 occurred, that member should report the alleged breach to either the ADSA President or
1473 the Executive Director.

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Article X: ANNUAL SESSION

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Section X:10. Objective.

1479 X:10.1. The Annual Session fosters the presentation and discussion of subjects on the
1480 art and science of anesthesiology as an integral part of dentistry.

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Section X:20. Time and Location.

1483 X:20.1. The Board of Directors shall determine the date and location of the Annual
1484 Session.

1485
1486

Section X:30. Management and General Arrangements.

1487 X:30.1. The Board of Directors, through the Committee on Continuing Education, shall
1488 provide for the management of and make all arrangements for each Annual Session
1489 unless otherwise provided in these Bylaws.

1490
1491

Section X:40. Commercial Exhibits.

1492 X:40.1. Products of commercial enterprises may be exhibited at each Annual Session
1493 under the direction, rules, and regulations of the Board of Directors.

1494
1495
1496

X:40.2. The Board of Directors will set the fees for commercial exhibitors.

1497

Section X:50. Admission.

1498 X:50.1. The Annual Session is open to all Society members, guests, and interested non-
1499 members. The Board of Directors will determine the admission fees for the Annual
1500 Session for members, guests, and non-members.

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1503

Article XI: PUBLICATIONS

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Section XI:10. Official Journal.

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XI:10.1. Title.

1507 This Society shall publish or cause to be published an official journal under the title of
1508 Anesthesia Progress.

1509

1510

XI:10.2. Purpose.

1511 Anesthesia Progress shall report, chronicle, and evaluate activities of scientific and
1512 professional interest to individuals interested in anesthesiology in dentistry.

1513

1514 XI:10.3. Use of the designation "Official Journal."
1515 Any organization identifying Anesthesia Progress as its "Official Journal" may only do so
1516 with permission from the Board of Directors. Renewal of such consent must occur every
1517 two (2) years.

1518
1519 XI:10.4. Frequency of Issue and Subscription Rate.
1520 XI:10.4.1. The Board of Directors determines the frequency of publications and
1521 establishes the subscription rate for Anesthesia Progress.
1522
1523 XI:10.4.2. Any organization that designates Anesthesia Progress as its official journal
1524 will incur a subscription fee set by the Board of Directors.

1525
1526 Section XI:20. Official News Journal.
1527 XI:20.1. Title.
1528 This Society shall publish or cause to be published an official news journal under the
1529 title of The Pulse.

1530
1531 XI:20.2. Purpose.
1532 This Society shall publish or cause to be published The Pulse to disseminate official
1533 news to the members of the Society.

1534
1535 XI:20.3. Frequency of Issue and Subscription Rate.
1536 The Board of Directors shall determine the issue frequency and subscription rate of The
1537 Pulse.

1538
1539 Section XI:30. Official Electronic News Brief.

1540 XI:30.1. Title.
1541 XI:30.1.1. The Pulse News Brief.

1542
1543 XI:30.2. Purpose.
1544 XI:30.2.1. The purpose of The Pulse News Brief is to enable the rapid dissemination of
1545 information through electronic means.

1546
1547 XI:30.3. Frequency.
1548 XI:30.3. The frequency is determined on an as-needed basis.

1549
1550 Section XI:40. Editor of Anesthesia Progress.

1551 XI:40.1. Term.
1552 The President shall appoint the editor for a five-year (5) term subject to the approval
1553 and annual review by the Board of Directors.

1554
1555 XI:40.2. Duties.
1556 XI:40.2.1. The editor shall supervise the compilation, publication, distribution, and
1557 business arrangements of all publications bearing the imprimatur of this Society.

1558

1559 XI:40.2.2. The editor shall be an ex officio member of the Board of Directors without the
1560 right to vote.

1561
1562 XI:40.3. Eligibility.

1563 XI:40.3.1. The Editor of Anesthesia Progress must be an active or active life member in
1564 good standing.

1565
1566 **Section XI:50. Editor of The Pulse and The Pulse News Brief**

1567 XI:50.1. Term.

1568 The President shall appoint the editor for a five-year (5) term, subject to the approval
1569 and annual review of the Board of Directors.

1570
1571 XI:50.2. Duties.

1572 XI:50.2.1. Shall solicit, gather, and publish news of particular interest to Society
1573 members. This material shall include information on component activities, continuing
1574 education programs, and legal and scientific developments.

1575
1576 XI:50.2.2. Shall be an ex officio member of the Board of Directors without the right to
1577 vote.

1578
1579 XI:50.3. Eligibility.

1580 XI:60.3.1. The Editor of The Pulse and The Pulse News Brief must be an active or
1581 active life member in good standing.

1582
1583 **Section XI:60. Vacancy.**

1584 XI:60.1. In the event of a vacancy in the editorship of Anesthesia Progress or The Pulse,
1585 the President shall appoint an active or active life member to fill the vacancy for the
1586 remainder of the unexpired term, subject to the approval of the Board of Directors.

1587
1588
1589 **Article XII: NATIONAL DENTAL BOARD OF ANESTHESIOLOGY**

1590
1591 **Section XII:10. Name.**

1592 XII:10.1. The National Dental Board of Anesthesiology, the Certifying Board, is this
1593 Society's officially recognized certifying Board.

1594
1595 **Section XII:20. Fellow of the American Dental Society of Anesthesiology.**

1596 XII:20.1. Upon successfully achieving Diplomate status with the National Dental Board
1597 of Anesthesiology, an individual will become a Fellow of the American Dental Society of
1598 Anesthesiology.

1599
1600 XII:20.2. Once conferred on an individual, the designation of Fellow of the American
1601 Dental Society of Anesthesiology is not dependent on maintaining Diplomate status in

1602 the National Dental Board of Anesthesiology. It is contingent on the member's
1603 membership and good standing with this Society.

1604
1605 **Section XII:30. Use of "FADSA," Fellow of the American Dental Society of**
1606 **Anesthesiology.**

1607 XII:30.1. The Board of Directors determines the policy for using the designation "Fellow
1608 of the American Dental Society of Anesthesiology" or FADSA on communications
1609 directed to the public by its members.

1610
1611 **Section XII:40. Administrative Support.**

1612 XII:40.1. The American Dental Society of Anesthesiology Executive Director and staff
1613 shall provide administrative support to the National Dental Board of Anesthesiology.

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1616

Article XIII: FINANCES

1617
1618 **Section XIII:10. Fiscal Year.**

1619 XIII:10.1. The Society's fiscal year begins July 1 of each calendar year and ends June
1620 30 of the ensuing year.

1621
1622 **Section XIII:20. General Fund.**

1623 XIII:20.1. The General Fund shall consist of all monies other than those allocated
1624 explicitly to additional funds by these Bylaws. This fund shall defray all expenses
1625 incurred by this Society that are not otherwise provided for in these Bylaws. The
1626 General Fund may be divided into Operating and Reserve Divisions at the discretion of
1627 the Board of Directors.

1628
1629 **Section XIII:30. Other Funds.**

1630 XIII:30.1. The Society may establish other funds, at the discretion of the Board of
1631 Directors, for activities and programs requiring separate accounting records to meet
1632 governmental and administrative requirements. Such funds shall consist of monies and
1633 other assets received or allocated by the purpose for which they are established. Such
1634 funds shall defray all expenses incurred in their operation, serve only as separate
1635 accounting entities, and continue to be held in the name of the American Dental Society
1636 of Anesthesiology.

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1639

Article XIV: EMERGENCY BYLAWS

1640
1641 **Section XIV:10. Activation.**

1642 XIV.10.1. Emergency Bylaws may be enacted if an emergency is declared by a
1643 government agency that affects the functioning of the organization or where a meeting
1644 is planned to occur. The Board members available, either by electronic communications

1645 or in person, shall constitute a quorum to enact the Emergency Bylaws with a three-
1646 fourths (3/4) vote.

1647
1648 **Section XIV:20. Application.**

1649 XIV.20.1. During a declared emergency and for three months after its termination, the
1650 provisions of these Emergency Bylaws remain in force until any properly noticed
1651 meeting occurs, but not more than six months following the end of the emergency. This
1652 condition remains in effect unless terminated earlier by the Board of Directors or House
1653 of Delegates:

1654
1655 **Section XIV:30. Notice of a Meeting.**

1656 XIV.30.1. A notice of a Board of Directors meeting needs to be given only to those
1657 officers and Directors who can be reasonably contacted. The notice may be delivered in
1658 any manner and as early as reasonably possible.

1659
1660 XIV.30.2. Any officer may give notice if the President or secretary is unavailable or
1661 incapacitated.

1662
1663 XIV.30.3. The quorum consists of those officers and Directors who attend.

1664
1665 **Section XIV:40. Call or Cancel a Meeting.**

1666 XIV:40.1. The highest-ranking officer available may call or cancel a Board meeting, and
1667 the Board may call or cancel a meeting of the members.

1668
1669 XIV:40.2. If urgent action is required and the Board cannot meet, the highest-ranking
1670 officer who is available may cancel a meeting of the members.

1671
1672 XIV:40.3. The members of the affected body should be notified of the call or
1673 cancellation as soon as possible by any reasonable means of communication.

1674
1675 XIV:40.3. The Board may reschedule any membership meeting, and the highest-ranking
1676 officer who is available shall reschedule any Board meeting canceled under this
1677 provision. Even in an emergency, proxies may not be used at meetings of the Board or
1678 members.

1679
1680 **Section XIV:50. Communications and Quorum.**

1681 XIV:50.1. Meetings of the Board and members otherwise required to be held in person
1682 may be held by any means by which all Directors or members may communicate
1683 simultaneously with all other Directors or members in attendance. The Board may set a
1684 reasonable quorum for a meeting of the members. The Board may adopt rules for the
1685 conduct of meetings of the Board and members.

1686

1687 **Section XIV:60. Board Members Terms and Vacancies.**

1688 XIV:60.1. Officers and Directors shall serve until their successors are elected or
1689 appointed. The President may fill vacancies that the House of Delegates would usually
1690 fill under these Emergency Bylaws until the next meeting of the House of Delegates.

1691
1692 **Section XIV:70. Emergency Powers of the Board of Directors.**

1693 XIV:70.1. The Board may change the location of the principal office, adopt temporary
1694 amendments to the Bylaws to remain in effect until the next meeting of the House of
1695 Delegates or take any other action otherwise required to be taken. The Board may not
1696 hold elections of officers that would allow the officers to act beyond the next meeting of
1697 the House of Delegates. Amendment(s) to the Bylaws, Constitution, or corporate charter
1698 may not remain in effect beyond the next meeting of the House of Delegates.

1699
1700 **Section XIV:80. Member Notification.**

1701 XIV:80.1. As soon as practicable after the emergency terminates, the Board shall notify
1702 the members of all actions taken and changes to governing documents made during the
1703 emergency.

1704
1705 **Section XIV:90. House of Delegates Notification and Powers.**

1706 XIV:90.1 After a canceled meeting or the termination of the emergency, a special or
1707 annual meeting of the House of Delegates may address any business items required by
1708 the Bylaws, including any business items that must be discussed during the emergency
1709 period. The House of Delegates may also rescind the remaining effect of any action
1710 taken during the emergency with three-fourths (3/4) of the legally cast vote.

1711
1712 **Section XIV:100. Power to Terminate the Emergency Bylaws.**

1713 XIIV:100.1. The Board of Directors or House of Delegates may terminate the
1714 Emergency Bylaws with a majority vote of the legal cast votes.

1715
1716
1717 **Article XV: RIGHTS AND RESPONSIBILITIES OF THE SOCIETY**

1718 **AND OF THE MEMBERS**

1719
1720 **Section XV:10. Rights and Responsibilities of the Society and of the Members.**

1721 XV:10.1. This Society has the inherent right to discipline, suspend, terminate
1722 membership, and expel a member, officer, or Director, with or without cause. Offenses
1723 and violations may result in disciplinary actions regardless of whether they are covered
1724 in these Bylaws.

1725
1726 XV:10.2. Members voluntarily agree to abide by the ADSA Articles of Incorporation, the
1727 Constitution, the Bylaws and standing rules of the Society, the Policies and Procedures
1728 Manual, the ADSA Code of Ethics and Conduct, procedural rules, and statutory law and
1729 uphold the principles and values of this Society by applying for and accepting

1730 membership. Any violations of those mentioned above, which are not all-inclusive, may
1731 be grounds for disciplinary action.

1732
1733 XV:10.3. The Society has the power to expel a member for violating duties as a citizen,
1734 such as being convicted of a criminal offense that would discredit the organization. All
1735 these powers must be exercised in the context of justice and fairness.

1736
1737 XV:10.4. Proceedings to expel a member must not violate the rules of this Society or
1738 any member's rights under the law. The primary requisites for expulsion proceedings
1739 are due notice and a fair hearing. The accused must have notice of the charges, notice
1740 of the time and place of the hearing, and a full and fair opportunity to be present and
1741 present a defense. Members have the right to have legal representation present at all
1742 hearings in which they are involved.

1743
1744 XV:10.5. Written minutes of all proceedings shall be maintained. These shall include the
1745 names of those present, the date, time, location, and actions taken. The minutes are
1746 approved, dated, and signed by the committee members. Upon a committee's final
1747 report, the minutes are drafted and approved. The committee shall not dissolve until the
1748 final minutes are approved and filed with the Executive Director.

1749
1750 **Section XV:20. Disciplinary Procedures.**

1751 XV:20.1. The steps for implementing disciplinary actions on a member, officer, or
1752 Director are outlined in the ADSA Policy Manual and are authorized by these Bylaws to
1753 be enforceable.

1754
1755
1756 **Article XVI: DISSOLUTION**

1757
1758 **XVI:10. Dissolution.**

1759 XVI:10.1. In the event of the dissolution of the American Dental Society of
1760 Anesthesiology, a not-for-profit organization incorporated in the State of Illinois (the
1761 "Society"), the following procedures shall become effective upon the dissolution of the
1762 Society and shall govern the distribution of its assets at that time.

1763
1764 **XVI:10.2. Vote for Dissolution.**

1765 XVI:10.2.1. The Society may be dissolved by a three-fourths (3/4) vote of the legal votes
1766 cast by the Board of Directors in accordance with applicable Illinois state law.

1767
1768 XVI:10.2.2. The Society may be dissolved by a three-fourths (3/4) vote of the legal votes
1769 cast by the House of Delegates in accordance with applicable Illinois state law.

1770
1771 **XVI:10.3. Distribution of Assets.**

1772 XVI:10.3.1. Upon dissolution of the Society, after paying or making provision for the
1773 payment of all liabilities of the Society, the remaining assets of the Society shall be

1774 distributed exclusively for one or more exempt purposes within the meaning of Section
1775 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future
1776 federal tax code, as determined by the Board of Directors at the time of dissolution.
1777 Specifically, the assets shall be distributed to another organization with a similar
1778 purpose or mission, which is exempt under Section 501(c)(3) of the Internal Revenue
1779 Code, as determined by the Board of Directors.

1780

1781 **XVI:10.4. Prohibited Distribution to Members.**

1782 XVI:10.4.1. No part of the net earnings or assets of the Society shall inure to the benefit
1783 of any director, officer, member, employee, or private individual, except as reasonable
1784 compensation for services rendered or as otherwise required by law.

1785

1786 **XVI:10.5. Compliance with Illinois Law.**

1787 XVI.10.5.1. The dissolution of the Society shall be conducted in compliance with the
1788 laws and regulations of the State of Illinois, including the Illinois Not-For-Profit
1789 Corporation Act.

1790

1791 **XVI:10.6. Final Report.**

1792 XVI:10.6.1. A final report shall be submitted to the appropriate authorities, including the
1793 Illinois Attorney General's office and the Internal Revenue Service, in accordance with
1794 applicable law.

1795

1796

1797

Article XVII: INDEMNIFICATION

1798

1799 **Section XVII:10. Right of Indemnification.**

1800 XVII:10.1. To the fullest extent permitted by applicable law and subject to the provisions
1801 of this section, the American Dental Society of Anesthesiology (the "Society") shall
1802 indemnify and hold harmless its directors, officers, editors, committee members,
1803 employees, and agents (collectively, "Indemnitees") against any and all claims,
1804 demands, losses, liabilities, damages, expenses (including attorneys' fees), judgments,
1805 fines, and amounts paid in a settlement arising out of or in connection with the
1806 performance of their duties, responsibilities, or activities on behalf of the Society,
1807 provided that:

1808

1809 **Section XVII:10.2. Scope of Indemnity.**

1810 XVII:10.2.1. Indemnification shall apply to actions taken or omitted in good faith by the
1811 Indemnitee while carrying out their duties for the Society, provided such actions are not
1812 fraudulent, willfully unlawful, or grossly negligent.

1813

1814 **Section XVII:10.3. Exclusions from Indemnification.**

1815 XVII:10.3.1. The Society shall not indemnify any Indemnitee for: a. Claims arising from
1816 acts of fraud, dishonesty, willful misconduct, or gross negligence; b. Claims arising from

1817 the breach of fiduciary duties or statutory obligations imposed by law, unless the
1818 Indemnitee is found to have acted in good faith and in a manner that they reasonably
1819 believed to be in the best interests of the Society.

1820
1821 **Section XVII:10.4. Advancement of Expenses.**

1822 XVII:10.4.1. The Society shall advance expenses, including attorneys' fees, to an
1823 Indemnitee in advance of the final disposition of any action, suit, or proceeding, upon
1824 receipt of an undertaking by or on behalf of the Indemnitee to repay such amounts if it is
1825 ultimately determined that the Indemnitee is not entitled to indemnification under this
1826 Section.

1827
1828 **Section XVII:10.5. Insurance.**

1829 XVII:10.5.1. The Society may, at its discretion, maintain insurance for the benefit of any
1830 Indemnitee against any liability, loss, or expense described above.

1831
1832 **Section XVII:10.6. Notice and Cooperation.**

1833 XVII:10.6.1. The Indemnitee shall promptly notify the Society in writing of any claim,
1834 action, or proceeding that may give rise to indemnification under this provision. The
1835 Indemnitee shall cooperate with the Society in the defense of such claim or action.

1836
1837 **Section XVII:10.7. Non-Exclusive Right.**

1838 XVII:10.7.1. The indemnification rights provided in this Section shall be in addition to
1839 any other rights or remedies the Indemnitee may have under applicable law, by
1840 contract, or otherwise.

1841
1842
1843 **Article XVIII: RULES OF ORDER**

1844
1845 **Section XVIII:10. Parliamentary Authority.**

1846 XVIII:10.1. In all matters not addressed by applicable law, the Constitution, the Bylaws,
1847 the standing rules of order, or temporary rules, this organization shall be governed by
1848 the current edition of the American Institute of Parliamentarians Standard Code of
1849 Parliamentary Procedure (AIPSC or AIP Standard Code).

1850
1851 XVIII:10.2. In the event a parliamentary situation arises that is not covered under the
1852 AIPSC, fundamental principles of parliamentary law shall be considered, and other
1853 parliamentary authorities may be persuasive in resolving the issue if the relevant
1854 provisions are consistent with the simplified and modernized approach of AIPSC.

1855
1856
1857 **Article XIX: AMENDMENTS**

1858

1859 **Section XIX:10. Amendments to the ADSA Bylaws with Previous Notice.**

1860 XIX:10.1. Amendments to these Bylaws must be submitted in writing to the Executive
1861 Director at least ninety (90) days before the Annual Session at which the amendment
1862 will be considered.
1863

1864 XIX:10.2. The Executive Director shall publish the proposed amendment(s) on the
1865 Society's website at least sixty (60) days before the session at which the amendment
1866 will be considered.
1867

1868 XIX:10.3. Amendments to these Bylaws will be referred to the Reference Committee for
1869 recommendations and reported at the second House of Delegates session.
1870

1871 XIX:10.4. Adopting a properly noticed amendment to the Bylaws requires two-thirds
1872 (2/3) of the legal votes cast.
1873

1874 **Section XIX:20. Amendments to the ADSA Bylaws Without Proper Notice.**

1875 XIX:20.1. Amendments to these Bylaws without proper notice must be submitted in
1876 writing to the House Secretary prior to being introduced. The amendment without notice
1877 shall be presented during the first House of Delegates session under New Business.
1878

1879 XIX:20.2. A two-thirds (2/3) vote is required to consider an amendment to the Bylaws
1880 without notice. If an amendment is allowed for consideration without notice, it will be
1881 referred to the Reference Committee, which will make its report and recommendations
1882 during the second House of Delegates session.
1883

1884 XIX:20.3. Adopting an unnoticed amendment to the Bylaws requires three-fourths (3/4)
1885 of the legal votes cast.
1886

1887 **Section XIX:30. Edits to these Bylaws.**

1888 XIX:30.1. The secretary of the House of Delegates shall have the right to correct the
1889 Bylaws for unintended errors in numbering, punctuation, order, spelling, and grammar
1890 without changing the intent or meaning. All corrections shall be reported to the Board of
1891 Directors.
1892

1893
1894 **Article XX: AUTHORITY OF THESE BYLAWS**

1895
1896 **Section XX:10. Authority Over All Previous Editions.**

1897 XX:10.1. These Bylaws supersede all previous editions of this ADSA Bylaws and
1898 Constitution.
1899

1900 Bylaws were revised: April 2025