

Article I: MEMBERSHIP

Section I:10. Definitions.

I:10.1. In Good Standing.

I:10.1.1. A member whose dues are current and 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.

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.

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

I:50. Retired Life Member.

I:50.1. Qualifications.

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

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

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

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

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

I:50.2. Dues.

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

I:50.3. Privileges.

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

I:60. Retired Member.

I:60.1. Qualifications.

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

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

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

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

I:60.2. Dues.

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

I:60.3. Privileges.

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

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.

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159 **I:80.2. Dues.**

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

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162 **I:80.3. Privileges.**

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

165
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.

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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.

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175 **I:90.3. Privileges.**

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

I:100. Associate Member.

I:100.1. Qualifications.

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

I:100.2. Dues.

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

I:100.3. Privileges.

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

I:110. Emeritus Member.

I:110.1. Qualifications.

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

I:110.2. Dues.

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

I:110.3. Privileges.

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

I:120. Past Presidents of the Society.

I:120.1. Qualifications.

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

I:120.2. Dues.

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

I:120.3. Privileges.

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

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

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

Section I:130. Membership Dues Assessment.

I:130.1. Dues.

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

I:130.2. Adjustments of Dues.

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

I:130.3. Percentage Dues.

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

I:130.4. Notice of Dues Change.

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

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

I:140.1. Delinquent Dues.

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

I:140.2. Loss of Fellowship Status.

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

I:140.3. Reinstatement.

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

Section I:150. Waiver of Dues.

I:150.1. Members Who Suffer Severe Financial Hardship.

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

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

Article II: COMPONENTS

Section II:10. Organization.

II:10.1. Components.

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

I:10.2. Federal Dental Services.

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

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

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

Section II:20. Powers and Duties.

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

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

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

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

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

Section II:40. Component Financial Management.

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

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

Section II:50. Membership.

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

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

Section II:60. Officers.

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

Section II:70. Meetings.

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

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

Section II:80. Bylaws.

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

Section II:90. Financial Report.

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

Section II:100. Elections.

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

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
Alberta

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

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Article III: HOUSE OF DELEGATES

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Section III:10. Composition.

III:10.1. Voting Members.

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

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

Section III:20. Ex Officio Members.

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

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

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

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

Section III:40. Certification of Delegates and Alternate Delegates.

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

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

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

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

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

III:40.6. The House of Delegates will then decide whether to credential and seat the individual as a certified delegate. A majority vote is required to uphold the credentials of

the individual in question. Delegates whose credentials are contested do not have the right to vote or be seated until the contest is resolved in their favor.

Section III:50. Powers.

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

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

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

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

Section III:60. Duties.

III:60.1. To elect the elective officers.

III:60.2. To elect the Directors.

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

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

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

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

III:60.7. To adopt an annual budget.

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

Section III:70. Annual Session.

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

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

Section III:80. Official Call.

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

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

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

Section III:90. Quorum.

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

Section III:100. Officers of the House of Delegates.

III:100.1 Officers.

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

III:100.2. Speaker of the House.

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

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

III:100.3. House Secretary.

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

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

Section III:110. Order of Business.

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

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

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

III:120.1. Composition.

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

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578 III:120.2. Duties.

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

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

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

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

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

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594 **Section III:130. Reference Committee.**

595 III:130.1. Composition.

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

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600 III:130.2. Duties.

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

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

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

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

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609 **Section III:140. Special Committees.**

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

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

617 III:150.1. Election Protocols.

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

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

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

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628 III:150.1.4. Elections for elective officers and Directors shall be balloted on a single
629 ballot.

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

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633 III:150.2. Elective Officers.

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

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

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

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644 III:150.3. Directors.

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

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

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

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

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

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

Article IV: ELECTIVE OFFICERS

Section IV:10. Officers.

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

Section IV:20. Eligibility.

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

Section IV:30. Call for Nominations.

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

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

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

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

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

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

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

Section IV:50. Eligibility Verification.

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

Section IV:60. Nominating Speeches.

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

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

Section IV:70. Elections.

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

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

Section IV:80. Officers' Terms of Office.

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

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

Section IV:90. Installation of Officers.

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

Section IV:100. Assuming Office.

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

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

Section IV:110. Vacancy of an Office.

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

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

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

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

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

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

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

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

Section IV:120. Duties.

IV: 120:1. President.

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

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

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

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

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

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

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

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

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

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

796
797 IV:120.1.11. To submit an annual report to the House of Delegates.
798

799 IV:120.1.12. To serve as an advisory member of all standing committees. The President
800 shall not serve on a nominations committee or an audit committee.
801

802 IV:120.1.13. The President's duties, including appointments to fill vacancies, shall
803 remain with the President until adjournment sine die of the House of Delegates when
804 their term of office expires.
805

806 IV:120.1.14. To serve as an ex officio member of the Editorial Board.
807

808 IV:120.1.15. To perform such other duties as are provided in these Bylaws.
809

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

811 IV:120.2.1. To assist the President as requested.
812

813 IV:120.2.2. To serve as an ex officio member of the House of Delegates without the right
814 to vote.
815

816 IV:120.2.3. To serve as an ex officio member of the Board of Directors.
817

818 IV:120.2.4. To confirm that all candidates are eligible for election to an office or position
819 in this Society.
820

821 IV:120.2.5. To assume the office of President upon adjournment sine die of the Annual
822 Session of the House of Delegates when the current President's term expires.
823

824 IV:120.2.6. To succeed immediately to the President's office in case of a vacancy for the
825 unexpired term.
826

827 IV:120.2.7. To serve as the ex officio chair of the Committee on the Annual Session.
828

829 IV:120.2.8. To serve as an ex officio member of the Budget and Finance Committee.
830

831 **IV:120.3. Vice President.**

832 IV:120.3.1. To assist the President as requested.
833

834 IV:120.3.2. To serve as an ex officio member of the House of Delegates without the right
835 to vote.
836

837 IV:120.3.3. To serve as an ex officio member of the Board of Directors.
838

839 IV:120.3.4. To serve as ex officio chair of the Committee on Continuing Education.
840

841 **IV:120.4. Treasurer.**

842 IV:120.4.1. To assist the President as requested.

843
844 IV:120.4.2. To serve as an ex officio member of the House of Delegates without the right
845 to vote.

846
847 IV:120.4.3. To serve as an ex officio member of the Board of Directors.

848
849 IV:120.4.4. To prepare a written annual financial report for the membership and make a
850 verbal report to the House of Delegates.

851
852 IV:120.4.5. To serve as custodian of all monies, securities, and deeds belonging to the
853 Society which may come into the Treasurer's possession and to hold, invest, and
854 disburse same, subject to the discretion of the Board of Directors and perform such
855 other duties as are prescribed by the Board of Directors or these Bylaws.

856
857 IV:120.4.6. The Treasurer shall not serve on an audit committee.

858
859 IV:120.4.7. The Treasurer shall serve as the ex officio chair of the Committee on Budget
860 and Finance.

861
862 **IV:120.5. Speaker of the House.**

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

865
866 IV:120.5.2. To serve in the House of Delegates without the right to vote.

867
868 IV:120.5.3. To serve as parliamentarian for the Board of Directors.

869
870 IV:120.5.4. To serve as an ex officio member of the Board of Directors without the right
871 to vote.

872
873 IV:120.5.5. To serve as the chair of the Committee on Ethics and Bylaws.

874
875 **IV:120.6. Immediate Past President.**

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

878
879 IV:120.6.2. To serve as an ex officio member of the Board of Directors.

880
881 IV:120.6.3. To serve as the ex officio chair of the Committee on Awards.

882
883 IV: 120.6.4. To serve as an ex officio member of the Committee on Continuing
884 Education

IV:120.6.5. To assist the President as requested.

Article V: BOARD OF DIRECTORS

Section V:10. Composition.

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

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

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

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

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

Section V:30. Eligibility.

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

Section V:40. Term of Office and Tenure.

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

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

Section V:50. Elections.

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

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

926 **Section V:60. Nominations.**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

971
972 **Section V:100. Powers.**

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

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

977 V:100.3. It shall have the power to adopt, interpret, and amend the ADSA Code of Ethics
978 and Conduct to govern the members' professional conduct.
979

980 V:100.4. It shall have the power to recommend revocation or suspension of charters of
981 component societies to the House of Delegates.
982

983 V:100.5. It shall have the power to establish rules and regulations that are not
984 inconsistent with these Bylaws to govern its organization and procedure.
985

986 V:100.6. It shall have the power to elect honorary and emeritus members.
987

988 V:100.7. It shall have the power to create special committees of the Society.
989

990 V:100.8. It shall have the authority to approve all Presidential appointments.
991

992 V:100.9. It shall have the power to approve all memorials, resolutions, or opinions
993 issued in the name of this Society.
994

995 V:100.10. It shall have the power to establish an interim policy when the House of
996 Delegates is not in session and when such policies are essential to the management of
997 the Society, provided, however, that all such policies must be presented for review and
998 ratification at the next session of the House of Delegates.
999

1000 V:100.11. It shall have the power to appoint an Executive Director.
1001

1002 V:100.12. It shall have the power to approve awards and acknowledgments of the
1003 recipient(s).
1004

1005 V:100. 13. It shall have the power to perform such other duties and functions necessary
1006 to carry on the business of the Society when the House of Delegates is not in session.
1007

1008 **Section V:110. Duties of the Board of Directors.**

1009 V:110.1. To determine the date and place for convening each Annual Session.
1010

1011 V:110.2. To cause to be bonded by a surety company, the President, the President-
1012 elect, the Vice President, the Treasurer, Directors, Editors, the Speaker of the House,
1013 the Immediate Past President, and the Executive Director.
1014

1015 V:110.3. To cause all Society accounts to be reviewed and fully audited by a certified
1016 public accountant annually.

V:110.4. To prepare a budget for carrying on the activities of the Society for each ensuing fiscal year.

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

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

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

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

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

Section V:120. Meetings.

V:120.1. Regular Meetings.

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

V:120.2. Special Meetings.

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

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

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

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

V:120.3. Emergency Meeting of the Board of Directors.

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

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

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

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

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

V:120.4. Electronic Meetings.

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

Section V:130. Quorum.

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

Section V:140. Chair and Presiding Officer.

V:140.1. Chair.

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

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

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

V:150.2. Secretary.

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

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

V:160.3. Parliamentarian.

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

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

Article VI: APPOINTIVE OFFICER

Section VI:10. Title.

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

Section VI:20. Salary.

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

Section VI:30. Duties.

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

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

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

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

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

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

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

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

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

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

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

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

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

VI:30.14. To provide support for all standing committees through the administrative office clerical liaison.

VI:30.15. To serve on standing, special, ad hoc, or other committees as appointed by the President. The Executive Director will serve as an ex officio member without the right to vote.

VI:30.16. To publish all reports of the Board, officers, and committees to each delegate at least fifteen (15) days before the Annual Session. All supplemental reports shall be distributed to each delegate before the House of Delegates considers such a report.

VI:30.17. To cause the House Book to be published at least thirty (30) days before the first session of the House of Delegates.

VI:30.18. To serve as secretary for the Board of Directors.

Article VII: COMMITTEES

Section VII:10. Standing Committees.

VII:10.1. Committee on Awards.

VII:10.2. Committee on Budget and Finance.

VII:10.3. Committee on Continuing Education.

VII:10.4. Committee on Ethics and Bylaws.

VII:10.5. Committee on Legislation.

VII:10.6. Committee on Membership and Component Development.

VII:10.7. Editorial Board.

Section VII:20. Appointments.

VII:20.1. The President makes appointments for all standing committees of the Society, except as otherwise provided in these Bylaws.

VII:20.2. The President may assign additional duties to the standing committees at the President's discretion.

VII:20.3. The President may appoint a consultant or adviser from the Board of Directors to serve on any standing committee of the Society.

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

Section VII:30. Vacancy.

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

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

Section VII:40. Tenure and Term.

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

Section VII:50. Eligibility.

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

Section VII:60. Quorum.

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

Section VII:70. Administrative Support.

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

Section VII:80. Annual Report.

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

Section VII:90. Budget.

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

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

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

1241 **VII:100.1. Composition.**

1242 VII:100.1.1. Immediate Past President.

1243 VII:100.1.2. Up to three (3) past Presidents of the Society appointed by the President.

1244 VII:100.1.3. President-elect.

1245

1246 **VII:100.2. Chair.**

1247 VII:100.2.1. Immediate Past President.

1248

1249 **VII:100.3. Duties.**

1250 VII:100.3.1. To consider nominees for the awards of this Society and acknowledgments
1251 based on established criteria and guidelines.

1252

1253 VII:100.3.2. To recommend the recipient(s) for approval by the Board of Directors.

1254

1255 VII:100.3.3. To submit an annual report in writing to the Board of Directors and the
1256 House of Delegates through the Executive Director.

1257

1258 **Section VII:110. Committee on Budget and Finance.**

1259 **VII:110.1. Composition.**

1260 VII:110.1.1. Treasurer.

1261 VII:110.1.2. President-elect.

1262 VII:110.1.3. Executive Director as ex officio member without the right to vote.

1263

1264 **VII:110.2. Chair.**

1265 VII:110.2.1. Treasurer.

1266

1267 **VII:110.3. Duties.**

1268 VII:110.3.1. To maintain the financial solvency of the Society.

1269

1270 VII:110.3.2. To receive quarterly reports of all financial activities of the Society.

1271

1272 VII:110.3.3. To meet at least two (2) times a year, before regular Board sessions, to
1273 prepare an annual budget for approval by the Board.

1274

1275 VII:110.3.4. To maintain a reserve fund consisting of unspent monies at the end of a
1276 fiscal year.

1277

1278 VII:110.3.5. To submit an annual report in writing to the Board of Directors and the
1279 House of Delegates through the Executive Director.

1280

1281 **Section VII:120. Committee on Continuing Education.**

1282 **VII:120.1. Composition.**

1283 VII:120.1.1. Vice President.

1284 VII:120.1.2. President-elect.

1285 VII:120.1.3. Immediate Past President.
1286 VII:120.1.4. Executive Director as ex officio without the right to vote.
1287
1288 VII:120.2. Chair.
1289 VII:120.2.1. Vice President
1290
1291 VII:120.3. Vice-chair
1292 VII:120.3.1. Immediate Past President
1293
1294 VII:120.4. Duties.
1295 VII:120.4.1. To develop and coordinate the continuing education programs offered by
1296 the Society.
1297
1298 VII:120.4.2. To assist in developing and coordinating continuing education on the
1299 component level.
1300
1301 VII:120.4.3. The Vice-chair appoints the course Directors for each program with the
1302 approval of the Board.
1303
1304 VII:120.4.4. To manage and arrange for each Annual Session, subject to the
1305 approval of the Board of Directors, unless otherwise provided in these Bylaws.
1306
1307 VII:120.4.5. To submit an annual report in writing to the Board of Directors and the
1308 House of Delegates through the Executive Director.
1309
1310 **Section VII:130. Committee on Ethics and Bylaws.**
1311 VII:130.1. Composition.
1312 VII:130.1.1. Speaker of the House of Delegates.
1313 VII:130.1.2. Three (3) members appointed by the President.
1314
1315 VII:130.2. Chair.
1316 VII:130.2.1. Speaker of the House of Delegates.
1317
1318 VII:130.3. Duties.
1319 VII:130.3.1. To maintain the ADSA Code of Ethics and Conduct.
1320
1321 VII:130.3.2. To provide advisory opinions to the Board of Directors regarding interpreting
1322 the ADSA Code of Ethics and Conduct.
1323
1324 VII:130.3.3. Review the component's bylaws and amendments to ensure compliance
1325 with these Bylaws.
1326
1327 VII:130.3.4. To provide advisory opinions regarding interpreting the Bylaws for the Board
1328 of Directors and the House of Delegates.
1329

VII:130.3.5. To review all proposed amendments to the Bylaws and standing orders and make recommendations to the Board of Directors and the House of Delegates.

VII:130.3.6. The committee may initiate proposed amendments to the Bylaws and standing rules.

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

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

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

Section VII:140. Committee on Legislation.

VII:140.1. Composition.

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

VII:140.2. Chair.

VII:140.2.1. Appointed by the President.

VII:140.3. Duties.

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

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

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

Section VII:150. Committee on Membership and Component Development.

VII:150.1. Composition.

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

VII:150.2. Chair.

VII:150.2.1. Appointed by the President.

VII:150.3. Duties.

VII:150.3.1. To recruit new members.

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

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

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

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

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

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

Section VIII:30. Board of Directors Authority.

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

Article IX: ADSA CODE OF ETHICS AND CONDUCT

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

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

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

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

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

Section IX:20. Non-Compliance.

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

Section IX:30. Violations and Reporting.

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

IX:30.2. The Board of Directors has the authority over all members to adjudicate and impose disciplinary actions. Investigations, deliberations, and actions must comply with 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.

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

Article X: ANNUAL SESSION

Section X:10. Objective.

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

Section X:20. Time and Location.

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

Section X:30. Management and General Arrangements.

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

Section X:40. Commercial Exhibits.

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

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

Section X:50. Admission.

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

Article XI: PUBLICATIONS

Section XI:10. Official Journal.

XI:10.1. Title.

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

XI:10.2. Purpose.

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

XI:10.3. Use of the designation "Official Journal."

Any organization identifying Anesthesia Progress as its "Official Journal" may only do so with permission from the Board of Directors. Renewal of such consent must occur every two (2) years.

XI:10.4. Frequency of Issue and Subscription Rate.

XI:10.4.1. The Board of Directors determines the frequency of publications and establishes the subscription rate for Anesthesia Progress.

XI:10.4.2. Any organization that designates Anesthesia Progress as its official journal will incur a subscription fee set by the Board of Directors.

Section XI:20. Official News Journal.

XI:20.1. Title.

This Society shall publish or cause to be published an official news journal under the title of The Pulse.

XI:20.2. Purpose.

This Society shall publish or cause to be published The Pulse to disseminate official news to the members of the Society.

XI:20.3. Frequency of Issue and Subscription Rate.

The Board of Directors shall determine the issue frequency and subscription rate of The Pulse.

Section XI:30. Official Electronic News Brief.

XI:30.1. Title.

XI:30.1.1. The Pulse News Brief.

XI:30.2. Purpose.

XI:30.2.1. The purpose of The Pulse News Brief is to enable the rapid dissemination of information through electronic means.

XI:30.3. Frequency.

XI:30.3. The frequency is determined on an as-needed basis.

Section XI:40. Editor of Anesthesia Progress.

XI:40.1. Term.

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

XI:40.2. Duties.

XI:40.2.1. The editor shall supervise the compilation, publication, distribution, and business arrangements of all publications bearing the imprimatur of this Society.

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

XI:40.3. Eligibility.

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

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

XI:50.1. Term.

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

XI:50.2. Duties.

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

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

XI:50.3. Eligibility.

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

Section XI:60. Vacancy.

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

Article XII: NATIONAL DENTAL BOARD OF ANESTHESIOLOGY

Section XII:10. Name.

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

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

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

XII:20.2. Once conferred on an individual, the designation of Fellow of the American Dental Society of Anesthesiology is not dependent on maintaining Diplomate status in the National Dental Board of Anesthesiology. It is contingent on the member's membership and good standing with this Society.

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

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

Section XII:40. Administrative Support.

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

Article XIII: FINANCES

Section XIII:10. Fiscal Year.

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

Section XIII:20. General Fund.

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

Section XIII:30. Other Funds.

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

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1638 **Article XIV: EMERGENCY BYLAWS**

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

1641 XIV.10.1. Emergency Bylaws may be enacted if an emergency is declared by a
1642 government agency that affects the functioning of the organization or where a meeting
1643 is planned to occur. The Board members available, either by electronic communications
1644 or in person, shall constitute a quorum to enact the Emergency Bylaws with a three-
1645 fourths (3/4) vote.
1646

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

1648 XIV.20.1. During a declared emergency and for three months after its termination, the
1649 provisions of these Emergency Bylaws remain in force until any properly noticed
1650 meeting occurs, but not more than six months following the end of the emergency. This
1651 condition remains in effect unless terminated earlier by the Board of Directors or House
1652 of Delegates:
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1654 **Section XIV:30. Notice of a Meeting.**

1655 XIV.30.1. A notice of a Board of Directors meeting needs to be given only to those
1656 officers and Directors who can be reasonably contacted. The notice may be delivered in
1657 any manner and as early as reasonably possible.
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1659 XIV.30.2. Any officer may give notice if the President or secretary is unavailable or
1660 incapacitated.
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1662 XIV.30.3. The quorum consists of those officers and Directors who attend.
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1664 **Section XIV:40. Call or Cancel a Meeting.**

1665 XIV.40.1. The highest-ranking officer available may call or cancel a Board meeting, and
1666 the Board may call or cancel a meeting of the members.
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1668 XIV.40.2. If urgent action is required and the Board cannot meet, the highest-ranking
1669 officer who is available may cancel a meeting of the members.
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1671 XIV.40.3. The members of the affected body should be notified of the call or
1672 cancellation as soon as possible by any reasonable means of communication.
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1674 XIV.40.3. The Board may reschedule any membership meeting, and the highest-ranking
1675 officer who is available shall reschedule any Board meeting canceled under this
1676 provision. Even in an emergency, proxies may not be used at meetings of the Board or
1677 members.
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Section XIV:50. Communications and Quorum.

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

Section XIV:60. Board Members Terms and Vacancies.

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

Section XIV:70. Emergency Powers of the Board of Directors.

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

Section XIV:80. Member Notification.

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

Section XIV:90. House of Delegates Notification and Powers.

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

Section XIV:100. Power to Terminate the Emergency Bylaws.

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

**Article XV: RIGHTS AND RESPONSIBILITIES OF THE SOCIETY
AND OF THE MEMBERS**

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

XV:10.1. This Society has the inherent right to discipline, suspend, terminate membership, and expel a member, officer, or Director, with or without cause. Offenses

and violations may result in disciplinary actions regardless of whether they are covered in these Bylaws.

XV:10.2. Members voluntarily agree to abide by the ADSA Articles of Incorporation, the Constitution, the Bylaws and standing rules of the Society, the Policies and Procedures Manual, the ADSA Code of Ethics and Conduct, procedural rules, and statutory law and uphold the principles and values of this Society by applying for and accepting membership. Any violations of those mentioned above, which are not all-inclusive, may be grounds for disciplinary action.

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

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

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

Section XV:20. Disciplinary Procedures.

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

Article XVI: DISSOLUTION

XVI:10. Dissolution.

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

XVI:10.2. Vote for Dissolution.

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

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

XVI:10.3. Distribution of Assets.

XVI:10.3.1. Upon dissolution of the Society, after paying or making provision for the payment of all liabilities of the Society, the remaining assets of the Society shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as determined by the Board of Directors at the time of dissolution. Specifically, the assets shall be distributed to another organization with a similar purpose or mission, which is exempt under Section 501(c)(3) of the Internal Revenue Code, as determined by the Board of Directors.

XVI:10.4. Prohibited Distribution to Members.

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

XVI:10.5. Compliance with Illinois Law.

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

XVI:10.6. Final Report.

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

Article XVII: INDEMNIFICATION

Section XVII:10. Right of Indemnification.

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

Section XVII:10.2. Scope of Indemnity.

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

Section XVII:10.3. Exclusions from Indemnification.

XVII:10.3.1. The Society shall not indemnify any Indemnatee for: a. Claims arising from acts of fraud, dishonesty, willful misconduct, or gross negligence; b. Claims arising from the breach of fiduciary duties or statutory obligations imposed by law, unless the Indemnatee is found to have acted in good faith and in a manner that they reasonably believed to be in the best interests of the Society.

Section XVII:10.4. Advancement of Expenses.

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

Section XVII:10.5. Insurance.

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

Section XVII:10.6. Notice and Cooperation.

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

Section XVII:10.7. Non-Exclusive Right.

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

Article XVIII: RULES OF ORDER

Section XVIII:10. Parliamentary Authority.

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

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

Article XIX: AMENDMENTS

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

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

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

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

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

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

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

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

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

Section XIX:30. Edits to these Bylaws.

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

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Article XX: AUTHORITY OF THESE BYLAWS

Section XX:10. Authority Over All Previous Editions.

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

Bylaws were revised: April 2025